

**Clarifications on  
Appointment of Proxy Holder, Registration, Evidence for Meeting Attendance and  
Voting at the 2009 Annual General Meeting of Shareholders  
Thanachart Capital Public Company Limited  
April 29<sup>th</sup>, 2009**

**Appointment of Proxy Holder**

The Company has sent to the shareholders a copy of Proxy Form B which is easy to understand and gives details in line with the Ministry of Commerce's requirements. This enables the shareholders who cannot attend the meeting themselves, to consider whether they will appoint someone or one of the Company's directors (in line with the list of the directors proposed by the Company), as their proxy to attend and vote at the meeting on their behalf.

In case the shareholders wish to appoint a general proxy holder, Proxy Form A (General Form) can be used, or in case the shareholder is a foreign investor who has appointed a custodian in Thailand to hold and look after the shares on their behalf, Proxy Form C can be used. Both forms are downloadable from the Company's website (<http://www.thanachart.co.th>).

**1. The shareholder appoints another person as proxy holder.**

- The grantor of proxy can appoint only one proxy holder to attend the meeting and vote on their behalf. The shareholder cannot divide up the shares and appoint several proxy holders to vote separately.
- The grantor of proxy is required to give the requested details clearly and completely on the proxy form, and sign it. The proxy holder is also required to sign their name on the form.
- The proxy holder is required to 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 proxy holder.**

- The grantor of proxy is required to give the names and details of the Company's directors to be appointed as proxy holder, in line with the following details:

1. Mrs. Siripen Sitasuwan, member of the Audit Committee as well as Chairperson of the Nomination Committee and the Remuneration Committee (independent director), aged 60, whose residence address is 377 Charansanitwongse 12 Road, Kwaeng Bangkokyai, Khet Bangkokyai, Bangkok.

2. Mr. Somkiat Sukdheva, a member of the Audit Committee and the Nomination Committee as well as the Remuneration Committee (independent director), aged 64, whose residence address is 3/97 Moo 8, Kwaeng Chantarakasem, Khet Chatuchak, Bangkok.

**Notes:** The independent directors proposed by the Company as proxy holders do not have any conflict of interest in Agenda Items 1 – 7 at this Annual General Meeting of the Shareholders.

3. Mr. Suphadej Poonpipat, Vice Chairman of the Board of Directors Chairman of the Executive Committee as well as President and Chief Executive Officer, aged 58, whose residence address is 45/2 Soi Sailom 1, Paholyothin Road, Kwaeng Samsen Nai, Khet Phayathai, Bangkok.

- In appointing the Company's directors as proxy holders, please give names and details of all the three directors. If one of the directors is not able to attend the meeting, the one who attends the meeting will be able to act as the proxy holder to attend the meeting and vote on your behalf.
- The grantor of proxy is required to give the requested details on the proxy form, sign it, put it in the enclosed pre-paid self-addressed envelope, and mail the sealed envelope to "Corporate Secretariat Section" before the meeting date.

### **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 as from 13:00 hours, in front of Jamjuree Ballroom, Mezzanine Floor, Pathumwan Princess Hotel, Phayathai Road, Khet Pathumwan, Bangkok, in line with the meeting procedures and the map attached.

For the convenience of the shareholders, the Company will make use of the barcode reader in registering the attendance of the shareholders. As a result, the participants are required to bring along the documents and Proxy Form B with barcode, which the Company has sent to the shareholders together with the Notice of the Meeting, for the purpose of registering the attendance.

### **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.**

The shareholder is required to show valid evidence which is issued by the state agency and bears the photograph of the shareholder as well as the identification number, e.g. identification card, driver license or passport.

##### **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.
- b) A photocopy of the shareholder's valid evidence issued by the state agency, as specified in Item 1.1 above, which is certified by the grantor of proxy (shareholder) as true copy.
- c) The valid evidence which is issued by the state agency to the proxy holder with details as indicated in Item 1.1 above.

#### **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 grantor of proxy and the proxy holder, together with a duty stamp of 20 baht affixed.

- b) A photocopy of the certificate of registration 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 which signs the proxy form is authorized to legally act on behalf of the juristic person shareholder.
- c) A photocopy of the valid evidence of the authorized director(s) signing on the proxy statement, as specified in Item 1.1 above, which is issued by the state agency and is certified by the said authorized director as true copy
- d) The valid evidence which is issued by the state agency to the proxy holder with details as in Item 1.1 above. A photocopy of the valid evidence is duly certified by the proxy holder as true copy.

**3. For shareholder who is not a 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 not a 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. And the representative of the foreign juristic person must certify the accuracy and correctness of the translation.

**Voting and Counting**

▪ **Voting**

- (1) One share equals to one vote.
- (2) In voting for each agenda item, the Chairman of the meeting will ask the shareholders who wish to cast their votes of disapproval or abstain from voting, to raise their hand.
  - If there is any shareholder raising his hand, the shareholder is required to cast the votes of disapproval or abstain from voting by marking the ballot received for the agenda item before attending the meeting. The Chairman will request the staff to collect the ballot from the shareholder who cast his votes of disapproval or abstain from voting. It is understood that those who do not raise their hand at the meeting wish to cast their votes of approval to the resolution as proposed by the Chairman.
  - If there is no shareholder raising his hand to cast his votes of disapproval or abstain from voting, it is understood that the meeting unanimously adopt the resolution as proposed by the Chairman. However, this does not apply to those proxy forms in which the shareholders state their intention to cast their votes of disapproval or abstain from voting. In counting votes for each agenda item, the

Company will take into account these votes of disapproval or the abstention from voting.

- Any shareholder having a conflict of interest in relation to the agenda item under consideration will not be entitled to voting on such item. However, this does not apply to the case related 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 incorporate the number of their votes (as specified by the shareholders in the proxy form) into the vote counts in advance, right after the proxy holders register 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 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 may not be distributed howsoever to elect the candidate(s).
- **Vote Counts**
    - (1) In counting votes for each agenda item, the Company will count the votes of the shareholders present at the meeting and the votes of the shareholders having appointed proxy holders, which are recorded by the Company in advance. In the meantime, the votes of the proxy holders having registered for attendance of the meeting who cast the disapproval votes and the abstained votes will be deducted from the total votes of the shareholders attending the meeting and having the rights to cast a vote for each agenda item.
    - (2) The Chairman will announce the voting results after the voting process for each agenda item is completed. The results will be given in terms of the number of approval votes, disapproval votes and abstained votes respectively as well as their respective percentage.
    - (3) In case a tie of votes, the Chairman shall have a deciding vote although he is not a shareholder of the Company.