

Ref: SSD./REG. 0444/2015

March 6, 2015

Re: Annual Ordinary Meeting of Shareholders

To: All Shareholders

Reference Documents:

1. Copy of the minutes of the 21st Annual Ordinary Meeting of Shareholders
2. Appropriation of profit and payment of dividend for the year 2014
3. Information of the directors retiring by rotation and proposed to be re-elected
4. Directors' remuneration
5. Appointment and remuneration of auditors for the year 2015
6. Guidelines for proxy holder appointment, registration and documents required in order to attend the shareholders' meeting
7. Articles of Association (only those Articles relating to the shareholders' meeting)
8. Map of Bangkok Bank Public Company Limited

Attachments:

1. Annual Report for the year 2014
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 22nd Annual Ordinary Meeting of Shareholders on April 10, 2015, starting at 15.00 hrs. at the Bank's auditorium on the 30th floor of the Head Office, 333 Silom Road, Silom Sub-district, Bangrak District, Bangkok, Thailand, to consider the following agenda:

- (1) To approve the minutes of the 21st 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.

(Details as per Reference Document No. 1)

- (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 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, 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 period 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.

(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 2015, namely, Mr. Kovit Poshyananda, H.S.H. Prince 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.

(Details as per Reference Document No. 3)

(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.
(Details as per Reference Document No. 4)

(8) To appoint the auditors and determine the remuneration

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

Board's recommendation: 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.

(Details as per Reference Document No. 5)

(9) Other Business

The record date for determining the shareholders who have the right to attend and vote at the 22nd Annual Ordinary Meeting of Shareholders shall be March 12, 2015, and the share registration book shall 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.

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. 6) 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 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 21st Annual Ordinary Meeting of Shareholders of
Bangkok Bank Public Company Limited (“the Bank”)
April 11, 2014
The Bank’s Auditorium, 30th Floor, Head Office
333 Silom Road, Bangrak, Bangkok, Thailand**

The Meeting was convened at 15.20 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 21st Annual Ordinary Meeting of Shareholders (Meeting) was attended by 5,830 shareholders or their representatives, collectively accounting for 867,457,507 shares or 45.44 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.	Mr. Kanung	Luchai	Member of the Audit Committee
9.	H.S.H. Prince Mongkolchaleam	Yugala	Member of the Audit Committee
10.	Ms. Gasinee	Witoonchart	Member of the Audit Committee
11.	Mr. Amorn	Chandarasomboon	Member of the Board of Executive Directors, the Nomination and Remuneration Committee and the Risk Management Committee
12.	Mr. Chartsiri	Sophonpanich	Member of the Board of Executive Directors and President
13.	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
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

Senior executives who attended the Meeting:

- | | | | |
|----|---------------|-------------|---|
| 1. | Miss Suteera | Sripaibulya | Senior Executive Vice President and Manager, Technology Division |
| 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. | Mr. Suphamit | Techamontrikul |
| 2. | Ms. Nisakorn | Songmanee |

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 together prior to the close of the Meeting.

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. Watcharin Ketbanglai, and the other two witnesses were selected by the Chairman from the shareholders who volunteered, namely, Ms. Saowalak Tiyaongpitak and Ms. Natpakalp Thinwongyae.

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 20th Annual Ordinary Meeting of Shareholders held on April 12, 2013

The Chairman requested the Meeting to consider and approve the Minutes of the 20th Annual Ordinary Meeting of Shareholders as presented on pages 5 - 17 of the Notice of the Meeting which had been sent to each shareholder.

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

There were no proposals from the Meeting.

The Chairman then proposed that the Meeting consider and approve the Minutes of the 20th Annual Ordinary Meeting of Shareholders held on April 12, 2013.

The Meeting approved the Minutes of the 20th Annual Ordinary Meeting of Shareholders held on April 12, 2013 with the following votes:

- Approved	850,829,892	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	15,253,390	votes	
- Invalid ballots	0	votes	

Agenda No. 2

Acknowledgement of the report on the results of operations for the year 2013 as presented in the Annual Report

The Chairman requested the Meeting to acknowledge the report on the results of operations for the year 2013, and the significant developments during the year, as presented on pages 38 - 53 of the 2013 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 inquired as to what risks were considered to be the most important to the Bank, and what risks had low probability of occurrence but which, should they occur, might have significant adverse impact on the Bank.

