

**Supporting Document**

**Agenda Item 1: To approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2008**

(Translation)

**Minutes of the Annual General Meeting of Shareholders  
for the Year 2009**

**Thanachart Capital Public Company Limited**

Jamjuree Ballroom, M Floor, Pathumwan Princess Hotel  
Phayathai Road, Kwaeng Wangmai, Khet Pathumwan, Bangkok

Wednesday, 29 April 2009

Starting at 15:00 hours

**Quorum**

At 15:05 hours, the meeting was attended by 379 shareholders in person, 517 individual shareholders by proxy and 123 juristic shareholders by proxy. The total number of shareholders attending the meeting amounted to 1,019, accounting for 776,783,891 shares or 57.267 percent of the Company's total 1,333,154,003 issued and paid-up shares. Those present at the meeting constituted a quorum.

**Members of the Board of Directors Attending the Meeting**

- |                                   |  |
|-----------------------------------|--|
| 1. Mr. Banterng Tantivit          | Chairman of the Board (non-executive director)   |
| 2. Mr. Suphadej Poonpipat         | Vice Chairman of the Board, Chairman of the Executive Committee President (executive director)   |
| 3. Mrs. Siripen Sitasuwan         | Member of the Audit Committee, Chairperson of the Nomination Committee and Chairperson of the Remuneration Committee (independent director)        |
| 4. Mr. Somkiat Sukdheva           | Member of the Audit Committee, Member of the Nomination Committee and Member of the Remuneration Committee (independent director)                  |
| 5. Miss Suvarnapha Suvarnaphathip | Vice Chairperson of the Executive Committee, Member of the Nomination Committee, and Member of the Remuneration Committee (non-executive director) |
| 6. Mr. Phimol Rattapat            | Director (non-executive director)  |
| 7. Mr. Somjate Moosirilert        | Director (non-executive director)  |
| 8. Mr. Taweesak Saksirilarp       | Member of the Executive Committee (executive director)   |
| 9. Mr. Anuwat Luengtawekul        | Member of the Executive Committee (executive director)   |

### **Calling the Meeting to Order**

**Mr. Banterng Tantivit**, Chairman of the Board of Directors acting as Chairman of the meeting, called the meeting to order at 15:05 hours, indicating that it was the Annual General Meeting of Shareholders for the Year 2009 with eight agenda items for consideration. He then appointed Mr. Panupan Tuangthong as keeper of the minutes of the meeting.

Before proceeding further, the Chairman informed the meeting that all nine members of the Board of Directors were present at the meeting.

From late 2008 to early 2009, the directors who resigned or passed away were as follows:

1. Mrs. Chantima Chaturaphat resigned in line with the guidelines on the consolidated supervision prescribed by the Bank of Thailand, which prohibited the members of the Board of Directors of the Company which was a holding company of a financial conglomerate, from acting as directors or executives of other commercial banks. In this case, Mrs. Chantima was a senior executive of Siam Commercial Bank.
2. Rear Admiral Vitura Sangsingkeo resigned when he reached 72 years of age. He indicated that he needed to rest.
3. Mr. Sommart Poonpakdee passed away early February 2009.

As well, the Chairman took the opportunity to introduce to the meeting Mr. Somjate Moosirilert whom the Board of Directors appointed as director replacing Mrs. Chantima for the remaining tenure. As regards the other two directorships which became vacant before the end of the tenure, the Board of Directors would select appropriate persons to fill the vacancies later.

The Chairman said that the Company's auditor Ernst & Young Office Limited represented by Miss Rattana Jala was also present at the meeting. As a result, during the course of the meeting, the shareholders could request the directors or the auditor to give clarifications or answer questions they might have. He then explained the procedures relating to the conduct of the meeting with details as follows:

1. The Company had made available ballots for the shareholders' convenience in exercising their rights in voting on the agenda items at the meeting. The ballots which were already given to the shareholders were for each agenda item with the related details printed on the ballots. As Agenda Item 2 was the presentation of a report for acknowledgement only, there was no ballot for this item.
2. In voting, if shareholders wished to "vote in favor of" an agenda item, they were not required to submit their ballots. If the shareholders wished to "cast their votes of disapproval" or "abstain from voting" on the agenda item, they were required to vote or abstain from voting by marking on the ballots given to them upon their registration for the meeting, and then return the marked ballots to the staff concerned. The number of

votes on the collected ballots would be deducted from the total votes of the shareholders present at the meeting. The balance would represent the number of votes in favor of the agenda item. In this connection, the calculation of the votes also took into account the votes of the shareholders in the proxies given to the Company's directors who attended the meeting on their behalf. The proxies were sent to the Company prior to the meeting.

