

**Clarifications on
Proxy Appointment, Registration and Evidence for Attending and
Voting at the 2010 Annual General Meeting of Shareholders
Thanachart Capital Public Company Limited
Wednesday 7th April 2010**

Appointment of Proxy Holder

The Company has sent to shareholders the Proxy Form B which is clearly specified certain items and in line with the Ministry of Commerce's requirements. This enables the shareholders who cannot attend the meeting by themselves, to consider whether they will appoint any other person or any one of the Company's directors (specified by the Company), as their proxy holders to attend and vote at the meeting on their behalf.

In case that shareholders wish to appoint a proxy holder in general , Proxy Form A (a general and simple proxy form) can be used, or in case the shareholder is a foreign investor who has appointed a custodian in Thailand to hold and look after the shares on their behalf, Proxy Form C can be used. Both forms can be downloaded from the Company's website at www.thanachart.co.th.

1. The shareholder appoints any other person as proxy holder.

- The proxy grantor can appoint only one proxy holder to attend and vote at the meeting on his/her behalf and shall not allocate the number of shares to several proxy holders to vote separately.
- The proxy grantor must fill in information in the proxy form clearly and completely, and sign it. The proxy holder is also required to sign his/her name in the form.
- The proxy holder must bring the proxy form and hand it over to the Company's staff at the meeting venue before attending the meeting.

2. The shareholder appoints one of the Company's directors as a proxy holder.

- The proxy grantor must fill in the following names and information of the Company's directors in order to appoint as his/her proxy holder:
 1. Mrs. Siripen Sitasuwan, Chairman of the Audit Committee as well as member of the Nomination Committee and the Remuneration Committee (independent director), aged 61 years, residing at 377 Charansanitwongse 12 Road, Kwaeng Bangkokyai, Khet Bangkokyai, Bangkok.
 2. Mrs. Punthip Surathin, Audit Committee as well as member of the Nomination Committee and the Remuneration Committee (independent director), aged 61 years, residing at 207/6 Moo 12, Soi Udomsuk 34, Sukhunvit Road 103, Khet Bangna, Bangkok
 3. Mr. Suphadej Poonpipat, Vice Chairman of the Board of Directors, Chairman of the Executive Committee as well as President and Chief Executive Officer, aged 59 years, residing at 45/2 Soi Sailom 1, Paholyothin Road, Kwaeng Samsen Nai, Khet Phayathai, Bangkok.

- In appointing the Company's directors as proxy holders, please give names and details of all three directors. If one of the directors is not able to attend the meeting, the other directors who attend the meeting will be able to act as the proxy holder to attend and vote in the meeting on your behalf.
- The proxy grantor must fill in information in and place his/her signature on the proxy form, put the completed proxy form in the enclosed reply envelope, seal and then deliver it via mail to "Corporate Secretariat Section" before the meeting date.

Meeting registration and documents required prior to attending the meeting

The Company will start verifying the proxy forms and accepting the registration for attending the meeting from 8:00 hours, in front of the Athenee Crystal Hall, 3rd Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Lumpini, Pathumwan, Bangkok, in line with the meeting procedures and the map attached.

For the convenience of the shareholders, a barcode system for the registration is to be applied by the Company. Therefore, the participants are required to bring along the documents and Proxy Form B on which barcode is printed, which the Company has sent to the shareholders together with the Notice of the Meeting, for the purpose of registration..

Documents or evidence which the participants are required to present for registration prior to attending the meeting (depending on the case).

1. For individual shareholder

1.1 The shareholder attends the meeting in person.

The shareholder is required to show valid ID card which is issued by the state agency and bears the photograph of the shareholder as well as the identification number, e.g. personal ID card, driver license or passport.

1.2 The shareholder appoints a proxy holder.

- a) Proxy statement in the form as attached to the Notice of the Meeting to shareholders, duly filled out and signed by the shareholder and the proxy holder together with a duty stamp of 20 baht affixed.
- b) A photocopy of the shareholder's valid ID card issued by the state agency, as specified in Item 1.1 above, which is certified by the grantor of proxy (shareholder) as a true copy.
- c) An original and photocopy of the proxy holder's valid ID card as referred to in Item 1.1 above.

