



Thanachart Capital Public Company Limited

Notice of the Annual General Meeting of Shareholders for the Year 2017

Wednesday, 5 April 2017, at 14.00 hours,
the Royal Orchid Ballroom, 2nd Floor,
Royal Orchid Sheraton Hotel & Towers,
2 Charoen Krung Road, Soi 30, Siphaya, Bangrak, Bangkok.

For convenience in the registration,
please bring proxy Form B with printed barcode and present at the meeting.

Key Information for Shareholders' Acknowledgement

Meeting Schedule

- Proxy Document Verification 11.30 hours onward
- Registration 12.00 hours until the end of meeting
- Serving of Food 12.00 hours - 14.00 hours
- Souvenir 12.00 hours onward *(In case of not enough souvenir, it will be sent to shareholders)*

Proxy

One shareholder (implying to all registered shareholders)

- Can give proxy to only one person for attending the meeting
- Can only give proxy for all one's shares in total. Shares in one's shareholding cannot be separated.

For greater convenience, [please bring proxy from b which includes the barcode](#) to the meeting registration.

Please carefully check and prepare the accuracy and completeness of the proxy forms and essential documents to ensure all rights of shareholders are obtainable.

Shareholding of the Company

The Company is the parent company of the financial conglomerate as permitted by the Bank of Thailand ("BOT"). Therefore, certain restriction is applied in the purchase or possession of shares of the Company or subsidiary companies of Thanachart Group, in accordance to Financial Institution Act, notifications and letters of the BOT. The Company has disclosed such related information in the Company's website, whereby all shareholders are encouraged to acknowledge in order to ensure all rights are obtained.

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For more information, please contact the Corporate Secretary Office

Tel. 0-2217-8000 ext. 3008-3012 Facsimile 0-2217-8312

Translation:

Notice of the Annual General Meeting of Shareholders for the Year 2017

TCAP.CSO. 017/2017

17 March 2017

Subject: Calling of 2017 Annual General Meeting of Shareholders

Dear Shareholders,

The Board of Directors of Thanachart Capital Public Company Limited ("the Company") at its Meeting No. 2/2017 on Monday, 20 February 2017 passed a resolution to convene the Annual General Meeting of Shareholders for the Year 2017 on Wednesday, 5 April 2017 at 14:00 hours at Royal Orchid Ballroom, 2th floor, Royal Orchid Sheraton Hotel & Towers, 2 Charoen Krung Road, Soi 30, Siphya, Bangrak, Bangkok. The agenda of the meeting is as follows:

Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders for the Year 2016

Objective and Rationale: The Annual General Meeting of Shareholders for the Year 2016 was held on Tuesday, 5 April 2016. In this connection, the related minutes of the meeting was submitted to the Stock Exchange of Thailand ("SET") on a timely manner. As well, the minutes have been made available on the Company's website since 19 April 2016

Board of Directors' Opinion: The Board of Directors deems it appropriate to present to the meeting of shareholders for approval the Minutes of the Annual General Meeting of Shareholders for the Year 2016.

Voting: A resolution with regard to this agenda item requires a majority of the votes of shareholders who are present at the meeting and exercise their voting rights.

The details of which are disclosed in the Attachment 1.

Agenda 2 To acknowledge the report of the Board of Directors on the Company's business operations in 2016

Objective and Rationale: The Company's Article of Association No. 33 (1) states that the Annual General Meeting of Shareholders shall acknowledge the report of the Board of Directors on the

บริษัท ธนชาต จำกัด (มหาชน)
Thanachart Capital Public Company Limited

444 อาคารเอ็มบีเค ทาวเวอร์ ชั้น 16-17 ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพฯ 10330
444 MBK Tower, 16th-17th Floor, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330 THAILAND
Tel: (662) 217-8444, 217-8000, 611-9111 Fax: (662) 613-6099 www.thanachart.co.th ทะเบียนเลขที่ 0107536009510

Company's business operation over the past year. In compliance with the Article, the related details are disclosed in the 2016 Annual Report (stored on a CD-ROM) which is sent to shareholders together with this Notice of Annual General Meeting of Shareholders which has been made available on the Company's website prior to the 2017 Shareholders' Meeting date.

Board of Directors' Opinion: The Board of Directors deems it appropriate to present to the meeting of shareholders for acknowledgement the report on the Company's operating results in the past year, the details of which are disclosed in the 2016 Annual Report.

Agenda 3 To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2016

Objective and Rationale: In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 as well as Nos. 33(2) and 42 of the Company's Articles of Association, the Company is required to prepare the statements of financial position and the statements of income for the year ended on the last date of the Company's fiscal year. The Company is also required to have the statements audited by an auditor before presenting them to the shareholders for consideration and approval.

Board of Directors' Opinion: The Board of Directors deems it appropriate to present to the meeting of shareholders for approval the statements of financial position and the statements of comprehensive income for the year ended 31 December 2016 which give information about the Company's financial position and business performance in 2016. In this connection, the statements have already been reviewed and endorsed by the Audit Committee and the Board of Directors. As well, the statements have already been audited by the auditor. The details of the statements of the financial position and the statements of comprehensive income together with the notes to the financial statements are disclosed in the 2016 Annual Report (stored on a CD-ROM). In addition, financial highlights and management discussion and analysis of the financial position and the performance for the year 2016 are attached to this Notice of Annual General Meeting of Shareholders.

Voting: A resolution with regard to this agenda item requires a majority of the votes of shareholders who are present at the meeting and exercise their voting rights.

Objective and Rationale: Reference is made to No. 33(3) of the Company's Articles of Association which requires that the Annual General Meeting of Shareholders shall consider and approve the allocation of profit as well as No. 43 of the Articles and Association and Section 116 of the Public Limited Companies Act B.E. 2535 which requires that the company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a legal reserve fund until this fund attains an amount not less than 10 percent of the registered capital. At present, the Company's legal reserve fund already meets 10 percent of its registered capital as specified by law and regulation. As a result, it is not necessary for the Company to allocate any part of the net profit as the legal reserve fund in accordance with the law and the Articles of Association.

In this connection, Section 115 of the Public Limited Companies Act B.E. 2535 stipulates that dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid. The dividend payment is also subject to approval by the meeting of shareholders. According to the Company's separate financial statements, the net profit for the year 2016 amounted to 1,659,316,893.07 baht. At the same time, the Company's net profit according to the consolidated financial statements; the net profit amounted to 6,012,724,760.05 baht. As the Company has a certain amount of retained earnings, the Company is able to make a dividend payment. According to its policy, the Company shall consider a dividend payment by taking into account both the performance and the shareholders' return on investment in the long term as well as the capital adequacy.

At the Company's Board of Directors Meeting No. 9/2016 on 26 September 2016, the Board of Directors had a resolution to make interim dividend payment at the rate of 0.80 baht per share which was paid to shareholders on 21 October 2016.

Board of Directors' Opinion: The Board of Directors deems it appropriate to present to the meeting of the shareholders the following:

1. It is proposed that shareholders acknowledge no additional allocation of the 2016 net profit as the legal reserve fund since its reserve has reached 10 percent of its registered capital, as required by law.
2. It is proposed that shareholders acknowledge the interim dividend payment of 0.80 baht per share or the total amount of 932,103,762.40 baht which was paid to shareholders on 21 October 2016.

3. It is proposed that shareholders' meeting approve the dividend payment to ordinary and preferred shareholders at the rate of 1.20 baht per share or 1,398,155,643.60 baht in total. Taking into account this round of the dividend payment and the interim dividend payment worth 0.80 baht per share or 932,103,762.40 baht, the total dividend payment for the year 2016 amounts to 2.00 baht per share or 2,330,259,406.00 baht, which accounts for 140.43 percent of the 2016 net profit based on the Company's separate financial statements and for 38.76 percent of the net profit based on the Company's consolidated financial statements. (The calculation of the aforementioned dividend payments is based on the sum of ordinary and preferred shares which amounts to 1,165,129,703 shares. Such amount is already deducted by 41,350,000 ordinary shares repurchased by the Company under the share repurchase program during 10 February 2015 to 9 August 2015).

In this connection, the Company will prepare a list of shareholders eligible for the dividend payment on 19 April 2017 and gather their names by closing the register book for suspension of the share transfer on 20 April 2017, with the dividend payment to be made on 3 May 2017.

The source of such dividend payment is from retained earnings, on which the Company has paid corporate income tax at the rate of 30 percent. As a result, individual shareholders receiving the dividend payment are entitled to a tax credit in accordance with the calculation specified in the Thai Revenue Code.

In relation to the Company's **dividend payment policy**, the Company takes into account its performance and the shareholders' return on investment in the long term as well as the capital adequacy.

Voting: Resolutions with regard to this agenda item require a majority of the votes of shareholders who are present at the meeting and exercise their voting rights.

The details of which are disclosed in the Attachment 2.

Agenda 5 To acknowledge a report on the remunerations of the Company's Members of the Board of Directors and the members of sub-committees, to approve the performance allowance for the Board of Directors for 2016 operating results, and to approve the level of remuneration of Directors and members of sub-committees in 2017.

Objective and Rationale: It has been the Board of Directors' policy and principle to make payments to the directors and members of the various sub-committees at appropriate levels in line with their responsibilities, the expectations of various groups of stakeholders as well

as the related laws and regulations. In this connection, the Company has to select the directors who have appropriate experiences and qualifications. As well, it has been the Board of Directors' policy to establish the remuneration for each director so that it reflects their respective duties and responsibilities. The remunerations must be reviewed and compared to those of similar positions in the same industry. Moreover, in order to comply with the principles of good corporate governance, the Board of Directors deems it appropriate to review the remunerations annually. The Board also specifies that executive directors do not receive any remuneration for sitting on the sub-committees.

For the year 2017, the Nomination and Remuneration Committee has considered and reviewed the remuneration payment of the Directors and sub-committees in accordance with the principles on remuneration. Then, it has had a resolution to propose to the Board of Directors the change of proposal for approval the remuneration of Directors and the remuneration of members of sub-committees, to propose for approval at the 2017 Annual General Meeting of Shareholders.

Board of Directors' Opinion:

In agreement with the recommendation made by the Nomination and Remuneration Committee, the Board of Directors deems it appropriate to present to the meeting of shareholders the following:

1. It is proposed that shareholders acknowledge the report on the remunerations to the Company's Board of Directors and sub-committees in 2016 and the current rates of remuneration.
2. It is proposed that shareholders approve the payment of performance allowances to the Board of Directors at the rate of 1.00 percent of the dividend payment approved for the shareholders, which amounts to 23,302,594.06 baht, with the Board of Directors being responsible for considering the allotment of the performance allowances.
3. It is proposed that shareholders approve the following level of remuneration of Directors and members of sub-committees.

The level of remuneration proposed for approval from 2017 Shareholders' Meeting

(Unit: Baht)

Committees	Position	Monthly remuneration (per person)	Stipends for each meeting (per person)
Board of Directors (The same rate applied currently)	Chairman	100,000	50,000
	Directors	50,000	25,000
Audit Committee	Chairman	60,000	30,000
	Directors	40,000	20,000
Nomination and Remuneration Committee	Chairman	30,000	20,000
	Directors	20,000	15,000
Risk Management Committee (The same rate applied currently)	Chairman	30,000	30,000
	Directors	20,000	20,000

- Note:**
1. Remuneration paid to the Risk Management Committee only made to non-executive members.
 2. After the approval is given by the Shareholders' Meeting, it will be effective from 1 May 2017.

Voting: Resolutions with regard to this agenda item require a vote of no less than two-thirds of the total votes of shareholders present at the meeting.

The details of which are disclosed in the Attachment 3.

Agenda 6 To consider the election of directors replacing those retiring by rotation

Objective and Rationale: In accordance with Section 71 of the Public Limited Companies Act, B.E. 2535 as well as Nos. 17 and 18 of the Company's Articles of Association, the Company's directors shall be elected at the meeting of shareholders. At every annual general meeting, one-third of the directors shall retire from office. If the number of directors due to retire from office is not a multiple of three, then the number nearest to, but not exceeding one-third, shall be applied. The directors who have served the longest term in office shall retire. In case the number of directors who have been in office for an equal length of time exceeds the number of directors due to retire from office at such time, the directors due to retire shall be determined by ballots. A retiring director based on the foregoing shall be eligible for re-election.

At present, the Board of Directors consists of nine members. As a result, three directors will retire by rotation at the 2017 Annual General Meeting. The three directors who have served the longest term in office and will retire by rotation are as follows:

- | | |
|----------------------------|---|
| 1) Mr. Suphadej Poonpipat | Vice Chairman, Chairman of the Executive Committee, Chairman of the Risk Management Committee, and Chief Executive Officer (Non-executive director) |
| 2) Mrs. Siripen Sitasuwan | Chairperson of the Audit Committee and Member of the Nomination and Remuneration Committee (Independent director) |
| 3) Mr. Tiraphot Vajrabhaya | Chairperson of the Nomination and Remuneration Committee and Member of the Audit Committee (Independent director) |

In accordance with No. 33(4) of the Company's Articles of Association, the annual general meeting of shareholders shall elect directors replacing those retiring by rotation.

Board of Directors' Opinion:

The Company provided the shareholders with an opportunity to propose names of potential candidates with appropriate qualifications through its website for election as the Company's directors during the period from 1 September 2016 to 31 October 2016. However, until the end of the specified period, there was no shareholder proposing any candidate. As a result, based on the recommendation made by the Nomination and Remuneration Committee which takes into account the remuneration policy, guideline, and the appropriate structure and overall components of the Board of Directors as well as the qualifications in compliance with the related laws and regulations and suitable competency in order to govern the business operation of the Company in line with the nomination process as well as the past performance of directors retiring by rotation in their positions of directors and members of sub-committees, the Board of Directors (the retiring directors did not attend to consider and vote for their re-election) deems it appropriate to propose to the meeting of shareholders the re-election of following persons as directors replacing those retiring by rotation:

- 1) Mr. Suphadej Poonpipat
- 2) Mrs. Siripen Sitasuwan
- 3) Mr. Tiraphot Vajrabhaya

As regards Mrs. Siripen Sitasuwan, an independent director, she has served as

director consecutively for 16 years and 11 months (up to the month when the Annual General Meeting of Shareholders for 2017 is held). If she is reappointed for a further term, the entire tenure of her consecutive directorship will amount to 19 years and 11 months. In this connection, the Board of Directors supports the proposal of the Nomination and Remuneration Committee that Mrs. Siripen Sitasuwan is well qualified, knowledgeable and capable. She has carried out her duties diligently during her tenure as director. More importantly, she still gives independent opinion appropriately and plays important roles in the sub-committees, especially in her position as the Chairperson of the Audit Committee. As a result, it is deemed appropriate to propose to shareholders that she be reappointed as director for a further term.