3. To arrive at correct amounts of votes during the course of the meeting, if any shareholders or proxy holders went out of the meeting room and did not return in time for voting on any agenda item, it would be understood that they did not want to participate in voting on such agenda item, with the exception of those who stated their intention otherwise by notifying or giving their ballots in advance to the staff who were in charge at the exit door of the meeting room.

4. In line with the usual practice, while the meeting waited for the vote count results, the Chairman would proceed with the next agenda item. When the vote count results of the previous agenda item were available, the Chairman would announce them to the meeting.

Having provided the shareholders with the above explanation, the Chairman proceeded with the established agenda of the meeting as follows:

### **Agenda Item 1**

#### **To consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2008**

The Chairman said that the Extraordinary General Meeting of Shareholders No. 1/2008 was held on Thursday, 30 October 2008. The minutes of the meeting had to be submitted to the shareholders for consideration and approval. The details of the draft minutes were included in the Notice of the Meeting from Page 6 to Page 15. The Chairman requested the shareholders to consider the minutes page by page. As no shareholder wished to make any amendment, the Chairman requested the meeting to adopt a resolution on this agenda item.

### **Resolution**

The following were the results of the voting on Agenda Item 1 regarding the approval of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2008.

<b>Results</b>	<b>Number of Votes</b>	<b>Percent</b>
<b>Approval Votes</b>	<b>779,239,652</b>	<b>99.998</b>
<b>Disapproval Votes</b>	<b>0</b>	<b>0.000</b>
<b>Abstained from Voting</b>	<b>12,600</b>	<b>0.002</b>
<b>Total Number of Eligible Votes on this Agenda Item</b>	<b>779,252,252</b>	<b>100.000</b>

**Summary**

With the majority votes of the shareholders, the meeting passed the resolution approving the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2008.

**Agenda Item 2**

**To acknowledge the report on the Company's performance for the fiscal year 2008**

**The Chairman** requested **Mr. Suphadej Poonpipat**, President + CEO to present to the meeting the report on the Company's performance for the fiscal year 2008. The report was delivered in the form of a video presentation which was about 12 minutes in length. The shareholders were informed that, together with the video presentation, they could read the related details from Annual Report 2008 under the heading "*Message from the President + CEO*". The annual report was available on CD-ROM which was sent together with the Notice of the Meeting. The shareholders could request for a hard copy of the annual report.

After the end of the video presentation, **the Chairman** said that this agenda item was for acknowledgement only and no resolution had to be adopted.

**The meeting acknowledged the report on the Company's performance for the fiscal year 2008 as delivered through the video presentation.**

**Agenda Item 3**

**To consider and approve the balance sheet and the income statement for the year ended 31 December 2008**

**The Chairman** requested **Mr. Suphadej Poonpipat**, President+ CEO to deliver a presentation on this Agenda Item.

**Mr. Suphadej Poonpipat** said to the meeting that, in relation to this Agenda Item 3, he would like to deliver in the form of video presentation a report on the Company's financial status and performance in line with the Annual Report 2008, as well as a summary of the financial status. The video presentation was about 15 minutes in length. The information given was based on the balance sheet and the income statement for the year ended 31 December 2008 which had already been audited by the auditor and considered by the Audit Committee.

After the presentation, the Chairman gave the shareholders an opportunity to ask questions and give opinions. The shareholders who asked questions or gave opinions were as follows:

**Mr. Suwat Kor.Srisuwan**, a shareholder, said that the information given in the document showed a relatively high growth of non-performing loans (NPLs). He would like to have information about the types of loans related to these NPLs and the approach to tackle the problem.

**Mr. Anuwat Luengtawekul**, executive director and executive vice president, said to the meeting that the hire purchase loans, corporate loans, small business loans and consumer loans were all faced with the non-performing loan problem. This was mainly due to the economic recession and Thanachart Group's measure related to loan loss provision, which was stricter than those adopted by others.

**Mr. Kornkit Sukanwattanachai**, a proxy holder representing Ms. Supinya Sukanwattanachai, a shareholder, said that, in view of the quarterly performance in 2008, the Company's profit fell every quarter while the quarterly profit of other commercial banks rose or fell. He would like to hear the opinion of the Board of Directors on this issue and the approach to deal with the problem.

