

Clarifications on
Proxy Appointment, Registration and Evidence for Attending and
Voting at the Annual General Meeting of Shareholders for the Year 2016
Thanachart Capital Public Company Limited
Tuesday, 5 April 2016

1. Appointment of Proxy Holder

The Company has prepared the following three proxy forms in line with the Ministry of Commerce's requirements.

- Proxy Form A is a general and simple form that provides the proxy holder with authority to consider and vote on behalf of the grantor of the proxy on all agenda items in a manner as deemed appropriate by the proxy holder.
- Proxy Form B is a form that gives a list of agenda items on which the proxy is granted in a clear and detailed manner. The grantor of the proxy can choose to specify that the proxy holder is authorized to consider and vote on behalf of the grantor of the proxy on all agenda items in a manner as deemed appropriate by the proxy holder. Or the grantor of the proxy can request the proxy holder to vote in the manner clearly specified by the grantor in the proxy form for each agenda item.
- Proxy Form C is a form used by a foreign shareholder who has appointed a custodian in Thailand to take deposit and take care of shares.

In this connection, the Company has sent Proxy Form B together with the Notice of Annual General Meeting. In case the shareholder wants to use Proxy Form A or Proxy Form C, the forms are available for download at www.thanachart.co.th.

Shareholders who are unable to attend the meeting in person may appoint any other party or a member of the Company's Board of Directors (based on the list of board members specified by the Company) as proxy holder to attend the meeting and vote at the annual general meeting on their behalf as follows:

1. The shareholder appoints any other person as a 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 on it. The proxy holder is also required to sign his/her name in the form and prepare all related documents for registration indicated under the topic No. "3. Documents or evidence which the participants are required to present for registration prior to attending the meeting".

- 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.

| Name | Position | Age | Address |
|----------------------------|---|-----|--|
| 1. Mrs. Siripen Sitasuwan | Chairperson of the Audit Committee and Member of the Nomination and Remuneration Committee (Independent Director) | 67 | 377 Charansanitwongse 12 Road, Kwaeng Wat Tha Phra, Khet Bangkokyai, Bangkok. 10600 |
| 2. Mr. Tiraphot Vajrabhaya | Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee (Independent Director) | 62 | 249 Soi Rotchana Sukhumvit 21 Road, Khlong Toei Nuea Wattana Bangkok. 10110 |
| 3. Mr. Suphadej Poonpipat | Vice Chairman, Chairman of the Executive Committee, Chairman of the Risk Management Committee, and Chief Executive Officer (Executive Director) | 65 | 45/2 Soi Sailom 1, Paholyothin Road, Kwaeng Samsen Nai, Khet Phayathai, Bangkok. 10400 |

Those Directors have conflict of interest in the remuneration Agenda.

- In appointing the Company's Directors as proxy holders, please give names and details of all three directors (sorting from the desire of shareholders in order). If the first Director is not able to attend the meeting, the next order of the Director who attends 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 and place his/her signature on the proxy form and prepare all related documents for registration indicated under the topic No. "3. Documents or evidence which the participants are required to present for registration prior to attending the meeting". Please put the completed proxy form in the enclosed reply envelope, seal and then deliver it via mail to "Corporate Secretary Office" before the meeting date. (In case of sending the proxy statement via postal mail, please send it by 30 March 2016).

2. 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 more than one hour before the meeting starts. There will be the Company's staff verifying the proxy form and accepting the registration for attending the meeting. Registration will begin at 12.00 hours, at Royal Orchid Ballroom, 2th

floor, Royal Orchid Sheraton Hotel & Towers, 2 Charoen Krung Road, Soi 30, Siphya, Bangrak, Bangkok, in line with the meeting procedures and the map attached herewith in this Notice of the Meeting.

For the convenience of the shareholders, a barcode system for the registration is applied by the Company. Therefore, the shareholders and/or proxy holders are required to bring the registration form or 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. In this connection, the Company will prepare the duty stamp provided at the proxy verification point. This for the convenience of shareholders in case the proxy form is not duty stamped.

3. 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. At the registration point, the shareholder is required to submit barcode documents and show valid identification document issued by the state agency bearing the photograph of the shareholder as well as the identification number, e.g. personal ID card, government ID card, driver's license or passport. If there is name - last name changed, please provide the evidence.

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 a photocopy of the proxy holder's valid ID card as referred to in Item 1.1 above, which is certified by the proxy holder as a true copy.

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 juristic person's representative 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 juristic person's representative as a true copy.

- d) An original and a 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. The representative of the foreign juristic person must certify the accuracy and correctness of the translation.

