

(Translation)

Ref. No. PorThorChor. 012/2016

Regulations
Re: Rules, Conditions and Procedures
for Conversion of Preferred Shares into Ordinary Shares
of
Thanachart Capital Public Company Limited

Reference is made to Meeting No. 3/2016 held by the Board of Directors of Thanachart Capital Public Company Limited on 23 March 2016. The Meeting adopted a resolution approving the amendments to the Regulations Re: Rules, Conditions and Procedures for Conversion of Preferred Shares into Ordinary Shares in line with Article 7 of the Company's Articles of Association, the details of which were as follows:

1. Preferred shareholders wishing to convert preferred shares into ordinary shares of the Company can file an application for the share conversion on every 15th February, 15th May, 15th August and 15th November of each year.

In case the date for filing the application falls on the Company's holiday, the filing date shall be advanced to the last business day prior to the holiday.

2. Preferred shareholders applying for the conversion into ordinary shares are required to send notification of their intention to convert the shares to the Company Registrar together with the preferred shares or warrants as well as the supporting documents specified in Item 3 within three business days prior to the application filing date specified in Item 1.

In case the notification submission date falls on the Company's holiday, the notification submission date shall be advanced to the last business day prior to the holiday.

3. Preferred shareholders having stated their intention to convert preferred shares into ordinary shares shall file an application, using the form for conversion of preferred shares into ordinary shares, which is prescribed by the Company, together with the preferred share certificates or warrants as well as the following supporting documents to Thailand Securities Depository Company Limited playing the role of the Company's Registrar, on a business day and within the business hours of Thailand Securities Depository Company Limited.

3.1 **In case of an individual**, a copy of the personal identification card, foreigner identification card or passport, which is duly certified as true and correct copy by its owner.

3.2 **In case of a juristic person**, a copy of the affidavit certifying the status of the juristic person, which is issued by a government agency no more than 1 year prior to the application filing date, together with a copy of the personal identification card, foreigner identification card or passport of the director who is authorized to sign on behalf of the juristic person. The documents have to be certified as true and correct copy by the owner of such card.

4. The share conversion application and the form for acknowledging receipt of the application, which are prescribed by the Company and attached to the Regulations, shall be used.

บริษัท ธนชาต จำกัด (มหาชน)
Thanachart Capital Public Company Limited

444 อาคารเอ็มบีเค ทาวเวอร์ ชั้น 16-17 ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330
444 MBK Tower, 16th-17th Floor, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330, THAILAND
Tel: (662) 217-8000 Fax: (662) 217-8312 www.thanachart.co.th ทะเบียนเลขที่ 0107536000510

5. These Regulations shall come into force as from 25 April 2016, replacing the Regulations Re: Rules, Conditions and Procedures for Conversion of Preferred Shares into Ordinary Shares of Thanachart Capital Public Company Limited, dated 1 October 1993.

The Regulations are promulgated on 25 April 2016.

- *Mr. Suphadej Poonpipat* -

(Mr. Suphadej Poonpipat)

Chief Executive Officer



Application for Conversion of Preferred Shares into Ordinary Shares

No.

Date

To: Thailand Securities Depository Company Limited
Registrar of Thanachart Capital Public Company Limited

I.....wish to convert the preferred shares held by me in the amount of.....shares (.....) into ordinary shares in line with the Regulations of Thanachart Capital Public Company Limited, Re: Rules, Conditions and Procedures for Conversion of Preferred Shares into Ordinary Shares. Together with this application, I hereby submit to Thailand Securities Depository Company Limited the preferred shares or warrants in the amount of, which are represented by Share Certificates or Warrants Nos., as well as other documents required by the Company.

In this connection, I agree to fully comply with all the rules, conditions and procedures stipulated in the Regulations.

I hereby agree that Thailand Securities Depository Company Limited may proceed with the following: (choose only one)

- ☐ Issuance of the ordinary share certificates or warrants in the name of “Thailand Securities Depository Company Limited for Depositors” and to have, TSD Member No., deposit the said shares with “Thailand Securities Depository Company Limited” in line with the Stock Exchange of Thailand’s Regulations for my Stock Trading Account No.which I have with the said TSD Member.
- ☐ Issuance of the ordinary share certificates or warrants in my name. In this regard, I request TSD to deliver them to me by registered mail, using my address specified in the shareholder register.

