

Notice of Extraordinary Meeting of Shareholders No. 1/2009

TCAP. MDO.234/2009

15 October 2009

Dear Shareholders,

The Board of Directors No. 10/2009 held on 29 September 2009, passed a resolution to call the Extraordinary Meeting of Shareholders No. 1/2009 on Thursday, 5 November 2009, at 3:00 p.m., at Royal Orchid Ballroom, 2nd Floor, Royal Orchid Sheraton Hotel, 2 Charoen Krung Road Soi 30, Siphya, Bangrak, Bangkok 10500, to consider the following agendas:

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2009

Objective and reason The Annual General Meeting of Shareholders No. 1/2009 was held on Wednesday, 29 April 2009. The Minutes of the meeting have to be proposed to the shareholders for joint consideration and verification. Please refer to the details of the said Minutes in Attachment 1.

Opinion of the Board of Directors It was deemed appropriate to propose the Minutes of the Annual General Meeting of Shareholders No. 1/2009 to the shareholders meeting for approval.

Agenda 2 To consider and approve Thanachart Bank Public Company Limited, a subsidiary, to enter into the bidding of the purchase of shares of Siam City Bank Public Company Limited from Financial Institutions Development Fund

Objective and reason The Company had intention for Thanachart Bank Public Company Limited (“Thanachart Bank”), a subsidiary, to enter into the bidding of the purchase of shares of Siam City Bank Public Company Limited (“Siam City Bank”) from Financial Institutions Development Fund (“FIDF”). The said transaction is considered as significant transaction for operations of Thanachart Bank. Accordingly, the Company, a parent company, would like to propose to shareholders to acknowledge and approve the said transaction.

Opinion of the Board of Directors

According to FIDF will launch the bidding invitation to buy shares of Siam City Bank, the Board of Directors of the Company and the Bank of Nova Scotia (“Scotia Bank”), the major shareholders of Thanachart Bank, jointly considered and opined that it was a good opportunity to expand the business. As a result, it was appropriated to propose the shareholders to approve the Company (in cooperation with Scotia Bank) to allow Thanachart Bank entering into the bidding of the purchase of shares (the “Shares”) of Siam City Bank from FIDF. This includes consent to Thanachart Bank to have authority to fix the price, propose the bidding price, set up any terms and conditions of the bidding , as well as any arrangement which it deems as necessary or related to the purchase of the Shares until the objective completed.

บริษัท ทุนธนชาติ จำกัด (มหาชน)
Thanachart Capital Public Company Limited

In case that Thanachart Bank wins the bidding and the purchase of the Shares are required to get approval from the Company's shareholders according to any laws, regulations or notifications of the relevant regulatory authorities, the Board of Directors will call shareholders' meeting for the approval as stipulated in such laws, regulations or notifications of the relevant regulatory authorities.

Agenda 3 Other business (if any)

Objective and reason According to the Company's normal practice, although there is no specific agenda item for other business, the Company always provides the shareholders with opportunities and adequate time to ask their questions or give opinions on matters related to the agenda or other matters throughout the course of the meeting. For this forthcoming meeting, the Company deems it appropriate to provide the shareholders with an additional agenda item on other business. However, if the shareholders wish to request the Meeting to adopt a resolution approving any matter other than those already indicated in the notice calling for the meeting, the shareholders are required to comply with the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535. Such second paragraph states that, "After the meeting has considered the matters as stipulated in the first paragraph, **shareholders holding in aggregate not less than one-third of the total number of shares sold** may request the Meeting to consider any matter other than those stipulated in the notice calling for the meeting."

Opinion of the Board of Directors The Board of Directors deems it appropriate to provide the shareholders with this agenda item so that they can ask questions and/or express opinions on various matters without having to adopt any resolution. However, if the shareholders wish to propose any matter which requires adoption of resolution, they are required to fulfill the conditions mentioned above in the second paragraph of Section 105 of the abovementioned Act.

You are cordially invited to attend the Meeting on the date, at time and place as set forth above. For the efficient registration for the Meeting, the Company would greatly appreciate it if you and/or your proxies would present the proxy statements to the registration officers on the date of the Meeting. If you wish to appoint any director or independent director of the Company to attend and vote at the Meeting on your behalf, we would be very grateful if you would return the accompanying proxy statement in the enclosed self-address envelope to the Company prior to the date of the Meeting. (In case of sending the proxy statement via postal mail, please send to the Company before the Meeting day).

The record date to determine the shareholders entitled to attend the Extraordinary Meeting of Shareholders No. 1/2009, and the closing of share register book for gathering the list of shareholders under the section 225 of the Securities and Exchange Act is on 15 October 2009.

Yours sincerely,
Thanachart Capital Public Company Limited

(Mr. Suphadej Poonpipat)
Chief Executive Officer

Notes: The Company will start accepting registration for the meeting in front of Royal Orchid Ballroom on the second Floor of Royal Orchid Sheraton Hotel from 1:00 p.m. Refreshments and snacks for participants will be served from 1:00 p.m. to 3:00 p.m.

Board Secretariat and Shareholders Services Section

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