



ธนาคารกรุงไทย
KRUNGTHAI BANK

Invitation to 24th Annual Ordinary General Meeting

Friday 28th April 2017 at 13.00 hrs.

The registration will begin at 09.30 hrs.

At the Athenee Crystal Hall, 3rd floor
Plaza Athenee Bangkok, A Royal Meridien Hotel
No.61 Wireless Road, Lumpini
Pathumwan, Bangkok



In order to comply and follow the guideline for good corporate governance campaign, the Bank has no souvenirs to be granted in the shareholders' meeting. However, the Bank will still provide a set of lunch boxes to the shareholders or their attending proxies who register and attend the meeting. For the proxies, the Bank reserves the right for one set per one person only.



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20th March 2017

Dear Shareholders,

Subject: Invitation to the 24th Annual Ordinary General Meeting

Krung Thai Bank Public Company Limited has decided to hold the 24th Annual Ordinary General Meeting on Friday 28th April 2017 at 13.00 hours (registration will begin at 09.30 hours) at the Athenee Crystal Hall, 3rd floor, Plaza Athénée Bangkok, A Royal Méridien Hotel, No.61 Wireless Road, Lumpini Subdistrict, Pathumwan District, Bangkok in order to consider various items on the agenda as follows:

- 1 To consider and adopt the minutes of the 23rd Annual Ordinary General Meeting on Friday 29th April 2016 (Attachment to Agenda 1)

Objective and Reason: It is for the shareholders to consider and adopt the minutes that it is recorded correctly and truly.

Opinion of the Board: The General Meeting should adopt the minutes which was correctly and truly recorded. As because the Public Limited Companies Act B.E.2535 (1992) and its amendment has no legislation about adopt the minutes of General Meeting, so in the next General Meeting the Bank will not propose the agenda to consider and adopt the minutes of General Meeting. After the General Meeting, the Bank will inform shareholders about the publicize minutes of the meeting via Stock Exchange of Thailand to offer the opportunity for the shareholders to raise further inquiries or express the opinion on the minutes of the General Meeting.

- 2 To acknowledge the Board of Directors' annual report (Attachment to Agenda 2)

Objective and Reason: Pursuant to Article 45 (1) of the Bank's Articles of Association, "the General Meeting shall consider and acknowledge the annual report of the Board of Directors."

Opinion of the Board: The General Meeting should acknowledge the Board of Directors' annual report. The financial figures and other details are disclosed in the annual report and summary of the financial information.

- 3 To consider and approve the Financial Statement for the year ending 31st December 2016 (Attachment to Agenda 3)

Objective and Reason: Pursuant to Article 45 (2) of the Bank's Articles of Association, "the General Meeting shall consider and approve the Balance Sheet and Profit and Loss Statement." and pursuant to Section 112 of the Public Limited Companies Act B.E.2535 (1992) and its amendment, "The Board of Directors must cause to be made the Balance Sheet and the Profit and Loss account as of the end of the company's accounting year to be submitted to the annual ordinary meeting of shareholders for consideration and approval..."

Opinion of the Board: The General Meeting should approve the Financial Statement for the year ending 31st December 2016 as submitted by the Board which have been considered by the Audit Committee and already certified by the Bank's auditor.

4 To consider and approve the appropriation of the 2016 net profit and dividend payment

Objective and Reason: Pursuant to Article 45 (3) of the Bank's Articles of Association, "the General Meeting shall consider and approve the appropriation of profit," and pursuant to Section 116 of the Public Limited Companies Act B.E.2535 (1992) and its amendment, "the Company will have to allocate not less than 5 percent of the annual profits as reserved fund, less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10 percent of the registered capital except that the Company shall have the Articles of Association or other laws, fixing more reserved fund than that."

Opinion of the Board: The General Meeting should approve the appropriation of the 2016 net profit and dividend payment as follows:

	2016	2015
Net Profit	Baht 29,967.79 million	Baht 26,473.75 million
as Preferred Share Dividend (5,500,000 shares)	Baht 5.58 million (Baht 1.0145 per share)	Baht 5.03 million (Baht 0.9145 per share)
as Ordinary Share Dividend (13,976,061,250 shares)	Baht 12,019.41 million (Baht 0.86 per share)	Baht 10,621.81 million (Baht 0.76 per share)
Profit Balance Carried Forward	Baht 17,942.80 million	Baht 15,846.91 million
Dividend/Net Profit	40.13%	40.14%

At present, the Bank's legal reserve has reached the amount required by the Bank's Articles of Association and the Public Limited Companies Act B.E.2535 (1992) and its amendment, therefore the Bank has not to allocate profit as the legal reserve.

The rate of dividend payment as mentioned above is pursuant to the Bank's dividend payment policy approved by the 16th Annual Ordinary General Meeting (2009) which pay at the rate of about 40% of the Bank's net profit. However, dividend payment in each year would be subject to the actually realized profit from normal business operation of each particular year. Consideration also had to be taken as to the Bank's future operating performance, the economic condition and financial environment, the increase volume of loans and provisioning for doubtful accounts of the Bank, resolutions passed by the Board of Director meeting and/or the shareholders general meeting, amount of retained profit and necessity for setting aside the legal reserve and other reserves as necessary or deemed appropriate by the Bank as well as the Bank's compliance with relevant laws, rules and regulations prescribed by the authorized regulators.

The dividend payment as mentioned above paid from retained profit that the Bank paid tax at the rate of 23%, an individual shareholder may apply for tax credit on dividend at the rate of 23/77 of the amount of dividend received which the Bank has gathered the Record Date on which shareholders have the right to receive dividend on Thursday 11th May 2017 and fixed the share registration book closing date on Friday 12th May 2017 for gathering shareholders' name under the Section 225 of the Securities and Exchange Act B.E. 2535 (1992) and its amendment. The dividend payment shall be made on Friday 26th May 2017.

5 To consider and approve the Directors' remuneration (Attachment to Agenda 5)

Objective and Reason: Pursuant to Article 28 of the Bank's Articles of Association, "the Board of Directors shall request the general meeting to consider any payment of money or any other property to the directors whereby the General Meeting may fix a certain amount or lay down rules and criteria, and may prescribe it from time to time or may bring it into effect permanently until any further change is made..." and pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and its amendment, "...the Directors' remuneration payment shall be pursuant to the General Meeting's resolution, consisting of not less than two-third of total votes of shareholders, attending the Meeting."

Opinion of the Board: The Board of Directors has defined the policies and the rule of the directors' remuneration and the committees' remuneration by the rule and rate of the directors' remuneration comparison. Including considered the appropriateness with the duties and responsibilities in providing respective policies, fixing problems and making decisions in the Bank's business operation to achieve goals and business direction of the Bank which in line with the peer listed companies in Stock Exchange of Thailand and commercial banks which already considered by the Nominating and Remuneration Committee which should approve as follows:

5.1) Directors' remuneration for the year 2017

Directors' remuneration for the year 2016 has the same rule and rate as year 2017, detail as follows:

Directors' Remuneration	2017
1) Remunerations as Director	Bt70,000 / month
2) Ex-officio remunerations should be paid to Director who holds the position as follows: <ul style="list-style-type: none"> - Chairman of the Board of Directors - Vice Chairman of the Board of Directors - Chairman of Committees such as Chairman of the Board of Executive Directors, Chairman of the Audit Committee, Chairman of the Nominating and Remuneration Committee, Chairman of the Corporate Governance and Social Responsibility Committee, Chairman of the Risk Management Committee, Chairman of the Compliance Committee and Chairman other committees which the Bank of Thailand determines to have or should have or depend on necessity of the Board of Directors. 	Bt130,000 / month Bt30,000 / month Bt30,000 / month
3) Meeting honorariums should be paid to the directors attending the meeting of these committees and other committees which the Bank of Thailand determines to have or should have or depend on necessity of the Board of Directors.	Bt30,000 / meeting

Beside the remuneration, it was agreed to be paid to the Chairman of the Relations Committee* and should be paid the meeting honorarium at the rate of Bt30,000 / meeting of attending the meeting but not over once a month.

Remark* Relations Committee organized by the State Enterprise Labor Relation Act B.E. 2543 (2000) which the committee consists of representatives of the employer and representatives of the employee. A Director of that State Enterprise shall be designed as the Chairman of the Relations Committee.

However, until now the Bank has no privileges which is not compensation, salary or normal bonus including right of Directors to purchase shares or own shares.

5.2) Directors' gratuity for the year 2016

The General Meeting should approve Directors' gratuity in the amount of Baht 47.13 million to proper with the responsibilities and workloads, including being in line with the dividend payment as peer listed companies and commercial banks. The allocation of gratuity should be at the Board's discretion.

6 To consider the election of Directors to replace those who are retiring upon completion of their terms of office (Attachment to Agenda 6)

Objective and Reason: Pursuant to Article 22 of the Bank's Articles of Association, "at each ordinary general meeting, one-third of the directors must retire from office. If the number of directors cannot be divided exactly into the number corresponding to one-third, the directors must retire in the number nearest to one-third. Unless otherwise agreed by the directors among themselves, the directors to retire on rotation during the first and second times shall be drawn by lots. In every subsequent time the directors who have been longest in office shall retire. A retiring director is eligible for re-election" and pursuant to Article 45 (4) of the Bank's Articles of Association, "the General Meeting shall elect new Directors in replacement of those who must retire on the expiration of their terms ..."

At this Meeting, four Directors completing their terms of office are namely Dr.Kittipong Kittayarak, General Tienchai Rubporn, Dr.Kulaya Tantitemit and Mr.Payong Srivanich. The Bank provides the opportunity for shareholders to nominate qualified persons for Director's position during 1st October to 31st December 2016 and there is no shareholder nominating qualified persons for Director's position.

Opinion of the Board: (exclusive of Directors having conflict of interest) The General Meeting should elect Dr.Kittipong Kittayarak and General Tienchai Rubporn to be Director and Independent Director for another term and elect Dr.Kulaya Tantitemit and Mr.Payong Srivanich to be Director for another term. These nominated persons have been already considered by the considering process in many fields such as knowledge,

competency, experiences, skill including composition of necessity expertise for the Board of Directors by the completely process of the Nominating and Remuneration Committee. These persons are qualification, knowledge, competency and experiences that will be beneficial to the Bank's business operation. Moreover, they have performed their duties with accountability, prudence, integrity and good faith under the applicable laws, objectives and the Bank's Articles of Association as well as the resolution of the General Meeting.

Opinion of the Board for electing each Director to replace those who are retiring upon completion of their terms of office can be seen as the detail of Attachment to Agenda 6

7 To consider the election of the Bank's auditor and fix the audit fee (Attachment to Agenda 7)

Objective and Reason: Pursuant to Article 45 (5) of the Bank's Articles of Association, "the General Meeting shall appoint auditor and fix the remuneration for auditing" and pursuant to Section 120 of the Public Limited Companies Act B.E.2535 (1992) and its amendment, "the General Meeting shall appoint auditor and fix the remuneration for auditing every year. The same auditor is eligible for re-election." Furthermore, pursuant to Section 121 of the Act, "the auditor must not be Director, officer, employee, or anyone who retain any Company's position."

Opinion of the Board: The General Meeting should elect the Office of the Auditor General of Thailand to be the Bank's auditor for year 2017 since the Bank is the State Enterprise under audit in accordance with the Organic Act governing National Audit B.E.2542 (1999), and the audit fee is proposed for the accounting period of year 2017 amounting to Baht 6,950,000 as already considered by the Audit Committee. Furthermore, the Office of the Auditor General of Thailand has continually been the auditor of the Bank and subsidiaries and also has no relationship and no conflict of interest with the Bank/subsidiaries/managements/major shareholders or person(s) relating to those and can prepare Financial Statement in the period as defined in law. In case of associated companies, not state enterprise, the Office of the Auditor General of Thailand is not their auditor.

8 Other business (If any)

Items on the agenda and opinions of the Board as mentioned above have been considered by Independent Directors who shared the same opinions as other Directors.

For the 24th Annual Ordinary General Meeting, the Bank will invite law firms to perform the monitoring of the Meeting with transparency in accordance with the Bank's Articles of Association, the laws of the authorized regulators and the principles of Good Corporate Governance by monitoring the following issues;

1. Document checking procedures of shareholders or proxies who have the right to attend the Meeting.
2. Quorum
3. Stakeholders who did not exercise their right to vote.
4. Voting Procedure and Votes Counting Rule were in accordance with the Bank's Articles of Association / the Chairman's announcement.
5. Monitoring voting ballots collection from every shareholder attending the Meeting on the Agenda: "To consider the election of Directors to replace those who complete their terms of office" and inspecting the accuracy of the resolution and the voting results from voting ballots.

The Bank has sent the 2016 Annual Report to all shareholders in the form of CD-ROM (As Attached 12). However, if any shareholder would like to have a hard copy of the annual report, they may request it from Krung Thai Bank PCL., Office of the Board of Directors, 13th Floor, NanaNua Building, No.35 Sukhumvit Road, KlongtoeyNua Subdistrict, Wattana District, Bangkok 10110, telephone number 0-2208-4136, 0-2208-4144 and 0-2208-4146 facsimile number 0-2256-8891 or E-mail Address: share.holder@ktb.co.th

The Bank has fixed the Record Date on which shareholders have the right to attend the 24th Annual Ordinary General Meeting on Tuesday 4th April 2017 and fixed the share registration book closing date on Wednesday 5th April 2017 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (1992) and its amendment.

