

Ref: SSD./REG. 0456/2016

March 7, 2016

Re: Annual Ordinary Meeting of Shareholders

To: All Shareholders

**Reference Documents:**

1. Copy of the minutes of the 22<sup>nd</sup> Annual Ordinary Meeting of Shareholders
2. Appropriation of profit and payment of dividend for the year 2015
3. Information of the directors retiring by rotation and proposed to be re-elected
4. Information of nominated person proposed for election as director
5. Directors' remuneration
6. Appointment and remuneration of auditors for the year 2016
7. Guidelines for proxy holder appointment, registration and documents required in order to attend the shareholders' meeting
8. Articles of Association (only those Articles relating to the shareholders' meeting)
9. Map of Bangkok Bank Public Company Limited

**Attachments:**

1. Annual Report for the year 2015
2. Letter concerning appointment of proxy holder for the Annual Ordinary Meeting of Shareholders and information of the directors for consideration regarding appointment as proxy holder
3. Proxy form, 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 23<sup>rd</sup> Annual Ordinary Meeting of Shareholders on April 12, 2016, starting at 15.00 hrs. at the Bank's auditorium on the 30<sup>th</sup> 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 22<sup>nd</sup> Annual Ordinary Meeting of Shareholders held on April 10, 2015

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 2015 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 2015, 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 2015

Objective and reason: To report to the shareholders on the performance of the Audit Committee during the year 2015.

Board's recommendation: That the report of the Audit Committee for the year 2015 be acknowledged.

- (4) To approve the financial statements for the year ended December 31, 2015

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, 2015, presenting the financial status and operating results of the Bank during the year 2015, which were audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited and were considered by the Audit Committee, be approved.

(5) To approve the appropriation of profit and the payment of dividend for the year 2015

Objective and reason: In order to comply with Article 35 of the Bank's Articles of Association which stipulates that the appropriation of profit shall be considered and approved by the shareholders' meeting and Article 45 which stipulates that the Bank shall allocate to a reserve fund a portion of the annual net profit, which amount must not be less than ten percent of the annual net profit deducted by the accumulated losses brought forward (if any) until the reserve fund reaches an amount of not less than twenty five percent of the registered capital. The net profit of the Bank in 2015 amounted to Baht 29,568,565,221.24, and the accumulated profit to be appropriated in this year's annual ordinary meeting of shareholders amounted to Baht 117,841,587,591.59.

Board's recommendation: That the shareholders' meeting approve the appropriation of profit and the payment of dividend for the operating results of the year 2015 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 2015 amounting to Baht 500,000,000.00 (which had already been made as per the financial statements for the period ended December 31, 2015) and for the period of July-December 2015 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 2015.

3) to pay dividend for the operating results of the year 2015, which dividend was derived from retained earnings that was 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 41.96 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 25, 2015, and the remaining amount be paid on May 11, 2016 at the rate of Baht 4.50 per ordinary share. The record date for determining the shareholders who have the right to receive the dividend payment shall be April 25, 2016 and the share registration book shall be closed on April 26, 2016, for the purpose of compiling the list of shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 as amended.

(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 2016, namely, Mr. Chatri Sophonpanich, Mr. Piti Sithi-Amnuai, Mr. Amorn Chandarasomboon, Mr. Phornthep Phornprapha, Mrs. Gasinee Witoonchart 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 possess suitable qualifications, with no disqualification pursuant to any relevant laws or regulations. The retiring directors have the 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. 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. Therefore, the Board recommends that all 6 directors retiring by rotation be re-elected to the Board.

(Details as per Reference Document No. 3)

(7) To elect additional director.

Objective and reason: In order that the Board of Directors will consist of directors who are knowledgeable and equipped with experience and expertise in various fields.

Board's recommendation: The Nomination and Remuneration Committee has considered that it is appropriate to increase the number of non-executive directors by recruiting a suitable person to be proposed to the shareholders' meeting to be the Bank's additional director in accordance with the policy, criteria and methods prescribed. The Nomination and Remuneration Committee has proposed Mr. Pailin Chuchottaworn, who possesses suitable qualifications, with no disqualification pursuant to any relevant laws or regulations and has knowledge and expertise in the energy business and also experience in management in large corporations, all of which will be beneficial to the Bank's management and operation. Therefore, the Board recommends that the shareholders' meeting elect Mr. Pailin Chuchottaworn to be as additional non-executive director as proposed by the Nomination and Remuneration Committee.

(Details as per Reference Document No. 4)

(8) To acknowledge the directors' remuneration

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. 5)

(9) 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: The Audit Committee has considered and evaluated the quality of the work of the auditor for the year 2015 and reviewed the suitability as well as assessed the independence and the qualifications of the said auditor according to the criteria established, and is of the opinion that Deloitte Touche Tohmatsu Jaiyos Audit Company Limited is suitable to be appointed as the Bank's auditor. The Board therefore recommends that the shareholders' meeting appoint Mr. Suphamit Techamontrikij, certified public accountant registration no. 3356, and/or Mr. Chavala 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 Company Limited, as auditors of the Bank for the year 2016 with the remuneration in the amount of Baht 15,260,000.00.

(Details as per Reference Document No. 6)

(10) Other Business

The record date for determining the shareholders who have the right to attend and vote at the 23<sup>rd</sup> Annual Ordinary Meeting of Shareholders shall be March 10, 2016, and the share registration book shall be closed on March 11, 2016 for the purpose of compiling the list of shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 as amended.

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. 3 and Reference Document No. 7) at the registration desk.

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](mailto: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 (662) 231-4890. 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

**Summary in English  
of the Minutes of  
the 22<sup>nd</sup> Annual Ordinary Meeting of Shareholders of  
Bangkok Bank Public Company Limited (“the Bank”)  
April 10, 2015  
The Bank’s Auditorium, 30<sup>th</sup> Floor, Head Office  
333 Silom Road, Silom Sub-district, Bangrak District, Bangkok, Thailand**

**The Meeting was convened at 15.30 hrs.**

Mr. Chatri Sophonpanich, Chairman of the Board of Directors, presided as Chairman of the Meeting (Chairman).

