

Ref: SSD./REG. 1549/2020

June 9, 2020

Re: Annual Ordinary Meeting of Shareholders

To: All Shareholders

Reference Documents:

1. Appropriation of profit and payment of dividend for the year 2019
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 2019
5. Appointment and remuneration of auditors for the year 2020
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 2019
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 & 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 27th Annual Ordinary Meeting of Shareholders on July 10, 2020, at 15.00 hrs. at the Bank's auditorium on the 29th - 30th floor of 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 2019 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 2019, which provides details on the results of the Bank's operations and significant changes, be acknowledged.

- (2) To acknowledge the report of the Audit Committee for the year 2019

Objective and reason: To report to the shareholders on the performance of the Audit Committee during the year 2019.

Board's recommendation: That the report of the Audit Committee for the year 2019 be acknowledged.

- (3) To approve the financial statements for the year ended December 31, 2019

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 year ended December 31, 2019, presenting the financial status and operating results of the Bank during the year 2019, which were audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and were considered by the Audit Committee, be approved.

(4) To approve the appropriation of profit for the operating results of the year 2019 and acknowledge the interim payment of the dividend.

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 43 which stipulates that the Board of Directors shall report the approval of the interim dividend payment to the shareholders' meeting.

Board's recommendation: That the shareholders' meeting approve the appropriation of profit and acknowledge the interim payment of dividend for the operating results of the year 2019 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 2019 amounting to Baht 500,000,000 (which had already been made as per the financial statements for the period ended December 31, 2019) and for the period of July-December 2019 amounting to Baht 500,000,000 (which has already been made in accordance with the financial statements ending March 31, 2020).

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 2019.

3) to appropriate the dividend payments for the operating results of the year 2019 at the rate of Baht 7.00 per ordinary share, totaling Baht 13,361,900,258, or 38.41 percent of the annual net profit, which was derived from retained earnings that were subjected to corporate income tax of 20 percent. The Bank has completely paid the said dividend to the shareholders in two parts. The first interim dividend payment at the rate of Baht 2.00 per ordinary share totaling Baht 3,817,685,788 was paid on September 20, 2019 and the second interim dividend payment at the rate of Baht 5.00 per ordinary share totaling Baht 9,544,214,470 was paid on April 30, 2020. The second interim dividend payment was to reduce the impact of the postponement of the Annual General Meeting, which was scheduled for April 10, 2020, on the rights of the shareholders to receive the dividend payment for the year 2019. Therefore, the Bank will not pay any additional dividend for the operating results of the year 2019.

(Details are in Reference Document No. 1)

(5) 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, 6 directors are due to retire by rotation in the annual ordinary meeting of shareholders for 2020, namely, Mr. Arun Chirachavala, Mr. Singh Tangtatswas, Mr. Charn Sophonpanich, Mr. Amorn Chandarasomboon, Mr. Chartsiri Sophonpanich and Mr. Thaweelap Rittapirom. As Mr. Charn Sophonpanich has resigned from the Board of Directors, effective as from December 25, 2019, there are only 5 directors who are to retire by rotation, namely, Mr. Arun Chirachavala, Mr. Singh Tangtatswas, Mr. Amorn Chandarasomboon, Mr. Chartsiri Sophonpanich and Mr. Thaweelap Rittapirom.

Board's recommendation: The Nomination and Remuneration Committee has considered and selected qualified individuals to be proposed to be the Bank's directors in place of those retiring by rotation in accordance with the selection process by considering the policy, criteria and methods prescribed, and is of the opinion that the said 5 retiring directors, namely, Mr. Arun Chirachavala, Mr. Singh Tangtatswas, Mr. Amorn Chandarasomboon, Mr. Chartsiri Sophonpanich and Mr. Thaweelap Rittapirom, 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. The Nomination and Remuneration Committee deemed it appropriate to re-elect the 5 retiring directors to continually serve as the Bank's directors for another term. In this respect, the re-elections of the 5 retiring directors to the Board have been approved by the Bank of Thailand.

The Board (not including those with interest) agreed with the proposal of the Nomination and Remuneration Committee and recommended that all 5 directors retiring by rotation, namely, Mr. Arun Chirachavala, Mr. Singh Tangtatswas, Mr. Amorn Chandarasomboon, Mr. Chartsiri Sophonpanich and Mr. Thaweelap Rittapirom be re-elected to the Board. Notably, Mr. Arun

Chirachavala, who is an independent director, can share his views and opinion independently and in accordance with the relevant rules and regulations.

