



- Translation -

SorLorTor 003/2018

February 26, 2018

Subject : The Annual General Meeting of Shareholders for the Year 2018 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. 1/2018, convened on February 26, 2018 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, 2017, 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 the Year 2017 operations for statutory reserve, dividend and others as follows:
 - No legal reserve appropriation because the Company’s reserve has reached the amount required by laws;
 - The appropriation of profit arising from the Year 2017 operations after statutory reserve as dividend payment for common shareholders and preferred shareholders at Baht 5.00 per share, by setting the record date on April 30, 2018 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 18, 2018;
 - The appropriation of remaining profit arising from the Year 2017 operations after dividend payment as capital fund according to the Consolidated Supervision guidelines of the Bank of Thailand.
3. To determine the convening of the Annual General Meeting of Shareholders for the Year 2018 on Monday, April 23, 2018 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 12, 2018 to determine the list of shareholders who have the right to attend the Annual General Meeting of Shareholders and consider the following agenda items:
 - (1) To certify the Minutes of the Annual General Meeting of Shareholders for the Year 2017

Board of Directors’ opinion: The Board recommends the shareholders to certify the Minutes of the Annual General Meeting of Shareholders for the Year 2017 as proposed.

www.tisco.co.th

บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)
48/49 อาคารทีเอสซีทาวเวอร์ ชั้น 21 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500
โทรศัพท์ 02 633 6888 โทรสาร 02 633 6880 เลขทะเบียนบจ. 0107551000223

TISCO Financial Group Public Company Limited
21st Fl., TISCO Tower, 48/49 North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand
T. +66 (0) 2633 6888 F. +66 (0) 2633 6880 Registration No. 0107551000223



- (2) To ratify the Board of Directors' business activities conducted in 2017 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 2017 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, 2017

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, 2017.

- (4) To approve the appropriation of profit arising from the Year 2017 operations as statutory reserve, dividend and others

Board of Directors' opinion: The Board recommends the shareholders to approve the appropriation of profit arising from the Year 2017 operations as statutory reserve, dividend and others as follows:

- No legal reserve appropriation because the Company's reserve has reached the amount required by laws;
- The appropriation of profit arising from the Year 2017 operations after statutory reserve as dividend payment for common shareholders and preferred shareholders at Baht 5.00 per share, by setting the record date on April 30, 2018 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 18, 2018;
- The appropriation of remaining profit arising from the Year 2017 operations after dividend payment as capital fund according to the Consolidated Supervision guidelines of the Bank of Thailand.

- (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 11 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.

<u>Name</u>	<u>Proposed Position</u>
1. Mr. Pliu Mangkornkanok	Independent Director
2. Mr. Hon Kit Shing (Alexander H. Shing)	Director
3. Ms. Oranuch Apisaksirikul	Director
4. Assoc. Prof. Dr. Angkarat Priebjriwat	Independent Director
5. Prof. Dr. Pranee Tinakorn	Independent Director
6. Ms. Patareeya Benjapolchai	Independent Director



<u>Name</u>	<u>Proposed Position</u>
7. Ms. Panada Kanokwat	Independent Director
8. Mr. Sathit Aungmanee	Independent Director
9. Prof. Dr. Teerana Bhongmakapat	Director
10. Mr. Chi-Hao Sun (Howard Sun)	Director
11. Mr. Suthas Ruangmanamongkol	Director

- (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 3,300,000 for the Chairman of the Board and not greater than Baht 950,000 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 2018

Board of Directors' opinion: The Board recommends the shareholders to approve the appointment of the following auditors of EY Office Limited, with total remuneration of not exceeding Baht 620,000, as the Company's auditor for the Year 2018, 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 Pumnoi CPA License No. 4172

- (8) To approve the issuance and offering of debenture for revolving outstanding balance up to Baht 12,000 Million

Board of Directors' opinion: The Board recommends the shareholders to approve the issuance of debenture for revolving outstanding balance up to Baht 12,000 Million, with maturity up to 10 years from issuance date and the delegation of authority to the Group Chief Executive to determine price, terms and conditions, as well as the timing for the issuance and offering of the debenture.



- (9) To approve the amendment of Section 15 Extra-Ordinary General Meeting of the Company's Articles of Association

Board of Directors' opinion: The Board recommends the shareholders to approve the amendment of Section 15 Extra-Ordinary General Meeting, third paragraph, of the Company's Articles of Association as follows:

“Any shareholders holding an aggregate number of shares not less than ten percent of the total number of shares sold, may request in writing to the Board of Directors to convene an extra-ordinary meeting of shareholders. The requisition must specify the subject and reasons for which the meeting is required to be summoned. Pursuant to such requisition, the Board of Directors must summon such meeting within forty-five days after the requisition is received.”

- (10) Others, if any

TISCO provided minor shareholders with the right to propose additional meeting agenda items and to nominate directors in advance between September 1 to December 31, 2017, 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 the Annual General Meeting of Shareholders for the Year 2018 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 +66 2633 6814 or at email address: tisco_cs@tisco.co.th.

Your acknowledgement of these matters would be appreciated.

Sincerely yours,

- Suthas Ruangmanamongkol -

(Mr. Suthas Ruangmanamongkol)
Director and Group Chief Executive

Corporate Secretariat Office
Tel +66 2633 6805
+66 2633 6814