Mr. Apichart Ramyarupa, the Corporate Secretary (Secretary) reported that the 22<sup>nd</sup> Annual Ordinary Meeting of Shareholders (Meeting) was attended by 7,022 shareholders or their representatives, collectively accounting for 874,274,081 shares or 45.80 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. Chatri	Sophonpanich	Chairman of the Board
2.	Mr. Kosit	Panpiemras	Chairman of the Board of Executive Directors
3.	Mr. Piti	Sithi-Amnuai	Director
4.	Admiral Prachet	Siridej	Chairman of the Audit Committee
5.	Mr. Kovit	Poshyananda	Chairman of the Nomination and Remuneration Committee
6.	Mr. Singh	Tangtatswas	Member of the Board of Executive Directors and Chairman of the Risk Management Committee
7.	Mr. Deja	Tulananda	Vice Chairman of the Board of Executive Directors
8.	H.S.H. Prince Mongkolchaleam	Yugala	Member of the Audit Committee
9.	Ms. Gasinee	Witoonchart	Member of the Audit Committee
10.	Mr. Amorn	Chandarasomboon	Member of the Board of Executive Directors, the Nomination and Remuneration Committee and the Risk Management Committee
11.	Mr. Chartsiri	Sophonpanich	Member of the Board of Executive Directors and President
12.	Mr. Suvarn	Thansathit	Member of the Board of Executive Directors, the Risk Management Committee and Senior Executive Vice President in charge of Metropolitan and Provincial Commercial Banking, Business Banking and Consumer Banking
13.	Mr. Charn	Sophonpanich	Member of the Risk Management Committee
14.	Mr. Chansak	Fuangfu	Senior Executive Vice President in charge of Metropolitan and Provincial Corporate Banking and Head of Metropolitan Corporate Banking
15.	Mr. Thaweelap	Rittapirom	Executive Vice President in charge of Product and Distribution Department and Credit Card Division
16.	Mr. Arun	Chirachavala	Member of the Audit Committee

Mr. Kovit Poshyananda, the Chairman of the Nomination and Remuneration Committee, introduced to the meeting Mr. Arun Chirachavala, a newly-appointed independent director in place of Mr. Kanung Luchai who has resigned.

Senior executives who attended the Meeting:

- |    |               |                |   |
|----|---------------|----------------|---|
| 1. | Mr. Virasak   | Suthanthavibul | Senior Executive Vice President in charge of Commercial Banking     |
| 2. | Mrs. Ruchanee | Nopmuang       | Senior Executive Vice President & Manager, Human Resources Division |
| 3. | Mr. Siridej   | Aungudomsin    | Senior Executive Vice President in charge of Business Banking       |

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

- |    |               |            |
|----|---------------|------------|
| 1. | Ms. Nisakorn  | Songmanee  |
| 2. | Mr. Somkrit   | Krishnamra |
| 3. | Ms. 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 of 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.

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

A panel of 3 witnesses for the counting of votes was appointed, one of whom was a representative from the audit firm of the Bank, namely, Ms. Wilasinee Krishnamra, and the other two witnesses were selected by the Chairman from the shareholders who volunteered, namely, Mr. Amorn Vikrompanitkul and Miss Oranut Charoenchaipruksa.

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 with regard to 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 21<sup>st</sup> Annual Ordinary Meeting of Shareholders held on April 11, 2014**

The Chairman requested the Meeting to consider and approve the Minutes of the 21<sup>st</sup> Annual Ordinary Meeting of Shareholders as presented on pages 5 - 16 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 21<sup>st</sup> Annual Ordinary Meeting of Shareholders held on April 11, 2014.

The Meeting approved the Minutes of the 21<sup>st</sup> Annual Ordinary Meeting of Shareholders held on April 11, 2014 with the following votes:

- Approved	866,855,884	votes or	100.00%
of all the votes casted by the shareholders who attended the meeting			
- Disapproved	0	votes or	0.00%
of all the votes casted by the shareholders who attended the meeting			
- Abstained	6,532,520	votes	
- Invalid ballots	0	votes	

#### **Agenda No. 2**

##### **Acknowledgement of the report on the results of operations for the year 2014 as presented in the Annual Report**

The Chairman requested the Meeting to acknowledge the report on the results of operations for the year 2014, and the significant developments during the year, as presented on pages 34 - 66 of the 2014 Annual Report which had been sent to each shareholder with the Notice of the Meeting. Furthermore, in accordance with the requirement of the Bank of Thailand, the Bank also reported on the sale of shares acquired from debt restructuring on page 61 of the 2014 Annual Report.

The Chairman invited shareholders for questions and comments.

There were no further 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 2014.

#### **Agenda No. 3**

##### **Acknowledgement of the Report of the Audit Committee for the year 2014**

The Chairman requested the Meeting to acknowledge the Report of the Audit Committee for the year 2014 as presented on pages 114 - 115 of the 2014 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 2014.

#### **Agenda No. 4**

##### **Approval of the Financial Statements for the year ended December 31, 2014**

The Chairman requested the Meeting to approve the Financial Statements for the year ended December 31, 2014, presenting the financial status and operating results of the Bank during the year 2014, which were audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and were considered by the Audit Committee. Details are presented on pages 116 - 209 of the 2014 Annual Report which had been sent to each shareholder with the Notice of the Meeting.

The Chairman invited shareholders for questions and comments.

A shareholder asked the management to discuss the operational and business development initiatives in light of the competitive environment in the past year, further developments and changes envisaged for 2015, and measures to address the possible increase in non-performing loans due to the economic downtrend.

Mr. Kosit Panpiemras, the Chairman of the Board of Executive Directors, explained that the direction and trend of the Bank's business development tend to follow the economic development of the country. The results for 2014 continued to be in line with Thailand's economic growth as in previous years. Meanwhile, the Bank has undertaken various measures to further strengthen its fundamental capabilities in anticipation of an economic upturn, such as the strengthening and expansion of the international branch network, particularly in the ASEAN countries in light of new business opportunities within the ASEAN Economic Community. In 2014, a new branch was opened in Phnom Penh, Cambodia, and in 2015, there will be new

branches in Yangon, Myanmar, and Pakse, Laos. In addition, various risk management tools have been enhanced.

The Bank has always focused on long-term stability. Therefore, during an economic slowdown such as the current one, the Bank would always exercise great caution. In 2014, this was well managed and as a result, the Bank is in a strong position.

In 2015, the Bank will intensify efforts to further enhance its competitive position while endeavoring to maintain profitability in line with economic growth. These would include measures to maintain cost of deposits at an appropriate level; measures to enhance capabilities to service small businesses efficiently and prudently; and measures to further develop existing initiatives to work with and support Thai entrepreneurs investing overseas. More emphasis will be placed on the development of savings-related products, being products that are especially important during periods of slow economic growth. The Bank expects that the economic growth rate in 2015 will be between 3% - 4%, which, although is not considered to be strong growth, still is positive growth. Therefore, the Bank will continue to be prudent and will operate in line with the country's economic growth.

A shareholder asked about the impact of the higher levels of household debt on the ratio of non-performing loans and the expected loan growth rate in 2015.

The Chairman of the Board of Executive Directors explained that the Bank's non-performing loan ratio is not high and is at a manageable level. There is no cause for concern as the Bank will monitor the situation closely. Loan growth is expected to be around 3% - 5%, in line with the long-held principle that loan growth should reflect the country's overall economic growth.

Mr. Suvarn Thansathit, Senior Executive Vice President, further clarified that the ratio of non-performing loans to total loans was about 2% - 3%, similar to that of other like-sized banks. However, the country's overall economic outlook remains volatile, which may lead to higher levels of non-performing loans. Therefore the Bank will monitor the situation closely to ensure that the level of non-performing loans is reasonable.

A shareholder asked whether the savings-related products mentioned are bancassurance products and what is the Bank's policy regarding savings-related products.

The Chairman of the Board of Executive Directors explained that the Bank had launched two bancassurance products, namely, 'Bualuang Huang Krobkrua' which is designed for longer-term savings for family stability; and 'Bualuang Huang Luk Larn', a savings product designed for educational needs. These products are designed carefully to meet with the needs of consumer customers.