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)

(6) To elect new directors

Objective and reason: For the Board of Directors to be made up of directors who are knowledgeable, skillful and equipped with experience and expertise in various fields.

Board's recommendation: The Nomination and Remuneration Committee has selected suitable persons to be proposed to the shareholders' meeting as the Bank's directors in accordance with the selection process by considering the policy, criteria and methods prescribed, and they have proposed Mr. Siri Jirapongphan and Mr. Pichet Durongkaveroj, who possess suitable qualifications. Mr. Siri Jirapongphan, who has been a director in many leading companies and state enterprises, is knowledgeable and skillful in the fields of energy, petroleum and petrochemical and was previously the Minister of Energy. As for Mr. Pichet Durongkaveroj, he was previously the Minister of Science and Technology and the Minister of Digital Economy and Society as well as in a high ranking management position in information technology organization. Their knowledge, skills and experiences will be beneficial to the operation of the Bank and will help enhancing the efficiency of performance of the Board of Directors. Both Mr. Siri Jirapongphan and Mr. Pichet Durongkaveroj possess no disqualification pursuant to any relevant laws or regulations and their appointments have been approved by the Bank of Thailand. Moreover, both of them have the qualifications of an independent director in accordance with the definition of independent director prescribed by the Bank which will enable them to provide opinion independently and in accordance with the relevant rules and regulations. Hence, both of Mr. Siri Jirapongphan and Mr. Pichet Durongkaveroj should be proposed to the shareholders' meeting to be appointed as independent directors.

The Board has considered and agreed with the proposal of the Nomination and Remuneration Committee and recommended that Mr. Siri Jirapongphan and Mr. Pichet Durongkaveroj be appointed as 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)

(7) To acknowledge the directors' remuneration for the year 2019

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)

(8) 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 which also stipulate 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 2020 with the remuneration in the amount of Baht 24,075,000 as considered and approved by the Audit Committee.

(Details are in Reference Document No. 5)

(9) Other Business

The record date for determining the shareholders who have the right to attend and vote at the 27th Annual Ordinary Meeting of Shareholders shall be June 12, 2020.

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 register for the meeting (Details as per Attachment No. 3 and Reference Document No. 6) at the registration desk on the 29th - 30th floor of the Bank's Head Office.

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).

To comply with the regulations and measures of the authorities to prevent the spread of COVID-19, the Bank will not provide souvenirs, snacks, and beverages.

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.4

Appropriation of profit and payment of dividend for the year 2019

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 2019, the net profit from operations of the Bank amounted to Baht 34,787,992,076.79. The Board of Directors appropriated the profit in the first half ending June 2019 and in the second half ending December 2019 and passed a resolution to submit to the appropriation of profit for 2019 to the meeting of shareholders for consideration as follows:

	Year 2019		Year 2018	
Net profit for the year	Baht	34,787,992,076.79	Baht	38,391,371,219.10
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 7.00 per share	Baht	13,361,900,258.00		
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 on ordinary shares at Baht 6.50 per share			Baht	12,407,478,811.00
Interim dividend at Baht 2.00 per share			Baht	3,817,685,788.00
Final dividend at Baht 4.50 per share			Baht	8,589,793,023.00
Dividend payout as percentage of net profit		38.41		32.32

Details of Agenda No.5

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

Name	Mr. Arun Chirachavala	
Director Type	- Independent Director	
Position	- Chairman of the Risk Oversight Committee - Member of the Audit Committee	
Date of appointment to the Board	- 2 February 2015	
Years of directorship	- 5	
Age	- 66	
Nationality	- Thai	
Educational qualifications	- Master's Degree in Engineering, Stanford University, USA - Bachelor's Degree (Honor) in Engineering, Stanford University, USA	
IOD Training Program	- Director Certification Program (DCP), Class 88/2007 - Director Accreditation Program (DAP), Class 34/2005	
Shareholding	- None	
Family relationship with other directors and members of management	- None	
Position in other listed companies	1 company - Director, Krungthep Sophon Public Company Limited	
Position in other companies	1 company - Director, Palangsophon Company Limited	
Position in competitor companies / other companies in bank related business	- None	
Work experience	- 30 April 2019 - Present - 1 April 2015 - Present - 2 February 2015 - Present - 21 February 2019 - April 2019 - June 2009 - April 2019 - April 2009 - May 2015 - August 2008 - January 2015	Chairman, Risk Oversight Committee, Bangkok Bank Public Company Limited Member, Audit Committee, Bangkok Bank Public Company Limited Independent Director, Bangkok Bank Public Company Limited Chairman, Risk Management Committee, Bangkok Bank Public Company Limited Independent Director and Chairman, Corporate Governance Committee and Risk Management Committee, TRC Construction Public Company Limited Chairman, K.W.C. Warehouse Company Limited Independent Director and Chairman, Audit Committee and Chairman, Nomination and Remuneration Committee, United Overseas Bank (Thai) Public Company Limited

