



Thanachart Capital Public Company Limited

Notice of the Annual General Meeting of Shareholders for the Year 2018

Wednesday, 25 April 2018, at 14.00 Hours,
the Athenee Crystall Hall, 3rd Floor,
The Athenee Hotel, a Luxury Collection Hotel, Bangkok,
61 Wireless Road (Witthayu), Lumpini, Pathumwan, Bangkok 10330.

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. 3004, 3008-3012 Facsimile 0-2217-8312



Translation:

Notice of 2018 Annual General Meeting of Shareholders

TCAP.CSO. 023/2018

23 March 2018

Subject: Notice of the 2018 Annual Meeting of Shareholders

Dear Shareholders,

The Board of Directors of Thanachart Capital Public Company Limited (“the Company”) at its Meeting No. 2/2018 held on Monday, 19 February 2018 passed a resolution to hold the 2018 Annual Meeting of Shareholders on Wednesday, 25 April 2018 at 14:00 hours, Athenee Crystal Hall, 3rd floor, The Athenee Hotel, a Luxury Collection Hotel, Bangkok, located at 61 Wireless Road (Witthayu), Lumpini Subdistrict, Pathumwan District, Bangkok 10330. The agenda for the meeting is as follows:

Item 1 To approve the Minutes of 2017 Annual Meeting of Shareholders

Objective and Rationale: The 2017 Annual Meeting of Shareholders was held on Wednesday, 5 April 2017. In this connection, the related minutes of the meeting were prepared and sent to the Stock Exchange of Thailand within the established time frame. As well, the minutes have been made available on the Company’s website since 19 April 2017.

Board of Directors’ Opinion: The Board of Directors deems it appropriate to present the minutes to the 2018 Annual Meeting of Shareholders for approval.

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

Supporting details are given in Attachment 1.

Item 2 To acknowledge the report of the Board of Directors on the Company’s business operations in 2017

Objective and Rationale: The Company’s Article of Association No. 33(1) states that the Annual Meeting of Shareholders shall acknowledge the report of the Board of Directors on the business operations in the past year. In this connection, the related details are disclosed in the 2017 Annual Report (stored on a CD-ROM) which is sent to shareholders together with this Notice of Annual Meeting of Shareholders. They have also disclosed on the Company’s website since 23 March 2018.

บริษัท ทุนธนชาต 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 0107536000510

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 given in the 2017 Annual Report.

Item 3 To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2017

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. As well, the Company is required to present the statements to the Annual Meeting of Shareholders for approval. In this connection, it is required to have the statements audited by an auditor before presenting them to the Annual Meeting.

Board of Directors' Opinion: The Board of Directors deems it appropriate to present to the Annual Meeting of Shareholders for approval the statements of financial position and the statements of comprehensive income for the year ended 31 December 2017. Being prepared in line with the Financial Reporting Standards, the statements showed the financial position and the operating results of the Company in 2017. 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 certified public accountant. The details of the statements of the financial position and the statements of comprehensive income as well as the notes to the financial statements are disclosed in the 2017 Annual Report (stored on a CD-ROM). In addition, financial highlights as well as management's discussion and analysis of the financial position and the performance for the year 2017 are sent together with this Notice of Annual Meeting of Shareholders.

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

Item 4 To approve the appropriation of the profit for 2017 performance and the dividend payment

Objective and Rationale: Reference is made to No. 33(3) of the Company's Articles of Association which requires that the Annual Meeting of Shareholders shall consider and approve the appropriation of profit as well as Section 116 of the Public Limited Companies Act B.E. 2535 and No. 43 of the Articles and Association which require that the Company shall set aside 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 set aside any part of the net profit as the legal reserve fund in line 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 2017 amounted to 2,379,238,192.86 baht. On the other hand, the Company's net profit based on the consolidated financial statements amounted to 7,001,170,112.20 baht. As the Company has a certain amount of retained earnings, the Company is able to make the dividend payments.

At the Company's Board of Directors Meeting No. 9/2017 on 25 September 2017, the Board of Directors adopted a resolution to make interim dividend payments at the rate of 0.90 baht per share. The dividend payments were made to shareholders on 20 October 2017.

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

1. It is proposed that shareholders acknowledge no additional appropriation of the 2017 net profit as the legal reserve fund since the Company has already satisfied the minimum reserve requirement imposed by the law.
2. It is proposed that shareholders approve dividend payments to ordinary and preferred shareholders at the rate of 2.20 baht per share or 2,563,285,346.60 baht in total, representing 107.74 percent of the 2017 net profit based on the Company's separate financial statements or 36.61 percent of the net profit based on the Company's consolidated financial statements. However, the Company already made interim dividend payments at the rate of 0.90 baht per share to shareholders on 20 October 2017. As a result, the remaining dividend payments to be made amount to 1.30 baht per share or 1,514,668,613.90 baht in total.

The calculation of the aforementioned dividend payments is based on the sum of ordinary and preferred shares which amounts to 1,206,479,703 shares deducted by 41,350,000 ordinary shares repurchased by the Company under the share repurchase program in the period from 10 February 2015 to 9 August 2015.

In this connection, the Company sets 3 May 2018 as the record date. In addition, the dividend payments will be made to ordinary and preferred shareholders on

17 May 2018. The source of such dividend payments is from retained earnings, on which the Company has paid corporate income tax at the rate of 30 percent and 25 percent as follows:

- 1.05 baht per share will be from retained earnings that the Company paid corporate income tax of 30 percent.
- 0.25 baht per share will be from retained earnings that the Company paid corporate income tax of 25 percent.

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. This round of dividend payments is in line with the Company's dividend payment policy.

Table comparing annual dividend payments from 2015 to 2017 respectively

	Performance for the Year		
	2017 (for which dividends are proposed)	2016	2015
Net profit (separate F/S)(mil. baht)	2,379	1,659	2,194
Net profit (consolidated F/S)(mil. baht)	7,001	6,013	5,436
Number of shares receiving dividends (shares)	1,165,129,703	1,165,129,703	1,165,129,703
Dividend payout ratio for the year (per share)(baht)	2.20	2.00	1.80
Approved dividend payments for the year (mil. baht)	2,563	2,330	2,097

Voting:

Resolutions on this agenda item require a majority of the votes cast by shareholders who are present at the meeting and exercise their voting rights.

Item 5 To approve the remuneration of the Board of Directors and standing committees for 2018 as well as the performance allowance for the Board of Directors for 2017 performance

Objective and Rationale:

The following are the Company's policy and guidelines related to the remuneration of the Board of Directors and various standing committees:

1. The remuneration of the Board of Directors and standing committees is subject to annual review and shall be presented to the meeting of shareholders annually for approval.
2. According to the Company's policy, the remuneration of each member of the Board of Directors and of standing committees reflects their respective duties and responsibilities and takes into consideration the remuneration of similar positions in the same industry. In addition, executive directors are not entitled to additional compensation for being members of standing committees.

3. The Nomination, Remuneration and Corporate Governance Committee is responsible for reviewing the remuneration of the Board of Directors and standing committees, ensuring that the remuneration is appropriate and in line with the Company's remuneration policy. In reviewing the remuneration, the Committee takes into account the remuneration of similar positions in the same industry in the previous year as well as the Company's business expansion and profit growth.

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

1. It is proposed that shareholders approve the remuneration of the Board of Directors and standing committees for 2018, details of which are as follows:

Remuneration Schedule for 2018 proposed to annual meeting of shareholders for approval

(Unit: Baht)

Board and various standing committees	Position	2018		2017	
		Monthly remuneration (per person)	Stipends for each meeting (per person)	Monthly remuneration (per person)	Stipends for each meeting (per person)
Board of Directors	Chairman	120,000	60,000	100,000	50,000
	Directors	60,000	30,000	50,000	25,000
Audit Committee	Chairman	60,000	30,000	60,000	30,000
	Directors	40,000	20,000	40,000	20,000
Nomination, Remuneration and Corporate Governance Committee	Chairman	30,000	20,000	30,000	20,000
	Directors	20,000	15,000	20,000	15,000
Risk Management Committee	Chairman	30,000	30,000	30,000	30,000
	Directors	20,000	20,000	20,000	20,000

Notes: 1) The Nomination and Remuneration Committee assumed additional responsibilities in the area of corporate governance. As a result, the Committee's name was changed to the Nomination, Remuneration and Corporate Governance Committee, effective 21 August 2017.

- 2) Executive directors are not entitled to additional compensation for being members of standing committees.

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 payments approved for shareholders. The performance allowances amount to 25,632,853.47 baht, based on the approved dividend payments totaling 2,563,285,346.60 baht. In this connection, the Board of Directors will be responsible for considering the allotment of the performance allowances to its members.

Comparison of the payments of the performance allowance from the period of 2015-2017

(Unit: Baht)

Particulars	Based on performance for the year		
	2017	2016	2015
Performance allowances paid	25,632,853.47*	23,302,594.06	20,972,334.65

Note: * Performance allowances to be proposed to the forthcoming 2018 Annual Meeting of Shareholders for consideration.

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

Item 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 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.

Currently, the Board of Directors consists of nine members. As a result, three directors will retire by rotation at the 2018 Annual Meeting. The three directors who have served the longest term in office and will retire by rotation are as follows:

1. Ms. Suvarnapa Suvarnaprathip Director, Vice Chairperson of the Executive Committee, Vice Chairperson of the Risk Management Committee (Executive Director),
2. Mr. Somjate Moosirilert Director, Member of Executive Committee, Member of the Risk Management Committee, and Senior Executive Vice President (Executive Director), and
3. Mr. Taweesak Saksirilarp Director (Non-executive Director).

In accordance with No. 33(4) of the Company's Articles of Association, the annual meeting of shareholders shall elect directors replacing those retiring by rotation. In this connection, Mr. Taweesak Saksirilarp has indicated that he does not want to be considered for re-election by shareholders.

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 2017 to 30 November 2017. However, until the end of the specified period, there was no shareholder proposing any candidate.