A shareholder asked about the Bank's business expansion plan and also proposed the idea of 'Physical Banking on Mobile', an innovative product popular in the United States of America.

The President explained that the Bank endeavors to meet the requirement of every client group, whether corporate customers, commercial customers, business customers or consumer customers, by developing specific products and services that meet the particular needs of each segment. For the retail consumer segment, the Bank is further enhancing its range of services and personal loan products. Furthermore, the Bank also has plans to diversify the deposit base. As for electronic banking services, the use of internet and mobile phone as electronic media will increase in significance going forward. The Bank has thus developed Bualuang iBanking to provide banking services via internet and Bualuang mBanking to provide the services via mobile phones. The range of functionality, convenience and accessibility will be further enhanced to improve customer experience.

A shareholder asked why the growth rate of the Bank's competitors was higher than that of the Bank and how the Bank will focus on SMEs in 2015.

The Chairman of the Board of Executive Directors explained that the Bank's long-held principle has been to maintain a growth rate reflecting the country's economic framework. In the current environment of economic volatility, the ability of SMEs to adapt to rapidly changing circumstances will be of paramount importance for their viability as business entities. As 'Puan Koo Kit (trusted partner)', the Bank has always encouraged and supported the improvements in the business operations of SME customers, helping them cope with changing situations to emerge as stronger businesses. In 2015, the Bank will re-emphasize this role, especially in supporting the expansion of the businesses of the SME customers into neighboring countries.

A shareholder asked about the efficiency of branches on self-owned property compared to branches in department stores and retail outlets, the breakdown of the 43 new branches in 2014 by type of branches,



and the Bank's policy on domestic branch expansion. The shareholder also opined that as the only Thai bank approved by the Myanmar authorities to open a branch in Myanmar, Bangkok Bank will have excellent business opportunities.

The President explained that the customer base of the Bank is diversified. In recent years, more branches were opened in retail outlets and other rented space to provide better access for consumer customers as well as more convenience for the Bank to provide services. At the same time, the operations of branches on self-owned property have been re-designed to better serve the business sector by setting up business centers to service commercial customers, business customers and SMEs.

As for the branch in Myanmar, plans are underway for the opening of a new branch in Yangon in June 2015. The resulting branch network will cover all the major countries in East Asia with the exception of Brunei and Korea. As the countries in East Asia move towards regional integration, both within the ASEAN Economic Community and further covering all of Asia, the Bank envisages that this branch network will help to facilitate and support Thai businesses in their trading activities, in their investment in production facilities or in the expansion of their markets to these countries. The Bank firmly believes that business opportunities exist for Thai companies with their great potential, good management, good reputation and well-known brand names and the Bank looks forward to servicing them through its overseas branch network.

A shareholder asked the Chairman of the Board of Executive Directors about the indicators of the Bank's progress.

The Chairman of the Board of Executive Directors explained that the Bank is a business organization and measures its progress in multiple dimensions, ranging from the Bank's employees to society as a whole. The business operating results is one indicator of the Bank's progress. Aside from that, the Bank also views its role in society and in the community as another indicator of progress. This is reported in the Corporate Social Responsibility Report sent to shareholders together with the Annual Report. Furthermore, the Bank also gives importance to its role in fostering inter-company collaboration among various entities in the industry, as manifested by Mr. Chartsiri's role as the Chairman of the Thai Bankers' Association for two consecutive terms.

A shareholder asked whether foreign investors would withdraw their investment if the US Federal Reserve were to increase interest rates, and what contingency plan is in place for fundraising if the foreign investors were to withdraw their investment.

The President explained that most foreign investors having invested in the companies listed on the Stock Exchange of Thailand have already analyzed the impact of various scenarios including the policy direction of the US Federal Reserve. The movement of the interest rates by the US Federal Reserve would probably not have much impact on the Thai financial market as the proportion of foreign investors in the Thai equity and debenture markets is not as high as in other countries, and the impact of their fund movements out of Thailand is unlikely to be significant. In terms of fundraising, the Bank had on occasion raised funds by issuing 5 - 10 year USD debentures, depending on the circumstances prevailing at the time of issuance, for the purpose of assets and liabilities management and to supplement the deposit base to fund the Bank's business.

There were no further questions and comments from the Meeting.

The Chairman proposed that the Meeting approve the Financial Statements for the year ended December 31, 2014 of the Bank.

The Meeting approved the audited Financial Statements for the year ended December 31, 2014 with the following votes:

- Approved	867,523,160	votes or	100.00%
	of all the votes casted by the shareholders who attended the meeting		
- Disapproved	0	votes or	0.00%
	of all the votes casted by the shareholders who attended the meeting		
- Abstained	6,733,150	votes	
- Invalid ballots	0	votes	

**Agenda No. 5****Approval of the appropriation of profit and the payment of dividends for the year 2014**

The Chairman informed the Meeting that the net profit of the Bank in 2014 amounted to Baht 34,121,215,688.71 and the accumulated profit to be appropriated at this year's annual ordinary meeting of shareholders amounted to Baht 105,896,276,850.55 and requested the Meeting to consider and approve the appropriation of profit and the payment of dividends for the operating results of the year 2014, as presented on page 17 of the Notice of the Meeting, as follows:

1. allocation as a legal reserve in the total amount of Baht 1,000,000,000.00, being the allocation for the period of January-June 2014 amounting to Baht 500,000,000.00 (which had already been made as per the financial statements for the period ended December 31, 2014) and for the period of July-December 2014 amounting to Baht 500,000,000.00.
2. allocation as other reserves in the amount of Baht 5,000,000,000.00 which had already been made for the period of January-June 2014.
3. payment of dividend for the operating results of the year 2014, which dividend was derived from retained earnings that was 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 36.36 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 26, 2014, and the remaining amount be paid on May 8, 2015 at the rate of Baht 4.50 per ordinary share. The record date for determining the shareholders who have the right to receive the dividend payment shall be April 21, 2015 and the share registration book shall be closed on April 22, 2015 for the purpose of 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 further questions and comments from the Meeting.

The Chairman proposed that the Meeting approve the appropriation of profit and the payment of dividends for the year 2014.

The Meeting approved the appropriation of profit and the payment of dividends for the year 2014 as proposed with the following votes:

- Approved	867,780,350	votes or	100.00%
	of all the votes casted by the shareholders who attended the meeting		
- Disapproved	0	votes or	0.00%
	of all the votes casted by the shareholders who attended the meeting		
- Abstained	6,479,250	votes	
- Invalid ballots	0	votes	

**Agenda No. 6****Election of Director(s) 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 6 directors due to retire by rotation in the Annual Ordinary Meeting of Shareholders for 2015 were Mr. Kovit Poshyananda, H.S.H. Prince Mongkolchaleam Yugala, Mr. Kosit Panpiemras, Mr. Deja Tulananda, Mr. Chartsiri Sophonpanich and Mr. Suvarn Thansathit.