2. For shareholder who is a juristic person

- a) Proxy statement in the form as attached to the Notice of the Meeting to the shareholder, duly filled out and signed by the proxy grantor and the proxy holder, together with a duty stamp of 20 baht affixed.
- b) A photocopy of the Certificate of Incorporation of the juristic person owning the shares, which is certified a true copy by the juristic person's representative. The certificate must contain a statement showing that the juristic person's representative who signs the proxy form is authorized to legally act on behalf of the juristic person shareholder.
- c) A photocopy of the valid ID card of the authorized director(s) signing on the proxy statement, as referred to in Item 1.1 above, which is issued by the state agency and is certified by the said authorized director as a true copy
- d) An original and photocopy of the proxy holder's valid ID card which is issued by the state agency with details as referred to in Item 1.1 above. A photocopy of the valid ID is duly certified by the proxy holder as a true copy.

3. For shareholder who is a non-Thai citizen or is a juristic person established in accordance with the law of a foreign country.

Items 1 and 2 above can be applied, mutatis mutandis, to the shareholder or attendee who is non-Thai citizen or who is a juristic person established under the foreign law, depending on the case, provided that the following regulations are complied with;

- a) The document certifying the identity of the juristic person can be issued by a state agency of the country where the juristic person is based, or by an official of the juristic person. The document must include details of the name of the juristic person, the persons authorized to sign on the juristic person's behalf, as well as any conditions or restrictions imposed on such authorized signatories. The document must also state the address of the head office of the juristic person.
- b) Any original document not written in English must be submitted together with the English translation. And the representative of the foreign juristic person must certify the accuracy and correctness of the translation.

Voting and Counting

▪ Voting

- (1) One share equals to one vote.
- (2) In voting for each agenda item, the Chairman of the meeting will ask the shareholders who wish to cast their votes of disapproval or abstain from voting, to raise their hand.
 - o If there is any shareholder raising his/her hand, such shareholder must record his/her votes of disapproval or abstain by marking the ballot previously given to the shareholders prior to attending the meeting. The Chairman will request the staff to collect and count the ballot from the shareholder who cast his/her votes of disapproval or abstain from voting. Any non-raising hand shareholders shall be deemed as casting their approval votes to the resolution as proposed by the Chairman.

- If there is no shareholder raising hand to cast vote of disapproval or abstain from voting, it shall be deemed that the meeting unanimously adopt the resolution as proposed by the Chairman. However, this does not apply to those proxy forms in which the shareholders stated their intention to cast their votes of disapproval or abstain from voting. In counting votes for each agenda item, the Company will take into account these votes of disapproval or the abstention from voting.
 - Any shareholder having a conflict of interest in relation to the agenda item under consideration will not be entitled to voting on such item. However, this does not apply to the case related to the election of directors, in which no shareholder is prohibited from casting their votes.
- (3) In case the shareholders who appoint proxy holders to attend the meeting on their behalf have stated their voting intention in the proxy form, the Company will include their votes (as specified by the shareholders in the proxy form) into the vote counts in advance, after the proxy holders registered their attendance of the meeting. The purpose is to provide the proxy holders with convenience as they will not be required to mark the ballot again at the meeting. The votes of the shareholders stated in the proxy form will be added to the votes cast by the shareholders at the meeting.
- (4) At the election of the directors, the shareholders' meeting may vote for the directors, either one candidate at a time or candidates consisting in a group or by any other method as it deems expedient, but in each resolution, a shareholder must exercise his right according to the number of votes specified under Item (1) and his votes shall not be distributed howsoever to elect the candidate(s).
- **Vote Counts**
- (1) In counting votes for each agenda item, the Company will count the votes of the shareholders present at the meeting and the votes of the shareholders who appointed proxy holders, which are recorded by the Company in advance. In the meantime, the votes of the proxy holders, already registered for attendance, who cast the disapproval and abstained votes will be deducted from the total votes of the shareholders attending the meeting and having the rights to cast a vote for each agenda item.
- (2) The Chairman will announce the voting results after the voting process for each agenda item is completed. The results will be given in terms of the number of approval votes, disapproval votes and abstained votes respectively as well as their respective percentage.
- (3) In case a tie of votes, the Chairman shall have a deciding vote although he is not a shareholder of the Company.

Information about the director whom the Company proposes as the shareholder's proxy holder.