In making the recommendation, the Nomination, Remuneration and Corporate Governance Committee took into account not only the Company's policy and nomination guidelines, but also 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, completely 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 standing committees. The Board of Directors deems it appropriate to propose to the meeting of shareholders the election of following persons as directors replacing those retiring by rotation.

1. Ms. Suvarnapha Suvarnaprathip (Director retiring by rotation),
2. Mr. Somjate Moosirilert (Director retiring by rotation),
3. Mr. Teeranun Srihong

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

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

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

Supporting details are given in Attachment 2.

Item 7 To consider the appointment of the auditor and determine the audit fees for 2018

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 meeting of shareholders shall appoint auditors and determine audit fees of the Company every year.

Board of Directors' Opinion: Taking into consideration the Audit Committee's recommendation, the Board of Directors deems it appropriate to propose to the meeting of shareholders the following:

1. It is proposed that shareholders appoint EY Office Limited as the Company's auditor, whose certified public accountants include the following:

- 1) Ms. Somjai Khunapasut (Certified Public Accountant (Thailand) No. 4499) and/or
- 2) Ms. Rachada Yongsawadvanich (Certified Public Accountant (Thailand) No. 4951) and/or
- 3) Ms. Wanvilai Petchsang (Certified Public Accountant (Thailand) No. 5315)

They will be responsible for giving opinions to and signing the Company's financial statements for Fiscal Year 2018. 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. It is proposed that shareholders approve the audit fee of 950,000 baht for the Year 2018.

Voting:

Resolutions on this agenda item require a majority of the votes cast by shareholders who are present at the meeting and exercise their voting rights.

Supporting details are given in Attachment 3.

Item 8 To consider and approve the amendment to the Company's Article of Association No. 32

Objective and Rationale:

Reference is made to the Order No. 21/2560 issued by the Head of the National Council for Peace and Order (NCPO) on Amendments of Laws to Facilitate the Ease of Doing Business. In this connection, amendments were made to Section 100 of the Public Limited Companies Act B.E. 2535 which was concerned with the right of shareholders to summon an extraordinary meeting of shareholders. As a result, Article 32 of the Company's Articles of Association, which is based on the previous law, is no longer enforceable as it does not comply with the amended law. In this connection, the details of the Article which is proposed for amendments are as follows:

Existing Article	Amended Article being proposed
<p>Article 32</p> <p>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.</p> <p>The Board of Directors may summon an extraordinary meeting of shareholders at any time it deems appropriate.</p> <p>The shareholders holding not less than one-fifth of the aggregate number of shares sold, or not less than 25 shareholders holding not less than one tenth of the aggregate number of the shares sold, may at any time request in writing that the Board of Directors summons an extraordinary meeting, provided that the reasons for summoning such meeting be clearly stated in such request.</p> <p>In this regard, the Board of Directors shall summon a shareholders' meeting to be held within 1 month from the date of the receipt of the request from the shareholders.</p>	<p>Article 32</p> <p>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.</p> <p>The Board of Directors may summon an extraordinary meeting of shareholders at any time it deems appropriate.</p> <p>One or more shareholders holding not less than ten percent of the aggregate number of shares sold may, by subscribing their names, may at any time request in writing that the Board of Directors summons an extraordinary meeting, provided that the reasons for summoning such meeting shall be clearly stated in such request.</p> <p>In this regard, the Board of Directors shall summon a shareholders' meeting to be held within forty-five days as from the date of the receipt of the request from the shareholders.</p> <p>In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves summon the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide appropriate facilitation.</p>

Existing Article	Amended Article being proposed
	In the case where, at the meeting summoned by the shareholders under paragraph three, the number of the shareholders present at the meeting does not constitute a quorum as prescribed by Article 36, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in holding that meeting.

Board of Directors' Opinion: Having considered the amendments, the Board of Directors deems it appropriate to present to the Annual Meeting of Shareholders for approval the amendments to Article 32 of the Company's Articles of Association by replacing the existing text with the one as proposed. In this connection, the shareholders are also requested to authorize the Company's authorized signatory directors and/or parties assigned by the authorized signatory directors to make corrections and/or additions and/or changes to words in the Article as deemed necessary and appropriate, ensuring compliance with the order of the registrar of public companies limited in relation to registration of the Articles of Association with the Commerce Ministry.

Voting: A resolution on this agenda item requires at least three-fourths of votes cast by shareholders who are present at the meeting and have voting rights.

Item 9 Other business (if any)

Objective and Rationale: Apart from the various agenda items which the Board of Directors has established for the 2018 Annual Meeting of Shareholders, the Company provides shareholders with an opportunity to propose additional agenda items for the meeting through its website during the period from 1 September 2017 to 30 November 2017. 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

adoption of any resolution. However, in case shareholders wish to propose any matter which requires a resolution, they must comply with the above-mentioned 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. In case 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 together with supporting evidence in the enclosed self-addressed envelope to the Company prior to the date of the meeting. **(In case of sending the proxy statement by post, please send it by 17 April 2018).**

In this connection, the Company has set 6 March 2018 as the record date for the meeting of shareholders. As well, you may send questions related to the agenda of this meeting in advance by email to the Company Secretary whose email address is panupan@thanachart.co.th or by post to the Office of the Corporate Secretary, Thanachart Capital Public Company Limited, whose address is 17th Floor, 444 MBK Tower, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330 or by fax to 0-2217-8312. In this connection, please give 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) The Company will make available the Notice of 2018 Annual Meeting of Shareholders as well as supporting documentation on its website whose address is www.thanachart.co.th as from 23 March 2018.
- 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) In case shareholders wish to get a hard copy of the Annual Report 2017, please complete the form under “the investor relations section” of the Company’s website whose address is www.thanachart.co.th.

Office of the Corporate Secretary:

Mr. Panupan Tuangthong	Tel. 0-2217-8082
Ms. Manapan Plodpai	Tel. 0-2217-8000 Ext. 3008-3012
Ms. Pattera Tanapisutsakul	Tel. 0-2217-8000 Ext. 3004

Supporting Document

Agenda Item 1: To approve the Minutes of the Annual General Meeting of Shareholders for the Year 2017

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

Thanachart Capital Public Company Limited

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

2 Charoen Krung Road, Soi 30, Siphaya, Bangkok

Wednesday, 5 April 2017 Starting at 14:00 hours

Quorum

At 14:03 hours, the meeting was attended by 588 shareholders in person who held 7,013,063 shares and 1,217 proxy holders who held 595,588,467 shares respectively. As a result, there were altogether 1,805 shareholders attending the meeting and holding a total of 602,601,530 shares. The total shares which were represented in person or by proxy accounted for 49.9471 percent of the Company's 1,206,479,703 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, those two shareholders would be able to only cast their votes for each agenda item in the total of 120,647,970 shares and the rest 12,666,430 shares would not be casted and they would not be included in each agenda item.

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 | Chairperson of the Audit Committee and Member of the Nomination and Remuneration Committee (Independent and Non-Executive Director) |
| 4. Mr. Somkiat Sukdheva | Member of the Audit Committee and Member of the Risk Management Committee (Independent and Non-Executive Director) |

- | | |
|----------------------------------|--|
| 5. Mr. Tiraphot Vajrabhaya | Chairman of the Nomination and Remuneration Committee and Member of the Audit Committee (Independent and Non-Executive Director) |
| 6. Mr. Vichit Yanamorn | Member of the Nomination and Remuneration Committee and Member of the Risk Management Committee (Non-Executive Director) |
| 7. Ms. Suvarnapha Suvarnaprathip | Vice Chairperson of the Executive Committee and Vice Chairperson of the Risk Management Committee (Executive Director) |
| 8. Mr. Somjate Moosirilert | Member of the Executive Committee, Member of the Risk Management Committee, and Senior Executive Vice President (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 2017 to order at 14:03 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. Each director was introduced to the meeting.

Mr. Suphadej Poonpipat added that there were executives of Thanachart Capital Public Company Limited ("the Company") and Thanachart Bank Public Company Limited ("TBANK") attending the meeting as follows: 1) Mr. Kamtorn Tantisirivat, Executive Vice President, Financial Division of the Company, 2) Mr. Anuwat Luengtaweekul, Executive Vice President, Chief Financial Officer of TBANK, 3) Mr. Sanong Kumnuach, Executive Vice President, Retail and Small Business Distribution of TBANK, and also executives from Hire Purchase Business. 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, was 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 auditor 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's Secretary invited one 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. The Company's Secretary 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. Ordinary shareholders and preferred shareholders had rights to cast their votes by one share for one vote.
- 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 box 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 2016

The Chairman informed the participating shareholders that the Annual General Meeting of Shareholders for the Year 2016 was held on Tuesday, 5 April 2016, 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 11 to Page 36. 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 2016.

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

Results	Number of votes
Approval votes	592,320,644
Disapproval votes	0
Abstained from voting	1,768,301
Number of Invalid votes	0

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 2016.

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

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 2016 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 2016 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

"The global economy in 2016 recovered gradually while global trade volumes declined. Although the country was faced with risks arising from household debts and SME borrowings, Thailand's overall economy was stable and kept growing. Noteworthy was the rapid growth of digital technology. As a result, business operations and economic activities underwent fundamental change in order to accommodate the changing digital development. The growth gave rise to new startups. These new businesses developed new technologies that drove business growth and added value to services. Thanks to appropriate adjustments of

Thanachart Group's strategies, net profit of the Company and its subsidiaries rose to 12,611 million baht, an increase of 1,551 million baht or 14.02 percent from a year earlier. In this connection, net profit attributable to the Company amounted to 6,013 million baht, an increase of 577 million baht or 10.61 percent. On the other hand, net profit of Thanachart Bank and its subsidiaries which were the Group's main business amounted to 12,434 million baht, an increase of 1,691 million baht or 15.74 percent. This represented eight consecutive quarters of growth. The increase was mainly to the Bank's broadened revenue base when compared with the previous year. Meanwhile, operating expenses increased as a result of the expenditure related to development of infrastructure systems as well as human resources in order to enhance efficiency. Impairment loss of loans and debt securities from normal business operation declined from better asset quality that improved significantly. As a result, NPL ratio decreased to 2.29 percent while coverage ratio rose to 151.16 percent. While its Capital Adequacy Ratio (CAR) increased to 19.15 percent, the Bank was able to satisfactorily maintain the Liquidity Coverage Ratio (LCR) in line with the requirements under the Basel III standards. These demonstrated the profitability and strengths of quality assets, capital, and liquidity. In this connection, although its total assets decreased, the Bank was able to maintain its leadership position in the auto hire purchase sector. In addition, its non-performing loans decreased continuously.

