

Ref: SSD./REG. 0464/2021

March 10, 2021

Re: Annual Ordinary Meeting of Shareholders

To: All Shareholders

Reference Documents:

1. Appropriation of profit and payment of dividend for the year 2020
2. Information of the directors retiring by rotation and proposed to be re-elected
3. Information of nominated person proposed for election as director
4. Directors' remuneration for the year 2020
5. Appointment and remuneration of auditors for the year 2021
6. Guidelines for proxy holder appointment, registration and documents required in order to attend the shareholders' meeting
7. Articles of Association (only those Articles relating to the shareholders' meeting)
8. Map of Bangkok Bank Public Company Limited

Attachments:

1. Summary of the Financial Information from the Annual Report for the year 2020
2. Letter concerning appointment of proxy holder for the Annual Ordinary Meeting of Shareholders and information of the directors for consideration regarding appointment as proxy holder
3. Proxy form, Notification of Meeting, and details of documents required to register for the meeting

The Board of Directors of Bangkok Bank Public Company Limited (the "Bank") has resolved to call the 28th Annual Ordinary Meeting of Shareholders on April 12, 2021, at 15.00 hrs. at the Head Office, 333 Silom Road, Silom Sub-district, Bang Rak District, Bangkok, Thailand, to consider the following agenda:

- (1) To acknowledge the report on the results of operations for the year 2020 as presented in the annual report

Objective and reason: In order to comply with Article 35 of the Bank's Articles of Association which stipulates that the report of the Board concerning the Bank's operating performance during the preceding year together with opinions on the future business operation be acknowledged by the shareholders' meeting.

Board's recommendation: That the report on the results of operations for the year 2020, which provides details on the results of the Bank's operations and significant changes, be acknowledged.

- (2) To approve the financial statements for the period ended December 31, 2020

Objective and reason: In order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 as amended and Article 41 of the Articles of Association of the Bank, which stipulate that the Bank shall arrange for the preparation of the financial statements as of the last day of the accounting period of the Bank and submit them to the annual ordinary meeting of shareholders for approval.

Board's recommendation: That the financial statements for the period ended December 31, 2020, presenting the financial status and operating results of the Bank during the year 2020, which were audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and were considered by the Audit Committee, be approved.

- (3) To approve the appropriation of profit and the payment of dividend for the year 2020

Objective and reason: In order to comply with Article 35 of the Bank's Articles of Association which stipulates that the appropriation of profit shall be considered and approved by the shareholders' meeting and Article 45 which stipulates that the Bank shall allocate to a reserve fund a portion of the annual net profit, which amount must not be less than ten percent of the annual net profit deducted by the accumulated losses brought forward (if any) until the reserve fund reaches an amount of not less than twenty five percent of the registered capital. The net profit of the Bank in 2020 amounted to

Baht 15,638,038,774.33 and the accumulated profit to be appropriated in this year's annual ordinary meeting of shareholders amounted to Baht 180,199,069,953.36.

Board's recommendation: That the shareholders' meeting approve the appropriation of profit and the payment of dividend for the operating results of the year 2020 as follows:

1) to allocate as a legal reserve in the total amount of Baht 1,000,000,000, being the allocation for the period of January-June 2020 amounting to Baht 500,000,000 (which had already been made as per the financial statements for the period ended December 31, 2020) and for the period of July - December 2020 amounting to Baht 500,000,000.

2) to allocate as other reserves in the amount of Baht 5,000,000,000 which had already been made for the period of January-June 2020.

3) to pay dividend for the operating results of the year 2020, which dividend was derived from retained earnings that was subject to corporate income tax of 20 percent, at the rate of Baht 2.50 per ordinary share, totaling Baht 4,772,107,235 or about 30.53 percent of the annual net profit, on May 10, 2021, and the record date for determining the shareholders who have the right to receive the dividend payment shall be April 22, 2021.

(Details are in Reference Document No. 1)

(4) To elect directors in place of those retiring by rotation

Objective and reason: In order to comply with Section 71 of the Public Limited Companies Act B.E. 2535 as amended and Article 17 of the Articles of Association of the Bank, which stipulate that at every annual ordinary meeting of shareholders, one-third of the total number of the directors of the Bank shall retire, 7 directors are due to retire by rotation in the annual ordinary meeting of shareholders for 2021, namely, Mr. Deja Tulananda, Mr. Kovit Poshyananda, H.S.H. Prince Mongkolchaleam Yugala, Mr. Chokechai Niljianskul, Mr. Suvarn Thansathit, Mr. Chansak Fuangfu and Mr. Charamporn Jotikasthira. Mr. Kovit Poshyananda, and H.S.H. Prince Mongkolchaleam Yugala, however, expressed their intentions not to be nominated for re-election as the directors.

Board's recommendation: The Board (excluding those with interest) has considered and agreed with the proposal of the Nomination and Remuneration Committee that all 5 directors retiring by rotation, namely, Mr. Deja Tulananda, Mr. Chokechai Niljianskul, Mr. Suvarn Thansathit, Mr. Chansak Fuangfu, and Mr. Charamporn Jotikasthira be proposed for re-election by the shareholders to the Board for another term. The Nomination and Remuneration Committee has made their consideration in accordance with the selection process by taking into account the policy, criteria and methods prescribed, and is of the opinion that the said 5 retiring directors, namely, Mr. Deja Tulananda, Mr. Chokechai Niljianskul, Mr. Suvarn Thansathit, Mr. Chansak Fuangfu and Mr. Charamporn Jotikasthira, possess suitable qualifications, with no disqualification pursuant to any relevant laws or regulations, have knowledge, skills and expertise that will benefit the Bank's business, and also possess high business ethics, vision and a positive attitude towards the Bank, as well as the willingness to fully perform their assigned duties with responsibility, integrity and honesty. The retiring directors' performances of their duties as the Bank's directors so far have been highly beneficial as reflected in the Bank's results of operation. Notably, Mr. Chokechai Niljianskul, who is an independent director, can share his views and opinion independently and in accordance with the relevant rules and regulations. In this respect, the re-elections of the 5 retiring directors to the Board have been approved by the Bank of Thailand. The Board, therefore, recommended that Mr. Deja Tulananda, Mr. Chokechai Niljianskul, Mr. Suvarn Thansathit, Mr. Chansak Fuangfu and Mr. Charamporn Jotikasthira be re-elected to the Board.

The Bank had provided shareholders with the opportunity to nominate candidates who possess suitable qualifications for bank directorship in accordance with the rules and guidelines prescribed by the Bank which are disclosed on the Bank's website; however, there were no proposals from any shareholder.

(Details and brief background of the retiring directors are in Reference Document No. 2)

(5) To elect new directors

Objective and reason: In order that the Board of Directors will be made up of directors who are knowledgeable, skillful and equipped with experience and expertise in various business fields.

Board's recommendation: The Board has considered and agreed with the proposal of the Nomination and Remuneration Committee who has made their consideration and selection of Mr. Chatchawin Charoen-Rajapark, Mr. Bundhit Eua-arporn and Miss Parnsiree Amatayakul, who possess suitable qualifications to be proposed to the shareholders'

meeting as the Bank's independent directors in accordance with the selection process by considering the policy, criteria and methods prescribed. Mr. Chatchawin Charoen-Rajapark has experience in the management of large firms in the real estates and hospitality business. Mr. Bundhit Eua-arporn is a knowledgeable and reputation in a field of academic work. Miss Parnsiree Amatayakul has expertise and experience in the management of a large international information technology firm. Their knowledge, skills and experiences will be beneficial to the operation of the Bank and will help enhance the effectiveness of the Board of Directors. The said 3 persons possess no disqualification pursuant to any relevant laws or regulations and their appointments have been approved by the Bank of Thailand. Mr. Bundhit Eua-arporn and Miss Parnsiree Amatayakul have the qualifications of an independent director in accordance with the definition of independent director as prescribed by the Bank. As for Mr. Chatchawin Charoen-Rajapark, who has the business relationship with the Bank and is an authorized director of the companies having business relationship with the Bank in the value more than that prescribed in the definition of independent director, the Board, having made their consideration in accordance with the rules in Section 89/7 of Securities and Exchange Act B.E. 2535 (as amended), is of the opinion that such business relationship will not affect the performance of duty and the provision of independent opinion of Mr. Chatchawin Charoen-Rajapark. The Board, therefore, recommended that Mr. Chatchawin Charoen-Rajapark, Mr. Bundhit Eua-arporn and Miss Parnsiree Amatayakul, who are able to provide opinion independently and in accordance with the relevant rules and regulations, be elected independent directors.

