

- TRANSLATION -

Minutes of the Annual General Meeting of Shareholders for the Year 2018

TISCO BANK PUBLIC COMPANY LIMITED

The meeting was convened at the conference room on 12th floor, Head Office of TISCO Bank Public Company Limited, 48/2 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok, on Monday, April 23, 2018, at 10.00 hours.

Mr. Pliu Mangkornkanok, the Chairman of the Board and Independent Director, chaired the meeting. He informed the meeting of the Directors, Group Chief Executive, Management, and auditors present at the meeting as follows.

The directors present at the meeting comprised seven directors, accounting for 77.7778% of the total number of nine directors, namely:

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| 1. Mr. Pliu Mangkornkanok | Chairman of the Board and Independent Director |
| 2. Ms. Oranuch Apisaksirikul | Executive Director and Chairperson of the Executive Board |
| 3. Assoc. Prof. Dr. Angkarat Priebjivat | Independent Director and Chairperson of the Audit Committee |
| 4. Ms. Patareeya Benjapolchai | Independent Director and Audit Committee Member |
| 5. Mr. Sathit Aungmanee | Independent Director and Audit Committee Member |
| 6. Mr. Suthas Ruangmanamongkol | Executive Director, Executive Board Member, Group Chief Executive, and Chief Operating Officer |
| 7. Mr. Sakchai Peechapat | Executive Director, Executive Board Member, and President |

Director absent with apologies:

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| 1. Mr. Takashi Kurome | Executive Director and Executive Board Member |
| 2. Mr. Chi-Hao Sun (Howard Sun) | Executive Director and Executive Board Member |

Members of the Management Committee seconded by TISCO Financial Group Plc to manage the Bank

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| 1. Mr. Pitada Vatcharasiritham | Senior Executive Vice President - Corporate Banking |
| 2. Mr. Chalit Silpsrikul | Senior Executive Vice President - Retail Banking |
| 3. Mr. Metha Pingsuthiwong | Senior Executive Vice President - Wealth Management & Banking Services |
| 4. Mr. Rungroj Jarasvijitkul | Executive Vice President - Sales & Marketing 1 |

Other directors and management from TISCO Financial Group Plc

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|------------------------------|--|
| 1. Prof. Dr. Pranee Tinakorn | Independent Director
and Chairperson of the Nomination and Compensation Committee |
| 2. Mr. Chatri Chandrangam | First Executive Vice President - Risk and Financial Control |
| 3. Mr. Pairat Srivilairit | Executive Vice President - Governance Office and Corporate Secretary |

Auditors from EY Office Limited

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|--------------------------------|---|
| 4. Ms. Yuppadee Satchawannakul | Certified Public Accountant Registration No. 4819 |
| 5. Mr. Passakorn Worratinun | Manager |

The Chairman thanked the shareholders for attending.

The Chairman stated that the Bank assigned DIA Audit Company Limited to monitor and oversee the shareholders' meeting to ensure transparency and compliance with laws and the Bank's Articles of Association. DIA Audit Company Limited assigned officers as observers to the registration and vote counting throughout the meeting.

Thereafter, the Chairman stated that Notice of the Annual General Meeting of Shareholders for the Year 2018 had been duly sent out before the date of the meeting, in compliance with the Bank's Articles of Association and other relevant laws to allow adequate time to study meeting material.

The Chairman asked Mr. Pairat Srivilairit, the Corporate Secretary, to notify the meeting about Section 20 of the Bank'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 appointment of directors, for which the cumulative voting method is used.

For those who intended to vote at the meeting, the Bank sent out voting forms for each agenda item prior to the meeting. In addition, the shareholders who had not cast their votes in advance and intended to vote "Against" or "Abstain" or split the votes (in case of foreign shareholders with custodians in Thailand) on any of the agenda items could complete the voting forms, and then submit them to the Bank's staff to calculate the voting result for each agenda item. For cases in which shareholders have appointed a proxy and assigned their proxy to vote as directed, their "For" or "Against" or "Abstain" votes had been recorded in the computer system for calculation; these votes including voided ballots will be deducted from "For" votes from shareholders who have rights to vote when the calculation of each agenda takes place.

The Corporate Secretary further informed the meeting that shareholders who wished to leave the meeting before the meeting adjourned, should return the remaining ballots to the Bank's staff at the entrance of the meeting room.

