

**For consideration of Agenda 1 : To consider adopting the Minutes of the General Meeting of Shareholders No. 91 on April 3, 2003**

**Minutes of the General Meeting of Shareholders No.91  
of  
KASIKORNBANK PUBLIC COMPANY LIMITED  
Thursday 3<sup>rd</sup> April 2003  
at  
“Samarnchan” Auditorium, 3<sup>rd</sup> Floor,  
KASIKORNBANK PUBLIC COMPANY LIMITED’s Head Office,  
1, Soi Kasikornthai, Ratburana Road, Khwaeng Ratburana,  
Khet Ratburana, Bangkok**

Mr. Banyong Lamsam, the Chairman of the Board of Directors, presided over the Meeting.

The Meeting started at 14.00 hours.

The Chairman expressed his thankfulness to the shareholders for attending the Bank’s General Meeting of Shareholders No. 91, and informed that there were a total number of 170 shareholders attending the Meeting in person and by proxies, holding altogether 906,319,236 shares, which exceeded one-third of the Bank’s total outstanding shares. A quorum was thereby constituted in accordance with the Articles of Association of the Bank. The Chairman therefore declared the General Meeting of Shareholders No. 91 open.

The Chairman explained the voting procedures to the Meeting, and invited two shareholders to act as neutral referees in order to witness the vote-counting in the Meeting. The Chairman then proposed the Meeting to consider the following agendas:

**1. To Consider Adopting the Minutes of the General Meeting of Shareholders No. 90**

The Chairman asked the Meeting to consider adopting the minutes of the General Meeting of Shareholders No. 90 as held on April 3, 2002, the copy of which had been delivered to the shareholders together with the notice of this meeting.

No shareholder objected or requested that the minutes be amended otherwise.

The Meeting considered the matter and cast votes.

The Chairman announced the voting results. The Minutes of the General Meeting of Shareholders No. 90 was approved by 917,873,394 votes of shareholders, while it was objected by 2,860 votes and 471,990 votes were abstained. In conclusion, the Meeting resolved to adopt the Minutes of the General Meeting of Shareholders No. 90 by the majority votes of shareholders who attended the meeting and cast their votes.

**2. To Acknowledge the Board of Directors’ Report on Operation in the Year 2002**

The Chairman asked the Meeting to consider the Board of Directors’ report on operation in the year 2002. In such year, the Bank had issued the Management Discussion and Analysis Report in accordance with the guidelines prescribed by the Office of the Securities and Exchange Commission. This Management Discussion and Analysis Report covered the operating results and financial condition of the business, business direction, risk management, and innovative changes in the past year, as detailed in the 2002 Annual Report which had been delivered to the shareholders together with the notice of this meeting.

There were no questions from the shareholders.

The Meeting acknowledged the report on operation of the Bank in the year 2002.

**3. To Consider Approving the Balance Sheet and the Statement of Income for the Year Ending December 31, 2002, and to Acknowledge the Non-Payment of Dividend**

The Chairman asked the Meeting to consider and approve the Balance Sheet and the Statement of Income for the year ending December 31, 2002, per details in the 2002 Annual Report which had been delivered to the shareholders together with the notice of this meeting. He then asked the President to clarify the matter.

The President explained to the Meeting about the Balance Sheet and the Statement of Income, and then invited the shareholders to raise questions, if any.

A shareholder inquired about the reason for non-payment of dividend despite an earning per share of 2.84 Baht in 2002.

The President explained to the Meeting that, under the Public Limited Companies Act B.E. 2535, a public limited company was not permitted to pay dividend should there be any retained losses. As at the end of 2002, the Bank recorded retained losses of 80,097 Million Baht. However, Sections 119 and 139 of the Public Limited Companies Act B.E. 2535 and its Amendment B.E. 2544 allowed a public limited company to wipe out retained losses from the respective items in the shareholders' equity which included retained earnings as set aside for other reserves, premium on expired warrants, retained earnings as set aside for legal reserve, premium on ordinary shares and premium on preferred shares. Should the Bank be able to redeem its Subordinated Debentures Cum Preferred Shares No.1 (SLIPS) and Subordinated Debentures No.2 in January 2004, and then seek approval to wipe out retained losses at the General Meeting of Shareholders in 2004, the Bank would be able to pay dividend when there was enough profit.

