Ref: SSD./REG. 0444/2018

March 7, 2018

Re: Annual Ordinary Meeting of Shareholders

To: All Shareholders

Reference Documents:

1. Copy of the minutes of the 24th Annual Ordinary Meeting of Shareholders
2. Appropriation of profit and payment of dividend for the year 2017
3. Information of the directors retiring by rotation and proposed to be re-elected
4. Directors’ remuneration for the year 2017
5. Appointment and remuneration of auditors for the year 2018
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. Annual Report for the year 2017 in CD-ROM
2. Summary of the Financial Information from the Annual Report for the year 2017
3. 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
4. Proxy form, registration form & 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 25th Annual Ordinary Meeting of Shareholders on April 12, 2018, starting at 15.00 hrs. at the Bank’s auditorium on the 30th floor of the Head Office, 333 Silom Road, Silom Sub-district, Bangrak District, Bangkok, Thailand, to consider the following agenda:

(1) To approve the minutes of the 24th Annual Ordinary Meeting of Shareholders held on April 12, 2017
   Objective and reason: For the shareholders to consider and approve the minutes.
   Board’s recommendation: That the minutes be approved by the shareholders’ meeting.
   (Details as per Reference Document No. 1)

(2) To acknowledge the report on the results of operations for the year 2017 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 2017, which provides details on the results of the Bank’s operations and significant changes, be acknowledged.

(3) To acknowledge the report of the Audit Committee for the year 2017
   Objective and reason: To report to the shareholders on the performance of the Audit Committee during the year 2017.
   Board’s recommendation: That the report of the Audit Committee for the year 2017 be acknowledged.

(4) To approve the financial statements for the year ended December 31, 2017
   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, 2017, presenting the financial status and operating results of the Bank during the year 2017, which were audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and were considered by the Audit Committee, be approved.

(5) To approve the appropriation of profit and the payment of dividend for the year 2017 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 annual ordinary meeting of shareholders 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 2017 amounted to Baht 31,580,418,494.94, and the accumulated profit to be appropriated in this year’s annual ordinary meeting of shareholders amounted to Baht 143,490,089,283.67.

Board’s recommendation: That the shareholders’ meeting approve the appropriation of profit and the payment of dividend for the operating results of the year 2017 as follows:

1) to allocate as a legal reserve in the total amount of Baht 1,000,000,000.00, being the allocation for the period of January-June 2017 amounting to Baht 500,000,000.00 (which had already been made as per the financial statements for the period ended December 31, 2017) and for the period of July-December 2017 amounting to Baht 500,000,000.00.

2) to allocate as other reserves in the amount of Baht 5,000,000,000.00 which had already been made for the period of January-June 2017.

3) to pay dividend for the operating results of the year 2017 at the rate of Baht 6.50 per ordinary share, totaling Baht 12,407,478,811, or about 39.30 percent of the annual net profit, a part of which had been paid as interim dividend at the rate of Baht 2.00 per ordinary share on September 22, 2017, and the remaining amount be paid on May 11, 2018 at the rate of Baht 4.50 per ordinary share, provided that such remaining dividend was to be payable from retained earnings that was subject to corporate income tax at the rate of 30 percent in the amount of Baht 0.29 per share, 25 percent in the amount of Baht 0.58 per share and 23 percent in the amount of Baht 3.63 per share. The record date for determining the shareholders who have the right to receive the dividend payment shall be April 24, 2018. (Details as per Reference Document No. 2)

(6) 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 Company shall retire, 6 directors are due to retire by rotation in the annual ordinary meeting of shareholders for 2018, namely, Mr. Deja Tulananda, Mr. Kovit Poshyananda, Mr. Amorn Chandarasomboon, H.S.H. Prince Mongkolchaleam Yugala, Mr. Suvann Thansathit and Mr. Chansak Fuangfu.

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 policy, criteria and methods prescribed and is of the opinion that the said 6 retiring directors, namely, Mr. Deja Tulananda, Mr. Kovit Poshyananda, Mr. Amorn Chandarasomboon, H.S.H. Prince Mongkolchaleam Yugala, Mr. Suvann Thansathit and Mr. Chansak Fuangfu, possess suitable qualifications, with no disqualification pursuant to any relevant laws or regulations, and 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 Board (not including those with interest) recommended that all 6 directors retiring by rotation, namely, Mr. Deja Tulananda, Mr. Kovit Poshyananda, Mr. Amorn Chandarasomboon, H.S.H. Prince Mongkolchaleam Yugala, Mr. Suvann Thansathit and Mr. Chansak Fuangfu, be re-elected to the Board. In Particular, Mr. Kovit Poshyananda and H.S.H. Prince Mongkolchaleam Yugala, who are independent directors, have proved highly valuable to
management of the Bank, due to their specific knowledge and long experience in finance and corporate governance. Their views and opinion are independent, sound and beneficial and also based on 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 as per Reference Document No. 3)

(7) To acknowledge the directors’ remuneration for the year 2017

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 Mr. Suphamit Techamontrikul, certified public accountant registration no. 3356, and/or Mr. Chavalat Tienpasertkij, certified public accountant registration no. 4301, and/or Ms. Nisakorn Songmanee, certified public accountant registration no. 5035, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as auditors of the Bank for the year 2018 with the remuneration in the amount of Baht 15,780,000.00 as considered and recommended by the Audit Committee.

(Details as per Reference Document No. 5)

(9) To amend Article 31 of the Bank’s Articles of Association

Objective and reason: In order for the Bank’s Articles of Association to be in consistent with Section 100 of the Public Limited Company Act B.E. 2535 as amended by the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business.

Board’s recommendation: That the shareholders’ meeting approve the amendment Article 31 of the Bank’s Articles of Association as follows:

From

“Article 31. The shareholders holding not less than one-fifth of the total number of shares sold, or shareholders of not less than twenty-five in number whose shares are in total not less than one-tenth of the total number of shares sold, may submit a written request signed by them to ask the Board of Directors to call an extraordinary meeting of shareholders at any time, provided that they shall clearly state their reasons in such request. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within one month from the date of receipt of such request from the shareholders.”

To

“Article 31. Any one or more shareholders holding altogether not less than ten (10) percent of the total number of shares sold may submit a written request signed by them to ask the Board of Directors to call an extraordinary meeting of shareholders at any time, provided that they shall clearly state their reasons in such written request. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

Where the Board of Directors have not arranged for such requested meeting within the period specified in the first paragraph, such shareholders signing the request or any other shareholders altogether holding the number of shares as so prescribed may themselves call a meeting within forty-five (45) days from the expiry date of the period specified in
the first paragraph. In this case, such meeting shall be considered as duly called by the Board of Directors, and the Company shall bear the expenses necessarily incurred from the arrangement for such meeting and shall facilitate the said arrangement as appropriate. Where it appears that, in any meeting of shareholders called by the shareholders in accordance with the second paragraph, the number of shareholders attending the meeting is not sufficient to form a quorum as prescribed in Article 33, those shareholders under the second paragraph shall jointly reimburse all the expenses incurred from the arrangement for such meeting to the Company.”