The Bank had provided shareholders with the opportunity to nominate candidates who possess suitable qualifications for bank directorship in accordance with the rules and guidelines prescribed by the Bank which are disclosed on the Bank's website; however, there were no proposals from any shareholder.

(Details and brief background of the nominated persons are in Reference Document No. 3)

(6) To acknowledge the directors' remuneration for the year 2020

Objective and reason: To report to the shareholders concerning the directors' remuneration which has been determined in line with the remuneration framework as proposed by the Nomination and Remuneration Committee.

Board's recommendation: That the directors' remuneration be acknowledged.

(Details as per Reference Document No. 4)

(7) To appoint the auditors and determine the remuneration

Objective and reason: In order to comply with Section 120 of the Public Limited Companies Act B.E. 2535 as amended and Article 50 of the Articles of Association of the Bank, which stipulate that the annual ordinary meeting of shareholders each year shall appoint an auditor and determine the audit fee to be paid by the Bank and that the former auditor may be re-appointed.

Board's recommendation: That the shareholders' meeting appoint Ms. Nisakorn Songmanee, certified public accountant registration no. 5035, and/or Mr. Chavala Tienpasertkij, certified public accountant registration no. 4301, and/or Ms. Wilasinee Krishnamra, certified public accountant registration no. 7098, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as auditors of the Bank for the year 2021 with the remuneration in the amount of Baht 20,422,000 as considered and approved by the Audit Committee.

(Details are in Reference Document No. 5)

(8) Other Business

The record date for determining the shareholders who have the right to attend and vote at the 28th Annual Ordinary Meeting of Shareholders shall be March 9, 2021.

We invite all shareholders to attend the meeting at the place, date and time as mentioned above. To facilitate the registration process, the shareholders and/or proxy holders are requested to complete and sign the Notification of Meeting and/or proxy form as enclosed, which have been pre-printed with the name of shareholder and bar coded for your convenience, and present them together with the identification documents required to the Bank's officer on the meeting day to register for the meeting. (Details as per Attachment No. 3 and Reference Document No. 6)

A shareholder may send any question relating to the agenda of this meeting to the Corporate Secretary in advance by sending an email to apichart.ramyarupa@bangkokbank.com or by mailing to Bangkok Bank Public Company Limited, 25th floor, 333 Silom Road, Silom Sub-District, Bang Rak District, Bangkok 10500, or fax to 0-2231-4890. Please also provide the contact information of the shareholder together with such question(s).

Since the 28th Annual Ordinary Meeting of Shareholders is still held under the circumstance of the outbreak of Coronavirus (COVID-19), the Bank is concerned about the health and safety of all meeting participants at the Meeting. Therefore, the Bank would like to request cooperation from shareholders or proxy holders to follow the measures and guidelines as specified by the Bank to prevent the spread of COVID-19. In addition, to reduce the risk of having direct contact with items handled by others, no souvenirs, snacks or beverages will be provided to meeting participants.

Yours faithfully,

Bangkok Bank Public Company Limited



(Mr. Apichart Ramyarupa)
Corporate Secretary

Remark: If any shareholder wishes to receive the Annual Report for the year 2019 in publication form, please contact 0-2230-1477-8, 0-2230-1784.

Details of Agenda No. 3

Appropriation of profit and payment of dividend for the year 2020

According to the Bank's Dividend Payment Policy, the Bank will consider making dividend payment to shareholders when the operation of the Bank is profitable, taking into consideration the long-term return to shareholders in conjunction with the adequacy of the capital that is required for the business of the Bank. The remaining profit after the payment of dividend may be allocated to various reserves as appropriate.

The payment of dividend is subject to the approval of the meeting of shareholders. However, the Board of Directors may, from time to time, consider making an interim dividend payment to shareholders when the profit of the Bank is deemed to justify making such payment. Such interim dividend payment shall be reported at the following meeting of shareholders.

The payment of dividend shall be in accordance with the regulations of the relevant authorities and with the Articles of Association of the Bank, Article 43 which stipulates that dividend shall be paid only from profits and Article 45 which stipulates that the Bank shall allocate a portion not less than ten percent of the annual net profit deducted by the accumulated losses brought forward (if any) as legal reserve until such legal reserve is not less than twenty five percent of the registered capital.

In 2020, the net profit from operations of the Bank amounted to Baht 15,638,038,774.33. The Board of Directors appropriated the profit in the first half ending June 2020 and not paid an interim dividend. The Board of Directors has now passed a resolution to submit to the shareholders' meeting for consideration of the appropriation of profit and the payment of the dividend for the year 2020, detail as follows:

	Year 2020	Year 2019
Net profit for the year	Baht 15,638,038,774.33	Baht 34,787,992,076.79
Appropriation		
Legal reserve	Baht 1,000,000,000.00	Baht 1,000,000,000.00
Other reserve	Baht 5,000,000,000.00	Baht 5,000,000,000.00
Dividend on ordinary shares at Baht 2.50 per share		
Interim dividend for the period January - June	Not paid interim dividend	
Dividend for the year at Baht 2.50 per share	Baht 4,772,107,235.00	
Dividend on ordinary shares at Baht 7.00 per share		
The first interim dividend at Baht 2.00 per share		Baht 3,817,685,788.00
The second interim dividend at Baht 5.00 per share		Baht 9,544,214,470.00
Dividend payout as percentage of net profit	30.53	38.41

Details of Agenda No. 4


Information of the directors retiring by rotation and proposed to be re-elected

Name	Mr. Deja Tulananda			
Director Type	- Executive Director			
Position	- Chairman of the Board of Executive Directors			
Date of appointment to the Board	- 26 March 1991			
Years of directorship	- 30			
Age	- 86			
Nationality	- Thai			
Educational qualifications	- Bachelor's Degree in Economics, Leicester University, UK - Executive Program, Pennsylvania State University, USA			
IOD Training Program	- None			
Shareholding	- 96,650 shares or 0.00506%			
Family relationship with other directors and members of management	- None			
Position in other listed companies	1 company - Director, Fine Metal Technologies Public Company Limited			
Position in other companies	1 company - Director, City Realty Company Limited			
Position in competitor companies / other companies in bank related business	- None			
Work experience	<ul style="list-style-type: none"> - 23 March 2017 - Present Chairman, Board of Executive Directors, Bangkok Bank Public Company Limited - 2009 - March 2017 Vice Chairman, Board of Executive Directors, Bangkok Bank Public Company Limited - 2004 - May 2012 Director, Wave Entertainment Public Company Limited - 1992 - 2008 Director and Senior Executive Vice President and Member, Board of Executive Directors, Bangkok Bank Public Company Limited - March 1991 - 1992 Director and Executive Vice President, Bangkok Bank Public Company Limited - 1985 - 1991 Executive Vice President, Bangkok Bank Public Company Limited - 1973 - 1985 Executive Officer, Bangkok Bank Public Company Limited 			
Meeting attendance in 2020	- Ordinary Shareholders' Meeting	1	out of	1
	- Extraordinary Shareholders' Meeting	1	out of	1
	- Board of Directors' Meeting	13	out of	13
	- Board of Executive Directors' Meeting	100	out of	101