- April 2008 - August 2014 Chairman, Krungdhep Document Company Limited
- August 2007 - May 2014 Executive Chairman, Krungdhep Sophon Public Company Limited
- 2004 - 2006 President, Siam City Bank Public Company Limited
- September 1995 - October 1996 Director, Bangkok Mass Transit Authority (BMTA)
- May 1987 - August 1993 Treasury and Investment Officer, Asian Development Bank, Manila, the Philippines

Meeting attendance in 2019

- | | | | |
|--------------------------------------|------|--------|----|
| - Shareholders' Meeting | 1 | out of | 1 |
| - Board of Directors' Meeting | 13 | out of | 13 |
| - Audit Committee's Meeting | 17 | out of | 17 |
| - Risk Oversight Committee's Meeting | 10 * | out of | 12 |


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 Chor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares).

Remark: * Mr. Arun Chirachavala was appointed Chairman of the Risk Oversight Committee (formerly known as the Risk Management Committee) to replace Mr. Singh Tangtatswas on February 21, 2019

Details of Agenda No.5

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


Name	Mr. Singh Tangtatswas	
Director Type	- Executive Director	
Position	- Member of the Board of Executive Directors	
Date of appointment to the Board	- 28 December 2004	
Years of directorship	- 15	
Age	- 77	
Nationality	- Thai	
Educational qualifications	- Master's Degree in Business Administration, Majoring in Banking and Finance, Wharton School of Finance and Commerce, University of Pennsylvania, USA - Bachelor's Degree in Economics, Thammasat University - Executive Development Program, Harvard Business School, USA - Management Development Program, Wharton School, USA	
IOD Training Program	- Financial Institutions Governance Program (FGP), Class 2/2011 - Monitoring the Internal Audit Function (MIA), Class 6/2009 - Director Certification Program (DCP), Class 0/2000	
Shareholding	- None	
Family relationship with other directors and members of management	- None	
Position in other listed companies	2 companies - Chairman, Remuneration and Nomination Committee and Independent Director, Bangkok Insurance Public Company Limited - Chairman, Audit Committee and Independent Director, Thai Optical Group Public Company Limited	
Position in other companies	4 companies - Director, Sukhumvit 62 Medical Limited - Director, Kanjanatat Company Limited - Director, Burapa Tharin Company Limited - Director, Trirajpanachai Company Limited	
Position in competitor companies / other companies in bank related business	- None	
Work experience	- 2005 - Present Member, Board of Executive Directors, Bangkok Bank Public Company Limited - December 2004 - Present Director, Bangkok Bank Public Company Limited - 2010 - May 2015 Director, Thai Institute of Directors Association - 2006 - July 2010 Managing Director, Bangkok Bank Public Company Limited - 2005 - February 2019 Chairman, Risk Management Committee, Bangkok Bank Public Company Limited	

	- 2005 - May 2013	Independent Director, TWZ Corporation Public Company Limited		
	- 2002 - 2009	Adviser, Corporate Governance Center, The Stock Exchange of Thailand		
	- 1999 - 2001	President and Chief Executive Officer, Krung Thai Bank Public Company Limited		
	- 1996 - 1999	President, The Stock Exchange of Thailand		
Meeting attendance in 2019	- Shareholders' Meeting		1	out of 1
	- Board of Directors' Meeting		13	out of 13
	- Board of Executive Directors' Meeting		87	out of 100
	- Risk Management Committee's Meeting		2 *	out of 12

Remark: * Mr. Arun Chirachavala was appointed Chairman of the Risk Oversight Committee (formerly known as the Risk Management Committee) to replace Mr. Singh Tangtatswas on February 21, 2019