All shareholders are hereby invited to attend the Meeting as scheduled above.

Yours sincerely,

Suchart Dejittirut

(Mr. Suchart Dejittirut)

Corporate Secretary

by the instruction of the Board of Directors

Articles of Association:**Chapter 5 General Meetings**

Article 38. The Board of Directors shall hold an ordinary general meeting within four months from the close of the accounting period for the year end. Other meetings in addition to this are called extraordinary meetings.

The Board of Directors may call extraordinary meetings as it deems necessary or appropriate or when the shareholders holding shares totalling not less than one-fifth of the Company's shares sold or not less than 25 shareholders holding shares totalling not less than one-tenth of the Company's shares sold jointly make a request in writing requesting the Board of Directors to summon an extraordinary meeting at any period, but the reason for calling a meeting must be clearly stated in such written request. In this case, the Board shall summon an extraordinary meeting within one month after the date of requisition.

Article 39. In summoning a general meeting, the Board shall prepare the notice of the summoning specifying the venue, date, time, agenda and the issues to be submitted to the general meeting together with relevant details, by clearly indicating them as issues to be submitted for information, for approval or for consideration as the case may be, including the comments by the Board on the issues. The Board shall then send them to the shareholders and the registrar not less than 7 days prior to the date of the meeting, and shall make an announcement of the meeting in a daily newspaper for three consecutive days and not less than three days before the date fixed for the meeting.

In holding a general meeting, the Board may determine the venue in any area in the Kingdom as it deems appropriate.

Article 40. In a general meeting, there must be the shareholders or proxies (if any) attending the meeting not less than twenty-five persons or not less than half of the total shareholders and there must be a total of not less than one-third of the total shares sold in order to constitute a quorum.

If one hour has elapsed after the appointed time of the meeting but the shareholders attending the meeting do not constitute a quorum, the meeting shall be called off in case the meeting was summoned upon the requisition of the shareholders. If the meeting was not summoned by the shareholders not less than seven days before the date fixed for the meeting, the meeting shall proceed even if it does not constitute a quorum.

Article 41. Any shareholder who does not attend the meeting may appoint a proxy in writing to attend the meeting and vote in his replacement. The proxy must submit the instrument appointing a proxy to the chairman of the meeting or the person designated prior to the start of the meeting.

Such instrument must be prepared in compliance with the format prescribed by the registration.

Article 42. In casting votes, whether by show of hand or by secret ballot, each shareholder shall be entitled to the votes equal to the number of shares owned by him or one share shall be entitled to one vote, except that the share held by such shareholder is preference share with specified condition of preference share to have less voting right than ordinary share; and the resolution of the meeting shall be decided by a majority vote cast by the attending shareholders. In case of equality of votes, the chairman of the meeting shall cast a deciding vote.

Article 43. The Chairman of the Board of Director shall preside at every general meeting of shareholder if the Chairman is not present or unable to perform his duty, the Vice Chairman shall act as Chairman of the meeting. In case there is no Vice Chairman or there is one but he cannot perform his duty, the meeting shall elect one of the shareholders to act as Chairman.

Article 44. A shareholder who has special interest in any particular question discussed in the meeting cannot vote on such question except in the election of the directors.

Article 45. An ordinary general meeting shall be summoned for the following purposes:

- (1) considering and acknowledging the annual report of the Board of Directors;
- (2) considering and approving the balance sheet and the profit and loss statement;
- (3) considering and approving the appropriation of profit;
- (4) electing new directors in replacement of those who must retire on the expiration of their terms or otherwise thus causing a vacancy, or electing additional directors in case of increase in their number,
- (5) appointing auditor and fixing the remuneration for auditing;
- (6) other business

Summary of the Shareholders' Rights in the Annual Ordinary General Meeting

In order to give shareholders the convenience, the Bank thus summarizes the shareholders' rights in the Annual Ordinary General Meeting as follows:

1. Attending the Meeting and casting votes in the Shareholders' Meeting
2. Questioning or asking for more explanation
3. Acknowledging the Board of Directors' annual report
4. Approving the Financial Statement
5. Approving the appropriation of profit and dividend payment
6. Approving the Directors' remuneration
7. Electing Directors to replace those who are retiring upon completion of their terms of office
8. Electing the auditor and fixing the audit fee

Documentary Evidences Required for the Right to Attend General Meeting

Natural person:

1. If the shareholder attends the Meeting in person, a document with the shareholder's photograph issued by a government agency, which has not yet expired, such as a valid ID card, driving license or passport is to be presented.
2. If the shareholder attends the Meeting by proxy, the following documents are to be presented:
 - (1) A proxy in a form attached to the notice of the Meeting completely or a proxy in a form specified by Ministry at Commerce filled in and signed by the grantor and the proxy;
 - (2) A photocopy of the shareholder's document issued by a government agency, as detailed in Clause 1 above, certified as a true copy by the grantor; and,
 - (3) The proxy's document issued by a government agency as detailed in Clause 1 above.

Juristic person/entity:

1. If the shareholder's representative attends the Meeting in person, the following documents are to be presented:
 - (1) A document of the shareholders' representative issued by a government agency as detailed in the case of the shareholder being a natural person, Clause 1 above; and,
 - (2) A photocopy of the shareholder's Certificate of Incorporation in the period of not more than 6 months certified as a true copy by the juristic person's representative, which particularly shows that the representative attending the Meeting is authorized to act on behalf of the juristic person shareholder.
2. If the shareholder attends the Meeting by proxy, the following documents are to be presented:
 - (1) A proxy in a form attached to the notice of the Meeting completely or a proxy in a form specified by Ministry at Commerce filled in and signed by the grantor and the proxy;
 - (2) A photocopy of the shareholder's Certificate of Incorporation in the period of not more than 6 months certified as a true copy by the juristic person's representative, which particularly shows that the representative signing on the proxy is authorized to act on behalf of the juristic person shareholder; and,
 - (3) The proxy's document issued by a government agency as detailed in the case of the shareholder being a natural person, Clause 1 above.

If the shareholder is not of Thai nationality or is a juristic person incorporated under a foreign law,

Provisions in the cases of the shareholder being a natural person and the shareholder being a juristic person shall apply mutatis mutandis to the shareholder or the attendee who is not of Thai nationality or is a juristic person incorporated under a foreign law as the case may be, subject to the following regulations:

- (1) The shareholder or shareholder's representative or proxy who is natural person attending the meeting shall present valid alien identity card or passport or valid document in substitution for passport in the registration area;
- (2) The authorized signatory of juristic person shall sign the name and affix the company's seal (if any) in the documents under the case of the shareholder being a juristic person, Clause 1(2) and 2(2);
- (3) The proxy shall sign and affix the company's seal (if any) in the proxy form under the cases of the shareholder being a natural person, Clause 2 (1) and the cases of the shareholder being a juristic person, Clause 2 (1);
- (4) Any document of which the original is not in English must be accompanied by an English translation and attach certified as correct translation

For Foreign Shareholders Appointing a Custodian in Thailand,

- (1) All documents similar to those of juristic person incorporated under a foreign law, Clause (2) - (3) above;
- (2) Power of Attorney granted by the shareholder authorizing the custodian to sign the Proxy Form on his/her Behalf; and,
- (3) Letter certifying that the custodian, who signs the Proxy Form, is permitted to engage in the custodian business.

In the event that the shareholder died,

The executor or administrator shall attend the meeting in person or assign the proxy to be attendee on the shareholder's behalf whereby the official order appointing executor/administrator, certified by authorized person in the period of not more than 6 months before the date of meeting shall be presented additionally.

In the event that the shareholder is a minor,

The parent (father or mother) or the legal guardian shall attend the meeting in person or assign the proxy to be attendee on the shareholder's behalf whereby he/she shall present additionally a copy of house registration of the shareholder who is minor for registration.

In the event that the shareholder is an incapacitated person or a quasi - incompetent person,

The custodian/guardian or curator shall attend the meeting in person or assign proxy to be attendee on the shareholder's behalf whereby the written court order appointing such custodian/guardian, certified by authorized person in the period of not more than 6 months before the date of meeting shall be presented additionally.

Remark: The proxy holder must attain the age of majority

Registration Procedures

The Bank will open for the registration counter for meeting attendance from registration will begin at 09.30 hours at the Athenee Crystal Hall, 3rd floor, Plaza Athenee Bangkok, A Royal Meridien Hotel. In order to be convenience for the registration, the grantor and/or the proxy must bring and present the registration form on which the relevant barcode is printed to the Bank's officer.

1. In case of self-attendance

- 1.1 Contact the registration point and submit the barcode appearing on registration form also a valid official ID card in where a photograph is shown, e.g. personal ID card, driver license, or passport.
- 1.2 Receiving the document certifying registration and voting ticket for each agenda item.

2. In case of having proxy

2.1 Proxy

The Bank has attached Proxy Form A, B and C, which are the official form declared under the Notification of the Department of Business Development, Ministry of Commerce on Form of Proxy B.E. 2550 (2007) (Issue No.5) Dated 2nd February 2007, together with the notice of meeting to the shareholders.

- Form A: General Proxy Form (Simple Form: For shareholders in all cases)
- Form B: Specific Proxy Form with details in each agenda (For shareholders in all cases)
- Form C: Specific Proxy Form for foreign investors who appoint Custodian in Thailand

2.2 Contact the document checking point and submit:

- Complete only one of the above Proxy Forms which is completely filled, signed by the grantor (the shareholder) and the proxy.
- A copy of the grantor's official ID card as referred to in Clause 1.1 certified true and correct by the grantor.
- An original of the proxy's official ID card as referred to in Clause 1.1.

2.3 Contact the registration point and submit all documents as referred to in Clause 2.2

2.4 Receiving the document certifying registration and voting ticket for each agenda item (In case, the shareholder attending the Meeting by proxy does not vote in the proxy)

Voting Procedure and Votes Counting Rule

Voting Procedure

1. Chairman of the General Meeting informs the shareholders to cast their votes.
2. Each shareholders check in the box of approval votes, disapproval votes and abstention and the Chairman will let votes counting officers count the votes of shareholders. The votes counting officers will send results of voting to the Chairman.

Votes Counting Rules

1. A barcode system will be applied by the Bank for counting votes.
2. Ordinary Shareholders and Preferred Shareholders shall have an equal voting right as 1 share per 1 vote.
3. In counting the number of votes of each agenda of the meeting, the Bank will count the votes of the shareholders which cast in the meeting and those specified in the proxy from previously given to the Bank by the proxy prior to attending the meeting room.
4. In approving of each agenda, a simple majority vote of the shareholders attending the meeting and casting their votes is required, except to consider and approve the Directors' remuneration whereby resolution would require votes of not less than two-thirds of the votes cast by the attending shareholders.
5. In order to maintain the Meeting efficiency, only disapproval votes and abstention are counted. Others are thus approving votes, except that in Agenda 6: "To consider the election of Directors to replace those who are retiring upon completion of their terms of office" approval votes, disapproval votes and abstaining are counted pursuant to the principles of the Securities and Exchange Commission.
6. If shareholders/attendees would like to leave from the Meeting room by casting their vote in advance, please contact the Bank's officers, except that shareholders/attendees would like to leave them as approving votes.
7. The results of voting will be announced by identifying the approval votes, disapproval votes, abstention and invalid ballot.

List and Qualification of Independent Directors

Pursuant to Notification of Capital Market Supervisory Board 39/2559 and its amendment, Listed Company must have Independent Directors as at least one-third of total number of Directors but not less than three Independent Directors who are able to give their straight opinions in crucial matter without induction of any beneficial group. Presently, the Bank has six Independent Directors from twelve Directors or fifty percent, namely:

1) Mr.Distat	Hotrakitya	Director and Chairman of the Independent Directors	(Detailed biography on page 16/56)
2) Dr.Kittipong	Kittayarak	Director and Independent Director	(Detailed biography on page 47/56)
3) Mr.Nontigorn	Kanchanachitra	Director and Independent Director	(Detailed biography on page 18/56)
4) General Tienchai	Rubporn	Director and Independent Director	(Detailed biography on page 49/56)
5) Mr.Somchai	Boonnamsiri	Director and Independent Director	(Detailed biography on page 20/56)
6) Mr.Thanwa	Laohasiriwong	Director and Independent Director	(Detailed biography on page 22/56)

Remark: List and Detail biography of Independent Director is updated as of 20th March 2017

Definition of Independent Committee

Independent director must not have any business or work related to commercial bank that might have an impact on his/her independent decision-making and must have additional qualifications which are more intensive than the Capital Market Supervisory Board's regulations in terms of shareholding as follows:

(a) Not holding more than 0.5 percent of the total number of voting shares of the bank or the bank's parent company, subsidiary, associated company, major shareholder or any person with control power over the bank including shares held by any related person of such an independent director.

(b) Not be or have been a director in the management of the bank, or an employee, officer or an advisor of the bank receiving regular salary, and not be and have not been a person with control power over the bank or the bank's parent company, subsidiary, or associated company, or a subsidiary of another company in the same level, unless such person has resigned from such position for at least two years. Such restriction or prohibition shall not apply to an independent director who has been a government officer or an advisor of a government authority that is the major shareholder of the bank or the person with control power over the bank.