As regards the progress achieved over the past year, Thanachart Bank placed emphasis on development of new financial products, using the concept of Thanachart Smart Solution. The products were as follows: "e-SAVINGS" savings accounts, and "Freever" savings accounts. The Bank also developed "Thanachart Connect" mobile banking application with high security, aiming at enabling customers to conveniently execute transaction by themselves. In this connection, the Bank supported the implementation of the payment systems under the National e-Payment strategy. Not only the Bank helped customers understand the importance of PromptPay, but also popularized the use of the system. The Bank also collaborated with leading business alliances in developing electronic payment innovations, including, among others, the following: Prepaid cards were made available in the form of virtual cards and physical cards. The objectives were to respond to lifestyles of the new generation and to enable them to send online payments for goods and services in a convenient and safe manner.

Subsidiaries' development of new products and services

- Thanachart Securities Public Company Limited introduced "Think Application" that enabled customers to buy and sell shares with their smartphones and to read stock research reports prepared during the past two years. The app also provided customers not only with stock recommendations based on technical analysis and valuation, but also with fundamental information and selected stocks for investment. The information was presented in an easy-to-understand manner.
- Thanachart Fund Management Company Limited developed a system that enabled customers to buy and sell unit trusts and access investment information via Thanachart Connect on a daily basis. It also offered for sale units of an open-ended fund namely T-Prime Low Beta which it managed by mainly taking into consideration stock price volatility.

- Thanachart Insurance Public Company Limited developed insurance products called “Thanachart 2+ Full Coverage” and “Happy PA for Child and for You” by incorporating additional coverage required by customers. It also increased the level of after-sales services, enhanced potential of surveyors responsible for assessing loss or damage, and made use of tools and advanced systems to enhance service quality and efficiency.

In 2016, Thanachart Group received several honorable awards including, among others, the following:

- The Company received “Investors Choice Awards 2016” from the Thai Investors Association for winning a full score of 100 points for seven consecutive years.
- Thanachart Bank received “Marketeer No. 1 Brand Thailand 2015-2016” from Marketeer Magazine as the No. 1 brand in the Auto Hire Purchase Loan category. The Bank also won an award at Thailand Energy Awards 2016. In addition, it received Suriyasasithorn Excellence Awards.
- Thanachart Securities Public Company Limited received “Thailand Capital Markets Deal of the Year” from International Financing Review Asia (IFR Asia) magazine for Banpu Power Public Company Limited’s initial public offering (IPO) deal which was considered the largest IPO of the year 2016 in Thailand. It also received an award ranking 2nd on “Best Local Brokerage from Asiamoney Brokers Poll 2016”.
- Thanachart Fund Management Company Limited received two awards including “Best Fund House - Domestic Fixed Income 2016” and “Morningstar Award” for the outstanding bond fund in the short-term bond category.
- Thanachart Insurance Public Company Limited received the 1st Prize award at Insurance Award 2015 for non-life insurer with outstanding management as well as an award for outstanding motor accident damage surveyor for 2015.

Importantly, we continue to pay attention to good corporate governance as well as sustainable business operations. Emphasis is placed not only on development of anti-corruption measures but also on cultural and organizational transformation, using the concept of “moral and transparent organization without corruption”.

In 2017, Thailand’s commercial banking industry will be faced with several challenges, particularly the entry of new competitors as well as new regulations and requirements such as those of Basel III and IFRS 9 which will become effective, let alone pressures of various factors that affect revenue, fees and interest income. Being faced with the challenges, Thanachart Bank places emphasis on conducting its business affairs in a stable manner and are prepared to comply with new regulations. It also focuses on delivering a better financial experience to customers via various channels as well as digital services including internet banking and mobile banking in order to cover financial transactions in an integrated manner. The objective is for the Bank to become customers’ “Main Bank” of choice. In addition, the Bank provides its human resources with opportunities to broaden their knowledge and enhance their skills. It also continues to develop internal infrastructure systems related to operations of its key businesses. The objectives are to streamline work processes and to raise productivity in human resources.”

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 the statements of comprehensive income for the year ended 31 December 2016

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 10 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. In this connection, these financial statements were already approved by the Audit Committee and the Board of Directors of the Company and were audited by the certified public accountant of EY Office Limited. The auditor reported an unqualified opinion and added emphasis of matters regarding the change in accounting policy on the measurement of land, from cost method to revaluation method. This year independent auditor's report has added Key Audit Matters into the report for the first year which was in line with the revised version of accounting standard. The details of which were already sent to shareholders.

Overall, total assets of the Company and its subsidiaries in 2016 decreased from a year earlier in line with the slowdown in economy. The net profit increased from the previous year which demonstrated good performance of Thanachart Group. The details were given in the 2016 Annual Report.

Record of the report via video presentation

"The Board of Directors would like to present to the meeting for approval the statements of financial position and the statements of comprehensive income for the year ended 31 December 2016, by taking into consideration the consolidated financial statements of Thanachart Capital Public Company Limited which were audited by the certified auditor. In this connection, the auditor reported an unqualified opinion. The consolidated financial statements reflected the performance of the Company and the subsidiaries of Thanachart Group, the details of which were given in the annual report which was already sent to shareholders.

Key transactions in 2016

During the year, the Company and its subsidiaries reviewed and changed their accounting policy for recording the value of land from the cost method to the revaluation method, under which value is the fair value of asset at the valuation date appraised by an independent professional appraiser. Following the change of

the accounting policy, the value of land of the Company and its subsidiaries increased by 1,595 million baht. In this connection, the amount of the increase in the value of land could be classified as tier 1 capital of TBANK, a subsidiary company in Thanachart Group.

Statements of financial position of the Company and its subsidiaries

Assets

Total assets of the Company and its subsidiaries amounted to 966,867 million baht, a decrease of 30,714 million baht or 3.1 percent from a year earlier. One of major items was the net investment of 186,928 million baht, an increase of 2,366 million baht or 1.3 percent. Other item was loans to customers which amounted to 692,046 million baht, a decrease of 22,582 million baht or 3.2 percent. This was mainly due to the decrease in auto hire purchase loans in line with the auto industry slowdown. On the other hand, retail loan portfolio increased from a year earlier. In addition, TBANK adopted a lending policy that placed emphasis on higher quality loans.

Liabilities

Total Liabilities of the Company and its subsidiaries as at the end of 2016 amounted to 847,016 million baht, a decrease of 39,242 million baht or 4.4 percent from a year earlier. In this connection, the major items of liabilities were as follows: Deposits amounted to 676,456 million baht, an increase of 7,002 million baht or 1.0 percent. This was mainly due to the increase in savings deposits in line with the strategy on deposit restructuring and financial cost management. Debts issued and borrowings amounted to 61,704 million baht, a decrease of 23,225 million baht or 27.3 percent. This was mainly due to the decrease in short-term debentures.

Total equity amounted to 119,851 million baht, an increase of 8,528 million baht or 7.7 percent from a year earlier. This was mainly due to the Company's net profit worth 6,013 million baht and net revaluation surplus worth 665 million baht on land prices. Meanwhile, dividends worth 2,214 million baht were paid. On the other hand, non-controlling interests increased by 4,311 million baht.

Statements of comprehensive income of the Company and its subsidiaries

In 2016, the Company and its subsidiaries' net profit amounted to 12,611 million baht, an increase of 1,551 million baht or 14.0 percent from a year earlier. Net profit attributable to the Company amounted to 6,013 million baht, an increase of 577 million baht or 10.6 percent. In this connection, major changes were as follows:

1. Net interest income

Net interest income of the Company and its subsidiaries in 2016 amounted to 28,468 million baht, an increase of 738 million baht or 2.7 percent from a year earlier. In this connection, interest income amounted to 45,208 million baht, a decrease of 3,432 million baht or 7.1 percent. The decrease was in line with market trends of interest rates and the decrease in loans. On the other hand, interest expenses in 2016 amounted to 16,740

million baht, a decrease of 4,170 million baht or 19.9 percent from a year earlier. This was mainly due to TBANK's deposit cost management and deposit restructuring.

2. Non-interest income

Non-interest income of the Company and its subsidiaries amounted to 12,279 million baht, an increase of 115 million baht or 0.9 percent from a year earlier. The non-interest income consisted of the following:

- Net fees and service income amounted to 5,888 million baht, an increase of 423 million baht or 7.7 percent. This was mainly due to securities brokerage fees, asset management fees, and insurance/life insurance brokerage fees.
- Net insurance/life insurance income amounted to 2,659 million baht, an increase of 616 million baht or 30.2 percent. This was mainly due to the continuous growth of insurance business.
- Net gains on investment amounted to 1,061 million baht, a decrease of 895 million baht or 45.8 percent. This was mainly due to volatile market conditions.

3. Other operating expenses

Other operating expenses amounted to 21,073 million baht, an increase of 1,064 million baht or 5.3 percent. This was mainly due to the increase in annual staff remuneration and selling expenses in line with the increase in sales, as well as the investment in information technology systems and advertising expenses.

4. Impairment loss of loans and debt securities

Impairment loss of loans and debt securities of the Company and its subsidiaries in 2016 amounted to 6,210 million baht, a decrease of 2,390 million baht or 27.8 percent. This was mainly due to efficient debt management.