The President explained that there were 5 main risks which may be encountered by the Bank, namely, credit risk, market risk, operational risk, reputational risk and strategic risk. Each risk had its unique characteristics and details. Risk factors of these risks tended to change over time or vary with situation at a time. The Bank regularly conducted assessment of each of the risks and sought to manage its operation to be ready to cope with these dynamic risks effectively.

A shareholder asked for the Board of Directors' opinion about the level of the Bank's profits in the immediately preceding year.

The Chairman of the Executive Board of Directors stated that it was the Bank's policy and principle to conduct its business to be in line with Thailand's overall economic condition whilst seeking to maintain its financial strength and resilience in the long term. It should be noted that the Bank's operating results during the past years exhibited a continuing business growth and increasing profits in line with Thailand's economic condition, putting the Bank in a reasonably strong position to withstand any unanticipated adverse situations if any arising. The Bank was intent on upholding such policy and principle in pursuit of sustainable and robust growth.

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 2013.

Agenda No. 3

Acknowledgement of the Report of the Audit Committee for the year 2013

The Chairman requested the Meeting to acknowledge the Report of the Audit Committee for the year 2013 as presented on pages 150 - 151 of the 2013 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 2013.

Agenda No. 4**Approval of the Financial Statements for the year ended December 31, 2013**

The Chairman requested the Meeting to approve the Financial Statements for the year ended December 31, 2013, presenting the financial status and operating results of the Bank during the year 2013, 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 152 - 249 of the 2013 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 referred to the Annual Report page 208 on Notes to the Financial Statements, under item 6.9 'Properties for sale, net' which stated that the Bank and subsidiaries had immovable assets from debt repayment in the amount of Baht 26,867 million that were appraised by external appraisers in the amount of Baht 19,121 million and by internal appraisers in the amount of Baht 7,746 million, and inquired about the Bank's criteria for assigning external appraisers or internal appraisers to appraise value of immovable assets for sale.

The President explained that the Bank assigned external appraisers to appraise property which was worth more than certain amounts as stipulated by the Bank of Thailand's regulations.

A shareholder referred to the Annual Report page 187 and inquired about the Bank's allowance for doubtful accounts in connection with interbank and money market items which showed a zero balance in 2012 and Baht 11 million balance in 2013.

The President explained that the item represented provision for possible losses for certain assets which was set in an ordinary manner, which may vary in accordance with loan classes and debt amounts concerned.

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, 2013 of the Bank.

The Meeting approved the audited Financial Statements for the year ended December 31, 2013 with the following votes:

- Approved	863,380,649	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	3,679,256	votes	
- Invalid ballots	0	votes	

Agenda No. 5**Approval of the appropriation of profit and the payment of dividends for the year 2013**

The Chairman informed the Meeting that the net profit of the Bank in 2013 amounted to Baht 33,874,260,713.81 and the accumulated profit to be appropriated at this year's annual ordinary meeting of shareholders amounted to Baht 89,852,124,246.36 and requested the Meeting to consider and approve the appropriation of profit and the payment of dividends for the operating results of the year 2013, as presented on page 18 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 2013 amounting to Baht 500,000,000.00 (which had already been made as per the financial statements for the period ended December 31, 2013) and for the period of July-December 2013 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 2013.
3. payment of dividend for the operating results of the year 2013, 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 36.63 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 20, 2013, and the remaining amount be paid on May 9, 2014 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 22, 2014 and the share registration book shall be closed on April 23, 2014, 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 profit remaining after appropriation and to be carried forward was Baht 71,444,645,435.36.

The Chairman invited shareholders for questions and comments.

A shareholder proposed that the Bank consider to increase interim dividend for 2014 by Baht 0.50.

The Chairman stated that the Bank would take such suggestion into consideration as appropriate.

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 2013.

The Meeting approved the appropriation of profit and the payment of dividends for the year 2013 as proposed with the following votes:

- Approved	865,617,672	votes or	100.00%
of all the votes casted by the shareholders who attended the meeting			
- Disapproved	6,600	votes or	0.00%
of all the votes casted by the shareholders who attended the meeting			
- Abstained	1,637,290	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 2014 were Admiral Prachet Siridej, Mr. Singh Tangtatswas, Mr. Amorn Chandarasomboon, Mr. Charn Sophonpanich, Mr. Kanung Luchai and Mr. Thaweelap Rittapirom.