(c) Not be a person having relationship either through lineage or legal registration as a father, mother, spouse, sibling or child, including spouse of a child of any director, executive or major shareholder of the bank or the bank's subsidiary, or of any person with power to control the bank or the bank's subsidiary, or of the person being nominated to be a Director, an executive or a person having power to control the bank or the bank's subsidiary.

(d) Not having 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 with control power of 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 with 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 person with control power over the Bank unless such an independent director has not been a person referred to above for not less than two years.

Business relationship referred to 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 services, any 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 three percent or more of the net tangible asset value of the Bank or twenty million Baht or more, whichever is lesser. 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 Bank, provided that the amount of debt incurred during the past one year prior to the date on which such a business relationship with such person exists.

(e) 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 with control power over the Bank, and not be and have not been a substantial shareholder of, a person with power to control over, or a partner of any auditing firm or office in which the auditor of the Bank or the Bank's parent company, subsidiary, associated company, or major shareholder, or the person with control power over the Bank is working, unless such an independent director has not been a person referred to above for not less than two years.

(f) Not be and have not been a professional advisor, including legal or financial advisor who receives fee of more than two million Baht per year from the Bank or the Bank's parent company, subsidiary, associated company, or major shareholder, or from the person with control power over the Bank and not be and have not been a substantial shareholder of, a person with control power or a partner of any of such professional service provider firm or office, unless such an independent director has not been a person referred to above for not less than two years.

(g) 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.

(h) Not engage in any business of the same 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 taking part in the management, an employee or officer, an advisor receiving regular salary from, or a shareholder holding more than one percent 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.

(i) Having no other characteristics by which his/her independent comment or opinions on the Bank's operation may be affected.

(j) The person must be nominated through the Board of Directors or the Nominating and Remuneration Committee.

After being appointed as an independent director of the Bank and having qualifications stated in (a) to (j), he/she 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, 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 control power over the Bank, provided that such decision made must always be made on a collective decision basis.

Furthermore, when the Capital Market Supervisory Board/the Securities and Exchange Commission announce any improvement/flexibility of the regulation of Independent Director's qualifications, it will then be applied afterward.

Name - Surname	Mr.Distat Hotrakitya	
Age	58	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - D.E.A. de Droit Public, Université Strasbourg III (Robert Schuman), France - Bachelor of Laws (Honors), Chulalongkorn University - Certificate in Comparative Law, Université Strasbourg III (Robert Schuman), France - Certificate in Public Administration, Ecole nationale d'administration (ENA), France 	
Training	<ul style="list-style-type: none"> - Class 53, National Defence Course, National Defence College - Class 94/2007, Director Certification Program (DCP), IOD - Class 47/2006, Top Management Program: Visionary Leader , Civil Service Training Institute - Class 1, Top Management Program in Governmental legal, Office of the Council of State - Class 3/2015, Certificate in Law for Democracy, Office of the Constitutional Court - Corporate Governance for Developing National Undergraduate Education Program, Knowledge Network Institute of Thailand - Administration Litigation and Supervision Program, France - Public Administration Program, France 	
Current Positions (at KTB)	Chairman of the Independent Director Committee, Chairman of the Compliance Committee and Member of the Nominating and Remuneration Committee	
Date of Joining KTB	21 st August 2014	
Tenure	2 Years 6 Months	
Other Current Position	Listed Companies <ul style="list-style-type: none"> - Independent Director, Chairman of the Nomination Committee, Member of the Risk Management Committee and Member of the Corporate Governance Committee, MCOT Pcl. 2016 - Present Non-Listed Companies / Other Organizations <ul style="list-style-type: none"> - Honorary Prosecutor Committee 2016 - Present - Independent Director and Chairman of the Corporate Governance Committee, Electricity Generating Authority of Thailand 2016 - Present - Executive Director Office of Knowledge Management and Development (Public Organization) 2015 - Present - Secretaries-General, Office of the Council of State 2014 - Present 	
Experience	<ul style="list-style-type: none"> - Director, Sukhumvit Asset Management Co., Ltd. 2015 - 2016 - Director, National Science Museum (Thailand) 2010 - 2016 - Deputy Secretaries-General, Office of the Council of State 2012 - 2014 - Director, Thailandpost Co., Ltd. 2012 - 2014 	

Relationship	KTB shareholding - None - Being the Director at the competitive/related companies - None - Having relationship as a relative of the other directors/management/major shareholders of the Bank/Subsidiary(ies) - None - Having following relationship with the Bank/Subsidiary(ies)/or juristic person(s) which could have conflict of interest at the present time or in the past two years		
	(1) Not being a Director participating in management role, an employee, an officer, or an advisor which receives regular salary (2) Not being a professional advisor such as auditor or legal adviser (3) Having not business relationship (such as purchase/sale, material/products/ services, loan or borrow)		
Conflict of Interest in Relating Considered Agenda	- None -		
No. of Attendance	(Year 2016)	- The Board of Directors - The Nominating and Remuneration Committee - The Compliance Committee - The Independent Directors Committee	25 of 27 17 of 19 12 of 12 2 of 2
	(Year 2017)	- The Board of Directors - The Nominating and Remuneration Committee - The Compliance Committee - The Independent Directors Committee	5 of 7 4 of 5 2 of 2 1 of 1

Remark: Resume of Mr. Distat Hotrakitya is updated as of 20th March 2017

Name - Surname	Mr.Nontigorn Kanchanachitra	
Age	61	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - Honorary Degree of Doctor of Business Administration (Human Resource Management), Dhonburi Rajabhat University - Master of Public Administration, Middle Tennessee State University, USA - B.Pol. SC., Chiang Mai University 	
Training	<ul style="list-style-type: none"> - Class 48, National Defence Course, National Defence College - Class 26/2011, Role of the Chairman Program (RCP), IOD - Class 102/2008, Director Certification Program (DCP), IOD - Class 22/2008, Audit Committee Program (ACP), IOD - Class 6/2008, Role of the Compensation Committee (RCC), IOD - Class 1/2008, Financial Statements for Director (FSD), IOD 	
Current Positions (at KTB)	Independent Director, Chairman of the Nominating and Remuneration Committee and Member of the Corporate Governance and Social Responsibility Committee	
Date of Joining KTB	24 th December 2009	
Tenure	7 Years 2 Months	
Other Current Position	<p>Listed Companies</p> <ul style="list-style-type: none"> - Director, Interlink Telecom Pcl. 2015 - Present <p>Non-Listed Companies / Other Organizations</p> <ul style="list-style-type: none"> - Councillor of State 2016 - Present - Chairman and Independent Director, SISB Co., Ltd. 2015 - Present - Advisor, Defence Technology Institute (Public Organization) 2015 - Present - Member of Chaopraya University Council 2015 - Present - Steering committee, Faculty of Political Science and Public Administration, Chiang Mai University 2012 - Present - Director, Industrial Estate Authority of Thailand 2011 - Present - Member of Rattana Bundit University Council 2011 - Present 	
Experience	<ul style="list-style-type: none"> - Secretary-General, Civil Service Commission 2010 - 2015 - Honorable Person, Highland Research and Development Institute (Public Organization) 2012 - 2013 - Member of Khon Kaen University Council 2007 - 2013 - Honorable Person on Human Resources Management, Defence Technology Institute (Public Organization) 2009 - 2012 - Honorable Member of the Civil Service Sub-commission, Department of Special Investigation 2009 - 2012 - Honorable Member of the Civil Service Sub-commission, Office of the National Economic and Social Development Board 2008 - 2012 - Special Instructor, Faculty of Law, Chulalongkorn University 2005 - 2012 	

Relationship	KTB shareholding - None - Being the Director at the competitive/related companies - None - Having relationship as a relative of the other directors/management/major shareholders of the Bank/Subsidiary(ies) - None - Having following relationship with the Bank/Subsidiary(ies)/or juristic person(s) which could have conflict of interest at the present time or in the past two years	
	(1) Not being a Director participating in management role, an employee, an officer, or an advisor which receives regular salary (2) Not being a professional advisor such as auditor or legal adviser (3) Having business relationship by current being Director, Interlink Telecom Pcl. which used to have loans and contingent liabilities with the Bank more than Baht twenty million.	
Conflict of Interest in Relating Considered Agenda	Agenda of the Directors' remuneration as he was appointed to be proxies and vote in shareholders' replacement	
No. of Attendance	(Year 2016)	- The Board of Directors 26 of 27 - The Audit Committee 5 of 6 - The Nominating and Remuneration Committee 19 of 19 - The Corporate Governance and Social Responsibility Committee 12 of 12 - The Independent Directors Committee 1 of 2
	(Year 2017)	- The Board of Directors 6 of 7 - The Nominating and Remuneration Committee 5 of 5 - The Corporate Governance and Social Responsibility Committee 2 of 2 - The Independent Directors Committee 1 of 1

Remark: Resume of Mr. Nontigorn Kanchanachitra is updated as of 20th March 2017

Name - Surname	Mr.Somchai Boonnamsiri	
Age	62	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - M.A. Economics, The Victoria University of Manchester, England - B.Sc.(Honors) Economics, The University of Salford, England - Certificate of Ordinary National Diploma in Business Studies, The City of Bath Technical College, England 	
Training	<ul style="list-style-type: none"> - Class 9 National Defence Course for the Joint State-Private Sectors, The National Defence College - Class 2/2016, Driving Company Success with IT Governance (ITG), IOD - Class 3/2016, Ethical Leadership Program (ELP), IOD - Class 21/2016, Role of the Compensation Committee (RCC), IOD - Class 59/2005, Director Certification Program (DCP), IOD - Class 8/2009, Top Management Program, Capital Market Academy, The Stock Exchange of Thailand 	
Current Positions (at KTB)	Independent Director, Member of the Audit Committee, Member of the Nominating and Remuneration Committee and Member of the Risk Management Committee	
Date of Joining KTB	24 th December 2015	
Tenure	1 Year 2 Months	
Other Current Position	<p>Listed Companies</p> <ul style="list-style-type: none"> - Independent Director, Chairman of the Nomination and Compensation Committee and Member of the Audit Committee, The Platinum Group Pcl. 2013 - Present - Chairman of the Board and Independent Director, BEC World Pcl. 2010 - Present <p>Non-Listed Companies / Other Organizations</p> <ul style="list-style-type: none"> - Director, Magnolia Finest Corporation Co., Ltd. 2014 - Present 	
Experience	<ul style="list-style-type: none"> - Director, Siam City Leasing and Factoring Pcl. 2015 - Chairman, Thaifoods Group Pcl. 2013 - 2015 - Director, Siam Allied Holding and Consultant Co., Ltd. 2010 - 2015 - Chairman, Wall Street Tullet Prebon Co., Ltd. 1995 - 2015 - President, Krung Thai Asset Management Pcl. 2007 - 2014 	
Relationship	<p>KTB shareholding - None -</p> <p>Being the Director at the competitive/related companies - None -</p> <p>Having relationship as a relative of the other directors/management/major shareholders of the Bank/Subsidiary(ies) - None -</p> <p>Having following relationship with the Bank/Subsidiary(ies)/or juristic person(s) which could have conflict of interest at the present time or in the past two years</p>	

- (1) Not being a Director participating in management role, an employee, an officer, or an advisor which receives regular salary
- (2) Not being a professional advisor such as auditor or legal adviser
- (3) Having business relationship as he used to be Chairman, Thaifoods Group Pcl. which have loans and contingent liabilities with the Bank more than Baht twenty million in the past two years.

