

## **Providing shareholders with opportunities to propose additional agenda items and candidates for election as directors for 2019 Annual General Meeting of Shareholders**

### **Objective**

Thanachart Capital Public Company Limited (“the Company”) recognizes the importance of shareholders’ rights as well as the equitable treatment of shareholders, which are key elements of good corporate governance. In this connection, the Company would like to invite shareholders to propose 1) additional agenda items for the 2019 Annual General Meeting (AGM) of Shareholders, 2) candidates for election as directors, as well as 3) questions/other suggestions in line with the Company’s regulations and practice guidelines, prior to the 2019 AGM. The related details are as follows:

### **The Company’s regulations and practice guidelines**

#### **1. Period of time for shareholders to exercise their rights**

- Proposals of additional agenda items for the Annual General Meeting of Shareholders and Proposals of candidates for election as directors **starting from 1 September 2018 to 30 November 2018**
- Questions/other suggestions **starting from 1 September 2018 to 31 March 2019**

#### **2. Qualifications of shareholders who are entitled to submit proposals**

##### **2.1 Proposals of additional agenda items**

Being one or more shareholders who, on the proposal date, individually or collectively hold shares accounting for **at least five** percent of the Company’s total number of voting rights.

##### **2.2 Proposals of candidates for election as directors**

Being the Company’s shareholder on the proposal date.

##### **2.3 Questions/other suggestions**

Being the Company’s shareholder on the date when questions/other suggestions are proposed.

#### **3. Proposing methods**

The shareholders who possess the qualifications specified in Item 2 above can propose additional agenda items and/or candidates for election as directors and/or questions/other suggestions. In this connection, they could take the following steps.

##### **3.1 Proposals of additional agenda items**

Fill out the “**Attachment 1: Form for proposing agenda item for 2019 Annual General Meeting of Shareholders**” and enclose complete supporting documents as required.

##### **3.2 Proposals of candidates for election as directors**

- Fill out the “**Attachment 2: Form for proposing names of persons for election as directors at 2019 Annual General Meeting of Shareholders**”
- The nominated candidate is required to fill out the “**Attachment 3: Bio data form to be filled in by candidate proposed for election as a director of Thanachart Capital Public Company Limited**” and enclose complete supporting documents as required.

### 3.3 Questions/other suggestions

Please indicate name-surname, phone number, number of shares held, as well as questions/other suggestions through specified channels.

### 4. Delivery of documents

- Shareholders proposing additional agenda items and/or shareholders proposing candidates for election as directors are required to send proposals to the following address, using the forms prescribed by the Company, together with supporting documentation, which contains complete and accurate information. The shareholders can either deliver them in person or send them by registered mail. Item has to be delivered to the Company by 30 November 2018.

Corporate Secretary Office Thanachart Capital Public Company Limited, 17 <sup>th</sup> Floor, AB Zone 444 MBK Tower, Phayathai Road Wangmai, Pathumwan, Bangkok 10330
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- For shareholders who wish to send questions/other suggestions, please send them through the following channels until 31 March 2019.

- The Company's website: [www.thanachart.co.th](http://www.thanachart.co.th) Please go to Investor Relations page and select Shareholder Information and select Shareholder's Meeting.

- Registered mail (stated above)

- E-mail: [tcap\\_ir@thanachart.co.th](mailto:tcap_ir@thanachart.co.th)

### 5. Conditions for consideration

#### 5.1 Proposals of additional agenda items

In order to ensure that the meeting will be conducted in an efficient manner, the Company reserves the right to reject the following as agenda items:

- Matter that is not in line with the eligibility criteria specified in Items 1 to 4.
- Matter that is related to the conduct of the Company's normal business affairs. As well, the fact, to which the shareholder has drawn attention, does not give rise to a reasonable suspicion of irregularity in such matter.
- Matter that is beyond the power of the Company to produce a result the shareholder wishes to have.
- Matter that has already been proposed to the general meeting of shareholders in the **last 12 months** and whose resolution is supported by **less than 10 percent** of the Company's total number of the voting rights, unless the fact in the new presentation is significantly different from the one presented at the previous general meeting.
- In any other cases specified in the additional notifications issued by the Capital Market Supervisory Board, the Company can reject inclusion of the items in the agenda for the meeting.

## **5.2 Proposals of candidates for election as directors**

- The Company reserves the right to take into consideration only the proposals of shareholders, which include complete and correct information as well as supporting documentation in line with the requirements imposed by the Company. In addition, the proposed candidates must be qualified and possess no prohibited characteristics pursuant to the law and as prescribed in the notifications issued by regulators overseeing the Company. As well, the proposed candidates must possess qualifications in line with the Company's established policies.

## **6. Consideration procedures of the Company**

### **6.1 Proposals of additional agenda items**

The sub-committees concerned will be responsible for screening the proposals made by the shareholders before submitting them to the Board of Directors for consideration at their meeting in December 2018. Those proposals which are approved by the Board of Directors will then be included as additional agenda items for the Annual General Meeting of Shareholders.

