



Ref. OS. 023/2017

February 23, 2017

To : The President
The Stock Exchange of Thailand

Subject : Dividend Payment and Schedule and Agenda for the General Meeting of Shareholders No. 105

The Board of Directors Meeting of KASIKORNBANK PUBLIC COMPANY LIMITED No. 2/2017 held on February 23, 2017 has resolved on the following significant matters, which can be summarized as follows:

1. To concur with the financial statements for the year ended December 31, 2016, which have been considered by the Audit Committee and audited by the Certified Public Accountant.
2. To concur with the appropriation of profit from 2016 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 2016 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 23, 2016 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 11, 2017 to determine the list of shareholders entitled to receive dividend, and the shareholders register book-closing date and suspending shares transfer on April 12, 2017 to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act. The dividend payment shall be made on April 28, 2017.
3. To approve the convening of the General Meeting of Shareholders No. 105 on Monday, April 3, 2017 at 14.00 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 9, 2017 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 10, 2017 to compile shareholders list pursuant to Section 225 of the Securities and Exchange Act, to consider the following agenda items:

1. To consider adopting the Minutes of the General Meeting of Shareholders No. 104 held on March 30, 2016
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 2016 Operations
Board of Directors' Opinion : It is considered appropriate to report the operations of year 2016 to the meeting of shareholders for acknowledgment.
3. To consider approving the Financial Statements for the year ended December 31, 2016
Board of Directors' Opinion : It is considered appropriate for the meeting of shareholders to approve the Financial Statements for the year ended December 31, 2016, 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 2016 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 2016 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 2016 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 23, 2016 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 to the shareholders, by setting the record date on April 11, 2017 to determine the list of shareholders entitled to receive dividend, and the shareholders register book-closing date and suspending shares transfer on April 12, 2017 to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act. The dividend payment shall be made on April 28, 2017. 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 : Directors who have to retire by rotation this year are Professor Dr. Yongyuth Yuthavong, Professor Dr. Pairash Thajchayapong, Mr. Teeranun Srihong, Ms. Puntip Surathin, Ms. Suphajee Suthumpun, and Ms. Kattiya Indaravijaya. 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 Ms. Puntip Surathin, Ms. Suphajee Suthumpun and Ms. Kattiya Indaravijaya, who are due to retire by rotation, as the Bank's directors for another term. The Board was of the view that these three directors have complete and appropriate qualifications, without prohibited characteristics for appointment as directors of a financial institution in accordance with applicable laws. 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 the election of a new director

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 elect Mr. Chanin Donavanik as an Independent Director, being of the view

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that he is fully qualified, having no prohibited characteristics for appointment as a director of a financial institution in accordance with applicable laws. Furthermore, he holds qualifications, skills, knowledge, capability and experiences which are of the Bank's interest, under concurrence by the Bank of Thailand. Mr. Chanin Donavanik is qualified as an Independent Director per the criteria as specified by the Bank.

7. To consider designation of names and numbers of directors with signatory authority

Board of Directors' Opinion : It is considered appropriate for the meeting of shareholders to consider change 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 Ms. Kattiya Indaravijaya or Mr. Pipit Aneaknithi, totaling two persons, with the Company's seal affixed."

8. 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 2017, to remain at the same rate as that of 2016 as approved by the General Meeting of Shareholders No. 104.

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

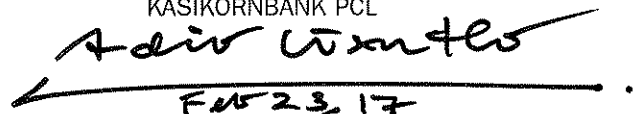
Board of Directors' Opinion : The Board of Directors concurred with the proposal of the Audit Committee, and considered it appropriate for the meeting of shareholders to appoint Mr. Charoen Phosamritiert, CPA Registration Number 4068 or Ms. Wilai Buranakittisophon, CPA Registration Number 3920, or Mr. Chanchai Sakulkoedsin, CPA Registration Number 6827, of KPMG Phoomchai Audit Limited as the Bank's auditor for the year 2017. All proposed auditors received concurrence from the Bank of Thailand. It is also considered appropriate to fix the remuneration of auditor for the year 2017 totaling Baht 12,584,000. Other audit fees that may additionally incur under regulatory requirements shall be under discretion of the Management Committee.

10. Other businesses (if any)

Please be informed accordingly.

Yours sincerely,

KASIKORNBANK PCL



(Dr. Adit Laixuthai)

Corporate Secretary

Senior Executive Vice President

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