



Ref. OS. 030/2016

February 25, 2016

To : The President  
The Stock Exchange of Thailand

**Subject : Dividend Payment and Schedule and Agenda for the General Meeting of Shareholders No. 104**

The Board of Directors Meeting of KASIKORNBANK PUBLIC COMPANY LIMITED No. 2/2016 held on February 25, 2016 has resolved on the following significant matters, which can be summarized as follows:

1. To approve the financial statements for the year ended December 31, 2015, which have been considered by the Audit Committee and audited by the Certified Public Accountant.

2. To approve the appropriation of profit from 2015 operating results and dividend payment as follows:

- No legal reserve appropriation because the Bank's legal reserve has reached the amount required by laws.

- Dividend payment from 2015 operating results to ordinary shareholders at the rate of Baht 4.00 per share, of which the Bank paid interim dividend at the rate of Baht 0.50 per share on September 25, 2015 and will pay the remaining dividend at the rate of Baht 3.50 per share to the shareholders, by setting the record date on April 8, 2016 to determine the list of shareholders entitled to receive dividend, and the shareholders register book-closing date and suspending shares transfer on April 11, 2016 to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act. The dividend payment shall be made on April 27, 2016.

3. To approve the convening of the General Meeting of Shareholders No. 104 on Wednesday, March 30, 2016 at 1400 hours at the Bank's Head Office, 1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana Sub-District, Rat Burana District, Bangkok, by setting the record date on March 10, 2016 to determine the list of shareholders who have the right to attend the General Meeting of Shareholders, and setting the shareholders register book-closing date and suspending shares transfer on March 11, 2016 to compile shareholders list, to consider the following agenda items:

1. To consider adopting the Minutes of the General Meeting of Shareholders No. 103 held on April 2, 2015

Board of Directors' Opinion : It is considered appropriate for the meeting of shareholders to adopt said minutes.

2. To acknowledge the Board of Directors' Report of year 2015 Operations

Board of Directors' Opinion : It is considered appropriate to report the operations of year 2015 to the meeting of shareholders for acknowledgment.

3. To consider approving the Financial Statements for the year ended December 31, 2015

Board of Directors' Opinion : It is considered appropriate for the meeting of shareholders to approve the Financial Statements for the year ended December 31, 2015, which have been considered by the Audit Committee and audited by the Certified Public Accountant.

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4. To consider approving the appropriation of profit from 2015 operating results and dividend payment

Board of Directors' Opinion : It is considered appropriate for the meeting of shareholders to approve the appropriation of profit from 2015 operating results and dividend payment, as follows:

- No legal reserve appropriation because the Bank's legal reserve has reached the amount required by laws.
- Dividend payment from 2015 operating results to ordinary shareholders at the rate of Baht 4.00 per share, of which the Bank paid interim dividend at the rate of Baht 0.50 per share on September 25, 2015 amounting to Baht 1,196,630,096.50 and will pay the remaining dividend at the rate of Baht 3.50 per share amounting to Baht 8,376,410,675.50 making the total dividend payment of Baht 9,573,040,772.00 to the shareholders, by setting the record date on April 8, 2016 to determine the list of shareholders entitled to receive dividend, and the shareholders register book-closing date and suspending shares transfer on April 11, 2016 to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act. The dividend payment shall be made on April 27, 2016. The dividend payment will be derived from retained earnings, which are subject to corporate income tax of 30 percent. Therefore, an individual shareholder may apply for tax credit on dividend at the rate of 3/7 of the dividend amount received.

5. 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, concurred with the proposal of the Human Resources and Remuneration Committee, and considered it appropriate for the meeting of shareholders to re-elect Mr. Banthoon Lamsam, Sqn. Ldr. Naline Paiboon, M.D., Mr. Saravoot Yoovidhya, Dr. Piyasvasti Amranand, Mr. Kalin Sarasin and Mr. Sara Lamsam, who are due to retire by rotation, as the Bank's directors for another term. The Board was of the view that these six directors have appropriate and complete qualifications, having no prohibited characteristics for appointment as directors of a financial institution in accordance with applicable laws. The Independent Directors above are able to express their independent opinion, in compliance with relevant criteria. In addition, they have performed their duties with full responsibility, due care, and loyalty in compliance with the regulatory requirements, objectives, Articles of Association of the Bank, resolutions of the Board of Directors, as well as resolutions of the General Meeting of Shareholders. All the proposed directors received concurrence from the Bank of Thailand.

6. To consider designation of names and number of directors with signatory authority

Board of Directors' Opinion : It is considered appropriate for the meeting of shareholders to consider the change in names and number of directors with signatory authority as follows:

"Mr. Banthoon Lamsam or Mr. Sara Lamsam or Mr. Abhijai Chandrasen shall co-sign with Mr. Predee Daochai or Mr. Teeranan Srihong or Ms. Kattiya Indaravijaya, totaling two persons, with the Company's seal affixed."

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7. To consider approving the remuneration of directors

Board of Directors' Opinion : The Board of Directors concurred with the proposal of the Human Resources and Remuneration Committee, and considered it appropriate for the meeting of shareholders to approve the remuneration for directors, Independent Directors, Board Committees members, the Legal Adviser, and Directors' Bonus for 2016, to remain at the same rate as that of 2015 as approved by the General Meeting of Shareholders No. 103.

8. To consider approving the appointment and the fixing of remuneration of auditor

Board of Directors' Opinion : The Board of Directors concurred with the proposal of the Audit Committee, and considered it appropriate for the meeting of shareholders to appoint Ms. Somboon Supasiripinyo, CPA Registration Number 3731, or Mr. Nirand Lilamethwat, CPA Registration Number 2316, or Ms. Wilai Buranakittisophon, CPA Registration Number 3920, or Mr. Charoen Phoosamritlert, CPA Registration Number 4068, of KPMG Phoomchai Audit Limited as the Bank's auditor for the year 2016. All proposed auditors received concurrence from the Bank of Thailand. It is also considered appropriate to fix the remuneration of auditor for the year 2016 totaling Baht 12,388,000. Other audit fees that may additionally incur under regulatory requirements shall be under discretion of the Management Committee.

9. To consider approving the amendment of Article 19, first paragraph, of the Bank's Articles of Association

Board of Directors' Opinion : It is considered appropriate for the meeting of shareholders to approve the amendment of Article 19, first paragraph, of the Bank's Articles of Association as follows:  
"The Board of Directors shall appoint a Management Committee consisting of a Chief Executive Officer, President, officials, and persons that the Board of Directors deems appropriate; and they shall have an authority to manage and operate the Company's business as determined by the Board of Directors."

10. Other businesses (if any)

Please be informed accordingly.

Yours sincerely,

KASIKORNBANK PCL

*Adit Laixuthai*  
FEB 16

(Dr. Adit Laixuthai)

Corporate Secretary

Office of Corporate Secretary

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