5. Income tax

Income tax of the Company and its subsidiaries in 2016 amounted to 853 million baht, an increase of 628 million baht. In this connection, TBANK, a subsidiary company had no corporate tax burden in 2016 as it still had tax losses.

Thanks to the efficient collaboration among all companies under Thanachart Financial Conglomerate, all subsidiaries registered strong and stable growth. Performances of key subsidiaries were shown on the screen.

Table: Net profits of the Company's key subsidiaries in 2016 and 2015

(Unit: Million Baht)

Subsidiaries	Direct/ indirect shareholding (%)	Net profits (loss) for the year	
		2016	2015
Thanachart Bank Public Company Limited			
Based on the consolidated financial statements*		12,434	10,743
Based on the separate financial statements	50.96	11,962	11,452
Thanachart Insurance Public Company Limited	50.96	1,005	1,117
Thanachart Securities Public Company Limited	50.96	662	488
TS Asset Management Company Limited	50.96	189	(18)
Thanachart Fund Management Company Limited	38.22	355	320
Ratchthani Leasing Public Company Limited	33.22	881	749
NFS Asset Management Company Limited	100.00	55	50
MAX Asset Management company Limited	83.44	92	69
MBK Life Assurance Public Company Limited	51.00	122	(121)

Note: *Only the profit attributable to the owners of TBANK

In this connection, the shareholders were requested to approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2016, the details of which were given in the annual report already sent to the shareholders."

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 2016. The related details were given in the annual report and the financial highlights as well as the management discussion and analysis for the year 2016.

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. There were a number of shareholders who asked questions or gave opinions as follows:

Mr. Sittichoke Boonyawanich (shareholder)

Mr. Sittichoke commended the Board of Directors, executives, and those working in the finance division for the fact that this year the share prices of the Company were higher than in the past several years which saw stagnant prices. As well, the quality of the loan portfolios was well looked after and the non-performing loans were properly managed. In addition, he would like to ask a number of questions as follows:

1. He asked what impacts the US Federal Reserve's increase of the benchmark interest rate would have on the commercial banking sector and TBANK which was a medium-sized bank, in the areas such as home loans in the long term. In addition, he asked what impacts it would have on the one to three years fixed

rate home loans and whether the interest rates would be increased for customers who planned to buy houses this year or next year.

2. He asked what the direction of Thailand's economic trend in 2017 was and whether it was possible to predict the economic trend.
3. As regards the e-Payment system which was already put in place, he asked what problems, defects or obstacles were encountered by the system and whether it was hacked into.
4. He referred to the Group's publication containing information about foreclosed properties for sale with a beautiful cover but with texts and images inside the book being printed in black and white. As a result, the content was unclear and pale. In order to make it clear and bright, he recommended that the texts and images be printed in color.
5. In relation to life assurance business and insurance business, he suggested that TBANK encourage customers to buy insurance policies when the Bank made them mortgages or car loans. The arrangements would enhance the Bank's profitability.

Mr. Suphadej Poonpipat

Mr. Suphadej said that it was difficult to predict the economic trend as it was part of the global economic system. As regards the budget, the outlays were expected to grow about 3 percent. In relation to the publication about the foreclosed properties for sale, he agreed to take into consideration the shareholder's recommendation that the texts and images be printed in color. However, he said that the images of the properties on the Group's website were already shown in color. As regards life assurance business, currently TBANK did not have assurance business anymore. It already sold its equity stake to Prudential and agreed to serve as a life assurance broker for Prudential for a long term. On the Company's part, the Company had MBK Life Assurance Public Company Limited (formerly Siam City Life Assurance Public Company Limited) in which MBK Public Company Limited held a 49 percent equity stake while the Company held the remaining 51 percent equity stake. The growth of MBK Life Assurance whose products or services were not sold through TBANK or any of the Bank's subsidiaries was gradual. For insurance business, the return on equity of the insurance business was well above 20 percent continuously. The business had been successful for the past ten consecutive years. For other questions, he requested Mr. Somjate to give responses.

Mr. Somjate Moosirilert

Mr. Somjate said that the US Federal Reserve's increase of the benchmark interest rate would have more impacts on the capital market. However, the country would not be impacted in the short term. He expected that the interest costs in the financial market would be adjusted in the second half of the year. This would mainly depend on whether the Federal Reserve would continue raising the interest rate. However, the work team concerned was closely monitoring and managing the related risks, ensuring that the impacts would be minimized. In relation to the mortgage interest rates, he expected that the applicable rates would remain low, mainly due to the prevailing intense competition. In this connection, the Bank would attempt to build its

competitive edge by streamlining its loan application procedures and giving advice to customers, aiming at making itself different from other banks, instead of offering lower interest rates.

The e-Payment systems were jointly developed by members of the Thai Bankers' Association through National ITMX Company Limited, with the Bank of Thailand being the main supporter of the development project. In this connection, teams from all banks closely collaborated on the development, ensuring that the systems adhered to the world-class security standards. Experts from all banks also collaborated with one another in looking after the systems security on a continuous basis. So far, the systems functioned properly without any problems and there was no threat of hackers and intrusion into the systems. He assured shareholders that the Bank of Thailand, the Finance Ministry as well as the government placed strong emphasis on looking after the systems. And they were confident of the security systems currently used by the Thai commercial banking industry.

Mr. Suphadej Poonpipat requested the shareholders to vote on the agenda item.

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

Results	Number of votes
Approval votes	587,794,400
Disapproval votes	0
Abstained from voting	8,567,001
Number of Invalid votes	0

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 2016.

Agenda 4: To approve the allocation of the profit for the performance of the year 2016 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 2016 the net profit based on the Company's separate financial statements amounted to 1,659,316,893.07 baht, and the net profit attributable to the Company, based on the consolidated financial statements, amounted to 6,012,724,760.05 baht with an amount of retained earnings. 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 2016 as additional statutory reserve since its statutory reserve amount was already in line with the level required by the law.

2. The shareholders acknowledge the interim dividend payment of 0.80 baht per share which was paid to shareholders on 21 October 2016.
3. The shareholders approve the dividend payments to the holders of ordinary shares and the holders of preferred shares at a rate of 1.20 baht per share.

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 for the first half of the year, the total dividend payment for 2016 amounted to 2.00 baht per share or 2,330,259,406 baht. This round of the dividend payment accounted for 140.43 percent of the net profit for 2016 based on the Company's separate financial statements and 38.76 percent based on the consolidated financial statements. For comparison by the shareholders, the information on the dividend payout for the operating results from 2014 to 2016 was given in a table on Page 37 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 2017 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 2017 with the dividend payment to be made on 3 May 2017.

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.

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

Results	Number of votes
Approval votes	595,285,789
Disapproval votes	800
Abstained from voting	1,155,201
Number of Invalid votes	0

Resolution: The meeting acknowledged that there would be no allocation of the net profit for the year 2016 as legal reserve and acknowledged the interim dividend payment. With the majority votes of the shareholders who were present at the meeting and casted their votes, the meeting passed the resolution approving the dividend payment at the rate of 1.20 baht per share as well as the dividend payment schedule as proposed.

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

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 2016.

- 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 8,762,068.97 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 2016 amounted to 3,911,000 baht.
- The tables showing details about the payments made to the Board of Directors and the other sub-committees in 2016 and the rate of remunerations paid in the current remuneration rate were on Pages 38 - 39 of the Notice of the Shareholders' Meeting.

As regards the payments made to each director in 2016, the related details were given on Pages 93 - 94 of the Annual Report 2016. The information which was disclosed was only for acknowledgement. It was not necessary to adopt any resolution on this matter. Aside from 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 2017, the Nomination and Remuneration Committee reviewed the remuneration of directors, taking into consideration the information related to remuneration of listed companies' directors, which was collected by the Thai Institute of Directors Association (IOD), as well as the remuneration proposals made by the commercial banking sector for shareholders' approval in line with the criteria which took into account roles, duties, and responsibilities in comparison with those of the industry. In this connection, the Committee submitted to the Board of Directors the proposal that the shareholders' meeting approve the remuneration as follows:

1. Shareholders approve the payment of the performance allowance to the directors at the rate equal to one percent of the dividend payments approved for shareholders. This was in line with the policy adopted by the shareholders' meeting. In this connection, the Board of Directors was authorized to allot the related payment to its members. This year, the dividend payments approved for the shareholders amounted to 2,330,259,406 baht. As a result, the payment of the performance allowance to the Board of Directors as a whole amounted to 23,302,594.06 baht. The details related to the payments of the performance allowance based on the business operations for the years from 2014 to 2016 were given on Pages 39-40 of the Notice of Annual Meeting of Shareholders, with the years shown in the document representing the years of operations.
2. The shareholders approve the following level of remuneration of Directors and members of sub-committees for the year 2017.

Board of Directors

(Unit: Baht)

Position		Monthly Remuneration (per person)	Stipends for each meeting (per person)
Chairman	Current	100,000	50,000
	Proposal	Being paid at the current rate	
Directors	Current	50,000	25,000
	Proposal	Being paid at the current rate	

Note: This was changed from the previous resolution approval of not more than 11,000,000 baht per year

Audit Committee

(Unit: Baht)

Position		Monthly Remuneration (per person)	Stipends for each meeting (per person)
Chairman	Current	50,000	25,000
	Proposal	60,000	30,000
Directors	Current	30,000	20,000
	Proposal	40,000	20,000

Nomination and Remuneration Committee

(Unit: Baht)

Position		Monthly Remuneration (per person)	Stipends for each meeting (per person)
Chairman	Current	-None-	50,000
	Proposal	30,000	20,000
Directors	Current	-None-	33,000
	Proposal	20,000	15,000

Risk Management Committee

(Unit: Baht)

Position		Monthly Remuneration (per person)	Stipends for each meeting (per person)
Chairman	Current	30,000	30,000
	Proposal	Being paid at the current rate	
Directors	Current	20,000	20,000
	Proposal	Being paid at the current rate	

Note: Making payment to non-executive directors only

The above remuneration rates would be in effective from 1 May 2017 onward. They would be fixed until the meeting of shareholders adopting a new resolution.

