



Thanachart Capital Public Company Limited

Notice of the Annual General Meeting of Shareholders for the Year 2019

**Wednesday, 24 April 2019, at 14.00 Hours,
the Athenee Crystal 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 2019 Annual General Meeting of Shareholders

TCAP.CSO. 051/2019

22 March 2019

Subject: Notice of the 2019 Annual Meeting of Shareholders

Dear Shareholders,

The Board of Directors of Thanachart Capital Public Company Limited (“the Company”) at its Meeting No. 2/2019 held on Monday, 25 February 2019 passed a resolution to hold the 2019 Annual Meeting of Shareholders on Wednesday, 24 April 2019 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 2018 Annual Meeting of Shareholders

Objective and Rationale: The 2018 Annual Meeting of Shareholders was held on Wednesday, 25 April 2018. 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 on Wednesday, 9 May 2018.

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 2018

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 2018 Annual Report (stored on QR Code) which is sent to shareholders together with this Notice of Annual Meeting of Shareholders. They have also disclosed on the Company’s website since 22 March 2019.

บริษัท ทูมมาร์ท 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 2018 Annual Report.

Item 3 To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2018

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 2018. Being prepared in line with the Financial Reporting Standards, the statements showed the financial position and the operating results of the Company in 2018. 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 2018 Annual Report (stored on QR Code). In addition, financial highlights as well as management's discussion and analysis of the financial position and the performance for the year 2018 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 2018 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 2018 amounted to 3,316,438,710.84 baht. On the other hand, the Company's net profit based on the consolidated financial statements amounted to 7,839,427,861.93 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. 9/2018 on 24 September 2018, the Board of Directors adopted a resolution to make interim dividend payments at the rate of 1.00 baht per share. The dividend payments were made to shareholders on 22 October 2018.

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 2018 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 2.60 baht per share or 2,998,190,027.80 baht in total, representing 90.40 percent of the 2018 net profit based on the Company's separate financial statements or 38.25 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 1.00 baht per share to shareholders on 22 October 2018. As a result, the remaining dividend payments to be made amount to 1.60 baht per share or 1,833,060,324.80 baht in total.

The calculation of the aforementioned dividend payments is based on the sum of ordinary and preferred shares which amounts to 1,165,129,703 shares deducted by 19,467,000 ordinary shares repurchased by the Company under the share repurchase program in the period from 8 August 2018 to 7 February 2019. The net sum of the ordinary and preferred shares amounts to 1,145,662,703 shares.

In this connection, the Company sets 2 May 2019 as the record date. In addition, the dividend payments will be made to ordinary and preferred shareholders on 17 May 2019. 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, 25 percent, and 23 percent as follows:

- 0.056 baht per share will be from retained earnings that the Company paid corporate income tax of 30 percent.
- 0.331 baht per share will be from retained earnings that the Company paid corporate income tax of 25 percent.
- 1.213 baht per share will be from retained earnings that the Company paid corporate income tax of 23 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 2016 to 2018 respectively

	Performance for the Year		
	2018 (for which dividends are proposed)	2017	2016
Net profit (separate F/S)(mil. baht)	3,316	2,379	1,659
Net profit (consolidated F/S)(mil. baht)	7,839	7,001	6,013
Number of shares receiving dividends (shares)	1,145,662,703	1,165,129,703	1,165,129,703
Earnings per share (separate F/S)(baht)	2.85	2.04	1.42
Dividend payout ratio for the year (per share)(baht)	2.60	2.20	2.00
Approved dividend payments for the year (mil. baht)	2,998	2,563	2,330

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 2019 as well as the performance allowance for the Board of Directors for 2018 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 2019, details of which are as follows:

Remuneration Schedule for 2019 proposed to annual meeting of shareholders for approval

(Unit: Baht)

Board and various standing committees	Position	2019		2018	
		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	120,000	60,000
	Directors	60,000	30,000	60,000	30,000
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 Oversight Committee	Chairman	30,000	30,000	30,000	30,000
	Directors	20,000	20,000	20,000	20,000

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

- The Risk Management Committee has changed its title to the Risk Oversight Committee, effective from 1 January 2019.

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 29,981,900.28 baht, based on the approved dividend payments totaling 2,998,190,027.80 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 2016-2018

(Unit: Baht)

Particulars	Based on performance for the year		
	2018	2017	2016
Performance allowances paid	29,981,900.28*	25,632,853.47	23,302,594.06

Note: * Performance allowances to be proposed to the forthcoming 2019 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 2019 Annual Meeting. The three directors who have served the longest term in office and will retire by rotation are as follows:

- | | |
|--------------------------|---|
| 1. Mr. Banterng Tantivit | Chairman (Non-executive Director), |
| 2. Mr. Vichit Yanamorn | Director, Member of the Nomination, Remuneration, and Corporate Governance Committee, and Member of the Risk Oversight Committee, (Non-executive Director), and |
| 3. Mr. Prinya Hom-anek | Director, Member of the Audit Committee, and Member of the Risk Oversight Committee (Independent 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.

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 2018 to 30 November 2018. 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. Mr. Banterng Tantivit (Director retiring by rotation),
2. Mr. Vichit Yanamorn (Director retiring by rotation),
3. Mr. Prinya Hom-anek (Director retiring by rotation)

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 2019

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: In agreement with 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. Rattana jala | (Certified Public Accountant (Thailand)
No. 3734) and/or |
| 3) Ms. Wanvilai Phetsang | (Certified Public Accountant (Thailand)
No. 5315) |

They will be responsible for giving opinions to and signing the Company's financial statements for Fiscal Year 2019. 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 2019, Which equals the audit fees paid 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 Other business (if any)

Objective and Rationale: Apart from the various agenda items which the Board of Directors has established for the 2019 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 2018 to 30 November 2018. 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 2019).**

In this connection, the Company has set 12 March 2019 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 2019 Annual Meeting of Shareholders as well as supporting documentation on its website whose address is www.thanachart.co.th as from 22 March 2019.
- 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 2018, 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. 3012
Ms. Pattera Tanapisutsakul	Tel. 0-2217-8000 Ext. 3004
Ms. Machima Pompituk	Tel. 0-2217-8000 Ext. 3009

Supporting Document

Agenda Item 1: To approve the Minutes of the Annual General Meeting of Shareholders for the Year 2018

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

Thanachart Capital Public Company Limited

The Athenee Crystal Hall, 3rd Floor

The Athenee Hotel, a Luxury Collection Hotel, Bangkok

61 Wireless road (Witthayu), Lumpini, Pathumwan, Bangkok 10330

Wednesday, 25 April 2018, Starting at 14:00 hours

Quorum At 14:03 hours, the meeting was attended by 640 shareholders in person who held 30,129,014 shares and 1,039 proxy holders who held 597,181,890 shares respectively. As a result, there were altogether 1,679 shareholders attending the meeting and holding a total of 627,310,904 shares. The total shares accounted for 51.9951 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 paid-up shares of the Company. The excess amount was 12,666,430 shares. In this connection, the BOT allowed these shareholders to exercise their voting rights in a combined amount not exceeding 10 percent of the total paid-up shares of the Company. Based on the total amount of shares announced by the Chairman at the beginning of the meeting, those two shareholders could use only up to 120,647,970 shares for voting on each agenda item, while the remaining 12,666,430 shares could not be used for voting.*

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, Remuneration, and Corporate Governance 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, Remuneration, and Corporate Governance Committee and Member of the Audit Committee (Independent and Non-Executive Director) |
| 6. Mr. Vichit Yanamorn | Member of the Nomination, Remuneration, and Corporate Governance 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) |

Call 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 2018 to order at 14:03 hours. There were altogether nine 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 Annual General Meeting which was already sent to all shareholders.

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

The Company Secretary informed the shareholders that all the nine members of the Board of Directors were present at the meeting, accounting 100 percent of the Board. Among them were the Chairperson of the Audit Committee, the Chairman of the Nomination, Remuneration, and Corporate Governance Committee, and the Chairman of the Risk Management Committee. The directors were introduced individually.

In addition, **Mr. Suphadej Poonpipat** indicated that there were executives of Thanachart Capital Public Company Limited (the Company) and Thanachart Bank Public Company Limited (TBANK) attending the meeting. Their names and titles were as follows: 1) Mr. Kamtorn Tantisirivat, Executive Vice President, Financial Division of the Company, 2) Mr. Anuwat Luengtaweekul, Executive Vice President, Retail and Small Business Banking of TBANK, 3) Mr. Prapan Anupongongarch, Executive Vice President, Automotive Lending of TBANK, 4) Dr. Sutut Chitmongkongsuk, Executive Vice President, Chief Digital Officer and Chief Operating Officer of TBANK, and 5) Ms. Pittimart Sanguansook, Senior Vice President, Chief Financial Officer of TBANK.

Furthermore, the **Company Secretary** informed the meeting that Mrs. Ratana Jala, certified public accountant 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 during the meeting shareholders wished to request the directors, executives, or the certified public accountant to answer questions, they could do so.

The Company Secretary then requested hotel staff to show shareholders the fire exits for their safety in case of emergency or fire.

The Company Secretary invited one shareholder to witness the counting of votes at the meeting. In this connection,

Ms. Sasima Tawee-sakulchai, a retail shareholder, volunteered to witness the counting of votes at the meeting. The Company 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 11 separate ballots for the agenda items concerned, which were already given to the shareholders. In this connection, the management also had the related details printed on the ballots. With regard to Agenda Item No. 2, as it was concerned with the report to be presented to shareholders only for acknowledgement, there was no ballot for the item. Ordinary shareholders and preferred shareholders were entitled to one vote per share.

- 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 respectively. 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 Nos. 5 and 8, 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 unmistakably by the shareholders for each agenda item 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 above procedures, the Chairman proceeded with the established agenda of the meeting as follows:

Agenda Item No. 1: To approve the Minutes of 2017 Annual Meeting of Shareholders

The Chairman informed the participating shareholders that the Annual General Meeting of Shareholders for the Year 2017 was held on Wednesday, 5 April 2017. The minutes of the meeting had to be submitted to shareholders for verification together. The details of the draft minutes were included in the Notice of the Annual General Meeting on Pages 12-36. The Chairman proposed that 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 respectively. 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 2017.

The results of the voting for the Agenda Item No. 1 were as follows:

Results	Number of votes
Approval votes	613,718,315
Disapproval votes	1,699,900
Abstained from voting	174,101
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 2017.

Agenda Item No. 2: To acknowledge the report of the Board of Directors on the Company's business operations in 2017

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 in the past year 2017 to the meeting.