### **6.2 Proposals of candidates for election as directors**

- The Company Secretary will forward the names of the candidates proposed by shareholders for election as directors, together with all the related evidence, to the Nomination, Remuneration and Corporate Governance Committee. The Committee is responsible for screening appropriate candidates qualified for taking up directorship and sending the names of the shortlisted candidates to the Company's Board of Directors for consideration.

- In case the Board of Directors deems it appropriate to propose the names of candidates for election as directors at the 2019 Annual General Meeting of Shareholders, it is necessary for the Company to request for approval from the Bank of Thailand first. The names of the candidates proposed for election as directors could be disclosed only after the Company receives official approval from the Bank of Thailand.

### **6.3 Questions/other suggestions**

The Company Secretary is responsible for collecting all questions/other suggestions and proposing them to related management teams or committees for consideration prior the 2019 AGM.

Should you require more information or any clarification, please contact

Corporate Secretary Office

Tel. 0-2217-8000 ext. 3010 - 3012

**Form for proposing agenda item for 2019 Annual General Meeting of Shareholders**

**1. General Information of shareholder**

Name-surname (Mr./Mrs./Ms./Company/others): \_\_\_\_\_

Current contact address: \_\_\_\_\_ Village/Building: \_\_\_\_\_

Moo: \_\_\_\_\_ Trok/Soi: \_\_\_\_\_

Road: \_\_\_\_\_ Tambon/Kwang: \_\_\_\_\_

District/Khet: \_\_\_\_\_ Province: \_\_\_\_\_

Postal Code: \_\_\_\_\_ Country: \_\_\_\_\_

Tel: \_\_\_\_\_ Fax: \_\_\_\_\_

Email: \_\_\_\_\_

Overseas address (in case of a non-Thai national, the shareholder's overseas address needs to be specified):

\_\_\_\_\_

**2. Number of shares held:** \_\_\_\_\_ as of: \_\_\_\_\_

**3. Proposed agenda item:** \_\_\_\_\_

**Objective:**      for acknowledgement      for approval      for consideration

**Details:** \_\_\_\_\_

\_\_\_\_\_

with attachment(s)      no attachment

**4. Supporting documentation**

● **Shareholder's documentation, each page of which needs to be certified as true copy**

1. In case of an individual: Copy of the identification document issued by a government agency and bearing the shareholder's photograph, as long as the document has not yet expired or, in case of a foreign shareholder, their passport has not expired.

In case of a juristic person: Copy of the juristic person's certificate of incorporation and copy of the identification document issued by a government agency and bearing the photograph of the authorized director or representative of the juristic person shareholder, who signs this Form, as long as the documents have not yet expired or, in case of a foreign shareholder, their passport has not yet expired.

2. Evidence of shareholding, such as the certificate issued by a securities company or other evidence issued by Thailand Securities Depository Company Limited or the Stock Exchange of Thailand or a custodian or copies of certified share certificates.

**5. Certification**

I hereby certify that the above information and the attached supporting documentation are correct and complete. I also permit the Company to disclose them to the public.

Shareholder's signature: \_\_\_\_\_

( \_\_\_\_\_ )

Date: \_\_\_\_\_

**Form for proposing names of persons for election as directors  
at 2019 Annual General Meeting of Shareholders**

**1. General Information of shareholder**

Name-surname (Mr./Mrs./Ms./Company/others): \_\_\_\_\_

Current contact address: \_\_\_\_\_ Village/Building: \_\_\_\_\_

Moo: \_\_\_\_\_ Trok/Soi: \_\_\_\_\_

Road: \_\_\_\_\_ Tambon/Kwang: \_\_\_\_\_

District/Khet: \_\_\_\_\_ Province: \_\_\_\_\_

Postal Code: \_\_\_\_\_ Country: \_\_\_\_\_

Tel: \_\_\_\_\_ Fax: \_\_\_\_\_

Email: \_\_\_\_\_

Overseas address (in case of a non-Thai national, the shareholder's overseas address needs to be specified):  
\_\_\_\_\_

**2. Number of shares held:** \_\_\_\_\_ as of: \_\_\_\_\_

**3. List of names of persons proposed for election as directors:**  
\_\_\_\_\_

**4. Supporting documentation**

1. Shareholder's documentation, each page of which needs to be certified as true copy

1.1 In case of an individual: Copy of the identification document issued by a government agency and bearing the shareholder's photograph, as long as the document has not yet expired or, in case of a foreign shareholder, their passport has not expired.

In case of a juristic person: Copy of the juristic person's certificate of incorporation and copy of the identification document issued by a government agency and bearing the photograph of the authorized director of the juristic person, who signs this Form, as long as the documents have not yet expired or, in case of a foreign shareholder, their passport has not yet expired.