(10) Other Business

The record date for determining the shareholders who have the right to attend and vote at the 25th Annual Ordinary Meeting of Shareholders shall be March 8, 2018.

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 registration form 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. 4 and Reference Document No. 6) at the registration desk on the 29th 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.ram@bbl.co.th or by mailing to Bangkok Bank Public Company Limited, 25th Floor, 333 Silom Road, Silom Sub-District, Bangrak District, Bangkok 10500, or fax to 0-2231-4890. Please also provide the contact information of the shareholder together with such question(s).

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 2017 in publication form, please contact 02 230-1477-8, 02 230-1784.
The Meeting was convened at 15.10 hrs.

As Mr. Chatri Sophonpanich, Chairman of the Board of Directors, was unable to attend the meeting, Mr. Piti Sithi-Amnuai, Vice Chairman of the Board of Directors, presided as Chairman of the Meeting (Chairman).

Mr. Apichart Ramyarupa, the Corporate Secretary (Secretary) reported that the 24th Annual Ordinary Meeting of Shareholders (Meeting) was attended by 8,990 shareholders or their representatives, collectively accounting for 910,482,253 shares or 47.70 percent of the total 1,908,842,894 shares that have been issued and paid-up, thus constituting a quorum pursuant to the Articles of Association of the Bank.

The Meeting was attended by directors and senior executives of the Bank and the auditors as follows:

The directors who attended the Meeting:

1. Mr. Piti Sithi-Amnuai  
   Vice Chairman of the Board of Directors
2. Mr. Deja Tulananda  
   Chairman of the Board of Executive Directors
3. Admiral Prachet Siridej  
   Independent Director and Chairman of the Audit Committee
4. Mr. Kovit Poshyananda  
   Independent Director and Chairman of the Nomination and Remuneration Committee
5. Mr. Singh Tangtatwas  
   Chairman of the Risk Management Committee and Member of the Board of Executive Directors
6. Mr. Charn Sophonpanich  
   Member of the Risk Management Committee
7. Mr. Amorn Chandarasomboon  
   Member of the Board of Executive Directors, the Risk Management Committee and the Nomination and Remuneration Committee
8. H.S.H. Prince Mongkolchuleam Yugala  
   Independent Director and Member of the Audit Committee
9. Mrs. Gasinee Witoonchart  
   Independent Director and Member of the Audit Committee
10. Mr. Arun Chirachavala  
    Independent Director and Member of the Audit Committee
11. Mr. Pailin Chuchottaworn  
    Director
12. Mr. Chartsiri Sophonpanich  
    President and Member of the Board of Executive Directors
13. Mr. Suvarn Thansathit  
    Senior Executive Vice President, Member of the Board of Executive Directors and the Risk Management Committee
14. Mr. Chansak Fuangfu  
    Senior Executive Vice President
15. Mr. Thaweelap Rittapirrom  
    Executive Vice President in charge of Product and Distribution Department and Credit Card Division

Senior executives who attended the Meeting:

1. Mr. Boomsong Bunyasaranand  
   Senior Executive Vice President, Manager of Treasury Division
2. Miss Suteera Sripaibulya  
   Senior Executive Vice President, Manager of Technology Division
3. Mr. Virasak Sutanthavibul  
   Senior Executive Vice President in charge of Commercial Banking
4. Mr. Siridej Aungudomsin
Senior Executive Vice President in charge of Business Banking

5. Mrs. Ruchanee Nopmuang
Senior Executive Vice President in charge of General Management & Human Resources Division

6. Mr. Chaipayat Anuchitworawong
Senior Executive Vice President, Co-Head of International Banking Group, Manager of International Branch Division, and in charge of Projects & Investor Relations

The auditors from Deloitte Touche Tohmatsu Jaivos Audit Co., Ltd. who attended the meeting:

1. Mr. Suphamit Techamontrikul
2. Mrs. Nisakorn Songmanee
3. Mrs. Wilasinee Krishnamra

Prior to the consideration of the agenda, the Secretary explained the procedures regarding voting, counting of votes and reporting of the voting result on each agenda as follows.

For the purpose of voting, each ordinary share or preferred share shall be counted as one vote. If any shareholder has interests in any matter on which the Meeting shall pass a resolution, such shareholder shall not have the right to vote on such matter, except to vote on the election of directors.

In voting on each agenda, the Chairman shall inquire whether any shareholder wishes to cast a dissenting vote or to abstain from voting. In the event a shareholder wishes to cast a dissenting vote or to abstain from voting, such shareholder is requested to identify oneself, to indicate their vote on the ballot received during registration and to sign the ballot. A Bank officer will collect such ballots for the counting of votes.

In counting the votes, only the dissenting votes and the abstentions indicated on the proxy forms and the ballots will be counted. The total of such votes will be subtracted from the votes of the total number of shares of those shareholders attending the Meeting and the remaining number of votes will be considered as voting for the approval of such agenda. At the end of the meeting, shareholders are requested to return unused ballots to meeting attendants before leaving the meeting room.

The results of the voting for every agenda for which voting was required shall be announced in the next agenda.

A panel of three witnesses for the counting of votes was appointed, one of whom was a representative from the audit firm of the Bank, namely, Mrs. Wilasinee Krishnamra, and the other two witnesses were selected by the Chairman from the shareholders who volunteered, namely, Mrs. Oranut Charoenchaipruksa and Mr. Amorn Vikrompanitkul.

The Secretary informed the Meeting that the Bank had provided shareholders with the opportunity to propose items to be included on the agenda of the Meeting, to nominate candidates for bank directorship, and to submit questions in advance about any meeting agenda prior to the Meeting. There were no proposals from any shareholder.

The Chairman stated that as the number of shareholders in attendance and the number of shares held by such shareholders constituted a quorum, the Meeting could proceed.

Agenda No. 1
Approval of the Minutes of the 23rd Annual Ordinary Meeting of Shareholders held on April 12, 2016

The Chairman requested the Meeting to consider and approve the Minutes of the 23rd Annual Ordinary Meeting of Shareholders held on April 12, 2016 as presented on pages 5 - 17 of the Notice of the Meeting which had been sent to each shareholder.

The Chairman asked if any shareholder would like to propose any changes to the Minutes.

There were no proposals from the Meeting.

The Chairman then proposed that the Meeting consider and approve the Minutes of the 23rd Annual Ordinary Meeting of Shareholders held on April 12, 2016.

The Meeting approved the Minutes of the 23rd Annual Ordinary Meeting of Shareholders held on April 12, 2016 with the following votes:
- Approved 910,689,479 votes or 100.00% of all the votes cast by the shareholders who attended the meeting
- Disapproved 100 votes or 0.00% of all the votes cast by the shareholders who attended the meeting
- Abstained 1,123,793 votes
- Invalid ballots 0 votes

**Agenda No. 2**

**Acknowledgement of the report on the results of operations for the year 2016 as presented in the Annual Report**

The Chairman requested the Meeting to acknowledge the report on the results of operations for the year 2016, and the significant developments during the year, as presented on pages 10 - 54 of the 2016 Annual Report which had been sent to each shareholder with the Notice of the Meeting. The Chairman requested Mr. Singh Tangtatswas, Member of the Board of Executive Directors, to summarize the report on the results of operations.