Details of Agenda No. 4

Information of the directors retiring by rotation and proposed to be re-elected

Name	Mr. Chokechai Niljianskul	
Director Type	- Independent Director	
Position	- Member of the Risk Oversight Committee - Member of the Corporate Governance Committee	
Date of appointment to the Board	- 12 April 2017	
Years of directorship	- 4	
Age	- 63	
Nationality	- Thai	
Educational qualifications	- Bachelor's Degree in Laws (LL.B.), Thammasat University - Graduate Diploma Program in Business Law, Thammasat University - Certificate, Administrative Justice for Executives, Administrative Court Office, Class 3 - Certificate in Top Executives in the Energy Education Program, Thailand Energy Academy (TEA), Class 8 - Diploma, National Defence College, the Joint State - Private Sector Course, Class B.E. 2551 - Certificate, Executive Leadership Programs, Capital Market Academy, Class 30	
IOD Training Program	- Director Certification Program (DCP), Class 246/2017	
Shareholding	- 2,500 shares or 0.00013%	
Family relationship with other directors and members of management	- None	
Position in other listed companies	- None	
Position in other companies	1 company - Managing Director, Jakkapong Law Office Company Limited	
Position in competitor companies / other companies in bank related business	- None	
Work experience	- 26 December 2019 - Present Member, Corporate Governance Committee, Bangkok Bank Public Company Limited - 30 April 2019 - Present Member, Risk Oversight Committee, Bangkok Bank Public Company Limited - 12 April 2017 - Present Independent Director, Bangkok Bank Public Company Limited - February - April 2019 Member, Risk Management Committee, Bangkok Bank Public Company Limited	

	- 1999 - 2012	Senior Legal Advisor & Litigator, Linklaters (Thailand) Limited	
	- 1981 - 1994	Chief Officer, Jakkapong Law Office	
Meeting attendance in 2020	- Ordinary Shareholders' Meeting		1 out of 1
	- Extraordinary Shareholders' Meeting		1 out of 1
	- Board of Directors' Meeting		13 out of 13
	- Risk Oversight Committee's Meeting		12 out of 13
	- Corporate Governance Committee's Meeting		4 out of 4
Qualifications as independent director	Having qualifications under the Definition of Independent Director prescribed by the Bank (the same as those provided under the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended)).		

Details of Agenda No. 4

Information of the directors retiring by rotation and proposed to be re-elected

Name	Mr. Suvarn Thansathit	
Director Type	- Executive Director	
Position	- Senior Executive Vice President - Member of the Board of Executive Directors - Member of the Risk Oversight Committee	
Date of appointment to the Board	- 26 October 2006	
Years of directorship	- 14	
Age	- 76	
Nationality	- Thai	
Educational qualifications	- Master's Degree of Science in Commerce, University of Santo Tomas, the Philippines - Bachelor's Degree in Business Administration Management, University of the East, the Philippines - National Defence College, Class 355	
IOD Training Program	- Director Certification Program (DCP), Class 63/2005	
Shareholding	- 8,860 shares or 0.00046%	
Family relationship with other directors and members of management	- None	
Position in other listed companies	2 companies - Chairman, Audit Committee, Lalin Property Public Company Limited - Director, Remuneration and Nomination Committee, Bangkok Insurance Public Company Limited	
Position in other companies	3 companies - Chairman, Sinnsuptawee Company Limited - Chairman, Bualuang Ventures Limited - Director, Clinixir Company Limited	
Position in competitor companies / other companies in bank related business	- None	
Work experience	- 30 April 2019 - Present Member, Risk Oversight Committee, Bangkok Bank Public Company Limited - 2007 - Present Member, Board of Executive Directors, Bangkok Bank Public Company Limited - October 2006 - Present Director and Senior Executive Vice President, Bangkok Bank Public Company Limited - 2004 - April 2019 Member, Risk Management Committee, Bangkok Bank Public Company Limited - 1996 - 2006 Senior Executive Vice President, Bangkok Bank Public Company Limited - 1990 - 1996 Executive Vice President, Bangkok Bank Public Company Limited - 1978 - 1990 Executive Officer, Bangkok Bank Public Company Limited	

**Meeting attendance in
2020**

- Ordinary Shareholders' Meeting	1	out of	1
- Extraordinary Shareholders' Meeting	1	out of	1
- Board of Directors' Meeting	13	out of	13
- Board of Executive Directors' Meeting	98	out of	101
- Risk Oversight Committee's Meeting	11	out of	13

Details of Agenda No. 4


Information of the directors retiring by rotation and proposed to be re-elected

Name	Mr. Chansak Fuangfu	
Director Type	- Executive Director	
Position	- Senior Executive Vice President - Member of the Board of Executive Directors	
Date of appointment to the Board	- 29 December 2011	
Years of directorship	- 9	
Age	- 70	
Nationality	- Thai	
Educational qualifications	- Master's Degree in Business Management (M.B.M.), Asian Institute of Management, the Philippines - Bachelor's Degree in Economics, 2 nd Class Honors, Thammasat University - Advanced Management Program, Harvard Business School, USA - National Defence College, Class 399 - Energy Literacy for a Sustainable Future, Class 8, Thailand Energy Academy, Ministry of Energy - The Rule of Law for Democracy, Class 5, Institute of Constitutional Court, Office of the Constitutional Court	
IOD Training Program	- Director Accreditation Program (DAP), Class 9/2004	
Shareholding	- 150,000 shares or 0.00786%	
Family relationship with other directors and members of management	- None	
Position in other listed companies	2 companies - Independent Director, BEC World Public Company Limited - Independent Director, BEC-Tero Entertainment Public Company Limited	
Position in other companies	2 companies - Independent Director, Western Décor Corporation Company Limited - Director, Teijin Polyester Company Limited	
Position in competitor companies / other companies in bank related business	- None	
Work experience	- 1 January 2018 - Present - December 2011 - Present - 2006 - 2015 - 2001 - 2011 - 1994 - 2001 - 1991 - May 2016	Member, Board of Executive Directors, Bangkok Bank Public Company Limited Director and Senior Executive Vice President, Bangkok Bank Public Company Limited Independent Director, Wave Entertainment Public Company Limited Senior Executive Vice President, Bangkok Bank Public Company Limited Executive Vice President, Bangkok Bank Public Company Limited Director, Hi-Tech Nittsu (Thailand) Company Limited

	- 1988 - September 2016	Director, Thai Industrial Estate Company Limited			
	- 1982 - 1994	Executive Officer, Bangkok Bank Public Company Limited			
Meeting attendance in 2020	- Ordinary Shareholders' Meeting		1	out of	1
	- Extraordinary Shareholders' Meeting		1	out of	1
	- Board of Directors' Meeting		12	out of	13
	- Board of Executive Directors' Meeting		89	out of	101

Details of Agenda No. 4

Information of the directors retiring by rotation and proposed to be re-elected

Name	Mr. Charamporn Jotikasthira	
Director Type	- Executive Director	
Position	- Member of the Board of Executive Directors	
Date of appointment to the Board	- 12 April 2017	
Years of directorship	- 4	
Age	- 63	
Nationality	- Thai	
Educational qualifications	- Master's Degree in Business Administration, Harvard University, USA - Bachelor's Degree in Electrical Engineering and Computer Science, Massachusetts Institute of Technology, USA - Certificate, Executive Leadership Program, Capital Market Academy, Class 11 - Certificate, the Executive Program of Energy Literacy for a Sustainable Future, Thailand Energy Academy (TEA), Class 1/2012 - Diploma, National Defence College, the Joint State - Private Sector Course, Class B.E. 2547	
IOD Training Program	- Director Certification Program (DCP), Class 185/2014 - IT Governance and Cyber Resilience Program (ITG), Class 7/2018	
Shareholding	- None	
Family relationship with other directors and members of management	- None	
Position in other listed companies	3 companies - Independent Director and Member, Audit Committee, Minor International Public Company Limited - Independent Director and Member, Audit Committee, Singha Estate Public Company Limited - Advisor, Thai Group Holdings Public Company Limited	
Position in other companies	3 companies - Chairman, Clinixir Company Limited - Director, Mitta Social Enterprise Company Limited - Director, The Thai Silk Company Limited (Jim Thompson)	
Position in competitor companies / other companies in bank related business	- None	
Work experience	- 1 January 2018 - Present Member, Board of Executive Directors, Bangkok Bank Public Company Limited - 12 April 2017 - Present Director, Bangkok Bank Public Company Limited	

