

**Explanation of Procedure of Proxy / Registration / A Show of Evident Documents
for Attending the Meeting / Voting
for the Extraordinary Meeting of Shareholders No. 1/2008
Thanachart Capital Public Company Limited
October 30, 2008**

Appointment of Proxy Holders

The Company has sent to the shareholders a copy of Proxy Form B which is easy to understand and gives details in line with the Ministry of Commerce's requirements. This enables the shareholders who cannot attend the meeting themselves, to consider whether they will appoint as their proxy someone or any of the Company's two directors proposed in the proxy statement, with details as follows:

1. Mr. Sommart Poonpakdee, Chairman of the Audit Committee, age 78, whose address is 7/25 Soi Sukaprachasan 3, Tivanont Road, Tambon Lampood, Pak Kret, Nonthaburi Province 11000.
2. Mr. Suphadej Poonpipat, Vice Chairman of the Board, Chairman of the Executive Committee, and President and Chief Executive Officer, age 58, whose address is 45/2 Soi Sai Lom 1, Phaholyothin Road, Samsen Nai, Phayathai, Bangkok 10400.

For information, attached are the profiles of the two directors proposed as proxy holders to attend the meeting on the shareholders' behalf.

- The proxy holder is required to fill out and sign the proxy form and put the form in the pre-paid self-addressed envelope which is attached. Having sealed the envelope without having to stick any postage stamps on it, the proxy holder is required to send it back to the Corporate Secretariat Division before the meeting date.

For simple and general case of proxy holder appointment, the shareholders may make use of Form A. Or, in case the shareholders are foreigners and have appointed a custodian in Thailand to look after their shareholding, they may make use of Form C which is downloadable at the Company's website (<http://www.thanachart.co.th>).

Meeting Registration

The Company will start verifying the proxy forms and accepting the registration for attending the meeting as from 12:30 hours, in front of Jamjuree Ballroom, M Floor, Pathumwan Princess Hotel, Phayathai Road, Khet Pathumwan, Bangkok, by following the meeting procedures shown on Page 41.

The Company will make use of the barcode reader in registering the attendance of the shareholders. As a result, the participants are required to bring along the documents with barcode, which the Company sent to the shareholders together with the Notice of the Meeting, for the purpose of registering the attendance.

Documents or Evidence which the participants are required to show before attending the meeting (depending on the case)

1. Shareholder who is a natural person

1.1 Attending in Person

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

1.2 Attendance by Proxy Holder

- 1.2.1 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.
- 1.2.2 A photocopy of the shareholder's valid evidence issued by the state agency, as specified in Item 1.1 above, which is certified by the shareholder as true copy.
- 1.2.3 The valid evidence which is issued by a state agency to the proxy holder with details as indicated in Item 1.1 above. A photocopy of the valid evidence is certified by the proxy holder as true copy.

2. Shareholder who is a juristic person

2.1 Representative of the shareholder (authorized director) attending the meeting.

- 2.1.1 The valid evidence which is issued by a state agency to the representative with details as indicated in Item 1.1 above.
- 2.1.2 A photocopy of corporate affidavit issued to the shareholder, certified as a true copy by the representative showing that the representative who attends the meeting has the authority to act on behalf of the shareholder.

2.2 Attendance by Proxy Holder

- 2.2.1 Proxy statement in the form as attached to the Notice of the Meeting to shareholders, duly filled out and signed by the representative of the shareholder and the proxy holder, together with a duty stamp of 20 baht affixed.
- 2.2.2 A photocopy of the shareholder's corporate affidavit certified as a true copy by the representative showing that the representative who signs the proxy statement has the authority to act on behalf of the shareholder.
- 2.2.3 A photocopy issued by the state agency relating to the valid evidence of the authorized director(s) signing in the Proxy, as specified in Item

1.1 above, which is certified by the said authorized director as true copy

2.2.4 The valid evidence which is issued by a state agency to the proxy holder with details as indicated in Item 1.1 above. A photocopy of the valid evidence is duly certified by the proxy holder as true copy.

Voting and Voting Results

▪ Voting

- (1) One share equals to one vote.
- (2) In voting for each agenda item, the Chairman of the meeting will ask those who wish to cast their votes of disapproval or abstain from voting, to raise their hand.
 - If there is any shareholder raising their hand, the shareholder is required to cast the votes of disapproval or abstain from voting by marking the ballot received for the agenda item before attending the meeting. The Chairman will request the staff to collect the ballot from the shareholder who cast their votes of disapproval or abstain from voting. It is understood that those who do not raise their hand at the meeting wish to cast their votes of approval to the resolution as proposed by the Chairman for approval.
 - If there is no shareholder raising their hand to cast their votes of disapproval or abstain from voting, it is understood that the meeting unanimously adopt the resolution as proposed by the Chairman for approval. However, this does not apply to those proxy forms in which the shareholders state 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 appointment 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 incorporate the number of their votes (as specified by the shareholders in the proxy form) into the vote counts in advance, right after the proxy holders register 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 in the proxy form will be added to the votes cast by the shareholders at the meeting.

▪ **Vote Counts**

- (1) In counting votes for each agenda item, the Company will count the votes of the shareholders in the meeting and the shareholders granting the proxy to the grantee which were recorded by the Company in advance, meantime the grantee in the proxy registering to attend the meeting cast the disapproval votes and the abstained votes will then be deducted from the total votes of the shareholders attending the meeting and having the rights to cast a vote in 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.