Name and surname	Mrs. Siripen Sitasuwan
Type of Directorship	Independent Director
Current position(s)	Chairman of the Audit Committee, Member of The Nomination Committee, and Remuneration Committee
Age	61 years
Nationality	Thai
Educational qualifications	- Master of Business Administration, Wichita State University, Kansas, USA - Bachelor of Arts (Commerce), Chulalongkorn University
Training courses attended	- Directors Certification Program (DCP) Class 33/2003, - Role of The Compensation Committee (RCC) Class 4/2007, Thai Institute of Directors Association
Holding directorship for (years)	9 years and 11 months
Position(s) in other listed companies	-
Position(s) in other companies	Chairperson, Seamico Asset Management Company Limited
Position(s) in companies whose business is related to the Company's business	-
Position(s) in competitor	-
Work experience (s)	- Director, Shin Satellite Plc. - President, Shin Corporation Plc. - Director, Advanced Info Service Plc.
Shareholding in the Company (shares)	-
Shareholding as compared to the total number of voting rights (percent)	-
Attendance Records in 2009	- Board of Directors: 11 / 13 - Audit Committee: 7 / 8 - Nomination Committee: 4 / 4 - Remuneration Committee: 2 / 2
Being stakeholders in any agenda in this Meeting	- None - except in agenda no. 5 regarding the Directors' remuneration.

Relationship with the Company/parent company/subsidiaries/associated companies or any juristic persons which may have a conflict of interest at present or during the past two years:

- Not being an executive director, employee, staff or advisor who receives remuneration in form of regular salary.
- Not being a provider of professional services.
- Not having any significant business relationship that may impede the independent performance of duties and responsibilities.

Information about the director whom the Company proposes as the shareholder's proxy holder.



Name and surname	Mrs. Punthip Surathin
Type of Directorship	Independent Director
Current position(s)	Member of the Audit Committee, Member of Nomination Committee and the Remuneration Committee
Age	61 years
Nationality	Thai
Educational qualifications	<ul style="list-style-type: none"> - Master of Business Administration, Fort Hays Kansas State College, U.S.A. - Bachelor of Arts (Accounting), Second Class Honor, Chulalongkorn University
Training courses attended	<ul style="list-style-type: none"> - Director Certification Program (DCP), Class 5/2001, Thai Institute of Directors Association - Audit Committee Program (ACP), Class 27/2009, Thai Institute of Directors Association - Certificate in Senior Executive Program Capital Market Academy (Class 3) - The National Defense Course, The National Defense College (Class 40)
Holding directorship for (years)	11 months
Position(s) in other listed companies	- Director and Director of Audit Committee, IRPC Public Company Limited
Position(s) in other companies	<ul style="list-style-type: none"> - Director and Director of Audit Committee, YLG Bullion & Futures Company Limited. - Executive Director, The Fiscal Policy Research Institute Foundation
Position(s) in companies whose business is related to the Company's business	-
Position(s) in competitor (s)	-
Work experience	<ul style="list-style-type: none"> - Director, Bangkok insurance Company Limited - Chairperson, Dhanarak Asset Development Company Limited - Director General, The Treasury Department - Director, PTT Public Company Limited - Director, Siam Commercial Bank Public Company Limited
Shareholding in the Company (shares)	-
Shareholding as compared to the total number of voting rights (percent)	-

Attendance Records in 2009

- Board of Directors:	5/13
- Audit Committee:	5/8

Note: Mrs. Punthip Surathin was appointed as Director and the Member of the Audit Committee, effective on 26 May 2009 and was appointed as member of the Nomination Committee and Remuneration Committee, effective on 25 August 2009

Being stakeholders in any agenda in this Meeting

- None - except in agenda no. 5 regarding the Directors' remuneration.
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Relationship with the Company/parent company/subsidiaries/associated companies or any juristic persons which may have a conflict of interest at present or during the past two years:

- Not being an executive director, employee, staff or advisor who receives remuneration in form of regular salary.
- Not being a provider of professional services.
- Not having any significant business relationship that may impede the independent performance of duties and responsibilities.

