

**Clarifications on  
Proxy Appointment, Registration and Evidence for Attending and Voting at the  
Extraordinary Meeting of Shareholders No. 1/2009  
Thanachart Capital Public Company Limited  
5 November 2009**

**Appointment of Proxy Holder**

The Company has sent to shareholders the Proxy Form B which is clearly specified certain items and in line with the Ministry of Commerce's requirements. This enables the shareholders who cannot attend the meeting by themselves, to consider whether they will appoint any other person or any one of the Company's directors (specified by the Company), as their proxy holders to attend and vote at the meeting on their behalf.

In case that shareholders wish to appoint a proxy holder in general, Proxy Form A (a general and simple proxy 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 can be download from the Company's website at [www.thanachart.co.th](http://www.thanachart.co.th).

**1. The shareholder appoints any other person as proxy holder.**

- The proxy grantor can appoint only one proxy holder to attend and vote at the meeting on his/her behalf and shall not allocate the number of shares to several proxy holders to vote separately.
- The proxy grantor must fill in information in the proxy form clearly and completely, and sign it. The proxy holder is also required to sign his/her name in the form.
- The proxy holder must 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 a proxy holder.**

- The proxy grantor must fill in the following names and information of the Company's directors in order to appoint as his/her proxy holder:
  1. Mrs. Siripen Sitasuwan, Chairman of the Audit Committee as well as member of the Nomination Committee and the Remuneration Committee (independent director), aged 61 years, residing at 377 Charansanitwongse 12 Road, Kwaeng Bangkokyai, Khet Bangkokyai, Bangkok.
  2. Mr. Somkiat Sukdheva, member of the Audit Committee as well as Chairman of the Nomination Committee and the Remuneration Committee (independent director), aged 65 years, residing at 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 – 2 at this Extraordinary 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 59 years, residing at 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 three directors. If one of the directors is not able to attend the meeting, the other directors who attend the meeting will be able to act as the proxy holder to attend and vote in the meeting on your behalf.
  - The proxy grantor must fill in information in and place his/her signature on the proxy form, put the completed proxy form in the enclosed reply envelope, seal and then deliver it via mail 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 from 13:00 hours, in front of Royal Orchid Ballroom, 2<sup>nd</sup> floor, Royal Orchid Sheraton Hotel, 2 Charoen Krung Road, Soi 30, Siphya, Bangrak, Bangkok, in line with the meeting procedures and the map attached.

For the convenience of the shareholders, a barcode system for the registration is to be applied by the Company. Therefore, the participants are required to bring along the documents and Proxy Form B on which barcode is printed, which the Company has sent to the shareholders together with the Notice of the Meeting, for the purpose of registration..

**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 ID card which is issued by the state agency and bears the photograph of the shareholder as well as the identification number, e.g. personal ID 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 together with a duty stamp of 20 baht affixed.
- b) A photocopy of the shareholder's valid ID card 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) An original and photocopy of the proxy holder's valid ID card as referred to 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 proxy grantor and the proxy holder, together with a duty stamp of 20 baht affixed.
- b) A photocopy of the Certificate of Incorporation 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 who signs the proxy form is authorized to legally act on behalf of the juristic person shareholder.
- c) A photocopy of the valid ID card of the authorized director(s) signing on the proxy statement, as referred to in Item 1.1 above, which is issued by the state agency and is certified by the said authorized director as true copy
- d) An original and photocopy of the proxy holder's valid ID card which is issued by the state agency with details as referred to in Item 1.1 above. A photocopy of the valid ID is duly certified by the proxy holder as true copy.

## **3. For shareholder who is a non-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 non-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.
  - o If there is any shareholder raising his/her hand, such shareholder must record his/her votes of disapproval or abstain by marking the ballot previously given to the shareholders prior to attending the meeting. The Chairman will request the staff to collect and count the ballot from the shareholder who cast his/her votes of disapproval or abstain from voting. Any non-raising hand shareholders shall be deemed as casting their approval votes to the resolution as proposed by the Chairman.

- If there is no shareholder raising hand to cast vote of disapproval or abstain from voting, it shall be deemed 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 stated 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 include their votes (as specified by the shareholders in the proxy form) into the vote counts in advance, after the proxy holders registered 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 stated 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 shall 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 who appointed proxy holders, which are recorded by the Company in advance. In the meantime, the votes of the proxy holders, already registered for attendance, who cast the disapproval and 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.

Information about the director whom the Company proposes as the shareholder's proxy holder.