1.2 Evidence of shareholding, such as the certificate issued by a securities company or other evidence issued by Thailand Securities Depository Company Limited or the Stock Exchange of Thailand or a custodian or copies of certified share certificates.

2. Bio data form of person proposed for election as director, together with their supporting documentation, each page of which needs to be certified as true copy.

3. Checklists for assessing qualifications of persons proposed for election as directors.

**5. Certification**

I hereby certify that the above information and the attached supporting documentation are correct and complete. I also permit the Company to disclose them to the public.

Shareholder's signature: \_\_\_\_\_

( \_\_\_\_\_ )

Date: \_\_\_\_\_

**Bio data form to be filled in by candidate proposed for election  
as a director of Thanachart Capital Public Company Limited**

Color photograph  
(2 inches) taken  
within the last  
6 months

1. Name-Surname: (1) in Thai \_\_\_\_\_ Former Name-Surname (if applicable): \_\_\_\_\_  
 (2) in English \_\_\_\_\_ Former Name-Surname (if applicable): \_\_\_\_\_  
 National identification number: \_\_\_\_\_ Taxpayer Identification No. \_\_\_\_\_  
 Passport No. (in case of non-citizen): \_\_\_\_\_

2. Date of birth (dd/mm/yyyy): \_\_\_\_\_ Age: \_\_\_\_\_ years

3. Nationality: \_\_\_\_\_ Gender: \_\_\_\_\_

4. Current Address: \_\_\_\_\_ Postal Code: \_\_\_\_\_  
 Telephone No.: \_\_\_\_\_ Mobile Phone No.: \_\_\_\_\_  
 E-mail Address: \_\_\_\_\_

5. Marital status: (Single / Married (registered) / Married (de facto) / Divorced / Widowed) \_\_\_\_\_

5.1 Spouse's Name-Surname: \_\_\_\_\_ Former Name-Surname (if applicable): \_\_\_\_\_

Work Address: \_\_\_\_\_ Nationality: \_\_\_\_\_

National identification number: \_\_\_\_\_

Passport No. (in case of non-citizen): \_\_\_\_\_

5.2 Name-Surname of Child/Adopted Child: \_\_\_\_\_ Former Name-Surname (if applicable): \_\_\_\_\_

Work Address: \_\_\_\_\_ Nationality: \_\_\_\_\_

National identification number: \_\_\_\_\_

Passport No. (in case of non-citizen): \_\_\_\_\_

Date of birth (dd/mm/yyyy): \_\_\_\_\_

6. Professional qualifications

6.1 Educational qualifications

Educational Institutions	Degrees and Certificates	Majors and Fields of Study	Year of graduation

6.2 Relevant training courses or seminars related to the position under consideration

Name of curriculum, seminar or course	Organizer	Year of Participation

7. Work Experience

Name of workplace	Type of business	Position (Director/Executive/Staff Member)	From (Year)	To (Year)

7.1 Job description of current positions

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7.2 Are you a political official or holding any other position deemed to have a prohibitive characteristic prescribed under Section 24 of the Financial Institutions Business Act B.E. 2551 or in the Bank of Thailand’s related notifications? (Yes or No) If affirmative, please specify the position and describe the actions to take in order to meet the established requirements.

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8. Knowledge, abilities and experience useful for the conduct of the Company’s business affairs

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9. Report on businesses in which you yourself, your spouse or minor children are involved. In this connection, the report must cover all companies in which you, your spouse or minor children serve as director, manager or person with management authority, as well as all those companies whose shares are held.

9.1 Related businesses of yourself

Business Group 1

No.	Company Name	Company Listed on Local or Overseas Stock Exchanges (Yes or No)	Type of Business	Position	From Year to Year	% of Shares Held	Type of Position (Chairman/Executive Director/Non-Executive Director/Independent Director)	Getting a loan from the Company/member company within the solo consolidation of the Company under consideration (Yes or No)

Business Group 2

No.	Company Name	Company Listed on Local or Overseas Stock Exchanges (Yes or No)	Type of Business	Position	From Year to Year	% of Shares Held	Type of Position (Chairman/Executive Director/Non-Executive Director/Independent Director)	Getting a loan from the Company/member company within the solo consolidation of the Company under consideration (Yes or No)

Business Group 3

No.	Company Name	Company Listed on Local or Overseas Stock Exchanges (Yes or No)	Type of Business	Position	From Year to Year	% of Shares Held	Type of Position (Chairman/Executive Director/Non-Executive Director/Independent Director)	Getting a loan from the Company/member company within the solo consolidation of the Company under consideration (Yes or No)

Total number of your related companies \_\_\_\_\_ groups; \_\_\_\_\_ companies

Total number of the companies in which you serve as Chairman/Executive Director: \_\_\_\_\_ groups

Total number of the companies listed on local or overseas stock exchange, in which you serve as director: \_\_\_\_\_ companies



**Additional clarification:** (In case you serve as Chairman/Executive Director in companies separately belonging to more than 3 business groups or in case you serve as director in more than 5 companies listed on local or overseas stock exchanges, which are not in line with the requirements specified in the related notifications of the Bank of Thailand, please describe the actions to take in order to meet the established requirements.)