A shareholder inquired that, as a SLIPS-holder, the shareholder was advised by the Bank that the SLIPS-holders would be eligible to an aggregate 22-percent return on the SLIPS. The shareholder then asked that the Bank confirmed the fulfillment of its commitment.

The President clarified that the structure of return on the Subordinated Debentures Cum Preferred Shares No.1 (SLIPS) and Subordinated Debentures No.2 provides for an average return of 11 percent. Should the Bank gain enough profit that allowed dividend payment to the holders of ordinary shares, the Bank would pay interest of another 11 percent to the SLIPS-holders, which would then result in a total return of 22 percent for the SLIPS-holders. However, the Bank needed to take into account the balance between the benefits for the SLIPS-holders and for the ordinary shareholders because the return on the SLIPS in the past 5 years was significantly higher than the return on deposits in money market. The Bank was of the view that the SLIPS-holders had fairly enjoyed this benefit. The redemption of the SLIPS and Subordinated Debentures would reinforce the capital base for the Bank so as to pay dividend to the ordinary shareholders in the future.

A shareholder further inquired about the total amount of the SLIPS and the Subordinated Debentures No.2 as issued by the Bank.

The President clarified that the Subordinated Debentures Cum Preferred Shares No.1 and the Subordinated Debentures No. 2 were issued in the total amount of 40,000 Million Baht, of which 20,000 Million Baht was counted as part of Tier-1 capital. As for the redemption of the SLIPS, the Bank was of the view that its ratio of capital fund to risk assets remained adequate as stipulated by law.

The Meeting considered the matter and cast votes.

The Chairman announced the voting results. There were 921,724,504 votes approving and 984,325 votes objecting against the Balance Sheet and Statement of Income, while 1,610,140 votes were abstained. In conclusion, the Meeting resolved, by the majority votes of the shareholders attending and casting votes, that the Balance Sheet and Statement of Income for the year ending December 31, 2002 be approved.

The Chairman asked the President to present to the Meeting the operating results and the appropriation of profits for the year 2002, and requested the Meeting to acknowledge the non-payment of dividend for a one-year period of 2002.

The President presented the operating results as follows:

Retained losses brought forward from December 31, 2001 period	(87,001,481,184.97) Baht
Net profit for the year 2002	6,684,383,885.89 Baht
Realization of appraisal surplus on asset revaluation	219,646,623.63 Baht
Retained loss carried forward to the next accounting period	(80,097,450,675.45) Baht

Dividend for the one-year accounting period of 2002 would not be paid.

The Meeting acknowledged the non-payment of dividend for the one-year period of 2002.

#### **4. To Consider Electing Directors to Replace Those Retiring by Rotation**

The Chairman informed the Meeting that pursuant to the Bank's Articles of Association, one-third of all directors must retire by rotation at every General Meeting of Shareholders. The directors who were retiring by rotation at this Meeting were:

1. Mr. Somchai Bulsook
2. Ms. Sujitpan Lamsam
3. Prof. Dr. Suchada Kiranandana
4. Dr. Abhijai Chandrasen
5. Mr. Charles L. Coltman, III

The Board of Directors of the Bank recommended that the Meeting consider re-electing all the five directors who retired by rotation for another term. The brief biographies and achievements of all the five directors were attached to the notice of the meeting. For good governance, the Chairman requested the Meeting to consider electing the directors one by one to replace those who retired by rotation.

The Meeting considered and cast their votes to elect the directors one by one to replace those who retired by rotation.

The Chairman announced the voting results as follows:

1. Mr. Somchai Bulsook	Approved by shareholders representing	921,927,749 votes
	Objected by shareholders representing	1,773,640 votes
	Abstention	958,030 votes
2. Ms. Sujitpan Lamsam	Approved by shareholders representing	922,223,559 votes
	Objected by shareholders representing	1,504,480 votes
	Abstention	931,930 votes

3. Prof. Dr. Suchada Kiranandana	Approved by shareholders representing	923,834,719 votes
	Objected by shareholders representing	27,140 votes
	Abstention	810,110 votes
4. Dr. Abhijai Chandrasen	Approved by shareholders representing	923,651,739 votes
	Objected by shareholders representing	228,040 votes
	Abstention	820,610 votes
5. Mr. Charles L. Coltman,III	Approved by shareholders representing	923,023,919 votes
	Objected by shareholders representing	437,980 votes
	Abstention	1,251,050 votes

The Meeting resolved by the majority votes of the shareholders attending the Meeting and casting their votes to re-elect all the five directors as the Bank's directors for another term.

