

Proxy (Form C)

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

Made at

Date Month..... Year.....

(1) I/We Nationality
having office located at Road , Tumbon/Kwaeng, Amphoe/Khet
Province, Postal Code as a custodian of which is a shareholder
of the Thanachart Capital Public Company Limited, holding the shares in the total amount of shares and the total
number of votes for which I/we am/are entitled to cast equivalent to votes as described below:

- Ordinary shares in the amount of shares and the number of votes for which I/we am/are entitled to cast is.....votes;
- Preferred shares in the amount of shares and the number of votes for which I/we am/are entitled to cast is.....votes.

(2) I/We hereby authorize and appoint either one the following persons as my/our proxy:

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

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

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

as my/our Proxy to attend and vote on my/our behalf at the Ordinary Shareholders Meeting for the year 2009 held on
29th April at 15.00 hours Jamjuree Ballroom, M Floor, Pathumwan Princess Hotel, Phayathai Road, Wangmai, Pathumwan,
Bangkok or on such other date and at such other place as may be adjourned or changed.

(3) I/We hereby authorize the Proxy to attend and vote on my/our behalf in this meeting as follow:

(a) to vote based on the total number of shares held by me/us to which I/we/ am/are entitled

(b) to split the votes as follows:

ordinary shares in the amount of shares with the number of votes for
which I/we am/are entitled to cast equivalent to votes.

preferred shares in the amount of shares with the number of votes for
which I/we am/are entitled to cast equivalent to votes.

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

**Agenda No. 1 To consider the adoption of the Minutes of the Extraordinary Meeting of Shareholders No.
1/2008**

(a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

(b) The Proxy may consider the matters and vote on my/our behalf as follows :

Approve vote(s) No approve vote(s) Abstain vote(s)

Agenda No. 2 To acknowledge the report of operating performance of Thanachart Capital in the year 2008

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
 Approve vote(s) No approve vote(s) Abstain vote(s)

Agenda No. 3 To approve the Balance Sheet and the Statement of Profit and Loss as of December 31, 2008

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
 Approve vote(s) No approve vote(s) Abstain vote(s)

Agenda No. 4 To approve the appropriation of profit and the payment of dividend for operating performance of the year 2008

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
 Approve vote(s) No approve vote(s) Abstain vote(s)

Agenda No. 5 To acknowledge the remuneration of directors of TCAP in the year 2008 and approve the performance allowances of directors from operating performance in the year 2008

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
 Approve vote(s) No approve vote(s) Abstain vote(s)

Agenda No. 6 To elect the directors for the replacement of the directors retired by rotation or death or resignation

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
 Approve vote(s) No approve vote(s) Abstain vote(s)

Agenda No. 7 To appoint the auditor and determine the audit fee for the year 2009

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
 Approve vote(s) No approve vote(s) Abstain vote(s)

Agenda No. 8 Other business (if any)

- (a) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
(b) The Proxy may consider the matters and vote on my/our behalf as follows :
 Approve vote(s) No approve vote(s) Abstain vote(s)

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote the Proxy which is not in accordance with this Proxy Form.

Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remark

1. This Proxy Form C is application only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.
2. Evidence of documents required to be attached to the proxy form are:
 - (1) Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder;
 - (2) Confirmation Letter specified that the person executing the proxy form has obtained a license for being a custodian.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
4. Either all or each of the members of the Board of Directors may be appointed in the agenda appointment and election of the directors.
5. If the matters to be considered are more than those specified above, the shareholder may apply the Annex to Proxy Form C as attached.