Reference Document No. 2

- 2017 - Present Member, Chulabhorn Royal Academy Council
- 2010 - Present Director, Suksapattana Foundation
- 2004 - Present Director, Foundation for Research in Information Technology
- 2018 - 4 February 2021 Governor, the Stock Exchange of Thailand
- 2017 - February 2019 Director, Office of the National Strategy Drafting Committee
- 2015 - 2017 Director and Chairman, Corporate Governance Committee, Nok Airlines Public Company Limited
- 2014 - 2017 President, Thai Airways International Public Company Limited
- 2011 - 2014 Chairman, Electronic Transactions Development Agency (Public Organization)
- 2011 - 2014 Member, the Financial Institutions Policy Committee (FIPC), Bank of Thailand
- 2010 - 2014 President and CEO, the Stock Exchange of Thailand
- 2008 - 2010 Chief Information Officer, Siam Commercial Bank Public Company Limited
- 1999 - 2008 Executive Vice President, Siam Commercial Bank Public Company Limited
- 1995 - 1999 President, SCB Securities Company Limited
- 1992 - 1994 President, SCB Asset Management Company Limited

Meeting attendance in 2020

- | | | | |
|---|----|--------|-----|
| - Ordinary Shareholders' Meeting | 1 | out of | 1 |
| - Extraordinary Shareholders' Meeting | 1 | out of | 1 |
| - Board of Directors' Meeting | 13 | out of | 13 |
| - Board of Executive Directors' Meeting | 96 | out of | 101 |

Definition of Independent Director

An independent director of Bank shall have the following qualifications:

1. holds shares in an amount not exceeding 1 percent of the total number of shares with voting rights of the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, provided that shares held by such independent director shall also include shares held by any related person of the said independent director;
2. is not or has not been a director who participates in the management of the business of, an employee, officer or advisor who receives a salary from, or the controlling person of the Bank or the parent company, subsidiary, affiliate or same-level subsidiary company, a major shareholder or controlling person of the Bank, except in the case where such status has ended for not less than 2 years;
3. is not related to any other directors, senior executive, a major shareholder, controlling person or any person to be nominated to be a director, senior executive or controlling person of the Bank or any subsidiary either as parent, spouse, sibling, child or spouse of a child, whether such relationship is by blood or by legal registration;
4. does not have nor used to have a business relationship with the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, such that it may interfere with the independent judgment of such independent director and is not nor used to be a significant shareholder or controlling person of any person with a business relationship with the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, except in the case where such status has ended for not less than 2 years;

The term 'business relationship' in the foregoing paragraph shall include normal business transactions, rental or lease of immovable property, transactions relating to assets or services, providing or receiving financial assistance through loans, guarantees, providing assets as collateral and any other similar actions which result in the Bank or the counterparty becoming indebted to the other party in the amount equal to three percent or more of the net tangible assets of the Bank or Baht 20 million, whichever is lower. The method for the calculation of the value of connected transactions under the Notification of the Capital Market Supervisory Board shall apply to the calculation of such indebtedness, *mutatis mutandis*, provided that all indebtedness incurred during the period of 1 year prior to the date of such business relationship shall also be included.

5. is not or has not been an auditor of the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, and is not a significant shareholder, controlling person or partner of the audit firm employing the external auditor of the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, except in the case where such status has ended for not less than 2 years;
6. is not or has not been a provider of any professional services which includes being a legal advisor or financial advisor, and receiving service fees exceeding Baht 2 million per year from the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, and is not a significant shareholder, controlling person or partner of the firm providing such professional services, except in the case where such status has ended for not less than 2 years;
7. is not a director appointed to be a representative of any other director of the Bank or a major shareholder, or a shareholder related to a major shareholder of the Bank;
8. does not carry on business of the same nature and in competition with the business of the Bank or its subsidiary and is not a significant partner in a partnership or a director who participates in the management of the business, or an employee, officer or advisor who receive a salary, or holds shares in the amount exceeding 1 percent of the total number of shares with voting rights of another company engaging in business of the same nature and in significant competition with the business of the Bank or its subsidiary;
9. does not have any other characteristics which would impact the ability to express independent opinions regarding the Bank's business operations.

The definition of Independent Directors of the Bank is the same as that prescribed by the Notification of the Capital Market Supervisory Board Re: Application for and Approval of Offer for Sale of Newly Issued Shares.

Details of Agenda No. 5

Information of nominated person proposed for election as director

Name	Mr. Chatchawin Charoen-Rajapark	
Director Type	- Independent Director	
Age	- 60	
Nationality	- Thai	
Educational qualifications	- Ph.D. in Management, Massachusetts Institute of Technology, USA - Master's Degree in Management, Massachusetts Institute of Technology, USA - Bachelor's Degree in Electrical Engineering, Massachusetts Institute of Technology, USA	
IOD Training Program	- Role of the Compensation Committee (RCC), Class 7/2008, Thai Institute of Directors - Audit Committee Program (ACP), Class 19/2007, Thai Institute of Directors - Director Certification Program (DCP), Class 88/2007, Thai Institute of Directors - Director Accreditation Program (DAP), Class 52/2006, Thai Institute of Directors	
Shareholding	- 460,000 shares or 0.02410%	
Family relationship with other directors and members of management	- None	
Position in other listed companies	2 Companies - Chairman, Executive Committee, Eastern Star Real Estate Public Company Limited - Independent Director; Chairman, Nomination and Remuneration Committee, and Member, Audit Committee, Ocean Glass Public Company Limited	
Position in other companies	9 Companies - Chairman, Board of Directors, TerraVest Company Limited - Chairman, Board of Directors, Terra Venture Company Limited - Chairman, Board of Directors, Rajapark Development Company Limited - Chairman, Board of Directors, Unlock Company Limited - Chairman, Board of Directors, NP-Complete Company Limited - Chairman, Board of Directors, Supremum Company Limited - Chairman, Board of Directors, Presiplace Five Company Limited - Managing Director, President Hotel and Tower Company Limited - Director, Narathai Cuisine Company Limited	
Position in competitor companies / other companies in bank related business	None	
Work experience	- 2010 - 2018 Member, Nomination and Compensation Committee, Thai Insurance Public Company Limited	

- 2009 - 2018 Chairman, Audit Committee, Thai Insurance Public Company Limited
- 2008 - 2018 Member, Policy and Strategy Committee, Thai Insurance Public Company Limited
- 2007 - 2018 Independent Director and Member, Audit Committee, Thai Insurance Public Company Limited
- 2004 - 2005 Chairman, Board of Directors, Hunters Asset Management Company Limited
- 1999 - 2005 Chairman, Audit Committee, American Standard Sanitaryware (Thailand) Public Company Limited
- 1996 - 2010 Vice Chairman, Board of Directors, Rajapark Development Company Limited
- 1993 - 2005 Director, American Standard Sanitaryware (Thailand) Public Company Limited
- 1992 - 2015 Executive Director, Pendulum Company Limited

Qualifications as independent director

From the information as of February 23, 2021, Mr. Chatchawin Charoen-Rajapark has credit facilities limit with the Bank in the value exceeding THB 20 million and is an authorized director of the companies having credit facilities limit with the Bank in the value exceeding THB 20 million, namely,

1. Eastern Star Real Estate Public Company Limited, which engages in real estate development business.
2. President Hotel and Tower Company Limited, which engages in hospitality business.

Provided, however, that the regulations on the qualifications of independent director in relation to the rules on value of business relationship that exceeds the prescribed amount may be exempted pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended) where the board of directors of the company has made their consideration according to the principle in Section 89/7 of Securities and Exchange Act B.E. 2535(as amended) that the appointment of such person does not affect his/her performance of duties and the giving of independent opinions, and has procured the relevant information to be disclosed in the notice of shareholders' meeting.

The Board has considered that Mr. Chatchawin Charoen-Rajapark possesses knowledge, skills and experiences in the management of large organizations and will be able to provide advice that will be beneficial to the operation of the Bank. With regard to the business relationship of Mr. Chatchawin Charoen-Rajapark, of Eastern Star Real Estate Public Company Limited, and President Hotel and Tower Company Limited with the Bank as aforesaid, the Board, having made their consideration in accordance with the rules in Section 89/7 of Securities and Exchange Act B.E. 2535(as amended), is of the opinion that such business relationship will not affect the performance of duty and the provision of independent opinion of Mr. Chatchawin Charoen-Rajapark. Besides, the Bank also has measure on the prevention of conflict of interest, whereby a director with interest shall not attend and vote in any agenda that relates to such director and his/her related person.