In this connection, the Bank of Thailand has already approved the proposal to elect the three persons as the Company's directors.

After the meeting of shareholders approves the re-election of the directors, the Board of Directors shall adopt a resolution allowing the three re-elected directors to re-assume their respective positions as members of the sub-committees until the Board of Directors adopts a new resolution.

Voting:

Resolutions with regard to this agenda item require a majority of the votes of shareholders who are present at the meeting and exercise their voting rights.

The details of which are disclosed in the Attachment 4.

Agenda 7 To consider the appointment of the auditor and determine the audit fees for 2017

Objective and Rationale:

In accordance with Section 120 of the Public Limited Companies Act, B.E. 2535 as well as No. 33(5) of the Company's Articles of Association, the annual general meeting of shareholders shall appoint the auditors and determine the audit fees of the Company every year.

Board of Directors' Opinion:

Having considered the Audit Committee's recommendation, the Board of Directors deems it appropriate to propose to the meeting of shareholders for approval of the following:

1. Appointment of EY Office Limited as the Company's auditor, whose certified public accountants include the following:
 1. Ms. Rattana Jala (Certified Public Accountant (Thailand) No. 3734) and/or
 2. Ms. Somjai Khunapasut Certified Public Accountant (Thailand) No. 4499) and/or
 3. Ms. Rachada Yongsawadvanich (Certified Public Accountant (Thailand) No. 4951)

They will be responsible for giving opinions to and signing the Company's financial statements for Fiscal Year 2017. In this connection, the names of the above three certified public accountants are on the list of the auditors approved by the Office of the Securities and Exchange Commission. In addition, their qualifications not only meet the requirements stipulated by the Bank of Thailand but they have also obtained the Bank of Thailand's approval.

2. The audit fees for the Year 2017 amounts to 900,000 baht, which equals the audit fees paid for the Year 2016.

Voting: Resolutions with regard to this agenda item require a majority of the votes of shareholders who are present at the meeting and exercise their voting rights.

The details of which are disclosed in the Attachment 5.

Agenda 8 Other business (if any)

Objective and Rationale: Apart from the various agenda items which the Board of Directors has established for the Annual General Meeting of Shareholders for the Year 2017, the Company provides shareholders with an opportunity to propose additional agenda items for the meeting through its website during the period from 1 September 2016 to 30 November 2016. However, it appeared that until the end of the specified period there was no shareholder proposing any agenda item. On the other hand, in case shareholders want the meeting to consider any matters other than those listed on the agenda set in the notice of the meeting, they are required to comply with the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535 which states that "After the meeting has finished considering the matters in the first paragraph, shareholders collectively holding shares amounting to not less than one-third of the total paid-up shares may request the meeting to consider matters other than those indicated in the notice of the meeting".

Board of Directors' Opinion: The Board of Directors deems it appropriate to include this agenda item so that shareholders can ask questions and/or express opinions on various matters without having to adopt any resolution. However, in case shareholders wish to propose any matter which requires a resolution, they must comply with the abovementioned requirement stipulated in the Public Limited Companies Act B.E. 1992.

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 proxy statements to the registration officers on the date of the meeting. If you wish to appoint any independent director or

Chief Executive Officer of the Company to attend and vote at the meeting on your behalf, we would be grateful if you would fill out and return the accompanying proxy statement in the enclosed self-addressed envelope to the Company prior to the date of the meeting. (In case of sending the proxy statement via postal mail, please send it by 30 March 2017).

In this connection, the Board of Directors will prepare a list of shareholders eligible for attending the meeting on 14 March 2017 and will also gather their names in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 (with additional amendments in B.E. 2551), by closing the register book for suspension of the share transfer on 15 March 2017.

You may send questions related to the agenda of this meeting in advance to the Corporate Secretary Office at panupan@thanachart.co.th or at the mailing address (Corporate Secretary Office, Thanachart Capital Public Company Limited, 17th Floor, 444 MBK Tower, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330) or by fax to 0-2217-8312, indicating the address and telephone number that the Company could reach you.

Yours Sincerely,

Thanachart Capital Public Company Limited

Panupan Tuangthong

(Mr. Panupan Tuangthong)

Company Secretary

By order of the Board of Directors

Notes:

1. Shareholders can access the Notice of the Annual General Meeting of the Shareholders for the Year 2017 and supporting documents through the Company's website at www.thanachart.co.th as from 3 March 2017.
2. The Company will start accepting registration for the meeting from 12:00 hours. Food and beverage for participants will be served from 12:00 hours to 14:00 hours.
3. If shareholders wish to get a hard copy of the Annual Report 2016, please complete the form on the Company's website (www.thanachart.co.th) under the section "investor relations".

Corporate Secretary Office:

Mr. Panupan Tuangthong	Tel. 0-2217-8082
Ms. Manapan Plodpai	Tel. 0-2217-8000 Ext. 3012
Mrs. Prapaipak Chumpolwong	Tel. 0-2217-8000 Ext. 3008-3011

Supporting Document

Agenda Item 1: To approve the Minutes of the Annual General Meeting of Shareholders for the Year 2016

Minutes of the Annual General Meeting of Shareholders

for the Year 2016

Thanachart Capital Public Company Limited

The Royal Orchid Ballroom 2nd Floor, Royal Orchid Sheraton Hotel & Towers

2 Charoen Krung Road, Soi 30, Siphya, Bangkok

Thursday, 5 April 2016 Starting at 14:00 hours

Quorum

At 14:02 hours, the meeting was attended by 525 shareholders in person who held 13,109,394 shares and 1,441 proxy holders who held 614,349,058 shares respectively. As a result, there were altogether 1,966 shareholders attending the meeting and holding a total of 627,458,452 shares. The total shares which were represented in person or by proxy accounted for 49.1034 percent of the Company's 1,277,829,703 fully paid-up shares, thus constituting a quorum.

Additional note:

In accordance with the rules established by the Bank of Thailand (BOT), there were two shareholders who were considered related parties as their combined shareholdings exceeded 10 percent of the total shares sold by the Company. In this connection, the BOT allowed these shareholders to exercise their voting rights in a combined amount not exceeding 10 percent of the total shares sold by the Company. Based on the total amount of shares announced by the Chairman at the beginning of the meeting, the total number of votes that could be cast for each agenda item would not exceed 621,927,022 votes.

Members of the Board of Directors attending the meeting

1. Mr. Banterng Tantivit	Chairman (Non-Executive Director)
2. Mr. Suphadej Poonpipat	Vice Chairman, Chairman of the Executive Committee, Chairman of the Risk Management Committee, and Chief Executive Officer (Executive Director)
3. Mrs. Siripen Sitasuwan	Director, Chairperson of the Audit Committee, and Member of the Nomination and Remuneration Committee (Independent and Non-Executive Director)
4. Mr. Somkiat Sukdheva	Director, Member of the Audit Committee, and Member of the Risk Management Committee (Independent and Non-Executive Director)

5. Mr. Tiraphot Vajrabhaya	Director, Chairman of the Nomination and Remuneration Committee, and Member of the Audit Committee (Independent and Non-Executive Director)
6. Mr. Vichit Yanamorn	Director, Member of the Nomination and Remuneration Committee, and Member of the Risk Management Committee (Non-Executive Director)
7. Ms. Suvarnapa Suvarnaprathip	Director, Vice Chairperson of the Executive Committee, and Vice Chairperson of the Risk Management Committee (Executive Director)
8. Mr. Somjate Moosirilert	Director, Member of the Executive Committee, and Member of the Risk Management Committee (Executive Director)
9. Mr. Taweesak Saksirilarp	Director (Non-Executive Director)

Calling the meeting to order

Mr. Banterng Tantivit, Chairman of the Board of Directors acting as Chairman of the meeting, called the Annual General Meeting of Shareholders for the Year 2016 to order at 14:02 hours. There were altogether eight agenda items to be considered and discussed in the order in which they were listed in the agenda. The related details were given in the notice of the meeting which was already sent to all shareholders.

In this connection, the Chairman appointed Mr. Panupan Tuangthong, the Company's Secretary, as keeper of the minutes of the meeting. He then requested the Company's Secretary to introduce the members of the Board of Directors and executives and inform the shareholders of the details regarding the conduct of the meeting.

The Company's Secretary informed the shareholders that all the nine members of the Board of Directors were present at the meeting. Among them were the Chairperson of the Audit Committee, the Chairman of the Nomination and Remuneration Committee, and the Chairman of the Risk Management Committee. He then introduced each of the directors to the meeting and also indicated that in this shareholder meeting, there were the Company's Chief Financial Officer and executives of Thanachart Bank Public Company Limited ("TBANK") attending the meeting. TBANK's executives attending the meeting were Chief Financial Officer, Head of Corporate Banking Team 2, Head of Commercial Banking, Head of Retail and Small Business Distribution, Head of Automotive Lending. Also, Mrs. Ratana Jala, auditor from the audit firm that was responsible for auditing the financial statements of both the Company and Thanachart Group's member companies, were also present at the meeting. As a result, if in the course of the meeting the shareholders wished to request the directors, executives, or the auditors to answer questions, they could do so.

After requesting the hotel staff to show the fire escape in case of emergency or fire for shareholder's safety, the Company Secretary invited 1 shareholder to examine the vote count in the meeting. Mr. Pracha Jaidee, a proxy holder of a retail shareholder, was the one who examined the vote count. He then explained details of the procedures relating to the conduct of the meeting, the summary of which was as follows:

- For the convenience of the shareholders in exercising their voting rights at the meeting, the Company made available 10 separate ballots for the agenda items concerned, which were given to the shareholders. In this connection, the management also had the related details printed on the ballots. With regard to Agenda Item 2, as it was concerned with the report to be presented to the shareholders only for acknowledgement, there was no ballot for the item.
- During the deliberation of each agenda item, shareholders wishing to give opinions or ask questions were requested to identify themselves by their first and last names. The purpose was to enable the keeper of the minutes to keep a correct record of the meeting.
- In voting, if shareholders wished to "cast their votes of disapproval" or "abstain from voting" on any agenda item, they were requested to cast the votes or abstain from voting by checking the related box and signing their name on the ballots. Once they were ready, they were requested to raise their hand so that the staff concerned would collect the ballots and compile the votes. Any ballots without signature or with more than one boxes checked, they would be regarded as "invalid ballots", and would not be counted as part of the voting base, except under Agenda Item 5, whereby they would be counted as part of the voting base.
- Shareholders who wished to "vote in favor of" an agenda item were not required to submit their ballots. The Company would deduct the number of disapproval and abstention votes from the total votes of the shareholders present at the meeting when the agenda item concerned was deliberated. 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 cast by the shareholders for each agenda item completely in the proxy form.
- While the meeting waited for the voting results, the Chairman would proceed with the next agenda item. When they were available, the Chairman would announce the results for each agenda item to the meeting.

After the explanation of the procedures, the Chairman proceeded with the established agenda of the meeting as follows:

Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders for the Year 2015

The Chairman informed the participating shareholders that the Annual General Meeting of Shareholders for the Year 2015 was held on Thursday, 2 April 2015, the minutes of the meeting had to be submitted to the shareholders for verification together. The details of the draft minutes were included in the Notice of the Meeting from Page 10 to Page 50. The Chairman proposed that the shareholders approve the minutes. He also asked whether there was any shareholder who wished to propose amendments to any part of the minutes of the meeting. The shareholders who wished to give opinions or ask questions would be requested to identify themselves by their first and last names. The purpose was to enable the keeper of the minutes to keep a correct record of the meeting.

As no shareholder wished to make any amendment or addition to the minutes of the meeting, the Chairman requested the meeting to adopt a resolution approving the minutes of the Annual General Meeting of the Shareholders for the Year 2015.

Additional note:

From the time when the meeting was called to order until the time for adopting the resolution on Agenda Item 1, there were 107 additional shareholders registering for attending the meeting. They held 10,917,034 shares in total. As a result, the total number of shareholders attending the meeting amounted to 2,073 while the total number of their shares amounted to 638,375,486.

The results of the voting for the Agenda Item 1 were as follows:

Results	Number of votes
Approval votes	632,730,456
Disapproval votes	0
Abstained from voting	111,600
Number of Invalid votes	2,000

Resolution

With the majority votes of the shareholders who were present at the meeting and cast their votes, the meeting passed the resolution approving the Minutes of the Annual General Meeting of Shareholders for the Year 2015.

Agenda 2: To acknowledge the report of the Board of Directors on the Company's business operations in 2015

The Chairman requested Mr. Suphadej Poonpipat, Chairman of the Executive Committee and Chief Executive Officer, to present the report on the Company's business operations for the past year 2015 to the meeting.

Mr. Suphadej Poonpipat said that Agenda Item 2 was concerned with the Board of Directors' report on the Company's business operations. The report was prepared in the form of a video presentation which was

about 10 minutes in length. In this connection, the shareholders could take into consideration the details given in the Annual Report 2015 in form of CD-ROM, which was sent to all the shareholders together with the Notice of the Meeting.

Record of the report via video presentation

“Thanachart Group’s net profit was higher than the previous year. Overall revenue base increased while non-performing loans arising out of the normal course of business decreased. As well, the coverage ratio significantly improved. Importantly, Thanachart Bank’s capital base was strengthened to such an extent that it was currently among the country’s top commercial banks. As a result, it was ready to accommodate future growth in a sustainable manner.

In the past year, Thanachart Bank and its subsidiaries which were the flagship businesses of Thanachart Group made continuous progress in all areas. In particular, their net profit for four consecutive quarters amounted to 10,743 million baht, representing an increase of 821 million baht or 8.27 percent. Noteworthy was the fact that their overall revenue base increased as a result of the growth of both net interest income and non-interest income as well as efficient management of loan losses and doubtful accounts. Importantly, the quality of assets improved significantly. As a result, non-performing loans decreased by 11,080 million baht, representing about one-third of the non-performing loans as at the end of 2014.

The NPL ratio decreased from 4.09 percent to 2.84 percent while the coverage ratio significantly increased from 85.52 percent to 119.42 percent, which was close to the commercial banking industry average. On the other hand, Thanachart Bank’s capital base grew from 15.83 percent of assets to 17.92 percent, the level of which was comparable with those of leading commercial banks. At this level, the Bank was able to deal with various risks in a comprehensive manner. As well, the relatively high level of the capital base ensured Thanachart Group’s stable future growth. Adding to the good news was the fact that, in line with Basel III, Thanachart Bank was able to maintain the Liquidity Coverage Ratio (LCR) of above 100 percent, which was well above the minimum 60 percent imposed by the Bank of Thailand. This not only demonstrated the Bank’s preparedness before the enforcement of the requirement in 2016 but also greatly inspired confidence in every customer.