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 of Directors and members of sub-committees for 2017.

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

Results	Number of votes
Approval votes	535,618,902
Disapproval votes	59,646,027
Abstained from voting	1,200,801
Number of Invalid votes	0

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	595,076,610
Disapproval votes	181,319
Abstained from voting	1,207,801
Number of Invalid votes	0

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 of Directors and members of sub-committees for 2017.

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. However, Mr. Tiraphot Vajrabhaya and Mrs. Siripen Sitasuwan were two directors retiring at this meeting. In this connection, he requested Mr. Vichit Yanamorn, the Member of the Nomination and Remuneration Committee to provide the shareholders with the details related to this agenda item.

Mr. Vichit Yanamorn informed the meeting that the following three directors would retire by rotation at the 2017 Annual General Meeting of Shareholders.

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

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. Vichit Yanamorn 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 1 September 2016 to 31 October 2016. However, during the specified period, there was no shareholder proposing any person for consideration. The Nomination and Remuneration Committee had been finding qualified persons to propose to shareholders for appointing as the Company's directors in replacement of the directors retiring. Taking into account the knowledge, competency, and past performance of those three directors retiring, the Committee deemed it appropriate to propose to the meeting of shareholders there-election of them as the Company's directors. (Members of the Nomination and Remuneration Committee who retired at this meeting were not allowed to vote for their own).

As a result, based on the recommendation made by the Nomination and Remuneration Committee, the Board of Directors deemed it appropriate to propose to shareholders that they elect the three retiring directors and appoint them as the Company's directors 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 41-45 of the Notice of the Meeting, or those currently shown on the screen.

Mr. Vichit Yanamorn 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. Preecha Jintananont (a proxy holder)

Mr. Preecha asked about the outstanding characteristics of the independent directors whose tenure was more than nine years. He also asked whether the Board of Directors had discussed the issue on the retention of independence, and whether the future tenure of the independent directors would be determined.

Chairman of the meeting

The Chairman said that independent directors should not serve on the Board for more than three consecutive terms. In this connection, the Board was in the process of finding a way to ensure that independent directors would not serve for too long. This morning, at the annual general meeting of TBANK's shareholders, two independent directors having served on the Board for over nine years retired upon the completion of their tenure. Being able to find replacements, the Bank did not propose that the retiring directors be re-elected. On the part of the Company, it was proposed that Ms. Siripen Sitasuwan who had served on the Board for more than nine years be re-elected. This was mainly because she was remarkably successful in keeping her independence when carrying out her duties. In addition, she had extensive knowledge and abilities in relation to auditing and financial business. The Nomination and Remuneration Committee had been trying to find other candidates with appropriate qualifications but it was not easy to identify such people.

As there was no additional question or opinion, Mr. Vichit Yanamorn requested the shareholders to vote on the agenda item.

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. Suphadej Poonpipat
- 6.2 Mrs. Siripen Sitasuwan
- 6.3 Mr. Tiraphot Vajrabhaya

Mr. Vichit Yanamorn 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.

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. Suphadej Poonpipat:

Results	Number of votes
Approval votes	584,358,732
Disapproval votes	11,039,010
Abstained from voting	1,160,301
Number of Invalid votes	0

The results of the voting on Agenda Item 6.2 - Mrs. Siripen Sitasuwan:

Results	Number of votes
Approval votes	584,402,912
Disapproval votes	10,992,029
Abstained from voting	1,163,101
Number of Invalid votes	1

The results of the voting on Agenda Item 6.3 - Mr. Tiraphot Vajrabhaya:

Results	Number of votes
Approval votes	536,813,341
Disapproval votes	58,581,600
Abstained from voting	1,163,101
Number of Invalid votes	1

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 fees for 2017

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 2016 and fixed the audit fees at 900,000 baht. For the year 2017, 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 2017. It was also proposed that the shareholders approve the audit fees 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 fees proposed for the year 2017 were 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 fees of 900,000 baht for the year 2017 were the same amount as the audit fees for the year 2016.

As regards the detailed profiles of the three public accountants and other related information, the shareholders could find them on Pages 48-50 of the Notice of the Annual General Meeting.

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

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

Results	Number of votes
Approval votes	594,975,157
Disapproval votes	425,600
Abstained from voting	1,190,701
Number of Invalid votes	0

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 2017. The audit fees of 900,000 baht for 2017 were 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:

Mr. Rakkiat Thai-arpon (a shareholder)

Mr. Rakkiat asked the following questions:

1. How far the progress was made on the plan of the Bank of Nova Scotia (Scotiabank) to sell its equity stake in TBANK to its alliances.
2. What the amount of the accumulated tax losses as a result of the business transfer from Siam City Bank remained to be used by TBANK.

Chairman of the meeting

1. The Company was formally informed by Scotiabank that its policy to sell its investments in Asia was scrapped. In the past, Scotiabank provided the Company with its full support for the development of TBANK's various services, particularly in the area of electronic banking.
2. TBANK's remaining accumulated tax losses as a result of the merger with Siam City Bank amounted to about 14,669 million baht. Based on the corporate tax rate of 20 percent, the tax benefit to be gained by TBANK amounted to almost 3,000 million baht. It was expected that the accumulated losses would be used up by next year.

An anonymous shareholder

The shareholder commended the Board of Directors and the executives for helping TBANK achieve stronger performance, citing the gracious kindness of His Majesty King Rama IX towards Siam City Bank. He also mentioned the potential of Asia's economic growth from the perspective of investment groups from Europe and the U.S., including Scotiabank. In addition, he commented that some of TBANK's branches were too spacious. On the other hand, there were mobile banking and a wider range of electronic cards used for payments. Moreover, some commercial banks already opened branches or service points in 7-Eleven stores. As a result, TBANK should ensure that the opening of branches and the offering of services at branches were in line with the change in consumer behavior.

Mr. Suphadej Poonpipat

Mr. Suphadej thanked the shareholder for the commendation and requested Mr. Somjate to give clarifications on the branch policy.

Mr. Somjate Moosirilert

Mr. Somjate said that the Bank had adopted a clear policy on branches. In order for the shareholders to hear information directly from the person in charge, he requested Mr. Sanong Khumnuch, TBANK's executive vice president responsible for the branch network as well as the nationwide retail business, to talk about the policy and the related strategies.

Mr. Sanong Khumnuch

Mr. Sanong said that the Bank had been reviewing the branch policy for the past two to three years. The first factor which was taken into consideration was the customer behavior, particularly the customer convenience. Throughout the past years, the Bank not only merged some of its branches to certain extent, but also reduced the size of several branches. As regards the opening of branches in 7-Eleven stores, the Bank had not yet considered the idea specifically. The main guideline for opening a branch was to determine which type of branches would most satisfactorily meet customer needs. There were two types of customers: (1) digitally-oriented customers who demanded convenience and ease in the way they received service. In serving this type of customers, TBANK had made available online digital banking services; and (2) customers who still preferred to meet with bank counter staff. It was still necessary for the Bank not only to maintain conventional branches but also to continue developing human resources in a continuous manner over the past few years so that they could provide customers with in-depth advice.

Mr. Suphadej Poonpipat

Mr. Suphadej further clarified that TBANK already undertook changes in bank branches in the form of a new model called “Thanachart Next” whereby it was equipped with automated banking machines and also offered financial advice, as well as in the form of a new model called “Thanachart Express” which served as Thailand’s first prototype cashless branch. It was expected that further progress would be made and witnessed over the next two to three years.

A shareholder submitting a question in writing

The shareholder asked why the remuneration paid to the Board of Directors included both monthly salaries and meeting allowances.

Mr. Tiraphot Vajrabhaya

Mr. Tiraphot said that, in carrying out their duties, members of the Board of Directors as well as members of all committees not only had to attend meetings to give their opinions and adopt resolutions, but also had to prepare themselves prior to the meetings by studying related materials in advance. In addition, they needed to contact executives of the Company and TBANK in relation to the information for which they were responsible. In this connection, they needed to spend quite a lot of time studying the materials and preparing themselves. As a result, it was necessary to provide them with both meeting allowances and monthly salaries.

An anonymous shareholder

The shareholder asked about the income earned from serving as financial advisor on the initial public offering of Banpu Power Public Company Limited. Other questions covered the increase in income as a result of the change in the accounting policy in relation to the value of land based on revaluation rather than on original costs as well as where they were shown in the financial statements.

Chairman of the meeting

The income for serving as financial advisor for the initial public offering belonged to Thanachart Securities Public Company Limited. It was reflected both in the consolidated financial statements of TBANK as well as the consolidated financial statements of the Company. On the other hand, the gain arising from land asset revaluation was considered part of shareholders' equity and could be counted as part of capital.

Mr. Rittichai Yipcharoenporn (a shareholder)

Mr. Rittichai said that in 2016, the Company's profit increased but its assets, particularly the loan portfolios, decreased to a certain extent. He asked what the policy on loan growth would be. He believed that it was necessary to grow loans to build a new client base which would generate both interest income and other income. As well, he asked what caused the loan loss provision to decrease and whether it was due to the decrease in loans.

Chairman of the meeting

The Chairman said that the decrease in the loan portfolios was mainly due to the decrease in hire purchase loans. There were two supporting factors. First, as the outstanding balance of TBANK's hire purchase loan portfolio was relatively high, each month there were a lot of loans which were due for repayments, the total of which amounted to several thousand million baht annually. Secondly, the automobile industry was impacted by the decrease in new car sales. However, the Bank was able to maintain its market share. As well, it was more cautious of giving used car loans. This was mainly due to the fact that in 2015, the Bank was hard hit by the non-performing used car loans. In addressing the problem, the Bank adopted a new credit scoring model. As a result, it was able to reduce the number of the non-performing used car loans and the hire purchase loan portfolio currently became stable again. Therefore, if the automobile market remained the same, the hire purchase loans would gradually increase. As regards mortgages, the home loan portfolio increased to a certain extent. However, the corporate loan portfolio was rather lackluster as the competition was highly intense. If the Bank wanted to compete, it had to assume greater risks. This meant that, if the loans became non-performing, the Bank would suffer significant impacts. For creditworthy corporate clients, fierce competition resulted in lower interest rates, which in turn led to a very low rate of return.