4. Voting and Voting Results

■ Voting

- (1) One share equals to one vote for both ordinary and preferred shares.
- (2) In voting for each agenda item, the Chairman of the meeting will ask whether there is any shareholder who wishes to cast votes of disapproval or abstain from voting, to raise his/her hand.
- If there is any shareholder raising his/her hand, the shareholder is required to put signature and check the box indicating votes of disapproval or abstain from voting, on the ballot previously given to shareholders prior to attending the meeting. The Chairman will request the staff to count the ballots they collect from shareholders who cast votes of disapproval or abstain from voting. The ballots without signature or with more than one boxes checked will be considered invalid. Any shareholders who do not raise their hands shall be deemed as casting their approval votes to the resolution as proposed by the Chairman.
 - In the event that 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, except that there are shareholders who check the boxes on the proxy forms, indicating their votes of disapproval or abstain from voting. In counting votes for each agenda item, the Company has already included these votes of disapproval or the abstention from voting, on the proxy forms.

- Any shareholder having a conflict of interest with regard to the agenda item under consideration will not be entitled to voting on such item. However, this does not apply 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).

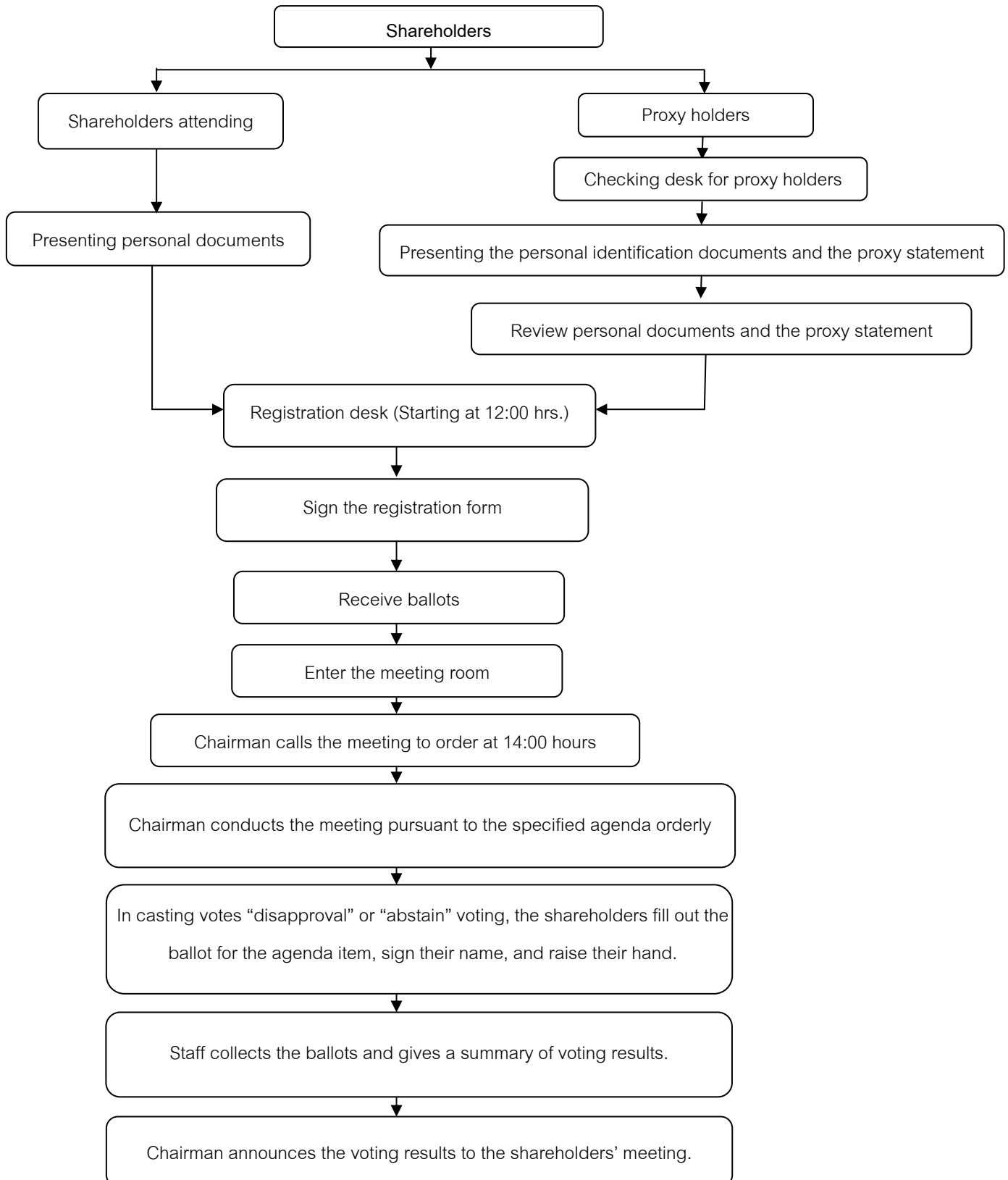
■ **Vote Counts**

1. The Company uses the barcode system for counting votes.
2. In counting votes for each agenda item, the Company will deduct the disapproval and abstained votes of the shareholders present at the meeting as well as the disapproval and abstained votes of the shareholders who appointed proxy holders, which are recorded by the Company in advance at the time the proxy holders registered their presence at the meeting, from the total votes of the shareholders present at the meeting for the agenda item concerned. The remaining amount of votes after the deductions is considered as approval votes.
3. The Chairman shall announce the voting results after the voting process for each agenda item is completed by reporting approval, disapproval, abstain, and invalid votes.
4. In the event of a tie, the Chairman of the meeting shall cast the deciding vote although he is not a shareholder of the Company.

Procedures related to attendance of the Annual General Meeting of
