

EXHIBIT A

**BANGKOK BANK PUBLIC COMPANY LIMITED
HONG KONG BRANCH
US\$400,000,000 3.25 per cent.
Subordinated Convertible Bonds Due 2004**

CONVERSION NOTICE

(Please read the notes overleaf before completing this Notice.)

Name:

.....

Date:

Address:

Signature:*

.....

Registered Holder

*Where the Bonds to be converted are represented by a Global Certificate, the Conversion Notice need not be signed. In such a case, delivery of the Notice will constitute confirmation by the beneficial owner of the Bonds to be converted that the information and the representations in the Notice are true and accurate on the date of delivery.

To: Bangkok Bank Public Company Limited (the "Bank"), Hong Kong Branch

I/We, being the holders (or, in the case of Bonds represented by a Global Certificate, the beneficial owners) of the Bonds specified below, hereby elect to convert such Bonds into ordinary shares of the Bank (the "Shares") in accordance with Condition 5 of the Terms and Conditions of the Bonds.

1. Total principal amount, number and identifying numbers of Bonds to be converted:-

Total principal amount:

Total number of Bonds:

Identifying numbers of Bonds (if relevant)*:

Identifying numbers of Certificates deposited in respect of Bonds to be converted (if relevant)*:

N.B. If necessary, the identifying numbers of Bonds and Certificates can be attached separately.

* Not required for Bonds represented by a Global Certificate

2. (a) Name(s) and address(es) of person(s) in whose name(s) the Shares required to be delivered on conversion are to be registered:-

Name:

Address:

.....

.....

Such person(s) is/are (not) (a) non-Thai person(s) as defined in Condition 5 of the terms and conditions of the Bonds.

- (b) Name and address of Designated Purchaser * (if applicable)

Name:

Address:

.....

.....

* As defined in Condition 5

3. I/We hereby request that the certificates or other relevant evidences of title for the Shares (together with any other securities, property or cash including any Raht cheque in respect of payment of an Equivalent Amount pursuant to Condition 5(b)(iv)) required to be delivered upon conversion

* (a) be despatched (at my/our risk and expense) to the person whose name and address is given below and in the manner specified below:

Name:

Address:

.....

.....

Manner of despatch:

* (b) be made available for collection at the Head Office of the Bank

4. If a Cash Amount is to be paid under Condition 5(f) payment should be made:

* (a) by US\$ cheque drawn on a bank in New York City made in favour of, and posted to,

Name:

Address:

.....

.....

* (b) by transfer to the following US\$ account:

.....

.....

.....

5. (a) If a Certificate in respect of any Bond is to be returned to me/us pursuant to Condition 5(f) I/we hereby request that it be despatched (at my/our risk) to the person whose name and address is given below and in the manner specified:-

Name:

Address:

.....

Manner of despatch:

(b) If any interest is to be paid to me/us pursuant to Condition 5(f) payment should be made.

*(i) by US\$ cheque drawn on a bank in New York City in favour of, and posted to,

Name:

Address:

.....

(ii) by transfer to the following US\$ account:

.....

.....

6. The Certificate in respect of the Bonds converted hereby accompanies this Conversion Notice.

- 7. I/We hereby covenant and agree not to offer or sell, pledge or otherwise transfer any of the Shares to be issued upon conversion except in an offshore transaction pursuant to any exemption from registration in accordance with Rule 903 or 904 of Regulation S ("Regulation S") under the U.S. Securities Act of 1933, as amended.
- 8. If the Bonds are being converted and the Shares to be issued upon conversion are being registered in the name of a person other than the holder(s) of such Bonds, then I/we certify that such person is outside the United States, as defined in Regulation S, and that the Bonds and/or the Shares have been transferred to such person in an offshore transaction in accordance with Rule 903 or 904 of Regulation S (and not in a pre-arranged transaction resulting in the resale of any of such Bonds into the United States).
- 9. The Bank has notified the Agents that the Bank's register of shareholders will be closed on the following dates:**

.....

* Delete as applicable

** To be completed by the Agent, if applicable

H.B.

(i) This Conversion Notice will be void unless the introductory details, Sections 1, 2, 3 and 4 are completed.

(ii) Your attention is drawn to Condition 5(b)(i) of the Bonds with respect to the conditions precedent which must be fulfilled before the Bonds specified above will be treated as effectively eligible for conversion.

(iii) Despatch of share certificates or other securities or property will be made at the risk and expense of the converting Bondholder and the converting Bondholder will be required to prepay the expenses of, and submit any necessary documents required in order to effect, despatch in the manner specified.

(iv) If a retroactive adjustment contemplated by the Terms and Conditions of the Bonds is required in respect of a conversion of Bonds, certificates for the additional Shares deliverable pursuant to such retroactive adjustment (together with any other securities, property or cash) will be delivered or despatched in the same manner as the Shares, other securities, property and cash or, as the case may be, Equivalent Amount previously issued pursuant to the relevant Conversion Notice.

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For Agent's use only:-

1. (A) Bond conversion identification reference: [] Bangkok
Bank Public Company Limited Subordinated Convertible Bonds
2004/.....

(B) Conversion Date:
2. (A) Aggregate principal amount of Bonds in respect of which
Certificates have been deposited for conversion:
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(B) Conversion Price on Conversion Date:
- (C) Number of Shares issuable: $\frac{(A)}{(B)}$ =
(disregard fractions)
3. (If applicable) amount of cash payment due to converting Bondholder
under Condition 5(a)(ii) in respect of fractions of Shares:
.....

N.B. The Agent must complete items 1, 2 and (if applicable) 3.