Details of Agenda No. 5

Information of nominated person proposed for election as director

Name	Mr. Bundhit Eua-arporn	
Director Type	- Independent Director	
Age	- 55	
Nationality	- Thai	
Educational qualifications	- Ph.D. in Engineering (Electric Power System), Imperial College, University of London, UK - MEng in Electrical Engineering, Chulalongkorn University - BEng in Electrical Engineering, Chulalongkorn University	
IOD Training Program	- Director Certification Program, Thai Institute of Directors - NUS Programme for Leadership in University Management Temasek Foundation - The Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy	
Shareholding	- None	
Family relationship with other directors and members of management	- None	
Position in other listed companies	2 Companies - Independent Director, and Chairman, Nomination and Remuneration Committee, PTT Exploration and Production Public Company Limited - Independent Director, and Member, Audit Committee, Banpu Power Public Company Limited	
Position in other companies	3 Companies - Chairman, Board of Directors, CU Enterprise Company Limited - Chairman, Board of Directors, AI & Robotics Venture Company Limited - Chairman, Board of Directors, Chamchuri Innovation Company Limited	
Position in competitor companies / other companies in bank related business	- None	
Work experience	- 2016 - Present Chancellor, Chulalongkorn University - 1992 - Present Electrical Engineering Lecturer, Faculty of Engineering, Chulalongkorn University - August - September 2017 Director, Energy Reform Committee, Thailand's National Energy Reform Committee Expert Committee, Thailand Institute of Scientific and Technological Research - 2015 - 2016 Dean, Faculty of Engineering, Chulalongkorn University - 2013 - 2016 Committee, Chulalongkorn University Council, Executive Representative, Chulalongkorn University	


**Qualifications as
independent director**

- 2007 - 2013 Director, Energy Research Center, Chulalongkorn University

Having qualifications under the Definition of Independent Director prescribed by the Bank (the same as those provided under the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended)).

Details of Agenda No. 5

Information of nominated person proposed for election as director

Name	Miss Parnsiree Amatayakul	
Director Type	- Independent Director	
Age	- 51	
Nationality	- Thai	
Educational qualifications	- Master of Business Administration, Anderson School of Management, UCLA, the University of California, USA - Bachelor of Business Administration, Faculty of Commerce and Accountancy, Chulalongkorn University	
IOD Training Program	- Director Certification Program (DCP), Thai Institute of Directors	
Shareholding	- None	
Family relationship with other directors and members of management	- None	
Position in other listed companies	2 Companies - Independent Director, The Siam Cement Group Public Company Limited - Independent Director, Thai Wah Public Company Limited	
Position in other companies	- None	
Position in competitor companies / other companies in bank related business	- None	
Work experience	- 2019 - January 2021 General Manager, Sales, Enterprise and Commercial, IBM ASEAN - 2011 - 2018 Managing Director, IBM Thailand Company Limited	
Qualifications as independent director	Having qualifications under the Definition of Independent Director prescribed by the Bank (the same as those provided under the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended)).	

Details of Agenda No. 6**Directors' remuneration for the year 2020**

The Nomination and Remuneration Committee is assigned by the Board of Directors to consider the framework regarding the directors' remuneration. The Board of Directors has established the policy, criteria and methods to be adopted by the Nomination and Remuneration Committee in performing its duties and responsibilities. The remuneration of the directors is approved by the Board of Directors based on the framework proposed by the Nomination and Remuneration Committee, and the remuneration for an individual director will be reported by the Bank to the shareholders in the Annual Report of each year.

There are three types of remuneration for directors in 2020, namely, a monthly remuneration for a director and a committee member and an annual bonus for a director.

The structure and the amounts of the remuneration for directors in 2020 and 2019 are as follows:

Monthly Remuneration

	Monthly Remuneration	
	Year 2020	Year 2019
	Unit: Baht	
<u>Board of Directors</u>		
Chairman of the Board of Directors	450,000	450,000
Director	250,000	250,000
<u>Committees</u>		
Member of the Board of Executive Directors	50,000	50,000
Member of the Audit Committee	50,000	50,000
Member of the Nomination and Remuneration Committee	50,000	50,000
Member of the Risk Oversight Committee	50,000	50,000
Member of the Corporate Governance Committee*	50,000	-

Remark: *The Corporate Governance Committee was appointed on December 26, 2019.

Directors who are members of more than one committee are eligible for remuneration of only one committee and directors who are executive employees of the Bank are not eligible to receive committee remuneration.

Annual Bonus

	Annual Bonus	
	Year 2020	Year 2019
	Unit: Baht	
Chairman of the Board of Directors	5,500,000	5,500,000
Chairman of the Audit Committee	4,000,000	4,000,000
Director	3,520,000	3,520,000

In 2020, the total remuneration of directors amounted to Baht 128.22 million, compared to Baht 126.54 million in 2019. Details of the remuneration for each individual director are presented under the heading Remuneration of the Board of Directors for 2020 and 2019 in the General Information Section of the Annual Report.

Details of Agenda No. 7

Appointment and remuneration of auditors for the year 2020

To comply with Article 120 of the Public Companies Act B.E. 2535 as amended and Article 50 of the Articles of Association of the Bank, which stipulate that the annual ordinary meeting of shareholders shall appoint an auditor and determine the remuneration to be paid by the Bank each year, the Board of Directors of the Bank resolved at the meeting No. 2/2021 held on February 23, 2021, to request approval from the annual ordinary meeting of shareholders to appoint the auditor for the year 2021 and to approve the remuneration to be paid to the auditor as considered and recommended by the Audit Committee as follows:

1. To appoint the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Bank as follows:

Name	CPA Registration No.	Number of year of audit for the Bank in the past 7 years
1. Ms. Nisakorn Songmanee	5035	1
2. Mr. Chavala Tienpasertkij	4301	-
3. Ms. Wilasinee Krishnamra	7098	5

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is an audit firm affiliated with Deloitte Touche Tohmatsu which is a leading audit firm recognized worldwide for its reputation, experience and expertise.

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and the auditors named above are not directors, employees or otherwise employed by the Bank or its subsidiaries and do not have any relationship or any conflicts of interests with the Bank or its subsidiaries, its management or any person related thereto, in such a way as to affect the independence in the performance of their duties as auditors. The above-named auditors have been considered by the Office of Securities and Exchange Commission as being approved auditors.

The Audit Committee has considered the quality of the work of the auditor and reviewed the suitability in the performance of the duties of the auditor. The qualifications and the professional knowledge and experience of the 3 auditors proposed by Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. were also considered and their independence assessed and their qualifications evaluated according to the criteria established by regulatory authorities. The Audit Committee is of the opinion that it is appropriate to appoint the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Bank's auditor for 2020.

Furthermore, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is also the auditor of 5 subsidiaries of the Bank, namely BBL (Cayman) Limited, Sinsuptawee Asset Management Company Limited, BBL Asset Management Company Limited, Bualuang Ventures Limited and BSL Leasing Company Limited. For subsidiaries audited by the auditors of other auditing firms, the Board of Directors shall supervise their preparation of the financial statements on time.

2. To approve the audit fees totaling Baht 19,467,000 and the audit fees for special audit assignment totaling Baht 955,000, to authorize the Bank's management to consider and approve additional fees as appropriate in the event that the Bank requests the auditors to perform other functions. The audit fees and the audit fees for special audit assignments for the year 2021 are decreased from the year 2020 in 14.16%. Partly due to for audit of enforcement of Group of Financial Instruments Stands in the prior year.

	Unit: Baht	
	Year 2021	Year 2020
Audit fees	19,467,000	22,835,000
Audit fees for special audit assignments	955,000	955,000
Total	20,422,000	23,790,000

Details of the remuneration of the auditors are presented under the heading of the Remuneration of Auditors in the General Information Section of the Annual Report.

**Guidelines for proxy holder appointment, registration and documents required
in order to attend the shareholders' meeting**

Appointment of proxy holder

Proxy form to use

In the event that a shareholder is not able to attend the shareholders' meeting in person, such shareholder may appoint any other person as proxy holder to attend the meeting.