A shareholder made an observation that the objection or abstention votes for the election of directors might result from the number of their meeting attendance, and then requested that all directors attend every meeting.

The Chairman clarified that every director had made every effort to attend all Board meetings, including some informal sessions. Some directors were unable to attend certain meetings because of unexpected circumstances, but all of them had greatly contributed to the business operation of the Bank.

The President added that the number of director's attendance was not the sole indicator in assessing the performance of directors. The fact that some directors were unable to attend every meeting did not mean that they neglected their duties, instead, they might have had unavoidable engagement or might be sick. The President confirmed that the present Board of Directors consisted of members with profound knowledge and experience in various fields. All of them had industriously performed their duties and taken care of the Bank's business operation commensurate with the amount of capital that the shareholders trustfully invested in the Bank.

##### **5. To Consider Appointing and Fixing Remuneration for the Auditors**

The Chairman informed the Meeting that the Board of Directors proposed the appointment of auditors and the fixing of their remuneration for the year 2003 as follows:

The following auditors from KPMG Phoomchai Audit Limited were nominated for appointment as the Bank's auditors:

- |                               |                              |
|-------------------------------|------------------------------|
| 1. Mr. Supoj Singhasaneh      | CPA Registration Number 2826 |
| 2. Mr. Nirand Lilamethwat     | CPA Registration Number 2316 |
| 3. Mr. Thirdthong Thepmankorn | CPA Registration Number 3787 |
| 4. Ms. Wilai Buranakittisopon | CPA Registration Number 3920 |

Any of the above auditors shall be authorized to examine, prepare and sign audit reports. Formerly, these four auditors worked for KPMG Audit (Thailand) Limited, currently renamed as KPMG Phoomchai Audit Limited, a subsidiary of KPMG International that provided audit services in Thailand. The Bank of Thailand, in its letter Ref. No. Sor. Kor. Sor.(02) 285/2546, dated March 28, 2003, already approved them as the Bank's auditors. As for auditing fees, KPMG Phoomchai Audit Limited proposed a total fee of 10,753,001 Baht, which was higher than that of the previous year, due to the amendments to the regulations on auditing and reporting procedures by the local and overseas authorities. Those auditing fees comprise:

1. Auditing fee for quarterly/annual non-consolidated and consolidated financial statements	3,700,000 Baht
2. Reviewing fee for quarterly non-consolidated and consolidated financial statements	2,100,000 Baht
3. Special examination fee according to order of the Bank of Thailand	700,000 Baht
4. Auditing fee for overseas branches of the Bank in Thai Baht equivalent	4,253,001 Baht

Any auditing fee that might arise in addition to those specified above would be subject to the Management Committee's discretion to pay as deemed appropriate.

In addition, to ensure that the accounting policies and auditing standards of the Bank and its subsidiary companies were the same, KPMG Phoomchai Audit Limited was assigned to audit the 14 subsidiary companies of the Bank per the list attached to the notice of the meeting.

The Meeting considered the matter and cast votes.

The Chairman announced the voting results. There were 917,261,954 votes approving and 153,960 votes objecting against the matter, while 7,320,735 votes were abstained. In conclusion, the Meeting resolved, by the majority votes of shareholders attending the meeting and casting their votes, to appoint and fix the remuneration for the auditors as proposed, and to authorize the Management Committee to approve any auditing fee other than those specified above, as deemed appropriate.

**6. To Consider the Amendments of Clause 1. of the Memorandum of Association Regarding Name and Clause 3. thereof Regarding Objectives of the Company**

**6.1 To Consider the Amendment of Clause 1. of the Memorandum of Association Regarding Name of the Company**

The Chairman proposed that the Meeting consider the amendment of Clause 1. of the Memorandum of Association. He informed the Meeting that the Bank's English name, "The Thai Farmers Bank Public Company Limited," might have given a notion among foreigners that the Bank was only involved in agricultural businesses, which was a misunderstanding as the Bank had provided a full-range of commercial banking services. The Board of Directors therefore proposed that the English name be changed to be a short and concise one-word name, with pronunciation consonant with the Bank's Thai name. Such change was, however, subject to approval by the relevant authorities. In this connection, Clause 1. of the Memorandum of Association would be amended as follows:

"Clause 1. The name of the Company is "Thanakharn Kasikorn Thai Chamkat (Mahachon)" which is to be called in English as "KASIKORNBANK PUBLIC COMPANY LIMITED"

In addition, the Chairman requested the Meeting to consider granting approval to the Board of Directors, the President, the Management Committee, or any persons delegated by them to have the authority to change the spelling of the English name as suggested, recommended or directed by the Registrar of the Ministry of Commerce, or other relevant governmental authorities.

