

Supporting Document

Agenda Item 7: To consider the appointment of the auditor and determine the audit fee for 2009

- **Names of auditors and the audit firm:**

- | | | |
|-----------------|--------------|---------------------------------|
| (1) Mr. Narong | Puntawong | (Certified Auditor No. 3315) or |
| (2) Ms Rungnapa | Lertsuwankul | (Certified Auditor No. 3516) or |
| (3) Ms Rattana | Jala | (Certified Auditor No. 3734) |

of Ernst & Young Office Limited which is the current auditor of the Company.

Brief profiles of the three auditors:

Name : Mr. Narong Puntawong
Certified Auditor No. 3315

Age : 56 years

Education : Master of Accounting
Thammasat University

Position in the audit firm : Partner



Auditing experience in 2008

- TISCO Bank Public Company Limited,
- TISCO Financial Group Public Company Limited,
- Asia Cement Public Company Limited,
- Jalapathan Cement Public Company Limited,
- Thai Luxe Enterprises Public Company Limited,
- AMATA Corporation Public Company Limited, and
- Sino-Thai Engineering & Construction Public Company Limited.

He has not audited the financial statements of Thanachart Capital Public Company Limited.

Name : Ms. Rungnapa Lertsuwankul
Certified Auditor No. 3516

Age : 49 years

Education : Master of Accounting
Thammasat University

**Position in the
Audit Firm** : Partner



Auditing Experience in 2008

- Land And House Retail Bank Public Company Limited,
- ACL Bank Public Company Limited,
- Phatra Securities Public Company Limited,
- Bangkok Expressway Public Company Limited,
- Land and Houses Public Company Limited,
- Metrostar Property Public Company Limited, and
- Modernform Group Public Company Limited.

She has not audited the financial statements of Thanachart Capital Public Company Limited.

Name : Ms. Rattana Jala
Certified Auditor No. 3734

Age : 44 years

Education : Master of Accounting
Thammasat University

**Position in the
Audit Firm** : Partner



Auditing Experience in 2008

- Capital Nomura Securities Public Company Limited,
- Thanachart Bank Public Company Limited,
- Thanachart Securities Public Company Limited,
- Thanachart Fund Management Company Limited,
- United Overseas Bank (Thai) Public Company Limited,
- BankThai Public Company Limited, and
- Siam City Bank Public Company Limited.

She has audited the financial statements of Thanachart Capital Public Company Limited for three consecutive years from the Fiscal Year 2006 to the Fiscal Year 2008.

The auditors who are proposed for appointment by the shareholders' meeting do not have any relationship with or any interest in the Company, subsidiaries, associate companies, executives,

or major shareholders. As a result, they are independent in carrying out their duties and in expressing their opinion on the financial statements.

- **Audit Fee**

As regards the auditing of the Company's 2009 financial statements, Ernst & Young Office Limited proposes an audit fee of 1,650,000 baht (one million six hundred fifty thousand baht). The proposed fee is the same as the fee charged for 2008.

- **Non-Audit Fee**

There is not any non-audit fee.

- **Relationship with the Company**

The auditors who are being proposed for appointment has no other relationship with the Company.

- **Being the same audit firm as the one in the previous year**

Ernst & Young Office Limited which is being proposed for appointment as the Company's audit firm has audited the Company's financial statements since 2001 or for a total of nine years. Ms. Rattana Jala, one of the certified auditors proposed for appointment, signed the Company's audit report in 2008 while the other two auditors had not signed any of the Company's audit reports.

- **Being the Auditor of the Company's Subsidiaries and Associated Companies**

Since the Company is the parent company of Thanachart Financial Conglomerate, it is proposed that Ernst & Young Office Limited be also appointed as auditor of the Company's 16 subsidiaries and associated companies as follows:

1. Thanachart Bank Public Company Limited
2. Thanachart Securities Public Company Limited
3. Thanachart Fund Management Company Limited
4. Thanachart Insurance Company Limited
5. Thanachart Life Assurance Company Limited
6. NFS Asset Management Company Limited
7. MAX Asset Management Company Limited
8. Thanachart Group Leasing Company Limited
9. Thanachart T Leasing Company Limited
10. National Leasing Company Limited
11. Thanachart Legal and Appraisal Company Limited
12. Thanachart Management & Services Company Limited
13. Thanachart Broker Company Limited
14. Thanachart SPV 01 Company Limited
15. NASSET Fund 6
16. Thanachart Training and Development Company Limited.

- **Approval by the Bank of Thailand**

The auditors proposed for appointment are subject to approval by the Bank of Thailand. In this connection, the Bank of Thailand issued a notification dated 24 March 2008, Ref. ForGorGor. (02) 181/2552, regarding the approval of auditors for 2009 fiscal year, indicating its approval for the proposed three auditors.