The Chairman informed the meeting that there were 27 shareholders present in person and 4 represented through proxies, or a total of 31 shareholders, holding altogether 921,452,385 shares, representing 99.9875 per cent of the total paid-up shares, thereby constituting a quorum as specified under the Bank's Articles of Association.

The Chairman hence declared the Annual General Meeting of Shareholders for the Year 2018 duly convened.

During the meeting, there were an additional 8 shareholders present in person and 1 represented through proxies. Thus, there were 35 shareholders attending in person and 5 represented through proxies, making up a total of 40 shareholders, holding altogether 921,454,491 shares, equivalent to 99.9877 per cent of the total paid-up shares.

The Chairman proposed that the meeting consider the following agenda:

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the Year 2017

The Chairman proposed that the meeting certify the Minutes of the Annual General Meeting of Shareholders for the Year 2017, convened on April 20, 2017. Copies of the Minutes had been sent to shareholders along with the Notice of this meeting.

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

The Chairman invited shareholders to express their opinions or ask questions; however, since no shareholders objected, questioned or requested that the Minutes be amended, the Chairman then proposed the meeting certify the Minutes of the Annual General Meeting of Shareholders for the Year 2017 as recommended.

The meeting **certified** the Minutes of the Annual General Meeting of Shareholders for the Year 2017, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	921,452,396	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.00	per cent
Abstain	0	votes			
No voided ballot					

Agenda 2 To ratify the Board of Directors' business activities conducted in 2017 as described in the Annual Report

The Chairman requested the meeting to ratify the Board of Directors' business activities conducted in 2017 as described in the Annual Report.

The Chairman summarized the Board of Directors' business activities conducted in 2017 and proposed to the meeting to ratify the activities. Details were described in the "Report from the Board of Directors" on pages A1-A2 of the Annual Report, which had been sent to shareholders along with the Notice of this meeting.

The Board of Directors recommended the shareholders to ratify the Board of Directors' business activities conducted in 2017 as described in the Annual Report.

The Chairman invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked questions, the Chairman then proposed the meeting ratify the Board of Directors' business activities conducted in 2017 as described in the Annual Report as recommended.

The meeting **ratified** the Board of Directors' business activities conducted in 2017 as described in the Annual Report, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	921,452,398	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes	equivalent to		per cent
No voided ballot					

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, 2017

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, 2017. The Audit Committee agreed with the auditors that the Statement of Financial Position and Statement of Comprehensive Income presented fair and comprehensive performance and financial position of TISCO Bank Public Company Limited. Details were published in the Annual Report, which had been sent to shareholders along with the Notice of this meeting. The Chairman then invited Mr. Suthas Ruangmanamongkol, the Group Chief Executive, to summarize the details to the meeting.

The Group Chief Executive summarized the financial statements to the meeting and invited Mr. Chatri Chandrangam, First Executive Vice President - Risk and Financial Control, to present the details and analysis of the financial statements.

The First Executive Vice President - Risk and Financial Control presented the meeting with details and analysis of the Statement of Financial Position and Statement of Comprehensive Income as follows:

(Unit : Thousand Baht)

Description	Separate financial statements
Total Assets	288,275,295
Total Liabilities	259,350,423
Total Shareholders' Equity	28,924,872
Net Profit (Bank portion only)	4,245,607
Earnings per share (Baht)	4.67

The Board of Directors recommended the shareholders to adopt TISCO Bank Public Company Limited's Statement of Financial Position and Statement of Comprehensive Income for the Year ended December 31, 2017.

The Group Chief Executive invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked questions, the Chairman then proposed the meeting to adopt TISCO Bank Public Company Limited's Statement of Financial Position and Statement of Comprehensive Income for the Year ended December 31, 2017.

The meeting **adopted** the Statement of Financial Position and Statement of Comprehensive Income for TISCO Bank Public Company Limited's for the Year ended December 31, 2017, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	921,458,398	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes			
No voided ballot					

Agenda 4 To acknowledge the appropriation of profit arising from the Year 2017 operations as the interim dividend payments and approve the appropriation of profit arising from the Year 2017 operations as capital fund

The Chairman proposed the meeting to acknowledge the appropriation of profit arising from the Year 2017 operations as the interim dividend payments and approve the appropriation of profit arising from the Year 2017 operations as capital fund. The Chairman invited Mr. Suthas Ruangmanamongkol, the Group Chief Executive, to present details to the meeting.