The Meeting considered the matter and cast votes.

The Chairman announced the voting results. There were 911,295,004 votes approving and 6,465,690 votes objecting against the matter, while 6,985,075 votes were abstained. In conclusion,

the Meeting resolved, by the votes not less than three-fourths of all votes of the shareholders who were present and entitled to vote, to approve the amendment of Clause 1. of the Memorandum of Association, regarding the name of the Company, and to approve the delegation of authority according to details as proposed in all respects.

**6.2 To Consider the Amendment of Clause 3. of the Memorandum of Association Regarding the Objectives of the Company**

The Chairman requested the Meeting to consider the amendment of Clause 3. of the Memorandum of Association. He informed the Meeting that the Bank of Thailand recently permitted commercial banks to undertake life and non-life insurance broking business. The Ministry of Commerce, as the Registrar, already stipulated the licensing criteria and conditions for juristic persons in the category of commercial bank to act as brokers for non-life and life insurance business. Such permission was an expansion of the scope of business and the opportunity to generate revenue for the Bank. To make the objectives of the Company cover other businesses that were related to commercial banking or traditionally performed by commercial banks, or that were similar to the businesses additionally permitted by the Bank of Thailand or laws, the Board of Directors proposed that Clause 3. of the Memorandum of Association concerning the objectives of the Bank be amended by maintaining Clauses (1.) to (21.) and adding Clauses (22.) and (23.) to cover the businesses engaged or to be engaged by the Bank , and renumbering the original Clause (22.) as Clause (24.) as follows:

“Clause 3. The objectives of the Company are concluded in 24 clauses, as follow:

Clauses (1.) t o (21.) (Unchanged)

Clause (22.) To undertake business as non-life and life insurance broker

Clause (23.) To carry on any other businesses in relation to or in connection with commercial banking business or any business traditionally regarded as commercial banking practice, such as acceptance of bills, issuing of letters of credit or any other business of a similar nature, if permission is obtained from the Bank of Thailand or any obligation is undertaken pursuant to the Commercial Banking Act or any other laws

Clause (24.) AND also in general, to do or cause to be done such acts and other things as are incidental or conducive to the attainment of the above mentioned objectives directly or indirectly.

In addition, the Chairman requested the Meeting to grant approval to the Board of Directors, the President, the Management Committee, or any other persons delegated by them to have the authority to change the contents or wordings in the objectives to be added or amended as stated above according to advice, comments or directives of the Registrar of the Ministry of Commerce, or any other relevant governmental authorities.

A shareholder asked as to whether the Bank had to seek permission from the Bank of Thailand should it wish to enter into insurance broking business.

The President clarified that the Bank of Thailand had granted approval for commercial banks to act as life and non-life insurance brokers. However, before commencing such operations, the Bank must notify the Bank of Thailand in writing and apply for a license to undertake insurance broking business from the Department of Insurance, the Ministry of Commerce.

A shareholder raised a concern about the directors who also served as members of the Audit Committee and asked whether or not this would be in conflict with any regulations or management principles. In addition, with respect to the “objection” votes during the re-election of directors, whether the Bank would take into consideration the reasons for the objections or not.

The President pointed out that under the stipulations of the Stock Exchange of Thailand, the members of the Audit Committee must also be members of the Board of Directors. As for the “objection” votes in the re-election of directors, the proportion was considered insignificant. It could be seen that there were “objection” votes in every agenda.

The Meeting considered the matter and cast votes.

The Chairman announced the voting results. There were 912,727,294 votes approving and 5,039,330 votes objecting against the matter, while 6,980,025 votes were abstained. In conclusion, the Meeting resolved, by the votes not less than three-fourths of all votes of shareholders who were present and entitled to vote, to approve the amendment of Clause 3 of the Memorandum of Association regarding the objectives of the Company, and the delegation of authority according to details as proposed in all respects.

