

**~~-DRAFT TRANSLATION-~~**

**TISCO BANK PUBLIC COMPANY LIMITED**

**MINUTES  
THE SHAREHOLDER ORDINARY GENERAL MEETING  
FOR THE YEAR 2013**

The meeting was convened in the Conference Room, 12th floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok, on April 25, 2013, at 10.15 hours.

The directors, TISCO Management Committee and auditors presented at the meeting were:

**Directors**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Pliu Mangkornkanok      | Chairman of the Board of Directors and Independent Director                                |
| 2. Ms. Oranuch Apisaksirikul   | Director and Chairperson of the Executive Board, (and Group Chief Executive (“Group CEO”)) |
| 3. Ms. Panada Kanokwat         | Independent Director and Chairperson of the Audit Committee                                |
| 4. Prof. Dr. Pranee Tinakorn   | Independent Director and Member of the Audit Committee                                     |
| 5. Ms. Patareeya Benjapolchai  | Independent Director and Member of the Audit Committee                                     |
| 6. Mr. Hirohiko Nomura         | Director and Member of the Executive Board   |
| 7. Mr. Pichai Chanvirachart    | Independent Director   |
| 8. Mr. Chi-Hao Sun             | Member of the Executive Board  |
| 9. Mr. Suthas Ruangmanamongkol | Director, Member of the Executive Board, and President                                     |

**Director Absent**

- |  |   |
|--|---|
| 1. Mr. Hon Kit Shing<br>(Mr. Alexander H. Shing) | Vice Chairman of the Board of Directors |
|--|---|

**TISCO Group Managements seconded to manage the Company**

- |                            |   |
|----------------------------|---|
| 1. Mr. Sakchai Peechapat   | Senior Executive Vice President<br>– Retail Banking             |
| 2. Mr. Metha Pingsuthiwong | First Executive Vice President<br>– Retail Banking - Front      |
| 3. Mr. Chalit Silpsrikul   | First Executive Vice President<br>– Wealth Management & Banking |
| 4. Mr. Chatri Chandrangam  | Executive Vice President<br>– Risk and Financial Control        |

**Auditors (Ernst & Young Office Limited)**

1. Ms. Ratana Jala
2. Ms. Yuppadee Satchawannakul
3. Ms. Chatmanee Jiravicha
4. Ms. Chorkaew Kaewmorakot

**Other Invited Participant**

1. Ms. Krisna Theravuthi  
Chairperson of the Nomination and Compensation  
Committee  
TISCO Financial Group Public Company Limited

There were also representatives from Bank of Thailand observed the meeting.

Mr. Pliu Mangkornkanok, Chairman of the Board of Directors, chaired the meeting and thanked the shareholders for attending. He stated that Notice of the Shareholder Ordinary General Meeting for the year 2013 had been duly sent out before the date of the meeting, in compliance with the Company's Articles of Association and other relevant laws to allow adequate time to study meeting material.

The Chairman noted that 46 shareholders holding 728,034,829 shares, or 99.98% of the total paid-up shares, were present, either personally or by proxy, thereby constituting a quorum as specified in the Company's Articles of Association. The Chairman declared the meeting duly convened.

The Chairman informed the meeting that in accordance with the Company's Articles of Association regarding voting, every shareholder present in person or being represented by proxy is entitled to one vote per share, with the exception of voting for the election of directors. For this specific agenda, cumulative voting has been implemented. In addition to accommodate shareholders in voting, shareholders could cast their votes in advance by completing the details of voting on the Voting Form which had been sent out together with Notice of shareholders' meeting. For those who intended to vote at the meeting, the Company had made Voting Forms available prior to the meeting. He added that shareholders who had not cast their votes in advance and intended to vote "Against" or "Abstain" could complete the Voting Forms, and then submit them to Company's officer to calculate the voting result for each agenda. For cases in which shareholders have appointed a proxy and assigned their proxy to vote as directed, their votes would be recorded in the computer system for calculation on each agenda item.