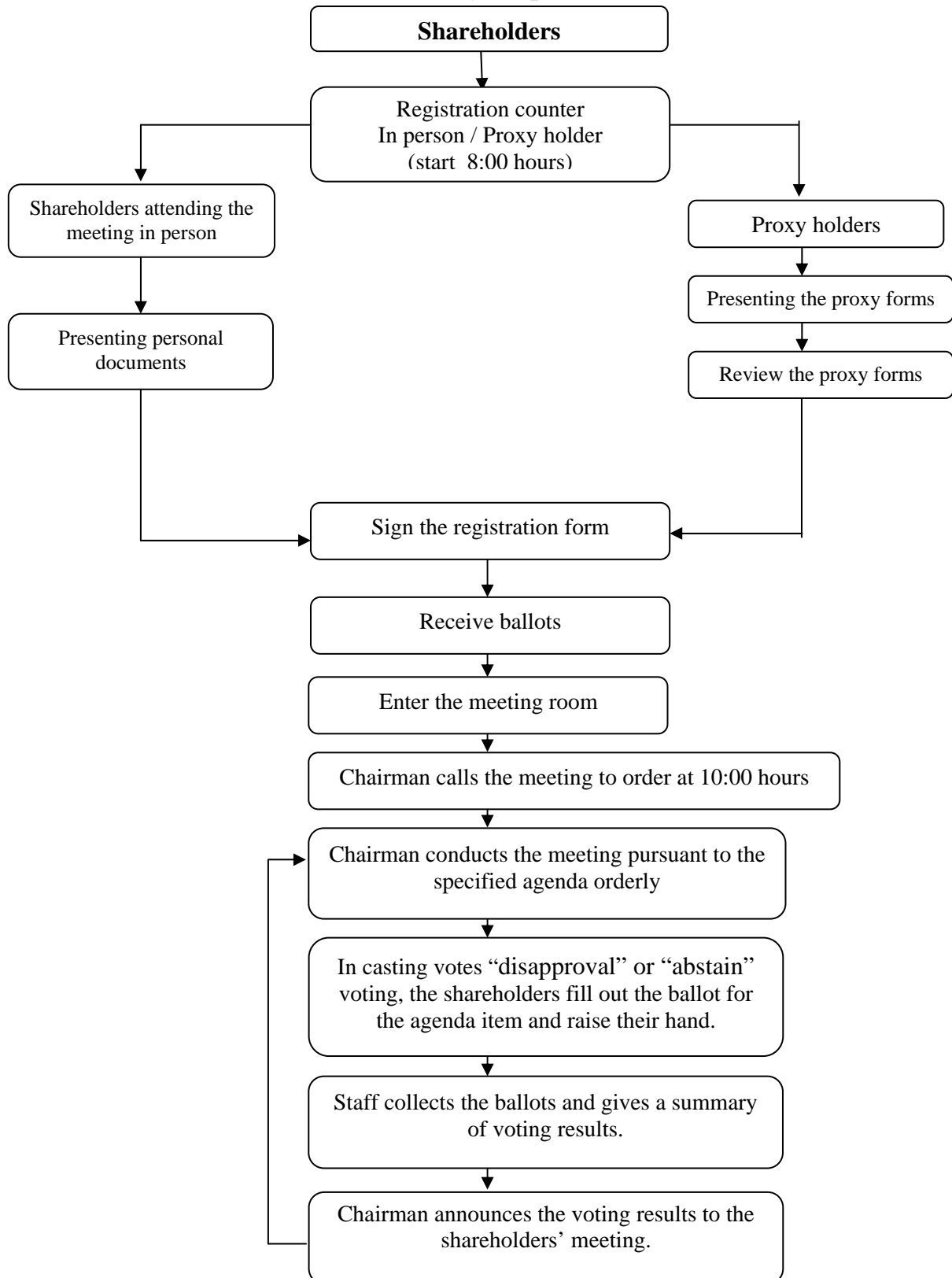
Information about the director whom the Company proposes as the shareholder's proxy holder.