Conflict of Interest in Relating Considered Agenda	Agenda of the Directors' remuneration as he was appointed to be proxies and vote in shareholders' replacement		
No. of Attendance	(Year 2016)	- The Board of Directors	27 of 27
		- The Audit Committee	21 of 21
		- The Nominating and Remuneration Committee	19 of 19
		- The Risk Management Committee	27 of 28
		- The Independent Directors Committee	2 of 2
	(Year 2017)	- The Board of Directors	7 of 7
		- The Audit Committee	6 of 6
		- The Nominating and Remuneration Committee	5 of 5
		- The Risk Management Committee	6 of 6
		- The Independent Directors Committee	1 of 1

Remark: Resume of Mr. Somchai Boonnamsiri is updated as of 20th March 2017

Name - Surname	Mr.Thanwa Laohasiriwong	
Age	51	
Nationality	Thai	
Education	- Bachelor of Engineering (Computer), King Mongkut's Institute of Technology Ladkrabang	
Training	- Class 2/2016, Driving Company Success with IT Governance (ITG), IOD - Class 20/2015, Advanced Audit Committee Program (AACP), IOD - Class 1/2015, Ethical Leadership Program (ELP), IOD - Class 22/2014, Successful Formulation & Execution of Strategy (SFE), IOD - Class 43/2004, Director Certification Program (DCP), IOD - IBM/Harvard Management Development Program - 2001 - IBM/INSEAD Management Development Program - 1998 - Class 4/2016, Environmental Governance for Executive Officer, Department of Environmental Quality Promotion (DEQP) , Ministry of Natural Resources and Environment	
Current Positions (at KTB)	Independent Director, Member of the Audit Committee and Member of the Risk Management Committee	
Date of Joining KTB	26 January 2016	
Tenure	1 Year 1 Month	
Other Current Position	Listed Companies - Independent Director and Chairman of the Audit Committee, TPBI Pcl. 2014 - Present - Independent Director and Member of the Audit Committee, Asiasoft Corporation Pcl. 2011 - Present Non-Listed Companies / Other Organizations - Chairman, Humanica Co., Ltd. 2015 - Present - Director and Member of the Board of Executive Directors, TOT Pcl. 2014 - Present	
Experience	- Chairman, Independent Director and Chairman of the Audit Committee, ASN Broker Pcl. 2015 - 2016 - Independent Director and Member of the Audit Committee, Easy Buy Pcl. 2011 - 2016 - Acting President, TOT Pcl. 2014 - 2015 - Director, F.A.S.T. Solutions Co., Ltd. 2014 - 2015 - Member of the Financial and Assets Committee , King Mongkut's Institute of Technology Ladkrabang 2014 - 2015 - Independent Director and Member of the Audit Committee, Communication & System Solution Pcl. 2012 - 2014 - President, Value Investor (Thailand) Association 2012	

Relationship	KTB shareholding - None - Being the Director at the competitive/related companies - None - Having relationship as a relative of the other directors/management/major shareholders of the Bank/Subsidiary(ies) - None - Having following relationship with the Bank/Subsidiary(ies)/or juristic person(s) which could have conflict of interest at the present time or in the past two years		
	(1) Not being a Director participating in management role, an employee, an officer, or an advisor which receives regular salary (2) Not being a professional advisor such as auditor or legal adviser (3) Having business relationship by current being Independent Director and Chairman of the Audit Committee, TPBI Pcl. and Director and Member of the Board of Executive Directors, TOT Pcl. which used to have loans and contingent liabilities with the Bank more than Baht twenty million.		
Conflict of Interest in Relating Considered Agenda	- None -		
No. of Attendance	(Year 2016)	- The Board of Directors - The Audit Committee - The Risk Management Committee - The Independent Directors Committee	25 of 26 19 of 20 23 of 27 2 of 2
	(Year 2017)	- The Board of Directors - The Audit Committee - The Risk Management Committee - The Independent Directors Committee	6 of 7 6 of 6 6 of 6 1 of 1

Remark: Resume of Mr. Thanwa Laohasiriwong is updated as of 20th March 2017

Attachment to Agenda 1

Minutes of the 23rd Annual Ordinary General Meeting
Krung Thai Bank PCL
Friday 29th April 2016
At Athénée Crystal Hall, 3rd floor, Plaza Athénée Bangkok, A Royal Méridien Hotel

The meeting was opened at 14.00 hours.

Dr. Somchai Sujjapongse, the Chairman of the Board of Directors acted as the Chairman of the meeting, expressed welcome and informed the shareholders that the Bank's paid-up registered capital amounted to Baht 72,005,040,437.50 divided into 5,500,000 preferred shares and 13,976,061,250 ordinary shares, totaling 13,981,561,250 shares. For this meeting, 2,188 shareholders were attending the meeting in person and 3,310 proxies were representing shareholders totaling of 5,498 shareholders, building up a total 10,960,549,947 shares or 78.39 % of the total sold shares which was not less than one-third of the total sold shares thus constituting the quorum as prescribed by the Bank's Articles of Association and the 23rd Annual Ordinary General Meeting was declared to open.

The Chairman of the Meeting introduced directors individually. All of the Board of Directors attended in the Meeting. The Directors are as follows;

Directors:

- | | | |
|----|------------------------------|--|
| 1. | Dr. Somchai Sujjapongse | Chairman of the Board of Directors |
| 2. | Mr. Krairit Euchukanonchai | Vice Chairman of the Board of Directors, Chairman of the Board of Executive Directors and Chairman of the Risk Management Committee |
| 3. | Dr. Kittipong Kittayarak | Independent Director, Chairman of the Audit Committee, Member of the Nominating and Remuneration Committee and Member of the Compliance Committee |
| 4. | Mr. Nontigorn Kanchanachitra | Independent Director and Chairman of the Nominating and Remuneration Committee, Member of the Audit Committee and Member of the Corporate Governance and Social Responsibility Committee |
| 5. | Mr. Supant Mongkolsuthree | Director and Chairman of the Corporate Governance and Social Responsibility Committee |
| 6. | Mr. Distat Hotrakitya | Chairman of the Independent Director, Chairman of the Compliance Committee and Member of the Nominating and Remuneration Committee |

-
- | | | |
|-----|--------------------------|--|
| 7. | Mr. Somchai Poolsavasdi | Director, Executive Director and Member of the Corporate Governance and Social Responsibility Committee |
| 8. | General Tienchai Rubporn | Independent Director, Member of the Audit Committee and Member of the Compliance Committee |
| 9. | Mr. Poonnis Sakuntanaga | Director, Executive Director and Member of the Risk Management Committee |
| 10. | Mr. Somchai Boonnamsiri | Director, Member of the Audit Committee, Member of the Nominating and Remuneration Committee and Member of the Risk Management Committee |
| 11. | Mr. Thanwa Laohasiriwong | Director and Member of the Risk Management Committee |
| 12. | Mr. Vorapak Tanyawong | President, Executive Director and Member of the Risk Management Committee |

Mr. Suchart Dejittirut, Corporate Secretary, acted as the Secretary of the Meeting. The Bank's Managing Directors and Acting Managing Director, Financial Management Group, Ms. Walairat Lertumpornpisal, attended the Meeting.

Then, the Chairman introduced

Auditors from the Office of the Auditor General of Thailand :

1. Ms. Sunita Chareonsil
2. Mr. Somchai Pittayavorachareon
3. Mr. Sricha Thongthep

Representative from the Thai Institute of Directors Association (IOD) :

Ms. Siriporn Wongkaew

and the representative of members of the Shareholders' Right Protection Voluntary Group, Thai Investor Association

With this regard, KTB LAW Co., Ltd. was invited to act as the meeting inspector so that the meeting would be conducted in accordance with applicable laws and the Bank's Articles of Association as well as the good corporate governance.

The Chairman requested the Secretary to inform the meeting about the regulations related to the Annual Ordinary General Meeting and shareholders rights for convenience and decorum in the meeting.

The Secretary expressed thanks to the shareholders for sacrificing their time to attend the meeting and elucidated the matter in summary as follows;

For efficiency in conducting the Annual Ordinary General Meeting, the shareholders wishing to raise questions/queries or express opinions would be required to introduce themselves by informing the meeting of their first and last name. In case of being proxies, they would be requested to inform the first and last name of their shareholder to the Bank staff as well in order to record into the minutes. Queries raised or recommendations made were required to be relevant to the agenda item under current consideration. In case for the query or suggestion on the topic that was not related to the agenda, it could be made after all agendas stated in the invitation letter had been completely considered.

The voting is based on the principle of one share equals one vote. The shareholders shall be required to vote for respective agenda in the only vote. The shareholders is eligible to cast their vote just one either vote in favor, vote against or vote abstention. The vote could not be divided as partial vote except for the custodian with Proxy Form C.

To enable the voting to proceed speedily, the Bank adopted the barcode system in counting the votes, and only the negative votes and abstentions would be counted while the difference of votes would be regarded as voted in favor, except for the agenda: consideration the election of Directors to replace those who are retiring upon completion of their terms of office and the appointment of the Independent Committee whereby the votes in favor, votes against and abstentions would all be counted so as to comply with the requirement prescribed by the Office of the Securities and Exchange Commission. The shareholders wishing to leave the meeting room with advance voting were required to contact the staff except for wishing be treated as positive voting. For each agenda item approval, a resolution would be based on majority votes of the attending shareholders who cast their votes except for the agenda: consideration and approval of the Directors' remuneration, whereby resolution would require votes of not less than two-thirds of the votes cast by the attending shareholders. The voting result of respective agenda shall be informed with the voting amount of positive, negative, abstention votes and voided ballot.

After the process and procedure of making inquiry or recommendation and counting vote had already been informed, Ms. Napassakorn Sillaparassamee, the representative of KTB LAW Co., Ltd., was invited to act as the inspector in order that the meeting could be run transparently and in compliance with the law and the Bank's Articles of Association. Ms. Patharavadee Wongwathana Boonnoon would comment about the related law. Concurrently, the meeting was invited one shareholder to act as the representatives of the meeting in witnessing the vote counting, Mr. Phichet Charoenying nominated himself.

Furthermore, the meeting was informed the detail regarding a trip to visit Sculpture Park at Krung Thai Bank PCL Training Center Khao Yai, Pakchong District, Nakhon Ratchasima province on 23rd June 2016 and 24th June 2016. The interested shareholders who wish to visit the Training Center would be capable to register for such visit scheduled. In this regards, in case there are more than 400 shareholders registered, the Bank would randomly select only 400 shareholders by announcing the list of eligible shareholders for the trip on the Bank's website on 31st May 2016. The Bank officers would coordinately contact all the selected shareholders to inform for further details of the trip.

According to the Stock Exchange of Thailand notification about the rights of shareholders prior to the 23rd Annual Ordinary General Meeting (2016) dated on 21st September 2015, the Bank had offered the opportunity to the shareholders to propose any agenda deemed appropriate for inclusion on the agenda item at the Annual Ordinary General Meeting and to nominate persons to be elected as Directors during 1st October – 31st December 2015 in accordance with the Principles of Good Corporate Governance for Listed Companies by the Stock Exchange of Thailand on the Bank's website. It appeared that there were no any agenda item proposed and no candidate nominated by shareholders. With this regard, the Bank has publicized documents of the agenda items at the 23rd Annual Ordinary General Meeting via the Bank's website since 28th March 2016.

The Bank has disseminated the Bank's corporate social responsibility (CSR) activities during the previous year through the KTB Social Responsibility Report 2015, which was delivered to the shareholders together with Invitation Letter. In this regard, the shareholders were requested for their cooperation in completing a questionnaire or opinions about the Bank's handling of the 23rd Annual Ordinary General Meeting so that the Bank would use the opinions or comments obtained for further improvement in holding the next meeting.

The Chairman had continued the meeting in accordance with the agenda stated in the invitation letter. Each agenda was informed to the shareholders by the secretary starting from agenda item 1 to agenda item 7, including the agenda item 8: To consider other business (if any). However, in accordance with Article 43 of the Bank's Articles of Association and the Public Limited Companies Act, Section 104 and Section 105, required the Chairman to be the Chairman for the Annual Ordinary General Meeting and administrate the meeting to be in compliance with the company regulation and operate the meeting in sequence of agenda as prescribed in the invitation letter. The Chairman was invited to manage the meeting to consider issue by order of the agenda.

The Chairman expressed thanks and proposed the Meeting to consider items on the agenda as follows:

Item 1 **To consider and adopt the minutes of the 22nd Annual Ordinary General Meeting on Friday 10th April 2015**

The Chairman requested the Secretary to inform the details to the Meeting.

The Secretary informed the Meeting that the Minutes of the 22nd Annual Ordinary General Meeting convened on Friday 10th April 2015 had been publicized via the Bank's website since 24th April 2015 and had been delivered to the shareholders together with the invitation letter. With this regard, the Meeting was asked for consideration.

The Chairman offered opportunity to the shareholders to raise further inquiries.

As no attending shareholders in the Meeting raised any inquiry, the Chairman proposed the meeting to consider and adopt the minutes of the 22nd Annual Ordinary General Meeting on Friday 10th April 2015.

Resolution

The meeting adopted the minutes of the 22nd Annual Ordinary General Meeting convened on Friday 10th April 2015 as proposed by the Board of Directors by majority votes of the attending and voting shareholders. The details are as follows;

Vote in favor	11,098,916,713	Votes	equivalent to	99.9999964%
Vote against	400	Votes	equivalent to	0.0000036%
Vote abstentions	1,054,301	Votes		
Voided ballot	0	Votes		

Item 2 **To acknowledge of the Board of Directors' Annual Report**

The Chairman requested the meeting to acknowledge the Annual Report for 2015 of the Board of Directors as appeared in the CD-ROM 2015 Annual Report, which has been delivered to shareholders together with the meeting invitation letter and the presentation via audio-visual media in the meeting.

With the Bank's participation to Thailand's Private Sector Collective Action Coalition Against Corruption, the Board of Directors has taken into account on such a matter by communicating knowledge to the Bank's staff and stakeholders continually, conducting Code of Business Conduct and revising work manual to cover all matter related to anti-corruption. Chairman, on behalf of the Board of Director, expressed gratitude to the shareholder for supporting the Bank.

The shareholders raised queries which are summarized below;

- | | |
|---|--|
| <u>Mr. Somkuan</u> | Raised 2 queries. The details are concluded as follows; |
| <u>Tierasaranon</u>
<u>(Shareholder)</u> | <ol style="list-style-type: none">1. Inquired about the cause that SSI and SSI-UK requested to postpone the repayment and then became NPLs.2. The Bank's asset had been sold at the price lower than 50% of appraisal price from the Department of Lands and the Bank's procedure of selling asset, and including the case of 61-rai land located on Piboonsongkram Road had been announced for only Baht 20,000 of the security deposit but the bidders were unable to propose the bid proposal. |
| <u>Mr. Chatree</u>
<u>Chareonneung</u>
<u>(Shareholder)</u> | Suggested the Bank to operate the service of claiming lottery prize to increase more revenue since the Bank has had buy-advance booking for lottery tickets service. |
| <u>Chairman</u> | Expressed thanks to the shareholder for the suggestion. In order to be complying with agenda of the 23 rd Annual Ordinary General Meeting as informed to the shareholders, the query would be clarified the in agenda item "To consider and approve the Financial Statement for the year ending 31 st December 2015" later on. |

As no attending shareholders in the meeting had objection or alteration, the Chairman proposed the meeting to acknowledge the Annual Report of the Board of Directors as details proposed to the meeting above.