Mr. Singh summarized the report on the results of operations for 2016 as follows.

Bangkok Bank and its subsidiaries reported their consolidated financial position as of December 31, 2016 with total assets amounting to Baht 2,944,230 million, an increase of 3.8 percent from the previous year. Lending grew by 3.9 percent to Baht 1,941,993 million, mainly from growth in loans to large corporates and medium-sized businesses, consumers, and loans made through the Bank’s international network. Total liabilities amounted to Baht 2,564,985 million, an increase of 3.7 percent, mainly from growth in deposits which rose by Baht 87,176 million, mainly from savings deposits. Shareholders’ equity amounted to Baht 379,016 million, an increase of Baht 17,184 million or 4.7 percent, due mainly to the net profit for 2016 of Baht 31,815 million, net of two dividend payments during 2016 totaling Baht 12,022 million. These consisted of the final dividend payment for the 2015 performance of Baht 8,310 million (Baht 4.50 per share) and the interim dividend payment from the net profit from operations in the first half of 2016 of Baht 3,712 million (Baht 2.00 per share).

For the year 2016, the Bank generated an operating income of Baht 105,858 million, an increase of 3.0 percent from the previous year. Significant items included an increase in net interest income resulting from its capability in management of assets and liabilities, while non-interest income, which included gains on disposal of assets and gains on investments, which decreased due to market volatility and economic slowdown during the year. Impairment loss for loans and debt securities rose in line with the Bank’s prudent approach of continually setting aside provisions for loan losses, coupled with asset quality management. As a result, the Bank’s net profit of Baht amount to 31,815 million.

In addition, Mr. Singh informed the Meeting of the Bank’s anti-corruption policy. He said that the Bank has always been committed in its anti-corruption efforts. It has therefore established an anti-corruption policy, published it on the Bank’s website, and included it in its business ethics and code of conduct. The Bank values integrity in performing duties, and has continued to attach such attribute as an integral part of its staff training courses. The Bank also consistently cooperates and supports the anti-corruption measures of both public and private sectors. It has been accepted as a member of the Private Sector Collective Action Coalition Against Corruption (CAC).

The Chairman invited shareholders for questions and comments.

There were no questions and comments from the Meeting.

The Chairman proposed that the Meeting acknowledge the report.

The Meeting acknowledged the report on the results of operations for the year 2016.

**Agenda No. 3**

**Acknowledgement of the Report of the Audit Committee for the year 2016**

The Chairman requested the Meeting to acknowledge the Report of the Audit Committee for the year 2016 as presented on pages 104 - 105 of the 2016 Annual Report which had been sent to each shareholder with the Notice of the Meeting.

The Chairman invited shareholders for questions and comments.

There were no questions and comments from the Meeting.

The Chairman proposed that the Meeting acknowledge the report.
The Meeting acknowledged the Report of the Audit Committee for the year 2016.

**Agenda No. 4**  
**Approval of the Financial Statements for the year ended December 31, 2016**

The Chairman requested the Meeting to approve the Financial Statements for the year ended December 31, 2016, presenting the financial status and operating results of the Bank during the year 2016, which were audited by the auditor of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and were considered by the Audit Committee. Details were presented on pages 106 - 203 of the 2016 Annual Report which was sent to each shareholder with the Notice of the Meeting.

The Chairman invited shareholders for questions and comments.

A shareholder asked why total gross income and net profit decreased whereas loans increased. This also happened in the previous year when the Bank’s assets increased but net profit decreased.

The President explained that economic growth in Thailand and elsewhere in the world had slowed down to a certain extent in the past two years. The Bank therefore took a cautious approach to lending. Furthermore, interest rates remained low thus affecting profitability, while the Bank tried to maintain its profitability at a certain level. The Bank was prudent in its approach to business and set aside appropriate provisions in accordance with the situation.

A shareholder mentioned that other operating expenses in the financial statement on page 46 indicated that other expenses increased from about Baht 7,600 million to about Baht 12,000 million with an explanation that it was mainly because of “an increase in other expenses due predominantly to provisions for contingencies”. The shareholder asked the Management to explain this point in an easier-to-understand language.

The President explained that an increase in other expenses resulted from provisioning for a guarantee obligation to the value of about Baht 3,000 million.

A shareholder asked about the development of the case in which the Bank was required by the National Broadcasting and Telecommunications Commission (NBTC) to honor its commitment as a guarantor to pay the digital television license fee on behalf of a licensee which had ceased operations. He asked whether the Bank had already provisioned for this obligation and reported the item in its financial statement.

The President explained that the Bank had complied with the obligation to the NBTC by making payment in part as demanded by the NBTC’s timeframe and had set aside provision for the item.

A shareholder asked why the cost-to-operating income ratio in 2016 increased to 47.7 percent, and whether the Bank would reduce the number of branches. If so, by what proportion would the Bank reduce its branches?

The President explained that the Bank had 1,157 branches in the country and 32 branches overseas. So far, the Bank took a cautious approach in its plans for opening new branches. In 2017, the Bank would open new branches at a slower rate, or about 10 - 20 branches, depending on the timing, suitability and assessment of the potential of the locations for establishing branches. In addition, the Bank increased the services through electronic and other channels. The proportion of transactions via electronic and other channels rose at a faster pace than branch transactions, and the Bank tried to provide a balance between the provision of services via branches and electronic channels.

As for the shareholder’s question about the 47.7 percent increase in the cost-to-operating income, this was partly due to the provision for guarantee obligation as already mentioned.

There were no further questions and comments from the Meeting.

The Chairman proposed that the Meeting approve the audited Financial Statement for the year ended December 31, 2016 of the Bank.

The Meeting approved the audited Financial Statements for the year ended December 31, 2016 with the following votes:

- Approved 912,987,773 votes or 100.00% of all the votes cast by the shareholders who attended the meeting
- Disapproved 5,400 votes or 0.00% of all the votes cast by the shareholders who attended the meeting
- Abstained 1,251,790 votes
- Invalid ballots 0 votes
Agenda No. 5
Approval of the appropriation of profit and the payment of dividends for the year 2016

The Chairman informed the Meeting that the net profit of the Bank in 2016 amounted to Baht 28,479,275,983.83 and requested the Meeting to consider and approve the appropriation of profit and the payment of dividends for the operating results of the year 2016, as presented on page 18 of the Notice of the Meeting, as follows.

1. Allocation as a legal reserve the total amount of Baht 1,000 million, being the allocation for the period of January-June 2016 amounting to Baht 500 million (which had already been made as per the financial statements for the period ended December 31, 2016) and for the period of July-December 2016 amounting to Baht 500 million.

2. Allocation as other reserves the amount of Baht 5,000 million which had already been made for the period of January-June 2016.

3. Dividend payment for the operating results of the year 2016, as derived from retained earnings that were subject to corporate income tax of 30 percent, at the rate of Baht 6.50 per ordinary share, totaling Baht 12,407,478,811.00 or about 43.57 percent of the annual net profit, a part of which had been paid as interim dividend at the rate of Baht 2.00 per ordinary share on September 23, 2016, and the remaining amount to be paid on May 11, 2017 at the rate of Baht 4.50 per ordinary share. The cutoff date for determining the shareholders who have the right to receive the dividend payment shall be April 24, 2017 and the share registration book shall be closed on April 25, 2017 for compiling the list of shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 as amended.