**Mr. Anuwat Luengtawekul**, an executive director and executive vice president, said to the meeting that Thanachart Bank contributed most to the Company's income. In the first quarter of 2008, Thailand's economy did not suffer sharp decline. As a result, the level of the non-performing loans was not high. Moreover, the performance of the Company's subsidiaries remained strong. Afterwards, the performance became weaker in line with the deteriorating economic situation. However, in the first quarter of 2009, due to the success in cutting the operating expenses in 2008, wider interest rate spread, higher contribution from fee-based income, and successful control of the non-performing loans, the performance was expected to improve progressively.

In addition, **Mr. Suphadej Poonpipat**, President+CEO, said that the performance of the hire purchase business in each quarter of the year normally varied. The first-quarter performance was usually strong while the second-quarter performance was weaker, mainly due to many public and school holidays. The third-quarter performance was affected by the prices of the agricultural products and the volume of the agricultural output. The weak performance in the fourth quarter of 2008 was mainly due to the economic recession.

Moreover, **the Chairman** said that the performance in January 2009 was also weak, due to the political factor in addition to the economic recession. However, the political and economic outlook was expected to improve gradually.

**Mr. Pong Buapadabkul**, a shareholder, said that the number of Thanachart Group's employees in 2008 increased by about 2,500. He asked why the number increased so dramatically and whether this would be a problem in the future.

In response, **Mr. Suphadej Poonpipat**, President+CEO, said that the dramatic increase of the employees was mainly due to the increase in the number of branches of Thanachart Bank. Most of the Bank's branches opened seven days a week. The number of staff required for each branch was also relatively high. Moreover, the staff of the Group's insurance business and life assurance business increased considerably. The number of marketing staff in securities brokerage business increased early 2008 but fell towards the latter part of the year in line with the business situation. Overall, the total number of Thanachart Group's employees amounted to about 9,000.

As no shareholder asked any additional questions or gave more opinions, the Chairman requested the meeting to adopt a resolution on this agenda item.

### **Resolution**

The following were the results of the voting on Agenda Item 3 regarding the approval of the balance sheet and the income statement for the year ended 31 December 2008.

<b>Results</b>	<b>Number of Votes</b>	<b>Percent</b>
<b>Approval Votes</b>	<b>779,754,830</b>	<b>95.998</b>
<b>Disapproval Votes</b>	<b>0</b>	<b>0.000</b>
<b>Abstained from Voting</b>	<b>12,725</b>	<b>0.002</b>
<b>Total Number of Eligible Votes on this Agenda Item</b>	<b>779,767,555</b>	<b>100.000</b>

### **Summary**

With the majority votes of the shareholders, the meeting passed the resolution approving the balance sheet and the income statement for the year ended 31 December 2008, as presented.

### **Agenda Item 4**

#### **To acknowledge the appropriation of the profit and approve the dividend payment for the operating results of the year 2008**

**The Chairman** said that, in line with the reports presented earlier to the shareholders under Agenda Items 2 and 3 respectively on the Company's performance, the net income for the year 2008 for the Company only amounted to 1,366,010,779.37 baht. Reference was made to the Public Limited Company Act and the guidance dated 25 April 2007 and issued by the Department of Business Development, the Ministry of Commerce, on the practice of dividend payment, which stipulated that the dividend of the public limited company had to be paid from the profit made during the fiscal year, in accordance with the evidence based on the balance sheet and the income statement at the end of the fiscal year for the company only. In compliance with the Act and the practice guidance, the Company was able to consider the dividend payment to the shareholders. In this connection, the Board of Directors deemed it appropriate to propose the following matters to the shareholders for consideration and approval under this agenda item:

Approval of the appropriation of the profit at 5 percent of the net income as a statutory reserve, which amounted to 68,300,538.97 baht.

Approval of the dividend payment at a rate of 0.60 baht (sixty satang) per share or 766,697,821.80 baht in total for the operating results of the second half of the year 2008 from 1 July 2008 to 31 December 2008. Taking into account this round of the dividend payment and the interim dividend payment worth 0.30 baht (thirty satang) per share or 399,946,200.90 baht in total for the operating results of the first half of the year, the total

dividend payment for the operating results of the year 2008 amounted to 0.90 baht (ninety satang) per share or 1,166,644,022.70 baht in total.

The total amount of profit to be appropriated under this agenda item was 1,234,944,561.67 baht with the remaining profit worth 131,066,217.70 baht (after the appropriation) to be transferred into the retained earnings under the shareholders' equity.