Name and surname	Mr. Suphadej Poonpipat
Type of Directorship	Executive Director
Current position(s)	Vice Chairman of the Board of Directors and Chairman of the Executive Committee
Age	59 years
Nationality	Thai
Educational qualifications	- Master of Science, University of Wisconsin, USA - Bachelor of Business Administration and Accounting, Chulalongkorn University
Training courses attended	- Director Accreditation Program (DAP), Class 8/2004 Thai Institute of Directors Association
Holding directorship for (years)	30 years
Position(s) in other listed companies	- Director, Advanced Info Service Plc. - Vice Chairman of the Board of Directors and Vice Chairman of the Executive Committee, MBK Plc. - Director, Royal Orchid Hotel (Thailand) Plc. - Advisor, Patum Rice Mill & Granary Plc.
Position(s) in other companies	- Director, Plan Estate Co., Ltd. - Director, Siam Piwat Co., Ltd. - Director, Siam Piwat Holding Co., Ltd. - Director, MBK Resort Plc. - Director, Thai Royal Orchid Real Estate Co., Ltd.
Position(s) in companies whose business is related to the Company's business	- Vice Chairman of the Board of Directors, Chairman of the Executive Committee, and Chief Executive Officer, Thanachart Bank Plc. - Director and Chairman of the Executive Committee, Thanachart Insurance Co., Ltd. - Chairman of the Executive Committee, Thanachart Life Assurance Co., Ltd.
Position(s) in competitor (s)	-
Work experience	Project Finance, TISCO Finance and Securities Plc.
Shareholding in the Company (shares)	-
Shareholding as compared to the total number of voting rights (percent)	-
Attendance Record in 2009	- Board of Directors: 13 / 13 - Executive Committee: 14 / 14
Being stakeholders in any agenda in this Meeting	- None- except in agenda no. 5 regarding the Directors' remuneration.

Procedures related to attendance of the 2010 Annual General Meeting of Shareholders

**Thanachart Capital Public Company Limited
Wednesday 7 April 2009**



The Company's Articles of Association in relation to 2010

Annual General Meeting

Directors

Article 14. Prior to each shareholder's meeting, the Company may provisionally suspend the registration of share transfer but in no case shall it be longer than 21 days before the date of the meeting whereupon it shall announce this to the shareholders in advance at the Head Office and all branches not less than 14 days prior to the commencement day of suspending the registration of share transfer.

Article 15. The Company may provisionally suspend the registration of share transfers in order to specify several rights to the shareholders such as the right to receive dividends or the right to subscribe for new shares.

Article 16. The number of directors shall be in compliance with the adoption by the shareholders' meetings but shall not be less than 5 directors.

A director may or may not be a shareholder of the Company but not less than one half of the total number of directors must have a residence within the Kingdom of Thailand.

Article 17. The directors of the Company shall be appointed by the shareholders' meeting pursuant to the following criteria and methods:

- 1) A shareholder shall have one vote per share;
- 2) At the election of the directors, the shareholders' meeting may vote for the directors, either one candidate at a time or candidates consisting in a group or by any other method as it deems expedient, but in each resolution, a shareholder must exercise his right according to the number of votes specified under (1) and his votes may not be distributed howsoever to elect the candidate (s);
- 3) At the election of the directors, the votes shall be decided by majority. In case of a tie vote, the Chairman shall have a deciding vote.

Article 18. At every ordinary annual meeting, one-third of the directors during such time shall retire from office; if the number of directors to retire from office is not a multiple of three, then the number nearest to, but not exceeding one-third, shall be applied.

After these Articles of Association become effective, the directors due to retire from office pursuant to the first paragraph in the first and the second years shall be determined by ballots. In every subsequent year the directors who have served longest in office shall retire. Upon an occasion where several directors who have been in office for an equal length of time exceed the number of directors due to retire from office for such time, the directors due to retire shall be determined by ballots.

A retiring director based on the foregoing shall be eligible for re-election.

Article 22. A director who has been appointed to be a replacement under Articles 20 and 21 shall retain his office only for the remaining tenure of his predecessor.

Article 23. A director is entitled to remuneration from the Company, namely gratuities, meeting allowances, rewards, bonuses or any other nature of interests pursuant to the Articles of

Association or the consideration of the shareholders meeting. Such remuneration may be fixed or specified from time to time according to the regulations as laid out, or let it remain effective until there is a change. Moreover, the director is also entitled to a per diem and any fringe benefits according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of an officer or an employee, who has been appointed to be a director, to receive the remuneration and benefits in his capacity as an officer or an employee of the Company.

The Shareholders' Meeting

Article 32. The Board of Directors shall organize a shareholders meeting to be held as an annual ordinary meeting within 4 months from the end of each accounting year of the Company. All other shareholders meetings, apart from the aforesaid meeting, shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders at any time it deems appropriate.

The shareholders holding not less than one-fifth of the aggregate shares distributed, or not less than 25 shareholders holding not less than one-tenth of the aggregate of the shares distributed, may at any time request in writing that the Board of Directors summon an extraordinary meeting, provided that the reasons for summoning such meeting be clearly stated in such request. In such event, the Board of Directors must organize a shareholders' meeting to be held within 1 month from the date of the receipt of the request from the shareholders.