As regards the decrease in the loan loss provision, thanks to TBANK's efficient debt management, the non-performing loans decreased remarkably. The ratio of TBANK's NPL to total loans was almost the lowest in the industry. This reflected the fact that the quality of the assets was well looked after. In addition, the ratio of the loan loss provision to NPL was currently among the top in the industry.

Mr. Suphadej Poonpipat

Mr. Suphadej said that both the Company and TBANK established and maintained relatively high quality accounting standards. In relation to loan loss provision, the Company and the Bank not only looked at potential losses at present and in the past but also looked ahead. In particular, the collective approach had been adopted with the emphasis being placed on determining the probability that retail loans would become

non-performing and to what extent, despite the fact that the existing loans might still be performing. As at the end of 2016, TBANK's loan loss provision amounted to as high as 192.38 percent of the Bank of Thailand's minimum requirement. In this connection, he requested the auditor to provide clarifications to the shareholders so that they would have a clear understanding.

Ms. Ratana Jala (auditor)

In relation to the financial statements, Ms. Ratana said that the loan loss provision policy was based on the minimum level in line with the generally accepted accounting standards as well as the requirement imposed by the Bank of Thailand. In addition, the Company adopted a policy of setting aside additional loan loss provision on top of the minimum requirement. In this connection, the shareholders could find details from the notes to the financial statements which were already distributed. As regards the loan loss provision based on the collective approach explained by Mr. Suphadej, it was mainly concerned with making an estimate of how much the existing loans would become bad debts or non-performing loans in the future. The next step was to use the result obtained in making an estimate for the additional loan loss provision to be put on top of the minimum requirement. Therefore, with regard to the auditing of the loan loss provision, the shareholders could rest assured that the auditor already audited the provision. There was no issue that the provision was not in line with the accounting standards or the requirement imposed by the Bank of Thailand. The information regarding additional loan loss provision was already disclosed in the notes to the financial statements in the annual report which the shareholders could study in more detail.

Mr. Somjate Moosirilert

Mr. Somjate would like to give the shareholders further clarification that the growth of the automobile market was not as high as in the past. However, TBANK was still able to maintain the share of the new car market. At the same time, the Bank adopted a strategy aiming at establishing partnerships with many automotive manufacturers. The relationships not only would help the Bank penetrate into new markets more effectively but would also grow its customer base for luxury cars. With regard to the competition policy, the Bank would take into consideration the related risks in managing the portfolios. The recent studies showed that the economy already recovered and was expected to grow slowly. The studies also identified the market segments in which the Bank could compete and what tools could be used in competing with others.

Noteworthy was the success achieved by TBANK's work teams in getting loan repayments after their negotiations with large debtors in relation to the latter's loans which had been non-performing for a long time. Not less importantly, the Bank already put in place a more efficient debt collection system. At the same time, it also implemented a number of measures aiming at preventing existing loans from non-performing, as a result of economic slowdown. Moreover, work teams at branches had adopted an approach aiming at selling different types of related or complementary products or services to prospective customers. The objective was to make TBANK a main bank of the customers' choice for their daily living. The developments would help the Bank achieve sustainable growth.

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

The meeting was closed at 16:30 hours.

(signed)_____ Banerng Tantivit _____Chairman of the meeting

(Mr. Banerng Tantivit)

(signed)_____ Panupan Tuangthong _____Keeper of the minutes

(Mr. Panupan Tuangthong)

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.

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



Name and surname	Ms. Suvarnapha Suvarnaprathip
Type of directorship	Executive Director
Current position	Director, Vice Chairperson of the Executive Committee and Vice Chairperson of the Risk Management Committee
Age	73 Years
Nationality	Thai
Educational qualification	Bachelor of Economics, Monash University, Australia
Directorship and executive training program	<u>Banker Trust, New York, USA</u> - Corporate Finance Training Program <u>Thai Institute of Directors Association</u> - Certificate, Director Accreditation Program (DAP), Class 20/2004 <u>Thanachart Bank Public Company Limited</u> - Anti-Corruption for Executives 2017
Date of holding directorship	1 September 2005
No. of year holding directorship	12 Years 7 Months
Position in other listed company	None
Position in other non-listed company	- Director, Seacon Development Public Company Limited
Position in company whose business is related to the Company's business	- Director and Vice Chairperson of the Executive Committee, Thanachart Bank Public Company Limited
Position in competitor business in relation to the Company that may cause a conflict of interest	None
Work experience	- Director and Member of the Executive Committee, Thanachart Life Assurance Public Company Limited
No. of TCAP share held	None
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2017	- Board of Directors: 11 out of 12 meetings - Executive Committee: 12 out of 12 meetings - Risk Management Committee: 9 out of 12 meetings

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



Name and surname	Mr. Somjate Moosirilert
Type of directorship	Executive Director
Current position	Director, Member of the Executive Committee, Member of the Risk Management Committee, and Senior Executive Vice President
Age	62 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Business Administration, Thammasat University
Directorship and executive training program	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Corporate Governance for Capital Market Intermediaries (CGI), Class 15/2016 - Certificate, Role of the Chairman Program (RCP), Class 5/2001 <p><u>Thanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Anti Corruption for Executives, Class 1/2014 - Anti-Corruption for Executives 2017 <p><u>Thai Listed Company Association, The Stock Exchange of Thailand</u></p> <ul style="list-style-type: none"> - Certificate, TLCA Leadership Development Program (LDP)/2012 <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 5/2007 <p><u>Judicial Training Institute, Courts of Justice</u></p> <ul style="list-style-type: none"> - Certificate, The Program for Senior Executives on Justice Administration, Class 9/2005
Date of holding directorship	2 March 2009
No. of year holding directorship	9 Years 1 Month
Position in other listed company	None
Position in other non-listed company	<ul style="list-style-type: none"> - Vice Chairman, Thai Listed Company Association - Advisor, The Thai Bankers' Association - Board Advisor, Association of Thai Securities Companies
Position in company whose business is related to the Company's business	<ul style="list-style-type: none"> - Vice Chairman and Vice Chairman of the Executive Committee, Thanachart Insurance Public Company Limited - Chairman and Chairman of the Executive Committee, Thanachart Fund Management Company Limited - Chairman and Chairman of the Executive Committee, Thanachart Securities Public Company Limited - Director, Member of the Executive Committee, Chairman of the Risk Management Committee, and Chief Executive Officer and President, Thanachart Bank Public Company Limited - Chairman, TS Asset Management 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"> - Director, Vice Chairman Advisor, and Vice Chairman, Thai Listed Company Association - Director, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Director, The Thai Bankers' Association - Chairman and Chairman of the Executive Committee, Siam City Life Assurance Public Company Limited - Director and Member of the Executive Committee, Thanachart Insurance Public Company Limited - Director, Thanachart Fund Management Company Limited - Governor, The Stock Exchange of Thailand
No. of TCAP share held	None
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2017	<ul style="list-style-type: none"> - Board of Directors: 11 out of 12 meetings - Executive Committee: 12 out of 12 meetings - Risk Management Committee: 10 out of 12 meetings

Profile of person proposed to be appointed as the Company's director



Name and surname	Mr. Teeranun Srihong
Type of directorship	Non-executive Director
Current position	-
Age	53 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Business Administration, University of Michigan - Ann Arbor, USA - Bachelor of Engineering (Computer), Chulalongkorn University
Directorship and executive training program	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Director Accreditation Program (DAP), Class 86/2010 - Certificate, Director Certification Program (DCP), Class 179/2013 <p><u>Capital Market Academy, The Stock Exchange of Thailand</u></p> <ul style="list-style-type: none"> - Certificate, Capital Market Academy Leader Program Class 14/2012 <p><u>Thailand Energy Academy</u></p> <ul style="list-style-type: none"> - Certificate, The Executive Program of Energy Literacy for a Sustainable Future, Class 6/2015 <p><u>Thailand National Defence College</u></p> <ul style="list-style-type: none"> - Certificate, The Joint State - Private Sector Course Class 26 <p><u>Harvard Business School, Boston, USA</u></p> <ul style="list-style-type: none"> - Advanced Management Program (AMP 189)
Date of holding directorship	-
No. of year holding directorship	-
Position in other listed company	<ul style="list-style-type: none"> - Advisor, Sansiri Public Company Limited - Advisor, Bangchak Corporation Public Company Limited
Position in other non-listed company	<ul style="list-style-type: none"> - Director, Advance Power Conversion Company Limited - Director, The Committee of Mobilizing Reform according to the Thailand 4.0 Agenda - Chairman, Digital Economy Promotion Agency, The Government Complex - Chairman of Subcommittee on Digital Strategy for Capital Market and Advisor, Securities and Exchange Commission Thailand - Director and Member of the Executive Committee, Enter Solution Company Limited - Director and Managing Director, Celar Consulting Company Limited - Vice Chairman, Thailand Management Association
Position in company whose business is related to the Company's business	<ul style="list-style-type: none"> - Director and Member 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"> - Director, Beacon Venture Capital Company Limited - Chairman, Kasikorn Business - Technology Group Company Limited - Chairman, Kasikorn Leasing Company Limited - Chairman, Kasikorn Securities Public Company Limited - Chairman, Kasikorn Asset Management Company Limited - Director, Muang Thai Group Holding Company Limited - Chairman, Kasikorn Factory and Equipment Company Limited - Director and Managing Director, Kasikornbank Public Company Limited
No. of TCAP share held	None
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2017	None

Supporting Document

Agenda Item 7: To consider the appointment of the auditor and determine the audit fees for 2018