This dividend payment accounted for about 85.41 percent of the net income based on the financial statements of the Company only, or about 42.14 percent of the net income based on the consolidated financial statements. As regards the information about the Company's dividend payments over the past three years for the operating results of 2006-2008, a table comparing the payments was made available to all shareholders for consideration. The related details were given on Page 16 of the Notice of the Meeting.

The calculation of the above dividend payments was based on the sum of the ordinary shares and the preference shares which amounts to 1,333,154,003 shares, less 55,324,300 ordinary shares (as at 31 March 2008) repurchased by the Company under the 'treasury stock' project. The net sum of the ordinary shares and the preference shares after the treasury shares amounted to 1,277,829,703 shares. However, the net sum of the ordinary shares and the preference shares used in the calculation might decrease before the ex-dividend date (13 May 2009) since the repurchasing period under the project expired on 14 June 2009.

If the meeting approved the dividend payment, the Company would establish a list of shareholders entitled to the dividend payment on 13 May 2009 and compile the list of names in line with Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551) by closing the share register book and suspending any transfer of shares as from 14 May 2009 with the dividend payment to be made on 28 May 2009.

The Chairman then gave the shareholders an opportunity to ask questions or express their opinions.

In response, **Mr. Prachuab Wannapruerk**, a shareholder, asked why the consideration of the dividend payment was not based on the consolidated financial statements.

**The Chairman** said that the Company had to comply with the Public Limited Company Act and the announcement made by the commercial registrar of public limited companies, which required that the dividend had to be paid from the profit as appeared in the financial statements of the company only. However, in practice, the consolidated financial statements were also taken into account. After arriving at the estimate, the Company would compare it to the financial statements of the Company only, ensuring that the dividend did not exceed the profit as appeared in the financial statements of the Company only. In the past, the dividend payments made by the Company accounted for about 40-50 percent of the profit as appeared in the consolidated financial statements.

As no shareholder asked any additional question or gave opinions, the Chairman requested the meeting to adopt a resolution for this agenda item.

### **Resolution**

The following were the results of the voting on Agenda Item 4 on the approval of the appropriation of the profit and the dividend payment for the operating results of the year 2008.

<b>Results</b>	<b>Number of Votes</b>	<b>Percent</b>
<b>Approval Votes</b>	<b>779,756,946</b>	<b>99.998</b>
<b>Disapproval Votes</b>	<b>0</b>	<b>0.000</b>
<b>Abstained from Voting</b>	<b>12,725</b>	<b>0.002</b>
<b>Total Number of Eligible Votes on this Agenda Item</b>	<b>779,769,671</b>	<b>100.000</b>

### **Summary**

With the majority votes of the shareholders, the meeting passed the resolution approving the appropriation of the net profit for the operating results of the year 2008 as well as the dividend payment for the operating results of the second half of the year at a rate of 0.60 baht (sixty satang) per share as proposed.

### **Agenda Item 5**

#### **To acknowledge the directors' remuneration in 2008 and approve the payment of performance allowances to the directors for the 2008 performance**

**The Chairman** said that this agenda item included the report on the payment of remuneration to the Board of Directors in the past year as well as the annual consideration of the remuneration of the directors. The details related to the payment of remuneration to the members of all committees were as follows:

Of the allocated amount worth 8,600,000 baht approved by shareholders for the payment of remuneration to the Company's Board of Directors, the payment of 7,570,000 baht was actually made.

The payment of remuneration to other committees amounted to 1,200,000 baht.

The table that compared the payments of remuneration to the Board of Directors and all other committees in 2008 and those in 2007 was on Page 17 of the Notice of the Meeting. As regards the details related to the payments of individual remuneration which were made in 2008, the information was given on Pages 207-208 in the Annual Report.

The report on the remuneration was for acknowledge only and required no resolution. Except for the payments which were reported above, the Company did not make any other payments of remuneration and/or benefits to the directors, which were not of a regular nature. As regards the review of the remuneration of the Board of Directors,

**Mrs. Siripen Sitasuwan** who was the Chairperson of the Remuneration Committee was requested to give the related presentation.

**Mrs. Siripen Sitasuwan** informed the meeting that the Remuneration Committee was of the opinion that the current level of the remuneration was still appropriate. As a result, the Committee proposed to the Board of Directors that the payments of the remuneration at the current level be made to the Board of Directors. In relation to the performance allowances, having considered the matter, the Remuneration Committee proposed that the shareholders approve the payment of performance allowances to the directors for the year 2008 at the rate equal to one percent of the dividend payments approved for the shareholders. This was in line with the policy established by the shareholders.