The Chairman invited shareholders for questions and comments.

There were no questions or comments from the Meeting.

The Chairman proposed that the Meeting approve the appropriation of profit and the payment of dividends for the year 2016.

The Meeting approved the appropriation of profit and the payment of dividends for the year 2016 as proposed with the following votes:

- Approved 913,161,729 votes or 100.00% of all the votes cast by the shareholders who attended the meeting
- Disapproved 8,370 votes or 0.00% of all the votes cast by the shareholders who attended the meeting
- Abstained 1,077,150 votes
- Invalid ballots 0 votes

Agenda No. 6
Election of Directors replacing those retiring by rotation

The Chairman requested the shareholders to elect directors in place of those retiring by rotation with details as follows.

According to Article 17 of the Articles of Association of the Bank, one-third of the total number of the directors of the Bank shall retire at every annual ordinary meeting of shareholders. The six directors due to retire by rotation in the Annual Ordinary Meeting of Shareholders for 2017 were Admiral Prachet Siridet, Mr. Singh Tangtatswas, Mr. Charn Sophonpanich, Mr. Arun Chirachavala, Mr. Chartsiri Sophonpanich, and Mr. Thaweelap Ritapirom. The Nomination and Remuneration Committee 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 policy, criteria and methods prescribed, and was of the opinion that the said six retiring directors possessed suitable qualifications, with no disqualifications pursuant to any relevant laws or regulations. The retiring directors had the knowledge, skills and expertise in specific areas that would benefit the Bank’s business and possessed high business ethics, vision and a positive attitude towards the Bank, as well as the willingness to fully perform their assigned duties. The retiring directors’ performance of their duties as the Bank’s directors had so far been highly beneficial as reflected in the Bank’s operating results. Besides, Independent Directors were able to express their opinions independently and pursuant to relevant principles. Furthermore, the Bank of Thailand approved the nomination of the six retiring directors. Therefore, the Board of Directors recommended that all six directors retiring by rotation be re-elected to the Board for another term. The information about each of the directors retiring by rotation and proposed to be re-elected is presented on pages 19 - 28 of the Notice of the Meeting.
The Chairman invited shareholders for questions and comments.

A shareholder asked the Nomination and Remuneration Committee whether the Bank specified the number of years of tenure for Independent Directors, and how Independent Directors could contribute to the operations of the Bank.

The Chairman of the Nomination and Remuneration Committee clarified that the Bank did not specify the years of tenure for Independent Directors, and in proposing the re-election of each Independent Director the Bank would consider their contribution to achieving results for the Bank.

There were no further questions and comments from the Meeting.

The Chairman proposed that the Meeting consider the re-election of the directors, and requested the Meeting to conduct the voting for the re-election of each director individually.

The Meeting approved the re-election of Admiral Prachet Siridej, Mr. Singh Tangtatswas, Mr. Charn Sophonpanich, Mr. Arun Chirachavala, Mr. Chatsiri Sophonpanich, and Mr. Thaweelap Rittapirom as directors for another term with the following votes:

<table>
<thead>
<tr>
<th>Director</th>
<th>Votes</th>
<th>Percentage</th>
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<tbody>
<tr>
<td><strong>Admiral Prachet Siridej</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Approved</td>
<td>831,523,080</td>
<td>91.06%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>81,636,445</td>
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<td>Abstained</td>
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<td></td>
</tr>
<tr>
<td>Invalid ballots</td>
<td>21,000</td>
<td></td>
</tr>
</tbody>
</table>

| **Mr. Singh Tangtatswas** |       |            |
| Approved                  | 828,128,509 | 90.69%     |
| Disapproved               | 85,011,436  | 9.31%      |
| Abstained                 | 1,130,950   |            |
| Invalid ballots           | 0          |            |

| **Mr. Charn Sophonpanich** |       |            |
| Approved                  | 821,477,001 | 89.96%     |
| Disapproved               | 91,697,044  | 10.04%     |
| Abstained                 | 1,096,850   |            |
| Invalid ballots           | 0          |            |

| **Mr. Arun Chirachavala** |       |            |
| Approved                  | 864,774,875 | 94.70%     |
| Disapproved               | 48,357,570  | 5.30%      |
| Abstained                 | 1,138,450   |            |
| Invalid ballots           | 0          |            |

| **Mr. Chatsiri Sophonpanich** |       |            |
| Approved                  | 856,502,176 | 93.80%     |
| Disapproved               | 56,572,551  | 6.20%      |


- Abstained 1,196,168 votes
- Invalid ballots 0 votes

- Mr. Thueeap Ritapirom
  - Approved 844,500,671 votes or 92.50% of all the votes cast by the shareholders who attended the meeting
  - Disapproved 68,514,454 votes or 7.50% of all the votes cast by the shareholders who attended the meeting
  - Abstained 1,255,770 votes
  - Invalid ballots 0 votes

### Agenda No. 7

#### Election of additional directors

The Chairman informed the Meeting that to ensure that the Board of Directors consists of directors who are knowledgeable and equipped with experience and expertise in various fields, the Nomination and Remuneration Committee considered that it is appropriate to increase the number of directors and independent directors. The Nomination and Remuneration Committee searched for suitable persons to be nominated for appointment as additional directors in accordance with the policy, criteria and methods prescribed, and nominated Mr. Charamporn Jotikasthira to be elected as a director and Mr. Chokechhai Niljianskul as an independent director. The two nominated persons possess suitable qualifications, with no disqualification pursuant to any relevant laws or regulations. Mr. Charamporn Jotikasthira has knowledge and expertise in technology field and experience in banking industry and management of large corporations. Mr. Chokechhai Niljianskul has knowledge and expertise in law and financial business. Mr. Chokechhai Niljianskul is qualified to be an independent director pursuant to the definition of independent director of the Bank, and is able to provide his independent point of views in accordance with the relevant regulations.

Therefore, the Board recommended that the Meeting elect Mr. Charamporn Jotikasthira to be a director and Mr. Chokechhai Niljianskul to be an independent director as proposed by the Nomination and Remuneration Committee. The information about education and work experience of the nominated persons was presented on pages 30 - 32 of the Notice of the Meeting.

The Chairman invited shareholders for questions and comments.

There were no questions and comments from the Meeting.

The Chairman proposed that the Meeting approve the election of Mr. Charamporn Jotikasthira to be a director and Mr. Chokechhai Niljianskul to be an independent director of the Bank by voting on each person individually.