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

1. Ms. Somjai Khunapasut Certified Public Accountant (Thailand) No. 4499 and/or
2. Ms. Rachada Yongsawadvanich Certified Public Accountant (Thailand) No. 4951 and/or
3. Ms. Wanwilai Phetsang Certified Public Accountant (Thailand) No. 5315

These are the auditors of EY Office Limited

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

<p>Name</p> <p>Age</p> <p>Education</p> <p>Position in the Audit Firm</p> <p>Auditing Experience</p>	<p>: Ms. Somjai Khunapasut</p> <p>Certified Public Accountant (Thailand) No. 4499</p> <p>: 47 years</p> <p>: Master of Accounting, Thammasat University</p> <p>: Partner</p> <p>: - Ratchthani Leasing Public Company Limited</p> <p>- The Thai Insurance Public Company Limited</p> <p>- Thanachart Insurance Public Company Limited</p> <p>- Thanachart Securities Public Company Limited</p> <p>- Thanachart Fund Management Company Limited</p> <p>- LH Financial Group Public Company Limited</p> <p>- Land and Houses Bank Public Company Limited</p> <p>- Muang Thai Insurance Public Company Limited</p> <p>- Thaivivat Insurance Public Company Limited</p> <p>- The Navakij Insurance Public Company Limited</p> <p>- Syn Mun Kong Insurance Public Company Limited</p> <p>- Muangthai Leasing Public Company Limited</p> <p>- S 11 Group Public Company Limited</p> <p>- TISCO Bank Public Company Limited</p> <p>- TISCO Financial Group Public Company Limited</p>
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Name : Ms. Rachada Yongsawadvanich
 Certified Public Accountant (Thailand) No. 4951

Age : 47 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
 - Bangkok Insurance Public Company Limited
 - Thai Reinsurance Public Company Limited
 - Indara Insurance Public Company Limited
 - Nam Seng Insurance Public Company Limited



Name : Ms. Wanwilai Phetsang
 Certified Public Accountant (Thailand) No. 5315

Age : 46 years

Education : Master of Business Administration, Thammasat University

Position in the Audit Firm : Partner

Auditing Experience :
 - Thanachart Bank Public Company Limited
 - Thanachart Capital Public Company Limited
 - Mizuho Bank, Ltd. Bangkok Branch
 - SCIB Services Co., Ltd.
 - Thanachart Training & Development Company Limited
 - Thanachart Management & Services Company Limited
 - National Leasing Company Limited
 - Tablamu Resort Developments Limited
 - Mai Khao Resort Developments Limited
 - Sattahip Developments Limited
 - Mae Phim Resort Developments Limited



- **Audit Fees**

For the Company's 2018 financial statements, EY Office Limited proposes the audit fees for 2018 of 950,000 baht, representing a 5.6 percent increase from the audit fees of 900,000 baht charged for the year 2017.

- **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
1. Ms. Somjai Khunapasut	Years 2015 - 2017	-
2. Ms. Rachada Yongsawadvanich	Years 2016 - 2017	-
3. Ms. Wanwilai Phetsang	-	-

- **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 that the auditors of EY Office Limited 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 2018
Thanachart Capital Public Company Limited
Wednesday, 25 April 2018

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. Mrs. Siripen Sitasuwan	Chairperson of the Audit Committee and Member of the Nomination, Remuneration, and Corporate Governance Committee (Independent Director)	69	377 Charansanitwongse Road, Kwaeng Wat Tha Phra, Khet Bangkokyai, Bangkok. 10600
2. Mr. Tiraphot Vajrabhaya	Chairman of the Nomination, Remuneration, and Corporate Governance Committee and Member of the Audit Committee (Independent Director)	64	249 Soi Rotchana Sukhumvit 21 Road, Khlong Toei Nuea Wattana Bangkok. 10110
3. Mr. Suphadej Poonpipat	Vice Chairman, Chairman of the Executive Committee, Chairman of the Risk Management Committee, and Chief Executive Officer (Executive Director)	67	45/2 Soi Sailom 1, Paholyothin Road, Kwaeng Samsen Nai, Khet Phayathai, Bangkok. 10400

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 17 April 2018).

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 Athenee Crystal Hall of The Athenee Hotel, a Luxury Collection Hotel, Bangkok, located at 61 Wireless Road (Witthayu), Lumpini

Subdistrict, Pathumwan District, Bangkok, 10330 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

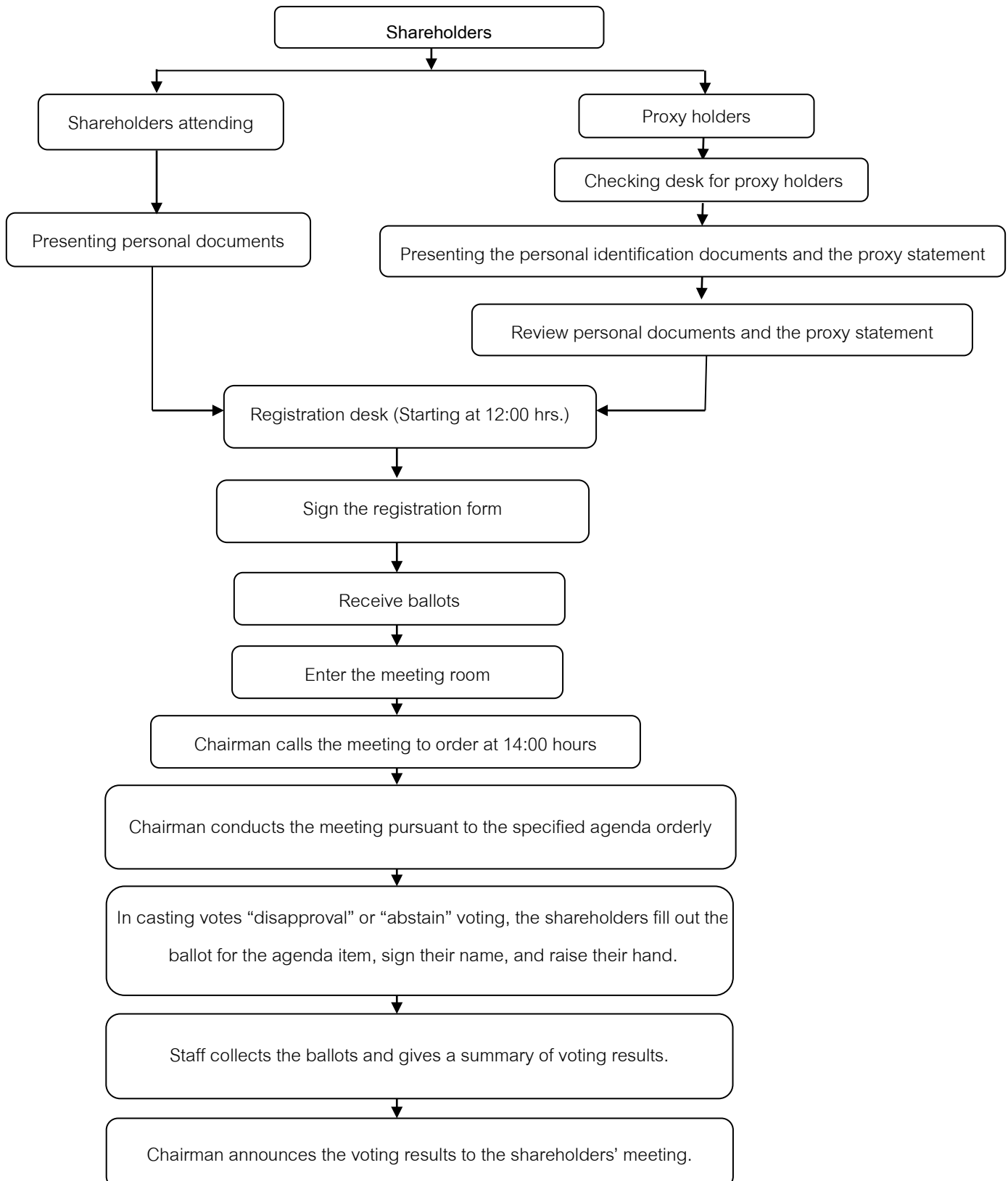
- **Voting**
 - 1. One share equals to one vote for both ordinary and preferred shares.
 - 2. In voting for each agenda item, the Chairman of the meeting will ask whether there is any shareholder who wishes to cast votes of disapproval or abstain from voting, to raise his/her hand.
 - If there is any 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 2018



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.