<b>Name and surname</b>	<b>Mrs. Siripen Sitasuwan</b>
<b>Type of Directorship</b>	Independent Director
<b>Current position(s)</b>	Chairman of the Audit Committee, Member of The Nomination Committee, and Remuneration Committee
<b>Age</b>	61 years
<b>Nationality</b>	Thai
<b>Educational qualifications</b>	- Master of Business Administration, Wichita State University, Kansas, U.S.A. - Bachelor of Arts (Commerce), Chulalongkorn University
<b>Training courses attended</b>	- Directors Certification Program (DCP) Class 33/2003, - Role of The Compensation Committee (RCC) Class 4/2007, Thai Institute of Directors Association
<b>Holding directorship for (years)</b>	9 years and 4 months
<b>Position(s) in other listed companies</b>	-
<b>Position(s) in other companies</b>	Chairperson, Seamico Asset Management Company Limited
<b>Position(s) in companies whose business is related to the Company's business</b>	-
<b>Position(s) in competitor</b>	-
<b>Work experience (s)</b>	- Director, Shin Satellite Plc. - Executive Director, Shin Corporation Plc. - Director, Advanced Info Service Plc.
<b>Shareholding in the Company (shares)</b>	-
<b>Shareholding as compared to the total number of voting rights (percent)</b>	-
<b>Meeting attendance in 2009 (Information as at 30 September 2009)</b>	- Board of Directors: 9 out of a total of 10 meetings. - Audit Committee: 5 out of a total of 5 meetings - Nomination Committee: 4 out of a total of 4 meetings - Remuneration Committee: 2 out of a total of 2 meetings.

**Relationship with the Company/parent company/subsidiaries/associated companies or any juristic persons which may have a conflict of interest at present or during the past two years:**

- Not being an executive director, employee, staff or advisor who receives remuneration in form of regular salary.
- Not being a provider of professional services.
- Not having any significant business relationship that may impede the independent performance of duties and responsibilities.

**Note:** Mrs. Siripen Sitasuwan was appointed as Chairman of the Audit Committee, effective from 26 May 2009.

Information about the director whom the Company proposes as the shareholder's proxy holder.



<b>Name and surname</b>	<b>Mr.Somkiat Sukdheva</b>
<b>Type of Directorship</b>	Independent Director
<b>Current position(s)</b>	Member of the Audit Committee, Chairman of Nomination Committee and the Remuneration Committee
<b>Age</b>	65 years
<b>Nationality</b>	Thai
<b>Educational qualifications</b>	- Master of Management, GIBA, Chulalongkorn University - Bachelor of Economics, Thammasat University - Senior Executive Program (SEP), Sloan School MIT, U.S.A.
<b>Training courses attended</b>	- Director Accreditation Program (DAP), Class 6/2003, - Director Certification Program (DCP), Class 40/2004, - Audit Committee Program (ACP), Class 3/2004, - Finance for Non-Finance Director, Class 8/2004, - Role of The Compensation Committee (RCC), Class 6/2008, - IT Governance: A Strategic Path Forward Board and Performance Evaluation, Thai Institute of Directors Association
<b>Holding directorship for (years)</b>	9 years and 4 months
<b>Position(s) in other listed companies</b>	-
<b>Position(s) in other companies</b>	- Chairman, Thai Mart Land Co.,Ltd. - Chairman, Korvac (Thailand) Co.,Ltd. - Partner, P.T and S Car Care Partnership Limited
<b>Position(s) in companies whose business is related to the Company's business</b>	-
<b>Position(s) in competitor (s)</b>	-
<b>Work experience</b>	Director and Executive Director, Siam City Bank Plc.
<b>Shareholding in the Company (shares)</b>	-
<b>Shareholding as compared to the total number of voting rights (percent)</b>	-
<b>Meeting attendance in 2009 (Information as at 30 September 2009)</b>	- Board of Directors: 10 out of a total of 10 meetings. - Audit Committee: 5 out of a total of 5 meetings - Nomination Committee: 4 out of a total of 4 meetings. - Remuneration Committee: 2 out of a total of 2 meetings.

**Relationship with the Company/parent company/subsidiaries/associated companies or any juristic persons which may have a conflict of interest at present or during the past two years:**

- Not being an executive director, employee, staff or advisor who receives remuneration in form of regular salary.
- Not being a provider of professional services.
- Not having any significant business relationship that may impede the independent performance of duties and responsibilities.