Mr. Suphadej Poonpipat said that Agenda Item No. 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 9 minutes in length. In this connection, shareholders could study the details given in the Annual Report

2017 in the form of CD-ROM, which was sent to all shareholders together with the Notice of the Annual General Meeting.

Record of the report via video presentation

In the past year, Thanachart Group's profits kept growing. Total assets also increased, based on its various strengths in terms of the asset quality, liquidity and capital. Importantly, the Group held a leadership position in the auto hire purchase. Global economy recovered, thanks to improving purchasing power as well as increased investments and productivity of the USA, China, Japan and the EU. The developments augured well for Thai exports, let alone the country's tourism boom. As a result, the Thai economy grew by 3.9 percent in 2017. The above contributed to the loan growth of the Thai commercial banking sector, particularly in the second half of the year, in tandem with the deposit growth. In addition, the banking sector stood on a strong capital base. As well, business plans of all banks were adjusted in line with the National e-Payment Master Plan as well as the various measures which encouraged commercial banks to make additional investments in technology development in tandem with branch management. The changes had significant impacts on the commercial banking business as a whole. On the part of Thanachart Bank, it continued the relentless pursuit of the strategy to become the customers' main bank of choice by offering products that addressed the needs of all customer groups. Furthermore, the Bank put great effort to streamline its business operations in line with the digital banking trends. As a result, the Bank and its subsidiaries enjoyed 12 consecutive quarters of net profit growth. The Bank's loans grew by 3.01 percent, thanks to the increase in retail and SME loans in general, particularly the auto hire purchase loans. Thanachart Bank's BIS ratio remained high at 18.94 percent. The Bank was able to maintain the Liquidity Coverage Ratio of above 100 percent in line with the Basel III requirements. All the above contributed to Thanachart Group's profit of 14,341 million baht in 2017, representing an increase of 13.72 percent compared to the same period a year earlier. The profit attributable to the Company amounted to 7,001 million baht, representing an increase of 16.34 percent. As regards Thanachart Group's new products, a diverse range of new product and services had been developed. This gave rise to more choices for customers and provided them with opportunities to use the available services. In particular, Thanachart Bank introduced several new products including 'Cash Your Book' loans, new credit cards under Diamond Brand and Thanachart Justice League Chibi debit cards which were accompanied with Freever Lite savings accounts. Preparing for the digital era, the Bank formed an alliance with merchants and equipped them with Electronic Data Capture (EDC) terminals. The Bank also started offering QR Code payment service, as part of its support to the Government's National e-Payment Policy. Thanachart Insurance introduced products with new types of insurance coverage on a digital platform. It also developed Thanachart Club DD Application. Thanachart Securities developed Think Application which offered securities research. It placed emphasis on diversified portfolios with investment in a diverse range of financial assets. The objective was to give investors solutions together with securities research in line with their respective expected return and risk profile. Among others, these included research for investment in mutual funds with focus on analysis of each fund, which provided investors with more investment opportunities. Thanachart Fund Management

launched new funds to accommodate investments by investors and to provide investors with health protection. As well, it launched a number of mutual funds including T-PrimePlusAI, T-DIV Fund, T-DPlus short-term debt instrument fund, T-PrimeLowBeta fund, and T-LowBeta fund.

Noteworthy was the fact that the year 2017 was the year in which Thanachart Group received most awards. (The various awards were shown on the screen for shareholders.)

Thanachart Bank had adopted the following policy and business strategies. Based on its customer-centric policy, the Bank made available products and services accompanied with service quality and work processes that gave best experience to customers when they executed financial transactions with the Bank. Emphasis was placed on increasing the auto hire purchase customer base who used TBANK as their main bank of choice as well as the customer base with high financial potential thru wealth management business. Investment was also made in development of technology systems, aiming at raising the quality of digital banking services. Other priority areas included development of a framework for the level of risk acceptable to the organization, enhancement of preparedness and safety of work systems, compliance with corporate governance requirements and fair treatment of customers, as well as overseeing the selling of products in order to ensure that the Bank maintained its market leadership position. Not less importantly, the Bank continued developing human resources so that they possessed necessary digital skills for helping the Bank achieve both its medium- and long-term goals.

Most importantly, Thanachart Group never overlooked the importance of good corporate governance, social responsibility, and environmental protection. The Group regularly reviewed both the policy and measures related to good corporate governance and anti-corruption. As well, it sent messages to all staff members, encouraging them not only to strictly adhere to the policy and the related measures but also to implement them continuously. As a result, the Company was recognized as one of the listed companies which were excellent on corporate governance, based on the assessment conducted under the Project on Corporate Government Report of Thai Listed Companies (CGR). In particular, it received a perfect score of 100 from the Thai Institute of Directors Association (IOD) for organizing an annual general meeting of shareholders. In addition, all 14 companies under Thanachart Group were certified members of the Private Sector Collective Action Coalition against Corruption (CAC), whose memberships were renewed. Furthermore, the Group provided their trading partners with messages and knowledge yearly, encouraging them to join the coalition against corruption. Thanachart Bank also developed and publicized medias sharing financial knowledge on how to use and save money correctly. This was for improving long-term financial strength. The Group also paid attention to social responsibility and environmental protection as well as energy conservation and efficient use of resources. In this connection, the Board of Directors expressed its appreciation to shareholders, business partners, customers as well as all executives and staff for their support, trust, and confidence in the Group. As the next step, the Group would keep growing continually in the new era of digital banking.

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

Agenda Item No. 3: To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2017

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

Mr. Suphadej Poonpipat informed the meeting that, under Agenda Item No. 3, the Company would like to present a report on 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 financial position and performance the Company and its subsidiaries. The financial statements were prepared in accordance with the Financial Reporting Standards and also were audited by EY Office Limited's certified public accountant, who reported an unqualified opinion.

Overall, total assets of the Company and its subsidiaries in 2017 increased from a year earlier. As well, net profit increased from a year earlier. The increases demonstrated Thanachart Group's good performance, the details of which were given in the 2017 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 2017, by taking into consideration the consolidated financial statements of Thanachart Capital Public Company Limited which were audited by the certified public accountant. In this connection, the public accountant 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.

Consideration of the consolidated financial statements of the Company and its subsidiaries

Assets

Total assets of the Company and its subsidiaries amounted to 1,025,525 million baht, representing an increase of 58,658 million baht or 6.1 percent from a year earlier. One of major items was the interbank and money market items (net) of 95,918 million baht, representing an increase of 47,184 million baht or 96.8 percent in line with liquidity management. Another major item was the net investment of 178,703 million baht, representing a decrease of 8,225 million baht or 4.4 percent. The other was loans to customers of 712,761 million baht, representing an increase of 20,715 million baht or 3.0 percent, mainly due to the increases in loans to retail customers and SME loans, particularly high purchase loans which increased continuously in line with the recovery of the automobile industry.

Liabilities and equity

Total Liabilities of the Company and its subsidiaries as at the end of 2017 amounted to 895,455 million baht, representing an increase of 48,439 million baht or 5.7 percent from a year earlier. The major item was deposits which amounted to 716,091 million baht, representing an increase of 39,635 million baht or 5.9 percent. The change was mainly due to the increase in long-term fixed deposits in line with Thanachart Bank's strategy on deposit restructuring for supporting the growth of hire purchase loans.

Debts issued and borrowings amounted to 51,596 million baht, representing a decrease of 10,108 million baht or 16.4 percent. The change was mainly due to Thanachart Bank's early redemption of subordinated debentures.

Total equity amounted to 130,070 million baht, representing an increase of 10,219 million baht or 8.5 percent from a year earlier. This was mainly due to the operating profit attributable to the Company worth 7,001 million baht. Meanwhile, dividends worth 2,447 million baht were paid. On the other hand, non-controlling interests increased by 5,090 million baht.

Consideration of the consolidated statements of comprehensive income of the Company and its subsidiaries

Based on their consolidated financial statements, the Company and its subsidiaries' net profit in 2017 amounted to 14,341 million baht, representing an increase of 1,730 million baht or 13.7 percent from a year earlier. Net profit attributable to the Company amounted to 7,001 million baht, representing an increase of 988 million baht or 16.4 percent. In this connection, major changes were as follows:

1. Net interest income

Net interest income of the Company and its subsidiaries in 2017 amounted to 29,170 million baht, representing an increase of 702 million baht or 2.5 percent from a year earlier. In this connection, interest income amounted to 44,681 million baht, representing a decrease of 527 million baht or 1.2 percent. The decrease was mainly due to Thanachart Bank's adjustments of interest rates on loans in line with the market interest rates trend.

Interest expenses amounted to 15,511 million baht, representing a decrease of 1,229 million baht or 7.3 percent. This was mainly due to the financial cost management in line with Thanachart Bank's liquidity management strategy.

2. Non-interest income

Non-interest income of the Company and its subsidiaries amounted to 13,402 million baht, representing an increase of 1,171 million baht or 9.6 percent from a year earlier. Major items of the non-interest income included the following:

- Net fees and service income amounted to 5,890 million baht, which were quite close to a year earlier. This was mainly due to the fact that insurance/life insurance commission fees and asset management fees increased while securities brokerage fees decreased in line with the market condition .

- Net gains on investments amounted to 1,908 million baht, representing an increase of 847 million baht or 79.8 percent.
- Net insurance/life insurance income amounted to 2,605 million baht, representing a decrease of 54 million baht or 2.0 percent. This was mainly due to the increase in the reserve of life insurance business which was affected by the decrease in the interest rates offered by government bonds. Meanwhile, income from non-life insurance business kept on growing continuously.

3. Other operating expenses

Other operating expenses amounted to 20,836 million baht, representing a decrease of 189 million baht or 0.9 percent. This was mainly due to the decrease in premises and equipment expenses as well as efficient expenditure management.

4. Impairment loss of loans and debt securities

Impairment loss of loans and debt securities of the Company and its subsidiaries in 2017 amounted to 6,236 million baht, representing an increase of 26 million baht or 0.4 percent. This was mainly due to efficient risk management and appropriate management of asset quality despite the increase in loans.

5. Income tax

Income tax of the Company and its subsidiaries in 2017 amounted to 1,159 million baht, representing an increase of 306 million baht. In this connection, Thanachart Bank, a subsidiary of the Company, had no corporate tax burden in 2017 as it still had tax losses.

