

KTB.OBD. 668/2016

23<sup>rd</sup> March 2016

To : The President  
Stock Exchange of Thailand

Subject : Notification of the Resolutions of Krung Thai Bank PCL.'s Board of Directors Meeting

The Board of Directors' Meeting of Krung Thai Bank PCL. No.6/2016 (926) held on Wednesday 23<sup>rd</sup> March 2016 has passed the following significant resolutions:

1. Appoint Mr.Distat Hotrakitya, Independent Director to be Chairman of the Independent Directors Committee and Mr.Somchai Boonnamsiri to be Independent Director. The Independent Directors Committee is comprised of

- |  |                |                                       |
|--|----------------|---------------------------------------|
| 1) Mr.Distat                           | Hotrakitya     | Chairman of the Independent Directors |
| 2) Dr.Kittipong                        | Kittayarak     | Independent Director                  |
| 3) Mr.Nontigorn                        | Kanchanachitra | Independent Director                  |
| 4) Lieutenant General Tienchai Rubporn |                | Independent Director                  |
| 5) Mr.Somchai                          | Boonnamsiri    | Independent Director                  |

These are effective from 23<sup>rd</sup> March 2016 onwards.

2. The Board of Directors resolved to submit to the General Meeting of shareholders to consider an approval of dividend payment for 2015 to the holders of preferred shares and ordinary shares 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 12<sup>th</sup> May 2016 and fixed the share registration book closing date on Friday 13<sup>th</sup> May 2016 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 27<sup>th</sup> May 2016.

3. Fixed the date of calling the 23<sup>rd</sup> Annual Ordinary General Meeting which will take place on Friday 29<sup>th</sup> April 2016 at 14.00 hours at the Athenee Crystal Hall, 3<sup>rd</sup> floor, Plaza Athenee Bangkok, A Royal Meridien 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 22<sup>nd</sup> Annual Ordinary General Meeting on Friday 10<sup>th</sup> April 2015

Opinion of the Board: The General Meeting should adopt the minutes which was correctly and truly recorded.

- 2) To acknowledge the Board of Directors' annual report

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 31<sup>st</sup> December 2015

Opinion of the Board: The General Meeting should approve the Financial Statement for the year ending 31<sup>st</sup> December 2015 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 2015 net profit and dividend payment

Opinion of the Board: The General Meeting should approve the appropriation of the 2015 net profit and dividend payment as follows:

Net Profit	Baht	26,473.75 million
Preferred share dividends (Baht 0.9145 per share)	Baht	5.03 million
Ordinary share dividends (Baht 0.76 per share)	Baht	10,621.81 million

(Dividend/Net profit = 40.14%)

At present, the Bank's legal reserve has reached the amount required by law and the Bank's Articles of Association therefore the Bank has not to allocate the 2015 net profit as the legal reserve.

The dividend payment as mentioned above paid from retained profit that the Bank paid tax at the rate of 30%, an individual shareholder may apply for tax credit on dividend at the rate of 3/7 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 12<sup>th</sup> May 2016 and fixed the share registration book closing date on Friday 13<sup>th</sup> May 2016 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 27<sup>th</sup> May 2016.

5) To consider and approve the Directors' remuneration

Opinion of the Board: The Board of Directors has considered the appropriateness with the duties and responsibilities in supporting, promoting, providing respective policies, fixing problems and making decisions in the Bank's business operation to achieve goals and business direction of the Bank. The rule and rate of the directors' remuneration is in line with the peer listed companies and commercial bank which already considered by the Nominating and Remuneration Committee.

5.1) Directors' remuneration for the year 2016

Directors' remuneration for the year 2016 has the same rule and rate as year 2015, detail as follows:

Directors' Remuneration	2016
1) Remunerations in the capacity as Director should be paid to each Director at the rate	Bt70,000 / month
2) Ex-officio remunerations should be paid to 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
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.