**7. To Consider the Amendments of Articles 6. and 33. of the Articles of Association**

The Chairman informed the Meeting that the amendment to Article 6. was for the purpose of consistency with the Public Limited Companies Act which had been amended to allow a public limited company to repurchase or hold its own shares in some cases, as well as for the purpose of compliance with the Notification of the Stock Exchange of Thailand that permitted a shareholders’ meeting to stipulate in the Articles of Association the authority of the Board of Directors to consider and approve the repurchase of shares in an amount not exceeding 10 percent of the paid-up capital. In addition, the Meeting was requested to consider the amendment to Article 33. in order to change the Company’s seal to have the English name thereon consistent with the change of name as approved, and to have the Chinese alphabets thereon conformed to the current usage. The Chairman then proposed that Articles 6. and 33. be amended as follows:

“Article 6. The Company is prohibited from purchasing or acquiring its own shares and shall not accept its own share certificate as security for debt or any transaction except in the case permitted by the laws and is undertaken in accordance with rules, procedures and conditions prescribed by the laws.

In case the Company will purchase no more than 10 percent of its paid-up capital, the Board shall have the authority to approve such purchase”.

“Article 33. The Company’s seal shall be in the size and picture as follows:



In addition, the Chairman requested the Meeting to grant approval to the Board of Directors, the President, the Management Committee, or the persons delegated by them to have the authority to amend the contents or wordings in the Articles of Association to be added or amended as stated above according to advice, comments or directives of the Registrar of the Ministry of Commerce, or any other relevant governmental authorities.

A shareholder asked as to when the Bank expected to repurchase its shares.

The President clarified that the amendment to Article 6. was only for the purpose of compliance with the amendment of the Public Limited Companies Act that allowed a public limited company to repurchase its shares. The Bank, however, did not have such a plan at present.

The Meeting considered the matter and cast votes.

The Chairman announced the voting results. There were 923,359,744 votes approving and 27,500 votes objection against the matter, while 1,359,405 votes were abstained. In conclusion, the Meeting resolved, by the votes not less than three-fourths of all votes of shareholders who were present and entitled to vote, to approve the amendment of Articles 6. and 33. of the Articles of Association, and the delegation of authority according to details as proposed in all respects.

## **8. Other Businesses**

The Chairman invited the shareholders to express their opinions or ask questions regarding the business operations of the Bank.

A shareholder made an observation that, based on his personal experience in using the services, he found the performance of lending officers not satisfactorily efficient. The shareholder then asked as to how the Bank would handle this.

The President informed the Meeting that commercial banking was a business involving risks. The current working structure thus covered the control of all possible risks, including credit risk. The Bank had undergone a transition period towards the higher service quality and capability to control the risks to protect interests of shareholders. It was admitted that during the transition period, some changes might affect the feelings of some service users. The Bank did not ignore this but tried to improve and solve the problems at all times. As for the staff especially lending officers, their responsibilities had been clearly allocated subject to the practical balance of power. In the meantime, the Bank also continuously developed the knowledge and abilities of staff. It was possible that the efficiencies among different units might vary, but the Bank had periodically assessed the satisfaction of its customers and was confident that the Bank could attain the best service deliveries in the future.

A shareholder mentioned that he accepted that the Bank's performance had improved continuously, which reflected the competence and proficiency of the Board of Directors. The shareholder also made a remark that the remuneration for non-executive directors should be increased up to the same level as other commercial banks.

The Chairman expressed gratitude for the comment, and informed the Meeting that the Board had just approved the adjustment of remuneration of directors last year. The Bank would consider the appropriateness in making a proposal for future adjustment of the remuneration rate.

A shareholder, as a holder of unit trusts of the Ruang Khao Mutual Fund, mentioned that he already requested for redemption of the unit trusts. Thus, he was seeking a clarification as to why he had not yet received the money.

The President clarified that, in general, a holder wishing to redeem the unit trusts at maturity had to submit a request to the KASIKORN ASSET MANAGEMENT CO., LTD. within the specified period. The President then asked such shareholder to provide more information to the Bank's officers for further investigation.

There were no further questions. The Chairman announced the meeting close, and expressed his appreciation to all shareholders for attending the Meeting and sharing valuable views with the Bank.

The meeting adjourned at 15.55 hours.

(Signed)  
(Banyong Lamsam)  
Chairman of the Meeting

(Signed)  
(Ms. Tida Samalapa)  
Secretary to the Board of Directors