The proposed dividends for the full-year performance to be made to the shareholders this year amounted to about 1,166,644,022.70 baht. As a result, the total performance allowances to be paid to all members of the Board of Directors would amount to about 11,666,440.22 baht with the Board being authorized to allot the related payments to its members. The details comparing the payments of the remuneration in 2008, 2007 and 2006 were given on Page 18 of the Notice of the Meeting.

**Mrs. Siripen Sitasuwan** then gave the shareholders an opportunity to ask questions and give opinions. As no shareholder asked any questions or gave opinions, she requested the shareholders to adopt a resolution for this agenda item.

#### **Resolution**

The following were the results of the voting on Agenda Item 5 regarding the acknowledgement of the directors' remuneration in 2008 and approval of the payment of performance allowances to the directors for the 2008 performance

<b>Results</b>	<b>Number of Votes</b>	<b>Percent</b>
<b>Approval Votes</b>	<b>751,611,146</b>	<b>96.389</b>
<b>Disapproval Votes</b>	<b>7,000</b>	<b>0.001</b>
<b>Abstained from Voting</b>	<b>28,151,525</b>	<b>3.610</b>
<b>Total Number of Eligible Votes on this Agenda Item</b>	<b>779,769,671</b>	<b>100.000</b>

#### **Summary**

With more than two-thirds of the votes cast, the meeting adopted the resolution approving the payment of performance allowances for 2008 performance to the Board of Directors at the rate equal to one percent of the dividend payments approved for the shareholders, as proposed.

**Agenda Item 6**

**To consider appointment of directors to replace the directors retiring by rotation**

**The Chairman** said that this agenda item was about the appointment of directors replacing the directors retiring by rotation. The list of the three directors who retired by rotation was as follows:

1. Miss Suvarnapha Suvarnaprathip,
2. Mr. Somjate Moosirilert, and
3. Mr. Taweesak Saksirilarp.

For this agenda item, the Chairman requested **Mr. Somkiat Sukdheva**, a member of the Nomination Committee, to conduct the meeting.

**Mr. Somkiat Sukdheva** informed the shareholders that the retirement of the members of the Board of Directors by rotation also resulted in their respective retirement from the various committees. In finding and proposing the list of names of persons to fill the vacancies of the directors retiring by rotation, the Board of Directors assigned the Nomination Committee to be responsible for the related work. In addition, during the period 29 December 2008 and 27 January 2009, the Company allowed the shareholders to propose, through its website ([www.thanachart.co.th](http://www.thanachart.co.th)), names of qualified persons for election at this meeting. However, after the end of the specified period, there was no shareholder proposing any person for consideration. As a result, in line with the recommendation made by the Nomination Committee for each of the retiring directors, the Board of Directors deemed it appropriate to propose to the shareholders that they re-elect all the retiring directors as directors for another term.

The shareholders could consider the brief profiles of the three directors which were on Pages 19-21 of the Notice of the Meeting.

He asked the shareholders whether they had any opinion or wished to propose any candidate other than the three directors for consideration. For transparency, the shareholders were requested to adopt a separate resolution for each director by making use of the ballot which indicated Agenda Item 6 and the name of the director concerned, namely:

- 6.1 Miss Suvarnapha Suvarnaprathip,
- 6.2 Mr. Somjate Moosirilert, or
- 6.3 Mr. Taweesak Saksirilarp.

**Mr. Somkiat Sukdheva** then gave the shareholders an opportunity to ask questions and give opinions. As no shareholder asked any questions or gave opinions, he requested the shareholders to adopt resolutions for this agenda item.

In addition, **the Chairman** said that, if the shareholders made the appointments, the appointments would be subject to the approval by the Bank of Thailand. This was in line

with the Financial Institutions Businesses Act which became effective in 2008. The Company already requested for the approval which was expected to be received soon.

### **Resolutions**

In comparison with the total votes of the shareholders attending the meeting, the following were the separate results of the voting on the re-election of each director for another term under the agenda item on the appointment of directors to replace the directors retiring by rotation.