The Nomination and Remuneration Committee had 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 6 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 also possessed high business ethics, vision and a positive attitude towards the Bank, as well as the willingness to

fully perform in their assigned duties. The retiring directors' performance of their duties as the Bank's directors so far had been highly beneficial as reflected in the Bank's results of operation. Furthermore, the Bank of Thailand had approved the nomination of the 6 retiring directors. Therefore, the Board of Directors recommended that all 6 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 are presented on pages 18 - 28 of the Notice of the Meeting. The Meeting was requested to conduct the voting for the re-election of each director individually.

The Chairman invited shareholders for questions and comments.

There were no questions and comments from the Meeting.

The Chairman proposed that the Meeting consider the re-election of the directors.

The Meeting approved the re-election of Mr. Kovit Poshyananda, H.S.H. Prince Mongkolchaleam Yugala, Mr. Kosit Panpiemras, Mr. Deja Tulananda, Mr. Chartsiri Sophonpanich and Mr. Suvarn Thansathit as directors for another term with the following votes:

- Mr. Kovit Poshyananda

- Approved	788,397,540	votes or	91.56%
	of all the votes casted by the shareholders who attended the meeting		
- Disapproved	72,685,160	votes or	8.44%
	of all the votes casted by the shareholders who attended the meeting		
- Abstained	13,177,100	votes	
- Invalid ballots	0	votes	

- H.S.H Prince Mongkolchaleam Yugala

- Approved	809,522,292	votes or	93.97%
	of all the votes casted by the shareholders who attended the meeting		
- Disapproved	51,991,668	votes or	6.03%
	of all the votes casted by the shareholders who attended the meeting		
- Abstained	12,745,840	votes	
- Invalid ballots	0	votes	

- Mr. Kosit Panpiemras

- Approved	809,309,482	votes or	93.94%
	of all the votes casted by the shareholders who attended the meeting		
- Disapproved	52,207,018	votes or	6.06%
	of all the votes casted by the shareholders who attended the meeting		
- Abstained	12,743,300	votes	
- Invalid ballots	0	votes	

- Mr. Deja Tulananda

- Approved	809,294,666	votes or	93.94%
	of all the votes casted by the shareholders who attended the meeting		
- Disapproved	52,213,308	votes or	6.06%
	of all the votes casted by the shareholders who attended the meeting		
- Abstained	12,751,826	votes	
- Invalid ballots	0	votes	

## - Mr. Chatsiri Sophonpanich

- Approved	812,019,236	votes or	94.30%
	of all the votes casted by the shareholders who attended the meeting		
- Disapproved	49,073,708	votes or	5.70%
	of all the votes casted by the shareholders who attended the meeting		
- Abstained	13,166,926	votes	
- Invalid ballots	0	votes	

## - Mr. Suvarn Thansathit

- Approved	809,268,716	votes or	93.94%
	of all the votes casted by the shareholders who attended the meeting		
- Disapproved	52,239,728	votes or	6.06%
	of all the votes casted by the shareholders who attended the meeting		
- Abstained	12,752,326	votes	
- Invalid ballots	0	votes	

**Agenda No. 7****Acknowledgement of directors' remuneration**

The Chairman requested the Meeting to acknowledge the directors' remuneration in 2014 which had been determined in line with the remuneration framework as proposed by the Nomination and Remuneration Committee, details of which are presented on page 30 of the Notice of the Meeting.

Furthermore, the Meeting was informed about the remuneration in 2014 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 are presented on page 212 and pages 98 - 106 of the 2014 Annual Report.

The Chairman invited shareholders for questions and comments.

A shareholder commented that the Bank should have proposed the directors' remuneration to the shareholders' meeting for approval rather than for acknowledgement.

The Chairman of the Nomination and Remuneration Committee explained that the Annual Ordinary Meeting of Shareholders No. 1/2536 on April 21, 1993 had authorized the Board of Directors to approve the directors' remuneration.

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. 8****The appointment of the auditors and the determination of the remuneration of the auditors for the year 2015**

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 had considered and evaluated the quality of the work of the auditor for the year 2014 and reviewed the suitability as well as assessed the independence and the qualifications of the said auditor according to the criteria established. The Audit Committee was of the opinion that Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is 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 Techamontrikul, certified public accountant registration no. 3356, and/or Mr. Niti Jungnitnirundr, certified public accountant registration no. 3809, and/or Mr. Chavala 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 2015, with total remuneration of Baht 14,800,000.00, and that the Bank's management be

authorized to consider and approve additional fees as appropriate in the event that the Bank were to request the auditors to perform other functions. The details of the appointment and the remuneration of the auditors for the year 2015 are presented on page 31 of the Notice of the Meeting.

The Chairman invited shareholders for questions and comments.

There were no further questions and comments from the Meeting.

The Chairman proposed that the Meeting approve the appointment and the remuneration of the auditors for the year 2015 and authorize the Bank's management to consider and approve additional fees as appropriate in the event that the Bank were to request the auditors to perform other functions.

The Meeting approved the appointment of Mr. Suphamit Techamontrikul, certified public accountant registration no. 3356, and/or Mr. Niti Jungnitnirundr, certified public accountant registration no. 3809, and/or Mr. Chavala 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 2015, with the remuneration in the amount of Baht 14,800,000.00 and authorized the Bank's management to consider and approve additional fees as appropriate in the event that the Bank were to request the auditors to perform other functions with the following votes:

- Approved	867,716,450	votes or	100.00%
of all the votes casted by the shareholders who attended the meeting			
- Disapproved	27,520	votes or	0.00%
of all the votes casted by the shareholders who attended the meeting			
- Abstained	6,518,150	votes	
- Invalid ballots	0	votes	

#### **Agenda No. 9 Other Business**

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

A shareholder asked about the Bank's strategy to expand its credit card customer base and whether the Bank has any policy on venture capital as being a source of fund for website or IT businesses.

The President explained that the Bank provides support for investment in innovative businesses on a case-by-case basis.

On credit and debit cards business, the Bank has developed card usage to be more convenient and secure for cardholders. The Bank was the first bank in Thailand to introduce an embedded chip technology for debit cards five years ago, and encouraged cardholders to use credit and debit cards with chip card technology to increase security. The Bank of Thailand now requires all banks to adopt chip card technology by the end of 2016. Moreover, the Bank has constantly developed and offered secure and convenient products and services to customers so as to cultivate customers' confidence in the Bank.

A shareholder asked the Board of Directors to explain about the Infinite Card and the rationale for the collaboration between Chelsea Football Club and the Bank.

The President explained that the target group of Infinite Card was the high net-worth customers to whom the Bank would like to offer various types of services, especially wealth management and related services. The collaboration with Chelsea Football Club, which is a leading football club in the English Premier League, was one of the Bank's strategies to approach the new generation of consumers by aligning the image of the Bank's debit and credit card with this target group. The Bank would assess the success of the campaign against anticipated results.

A shareholder proposed that the Bank specify the maximum age of directors.

A shareholder commented that age is not a major issue for directorship in the Bank but the directors' knowledge and experience that would be beneficial to the Bank's business is a more important factor to be considered. Unlike other industries, maintaining the confidence of the public is crucial to the banking industry, so the Bank needs to have experienced directors, especially those with experience in leading the Bank through challenges such as the economic crisis in 1997 and in achieving steady growth.