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

Table: Net profits of the Company's key subsidiaries in 2017 and 2016

(Unit: million baht)

Subsidiaries	Direct/indirect shareholding (percent)	Net profit(loss) for the year	
		2017	2016
Thanachart Bank Public Company Limited			
Based on the consolidated financial statements*		13,810	12,434
Based on the separate financial statements	50.96	13,135	11,962
Thanachart Insurance Public Company Limited	50.96	1,051	1,005
Thanachart Securities Public Company Limited	50.96	609	662
TS Asset Management Company Limited	50.96	210	189
Thanachart Fund Management Company Limited	38.22	426	355
Ratchathani Leasing Public Company Limited	33.22	1,126	881
NFS Asset Management Company Limited	100.00	24	55
MAX Asset Management Company Limited	83.44	45	92
MBK Life Assurance Public Company Limited	51.00	30	122

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

Lastly, the shareholders were requested to approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2017, the details of which were given in the annual report already sent to shareholders".

After the video presentation, Mr. Suphadej Poonpipat informed the meeting that the video presentation which was just made explained the financial position and the performance of the Company in 2017. The related details which included the financial highlights as well as the management discussion and analysis for the year 2017 were given in the annual report already sent to all shareholders.

He then provided shareholders with an opportunity to ask questions or give opinions, indicating that, under this agenda item, the certified public accountant of the Company's audit firm would help answer questions to be asked by shareholders. As there was neither question nor opinion, he requested shareholders to vote on the agenda item.

The results of the voting on the Agenda Item No. 3 were as follows:

Results	Number of votes
Approval votes	608,437,256
Disapproval votes	1,699,900
Abstained from voting	7,531,906
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 the statements of comprehensive income for the year ended 31 December 2017.

Agenda Item No. 4: To approve the appropriation of the profit for 2017 performance and the dividend payment

The Chairman informed the meeting that, in line with the summary reports presented earlier to the shareholders under Agenda Item Nos. 2 and 3 respectively on the Company's performance, and based on the information contained in the Notice of the Annual General Meeting, in 2017 the net profit based on the Company's separate financial statements amounted to 2,379,238,192.86 baht, and the net profit attributable to the Company, based on the consolidated financial statements, amounted to 7,001,170,112.20 baht. In this connection, the Board of Directors earlier approved an interim dividend payment of 0.90 baht per share for the first half of 2017. 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 law. Taking into account the above, the Board of Directors deemed it appropriate to propose to the meeting the following:

1. Shareholders acknowledge that there would be no appropriation of the net profit for 2017 performance as additional statutory reserve.
2. Shareholders approve the dividend payment based on the net profit for 2017 to holders of ordinary shares and preferred shares at a rate of 2.20 baht per share. However, the Company already made an interim dividend payment on 20 October 2017 at a rate of 0.90 baht per share. As a result, the remaining dividend payment to be made by the Company amounted to 1.30 baht, representing an amount of 1,514,668,613.90 baht approved for payment. In this connection, the source of such dividend payment was from retained earnings, on which the Company paid the corporate income tax at the rate of 30 percent and 25 percent respectively, details of which were as follows:
 - 1.05 baht per share would be from retained earnings that the Company paid the corporate income tax of 30 percent.
 - 0.25 baht per share would be from retained earnings that the Company paid the corporate income tax of 25 percent.

The dividend payment to be approved for the year 2017 amounted to 2.20 baht per share or 2,563,285,346.60 baht in total, accounted for 107.74 percent of the net profit for the year 2017 based on the Company's separate financial statements, or 36.61 percent of the net profit attributable to the Company, based on the consolidated financial statements. As regards the records of the Company's dividend payments based on the performance in 2015, 2016 and 2017 respectively, a comparison table which was prepared for shareholders' consideration was shown on Page 4 of the Notice of the Annual General Meeting.

Once the meeting approved the proposed dividend payment, the Company would set 3 March 2018 as the record date and 17 May 2018 as the dividend payment date respectively.

The Chairman then provided shareholders with an opportunity to ask questions or express opinions. In this connection, the following were the shareholders' questions and opinions and the Company's responses.

Mr. Niwes Hemvachiravarakorn (a shareholder)

The shareholder said that the dividend rate proposed by the Board of Directors was too low. He used to raise this issue several years ago. At that time, from a number of other plausible clarifications, the Chairman indicated that the Company's reserve was too low. However, the current situation was quite different. In this connection, he commended the management for steadily strengthening the Company's financial position and increasing its profitability. On the other hand, profits of major banks did not increase from a year earlier. In addition, the Company's loan loss provision was at a relatively high level. As well, based on past records, the Company had never suffered any net loss for the past 16 years.

Long-term investors expected that, once the Company's financial position strengthened, shareholders would get higher dividend rates. However, in relation to the proposed dividend payment, the dividend rate represented just 36 percent of the net profit attributable to the Company, based on the consolidated financial statements. This was far too low, taking into account the Company's financial position and the prices of its shares traded on the Stock Exchange of Thailand in the past, which increased rather slowly and only to a small extent. In comparison with its competitors whose business structure and operations were similar, their share prices and trading volumes were higher than those of the Company. It was likely that the differences were mainly due to their dividend policy which led to higher dividend rates than that of the Company. In this connection, their dividend rates ranged from 60-70 percent of their operating results.

As a result, he recommended that, at the next annual general meeting, the Board of Directors propose a higher dividend rate or a dividend rate of about 50 percent of the net profit attributable to the Company, based on the consolidated financial statements. In fact, the Board of Directors could give their confirmation of the higher dividend rate to shareholders this year.

The Chairman

The Chairman said that the Board of Directors would also like to propose a higher dividend rate. However, it was necessary to increase the rate gradually. In the past, after Thanachart Bank purchased the shares of Siam City Bank Public Company Limited, Thanachart Bank's earnings per share increased substantially. However, the Company had to issue debentures worth about 20 billion baht to finance the purchase. As a result, the Company was obligated to repay the loans and also make interest payments. In this connection, the Company's main source of income was the dividends from Thanachart Bank. On the other hand, Thanachart Bank was required to carry out a financial policy of keeping the BIS Ratio (or Capital Adequacy Ratio) at a high level in line with the Bank of Thailand's policy. As a result, Thanachart Bank was not able to pay the dividends at a high rate. On the part of the Company, most of the dividends received from Thanachart Bank were paid out not only in dividends to shareholders but also in debt repayments.

Currently, Thanachart Bank's BIS Ratio was relatively high and strengthened. In the past year, the Company also received higher dividends from Thanachart Bank. As well, the Board of Directors proposed a higher dividend rate for shareholders. In view of the trends in operating results and BIS Ratios of the Company and Thanachart Bank, which were quite close of those of the industry, the Board of Directors believed that Thanachart Bank would be in a position to pay higher dividends in the future. The matter had already been discussed with Scotiabank, another shareholder of Thanachart Bank. In this connection, the Board of Directors would take into consideration Thanachart Bank's financial stability as well as the Company's liquidity management. If the Company was in a position to pay a higher dividend, the Board of Directors would consider higher dividend payments as proposed by the shareholder. However, the Board was unable to commit or endorse any specific rate at present

Moreover, taking into consideration the competitors' capital structures mentioned by the shareholder, a large part of their capital was obtained by the issue of shares. As a result, they were able to pay out most of their profits in the form of dividends. On the other hand, a part of Thanachart Bank's capital was obtained by issuing subordinated debt instruments which were tier-2 capital with interest obligations to meet.

Mr. Pitak Natepetcharachai (a shareholder)

The shareholder asked the following questions:

1. He asked how much the profit of Prudential Life Assurance (Thailand) Public Company Limited (Prudential) was this year. He understood that the profit was very high. As well, he wanted to know whether Prudential's products were also distributed through other banks or channels. He also would like to know how much commission fees that Prudential paid to Thanachart Bank. In addition, he wanted to know how much the profit of MBK Life Assurance Public Company Limited was this year and also the distribution channels it used. He wondered why its distribution channels were weaker than that of Thanachart Bank despite the fact that it was also a member of Thanachart Group.
2. In relation to the information the Company gave to shareholders that it would grow relentlessly in the digital era, he would like to know the concrete actions which would be taken.

Mr. Somjate Moosirilert

Prudential paid commission fees to Thanachart Bank at market rates. In this connection, Thanachart Bank received commission fees worth about 1.5 billion baht from Prudential in 2017.

Mr. Suphadej Poonpipat

Thanachart Bank sold the equity stake in Thanachart Life Assurance Company Limited to Prudential. In return, Thanachart Bank received a sizable amount of money to compensate for the income from the life assurance business, which it previously earned. Afterwards, it received commission fees every year, under the agreement that Thanachart Bank could serve as a broker only for Prudential while the latter could make use of any other banks or companies as its brokers. When Thanachart Bank acquired Siam City Life Assurance Public Company Limited as part of the merger with Siam City Bank, it planned to sell the equity stake in the

Siam City Life Assurance. However, potential buyers offered very low prices. As a result, it entered into an agreement with MBK Public Company Limited so that the latter acquired the equity stake and continued doing the life assurance business. The name of the company was changed to MBK Life Assurance Public Company Limited. As the first step, MBK Life started by addressing on-going problems including, among others, investment portfolio and the returns offered for loss-ridden policies. As it could not use Thanachart Bank as its broker, MBK Life had to come up with new distribution channels while doing the business anew. To build direct marketing teams took time. To begin with, it had to identify and appoint brokers, which was not easy to implement. Currently, most products were mainly sold through the brokers. Meanwhile, Thanachart Group established its own broker company. Building teams of life insurance agents for network expansion took time. As well, establishing life insurance business was time-consuming, particularly in relation to growing of a customer base as well as development of terms and conditions related to coverage and benefits for customers, which had to meet the needs of each customer group. As a result, this type of business needed long-term support. However, MBK Life had started generating profits. In this connection, its profit in 2017 was about 30 million baht.

The Chairman

Businesses were currently in the digital era. As regards the commercial banking business, the main goal of Thanachart Bank was to give digital banking services with standards on a par with those of the industry. Thanachart Bank had made use of technologies to improve its services in several areas, particularly in automobile hire purchase business, in which the Bank held a leadership position. As a result, customers were able to use digital services while the Bank was able to provide customers with convenience and give services to them in an efficient manner. In this connection, the Board of Directors would like to commend the executives and staff concerned for the achievements.

Mr. Somjate Moosirilert

He would like to give additional information on the digital services. Referring to the Annual Report and the information presented under Agenda Item No. 2, Thanachart Group's businesses including securities brokerage and insurance as well as others had continuously developed new technologies for servicing customers. As an example, the securities brokerage business had come up with Thanachart Think Application. In relation to automobile hire purchase business, currently customers had access to online auto finance lending. In the future, customers could check the latest status of their loan applications online. As regards the development in line with the Government's National e-Payment Policy, Thanachart Bank had achieved full implementation of all requirements including PromptPay and QR Code payment service as well as other payment channels with standards on a par with those of major commercial banks. In principle, Thanachart Bank aimed at raising the quality of its services so that it was able to accommodate all types of basic transactions. Emphasis was placed on strengthening the existing potential as well as ensuring service continuity and, most importantly, service security. The Bank kept fostering developments in all these areas in a continuous manner.