Key events occurred in 2015

(1) The Bank, a subsidiary company of Thanachart Capital, increased capital through the rights offering of common shares to existing shareholders, for the purpose of replacing the redemption of the Hybrid Tier I and strengthening the Bank’s capital. The transaction concluded with an additional 5,512 million baht in paid-up share capital, resulting in a total issued and paid-up share capital of 60,649 million baht. This helped strengthen the Bank’s Tier I capital.

(2) The Bank successfully issued Basel III-compliant Tier II capital subordinated unsecured instruments totaling 7,000 million baht, further reinforcing financial stability and providing a strong base for future growth.

(3) SCIB Public Company Limited, a subsidiary company of the Bank, successfully completed a liquidation process. Due to the tax losses arising from investment in this subsidiary, the Bank had no income tax expenses for the year 2015, and mostly utilized the benefit as special provision in order to enhance the financial position.

In 2016, the Thai banking sector was expected to show a slight improvement in loan growth year over year. This would come mainly from commercial loan growth stimulated by Government budget disbursements, partially offset by stagnant retail loan growth resulting from more stringent measures to mitigate risks. The overall banking industry would be confronted with a multitude of changes, for example, the growing internet access to conduct online transactions, the rising role of non-banks, and especially, the National e-Payment Master Plan, which would lead to a cashless society.

In preparation for the challenges that lied ahead, Thanachart Bank tirelessly endeavored to develop itself in all facets to enhance competitiveness, with focuses on developments of (i) key business transformation initiatives and working procedures to enhance efficiency and collaboration, (ii) human resources by cultivating the right mindset and enhancing the capabilities and productivity of staff at all levels, in order to deliver the most appropriate products and services to meet the needs of customers, and (iii) service platforms and products to fully accommodate digital banking transactions.

Regarding corporate social responsibility, the Bank could receive the Ministry of Culture Award of the Year 2015 for Contribution to the Preservation of Thai Culture, resulting from the continued determination to preserve and promote Thai culture and religion. In addition, the Bank invited customers to make a donation to charitable organizations via "Merit Bridge Project", and restructured working procedures to reduce consumption of energy and natural resources. Most importantly, a total of 12 companies in the Thanachart Group were granted the Coalition against Corruption (CAC) logo by the Private Sector Collective Action Coalition against Corruption in recognition of strong commitment to preventing all forms of corruption. The Bank also initiated the "Rethink" Campaign with the slogan "Rethink, know how to use money, and find happiness." The campaign was aimed at promoting awareness among Thai people to rethink and change their spending habits, in order to manage their spending in line with income and develop financial self-discipline, which would, in turn, strengthen the foundation for sustainable growth of Thai economy."

With the presentation of this agenda item, all shareholders were now informed of the Company's performance. In addition, as this agenda item was for the shareholders' acknowledgement only, there was no resolution to be adopted. However, in case there were any shareholders wishing to make suggestions or ask questions, they were requested to keep them for now and do so at a later stage when other agenda items were discussed.

Agenda 3: To approve the statements of financial position and statements of comprehensive income for the year ended 31 December 2015

The Chairman requested Mr. Suphadej Poonpipat, Chairman of the Executive Committee and Chief Executive Officer, to present a report for this agenda item.

Mr. Suphadej Poonpipat informed the participating shareholders that there were numerous details under Agenda Item 3. For their convenience and better understanding, the Company would like to present the report related to its statements of financial position and its statements of comprehensive income in the form of a video presentation which was about 13 minutes in length. The presentation would explain the Company and its subsidiaries' financial position and performance which were prepared in accordance with the Financial Reporting Standards including the revised version in 2014 and new version that became effective in 2015. Overall in 2015, total assets of the Company and its subsidiaries declined from a year earlier, due to the economic slowdown. However, the net profit increased from the previous year. The details were given in the Annual Report 2015. In this connection, the statement of financial position as well as the statement of comprehensive income for the year ended 31 December 2015 were already audited by the certified public accountant and reviewed by the Audit Committee.

Record of the report via video presentation

"The Board of Directors would like to present to the meeting the statement of financial position and the statement of comprehensive income for the year ended 31 December 2015 for approval. The financial statements were audited by the certified auditor. Taking into consideration the consolidated financial statements of Thanachart Capital Public Company Limited, the statements reflected the performance of the Company as well as the subsidiaries of Thanachart Group, which included Thanachart Bank and other subsidiaries. The related details were given in the Annual Report which was already sent to the shareholders.

In considering the financial statements, the Board of Directors would like to clarify the following key points to the shareholders.

In preparing their financial statements, the Company and its subsidiaries adopted the revised financial reporting standards (2014) and the new ones issued by the Federation of Accounting Professions, which became effective in 2015. These financial reporting standards were issued with an aim of ensuring that they were on a par with the international financial reporting standards. While some of the standards underwent major changes, they did not have significant impacts on the financial statements of the Company and its subsidiaries. These revised and new standards could be summarized as follows:

- *According to Thai Accounting Standard 19 (revised in 2014) on employee benefits, the Company was required to recognize estimated actuarial gains and losses in other comprehensive income while the*

former standard allowed the Company to recognize such gains and losses in profit or loss (see Nos. 26 and 42 in the notes to the financial statements).

- Thai Financial Reporting Standard (TFRS) 13 on Fair Value Measurement provided guidance on how to measure fair value of financial assets and liabilities as well as disclosure of information related to such fair value measurement (see No. 52.4 of the notes to the financial statements).

Key transactions in 2015

During the year 2015, the liquidation of SCIB Public Company Limited, formerly Siam City Bank Public Company Limited, which was a subsidiary of Thanachart Bank, was completed. As a result, Thanachart Bank suffered tax losses from its investment in the subsidiary. Therefore, in 2015 the Bank had no corporate income tax burden. In this connection, the Bank deemed it appropriate to set aside additional provisions in order to strengthen its financial position.

As at the end of 2015, the Bank's tax losses amounted to 25,326 million baht. In this connection, the related tax benefits had to be made use of by 2020

Assets

Statement of financial position of the Company and its subsidiaries

Total assets of the Company and its subsidiaries amounted to 997,581 million baht, representing a decrease of 28,049 million baht or 2.7 percent. Major items included the following:

Net interbank and money market items amounted to 58,138 million baht, representing a decrease of 7,900 million baht or 12 percent over the previous year. The decrease was in line with liquidity management. Net investment amounted to 184,562 million baht, representing an increase of 22,244 million baht or 13.7 percent over the previous year. The increase was mainly due to investments in government bonds and those issued by state enterprises. Total loans amounted to 714,628 million baht, representing a decrease of 41,028 million baht or 5.4 percent over the previous year. This was mainly due to the decrease in hire purchase loans, which was in line with prevailing conditions of the automotive market which remained sluggish.

Liabilities

As at the end of 2015, total liabilities of the Company and its subsidiaries amounted to 886,258 million baht, representing a decrease of 35,096 million baht or 3.8 percent over the previous year. Noteworthy were the following items:

Deposits amounted to 669,454 million baht, representing a decrease of 27,495 million baht or 3.9 percent. This was mainly due to changes made to deposit structure and management of financial costs in line with the slowdown of credit extension. Debts issued and borrowings amounted to 84,929 million baht, representing a decrease of 13,489 million baht or 13.7 percent. The decrease was mainly attributable to the fact that its subsidiary Thanachart Bank redeemed its debentures and also subordinated debentures.

As well, the Bank issued new subordinated debentures worth 7,000 million baht, which could be classified as Tier 2 capital in line with Basel III. Shareholders' equity amounted to 111,323 million baht, representing an increase of 7,047 million baht or 6.8 percent over the previous year. The increase was mainly due to the increase of 5,436 million baht in profit as a result of the performance of the Company and its subsidiaries in 2015. In this connection, the dividend payment amounted to 2,022 million baht and the share repurchases during the year amounted to 1,400 million baht. On the other hand, non-controlling interests increased by 5,726 million baht.

Statement of comprehensive income of the Company and its subsidiaries

In 2015, net profit of the Company and its subsidiaries, based on the consolidated financial statements, amounted to 11,060 baht, representing an increase of 624 million baht or 6 percent. In this connection, net profit attributable to the Company only amounted to 5,436 million baht, representing an increase of 316 million baht or 6.2 percent over 2014. Key changes included the following:

1. Net interest income

In 2015, net interest income of the Company and its subsidiaries amounted to 27,730 million baht, representing an increase of 265 million baht or 1 percent over the previous year. In this connection, interest income amounted to 48,640 million baht, representing a decrease of 4,300 million baht or 8.1 percent over the previous year. This was in line with declining interest rates as well as decrease in loans.

Interest expenses in 2015 amounted to 20,910 million baht, representing a decrease of 4,565 million baht or 17.9 percent over the previous year. This was mainly due to the Bank's efficient management of deposits and the ramifications of the Monetary Policy Committee's cuts in benchmark interest rates.

2. Non-interest income

Non-interest income of the Company and its subsidiaries amounted to 12,474 million baht, representing an increase of 31 million baht or 0.2 percent over the previous year. Key items included the following:

- Net gains on investments amounted to 1,956 million baht, representing an increase of 858 million baht or 78.1 percent over the previous year. This was mainly due to disposal of government bonds and debentures issued by the private sector.
- Net insurance/life insurance income amounted to 2,043 million baht, representing an increase of 332 million baht or 19.4 percent. This was mainly due to the continuous growth of insurance business.
- Net fees and service income amounted to 5,465 million baht, representing a decrease of 455 million baht or 7.7 percent over the previous year. This was mainly due to the decrease in securities brokerage fees and other fees.
- Net gains on trading and foreign exchange transactions amounted to 742 million baht, representing a decrease of 560 million baht or 43 percent. This was mainly due to the decrease in gains resulting from changes in the fair value of investments over the previous year.

3. Other operating expenses

Other operating expenses amounted to 20,319 million baht, representing an increase of 489 million baht or 2.5 percent over the previous year. This was mainly due to the increase in employee remuneration and estimate of potential liability arising from lawsuits.

4. Impairment loss of loans and debt securities

In 2015, impairment loss of loans and debt securities of the Company and its subsidiaries amounted to 8,600 million baht, representing an increase of 1,516 million baht or 21.4 percent. It included the additional provision worth 2,216 million baht, which was aimed at strengthening the Bank's financial position.

5. Income tax

In 2015, income tax of the Company and its subsidiaries amounted to 225 million baht, representing a decrease of 2,333 million baht over the previous year. This was mainly due to the fact that its subsidiary Thanachart Bank had no corporate tax burden, the details of which were given above.

Thanks to efficient collaboration among all the companies under Thanachart Financial Conglomerate, all the subsidiaries registered strong and stable growth. In this connection, the performance of the key subsidiaries was presented on the screen.

In view of the above, it was proposed that the shareholders approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2015. The related details were given in the Annual Report which was already sent to the shareholders."

Table: Net profits of the Company's key subsidiaries in 2015 and 2014

(Unit: Million Baht)

Subsidiaries	Direct/ indirect shareholding (%)	Net profits for the year	
		2015	2014
Thanachart Bank Public Company Limited			
Based on the consolidated financial statements		10,743	9,922
Based on the separate financial statements	50.96	11,452	7,918
Thanachart Insurance Public Company Limited	50.96	1,117	1,047
Thanachart Securities Public Company Limited	50.96	488	561
TS Asset Management Company Limited	50.96	(18)	320
Thanachart Fund Management Company Limited	38.22	320	290
Ratchthani Leasing Public Company Limited	33.22	749	704
NFS Asset Management Company Limited	100.00	50	58
MAX Asset Management company Limited	83.44	69	130

After the video presentation, Mr. Suphadej Poonpipat informed the meeting that the video presentation explained the financial position and the performance of the Company in 2015. The related details were given in the annual report and the financial highlights as well as the management discussion and analysis for the year 2015, which were already sent to all the shareholders. The statements of financial position and the statements of comprehensive income for the year ended 31 December 2015 which were presented to the shareholders were prepared in accordance with the Generally Accepted Accounting Principles (GAAP). As well, they had been reviewed by the Audit Committee and the Company's Board of Directors. The auditor had also audited and signed the statements with an unqualified opinion.

Mr. Suphadej Poonpipat then provided the shareholders with an opportunity to ask questions or give opinions, indicating that under this agenda item, the representative of the Company's audit firm would help answer the questions. As no shareholder asked additional questions or expressed additional opinions, Mr. Suphadej Poonpipat requested the shareholders to vote on the agenda item.

Additional note:

From the time when the resolution on Agenda Item 1 was adopted until the time for adopting the resolution on Agenda Item 3, there were 179 additional shareholders registering for attending the meeting. They held 2,313,277 shares in total. As a result, the total shareholders attending the meeting amounted to 2,252 while the total number of their shares amounted to 640,688,763.

The results of the voting on the Agenda Item 3 were as follows:

Results	Number of votes
Approval votes	627,178,383
Disapproval votes	0
Abstained from voting	7,976,950
Number of Invalid votes	2,000

Resolution

With the majority votes of the shareholders who were present at the meeting and casted their votes, the meeting passed the resolution approving the statements of financial position and statements of comprehensive income for the year ended 31 December 2015.

Agenda 4: To approve the allocation of the profit for the performance of the year 2015 and the dividend payment

The Chairman informed the meeting that, in line with the summary reports presented earlier to the shareholders under Agenda Items 2 and 3 respectively on the Company's performance, and based on the information contained in the notice of the meeting, in 2015 the net income based on the Company's separate financial statements amounted to 2,193,823,313.26 baht, and the net profit attributable to the Company, based on the consolidated financial statement, amounted to 5,436,576,699.28 baht without any retained loss. As a result, the Company was able to make dividend payments. In addition, as the statutory reserve already amounted to 10 percent of the registered capital, it was not necessary for the Company to set aside any additional reserve in accordance with the Public Limited Company Act and the Articles of Association. In this connection, the Board of Directors deemed it appropriate to make the following proposals for the shareholders' approval.

1. The shareholders acknowledge that the Company did not set aside any part of the net profit for the year 2015 as additional statutory reserve since its statutory reserve amount was already in line with the level required by the law.
2. The shareholders approve the dividend payments to the holders of ordinary shares and the holders of preferred shares at a rate of 1.10 baht per share.

