

Ref : SSD./REG. 0399/2015

February 26, 2015

Re: Resolutions of the Board of Directors

To: The President  
The Stock Exchange of Thailand

Reference is made to the meeting of the Board of Directors (the "Board") of Bangkok Bank Public Company Limited (the "Bank") No. 2/2015 held on February 26, 2015, at which the Board had adopted the following resolutions:

1. Approved that the dividend payment 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, be paid at the rate of Baht 6.50 per ordinary share, totaling Baht 12,407,478,811.00, a part of which had been paid as interim dividend at the rate of Baht 2.00 per ordinary share on September 26, 2014; that the remaining amount be paid on May 8, 2015 at the rate of Baht 4.50 per ordinary share; and that with the record date for determining the shareholders who have the right to receive the dividend payment be April 21, 2015 and the closing date of the share registration book be 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.

2. Resolved to convene the 22<sup>nd</sup> Annual Ordinary Meeting of Shareholders on April 10, 2015, starting at 15.00 hrs. at the Bank's auditorium, 30<sup>th</sup> floor, Bangkok Bank Building, 333 Silom Road, Silom Sub-district, Bangrak District, Bangkok, with the following agenda:

(1) To approve the minutes of the 21<sup>st</sup> Annual Ordinary Meeting of Shareholders held on April 11, 2014

Objective and reason: For the shareholders to consider and approve the minutes.

Board's recommendation: That the minutes be approved by the shareholders' meeting.

(2) To acknowledge the report on the results of operations for the year 2014 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 2014, 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 2014

Objective and reason: To report to the shareholders on the performance of the Audit Committee during the year 2014.

Board's recommendation: That the report of the Audit Committee for the year 2014 be acknowledged.

(4) To approve the financial statements for the year ended December 31, 2014

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, 2014, presenting the financial position 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, be approved.

(5) To approve the appropriation of profit and the payment of dividend for the year 2014

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 2014 amounted to Baht 34,121,215,688.71, and the accumulated profit to be appropriated in this year's annual ordinary meeting of shareholders amounted to Baht 105,896,276,850.55.

Board's recommendation: That the shareholders' meeting approve the appropriation of profit and the payment of dividend for the operating results of the year 2014 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 2014 amounting to Baht 500,000,000.00 (which had already been made as per the financial statements for the year ended December 31, 2014) and for the period of July-December 2014 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 2014.

3) to pay 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.

(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 2015, namely, Mr. Kovit Poshyananda, M.C. Mongkolchaleam Yugala, Mr. Kosit Panpiemras, Mr. Deja Tulananda, Mr. Chartsiri Sophonpanich and Mr. Suvarn Thansathit.

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.

(7) 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.

(8) To appoint the auditors and determine the remuneration

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

Board's Recommendation: The Audit Committee has 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, and is of the opinion that Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is suitable to be appointed as the Bank's auditor. The Board therefore recommends that the shareholders' meeting appoint 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.

(9) Other Business

3. Resolved that the record date for determining the shareholders who have the right to attend and vote at the 22<sup>nd</sup> Annual Ordinary Meeting of Shareholders be March 12, 2015, and the share registration book be closed on March 13, 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.

Please be advised accordingly.

Yours faithfully,  
Bangkok Bank Public Company Limited

(Mr. Apichart Ramyarupa)  
Corporate Secretary