Resolution

The meeting acknowledged the Annual Report 2015 of the Board of Directors as proposed by the Board of Directors.

Item 3 **To consider and approve of the Financial Statement for the year ending 31st December 2015**

The Chairman requested the meeting to consider and approve the Financial Statement ending 31st December 2015, which was considered by Audit Committee and examined by Office of the Auditor General of Thailand who was the Bank's auditor.

The Chairman invited the Secretary to inform shareholders on the significant detail of the Financial Statement.

The Secretary informed the meeting that the Financial Statement for the Year 2015 ending 31st December 2015, with the details of the financial statement including the Management Discussion and Analysis, were provided in CD-ROM, Annual Report 2015 and Financial Summary from Annual Report 2015, which had been delivered to the shareholders together with the invitation letter. The details are summarized as follows;

As at 2015, the Bank's asset amounted to Baht 2,748,607.83 million increasing from 2014 by Baht 21,457.44 million; and liabilities amounted to Baht 2,514,136.30 million, increasing from 2014 by Baht 10,838.58 million. Meanwhile, the equity amounted to Baht 234,471.53 million, increasing from 2014 by Baht 10,618.86 million. The Bank's net profit after tax amounted to Baht 26,473.75 million, decreasing from 2014 by Baht 5,831.56 million. In this regard, the Financial Statement for fiscal year 2015, as at 31st December 2015 had already been audited by the Office of the Auditor General of Thailand, which is the Bank's auditor.

Chairman offered shareholders the opportunity to raise any query and clarified the query raised during the agenda: To acknowledge of the Board of Directors' Annual Report, about the cause of repayment postponement of SSI and SSI-UK and sale of the Bank's asset. The details are summarized as follows;

President Clarified the issue to the shareholders that there were many causes of repayment postponement but the major reason was the sluggishness of world economic condition and steel industry.

Head of Credit Restructuring and Asset Management Group Clarified the issue about sale of the Bank's asset that it had happened since 2001 and the Bank had clarified such the issue to the shareholder every year. The Bank had formulated regulation and guideline for bid or selling the Bank's asset covering whether in the branches or NPA announcement of the Bank. Notification and advertisement on any channel would be provided in order that the interested person could access the Bank's NPA information. The case of selling asset with value over than Baht 10 million, the deposit fund amounting to 5% of the proposed pricing was required to be placed. As for the 61-rai land on Piboonsongkram Road, presently it was still the Bank's asset.

Ms. Wanna Tonvongval (Shareholder) Informed the shareholder, who inquired about sale of the Bank's asset, that such the query had been raised every year and already clarified by the Bank clearly. Therefore, the Bank would like the shareholder to acknowledge about this issue as well as asked for further query so as to manage the meeting's time efficiently.

As no attending shareholders in the meeting had objection or alteration, the Chairman proposed the meeting to consider and approve the Financial Statement for the Year 2015 ending 31st December 2015 as presented to the meeting above.

Resolution

The meeting approved the Financial Statement for the Year 2015 ending 31st December 2015 as submitted by the Board of Directors by majority votes of the attending and voting shareholders. The details are as follows;

Vote in favor	11,120,750,767	Votes	equivalent to	99.9700000%
Vote against	3,324,800	Votes	equivalent to	0.0300000%
Vote abstentions	13,609,890	Votes		
Voided ballot	0	Votes		

Item 4 To consider and approve of appropriation of the 2015 net profit and dividend payment

The Chairman requested the Secretary to inform the details to the meeting.

The meeting was informed that 2015 net profit appropriation and dividends payment were as details in the meeting notice already delivered to the shareholders. The details are summarized as below;

The Bank earned net profit for 2015 amounting to Baht 26,473.75 million. During the year of 2015, the Bank transfer net profit amounting to Baht 14,506.80 million to retained earnings so as to increase the Bank's capital which generally benefits the Bank. Presently, the Bank set the legal reserve in full amount required by law and the Bank's Article of Association. In this regard, the Board of Director deemed it appropriate to provide dividends payment from 2015 net profit to the shareholders as Baht 0.9145 per preferred share and Baht 0.76 per ordinary share.

	2015
Net profit	Baht 26,473.75 million
as Preferred Shares Dividend (5,500,000 shares)	Baht 5.03 million (Baht 0.9145 per share)
as Ordinary Shares Dividend (13,976,061,250 shares)	Baht 10,621.81 million (Baht 0.76 per share)
Profit Balance Carried Forward	Baht 15,846.91 million

In this connection, dividend per net profit accounted for 40.14% in compliance with the prescribed dividends payment policy of the Bank.

The dividends are paid from accumulated profit paying income tax at the rate of 30%. Natural person shareholders were able to request dividend tax credit by crediting tax in amount equal to 3/7 of dividends. The Bank has gathered the Record Date on which shareholders have the right to receive dividend on Thursday 12th May 2016 and fixed the share registration book closing date on Friday 13th May 2016 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (1992) and its amendment. The dividend payment shall be made on Friday 27th May 2016.

Chairman proposed opportunity to the shareholders for inquiring any question. The questions are summarized as follows;

Mr. Somchai
Jensathirapan
(Shareholder) Inquired about the 23rd Annual Ordinary General Meeting that was held later than the previous year affecting the shareholders to get dividend slower than usual.

President Clarified the issue to the shareholders that as in the 22nd Annual Ordinary General Meeting, a shareholder suggested that the Bank's Consolidated Financial Statements should be approved after the subsidiaries' and associated companies' financial statement had already been approved by their shareholder meeting. In order to make the issue clear, the Bank decided to hold the Annual Ordinary General Meeting after the shareholders' meeting of all subsidiaries and associated companies had already been held.

Mr. Tanagorn
Yenkhongkhakul
(Shareholder) Expressed appreciation to the Board of Directors for making good operating performance and provide dividend per net profit in the higher rate than the previous year.

Chairman Expressed thanks to the shareholder.

Mr. Somsak Kaensuwan
(Shareholder) Inquired about the Bank's allowance for doubtful account totaling to Baht 700 million per month in the year of 2015 and increasing to Baht 1,000 million per month in the year of 2016 and suggested that it might affect the Bank's 2016 operating performance.

President Clarified the issue to the shareholders that considering the Bank's operating performance in other aspects namely, the credit growth; the increasing of interest; fee and service income, it was found that they had been improved continually. Meanwhile, the current economic condition had caused the Bank to encounter with the increasing of NPLs problem the same as other financial institutions. As in 2014, the Bank set Allowance for Doubtful Account amounting to Baht 11,000 million and increased to Baht 24,000 million in 2015. Therefore in 2016, the Bank formulated policy to increase monthly Allowance for Doubtful Account from Baht 700 million to Baht 1,000 million in order to be in compliance with the total existing amount of credit approval and economic condition, as well as to maintain Coverage Ratio at not less than 100 percent as in compliance with the conservatism. Moreover, the Bank might further set the special reserve.

Mr. Viroj Songwattana
(Shareholder) Inquired about the Bank's electronic transaction operation.

<u>President</u>	Clarified the issue to the shareholders that “Digital Banking” had already been operated by financial institutions for many years. As for the Bank, KTB netbank offered the customers with the full-fledged financial services through internet which customers can make individual financial transaction anywhere and anytime. As for the year 2016, the main project was “National e-Payment” which was in compliance with the government’s policy.
<u>Chairman</u>	Clarified the issue to the shareholders that “National e-Payment” was the project to enhance the country’s payment system efficiency by using ID card number, account number, e-Wallet number and e-mail in making any transaction. The service offered citizen to access government’s welfare directly and facilitated the underprivileged people to access financial service easily. The service was linked with different welfares provided by Government, for instance, the allowance for the elderly payment, medical expense and finally the decreasing cash use since the citizen would be able to transfer money, purchase products and services through electronic card without using cash.
<u>Ms. Thipaporn Aunsiri</u> <u>Representative of</u> <u>members of the</u> <u>Shareholders’ Right</u> <u>Protection Voluntary</u> <u>Group, Thai Investor</u> <u>Association</u>	Raised 3 queries. The details are summarized as follows; <ol style="list-style-type: none">1. According to the Bank participation in Thailand’s Private Sector Collective Action Coalition against Corruption, did the Bank extend this issue to its business partners?2. Inquired about the Bank’s guidelines to prevent NPLs.3. Inquired about the Bank’s business plan for accommodating the entering to AEC.
<u>President</u>	Clarified the issue to the shareholders. The details are as follows; <ol style="list-style-type: none">1. As for the issue of corruption, the Bank stipulated core value as FIRST consisting of Firm, Innovation, Responsible, Service and Teamwork. The meaning of Firm was “Firm from Corporate Governance,” which refers to the management with integrity, transparency, fairness and achievement. This had been taken into account as a core policy of the Bank and its subsidiaries to be in compliance with the anti-corruption acts and not to be involved in with any corruption. The issue of anti-corruption had already been extended to the Bank’s traders and customers.2. As for NPLs management, the Bank reconstructed its working procedure in respective aspects 3 years ago under the project “KTB Transformation”. With this regard, the Bank established specific team as Loan Factory to ensure the approval process and monitor retail loans to be in complying with the international standard of credit approval and debt collection. Moreover, the Bank also improved the reporting and monitoring system to originate NPLs data on daily basis and indicate more details about the NPL customers, for instance; which type of customer, sector, which branch or region office was in charge of, what kind of product did they provide, who were the approvers, who examined the information, etc. According to these measures, the Bank could diminish a larger number of NPLs.

3. The Bank's policy emphasizing on entering to AEC can be divided into 2 parts. The first was to render service to the Bank's supply chain, for instance, SCG group who operated business within CLMV countries (Cambodia, Laos, Myanmar and Vietnam). The Bank provided support and service in respective aspects to the customers and related supply chain. The second was boarder trade which was the Bank's policy directly focusing on AEC.

Chairman of the Audit Committee Added more clarification to the shareholders that Chairman and the Board of Directors had given emphasis on anti-corruption operation in accordance with the Government's policy that wished to know the progress of such a matter. The Bank's participation to Thailand's Private Sector Collective Action Coalition against Corruption was just a beginning step. The Board of Directors has bestowed obvious guidelines for any operation to originate the concrete results. As for the past year, the Bank had declared the implementation of anti-corruption policy to the Bank's essential customers in order to show that the Bank has given emphasis on such matter. Moreover, the Bank also encouraged its subsidiaries, which 100 percent of their shares were held by the Bank, to participate in the project. Working procedure of the Bank's procurement has been improved to be more transparent by disclosing information in several aspects to public.

As no attending shareholders in the meeting had objection or alteration, the Chairman proposed the meeting to consider and approve of appropriation of the 2015 net profit and dividend payment as presented to the meeting above.

Resolution

The meeting approved the proposed appropriation of net profit for the 2015 and the dividend payment as submitted by the Board of Directors. Preferred share and ordinary share dividend were paid at the rate of Baht 0.9145 and Baht 0.76 per share respectively. The Bank has gathered the Record Date on which shareholders have the right to receive dividend on Thursday 12th May 2016 and fixed the share registration book closing date on Friday 13th May 2016 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (1992) and its amendment. The dividend payment shall be made on Friday 27th May 2016. With the majority votes of the attending and voting shareholders, the details are as follows;

Vote in favor	11,137,952,688	Votes	equivalent to	99.9995400%
Vote against	51,600	Votes	equivalent to	0.0004600%
Vote abstentions	1,092,742	Votes		
Voided ballot	0	Votes		

Item 5 To consider and approve of the Director's remuneration

Chairman requested the meeting to consider approving Director's remuneration which had already been considered by the Nominating and Remuneration Committee. Mr. Nontigorn Kanchanachitra, Chairman of the Nominating and Remuneration Committee, was invited to report the key details to the meeting.

Chairman of the Nominating and Remuneration Committee informed the meeting that the Directors' remuneration for 2016 and Directors' gratuity for 2015 had already been considered by the Nominating and Remuneration Committee. The details were as in the invitation letter delivered to the shareholders.

The Committees consisted of the Board of Directors, the Board of Executive Directors, the Audit Committee, the Nominating & Remuneration Committee, the Corporate Governance & Social Responsibility Committee, the Risk Management Committee and the Regulatory Compliance Committee or other committee required by the Bank of Thailand or the Board of Directors of the Bank as they deem appropriate.

