

IBD 014/09

April 28, 2009

Mr. Chaiyarit Anuchitworawong, SVP  
General Manager  
Hong Kong Branch  
Bangkok Bank Building  
28 Des Voeux Road,  
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### **Alteration to the Bank's Articles of Associations**

Please be informed that it was resolved at the 16<sup>th</sup> Annual Ordinary Meeting of Shareholders of Bangkok Bank Public Company Limited held on 10 April 2009 at the Bank's Meeting Room on 30<sup>th</sup> Floor, that Articles of Association of Bangkok Bank Public Company Limited be amended in order to be in consistent with the Financial Institutions Businesses Act B.E. 2551, The Securities and Exchange Act B.E.2535 (amend) and the Public Limited Companies Act B.E 2535.

Details of amendment are as follows:

- 1) Definition of "Acts" in Article 1 shall be amended  
from

" "Acts" means the act on public limited companies, the act on commercial banking, the act on securities and securities exchange and any other acts or legislations related to the operations of the Company."

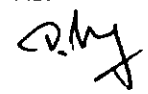
to

" "Acts" means the act on public limited companies, the act on financial institutions businesses, the act on securities and securities exchange and any other acts or legislations related to the operations of the Company."

Reason: Commercial banking is now under the Financial Institutions Businesses Act B.E. 2551 instead of the Commercial Banking Act B.E. 2505 which has been repealed.

- 2) Article 9 shall be amended  
from

"The Company may not own its shares or take them in pledge except in the case where such owning of shares or taking them in pledge is permitted by the Acts and is undertaken in accordance with the rules, procedures and conditions prescribed by the Acts."



to

“The Company may not own its shares or take them in pledge except in the case where such owning of shares or taking them in pledge is permitted by the Acts and is undertaken in accordance with the rules, procedures and conditions prescribed by the Acts.

In the event that the Company may own its own shares by repurchasing the shares in accordance with the Acts, such repurchasing of shares shall be approved by the meeting of shareholders, except in the case where the amount of the shares to be repurchased by the Company does not exceed ten percent of the paid-up capital, the Board of Directors shall have the power to approve such repurchase.”

Reason: The second paragraph is added in order to be consistent with the regulations prescribed by the Board of Governors of the Stock Exchange of Thailand.

3) Article 34 paragraph 3 shall be amended  
from

“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.”

to

“Where any shareholder holds shares exceeding the amount prescribed by the Acts 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 the amount prescribed by the Acts.”

Reason: In order to be consistent with Sections 18 and 21 of the Financial Institutions Businesses Act B.E. 2551.

4) Article 44 shall be amended  
from

“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.”

to

“Where any shareholder holds shares exceeding the amount prescribed by the Acts 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 the amount prescribed by the Acts.”

Reason: In order to be consistent with Sections 18 and 21 of the Financial Institutions Businesses Act B.E. 2551.

5) Article 54 bis shall be amended

from

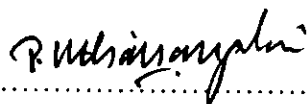
“In the event the Company or any of its subsidiaries enters into a connected transaction or an acquisition or disposition of important assets of the Company or any of its subsidiaries as prescribed by the Stock Exchange of Thailand for the disclosure of such types of transactions by listed companies, the Company shall comply with the rules and regulations of the Stock Exchange of Thailand relating thereto.”

to

“In the event the Company or any of its subsidiaries enters into a connected transaction or an acquisition or disposition of important assets of the Company or any of its subsidiaries, the Company shall comply with the rules as prescribed by the Acts relating thereto.”

Reason: The entering by the Company or any of its subsidiaries into a connected transaction or an acquisition or disposition of important assets of the Company or any of its subsidiaries is now subject to the regulations prescribed by the Capital Market Supervisory Board under the Securities and Exchange Act B.E. 2535 as amended.

We shall distribute the minutes of the meeting to you once available.



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(Mr. Prasong Uthaisangchai)  
Executive Director and  
Senior Executive Vice President

ธนาคารกรุงเทพ จำกัด (มหาชน) (บมจ.111)

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