Ms. Kittimas Tanglakchai (a shareholder)

The shareholder wanted to be informed of the target for the auto hire purchase loans in 2018 as well as the related strategy in addition to the information about the digital developments.

Mr. Prapan Anupongongarch

Mr. Prapan Anupongongarch indicated that the growth target for 2018 was 10 percent as compared to the same period in the previous year. As regards the main strategy for 2018, emphasis would be placed on the digital developments as already explained by the Chairman and Mr. Somjate. Thanachart Bank's strength was the nationwide presence of marketing teams who covered all districts and all provinces. Importantly, the Bank had put in place a full range of auto loans that addressed the needs of all customer groups. In addition to existing partnerships with both new car and used car suppliers, the Bank continued building additional business alliances. He also referred to the recent announcement made by the Office of the Consumer Protection Board (OCPB) in relation to the new regulations on hire purchase contracts to be enforced as from 1 July 2018, which required the disclosure of how the interest rate was calculated in a transparent manner. Furthermore, he indicated that the hire purchase interest rate would still be based on a flat rate as before. The flat rate would not be changed whenever the principal amount decreased, in contrast to the available information shared through LINE accounts. Based on the new regulations, the calculation of the late payment penalties rate would also be adjusted using the same standard in line with the effective interest rate. In particular, the penalties rate would be equal to the effective interest rate plus 3 percent, the information of which would be specified in hire purchase contracts. As well, the contracts would include information about the different fees which could be charged. In this connection, all the necessary preparations were already made.

As no shareholder asked additional questions or expressed additional opinions, the Chairman requested shareholders to vote on the agenda item.

The results of the voting on the Agenda Item No. 4 were as follows:

Results	Number of votes
Approval votes	584,433,689
Disapproval votes	33,583,738
Abstained from voting	32,707
Number of Invalid votes	12,600

Resolution The meeting acknowledged that there would be no allocation of the net profit for the year 2017 as legal reserve. As well, 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 2.20 baht per share for the performance in 2017. The remaining dividend payment to be made amounted to 1.30 baht per share. In this connection, the dividend payment would be made in line with the proposed schedule.

Agenda Item No. 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

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

Mr. Tiraphot Vajrabhaya informed the meeting that, as proposed by the Nomination, Remuneration, and Corporate Governance Committee, the remuneration of the Board of Directors and the standing 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 2017, the remuneration payments made to the Board of Directors and the members of the standing committees in accordance with the rates approved by the Annual General Meeting of Shareholders for the Year 2017 were as follows:

- The total payments of 8,925,000 baht were paid to the Board of Directors, which were in line with the number of the meetings attended by the directors.
- The total payments of 4,617,000 baht were paid to the members of all the standing committees.
- The table showing the rates and details of payments made to the Board of Directors and the members of all the standing committees in 2017 and at present was on Page 5 of the Notice of the Annual General Meeting of Shareholders.

As regards the payments made to individual directors, the related details were given on Pages 89-91 of the Annual Report. 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 2018, the Nomination, Remuneration and Corporate Governance Committee reviewed the remuneration of the Board of Directors and the members of the standing committees, taking into account the policy and the guidelines as follows:

1. The remuneration of each director had to reflect their respective duties and responsibilities
2. A comparison with the remuneration in the same industry was made by taking into account the information of the remuneration of listed companies' directors, which was collected by the Thai Institute of Directors Association (IOD).

In this connection, the Committee submitted to the Board of Directors the proposal that the shareholders' meeting consider and approve the remuneration rates as follows:

1. Approval of the following remuneration rates for the Board of Directors and members of the standing committees:

Board of Directors

(Unit: Baht)

Position	Monthly remuneration (per person)		Stipends for each meeting (per person)	
	Current	Proposed	Current	Proposed
Chairman	100,000	120,000	50,000	60,000
Directors	50,000	60,000	25,000	30,000

The proposal to increase the rates of remuneration for the directors was attributable to the following:

- The current remuneration rates were unchanged for six years (2012-2017).
- The directors took on more responsibilities, due to business expansion of Thanachart Group.
- The amendments made to laws as well as the regulators' rules and regulations imposed more duties and responsibilities on the Board of Directors as the Company was a listed company and a holding company of Thanachart Group's financial conglomerate.
- The Board of Directors' remuneration of 10.8 million baht which incorporated the proposed increases (based on 12 meetings per annum) did not exceed the amount of 11.0 million baht already approved in 2012.

Audit Committee

It was proposed that shareholders approve the payment of the remuneration at the current rates as follows:

(Unit: Baht)

Position	Monthly remuneration (per person)	Stipends for each meeting (per person)
Chairman	60,000	30,000
Directors	40,000	20,000

Nomination, Remuneration, and Corporate Governance Committee

It was proposed that shareholders approve the payment of the remuneration at the current rates as follows:

(Unit: Baht)

Position	Monthly remuneration (per person)	Stipends for each meeting (per person)
Chairman	30,000	20,000
Directors	20,000	15,000

Risk Management Committee

It was proposed that shareholders approve the payment of the remuneration at the current rates as follows:

(Unit: Baht)

Position	Monthly remuneration (per person)	Stipends for each meeting (per person)
Chairman	30,000	30,000
Directors	20,000	20,000

In this connection, those who were executive directors would not receive any remuneration for serving as members of any standing committees. The above remuneration rates would be effective from 1 May 2018. The rates would remain unchanged until the meeting of shareholders approved a revision.

- It was proposed that shareholders approve the payment of the allowance for the performance in 2017 to the Company's Board of Directors at the rate equal to 1 percent of the dividend payments approved for shareholders. This was in line with the policy established earlier by the meeting of shareholders. In this connection, the Board was authorized to allot the related payment to its members. As this year's approved dividend payments to shareholders amounted to 2,563,285,346.60 baht, the performance allowance proposed for payment to the Board of Directors as a whole would amount to 25,632,853.47 baht. The details related to the payments of the allowance to the Board of Directors based on the performance in 2017, 2016 and 2015 respectively were given on Page 6 of the Notice of the Annual General Meeting.

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

- Shareholders were requested to approve the remuneration rates as proposed for the Board of Directors and the members of the standing committees for the year 2018, using Ballot titled Agenda Item No. 5.1,
- Shareholders were requested to approve the payment of the performance allowance to the Board of Directors at the rate equal to 1 percent of the dividend payments approved for shareholders with the

Board of Directors authorized to allot the related payment to its members, using Ballot titled Agenda Item No. 5.2.

The results of the voting on the Agenda Item No. 5.1 were as follows:

Results	Number of votes
Approval votes	605,542,703
Disapproval votes	12,494,900
Abstained from voting	34,441
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 remuneration rates as proposed for the Board of Directors and the members of the standing committees for the year 2018.

The results of the voting on the Agenda Item No. 5.2 were as follows:

Results	Number of votes
Approval votes	544,620,205
Disapproval votes	73,416,194
Abstained from voting	35,645
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 1 percent of the dividend payments approved for shareholders, with the Board of Directors authorized to allot the related payment to its members.

Agenda Item No. 6: To consider the election of the Company's directors replacing those retiring by rotation

The Chairman informed the meeting that this agenda item is concerned with the election of the Company's directors replacing those retiring by rotation. He requested Mr. Tiraphot Vajrabhaya, Chairman of the Nomination, Remuneration, and Corporate Governance Committee, to give details about this agenda item.

Mr. Tiraphot Vajrabhaya informed the meeting that there were three directors who were scheduled to retire by rotation at the Annual General Meeting of Shareholders for the Year 2018. Their names and titles were as follows:

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

In this connection, Mr. Taweesak Saksirilarp indicated that he did not want to be proposed to shareholders for re-election.

As a result, the Nomination, Remuneration, and Corporate Governance Committee would like to propose to shareholders the other two directors retiring by rotation, namely Ms. Suvarnapha Suvarnaprathip and Mr. Somjate Moosirilert as well as an external candidate namely Mr. Teeranun Srihong for election as the Company's directors.

In order for shareholders to consider and adopt resolutions independently on this topic, he requested the two directors proposed for election to go out of the meeting room temporarily.

Mr. Tiraphot Vajrabhaya informed the meeting that, in finding or proposing candidates for election as directors in replacement of those retiring by rotation, the Board of Directors not only assigned the Nomination, Remuneration, and Corporate Governance Committee to be responsible for the related work, but the Committee also provided shareholders with an opportunity to propose names of qualified persons for election at this meeting through the Company's website (www.thanachart.co.th) during the period from 1 September 2017 to 30 November 2017. However, during the specified period, there was no shareholder proposing any person for consideration. As a result, the Nomination, Remuneration, and Corporate Governance Committee considered qualified persons to be proposed to shareholders for election as the Company's directors in replacement of those retiring by rotation. In this connection, the Committee took into account their knowledge, competency, as well as other related qualifications. As regards the directors retiring by rotation, the Committee also took into consideration their past performance as well as their meeting attendance. Based on the above information, the Committee deemed it appropriate to propose to shareholders that the three candidates be elected as directors.

In agreement with the recommendation made by the Nomination, Remuneration, and Corporate Governance Committee, the Board of Directors deemed it appropriate to propose to shareholders that they elect the three candidates as the Company's directors. 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 37-41 of the Notice of the Meeting, or those currently shown on the screen.

Mr. Tiraphot Vajrabhaya then provided shareholders with an opportunity to ask questions or express opinions. As there was neither question nor opinion, he requested shareholders to vote on the agenda item.

For transparency, **Mr. Tiraphot Vajrabhaya** requested shareholders to cast votes for each director separately by using the ballots titled Agenda Item No. 6.1, Agenda Item No. 6.2, and Agenda Item No. 6.3 respectively. The ballots specified the name of each director individually as follows:

6.1 Ms. Suvarnapha Suvarnaprathip

6.2 Mr. Somjate Moosirilert

6.3 Mr. Teeranun Srihong.

Mr. Tiraphot Vajrabhaya then invited the two directors who went out of the meeting room temporarily, to return to the 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 No. 6.1 - Ms. Suvarnapha Suvarnaprathip:

Results	Number of votes
Approval votes	550,151,234
Disapproval votes	67,868,850
Abstained from voting	58,440
Number of Invalid votes	0

The results of the voting on Agenda Item No. 6.2 - Mr. Somjate Moosirilert:

Results	Number of votes
Approval votes	606,532,771
Disapproval votes	11,487,613
Abstained from voting	58,140
Number of Invalid votes	0

The results of the voting on Agenda Item No. 6.3 - Mr. Teeranun Srihong:

Results	Number of votes
Approval votes	540,968,030
Disapproval votes	77,051,054
Abstained from voting	59,440
Number of Invalid votes	0

Resolutions With the majority votes of the shareholders who attended the meeting and casted their votes, the meeting passed the resolutions electing the three candidates proposed by the Board of Directors as directors in replacement of the ones retiring by rotation.