The Chairman also informed the meeting that for shareholders, who wished to leave the meeting before the meeting adjourned, shall return the "Registration Receipt" and unused Voting Form (if any) to the Company's officer at the entrance of the meeting room.

In addition, the Company assigned Ernst & Young Office Limited to monitor and oversee the shareholder meeting in order to ensure transparency and compliance with the law and the Company's Articles of Association. Ernst & Young Office Limited assigned officer as an observer to the registration and vote counting throughout the meeting.

The Chairman proposed that the meeting consider the following agenda:

**Agenda 1: To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2012**

The Chairman proposed that the meeting certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2012, convened on September 21 2012. Copies of the minutes had been sent to shareholders along with the Notice of this meeting.

No shareholder objected or requested that the minutes be amended otherwise. The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes.

**Resolution:** The shareholders **certified** the minutes of the Extraordinary General Meeting of Shareholders No. 1/2012 as proposed, with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	728,033,914	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

**Agenda 2: To ratify the Board of Directors' business activities conducted in 2012 as described in the Annual Report**

The Chairman summarised the Board of the Directors' business activities conducted in 2012 and proposed the meeting to ratify the activities. Details were described in the "Report from the Board of Directors" on page A1-A2 of the Annual Report, which had been sent to shareholders along with the Notice of this meeting.

The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes.

**Resolution:** The shareholders **ratified** the Board of Directors' business activities conducted in 2012 as described in the Annual Report as proposed, with the vote as presented below:

	<u>Votes</u>	<u>%</u>
• For	728,033,914	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

**Agenda 3: To adopt TISCO Bank Public Company Limited's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2012**

The Chairman proposed that the meeting adopt TISCO Bank Public Company Limited's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2012. The Audit Committee agreed with the auditor that Statement of Financial Position and Statement of Comprehensive Income presented fair and comprehensive performance and financial position of TISCO Bank, in compliance with generally accepted accounting principles. Details were published in the Annual Report, which had been sent to shareholders along with the Notice of this meeting. The Chairman invited Ms. Oranuch Apisaksirikul, TISCO Group CEO, to present this agenda item.

Ms. Oranuch Apisaksirikul invited Mr. Chatri Chandrangam, Executive Vice President – Risk and Financial Control of TISCO Financial Group Public Company Limited - the parent company of TISCO Group ("Parent Company"), to summarize the details of the financial statements.

Mr. Chatri Chandrangam presented the meeting with a detail and an analysis of Statement of Financial Position and Statement of Comprehensive Income.

Mr. Uttaphol Udomwanich, a shareholder, asked and the Management explained the issues as follows;

Question: Further explanations on "other operating expense".

Answer: Ms. Oranuch Apisaksirikul explained that "other operating expense" are mainly the expense incurred in operating hire-purchase businesses i.e. incentives that are paid to car dealer. With 30% growth in hire-purchase business last year, this has resulted in the increase of such expense. TISCO Bank's business profits, however, expanded more.

The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes.

**Resolution:** The shareholders **adopted** TISCO Bank Public Company Limited's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2012 as proposed, with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	728,034,634	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

**Agenda 4: To acknowledge the appropriation of profit arising from year 2012 operations as the interim dividend payments and to approve the appropriation of profit arising from year 2012 operations for statutory reserve and others**

The Chairman proposed the meeting to acknowledge the appropriation of profit arising from year 2012 operations as interim dividend payments and to approve the appropriation of profit arising from year 2012 for statutory reserve and others. The Chairman invited Ms. Oranuch Apisaksirikul, the Group CEO, to summarize the details of this agenda.