Shareholders for the Year 2016

Thanachart Capital Public Company Limited

Tuesday, 5 April 2016



The Company's Articles of Association in relation to the Annual General Meeting

Share Transfer

- Article 14. Prior to each shareholders' 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.

Directors

- 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 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.

Article 30. The Board of Directors is authorized to appoint a number of directors as it deems appropriate to form the Executive Committee. One of the directors shall serve as Chairman of the Executive Committee, who is authorized to manage the Company's business as assigned by the Board of Directors. In addition, the Chief Executive Officer shall serve as ex-officio member of the Executive Committee. The Board of Directors is also authorized to appoint other sub-committees as it deems appropriate.

The members of the Executive Committee and/or the directors appointed as members of other sub-committees are entitled to remuneration and/or performance allowance as determined by the meeting of the Board of Directors. However, such entitlements shall not affect other remuneration or benefits which those directors may receive as directors under this Article. The Executive Committee is authorized to arrange or call a meeting as it deems appropriate. The Article 27, 28, and 29 can be applied mutatis mutandis.

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.

The excessive profit after paying dividend according to the resolution of the shareholders or after paying the interim dividend (if any) must be allocated in forms of various type of reserve according to the Board of Directors or allocated as a statutory reserve of the Company.

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.

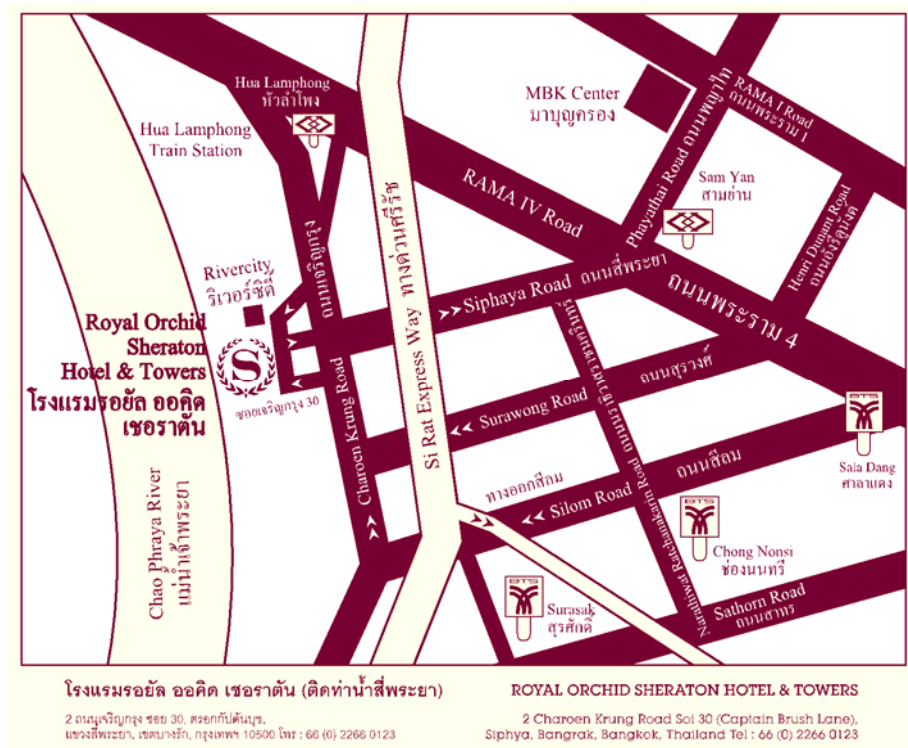
Article 48. The auditor has the power to examine accounts, any other documents and evidence concerning income, expenditures, property and liabilities of the Company. He also has a duty to be present at a shareholders' meeting of the Company every time the balance sheets, profit and loss account and problems 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.

Map of Royal Orchid Sheraton Hotel & Towers

Map of the Meeting's Location

The meeting will be held at the Royal Orchid Ballroom, 2nd floor, Royal Orchid Sheraton Hotel & Towers, 2 Charoen Krung Road Soi 30 (Captain Bush Lane), Kwaeng Siphya, Khet Bangrak, Bangkok 10500, Tel: 0-2266-0123.