Article 33. At least the following business should be transacted at an annual ordinary meeting:

- 1) Acknowledgement of the Board of Directors report on the operation of the Company during the previous year.
- 2) Approval of the balance sheet and the profit and loss accounts.
- 3) Approval as to the appropriation of profits.
- 4) Election of the directors to replace those retired by rotation.
- 5) Appointment of an auditor and approval on the audit fee of the Company.

Article 34. To summon a shareholders' meeting, the Board of Directors shall prepare a notice there of specifying the place, the day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters (if any) together with any relevant details as may be reasonable. Such notice shall be sent to the shareholders and the Registrar not later than 7 days prior to the date of such meeting and published by newspapers for 3 consecutive days not later than 3 days prior to the date of the meeting.

Article 35. A shareholder may appoint any person as his proxy to attend the meeting and vote on his behalf, such proxy shall be made in writing and in the form prescribed by law and submitted to the Chairman or other person designated by the Chairman at the place of the meeting before the proxy attends the meeting.

Article 36. Not less than 25 shareholders present in persons or represented by proxies (if any) or not less than one-half of the total shareholders, whichever is less, holding not less than one-third of the shares distributed must be present at a shareholder's meeting to form a quorum.

If, within an hour of the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved, If such meeting had not been summoned upon requisition of the shareholders, another meeting shall be summoned and a notice of such meeting shall be served on the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

Article 37. The Chairman shall preside as the chairman of the meeting, if the Chairman is absent or unable to perform his duties, the Vice-Chairman shall preside at such meeting. If there is no Vice-Chairman or he is absent or unable to perform his duties, the meeting shall then elect one of the shareholders presents at the meeting to be the chairman.

Article 38. The Chairman at a shareholders' meeting shall conduct the meeting in accordance with the law and the Articles of Association of the Company regarding a meeting (if any) and shall cause the meeting to be conducted in accordance with the order of agenda prescribed in the notice of such meeting, unless the meeting has passed a resolution by not less than two-thirds of the shareholders present at the meeting to alter the order of such agenda.

Article 39. A decision or resolution of the shareholders meeting shall be made by voting, and one share shall be counted as one vote notwithstanding the manner of voting. In case of a tie vote, the Chairman of the meeting shall have a deciding vote, whether or not he is a shareholder of the Company.

A shareholder having special related interest in a given matter has no right to vote on such matters except for the election of directors where there is no restriction.

Accounting, Financing And Auditing

Article 42. The Company shall prepare a balance sheet and a profit and loss account and have the auditor to examine, audit and certify these twice a year, the first one covering the first six months period of the year ending 30th June and the other covering the last six months' period of the year ending 31st December.

Such balance sheet and profit and loss account for the period ending 31st December shall be submitted for approval by the Board of Directors at the following annual ordinary meeting.

Article 43. The Company must appropriate a portion of annual net profit as a reserve fund in the amount not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any), until the reserve funds reach the amount not less than the amount prescribed by law.

Article 44. The Company may, upon the approval of the shareholders meeting, appropriate dividends whether in whole or in part by issuing new shares to shareholders, if the Company's shares have not been allocated to the number of shares as registered or if the Company has registered an increase of its capital.

Article 45. The Board of Directors may from time to time pay the shareholders interim dividends as may appear to the Directors that the Company has gained sufficient profits and it is appropriate to do so.

The Company may pay an interim bonus to the directors according to the regulations prescribed by the shareholders meeting if it appears that the balance sheet and the profit and loss account as of 30th June are certified by the Company's auditor and the Company gains sufficient profit and it is appropriate to do so.

- Article 46. The Payment of dividends shall be made within 1 month from the date of the meeting or upon the date the Board of Directors has passed the resolution, as the case may be.
- Article 47. The auditor may be a shareholder of the Company, but must not be a director, an officer, an employee or any office holder of the Company.
- Article 48. The auditor has the power to examine accounts, any other documents and evidence concerning income, expenditures, property and liabilities of the Company. He also has a duty to be present at a shareholders' meeting of the Company every time the balance sheets, profit and loss account and problems concerning the accounts of the Company are considered in order to give an explanation on the auditing to the shareholders, but he has, however, no right to vote.