



KTB.OBD. 859/2011

11th March 2011

The President

Stock Exchange of Thailand

Dear Sir,

Subject: The Appointment of Chairman of Independent Director, Chairman of Audit Committee and Director of Krung Thai Bank PCL.

On Thursday 10th March 2011, the Board of Directors' Meeting No.5/2554 (793) has considered the appointment of new Director in order to replace Mr.Visut Montrivat (Bank's Director, Chairman of Audit Committee and Chairman of Independent Director) who will complete the age of 65 years on 12th March 2011 and has to leave the office in accordance with section 8(3) and section 5(2) of the Standard Qualification for Directors and Employees of State Enterprise Act, B.E.2518 (1975). Therefore, the Bank wishes to inform you the resolutions as follows;

1. Appoint Dr.Sathit Limpongpan to be Chairman of Independent Director.

The Independent Director Committee will be comprised of

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|------------------|----------------|----------------------------------|
| 1) Dr.Sathit | Limpongpan | Chairman of Independent Director |
| 2) Mr.Chulasingh | Vasantasingh | Independent Director |
| 3) Mr.Santi | Vilassakdanont | Independent Director |
| 4) Mr.Nontigorn | Kanchanachitra | Independent Director |

2. Appoint Mr.Chulasingh Vasantasingh to be Chairman of Audit Committee and Mr.Nontigorn Kanchanachitra to be Member of Audit Committee. The Audit Committee will be comprised of

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|------------------|----------------|-----------------------------|
| 1) Mr.Chulasingh | Vasantasingh | Chairman of Audit Committee |
| 2) Mr.Santi | Vilassakdanont | Member of Audit Committee |
| 3) Mr.Nontigorn | Kanchanachitra | Member of Audit Committee |

3. Appoint Mr.Krisada Chinavicharana to be Bank's Director who has been already approved by the Bank of Thailand.

This will be effective from 13th March 2011 onwards.

Please be informed accordingly,

Yours Sincerely,

Krung Thai Bank PCL.

Mr.Parinya Patanaphakdee

(Mr.Parinya Patanaphakdee)

Company Secretary

Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting of Krung Thai Bank PCL. No.5/2011 (793) held on Thursday 10th March 2011 resolved the meeting's resolutions in the following manners:

Appointment of the Audit Committee

Chairman of the Audit Committee

Member of the Audit Committee

As follows:

(1) Mr.Chulasingh Vasantasingh to be Chairman of the Audit Committee

(2) Mr.Nontigorn Kanchanachitra to be Member of the Audit Committee

The appointment of which shall take an effect as of 13th March 2011

Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

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The determination/change of which shall take an effect as of

The Audit committee is consisted of:

1. Chairman of the Audit Committee : Mr.Chulasingh Vasantasingh

remaining term in office: 2 years 1 month

2. Member of the Audit Committee : Mr.Santi Vilassakdanont

remaining term in office: 2 years 1 month

3. Member of the Audit Committee : Mr.Nontigorn Kanchanachitra

remaining term in office: 2 years 1 month

Secretary of the Audit Committee : Miss Pannipa Apichatabutra

Enclosed hereto is ___ copies of the certificate and biography of the Audit Committee. The Audit Committee number 2 has adequate expertise and experience to review creditability of the financial reports.

The Audit Committee of the Bank has the scope of duties and responsibilities to the Board of Director on the following matters:

1. Financial Reporting and Public Disclosure

1.1 Review the Bank's financial reports to ensure that they are adequate, accurate and reliable in accordance with the generally accepted accounting principles.

1.2 Review with the Bank's auditor key issues that may adversely affect the reliability of the financial reports such as:

- (1) Significant difficulties or conflicts encountered during the course of the audit.
- (2) Issue of different facts and opinions between the auditor and the management.
- (3) Level of effectiveness of internal control.
- (4) Errors or losses found in the current accounting period and the possibility to recur in the following periods.
- (5) The draft of the annual financial statements and notes to the financial statements.
- (6) Auditor's report

1.3 Review any related transactions or transactions that may cause conflict of interest when disclosing such information and accounting procedures to ensure accuracy, completeness and transparency.