Ms. Oranuch Apisaksirikul reported that, in compliance with the Public Limited Companies Act B.E. 2535 and the Bank of Thailand's regulations, the Company shall appropriate 5% of its annual net profit as statutory reserve until this fund attains an amount of 10% of its registered capital. Thus, the Company appropriated Baht 137,851,148 as statutory reserve in 2012. Consequently, the Company's full year profit and unappropriated retained earnings for the year ended 2012 based on standalone financial statement are shown as follows;

	Baht
Beginning Unappropriated Retained Earnings (December 31, 2011)	5,439,581,429
Net Profit for the year 2012	2,757,022,961
Required Statutory Reserve	(137,851,148)
Deferred tax liabilities	45,690,086
<b><i>Unappropriated Retained Earnings available for dividend payment for the year 2012</i></b>	<b><i>8,104,443,328</i></b>
Interim dividend payment from profit arising from 2012 operations	(1,237,858,825)
<b><i>Unappropriated Retained Earnings for year ended 2012</i></b>	<b><i>6,866,584,503</i></b>

Total unappropriated retained earnings available for dividends for the year 2012 was Baht 8,104,443,328. The Company made the interim dividend payment for year 2012 amounted to Baht 1,237,858,825. The Company therefore has unappropriated retained earnings for year ended 2012 totaled Baht 6,866,584,503.

The dividend payout ratio for year 2012 was 44.9%, compared to 40.7% for year 2011. The dividend payment is in accordance with the Company's dividend policy that is, the Company shall pay dividend at the appropriate rate to ensure that after dividend payment, the Company BIS ratio will be maintained above 12% to satisfy the Bank of Thailand's criteria for Qualified Bank.

The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes.

**Resolution:** The shareholders resolved the followings as proposed;

- **Acknowledged** the interim dividend payments from profit arising from year 2012 operations as follows;
  - Interim dividend payment from profit arising from 2012 operations totaling Baht 1,237,858,825 or Baht 1.70 per shared for common shareholders and preferred shareholders. The interim dividend was paid on January 21, 2013.
- **Approved** the followings ;
  - The appropriation of profit arising from year 2012 operations of Baht 137,851,148 as statutory reserve in compliance with related law and regulation; and
  - The appropriation of remaining net profit arising from year 2012 operations after statutory reserve and dividend payment, as capital fund according to the Consolidated Supervision guidelines.

with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	728,034,731	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

**Agenda 5: To approve the allocation of the newly issued common shares of the Bank**

The Chairman proposed the meeting to approve the allocation of the newly issued common shares of the Bank and invited Ms. Oranuch Apisaksirikul, the Group CEO, to summarize the details of agenda 5-7 to the meeting.

Ms. Oranuch Apisaksirikul informed the meeting that over the past 3 years, TISCO Bank has continually exhibited strong growth with average loan growth of 30% per annum. To support future business growth while ensuring strong capital level in satisfying the Bank of Thailand's criteria of Qualified Bank, TISCO Bank therefore plans to issue and offer up to 91,019,032 of newly issued common shares at par value of Baht 10 per share, totaling Baht 910,190,320, to the existing shareholders of the Bank. The allocation of newly issued shares shall be pro-rata to the shareholding at the offering ratio of 8 existing shares for both common shares and preferred shares to 1 newly issued common shares (the "Right Offering") at the offering price of Baht 20.88 per share, whereby the offering price is calculated based on the book value of shareholders' equity as of December 31, 2012.

In case there are shares remaining from the first round allocation to the existing shareholders in proportion to their shareholding, the Bank will, on the second round of allocation, allocate such remaining shares to the shareholders who express their intention to subscribe for the newly issued common shares in excess of their rights (shareholding proportion), on a pro rata basis.

The meeting considered the matter and cast votes.

The voting in this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Resolution:** The shareholders resolved the followings as proposed;

- (1) The allocation of up to 91,019,032 the newly issued common shares of the Bank with a par value of Baht 10 per share to the existing shareholders of the Bank pro rata to their shareholding at the offering ratio of 8 existing shares (both common and preferred shares) to 1 new common shares, whereby any fraction of shares shall be disregarded (the "Rights Offering"). The Rights Offering price will be set at Baht 20.88 per share.

In the case that there are shares remaining from the first round allocation to the existing shareholders of the Bank in proportion to their shareholding, the Bank will, on the second round allocation, allocate such remaining shares to the shareholders who express their intention to subscribe for the newly issued common shares in excess of their rights (shareholding proportion).

