



(Translation)

SorLorTor. 003/2016

February 19, 2016

Subject : **Shareholders' Ordinary General Meeting for the year 2016 and Dividend Payment**

To : **The President**

The Stock Exchange of Thailand

TISCO Financial Group Public Company Limited would like to inform that the Board of Directors' Meeting No. 1/2016, convened on February 19, 2016, has passed the resolution to call for the Shareholders' Ordinary General Meeting for the year 2016. Details are as follows;

"Agenda 9: To determine date, hour, place and agenda of the Shareholders' Ordinary General Meeting for the year 2016, the record date and the book closing date to entitle the shareholders attending the meeting

Board's Resolution:

The Board of Directors determined the followings:

- The Record Date to determine the rights of shareholders to attend and vote at the Shareholders' Ordinary General Meeting for the year 2016 will be on Friday March 4, 2016. The name list of shareholders will be determined on Monday March 7, 2016 when the share register book for the Company will be closed pursuant to section 225 of the Securities and Exchange Act B.E.2535;
- The Shareholders' Ordinary General Meeting for the year 2016 shall be held on Thursday April 21, 2016 at 14.00 hrs. at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok.

The agenda for the meeting and Board of Directors' opinion are as follows:

1. To certify the Minutes of the Shareholders' Ordinary General Meeting for the year 2015

Board's opinion: The Board recommends shareholders to certify the Minutes of the Shareholders' Ordinary General Meeting for the year 2015 as proposed.

2. To ratify the Board of Directors' business activities conducted in 2015 as described in the Annual Report

Board's opinion: The Board recommends shareholders to ratify the Board of Directors' business activities conducted in 2015 as proposed.

3. To adopt TISCO Financial Group Public Company Limited and its subsidiary companies' Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2015

Board's opinion: The Board recommends shareholders to adopt TISCO Financial Group Public Company Limited and its subsidiary companies' Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2015 as proposed.

4. To approve the appropriation of profit arising from year 2015 operations for statutory reserve, dividend and others

Board's opinion: The Board recommends shareholders the followings:


- *To approve the appropriation of profit arising from year 2015 operations of Baht 113,200,000 as statutory reserve;*
- *To approve the appropriation of profit arising from year 2015 operations after statutory reserve as dividend payment for common shareholders and preferred shareholders at Baht 2.40 per share;*
 - *The shareholders whose names are shown in the registration book as of May 3, 2016 will be entitled to receive the dividend;*
 - *Dividend payment shall be made on May 19, 2016; and*
- *To approve the appropriation of remaining profit arising from year 2015 operations after dividend payment as capital fund according to the Consolidated Supervision guidelines.*

5. To approve the number of directors and the election of directors

Board's opinion: The Board recommends shareholders to approve the number of directors at 12 and the appointment of the director candidates whose names were proposed by the Nomination and Compensation Committee, subject to approval from the Bank of Thailand.

6. To approve the directors' remuneration and acknowledge current directors' remuneration

Board's opinion: The Board recommends the shareholders to approve the current rate of annual directors' remuneration in the form of reward, meeting fee, monthly fee and bonus at the amount of not greater than Baht 2,400,000 for the Chairman of the Board, and not greater than Baht 500,000 for each Board member, an executive vehicle for the Chairman of the Board, group insurance, and Directors & Officers Liability Insurance (D&O), to be valid until amended. The Board of Directors, under the authority delegated by the shareholders, will determine appropriate amount and the exact amount to be paid each time. Besides, the directors are entitled to receive other remuneration or benefits paid for other appointments or special assignments from the Board of Directors.



7. To approve the appointment of the auditors and their remuneration for the year 2016

Board's opinion: The Board recommends the shareholders to approve the appointment of the following auditors EY Office Limited (formerly known as Ernst & Young Office Limited), with total remuneration of not exceeding Baht 560,000 as the Company's auditor for the year 2016, subject to the approval by the Bank of Thailand, as proposed.

- Ms. Somjai Khunapasut CPA License No. 4499, and/or
- Ms. Waraporn Prapasirikul CPA License No. 4579, and/or
- Ms. Rachada Yongsawadvanich CPA License No. 4951

Any one of these auditors is authorized to certify the auditor's report.

8. Others, if any"

Please be informed accordingly.

Sincerely yours,

(Ms. Oranuch Apisaksirikul)
Director and Group Chief Executive

Corporate Secretariat Office
Tel. 0-2633-6805