A shareholder asked the Chairman of the Board of Executive Directors whether the current economic situation constitutes a crisis that would affect the middle-class.

The Chairman of the Board of Executive Directors explained that Thailand's economy is likely to maintain a growth rate of around 3% - 4% per year. Even though this is a low growth rate and Thailand will still face some issues arising from internal and external factors, it will not be an economic crisis.

However, the success of Thailand's future development will depend on the increase in the middle-class population and the reduction or non-increase of economic inequality.

A shareholder asked whether Bangkok Bank has performed any stress tests and if so, to what extent can the Bank cope with the impact of what may happen.

The President explained that the Bank conducted stress testing annually, using both the supervisory scenarios provided by the Bank of Thailand and internally developed scenarios. The internal scenario would be based on the business profile, relevant risk factors, and historical statistics in developing extreme but plausible event, the 1 in 25 scenario which would correspond to a confidence level of 96%. Outcomes from stress testing would be incorporated into projected financial positions and, consequently, projected capital positions under stress would be calculated. The Bank would evaluate and compare its positions against projected financial positions under normal circumstances. It would also assess how well it could withstand such adverse scenario and would determine whether any specific actions need to be undertaken.

A shareholder requested an overview of the Bank's investment overseas and the use of the Bank's capital in the near term, in particular whether the Bank needed to increase its capital, and the recent performance of its overseas branches.

The President explained that overseas operation accounted for about 18% of the Bank's overall business. Domestic operation generated a higher proportion of fee income than overseas branches as it also engages in retail and consumer banking. The capital requirements for overseas operations are generally similar to that of domestic operation, as regulators in the region have adopted similar capital adequacy requirements. Based on projections of the relevant factors, the operating profits of the Bank will be sufficient to fund the business expansion in the near term without the need to increase capital.

There being no further questions, the Chairman thanked the shareholders and declared the Meeting closed.

The Meeting was closed at 18.40 hrs.

Certified as correct

(Mr. Chatri Sophonpanich)  
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 2015

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 2015, the net profit from operations of the Bank amounted to Baht 29,568,565,221.24 and the total profit to be appropriated for 2015 amounted to Baht 117,841,587,591.59. The Board of Directors appropriated a part of the profit in the first half ending June 2015 and passed a resolution to submit to the appropriation of profit for 2015 to the meeting of shareholders for consideration as follows:

	Year 2015	Year 2014
Net profit for the year	Baht 29,568,565,221.24	Baht 34,121,215,688.71
Profit to be appropriated	Baht 117,841,587,591.59	Baht 105,896,276,850.55
Appropriation		
Legal reserve	Baht 1,000,000,000.00	Baht 1,000,000,000.00
Other reserve	Baht 5,000,000,000.00	Baht 5,000,000,000.00
Dividend on ordinary shares at Baht 6.50 per share	Baht 12,407,478,811.00	Baht 12,407,478,811.00
Interim dividend at Baht 2.00 per share	Baht 3,817,685,788.00	Baht 3,817,685,788.00
Final dividend at Baht 4.50 per share	Baht 8,589,793,023.00	Baht 8,589,793,023.00
Profit remaining after appropriation carried forward	Baht 99,434,108,780.59	Baht 87,488,798,039.55
Dividend payout as percentage of net profit	41.96	36.36

## Details of Agenda No. 6

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


<b>Name</b>	Mr. Chatri Sophonpanich	
<b>Position</b>	- Non-executive Director - Chairman of the Board of Directors	
<b>Date of appointment to the Board</b>	- 27 September 1963	
<b>Years of directorship</b>	- 53	
<b>Age</b>	- 82	
<b>Nationality</b>	- Thai	
<b>Educational qualifications</b>	- Honorary Doctorate of Philosophy Degree in Business Administration, Thammasat University - Honorary Doctorate Degree in Law, Pepperdine University, USA - Honorary Doctorate of Philosophy Degree in Business Administration, De La Salle University, the Philippines - Honorary Doctorate of Philosophy Degree in Business Administration, Siam University - Diploma of Banking, Institute of Bankers, UK	
<b>IOD Training Program</b>	- Director Accreditation Program (DAP), Class CP/2005	
<b>Shareholding</b>	- 17,278,478 shares or 0.90518%	
<b>Family relationship with other directors and members of management</b>	- Father of Mr. Chartsiri Sophonpanich - President - Elder brother of Mr. Charn Sophonpanich - Director	
<b>Position in other listed companies</b>	1 company - Chairman, Bangkok Entertainment Public Company Limited	
<b>Position in other companies</b>	1 company - Director, Asia Warehouse Company Limited	
<b>Position in competitor companies / other companies in bank related business</b>	- None	
<b>Work experience</b>	- December 1998 - Present      Chairman, Board of Directors, Bangkok Bank Public Company Limited - 1963 - Present      Director, Bangkok Bank Public Company Limited - 2005 - March 2015      Chairman, Dusit Thani Public Company Limited - 1992 - 1998      Chairman, Board of Executive Directors, Bangkok Bank Public Company Limited - 1980 - 1992      President, Bangkok Bank Public Company Limited	
<b>Meeting attendance in 2015</b>	- Shareholders' Meeting      1 out of 1 - Board of Directors' Meeting      11 out of 12	

Information as at December 31, 2015



## Details of Agenda No. 6

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

<b>Name</b>	Mr. Piti Sithi-Amnuai	
<b>Position</b>	- Non-executive Director	
<b>Date of appointment to the Board</b>	- 1 February 1985	
<b>Years of directorship</b>	- 31	
<b>Age</b>	- 82	
<b>Nationality</b>	- Thai	
<b>Educational qualifications</b>	- Honorary Doctorate of Philosophy Degree in Business Administration, Rangsit University - Diploma in Business Administration, Hutching's Commercial College, Malaysia - Matriculation "A" Level, Cambridge University (Overseas), UK - Advanced Management Program, Harvard Business School, Harvard University, Boston, USA - Management Development Program, Asian Institute of Management, the Philippines	
<b>IOD Training Program</b>	- Director Certification Program (DCP), Class 57/2005 - Financial Institutions Directors Education Program (FIDE), Malaysia 2013	
<b>Shareholding</b>	- 149,941 shares or 0.00786%	
<b>Family relationship with other directors and members of management</b>	- None	
<b>Position in other listed companies</b>	- None	
<b>Position in other companies</b>	- None	
<b>Position in competitor companies / other companies in bank related business</b>	- None	
<b>Work experience</b>	- 2013 - Present Chairman, Bangkok Bank Berhad, Malaysia - February 1985 - Present Director, Bangkok Bank Public Company Limited - March 2008 - 2009 Co-Chairman, Board of Executive Directors, Bangkok Bank Public Company Limited - 2006 - February 2008 Chairman, Board of Executive Directors, Bangkok Bank Public Company Limited - 2003 - 2005 Chairman, Risk Management Committee, Bangkok Bank Public Company Limited - 1993 - 2000 Chairman, Asian Finance Corporation Limited, Singapore - 1992 - 2006 Vice Chairman, Board of Executive Directors, Bangkok Bank Public Company Limited	