#### 1. Miss Suvarnapha Suvarnaphathip

<b>Results</b>	<b>Number of Votes</b>	<b>Percent</b>
<b>Approval Votes</b>	<b>777,212,396</b>	<b>96.672</b>
<b>Disapproval Votes</b>	<b>2,506,000</b>	<b>0.321</b>
<b>Abstained from Voting</b>	<b>51,275</b>	<b>0.007</b>
<b>Total Number of Eligible Votes on this Agenda Item</b>	<b>779,769,671</b>	<b>100.000</b>

#### 2. Mr. Somjate Moosirilert

<b>Results</b>	<b>Number of Votes</b>	<b>Percent</b>
<b>Approval Votes</b>	<b>777,219,426</b>	<b>99.671</b>
<b>Disapproval Votes</b>	<b>2,510,000</b>	<b>0.322</b>
<b>Abstained from Voting</b>	<b>53,075</b>	<b>0.007</b>
<b>Total Number of Eligible Votes on this Agenda Item</b>	<b>779,782,501</b>	<b>100.000</b>

#### 3. Mr. Taweesak Saksirilarp

<b>Results</b>	<b>Number of Votes</b>	<b>Percent</b>
<b>Approval Votes</b>	<b>777,212,426</b>	<b>96.670</b>
<b>Disapproval Votes</b>	<b>2,528,200</b>	<b>0.324</b>
<b>Abstained from Voting</b>	<b>41,825</b>	<b>0.005</b>
<b>Total Number of Eligible Votes on this Agenda Item</b>	<b>779,782,501</b>	<b>100.000</b>

### **Summary**

With the majority votes of the shareholders, the meeting passed the resolutions electing the three retiring directors for another term.

#### **Agenda Item 7**

##### **To appoint the auditor and to determine the audit fee for the Year 2009**

**The Chairman** said that, in the past year, the Company appointed Ernst & Young Office Limited as the auditor for the year 2008 and fixed the audit fee at 1,650,000 baht.

For the year 2009, the Audit Committee went through the process of selecting the auditor. As well, the Board of Directors had considered the opinion of the Audit Committee and deemed it appropriate to propose the following list to the shareholders for appointment. It was proposed that

Mr. Narong Patawongs (Certified Auditor No. 3315),  
Miss Rungnapa Lertwankul (Certified Auditor No. 3516) or  
Miss Rattana Jala (Certified Auditor No. 3734)

of Ernst & Young Office Limited, be appointed as the auditors of the Company for the year 2009. It was also proposed that the shareholders approve the audit fee of 1,650,000 baht for the year 2009. The Chairman then requested Mrs. Siripen Sitasuwan, a member of the Audit Committee, to give additional information about the appointment of the auditor.

**Mrs. Siripen Sitasuwan** informed the meeting that, taking into consideration the volume of work and other related factors, the Audit Committee was of the opinion that Ernst & Young Limited had experience in auditing companies in the financial industry, in which Thanachart Group operated its businesses. As well, the auditor had extensive networks worldwide and was widely acceptable to many countries. As a result, the auditor's services would help raise the standards of the Company's auditing to the level on a par with the international standards. As well, the auditor would transfer its auditing knowledge to the Company. The audit fee proposed for the year 2009 was considered appropriate. Both the three auditors and Ernst & Young Limited had neither relationship nor transactions which might lead to any conflicts of interest with the Company. The appointment of the auditor also received the approval of the Bank of Thailand. In addition, the proposed audit fee of 1,650,000 was the same as the audit fee for 2008.

As regards other details which the meeting should be informed of, Ernst & Young Limited had audited the Company's accounts since 2001 or for nine years now. However, among the three proposed auditors, Miss Rattana Jala was the only person who had audited the Company's accounts. She had audited them since 2006.

The brief profiles of the three auditors were on Pages 23-24 of the Notice of the Meeting. In addition, the additional details regarding the list of Thanachart Group's member companies which were audited by Ernst & Young Limited was on Page 25.

**Mrs. Siripen Sitasuwan** then gave an opportunity to the shareholders to ask questions or express their opinions. As no shareholder asked any questions or gave opinions, she requested the shareholders to adopt the resolution for this agenda item.

#### **Resolution**

The results of the voting on the appointment of the auditor and the determination of the audit fee for the Year 2009 were as follows:

<b>Results</b>	<b>Number of Votes</b>	<b>Percent</b>
<b>Approval Votes</b>	<b>779,723,626</b>	<b>99.992</b>
<b>Disapproval Votes</b>	<b>2,000</b>	<b>0.000</b>
<b>Abstained from Voting</b>	<b>56,875</b>	<b>0.007</b>
<b>Total Number of Eligible Votes on this Agenda Item</b>	<b>779,782,501</b>	<b>100.000</b>

### **Summary**

With the majority votes of the shareholders, the meeting passed the resolution approving the appointment of the auditor and the audit fee for the year 2009 as proposed.

### **Agenda Item 8 Other Business**

The Chairman said that this agenda item represented an opportunity for the shareholders to ask questions or give opinions.