- (2) The closing date of share registration book to determine the shareholders, who are entitled to the Rights Offering, shall be on May 7, 2013.

- (3) The delegation of authority to the Board of Directors or the President of the Bank to determine other details in connection with the allocation of newly issued common shares, including without limitation, to allocate the newly issued common shares, whether in single or sequential allocation, the offering period, offering price, payment period, and other terms and conditions relating to the allocation of the newly issued common shares to the existing shareholders of the Bank.

with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	728,034,731	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

**Agenda 6: To approve the reduction of the Bank's registered capital, and the amendment to the Bank's Memorandum of Association Clause 4 to be in line with the reduction of the registered capital**

Ms. Oranuch Apisaksirikul informed the meeting that the Bank currently has total registered capital of 1,100,200,000 shares at par value of Baht 10 per share or Baht 11,002,000,000 comprising of 728,152,146 common shares and 372,047,854 preferred shares. The issued and paid-up capital consists of 728,152,146 common shares and 104 preferred shares. Prior to the increase of the registered capital in relation to the allocation of newly issued common shares as detailed in Agenda 5, the Bank is required to reduce the registered capital by cancelling unissued preferred shares of 372,047,750 shares at par value of Baht 10 per share, according to the Section 140 of the Public Limited Companies Act.

The Board recommends the shareholders to approve the reduction of the Bank's registered capital by cancelling unissued preferred shares of 372,047,750 shares at par value of Baht 10 per share. The Bank registered capital will reduce from Baht 11,002,000,000 to Baht 7,281,522,500.

In order to reflect the reduction of the registered capital, the shareholders are recommended to approve the amendment to the Bank's Memorandum of Association Clause 4 as follows:

Clause 4 Registered Capital : 7,281,522,500 Baht (Seven billion two hundred and eighty one million five hundred and twenty two thousand five hundred Baht)  
Divided into : 728,152,250 shares (Seven hundred and twenty eight million one hundred and fifty two thousand two hundred fifty shares)  
Par Value per share : 10 Baht (Ten Baht)

**Consisting of**

Preferred shares	:	104 shares	(One hundred four shares)
Common shares	:	728,152,146 shares	(Seven hundred and twenty eight million one hundred and fifty two thousand one hundred forty six shares)

The meeting considered the matter and cast votes.

The voting in this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Resolution:** The shareholders resolved the followings as proposed;

- **Approved** the reduction of the Bank's registered capital by cancelling unissued preferred shares of 372,047,750 shares at par value of Baht 10 per share. The Bank registered capital will reduce from Baht 11,002,000,000 to Baht 7,281,522,500.
- **Approved** the amendment to the Company's Memorandum of Association Clause 4 as follows:

Clause 4

Registered Capital	:	7,281,522,500 Baht	(Seven billion two hundred and eighty one million five hundred and twenty two thousand five hundred Baht)
Divided into	:	728,152,250 shares	(Seven hundred and twenty eight million one hundred and fifty two thousand two hundred fifty shares)
Par Value per share	:	10 Baht	(Ten Baht)
<b>Consisting of</b>			
Preferred shares	:	104 shares	(One hundred four shares)
Common shares	:	728,152,146 shares	(Seven hundred and twenty eight million one hundred and fifty two thousand one hundred forty six shares)

with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	728,034,731	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

**Agenda 7: To approve the increase of the Bank's registered capital and the amendment to the Bank's Memorandum of Association Clause 4 to be in line with the increase of the registered capital**

Ms. Oranuch Apisaksirikul informed the meeting that after the reduction of the Bank's registered capital in Agenda 6, the Bank will have the registered capital in the amount of Baht 7,281,522,500. To accommodate the allocation of newly issued common shares to the existing shareholders of the Bank as detailed in Agenda 5, the Bank will increase the registered capital from Baht 7,281,522,500 to Baht 8,191,712,820. The additional registered capital of Baht 910,190,320 will be 91,019,032 common shares at par value of Baht 10 per share.

The Board recommends the shareholders to approve the increase of the registered capital of the Bank in the amount of Baht 910,190,320 from Baht 7,281,522,500 to Baht 8,191,712,820.