In accordance with the information contained in the notice of the meeting, the approved amount of the dividend was 1,281,642,673.30 baht. Taking into account this round of the dividend payment and the interim dividend payment worth 0.70 baht per share or 815,590,792.10 baht for the first half of the year, the total dividend payment for 2015 amounted to 1.80 baht per share or 2,097,233,465.40 baht. This round of the dividend payment accounted for 95.60 percent of the net profit for 2015 based on the Company's separate financial statements and 38.58 percent based on the consolidated financial statements. For comparison by the shareholders, the information on the dividend payout

over the past three years for the operating results from 2013 to 2015 was given in a table on Page 51 of the Notice of the Meeting.

If the meeting approved the proposals, the Company would establish a list of shareholders entitled to the dividend payment on 19 April 2016 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 20 April 2016 with the dividend payment to be made on 3 May 2016.

The Chairman then provided the shareholders with an opportunity to ask questions or give their opinions. As no shareholder asked additional questions or expressed additional opinions, the Chairman requested the shareholders to vote on the agenda item.

Additional note:

From the time when the resolution on Agenda Item 3 was adopted until the time for adopting the resolution on Agenda Item 4, there were 36 additional shareholders registering for attending the meeting. They held 34,658 shares in total. As a result, the total shareholders attending the meeting amounted to 2,288 while the total number of their shares amounted to 640,723,421.

The results of the voting on the Agenda Item 4 were as follows:

Results	Number of votes
Approval votes	635,183,591
Disapproval votes	400
Abstained from voting	6,000
Number of Invalid votes	2,000

Resolution

The meeting acknowledged that there would be no allocation of the net income for the year 2015 as legal reserve. With the majority votes of the shareholders who were present at the meeting and casted their votes, the meeting passed the resolution approving the allocation of the net profit for the performance in the year 2015 and the dividend payment at the rate of 1.10 baht per share as well as the dividend payment schedule as proposed.

Agenda 5: To acknowledge the report on the remunerations of the Company's Members of the Board of Directors and the members of sub-committees, to approve the performance allowance for the Board of Directors for 2015 operating results, and to approve the level of remuneration of the Board of Directors in 2016

The Chairman requested Mr. Tiraphot Vajrabhaya, Chairman of the Nomination and Remuneration Committee, to present the details of this agenda item.

Mr. Tiraphot Vajrabhaya informed the meeting that, as proposed by the Nomination and Remuneration Committee, the remuneration of the Board of Directors and the sub-committees was reviewed by the Board on a yearly basis. It was deemed appropriate that the meeting was informed of the remuneration payments which were made in the past year and that the meeting considered the remuneration for the directors every year. In this connection, he presented the following report on the remuneration payments made to all the committees in 2015.

- The actual remuneration payments for the Board of Directors, which were allotted from the remuneration level of 11,000,000 baht approved by the shareholders, amounted to 8,807,142.86 baht in total. The payments were based on the number of the meetings attended by the directors.
- The remuneration payments made to the other sub-committees in 2015 amounted to 3,560,857.14 baht.
- The tables showing details about the payments made to the Board of Directors and the other sub-committees in 2015 and the rate of remunerations paid in 2015 and the current remuneration rate were on Pages 52 - 53 of the Notice of the Shareholders' Meeting.

As regards the payments made to each director in 2015, the related details were given on Pages 98 - 100 of the Annual Report 2014. The information which was disclosed to the meeting was only for acknowledgement. It was not necessary to adopt any resolution on this matter. 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.

In addition, the Board of Directors adopted a resolution approving the Nomination and Remuneration Committee's proposal that the Board of Directors review the appropriateness of the remuneration payments made to the Board of Directors, the Nomination and Remuneration

Committee, the Audit Committee, and the Risk Management Committee on a yearly basis. According to the review, the current remuneration level which was shown on the screen amounted to not more than 11,000,000 baht in line with the approval given by the shareholders in 2015. When compared with the remuneration to directors in the same industry, which took into account the additional responsibilities and the inflation factor, it found that the remuneration level approved by the shareholders remained appropriate.

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 2015 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 and with the Board being authorized to allot the related payments to its member.

In accordance with the information contained in the notice of the meeting, the proposed dividend payment to be made to the shareholders this year amounted to 2,097,233,465.40 baht. As a result, the total performance allowance to be paid to all members of the Board of Directors would amount to 20,972,334.65 baht.

The details on the payments of the allowance for the performance from 2013 to 2015 were given on Page 53 of the Notice of the Meeting.

Mr. Tiraphot Vajrabhaya then provided the shareholders with an opportunity to ask questions and give opinions. As no shareholder asked any questions or gave any opinions, the shareholders were requested to adopt the resolutions by making use of the ballots titled Agenda Item 5.1 and Agenda 5.2 respectively with details as follows:

1. The shareholders were requested to make use of the ballot titled 'Agenda Item 5.1' for the approval of the payment of the performance allowance to the Company's Board of Directors at the rate equal to one percent of the dividend payments approved for the shareholders, with the Board being authorized to allot the related payments to its members.
2. The shareholders were requested to make use of the ballot titled 'Agenda Item 5.2' for the approval of the payment of the remuneration in an amount not more than 11,000,000 baht to the Board of Directors for 2016.

Additional note:

From the time when the resolution on Agenda Item 4 was adopted until the time for adopting the resolution on Agenda Item 5, there were 40 additional shareholders registering for attending the meeting. They held 114,805 shares in total. As a result, the total shareholders attending the meeting amounted to 2,328 while the total number of their shares amounted to 640,838,226.

The results of the voting on the Agenda Item 5.1 were as follows:

Results	Number of votes
Approval votes	580,915,502
Disapproval votes	54,262,496
Abstained from voting	126,798
Number of Invalid votes	2,000

Resolution

With a majority of more than two thirds of the votes of the shareholders who were present at the meeting and casted their votes, the meeting adopted a resolution approving the payment of the performance allowance to the Board of Directors at the rate equal to one percent of the dividend payments approved for the shareholders, with the Board being authorized to allot the related payments to its members.

The results of the voting on the Agenda Item 5.2 were as follows:

Results	Number of votes
Approval votes	635,112,788
Disapproval votes	83,150
Abstained from voting	88,858
Number of Invalid votes	22,000

Resolution

With a majority of more than two thirds of the votes of the shareholders who were present at the meeting and casted their votes, the meeting adopted a resolution approving the payment of the remuneration in an amount not more than 11,000,000 baht to the Board of Directors.

Agenda 6: To consider the election of directors replacing those retiring by rotation

The Chairman informed the meeting that this agenda item was concerned with the consideration of the election of directors in replacement of the directors retiring by rotation. In this connection, he requested Mr. Tiraphot Vajrabhaya, the Chairman of the Nomination and Remuneration Committee to provide the shareholders with the details related to this agenda item.

Mr. Tiraphot Vajrabhaya informed the meeting that the following three directors would retire by rotation at the 2016 Annual General Meeting of Shareholders.

1. Mr. Banterng Tantivit Chairman (Non-Executive Director), and
2. Mr. Vichit Yanamon Director, Member of the Nomination and Remuneration Committee (Non-Executive Director), and
3. Mr. Somkiat Sukdheva Director, Member of the Audit Committee and Member of the Risk Management Committee (Independent Director)

As a result, the Nomination and Remuneration Committee proposed that the shareholders elect the three retiring directors namely Mr. Banterng Tantivit, Mr. Vichit Yanamon and Mr. Somkiat Sukdheva as the Company's directors for another term.

In enable the shareholders to consider and vote independently on this agenda item, he requested the three persons whose names were proposed for election, to be out of the meeting room temporarily.

Mr. Tiraphot Vajrabhaya informed the meeting that, in finding or proposing the list of the persons in replacement of the directors retiring by rotation, the Board of Directors not only assigned the Nomination and Remuneration Committee to be responsible for the related work, but also allowed the shareholders to propose names of qualified persons for election at this meeting through its website (www.thanachart.co.th) during the period from 23 September 2015 to 22 November 2015. However, during the specified period, there was no shareholder proposing any person for consideration. As a result, in line with the recommendation made by the Nomination and Remuneration Committee, the Board of Directors proposed to the shareholders that they elect the three retiring directors together for another term. The election of the three directors already received the approval of the Bank of Thailand. In this connection, the

shareholders could consider the brief profiles of the three directors, which were on Pages 54-60 of the Notice of the Meeting, or those currently shown on the screen.

Mr. Tiraphot Vajrabhaya then provided the shareholders with an opportunity to ask questions or give opinions. As no shareholder asked any question or gave any opinion, he requested the shareholders to adopt the resolution.

For transparency, he requested the shareholders to vote for each director separately by using the ballots titled Agenda Item 6.1 to Agenda Item 6.3 respectively. The ballots specified the name of each director separately as follows:

6.1 Mr. Banterng Tantivit

6.2 Mr. Vichit Yanamon

6.3 Mr. Somkiat Sukdheva

Mr. Tiraphot Vajrabhaya then invited the three directors who went out of the meeting room temporarily, to return to the meeting room before proceeding with the next agenda item.

Additional note:

From the time when the resolution on Agenda Item 5 was adopted until the time for adopting the resolution on Agenda Item 6, there were 24 additional shareholders registering for attending the meeting. The shareholder held 153,824 shares in total. As a result, the total number of shareholders attending the meeting amounted to 2,352 while the total number of their shares amounted to 640,992,050.

The following were the separate results of the shareholders' voting for the election of the three proposed persons as the Company's directors.

The results of the voting on Agenda Item 6.1 - Mr. Banterng Tantivit:

Results	Number of votes
Approval votes	571,963,455
Disapproval votes	62,214,557
Abstained from voting	1,280,608
Number of Invalid votes	2,000

The results of the voting on Agenda Item 6.2 - Mr. Vichit Yanamon:

Results	Number of votes
Approval votes	569,404,585
Disapproval votes	64,770,957
Abstained from voting	1,283,078
Number of Invalid votes	2,000

The results of the voting on Agenda Item 6.3 - Mr. Somkiat Sukdheva:

Results	Number of votes
Approval votes	615,270,502
Disapproval votes	18,857,800
Abstained from voting	1,322,308
Number of Invalid votes	10,010

Resolutions

With the majority votes of the shareholders who attended the meeting and casted their votes, the meeting passed the resolutions electing the three directors in replacement of the directors retiring by rotation.

Agenda 7: To consider the appointment of the auditor and determine the audit fee for 2016

The Chairman then requested Mrs. Siripen Sitasuwan, Chairperson of the Audit Committee, to present details of this agenda item.

Mrs. Siripen Sitasuwan informed the meeting that, in the past year, the Company appointed the public accountants of EY Office Limited as public accountants for the year 2015 and fixed the audit fee at 900,000 baht. For the year 2016, the Audit Committee went through the process of selecting public accountants. As well, the Board of Directors already considered the opinion of the Audit Committee and deemed it appropriate to propose the following list of the public accountants of EY Office Limited to the shareholders for appointment. It was proposed that

1. Ms. Rattana Jala (Certified Public Accountant (Thailand) No. 3734) and/or
2. Ms. Somjai Khunapasut (Certified Public Accountant (Thailand) No. 4499) and/or
3. Ms. Rachada Yongsawadvanich (Certified Public Accountant (Thailand) No. 4951)

be appointed as the Company's public accountants for the year 2016. It was also proposed that the shareholders approve the audit fee of 900,000 baht.

After taking into consideration various factors as well as the appropriate amount of work involved, the Audit Committee was of the opinion that EY Office Limited was reliable and its performance was widely acceptable both domestically and abroad. It also possessed the auditing standards on a par with the international standards and was supported by staff with knowledge, expertise, and experience in auditing financial statements of financial institutions. As well, it had always been helpful in providing the Company with valuable advice on various areas.

The audit fee proposed for the year 2016 was considered reasonable. Both the three public accountants and EY Office Limited had neither relationship nor transaction that might give rise to any conflict of interest with the Company. The appointment of the proposed public accountants also received the approval from the Bank of Thailand. In this connection, the audit fee of 900,000 baht for the year 2016 was the same amount as the audit fee for the year 2015.

As regards the detailed profiles of the three public accountants and other related information, the shareholders could find them on Pages 61-63 of the Notice of the Annual General Meeting.

Mrs. Siripen Sitasuwan then provided the shareholders with an opportunity to ask questions or express their opinions. There were a number of shareholders who asked questions or gave opinions as follows:

Mr. Basant Kumar Dugar (shareholder):

He said that the appointment of individual external auditors (but not audit firm) was limited to no more than five consecutive one-year terms. As well, he recommended that the Company use audit software such as ERP, SAP or Oracle. In addition, he said that, if the Company made use of the same audit firm as the one used by its affiliates, it would be able to save money on audit fees.

The Chairman:

The Chairman thanked the shareholder for his opinions. In relation to the Company's auditors, he said that their appointments were already limited to no more than five consecutive one-year terms.

As there was no additional question or opinion, Mrs. Siripen Sitasuwan requested the shareholders to vote on the agenda item.

Additional note:

From the time when the resolution on Agenda Item 6 was adopted until the time for adopting the resolution on Agenda Item 7, there were 32 additional shareholders registering for attending the meeting. The shareholder held 209,112 shares in total. As a result, the total number of shareholders attending the meeting amounted to 2,384 while the total number of their shares amounted to 641,201,162.

The results of the voting on the Agenda Item 7 were as follows:

Results	Number of votes
Approval votes	609,430,917
Disapproval votes	14,147,357
Abstained from voting	12,089,458
Number of Invalid votes	2,000

Resolution

With the majority votes of the shareholders who were present at the meeting and casted their votes, the meeting passed a resolution approving the appointment of the following list of the public accountants of EY Office Limited:

1. Ms. Rattana Jala (Certified Public Accountant (Thailand) No. 3734) and/or
2. Ms. Somjai Khunapasut (Certified Public Accountant (Thailand) No. 4499) and/or
3. Ms. Rachada Yongsawadvanich (Certified Public Accountant (Thailand) No. 4951)

as the public accountants of the Company for the year 2016. The audit fee of 900,000 baht for 2016 was also approved.

Agenda 8: Other business (if any)

The Chairman provided the shareholders with an opportunity to make suggestions and ask questions. In response, there were a number of shareholders who asked questions and expressed opinions as follows:

The shareholder:

He asked about the progress in relation to the sale of the equity stake of the Bank of Nova Scotia (Scotiabank) in Thanachart Bank as well as its related impacts.

