

Ref. CN. 2013/2006

February 23, 2006

To : The President

The Stock Exchange of Thailand

**Subject : Notification of the Resolutions of KASIKORNBANK PUBLIC COMPANY LIMITED's  
Board of Directors Meeting No.2/2549**

The Board of Directors Meeting of KASIKORNBANK PUBLIC COMPANY LIMITED No.2/2549 held on February 23, 2006 has resolved the following significant matters which will be proposed to the Shareholders' Meeting for consideration as follows:

1. To approve the Balance Sheet and Statement of Income for the year ended December 31, 2005 which have been considered by the Audit Committee and audited by the Certified Public Accountant.

2. To approve the appropriation of profit from year 2005 operating results and dividend payment as follows:

Legal reserve	Baht 700,000,000
Dividend on ordinary shares	Baht 2,976,484,958.75
(Baht 1.25 per share, being 21.37 per cent of the 2005 net profit)	

The dividend will be paid by April 18, 2006 to shareholders with names registered in the Register of Shareholders on March 17, 2006 at 1200 hours.

According to the Bank's policy in determining dividend payment, the Bank will take into consideration its operating results as well as long-term returns to shareholders. The Board of Directors deemed that the rate of dividend specified above is appropriate for its remaining strong capital funds to accommodate continuous growth and business expansion.

3. To approve the convening of the General Meeting of Shareholders No.94 which will take place on Friday, April 7, 2006 at 1400 hours at the Bank Head Office No.1 Soi Kasikornthai, Ratburana Road, Khwaeng Ratburana, Khet Ratburana, Bangkok, to consider the following agendas :

1. To consider adopting the Minutes of the General Meeting of Shareholders No.93  
Board of Directors' opinion : It is considered appropriate for the Meeting of Shareholders to approve the said minutes.
2. To acknowledge the Board of Directors' report on year 2005 operations  
Board of Directors' opinion : It is considered appropriate to report the year 2005 operations to the Meeting of Shareholders.
3. To consider approving the Balance Sheet and the Statement of Income for the year ended December 31, 2005  
Board of Directors' opinion : It is considered appropriate for the Meeting of Shareholders to approve the Balance Sheet and the Statement of Income for the year ended December 31, 2005 which have been considered by the Audit Committee and have been audited by the Certified Public Accountant.
4. To consider approving the appropriation of profit from year 2005 operating results and the dividend payment  
Board of Directors' opinion : It is considered appropriate for the Meeting of Shareholders to approve the appropriation of profit from the operating results of year 2005 and dividend payment as follows:

Legal reserve	Baht 700,000,000
Dividend on ordinary shares	Baht 2,976,484,958.75
(Baht 1.25 per share, being 21.37 per cent of the 2005 net profit)	

The dividend will be paid by April 18, 2006 to shareholders registered on March 17, 2006 at 1200 hours.

According to the dividend payment policy, the Bank will take into consideration its operating results as well as long-term returns to shareholders. The Board of Directors deemed that the rate of dividend specified above is appropriate for its remaining strong capital funds to accommodate continuous growth and business expansion.

5. To consider the remuneration of directors  
Board of Directors' opinion : It is considered appropriate for the Meeting of Shareholders to approve the increase of the Board of Directors remuneration, as recommended by the Human Resources and Remuneration Committee, as follows:

- Remuneration for the Board of Directors' Meeting totaling Baht 1,424,500 per month;
- Remuneration for the Audit Committee totaling Baht 231,000 per month;
- Remuneration for the Corporate Governance Committee totaling Baht 99,000 per month;
- Remuneration for the Human Resources and Remuneration Committee totaling Baht 99,000 per month;
- Remuneration for legal advisor at Baht 330,000 per month;

The proposed remuneration is deemed to be appropriate for the higher scope of responsibilities of directors, and is in alignment with the directors' remuneration of comparable commercial banks.

The remuneration for the Advisory Directors to the Management Committee and the Directors' bonuses remain unchanged.

6. To consider the election of directors to replace those retiring by rotation  
Board of Directors' opinion: The Board of Directors, exclusive of the nominated directors, approved the proposal of the Human Resources and Remuneration Committee and considered it appropriate for the Meeting of Shareholders to re-elect Mr. Somchai Bulsook, Ms. Sujitpan Lamsam, Professor Khunying Suchada Kiranandana, Mr. Charles L. Coltman, III and Dr. Abhijai Chandrasen, who are due to retire by rotation, as the Bank's directors for another term.
7. To consider the appointment and the fixing of remuneration of the auditors  
Board of Directors' opinion: It is considered appropriate for the Meeting of Shareholders to appoint Mr. Supoj Singhasaneh or Mr. Winid Silamongkol or Mr. Thirdthong Thepmongkorn or Mrs. Wilai Buranakittisophon of KPMG Phoomchai Audit Limited as the Bank's auditor, and to fix the remuneration of the auditor for the year 2006 at Baht 11,410,000 as proposed by the Audit Committee.
8. Other businesses (if any)

The closing date of the Bank's share register book for determining the right to attend the General Meeting of Shareholders No.94 and the right to receive dividend is from 1200 hours of March 17, 2006 until the General Meeting of Shareholders No. 94 is finished.

Please be informed accordingly.

Yours sincerely,

Executive Secretary and Shareholder Registration Division  
Corporate Communication and Administration Department  
Tel. 0 2470 2664 - 7