Details of Agenda No. 5

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

Name	Mr. Amorn Chandarasomboon	
Director Type	- Executive Director	
Position	- Member of the Board of Executive Directors - Member of the Risk Oversight Committee	
Date of appointment to the Board	- 20 April 1988	
Years of directorship	- 32	
Age	- 89	
Nationality	- Thai	
Educational qualifications	- Honorary Doctorate Degree in Law, 1991, Thammasat University - Distinguished Research Professor in Law, 1990, Sukhothai Thammathirat Open University - Honorary Doctorate Degree in Law, 1988, Chulalongkorn University - Honorary Doctorate Degree in Law, 1982, Ramkhamhaeng University - Doctorate Degree in International Law, 1955, Paris University, France - Bachelor's Degree in Law, 1951, Thammasat University - Diploma, National Defence College, The National Defence Course, Class 14/1971	
IOD Training Program	- Financial Institutions Governance Program (FGP), Class 3/2011 - Audit Committee Program (ACP), Class 26/2009 - Monitoring the System of Internal Control and Risk Management (MIR), Class 6/2009 - Monitoring the Internal Audit Function (MIA), Class 5/2009 - Monitoring the Quality of Financial Reporting (MFR), Class 7/2009 - Director Certification Program (DCP), Class 36/2003 - Director Accreditation Program (DAP), Class 2/2003 - Finance for Non-Finance Director (FND), Class 7/2003	
Shareholding	- 10,800 shares or 0.00057%	
Family relationship with other directors and members of management	- None	
Position in other listed companies	1 company - Adviser, BTS Group Holdings Public Company Limited	
Position in other companies	- None	
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 - 2000 - Present Member, Board of Trustees, Mahidol University	

- 1996 - Present Member, Board of Trustees, Ubon Ratchathani University
- 1990 - Present Member, Board of Executive Directors, Bangkok Bank Public Company Limited
- April 1988 - Present Director, Bangkok Bank Public Company Limited
- 2012 - November 2015 Honorary Member of Academic Committee, National Institute of Development Administration (NIDA)
- 2010 - 2016 Independent Director, BTS Group Holdings Public Company Limited
- 2010 - July 2015 Member, Advisory Board, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- 2005 - January 2019 Member, Nomination and Remuneration Committee, Bangkok Bank Public Company Limited
- 2003 - April 2019 Member, Risk Management Committee, Bangkok Bank Public Company Limited

Meeting attendance in 2019	- Shareholders' Meeting	1	out of	1
	- Board of Directors' Meeting	13	out of	13
	- Board of Executive Directors' Meeting	92	out of	100
	- Risk Oversight Committee's Meeting	12	out of	12

Details of Agenda No. 5

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


Name	Mr. Chatsiri Sophonpanich		
Director Type	- Executive Director		
Position	- President - Member of the Board of Executive Directors		
Date of appointment to the Board	- 28 April 1992		
Years of directorship	- 28		
Age	- 60		
Nationality	- Thai		
Educational qualifications	- Honorary Doctorate Degree in Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Master's Degree in Management, Sloan School of Management, Massachusetts Institute of Technology, USA - Master's Degree in Chemical Engineering, Massachusetts Institute of Technology, USA - Bachelor's Degree in Chemical Engineering, Worcester Polytechnic Institute, USA		
IOD Training Program	- Ethical Leadership Program (ELP), Class 1/2015 - Director Accreditation Program (DAP), Class TG/2004 - The Role of Chairman Program (RCP), Class 2/2001 - Director Certification Program (DCP), Class 3/2000		
Shareholding	- 5,550,200 shares or 0.29076%		
Family relationship with other directors and members of management	- None		
Position in other listed companies	1 company	- Director, Post Publishing Public Company Limited	
Position in other companies	2 companies	- Director, TRG Management LP - Director, TRG Allocation LLC	
Position in competitor companies / other companies in bank related business	- None		
Work experience	- 1994 - Present	President, Bangkok Bank Public Company Limited	
	- 1992 - Present	Director and Member, Board of Executive Directors, Bangkok Bank Public Company Limited	
	- 28 December 2009 - Present	Chairman, Bangkok Bank (China) Company Limited	
	- 29 August 2017 - Present	Member, National Strategy Committee	
	- 15 August 2017 - Present	Member, National Economic Reform Committee	

Reference Document No. 2

	- 25 June 2013 - Present	Board, National Science and Technology Development Agency		
	- 30 April 2009 - Present	Member, Board of Trustees, Bangkok University		
	- 21 October 2014 - 31 December 2019	Director, Electronic Transactions Development Agency (Public Organization)		
	- 14 February 2011 - 30 April 2014	Member, Board of Investment		
	- 10 August 2010 - 8 June 2011	Director, Thai Asset Management Corporation		
	- 19 July 2010 - 30 April 2014	Director, Payment Systems Committee		
	- 19 July 2010 - 30 April 2014	Chairman, Thai Bankers' Association		
	- 2006 - 2008	Member, The National Legislative Assembly		
	- 2004 - January 2016	Member, Board of Trustees, Singapore Management University		
	- 2003 - September 2009	Director, the Electronic Transactions Commission		
	- 2002 - 2008	Director, Thai Airways International Public Company Limited		
	- 2002 - 2006	Chairman, Thai Bankers' Association		
	- 2002 - 2006	Director, Thai Asset Management Corporation		
	- 2001 - 2008	Director, VISA International - Asia Pacific		
Meeting attendance in 2019	- Shareholders' Meeting		1	out of 1
	- Board of Directors' Meeting		13	out of 13
	- Board of Executive Directors' Meeting		78	out of 100