Director's remuneration consisted of Director's remuneration for 2016 and Director's gratuity for 2015 approved by the Board of Directors as proposed by the Nominating and Remuneration Committee. The Meeting was requested to consider and approve the following details;

1. Criteria of Director's remuneration for 2016 are as follows;
 - 1) Remuneration in the capacity as Director: Baht 70,000 / month
 - 2) Ex-officio remuneration paid to Directors holding their office as follows;
 - 2.1) Chairman of the Board: Baht 130,000 / month
 - 2.2) Vice Chairman: Baht 30,000 / month
 - 2.3) Chairman of respective committees: Baht 30,000 / month each namely;
 - Chairman of the Board of Executive Directors
 - Chairman of the Audit Committee
 - Chairman of the Nominating and Remuneration Committee
 - Chairman of the Corporate Governance and Social Responsibility Committee
 - Chairman of the Risk Management Committee
 - Chairman of the Compliance Committee
 - Other committee required by the Bank of Thailand or the Board of Directors of the Bank as they deem appropriate
 - 3) Meeting honorarium paid to the attending Director or other committee required by the Bank of Thailand or the Board of Directors of the Bank as they deem appropriate amount to Baht 30,000 / time attending the meeting.

Apart from those abovementioned remunerations, the Chairman of Relations Committee was agreed to be paid the remuneration in the rate of Baht 30,000 / time attending the meeting but not exceeding than once a month.

Above mentioned remuneration rate would be effective until otherwise specified by the meeting.

2. Director's Gratuity for 2015

The Board of Directors had played vital role in promoting policy for solving problem, making decision on significant issue to the Bank and collaborating with management. With this regard, the Bank's performance and image got improved continually reflecting from the various awards presented to the Bank as shown to the shareholders via the multimedia presentation.

Henceforth, the Director's remuneration for 2015 was agreed to be paid at a level appropriate with the directors' volume of task and responsibilities as well as in line with the dividend payment rate of the group of peer commercial banks at the amount of Baht 41.65 million. However, the Director's gratuity would be considered allocating by the discretion of the Board of Directors as deemed appropriate.

Chairman proposed opportunity to the shareholders for inquiring any question. The questions are summarized as follows;

Mr. Woravit Aniwatwong
(Shareholder) Inquired about the cause affecting price of the Bank's shares in the Stock Exchange of Thailand not to go up and gave some suggestions about the service rendered by staff at the branches which can reflect the Bank's image.

President Clarified the issue to the shareholders. The details are as follows;

1. Presently, KTB shares' price was approximately 17 Baht/share. Fundamental factors of share price consisted of 3 parts namely; firstly, the performance of listed company; secondly, business operating of listed company and the industrial overview and thirdly, the financial structure management. The stocks in a group of commercial banks were Large-Cap Stocks gaining interest from the investors, therefore; the price variation depended on SET index and the world's industrial overview.
2. With respect to the shareholder's point of view related to service at the branches, the Bank extremely placed importance on this issue. To manage the services appropriately and effectively, various aspects of the Bank's information, for instance, amount of individual customers and business customers at the branch, have been congregated together. Previously, the Bank's fee and service income increased approximately 15 percent reflecting the improved service quality of the Bank. The Bank empowered Gallup Co., Ltd., a leading research and development company, to survey customers' engagement. The past year's result showed that the customer satisfaction toward the Bank's service had continually recovered.

Mr. Viroj Songwattana
(Shareholder) As being the Bank's customer for over 10 years, expressed appreciation to the Bank's service quality that got improved continually.

Chairman Expressed thanks to the shareholder.

As no attending shareholders in the meeting had objection or alteration, the Chairman proposed the meeting to consider and approve the Director's remuneration as presented to the meeting above.

Resolution

The meeting approved Director's remuneration as proposed by the Board of Directors with the votes of not less than two-thirds of total votes of the attending shareholders. The details are as follows;

Vote in favor	10,998,241,077	Votes	equivalent to	98.7220000%
Vote against	141,106,243	Votes	equivalent to	1.2670000%
Vote abstentions	1,227,790	Votes	equivalent to	0.0110000%
Voided ballot	0	Votes	equivalent to	0.0000000%

Item 6 To consider the election of Directors to replace those who are retiring upon completion of their terms of office and the appointment of the Independent Committee

The Chairman of the Board of Directors requested the meeting to consider electing Directors to replace those retiring upon completion of terms of office and the appointment of the Independent Committee. The consideration had already been made by the Nominating and Remuneration Committee. The details are as in the attachment which had already been delivered to the shareholders together with the meeting invitation.

Pursuant to Article 22 of the Bank's Articles of Association "At each ordinary general meeting, one third of the directors must retire from office. If the number of directors cannot be divided exactly into the number corresponding to one-third, the directors must retire in the number nearest to one-third", therefore; in this meeting, four (4) Directors had to retire from office namely; Dr. Somchai Sujjapongse, Mr. Supant Mongkolsuthree, Mr. Distat Hotrakitya, Mr. Somchai Boonamsiri. Moreover, the meeting was proposed to consider appointing Mr. Thanwa Laohasiriwong, Director, to be Independent Director.

To be in line with the principle of good corporate governance, the Chairman and those retiring Directors opted not to participate and temporarily left the meeting room during the general meeting's election of Directors to replace those completing their terms of office and the appointment of the Independent Committee. The Chairman invited Mr. Krairit Euchukanonchai, Vice Chairman of the Board of Directors, to perform as the Chairman for this agenda item in compliance with the Bank's regulation.

Vice Chairman who performed as the Chairman of the meeting for this agenda item, reported that as informed to the shareholders that the retiring upon terms of office completion of four Directors had already been considered by the Nominating and Remuneration Committee and approved by the State Enterprise Policy Committee, Ministry of Finance and the Bank of Thailand. As for the appointment of Independent Director, it was conducted in compliance with the regulation of the Securities and Exchange Commission. Mr. Nontigorn Kanchanachitra, Chairman of the Nominating and Remuneration Committee, was invited to inform shareholder the key details.

Chairman of the Nominating and Remuneration Committee informed the Meeting that there were 4 Directors retiring upon completion of their terms of office namely; Dr. Somchai Sujjapongse, Mr. Supant Mongkolsuthree, Mr. Distat Hotrakitya and Mr. Somchai Boonamsiri.

The Stock Exchange of Thailand notification about the rights of shareholders prior to the 23rd Annual Ordinary General Meeting (2016) dated on 21st September 2015 had been informed to the meeting. The Bank had offered the opportunity to the shareholders to nominate persons to be elected as Directors during 1st October – 31st December 2015. It appeared that there was no candidate nominated by shareholders.

The Nominating and Remuneration Committee, whose duty is to select and nominate person to hold the post of Director, had considered the eligible candidate based on the qualifications in various aspects, for instance, specialized on micro economy; financial knowledge; law; information technology; human resource; and industrial sector; including their morality, ethics as well as the qualifications that were appropriate and in compliance with the compositions and structure of the Board of the Directors, the Bank's regulation, relevant law and regulators' requirement. With this regard, the Committee approved reelecting Mr. Somchai Sujjapongse and Mr. Supant Mongkolsuthree to hold the post of Director for another term; Mr. Distat Hotrakitya and Mr. Somchai Boonnamsiri to hold the post of Director and Independent Director for another term. The four persons had already been approved by the State Enterprise Policy Committee, Ministry of Finance and the Bank of Thailand. Moreover, the Board of Directors approved appointing Mr. Thanwa Laohasiriwong, Director, to be Independent Director. These individuals have educational qualification, knowledge and experiences that will be beneficial to the Bank's business operation. Furthermore, they have performed their duty with accountability, prudence, integrity and good faith under the applicable laws, objectives and the Bank's Articles of Association as well as the resolution of the General Meeting. Hence, the details regarding the opinion of the Committee have already been disclosed in the invitation letter that the Bank had delivered to the shareholders. Secretary had been invited to inform the details of individual voting to the shareholders.

The Secretary informed the detail of individual voting to the meeting as follows;

As for methods of voting and votes counting on this agenda item in accordance with the requirements for holding a general meeting prescribed by the Securities and Exchange Commission, votes would be counted individually as votes in favor, votes against and abstentions. All shareholders were requested to place mark in the desired box in the voting ballot in order to vote in electing the Directors individually. Upon completion of voting that consisted of four Directors and one Independent Director totaling to five persons, the meeting officers would gather the voting ballots from all shareholders at one time for good speed in votes counting. If any shareholders did not wish to hand in the voting ballots, they would be deemed as votes in favor.

Later, the Vice Chairman, who performed as the Chairman of the meeting for this agenda item, gave the opportunity to the shareholders to raise any question. The questions are summarized as follows;

Dr. Sunis Julkarat As being the Bank's customer for not less than 40 years, conveyed appreciation about the
(Shareholder) services and assistance provided by the Bank's staffs.

Mr. Kaiwal Katawanich Raised 3 suggestions. The details are as follows;
(Shareholder)

1. Expressed appreciation to the Bank's service.
2. Suggested the Bank to organize the order of the shareholders who wish to enquire any question or raise any suggestion in the shareholders' meeting.
3. Suggested the Bank to improve working systems, for instance, the insufficient of card types, which caused the Bank to loss income and customers.

Ms. Thitima Jangpradittha Agreed that the Bank's service should get improved.
(Shareholder)

Chairman Expressed thanks to the shareholder for the suggestions. In order to be in complying with agenda items of the 23rd Annual Ordinary General Meeting as informed to the shareholders, the inquiry would be clarified the in next agenda item "Other businesses".

As no attending shareholders in the meeting had objection or alteration, the Chairman required the meeting to consider the election of directors to replace those retiring upon completing terms of office and the appointment of the Independent Committee as details mentioned before.

Resolution

Approved the election of Directors and Independent Director as proposed by the Board of Directors for each individual person by majority votes of attending and voting shareholders as follows:

1. Elected Dr. Somchai Sujjapongse to take up the office of Director for another term. The details are as follows;

Vote in favor	10,966,683,858	Votes	equivalent to	98.4500000%
Vote against	173,062,119	Votes	equivalent to	1.5500000%
Vote abstentions	1,159,347	Votes		
Voided ballot	0	Votes		

2. Elected Mr. Supant Mongkolsuthree to take up the office of Director for another term. The details are as follows;

Vote in favor	10,845,746,229	Votes	equivalent to	97.3600000%
Vote against	293,920,048	Votes	equivalent to	2.6400000%
Vote abstentions	1,239,047	Votes		
Voided ballot	0	Votes		

3. Elected Mr. Distat Hotrakitya to take up the office of Director and Independent Director for another term. The details are as follows;

Vote in favor	10,964,514,488	Votes	equivalent to	98.4300000%
Vote against	175,152,063	Votes	equivalent to	1.5700000%
Vote abstentions	1,238,773	Votes		
Voided ballot	0	Votes		

4. Elected Mr. Somchai Boonnamsiri to take up the office of Director and Independent Director for another term. The details are as follows;

Vote in favor	11,112,721,837	Votes	equivalent to	99.7600000%
Vote against	26,844,640	Votes	equivalent to	0.2400000%
Vote abstentions	1,338,847	Votes		
Voided ballot	0	Votes		

5. Elected Mr. Thanwa Laohasiriwong to take up the office of Independent Director for another term. The details are as follows;

Vote in favor	11,135,010,051	Votes	equivalent to	99.9600000%
Vote against	4,507,426	Votes	equivalent to	0.0400000%
Vote abstentions	1,388,647	Votes		
Voided ballot	0	Votes		

Vice Chairman of the Board of Directors, who performed as the Chairman for this agenda, invited the Chairman of the Board of Directors and the Directors who temporarily leave the meeting room to the meeting and continued the meeting.

Item 7 **To consider the election of the Bank's auditor and fix the audit fee**

The Chairman requested the meeting to consider electing the Bank's auditor and fix the audit fee considered by the Audit Committee in accordance with the details as appeared in the meeting invitation letter delivered to the shareholders.

After that the Chairman invited Dr. Kittipong Kittayarak, the Chairman of the Audit Committee, to report on significant details of the matter to the shareholders.

The Chairman of the Audit Committee clarified the issues to the shareholders in summary as follows:

Under the Public Limited Companies Act and the Bank's Articles of Association Article 45(5), it was stipulated that the general meeting shall elect the auditor and fix the audit fee. In order to comply with the organic law on the State Audit, the Bank shall be audited by the Office of the Auditor General of Thailand. Therefore, it was proposed the Office of the Auditor General of Thailand for continuing to be the Bank's auditor and receiving the audit fee for the year 2016 as the following details: financial statement audit fee for four (4) times of Baht 5,100,000.00 and non-audit fee of Baht 1,130,000.00, totaling in the amount of Baht 6,230,000.00, excluding overtime allowance, branch audit expenses and other audit expenses in compliance with regulations applicable to the Bank. Such audit fee had already been approved by the Audit Committee. As for the past year, the Bank did not conduct special annual report as approved by the 22nd Annual Ordinary General Meeting since such a regulation has been canceled by the Bank of Thailand.

Nevertheless, the Office of the Auditor General of Thailand had always been the Bank and its subsidiaries' auditor without any relationship and interest in the company, subsidiaries, executives, major shareholders or any person related thereto and also audited the Bank's financial statement within the period of time specified by law. The Bank's associated companies were not state enterprises, therefore; the Office of the Auditor General of Thailand had not been their auditor.

The Chairman provided an opportunity for the shareholders to ask questions.

As no attending shareholders in the meeting had objection or alteration, the Chairman proposed the meeting to consider electing the auditor and fixing the audit fee as the details proposed to the meeting before.

