

Ref. OS. 2029/2011

February 24, 2011

To : The President

The Stock Exchange of Thailand

**Subject : Notification of the Resolutions of KASIKORNBANK PCL's**

**Board of Directors Meeting No.2/2554**

The Board of Directors Meeting of KASIKORNBANK PUBLIC COMPANY LIMITED No.2/2554 held on February 24, 2011 has resolved the following significant matters which can be summarized as follows:

1. To approve the Balance Sheet and the Statement of Income for the year ended December 31, 2010 which have been considered by the Audit Committee and audited by the Certified Public Accountant.

2. To approve the appropriation of profit from 2010 operating results and dividend payment as follows:

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

- Dividend on ordinary shares at the rate of Baht 2.50 per share, of which the Bank has paid interim dividend at the rate of Baht 0.50 per share on September 23, 2010, and will pay the remaining dividend at the rate of Baht 2.00 per share to the shareholders, by setting the record date on April 20, 2011 to determine the shareholders entitled to receive dividend, and the shareholder register book closing date and suspending shares transfer on April 21, 2011 to compile the shareholder list. The dividend payment shall be made on April 29, 2011.

The Board of Directors deemed that the rate of dividend specified above is appropriate, which is 32.14 percent of the 2010 net profit. The Bank's capital funds remain strong to accommodate continuous growth and business expansion.

3. To approve the convening of the General Meeting of Shareholders No. 99 on Thursday, April 7, 2011 at 1400 hours at the Bank's Head Office No. 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, 2011 to determine the shareholders who have the right to attend the Annual General Meeting of Shareholders, and setting the shareholder register book closing date on March 11, 2011 to compile shareholder list pursuant to Section 225 of the Securities and Exchange Act, to consider the following agendas:

1. To consider adopting the Minutes of the General Meeting of Shareholders No. 98 held on April 7, 2010

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

2. To acknowledge the Board of Directors' report on year 2010 operations

Board of Directors' Opinion : It is considered appropriate to report the year 2010 operations to the Meeting of Shareholders for acknowledgement.

3. To consider approving the Balance Sheet and the Statement of Income for the year ended December 31, 2010

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, 2010 which have been considered by the Audit Committee and audited by the Certified Public Accountant.

4. To consider approving the appropriation of profit from 2010 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 2010 operating results and dividend payment as follows:

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

- Dividend on ordinary shares at the rate of Baht 2.50 per share, of which the Bank has paid interim dividend at the rate of Baht 0.50 per share on September 23, 2010, and will pay the remaining dividend at the rate of Baht 2.00 per share to the shareholders, by setting the record date on April 20, 2011 to determine the shareholders entitled to receive dividend, and setting the shareholder register book closing date and suspending shares transfer on April 21, 2011 to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act. The dividend payment shall be made on April 29, 2011.

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. Banyong Lamsam, Pol. Gen. Pow Sarasin, Professor Dr. Yongyuth Yuthavong, Ms. Elizabeth Sam, Professor Dr. Pairash Thajchayapong, and Ms. Kobkarn Wattanavrangkul, who are due to retire by rotation, as the Bank's directors for another term. The Board was of the view that they are fully qualified, without any prohibited characteristics for election as directors of a financial institution in accordance with related laws. In addition, they performed their duties with full

responsibility, prudence and integrity in compliance with the regulatory requirements, objectives and Articles of Association of the Bank, as well as resolutions of the Annual General Meeting. All the proposed directors received concurrence from the Bank of Thailand.

6. To consider approving the remuneration of directors

Board of Directors' Opinion : The Board of Directors, after considering the recommendation of the Human Resources and Remuneration Committee, deemed it appropriate for the Meeting of Shareholders to approve remuneration for directors, the Advisory Directors to the Management Committee, the Board Committees, the Legal Adviser, as well as the Board of Directors' special bonus for 2011 at the same rate as in 2010 approved by the General Meeting of Shareholders No. 98.

7. To consider the appointment and the fixing of remuneration of the auditor

Board of Directors' Opinion : It is considered appropriate for the Meeting of Shareholders to appoint Mr. Nirand Lilamethwat, CPA Registration Number 2316, or Mr. Winid Silamongkol, CPA Registration Number 3378, or Ms. Somboon Supasiripinyo, CPA Registration Number 3731, or Ms. Wilai Buranakittisophon, CPA Registration Number 3920, of KPMG Phoomchai Audit Limited as the Bank's auditor for the year 2011. All proposed auditors received concurrence from the Bank of Thailand. It is also considered appropriate to fix the remuneration of the auditors for the year 2011 totaling Baht 12,334,000 as recommended by the Audit Committee. Other audit fees that may additionally incur under regulatory requirement shall be under discretion of the Management Committee.

8. Other businesses (if any)

Please be informed accordingly.

Yours sincerely,

(Ms. Tida Samalapa)  
Corporate Secretary

Board of Directors and Executive Administration  
Office of Corporate Secretary  
Tel. 0 2470 2679