Agenda Item No. 7: To consider the appointment of the auditor and determine the audit fees for 2018

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

Ms. 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 2017 and fixed the audit fees at 900,000 baht. For the year 2018, 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. 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.

be appointed as the Company's public accountants for the year 2018. It was also proposed that the shareholders approve the audit fees of 950,000 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 possessed knowledge and understanding of various businesses of Thanachart Group's member companies. Importantly, it had always been helpful in providing the Company with valuable advice on different areas.

The audit fees proposed for the year 2018 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 public accountants proposed for appointment also received the approval from the Bank of Thailand. In this connection, the audit fees of 950,000 baht for the year 2018 were 5.6 percent higher than that of the year 2017.

As regards the detailed profiles of the three public accountants and other related information, the shareholders could find them on Pages 42-43 of the Notice of the Annual General Meeting.

Ms. Siripen Sitasuwan then provided the shareholders with an opportunity to ask questions or give opinions. As no shareholder asked questions or expressed opinions, Ms. Siripen Sitasuwan requested shareholders to cast votes on the agenda item.

The results of the voting on the Agenda Item No. 7 were as follows:

Results	Number of votes
Approval votes	615,910,514
Disapproval votes	2,102,500
Abstained from voting	76,140
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. 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.

as the public accountants of the Company for the year 2018. In this connection, the audit fees of 950,000 baht for 2018 were also approved.

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

The Chairman requested Mr. Panupan Tuangthong, the Company Secretary, to present details of this agenda item to the meeting.

The Company Secretary informed the meeting of 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. Amendments had been 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, the Company's Article of Association No. 32, which was based on the previous law, was no longer enforceable as it did not comply with the amended law. In this connection, it was proposed that the Article be amended in line with the details given on Pages 8-10 of the Notice of the Annual General Meeting or shown on the screen 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 10 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 four. In such case, the meeting is deemed to be shareholders'</p>

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

Having considered the amendments, the Board of Directors deemed it appropriate to present to the Annual General Meeting of Shareholders for approval the amendments to the Company's Article of Association No. 32 by replacing the existing text with the one as proposed.

In this connection, shareholders were 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.

The Chairman then provided shareholders with an opportunity to ask questions or express opinions. As there was neither question nor opinion, he requested shareholders to vote on the agenda item.

The results of the voting on the Agenda Item No. 8 were as follows:

Results	Number of votes
Approval votes	616,337,048
Disapproval votes	1,699,900
Abstained from voting	53,806
Number of Invalid votes	0

Resolution With a majority of more than three-fourths of the votes of the shareholders who attended the meeting and were entitled to cast votes, the meeting passed the resolution approving the amendments to the Company's Article of Association No. 32 as proposed.

Agenda Item No 9: Other business (if any)

The Chairman provided 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. Suthon Singhasitthangkun (a proxyholder)

The shareholder said that Thanachart Group's past performance showed positive growth. However, he would like the Company to consider the dividend payments in line with the suggestions made by Mr. Niwes (a shareholder). As well, he would like to ask about the areas in which Thanachart Group grew. As regards credit card business, he wondered whether he could be informed of some specific amounts. According to the information he had, Thanachart Bank's credit card business still fell far behind those of several large banks. He was of the opinion that the Bank should offer credit cards to major hire purchase customers with high down payments. This could serve as a way to increase the number of the Bank's credit cards. As well, he asked whether it was likely for the Bank to establish a separate credit card company.

Mr. Somjate Moosirilert

It was Thanachart Bank's main target to grow in a sustainable manner. Normally, loans given to corporates and small- and medium-sized enterprises would grow in line with economic conditions. The areas in which Thanachart Bank possessed high competitiveness and was able to maintain profitability included retail customers who currently accounted for about 71 percent. The Bank planned to increase this proportion continuously with focus on car loans, mortgages, and loans to small-sized enterprises, in which it had expertise. As regards consumer loans, they were relatively at a low level. There were still several markets, into which the Bank tried to penetrate. Among others, these included hire purchase customers whose track record was good. Thanachart Bank had multi-purposed loans which could be offered to customers. In relation to credit cards, Thanachart Bank was in this business for just a number of years. As a result, the number of cards it issued was still low-currently about 500,000 cards. However, the Bank would put effort into expanding its credit cardholder base.

As regards the offer to hire purchase customers with a good track record and high down payments to sign up for a credit card, this was already a standard practiced adopted by the Bank. In fact, the offer was also made to small-sized enterprises and home loan customers with a good track record. For Thanachart Bank's hire purchase customers whose average loan term was 4-5 years, the Bank put in place work teams responsible for monitoring the status of the customers as well as their financial needs so that they could be offered additional services. In relation to home loan customers and small-sized enterprises, there were similar work teams looking after them as well. In response to the question regarding the establishment of a separate credit card company, there was no plan as yet since the number of the Bank's credit cardholders was too low.

Mr. Anuwat Luengtaweekul

Mr. Anuwat gave additional clarifications on Thanachart Bank's retail customers. In the past year, significant changes were made to the Bank's retail banking. Emphasis was placed on customers who were divided into groups so that the needs of each customer groups could be assessed. The assessment areas included (1)

investment and savings, (2) need for loans such as loans for small-sized enterprises, mortgage, and credit cards, (3) various types of protection coverage in terms of both life and non-life insurance, and (4) day-to-day transactions executed by customers, which included deposits, withdrawals, and fund transfers. In making offers to customers, the Bank would take into consideration the services which covered all financial needs of customers, instead of placing emphasis on products. In this connection, the Bank developed three distribution channels for its services, which included (1) branches, (2) contact center, and (3) digital banking channels, regardless of whether they were given through ATMs or mobile banking applications. In 2017, there were over 7 million transactions which customers executed monthly with Thanachart Bank. The proportion of the transactions executed thru the digital banking channels increased to over 70 percent while the number of transactions executed thru the branches did not decrease.

Moreover, Thanachart Bank paid close attention to service quality as well as fairness in the conduct of its business affairs. Importantly, Thanachart Bank made an effort to build a corporate culture whereby all staff members provided customers with complete information and suggestions that met customer needs in an integrated manner. Such practices would enable Thanachart Bank grow sustainably.

An anonymous shareholder

Retail banking which included hire purchase loans, mortgages, and loans for small-sized enterprises was faced with intense competition in the form of interest charges. As well, the Government adopted a policy aiming at reducing interest rates on loans for small-sized enterprises. The shareholder wanted to know the strategy adopted by Thanachart Bank in dealing with the competition. In addition, he asked how Thanachart Bank would manage its funding costs in the future.

Mr. Anuwat Luengtaweekul

As indicated to shareholders earlier, Thanachart Bank's strategy mainly focused on meeting customer needs. In particular, the Bank offered services to customers in an integrated manner. It did not offer its products separately. In case customers made use of several services and products at the same time, the Bank might consider the possibility of reducing interest expenses or other fees for them. The purpose was to encourage them to make use of Thanachart Bank's services on a long term basis.

An anonymous shareholder

The shareholder extended his congratulations to the Company for the strong growth performance and higher share price. In this connection, he would like the Company to consider higher dividend payments. As well, he gave the following suggestions in relation to digital banking services whose competition increasingly intensified.

1. He suggested that Thanachart Bank's branches offer free WiFi for customers as those who did not use mobile internet services could make use of digital banking services at the branches. As well, branch staff could help customers install the Bank's various Apps on their mobile phones.

2. Some banks assigned staff to stand around ATMs at places where foot-traffic was high. The purpose was for the staff to introduce ATM users to the available mobile banking Apps and persuade them to make use of banking services via the Apps, while also providing them with some giveaways. This represented an opportunity to raise the number of new customers. In offering the services, the banks could communicate directly with ATM users and get their feedback as well.

In relation to the Government's Eastern Economic Corridor (EEC) project, he also asked whether Thanachart Bank monitored the development and what strategy the Bank adopted to capture emerging business opportunities.

Mr. Somjate Moosirilert

Mr. Somjate thanked the shareholder for his suggestions. In relation to the offer of free WiFi to its customers, the Bank was in the process of gradually setting up wireless networks in branches. However, not all branches had WiFi as yet. Branch staff would provide customers with advice and assistance in uploading various Apps and gave them guidelines on how to use the Apps. As regards the EEC project, the Bank had put in place work teams responsible for closely monitoring the development in order to seize the rising business opportunities.

An anonymous shareholder

The shareholder asked the following two questions:

1. In relation to the use of T-Connect App, he asked whether there was any further development which would allow users to log in, using Touch ID or entering a Personal Identification Number (PIN) as it would be more convenient and more efficient.
2. Thanachart Insurance Public Company made use of external contracted third parties in giving services to car insurance policyholders when accidents occurred. He asked whether any target was established in relation to the management of the third parties after a recent car accident, in which it took almost three hours before an insurance surveyors arrived at the accident scene. According to the insurance surveyors, there were altogether five separate accident cases, each of which was brought to his attention by different insurance companies.

Dr. Sutut Chitmongkongsuk

As regards T-Connect App, there were two important issues to be considered. These included convenience and security. It was Thanachart Bank's goal to make the mobile banking app most secure. Requiring users to log in with a password at startup every time was a security measure. As regards the use of Touch ID for a login to the app, this would be a key plan to be developed this year.

Mr. Suphadej Poonpipat

In relation to the insurance officer, Thanachart Insurance required insurance surveyors to arrive at accident scenes within 20 minutes. As Thanachart Insurance possessed statistics on claims in different geographic areas, it would increase the number of insurance surveyors for those areas with a high amount of claims. In this connection, he would like to inform the meeting that Thanachart Insurance was recognized as an

insurance company with outstanding management in 2017. However, there might be accident cases which occurred in remote areas or there might be several accident cases which took place at the same time. For these unfortunate cases, he would like to seek forgiveness. Based on the inputs from the shareholder, he would make further improvements.

