

**Explanation of Procedures on Execution of Proxy, Registration, Submission of Documents  
for Attending the Meeting and Voting  
for the Annual General Meeting of Shareholders for the Year 2006  
on 27<sup>th</sup> April 2006**

***Proxy***

The Company has delivered a proxy instrument form B as prescribed by the Ministry of Commerce to shareholders, who cannot attend the meeting in person, to consider authorizing other person or any of the Company's two directors as proposed in the proxy instrument and named:

1. Mr. Sommart Poonpakdee, Independent director and Chairman of the Audit Committee,
2. Mr. Suphadej Poonpipat, President and Chief Executive Officer,

the details of which are attached hereto, to attend the meeting for their behalf.

To authorize the Company's director as proposed,

- The grantor shall mark ✓ in  for one name only in either  2. or  3. of Clause (3) and then affix his/her signature.
- The grantor shall deliver via post by using the business acceptance envelop attached hereto without stamp affixed, the original signed proxy instrument to "the Corporate Secretaries Group" prior to the meeting date.

***Registration***

The Company will review completion of the proxy instrument and begin registration from 12.30 p.m. at Ballroom, G Floor, Four Season Hotel, Rachadumri Road, Bangkok, according to the step of attending the Meeting on page 47.

***The attendants were required the following documents for entering the Meeting.***

**1. Individuals**

1.1 Required document for self-attended individual is an unexpired official document bearing the holder's photo such as identification card, driving license or passport

1.2 Proxy holders

(1.2.1) Proxy Form, attached with the Notice to the Annual General shareholder's Meeting, accurately completed together with signatures of the shareholder and the proxy holder

(1.2.2) A certified copy of the shareholder's official document, as specified in 1.1 and

(1.2.3) The proxy holder's official document, as underlined in 1.1

**2. Juristic Persons**

2.1 Delegates of the shareholders

(2.1.1) The delegate's official document, as underlined in 1.1

(2.1.2) A certified copy of the document of certification registration of juristic person with messages declaring the delegate attending the Meeting authorized to do business on behalf of the shareholder

2.2 Proxy holders

(2.2.1) Proxy Form, attached with the Notice to the Annual General shareholder's Meeting, accurately completed together with signatures of the shareholder and the proxy holder

(2.2.1) A certified copy of the document of certification registration of juristic person with messages declaring the delegate signing the Proxy Form authorized to do business on behalf of the shareholder

(2.2.3) The proxy holder's official document, as underlined in 1.1.

## ***Voting and Result of Voting***

- Directors of the Company shall be elected by the shareholders meeting in accordance with the rules and procedures as follows:
  - (1) a shareholder will have one vote for one share;
  - (2) directors may be elected by voting at each time only one certain member or the whole set of directors or any other mean as the shareholders deem fit; provided that the shareholder shall cast the votes pursuant to the total amount of his/her shares under (1) and shall not split certain votes in favor of either director or the whole set of the directors;
  - (3) The election of the directors shall be in accordance with the majority vote and the Chairman shall have a casting vote in case of equality of votes.
- Decision or resolution of the shareholders meeting shall be made by voting. The shareholder will always have one vote for one share, regardless of the voting procedure. In case of equality of votes, the Chairman of the meeting shall have a casting vote even though he is not a shareholder of the Company.

In an event that any shareholder has conflict of interest in any matter to be voted in the meeting, such shareholder shall not be entitled to vote for that matter, except for casting his/her vote for election of directors of the Company.

The Chairman will report to the meeting at the end of each agenda of a result of the vote on that agenda. The shareholders attending the meeting in person or by proxy can cast his/her vote on the ballot as distributed by the Company's officers and shall return such ballot to the officer for the Company's record and counting the votes obtaining from the prior proxy to the Company's director as proposed and the proxy's votes as recorded during the meeting registration. The total votes will be handed over for the Chairman's report on the number of the votes for agreeing, disagreeing or abstaining. The vote for each agenda however will be based on the updated list of the total shares held by the shareholders attending the meeting.