Details of Agenda No. 5

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

Name	Mr. Thaweelap Rittapirom	
Director Type	- Executive Director	
Position	- Executive Vice President - Member of the Board of Executive Directors - Member of the Corporate Governance Committee	
Date of appointment to the Board	- 23 December 2010	
Years of directorship	- 9	
Age	- 52	
Nationality	- Thai	
Educational qualifications	- Doctor of Jurisprudence (J.S.D.), University of Chicago Law School, USA - Master of Laws (LL.M.), University of Chicago Law School, USA - Master of Laws (LL.M.), University of Michigan Law School, USA - Bachelor of Laws (LL.B.), Thammasat University	
IOD Training Program	- Director Certification Program (DCP), Class 143/2011 - Director Accreditation Program (DAP), Class 87/2011	
Shareholding	- None	
Family relationship with other directors and members of management	- None	
Position in other listed companies	- None	
Position in other companies	- None	
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 - 1 January 2018 - Present Member, Board of Executive Directors, Bangkok Bank Public Company Limited - December 2010 - Present Director and Executive Vice President, Bangkok Bank Public Company Limited - 2018 - Present Committee Member, The Board of Governors of the Faculty of Law, Thammasat University - 2018 - Present Committee Member, Institution for Technology and Innovation Management, Mahidol University - 2018 - Present Committee Member, Marketing Association of Thailand - 2016 - Present Committee Member, Committee for the Protection of Credit Information	

Reference Document No. 2

- 2014 - Present Committee Member, Thammasat Law Association, Thammasat University
- 2017 - 2019 Member of the Sub-Committee on Reform of Business Activity Regulations under the Fast-Action Law Reform Committee
- 2001 - 2010 Executive Officer, Bangkok Bank Public Company Limited
- 1989 - 1992 Legal Officer , Legal Department, The Siam Cement Company Limited

Meeting attendance in 2019

- | | | | |
|---|----|--------|-----|
| - Shareholders' Meeting | 1 | out of | 1 |
| - Board of Directors' Meeting | 13 | out of | 13 |
| - Board of Executive Directors' Meeting | 87 | out of | 100 |

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. 6

Information of nominated person proposed for election as director

Name	Mr. Siri Jirapongphan	
Director Type	- Independent Director	
Age	- 65	
Nationality	- Thai	
Educational qualifications	- Doctor's Degree in Chemical Engineering, Massachusetts Institute of Technology, USA - Bachelor's Degree in Chemical Engineering (Honor), California Institute of Technology, USA	
IOD Training Program	- Director Certification Program (DCP) 77/2006 - Director Luncheon Briefing (M - DLB) 2/2008 - Audit Committee Seminar - Get Ready for the Year End - Anti - corruption : Leadership Role of the Board	
Shareholding	- None	
Family relationship with other directors and members of management	- None	
Position in other listed companies	- None	
Position in other companies	- None	
Position in competitor companies / other companies in bank related business	- None	
Work experience	- 2017 - 2019 Minister of Energy - 2017 Director of Sutossamitr Company Limited - 2017 Director of One Asian Development Company Limited - 2017 Director of L.P.N. Credit Foncier Company Limited - 2015 - 2017 Independent Director / Member of the Audit Committee of Thai Oil Public Company Limited - 2014 - 2015 Independent Director / Member of the Audit Committee of PTT Global Chemical Public Company Limited - 2014 Member of National Reform Council - 2010 - 2017 Director of Petroleum Institute of Thailand - 2006 Board Commissioner of Port Authority of Thailand - 2005 - 2006 Board Commissioner of State Railway of Thailand - 2003 - 2006 Director of Synergy Solution Company Limited - 1996 - 2003 Managing Director / Consultant of LPN Plate Mill Public Company Limited	

Reference Document No. 3

- 1988 - 1993 Manager, Merchant Banking Division, Investment Banking Group of Bangkok Bank Public Company Limited
- 1985 - 2017 Director / Secretary of Petroleum Institute of Thailand
- 1983 - 1988 Department Manager of National Petrochemical Public Company Limited
- 1980 - 1983 Head of Planning and System Analysis of Petroleum Authority of Thailand
- 1980 Special Professor (Chemical Engineering) Faculty of Engineering Chulalongkorn University

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 Chor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares).