In order to reflect the increase of the Bank's registered capital, the shareholders are recommended to approve the amendment to the Bank's Memorandum of Association Clause 4 as follows:

Clause 4 Registered Capital	:	8,191,712,820 Baht	(Eight billion one hundred and ninety one million seven hundred and twelve thousand eight hundred twenty Baht)
Divided into	:	819,171,282 shares	(Eight hundred and nineteen million one hundred and seventy one thousand two hundred eighty two shares)
Par Value per share	:	10 Baht	(Ten Baht)
<b>Consisting of</b>			
Preferred shares	:	104 shares	(One hundred four shares)
Common shares	:	819,171,178 shares	(Eight hundred and nineteen million one hundred and seventy one thousand one hundred seventy eight shares)

The meeting considered the matter and cast votes.

The voting in this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Resolution:** The shareholders resolved the followings as proposed;

- **Approved** the increase of the registered capital of the Bank in the amount of Baht 910,190,320 from Baht 7,281,522,500 to Baht 8,191,712,820.
- **Approved** the amendment to the Company's Memorandum of Association Clause 4 as follows:

Clause 4

Registered Capital : 8,191,712,820 Baht (Eight billion one hundred and ninety one million seven hundred and twelve thousand eight hundred twenty Baht)

Divided into : 819,171,282 shares (Eight hundred and nineteen million one hundred and seventy one thousand two hundred eighty two shares)

Par Value per share : 10 Baht (Ten Baht)

**Consisting of**

Preferred shares : 104 shares (One hundred four shares)

Common shares : 819,171,178 shares (Eight hundred and nineteen million one hundred and seventy one thousand one hundred seventy eight shares)

with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	728,034,731	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

**Agenda 8: To approve the number of directors and the election of directors**

Since the consideration of agenda 8 and 9 were matters related to directors, the Chairman informed the meeting that all directors would volunteer to leave the meeting in the interests of good corporate governance. He invited Ms. Krisna Theravuthi, the Chairperson of the Parent Company's Nomination and Compensation Committee ("NCC"), to conduct the meeting for the Agenda 8 and 9.

Ms. Krisna Theravuthi informed that the shareholders, at the Shareholder Ordinary General Meeting of each calendar year, shall elect the whole board of directors simultaneously according to the Company's Articles of Association. Thus, the term of all of the members of the Board of Directors shall be expired today.

She further added that consideration of this agenda would be divided into 2 sections, (1) To approve the number of directors and (2) To approve the election of directors.

Regarding section (1), to approve the number of directors, pursuant to the Company's Articles of Association, the shareholders shall, from time to time by resolution of general meeting, determine the number of directors which shall not be less than five, provided that not less than one half of the directors must domicile in Thailand. In addition, the number of directors who are persons of Thai nationality shall be not less than 75% in compliance with related laws.

The Board of Directors, therefore, with recommendations from the Parent Company's NCC, considered the appropriate number of directors for good corporate governance. The qualifications and benefits that each candidate might bring were also considered upon contemplating the Company's needs, the most suitable board size and composition. The Board therefore proposed that the shareholders approve the number of directors at 9. For this section, shareholders, present in person or represented by proxy, were entitled to one vote per share.

In addition, regarding section (2), to approve the election of directors, TISCO Group Corporate Governance Policy assigned the Parent Company's NCC to select qualified director candidates by considering their knowledge, experiences, sufficient understanding of banking and finance, economics, law or any other related fields based upon the Company's needs and maximize interest, good corporate governance, laws and relevant rules and regulations for the most appropriate size and composition of the board.

Furthermore, a person to be nominated or elected as an independent director must meet the requirements in TISCO's Corporate Governance Code of Conduct, which are more stringent than those of the Securities and Exchange of Thailand and the Stock Exchange of Thailand and shall not be related to the Company, other companies in TISCO Group, and management in the manner that may cause conflict of interest.

