

Duty stamp Bt. 20
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**Proxy Form B**

Issued at.....

Date.....Month.....Year.....

(1) I/ We.....nationality..... residing at.....  
Road.....Tambon/Khwaeng..... Amphoe/Khet.....  
Province..... Postal code.....;

(2) Being a shareholder of TMB Bank Public Company Limited, holding a total amount of .....  
shares and having a total number of votes of..... votes as follows:

Ordinary share in the amount of.....shares, which I/we can vote for.....votes,  
Preferred share in the amount of.....shares, which I/we can vote for.....votes;

(3) Hereby appoint:

1. Name.....age.....years, residing at.....  
..... Postal code.....

2. Name.....age.....years, residing at.....  
..... Postal code.....

as my/our proxy to attend and vote for me/us and on my/our behalf at the 2008 Annual General Meeting of Shareholders to be held on Friday, April 25, 2008 at 15.00 hrs., at the Auditorium, 7<sup>th</sup> Floor, TMB Head Office located at No. 3000 Phahon Yothin Road, Khwaeng Chomphon, Khet Chatuchak, Bangkok 3000, or at any adjournment thereof.

(4) I/we appoint my/our proxy to vote on my/our behalf at this meeting as follows:

**Agenda 1 To consider and approve the minutes of the 1<sup>st</sup> /2007 Extraordinary General Meeting of Shareholders held on November 27, 2007**

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.  
 (b) The proxy may consider the matters and vote on my/our behalf as follows:  
 Approve                       Not approve                       Abstain

**Agenda 2 To acknowledge the Bank's 2007 operating results**

**Agenda 3 To consider and approve the balance sheet and income statement ended December 31, 2007, and to acknowledge the suspension of dividend payment**

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.  
 (b) The proxy may consider the matters and vote on my/our behalf as follows:  
 Approve                       Not approve                       Abstain

**Agenda 4 To consider the election of Directors to replace those retiring by rotation**

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.  
 (b) The proxy may consider the matters and vote on my/our behalf as follows:  
 Election of all directors  
 Approve                       Not approve                       Abstain  
 Election of each director  
Director's name    **1. Mr. Sathit Limpongpan**  
 Approve                       Not approve                       Abstain  
Director's name    **2. Gen. Anupong Paojinda**  
 Approve                       Not approve                       Abstain  
Director's name    **3. Mr. Vaughn Nigel Richtor**  
 Approve                       Not approve                       Abstain  
Director's name    **4. Mrs. Saowanee Kamolbutr**  
 Approve                       Not approve                       Abstain

**Agenda 5 To consider and approve the Directors' remuneration for 2008**

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Not approve                       Abstain

**Agenda 6 To consider the appointment of auditor for 2008 and the fixing of audit fees**

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Not approve                       Abstain

**Agenda 7 To consider and approve the issuance and offering of debentures in Baht or foreign currency in an amount of up to USD 2 billion equivalent**

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Not approve                       Abstain

**Agenda 8 To consider and approve the entering into connected transactions between the Bank and connected persons of the Bank**

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Not approve                       Abstain

**Agenda 9 Other businesses (if any)**

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Not approve                       Abstain

(5) Any votes by the proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any action taken by the proxy at the meeting shall, unless the proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

Signature.....The Grantor  
 (.....)

Signature.....The Proxy  
 (.....)

Signature.....The Proxy  
 (.....)

Signature.....The Proxy  
 (.....)

**Remarks**

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
2. Either all or each of the members of the Board of Directors may be appointed in the agenda of appointment and election of the directors.
3. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.

## Annex Proxy Form B

### Appointment of Proxy by a Shareholder of TMB Bank Plc.

For the 2008 Annual General Meeting held on Friday, April 25, 2008 at 15.00 hrs. at the Auditorium, 7<sup>th</sup> Floor, TMB Head Office, No. 3000 Phahon Yothin Road, Khwaeng Chomphon, Khet Chatuchak, Bangkok, or at any adjournment thereof.

.....

Agenda No.....Re: .....

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Not approve                       Abstain

Agenda No.....Re: .....

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Not approve                       Abstain

Agenda No.....Re: .....

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Not approve                       Abstain

Agenda No.....Re: .....

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Not approve                       Abstain

Agenda No.....Re: .....

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Not approve                       Abstain

Agenda No.....Re: Election of directors (cont.)

Name of director .....

Approve                       Not approve                       Abstain

Name of director .....

Approve                       Not approve                       Abstain

Name of director .....

Approve                       Not approve                       Abstain

Name of director .....

Approve                       Not approve                       Abstain

Name of director .....

Approve                       Not approve                       Abstain