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No. SorLorTor 013/2019

April 22, 2019

Re : Resolutions of the Annual General Meeting of Shareholders for the Year 2019
To : The President
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders for the Year 2019 of TISCO Financial Group Public Company Limited (TISCO) was held on Monday, April 22, 2019, in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok. According to the attendance record, there were 1,630 shareholders holding 471,805,185 shares, or 58.9274 percent of the total paid-up shares, present either in person or by proxy constituting a quorum as specified under TISCO's Articles of Association. The Meeting resolved the following matters:

1. The Meeting **certified** the Minutes of the Annual General Meeting of Shareholders for the Year 2018, held on April 23, 2018, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
 - For: 470,519,157 votes, equal to 100.0000 percent of all votes of shareholders in attendance and casting votes.
 - Against: 2 votes, equal to 0.0000 percent of all votes of shareholders in attendance and casting votes.
 - Abstain: 2,709,700 votes.
 - No voided ballot.
2. The Meeting **ratified** the Board of Directors' business activities conducted in 2018 as described in the Annual Report, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
 - For: 472,983,146 votes, equal to 99.9996 percent of all votes of shareholders in attendance and casting votes.
 - Against: 2,000 votes, equal to 0.0004 percent of all votes of shareholders in attendance and casting votes.
 - Abstain: 243,711 votes.
 - No voided ballot.
3. The Meeting **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, 2018, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
 - For: 472,983,146 votes, equal to 99.9996 percent of all votes of shareholders in attendance and casting votes.

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บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)
48/49 อาคารทีเอสซีทาวเวอร์ ชั้น 21 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500
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- Against: 2,000 votes, equal to 0.0004 percent of all votes of shareholders in attendance and casting votes.
- Abstain: 243,711 votes.
- No voided ballot.

4. The Meeting **approved** the appropriation of profit arising from the Year 2018 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 2018 operations as dividend payment for common shareholders and preferred shareholders at Baht 7.00 per share, being in line with the Company's dividend payment policy, the proposed dividend payment amount will be approximately Baht 5,605 Million, equivalent to the dividend payout ratio of 79.9% on consolidated basis, compared to dividend payout ratio of 65.7% for the Year 2017. The record date will be set on April 30, 2019 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 17, 2019. The dividend payment will be derived from net profit arising from the Year 2018 operations, which are subject to corporate income tax of 20 percent. Therefore, an individual shareholder may apply for tax credit on dividend at the rate of 2/8 of the dividend amount received.
- The appropriation of remaining profit arising from the Year 2018 operations after dividend payment as capital fund according to the Consolidated Supervision guidelines of the Bank of Thailand.

This was approved by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:

- For: 473,223,357 votes, equal to 99.9996 percent of all votes of shareholders in attendance and casting votes.
- Against: 2,000 votes, equal to 0.0004 percent of all votes of shareholders in attendance and casting votes.
- Abstain: 3,500 votes.
- No voided ballot.

5. The Meeting **approved** the number of directors and the appointment of directors as follows:

- the number of directors at 12 (twelve), by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
 - For: 473,200,246 votes, equal to 99.9985 percent of all votes of shareholders in attendance and casting votes.
 - Against: 7,000 votes, equal to 0.0015 percent of all votes of shareholders in attendance and casting votes.
 - Abstain: 21,611 votes.
 - No voided ballot.
- the appointment of the following director candidates as the Company's directors, by the cumulative voting, with the following voting results:

	<u>Name</u>	<u>For (votes)</u>	<u>Against (votes)</u>
1.	Mr. Pliu Mangkornkanok	351,839,361	42,761,161
2.	Mr. Hot Kit Shing (Alexander H. Shing)	864,769,307	8,509,635
3.	Mr. Suthas Ruangmanamongkol	384,139,325	8,782,197
4.	Assoc. Prof. Dr. Angkarat Priebjrivat	329,730,845	63,190,177

<u>Name</u>	<u>For (votes)</u>	<u>Against (votes)</u>
5. Prof. Dr. Pranee Tinakorn	327,075,245	65,836,377
6. Prof. Dr. Teerana Bhongmakapat	382,255,949	10,668,005
7. Mr. Sathit Aungmanee	366,254,744	26,645,478
8. Mr. Charatpong Chotigavanich	392,074,714	825,508
9. Assoc. Prof. Dr. Kulpatra Sirodom	392,322,902	610,608
10. Mr. Chi-Hao Sun (Howard Sun)	865,138,637	8,118,505
11. Mr. Satoshi Yoshitake	384,833,317	8,033,405
12. Mr. Sakchai Peechapat	384,882,216	8,023,066
Total	5,425,316,562	252,004,122
Abstain (votes)	1,425,600	
Void (votes)	- None -	

6. The Meeting **approved** the rates of remuneration for Directors, Sub-committee members and the Adviser in the form of monthly fee and meeting fee remaining at the same rate as approved by the Annual General Meetings of Shareholders for the Year 2018 and **approved** the rates of remuneration for members of the newly set up Risk Oversight Committee at the same rates as other Sub-committee as follows.

▪ Monetary Remuneration

(Unit: Baht)

	May 2018 - Present		Proposed to AGM 2019		% Change
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
Board of Directors					
Chairman	240,000	60,000	240,000	60,000	-
Member	50,000	50,000	50,000	50,000	-
Advisor	40,000	-	40,000	-	-
Executive Board					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
Audit Committee					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
Nomination and Compensation Committee					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
Corporate Governance Committee					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
Risk Oversight Committee					
Chairperson			-	60,000	
Member			-	50,000	

▪ Non-monetary Remuneration

1. An executive car for the Chairman of the Board,
2. Group life and accident insurance, or health insurance in case of Thai director with age over 60,
3. Directors & Officers Liability Insurance (D&O).

The Board of Directors, under the authority delegated by the shareholders, may determine to pay other remuneration or benefits to directors for other appointments or special

assignments from the Board of Directors. No meeting fee shall be paid to member of the Board and Sub-committee who is employee or holds full time position in TISCO Group of companies.

This was approved by not less than two-thirds of the shareholders who were in attendance at the Meeting, with the following voting results:

- For: 469,242,766 votes, equal to 99.1577 percent of all votes of shareholders in attendance.
- Against: 6,000 votes, equal to 0.0013 percent of all votes of shareholders in attendance.
- Abstain: 130,056 votes, equal to 0.0275 percent of all votes of shareholders in attendance.
- No voided ballot.
- Not entitled to votes: 6,137,222 votes, equal to 0.7665 percent of all votes of shareholders in attendance.

The Meeting also **acknowledged** current directors' remuneration.

7. The Meeting **approved** the appointment of Ms. Ratana Jala, CPA License No. 3734 and/or Ms. Somjai Khunapasut, CPA License No. 4499 and/or Mrs. Yuppadee Satchawannakul, CPA License No. 4819, of EY Office Limited as the Company's auditors for the Year 2019, any one of these auditors is authorized to certify the auditor's report, with total remuneration of not exceeding Baht 10,040,000 including not exceeding Baht 720,000 for the Company and not exceeding Baht 9,320,000 for nine subsidiaries. This was approved by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:

- For: 473,081,069 votes, equal to 99.9681 percent of all votes of shareholders in attendance and casting votes.
- Against: 151,000 votes, equal to 0.0319 percent of all votes of shareholders in attendance and casting votes.
- Abstain: 6,800 votes.
- No voided ballot.

Your acknowledgement of these matters would be appreciated.

Yours sincerely,

TISCO Financial Group Public Company Limited

- *Suthas Ruangmanamongkol* -

(Mr. Suthas Ruangmanamongkol)
Director and Group Chief Executive

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