

KTB.OBD. 692/2018

16 March 2018

To : The President  
Stock Exchange of Thailand

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

The Board of Directors' Meeting of Krung Thai Bank PCL. No.4/2018 (978) held on Wednesday 14<sup>th</sup> March 2018 has resolved to submit to the 25<sup>th</sup> Annual Ordinary General Meeting to consider additional agenda as follows:

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

Opinion of the Board: The General Meeting should appoint the Office of the Auditor General of Thailand to be the Bank's auditor, since the Bank is the State Enterprise, already recommended by the Audit Committee with exemption of audit fee in accordance with the Section 55 of the Constitution on the National Audit, B.E. 2561 (2018) (effective February 22, 2018), "...prohibiting Director or officers of the AOG from charging the audited organizations, which may cause a conflict of interest"

However, in case of others expenses are exclusive of the auditing fee that the OAG can collect, with exemption of audit expense or collection fee as the Section 32(3) of the Constitution on the National Audit, B.E. 2561 (2018) "The Board shall have the power to issue regulations, announcements or rules as follows: ...(3) fees collection in the OAG's operation..." The Bank will pay for those other expenses or fees that comply with relevant laws, regulations and criteria if there are considerations from relevant authorities.

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.

The Bank summarizes the agenda of the 25<sup>th</sup> Annual Ordinary General Meeting as follows:

**1) 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.

**2) To consider and approve the Financial Statement for the year ending 31<sup>st</sup> December 2017**

Opinion of the Board: The General Meeting should approve the Financial Statement for the year ending 31<sup>st</sup> December 2017 as submitted by the Board which have been considered by the Audit Committee and already certified by the Bank's auditor.

**3) To consider and approve the appropriation of the 2017 net profit and dividend payment**

Opinion of the Board: The General Meeting should approve the appropriation of the 2017 net profit and dividend payment as follows:

Net Profit	Baht	21,312.47 million
Preferred share dividends (Baht 0.7645 per share)	Baht	4.20 million
Ordinary share dividends (Baht 0.61 per share)	Baht	12,782.87 million

(Dividend/Net profit = 40.02 %)

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 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 Tuesday 8<sup>th</sup> May 2018 and the dividend payment shall be made on Friday 18<sup>th</sup> May 2018.

**4) To consider and approve the Directors' remuneration**

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. The General Meeting should approve the Directors' remuneration 2018 in the same rate as 2017 as follows:

4.1) Directors' remuneration for the year 2018

Directors' Remuneration	2018
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"> <li>- Chairman of the Board of Directors</li> <li>- Vice Chairman of the Board of Directors</li> <li>- 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.</li> </ul>	Bt130,000 / month Bt30,000 / month Bt30,000 / month
Directors' Remuneration	2018
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 for position of Directors.

4.2) Directors' gratuity for the year 2017

The General Meeting should approve Directors' gratuity in the amount of Baht 33.43 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.

5) **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) The Bank provides the opportunity for shareholders to nominate qualified persons for Director's position during 1<sup>st</sup> October to 31<sup>st</sup> December 2017 on the Bank's website and there is no shareholder nominating qualified persons for Director's position on the Bank's website. For the 25<sup>th</sup> Annual Ordinary General Meeting (Year 2018) four Directors completing their terms of office are namely Mr.Krairit Euchukanonchai, Mr. Nontigorn Kanchanachitra, Mr.Poonnis Sakuntanaga and Mr.Thanwa Laohasiriwong. The General Meeting should elect Mr.Krairit Euchukanonchai and Mr.Poonnis Sakuntanaga to be Director for another term and elect Mr. Nontigorn Kanchanachitra and Mr.Thanwa Laohasiriwong to be Director and Independent Director for another term. These nominated persons have been already considered by the considering process the qualification of the directors following the skill matrix which in accordance with the Bank's strategy that considering in many fields such as knowledge, competency, experiences, skill, proficiency including composition of necessity expertise for the Board of Directors by the completely process of the Nominating and Remuneration Committee. These persons are educational qualification, knowledge, competency, experiences and qualified for the business 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 and the resolution of the Board of Directors as well as the resolution of the General Meeting. The detail of the election of Directors to replace those who are completion of their terms of office as follows:

- 5.1) Elect Mr.Krairit Euchukanonchai to be Director as he has been the former Director and presently he is a Vice Chairman, Chairman of the Board of Executive Directors and Chairman of the Risk Management Committee. He played important roles as imposing policy, business plan and annual budget of the Bank. He also participate in approve credit, debt restructuring and debt write-off, impose the risk management policy including monitoring the Bank and the companies in financial business group following the policies and risk management guidance which efficiency specify by the Bank and regulators to support Bank's business operation. Furthermore, he has brought and applied his knowledge and proficiency in business administration, risk management, law, finance marketing, accounting, human resource and technology to imposing the policy and counseling to the Management to apply for banking operation management with efficiently and effectively that will be beneficial to the Bank's business operation.
- 5.2) Elect Mr. Nontigorn Kanchanachitra to be Director and Independent Director as he has been the former Director and Independent Director. The Board of Directors considered that he performs his duty with completely and expressing the independent opinions and conform to the related requirements. Besides, he also takes a position of Chairman of the Nomination and Remuneration Committee and the Corporate Governance and Social Responsibility Committee. He has knowledge and proficiency in business administration, law and human resource and also has major participate in recruitment of qualified Directors and Executives, structures remuneration policy including other benefits of the Directors, Executives and authorized in bank management with reasonable and fair which is in compliance with roles and responsibilities. He also has important role in providing policies in business operation by adhering corporate governance, social responsibility and environment, also counselling to support important projects of the Bank which will be beneficial to the Bank's business operation.
- 5.3) Elect Mr.Poonnis Sakuntanaga to be Director as he has been the former Director and presently performs as the Executive Director and Member of the Risk Management Committee. He played important roles as scrutinizes business okan, policy works and annual budget of the Bank. Also participate in approve credit, debt restructuring and debt write-off including impose the risk management

policy, supervise and evaluate risk management, also closely monitors the Bank to operate following the Bank's policy and risk management guideline which effectively specify by the Bank and regulators to support Bank's business operation. Furthermore, he has brought and applied his knowledge and proficiency in business administration, risk management, marketing, and finance to sustain the operation which will be beneficial to the Bank's business operation.

- 5.4) Elect Mr.Thanwa Laohasiriwong to be Director and Independent Director as he has been the former Director and Independent Director. The Board of Directors considered that he performs his duty with completely and expressing the independent opinions and conform to the related requirements. Besides, he also takes a position of the Audit Committee and the Risk Management Committee. He played important roles as imposing policy and regulate the Bank to has Internal Control, Internal Audit and also impose the importance risk management policy, supervise and evaluate risk management, also closely monitors the Bank to operate following the Bank's policy and risk management guideline which effectively specify by the Bank and regulators to support Bank's business operation .Furthermore, he has brought and applied his knowledge and proficiency in business administration, management, finance, technology and human resource to sustain the operation which will be beneficial to the Bank's business operation.

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

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

Opinion of the Board: The General Meeting should appoint the Office of the Auditor General of Thailand to be the Bank's auditor, since the Bank is the State Enterprise, already recommended by the Audit Committee with exemption of audit fee in accordance with the Section 55 of the Constitution on the National Audit, B.E. 2561 (2018) (effective February 22, 2018), "...prohibiting Director or officers of the AOG from charging the audited organizations, which may cause a conflict of interest"

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**7) To consider and approve the amendment to the Bank's Articles of Association**

Opinion of the Board: The General Meeting should approve the amendment to the 4 Bank's Articles of Association to comply with the changed law including electronic meeting arrangement.

**8) Other business (If any)**

The Bank has fixed the Record Date on which shareholders have the right to attend the 25<sup>th</sup> Annual Ordinary General Meeting (Year 2018) on Friday 16<sup>th</sup> March 2018. 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 26<sup>th</sup> March 2018.

Please be informed accordingly.

Yours Sincerely,

*Suchart Dejittirut*

(Mr. Suchart Dejittirut)

Corporate Secretary