For the year 2013, Prof. Dr. Pranee Tinakorn has expressed her wish not to continue her term of director position of the Company. However, in order to remain the Board's size at 9, the Nomination and Compensation Committee has considered the qualified candidates in replacement of the independent director who do not wish to continue her term.

The Board of Directors, after considering the NCC recommendation on the qualifications of the candidates, proposed the shareholder to approve the election of the following qualified candidates as the Company's directors. Candidates' profiles were presented in the Notice which had been sent to shareholders.

<b><u>Name - Surname</u></b>	<b><u>Proposed Position</u></b>
1. Mr. Pliu Mangkornkanok	Director
2. Mr. Hon Kit Shing (Mr. Alexander H. Shing)	Director
3. Ms. Oranuch Apisaksirikul	Director
4. Ms. Panada Kanokwat	Independent Director
5. Ms. Patareeya Benjapolchai	Independent Director
6. Mr. Hirohiko Nomura	Director
7. Mr. Pichai Chanvirachart	Independent Director
8. Mr. Suthas Ruangmanamongkol	Director
9. Assoc. Prof. Dr. Angkarat Priebjrivat	Independent Director

For the election of directors, Ms. Krisna Theravuthi further informed the meeting that the Company's Articles of Association required cumulative voting for the election of directors and explained procedure of cumulative voting in details.

Ms. Krisna Theravuthi informed shareholders who had not cast their votes in advance to vote in the meeting and submit the Voting Form to the officers to calculate voting results.

The meeting considered the matter and cast votes.

Regarding the voting in this agenda item, for the number of directors part, it requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes. For the election of directors part, cumulative voting will be applied according to the Articles of Association.

**Resolution:** The shareholders **resolved** the followings as proposed:

- **Approved** the number of directors at 9, with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	728,034,731	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

- **Approved** the election of the following director candidates as the Company's directors, with the votes as presented below:

<u>Name - Surname</u>	<u>For (votes)</u>	<u>Against (votes)</u>
1. Mr. Pliu Mangkornkanok	728,034,731	0
2. Mr. Hon Kit Shing (Mr. Alexander H. Shing)	728,034,731	0
3. Ms. Oranuch Apisaksirikul	728,034,731	0
4. Ms. Panada Kanokwat	728,034,731	0
5. Ms. Patareeya Benjapolchai	728,034,731	0
6. Mr. Hirohiko Nomura	728,034,731	0
7. Mr. Pichai Chanvirachart	728,034,731	0
8. Mr. Suthas Ruangmanamongkol	728,034,731	0
9. Assoc. Prof. Dr. Angkarat Priebjriwat	<u>728,034,731</u>	<u>0</u>
	<b><u>6,552,312,579</u></b>	<b><u>0</u></b>
	<b>Abstain (votes)</b>	<b>0</b>
	<b>Void (votes)</b>	<b>0</b>

**Agenda 9: To approve the directors' remuneration and acknowledge current directors' remuneration**

Ms. Krisna Theravuthi informed the meeting that on April 26, 2012, the Company's Shareholder Ordinary General Meeting for the year 2012 approved the annual directors' remuneration to be paid, only to non-executive director(s) who do not hold any directorship in TISCO Financial Group Public Company Limited and/or management position in TISCO Group of companies, in the form of reward, meeting fee, monthly fee, and bonus at the amount of not greater than Baht 500,000 per year for each Board member, 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.

According to the Company's Articles of Association, the Board of Directors may assign directors to conduct the businesses on behalf of the Board of Directors. In this regard, the remuneration to be paid to such directors for other appointments or special assignments shall be determined by the Board of Directors. Duties and responsibilities of board members who are assigned to other committee are detailed under Part 1, Section 8 Management in the Annual Report.

The Nomination and Compensation Committee ("NCC") of the Parent Company shall consider appropriate remuneration for director and propose to the Board of Directors. The scale and components of remuneration for directors should be appealing enough to attract and retain quality directors, but avoid excessive pays.

Remuneration for non-executive directors should be comparable to the general practice in the industry with regard to work experience and commitment, as well as the benefits each director brings. Directors who are assigned with extra work (being members of other committee, for example) should be paid appropriately. The remuneration to be paid to such director or directors will be approved by the Board.