In this connection, I agree not to proceed with anything related to such shares until they are registered as the registered securities and traded on the Stock Exchange of Thailand. I am well aware that, in relation to the filing of the application for conversion of preferred shares into ordinary shares, I have no right to cancel this application whatever the reason.

Signature.....Shareholder
(.....)

Note: In the event of the change of address, please send a notification separate from this application.



Exercise of Preferred-to-Common Share Conversion Form

No. _____

Date. _____

The Thailand Securities Depository Company Limited as the registrar of Thanachart Capital Public Company Limited has received a request of preferred share conversion in the amount of _____ shares (_____). The details are show in the Exercise of Preferred-to-Common Share Conversion From and its attachment No. _____ of Mr. / Ms. / Mrs. _____, a preferred shareholder.

This shall be effective on _____.

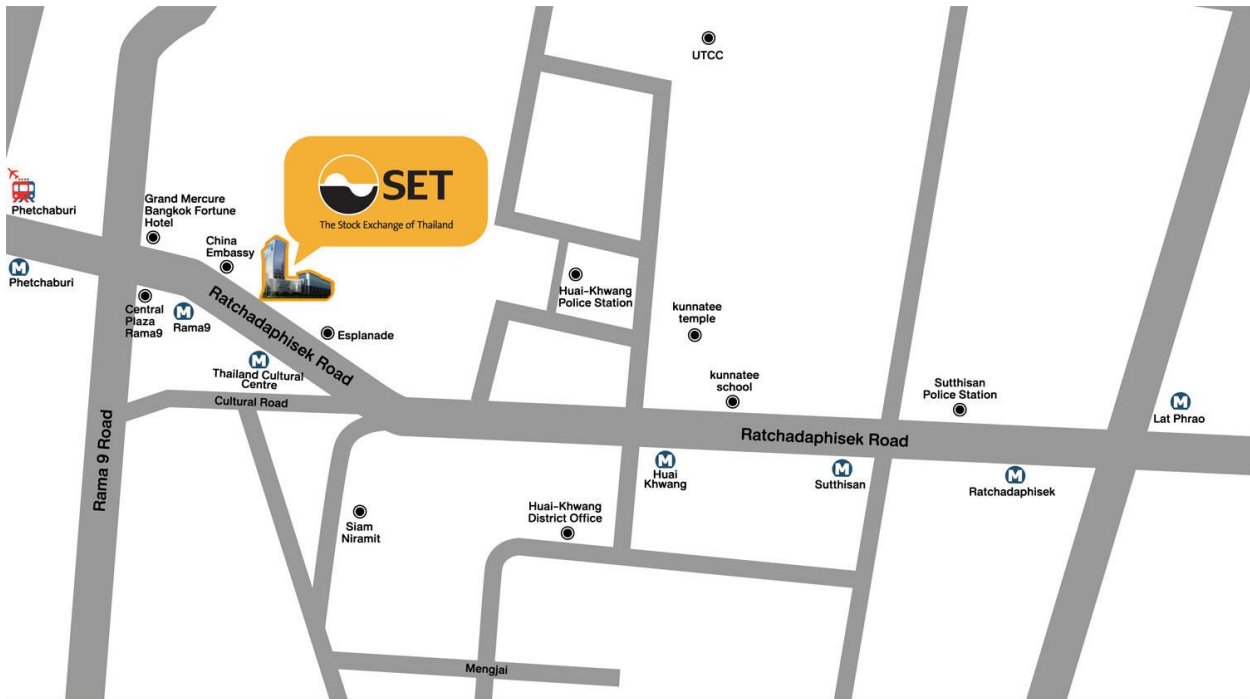
Signed _____ Authorized Officer.
(_____)

Details of Preferred Shares

Name of Preferred Shareholder _____

Shareholder Registration Number	Share Certificate No.	No. of Shares
Total		

Map to SET



The Stock Exchange of Thailand

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