The Chairman:

According to the information disclosed by the Company through the Stock Exchange of Thailand's information dissemination system, Scotiabank replaced many of its high-ranking executives and also reviewed its investment policy with very strong emphasis placed on Central America and South America. As a result, it would scale back or withdraw its investments in all countries in Asia and the Pacific. Since its investment in Thailand was the largest, it explored the possibility of selling all its shares in Thanachart Bank. However, the buyer of the shares was subject to the approval of the Company. According to the shareholders' agreement, the Company required that the buyer of the shares in Thanachart Bank had to be a financial institution or organization with high stability and a good reputation. Importantly, the buyer had to be able to work together well with Thanachart Group. Neither the Company's Board of Directors nor its executives were involved in the exploration of the possibility of selling the equity stake in Thanachart Bank, which was carried out by Scotiabank. Up until now, the Company was not informed of any details.

As regards the impacts, there was no impact expected, mainly because the work systems and information technology systems whose developments had to depend on Scotiabank's knowledge and experience were substantially completed. The latest one was concerned with the mobile banking system which should be made available to customers sometime in May 2016.

The Shareholder:

While he believed that the Company already implemented rigorous corporate governance principles, he would like to request it to oversee the procurement of a data warehouse system. This was mainly because he was uncertain whether any favoritism was shown towards some service providers or trading partners. As well, attention should be paid to the use of services provided by companies whose executives were close family members of Thanachart Bank's executives. In principle, first and foremost it was important to act in the best interests of the company. In addition, he was informed that a lot of new personnel had been recruited in the area of the information technology system. This led to an increase in expenditure.

Mr. Somjate Moosirilert:

Mr. Somjate thanked the shareholder for his opinions. He said that, in relation to the approval or procurement systems, there was no single executive who could make a final decision. In particular, in the area of information technology system, a large committee headed by him and consisting of several executives concerned was responsible for approving various projects. In considering them, the committee would take advantage of the expertise provided by Scotiabank. All the projects proposed to the committee had to be accompanied with a business plan and a budget as well as indicators which could be monitored. Moreover, as regards the procurement of other systems, the work units concerned would be required to participate in the discussion together with the central unit which possessed expertise. In relation to the recruitment of personnel in the area of the information technology system, they were recruited when Thanachart Bank was merged with Siam City Bank. The recruitment was necessary since there were many systems which needed to be developed. In this connection, the number of the employees recruited was not high when compared with the tasks to be accomplished.

Mr. Anu Wongsarakit (shareholder):

The shareholder would like to be informed of details related to the Company's business plan as the country's export outlook remained lackluster, the economic growth was slow, the number of vehicles for which buyers made a deposit at the recent motor show was fewer than in the previous year, and a large Thai commercial bank's announcement that it had cut its benchmark lending rates. In this connection, the shareholder did not want Thanachart Bank to raise fees it charged customers for services.

Chairman:

The Chairman said that, following a large Thai commercial bank's cut of its benchmark lending rates, other banks would certainly follow suit. Noteworthy was also the possibility of lower costs of deposits. On the part of Thanachart Bank, most of its loans were auto hire purchase loans whose interest rates were fixed. As a result, the changes did not have a significant impact on Thanachart Bank's performance. As regards the business plan, the Chairman requested Mr. Somjate to provide the shareholder with the related details.

Mr. Somjate Moosirilert:

The main thrust of the business plan was to encourage customers to use more services of Thanachart Bank. Strong emphasis would be placed on developing various financial services

and products. In relation to auto hire purchase loans, focus would be on the used vehicle market and the 'Cash Your Car' loans whose applications would be processed in a prudent manner. As regards loans for small and medium-sized enterprises, there were some businesses which had the potential for growth. Emphasis would also be placed on increasing the non-interest income. Marketing staff would undergo training and development to enable them to offer services to customers in an integrated and comprehensive manner. As well, the services would be enhanced simultaneously. In summary, apart from maintaining the same profitability as in the previous year, the Company would be able to achieve reasonable growth.

Mr. Preecha Jitranont (shareholder and rights protection volunteer of the Thai Investors Association):

1. The shareholder commended Thanachart Group for being certified as members of Thailand's Private Sector Collective Action Coalition against Corruption (CAC). He asked whether the Company had any plan to encourage its trading partners to become the members of the coalition as well.
2. Referring to Page 6 of the financial statements in relation to the 'non-controlling interests' item and Page 8 in relation to the income attributable to non-controlling interests, he asked whether these interests were affiliates of the Company.

Mr. Somjate Moosirilert:

As regards the collective action coalition against corruption on the part of trading partners, the Company would gradually study the matter. Once it reached a certain point, it would move gradually.

Mr. Anuwat Luengtawekul:

In relation to the 'non-controlling interests', these interests were the portions of equity ownership in subsidiaries not attributing to the Company. In the case of Thanachart Bank, the equity stake held by Scotiabank was not attributable to the Company or did not belong to Thanachart Capital. Similarly, taking into consideration various subsidiaries of Thanachart Bank in detail, one would find that several shareholders of these subsidiaries were not Thanachart Bank. These included, among others, Thanachart Fund Management Company limited and Ratchthani Leasing Public Company limited.

The Shareholder:

Referring to the loss of about 25 billion baht incurred as a result of the liquidation of Siam City Bank, the shareholder asked about the approach adopted by the Company in managing the loss and whether the Company would consider making additional dividend payments or share repurchases, taking into account the fact that it had set aside substantial provisions.

Mr. Anuwat Luengtawekul:

Mr. Anuwat said it was likely that not only additional provisions would be set aside but also revenues on the outstanding balance at Thanachart Bank would be recognized. As a result, the Company might earn some profit, from which a dividend payment could likely be made.

Mr. Basant Kumar Dugar (shareholder):

He offered the following opinions and recommendations:

1. Praiseworthy was the fact that the Company's interbank and money market items on the liability side of the balance sheet, whose financial costs were low, were relatively high in comparison with the interbank and money market items on the asset side.
2. The cash flows from investing activities showed that Thanachart Bank invested in good quality securities and that the investments were growing.
3. In relation to the minutes of the shareholders' meeting, he was of the opinion that they should not be included in the agenda for approval. This was mainly because the shareholders attending the previous meeting belonged to a group which was different from the group of shareholders attending today's meeting. Examples included companies in the Fortune 100 or Fortune 500 lists or even PTT Public Company Limited and IRPC Public Company Limited whose meeting agenda did not include Agenda Item 1 on the approval of the minutes of a shareholders meeting. As a result, it was not necessary to attach the minutes of the previous meeting to the notice of the annual general meeting. Making the minutes available to the public online through the Company's website as well as sending them to the Stock Exchange of Thailand (SET) and the Office of the Securities and Exchange Commission (SEC) would suffice. In this connection, after the meeting was closed, the Company could send the minutes of the meeting to Thailand Securities Depository Company Limited which would be responsible for forwarding them to shareholders for approval.

4. The payment of the performance allowance to directors should be based on the net profit or the dividend payment, whichever was higher. The objective was to motivate the Board of Directors to carry out their duties to the best of their abilities.
5. He recommended that the Company buy directors and officers liability insurance. In this connection, the Chief Executive Officer should attend the related course organized by the International Institute for Management Development (IMD). As well, the directors should attend training courses to enhance their efficiency and productivity.
6. The Company should make arrangements for roadshows and production of newsletters. The objective was to increase the trading volume of its stock.
7. The Company should study about the global financial system and the treasury centers. The objective was to identify additional income sources for Thanachart Bank.

Chairman:

The Chairman thanked the shareholder for his recommendations and opinions which would be taken into consideration.

As there was no one proposing any other item for consideration, the Chairman declared the meeting closed.

The meeting was closed at 16:17 hours.

(signed)_____ Banterng Tantivit _____Chairman of the meeting
(Mr. Banterng Tantivit)

(signed)_____ Panupan Tuangthong _____Keeper of the minutes
(Mr. Panupan Tuangthong)

Supporting Document

Agenda Item 4: To approve the allocation of the profit for the performance of the year 2016 and the dividend payment

Comparison of Dividend Payments for the Period from 2014-2016

Annual performance

Net profit (separate financial statements) (million baht)	
Net profit (consolidated financial statements) (million baht)	
Number of shares receiving dividend payments (shares)	
- Number of shares receiving dividend payments during the first half of the year	
- Number of shares receiving dividend payments during the second half of the year	
Earnings per share (separate financial statements) (baht)	
Dividend payments for the performance during the first half of the year (baht)	
Dividend payments for the performance during the second half of the year (baht)	
Total dividend per share (baht)	
Total dividend payments (million baht)	
Dividend payout ratio (separate financial statements) (percent)	
Dividend payout ratio of the net profit of the Company (consolidated financial statements) (percent)	

2016	2015	2014
1,659	2,194	1,653
6,013	5,436	5,120
1,165,129,703 ⁽¹⁾	1,165,129,703	1,206,479,703
1,165,129,703 ⁽¹⁾	1,165,129,703	1,206,479,703
1.42	1.86	1.37
0.80 ⁽²⁾	0.70	0.60
1.20 ⁽³⁾	1.10	1.00
2.00	1.80	1.60
2,330	2,097	1,930
140.43	95.60	116.81
38.76	38.58	37.70

Notes:

- (1) The calculation of the above dividend payments is based on the ordinary and preferred shares which total to 1,206,479,703 shares, less 41,350,000 ordinary shares repurchased by the Company under the Share Repurchase Program.
- (2) This was the interim dividend per share, which was already paid on 21 October 2016.
- (3) This represents the dividend per share, which is being proposed to the shareholders at 2017 Annual General Meeting for consideration. If the approval is given, the Company will prepare a list of shareholders eligible for the dividend payments on 19 April 2017 and gather their names in pursuance to Section 225 of the Securities and Exchange Act B.E. 2535 (1992) and Additional Amendment to the Act B.E. 2551 (2008), by closing the register book for suspension of the share transfer on 20 April 2017, with the dividend payments to be made on 3 May 2017.

The proposed dividend payments will be in line with the Company's established dividend policy, taking into account the Company's performance, the long-term rate of return to the shareholders, and the capital adequacy.

Supporting Document

Agenda Item 5 : To acknowledge a report on the remunerations of the Company's Members of the Board of Directors and the members of sub-committees, to approve the performance allowance for the Board of Directors for 2016 operating results, and to approve the level of remuneration of Directors and members of sub-committees in 2017

1. Criteria and procedure in proposing remuneration

In determining the remuneration of the Directors and the sub-committees, the Company's Nomination and Remuneration Committee not only takes into consideration various appropriated factors and roles and responsibilities but also compares it to the remuneration levels in the same industry as well as the Company's business expansion and earnings growth. This is done annually for proposing to the Company's Board of Directors.

2. Remuneration paid to the directors and the sub-committees

Table 1: The total amount of total remuneration paid in 2016

(Unit: Baht)

Committees	Amount
Board of Directors ⁽¹⁾	8,762,068.97
Audit Committee	2,295,000.00
Nomination and Remuneration Committee	696,000.00
Risk Management Committee	920,000.00
Total Remuneration ⁽²⁾	12,673,068.97

Note: ⁽¹⁾ The Annual General Meeting of Shareholders for the Year 2016 approved the rate of remuneration paid to the Board of Directors not exceeding 11,000,000 baht per year (excluding the remuneration of the sub-committees and the performance allowances).

⁽²⁾ The aforementioned total remuneration is based on the monthly remuneration and committee meeting allowance (excluding the performance allowances). The details of the remuneration of each director are shown in the Annual Report 2016.

Table 2: The rate of remunerations paid in 2016 and the current remuneration rate

(Unit: Baht)

Committees	Position	Monthly remuneration (per person)	Stipends for each meeting (per person)
Board of Directors	Chairman	100,000	50,000
	Directors	50,000	25,000
Audit Committee	Chairman	50,000	25,000
	Members	30,000	20,000
Nomination and Remuneration Committee	Chairman	None	50,000
	Members	None	33,000
Risk Management Committee	Chairman	30,000	30,000
	Members	20,000	20,000

Note: Remuneration paid to the Risk Management Committee only made to non-executive members.

Table 3: The rate of remunerations proposed for approval from 2017 Annual General Meeting of Shareholders

(Unit: Baht)

Committees	Position	Monthly remuneration (per person)	Stipends for each meeting (per person)
Board of Directors (The same rate applied currently)	Chairman	100,000	50,000
	Directors	50,000	25,000
Audit Committee	Chairman	60,000	30,000
	Members	40,000	20,000
Nomination and Remuneration Committee	Chairman	30,000	20,000
	Members	20,000	15,000
Risk Management Committee (The same rate applied currently)	Chairman	30,000	30,000
	Members	20,000	20,000

Note: 1. Remuneration paid to the Risk Management Committee only made to non-executive members.

2. After the approval is given by the Shareholders' Meeting, it will be effective from 1 May 2017.

3. Approval the payment of the performance allowance to the Directors from the 2016 performance

The Extraordinary Meeting of Shareholders No. 1/1993 held on 25 May 1993 approved a policy of performance allowance payment at the rate of one percent of the dividend payments approved for the shareholders.

Comparison of the payments of the performance allowance from the period of 2014 - 2016

(Unit: Baht)

Item	For the Performance of the Year		
	2016	2015	2014
Performance allowance paid	23,302,594.06*	20,972,334.65	19,303,675.25

Note: * It is the amount of performance allowance proposed for consideration at the Annual General Meeting of Shareholders for the Year 2017.

The payments of the performance allowance should be in line with the dividend payments made to the shareholders. The Board of Directors has played an important role in establishing policies and governing the Company's conduct of business affairs. In this connection, the Company's net profit (based on separate financial statements) for 2016 amounted to 1,659,316,893.07 baht. It is proposed that the shareholders approve the dividend payments of 2.00 baht per share or 2,330,259,406.00 baht in total. It is deemed appropriate that the shareholders also approve the payment of the performance allowance to the directors in the amount of 23,302,594.06 baht which is equal to one percent of the dividend payments. The same rate also applies to the performance allowances previously approved for the years 2014-2015. The Board of Directors will then be authorized to consider allotments among the directors.

Supporting Document

Agenda Item 6: To consider the election of directors replacing those retiring by rotation.

The remuneration guideline

The Company takes into consideration the appropriate structure and overall components of the Board of Directors as well as the qualifications in compliance with the related laws and regulations and suitable competency in order to govern the business operation of the Company in line with the nomination process.