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9.2 Related businesses of your spouse

No.	Company Name	Type of Business	Position	From Year to Year	% of Shares Held	Getting a loan from the Company/member company within the solo consolidation of the Company under consideration (Yes or No)

9.3 Related businesses of your minor children

No.	Minor Children Name	Company Name	Type of Business	Position	From Year to Year	% of Shares Held	Getting a loan from the Company/member company within the solo consolidation of the Company under consideration (Yes or No)

Notes: (1) Business Group is defined as follows:

- (1.1) A group of companies which consists of a holding company, subsidiaries or associate companies.
- (1.2) A group of companies being controlled by the same person.

(2) Related companies in which you are involved include the following:

- (2.1) Related companies shall be grouped in accordance with the definition of the Business Group in Item (1).

In this connection, in case the companies do not belong to a business group, each company is considered a business group as well.

- (2.2) In case you serve as Chairman/Executive Director of a company, please give specific details.

10. Chronology related to the complaints filed by or against you

<b>Court of Law</b>	<b>Party in the Court Case (plaintiff/defendant/ petitioner/complainant/ complaine)</b>	<b>Type of case (civil/ criminal/ bankruptcy/ administrative)</b>	<b>Charge or offence</b>	<b>Value of claim</b>	<b>Case Number</b>	<b>Latest hearing date</b>	<b>Judgment</b>

11. Chronology related to filing of claims or petitions, being questioned or under investigation by state agencies, local or overseas, which include the Office of the Auditor General of Thailand (OAG), the Office of the National Anti-Corruption Commission (ONACC), and the Anti-Money Laundering Office (AMLO), among others.

<b>State agency filing claim/ petition/ investigating</b>	<b>Subject of claim/ complaint/ investigation</b>	<b>Date of filing claim/ complaint/ conducting investigation</b>	<b>Investigation status</b>	<b>Questioning results/ investigation results</b>

12. Chronology of investigations conducted by former or current employers

<b>Work unit conducting investigation</b>	<b>Subject of investigation</b>	<b>Date of investigation</b>	<b>Investigator</b>	<b>Investigation status</b>	<b>Investigation results</b>

13. Supporting Documentation

- (1) Evidence showing education and academic qualifications
- (2) Evidence showing payment of income tax in the past year
- (3) Reference letters from former employers. In case of a foreigner, please make use of the Company Testifying Form (Attachment 4).
- (4) Certified copy of immigration document/passport (in case of a foreigner)
- (5) Certificate or any other documentation issued by a financial institution or lending company for the person under consideration for the directorship or those issued by a credit bureau or other related agencies, certifying that the person is not a borrower whose loan is classified as substandard, doubtful, doubtful of loss or loss.
- (6) Facts or other information useful for appropriate qualification assessment (if available).

14. Certification statement by the person under consideration for directorship

I hereby certify that I am a qualified person and do not possess any prohibited characteristics as prescribed in the regulations or notifications issued by the regulatory agencies concerned, which are specified in the checklist for assessing the qualifications of candidate to stand for election to the Board of Directors. As well, I am a person with the qualifications that are in line with the Company's policy.

I also certify that the information given by me on this form and the additional documentation is correct and complete, and that there is no statement which is false. If there is any change that has a significant impact on the assessment of the qualifications and the prohibited characteristics, I will inform the Company within 7 days after I learn of the change.

I agree with the proposal of my name and the disclosure of the information provided herein for the election of the Company's director. I also agree to allow the Company to disclose my information not only to the authorities concerned for getting legal approval as well as for complying with their notifications, but also to the meeting of shareholders for the election of a director replacing a retiring director or for the appointment of a new director (as the case maybe). In addition, the information could be disclosed in the notice of the meeting of shareholders or on the Company's website or through any other channels in line with the common practices adopted by listed companies. I certify that the details given on this form and in the accompanying documentation are accurate, complete and truthful.

Signature.....

(.....)

Date.....

Notes:

1. In case the space for filling out the information is not enough, an additional sheet of paper may be used.
2. The person whom the Company may contact for additional information:

Name-Surname (in Thai): .....

Tel:..... Fax:..... E-mail Address:.....

**Company Testifying Form**

**(Name of Company)**

Dated.....

The Governor, Bank of Thailand

I am Mr. / Ms. .... in charge of (position) take full responsibility on behalf of (name of company) to testify moral integrity, propriety and honesty of (name of person required). I therefore have thoroughly verified the information required by the Bank of Thailand and certify that the above-mentioned person

- has no evidence of dishonesty or financial irregularities.
- possesses appropriate qualifications.
- has practical experience in relevant environment.
- has proven ability to make sound decisions.
- has earned respect of the financial community.
- holds high integrity and respect for acceptable principles.
- has ability to undertake and complete a task in a proper way.
- has no criminal records. (State if any)
- has never been filed suit against by relevant authorities. (State if any)
- has never been fired, discharged or relieved of duty by any financial institution. (State of any)

Best regards,

(Signature).....