The Meeting approved the election of Mr. Charamporn Jotikasthira to be a director and Mr. Chokechhai Niljianskul to be an independent director of the Bank with the following votes:

- **Mr. Charamporn Jotikasthira**
  - Approved 826,698,289 votes or 90.53% of all the votes cast by the shareholders who attended the meeting
  - Disapproved 86,481,556 votes or 9.47% of all the votes cast by the shareholders who attended the meeting
  - Abstained 1,091,450 votes
  - Invalid ballots 0 votes

- **Mr. Chokechhai Niljianskul**
  - Approved 863,950,505 votes or 94.62% of all the votes cast by the shareholders who attended the meeting
  - Disapproved 49,144,920 votes or 5.38% of all the votes cast by the shareholders who attended the meeting
  - Abstained 1,175,870 votes
  - Invalid ballots 0 votes
Agenda No. 8
Acknowledgement of directors’ remuneration

The Chairman requested the Meeting to acknowledge the directors’ remuneration in 2016 which was in line with the remuneration framework as proposed by the Nomination and Remuneration Committee, details of which were presented on page 33 of the Notice of the Meeting.

Furthermore, the Meeting was informed of the remuneration in 2016 of the directors and the executives with management authority and their directorship in other companies as required to be disclosed by the Bank of Thailand, the details of which were presented on page 206 and pages 86 - 100 of the 2016 Annual Report.

The Chairman invited shareholders for questions and comments.

There were no questions and comments from the Meeting.

The Chairman proposed that the Meeting acknowledge the directors’ remuneration.

The Meeting acknowledged the directors’ remuneration.

Agenda No. 9
Appointment of the auditors and the determination of the remuneration of the auditors for the year 2017

The Chairman stated that 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 remuneration to be paid by the Bank each year, the Audit Committee considered and evaluated the quality of the work of the auditor in 2016 and reviewed the suitability as well as assessed the independence and the qualifications of the said auditor according to the established criteria. The Audit Committee was of the opinion that the auditor of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. was suitable to be re-appointed as the auditor of the Bank. The Board of Directors therefore recommended that the Meeting approve the appointment of Mr. Suphamit Techamonthrikul, certified public accountant registration no. 3356, and/or Mr. Chavala Tienпасertkij, certified public accountant registration no. 4301, and/or Mrs. Nisakorn Songmanee, certified public accountant registration no. 5035, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as auditors of the Bank for 2017, with total remuneration of Baht 15,330,000, and that the Bank’s management be authorized to consider and approve additional fees as appropriate if the Bank requests the auditors to perform other functions. The details of the appointment and the remuneration of the auditors for 2017 were presented on page 34 of the Notice of the Meeting.

The Chairman invited shareholders for questions and comments.

There were no questions and comments from the Meeting.

The Chairman proposed that the Meeting approve the appointment and the remuneration of the auditors for 2017 and authorize the Bank’s management to consider and approve additional fees as appropriate if the Bank were to request the auditors to perform other functions.

The Meeting approved the appointment of Mr. Suphamit Techamonthrikul, certified public accountant registration no. 3356, and/or Mr. Chavala Tienпасertkij, certified public accountant registration no. 4301, and/or Mrs. Nisakorn Songmanee, certified public accountant registration no. 5035, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as auditors of the Bank for 2017, with remuneration of Baht 15,330,000 and authorized the Bank’s management to consider and approve additional fees as appropriate if the Bank were to request the auditors to perform other functions with the following votes:

- Approved 911,407,806 votes or 99.94% of all the votes cast by the shareholders who attended the meeting
- Disapproved 577,720 votes or 0.06% of all the votes cast by the shareholders who attended the meeting
- Abstained 2,285,770 votes
- Invalid ballots 0 votes
Agenda No. 10
Other Business

The Chairman invited shareholders to express their opinions and suggestions on various matters.

A shareholder asked about the Bank’s policy for marketing and growing income from internet banking and credit card services, and opined that the Bank’s agricultural loan project was a good project which should be promoted to a wider circle of farmers. The Bank should also run a project to promote fintech start-ups with smartphone applications, which are popular among teenagers.

The President explained that the Bank realized the significance of internet and mobile banking as important channels for customers to connect with the Bank conveniently and quickly, and the Bank continued to improve features of their internet and mobile banking services. The Bank also played a leading role in providing certain functions on their mobile banking service, for example, transferring funds using mobile phone numbers to users and non-users of Bualuang mBanking, and mAlert, a push notification which keeps customers up-to-date with their account movements.

Regarding the credit card business, the Bank designed programs to promote spending by various target customer groups. The Bank’s strategy was to offer benefits to cardholders, particularly those relating to everyday spending, including petrol stations, restaurants, golf courses, hospitals, and movie theaters.

Moreover, the Bank allocated advertisements to promote its products and services to customers.

With regard to the Modern Agriculture project which had been a major focus of the late chairman of the Executive Directors (Mr. Kosit Panpiemras) for nearly 20 years, and which was inspired and initiated by Mr. Boonchu Rojanastien, a former President of the Bank, the Bank remains committed to the project, particularly in provincial areas. The Bank continued to support farmers to improve their farming practices, and encouraged them to build and form their networks, which would be essential for the sustainable growth of agricultural businesses.

The Bank also attached importance to start-ups and established teams to support various groups of start-ups, both fintech and non-fintech. This year the Bank would be running an Accelerator Program focusing on fintech start-ups with innovation in payment, artificial intelligence and data analysis.

A shareholder asked about a branch in the Meng Jai area where the building had been demolished and whether the Bank would renovate the building or relocate the branch to a new area, the Bank’s policy on digital technology, direction for preventing non-performing loans from increasing, and the level of properties for sale at present.

Mr. Suvarn Thansathit, Director & Senior Executive Vice President, explained that the owner of the land on which Meng Jai branch had been located terminated the rent contract, and the Bank would evaluate the suitability of relocating the branch to a nearby location.

Regarding non-performing loans, the Bank always placed importance on managing troubled loans and rehabilitating customers’ troubled businesses. At present, the Bank had a Special Asset Management unit which was established during the 1997 financial crisis for solving non-performing loans. The Bank also emphasized that its customer relations units should closely work with customers to provide support needed in times of economic slowdown.

At present, the Bank had properties for sale of about Baht 20,000 million and the inventory continues to decrease.

The President further explained that as the state of the economy was an important factor affecting the quality of loans, the Bank had therefore closely monitored economic trends both inside and outside the country. The Bank continued to set aside provisions for potential non-performing loans, to strive to prevent non-performing loans from occurring, and to work to rehabilitate existing non-performing loans.

Regarding digital technology, the Bank would continue to improve internal operations using digital systems and processes. This would enable the Bank to connect with, access, and provide good service to customers in a more convenient, quick, efficient and market-oriented fashion.
There being no further questions, the Chairman thanked the shareholders and declared the Meeting closed. The Meeting was closed at 17.20 hrs.