Information of the three directors proposed for re-election is as follows:

Profile of the retiring director proposed to shareholders for re-election for another term



Name and surname	Mr. Suphadej Poonpipat
Type of directorship	Executive Director
Current position	Vice Chairman, Chairman of the Executive Committee, Chairman of the Risk Management Committee, and Chief Executive Officer
Age	67 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Science, University of Wisconsin, USA - Bachelor of Business Administration and Accounting, Chulalongkorn University
Directorship and executive training program	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Role of the Compensation Committee (RCC), Class 15/2012 - Certificate, Role of Chairman Program (RCP), Class 28/2012 - Certificate, Financial Institutions Governance Program (FGP), Class 4/2012 - Certificate, Director Accreditation Program (DAP), Class 8/2004 <p><u>Thanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Anti Corruption for Executives, Class 1/2014 <p><u>Capital Market Academy, The Stock Exchange of Thailand</u></p> <ul style="list-style-type: none"> - Certificate, Capital Market Academy Leadership Program, Class 8/2009

Date of holding directorship	23 May 1983
No. of year holding directorship	33 Years 11 Months
Position in other listed company	<ul style="list-style-type: none"> - Chairman and Chairman of the Executive Committee, Patum Ricemill and Granary Public Company Limited - Director, Royal Orchid Hotel (Thailand) Public Company Limited - Vice Chairman, Vice Chairman of the Executive Committee, and Chairman of the Nomination and the Compensation Committee, MBK Public Company Limited
Position in other non-listed company	<ul style="list-style-type: none"> - Chairman, DMS Property Investment Private Company Limited - Director, Thai Royal Orchid Real Estate Company Limited - Director, Siam Piwat Holding Company Limited - Director, MBK Resort Public Company Limited - Director, Siam Piwat Company Limited
Position in company whose business is related to the Company's business	<ul style="list-style-type: none"> - Chairman, MBK Life Assurance Public Company Limited - Vice Chairman, Chairman of the Executive Committee and Member of the Succession Committee, Thanachart Bank Public Company Limited - Chairman and Chairman of the Executive Committee, Thanachart Insurance Public Company Limited
Position in competitor business in relation to the Company that may cause a conflict of interest	None
Work experience	<ul style="list-style-type: none"> - Vice Chairman, Thanachart Insurance Public Company Limited - Director, DMS Property Investment Private Company Limited - Vice Chairman, Patum Ricemill and Granary Public Company Limited - Vice Chairman, Siam City Bank Public Company Limited - Director and Chairman of the Executive Committee, Thanachart Life Assurance Public Company Limited - Director, Plan Estate Company Limited - Member of the Nomination and the Compensation Committee, MBK Public Company Limited - Advisor, Patum Ricemill and Granary Public Company Limited
No. of TCAP share held	None
Shareholding as compared to the total number of voting rights (percent)	None

Meeting attendance in 2016	Board of Directors:	12 out of 12 meetings
	Executive Committee:	12 out of 12 meetings
	Risk Management Committee:	12 out of 12 meetings

Profile of the retiring director proposed to shareholders for re-election for another term



Name and surname	Mrs. Siripen Sitasuwan
Type of directorship	Independent Director
Current position	Chairperson of the Audit Committee and Member of the Nomination and Remuneration Committee
Age	69 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Business Administration, Wichita State University, Kansas, USA - Bachelor of Business Administration and Accounting, Chulalongkorn University
Directorship and executive training program	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Audit Committee Program (ACP), Class 32/2010 - Certificate, Role of the Compensation Committee (RCC), Class 4/2007 - Certificate, Director Certification Program (DCP), Class 33/2003 <p><u>Thanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Anti Corruption for Executives, Class 1/2014 <p><u>Singapore Institute of Directors</u></p> <ul style="list-style-type: none"> - Attendance for course LCD - Module 1: Listed Company Director Essentials - Understanding the Regulatory Environment in Singapore: What Every Director Ought to Know - Attendance for course LCD - Module 2: Audit Committee Essentials - Attendance for course LCD - Module 4: Nominating Committee Essentials
Date of holding directorship	23 May 2000
No. of year holding directorship	16 Year 11 Months
Position in other listed company	<ul style="list-style-type: none"> - Chairperson of the Audit Committee, Thai Solar Energy Public Company Limited - Member of the Audit Committee and Member of the Risk Management Committee, Sermasuk Public Company Limited

Position in other non-listed company	<ul style="list-style-type: none"> - Chairperson of the Audit Committee, Member of the Nomination Committee, and Member of the Remuneration Committee, Fraser and Neave, Limited (Singapore) - Chairperson, Solaris Asset Management Company Limited 	
Position in company whose business is related to the Company's business	None	
Position in competitor business in relation to the Company that may cause a conflict of interest	None	
Work experience	<ul style="list-style-type: none"> - Member of the Audit Committee and Member of the Remuneration Committee, Frasers Centrepoint Limited (Singapore) - Member, of the Nomination Committee and Member of the Remuneration Committee, Thanachart Capital Public Company Limited 	
No. of TCAP share held	None	
Shareholding as compared to the total number of voting rights (percent)	None	
Meeting attendance in 2016	Board of Directors:	12 out of 12 meetings
	Audit Committee:	15 out of 15 meetings
	Nomination and Remuneration Committee:	6 out of 6 meetings

Profile of the retiring director proposed to shareholders for re-election for another term



Name and surname	Mr. Tiraphot Vajrabhaya
Type of directorship	Independent Director
Current position	Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee
Age	64 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Business Administration, Boston University, USA - B.A in Economics and Commerce, University of Melbourne, Australia
Directorship and executive training program	<u>ThaiInstitute of Directors Association</u> <ul style="list-style-type: none"> - Certificate, Director Certification Program (DCP), Class 197/2014 - Certificate, Role of the Compensation Committee (RCC), Class 19/2014 <u>Thanachart Bank Public Company Limited</u> <ul style="list-style-type: none"> - Anti Corruption for Executives, Class 1/2014
Date of holding directorship	3 April 2014
No. of year holding directorship	3 Years
Position in other listed company	None
Position in other non-listed company	<ul style="list-style-type: none"> - Director, U.S.P.N. Company Limited - Director, U.V.S.P. Company Limited - Managing Director, T. V. V. Enterprise Company Limited
Position in company whose business is related to the Company's business	None
Position in competitor business in relation to the Company that may cause a conflict of interest	None
Work experience	- Director, Thanu Chana Company Limited
No. of TCAP share held	None
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2016	Board of Directors: 10 out of 12 meetings Audit Committee: 15 out of 15 meetings Nomination and Remuneration Committee: 6 out of 6 meetings

● Qualifications of the Independent Director

The independent director must not have any business or participate in the management or does not have any benefit related to the Company, which may have impact on his/her independent decision making. The Company's criteria related to the qualifications of the independent director are stricter than those indicated in the Notification of the Capital Market Supervisory Board No. Tor. Jor. 39/2016 regarding the application for and approval of offer for sale of newly issued shares dated 30 September 2016, and the Amendment, and the BOT's notification, sor nor sor 13/2009, Re: Governance of Financial Institutions, dated 9 July 2009. The criteria can be summarized as follows:

1. Holding shares not more than 0.5 percent of total number of shares with voting rights of the Company, subsidiary company, associated company, major shareholder or controlling person, including shares held by persons related to such independent director. (The Company specifies a more stringent qualification than that of the Capital Market supervisory Board, which specifies at not more than one percent).

2. Is not now and never has been an executive director, employee, staff, advisor who receives salary, or a controlling person of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment date. This restriction does not include cases in which the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.

3. Not being a person related by blood or registration under laws such as father, mother, spouse, sibling and child, including spouse of children of any director, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company or its subsidiary company.

4. Does not have and never had a business relationship with the Company, subsidiary company, associated company or major shareholder or controlling person that may have a conflict of interest that obstructs the independent opinion. As well, any independent director is not now and never has been a significant shareholder, controlling person of any person having a business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

5. Is not now and never has been an auditor of the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

6. Is not now and never has been a professional service provider, including a legal advisor or a financial advisor who receives service fees of more than two million baht per year from the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling

person or partner of the professional service provider, unless the foregoing relationship has ended not less than two years prior to the appointment date.

7. Not being a director appointed as a representative of any director of the Company, any major shareholder or a shareholder related to the major shareholders.

8. Not operating any business that is of the same status and in competition with the Company or subsidiary company. Not being a significant partner of a partnership or an executive director, employee, staff or advisor who receives a salary or holds more than one percent of total number of shares with voting rights of any other company which operates business in the same status and in competition with the Company or subsidiary company.

9. Not having any business nor being an executive director nor having related benefit that may obstruct the independent opinion. As well, an independent director must not have any prohibited characteristic that undermines independence in carrying out the duties in the Company's operations.

Every Independent Director is independent to express opinions without interest in benefit in terms of assets or working position; from the pressure of any person or any group of people as well as from any circumstances that could affect their opinion expression.

Supporting Document

Agenda Item 7: To consider the appointment of the auditor and determine the audit fees for 2017

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

- (1) Ms. Ratana Jala (Certified Public Accountant (Thailand) No. 3734) and/or
- (2) Ms. Somjai Khunapasut (Certified Public Accountant (Thailand) No. 4499) and/or
- (3) Ms. Rachada Yongsawadvanich (Certified Public Accountant (Thailand) No. 4951)

These are the auditors of EY Office Limited

● **Brief profiles of the three auditors:**

Name	:	Ms. Ratana Jala Certified Public Accountant (Thailand) No. 3734
Age	:	51 years
Education	:	Master of Accounting, Thammasat University
Position in the Audit Firm	:	Partner
Auditing Experience	:	<ul style="list-style-type: none"> - Thanachart Capital Public Company Limited - Thanachart Bank Public Company Limited - Kim Eng Asset Management (Thailand) Public Company Limited - TISCO Financial Group Public Company Limited - TISCO Bank Public Company Limited - Capital Nomura Securities Public Company Limited - Muangthai Leasing Public Company Limited - Bualuang Securities Public Company Limited



Name : Ms. Somjai Khunapasut
Certified Public Accountant (Thailand) No. 4499

Age : 45 years

Education : Master of Accounting, Thammasat University

Position in the Audit Firm : Partner

Auditing Experience :

- Ratchthani Leasing Public Company Limited
- The Thai Insurance Public Company Limited
- Thanachart Insurance Public Company Limited
- Thanachart Securities Public Company Limited
- Thanachart Fund Management Company Limited
- LH Financial Group Public Company Limited
- Land and Houses Bank Public Company Limited
- Capital Nomura Securities Public Company Limited
- Muang Thai Insurance Public Company Limited
- Thaivivat Insurance Public Company Limited
- The Navakij Insurance Public Company Limited
- Syn Mun Kong Insurance Public Company Limited



Name : Ms. Rachada Yongsawadvanich
Certified Public Accountant (Thailand) No. 4951

Age : 45 years

Education : Master of Business Administration, Assumption University
Master of Science in Finance, Thammasat University

Position in the Audit Firm : Partner

Auditing Experience :

- LH Financial Group Public Company Limited
- Land and Houses Securities Public Company Limited
- Land and Houses Bank Public Company Limited
- United Overseas Bank (Thai) Public Company Limited
- Finansia Syrus Securities Public Company Limited
- Bangkok Insurance Public Company Limited
- Thaire Life Assurance Public Company Limited



- **Audit Fees**

For the Company's 2017 financial statements, EY Office Limited proposes the audit fees for 2017 of 900,000 baht, the same amount of the audit fees for 2016.

- **Non-Audit Fees**

The Company does not pay any other fee to the auditors.

- **Relationship with the Company**

EY Office Limited and the proposed auditors do not have any relationship with or any interest in the Company, subsidiary companies, associated companies, executives, and major shareholders or related person of the said parties. As a result, they are independent in carrying out their duties and in expressing their opinions on the financial statements.

- **Number of Years as Auditor of the Company**

All three proposed auditors were approved by the Annual General Meetings of Shareholders and have been auditing for the Company in the past with the following details:

Name	Approval by AGM	No. of years as auditor of the Company
Ms. Ratana Jala	Years 2003 - 2010 and	5
	Year 2013 - 2015	4
Ms. Somjai Khunapasut	Year 2015 - 2016	-
Ms. Rachada Yongsawadvanich	Year 2016	-

- **Auditor of the Company's Subsidiary Companies**

The auditors of EY Office Limited are the auditors of the Company and its subsidiaries.

- **Opinion of the Audit Committee**

The Audit Committee takes into consideration the auditors of EY Office Limited that they are knowledgeable and comprehensive in Thanachart Group's business operations. Moreover, their previous performance were high quality and creditable. As a result, the Audit Committee had a resolution to propose the auditors of EY Office Limited as the auditors of the Company and its subsidiaries.

- **Approval by the Bank of Thailand**

The proposed auditors must obtain the approval from the Bank of Thailand and they have been approved by the Bank of Thailand already.

Clarifications on
Proxy Appointment, Registration and Evidence for Attending and
Voting at the Annual General Meeting of Shareholders for the Year 2017
Thanachart Capital Public Company Limited
Wednesday, 5 April 2017

1. Appointment of Proxy Holder

The Company has prepared the following three proxy forms in line with the Ministry of Commerce's requirements.

- Proxy Form A is a general and simple form that provides the proxy holder with authority to consider and vote on behalf of the grantor of the proxy on all agenda items in a manner as deemed appropriate by the proxy holder.
- Proxy Form B is a form that gives a list of agenda items on which the proxy is granted in a clear and detailed manner. The grantor of the proxy can choose to specify that the proxy holder is authorized to consider and vote on behalf of the grantor of the proxy on all agenda items in a manner as deemed appropriate by the proxy holder. Or the grantor of the proxy can request the proxy holder to vote in the manner clearly specified by the grantor in the proxy form for each agenda item.
- Proxy Form C is a form used by a foreign shareholder who has appointed a custodian in Thailand to take deposit and take care of shares.

In this connection, the Company has sent Proxy Form B together with the Notice of Annual General Meeting. In case the shareholder wants to use Proxy Form A or Proxy Form C, the forms are available for download at www.thanachart.co.th.

Shareholders who are unable to attend the meeting in person may appoint any other party or a member of the Company's Board of Directors (based on the list of board members specified by the Company) as proxy holder to attend the meeting and vote at the annual general meeting on their behalf as follows:

1. The shareholder appoints any other person as a 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 on it. The proxy holder is also required to sign his/her name in the form and prepare all related documents for registration indicated under the topic No. "3. Documents or evidence which the participants are required to present for registration prior to attending the meeting".

- 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.