Resolution

Approved the election of the Office of the Auditor General of Thailand to be the Bank's auditor by receiving the audit fee for 2016 in the amount of Baht 6,230,000.00 as proposed by the Board of Directors with majority votes of the attending and voting shareholders as the following details:

Vote in favor	10,747,913,021	Votes	equivalent to	96.4800000%
Vote against	391,885,372	Votes	equivalent to	3.5200000%
Vote abstentions	1,120,481	Votes		
Voided ballot	0	Votes		

Item 8 Other businesses

The Board of Directors did not have any other business to propose to the meeting for consideration.

However, the Chairman offered shareholders the opportunity to raise any question and clarified the enquiry about the insufficient types of card raised during the agenda item "To consider the election of Directors to replace those who are retiring upon completion of their terms of office and the appointment of the Independent Committee". The clarifications are summarized as follows;

Head of Global Transaction Banking Group Clarified the issue to the shareholder that market share of the Bank's cards were approximately 13 million cards. Normally, the Bank shall reserve the cards but within the past year, the cards had been used more than previous years since many projects of the Bank's cards had become popular, for instance, M-Pass card, lottery tickets booking and other identity card projects, totaling to approximately 4 million cards, resulted in some types of card to be inadequate to customers' need.

Mr. Prukthanunt Sriwonglieng (Proxy) Raised 2 suggestions as follows;
1. Lack of KTB Intelligence Queue's instruction in publicity
2. Suggested the Bank to compare version 1 and version 2 of KTB Intelligence Queue's instruction

Mr. Surachet Jeansuk (Shareholder) Suggested that there were suggestions about the Bank's products on each shareholders' meeting. Thus, in practical means, the Bank should be informed of such suggestions in written form so that the Bank could manage for the related operations in order to gain benefits the Bank in overall.

Chairman Expressed thanks to the shareholders

Mr. Suthichai Boonkhantinath (Shareholder) Inquired about the criteria to approve credit to SSI. The shareholder invested in SSI because he believed that the Bank must prudently consider approving credit to SSI.

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- President Clarified the issue to the shareholder that SSI was the customer of many financial institutions. As in 2011, SSI invested in SSI-UK, upstream industry producing smelting iron in UK, since the smelting plant was not allowed to establish in Thailand. To own the smelting plant may help SSI to extremely reduce the cost of production. The Bank had prudently considered about it with the aspect of business strategy and found that such investment would be advantage to SSI but the risk of inexperience in smelting plant and investment in overseas might impact the business operation. Additionally, troublesome world economic condition, shrinking world steel market and the exceeding market demand of production capacity of Chinese steel industry caused the world steel price to dramatically reduce and affected to the smelting plant worldwide including SSI-UK.
- Vice Chairman Added more clarification to the shareholders that presently, the Bank had suspiciously considered approving credit for overseas investment since the overseas economic condition was confronting with the trouble continually.
- Chairman Express thanks to the shareholders for the suggestions and notices.

As no shareholders raised further questions on any issue and there were no additional item on the agenda, the Chairman expressed thanks to all shareholders for their time to attend the meeting today and also the shareholders participating as witnesses in votes counting whereof and declared the meeting closed.

The meeting was adjourned at 16.30 hours.

Chairman of the Board of Directors
(Dr. Somchai Sujjapongse)

Corporate Secretary
(Mr. Suchart Dejittirut)

Attachment to Agenda 5

Consideration and approval of the Directors' remuneration

Remuneration for Directors consists of Directors' remuneration for the year 2017 and Directors' gratuity for the year 2016. The Board of Directors is of the opinion that the General Meeting should consider the matter to give an approval the directors' remuneration which has been considered by the Nominating and Remuneration Committee as follows:

The board/committee consists of the Board of Directors, the Board of Executive Directors, the Audit Committee, the Nominating and Remuneration Committee, the Corporate Governance and Social Responsibility Committee, the Risk Management Committee and the Compliance Committee or other committee(s) which the Bank of Thailand specifies that there must be or should be or the Board of Directors is of the opinion that it is necessary to have such committee(s). Currently, the Board of Directors and those six Committees as follows:

- 1) The Board of Directors consists of one Chairman, one Vice Chairman and ten Directors
- 2) The Board of Executive Directors consists of one Chairman and three Directors
- 3) The Audit Committee consists of one Chairman and three Directors
- 4) The Nominating and Remuneration Committee consists of one Chairman and two Directors
- 5) The Corporate Governance and Social Responsibility Committee consists of one Chairman and two Directors
- 6) The Risk Management Committee consists of one Chairman and five Directors
- 7) The Compliance Committee consists of one Chairman and two Directors

Furthermore, the scope of power and duty of each committee are disclosed in Annual Report, Page No. 85 - 95

The Directors' remuneration for the year 2017

The detail of criteria and rates of Directors' remunerations as below;

Directors' Remuneration	2017	2016
1) Remunerations as Director	Bt70,000 / month	Bt70,000 / month
2) Ex-officio remunerations should be paid of Director who holds the position as follows: - Chairman of the Board of Directors - Vice Chairman of the Board of Directors - Chairman of Committees such as Chairman of the Board of Executive Directors, Chairman of the Audit Committee, Chairman of the Nominating and Remuneration Committee, Chairman of the Corporate Governance and Social Responsibility Committee, Chairman of the Risk Management Committee Chairman of the Compliance Committee and Chairman in other committees which the Bank of Thailand determines to have or should have or depend on necessity of the Board of Directors.	Bt130,000 / month Bt30,000 / month Bt30,000 / month	Bt130,000 / month Bt30,000 / month Bt30,000 / month
3) Meeting honorariums should be paid to the directors attending the meeting of these committees and other committees which the Bank of Thailand determines to have or should have or depend on necessity of the Board of Directors.	Bt30,000 / meeting	Bt30,000 / meeting

Beside the remuneration, it was agreed to be paid to the Chairman of the Relations Committee* and should be paid the meeting honorarium at the rate of Bt 30,000/ the time of attending the meeting but no more than once a month.

Remark* Relations Affairs Committee organized by the State Enterprise Labor Relation Act B.E. 2543 (2000) which the committee consists of representatives of the employer and representatives of the employee. A Director of that State Enterprise shall be designed as the Chairman of the Relations Affairs Committee.

However, until now the Bank has no privileges which is not compensation, salary or normal bonus including right of Directors to purchase shares or own shares. The details of the Board of Directors and High Executives remunerations are disclosed in Annual Report, Page No. 99 - 107

Directors' gratuity for the year 2016

The Board of Directors has played a vital role in supporting, promoting, providing respective policies, fixing problems and making decisions in business operation to the achievement and Bank's operation. The Directors' excellent performance can be witnessed by several awards of honor presented to the Banks for instance,

- The Bank receives SOE Awards 2016 in Outstanding Disclosure and Transparency by State Enterprise Policy Office
- The Bank receives Investors' Choice Awards 2016 from Thai Investors Association. The Bank is one of the listed companies which was evaluated on conducting the Annual Ordinary General Meeting with a perfect consecutively score of 100 This, the Bank was presented with this award for the eight consecutive years.
- The Bank receives Sustainability Report Awards 2016 from Thai Listed Companies Association which was presented this award for the two consecutive years. This award reflects the Bank's potential in disclosure the economic, social and environmental operation under the transparency which advantage to stakeholders for the sustainability growth.
- The Bank gains Best e-Bank, Thailand and Digital Infrastructure Awards in Most Innovative Corporate Payment Project, Thailand from The Asset Triple A Digital Awards Programme 2016 by The Asset, the leading financial business magazine in Asia-Pacific, to esteem the financial institutes which excellence in innovation in financial management and engrossed in Digital Baking development.
- Sustainable Financial Service Management Award such as 4 Best Cash Management Solution Awards, Best in Treasury and Working Capital – Public Sector, Thailand Award, Best E-solutions Partner Bank, Thailand Award from The Asset Magazine and Thailand Domestic Cash Management Bank of the Year 2016 Award from Asian Banking & Finance Magazine

In order to proper with the responsibilities and volume of work, including being in line with the dividend payment as peer commercial banks. It is proposed that the remunerations for Directors for the year 2016 be paid in the amount of Baht 47.13 million under discretion of the Board of Directors to consider payment as deemed appropriate.

Attachment to Agenda 6

Consideration of the election of Directors to replace those who are retiring Directors

The General Meeting should elect the following individuals

(Individual resumes are hereto attached which updated as of 20th March 2017):

- | | | |
|---------------------|------------|--------------------------------------|
| 1. Dr.Kittipong | Kittiyarak | as Director and Independent Director |
| 2. General Tienchai | Rubporn | as Director and Independent Director |
| 3. Dr.Kulaya | Tantitemit | as Director |
| 4. Mr.Payong | Srivanich | as Director |

All those four nominated persons have been already approved by The State Enterprise Policy Committee and the Bank of Thailand.

Name - Surname	Dr.Kittipong Kittayarak	
Type of Director to be elected	Independent Director as considered by the Nominating and Remuneration Committee	
Age	58	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - Doctor of the Science of Laws (J.S.D.), Stanford University, USA (Fulbright Scholarship) - Master of Laws (LL.M.), Harvard University, USA (Fulbright Scholarship) - Master of Laws (LL.M.), Cornell University, USA (OCSC Scholarship) - Bachelor of Laws (Honors), Chulalongkorn University - Barrister-at-Law, Institute of Legal Education Thai Bar Association 	
Training	<ul style="list-style-type: none"> - Class 49, National Defence Course, National Defence College - Class 112/2014, Director Accreditation Program (DAP), IOD - Class 18/2015, Advanced Audit Committee Program (AACP), IOD - Class 1/2013, Certificate in Law for Democracy, Office of the Constitutional Court - Class 1/2012, Top Executive Program in Energy Literacy, Thailand Energy Academy - Class 8/2009, Top Management Program, Capital Market Academy, The Stock Exchange of Thailand - Class 10/2006, Top Executive Program in Justice Administration, Judicial Training Institute - Class 5/2001, Politics and Governance in Development Systems or Executive Course, King Prajadhipok's Institute 	
Current Positions (at KTB)	Independent Director, Chairman of the Audit Committee and Member of the Compliance Committee	
Date of Joining KTB	24 th July 2014	
Tenure	2 Years 7 Months	
Other Current Position	<p>Listed Companies</p> <ul style="list-style-type: none"> - Independent Director and Member of the Audit Committee, Dusit Thani Pcl. - Independent Director and Chairman of the Audit Committee, PTT Pcl. <p>Non-Listed Companies / Other Organizations</p> <ul style="list-style-type: none"> - Advisor to the Prime Minister Feb 2017 - Present - Honorary Director, National Commission for Justice Administration Development 2016 - Present - Honorary Director, The Narcotics Control Board 2015 - Present - Chairman, Bangkok University Council 2014 - Present - Executive Director and Chairman (Thailand Branch), ASIA Crime Prevention Foundation (ACPF) 2011 - Present - Member of the Board of Committee, Thai Bar Association 2010 - Present - Member of Mahidol University Council 2009 - Present 	
Experience	<ul style="list-style-type: none"> - Executive Director, Thailand Institute of Justice (Public Organization) 2015 – Feb 2017 - Advisor to the Prime Minister 2014 - 2015 - Permanent Secretary, Ministry of Justice 2008 – 2014 	

Relationship	<p>KTB shareholding - None -</p> <p>Being the Director at the competitive/related companies - None -</p> <p>Having relationship as a relative of the other directors/management/major shareholders of the Bank/Subsidiary(ies) - None -</p> <p>Having following relationship with the Bank/Subsidiary(ies)/or juristic person(s) which could have conflict of interest at the present time or in the past two years</p> <ol style="list-style-type: none"> (1) Not being a Director participating in management role, an employee, an officer, or an advisor which receives regular salary (2) Not being a professional advisor such as auditor or legal adviser (3) Having business relationship by current being Independent Director and Chairman of the Audit Committee, PTT Pcl. and Independent Director and Member of the Audit Committee, Dusit Thani Pcl. which used to have loans and contingent liabilities with the Bank more than Baht twenty million. 		
Conflict of Interest in Relating Considered Agenda	- None -		
No. of Attendance	(Year 2016)	<ul style="list-style-type: none"> - The Board of Directors 24 of 27 - The Audit Committee 25 of 26 - The Nominating and Remuneration Committee 7 of 8 - The Compliance Committee 10 of 12 - The Independent Directors Committee 2 of 2 	
	(Year 2017)	<ul style="list-style-type: none"> - The Board of Directors 7 of 7 - The Audit Committee 5 of 6 - The Compliance Committee 1 of 2 - The Independent Directors Committee 1 of 1 	
Performance during tenure	<p>He takes part in giving beneficial opinions and suggestions. He also has important role which responsible in compliance of the Bank to ensure that the Bank and financial group has business operation accordance with the applicable laws, regulation, the Bank's Articles of Association and also Good Corporate Governance as a part of the Banks' success to gain many recognition.</p>		
Opinion of the Board for electing Director	<p>Presently he is a Director and Independent Director. As an Independent Director, he performs his duty with completely and expressing the independent opinions to the Bank's business operation under the regulators' requirement. Furthermore, he has brought and applied his knowledge, competency and experience as the present Permanent Secretary, Ministry of Justice to support efficiently and effectively organizational management.</p> <p>However, the business relationship is regularly Banks' operation and has no influence toward the duty, also able to give independent opinions and follow the related regulation.</p>		