Mr. Jitbandit Krutaraniyom (a shareholder)

The shareholder commended the Board of Directors and the executives for the Company's strong performance and dividend payments. He would also like to ask the following questions.

1. He asked what the expectations for this year's performance were, taking into account the big data management, use of available information, competition in the financial markets in the past year, performance of member companies of Thanachart Group, management of non-performing assets (NPAs) and non-performing loans (NPLs), as well as the rapidly changing digital business operations. As well, he asked what the Company's directions were in relation to service development and how customers would be retained as they had a lot of available alternatives to consider and it was likely that they would jump ship.
2. He asked what Thanachart Bank's guidelines and opinions were about branch and workforce reduction.
3. The shareholder asked about business opportunities in the Eastern Economic Corridor project. He expected that there would be strong demand for a diverse range of financial services including insurance and businesses arising from property development. He asked what business goals established by Thanachart Bank for the project's areas. Particularly, in relation to the transportation sector, several Chinese companies made investments in Rayong Province and made use of semi-trailer trucks for transporting goods. If Thanachart Bank's strength was auto insurance, the Bank should come up with insurance policies for this type of trucks.
4. Referring to the Finance Ministry's measure aiming at promoting mergers in order to cover goods and services and to strengthen the related businesses, the shareholder asked whether Thanachart Bank planned to acquire another financial institution over the next three years.

Mr. Somjate Moosirilert

In relation to management of non-performing loans (NPLs), based on the report which was regularly disclosed, the level of Thanachart Bank's NPLs decreased steadily. The current level was about 2.3 percent of the total loans in comparison with the industry average of 3.2 percent. In managing NPLs, emphasis was placed on assessment of each customer group. To begin with, the Bank developed a credit scoring system for identifying creditworthy customers. The next step was to look after and closely monitor customers. In this connection, the Bank put in place work teams with expertise and provided them with necessary implementation tools. In case of customers who operated their business for a long time but were adversely affected by the economic slowdown, special teams would be dispatched to work with customers on debt restructuring. As regards non-performing assets (NPAs), the Bank would also dispatch work teams with expertise to evaluate and look after the assets. In addition, the Bank would implement appropriate marketing

activities by doing promotions based on each geographic area. As for costs, the Bank's operating costs did not increase, as shown in the report given to shareholders.

On the number of branches, over the past three years, branches in each geographic area were merged. The purpose was to ensure that in each geographic area, there were enough branches which customers could access for services. Meanwhile, the Bank paid close attention to human resource development, mainly because it recognized the great value of the human resources. Annual investments were made to enhance the skills and knowledge of staff members so that they had more skills and more knowledge to give each customer or each customer group better services and support.

In relation to the EEC project, the Bank already put in place work teams responsible for monitoring the Government's implementation of the project in all areas. The objective was to ensure that no business opportunity would be missed. As regards transport operators, one of Thanachart Group's member companies namely Ratchthani Leasing Public Company Limited had long experience working with this type of operators. The leasing company was recognized as a leader in this market segment and had strong performance.

The Chairman

With regard to the Finance Ministry's measures to support mergers, in view of the preliminary assessments of various available measures, the convenience in implementing mergers and the reduction of the related expenditure burdens were not much different from the package of measures Thanachart Bank received when it acquired Siam City Bank. As regards tax incentives in case of a merger between entities whose asset sizes were at different levels, Thanachart Bank was in the process of studying the extent of benefits to be gained. At this stage, there was no plan for any merger. Any further move would have to take into account the benefits to be gained when an opportunity arose in the future. In the conduct of business affairs at present, emphasis was placed on growth which did not cover only the growth in asset size but also profit growth and greater stability. In the past, Thanachart Bank's growth in asset size was not substantial. However, the Bank's profit growth and increase in stability were quite impressive. In increasing the asset size, normally the Bank would focus on hire purchase loans. However, if shareholders had any suggestions about the merger, he requested them to put forward their suggestions.

Mr. Nuttachart Kamsirtrakul (a shareholder)

1. The shareholder asked how the Company managed the treasury stock.
2. He also asked whether using cash to repurchase shares would give the Company a higher return than giving loans.
3. The shareholder said he used to study information about world-class financial institutions. Apart from dividend payments, share repurchase was another way of giving a return to shareholders and could be implemented regularly. In many countries such as the USA, the share repurchase was quite popular. In fact, some companies made clear announcements that share repurchase gave them a better return and a better Return on Equity (ROE). As well, when the capital was decreased, they could increase dividends

per share although the total amount of the payment remained the same. He would like to have the thoughts of the Chairman or the Board of Directors on this matter.

The Chairman

1. The Chairman said that the Company had not yet sold any treasury stock. In fact, the shares held by the Company gave a relatively high return. If the shares were sold, the sales proceeds could be used to repay existing debts but the decrease in interest expenses would not be significant. At this stage, it was likely that the treasury stock would not be sold. And in case they were not sold within a certain timeframe, the law required that the capital would have to be decreased accordingly.
2. Since the Company did not give loans, it was not in a position to give an answer to such a question. The businesses of Thanachart Bank had to be separated from those of the Company.
3. Cash had to be used to repurchase shares or make dividend payments. The Company's cash was from either borrowings or Thanachart Bank's dividend payments. Importantly, it was necessary for the Company to have surplus liquidity to repurchase shares. In this connection, the Board of Directors had constantly monitored the situation. If there was surplus liquidity, there were two options available to give benefits to shareholders. One was to make dividend payments while the other was to repurchase shares in case share prices were too low and less than their real value.

An anonymous shareholder

There was news about the merger between Krungthai Bank and TMB Bank. A shareholder of TMB Bank at its Annual General Meeting of Shareholders asked about the equity stake of ING Bank N.V. in TMB Bank with an agreement under which ING Bank N.V. was obligated to buy an additional 26.5 percent equity stake from the Finance Ministry. There was no answer given to the shareholder. However, the merger between a small bank and a large bank might be beneficial as the large bank had teams capable of looking after specialized businesses. As an example, there was a case that a renewable energy company operating solar and wind farms in Japan had to move its account from a small bank to a large bank, mainly because the small bank had no work team understanding the business of the customer. Later the company eventually grew into a big company. And it decided to buy back its shares worth billions of baht, mainly because the buyback would give a better return to retail shareholders in terms of higher dividends.

As there was no one proposing any other item for consideration, the Chairman declared the meeting closed. The meeting was closed at 16:52 hours.

(Signed)_____Banterng Tantivit_____Chairman of the meeting
(Mr. Banterng Tantivit)

(Signed)_____Panupan Tuangthong_____Keeper of the minutes
(Mr. Panupan Tuangthong)

Supporting Document

Agenda Item 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 Mr. Banterng Tantivit

Type of directorship Non-executive Director

Current position Chairman

Age 74 Years

Nationality Thai

Educational qualification

- Master of Science (Finance) in Management, Massachusetts Institute of Technology, USA
- Bachelor of Science in Electrical Engineering, Massachusetts Institute of Technology, USA

Directorship and executive training program

Thai Institute of Directors Association

- Certificate, Director Accreditation Program (DAP), Class 25/2004

Thanachart Bank Public Company Limited

- Anti-Corruption for Executives 2017

Date of holding directorship 30 October 1980

No. of year holding directorship 38 Years 6 Months

Position in other listed company 1 Company

Chairman, MBK Public Company Limited

Position in other non-listed company 7 Companies

- Director, Laem Sai Village Company Limited
- Director, Siam Piwat Holding Company Limited
- Chairman, MBK Resort Public Company Limited
- Director, Siam Piwat Company Limited
- Director, B.V. Holding Company Limited
- Director, Deebuk Company Limited
- Director, Thai Farming Company Limited

Position in company whose business is related to the Company's business

- Chairman, Thanachart Bank 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 and Advisor, Dusit Thani Public Company Limited - Chairman, Thanachart Insurance Public Company Limited - Chairman, Thanachart Life Assurance Public Company Limited - Chairman, Plan Estate Company Limited - Advisor, Patum Ricemill and Granary Public Company Limited 	
No. of TCAP share held	None	
Shareholding as compared to the total number of voting rights (percent)	None	
Meeting attendance in 2018	- Board of Directors	11 out of 12 meetings

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



Name and surname	Mr. Vichit Yanamorn
Type of directorship	Non-executive Director
Current position	Member of the Nomination, Remuneration, and Corporate Governance Committee and Member of the Risk Oversight Committee*
Age	72 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Science (Computer Science), University of Iowa, USA - Bachelor of Commerce and Accountancy (Statistics), Second Class Honor, Chulalongkorn University
Directorship and executive training program	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Driving Company Success with IT Governance (ITG), Class 3/2016 - Certificate, Role of the Nomination and Governance Committee (RNG), Class 7/2015 - Certificate, Role of the Compensation Committee (RCC), Class 20/2015 - Certificate, Audit Committee Program (ACP), Class 18/2007 - Certificate, Director Accreditation Program (DAP), Class 34/2005 <p><u>Thanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Anti-Corruption for Executives 2017 - Block Chain Technology 2018 <p><u>Bank of Thailand</u></p> <ul style="list-style-type: none"> - Thailand Sustainable Banking 2018 <p><u>The Stock Exchange of Thailand</u></p> <ul style="list-style-type: none"> - IT Future for Listed Company, Class 3/2017 - IT Future for Capital Market, Class 2/2018
Date of holding directorship	25 February 2015
No. of year holding directorship	4 Years 2 Months
Position in other listed company	<p><u>3 Companies</u></p> <ul style="list-style-type: none"> - Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee, Netbay Public Company Limited - Information Technology Advisor, MBK Public Company Limited - Director and Member of the Audit Committee, IT City Public Company Limited
Position in other non-listed company	<p><u>3 Companies</u></p> <ul style="list-style-type: none"> - Director, Amornchewin Company Limited - Director, The Grand UB Company Limited - Director, New Continent Company Limited
Position in company whose business is related to the Company's business	Information Technology Advisor, 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"> - Information Technology Advisor, Thanachart Bank Public Company Limited - Director, Thai Feed Mills Public Company Limited - Sub-committee, Public Sector Audit Evaluation Sub-committee of Social Development and Human Security - Director, Acerts Company Limited 	
No. of TCAP share held	None	
Shareholding as compared to the total number of voting rights (percent)	None	
Meeting attendance in 2018	- Board of Directors	12 out of 12 meetings
	- Nomination, Remuneration, and Corporate Governance Committee	6 out of 7 meetings
	- Risk Management Committee*	12 out of 12 meetings

Note: *The Risk Management Committee has changed its title to the Risk Oversight Committee, effective from 1 January 2019.