**Mr. Patikarn Mahattanarak**, a shareholder, said that the Company's performance mainly depended on the performance of the subsidiaries. As he found that the Company's income declined every year, the shareholder asked whether the Company intended to transfer the benefits to Thanachart Bank. He also wished to know whether the Company planned to list Thanachart Bank on the Stock Exchange of Thailand again.

In response, **Mr. Anuwat Luengtawekul**, executive director and executive vice president, said that currently the Company still had some hire purchase loans which generated some income. From now on, the dividend income from Thanachart Bank in which the Company had a 51 percent stake would be its main source of income. In accordance with the agreement made with The Bank of Nova Scotia, Thanachart Bank would pay the dividend at the rate of about 75 percent of the net profit.

**The Chairman** said that the Company had no policy to transfer any benefits to Thanachart Bank. However, if Thanachart Bank as the Company's key subsidiary found it necessary to increase its capital to support the business operations, the Company and The Bank of Nova Scotia would be willing to subscribe for the shares pursuant to the capital increase. Currently, the Company's liquidity was at the high level but the investments did not give an acceptable return. As well, the Company still had a large amount of property foreclosed which was available for sale and worth thousand millions of baht. The Company believed that it would make gains from the sale. However, the sale would be slow, mainly due to the current economic difficulties.

Knowing about the Company's investment in Siam City Bank Public Company Limited (SCIB), **an anonymous shareholder** sent a hand-written note, asking the size and the purpose of the investment in the bank.

In response, the Chairman said that the non-performing loan problem faced by SCIB a few years ago caused the prices of its shares to be well below the appropriate level. Although the problem was better managed, the share prices remained low, making it investment worthy. The Company's current stake in the bank accounted for 4.97 percent of the bank's total shares. SCIB's profit in 2008 amounted to over 4,000 million baht and the dividend payment amounted to 0.70 baht per share, which was higher than expected.

The Chairman stated previously over the past few years that Thanachart Bank had adopted three approaches in operating its businesses. These included: (1) doing the businesses on its own, which had been implemented continuously, (2) finding business partners to strengthen and enhance its business potential, a result of which was the equity partner The Bank of Nova Scotia, and (3) merging with or acquiring other appropriate financial institutions. If the Bank of Thailand offered for sale, through public auction, the shares in Siam City Bank, which were held by the Financial Institutions Development Fund (FIDF), this would represent an alternative investment which Thanachart Bank might consider about conditions and feasibility of the merger and acquisition.

**A shareholder who wished to preserve his anonymity** asked about the practice in relation to the appointment of directors with details as follows:

1. At annual general meetings of shareholders of many listed companies, the directors who were proposed for re-election would be required to go out of the meeting room while the meeting considered this agenda item. He would like to know the opinions of the Company's Board of Directors on this matter.
2. While the Company waited for the Bank of Thailand's approval of the re-election of the three retiring directors, he asked whether these directors able to participate in the meetings of the Board of Directors.
3. In adopting resolutions, many listed companies would keep all the ballots of shareholders who voted in favor, cast votes of disapproval and abstained from voting. He would like to know the opinions of the Company's Board of Directors on this matter.

**The Chairman** gave the following responses:

1. At the previous meetings, the Company always requested the directors proposed for re-election to go out of the meeting when the meeting considered this agenda item. It was just agreed that the change would take place at this meeting. The Company was informed that several listed companies including those which received high ranking of good corporate governance practices at the national level, did not request the directors proposed for re-election to go out of the meeting room under this agenda item. However, at the next meeting, the Company would check with the shareholders when this agenda item was considered.
2. While the Company waited for the approval of the re-election of the retiring directors, these directors could not attend the meetings of the Board of Directors. However, in

view of the coordination with the Bank of Thailand, the Company believed that the approval would be received soon.

3. As regards the question whether the Company would keep all the ballots or would not keep the ballots which voted in favor of the resolutions, he said that, although the methods were different, they did not make the voting results different. The way the meeting was currently conducted had been clearly clarified and covered all aspects. However, the Chairman agreed to take into consideration the comment made by the shareholder.

**Mr. Prachuab Wannapruek**, a shareholder, asked about the current shareholding structure of Thanachart Group's financial conglomerate.

In response, the Chairman said that at present the Company directly held shares in Thanachart Bank and two asset management companies. The shares in other companies in the Group which operated financial businesses or gave supporting services were held by Thanachart Bank. The related details were already given in the Annual Report.