(Printed name).....

(Position).....

(Date).....



**Checklist for assessing the qualification of the directors  
of Thanachart Capital Public Company Limited**

I would like to disclose the following information as supporting document for consideration in relation to the qualifications prescribed by the authorities concerned.

Remark: The law requires that you fully meet the qualifications during the entire tenure as director.

No.	Qualifications	Yes	No
<b>Qualifications of directors</b>			
1	Not being an incompetent or quasi-incompetent person.		
2	Not operating any business which has the same nature as or is in competition with the business of the company, or not becoming a partner in a general partnership, or a partner with unlimited liability in a limited partnership, or not becoming a director of a private company or any other public company operating business which has the same nature as and is in competition with the business of the company, regardless of whether it is for self-interest or the interest of others <u>except</u> in the case where it is disclosed to the meeting of shareholders prior to the adoption of a resolution appointing the director.		
3	Not being a bankrupt or having been discharged from bankruptcy for less than five years.		
4	Not having been imprisoned by a final court judgment for an offense related to property committed with dishonest intent regardless of whether the penalty is pending or not.		
5	Not having been dismissed or discharged from government service, state organization or agency on a charge of dishonest act in the office.		
6	Not having been a director, manager, or person with management authority of a financial institution during the period which its license is revoked <u>unless</u> a waiver is granted by the Bank of Thailand.		
7	Not having been removed by the Bank of Thailand or the Office of the Securities and Exchange Commission from a director, manager, person with management authority, or advisor of a financial institution or a securities company, <u>except</u> after having passed the prohibition period or having been granted an exemption by the Bank of Thailand or the Office of the Securities and Exchange Commission, as the case may be.		

No.	Qualifications	Yes	No
8	Not being a manager, an employee or a person with management authority of any other financial institution or any other securities company <u>unless</u> a waiver is granted by the Bank of Thailand.		
9	Not being a political officer, a member of the House of Representatives, a member of the Senate, a member of a local council or a local administrator or a person holding any other political positions as prescribed and notified in the laws related to prevention and anti-corruption. In this connection, these include a member of the Vice Minister Committee or a Vice Minister based on the Office of the Prime Minister's Regulation on the Vice Minister Committee or any other political positions prescribed in the notifications of the Bank of Thailand.		
10	Not being an officer of the Bank of Thailand or a person discharged from being an officer of the Bank of Thailand who holds the position at the level of Assistant Governor or above or an equivalent position with other title in various work units, regardless of group to which they belong, or the position of Senior Director or an equivalent position with other title for no less than one year in the groups having authority to decide on the financial institutions policies or supervision.		
11	<p>Not holding any position or various positions as a chairman, an executive director in any company in more than three business groups concurrently. Executive director” means:</p> <p>(1) a director with responsibilities of a manager, a deputy manager, an assistant manager or any person holding an equivalent position which is called otherwise,</p> <p>(2) a director who is responsible for managing or participating in any business operations with the similar role as those of executives</p> <p>(3) director serving as member of the Executive Committee,</p> <p>(4) a director serving as authorized signatory, <u>except</u> that the signature is affixed in line with the resolution adopted by the Board of Directors on a case-by-case basis and that he and other directors have to jointly sign the official agreements.</p> <p><u>Note:</u> Member companies of Thanachart Financial Conglomerate and companies acquired through debt restructuring are considered as one business group.</p>		
12	Serving as director in no more than 5 companies listed on the stock exchange, local or overseas, excluding listed companies which financial institutions have acquired as a result of debt restructuring.		

No.	Qualifications	Yes	No
13	Not having been accused of, petitioned against, or involved in a pending case concerning fraud or dishonest action specified under laws relating to the financial institutions business, securities business and other laws, by the Bank of Thailand, the Office of the Securities Exchange Commission or an agency, domestic and overseas, responsible for supervising financial institutions, <u>except</u> when the eventual not-guilty verdict is reached by the court.		
14	Not having been accused of, petitioned against, or involved in a pending case concerning financial fraud or dishonest action by state agencies, domestic or overseas, other than those specified in Item 13, <u>except</u> when the eventual non-guilty verdict is reached by the court.		
15	Not possessing or not having been involved in any business or act which is illegal or fraudulent.		
16	Not having or not having had a personal record or any behavior that indicates unfair treatment or exploitation of consumers, or participation in or support of the above-mentioned action of others.		
17	Not having or not having had any behavior that, if considered on reasonable ground, indicates dishonest or fraudulent practices, or participation in or support of the above-mentioned action of others, as well as discriminatory practices or pursuit of self-interest and those of related parties, or not being involved in any decision making that gives rise to a conflict of interest.		
18	Not having or not having had any behavior that, if considered on reasonable ground, indicates failure to discharge properly the duty to supervise or control operations as the director, manager, or designated authorized person of any financial institution/company, which results in the financial institution/company's violation of laws, rules and regulations, internal work manuals, the Board of Directors' resolutions, as well as shareholders' resolutions, regardless of whether they are related to consideration of loan applications, investment decisions, or any other acts that may adversely affect the confidence in the business of any financial institution/company or the reputation, standing or business operation of any financial institution/company in a substantial manner, or may cause damage to customers of any financial institution/company. These include, among others, the maintenance of the BIS capital adequacy ratio below the level as prescribed by the law or failure to maintain liquid assets as prescribed by the law.		

