

(Translation)

SorLorTor. 013/2016

April 21, 2016

Subject : Resolutions of the Shareholders' Ordinary General Meeting for the year 2016

To : The President  
The Stock Exchange of Thailand

The Shareholders' Ordinary General Meeting for the year 2016 of TISCO Financial Group Public Company Limited was held on April 21, 2016, in the Conference Room, 12<sup>th</sup> floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok. According to the attendance record, 1,133 shareholders holding 537,116,427 shares, or 67.08% of the total paid-up shares, were present, either in person or by proxy, constituting a quorum as specified under TISCO's Articles of Association. The meeting has passed the following resolutions.

**Agenda 1 To certify the minutes of the Shareholders' Ordinary General Meeting for the year 2015**

**Resolution:** The shareholders **certified** the minutes of the Shareholders' Ordinary General Meeting for the year 2015 as proposed, with the votes as presented below:

|           | <b><u>Votes</u></b> | <b><u>%</u></b> |
|-----------|---------------------|-----------------|
| • For     | 542,143,688         | 99.99           |
| • Against | 28,386              | 0.01            |
| • Abstain | 3,605               | 0.00            |
| • Void    | 100                 | 0.00            |

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

**Resolution:** The shareholders **ratified** the Board of Directors' business activities conducted in 2015 as described in the Annual Report as proposed, with the votes as presented below:

|           | <b><u>Votes</u></b> | <b><u>%</u></b> |
|-----------|---------------------|-----------------|
| • For     | 541,579,192         | 99.80           |
| • Against | 29,240              | 0.01            |
| • Abstain | 1,061,285           | 0.20            |
| • Void    | 100                 | 0.00            |

**Agenda 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**

**Resolution:** The shareholders **adopted** 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, with the votes as presented below:

|           | <u>Votes</u> | <u>%</u> |
|-----------|--------------|----------|
| • For     | 541,929,592  | 99.86    |
| • Against | 29,240       | 0.01     |
| • Abstain | 710,885      | 0.13     |
| • Void    | 100          | 0.00     |

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

**Resolution:** The shareholders resolved the followings as proposed;

- **Approved** the appropriation of profit arising from year 2015 operations of Baht 113,200,000 as statutory reserve;
- **Approved** 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
- **Approved** the appropriation of profit arising from year 2015 operations after statutory reserve and dividend payment, as capital fund according to the Consolidated Supervision guidelines by the Bank of Thailand;

with the votes as presented below:

|           | <u>Votes</u> | <u>%</u> |
|-----------|--------------|----------|
| • For     | 515,395,142  | 94.97    |
| • Against | 27,270,970   | 5.03     |
| • Abstain | 3,605        | 0.00     |
| • Void    | 100          | 0.00     |

## Agenda 5 To approve the number of directors and the appointment of directors

**Resolution:** The shareholders resolved the followings as proposed;

- **Approved** the number of directors at 12, with the votes as presented below:

|           | <u>Votes</u> | <u>%</u> |
|-----------|--------------|----------|
| • For     | 542,633,391  | 99.99    |
| • Against | 30,595       | 0.01     |
| • Abstain | 5,731        | 0.00     |
| • Void    | 100          | 0.00     |

- **Approved** the appointment of the following director candidates as the Company's directors, with the votes as presented below:

| <b>Name</b>                                | <b>For</b>                  | <b>Against</b>            |
|--|-----------------------------|---------------------------|
| Mr. Pliu Mangkornkanok                     | 435,761,292                 | 27,298,585                |
| Mr. Hon Kit Shing (Mr. Alexander H. Shing) | 740,068,818                 | 201,865,048               |
| Ms. Oranuch Apisaksirikul                  | 450,398,122                 | 12,548,177                |
| Assoc. Prof. Dr. Angkarat Priebjrivat      | 421,667,555                 | 40,788,223                |
| Prof. Dr. Pranee Tinakorn                  | 422,650,152                 | 34,895,626                |
| Ms. Patareeya Benjapolchai                 | 422,468,955                 | 40,786,823                |
| Ms. Panada Kanokwat                        | 435,184,893                 | 27,270,885                |
| Prof. Dr. Teerana Bhongmakapat             | 421,667,655                 | 40,788,123                |
| Mr. Sathit Aungmanee                       | 425,399,407                 | 37,056,371                |
| Mr. Yasuro Yoshikoshi                      | 288,098,249                 | 174,357,529               |
| Mr. Chi-Hao Sun                            | 930,316,274                 | 12,532,792                |
| Mr. Suthas Ruangmanamongkol                | <u>449,937,323</u>          | <u>12,518,455</u>         |
|  | <b><u>5,843,618,695</u></b> | <b><u>662,706,637</u></b> |
|  | <b>Abstain (votes)</b>      | <b>5,712,472</b>          |
|  | <b>Void (votes)</b>         | <b>0</b>                  |

## Agenda 6 To approve the directors' remuneration and acknowledge current directors' remuneration

**Resolution:** The shareholders **approved** annual directors' remuneration in the form of reward, monthly fee, meeting 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, as proposed, with the votes as presented below:

|           | <b><u>Votes</u></b> | <b><u>%</u></b> |
|-----------|---------------------|-----------------|
| • For     | 542,628,511         | 99.99           |
| • Against | 36,040              | 0.01            |
| • Abstain | 5,166               | 0.00            |
| • Void    | 100                 | 0.00            |

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

**Resolution:** The shareholders **approved** the appointment of the following auditors of 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. Any one of these auditors is authorized to certify the auditor's report

- Ms. Somjai Khunapasut CPA License No. 4499 and/ or
- Ms. Rachada Yongsawadvanich CPA License No. 4951

with the votes as presented below:

|           | <b><u>Votes</u></b> | <b><u>%</u></b> |
|-----------|---------------------|-----------------|
| • For     | 542,632,564         | 99.99           |
| • Against | 28,137              | 0.01            |
| • Abstain | 9,016               | 0.00            |
| • Void    | 100                 | 0.00            |

Please be informed accordingly.

Yours sincerely,

*Ms. Oranuch Apisaksirikul*  
 (Ms. Oranuch Apisaksirikul)  
 Director and Group Chief Executive