

**Proxy (Form C)**

**(Specifically for a foreign shareholder for which a custodian in Thailand is appointed)**

Made at .....

Date ..... Month..... Year.....

(1) I/We ..... Nationality .....  
having office located at ..... Road , Tumbon/Kwaeng ....., Amphoe/Khet .....  
Province....., Postal Code ..... as a custodian of ..... which is a  
shareholder of the Thanachart Capital Public Company Limited, holding the shares in the total amount of ..... shares  
and the total number of votes for which I/we am/are entitled to cast equivalent to ..... votes as described below:

- Ordinary shares in the amount of ..... shares and the number of votes for which I/we am/are entitled to cast is.....votes;
- Preferred shares in the amount of ..... shares and the number of votes for which I/we am/are entitled to cast is.....votes.

(2) I/We hereby authorize and appoint either one the following persons as my/our proxy:

(1) ..... Age..... years residing at ..... Road,  
Tumbon/Kwaeng ....., Amphoe/Khet .....,Province .....  
Postal Code.....

(2) ..... Age..... years residing at ..... Road,  
Tumbon/Kwaeng ....., Amphoe/Khet .....,Province .....  
Postal Code.....

(3) ..... Age..... years residing at ..... Road,  
Tumbon/Kwaeng ....., Amphoe/Khet .....,Province.....  
Postal Code.....

as my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2010 held on 7 April 2010, at 10.00 hours, at the Athenee Crystal Hall, 3<sup>rd</sup> Floor, Plaza Athenee Bangkok, A Royal Meridian Hotel, 61 Wireless Road, Lumpini, Pathumwan, Bangkok or on such other date and at such other place as may be adjourned or changed.

(3) I/We hereby authorize the Proxy to attend and vote on my/our behalf in this meeting as follow:

(a) to vote based on the total number of shares held by me/us to which I/we/ am/are entitled

(b) to split the votes as follows:

ordinary shares in the amount of ..... shares with the number of votes for which I/we am/are entitled to cast equivalent to ..... votes.

preferred shares in the amount of ..... shares with the number of votes for which I/we am/are entitled to cast equivalent to ..... votes.

(4) I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

**Agenda No. 1 To consider the adoption of the Minutes of the Extraordinary Meeting of Shareholders No. 1/2009**

( a ) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

( b ) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

**Agenda No. 2 To acknowledge the 2009 performance of the Company**

For acknowledgement without approval

**Agenda No. 3 To approve the Balance Sheets and Income Statements for the year ended 31 December 2009**

( a ) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

( b ) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

**Agenda No. 4 To approve the appropriation of the profit and the payment of dividend for the 2009 operating performance**

( a ) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

( b ) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

**Agenda No. 5 To acknowledge the directors' remuneration in the year 2009, to authorize the Board of Directors to adjust Directors' remuneration, and to approve the directors' performance allowances for the year 2009 performance.**

( a ) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

( b ) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

**Agenda No. 6 To elect directors for the replacement of the directors retiring by rotation**

( a ) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

( b ) The Proxy may consider the matters and vote on my/our behalf as follows :

To elect directors as a whole

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

To elect each director individually

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

(1) Mr.Banterng Tantavit

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

(2) Mr.Phimol Rattapat

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

(3) Mr.Somkiat Sukdheva

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

**Agenda No. 7 To consider the appointment of the auditor and determine the audit fee for the year 2010**

( a ) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

( b ) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

**Agenda No. 8 To approve for Thanachart Bank Public Company Limited, a subsidiary, to purchase shares of Siam City Bank Public Company Limited (“SCIB”) from Financial Institutions Development Fund and tender offering of Siam City Bank Public Company Limited and Ratchthani Leasing Public Company Limited from all securities holders, including to accept the entire business transfer of SCIB.**

( a ) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

( b ) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

**Agenda No.9 Other business (if any)**

( a ) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

( b ) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve ..... vote(s)  Disapprove ..... vote(s)  Abstain ..... vote(s)

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote the Proxy which is not in accordance with this Proxy Form.

Signed \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

**Remark**

1. This Proxy Form C is application only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.
2. Evidence of documents required to be attached to the proxy form are:
  - (1) Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder;
  - (2) Confirmation Letter specified that the person executing the proxy form has obtained a license for being a custodian.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
4. Either all or each of the members of the Board of Directors may be appointed in the agenda appointment and election of the directors.
5. If the matters to be considered are more than those specified above, the shareholder may apply the Annex to Proxy Form C as attached.