	- 1991 - 2001	Chairman, Berli Jucker Public Company Limited		
	- 1989 - 2000	Chairman, Siam Square Tower Company Limited		
	- 1987 - 2000	Director, Bangkok Sakura Leasing Company Limited		
<b>Meeting attendance in 2015</b>	- Shareholders' Meeting		1	out of 1
	- Board of Directors' Meeting		12	out of 12

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Information as at December 31, 2015

## Details of Agenda No. 6

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

<b>Name</b>	Mr. Amorn Chandarasomboon	
<b>Position</b>	<ul style="list-style-type: none"> <li>- Non-executive Director</li> <li>- Member of the Board of Executive Directors</li> <li>- Member of the Nomination and Remuneration Committee</li> <li>- Member of the Risk Management Committee</li> </ul>	
<b>Date of appointment to the Board</b>	- 20 April 1988	
<b>Years of directorship</b>	- 28	
<b>Age</b>	- 85	
<b>Nationality</b>	- Thai	
<b>Educational qualifications</b>	<ul style="list-style-type: none"> <li>- Honorary Doctorate Degree in Law, 1991, Thammasat University</li> <li>- Distinguished Research Professor in Law, 1990, Sukhothai Thammathirat Open University</li> <li>- Honorary Doctorate Degree in Law, 1988, Chulalongkorn University</li> <li>- Honorary Doctorate Degree in Law, 1982, Ramkhamhaeng University</li> <li>- Doctorate Degree in International Law, 1955, Paris University, France</li> <li>- Bachelor of Law, 1951, Thammasat University</li> <li>- Diploma, National Defence College, The National Defence Course Class 14</li> </ul>	
<b>IOD Training Program</b>	<ul style="list-style-type: none"> <li>- Financial Institutions Governance Program (FGP), Class 3/2011</li> <li>- Audit Committee Program (ACP), Class 26/2009</li> <li>- Monitoring the System of Internal Control and Risk Management (MIR), Class 6/2009</li> <li>- Monitoring the Internal Audit Function (MIA), Class 5/2009</li> <li>- Monitoring the Quality of Financial Reporting (MFR), Class 7/2009</li> <li>- Director Certification Program (DCP), Class 36/2003</li> <li>- Director Accreditation Program (DAP), Class 2/2003</li> <li>- Finance for Non-Finance Director (FND), Class 7/2003</li> </ul>	
<b>Shareholding</b>	- 10,800 shares or 0.00057%	
<b>Family relationship with other directors and members of management</b>	- None	
<b>Position in other listed companies</b>	1 company <ul style="list-style-type: none"> <li>- Independent Director, BTS Group Holdings Public Company Limited</li> </ul>	
<b>Position in other companies</b>	- None	


<b>Position in competitor companies / other companies in bank related business</b>	- None	
<b>Work experience</b>	- 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, the National Institute of Development Administration (NIDA)
	- 2010 - July 2015	Member, Advisory Board, Sasin Graduate Institute of Business Administration of Chulalongkorn university
<b>Meeting attendance in 2015</b>	- Shareholders' Meeting	1 out of 1
	- Board of Directors' Meeting	12 out of 12
	- Board of Executive Directors' Meeting	99 out of 100
	- Nomination and Remuneration Committee's Meeting	10 out of 10
	- Risk Management Committee's Meeting	12 out of 12

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Information as at December 31, 2015

## Details of Agenda No. 6


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

<b>Name</b>	Mr. Phornthep Phornprapha	
<b>Position</b>	- Independent Director - Member of the Nomination and Remuneration Committee	
<b>Date of appointment to the Board</b>	- 12 April 2007	
<b>Years of directorship</b>	- 9	
<b>Age</b>	- 67	
<b>Nationality</b>	- Thai	
<b>Educational qualifications</b>	- Honorary Doctorate Degree in Science, Environmental Science, Chiangmai University - Honorary Doctorate Degree in Agricultural Technology, Landscape Technology, Mae Jo Agricultural Technology University - Honorary Doctorate Degree in Science, Topography, Srinakarinwirote University - Bachelor's Degree in Business Administration, California College of Commerce, USA - Diploma, National Defence College, The Joint State - Private Sector Course Class 5	
<b>IOD Training Program</b>	- Director Accreditation Program (DAP), Class 66/2007	
<b>Shareholding</b>	- None	
<b>Family relationship with other directors and members of management</b>	- None	
<b>Position in other listed companies</b>	- None	
<b>Position in other companies</b>	29 companies - Chairman, MAHLE Siam Filter Systems Company Limited - Chairman, Valeo Siam Thermal Systems Company Limited - Chairman, Valeo Thermal Systems Sales (Thailand) Company Limited - Chairman, Siam Daikin Sales Company Limited - Chairman, NSK Bearings (Thailand) Company Limited - Chairman, Siam NSK Steering Systems Company Limited - Chairman, NSK Bearings Manufacturing (Thailand) Company Limited - Chairman, Siam Hitachi Elevator Company Limited - Chairman, Bangkok Komatsu Company Limited - Chairman, Bangkok Komatsu Sales Company Limited - Chairman, Nittan (Thailand) Company Limited - Chairman, GS Yuasa Siam Industry Company Limited - Chairman, Thong Thaworn Development Company Limited - Chairman, Siam Music Yamaha Company Limited - Chairman, Thaworn Holding Company Limited	



## Details of Agenda No. 6

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

<b>Name</b>	Mrs. Gasinee Witoonchart	
<b>Position</b>	- Independent Director - Member of the Audit Committee	
<b>Date of appointment to the Board</b>	- 12 April 2007	
<b>Years of directorship</b>	- 9	
<b>Age</b>	- 68	
<b>Nationality</b>	- Thai	
<b>Educational qualifications</b>	- Master's Degree in Business Administration, University of Texas at Austin, USA - Bachelor's Degree in Business Administration, 2 <sup>nd</sup> Class Honors (Finance and Banking), Thammasat University - Certificate in Education Development, Monash University, Australia (Columbo's Scholarship) - Certificate in Property Valuation, ASEAN Valuer Association - Certificate in Operations Management, National University of Singapore, Singapore - Capital Market Academy Leadership Program, Class 3	
<b>IOD Training Program</b>	- Financial Institutions Governance Program (FGP), Class 3/2011 - Monitoring the Quality of Financial Reporting (MFR), Class 7/2009 - Monitoring the Internal Audit Function (MIA), Class 5/2009 - Audit Committee Program (ACP), Class 23/2008 - Monitoring the System of Internal Control and Risk Management (MIR), Class 3/2008 - Director Certification Program (DCP), Class 90/2007 - Director Accreditation Program (DAP), Class 40/2005	
<b>Shareholding</b>	- None	
<b>Family relationship with other directors and members of management</b>	- None	
<b>Position in other listed companies</b>	- None	
<b>Position in other companies</b>	- None	
<b>Position in competitor companies / other companies in bank related business</b>	- None	
<b>Work experience</b>	- 2010 - Present      Vice Rector for Planning and Administration (Rangsit Centre), Thammasat University	