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 19 - 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 Admiral Prachet Siridej, Mr. Singh Tangtatswas, Mr. Amorn Chandarasomboon, Mr. Charn Sophonpanich, Mr. Kanung Luchai and Mr. Thaweelap Rittapirom. as directors for another term with the following votes:

- Admiral Prachet Siridej
 - Approved 825,101,714 votes or 95.88%
of all the votes casted by the shareholders who attended the meeting
 - Disapproved 35,463,797 votes or 4.12%
of all the votes casted by the shareholders who attended the meeting
 - Abstained 6,784,165 votes
 - Invalid ballots 1,500 votes
- Mr. Singh Tangtatswas
 - Approved 827,435,761 votes or 96.15%
of all the votes casted by the shareholders who attended the meeting
 - Disapproved 33,136,790 votes or 3.85%
of all the votes casted by the shareholders who attended the meeting
 - Abstained 6,777,125 votes
 - Invalid ballots 1,500 votes
- Mr. Amorn Chandarasomboon
 - Approved 817,369,101 votes or 94.98%
of all the votes casted by the shareholders who attended the meeting
 - Disapproved 43,183,930 votes or 5.02%
of all the votes casted by the shareholders who attended the meeting
 - Abstained 6,796,445 votes
 - Invalid ballots 1,700 votes
- Mr. Charn Sophonpanich
 - Approved 823,045,933 votes or 95.96%
of all the votes casted by the shareholders who attended the meeting
 - Disapproved 34,624,920 votes or 4.04%
of all the votes casted by the shareholders who attended the meeting
 - Abstained 9,678,823 votes
 - Invalid ballots 1,500 votes
- Mr. Kanung Luchai
 - Approved 851,080,394 votes or 98.92%
of all the votes casted by the shareholders who attended the meeting
 - Disapproved 9,334,787 votes or 1.08%
of all the votes casted by the shareholders who attended the meeting
 - Abstained 6,930,595 votes
 - Invalid ballots 5,400 votes
- Mr. Thaweelap Rittapirom
 - Approved 838,449,961 votes or 97.09%
of all the votes casted by the shareholders who attended the meeting
 - Disapproved 25,166,879 votes or 2.91%
of all the votes casted by the shareholders who attended the meeting
 - Abstained 3,733,336 votes
 - Invalid ballots 1,000 votes

Agenda No. 7

Acknowledgement of directors' remuneration

The Chairman requested the Meeting to acknowledge the directors' remuneration in 2013 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 2013 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 252 and pages 134 - 142 of the 2013 Annual Report.

The Chairman invited shareholders for questions and comments.

There were no questions and comments from the Meeting.

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

The Meeting acknowledged the directors' remuneration.

Agenda No. 8

The appointment of the auditors and the determination of the remuneration of the auditors for the year 2014

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 2013 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 2014, 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 2014 are presented on page 31 of the Notice of the Meeting.

The Chairman invited shareholders for questions and comments.

A shareholder asked about the Board of Directors' vision in selecting individuals for nominating as directors.

The Chairman explained that the Bank sought to select and nominate directors by targeting at individuals with different backgrounds from a variety of professions, taking into consideration their knowledge, abilities, skill and specific expertise that would be beneficial to the Bank, in order to ensure that the Bank's Board of Directors had the diversity with regard to age, qualifications, professions, experiences as well as specific expertise.

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 2014 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 2014, 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	863,135,501	votes or	99.70%
of all the votes casted by the shareholders who attended the meeting			
- Disapproved	2,639,286	votes or	0.30%
of all the votes casted by the shareholders who attended the meeting			
- Abstained	1,659,490	votes	
- Invalid ballots	100	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 support for SME businesses and the development of the Bank's technology to enable the Bank to provide products and services that suited a modern lifestyle of those consumers whose daily lives were increasingly involved with technology and internet.

The President explained that as we were approaching the ASEAN Economic Community in 2015, business enterprises would encounter more competition from various fronts. In supporting SME businesses, the Bank regularly organized useful activities for SMEs including Bualuang SMEs and Modern Agriculture seminars, SME networking activities etc. The Bank also organized investment mission trips for its customers to visit business enterprises in some other ASEAN countries. The trips provided the customers with opportunities to witness and get an understanding of the market condition in those countries so that the customers could adjust themselves in advance and make necessary preparations to cope with the competition and to expand their businesses into such countries. With regard to the development of technology that would enable the Bank to offer new products and services, the Bank recognized the importance of electronic banking channel and had constantly sought to improve and develop new products and services that would fit well with customers' lifestyle and changing environment. Specifically, the Bank had in early 2014 launched a new Mobile Banking service which delivered banking services on mobile devices. The Bank would continue to further develop new versions and features for this service in due course.