**Note:** Mr. Somkiat Sukdheva was appointed as Chairman of the Nomination Committee and the Remuneration Committee, effective from 26 May 2009

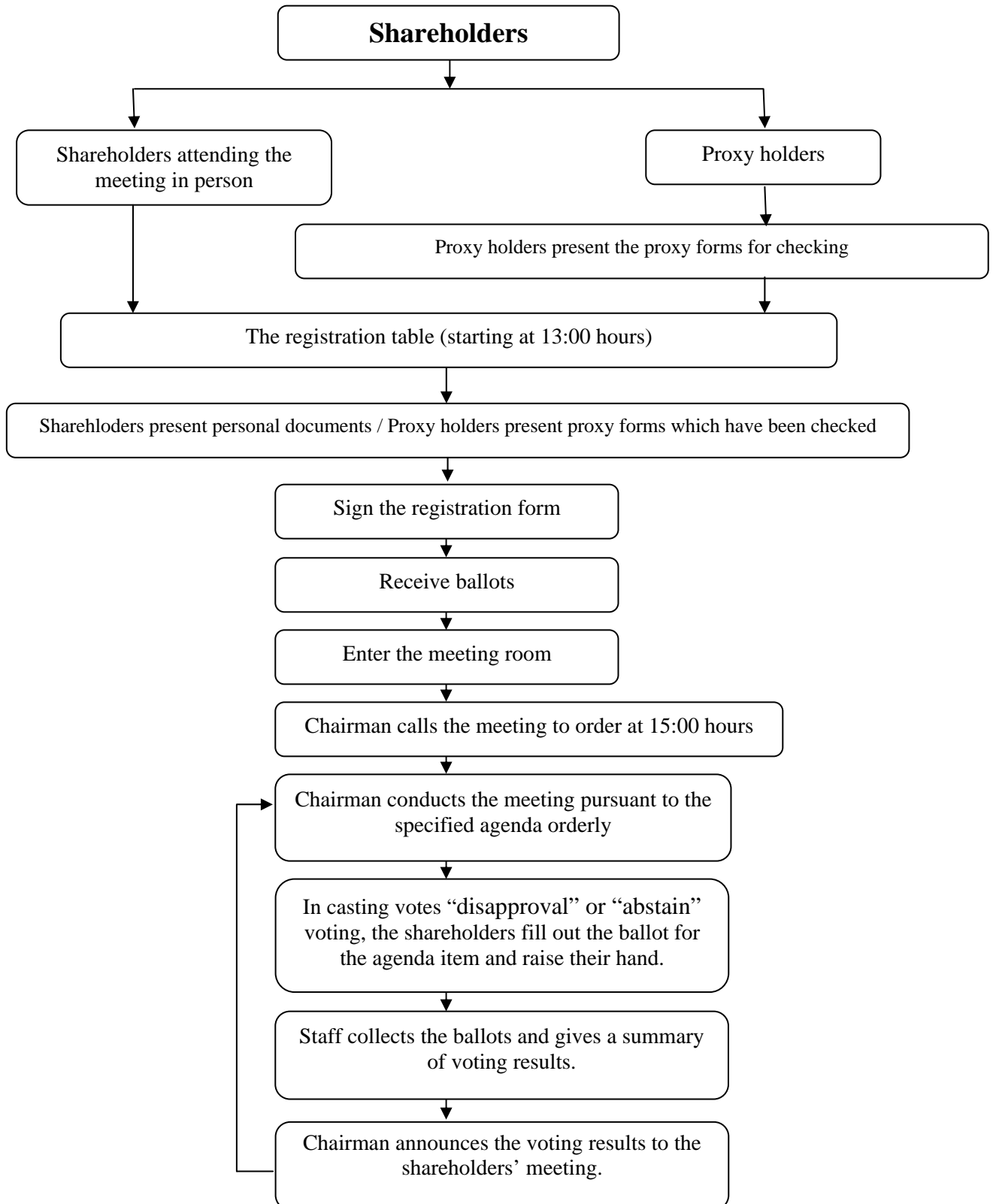
Information about the director whom the Company proposes as the shareholder's proxy holder.