Details of Agenda No. 6

Information of nominated person proposed for election as director

Name	Mr. Pichet Durongkaveroj	
Director Type	- Independent Director	
Age	- 64	
Nationality	- Thai	
Educational qualifications	- Doctor's Degree in Public Policy and Management, The Wharton School of the University of Pennsylvania, USA - Master's Degree in Public Policy and Management, The Wharton School of the University of Pennsylvania, USA - Master's Degree in Applied Solar Energy, Trinity University, Texas, USA - Bachelor's Degree Electrical Engineering, The University of New South Wales, Australia	
IOD Training Program	- None	
Shareholding	- None	
Family relationship with other directors and members of management	- None	
Position in other listed companies	- None	
Position in other companies	- None	
Position in competitor companies / other companies in bank related business	- None	
Work experience	- December 2016 - July 2019 Minister of Digital Economy and Society - August 2014 - December 2016 Minister of Science and Technology - 2014 - 2016 Executive Director of National Science and Technology Development Agency (NSTDA) - 2014 Chairman of The Provincial Electricity Authority of Thailand - 2011 - 2015 Advisor of Rector King Mongkut's University of Technology Thonburi - 2009 - 2014 Secretary General of National Science Technology and Innovation Policy Office, Ministry of Science and Technology - 2004 - 2005 Director of Policy Innovation Center of King Mongkut's University of Technology Thonburi - 2003 - 2009 Executive Director of Knowledge Network Institute of Thailand, Foundation for the Promotion of Ministry of University Affairs	

- 1999 - 2001 Executive Director of Electronic Commerce Resource Center, Ministry of Science Technology and Environment
- 1993 - 1997 Executive Director of Nation Information Technology Committee Secretariat

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 Chor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares).

Details of Agenda No.7

Directors' remuneration for the year 2019

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 which are 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. The individual director's remuneration is reported to shareholders each year in the Annual Report.

There are three types of remuneration for directors in 2019, namely a monthly remuneration for a director and a committee member and an annual bonus for a director. Directors who are members of more than one committee are eligible for the committee remuneration only of the committee with the highest remuneration and directors who are executive employees of the Bank are not eligible to receive committee remuneration.

The structure and the amounts of the remuneration for directors in 2019 and 2018 are as follows:

Monthly Remuneration

	Unit: Baht	
	Monthly Remuneration	
	Year 2019	Year 2018
<u>Board of Directors</u>		
Chairman of the Board of Directors	450,000	450,000
Vice Chairman of the Board of Directors *	-	300,000
Director	250,000	250,000
<u>Committees</u>		
Chairman of the Board of Executive Directors	250,000	250,000
Chairman of the Audit Committee	50,000	50,000
Chairman of the Nomination and Remuneration Committee	50,000	50,000
Chairman of the Risk Oversight Committee	50,000	50,000
Member of Committee	50,000	50,000

Annual Bonus

	Unit: Baht	
	Annual Bonus	
	Year 2019	Year 2018
Chairman of the Board of Directors	5,000,000	5,000,000
Vice Chairman of the Board of Directors *	-	3,500,000
Chairman of the Audit Committee	3,500,000	3,500,000
Director	3,020,000	3,020,000

* Mr. Piti Sithi-Annuai has been appointed as the Chairman of the Board of Directors since 25 October 2018 and no replacement Vice Chairman of the Board of Directors has been appointed.

In 2019, the total remuneration of directors amounted to Baht 126.59 million, compared to Baht 114.98 million in 2018. Details of the remuneration for each individual director are presented under the heading of the Remuneration of the Board of Directors for 2019 and 2018 in the General Information Section of the Annual Report.

Details of Agenda No. 8

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. 2/2020 held on February 27, 2020, to request approval from the annual ordinary meeting of shareholders to appoint the auditor for the year 2020 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	-
2. Mr. Chavala Tienpasertkij	4301	-
3. Ms. Wilasinee Krishnamra	7098	4

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 4 subsidiaries of the Bank, namely BBL (Cayman) Limited, Sinnsuptawee Asset Management Company Limited, BBL Asset Management Company Limited and Bualuang Ventures 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 22,835,000 and the audit fees for special audit assignment totaling Baht 1,240,000, 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 2020 are increased from the year 2019 in 13.51%.