No.	Qualifications	Yes	No
19	Not having or not having had any work practice that, if considered on reasonable ground, indicates lack of accounting standards, risk management measures, or other professional standards in business operations, which are required by the concerned state agencies or other standard-setting organizations, domestic and overseas. These include, among others, concealment of actual financial position or performance, intentional avoidance of disclosing material information, and revocation of professional licenses.		
20	Having no problem making principal or interest payments to financial institutions or lending companies, or not being classified as a substandard, doubtful or loss non-performing loan, both domestically and abroad.		
21	Not being an auditor of the company or any member company of Thanachart Financial Conglomerate.		
22	Not having any characteristic that indicates lack of appropriateness to be entrusted the authority to manage a company. The results from the lack of the trustworthiness of directors or executives will be different based on the categories of untrustworthy characteristics, the details of which are given in the attachment of Untrustworthy Characteristics of Management in a Public Company Limited.		
23	Having never been convicted of criminal charge by the court's final judgment in accordance with the Criminal Code.		
24	Having never been convicted of predicate offense by the court's final judgment in accordance with the Anti-Money Laundering Act.		
25	Whose assets having never been seized and vested in the State by the court's judgment or order or having never been convicted of money laundering offense by the court's final judgment in accordance with the Anti-Money Laundering Act.		
26	Having never been a determined person (listed in a notification) or having never been convicted of giving financial support to terrorism or the proliferation of weapons of mass destruction by the court's final judgment in accordance with the Prevention and Suppression of Financial Support to Terrorism and the Proliferation of Weapons of Mass Destruction Act.		
27	Never having any record of being brought a charge or complaint against, being put under investigation or being currently investigated by state agencies, local or overseas, such as the State Audit Office of the Kingdom of Thailand, the Office of the National Anti-Corruption Commission, and the Anti-Money Laundering Office.  (In giving its approval for the holding of a directorship, the Bank of Thailand may take this factor into consideration.)		



No.	Qualifications	Yes	No
28	<p>Never having any record of being put under investigation by former employers or the current one.</p> <p>(In giving its approval for the holding of a directorship, the Bank of Thailand may take this factor into consideration, in the case where the investigation is concerned with an act in violation of a law or staff regulations related to integrity and honesty.)</p>		
<b>Additional qualifications of independent director</b>			
1	<p>Holding shares of no more than 0.5% of the Company's paid-up capital and holding shares of no more than 1% of the total number of shares with voting rights of the parent company, subsidiary company, associate company, the Company's major shareholder, controlling person or person who may have a conflict of interest, including shares held by related persons of such independent director.</p>		
2	<p>Not being or having ever been a director with management authority, employee, staff member, and/or advisor who receives a regular salary, or a controlling person of the company, parent company, subsidiary, associated company, same-tier subsidiary, major shareholder or controlling person <u>unless</u> the foregoing status has ended at least 2 years prior to the date of being assessed against the checklist of the qualifications of the company's director and/or being elected as director. Such prohibitions do not, however, include cases where the independent director previously served as a civil servant or an advisor to a state agency which is a major shareholder or controlling person of the company.</p>		
3	<p>Neither being nor having been a non-independent director. In addition, neither being nor having been a manager, person with management authority, advisor or employee of a member company of Thanachart Financial Conglomerate, <u>except</u> the foregoing relationship ends not less than two years prior to the submission of the application for approval of an appointment of an independent director to the Bank of Thailand.</p> <p><u>Note:</u> In case the qualifications of the independent directors who assumed the position before 23 June 2018 do not meet the requirements, they may continue holding the position but not beyond 1 May 2022.</p>		

No.	Qualifications	Yes	No
4	<p>Continuously holding the position of an independent director of the Company and/or a member company of Thanachart Financial Conglomerate for no more than 9 years.</p> <p><u>Note:</u> In case the qualifications of the independent directors who assumed the position before 23 June 2018 do not meet the requirements, they may continue holding the position but not beyond 1 May 2022.</p>		
5	<p>Not being a person related by blood or legal registration as father, mother, spouse, sibling or child, including spouse of child of another director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the company or subsidiary.</p>		
6	<p>Not being or having ever had a business relationship with the company, parent company, subsidiary, associated company, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither being nor having ever been a significant shareholder (holding shares more than 10% of the total number of shares with voting rights of the company, including shares held by the related person), or a controlling person having a business relationship with the company, parent company, subsidiary, associated company, major shareholder or controlling person of the company, <u>unless</u> the foregoing relationship has ended not less than 2 years prior to the date of being assessed against the checklist of the qualifications of the company's director and/or being elected as director.</p> <p><u>The term 'business relationship'</u> shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the company or counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated in line with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis.</p> <p>The consideration of such indebtedness shall include indebtedness incurred during the period of one year prior to the date on which the business relationship with the same person commences.</p>		

