



No.TCAP.MDO. 237/2008

October 16, 2008

Dear Shareholders,

Notice of the Extraordinary Meeting of Shareholders No. 1/2008

Whereas the Board of Directors' Meeting of Thanachart Capital Public Company Limited (the "Company") No. 9/2008 dated September 25, 2008 has resolved to call for the Extraordinary Meeting of Shareholders No.1/2008 on Thursday October 30, 2008 at 14.30 hours, at the Jamjuree Ballroom, M Floor, Pathumwan Princess Hotel, located on Phayathai Road, Kwaeng Wangmai, Khet Pathumwan, Bangkok, for joint consideration of the following agendas:

Agenda 1 To consider the verification of the Minutes of Annual General Meeting of Shareholders for the year 2008

Objective and Reason The Annual General Meeting of Shareholders for the year 2008 was held on April 28, 2008 which of considering the various matters. The said Minutes was sent to the Stock Exchange of Thailand and the Ministry of Commerce including disclosure to the public passing through the Company's website. As well, it was necessary to propose the shareholders jointly considering for the verification of the said Minutes, which the details of the said Minutes as shown in Attachment 1 hereto.

Opinion of the Board of Directors Having considered and opined that the Minutes of Annual General Meeting of Shareholders for the year 2008 has been accurately recorded in the same line with the resolution as being, it was appropriated to propose the shareholders for the verification of the said Minutes.

Agenda 2 To consider for the approval of the amendment of Clause 8 in Chapter 2 under Articles of Association of the Company

Objective and Reason Since the Company deemed appropriate to amend Articles of Association in order that it would be convenient for the Company to manage the financial requirement in accordance with the terms, procedures and conditions as specified in the applicable laws. It was necessary to amend Clause 8 in Chapter 2 under Articles of Association of the Company which it would be required to adopt the resolution not less than third-fourth of the total of votes from the shareholders attending and having the rights to cast a vote.

บริษัท ทุนรชนชาติ จำกัด (มหาชน)
Thanachart Capital Public Company Limited

444 อาคารเอ็มบีเค ทาวเวอร์ ชั้น 10-11 และ 15-20 ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพฯ 10330
444 MBK Tower, 10th-11th and 15th-20th Floor, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330 THAILAND
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Opinion of
the Board of
Directors

Having considered and opined that it was appropriated to propose the shareholders for the approval of the amendment of Clause 8 in Chapter 2 under Articles of Association as follows:

“Clause 8. The company shall not accept a pledge of its own shares.

The Company may own its own shares provided that the Company shall conduct in accordance with the terms, procedures and conditions as specified in the applicable laws.

In the case that the Company will repurchase its shares not exceeding 10 percent of the total shares as sold, the Board of Directors has the power to approve such repurchase of shares.”

Agenda 3

Other Business (if any)

Objective
and Reason

According to the Company’s normal practice, the Company would provide the agenda for other business so as to give an opportunity to the shareholders raising their opinions on matters related to the agenda or other matters throughout the course of the meeting within the appropriate time. However, if the shareholders wish to request the Meeting to adopt a resolution approving any matter other than those already indicated in the notice calling for the meeting, the shareholder would be required to comply with the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535 stating that “When the meeting have already considered under the first paragraph completely, shareholders collectively holding shares amounting to not less than one-third of the total number of paid-up shares sold may request the Meeting to consider other business as the matters other than those indicated in the notice calling for the meeting.”

Opinion of
the Board of
Directors

Having considered and opined that it was appropriated to provide the shareholders with this agenda item so that they can raise questions and/or express opinions on various matters without having to adopt any resolution. However, if the shareholders wish to propose any matter for consideration and approval, they are required to fulfill the conditions mentioned above in the second paragraph of Section 105 of such Act.

You are cordially invited to attend the Meeting on the date, time and place as set forth above. For the efficient registration for the Meeting, the Company would greatly appreciate it if you and/or your proxies would present the proxy statements to the registration officers on the date of the Meeting. If you wish to appoint any director / independent director of the Company to attend and vote at the Meeting on your behalf, we would be very grateful if you would return the accompanying proxy statement in the enclosed self-addressed envelope to the Company prior to the date of the Meeting.

In this regard, the Company has determined the list of shareholders who would have the rights to attend and cast a vote in the Extraordinary Meeting of Shareholders No. 1/2008 on Friday October 10, 2008 and providing the collection of the list under Section 225 of the Securities and Stock Exchange of Thailand Act B.E. 2535 by the method of closing the register book to suspend any transfer of shares on Monday October 13, 2008.

Yours Sincerely,
Thanachart Capital Public Company Limited

Suphadej Poonpipat
(Mr.Suphadej Poonpipat)
President/Chief Executive Officer

- Remarks:
1. The shareholders are able to view the Notice of Extraordinary Meeting of Shareholders No. 1/2008 together with the supporting documents in the Company's website as from Monday October 13, 2008.
 2. The Company will start accepting registration for the Meeting in front of Jamjuree Ballroom, M Floor, Pathumwan Princess Hotel, as from 12.30 hours. Refreshments and snacks for participants will be served during 12.30 hours to 14.30 hours.

Corporate Secretariat Division
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