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



Name and surname	Mr. Prinya Hom-anek
Type of directorship	Independent Director
Current position	Member of the Audit Committee and Member of the Risk Oversight Committee
Age	49 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Honorary Doctorate Degree of Science, Rajamangala University of Technology Suvarnabhumi - Master of Business Administration, Assumption University - Bachelor of Engineering (Electrical Engineering), Chulalongkorn University
Directorship and Executive Training Program	<u>Thai Institute of Directors Association</u> <ul style="list-style-type: none"> - Certificate, Director Certification Program (DCP), Class 217/2016 <u>International Information System Security Certification Consortium</u> <ul style="list-style-type: none"> - Certified Information System Security Professional (CISSP) <u>ISACA</u> <ul style="list-style-type: none"> - Certified Information System Auditor (CISA) - Certified in the Governance of Enterprise IT <u>Association of Certified Fraud Examiners</u> <ul style="list-style-type: none"> - Certified Fraud Examiner (CFE)
Date of holding directorship	23 November 2018
No. of year holding directorship	5 Months
Position in other listed company	None
Position in other non-listed company	<u>6 Companies</u> <ul style="list-style-type: none"> - Director and Member of the Executive Committee, Intelligent Data Analytic Company Limited - Trainer, Thai Institute of Directors Association - Director and Secretary, Thailand Information Security Association - Advisor, Boonrawd Trading Company Limited - Director and Member of the Executive Committee, Cybertron Company Limited - Chairman and Member of the Executive Committee, ACIS Professional Center Company Limited
Position in company whose business is related to the Company's business	None
Position in competitor business in relation to the Company that may cause a conflict of interest	None
Work experience	<ul style="list-style-type: none"> - Qualified Committee, Anti-Money Laundering Office (AMLO) - Managing Director, ACIS Professional Center Company Limited
No. of TCAP share held	None
Shareholding as compared to the total number of voting rights (percent)	None

Meeting attendance in 2018 - Board of Directors

2 out of 2 meetings

- Audit Committee

1 out of 1 meeting

Notes: 1. Being appointed as the Company's Director and the Member of the Audit Committee, effective from 23 November 2018.

2. Being appointed as the Member of the Risk Oversight Committee, effective from 1 January 2019.

● Qualifications of the Independent Director

The independent director must not have any business or participate in the management or does not have any benefit related to the Company, which may have impact on his/her independent decision making. The Company's criteria related to the qualifications of the independent director are stricter than those indicated in the Notification of the Capital Market Supervisory Board No. Tor. Jor. 39/2016 regarding the application for and approval of offer for sale of newly issued shares dated 30 September 2016, and the Amendment, and the BOT's notification, sor nor sor 10/2018, Re: Governance of Financial Institutions, dated 22 May 2018. The criteria can be summarized as follows:

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

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

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

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

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

6. Is not now and never has been a professional service provider, including a legal advisor or a financial advisor who receives service fees of more than two million baht per year from the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of the professional service provider, unless the foregoing relationship has ended not less than two years prior to the appointment date.

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

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

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

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

Supporting Document

Agenda Item 7: To consider the appointment of the auditor and determine the audit fees for 2019

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

1. Ms. Somjai Khunapasut Certified Public Accountant (Thailand) No. 4499 and/or
2. Ms. Ratana Jala Certified Public Accountant (Thailand) No. 3734 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>48 years</p> <p>Master of Accounting, Thammasat University</p> <p>Partner</p> <ul style="list-style-type: none"> - Ratchthani Leasing Public Company Limited - The Thai Insurance Public Company Limited - Thanachart Insurance Public Company Limited - Thanachart Securities Public Company Limited - Thanachart Fund Management Company Limited - LH Financial Group Public Company Limited - Land and Houses Bank Public Company Limited - Muang Thai Insurance Public Company Limited - Thaivivat Insurance Public Company Limited - The Navakij Insurance Public Company Limited - Muangthai Leasing Public Company Limited - S 11 Group Public Company Limited - TISCO Bank Public Company Limited - TISCO Financial Group Public Company Limited
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Name : Ms. Ratana Jala
Certified Public Accountant (Thailand) No. 3734

Age : 53 years

Education : Master of Accounting, Thammasat University

Position in the Audit Firm : Partner

Auditing Experience :

- Thanachart Capital Public Company Limited
- Thanachart Bank Public Company Limited
- Kim Eng Asset Management (Thailand) Public Company Limited
- TISCO Financial Group Public Company Limited
- TISCO Bank Public Company Limited
- Capital Nomura Securities Public Company Limited
- Bualuang Securities Public Company Limited



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

Age : 47 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
- JMT Network Services Public Company Limited
- IMPACT Growth Real Estate Investment Trust



- **Audit Fees**

For the Company's 2019 financial statements, EY Office Limited proposes the audit fees for 2019 of 950,000 baht, the same amount of the audit fees for 2018.

- **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 and Year 2018	- 1
2. Ms. Ratana Jala	Years 2003 - 2010 and Years 2013 - 2017	5 5
3. Ms. Wanwilai Phetsang	Year 2018	-

- **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 2019
Thanachart Capital Public Company Limited
Wednesday, 24 April 2019

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)	70	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)	65	249 Soi Rotchana Sukhumvit 21 Road, Kwaeng Khlong Toei Nuea, Khet Wattana, Bangkok. 10110
3. Mr. Somjate Moosirilert	Member of the Executive Committee, Member of the Risk Oversight Committee, and Chief Executive Officer (Executive Director)	62	93/84 Soi Petchkasem 7, Petchkasem Road, Kwaeng Wat Tha Phra, Khet Bangkokyai, Bangkok. 10600

The above Directors do not have extra interests over other Directors in every Agenda Item, except the Agenda 5: To approve the level of remuneration of Directors and member of sub - committees in 2019 and to approve the performance allowance for the Board of Directors from 2018 operating results.

- 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 2019).

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, 3rd Floor, 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

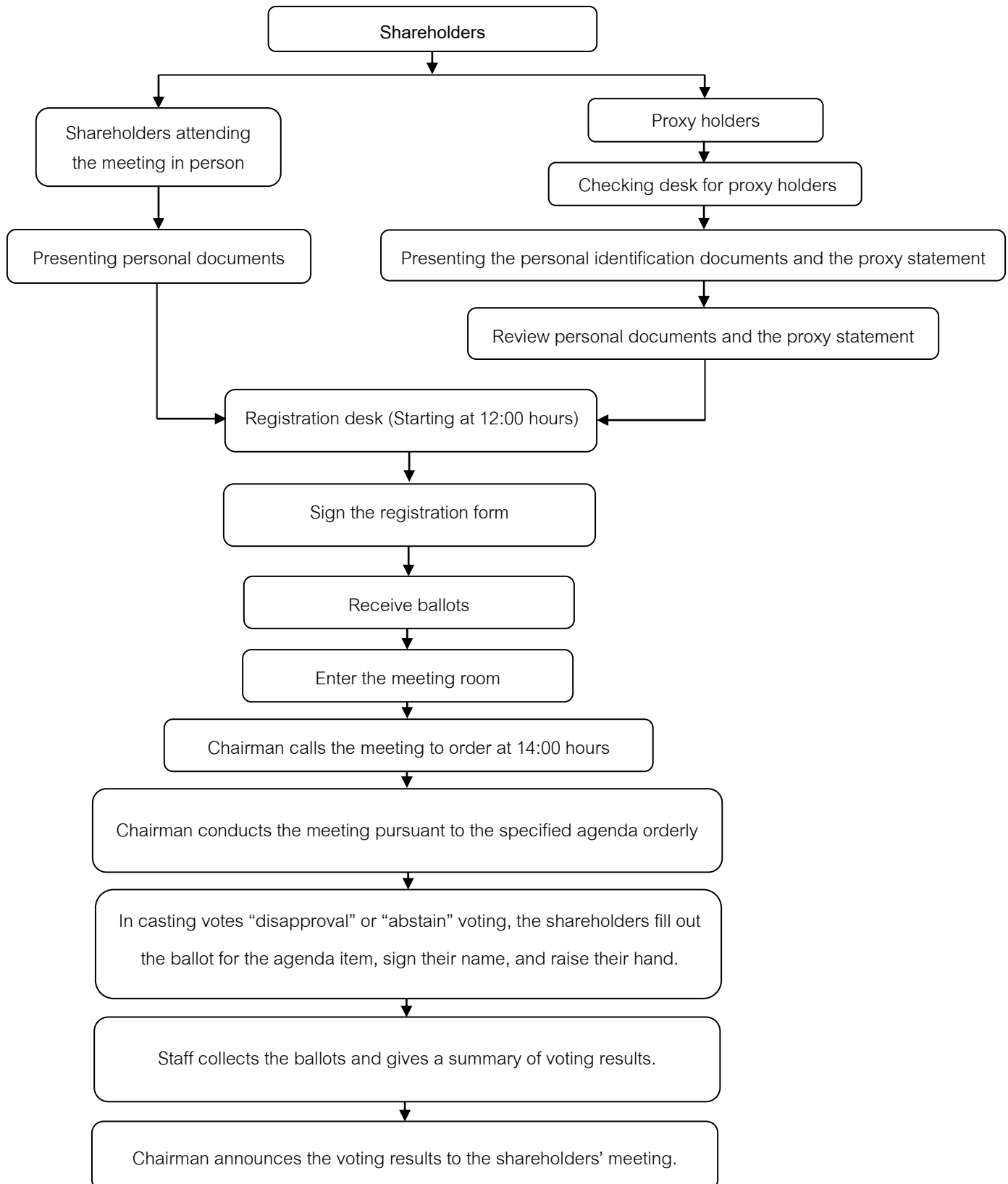
- (1) One share equals to one vote for both ordinary and preferred shares.
- (2) In voting for each agenda item, the Chairman of the meeting will ask whether there is any shareholder who wishes to cast votes of disapproval or abstain from voting, to raise his/her hand.
 - If there is any shareholder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

separately by using ballots specified the name of each Director separately without ballots for voting all directors.

■ **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 2019



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.

One or more shareholders holding not less than ten percent of the aggregate number of shares sold, 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.

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.

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 four. 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.

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

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

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

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

Article 35. A shareholder may appoint any person as his proxy to attend the meeting and vote on his behalf, such proxy shall be made in writing and in the form prescribed by law and submitted to

the Chairman or other person designated by the Chairman at the place of the meeting before the proxy attends the meeting.

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

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

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

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

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

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

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.