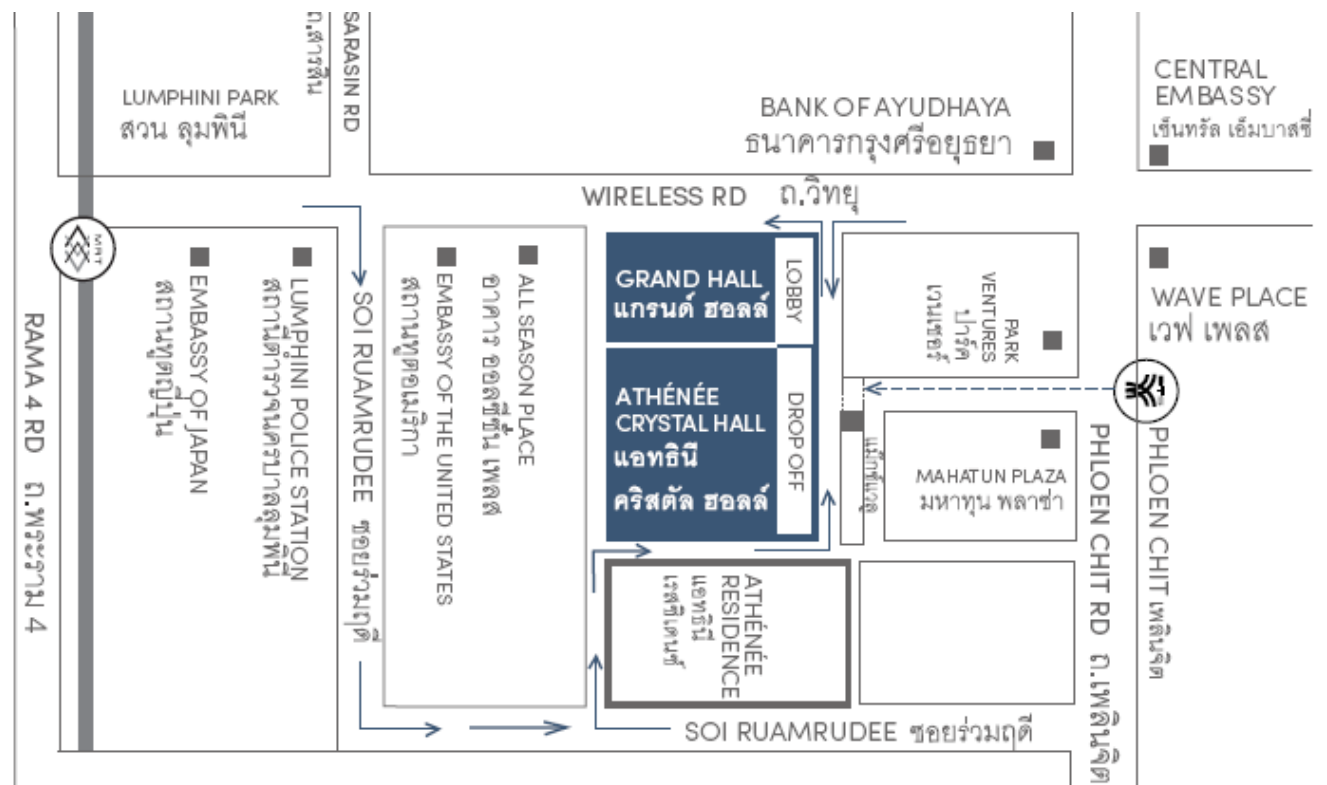
Article 46. The Payment of dividends shall be made within 1 month from the date of the meeting or upon the date the Board of Directors has passed the resolution, as the case may be.

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.

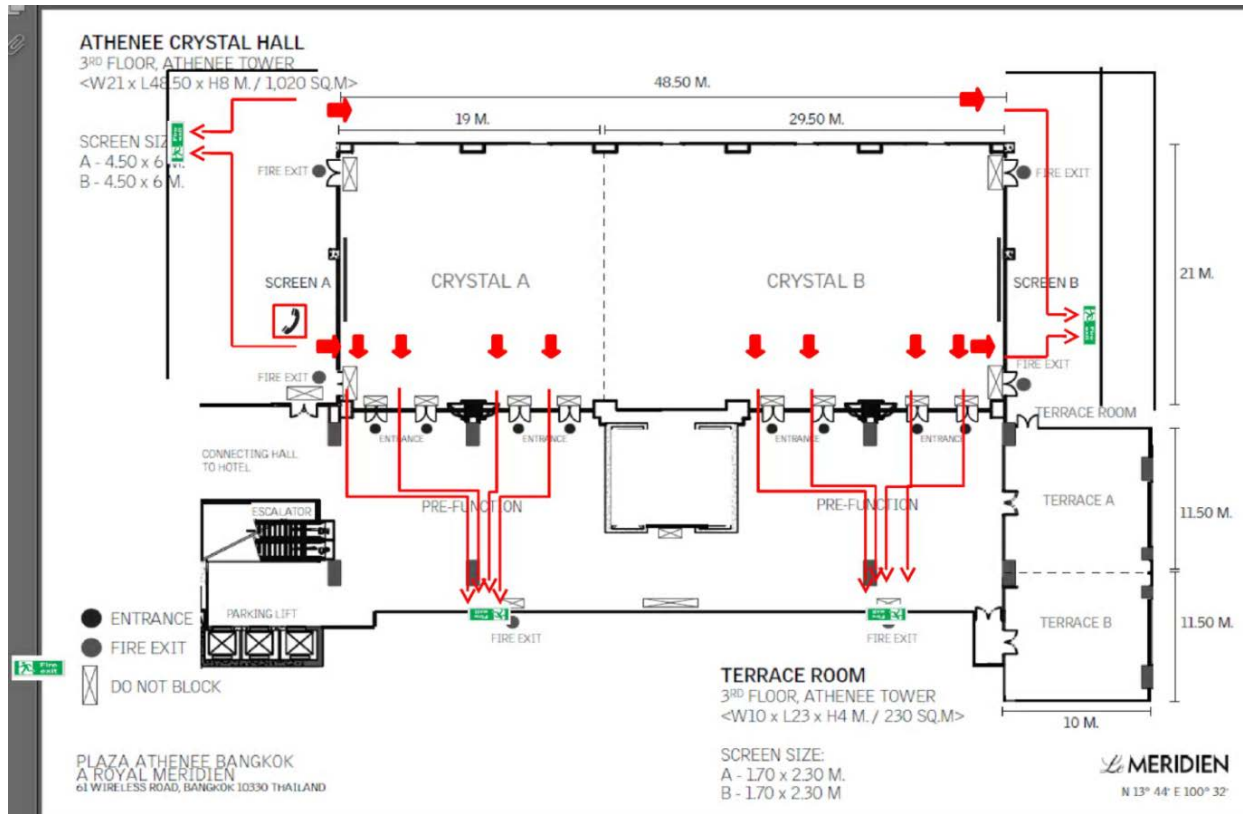
Map of Athenee Crystal Hall of The Athenee Hotel Bangkok, a Luxury Collection Hotel

Map of the Meeting's Location

The meeting will be held at Athenee Crystal Hall, 3rd floor of The Athenee Hotel, a Luxury Collection Hotel, Bangkok located at 61 Wireless Road (Witthayu), Lumpini Subdistrict, Pathumwan District, Bangkok, 10330
Tel: 0-2650-8800 Fax 0-2650-8500-1



Fire Escape



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 โดยมีข้อมูลแสดงในหนังสือ
บอกกล่าวเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2561)

Hereby appoint (The shareholder may appoint the Independent Director or Executive Director of the Company of whose details are in of Notice of the 2018 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) _____

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561
ในวันที่ 25 เมษายน 2561 เวลา 14.00 นาฬิกา ณ ห้องแอเทนี คริสตัล ฮอลล์ ชั้น 3 โรงแรม ดิ แอเทนี ไฮเทล แบงค็อก, อะ ลักซ์ชูรี คอลเลกชัน ไฮเทล เลขที่ 61
ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่แจ้งเปลี่ยนแปลงในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders on 25 April 2018 at
14:00 hours, at Athenee Crystall Hall, 3rd floor, The Athenee Hotel, a Luxury Collection Hotel, Bangkok, 61 Wireless Road, Lumpini, Pathumwan,
Bangkok, 10330 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 2560
Item 1 To approve the Minutes of 2017 Annual Meeting of Shareholders

- ☐ (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 2560
Item 2 To acknowledge the report of the Board of Directors on the Company's business operations in 2017

เสนอเพื่อทราบไม่มีการลงมติ
For acknowledgement without approval

.....

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2560
Item 3 To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 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 4 พิจารณานุมัติการจัดสรรเงินกำไรสำหรับผลการดำเนินงานประจำปี 2560 และจ่ายเงินปันผล
Item 4 To approve the appropriation of the profit for 2017 performance 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 พิจารณานุมัติค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อย ประจำปี 2561 และอนุมัติเงินบำเหน็จกรรมการบริษัทฯ จากผลการดำเนินงานประจำปี 2560
Item 5 To approve the remuneration of the Board of Directors and standing committees for 2018 as well as the performance allowance for the Board of Directors for 2017 performance

วาระที่ 5.1 พิจารณานุมัติค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อย ประจำปี 2561
Item 5.1 To approve the payment of remunerations for the directors and members of standing committees in 2018

- ☐ (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

พิจารณาอนุมัติเงินบำเหน็จกรรมการบริษัทฯ จากผลการดำเนินงานประจำปี 2560

Item 5.2

To approve the performance allowance for the Board of Directors for 2017 performance

- ☐ (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

Item 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:
- ☐ การเลือกตั้งกรรมการทั้งชุด
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 นางสาวสุวรรณา สุวรรณประทีป

Ms. Suvarnapha Suvarnaprathip

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

6.2 นายสมเจตน์ หมูศิริเลิศ

Mr. Somjate Moosirilert

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

6.3 นายธีรนนท์ ศรีหงส์

Mr. Teeranun Srihong

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

วาระที่ 7

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2561

Item 7

To consider the appointment of the auditor and determine the audit fees for 2018

- ☐ (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**พิจารณาแก้ไขข้อบังคับของบริษัทฯ ข้อ 32****Item 8****To consider and approve the amendment to the Company's Article of Association No. 32**

- ☐ (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 9**เรื่องอื่น ๆ (ถ้ามี)****Item 9****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 และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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

เอกสารแสดงตนที่หน่วยงานราชการออกให้ 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 ซึ่งเป็นผู้ถือหุ้นพร้อมสำเนาเอกสารแสดงตนที่หน่วยงานราชการออกให้ซึ่งปรากฏรูปถ่ายของผู้แทนนิติบุคคลที่ลงนามในสำเนาหนังสือรับรองการจดทะเบียนฯ 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 2561)

(Please see the additional information in the Notice of 2018 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 2561 ในวันที่ 25 เมษายน 2561 เวลา 14:00 นาฬิกา ณ ห้องแอทนี คริสตัล ฮอลล์ ชั้น 3 โรงแรม ดิ แอทธินี โฮเทล แบงค็อก, อะ ลักซ์ชูรี คอลเล็คชั่น โฮเทล เลขที่ 61 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders for the Year 2018 on 25 April 2018 at 14:00 hours, at Athenee Crystall Hall, 3rd floor, The Athenee Hotel a Luxury Collection Hotel, Bangkok, 61 Wireless Road, Lumpini, Pathumwan, Bangkok, 10330 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