## Profile of the directors for proxy



**Name-Surname** Mr. Sommart Poonpakdee  
**Position** Independent Director and Chairman of Audit Committee  
**Age** 75 years  
**Nationality** Thai  
**Education** Certificate of Higher Accounting, equivalent to Master Degrees, Thammasat University  
**Year(s) of director** 7 years 4 months  
**Current Position in the business(es) related the Company** None  
**Current Position in other companies** None  
**Current Position in other companies which compete to the Company** None  
**Experience(s)** Executive Vice President, Siam Commercial Bank PCL.  
 Vice President, Administration Dept. Siam Commercial Bank PCL.  
 Vice President, Audit Dept. Chief, Audit Division, Siam Commercial Bank PCL.  
 Chief Auditor, Internal Audit, Siam Commercial Bank PCL.  
 Senior Bank Examines Commercial Bank, Bank of Thailand  
 Supervision, Bank of Thailand  
 Government Official, National Audit Bureau  
**Company's share held** None  
**Litigation(s)** None of litigation in period of last 10 years

**Attending the Meeting**

|                                | <b>Year</b> | <b>Attending the Meeting/Times to attend the Meeting</b> |
|--------------------------------|-------------|--|
| <b>Director of the Company</b> | <b>2005</b> | <b>12/12</b>   |
|                                | <b>2004</b> | <b>12/12</b>   |
| <b>Audit Committee</b>         | <b>2006</b> | <b>8/8</b>   |
|                                | <b>2004</b> | <b>9/9</b>   |

**Performance as in the position of directors**

Full of roles as the independent and chairman of Audit Committee for supervise the company provided internal control and risk management with efficiency supporting the business of the Company and the companies in Thanahcart Group. Including the useful suggestions for the operations of the Board of Directors.

## Profile of the directors for proxy



**Name-Surname** Mr. Suphadej Poonpipat

**Position** President and CEO

**Age** 56 years

**Nationality** Thai

**Education** Master of Science, University of Wisconsin, U.S.A.  
Bachelor of Commercial and Accounting,  
Chulalongkorn University  
Certificate of Directors Accreditation Program 8/2004  
The Institute of Directors

**Year(s) of director** 25 years 4 Months

**Current Position in the business(es) related the Company** Vice Chairman, Chairman of Executive Committee, Thanachart Bank Public company Limited  
Director, Thanachart Insurance Company Limited  
Director, Thanachart Life Assurance Company Limited  
Director, MBK Public Company Limited

**Current Position in other companies** Director, MBK Resort Company Limited  
Director, Siam Piwat Company Limited  
Director, Plan Estate Company Limited  
Consultant, Pratum Ricemill and Granary Public Company Limited  
Director, Advance Info Service Public Company Limited