In this regard, the Ministry of Commerce has determined 3 types of proxy forms that are to be used to appoint a proxy holder, as follows:

1. Form A - is the general form which is not complicated and involves only the indication of the name and details of the proxy holder. Form A will give the proxy holder the right to consider and vote on behalf of the proxy grantor in every case as deemed appropriate.
2. Form B - is a form which provides details on how to vote for each agenda, whereby the proxy grantor may choose to either give the proxy holder the right to consider and vote on behalf of the proxy grantor in every case as deemed appropriate or require the proxy holder to vote on each agenda as determined by the proxy grantor. Form B consists of two documents, namely, the Proxy Form and the Annex to the Proxy Form.
3. Form C - is the form for the use of custodians, trustees or fund managers (hereinafter called "Custodians").

The Bank has provided shareholders with the Proxy Form B which provides the proxy grantor with the right to determine how the proxy holder votes on each agenda. However, if a shareholder wishes to use another form, all three forms may be accessed and downloaded for use through our website at www.bangkokbank.com.

Filling out the Proxy Form

Proxy Form

- No. (1) - (2) - the Proxy Form sent to shareholders together with the notice of the shareholders' meeting has been pre-printed individually with the information of each shareholder regarding the name, nationality, address and the number of shares held, and has also been barcoded to provide greater convenience in the registration process. In the event that a shareholder uses any other Proxy Form, please ensure that all the information is correctly provided in full.
- No. (3) - a shareholder may appoint only one proxy holder to attend and vote at the shareholders' meeting, and may not split the shares and appoint multiple proxy holders to cast votes separately. The appointment of the proxy holder must be for the exact number of shares held by the proxy grantor and cannot be an appointment for less than the total number of shares held (except in the case of Custodians). In the event that several proxy holders are appointed, the Bank shall allow only the proxy holder who holds the original Proxy Form to attend and vote at the shareholders' meeting. The name, age and address of the proxy holder are to be provided correctly in full. In the event that the shareholder wishes to appoint either Chairman of the Board of Directors, Chairman of the Audit Committee, or the President as proposed by the Bank, the relevant information has already been pre-printed and the shareholder is requested to mark the box in front of the name of only one person who is the desired proxy holder.
- No. (4) - for each agenda, the shareholder shall indicate, by marking the box, whether to give the proxy holder the right to consider and vote on behalf of the proxy grantor as deemed appropriate or to require the proxy holder to vote on each agenda as determined by the proxy grantor. In the latter case, the shareholder is requested to indicate the desired voting for each agenda by marking one of the boxes, whether *Approve* or *Disapprove* or *Abstain*. Please note that the vote for each agenda may not be split (except in the case of Custodians).
- Signature - both the proxy grantor and the proxy holder are to sign the proxy form as indicated.
- Stamp duty - Stamp duty of Baht 20 is to be affixed to the proxy form (as required by the relevant laws).

Annex to the Proxy Form

In the event that there are items tabled for consideration outside of the agenda, the proxy grantor may indicate the details of such items, consisting of the item number, the item heading, and how the vote is to be cast in the Annex to the Proxy Form as attached.

Registration to attend the shareholder's meeting

Shareholders may register to attend the shareholders' meeting on April 12, 2021 beginning at 13.00 hours at the Head Office, 333 Silom Road, Silom Sub-district, Bang Rak District, Bangkok, Thailand as shown on the map sent with this notice of the shareholders' meeting. The barcode system will be used to facilitate the registration process for those attending the shareholders' meeting. Therefore, shareholders and proxy holders are kindly requested to present the barcoded Notification of Meeting, and/or the proxy form, that are sent to shareholders together with this notice of the shareholders' meeting and which had been pre-printed with a barcode, together with the relevant identification documents for registration on the date of the meeting.

Identification documents required for registration*:

1. For shareholders who are individuals:
 - 1.1. For shareholders who are individuals attending the meeting in person -
 - (1) Notification of Meeting as sent to shareholders, duly signed by the shareholder; and
 - (2) Identification documents of the shareholder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens)
 - 1.2. For proxy holders representing shareholders who are individuals -
 - (1) Original copy of the Proxy Form and Annex to the Proxy form, duly and correctly filled out and signed by the shareholder as proxy grantor and the proxy holder;
 - (2) Certified copy of the identification documents of the shareholder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens);
 - (3) Notification of Meeting as sent to shareholders, duly signed by the proxy holder; and
 - (4) Certified copy of the identification documents of the proxy holder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens)
 - 1.3. For individual shareholders wishing to appoint either Chairman of the Board of Directors, Chairman of the Audit Committee, or the President as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by April 5, 2021 -
 - (1) Original copy of the Proxy Form and Annex to the Proxy Form, duly and correctly filled out and signed by the shareholder as proxy grantor;
 - (2) Certified copy of the identification documents of the shareholder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens); and
 - (3) Notification of Meeting as sent to shareholders which has not been signed.
2. For shareholders who are juristic persons:
 - 2.1. For authorized directors of shareholders attending the meeting in person -
 - (1) Notification of Meeting as sent to shareholders, duly signed by the juristic person's authorized director(s) attending the meeting and affixed with the seal (if any);
 - (2) Certified copy of the identification documents of the juristic person's authorized director(s) attending the meeting, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens); and
 - (3) Certified copy of the company registration certificate of the juristic person who is the shareholder, issued by the Ministry of Commerce not more than 1 year before the date of the meeting (*for juristic persons incorporated in Thailand*); or Certified copy of the company registration certificate issued by the relevant authorities in the country of incorporation or the document from the juristic person showing the juristic person's name, the address of the head office, and the names of the individuals authorized to sign on behalf of the juristic person as well as conditions or limitations pertaining to such authority. In the event that such documents are in a language other than Thai or English, an English translation certified as correct

* The Bank may relax any such requirements as the Bank may deem appropriate.

is to be provided by the juristic person
(*for juristic persons incorporated in other countries*).

- 2.2. For shareholders who are juristic persons appointing a proxy to attend the meeting -
- (1) Original copy of the Proxy Form and Annex to the Proxy Form, duly and correctly filled out and signed by the authorized director on behalf of the juristic person who is the shareholder and affixed with the seal (if any) as proxy grantor and signed by the proxy holder;
 - (2) Certified copy of the identification documents of the authorized director of the juristic person who signed on behalf of the juristic person as proxy grantor, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens);
 - (3) Certified copy of the company registration certificate of the juristic person who is the shareholder, issued by the Ministry of Commerce not more than 1 year before the date of the meeting (*for juristic persons incorporated in Thailand*); or Certified copy of the company registration certificate issued by the relevant authorities in the country of incorporation or the document from the juristic person showing the juristic person's name, the address of the head office, and the names of the individuals authorized to sign on behalf of the juristic person as well as conditions or limitations pertaining to such authority. In the event that such documents are in a language other than Thai or English, an English translation certified as correct is to be provided by the juristic person (*for juristic persons incorporated in other countries*);
 - (4) Notification of Meeting as sent to shareholders, duly signed by the proxy holder; and
 - (5) Certified copy of the identification documents of the proxy holder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens)
- 2.3. For shareholders who are juristic persons wishing to appoint either Chairman of the Board of Directors, Chairman of the Audit Committee, or the President as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by April 5, 2021 -
- (1) Original copy of the Proxy Form and Annex to the Proxy Form, duly and correctly filled out and signed by the authorized director on behalf of the juristic person who is the shareholder and affixed with the seal (if any) as proxy grantor;
 - (2) Certified copy of the identification documents of the authorized director of the juristic person who signed on behalf of the juristic person as proxy grantor, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens);
 - (3) Certified copy of the company registration certificate of the juristic person who is the shareholder, issued by the Ministry of Commerce not more than 1 year before the date of the meeting (*for juristic persons incorporated in Thailand*); or Certified copy of the company registration certificate issued by the relevant authorities in the country of incorporation or the document from the juristic person showing the juristic person's name, the address of the head office, and the names of the individuals authorized to sign on behalf of the juristic person as well as conditions or limitations pertaining to such authority. In the event that such documents are in a language other than Thai or English, an English translation certified as correct is to be provided by the juristic person (*for juristic persons incorporated in other countries*); and
 - (4) Notification of Meeting as sent to shareholders which has not been signed.

3. In case of the deceased shareholders

The executor or administrator attending the meeting in person or appointing a proxy to attend the meeting shall also present a court order appointing an executor or an administrator certified by authorized officer.