**A proxy holder representing Thai Investors Association** asked about the Company's business plan for addressing the economic difficulties this year. He would also like to have information about how the meeting was conducted in line with the principles of good corporate governance under the agenda item on election of directors, asking whether the directors proposed for re-election should be requested to go out of the meeting room and whether the Company should keep all the ballots of shareholders which were in favor of the resolutions, case votes of disapproval and abstained from voting.

In response, **the Chairman** said that, in operating the businesses under the current economic situation, firstly the Company had to closely monitor the risks related to business operations and perform an analysis so that the business plan would be adjusted in line with the prevailing conditions. For example, the Company closely monitored and performed an analysis of factors which affected the hire purchase business in order to revise the credit scoring formula to assess the creditworthiness of hire purchasers or expand corporate loans. It was necessary for the Company to analyze the factors which might affect the business in order to assess accurately the credit risk. Secondly, the Company paid great attention to the management systems which ensured efficient follow-up of the debt repayments. And thirdly, it was important for the Company to strictly control operating expenditure, both personnel expenses and other expenses. As regards the question how the meeting should be conducted under the agenda item on election of the directors, the Chairman already gave his opinions.

**Mr. Kornkit Sukanwattanachai**, a proxy holder representing Ms. Supinya Sukanwattanachai, a shareholder, said that early 2009 the Company received the proceeds from the sale of its shares in Thanachart Bank. Based on the financial status, the Company's excess liquidity should amount to about 7-8 billion baht. He would like

to ask about the Company's plan for managing the liquidity and whether the Company planned to make payments to the shareholders as dividend.

In response, **the Chairman** said that the action undertaken during this period by the Company in managing the liquidity was to find investment vehicles which gave the highest return. However, the investments in the current situation did not offer a good return. These included the 'treasury stock' project, under which the Company already repurchased over 50 million shares at an average price of about 7 baht per share. The Company would like to keep the remaining liquidity for subscribing for the shares pursuant to the capital increase by Thanachart Bank in the future as well as for investment in the event that the shares in Siam City Bank were offered for sale and Thanachart Bank was entitled to acquire the shares. Afterwards, the Company would have to consider the plan for managing the excess liquidity in order to get maximum benefit in the long term.

**Mr. Wichai Jarusukthavorn**, a shareholder, asked the following questions:

1. Based on the information disclosed by the Company, he understood that the Company sold its shares in Thanachart Bank to The Bank of Nova Scotia after the year 2008 at the price which was 1.7 times book value per share in line with the agreement. However, due to the political factor, the transaction date was postponed to early 2009.
2. He understood that in the long term the Company's excess liquidity would amount to 12-13 billion baht. He asked how the Company would manage this amount of money.
3. Most operating strategies which were presented to the shareholders were in abstract terms. The only strategy in concrete terms was the increase in the number of branches. He said that the strategies should be more specific. For example, targets should be established for percentage contributions by different types of loans, cross selling, improvements of contributions by interest income and non-interest income or the approach adopted for building the brand image.

**The Chairman** gave the responses as follows:

1. The sale of the shares in Thanachart Bank to The Bank of Nova Scotia to increase its stake in Thanachart Bank to 49 percent was in line with the agreement and received the approval of the Bank of Thailand since the latter part of 2008. During the period, the selling price was 1.6 times book value per share, which was in line with the agreement. However, due to the political factor, the transaction was postponed to early 2009.
2. In the long term, the Company's liquidity would amount to about 7-8 billion baht, not 12-13 billion baht. The use of the liquidity would be in line with the explanation given to the previous shareholder.

3. In relation to the operating strategies, apart from the goal of becoming the best medium-sized commercial bank, the Company already established a three-year plan with specific targets. But these targets could not be disclosed.

**Mr. Thepbordin Borirak-aravin**, a shareholders, asked whether the declining car sales during the current economic situation, had any impact on Thanachart Bank's hire purchase business.

In response, Mr.Suphadej Poonpipat, President+CEO said that there was some impact. However, over the past period, Thanachart Bank still maintained the leadership position in the automobile hire purchase business with the average monthly hire purchase loans amounting to 7-8 billion baht.

As there was no other question or proposal, the Chairman asked for permission to declare the meeting closed. The Chairman expressed thankfulness to the shareholders for setting aside time to attend the meeting and for giving their comments and suggestions which would be used for improvements in conducting the next meeting.

The meeting was adjourned at 17:15 hours.

(signed).....**Banternng Tantivit**..... Chairman of the meeting  
(Mr. Banternng Tantivit)

(signed) .....**Panupan Tuangthong**..... Keeper of the Minutes  
(Mr. Panupan Tuangthong)