Certified as correct

----End----

(Mr. Fiti Sithi-Ammuaj)
Vice Chairman of the Board of Directors
Chairman of the Meeting

(Mr. Apichart Ramyarupa)
Corporate Secretary

----End----
Details of Agenda No. 5

Appropriation of profit and payment of dividend for the year 2017

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 2017, the net profit from operations of the Bank amounted to Baht 31,580,418,494.94. The Board of Directors appropriated a part of the profit in the first half ending June 2017 and passed a resolution to submit to the appropriation of profit for 2017 to the meeting of shareholders for consideration as follows:

<table>
<thead>
<tr>
<th>Year</th>
<th>Net profit for the year</th>
<th>Baht</th>
</tr>
</thead>
<tbody>
<tr>
<td>Year 2017</td>
<td>31,580,418,494.94</td>
<td></td>
</tr>
<tr>
<td>Year 2016</td>
<td>28,479,275,983.83</td>
<td></td>
</tr>
</tbody>
</table>

### Appropriation

<table>
<thead>
<tr>
<th></th>
<th>Year 2017</th>
<th>Year 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Legal reserve</td>
<td>Baht 1,000,000,000.00</td>
<td>Baht 1,000,000,000.00</td>
</tr>
<tr>
<td>Other reserve</td>
<td>Baht 5,000,000,000.00</td>
<td>Baht 5,000,000,000.00</td>
</tr>
<tr>
<td>Dividend on ordinary shares at Baht 6.50 per share</td>
<td>Baht 12,407,685,788.00</td>
<td>Baht 12,407,685,788.00</td>
</tr>
<tr>
<td>Interim dividend at Baht 2.00 per share</td>
<td>Baht 3,817,685,788.00</td>
<td>Baht 3,817,685,788.00</td>
</tr>
<tr>
<td>Final dividend at Baht 4.50 per share</td>
<td>Baht 8,589,793,023.00</td>
<td>Baht 8,589,793,023.00</td>
</tr>
</tbody>
</table>

| Dividend payout as percentage of net profit | 39.30 | 43.57 |
Details of Agenda No. 6

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Deja Tulananda</th>
</tr>
</thead>
<tbody>
<tr>
<td>Position</td>
<td>- Chairman of the Board of Executive Directors</td>
</tr>
<tr>
<td>Date of appointment to the Board</td>
<td>26 March 1991</td>
</tr>
<tr>
<td>Years of directorship</td>
<td>27</td>
</tr>
<tr>
<td>Age</td>
<td>83</td>
</tr>
<tr>
<td>Nationality</td>
<td>Thai</td>
</tr>
</tbody>
</table>
| 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, Furukawa Metal (Thailand) 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
- 23 March 2017 - Present  Chairman, Board of Executive Directors, Bangkok Bank Public Company Limited
- 1991 - Present  Director, 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 2017
- Shareholders’ Meeting  1 out of 1
- Board of Directors’ Meeting  12 out of 12
- Board of Executive Directors’ Meeting  98 out of 100
Details of Agenda No. 6

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Kovit Poshyananda</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Position</strong></td>
<td>- Independent Director</td>
</tr>
<tr>
<td></td>
<td>- Chairman of the Nomination and Remuneration Committee</td>
</tr>
<tr>
<td><strong>Date of appointment to the Board</strong></td>
<td>11 April 2003</td>
</tr>
<tr>
<td><strong>Years of directorship</strong></td>
<td>15</td>
</tr>
<tr>
<td><strong>Age</strong></td>
<td>82</td>
</tr>
<tr>
<td><strong>Nationality</strong></td>
<td>Thai</td>
</tr>
<tr>
<td><strong>Educational qualifications</strong></td>
<td>- Honorary Doctorate Degree in Economics, Chulalongkorn University</td>
</tr>
<tr>
<td></td>
<td>- Master’s Degree and Doctorate Degree in Economics, Cornell University, USA</td>
</tr>
<tr>
<td></td>
<td>- Bachelor of Arts (Honors), Cambridge University, UK</td>
</tr>
<tr>
<td></td>
<td>- Diploma, National Defence College, The National Defence Course, Class 30</td>
</tr>
<tr>
<td><strong>IOD Training Program</strong></td>
<td>- The Role of Chairman Program (RCP), Class 15/2007</td>
</tr>
<tr>
<td></td>
<td>- Director Accreditation Program (DAP), Class 2/2003</td>
</tr>
<tr>
<td><strong>Shareholding</strong></td>
<td>None</td>
</tr>
<tr>
<td><strong>Family relationship with other directors and members of management</strong></td>
<td>None</td>
</tr>
<tr>
<td><strong>Position in other listed companies</strong></td>
<td>2 companies</td>
</tr>
<tr>
<td></td>
<td>- Chairman, Sansiri Public Company Limited</td>
</tr>
<tr>
<td></td>
<td>- Chairman, Audit Committee and Independent Director, Shangri-la Hotel Public Company Limited</td>
</tr>
<tr>
<td><strong>Position in other companies</strong></td>
<td>1 company</td>
</tr>
<tr>
<td></td>
<td>- Director, Group 30 Company Limited</td>
</tr>
<tr>
<td><strong>Position in competitor companies / other companies in bank related business</strong></td>
<td>None</td>
</tr>
<tr>
<td><strong>Work experience</strong></td>
<td>2004 - Present Chairman, Nomination and Remuneration Committee, Bangkok Bank Public Company Limited</td>
</tr>
<tr>
<td></td>
<td>April 2003 - Present Independent Director, Bangkok Bank Public Company Limited</td>
</tr>
<tr>
<td></td>
<td>Present Chairman, Rajapark Institute Council</td>
</tr>
<tr>
<td></td>
<td>Present Vice Chairman, Walailak University Council, Walialak University</td>
</tr>
<tr>
<td></td>
<td>Present Director, Office of the Council States of Thailand</td>
</tr>
<tr>
<td></td>
<td>2007 - 2014 Director, Office of Insurance Commission</td>
</tr>
</tbody>
</table>
2000 - 2016 Chairman, Audit Committee and Independent Director, Furukawa Metal (Thailand) Public Company Limited
- 2001 - 2016 Chairman, Audit Committee and Independent Director, Glow Energy Public Company Limited
- 2001 - 2016 Director, Glow SPP 2 Company Limited
- 2001 - 2016 Director, Glow SPP 3 Company Limited

Meeting attendance in 2017
- Shareholders’ Meeting 1 out of 1
- Board of Directors’ Meeting 12 out of 12
- Nomination and Remuneration Committees’ Meeting 10 out of 10

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 Re: Application for and Approval of Offer for Sale of Newly Issued Shares)
### Details of Agenda No. 6