No.	Qualifications	Yes	No
7	Not being or having ever been an auditor of the company, parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, parent company, subsidiary, associated company, major shareholder or controlling person, <u>unless</u> the foregoing relationship has ended at least 2 years prior to the date of being assessed against the checklist of the qualifications of the Company's director and/or being elected as director.		
8	Not being or having ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the company, parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of the professional services, <u>unless</u> the foregoing relationship has ended at least 2 years prior to the date of being assessed against the checklist of the qualifications of the Company's director and/or being elected as director.		
9	Not being the director who is appointed as representative of the company's Board of Directors, major shareholder or shareholder who is related to the major shareholder of the company.		
10	Not undertaking any business of the same nature and in competition with the business of the company or subsidiary. Or shall not be a significant partner in a partnership or director with management authority, employee, staff member and/or advisor who receives a regular salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business of the same nature and in competition with the business of the company or subsidiary.		
11	Neither having any business, participating in the management nor having any conflict of interest which may affect his or her independent judgment. Not having any other characteristic which limits his or her ability to express independent opinions regarding the company's operations.		

No.	Qualifications	Yes	No
<b>Additional qualifications of member of the Audit Committee</b>			
1	Being an independent director and having to act independently.		
2	Not being the director who is assigned by the Board of Directors to make decisions related to the business operations of the company, parent company, subsidiary, associated company, or same-tier subsidiary, a major shareholder or controlling person of the company.		
3	Not being a director of its parent company, subsidiary, or same-tier subsidiary, specifically those which are listed companies.		
4	Having adequate knowledge and experience appropriate for carrying out duties in the capacity of an Audit Committee member.		

Date \_\_\_\_\_

\_\_\_\_\_  
 ( )

**Appendix**

**Lack of appropriateness in respect of trustworthiness in managing public companies limited**

**(Notification of the Securities and Exchange Commission No. Kor Jor. 3/2560 dated 23 January 2017 Re: Determination of**

**Untrustworthy Characteristics of Company Directors and Executives)**

<b>Possession of characteristics indicating untrustworthiness in managing publicly traded companies</b>		<b>Notes</b>
<b>Category 1</b>	<b>Possession of untrustworthy characteristics in general cases, as follows:</b>	
1	Being a bankrupt, an incompetent or a quasi-incompetent person.	
2	Being a person not eligible for serving as director, manager, person with managerial authority or advisor of a financial institution because of the possession of prohibited characteristics under Thai or foreign laws related to supervision of financial institutions, and because the barring period from serving as director, manager, person with managerial authority or advisor of a financial institution has not yet been surpassed, provided that the prohibited characteristics are connected with the cases as follows:	
	2.1 Performing duties dishonestly, being dishonest, being deceitful, or performing a fraudulent act relating to assets;	
	2.2 Managing business in such a way that a law is violated or failing to comply with the regulatory agency's order or managing business improperly;	
	2.3 Violating a law, acting unfairly or taking advantage of others;	
3	Having been sentenced to imprisonment by the court's final judgment for committing any of the following public offences, regardless of whether the imprisonment is suspended, or it has not yet surpassed the three-year interval time after either the person completes the term of imprisonment or the suspension of sentence period is over:	
	3.1 Failing to perform duties with responsibility, due care and honesty, which is deemed to be a fraudulent act <sup>1)</sup> : Section 281/2 Paragraph 2 of Securities and Exchange Act B.E. 2535.	
	3.2 Operating securities business or derivatives business without having obtained a license, which is deemed to be a public fraud <sup>2)</sup> : Sections 289 and 90 of Securities and Exchange Act B.E. 2535. : Sections 125 and 16 of Derivatives Act B.E. 2546.	
	3.3 Unfair practices that affect derivative prices or futures contracts <sup>3)</sup> : Sections 92 - 100 of Derivatives Act B.E. 2546.	