The Board, with the recommendation from the Parent Company's NCC, recommended shareholders to approve the annual directors' remuneration to be paid, only to non-executive director(s) who do not hold any directorship in TISCO Financial Group Public Company Limited and/or management position in TISCO Group of companies, in the form of reward, meeting fee, monthly fee, and bonus at the amount of not greater than Baht 500,000 per year for each Board member, 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. The Board also recommends the shareholders to acknowledge director remuneration which was paid in 2012 to a non-executive director in the form of monthly fee totaling Baht 480,000 (Baht 40,000 per month).

The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the votes of not less than two-thirds of the total number of votes of shareholders who attended the meeting. The directors who are also shareholders were considered as having a conflict of interest in this matter and were not entitled to vote.

**Resolution:** The shareholders **approved** the annual directors' remuneration to be paid, only to non-executive director(s) who do not hold any directorship in TISCO Financial Group Public Company Limited and/or management position in TISCO Group of companies, in the form of reward, meeting fee, monthly fee, and bonus at the amount of not greater than Baht 500,000 per year for each Board member, 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



The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes.

**Resolution:** The shareholders **approved** the appointment of the following auditors of Ernst & Young Office Limited, with total remuneration of no more than Baht 3,600,000, as the Company's auditors for the year 2013 as proposed.

- Ms. Ratana Jala CPA License No. 3734
- Ms. Rungnapa Lertsuwankul CPA License No. 3516 and,
- Ms. Somjai Khunapasut CPA License No. 4499

Any one of these auditors is authorized to certify the auditor's report, with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	728,034,829	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

#### **Agenda 11: Others, if any**

The Chairman informed the meeting that all items on the agenda had been considered and invited the shareholders to bring forward any additional matters, issues, or concerns that they might wish to discuss.

Mr. Uttaphol Udomwanich, a shareholder, asked and the Management explained the issues as follows;

Question: The impact on the Bank's business from the change of exchange currency rates and interest rates.

The Chairman invited Prof. Dr. Pranee Tinakorn, Independent director of TISCO Bank, to clarify this issue.

Answer: Prof. Dr. Pranee Tinakorn explained that due to most of the transactions made through the Bank are domestic transactions, change in exchange rates is resulted in minimal impacts on the Bank's performances, excluded the transactions involving exchange rates that might have some impacts. However, TISCO Bank has already prepared the currency hedging against currency risk.

For the change in the interest rates, there is a certain impact on the business of the Bank. As the Bank's credit period is mostly 4-5 years period with fixed interest rate, the change of exchange rate therefore has direct impact on the business performance.

Concerning the impact on economic system in general, the change of exchange rate will affect the economic system and the national competitiveness. In the event of Thai Baht appreciation, the national competitiveness will therefore decrease, especially, the export sector. Nonetheless, the exchange rate is not the only factor affecting the national competitiveness. Other factors such as product quality or niche market products, etc., which as well have impacts on the country's competitiveness.

Ms. Oranuch Apisaksirikul further added that because the volume of the Bank's transactions involving exchange rates are relatively small comparing with others, the impacts from such changes are considerably minimum. Yet, for transactions involving exchange rates, the Bank already has an effective risk management in place. For change in interest rate, such change will affect the Bank business performance, as the deposit interest rates will change in approximately 12 months faster than the lending interest rates. Consequently, the changes will directly affect the revenue and the cost of fund of the Bank. However, the Bank applied the risk management procedures that may take approximately 6 months implementing period such procedures could be proceed by slowing down loan approval or changing term of deposit. In the event of the change in an interest rate, unless it is a sudden change, the Bank can effectively manage the matter to which currently the interest rate spread is at its normal level.

There being no other issues, the Chairman thanked the shareholders for attending and adjourned the meeting at 12.15 hours.

*Pliu Mangkornkanok*

(Mr. Pliu Mangkornkanok)

Chairman of the meeting and Chairman of the Board