4. In the case where the shareholders are incompetent persons or quasi-incompetent persons
The curator or guardian attending the meeting in person or appointing a proxy to attend the meeting shall also present a court order appointing a curator or a guardian certified by authorized officer.
5. In the case where the shareholders are minors
The parent or legal guardian attending the meeting in person or appointing a proxy to attend the meeting shall also present a copy of minor's house registration.

For those shareholders or individuals attending the meeting who have changed the title preceding the name or changed the name or surname, documentary evidence of such change shall be presented for registration purposes.

Articles of Association (only those Articles relating to the shareholders' meeting)

Article 14. During the period of twenty-one days prior to the date of each general meeting of shareholders, the Company may suspend the registration of share transfers by notifying the shareholders at the head office and at every branch office not less than fourteen days before the date the Company commences the suspension of the registration of share transfers.

Article 15. The Board of Directors of the Company shall comprise at least five directors. Not less than half of the total number of directors shall have residence within the Kingdom of Thailand, and not less than three-fourths of the total number of directors shall be persons of Thai nationality.

Article 16. Election of directors shall be conducted in accordance with the following rules and procedures:

(1) Each shareholder shall have one vote for each share held.

(2) At any shareholders meeting to elect directors, each shareholder may exercise his voting right by electing candidates one by one or by electing a whole group comprising a number of candidates which is equal to the number of directors to be elected at the meeting at one time, as the general meeting of shareholders may deem appropriate. In exercising the right to vote in either of the two options as aforesaid, each shareholder shall give all the votes that he is entitled to exercise as specified in (1) above to each candidate, and each shareholder may not divide his votes into portions to various candidates.

(3) The candidates who receive the highest votes in their respective order of the votes shall be elected as directors in the number equal to the number of the directors of the Company or the number of the directors to be elected at such meeting. In the event of a tie of votes which causes the number of candidates to be elected to exceed the number of the directors of the Company or the number of the directors to be elected at such meeting, the chairman shall have a casting vote.

Article 17. At every annual ordinary meeting of shareholders, one-third of the total number of the directors of the Company shall retire. If the number of directors is not a multiple of three, the number of directors nearest to one-third shall retire.

The directors to retire from their offices in the first and second years following the registration of the Company shall be determined by drawing lots. In every subsequent year, the directors who have been in office longest shall retire.

Retired directors may be re-elected.

Article 26. The directors shall have the right to receive remuneration from the Company in the form of rewards, meeting allowances, gratuity, bonus or benefits in any other manner under these Articles of Association or in accordance with the resolution of the general meeting of shareholders. For that purpose, the general meeting of shareholders may determine the remuneration by fixing a certain amount of money or by prescribing rules and may fix it from time to time or with continuous effect until amended. Furthermore, the directors shall receive per diem allowances and welfare benefits according to the Company's rules and regulations.

Article 30. The Board of Directors shall arrange for an annual ordinary meeting of shareholders within four months from the last day of the fiscal year of the Company. Meetings other than that mentioned above shall be called extraordinary meetings. The Board of Directors may call an extraordinary meeting of shareholders whenever the Board deems appropriate.

Article 32. In calling a general meeting of shareholders, the Board of Directors shall send notices of the meeting specifying the place, date, time, and agenda of the meeting, as well as the subject matters to be submitted to the meeting with reasonable details, and clearly stating which one will be for information, for approval or for consideration, as the case may be, together with the opinions of the Board of Directors in such matters, and shall send notices to the shareholders and the Registrar for their information not less than seven days before the date of meeting. Furthermore, publication of notices calling a meeting shall also be made in a newspaper for a period of three consecutive days, which shall end not less than three days before the date of meeting.

Article 33. At a general meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number of not less than twenty-five persons or not less than one-half of the total number of shareholders, whichever is the lesser number, and in either case such shareholders shall

hold shares totaling not less than one-third of the total number of shares sold, in order to constitute a quorum, unless otherwise stipulated by the Acts*.

In the event that after one hour from the time fixed for any general meeting of shareholders, the number of shareholders present is still inadequate to form a quorum, and if such general meeting of shareholders was requested by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called by the shareholders' request, the meeting shall be called again, and, in this case, notices calling the meeting shall be sent to shareholders not less than seven days before the meeting. In the second meeting, a quorum is not required.

Article 34. Unless otherwise stipulated by these Articles of Association or by the Acts, the decision or the resolution of the general meeting of shareholders shall be passed by the majority vote of the shareholders who attend the meeting and have the right to vote.

For the purpose of voting, each share shall be counted one vote. If any shareholder has interests in any matter on which the meeting shall pass resolution, he shall have no right to vote on such matter, except to vote on the election of directors.

Where any shareholder holds more than five percent of the total number of shares sold without having been granted an exception or permission under the Acts, he shall only be entitled to vote at the general meetings of shareholders on account of the portion of shares that is not in excess of five percent of the total number of shares sold.

In case of a tie of votes, the chairman of the meeting shall have a casting vote.

Article 35. The annual ordinary general meeting of shareholders shall consider the following matters:

- (1) Acknowledgement of the report of the Board of Directors concerning the Company's operating performance during the preceding year, together with opinions on the future business operation.
- (2) Consideration and approval of the balance sheet, and the profit and loss statement.
- (3) Consideration and approval of the profit allocation.
- (4) Election of directors in place of those directors retiring by rotation.
- (5) Appointment of an auditor and fixing of his remuneration.
- (6) Other matters.

Article 36. The chairman of the Board shall be the chairman of the general meeting of shareholders. If the chairman is absent or is unable to discharge his duties, and if a vice-chairman is present, he shall act as chairman. If there is no vice-chairman or if there is one but he is not able to discharge his duties, the shareholders shall elect one among themselves to be chairman of that general meeting.

Article 37. The chairman of the general meeting of shareholders has the duty to conduct the meeting in compliance with these Articles of Association and in the order of the agenda stated in the notices calling a meeting, unless the general meeting passed a resolution changing the order of priority in the agenda with a vote of not less than two-thirds of the number of the shareholders attending the meeting.

Article 38. Shareholders may authorize other persons as proxies to attend and vote at any meeting of shareholders on their behalf, provided that the instrument appointing proxies shall be submitted to the chairman of the Board of Directors or to the person designated by the chairman of the Board of Directors at the place of and prior to the meeting. The instrument for appointing proxies shall be made in the form specified by the Registrar.

Article 41. The Board of Directors shall arrange for the preparation of the balance sheet and the profit and loss statement as of the last day of the accounting period of the Company, and submit them to the annual ordinary meeting of shareholders for approval.

The Board of Directors shall arrange for the auditor to examine the balance sheet and the profit and loss statement prepared in accordance with the foregoing paragraph, so that the audit thereof shall be completed before submission to the meeting of shareholders.

Article 43. Dividends shall be paid out of profit only. The profits remaining after the payment of dividends may be allocated as reserves of various kinds, as the Board of Directors may deem proper.

The Board of Directors may from time to time pay to the shareholders such interim dividend as appeared to the Directors to be justified by the profits of the Company. After the distribution of the dividends, the shareholders shall be informed of such distribution at the next general meeting.

* "Acts" refers to the act on public limited companies, the act on commercial banking, the act on securities exchange and any other acts of legislations related to the operation of the Bank.

The payment of dividends shall be made within the period prescribed by the Acts. A written notice shall be sent to the shareholders and a publication of the notice of such payment of dividends shall also be made in a newspaper.

Article 44. Where any shareholder holds more than five percent of the total number of shares sold without having been granted an exception or permission under the Acts, the Company shall not pay dividend or any other form of money as bonus to such shareholder on account of the portion of shares in excess of five percent of the total number of shares sold.

Article 45. The Company shall allocate to a reserve fund a portion of the annual net profit, which amount must not be less than ten percent of the annual net profit deducted by the accumulated losses brought forward (if any) until the reserve fund reaches an amount of not less than twenty five percent of the registered capital.

Article 47. The auditor shall not be a director, staff member, employee or officer holding any position in the Company.