Remark: Resume of Dr. Kittipong Kittayarak is updated as of 20th March 2017

Name - Surname	General Tienchai Rubporn	
Type of Director to be elected	Independent Director as considered by the Nominating and Remuneration Committee	
Age	61	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - Master of Arts, Command and General Staff College - Class 27, Bachelor of Science Chulachomklao Royal Military Academy 	
Training	<ul style="list-style-type: none"> - Class 22/2016 Advanced Audit Committee Program (AACP), IOD - Class 3/2016 Ethical Leadership Program (ELP), IOD - Class 2/2016 Driving Company Success with IT Governance (ITG), IOD - Class 15/2016 Corporate Governance for Capital Market Intermediaries (CGI), IOD - Class 28/2016 Successful Formulation & Execution of Strategy (SFE), IOD - Class 28/2015, Financial Statements for Director (FSD), IOD - Class 121/2015 Director Accreditation Program (DAP), IOD - Class 47, Security Studies Program, Royal Thai Army War College - Resource Management Introductory Course, United States Army Finance School Fort Benjamin Harrison, Indiana, USA - Planning, Programing Budgeting, Execution System Course, United States Army Finance School Fort Benjamin Harrison, Indiana, USA 	
Current Positions (at KTB)	Independent Director, Member of the Audit Committee and Member of the Compliance Committee	
Date of Joining KTB	28 th January 2015	
Tenure	2 Years 1 Month	
Other Current Position	<p style="margin-left: 20px;">Listed Companies</p> <ul style="list-style-type: none"> - None - <p style="margin-left: 20px;">Non-Listed Companies / Other Organizations</p> <ul style="list-style-type: none"> - None - 	
Experience	<ul style="list-style-type: none"> - Advisor of the Public Budget Expenditures Committee 2016 - Senior Expert, The Royal Army 2016 - Permanent Secretary, Office of the Army Comptroller 2014 – 2016 - Secretary of the Public Budget Expenditures Committee 2014 – 2016 - Deputy Permanent Secretary, Office of the Army Comptroller 2013 – 2014 - Assistant Permanent Secretary, Office of the Army Comptroller 2011 – 2013 	
Relationship	<p>KTB shareholding - None -</p> <p>Being the Director at the competitive/related companies - None -</p> <p>Having relationship as a relative of the other directors/management/major shareholders of the Bank/Subsidiary(ies) - None -</p> <p>Having following relationship with the Bank/Subsidiary(ies)/or juristic person(s) which could have conflict of interest at the present time or in the past two years</p>	

- (1) Not being a Director participating in management role, an employee, an officer, or an advisor which receives regular salary
- (2) Not being a professional advisor such as auditor or legal adviser
- (3) Having not business relationship (such as purchase/sale, material/products/ services, loan or borrow)

**Conflict of Interest in Relating
Considered Agenda** - None -

No. of Attendance	(Year 2016)	- The Board of Directors	27 of 27
		- The Audit Committee	25 of 26
		- The Compliance Committee	12 of 12
		- The Independent Directors Committee	2 of 2
	(Year 2017)	- The Board of Directors	7 of 7
		- The Audit Committee	6 of 6
		- The Compliance Committee	2 of 2
		- The Independent Directors Committee	1 of 1

**Performance during
tenure** He takes part in giving beneficial opinions and suggestions. He also has important role which responsible in compliance of the Bank to ensure that the Bank and financial group has business operation accordance with the applicable laws, regulation, the Bank's Articles of Association and also Good Corporate Governance as a part of the Banks' success to gain many recognition.


**Opinion of the Board for
electing Director** Presently he is a Director and Independent director. As an Independent Director, he performs his duty with completely and expressing the independent opinions to the Bank's business operation under the regulators' requirement. Furthermore, he has brought and applied his knowledge, competency and experience as former Permanent Secretary, Office of the Army Comptroller to continually support the Bank's operation.

Remark: Resume of General Tienchai Rubporn is updated as of 20th March 2017

Name - Surname	Dr.Kulaya Tantitemit	
Type of Director to be elected	Director as considered by the Nominating and Remuneration Committee	
Age	44	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - Ph.D., International Economics and Finance, Brandeis University, USA - M.S., International Economics and Finance, Brandeis University, USA - M.A., Economics, Boston University, USA - Bachelor of Economics, Thammasart University 	
Training	<ul style="list-style-type: none"> - Class 7/2017, Ethical Leadership Program (ELP), IOD - Class 82/2015, Top management Program: Visionary Leader, Civil Service Training Institute - Class 6/2014, Foreign Affairs Executive Programme, Devawongse Varopakarn Institute of Foreign Affairs (DVIFA), Ministry of Foreign Affairs 	
Current Positions (at KTB)	Director, Executive Director and Member of the Corporate Governance and Social Responsibility Committee	
Date of Joining KTB	12 th October 2016	
Tenure	4 Months	
Other Current Position	<p>Listed Companies</p> <ul style="list-style-type: none"> - None - <p>Non-Listed Companies / Other Organizations</p> <ul style="list-style-type: none"> - Inspector General, Office of the Permanent Secretary, Ministry of Finance 2016 - Present - Director, PTT International Trading Pte Ltd. 2016 - Present 	
Experience	<ul style="list-style-type: none"> - Advisor on Policy and Strategy, Office of the Permanent Secretary, Ministry of Finance 2016 - Director of the Macroeconomic Policy Bureau, Fiscal Policy Office, Ministry of Finance 2013 - 2016 - Senior Expert on Macroeconomic policy, Fiscal Policy Office, Ministry of Finance 2011 - 2013 	
Relationship	<p>KTB shareholding - None -</p> <p>Being the Director at the competitive/related companies - None -</p> <p>Having relationship as a relative of the other directors/management/major shareholders of the Bank/Subsidiary(ies) - None -</p> <p>Having following relationship with the Bank/Subsidiary(ies)/or juristic person(s) which could have conflict of interest at the present time or in the past two years</p> <ol style="list-style-type: none"> (1) Not being a Director participating in management role by being the Bank's official signatory with another Director. (2) Not being a professional advisor such as auditor or legal adviser (3) Having not business relationship (such as purchase/sale, material/products/ services, loan or borrow) 	

Conflict of Interest in Relating Considered Agenda	- None -		
No. of Attendance	(Year 2016)	<ul style="list-style-type: none"> - The Board of Directors - The Board of Executive Directors - The Corporate Governance and Social Responsibility Committee 	<ul style="list-style-type: none"> 6 of 7 11 of 12 2 of 3
	(Year 2017)	<ul style="list-style-type: none"> - The Board of Directors - The Board of Executive Directors - The Corporate Governance and Social Responsibility Committee 	<ul style="list-style-type: none"> 7 of 7 9 of 11 2 of 2
Performance during tenure	<p>She takes part in giving beneficial opinions and suggestions. She also has important role which responsible in compliance of the Bank and financial group to accordance with the applicable laws and Good Corporate Governance.</p>		
Opinion of the Board for electing Director	<p>Presently she is a Director by support the Bank's operation as she knowledge, competency and experience as the Director of the Macroeconomic Policy Bureau, Fiscal Policy Office, Ministry of Finance and Advisor on Policy and Strategy, Office of the Permanent Secretary, Ministry of Finance, to support in strategic planning that will be beneficial to the Bank's business operation.</p>		

Remark: Resume of Dr. Kulaya Tantitemit is updated as of 20th March 2017

Name - Surname	Mr.Payong Srivanich		
Type of Director to be elected	Director as considered by the Nominating and Remuneration Committee		
Age	48		
Nationality	Thai		
Education	- MBA, University of Pittsburgh, Pittsburgh, Pennsylvania, USA - BS in Industrial Engineering, University of Arizona, Tucson, Arizona, USA		
Training	- Class 223/2016, Director Certification Program (DCP), IOD		
Current Positions (at KTB)	President, Executive Director and Member of the Risk Management Committee		
Date of Joining KTB	8 th November 2016		
Tenure	4 Months		
Other Current Position	Listed Companies - None - Non-Listed Companies / Other Organizations - None -		
Experience	- Senior Executive Vice President - Head of Global Markets Group, 2015 - 7 Nov 16 Krung Thai Bank Pcl. - Director, Krungthai-AXA Life Pcl. 2016 - Managing Director, Head of Global Markets & Country Treasurer 2008 - 2014 Citibank N.A., Thailand		
Relationship	KTB shareholding - None - Being the Director at the competitive/related companies - None - Having relationship as a relative of the other directors/management/major shareholders of the Bank/Subsidiary(ies) - None - Having following relationship with the Bank/Subsidiary(ies)/or juristic person(s) which could have conflict of interest at the present time or in the past two years (1) Being President participating in management role by being the Bank's official signatory. (2) Not being a professional advisor such as auditor or legal adviser (3) Having not business relationship (such as purchase/sale, material/products/ services, loan or borrow)		
Conflict of Interest in Relating Considered Agenda	- None -		
No. of Attendance	(Year 2016) - The Board of Directors 4 of 4 - The Board of Executive Directors 8 of 10 - The Risk Management Committee 3 of 3 (Year 2017) - The Board of Directors 7 of 7 - The Board of Executive Directors 10 of 11 - The Risk Management Committee 6 of 6		

Performance during
tenure

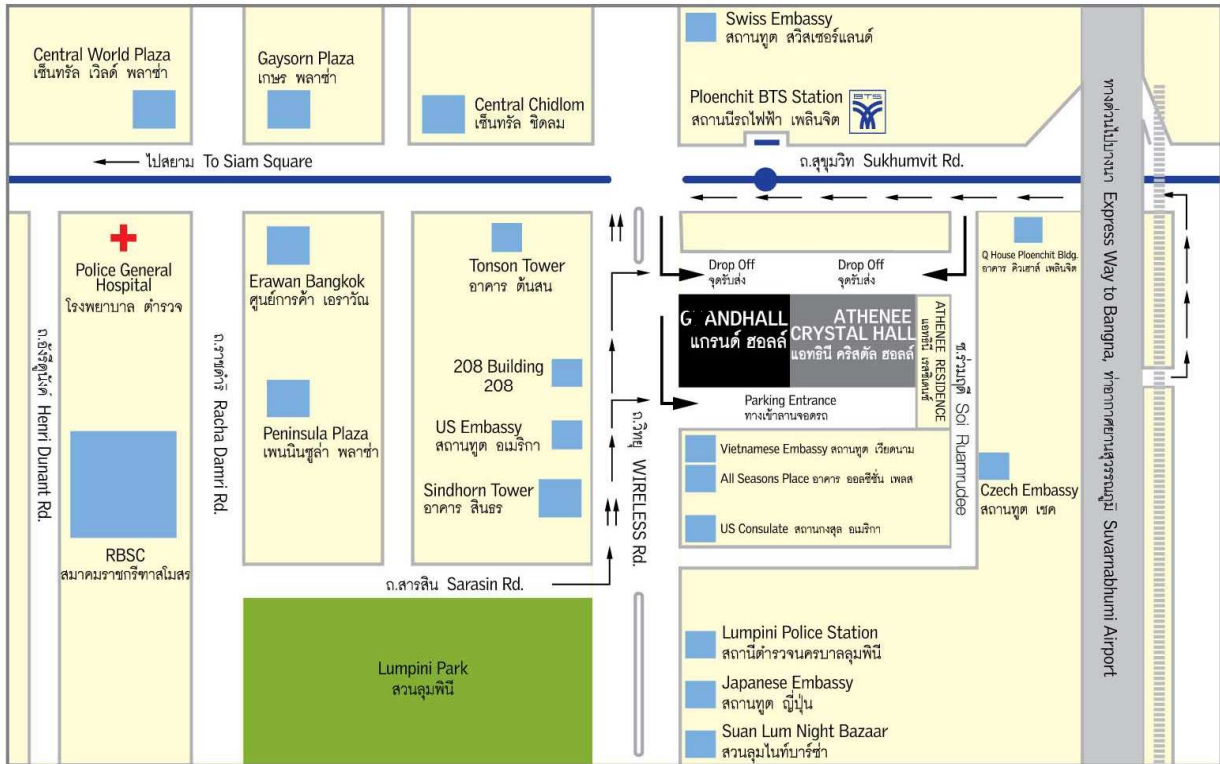
Presently, he performs as the President, Executive Director and Member of Risk Management Committee of the Bank. He is a Chief Executive Officer who administrates the organization as he has knowledge and proficient in economics, finance, banking and business administration of the organization to support efficiently and effectively organizational management.

Opinion of the Board for
electing Director

He is an outstanding leader by focusing on customers, especially in financial services, being alliance and trust, with the attempt to become the Best Digital Bank for all customers and Best Place to Work for all employees in the future.

Remark: Resume of Mr. Payong Srivanich is updated as of 20th March 2017

Map of location of the 24th Annual General Meeting
Plaza Athénée Bangkok, A Royal Méridien Hotel



★ Plaza Athénée Bangkok, A Royal Méridien Hotel

The registration will begin at 09.30 hours
and meeting will start at 13.00 hours
at the Athenee Crystal Hall (3rd floor) and
Hotel's telephone number: 0-2650-8800



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KRUNGTHAI BANK