### Reference Document No. 3

- April 2007 - Present Independent Director, Bangkok Bank Public Company Limited
- 2007 - Present Member, Audit Committee, Bangkok Bank Public Company Limited
- 2007 - Present Arbitrator, Office of the Securities and Exchange Commission
- 2007 - Present Arbitrator for resolution of disputes between Securities Business Licensees or disputes related to Securities Business Customer
- 2004 - Present Director, Thammasat University Council
- 2010 - 2011 Adviser, Association to Advance Collegiate Schools of Business (AACSB) for Asia
- 2008 - 2011 Director, Global Foundation of Management Education (GFME), the Association to Advance Collegiate School of Business
- 2006 - 2011 Adviser to the Executive Committees, the Valuers Association of Thailand
- 2005 - 2006 Director, Electricity Generating Authority of Thailand
- 2004 - 2009 Dean, Faculty of Commerce and Accountancy, Thammasat University
- 2002 - 2011 Mediator, Mediator Center, Alternative Dispute Resolution Office, Office of the Judiciary
- 1997 - 2007 Representative of Thailand, ASEAN Valuation Association (AVA)
- 1997 - 2004 Independent Director, Thai Coating Industrial Public Company Limited
- 1994 - 2004 Independent Director, Yuasa Battery (Thailand) Public Company Limited

#### Meeting attendance in 2015

- |                               |    |        |    |
|-------------------------------|----|--------|----|
| - Shareholders' Meeting       | 1  | out of | 1  |
| - Board of Directors' Meeting | 11 | out of | 12 |
| - Audit Committee's Meeting   | 14 | out of | 16 |

#### Qualifications as independent director

Having qualifications under the Definition of Independent Director prescribed by the Bank (the same as those provided under the Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares).


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Information as at December 31, 2015



## Details of Agenda No. 6

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

<b>Name</b>	Mr. Chansak Fuangfu	
<b>Position</b>	- Executive Director and Senior Executive Vice President	
<b>Date of appointment to the Board</b>	- 29 December 2011	
<b>Years of directorship</b>	- 4	
<b>Age</b>	- 66	
<b>Nationality</b>	- Thai	
<b>Educational qualifications</b>	- Master in Business Management (M.B.M.), Asian Institute of Management, the Philippines - Bachelor's Degree in Economics, 2 <sup>nd</sup> Class Honors, Thammasat University - Advanced Management Program, Harvard Business School, USA - National Defence College, Class 399	
<b>IOD Training Program</b>	- Director Accreditation Program (DAP), Class 9/2004	
<b>Shareholding</b>	- None	
<b>Family relationship with other directors and members of management</b>	- None	
<b>Position in other listed companies</b>	2 companies - Independent Director, BEC World Public Company Limited - Independent Director, BEC-Tero Entertainment Public Company Limited	
<b>Position in other companies</b>	3 companies - Director, Teijin Polyester Company Limited - Director, Hi-Tech Nittsu (Thailand) Company Limited - Director, Thai Industrial Estate Company Limited	
<b>Position in competitor companies / other companies in bank related business</b>	- None	
<b>Work experience</b>	- December 2011 - Present Director and Senior Executive Vice President, Bangkok Bank Public Company Limited - 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 - 1982 - 1994 Executive Officer, Bangkok Bank Public Company Limited	
<b>Meeting attendance in 2015</b>	- Shareholders' Meeting 1 out of 1 - Board of Directors' Meeting 11 out of 12	

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Information as at December 31, 2015

### Definition of Independent Director

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An independent director of Bank shall have the following qualifications:

1. holds shares in an amount not exceeding 1 percent of the total number of shares with voting rights of the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, provided that shares held by such independent director shall also include shares held by any related person of the said independent director;

2. is not or has not been a director who participates in the management of the business of, an employee, officer or advisor who receives a salary from, or the controlling person of the Bank or the parent company, subsidiary, affiliate or same-level subsidiary company, a major shareholder or controlling person of the Bank, except in the case where such status has ended for not less than 2 years;

3. is not related to any other directors, senior executive, a major shareholder, controlling person or any person to be nominated to be a director, senior executive or controlling person of the Bank or any subsidiary either as parent, spouse, sibling, child or spouse of a child, whether such relationship is by blood or by legal registration;

4. does not have nor used to have a business relationship with the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, such that it may interfere with the independent judgment of such independent director and is not nor used to be a significant shareholder or controlling person of any person with a business relationship with the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, except in the case where such status has ended for not less than 2 years;

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

5. is not or has not been an auditor of the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, and is not a significant shareholder, controlling person or partner of the audit firm employing the external auditor of the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, except in the case where such status has ended for not less than 2 years;

6. is not or has not been a provider of any professional services which includes being a legal advisor or financial advisor, and receiving service fees exceeding Baht 2 million per year from the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, and is not a significant shareholder, controlling person or partner of the firm providing such professional services, except in the case where such status has ended for not less than 2 years

7. is not a director appointed to be a representative of any other director of the Bank or a major shareholder, or a shareholder related to a major shareholder of the Bank;

8. does not carry on business of the same nature and in competition with the business of the Bank or its subsidiary and is not a significant partner in a partnership or a director who participates in the management of the business, or an employee, officer or advisor who receive a salary, or holds shares in the amount exceeding 1 percent of the total number of shares with voting rights of another company engaging in business of the same nature and in significant competition with the business of the Bank or its subsidiary;

9. does not have any other characteristics which would impact the ability to express independent opinions regarding the Bank's business operations.

The above mentioned definition of Independent Directors is the same as that stipulated by the Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares.

## Details of Agenda No. 7

## Information of nominated person proposed for election as director

<b>Name</b>	Mr. Pailin Chuchottaworn	
<b>Age</b>	- 60	
<b>Nationality</b>	- Thai	
<b>Educational qualifications</b>	<ul style="list-style-type: none"> <li>- Honorary Doctorate Degree in Social Innovation Management, Suan Sunandha Rajabhat University, 2013</li> <li>- Honorary Doctorate Degree in Sustain Energy and Environment Technology and Management, Rajanangala University of Technology Rattanakosin, 2012</li> <li>- Doctor of Engineering in Chemical Engineering, Tokyo Institute of Technology, Japan</li> <li>- Master of Engineering in Chemical Engineering, Tokyo Institute of Technology, Japan</li> <li>- Bachelor of Engineering in Chemical Engineering (First Class Honors), Chulalongkorn University</li> <li>- PTT-GE Executive Leadership Program 2008, GE Crotonville, USA</li> <li>- NIDA-Wharton Executive Leadership Program 2007, Wharton University of Pennsylvania, USA</li> <li>- Industrial Liaison Program (ILP) 2005, Massachusetts Institute of Technology, USA</li> <li>- Diploma, National Defence College, The Joint State - Private Sector Course, Class 22</li> <li>- Certificate in Top Executives in the Energy Education Program, Thailand Energy Academy (TEA), Class 1</li> <li>- Corporate Governance Program for Directors and Executives of State Enterprises and Public Organizations, King Prajadhipok's Institute, Class 7</li> <li>- Top Executive Program, Capital Market Academy (CMA), Class 8</li> <li>- Top Executive Program in Commerce and Trade (TEPCoT), Commerce Academy, Class 1</li> </ul>	
<b>IOD Training Program</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP), Class 24/2004</li> <li>- Director Certification Program (DCP), Class 51/2004</li> <li>- Finance for Non-Finance Director (FND), Class 14/2004</li> <li>- Anti-Corruption Training Program for Corporate Directors and Executives (ACEP), Class 4/2012</li> </ul>	
<b>Shareholding</b>	- 2,000 shares or 0.00010%	
<b>Family relationship with other directors and members of management</b>	- None	
<b>Position in other listed companies</b>	- None	
<b>Position in other companies</b>	- None	