A shareholder asked if the Bank had any plan to establish a center that would support businessman who develops or creates any invention or innovation.

The Chairman of the Executive Board of Directors explained that there existed many governmental units that engaged in research and innovation, e.g., National Science and Technology Development Agency, National Innovation Agency and Thailand Research Fund. The Bank had been involved with various activities of these institutions to the extent possible. Moreover, the Bank also cooperated with various universities to help promote the integrated collaboration between business and academic arenas with the objective of promoting academicians' contribution for the benefits of businesses.

A shareholder asked about the Bank's perspective on Thailand's economic outlook for 2014 and the preparation that the Bank has made.

The Chairman of the Executive Board of Directors commented that currently Thailand's situation was fast changing and full of uncertainty. The Bank expected that Thailand's economic growth rate in the first and second quarters of 2014 would remain low. However, there still existed probability to achieve a higher growth rate for the whole year. Business sectors that had growth opportunities were those in the export sector and those having overseas investments. Domestic investment of the Thai private sector still stood a chance of further growth, especially in the third and fourth quarters of 2014. Overall, GDP growth rate in 2014 was expected to be about 3% and the Bank's projected loan growth rate would be in the range 3-5%. However, as there remained a risk from the very volatile and rapidly changing situation, the Bank would monitor the emerging situation closely and adjust itself as appropriate with any change that may occur, with the view to maintaining financial strength and exercising caution as the principles for its business conduct.

A shareholder asked if the Bank kept yearly statistics of risk incidents for comparison across the years so as to be used in managing risks. Such shareholder also suggested that the Bank should advertise more on its overseas branches.

In response to the question on risk statistics, the President explained that the Bank managed various risks by considering various risk factors and keeping statistics of risk incidents for comparing with forecasts. Besides, risk statistics were collected yearly to enable the Bank to compare statistics across the years in the past and also to use statistics for constructing future scenarios and simulation models.

A shareholder suggested that the Bank should advertise more through social media such as Facebook or Line which could help reach out to customers more easily.

A shareholder inquired whether or not the Bank would apply for a certification to become a member of Thailand's Private Sector Collective Action Coalition against Corruption as the Bank had declared its intention to join the same.

The President explained that the Bank was in the process of doing so.

A shareholder commented that the Bank's ATM card was recognized among financial institutions in Thailand as being an ATM card with the highest security. The Bank should therefore advertise more on its ATM cards by emphasizing on card security as a selling point. This would likely attract more customers to deposit funds with the Bank, bringing to the Bank not only ATM fees but also other fees.

The President showed appreciation to the shareholder for the suggestions and explained that during the past few years the Bank had developed new ATM or debit cards, switching from those which stored data on magnetic stripes to chip cards for maximum data security. This was done simultaneously with the upgrading of ATMs nationwide to accommodate chip cards. The Bank would continue to develop new technologies so as to innovate new products and services to further improve customer convenience.

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

The Meeting was closed at 17.35 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 2014

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 2014, the net profit from operations of the Bank amounted to Baht 34,121,215,688.71 and the total profit to be appropriated for 2014 amounted to Baht 105,896,276,850.55. The Board of Directors appropriated a part of the profit in the first half ending June 2014 and passed a resolution to submit to the appropriation of profit for 2014 to the meeting of shareholders for consideration as follows:

	Year 2014		Year 2013	
Net profit for the year	Baht	34,121,215,688.71	Baht	33,874,260,713.81
Profit to be appropriated	Baht	105,896,276,850.55	Baht	89,852,124,246.36
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	87,488,798,039.55	Baht	71,444,645,435.36
Dividend payout as percentage of net profit		36.36		36.63

