

KTB.OBD. 860/2011

11<sup>th</sup> March 2011

The President

Stock Exchange of Thailand

Dear Sir,

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

**Ref :** Letter No. KTB.OBD. 835/2011 dated 10<sup>th</sup> March 2011 **Subject :** Notification of the Resolutions of Krung Thai Bank PCL.'s Board of Directors Meeting

As Krung Thai Bank Public Company Limited submitted to the SET the Notification of the Resolutions of Krung Thai Bank PCL.'s Board of Directors Meeting and the schedule of the 18<sup>th</sup> Annual Ordinary General Meeting to be held on Friday 22<sup>nd</sup> April 2011 at 09.00 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.

The Bank would like to inform the details of the 18<sup>th</sup> Annual Ordinary General Meeting Agenda as follows:

- 1) To consider and adopt the minutes of the 17<sup>th</sup> Annual Ordinary General Meeting on Friday 9<sup>th</sup> April 2010

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 Balance Sheet and the Profit and Loss Statements for 2010 ended 31<sup>st</sup> December 2010

Opinion of the Board: The General Meeting should approve the Balance Sheet and the Profit and Loss Statements for 2010 ended 31<sup>st</sup> December 2010 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 2010 net profit and dividend payment

Opinion of the Board: The General Meeting should approve the appropriation of the 2010 net profit and dividend payment as follows:

Legal Reserve	Baht	702,000,000.00
Preferred share dividends (0.6645 Baht per share)	Baht	3,654,750.00
Ordinary share dividends (0.51 Baht per share)	Baht	5,701,671,990.00

(Dividend/Net profit = 40.66%)

The Bank has gathered the Record Date on which shareholders have the right to receive dividend on Tuesday 3<sup>rd</sup> May 2011 and fixed the share registration book closing date on Wednesday 4<sup>th</sup> May 2011 under the Section 225 of the Securities and Exchange Act B.E. 2535 (1992) and its amendment to the Act B.E. 2551 (2008). The dividend payment shall be made on Friday 20<sup>th</sup> May 2011.

5) To consider and approve the Directors' remunerations

Opinion of the Board: The General Meeting should approve the Directors' remunerations as already considered by the Nominating and Remuneration Committee as follows:

5.1) Directors' remunerations for the year 2011

The Directors' remunerations for the year 2011 remain unchanged and equal to those for the last year as approved by the 11<sup>th</sup> Annual Ordinary General Meeting (Year 2004).

5.2) Directors' gratuity for the year 2010

The Board of Directors has played a vital role in supporting, promoting, providing respective policies, fixing problems and making decisions in business operation. That causes the Bank's performance has continually improved. Therefore, the General Meeting should approve Directors' gratuity in the amount of Baht 27.96 million in order to suit the responsibilities and volume of work and to be in line with Directors' gratuity among the banks of the same level. Moreover, 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

Opinion of the Board: (exclusive of Directors having conflict of interest) In the 18<sup>th</sup> Annual Ordinary General Meeting there are four Directors retiring because of completing

their terms of office; namely Mrs.Benja Louichareon, Mr.Apisak Tantivorawong, Mr.Supachai Jongsiri and Mr.Pongtep Polanun. Therefore, the General Meeting should elect Mrs.Benja Louichareon, Mr.Apisak Tantivorawong and Mr.Pongtep Polanun to be Directors for another term and elect Mr.Yarnsak Manomaiphiboon to be Director (Independent Director) in replacement for Mr.Supachai Jongsiri as already considered by the Nominating and Remuneration Committee and the Board of Directors is of the opinion that those persons are 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, 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. The proposal of election details as follows,

- 6.1) Elect Mrs.Benja Louichareon to be Director because she has been the former Director and performed her duty as Vice Chairman. She has played an important part in being the leader giving direction for strategy of the Bank's business operation. Furthermore, she has brought and applied her knowledge competency and experience, as presently Deputy Permanent Secretary to support efficiently and effectively organizational management in finance, tax management and law.
- 6.2) Elect Mr.Apisak Tantivorawong to be Director because he has been the former Director and performed his duty as President. He is the outstanding leader playing a significant role in managing the Bank to have good operating performance as well as improving the Bank's products and service quality to satisfy the customers under the vision of being the Convenience Bank.
- 6.3) Elect Mr.Pongtep Polanun to be Director because he has been the former Director and paid a lot of attention to the Bank's business operation. Furthermore, he has been assigned from the Board of Directors to be the Chairman in Krung Thai IBJ Leasing Company Limited, associated between the Bank and IBJ Leasing Company Limited from Japan. This company provides leasing, hire-purchase and factoring services to all businesses and industries.
6. 4) Elect Mr.Yarnsak Manomaiphiboon to be Director (Independent Director) because he has knowledge and proficiency in finance, investment and internal audit that will be beneficial to the Bank's business operation. He is presently Independent Director and Chairman of Audit Committee of MCOT Public Company Limited.

