

Proxy (Form C)

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

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

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

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

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2014 Annual General Meeting of Shareholders on 3 April 2014 at 14:00 hours, Athenee Crystall Hall, 3rd floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Lumpini, Pathumwan, Bangkok, or on such other date, such other time and 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.
The total number of votes for which I/we am/are entitled to cast is..... votes.

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

Agenda No. 1 To approve the Minutes of the Annual General Meeting of Shareholders for the Year 2013

(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 report of the Board of Directors on the Company's business operations in 2013

For acknowledgement without approval
.....

Agenda No. 3 To approve the statements of financial position and statements of comprehensive income for the year ended 31 December 2013

(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 allocation of the profit for the performance in the year 2013 and the dividend payment

(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 a report on the remuneration of the Company's Members of the Board of Directors and the members of sub-committees, to approve the performance allowance for the Board of Directors for 2013 operating results, and to approve the rate of performance allowances to be paid to the Board of Directors in 2014

Agenda No. 5.1 To approve the performance allowance for the Board of Directors for 2013 operating results

(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. 5.2 To approve the rate of performance allowances to be paid to the Board of Directors in 2014

(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 consider and elect Board Members

Agenda 6.1 To consider and elect Directors who are retired 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 retiring 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. Suphadej Poonpitpat

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

.....

(2) Mrs. Siripen Sitasuwan

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

.....

Agenda No. 6.2 To consider and elect a new Board Member

(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 consider and elect a new Board Member

Mr. Tiraphot Vajrabhaya

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 2014

(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 on jointly purchasing all ordinary shares of Siam City Life Assurance Public Company Limited

(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/us in all respects except for the case that the Proxy does not vote in accordance with what specified by me/us in this Proxy Form.

Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Note:

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:
 - (2.1) Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder;
 - (2.2) 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.