Details of Agenda No. 6

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

Name	Mr. Kovit Poshyananda	
Position	<ul style="list-style-type: none"> - Independent Director - Chairman of the Nomination and Remuneration Committee 	
Date of Appointment as Director	- 11 April 2003	
Years of directorship	- 12	
Age	- 79	
Nationality	- Thai	
Educational qualifications	<ul style="list-style-type: none"> - National Defence College, Class 30 - Honorary Doctorate Degree in Economics, Chulalongkorn University - Master's Degree and Doctorate Degree in Economics, Cornell University, USA - Bachelor of Arts (Honors), Cambridge University, UK 	
IOD Training Program	<ul style="list-style-type: none"> - The Role of Chairman Program (RCP) Class 15/2007 - Director Accreditation Program (DAP) Class 2/2003 	
Shareholding	- None	
Family relationship with other directors and members of management	- None	
Position in other listed companies	<p>4 companies</p> <ul style="list-style-type: none"> - Chairman, Sansiri Public Company Limited - Chairman, Audit Committee and Independent Director, Furukawa Metal (Thailand) Public Company Limited - Chairman, Audit Committee and Independent Director, Shangri-la Hotel Public Company Limited - Chairman, Audit Committee and Independent Director, Glow Energy Public Company Limited 	
Position in other companies	<p>3 companies</p> <ul style="list-style-type: none"> - Director, Glow SSP 2 Company Limited - Director, Glow SSP 3 Company Limited - Director, Group 30 Company Limited 	
Position in competitor companies / other companies in bank related business	- None	
Work experience	<ul style="list-style-type: none"> - 2004 - Present Chairman, Nomination and Remuneration Committee, Bangkok Bank Public Company Limited - April 2003 - Present Independent Director, Bangkok Bank Public Company Limited 	



- Present Chairman, Rajapark Institute Council
- Present Vice Chairman, Walailak University Council, Walailak University
- Present Director, Office of the Council States of Thailand
- 2007 - 2014 Director, Office of Insurance Commission

Meeting attendance in 2014

- Shareholders' Meeting 1 out of 1
- Board of Directors' Meeting 11 out of 12
- Nomination and Remuneration Committees' Meeting 9 out of 10

Qualifications as independent director

Having qualifications under the Definition of Independent Director prescribed by the Bank (the same as those provided under the Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares) except for the qualification on business relationship due to deposit transactions being in excess of the prescribed limits, but the Board of Directors of the Bank are of the opinion that such business relationship does not impact the performance or nor interfere with the rendering of independent opinion by such director since the said transactions are considered normal business transactions of the Bank they are subject to the same terms and conditions as other, transactions of similar nature and the size of such director's transactions is not material compared to the business size of the Bank.

Information as at December 31, 2014

Details of Agenda No. 6

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

Name	H.S.H. Prince Mongkolchaleam Yugala	
Position	<ul style="list-style-type: none"> - Independent Director - Member of the Audit Committee 	
Date of Appointment as Director	- 11 April 2003	
Years of directorship	- 12	
Age	- 78	
Nationality	- Thai	
Educational qualifications	<ul style="list-style-type: none"> - Master's Degree in Business Administration, Northeastern University, USA - Bachelor's Degree in Commerce, Thammasat University 	
IOD Training Program	<ul style="list-style-type: none"> - Financial Institutions Governance Program (FGP), Class 2/2011 - Monitoring the Internal Audit Function (MIA), Class 5/2009 - Monitoring the System of Internal Control and Risk Management (MIR), Class 6/2009 - Director Certification Program - Refresher (DCP-Refresher), Class 4/2007 - The Role of Chairman Program (RCP), Class 15/2007 - Improving the Quality of Financial Reporting (QFR), Class 1/2006 - Finance for Non-Finance Director (FND), Class 19/2005 - Audit Committee Program (ACP), Class 1/2004 - Director Certification Program (DCP), Class 33/2003 	
Shareholding	- 24,860 shares or 0.00130%	
Family relationship with other directors and members of management	- None	
Position in other listed companies	- None	
Position in other companies	- None	
Position in competitor companies / other companies in bank related business	- None	
Work experience	<ul style="list-style-type: none"> - 2004 - Present Member, Audit Committee, Bangkok Bank Public Company Limited - April 2003 - Present Independent Director, Bangkok Bank Public Company Limited - 2000 - 2003 Adviser to Public Relations Department, Bangkok Bank Public Company Limited 	



- 1966 - 1999 Executive Officer, Bangkok Bank Public Company Limited

Meeting attendance in 2014

- Shareholders' Meeting	1	out of	1
- Board of Directors' Meeting	11	out of	12
- Audit Committee's Meeting	15	out of	15

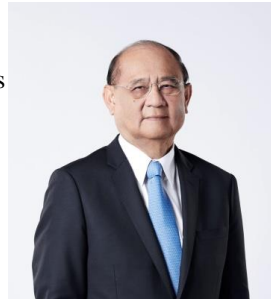
Qualifications as independent director

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) except for the qualification on business relationship due to deposit transactions being in excess of the prescribed limits, but the Board of Directors of the Bank are of the opinion that such business relationship does not impact the performance or nor interfere with the rendering of independent opinion by such director since the said transactions are considered normal business transactions of the Bank they are subject to the same terms and conditions as other, transactions of similar nature and the size of such director's transactions is not material compared to the business size of the Bank.