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Amorn Chandarasomboon</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Position</strong></td>
<td></td>
</tr>
<tr>
<td>- Member of the Board of Executive Directors</td>
<td></td>
</tr>
<tr>
<td>- Member of the Nomination and Remuneration Committee</td>
<td></td>
</tr>
<tr>
<td>- Member of the Risk Management Committee</td>
<td></td>
</tr>
<tr>
<td><strong>Date of appointment to the Board</strong></td>
<td>20 April 1988</td>
</tr>
<tr>
<td><strong>Years of directorship</strong></td>
<td>30</td>
</tr>
<tr>
<td><strong>Age</strong></td>
<td>87</td>
</tr>
<tr>
<td><strong>Nationality</strong></td>
<td>Thai</td>
</tr>
<tr>
<td><strong>Educational qualifications</strong></td>
<td></td>
</tr>
<tr>
<td>- Honorary Doctorate Degree in Law, 1991, Thammasat University</td>
<td></td>
</tr>
<tr>
<td>- Distinguished Research Professor in Law, 1990, Sukhothai Thammathirat Open University</td>
<td></td>
</tr>
<tr>
<td>- Honorary Doctorate Degree in Law, 1988, Chulalongkorn University</td>
<td></td>
</tr>
<tr>
<td>- Honorary Doctorate Degree in Law, 1982, Ramkhamhaeng University</td>
<td></td>
</tr>
<tr>
<td>- Doctorate Degree in International Law, 1955, Paris University, France</td>
<td></td>
</tr>
<tr>
<td>- Bachelor’s Degree in Law, 1951, Thammasat University</td>
<td></td>
</tr>
<tr>
<td>- Diploma, National Defence College, The National Defence Course, Class 14/1971</td>
<td></td>
</tr>
<tr>
<td><strong>IOD Training Program</strong></td>
<td></td>
</tr>
<tr>
<td>- Financial Institutions Governance Program (FGP), Class 3/2011</td>
<td></td>
</tr>
<tr>
<td>- Audit Committee Program (ACP), Class 26/2009</td>
<td></td>
</tr>
<tr>
<td>- Monitoring the System of Internal Control and Risk Management (MIR), Class 6/2009</td>
<td></td>
</tr>
<tr>
<td>- Monitoring the Internal Audit Function (MIA), Class 5/2009</td>
<td></td>
</tr>
<tr>
<td>- Monitoring the Quality of Financial Reporting (MFR), Class 7/2009</td>
<td></td>
</tr>
<tr>
<td>- Director Certification Program (DCP), Class 36/2003</td>
<td></td>
</tr>
<tr>
<td>- Director Accreditation Program (DAP), Class 2/2003</td>
<td></td>
</tr>
<tr>
<td>- Finance for Non-Finance Director (FND), Class 7/2003</td>
<td></td>
</tr>
<tr>
<td><strong>Shareholding</strong></td>
<td>10,800 shares or 0.00057%</td>
</tr>
<tr>
<td><strong>Family relationship with other directors and members of management</strong></td>
<td>None</td>
</tr>
<tr>
<td><strong>Position in other listed companies</strong></td>
<td>1 company</td>
</tr>
<tr>
<td>- Adviser, BTS Group Holdings Public Company Limited</td>
<td></td>
</tr>
<tr>
<td><strong>Position in other companies</strong></td>
<td>None</td>
</tr>
</tbody>
</table>
Position in competitor companies / other companies in bank related business
- None

Work experience
- 2005 - Present Member, Nomination and Remuneration Committee, Bangkok Bank Public Company Limited
- 2003 - Present Member, Risk Management 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 - July 2015 Member, Advisory Board, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- 2010 - 2016 Independent Director, BTS Group Holdings Public Company Limited

Meeting attendance in 2017
- Shareholders’ Meeting 1 out of 1
- Board of Directors’ Meeting 11 out of 12
- Board of Executive Directors’ Meeting 92 out of 100
- Nomination and Remuneration Committee’s Meeting 9 out of 10
- Risk Management Committee’s Meeting 10 out of 12
# Information of the directors retiring by rotation and proposed to be re-elected

<table>
<thead>
<tr>
<th>Name</th>
<th>H.S.H. Prince Mongkolchaleam Yugala</th>
</tr>
</thead>
</table>
| Position | - Independent Director  
| | - Member of the Audit Committee |
| Date of appointment to the Board | 11 April 2003 |
| Years of directorship | 15 |
| Age | 81 |
| Nationality | Thai |
| Educational qualifications | - Master’s Degree in Business Administration, Northeastern University, USA  
| | - Bachelor’s Degree in Commerce, Thammasat University |
| IOD Training Program | - Financial Institutions Governance Program (FGP), Class 2/2011  
| | - Monitoring the Internal Audit Function (MIA), Class 5/2009  
| | - Monitoring the System of Internal Control and Risk Management (MIR), Class 6/2009  
| | - Director Certification Program - Refresher (DCP-Refresher), Class 4/2007  
| | - The Role of Chairman Program (RCP), Class 15/2007  
| | - Improving the Quality of Financial Reporting (QFR), Class 1/2006  
| | - Finance for Non-Finance Director (FND), Class 19/2005  
| | - Audit Committee Program (ACP), Class 1/2004  
| | - Director Certification Program (DCP), Class 33/2003  
| | - AEC Business Forum : “AEC 2025” |
| Shareholding | 24,860 shares or 0.00130% |
| 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 | 2004 - Present  
| | Member, Audit Committee, Bangkok Bank Public Company Limited  
| | April 2003 - Present  
| | Independent Director, Bangkok Bank Public Company Limited  
| | 2000 - 2003  
| | Adviser to Public Relations Department, Bangkok Bank Public Company Limited |
### Meeting attendance in 2017

<table>
<thead>
<tr>
<th>Event</th>
<th>Attendance</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Shareholders’ Meeting</td>
<td>1</td>
<td>1</td>
</tr>
<tr>
<td>Board of Directors’ Meeting</td>
<td>10</td>
<td>12</td>
</tr>
<tr>
<td>Audit Committee’s Meeting</td>
<td>13</td>
<td>18</td>
</tr>
</tbody>
</table>

### 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 Re: Application for and Approval of Offer for Sale of Newly Issued Shares)
## Information of the directors retiring by rotation and proposed to be re-elected

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Suvarn Thansathit</th>
</tr>
</thead>
</table>
| Position       | - Director and Senior Executive Vice President  
                    - Member of the Board of Executive Directors  
                    - Member of the Risk Management Committee |
| Date of appointment to the Board | 26 October 2006 |
| Years of directorship | 11 |
| Age            | 73 |
| 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  
                                   - Director, Remuneration and Nomination Committee, Bangkok Insurance Public Company Limited  
                                   - Chairman, Audit Committee, Lalin Property Public Company Limited |
| Position in other companies | 2 companies  
                                   - Chairman, Sinnsuptawee Company Limited  
                                   - Chairman, Bualuang Ventures Limited |
| Position in competitor companies / other companies in bank related business | None |
| Work experience | - 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 - Present  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 2017
- Shareholders’ Meeting  1 out of 1
- Board of Directors’ Meeting  12 out of 12
- Board of Executive Directors’ Meeting  95 out of 100
- Risk Management Committee’s Meeting  10 out of 12
### Information of the directors retiring by rotation and proposed to be re-elected