<b>Name and surname</b>	<b>Mr. Suphadej Poonpipat</b>
<b>Type of Directorship</b>	Executive Director
<b>Current position(s)</b>	Vice Chairman of the Board of Directors, Chairman of the Executive Committee, and President & Chief Executive Officer
<b>Age</b>	59 years
<b>Nationality</b>	Thai
<b>Educational qualifications</b>	- Master of Science, University of Wisconsin, U.S.A. - Bachelor of Business Administration and Accounting, Chulalongkorn University
<b>Training courses attended</b>	- Director Accreditation Program (DAP), Class 8/2004 Thai Institute of Directors Association
<b>Holding directorship for (years)</b>	28 years
<b>Position(s) in other listed companies</b>	- Director, Advanced Info Service Plc. - Vice Chairman of the Board of Directors and Vice Chairman of the Executive Committee, MBK Plc. - Director, Royal Orchid Hotel (Thailand) Plc. - Advisor, Patum Rice Mill & Granary Plc.
<b>Position(s) in other companies</b>	- Director, Plan Estate Co.,Ltd. - Director, Siam Piwat Co.,Ltd. - Director, Siam Piwat Holding Co.,Ltd. - Director, MBK Resort Plc. - Director, Thai Royal Orchid Real Estate Co.,Ltd.
<b>Position(s) in companies whose business is related to the Company's business</b>	- Vice Chairman of the Board of Directors, Chairman of the Executive Committee, and Chief Executive Officer, Thanachart Bank Plc. - Director and Chairman of the Executive Committee, Thanachart Insurance Co.,Ltd. - Chairman of the Executive Committee, Thanachart Life Assurance Co.,Ltd.
<b>Position(s) in competitor (s)</b>	-
<b>Work experience</b>	Project Finance, TISCO Finance and Securities Plc.
<b>Shareholding in the Company (shares)</b>	-
<b>Shareholding as compared to the total number of voting rights (percent)</b>	-
<b>Meeting attendance in 2009 (Information as at 30 September 2009)</b>	- Board of Directors: 10 out of a total of 10 meetings. - Executive Committee: 11 out a total of 11 meetings.

**Procedures related to attendance of the Extraordinary Meeting of  
Shareholders No. 1/2009**

**Thanachart Capital Public Company Limited  
5 November 2009**





**The Company's Articles of Association in relation to the  
Extraordinary Meeting of the Shareholders No. 1/2009**

**The Shareholders' Meeting**

Article 32. The Board of Directors shall organize a shareholders meeting to be held as an annual ordinary meeting within 4 months from the end of each accounting year of the Company. All other shareholders meetings, apart from the aforesaid meeting, shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders at any time it deems appropriate.

The shareholders holding not less than one-fifth of the aggregate shares distributed, or not less than 25 shareholders holding not less than one-tenth of the aggregate of the shares distributed, may at any time request in writing that the Board of Directors summon an extraordinary meeting, provided that the reasons for summoning such meeting be clearly stated in such request. In such event, the Board of Directors must organize a shareholders' meeting to be held within 1 month from the date of the receipt of the request from the shareholders.

Article 33. At least the following business should be transacted at an annual ordinary meeting:

- 1) Acknowledgement of the Board of Directors report on the operation of the Company during the previous year.
- 2) Approval of the balance sheet and the profit and loss accounts.
- 3) Approval as to the appropriation of profits.
- 4) Election of the directors to replace those retired by rotation.
- 5) Appointment of an auditor and approval on the audit fee of the Company.

Article 34. To summon a shareholders' meeting, the Board of Directors shall prepare a notice there of specifying the place, the day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters (if any) together with any relevant details as may be reasonable. Such notice shall be sent to the shareholders and the Registrar not later than 7 days prior to the date of such meeting and published by newspapers for 3 consecutive days not later than 3 days prior to the date of the meeting.

Article 35. A shareholder may appoint any person as his proxy to attend the meeting and vote on his behalf, such proxy shall be made in writing and in the form prescribed by law and submitted to the Chairman or other person designated by the Chairman at the place of the meeting before the proxy attends the meeting.

Article 36. Not less than 25 shareholders present in persons or represented by proxies (if any) or not less than one-half of the total shareholders, whichever is less, holding not less than one-third of the shares distributed must be present at a shareholder's meeting to form a quorum.

If, within an hour of the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved, If such meeting had not been summoned upon requisition of the shareholders, another meeting shall be summoned and a notice of such meeting shall be served on the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

Article 37. The Chairman shall preside as the chairman of the meeting, if the Chairman is absent or unable to perform his duties, the Vice-Chairman shall preside at such meeting. If there is no Vice-Chairman or he is absent or unable to perform his duties, the meeting shall then elect one of the shareholders presents at the meeting to be the chairman.

Article 38. The Chairman at a shareholders' meeting shall conduct the meeting in accordance with the law and the Articles of Association of the Company regarding a meeting (if any) and shall cause the meeting to be conducted in accordance with the order of agenda prescribed in the notice of such meeting, unless the meeting has passed a resolution by not less than two-thirds of the shareholders present at the meeting to alter the order of such agenda.

Article 39. A decision or resolution of the shareholders meeting shall be made by voting, and one share shall be counted as one vote notwithstanding the manner of voting. In case of a tie vote, the Chairman of the meeting shall have a deciding vote, whether or not he is a shareholder of the Company.

A shareholder having special related interest in a given matter has no right to vote on such matters except for the election of directors where there is no restriction.