Name	Position	Age	Address
1. Mr. Somkiat Sukdheva	Member of the Audit Committee and Member of the Risk Management (Independent Director)	73	3/97 Soi Phahon Yothin 30, Kwaeng Chantarakasem, Khet Chatuchak, Bangkok. 10900
2. Mr. Vichit Yanamorn	Member of the Nomination and Remuneration Committee and Member of the Risk Management Committee (Non-executive Director)	71	92/3 Moo 3, Soi Ari Samphan 1, Phaholyothin Road, Sam Sen Nai, Phayathai Bangkok. 10400
3. Ms. Suvarnapha Suvarnaprathip	Vice Chairperson of the Executive Committee and Vice Chairperson of the Risk Management Committee (Executive Director)	72	29/2 Soi prom see, klongtan Nua, Wattana, Bangkok. 10600

Those Directors have conflict of interest in the remuneration Agenda.

- In appointing the Company's Directors as proxy holders, please give names and details of all three directors (sorting from the desire of shareholders in order). If the first Director is not able to attend the meeting, the next order of the Director who attends 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 and place his/her signature on the proxy form and prepare all related documents for registration indicated under the topic No. **"3. Documents or evidence which the participants are required to present for registration prior to attending the meeting"**. Please put the completed proxy form in the enclosed reply envelope, seal and then deliver it via mail to "Corporate Secretary Office" before the meeting date. (In case of sending the proxy statement via postal mail, please send it by 30 March 2017).

2. Meeting registration and documents required prior to attending the meeting

The Company's provides staff for verifying the proxy form and accepting the registration for attending the meeting. The Company will start verifying the proxy forms and accepting the registration for attending the meeting more than Two hours before the meeting starts. Registration will begin at 12.00 hours, at Royal Orchid Ballroom, 2th floor, Royal Orchid Sheraton Hotel & Towers, 2 Charoen Krung Road, Soi 30, Siphya, Bangrak, Bangkok, in line with the meeting procedures and the map attached herewith in this Notice of the Meeting.

For the convenience of the shareholders, a barcode system for the registration is applied by the Company. Therefore, the shareholders and/or proxy holders are required to bring the registration form or 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. In this connection, the Company will prepare the duty stamp provided at the proxy verification point. This for the convenience of shareholders in case the proxy form is not duty stamped.

3. 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. At the registration point, the shareholder is required to submit barcode documents and show valid identification document issued by the state agency bearing the photograph of the shareholder as well as the identification number, e.g. personal ID card, government ID card, driver's license or passport. If there is name - last name changed, please provide the evidence.
- 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 a true copy.
 - c) An original and a photocopy of the proxy holder's valid ID card as referred to in Item 1.1 above, which is certified by the proxy holder as a true copy.

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 juristic person's representative 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 juristic person's representative as a true copy.

- d) An original and a 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 a 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. The representative of the foreign juristic person must certify the accuracy and correctness of the translation.

4. Voting and Voting Results

■ Voting

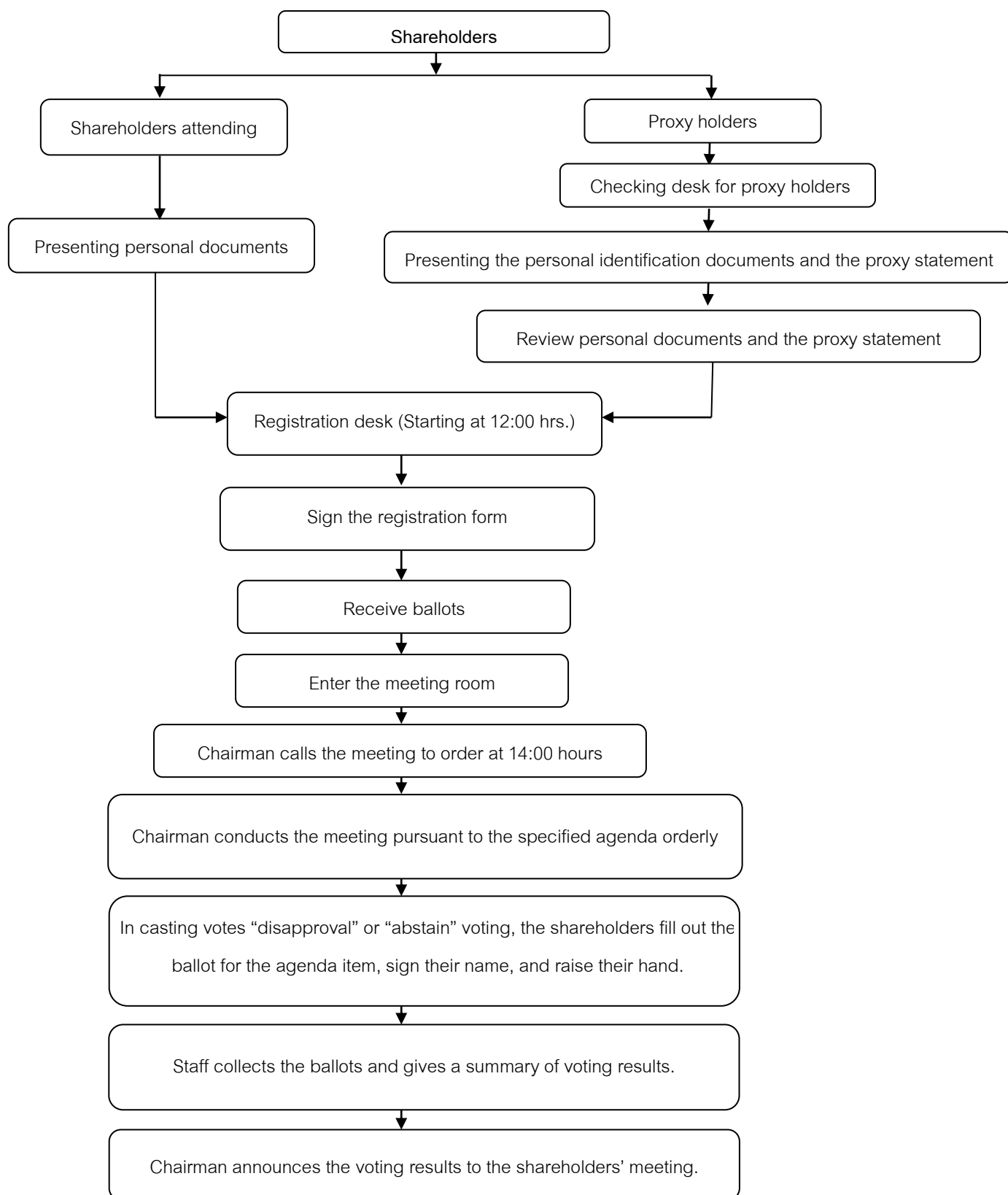
- (1) One share equals to one vote for both ordinary and preferred shares.
- (2) In voting for each agenda item, the Chairman of the meeting will ask whether there is any shareholder who wishes to cast votes of disapproval or abstain from voting, to raise his/her hand.
- If there is any shareholder raising his/her hand, the shareholder is required to put signature and check the box indicating votes of disapproval or abstain from voting, on the ballot previously given to shareholders prior to attending the meeting. The Chairman will request the staff to count the ballots they collect from shareholders who cast votes of disapproval or abstain from voting. The ballots without signature or with more than one boxes checked will be considered invalid. Any shareholders who do not raise their hands shall be deemed as casting their approval votes to the resolution as proposed by the Chairman.
 - In the event that 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, except that there are shareholders who check the boxes on the proxy forms, indicating their votes of disapproval or abstain from voting. In counting votes for each agenda item, the Company has already included these votes of disapproval or the abstention from voting, on the proxy forms.

- Any shareholder having a conflict of interest with regard to the agenda item under consideration will not be entitled to voting on such item. However, this does not apply 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. The Company uses the barcode system for counting votes.
2. In counting votes for each agenda item, the Company will deduct the disapproval and abstained votes of the shareholders present at the meeting as well as the disapproval and abstained votes of the shareholders who appointed proxy holders, which are recorded by the Company in advance at the time the proxy holders registered their presence at the meeting, from the total votes of the shareholders present at the meeting for the agenda item concerned. The remaining amount of votes after the deductions is considered as approval votes.
3. The Chairman shall announce the voting results after the voting process for each agenda item is completed by reporting approval, disapproval, abstain, and invalid votes.
4. In the event of a tie, the Chairman of the meeting shall cast the deciding vote although he is not a shareholder of the Company.

Procedures related to attendance of the Annual General Meeting of
Shareholders for the Year 2017



The Company's Articles of Association in relation to the Annual General Meeting

Share Transfer

- Article 14. Prior to each shareholders' meeting, the Company may provisionally suspend the registration of share transfer but in no case shall it be longer than 21 days before the date of the meeting whereupon it shall announce this to the shareholders in advance at the Head Office and all branches not less than 14 days prior to the commencement day of suspending the registration of share transfer.
- Article 15. The Company may provisionally suspend the registration of share transfers in order to specify several rights to the shareholders such as the right to receive dividends or the right to subscribe for new shares.

Directors

- Article 16. The number of directors shall be in compliance with the adoption by the shareholders' meetings but shall not be less than 5 directors.
- A director may or may not be a shareholder of the Company but not less than one half of the total number of directors must have a residence within the Kingdom of Thailand.
- Article 17. The directors of the Company shall be appointed by the shareholders' meeting pursuant to the following criteria and methods:
- 1) A shareholder shall have one vote per share;
 - 2) 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 (1) and his votes may not be distributed howsoever to elect the candidate (s);
 - 3) At the election of the directors, the votes shall be decided by majority. In case of a tie vote, the Chairman shall have a deciding vote.
- Article 18. At every ordinary annual meeting, one-third of the directors during such time shall retire from office; if the number of directors to retire from office is not a multiple of three, then the number nearest to, but not exceeding one-third, shall be applied.
- After these Articles of Association become effective, the directors due to retire from office pursuant to the first paragraph in the first and the second years shall be determined by ballots. In every subsequent year the directors who have served longest in office shall retire. Upon an

occasion where several directors who have been in office for an equal length of time exceed the number of directors due to retire from office for such time, the directors due to retire shall be determined by ballots.

A retiring director based on the foregoing shall be eligible for re-election.

Article 23. A director is entitled to remuneration from the Company, namely gratuities, meeting allowances, rewards, bonuses or any other nature of interests pursuant to the Articles of Association or the consideration of the shareholders meeting. Such remuneration may be fixed or specified from time to time according to the regulations as laid out, or let it remain effective until there is a change. Moreover, the director is also entitled to a per diem and any fringe benefits according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of an officer or an employee, who has been appointed to be a director, to receive the remuneration and benefits in his capacity as an officer or an employee of the Company.

Article 30. The Board of Directors is authorized to appoint a number of directors as it deems appropriate to form the Executive Committee. One of the directors shall serve as Chairman of the Executive Committee, who is authorized to manage the Company's business as assigned by the Board of Directors. In addition, the Chief Executive Officer shall serve as ex-officio member of the Executive Committee. The Board of Directors is also authorized to appoint other sub-committees as it deems appropriate.

The members of the Executive Committee and/or the directors appointed as members of other sub-committees are entitled to remuneration and/or performance allowance as determined by the meeting of the Board of Directors. However, such entitlements shall not affect other remuneration or benefits which those directors may receive as directors under this Article. The Executive Committee is authorized to arrange or call a meeting as it deems appropriate. The Article 27, 28, and 29 can be applied mutatis mutandis.

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 thereof 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.

Accounting, Financing, and Auditing

Article 42. The Company shall prepare a balance sheet and a profit and loss account and have the auditor to examine, audit and certify these twice a year, the first one covering the first six months period of the year ending 30th June and the other covering the last six months' period of the year ending 31st December.

Such balance sheet and profit and loss account for the period ending 31st December shall be submitted for approval by the Board of Directors at the following annual ordinary meeting.

Article 43. The Company must appropriate a portion of annual net profit as a reserve fund in the amount not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any), until the reserve funds reach the amount not less than the amount prescribed by law.

Article 44. The Company may, upon the approval of the shareholders meeting, appropriate dividends whether in whole or in part by issuing new shares to shareholders, if the Company's shares have not been allocated to the number of shares as registered or if the Company has registered an increase of its capital.

Article 45. The Board of Directors may from time to time pay the shareholders interim dividends as may appear to the Directors that the Company has gained sufficient profits and it is appropriate to do so.

The Company may pay an interim bonus to the directors according to the regulations prescribed by the shareholders meeting if it appears that the balance sheet and the profit and loss account as of 30th June are certified by the Company's auditor and the Company gains sufficient profit and it is appropriate to do so.

The excessive profit after paying dividend according to the resolution of the shareholders or after paying the interim dividend (if any) must be allocated in forms of various type of reserve according to the Board of Directors or allocated as a statutory reserve of the Company.

Article 46. The Payment of dividends shall be made within 1 month from the date of the meeting or upon the date the Board of Directors has passed the resolution, as the case may be.

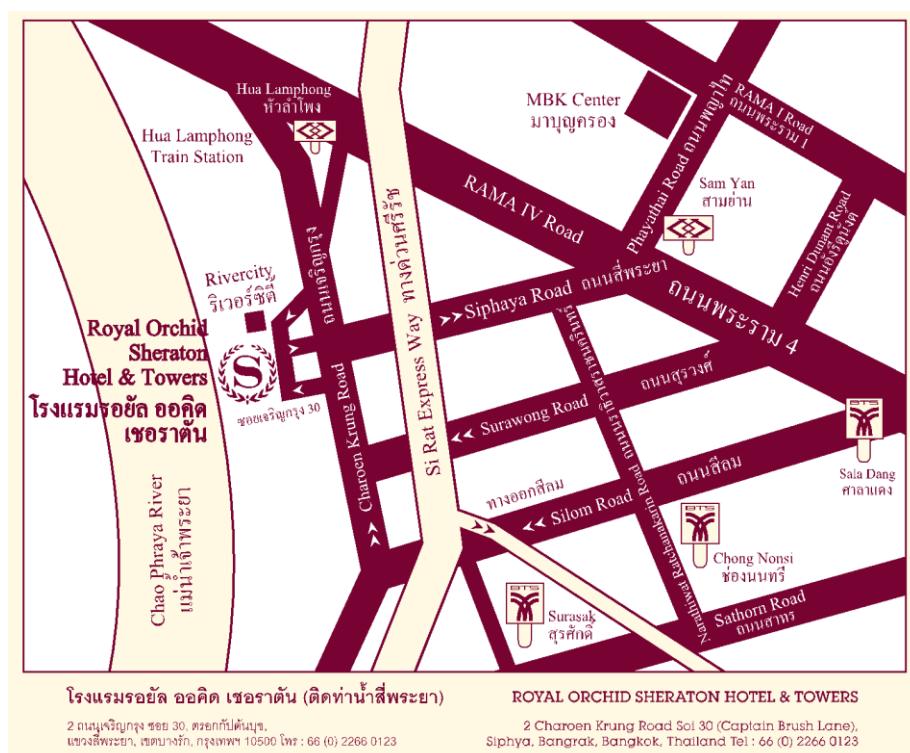
Article 48. The auditor has the power to examine accounts, any other documents and evidence concerning income, expenditures, property and liabilities of the Company. He also has a duty to be present at a shareholders' meeting of the Company every time the balance sheets, profit and loss account and problems concerning the accounts of the Company are considered in order to give an explanation on the auditing to the shareholders, but he has, however, no right to vote.