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Chansak Fuangfu</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Position</strong></td>
<td></td>
</tr>
<tr>
<td>- Director and Senior Executive Vice President</td>
<td></td>
</tr>
<tr>
<td>- Member of the Board of Executive Directors</td>
<td></td>
</tr>
<tr>
<td><strong>Date of appointment to the Board</strong></td>
<td>29 December 2011</td>
</tr>
<tr>
<td><strong>Years of directorship</strong></td>
<td>6</td>
</tr>
<tr>
<td><strong>Age</strong></td>
<td>68</td>
</tr>
<tr>
<td><strong>Nationality</strong></td>
<td>Thai</td>
</tr>
<tr>
<td><strong>Educational qualifications</strong></td>
<td></td>
</tr>
<tr>
<td>- Master’s Degree in Business Management (M.B.M.), Asian Institute of Management, the Philippines</td>
<td></td>
</tr>
<tr>
<td>- Bachelor’s Degree in Economics, 2nd Class Honors, Thammasat University</td>
<td></td>
</tr>
<tr>
<td>- Advanced Management Program, Harvard Business School, USA</td>
<td></td>
</tr>
<tr>
<td>- National Defence College, Class 399</td>
<td></td>
</tr>
<tr>
<td>- Energy Literacy for a Sustainable Future, Class 8, Thailand Energy Academy, Ministry of Energy</td>
<td></td>
</tr>
<tr>
<td>- The Rule of Law for Democracy, Class 5, Institute of Constitutional Court, Office of the Constitutional Court</td>
<td></td>
</tr>
<tr>
<td><strong>IOD Training Program</strong></td>
<td>Director Accreditation Program (DAP), Class 9/2004</td>
</tr>
<tr>
<td><strong>Shareholding</strong></td>
<td>None</td>
</tr>
<tr>
<td><strong>Family relationship with other directors and members of management</strong></td>
<td>None</td>
</tr>
<tr>
<td><strong>Position in other listed companies</strong></td>
<td>2 companies</td>
</tr>
<tr>
<td>- Independent Director, BEC World Public Company Limited</td>
<td></td>
</tr>
<tr>
<td>- Independent Director, BEC-Tero Entertainment Public Company Limited</td>
<td></td>
</tr>
<tr>
<td><strong>Position in other companies</strong></td>
<td>1 company</td>
</tr>
<tr>
<td>- Director, Teijin Polyester Company Limited</td>
<td></td>
</tr>
<tr>
<td><strong>Position in competitor companies / other companies in bank related business</strong></td>
<td>None</td>
</tr>
<tr>
<td><strong>Work experience</strong></td>
<td></td>
</tr>
<tr>
<td>- 1 January 2018 - Present</td>
<td>Member, Board of Executive Directors, Bangkok Bank Public Company Limited</td>
</tr>
<tr>
<td>- December 2011 - Present</td>
<td>Director and Senior Executive Vice President, Bangkok Bank Public Company Limited</td>
</tr>
</tbody>
</table>
- 2006 - 2015  Independent Director, Wave Entertainment Public Company Limited
- 2001 - 2011  Senior Executive Vice President, Bangkok Bank Public Company Limited
- 1994 - 2001  Executive Vice President, Bangkok Bank Public Company Limited
- 1991 - May 2016  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 2017
- Shareholders’ Meeting 1 out of 1
- Board of Directors’ Meeting 12 out of 12
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 firm providing such professional services, 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, 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.
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 2017, 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 executives of the Bank are not eligible to receive committee remuneration. In determining the remuneration, the Bank has considered the business environment and the economic conditions, the assigned duties and responsibilities of the directors, the duties as members of the committees, as well as the performance of the Board of Directors.

The structure and the amounts of the remuneration for directors in 2017 and 2016 are as follows:

**Monthly Remuneration**

<table>
<thead>
<tr>
<th>Role</th>
<th>Year 2017</th>
<th>Year 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board of Directors</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Chairman of the Board of Directors</td>
<td>450,000</td>
<td>450,000</td>
</tr>
<tr>
<td>Vice Chairman of the Board of Directors *</td>
<td>300,000</td>
<td></td>
</tr>
<tr>
<td>Director</td>
<td>250,000</td>
<td>250,000</td>
</tr>
<tr>
<td>Committees</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Chairman of the Board of Executive Directors</td>
<td>250,000</td>
<td>250,000</td>
</tr>
<tr>
<td>Chairman of the Audit Committee</td>
<td>50,000</td>
<td>50,000</td>
</tr>
<tr>
<td>Chairman of the Nomination and Remuneration Committee</td>
<td>50,000</td>
<td>50,000</td>
</tr>
<tr>
<td>Chairman of the Risk Committee</td>
<td>50,000</td>
<td>50,000</td>
</tr>
<tr>
<td>Member of Committee</td>
<td>50,000</td>
<td>50,000</td>
</tr>
</tbody>
</table>

**Annual Bonus**

<table>
<thead>
<tr>
<th>Role</th>
<th>Year 2017</th>
<th>Year 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman of the Board of Directors</td>
<td>4,500,000</td>
<td>4,500,000</td>
</tr>
<tr>
<td>Vice Chairman of the Board of Directors *</td>
<td>2,880,000</td>
<td></td>
</tr>
<tr>
<td>Chairman of the Audit Committee</td>
<td>3,000,000</td>
<td>3,000,000</td>
</tr>
<tr>
<td>Director</td>
<td>2,520,000</td>
<td>2,520,000</td>
</tr>
</tbody>
</table>

* Vice Chairman of the Board of Directors has been appointed since March 23, 2017

In 2017, the total remuneration of directors amounted to Baht 110.94 million, compared to Baht 105.02 million in 2016. Details of the remuneration for each individual director are presented under the heading of the Remuneration of the Board of Directors for 2017 and 2016 in the General Information Section of the Annual Report.
Appointment and remuneration of auditors for the year 2018

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. 2/2018 held on February 22, 2018, to request approval from the annual ordinary meeting of shareholders to appoint the auditor for the year 2018 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:

<table>
<thead>
<tr>
<th>Name</th>
<th>CPA Registration No.</th>
<th>Years as auditor for the Bank in the previous 5 years</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Mr. Suphamit Techamontrikul</td>
<td>3356</td>
<td>4</td>
</tr>
<tr>
<td>2. Mr. Chavala Tienpasertkij</td>
<td>4301</td>
<td>-</td>
</tr>
<tr>
<td>3. Ms. Nisakorn Songmanee</td>
<td>5035</td>
<td>-</td>
</tr>
</tbody>
</table>

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 2018.

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 auditors of other auditing firm, the Board of Directors will supervise the preparation of the financial statements of those subsidiaries to be completed on time.

2. To approve the remuneration of the auditors totaling Baht 15,780,000 and 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 proposed fees for the year 2018 are increased from the fees paid for the year 2017 in an amount of Baht 310,000 or 2%.

<table>
<thead>
<tr>
<th>Unit: Baht</th>
</tr>
</thead>
<tbody>
<tr>
<td>Year 2018</td>
</tr>
<tr>
<td>---</td>
</tr>
<tr>
<td>Audit fees for the half-year and annual audit</td>
</tr>
<tr>
<td>Quarterly review fees</td>
</tr>
<tr>
<td>Audit fees for special audit assignments</td>
</tr>
<tr>
<td>Total</td>
</tr>
</tbody>
</table>

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.
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 (exception in 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 the Chairman of the Board of the Bank 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 April 12, 2018 beginning at 13.30 hours at the 29th floor of the Head Office at 333 Silom Road, Silom Sub-district, Bangrak 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 registration form, 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) Registration form 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) Registration Form 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 the Independent Director or the President as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by April 5, 2018 -
   (1) Original copy of the Proxy Form and Annex to the Proxy Form, duly and correctly filled out and signed by the shareholder
   (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) Registration Form 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) Registration form 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

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

(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) Registration Form 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 the Independent Director or the President as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by April 5, 2018

(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) Registration form as sent to shareholders which has not been signed.

3. In case of the deceased shareholders

The executer or administrator attending the meeting in person or appointing a proxy to attend the meeting shall also present a court order appointing an executer 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 an 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

* “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.
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.