Unit: Baht

	Year 2020	Year 2019
Audit fees	22,835,000	19,800,000
Audit fees for special audit assignments	1,240,000	1,410,000
Total	24,075,000	21,210,000

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 agendum, 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 agendum 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 agendum. 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 Board of Executive Directors or the Independent Director 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 agendum, 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 agendum as determined by the proxy grantor. In the latter case, the shareholder is requested to indicate the desired voting for each agendum by marking one of the boxes, whether *Approve* or *Disapprove* or *Abstain*. Please note that the vote for each agendum 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 July 10, 2020 beginning at 13.00 hours at the 29th - 30th floor of the Head Office at 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 Board of Executive Directors or the Independent Director as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by July 3, 2020 -
 - (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

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

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*).

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 Board of Executive Directors or the Independent Director as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by July 3, 2020 -

- (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.

* "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 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.

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.

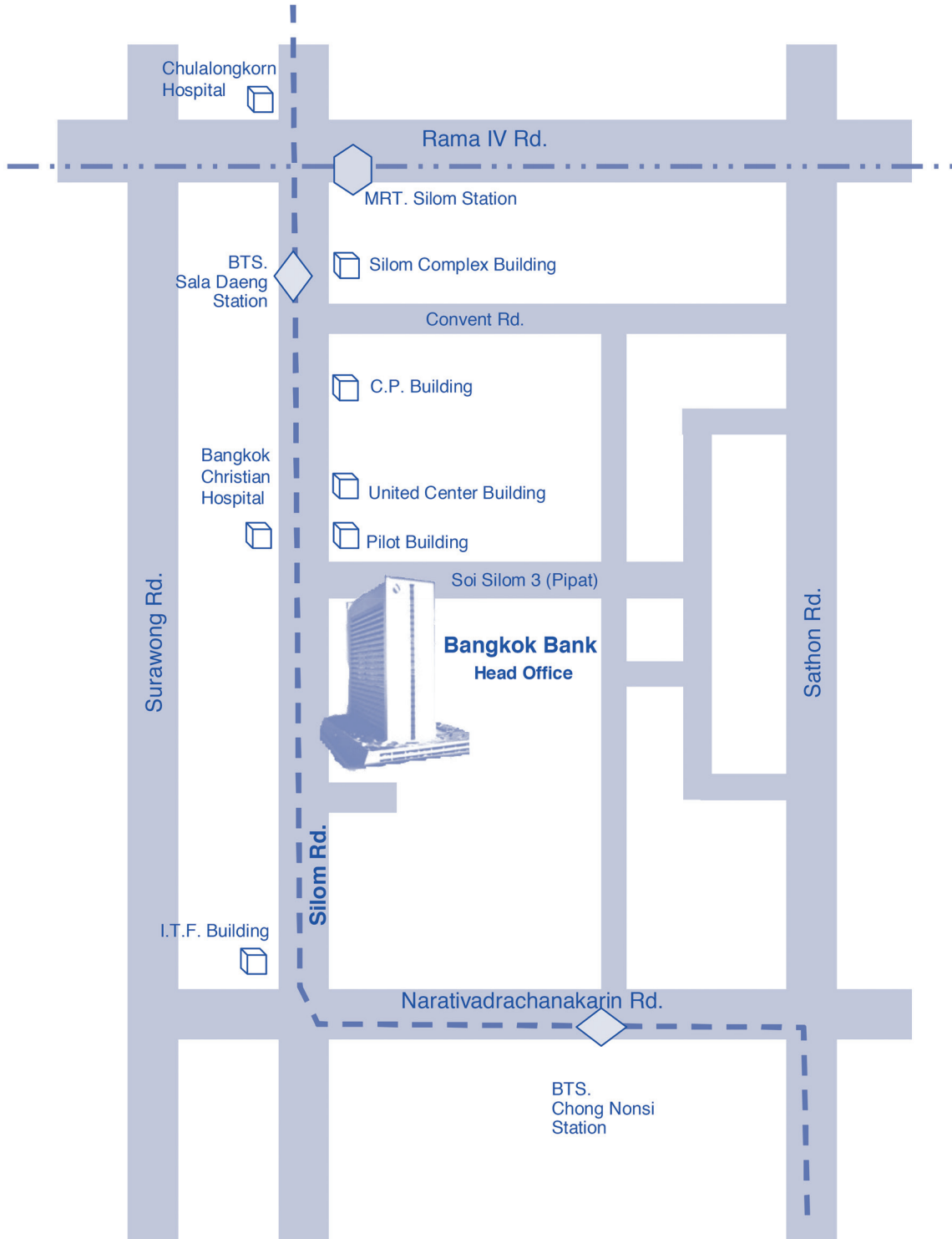
Article 49. The auditor has the duty to attend every general meeting of shareholders at which the balance sheet, the profit and loss statement and the problems relating to the accounts of the Company are to be considered in order to give explanations to the shareholders about the auditing of accounts.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