1.4 Review the evidences in case of doubt about the operation that may significantly affect the Bank's business or conflict of interest that may have impact on the Bank's operation.

1.5 Review the information for submission to the regulatory unit to be in line with those in the financial reports.

2. Internal Control

2.1 Review the internal control system to ensure its effectiveness in accordance with the standards of the Committee of Sponsoring Organizations of the Treadway Commission. Internal auditor must assess the entire internal control system at least once a year in addition to the assessment of financial reporting with the Bank's auditor.

2.2 Review the suitability and effectiveness of the risk management and internal control of IT system including the security and emergency plan.

3. The Auditor

3.1 Ensure independence of the auditor.

3.2 Review the scope of work of the auditor and internal auditors to avoid duplication of work in financial auditing with due consideration of efficiency in the use of resources in the audit process.

3.3 Consider the appointment and remuneration of the auditor for submission to the general meeting.

3.4 Review the annual audit report of the Office of the Auditor General of Thailand and may review or audit any transaction deemed necessary and material together with presentation of crucial recommendations to the Board of Directors.

4. The Internal Auditor

4.1 Ensure independence of the internal auditor.

4.2 Directly supervise the Internal Audit Group. However, the management of the Internal Audit Group shall report directly to the President.

4.3 Oversee the Internal Audit Group to adhere to moral ethics and corporate governance with generally accepted audit standards as well as examination and review the code of Business Conduct of audit officers prior to submission to the Board of Directors for approval.

4.4 Regularly examine and review the charter of the Internal Audit Group.

4.5 Consider and approve the strategic plan for internal audit, organization structure, manpower, the annual audit plan as well as budget used in the internal audit process with the aim of efficiency and effectiveness and their prioritization with respect to risk levels.

4.6 Review the internal audit report and call closed-door meetings with the management of the Internal Audit Group in order to examine any interference from the executives and the management that may have impact on the independence and freewill of the internal auditor.

4.7 Review with the management of the Internal Control Group the utilization of the Bank's resources which must be in line with the policy or operating manual.

4.8 Review with the management on material deficiencies found from auditing and their responses.

4.9 Consider the approval of the appointment, transfer, dismissal, and remuneration and goodness consideration of the Managing Director and internal auditor of Internal Audit group as submitted by the President prior to submission to the Board of Directors for approval.

4.10 Appraise the performance of the group head of Internal Audit.

4.11 Arrange for the Independent Quality Assessment Review by external auditor at least every five years.

5. Compliance with laws, Articles of Association and Regulations

5.1 Review all compliances with relevant laws, rules and regulations stipulated by the official authorities and the regulators so as to avoid losses as penalty charges, warning or reputation of the Bank and its executives.

5.2 Regulatory Compliance

(1) Review the policy and assess the efficiency of the operation risk management pursuant to the regulations in order to ensure the suitability of regulatory compliance tasks.

(2) Assess the annual performance of regulatory compliance unit in order to prevent the conflict of interest and be independent.

(3) Consider and approve the annual compliance report.

5.3 Financial Business Group Compliance

(1) Oversee and pay attention to the practice pursuant to the policy of financial business group.

(2) Review the accuracy and sufficiency of financial report of financial business group.

6. Risk Management

6.1 Review major risk levels and the risk assessment of the internal auditor and that of the Bank's auditor whether they are adequate and up to standards.

6.2 Review the Bank's directors and top executives on their awareness of key risks and those related to strategic risk, credit risk, market risk, liquidity risk and operational risk.

7. Performance Assessment

Arrange for self-assessment and the Board of Directors will assess the Audit Committee's annual performance.

8. Charter Review

Review and revise the Charter of the Audit Committee on regular basis for submission to the Board of Directors for approval.

9. Other Responsibilities

9.1 Authorize to audit or investigate concerned persons under the scope of authority and responsibility of the Audit Committee and to hire or bring in specialist to assist in auditing or investigation.

9.2 Perform other jobs as assigned by the Board of Directors and approved by the Audit Committee.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Krung Thai Bank PCL.

Apisak Tantivorawong
(Mr. Apisak Tantivorawong)
President