All those four nominated persons have been already approved by the authorized regulators and after the 18<sup>th</sup> Ordinary General Meeting, the Board of Directors consists of twelve persons as follows

- |      |                             |  |
|------|-----------------------------|--|
| (1)  | Dr.Sathit Limpongpan        | Chairman of the Board of Directors and<br>Chairman of the Independent Director |
| (2)  | Mrs.Benja Louichareon       | Vice Chairman  |
| (3)  | Mr.Dusit Nontanakorn        | Director   |
| (4)  | Mr.Apisak Tantivorawong     | President  |
| (5)  | Mr.Santi Vilassakdanont     | Independent Director   |
| (6)  | Dr.Jamlong Atikul           | Director   |
| (7)  | Mr.Nontigorn Kanchanachitra | Independent Director   |
| (8)  | Mr.Pongtep Polanan          | Director   |
| (9)  | Mr.Chulasingh Vasantasingh  | Independent Director   |
| (10) | Mr.Naruenart Ratanakanok    | Director   |
| (11) | Mr.Krisada Chinavicharana   | Director   |
| (12) | Mr.Yarnsak Manomaiphiboon   | Independent Director   |

**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 2011 since the Bank is a 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 2011 amounting to Baht 4,800,000.00 equal to audit fee for the year 2010 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. In case of associated companies, not State Enterprise, the Office of the Auditor General of Thailand is not their auditor.

8) To consider and approve amendment to the Bank's Articles of Association for Article 35 and Article 36

Opinion of the Board: The General Meeting should approve the amendment to the Bank's Articles of Association for Article 35 and Article 36 in order to wider coverage of the Bank's operation for designating the Directors who are authorized to sign in the document, instruments or certificates on behalf of the Company as well as changing the position title from formerly called “กรรมการผู้จัดการ” (in Thai Language) into “กรรมการผู้จัดการใหญ่” (in Thai language) or President.

Details appear in Attachment

9) Other business (If any)

The Bank has fixed the Record Date on which shareholders have the right to attend the 18<sup>th</sup> Annual Ordinary General Meeting on Thursday 31<sup>st</sup> March 2011 and fixed the share registration book closing date on Friday 1<sup>st</sup> April 2011 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (1992) and its amendment to the Act B.E. 2551 (2008). 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 (<http://www.ktb.co.th>) on Monday 21<sup>st</sup> March 2011.

Please be informed accordingly,

Yours Sincerely,

Krung Thai Bank PCL.

Mr.Parinya Patanaphakdee

(Mr.Parinya Patanaphakdee)

Corporate Secretary

## Detail of Proposed Amendments to the Banks' Articles of Association for Article 35 and Article 36

Existing Text	Amended Text	Reason
<p>Article 35. All business of the Company shall be under the power of the Board of Directors.</p> <p>กรรมการผู้จัดการ (in Thai language) or The President solely or any other directors totalling two or more persons as delegated by the Board of Directors shall have the power to sign and affix the Company's seal in the document, instruments or certificates on behalf of the Company.</p>	<p>Article 35. All business of the Company shall be under the power of the Board of Directors.</p> <p>กรรมการผู้จัดการใหญ่ (in Thai language) or The President solely or any other directors totalling two or more persons as delegated by the Board of Directors shall have the power to sign and affix the Company's seal in the document, instruments or certificates on behalf of the Company.</p> <p><u>The Board of Directors may designate and change the names of the Directors who are authorized to sign in the document, instruments or certificates on behalf of the Company.</u></p>	<p>To wider coverage of the Bank's operation for designating the Directors who are authorized to sign in the document, instruments or certificates on behalf of the Company.</p> <p>This amendment is in line with the most practical way of listed companies and other commercial banks.</p>
<p>Article 36. The Board of Directors shall have the power to appoint the General Manager, staff as well as agent of the Company with the powers and duties as the Board deems appropriate to fix the rates, expenses and remunerations to such persons and to remove them from their positions.</p> <p>The Board of Directors may empower the General Manager to appoint and remove all the Company's staff.</p> <p>If the person who is appointed General Manager also holds the position of a Director of the Company, that person will then be called "กรรมการผู้จัดการ" (in Thai language) or "President"</p>	<p>Article 36. The Board of Directors shall have the power to appoint the General Manager, staff as well as agent of the Company with the powers and duties as the Board deems appropriate to fix the rates, expenses and remunerations to such persons and to remove them from their positions.</p> <p>The Board of Directors may empower the General Manager to appoint and remove all the Company's staff.</p> <p>If the person who is appointed General Manager also holds the position of a Director of the Company, that person will then be called "กรรมการผู้จัดการใหญ่" (in Thai language) or "President"</p>	<p>To be in line with the position title of "ผู้จัดการใหญ่" (in Thai language) on the first paragraph of Article 36</p> <p>Thus, there is a particular change in the position title from formerly called "กรรมการผู้จัดการ" (in Thai Language) into "กรรมการผู้จัดการใหญ่" (in Thai language) or President. This amendment is in line with the most practical way of listed companies and other commercial banks.</p>

In submitting for registration of the amendment to the Bank's Articles of Association, if the Registrar is asking for the amendment to certain parts of texts or words, the Bank should be able to follow the instruction of the Registrar.