Possession of characteristics indicating untrustworthiness in managing publicly traded companies		Notes
	<p>3.4 Committing an act dishonestly and, by such act, obtaining a property from members of the public, committing an act dishonestly, that causes damage to the asset of a juristic person, damaging the asset which a juristic person is responsible for looking after, acting to prevent creditor from receiving loan repayment, doing an act to procure any advantage to which he is not entitled, deceitfully depriving a juristic person or its shareholders of their rightful benefit<sup>4)</sup></p> <p>: Sections 306 – 315 of Securities and Exchange Act B.E. 2535.</p> <p>3.5 Committing an act dishonestly, causing damage to customers<sup>5)</sup></p> <p>: Sections 145 - 150 of Derivatives Act B.E. 2546.</p>	
4	Being a person sentenced to imprisonment by the court's final judgment in relation to the commission of public offences including deceitful, fraudulent or dishonest management of assets and it has not yet surpassed the three-year interval time after either the person completes the term of imprisonment or the suspension of sentence period is over.	
5	Being a person subject to the court's final order of asset seizure under the Organic Act on Counter Corruption, the Anti-Money Laundering Act or any other similar laws and it has not yet surpassed the three-year interval time after the date on which the court issued such order.	
6	Being a person having the behavior considered as the commission of offences under Category 1 Item 3, which resulted in the SEC Office's filing of criminal complaint against such person with the inquiry official, and the case is in the inquiry official's process or the public prosecutor's consideration and prosecution process or the court proceedings.	The filing of the criminal complaint shall be subject to the review process approved by the SEC.
<b>Category 2</b>	<b>Possession of untrustworthy characteristics resulted from having the behavior considered as the commission of offences under the Securities and Exchange Act B.E. 2535 prior to the additional amendments by the Securities and Exchange Act (No. 5) B.E. 2559, the details of which are as follows:</b>	
1	<p><b>A person having the following behavior:</b></p> <p>1.1 Unfair securities trading practices<sup>6)</sup></p> <p>: Section 238 and Sections 240 – 243 of Securities and Exchange Act B.E. 2535.</p> <p>1.2 Failure to perform duties with responsibility, due care and honesty<sup>7)</sup></p> <p>: Section 281/2 Paragraph 1 of Securities and Exchange Act B.E. 2535.</p> <p>1.3 Intentionally making a false statement or concealing materials facts which should have been stated<sup>8)</sup></p> <p>: Section 281/10 of Securities and Exchange Act B.E. 2535.</p> <p><b>In case the behavior leads to any of the following situations, it is deemed to be possession of untrustworthy characteristics.</b></p>	Removal from the position pursuant to Section 89/4 or Section 89/6 of the Securities and Exchange Act B.E. 2535 <sup>9)</sup> resulting from possession of the untrustworthiness characteristics under Category 2 Item 1 shall be in effect for the following periods of time.

Possession of characteristics indicating untrustworthiness in managing publicly traded companies		Notes
	(1) In case where the court passes the final judgment to imprisonment, as a result of a criminal complaint or charge brought before a court of law by a party other than the SEC Office.	The removal from the position shall be in effect from the date the court has passed the judgment, regardless of whether the imprisonment is suspended, and shall remain so until it has surpassed the three-year interval time after either the person completes the term of imprisonment or the suspension of sentence period is over.
	(2) In case where the Civil Penalty Committee considers imposing a civil fine, it is deemed appropriate to apply civil penalties to such person, with the written notice.	The removal from the position shall be in effect from the date of written notice of the said matter, and shall remain so until it has surpassed the period specified by the SEC Office, which shall not exceed three years. In determining the period of possession of untrustworthy characteristics, the following factors shall be taken into consideration: (1) Relevant roles and behaviors of the person under consideration; (2) Sanction already imposed on such person; (3) The impact on or damage to the company or shareholders as a whole or unjust benefit related to the facts or behaviors under consideration; (4) Rectification or any actions taken in the best interest of the company, shareholders as a whole, or capital market as a whole, whether to rectify, remedy or prevention of recurrence of similar facts or behaviors; (5) Other behaviors of the person under consideration that benefit or obstruct the SEC Office's actions; (6) Any other records or behaviors in the past which indicate inappropriateness to serve as company director or executive.
	(3) In case where the SEC Office filed a criminal complaint against such person with the inquiry official.	The removal from the position shall be in effect from the date of filing the criminal complaint with the inquiry official, and shall remain so until any of the following cases: (a) The public prosecutor issues the final non-prosecutorial order or the court passes the final judgment to dismiss the case; (b) It has surpassed the three-year interval time after either the person completes the term of imprisonment or the suspension of sentence period is over. The SEC Office's filing of criminal complaint shall be subject to the review process approved by the SEC.
<b>Category 3</b>	<b>Possession of untrustworthy characteristics prior to the effective date of this Notification.</b>	
1	Any person who was fined or named in the criminal complaint filed by the SEC Office, resulting in having untrustworthy characteristics under the Notification of the Securities and Exchange Commission No. Kor Jor. 8/2553 Re: Determination of Untrustworthy Characteristics of Company Directors and Executives dated 23 April 2010, shall be deemed to be having untrustworthy characteristics under this Notification. The said person shall be removed from the position pursuant to Section 89/4 or Section 89/6 of the Securities and Exchange Act B.E. 2535 until the period or condition specified under the said Notification has been surpassed or satisfied.	