Map of Royal Orchid Sheraton Hotel & Towers

Map of the Meeting's Location

The meeting will be held at the Royal Orchid Ballroom, 2nd floor, Royal Orchid Sheraton Hotel & Towers, 2 Charoen Krung Road Soi 30 (Captain Bush Lane), Kwaeng Siphya, Khet Bangrak, Bangkok 10500, Tel: 0-2266-0123.

■ Directions to the Royal Orchid Sheraton Hotel & Towers



- Travel by Skytrain (BTS): take the Silom Line and get off at Saphan Taksin Station (or S6 Station) and go out through Exit No. 2. Then, take the hotel's boat at the hotel's pier. The complimentary boat shuttle service is available from 09:00 hrs to 22:00 hrs. The boat leaves the pier every half hour, an approximately seven-minute ride to the hotel.
- Travel by city bus: use any of the following bus routes:
 - Ordinary Bus Routes No. 36 and 93 or air-conditioned Bus Routes No. 36 and No. 93.
 - Minibuses from Victory Monument to Si Phraya Pier or minibuses from Saphan Mai to Si Phraya Pier.
- Travel by personal car:
 - If you use Rama IV Road, turn onto either Silom Road or Surawong Road. At the end of the road which is connected to Charoen Krung Road, turn right. The Royal Orchid Sheraton Hotel & Towers is located on Soi Charoen Krung 30.
 - If you use Charoen Krung Road, look for Soi Charoen Krung 30.
 - If you use Expressway, get off at Rama IV (Hualamphong) exit. At the end of Rama IV Road, turn left onto Mahaprutharam Road. When you reach the end of the road, turn right at about the bridge-neck. Quickly enter the leftmost lane and turn left into Soi "Si Phraya Water Quality Control Plant" which is a one-way street. Drive past River City Shopping Complex and then turn right into the parking space of the Hotel.

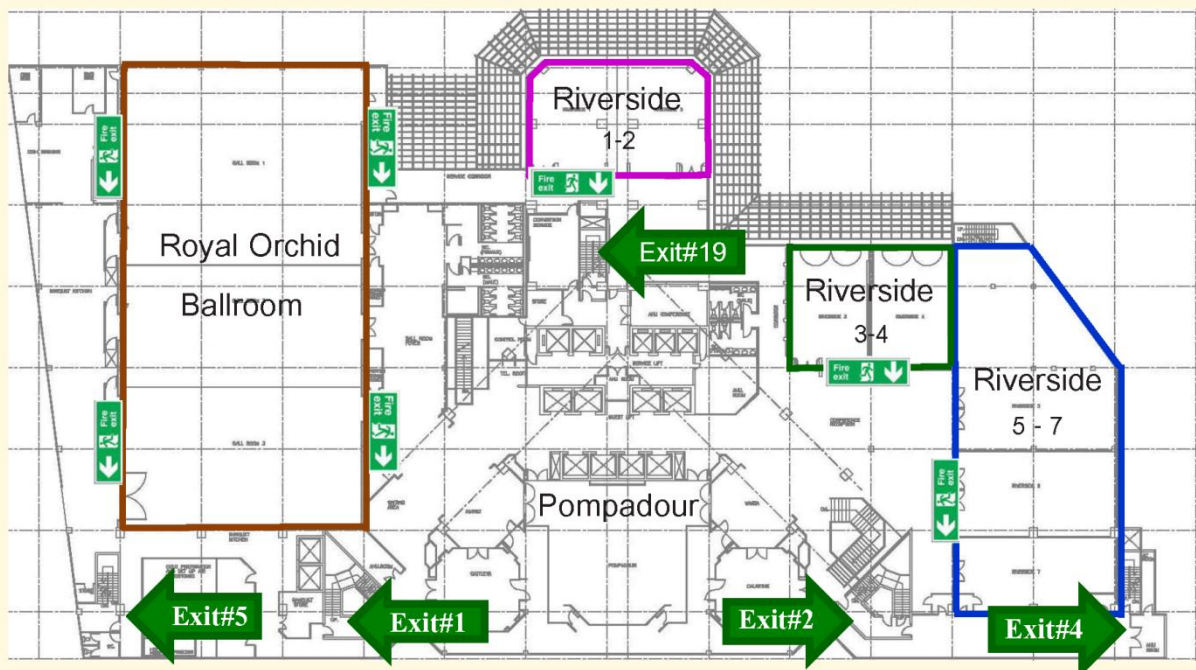
Note: You may park your car at the Hotel or River City Shopping Complex. (In case you park at River City Shopping Complex, you can get the parking ticket stamped at the meeting free of charge.)

Fire Escape

In case of emergency

Use the nearest exit door and fire escape by

Royal Orchid Ballroom use the fire exit# 1 or 5, Riverside 1 - 2 use the fire exit# 19, Riverside 3 - 4 use the fire exit# 2, Riverside 5 - 7 use the fire exit# 2 or 4 and Pompadour use the fire exit# 1 or 2



[2]

แบบหนังสือมอบฉันทะ แบบ ข.
Proxy Form B

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า

I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท ทุนธนชาต จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of **Thanachart Capital Public Company Limited (“the Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม
holding the total amount of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ
shares and are entitled to vote equal to

เสียง ดังนี้
votes as follows:

☐ หุ้นสามัญ
ordinary share

หุ้น ออกเสียงลงคะแนนได้เท่ากับ
shares and are entitled to vote equal to

เสียง
votes

☐ หุ้นบุริมสิทธิ
preferred share

หุ้น ออกเสียงลงคะแนนได้เท่ากับ
shares and are entitled to vote equal to

เสียง
votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ หรือ กรรมการที่เป็นผู้บริหาร ของบริษัทฯ ได้ โดยมีข้อมูลแสดงในหนังสือบอกกล่าวเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2560)

Hereby appoint (The shareholder may appoint the Independent Director or Executive Director of the Company of whose details are in of Notice of the 2017 AGM.)

☐ 1. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____
หรือ (or)

☐ 2. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____
หรือ (or)

☐ 3. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____
หรือ (or)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันที่ 5 เมษายน 2560 เวลา 14.00 นาฬิกา ณ ห้องรอยัล ออคิด บอลรูม ชั้น 2 รอยัล ออคิด เซราตัน โฮเทล แอนด์ ทาวเวอร์ส เลขที่ 2 ถนนเจริญกรุง ซอย 30 แขวงสี่พระยา เขตบางรัก กรุงเทพมหานคร หรือที่ซึ่งจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on 5 April 2017 at 14:00 hours, at Royal Orchid Ballroom, 2th floor, Royal Orchid Sheraton Hotel & Towers, 2 Charoen Krung Road, Soi 30, Siphya, Bangrak, Bangkok, or on such other date, such other time and place as may be adjourned or changed.

เพื่อความรวดเร็วในการลงทะเบียน

โปรดนำหนังสือมอบฉันทะซึ่งพิมพ์บาร์โค้ด มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุมด้วย

For convenience in the registration, please bring your proxy with printed barcode and present at the meeting.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I authorize my Proxy to cast the votes according to my intentions as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2559
Agenda No. 1 To approve the Minutes of the Annual General Meeting of Shareholders for the Year 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 2 รับทราบรายงานของคณะกรรมการเกี่ยวกับกิจการในรอบปี 2559
Agenda No. 2 To acknowledge the report of the Board of Directors on the Company's business operations in 2016

เสนอเพื่อทราบไม่มีการลงมติ
For acknowledgement without approval

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2559
Agenda No. 3 To approve the statements of financial position and statements of comprehensive income for the year ended 31 December 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรสำหรับผลการดำเนินงานประจำปี 2559 และจ่ายเงินปันผล
Agenda No. 4 To approve the allocation of the profit for the performance of the year 2016 and the dividend payment

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 5 รับทราบรายงานค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อย พิจารณานุมัติเงินบำเหน็จกรรมการบริษัทฯ จากผลการดำเนินงานประจำปี 2559 และขออนุมัติค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อย ประจำปี 2560
Agenda No. 5 To acknowledge a report on the remunerations of the Company's Members of the Board of Directors and the members of sub-committees, to approve the performance allowance for the Board of Directors for 2016 operating results, and to approve the level of remuneration of Directors and members sub-committees in 2017

วาระที่ 5.1 พิจารณานุมัติเงินบำเหน็จกรรมการบริษัทฯ จากผลการดำเนินงานประจำปี 2559
Agenda No. 5.1 To approve the performance allowance for the Board of Directors for 2016 operating results

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 5.2 ขออนุมัติค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อย ประจำปี 2560

Agenda No. 5.2 To approve the level of remuneration of Directors and members sub-committees in 2017

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6 พิจารณาเลือกตั้งกรรมการบริษัทฯ แทนกรรมการที่ออกตามวาระ

Agenda No. 6 To consider the election of directors replacing those retiring by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- ☐ การเลือกตั้งกรรมการทั้งหมด
To elect Directors as a whole
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- ☐ การเลือกตั้งกรรมการเป็นรายบุคคล
To elect each Director individually

6.1 นายศุภเดช พูนพิพัฒน์
Mr. Suphadej Poonpipat

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

6.2 นางศิริเพ็ญ สิตสุวรรณ
Mrs. Siripen Sitasuwan

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

6.3 นายธีรพจน์ วัชรากัย
Mr. Tiraphot Vajrabhaya

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2560

Agenda No. 7 To consider the appointment of the auditor and determine the audit fees for 2017

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
 Agenda No. 8 Other business (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The Proxy is entitled to cast the votes on my behalf at its own discretion

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย
 Approve

☐ ไม่เห็นด้วย
 Disapprove

☐ งดออกเสียง
 Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of mine/ours as Shareholder(s).

(6) ในกรณีที่ข้าพเจ้า ไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider the matter and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Shareholder
 ()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
 ()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
 ()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
 ()

หมายเหตุ / Notes:

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำค่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.
4. ผู้เข้าร่วมประชุมจะต้องแสดงเอกสารดังต่อไปนี้ในการลงทะเบียนก่อนเข้าประชุม (แล้วแต่กรณี)
Participants are required to present the following documents for registration prior to attending the meeting (depending on the case).

ก) ผู้ถือหุ้นที่เป็นบุคคลธรรมดา

a) For individual shareholders

เอกสารแสดงคนที่หน่วยงานราชการออกให้ ซึ่งปรากฏรูปถ่ายของผู้เข้าร่วมประชุม พร้อมสำเนาเอกสารแสดงตนซึ่งรับรองสำเนาถูกต้องของผู้ถือหุ้น และผู้รับมอบฉันทะ (กรณีผู้เข้าร่วมประชุมเป็นผู้รับมอบฉันทะ)

Identification document issued by the state agency, which bears the photograph of the participant. Also, a photocopy of such identification document certified a true copy by the shareholder and proxy holder (in case the participant is a proxy holder).

ข) ผู้ถือหุ้นที่เป็นนิติบุคคล

b) For shareholder who is the juristic person

สำเนาหนังสือรับรองการจดทะเบียนนิติบุคคลของผู้ถือหุ้นซึ่งรับรองสำเนาถูกต้อง โดยผู้แทนนิติบุคคลและมีข้อความแสดงให้เห็นว่าผู้แทนนิติบุคคล ซึ่งลงนามในหนังสือมอบฉันทะมีอำนาจกระทำการแทนนิติบุคคล ซึ่งเป็นผู้ถือหุ้นพร้อมสำเนาเอกสารแสดงคนที่หน่วยงานราชการออกให้ซึ่งปรากฏรูปถ่ายของผู้แทนนิติบุคคลที่ลงนามในสำเนาหนังสือรับรองการจดทะเบียนฯ และของผู้รับมอบฉันทะ ซึ่งลงนามรับรองสำเนาถูกต้องแล้ว รวมถึงเอกสารแสดงตนของผู้รับมอบฉันทะให้เข้าร่วมประชุม

A photocopy of the Certificate of Incorporation of the juristic person shareholder which is certified a true copy by the juristic person's representative and states that the juristic person's representative signed on the proxy form is authorized by the juristic person shareholder; a photocopy of the identification document issued by state agency bearing photograph of the juristic person's representative who sign on the photocopy of the Certificate of Incorporation which is certified a true copy; and the identification document of the proxy holder issued by the state agency bearing the photograph of the proxy holder who is authorized to attend the meeting which is certified a true copy, must be presented at the meeting.

(โปรดดูข้อมูลเพิ่มเติมในคำชี้แจงวิธีการมอบฉันทะ การลงทะเบียน การแสดงเอกสารเข้าประชุมและการออกเสียงลงคะแนน ในหนังสือบอกกล่าวเชิญประชุมสามัญผู้ถือหุ้น 2560)

(Please see the additional information in the Notice of 2017 Annual General Meeting of Shareholders under the subject of Clarifications on Proxy Appointment, Registration and Evidence for Attending and Voting.)

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
REGULAR CONTINUED PROXY FORM B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไทยพาณิชย์ จำกัด (มหาชน)

Authorization on behalf of the Shareholder of Thanachart Capital Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ในวันที่ 5 เมษายน 2560 เวลา 14.00 นาฬิกา ณ ห้องรอยัล ออคิด บอลรูม ชั้น 2 รอยัล ออคิด เชอราตัน โฮเทล แอนด์ ทาวเวอร์ส เลขที่ 2 ถนนเจริญกรุง ซอย 30 แขวงสีพระยา เขตบางรัก กรุงเทพมหานคร หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders for the Year 2017 on 5 April 2017 at 14:00 hours, at Royal Orchid Ballroom, 2th floor, Royal Orchid Sheraton Hotel & Towers, 2 Charoen Krung Road, Soi 30, Siphya, Bangrak, Bangkok, or on such other date, such other time and place as may be adjourned or changed.

วาระที่ _____ เรื่อง _____

Agenda Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ

Agenda Re : Election of Directors (continued)

ชื่อกรรมการ _____

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

ชื่อกรรมการ _____

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

ชื่อกรรมการ _____

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain



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