

Ref: SSD./REG. 0333/2017

February 23, 2017

Re: Resolutions of the Board of Directors

To: The President  
The Stock Exchange of Thailand

Reference is made to the meeting of the Board of Directors (the "Board") of Bangkok Bank Public Company Limited (the "Bank") No. 2/2017 held on February 23, 2017, at which the Board had adopted the following resolutions:

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

2. Resolved to convene the 24<sup>th</sup> Annual Ordinary Meeting of Shareholders on April 12, 2017, starting at 15.00 hrs. at the Bank's auditorium, 30<sup>th</sup> floor, Bangkok Bank Building, 333 Silom Road, Silom Sub-district, Bangrak District, Bangkok, with the following agenda:

(1) To approve the minutes of the 23<sup>rd</sup> Annual Ordinary Meeting of Shareholders held on April 12, 2016

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

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

(2) To acknowledge the report on the results of operations for the year 2016 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 2016, 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 2016

Objective and reason: To report to the shareholders on the performance of the Audit Committee during the year 2016.

Board's recommendation: That the report of the Audit Committee for the year 2016 be acknowledged.

(4) To approve the financial statements for the period ended December 31, 2016

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 period ended December 31, 2016, presenting the financial status and operating results of the Bank during the year 2016, 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 2016

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 2016 amounted to Baht 28,479,275,983.83.

Board's recommendation: That the shareholders' meeting approve the appropriation of profit and the payment of dividend for the operating results of the year 2016 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 2016 amounting to Baht 500,000,000.00 (which had already been made as per the financial statements for the period ended December 31, 2016) and for the period of July-December 2016 amounting to Baht 500,000,000.00.

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 2016.

3) to pay dividend for the operating results of the year 2016, 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 43.57 percent of the annual net profit, a part of which had been paid as interim dividend at the rate of Baht 2.00 per ordinary share on September 23, 2016, and the remaining amount be paid on May 11, 2017 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 24, 2017 and the share registration book shall be closed on April 25, 2017, for the purpose of compiling the list of shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 as amended.

(6) To elect directors in place of those retiring by rotation

Objective and reason: In order to comply with Section 71 of the Public Limited Companies Act B.E. 2535 as amended and Article 17 of the Articles

of Association of the Bank, which stipulate that at every annual ordinary meeting of shareholders, one-third of the total number of the directors of the Company shall retire, 6 directors are due to retire by rotation in the annual ordinary meeting of shareholders for 2017, namely, Admiral Prachet Siridej, Mr. Singh Tangtatswas, Mr. Charn Sophonpanich, Mr. Arun Chirachavala, Mr. Chartsiri Sophonpanich, and Mr. Thaweelap Rittapirom.

Board's recommendation: The Nomination and Remuneration Committee has considered and selected qualified individuals to be proposed to be the Bank's directors in place of those retiring by rotation in accordance with the policy, criteria and methods prescribed and is of the opinion that the said 6 retiring directors possess suitable qualifications, with no disqualification pursuant to any relevant laws or regulations. The retiring directors have the knowledge, skills and expertise that will benefit the Bank's business and also possess high business ethics, vision and a positive attitude towards the Bank, as well as the willingness to fully perform their assigned duties. The retiring directors' performances of their duties as the Bank's directors so far have been highly beneficial as reflected in the Bank's results of operation. Therefore, the Board recommends that all 6 directors retiring by rotation be re-elected to the Board.

(7) To elect additional directors.

Objective and reason: In order that the Board of Directors will be made up of directors who are knowledgeable, skillful and equipped with experience and expertise in various business fields and to increase the number of independent directors.

Board's recommendation: The Nomination and Remuneration Committee has considered that it is appropriate to increase the number of directors and independent directors and has recruited suitable persons in accordance with the policy, criteria and method prescribed and has proposed Mr. Charamporn Jotikasthira to be a director and Mr. Chokechai Niljianskul to be an independent director. Both Mr. Charamporn Jotikasthira and Mr. Chokechai Niljianskul possess suitable qualifications with no disqualification pursuant to any relevant laws and regulations. Mr. Charamporn Jotikasthira has knowledge and expertise in the technology field as well as experience in banking business and large corporation management, while Mr. Chokechai Niljianskul has knowledge and expertise in both legal and financial fields with all the suitable qualifications of an independent director pursuant to the definition of independent director of the Bank. The Board of Directors, therefore, recommends that the shareholder's meeting elect Mr. Charamporn Jotikasthira to be director and Mr. Chokechai Niljianskul to be independent director as proposed by the Nomination and Remuneration Committee.

(8) To acknowledge the directors' remuneration

Objective and reason: To report to the shareholders concerning the directors' remuneration which has been determined in line with the remuneration framework as proposed by the Nomination and Remuneration Committee.

Board's recommendation: That the directors' remuneration be acknowledged.

(9) To appoint the auditors and determine the remuneration

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

Board's Recommendation: The Audit Committee has considered and evaluated the quality of the work of the auditor for the year 2016 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. 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 2017 with the remuneration in the amount of Baht 15,330,000.

(10) Other Business

3. Resolved that the record date for determining the shareholders who have the right to attend and vote at the 24<sup>th</sup> Annual Ordinary Meeting of Shareholders shall be March 9, 2017, and the share registration book be closed on March 10, 2017, for the purpose of compiling the list of shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 as amended.

Please be advised accordingly.

Yours faithfully,  
Bangkok Bank Public Company Limited

(Mr. Chartsiri Sophonpanich)  
President