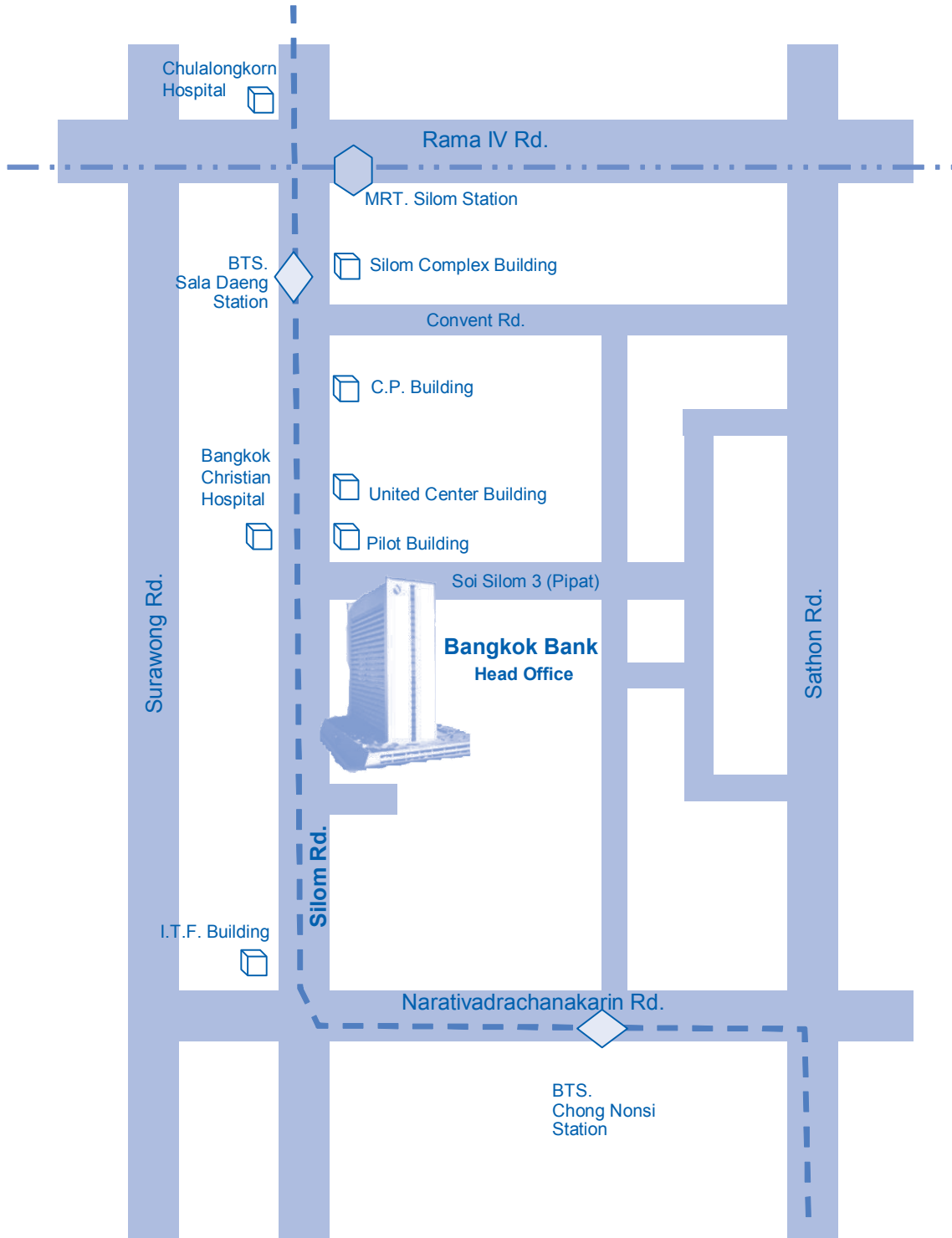
Article 49. The auditor has the duty to attend every general meeting of shareholders at which the balance sheet, the profit and loss statement and the problems relating to the accounts of the Company are to be considered in order to give explanations to the shareholders about the auditing of accounts. The Company shall also send to the auditor the reports and documents of the Company that are to be sent to the shareholders for such general meeting of shareholders.

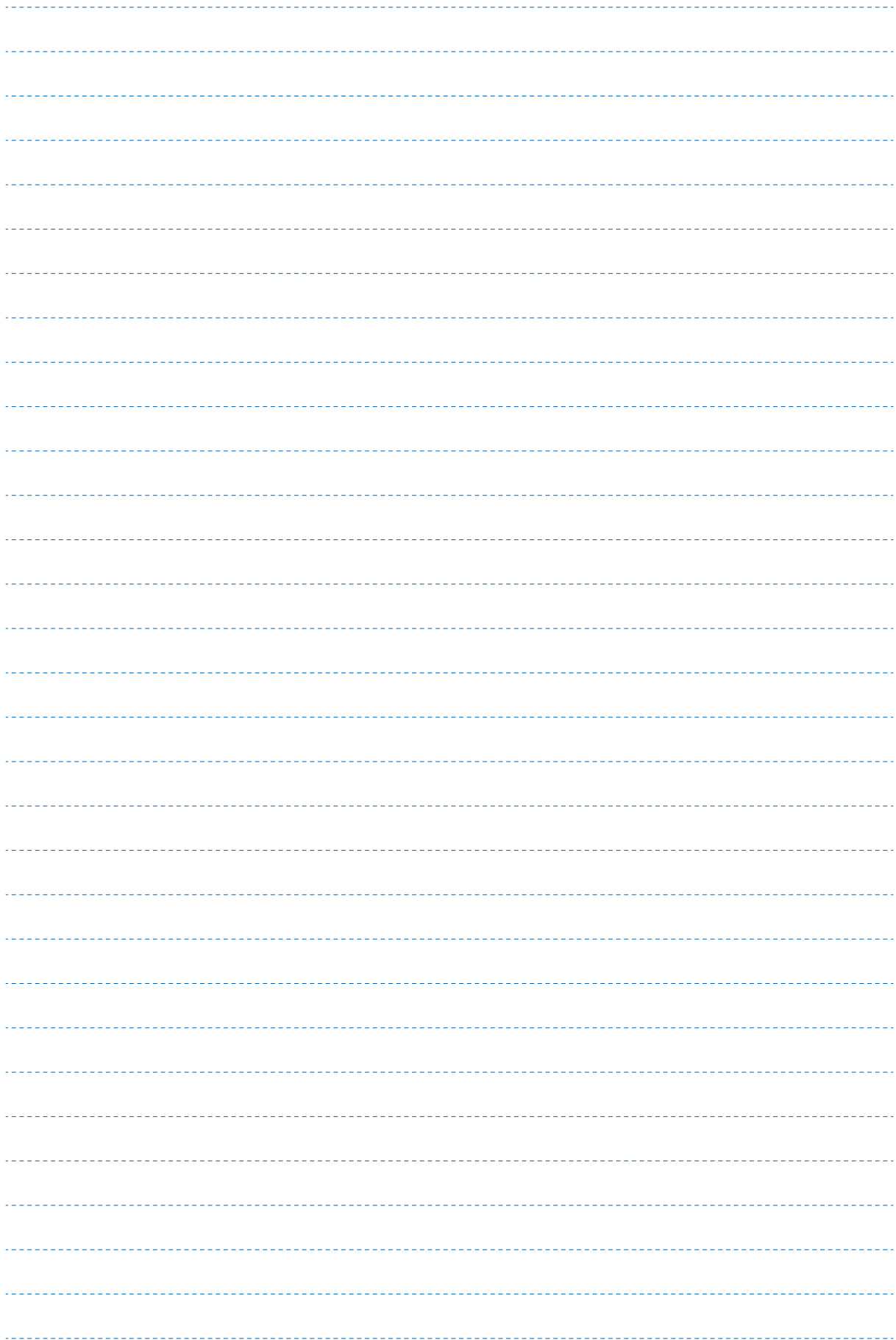
Article 50. The annual ordinary meeting of shareholders shall appoint an auditor and fix the auditing fee to be paid by the Company every year. A former auditor may be re-appointed.

Head Office

Bangkok Bank Public Company Limited

333 Silom Road, Silom Sub-district, Bang Rak District, Bangkok







This report was produced from environmentally-friendly materials – paper from well managed forest and soy ink.