**Current Position in other companies which compete to the Company** None

**Experience(s)** Director, New International Airport Co., Ltd.  
Etc.

**Company's Share held** None

**Litigation** None of litigation in period of last 10 years

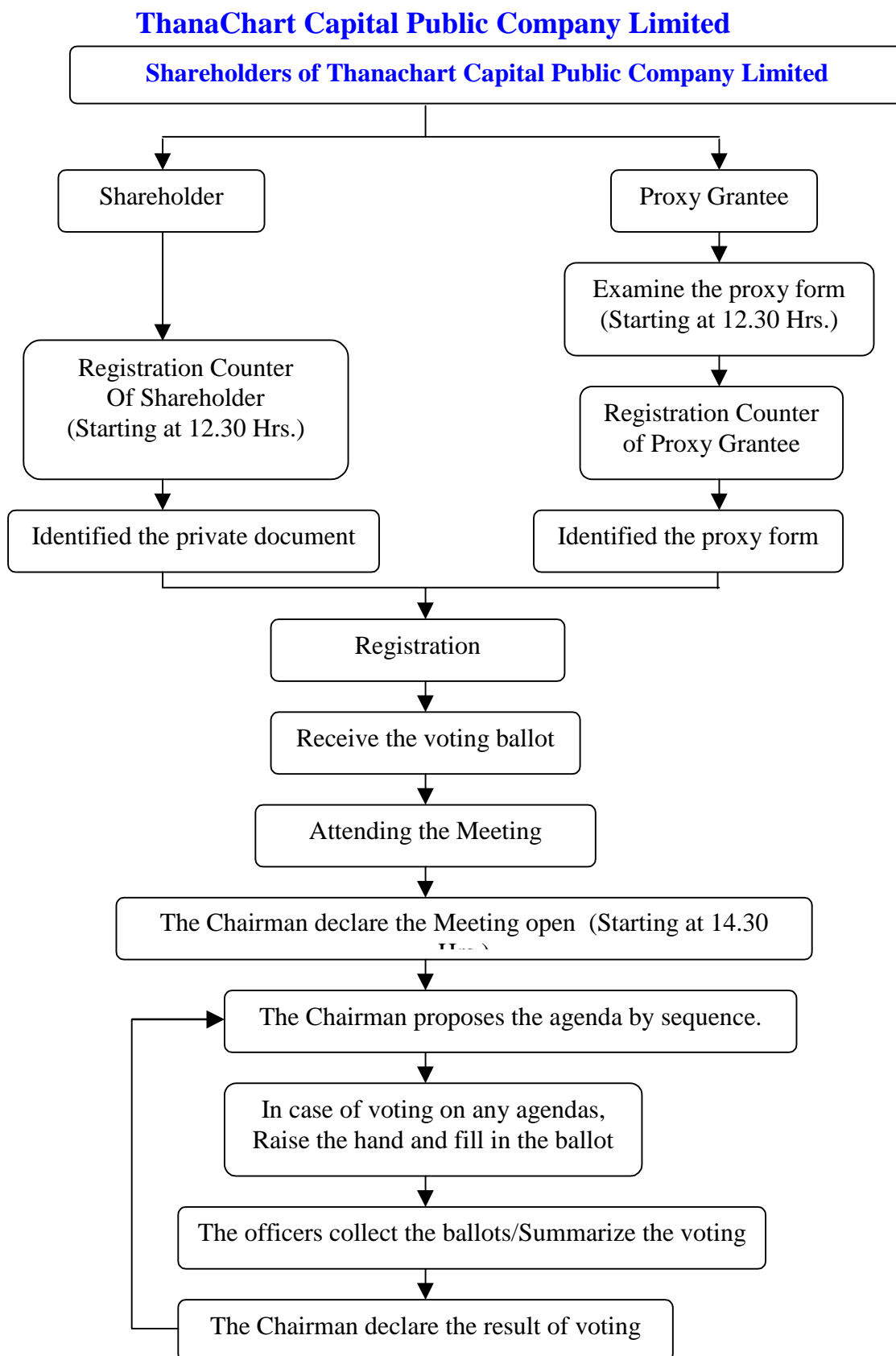
**Attending the Meeting**

|                           | Year        | Attending the Meeting/Times to attend the Meeting |
|---------------------------|-------------|---|
| <b>Director</b>           | <b>2005</b> | <b>12/12</b>                                      |
|                           | <b>2004</b> | <b>12/12</b>                                      |
| <b>Executive Director</b> | <b>2005</b> | <b>12/12</b>                                      |
|                           | <b>2004</b> | <b>12/12</b>                                      |

**Performance as in the position of directors**

As the President and CEO of the Company, He supervises and manages the business of the company and its subsidiaries of whole group with efficiency. Especially the growth of the Company and its subsidiaries in Thanachart Group, including the risk management and internal control

# Procedures of Attending the Annual General Meeting of Shareholders 2006



## The Articles of Association related the Meeting of shareholders

### Director

**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 an equality of vote, the Chairman shall have a casting 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.

## Meeting of Shareholders

**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 an equality of vote, the Chairman of the meeting shall have a casting vote, whether or not he is a shareholder of the Company.

A shareholder having special 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 40.** The accounting year of the Company shall commence on let January and terminate on 31st December of every year.

**Article 42.** The Company shall prepare a balance sheet and a profit and loss account and cause 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.

**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 47.** The auditor may be a shareholder of the Company, but must not be a director, an officer, an employee or any office holder of the Company.

