



No. SorLorTor 019/2021

April 22, 2021

**Re : Resolutions of the Annual General Meeting of Shareholders for the year 2021**

**To : The President**  
**The Stock Exchange of Thailand**

The Annual General Meeting of Shareholders for the year 2021 of TISCO Financial Group Public Company Limited (TISCO) was held on Thursday, April 22, 2021, in the Conference Room, 12<sup>th</sup> Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok. According to the attendance record, there were 1,976 shareholders holding 484,850,170 shares, or 60.5567 per cent 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. **Certified** the Minutes of the Annual General Meeting of Shareholders for the year 2020, held on June 26, 2020, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
  - For: 484,779,712 votes, equal to 100.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Against: 0 votes, equal to 0.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 73,700 votes.
  - No voided ballot.
2. **Ratified** the Board of Directors' business activities conducted in 2020 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: 484,508,412 votes, equal to 100.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Against: 0 votes, equal to 0.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 352,100 votes.
  - No voided ballot.

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

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3. **Approved** the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020 of the Company and its subsidiary companies, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:

- For: 484,871,044 votes, equal to 100.0000 per cent of all votes of shareholders in attendance and casting votes.
- Against: 0 votes, equal to 0.0000 per cent of all votes of shareholders in attendance and casting votes.
- Abstain: 1,200 votes.
- No voided ballot.

4. **Approved** the appropriation of profit arising from the year 2020 operations and dividend payment 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 2020 operations as dividend payment for common shareholders and preferred shareholders at Baht 6.30 per share, by setting the record date on April 29, 2021 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 17, 2021;
- No appropriation of the profit from the year 2020 operations as capital fund on consolidated basis, according to the consolidated supervision regulation.

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

- For: 484,871,049 votes, equal to 100.0000 per cent of all votes of shareholders in attendance and casting votes.
- Against: 0 votes, equal to 0.0000 per cent of all votes of shareholders in attendance and casting votes.
- Abstain: 1,200 votes.
- No voided ballot.

5. **Approved** the appointment of Ms. Ratana Jala, CPA License No. 3734 and/or Ms. Somjai Khunapasut, CPA License No. 4499 and/or Ms. Wanwilai Phetsang, CPA License No. 5315, of EY Office Limited as the Company's auditors for the year 2021, with total remuneration of not exceeding Baht 750,000. All nominated auditors have been approved by the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report.

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

- For: 476,946,131 votes, equal to 98.3655 per cent of all votes of shareholders in attendance and casting votes.
- Against: 7,925,123 votes, equal to 1.6345 per cent of all votes of shareholders in attendance and casting votes.
- Abstain: 1,000 votes.
- No voided ballot.

6. **Approved** the number of directors and the appointment of directors as follows:

- the number of directors at 13 (thirteen), by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
  - For: 484,836,155 votes, equal to 99.9928 per cent of all votes of shareholders in attendance and casting votes.
  - Against: 35,100 votes, equal to 0.0072 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 1,000 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	353,857,299	52,390,271
2.	Mr. Hon Kit Shing (Alexander H. Shing)	1,075,569,396	5,671,328
3.	Mr. Suthas Ruangmanamongkol	401,517,542	3,171,228
4.	Assoc. Prof. Dr. Angkarat Priebjivat	327,292,048	77,396,622
5.	Prof. Dr. Pranee Tinakorn	328,640,048	76,048,622
6.	Prof. Dr. Teerana Bhongmakapat	399,965,492	4,723,278
7.	Mr. Sathit Aungmanee	385,891,330	18,797,440
8.	Dr. Charatpong Chotigavanich	404,041,320	647,450
9.	Dr. Kulpatra Sirodom	368,919,186	35,769,584
10.	Mr. Kanich Punyashthiti	404,004,470	684,300
11.	Mr. Chi-Hao Sun (Howard Sun)	763,992,948	3,208,328
12.	Mr. Satoshi Yoshitake	399,695,742	3,208,328
13.	Mr. Sakchai Peechapat	401,797,842	2,890,928
	<b>Total</b>	<b>6,015,184,663</b>	<b>284,607,707</b>
	<b>Abstain (votes)</b>	<b>3,571,500</b>	
	<b>Void</b>	<b>- None -</b>	





7. **Approved** the rates of remuneration for Directors, Sub-committee members and the Advisor for the year 2021 in the form of monthly fee and meeting fee remaining at the same rate as the 2020 Annual General Meeting of Shareholders' approval details as follows.

■ Monetary Remuneration

(Unit: Baht)

	June 2020 - Present		Proposed to AGM 2021		% Change
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
<b>Board of Directors</b>					
Chairman	240,000	60,000	240,000	60,000	-
Member	50,000	50,000	50,000	50,000	-
Adviser	40,000	-	40,000	-	-
<b>Executive Board</b>					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
<b>Risk Oversight Committee</b>					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
<b>Audit Committee</b>					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
<b>Nomination and Compensation Committee</b>					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
<b>Corporate Governance Committee</b>					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-

■ Non-monetary Remuneration

1. An executive car for the Chairman of the Board,
2. Group life and accident insurance, or health insurance for 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: 474,887,170 votes, equal to 97.9403 per cent of all votes of shareholders in attendance.
- Against: 3,378,175 votes, equal to 0.6967 per cent of all votes of shareholders in attendance.
- Abstain: 137,700 votes, equal to 0.0284 per cent of all votes of shareholders in attendance.
- No voided ballot.
- Not entitled to votes: 6,471,045 votes, equal to 1.3346 per cent of all votes of shareholders in attendance.

Your acknowledgement of these matters would be appreciated.

Yours sincerely,

TISCO Financial Group Public Company Limited

- Sakchai Peechapat -

(Mr. Sakchai Peechapat)

Director and Group Chief Executive

Corporate Secretariat Office

Tel. +66 2633 6805

A handwritten signature in blue ink, appearing to be "Sakchai", located in the bottom right corner of the page.