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February 24, 2021

Subject : Dividend Payment and the Schedule of the Annual General Meeting of Shareholders for the year 2021

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

TISCO Financial Group Public Company Limited ("Company") would like to inform that the Board of Directors Meeting No.1/2021, convened on February 24, 2021 has resolved on the following significant matters, which can be summarized as follows:

1. To propose the Annual General Meeting of Shareholders approving the dividend payment from the year 2020 operations for common shareholders and preferred shareholders at the rate of 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.
2. Approved the convening of the Annual General Meeting of Shareholders for the year 2021 on Thursday, April 22, 2021 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 10, 2021 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 2020

Board of Directors' opinion: The Board recommends the shareholders to certify the Minutes of the Annual General Meeting of Shareholders for the year 2020 as proposed.

- (2) To ratify the Board of Directors' business activities conducted in 2020 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 2020 as described in the Annual Report.

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บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)
48/49 อาคารทีเอสซีทาวเวอร์ ชั้น 21 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500
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- (3) To approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020 of the Company and its subsidiary companies

Board of Directors' opinion: The Board recommends the shareholders to approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020 of the Company and its subsidiary companies.

- (4) To approve the appropriation of profit arising from the year 2020 operations and dividend payment

Board of Directors' opinion: The Board recommends the shareholders to approve the appropriation of profit arising from the year 2020 operations and dividend payment as follows:

- No legal reserve appropriation because the Company's legal 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 the rate of 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 paid 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.

- (5) To approve the appointment of the auditors and their remuneration for the year 2021

Board of Directors' opinion: The Board concurs with the proposal of the Audit Committee and recommends the shareholders to approve the appointment of the following auditors of EY Office Limited, with total remuneration of not exceeding 750,000 Baht, as the Company's auditor for the year 2021. All nominated auditors are subject to the approval from the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report.

- 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

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

Board of Directors' opinion: The Board concurs with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve the number of directors at 13 (thirteen) and the appointment of the following director candidates. All nominated candidates have been approved by 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)	Non-Executive Director
3.	Mr. Suthas Ruangmanamongkol	Executive Director
4.	Assoc. Prof. Dr. Angkarat Priebjivat	Independent Director
5.	Prof. Dr. Pranee Tinakorn	Independent Director
6.	Prof. Dr. Teerana Bhongmakapat	Non-Executive Director
7.	Mr. Sathit Aungmanee	Independent Director
8.	Dr. Charatpong Chotigavanich	Independent Director
9.	Dr. Kulpatra Sirodom	Independent Director
10.	Mr. Kanich Punyashthiti	Independent Director
11.	Mr. Chi-Hao Sun (Howard Sun)	Executive Director
12.	Mr. Satoshi Yoshitake	Executive Director
13.	Mr. Sakchai Peechapat	Executive Director

(7) To approve the remuneration of directors

Board of Directors' opinion: The Board concurs with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve the rates of remuneration for directors, sub-committees members and the adviser for the year 2021 in the form of monthly fee and meeting fee, to remain at the same rate as approved by the Annual General Meetings of Shareholders for the year 2020. Also, non-monetary benefits offered to directors include an executive vehicle for the Chairman of the Board, group life and accident insurance or health insurance for Thai director with age over 60, and Directors & Officers Liability Insurance, to be valid until amended.

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.

(8) Other businesses (if any)

- Delegated the authority to the Group Chief Executive to take actions regarding the arrangement of the Annual General Meeting of Shareholders for the year 2021 in case of any changes including the issuance of notice of the meeting, changes in date, time, venue, as well as other details and amendments related to the Annual General Meeting of Shareholders for the year 2021 as necessary within the extent permitted by applicable laws.



The Company provided minority shareholders with the right to propose additional meeting agenda items and to nominate directors in advance in the period from September 1 to November 30, 2020, with detailed publicized and distributed via the Company's website and the SET's news system. After the mentioned period, there was no matter agenda item and nominated name proposed to the Annual General Meeting of Shareholders for the year 2021.

In addition, as the Annual General Meeting of Shareholders will be held amid the COVID-19 pandemic, the measures of government and related government agencies as well as other measures according to the Company's policies steps for safety and health administration which are uncertain and may change before the date of the Annual General Meeting of Shareholders, and limit the capabilities of the Company to provide necessary facilities to the shareholders. The Company would like to request the kind cooperation from the shareholders who wish to attend the meeting **to consider appointing the Company's independent directors to vote on shareholders' behalf** according to the proxy form, in which shareholders can specify his/her voting request for all agenda in advance. The Company will provide the proxy form along with the list of independent directors being proposed for appointment as a proxy, and the Notice of the Annual General Meeting of Shareholders for the year 2021. The Company will set guidelines and preventive measures related to hosting the meeting to comply with the principles, guidelines, and recommendations as set forth by the government parties and other regulatory bodies, which shall be simultaneously placed on the notice of the meeting or the website of the Company (www.tisco.co.th).

The Company will disclose the details of the Annual General Meeting of Shareholders for the year 2021, its agenda, and measures for the AGM arrangement online prior to the meeting at the Company's website: www.tisco.co.th. For inquiries, please contact Corporate Secretariat Office at Tel. +66 2633 6805 or email address: tisco_cs@tisco.co.th.

Your acknowledgement of these matters would be appreciated.

Sincerely yours,

- Suthas Ruangmanamongkol -

(Mr. Suthas Ruangmanamongkol)
Chairman of the Executive Board
and Group Chief Executive

Corporate Secretariat Office
Tel +66 2633 6805

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