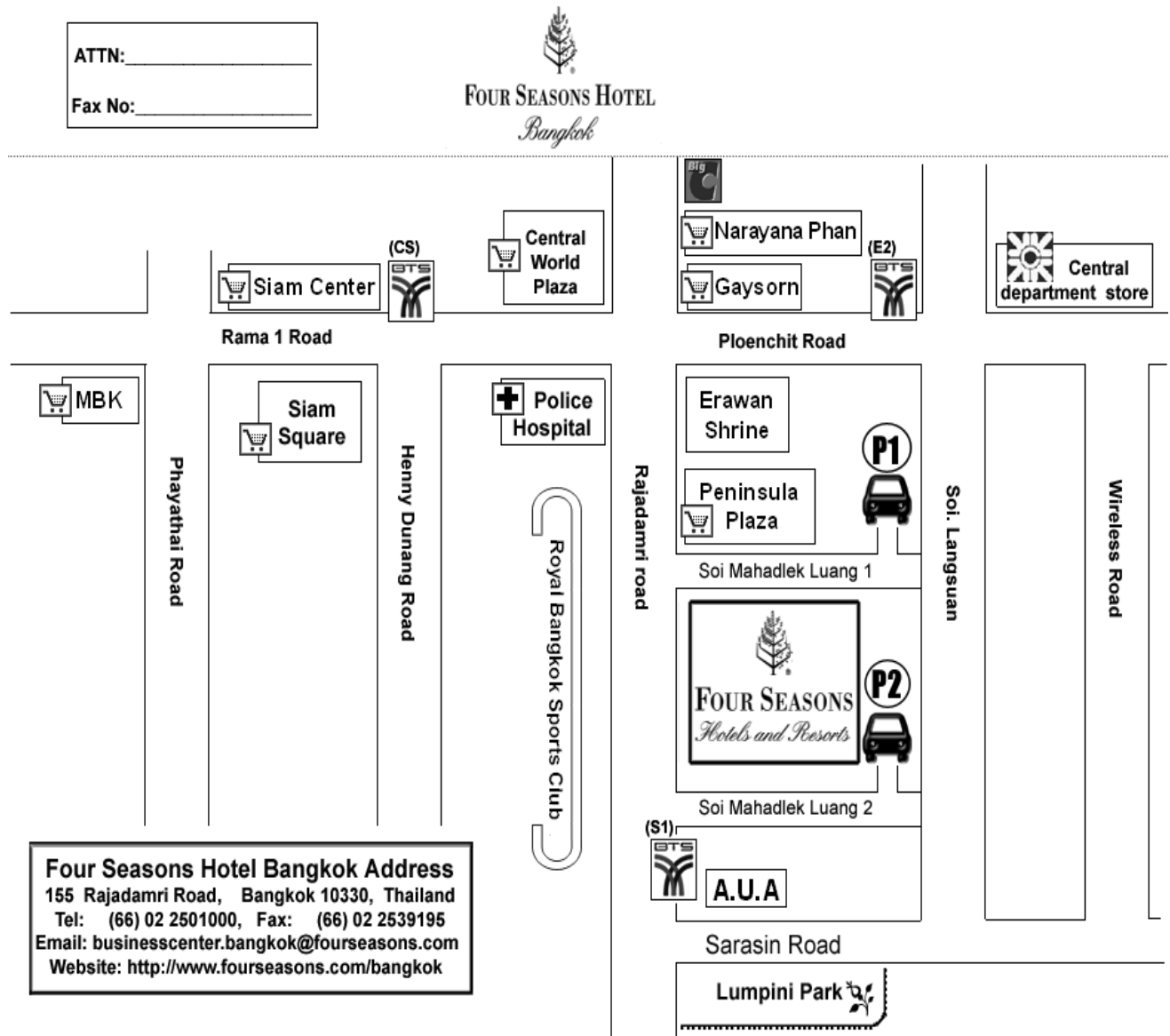
**Article 48.** The auditor has the power to examine accounts, any other documents and evidence concerning income, expenditures, property and liabilities of the Company, He also has a duty to be present at a shareholders' meeting of the Company every time the balance sheets, profit and loss account and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

## The Meeting Location

Ballroom, G Floor, Four Season Hotel, Rajdamri Hotel, Bangkok, Tel. 0-2250-1000

- Trip**
- ① By the Skytrain (BTS), et off the train at Rajdamri Station, Opposite the Police Hospital
  - ② By your own car, drive into the Mahadlek Luang 2 for entering the car park of the hotel without fee. Such matter required the ticket for sealed.



## Supplement to proxy

Appointment of proxy in the capacity as a shareholder of Thanachart Capital Public Company Limited

Annual General Meeting of Shareholders for the year 2005 Thursday 27<sup>th</sup> April 2006 Time 14.30 hrs. At Ballroom, G floor, Four Season Hotel, Bangkok Or on the date and at place as may be postponed or changed.

**Agenda** .....

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- Agree..... votes       Disagree ..... votes  
 Abstain From Voting ..... votes

**Agenda** .....

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- Agree..... votes       Disagree ..... votes  
 Abstain From Voting ..... votes

**Agenda** .....

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- Agree..... votes       Disagree ..... votes  
 Abstain From Voting ..... votes

**Agenda** .....

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- Agree..... votes       Disagree ..... votes  
 Abstain From Voting ..... votes

**Agenda** .....

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- Agree..... votes       Disagree ..... votes  
 Abstain From Voting ..... votes

I / We hereby certify that the statements in the Supplement to proxy form are true and correct in all respects.

Signature \_\_\_\_\_ Grantor

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

Signature \_\_\_\_\_ Grantee

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