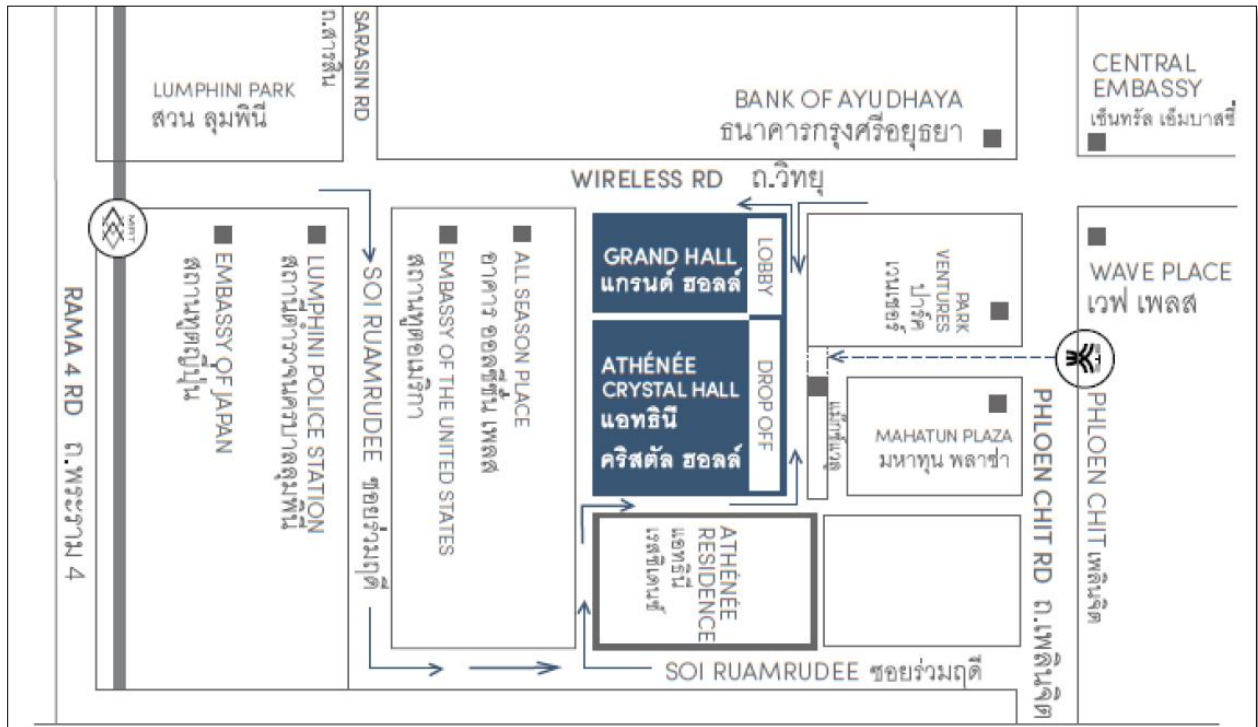
Such balance sheet and profit and loss account for the period ending 31st December shall be submitted for approval by the Board of Directors at the following annual ordinary meeting.

- 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



1. By the Sky Train (BTS): Get off at Ploenchit Station and walk through Mahatun Plaza Building.

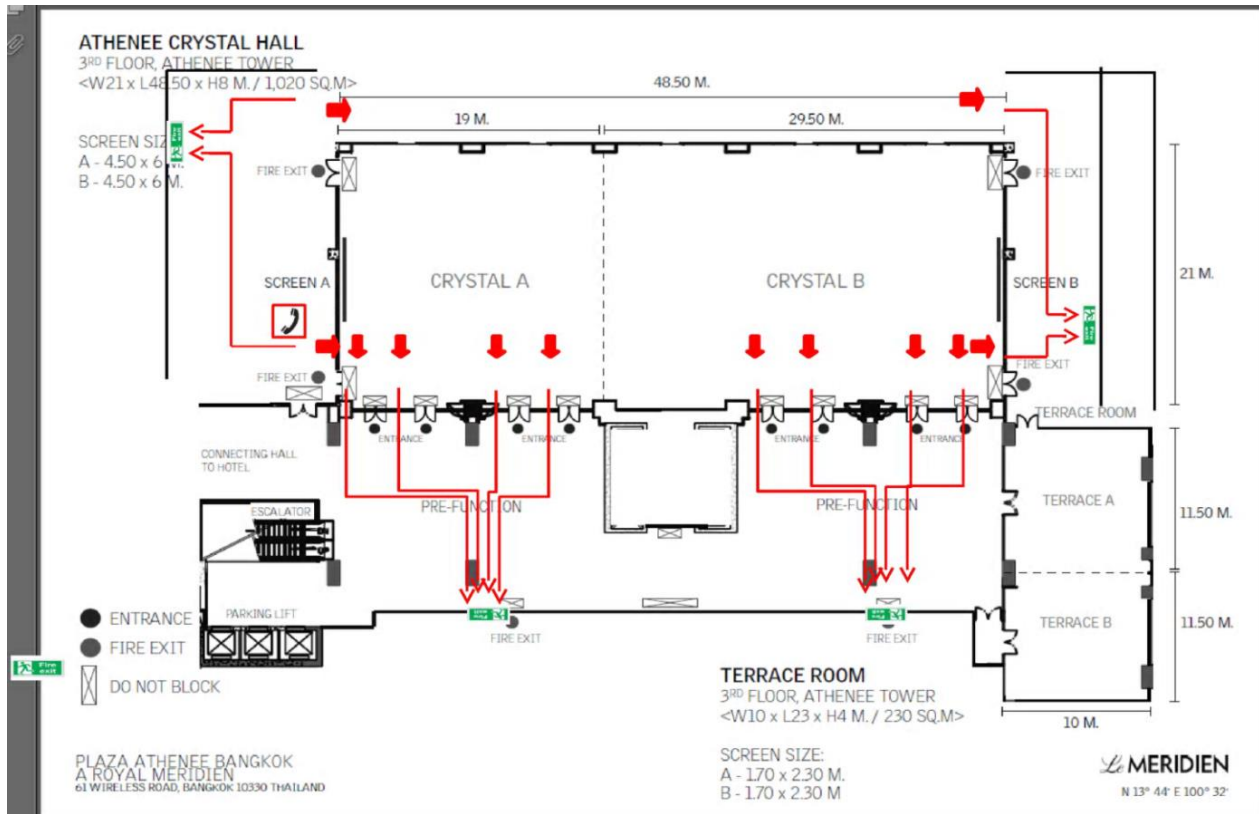
2. By Bus:

- Route Wireless Road: Non-air-conditioned Bus No. 62, 17, 13
Air-conditioned Bus No. 62, 76
- Route Ploenchit Road: Non-air-conditioned Bus No. 2, 25, 40
Air-conditioned Bus No. 40, 48, 508, 511



SCAN QR CODE HOTEL MAP

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	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	เสียง ดังนี้
holding the total amount of	shares and are entitled to vote equal to	votes as follows:
<input type="checkbox"/> หุ้นสามัญ	หุ้น ออกเสียงลงคะแนนได้เท่ากับ	เสียง
ordinary share	shares and are entitled to vote equal to	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ	หุ้น ออกเสียงลงคะแนนได้เท่ากับ	เสียง
preferred share	shares and are entitled to vote equal to	votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ หรือ กรรมการที่เป็นผู้บริหาร ของบริษัทฯ ได้ โดยมีข้อมูลแสดงในหนังสือ
บอกกล่าวเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2562)

Hereby appoint (The shareholder may appoint the Independent Director or Executive Director of the Company of whose details are in of Notice of the 2019 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) _____

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562
ในวันที่ 24 เมษายน 2562 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 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on 24 April 2019 at
14:00 hours, at Athenae Crystall Hall, 3rd floor, The Athenae 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 2561
Item 1 To approve the Minutes of 2018 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 2561
Item 2 To acknowledge the report of the Board of Directors on the Company's business operations in 2018

เสนอเพื่อทราบไม่มีการลงมติ
For acknowledgement without approval

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2561
Item 3 To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 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 4 พิจารณานุมัติการจัดสรรเงินกำไรสำหรับผลการดำเนินงานประจำปี 2561 และจ่ายเงินปันผล
Item 4 To approve the appropriation of the profit for 2018 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 2562 และอนุมัติเงินบำเหน็จกรรมการบริษัทฯ จากผลการดำเนินงานประจำปี 2561
Item 5 To approve the remuneration of the Board of Directors and standing committees for 2019 as well as the performance allowance for the Board of Directors for 2018 performance

วาระที่ 5.1 พิจารณานุมัติค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อย ประจำปี 2562
Item 5.1 To approve the payment of remunerations for the directors and members of standing committees in 2019

- ☐ (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 2561

Item 5.2

To approve the performance allowance for the Board of Directors for 2018 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 นายบันเทิง คันติวิท

Mr. Banterng Tantivit

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

6.2 นายวิชิต ญาณอมร

Mr. Vichit Yanamorn

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

6.3 นายปริญา หอมเอนก

Mr. Prinya Hom-anek

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

วาระที่ 7

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2562

Item 7

To consider the appointment of the auditor and determine the audit fees for 2019

- ☐ (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

เรื่องอื่น ๆ (ถ้ามี)

Item 8

Other business (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Shareholder
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Notes:

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. วาระเลือกกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
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. ผู้เข้าร่วมประชุมจะต้องแสดงเอกสารในการลงทะเบียนก่อนเข้าประชุม โดยศึกษาข้อมูลเพิ่มเติมในคำชี้แจงวิธีการมอบฉันทะ การลงทะเบียน การแสดงเอกสารเข้าประชุมและการออกเสียงลงคะแนน ในหนังสือบอกกล่าวเชิญประชุมสามัญผู้ถือหุ้น 2562
Participants are required to present the following documents for registration prior to attending the meeting. Please see the additional information in the Notice of 2019 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 ทุนธนชาติ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 24 เมษายน 2562 เวลา 14:00 นาฬิกา ณ ห้องแอทนี คริสตัล ฮอลล์ ชั้น 3 โรงแรม ดิ แอทนี โฮเทล แบงค็อก, อะ ลักซ์ซูรี คอลเล็คชั่น โฮเทล เลขที่ 61 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders for the Year 2019 on 24 April 2019 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

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(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



บริษัท ทูบรอนชาร์ต จำกัด (มหาชน)
Thanachart Capital Public Company Limited

444 MBK Tower, 16th–17th Floor, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330, THAILAND

Tel. +66 (0) 2217 8000 Fax. +66 (0) 2217 8312

Thanachart Contact Center Call 1770

www.thanachart.co.th

Registration No. 0107536000510