■ Directions to the Royal Orchid Sheraton Hotel & Towers



1. Travel by Skytrain (BTS): take the Silom Line and get off at Saphan Taksin Station (or S6 Station) and go out through Exit No. 2. Then, take the hotel's boat at the hotel's pier. The complimentary boat shuttle service is available from 09:00 hrs to 22:00 hrs. The boat leaves the pier every half hour, an approximately seven-minute ride to the hotel.
2. Travel by city bus: use any of the following bus routes:
 - Ordinary Bus Routes No. 36 and 93 or air-conditioned Bus Routes No. 36 and No. 93.
 - Minibuses from Victory Monument to Si Phraya Pier or minibuses from Saphan Mai to Si Phraya Pier.
3. Travel by personal car:
 - If you use Rama IV Road, turn onto either Silom Road or Surawong Road. At the end of the road which is connected to Charoen Krung Road, turn right. The Royal Orchid Sheraton Hotel & Towers is located on Soi Charoen Krung 30.
 - If you use Charoen Krung Road, look for Soi Charoen Krung 30.

- If you use Expressway, get off at Rama IV (Hualamphong) exit. At the end of Rama IV Road, turn left onto Mahaprutharam Road. When you reach the end of the road, turn right at about the bridge-neck. Quickly enter the leftmost lane and turn left into Soi "Si Phraya Water Quality Control Plant" which is a one-way street. Drive past River City Shopping Complex and then turn right into the parking space of the Hotel.

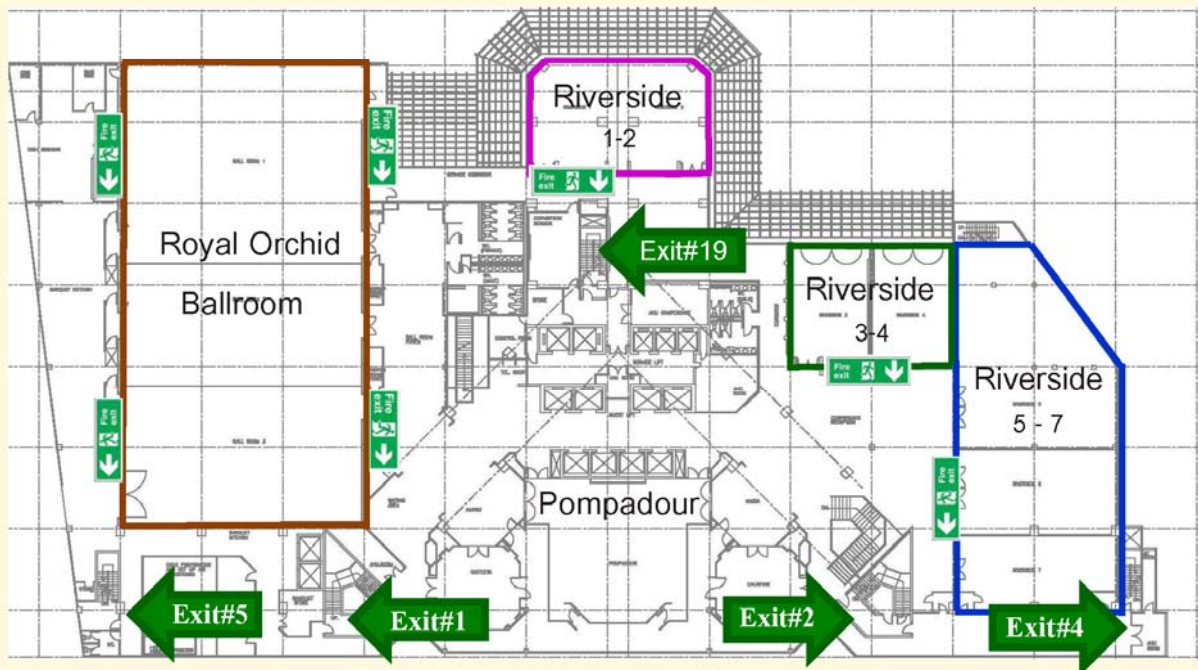
Note: You may park your car at the Hotel or River City Shopping Complex. (In case you park at River City Shopping Complex, you can get the parking ticket stamped at the meeting free of charge.)

Fire Escape

In case of emergency

Use the nearest exit door and fire escape by

Royal Orchid Ballroom use the fire exit# 1 or 5, Reverside 1 - 2 use the fire exit# 19, Riverside 3 - 4 use the fire exit# 2, Riverside 5 - 7 use the fire exit# 2 or 4 and Pompadour use the fire exit# 1 or 2



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