- Position in competitor companies / other companies in bank related business** - None
- Work experience**
- 26 January 2016 - Present Director, National Research Council of Thailand
  - 2015 - Present Director, Thai Institute of Directors
  - 2015 - Present Adviser, Sasin Graduate Institute of Business Administration of Chulalongkorn University
  - 2015 - Present Chairman, Vidyasirimedhi Institute Science and Technology Council
  - 2015 - Present Chairman, Board of Executive Directors, Kamnoetvidya Science Academy
  - 2012 - Present Member, Board of Trustees, Mahidol University
  - 2014 - 2015 Chairman, IRPC Public Company Limited
  - 2014 - 2015 Director, Promote Cooperation in Social Committee, Princess Maha Chakri Award Foundation
  - 2014 - 2015 Adviser, Alternative Energy Institute of Thailand Foundation
  - 2011 - 2015 President and CEO, PTT Public Company Limited
  - 2011 - 2015 Director, PTT Exploration and Production Public Company Limited
  - 2011 - 2015 Director, Thai Listed Companies Association
  - 2011 - 2015 Advisory committee, Chulalongkorn University Alumni Association
  - 2011 - 2013 Director, National Science and Technology Development Agency, Ministry of Science and Technology
  - 2010 - 2015 Adviser, Thai - Japanese Association
  - 2010 - 2015 Advisory committee, Chulalongkorn University's Faculty of Engineering Alumni Association
  - 2010 - 2012 Chairman, Petroleum Refining Industry Club, Federation of Thai Industries
  - 2010 - 2011 Director, Federation of Thai Industries
  - 2010 Selection Sub-committee for the Director of National Metal and Materials Technology Center (MTEC)
  - 2009 - 2015 Director, Petroleum Institute of Thailand
  - 2009 - 2013 Director, IRPC Public Company Limited
  - 2009 - 2011 President, IRPC Public Company Limited
  - 2009 - 2015 Chairman of the Subcommittee, Governance guidelines of Central Operations, National Nanotechnology Center (NANOTEC)
  - 2006 - 2011 Director, PTT Asahi Chemical Company Limited

## Details of Agenda No. 8

## Directors' remuneration

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 2015, 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 2015 and 2014 are as follows:

Monthly Remuneration

	Monthly Remuneration	
	Year 2015	Year 2014
<u>Board of Directors</u>		
Chairman of the Board of Directors	450,000	450,000
Director	250,000	250,000
<u>Committees</u>		
Chairman of the Board of Executive Directors	250,000	250,000
Chairman of the Audit Committee	50,000	50,000
Chairman of the Nomination and Remuneration Committee	50,000	50,000
Chairman of the Risk Committee	50,000	50,000
Member of Committee	50,000	50,000

Annual Bonus

	Annual Bonus	
	Year 2015	Year 2014
Chairman of the Board of Directors	4,500,000	4,500,000
Chairman of the Audit Committee	3,000,000	3,000,000
Director	2,520,000	2,520,000

In 2015, the total remuneration of directors amounted to Baht 103.49 million, compared to Baht 102.57 million in 2014. Details of the remuneration for each individual director are presented under the heading of the Remuneration of the Board of Directors and Senior Executives in the General Information section of the Annual Report.

## Details of Agenda No. 9

## Appointment and remuneration of auditors for 2016

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. 2/2016 held on February 25, 2016, to request approval from the annual ordinary meeting of shareholders to appoint the auditor for the year 2016 and to approve the remuneration to be paid to the auditor as considered and recommended by the Audit Committee as follows:

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

Name	CPA Registration No.	Years as auditor for the Bank in the previous 5 years
1. Mr. Suphamit Techamontrikul	3356	2
2. Mr. Chavala Tienpasertkij	4301	-
3. Ms. Nisakorn Songmanee	5035	-

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 2016.

Furthermore, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is also the auditor of 3 subsidiaries of the Bank, namely BBL (Cayman) Limited, Sinnsuptawee Asset Management Company Limited and BBL Asset Management Company Limited.

2. To approve the remuneration of the auditors totaling Baht 15,260,000 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 2016 is increased from the fees paid for the year 2015 in an amount of Baht 300,000 or 2.00%.

	Year 2016	Year 2015
Audit fees for the half-year and annual audit	13,640,000	13,390,000
Quarterly review fees	820,000	800,000
Audit fees for special audit assignments	800,000	770,000
Total	15,260,000	14,960,000

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

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

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**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](http://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, 2016 beginning at 13.30 hours at the Bank's auditorium on the 30<sup>th</sup> 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 <sup>\*</sup> :

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 Chairman of the Board of the Bank or the Independent Director as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by April 5, 2016 -
    - (1) Original copy of the Proxy Form and Annex to the Proxy Form, duly and correctly filled out and signed by the shareholder as proxy grantor;
    - (2) Certified copy of the identification documents of the shareholder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens); and
    - (3) 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

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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 signed by the proxy holder;
  - (2) Certified copy of the identification documents of the authorized director of the juristic person who signed on behalf of the juristic person as proxy grantor, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens);
  - (3) Certified copy of the company registration certificate of the juristic person who is the shareholder, issued by the Ministry of Commerce not more than 1 year before the date of the meeting (*For juristic persons incorporated in Thailand*); or Certified copy of the company registration certificate issued by the relevant authorities in the country of incorporation or the document from the juristic person showing the juristic person's name, the address of the head office, and the names of the individuals authorized to sign on behalf of the juristic person as well as conditions or limitations pertaining to such authority. In the event that such documents are in a language other than Thai or English, an English translation certified as correct is to be provided by the juristic person (*For juristic persons incorporated in other countries*);
  - (4) 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 Chairman of the Board of the Bank or the Independent Director as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by April 5, 2016
  - (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 executor or administrator attending the meeting in person or appointing a proxy to attend the meeting shall also present a court order appointing an executor or an administrator certified by authorized officer.

4. In the case where the shareholders are incompetent persons or quasi-incompetent persons  
The curator or guardian attending the meeting in person or appointing a proxy to attend the meeting shall also present a court order appointing a curator or a guardian certified by authorized officer.

5. In the case where the shareholders are minors  
The parent or legal guardian attending the meeting in person or appointing a proxy to attend the meeting shall also present a copy of minor's house registration.

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

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

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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 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.\*

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\* "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.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

# Head Office BANGKOK BANK

333 Silom Road, Silom Sub-district, Bangrak District, Bangkok