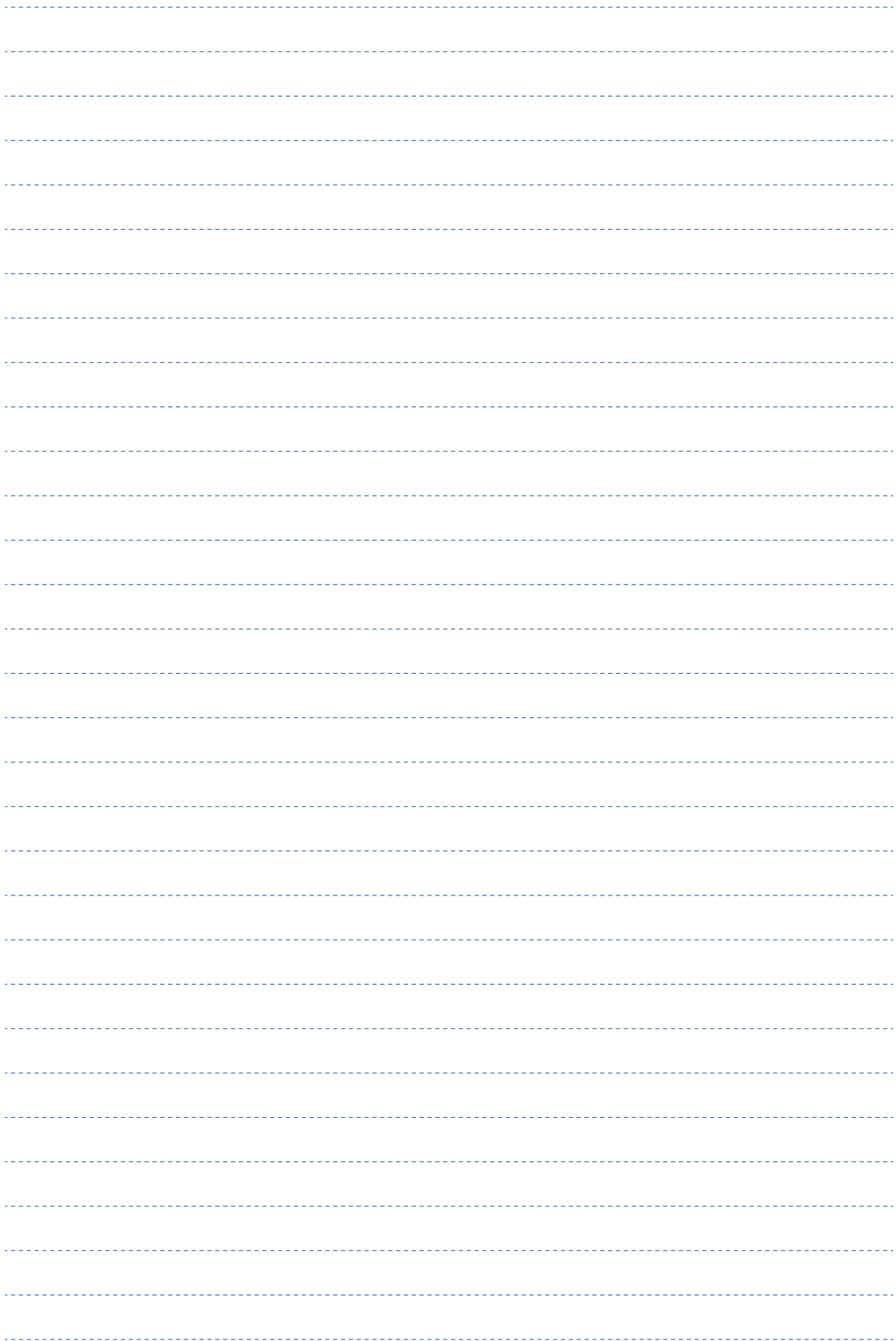
Article 50. The annual ordinary meeting of shareholders shall appoint an auditor and fix the auditing fee to be paid by the Company every year. A former auditor may be re-appointed.

Head Office

Bangkok Bank Public Company Limited

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





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