Information as at December 31, 2014

Details of Agenda No. 6

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

Name	Mr. Kosit Panpiemras	
Position	- Executive Director - Chairman of the Board of Executive Directors	
Date of Appointment as Director	- 1 March 2008	
Years of directorship	- 7	
Age	- 72	
Nationality	- Thai	
Educational qualifications	- Honorary Doctorate of Philosophy Degree in Rural Resource Development, Maejo University - Honorary Doctorate of Philosophy Degree in Economics Development, National Institute of Development Administration - Honorary Doctorate of Philosophy Degree in Economics, Sripatum University - National Defence College, Class 31 - Master's Degree in Economics, University of Maryland, USA - Bachelor's Degree (Honors) in Political Science (Public Finance), Chulalongkorn University	
IOD Training Program	- Director Certification Program (DCP), Class 61/2005	
Shareholding	- None	
Family relationship with other directors and members of management	- None	
Position in other listed companies	1 company - Director, Friesland Campina (Thailand) Public Company Limited	
Position in other companies	- None	
Position in competitor companies / other companies in bank related business	- None	
Work experience	- March 2008 - Present Director and Chairman, Board of Executive Directors, Bangkok Bank Public Company Limited - Present Chairman and Executive Chairman, Thailand Development Research Institute - Present Member, Policy Board of the Thailand Research Fund - September 2009 - January 2011 Chairman, National Innovation Agency - October 2006 - February 2008 Deputy Prime Minister and Minister, Ministry of Industry	

Reference Document No. 3

- January 1999 - October 2006 Chairman, Board of Executive Directors, Bangkok Bank Public Company Limited
- October - November 1997 Minister, Ministry of Finance
- July 1997 - July 2013 Director, National Economic and Social Development Board
- October - December 1996 Minister, Ministry of Industry
- 1994 - 1996 Member, Board of Executive Directors, Bangkok Bank Public Company Limited
- 1992 - 2006 Director, Padaeng Industry Public Company Limited
- June 1992 Minister, Ministry of Agriculture and Cooperatives
- April - May 1992 Secretary General to the Prime Minister
- 1991 - 1992 Deputy Minister, Ministry of Agriculture and Cooperatives
- 1986 - 1992 Deputy Secretary General, National Economic and Social Development Board
- 1982 - 1986 Assistant Secretary General, National Economic and Social Development Board
- 1981 - 1984 Director, National Rural Development Center, Office of the National Economic and Social Development Board (NESDB)
- 1976 - 1981 Director, Development Studies Division, Office of the National Economic and Social Development Board (NESDB)


Meeting attendance in 2014

- | | | | |
|---|----|--------|----|
| - Shareholders' Meeting | 1 | out of | 1 |
| - Board of Directors' Meeting | 12 | out of | 12 |
| - Board of Executive Directors' Meeting | 86 | out of | 97 |

Information as at December 31, 2014

Details of Agenda No. 6

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

Name	Mr. Deja Tulananda		
Position	<ul style="list-style-type: none"> - Executive Director - Vice Chairman of the Board of Executive Directors 		
Date of Appointment as Director	- 26 March 1991		
Years of directorship	- 24		
Age	- 80		
Nationality	- Thai		
Educational qualifications	<ul style="list-style-type: none"> - Executive Program, Pennsylvania State University, USA - Bachelor's Degree in Economics, Leicester University, UK 		
IOD Training Program	- None		
Shareholding	- 96,650 shares or 0.00506%		
Family relationship with other directors and members of management	- None		
Position in other listed companies	1 company <ul style="list-style-type: none"> - Director, Furukawa Metal (Thailand) Public Company Limited 		
Position in other companies	1 company <ul style="list-style-type: none"> - Director, City Realty Company Limited 		
Position in competitor companies / other companies in bank related business	- None		
Work experience	<ul style="list-style-type: none"> - 2009 - Present - 2004 - May 2012 - 1992 - 2008 - March 1991 - 1992 - 1985 - 1991 - 1973 - 1985 	<ul style="list-style-type: none"> Vice Chairman, Board of Executive Directors, Bangkok Bank Public Company Limited Director, Wave Entertainment Public Company Limited Director and Senior Executive Vice President and Member, Board of Executive Directors, Bangkok Bank Public Company Limited Director and Executive Vice President, Bangkok Bank Public Company Limited Executive Vice President, Bangkok Bank Public Company Limited Executive officer, Bangkok Bank Public Company Limited 	
Meeting attendance in 2014	<ul style="list-style-type: none"> - Shareholders' Meeting - Board of Directors' Meeting - Board of Executive Directors' Meeting 	1 out of 1 12 out of 12 93 out of 97	

