



- Translation -

SorLorTor 001/2017

February 17, 2017

Subject: Annual General Meeting of Shareholders and Dividend Payment
To: The President
The Stock Exchange of Thailand

TISCO Financial Group Public Company Limited (“TISCO”) would like to inform that the Board of Directors’ Meeting No. 1/2017, convened on February 17, 2017 has resolved on the following significant matters, which can be summarized as follows:

1. To recommend the shareholders’ adoption on the 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, 2016, which has been considered by the Audit Committee and audited by the Certified Public Accountant.
2. To recommend the shareholders’ approval on the appropriation of profit arising from year 2016 operations for statutory reserve, dividend and others as follows:
 - The appropriation of profit arising from year 2016 operations of Baht 91,500,000 as statutory reserve;
 - The appropriation of profit arising from year 2016 operations after statutory reserve as dividend payment for common shareholders and preferred shareholders at Baht 3.50 per share, by setting the record date on April 28, 2017 to determine the list of shareholders entitled to receive dividend, and the shareholders register book-closing date and suspending shares transfer on May 2, 2017 to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act, B.E. 2535 (A.D. 1992). The dividend payment shall be made on May 12, 2017;
 - The appropriation of remaining profit arising from year 2016 operations after dividend payment as capital fund according to the Consolidated Supervision guidelines.
3. To determine the convening of the Annual General Meeting of Shareholders for the year 2017 on Thursday April 20, 2017 at 14.00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok, by setting the record date on March 6, 2017 to determine the list of shareholders who have the right to attend the Annual General Meeting of Shareholders, and setting the shareholders register book-closing date and suspending shares transfer on March 7, 2017 to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act, B.E. 2535 (A.D. 1992), to consider the following agenda items:

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บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)
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- (1) To certify the Minutes of the Annual General Meeting of Shareholders for the year 2016

Board of Directors' opinion: The Board recommends the shareholders to certify the Minutes of the Annual General Meeting of Shareholders for the year 2016 as proposed.

- (2) To ratify the Board of Directors' business activities conducted in 2016 as described in the Annual Report

Board of Directors' opinion: The Board recommends the shareholders to ratify the Board of Directors' business activities conducted in 2016 as described in the Annual Report.

- (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, 2016

Board of Directors' opinion: The Board recommends the 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, 2016.

- (4) To approve the appropriation of profit arising from year 2016 operations as statutory reserve, dividend and others

Board of Directors' opinion: The Board recommends the shareholders the following:

- *The appropriation of profit arising from year 2016 operations of Baht 91,500,000 as statutory reserve;*
- *The appropriation of profit arising from year 2016 operations after statutory reserve as dividend payment for common shareholders and preferred shareholders at Baht 3.50 per share, by setting the record date on April 28, 2017 to determine the list of shareholders entitled to receive dividend, and the shareholders register book-closing date and suspending shares transfer on May 2, 2017 to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act, B.E. 2535 (A.D. 1992). The dividend payment shall be made on May 12, 2017;*
- *The appropriation of remaining profit arising from year 2016 operations after dividend payment as capital fund according to the Consolidated Supervision guidelines.*



- (5) To approve the number of directors and the appointment of directors

Board of Directors' opinion: The Board recommends the shareholders to approve the number of directors at 12 and the appointment of the following 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 of Directors' opinion: The Board recommends the shareholders to approve 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 600,000 for each Board member, an executive vehicle for the Chairman of the Board, group life and accident insurance, health insurance in case of Thai director with age over 60, 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 2017

Board of Directors' opinion: The Board recommends the shareholders to approve the appointment of the following auditors of EY Office Limited (Formerly known as Ernst & Young Office Limited), with total remuneration of not exceeding Baht 590,000, as the Company's auditor for the year 2017, subject to the approval from the Bank of Thailand. 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 and/or
- Mrs. Nonglak Punnoi CPA License No. 4172

- (8) To approve the amendment of Section 31 Meeting Quorum of the Company's Articles of Association

Board of Directors' opinion: The Board recommends the shareholders to approve the amendment of Section 31 Meeting Quorum, first paragraph, of the Company's Articles of Association as follows:

"In a meeting of Board of Directors there must be directors present in a number not less than three-fourth of the total number of directors to constitute a quorum. In the event the Chairman is absent or unable to perform his duty,



the directors present shall elect one of them to preside as the chairman of the meeting.”

- (9) To approve the amendment of Section 33 Power of the Board of Directors of the Company’s Articles of Association

Board of Directors’ opinion: The Board recommends the shareholders to approve the amendment of Section 33 Power of the Board of Directors, third paragraph, of the Company’s Articles of Association as follows:

“The two persons from one of the following persons, the Chairperson of Executive Board or the Group Chief Executive or other Executive Directors, are empowered to sign jointly on behalf of the Company and in all cases the common seal of the Company shall be appended along with such signatures.”

- (10) Others, if any

TISCO provided minor shareholders with the right to propose additional meeting agenda items and to nominate directors in advance during August 29 to December 31, 2016, with detailed publicized and distributed via TISCO’s website and the SET’s news and information system. However, there was no agenda item and nominated name proposed.

TISCO will disclose the details of Annual General Meeting of Shareholders for the year 2017 and its agenda online at TISCO’s website (www.tisco.co.th) prior to the meeting. For inquiries, please contact Corporate Secretariat Office at +66 2633 6805 or at email address: tisco_cs@tisco.co.th.

Please be informed accordingly.

Sincerely yours,

- Suthas Ruangmanamongkol -

(Mr. Suthas Ruangmanamongkol)
Director and Group Chief Executive

Corporate Secretariat Office
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