5.2) Directors' gratuity for the year 2015

The General Meeting should approve Directors' gratuity in the amount of Baht 41.65 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 and the appointment of the Independent Director**

Opinion of the Board: (exclusive of Directors having conflict of interest) At the 23<sup>rd</sup> Annual Ordinary General Meeting (Year 2016), four Directors completing their terms of office are namely Dr.Somchai Sujjapongse, Mr.Supant Mongkolsuthree, Mr.Distat Hotrakitya and Mr.Somchai Boonnamsiri. The General Meeting should elect Dr.Somchai Sujjapongse and Mr.Supant Mongkolsuthree to be Director for another term and elect Mr.Distat Hotrakitya and Mr.Somchai Boonnamsiri to be Director and Independent Director for another term as already considered by the Nominating and Remuneration Committee. Beside, the Board of Directors agreed that the General Meeting should appoint Mr.Thanwa Laohasiriwong to be Independent Director as these persons have educational qualification, knowledge, competency and experiences that will be beneficial to the Bank's business operation. Moreover, they have performed their duty with accountability, prudence and integrity under the applicable laws, the Objectives and the Bank's Articles of Association as well as the resolution of the General Meeting.

The detail of the election of Directors to replace those who are retiring upon completion of their terms of office and the appointment of the Independent Director as follows:

- 6.1) Elect Dr.Somchai Sujjapongse to be Director as presently he is a Director and perform as Chairman of the Board of Directors who is the corporate leader in establishing the Bank's business strategy. Presently, he is Permanent Secretary of Ministry of Finance which he brings his knowledge, competency and experience to support efficiently and effectively organizational management.
- 6.2) Elect Mr.Supant Mongkolsuthree to be Director as presently he is a Director and supervises to the Bank's business operation. Presently, he is Chairman of The Federation of Thai Industries including he brings his knowledge, competency and experience to support efficiently and effectively organizational management.
- 6.3) Elect Mr.Distat Hotrakitya to be Director and Independent Director as presently he is a Chairman of the Independent Directors Committee and perform his duty with completely independent and supervises to the Bank's business operation. Furthermore, he has brought and applied his knowledge, competency and experience as presently Secretaries-General, Office of the Council of State to support efficiently and effectively organizational management.
- 6.4) Elect Mr.Somchai Boonnamsiri to be Director and Independent Director as presently he is a Independent Director. However, he used to be Chairman of Thaifoods Group Pcl. which has business relationship with the Bank (credit and commitments) over 20 million baht. He resigned as Chairman from this company since December 17<sup>th</sup>, 2015. Presently, he has no business relationship with this company. Therefore he is able to be Bank's Independent Director without the impact on performing the duty and expressing the independent opinions. He has performed his duty with responsibility, due care and loyalty. Furthermore, he has brought and applied his knowledge, competency and experience in finance, business administration and economics to support efficiently and effectively organizational management.

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

6.5) Appoint Mr.Thanwa Laohasiriwong to be Independent Director as presently he is a Director and appropriate to be Independent Director. However, Mr. Thanwa is presently Director and Executive Directors of TOT Pcl. which has business relationship with the Bank (credit and commitments) over 20 million baht. TOT Pcl. is State Owned Enterprise aiming to operate business for national interest. He has none of self interest but performs the duty to supervise national interest. Furthermore, he also performs as Independent Director and Chairman of the Audit Committee of TPBI Pcl. which has business relationship with the Bank (credit and commitments) over 20 million baht. In case of TPBI Pcl., Mr. Thanwa is not its official signatory as well as has none of self interest. All credit and commitments were approved before Mr. Thanwa takes a position of the Bank's Director. Then, the business relationship between the Bank and the company is considered as the normal business operation. Therefore, Mr. Thanwa is able to be the Bank's Independent Director without the impact on performing the duty and expressing the independent opinions. He has performed his duty with responsibility, due care and loyalty including applied his knowledge, competency and experience in business administration and information technology to support efficiently and effectively organizational management.

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

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 2016 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 2016 amounting to Baht 6,230,000.00 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)**

The Bank has fixed the Record Date on which shareholders have the right to attend the 23<sup>rd</sup> Annual Ordinary General Meeting on Thursday 7<sup>th</sup> April 2016 and fixed the share registration book closing date on Friday 8<sup>th</sup> April 2016 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (1992) and its amendment. The registrar will send shareholders the Notice of the Meeting by registered post and the Bank will also publicize the document on the Bank's website ([www.ktb.co.th](http://www.ktb.co.th)) on Monday 28<sup>th</sup> March 2016.

Please be informed accordingly.

Yours Sincerely,

*Suchart Dejittirut*

(Mr. Suchart Dejittirut)

Corporate Secretary