Information as at December 31, 2014

Details of Agenda No. 6

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

Name	Mr. Chartsiri Sophonpanich	
Position	<ul style="list-style-type: none"> - Executive Director and President - Member of the Board of Executive Directors 	
Date of Appointment as Director	- 28 April 1992	
Years of directorship	- 23	
Age	- 55	
Nationality	- Thai	
Educational qualifications	<ul style="list-style-type: none"> - Master's Degree in Management, Sloan School of Management, Massachusetts Institute of Technology, USA - Master's Degree in Chemical Engineering, Massachusetts Institute of Technology, USA - Bachelor's Degree in Chemical Engineering, Worcester Polytechnic Institute, USA 	
IOD Training Program	<ul style="list-style-type: none"> - Director Accreditation Program (DAP), Class TG/2004 - The Role of Chairman Program (RCP), Class 2/2001 - Director Certification Program (DCP), Class 3/2000 	
Shareholding	- 5,900,200 shares or 0.30910%	
Family relationship with other directors and members of management	<ul style="list-style-type: none"> - Son of Mr. Chatri Sophonpanich - Chairman - Nephew of Mr. Charn Sophonpanich - Director 	
Position in other listed companies	1 company <ul style="list-style-type: none"> - Director, Post Publishing Public Company Limited 	
Position in other companies	2 companies <ul style="list-style-type: none"> - Director, TRG Management LP - Director, TRG Allocation LLC 	
Position in competitor companies / other companies in bank related business	- None	
Work experience	<ul style="list-style-type: none"> - 21 October 2014 - Present Director, Electronic Transactions Development Agency (Public Organization) - 25 June 2013 - Present Board, National Science and Technology Development Agency - 30 April 2009 - Present Member, Board of Trustees, Bangkok University - 28 December 2009 - Present Chairman, Bangkok Bank (China) Company Limited - 2004 - Present Member, Board of Trustees, Singapore Management University - 1994 - Present President, Bangkok Bank Public Company Limited 	



Reference Document No. 3

- April 1992 - Present Director, Bangkok Bank Public Company Limited
- 1992 - Present Member, Board of Executive Directors, Bangkok Bank Public Company Limited
- 14 February 2011 - 30 April 2014 Member, Board of Investment
- 10 August 2010 - 8 June 2011 Director, Thai Asset Management Corporation
- 19 July 2010 - 30 April 2014 Director, Payment Systems Committee
- 19 July 2010 - 30 April 2014 Chairman, Thai Bankers' Association
- 2006 - 2008 Member, the National Legislative Assembly
- 2003 - September 2009 Director, the Electronic Transactions Commission
- 2002 - 2008 Director, Thai Airways International Public Company Limited
- 2002 - 2006 Chairman, Thai Bankers' Association
- 2002 - 2006 Director, Thai Asset Management Corporation
- 2001 - 2008 Director, VISA International - Asia Pacific

**Meeting attendance in
2014**

- | | | | |
|---|----|--------|----|
| - Shareholders' Meeting | 1 | out of | 1 |
| - Board of Directors' Meeting | 12 | out of | 12 |
| - Board of Executive Directors' Meeting | 74 | out of | 97 |

Information as at December 31, 2014

Details of Agenda No. 6

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

Name	Mr. Suvarn Thansathit	
Position	<ul style="list-style-type: none"> - Executive Director and Senior Executive Vice President - Member of the Board of Executive Directors - Member of the Risk Management Committee 	
Date of Appointment as Director	- 26 October 2006	
Years of directorship	- 8	
Age	- 70	
Nationality	- Thai	
Educational qualifications	<ul style="list-style-type: none"> - National Defence College, Class 355 - Master's Degree of Science in Commerce, University of Santo Tomas, the Philippines - Bachelor's Degree in Business Administration Management, University of the East, the Philippines 	
IOD Training Program	- Director Certification Program (DCP), Class 63/2005	
Shareholding	- 8,860 shares or 0.00046%	
Family relationship with other directors and members of management	- None	
Position in other listed companies	2 companies <ul style="list-style-type: none"> - Director, Remuneration and Nomination Committee, Bangkok Insurance Public Company Limited - Chairman, Audit Committee, Lalin Property Public Company Limited 	
Position in other companies	1 company <ul style="list-style-type: none"> - Chairman, Sinnsuptawee Company Limited 	
Position in competitor companies / other companies in bank related business	- None	
Work experience	<ul style="list-style-type: none"> - 2007 - Present Member, Board of Executive Directors, Bangkok Bank Public Company Limited - October 2006 - Present Director and Senior Executive Vice President, Bangkok Bank Public Company Limited - 2004 - Present Member, Risk Management Committee, Bangkok Bank Public Company Limited - 1996 - 2006 Senior Executive Vice President, Bangkok Bank Public Company Limited 	



	- 1990 - 1996	Executive Vice President, Bangkok Bank Public Company Limited		
	- 1978 - 1990	Executive Officer, Bangkok Bank Public Company Limited		
Meeting attendance in 2014	- Shareholders' Meeting		1	out of 1
	- Board of Directors' Meeting		12	out of 12
	- Board of Executive Directors' Meeting		93	out of 97
	- Risk Management Committee's Meeting		8	out of 12

Information as at December 31, 2014

Definition of Independent Director

An independent director of Bank shall have the following qualifications:

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

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

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

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

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

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

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

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

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

engaging in business of the same nature and in significant competition with the business of the Bank or its subsidiary;

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

The 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

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 2014, 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 2014 and 2013 are as follows:

Monthly Remuneration

	Monthly Remuneration	
	2014	2013
<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	
	2014	2013
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 2014, the total remuneration of directors amounted to Baht 102.57 million, compared to Baht 104.30 million in 2013. 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. 8

Appointment and remuneration of auditors for 2015

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. 2/2015 held on February 26, 2015, to request approval from the annual ordinary meeting of shareholders to appoint the auditor for the year 2015 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	1
2. Mr. Niti Jungnitnirundr	3809	-
3. Mr. Chavala Tienpasertkij	4301	-
4. 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 4 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 2015.

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 14,800,000 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 2015 is the same as the fees paid for the year 2014.

	2015	2014
Audit fees for the half-year and annual audit	13,390,000	13,390,000
Quarterly review fees	800,000	800,000
Audit fees for special reports as required by regulators and for special audit assignments	610,000	610,000
Total	14,800,000	14,800,000

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**

Appointment of proxy holder

Proxy form to use

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

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

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

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

Filling out the Proxy Form

Proxy Form

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

Annex to the Proxy Form

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

Registration to attend the shareholder's meeting

Shareholders may register to attend the shareholders' meeting on April 10, 2015 beginning at 13.30 hours at the Bank's auditorium on the 30th floor of the Head Office at 333 Silom Road, Silom Sub-district, Bangrak District, Bangkok, Thailand as shown on the map sent with this notice of the shareholders' meeting. The barcode system will be used to facilitate the registration process for those attending the shareholders' meeting. Therefore, shareholders and proxy holders are kindly requested to present the barcoded registration form, and/or the proxy form, that are sent to shareholders together with this notice of the shareholders' meeting and which had been pre-printed with a barcode, together with the relevant identification documents for registration on the date of the meeting.

Identification documents required for registration ^{*} :

1. For shareholders who are individuals:
 - 1.1. For shareholders who are individuals attending the meeting in person -
 - (1) Registration form as sent to shareholders, duly signed by the shareholder; and
 - (2) Identification documents of the shareholder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens)
 - 1.2. For proxy holders representing shareholders who are individuals -
 - (1) Original copy of the Proxy Form and Annex to the Proxy form, duly and correctly filled out and signed by the shareholder as proxy grantor and the proxy holder;
 - (2) Certified copy of the identification documents of the shareholder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens);
 - (3) Registration Form as sent to shareholders, duly signed by the proxy holder; and
 - (4) Certified copy of the identification documents of the proxy holder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens)
 - 1.3. For individual shareholders wishing to appoint either the 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 3, 2015 -
 - (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 3, 2015
 - (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)

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. *

* "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