In compliance with Section 115 of the Public Limited Companies Act B.E. 2535, rules and regulations of the Bank of Thailand as well as Section 39 of the Bank's Articles of Association, the dividend payment shall be made from net profit on cash-basis after full appropriation of required statutory reserve based on standalone financial statement. Dividend shall be paid equally, according to the number of shares.

In addition, under Section 116 of the Public Limited Companies Act B.E. 2535 and Section 40 of the Bank's Articles of Association, the Bank shall allocate not less than 5 per cent of the annual profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10 per cent of the registered capital. In 2017, the Bank already reached 10 per cent of registered capital, it is, therefore, not required to appropriate the statutory reserve for year 2017, according to the law.

Consequently, the Bank's full year profit and un-appropriated retained earnings for the Year ended 2017 based on standalone financial statement are shown as follows:

	<i>(Unit: Baht)</i>
Beginning Un-appropriated Retained Earnings (December 31, 2016)	14,474,972,030
Net Profit for the Year 2017	4,300,556,978
Adjust non-cash item	(50,859,452)
Un-appropriated Retained Earnings available for dividend payment for the Year 2017	18,724,669,556
Interim dividend payment from profit arising from 2017 operations	(2,764,703,076)
Un-appropriated Retained Earnings for year ended 2017	15,959,966,480

TISCO Bank has un-appropriated retained earnings available for dividends for the Year 2017 totalled Baht 18,724,669,556. TISCO Bank made the interim dividend payment for the Year 2017 amounted to Baht 2,764,703,076. TISCO Bank, therefore, has un-appropriated retained earnings for the Year Ended 2017 totalled Baht 15,959,966,480.

TISCO Bank considered paying dividend at the appropriate rate based on operating performance while maintaining sufficient Capital Adequacy Ratio (BIS Ratio) for business expansion. The dividend payout ratio for the Year 2017 is 64.3%, compared to dividend payout ratio of 55.0% for the Year 2016. The dividend payment is in accordance with the Bank's dividend policy that is the Bank shall pay dividend at the appropriate rate to ensure that after dividend payment, the Bank BIS ratio will maintain above 12% to satisfy the Bank of Thailand's Qualified Bank criteria.

The Board of Directors recommended the shareholders to acknowledge the interim dividend payment from profit arising from the Year 2017 operations totalling Baht 2,764,703,076 or Baht 3.00 per share for common shareholders and preferred shareholders. The interim dividend was paid on January 5, 2018 and approved the appropriation of remaining net profit arising from the Year 2017 operations after dividend payment as capital fund according to the Consolidated Supervision guidelines of the Bank of Thailand.

The Group Chief Executive invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked questions, the Group Chief Executive proposed that the meeting acknowledge the appropriation of profit arising from the Year 2017 operations as the interim dividend payments and approve the appropriation of profit arising from the Year 2017 operations as capital fund.

The meeting **acknowledged** the appropriation of profit arising from the Year 2017 operations as the interim dividend payments and approve the appropriation of profit arising from the Year 2017 operations as capital fund as proposed, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	921,458,398	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes			
No voided ballot					

Agenda 5 To approve the number of directors and the appointment of directors

The Chairman proposed that the meeting consider approving the number of directors and the appointment of directors.

The Chairman informed the meeting that since agenda item 5 and 6 were matters related to directors, all directors would voluntarily leave the meeting in line with good corporate governance practices. The Chairman then invited Prof. Dr. Pranee Tinakorn, the Chairperson of the Nomination and Compensation Committee of TISCO Financial Group Plc ("TISCO"), to conduct the meeting for agenda item 5 and 6.

The Chairperson of the Nomination and Compensation Committee of TISCO, a moderator of the meeting during agenda item 5 and 6, invited the Corporate Secretary to explain details of agenda item 5.

The Corporate Secretary summarized the details to the meeting that according to the Bank's Articles of Association, the whole Board of Directors shall be simultaneously elected at the annual general meeting of shareholders each year. Thus, the current Board of Directors was due to retire today. The Corporate Secretary also added that consideration of this agenda item would be made in two sections: (1) to approve the number of directors and (2) to approve the appointment of directors.

According to Section 22 of the Bank's Articles of Association prescribed that the shareholders shall, from time to time, by resolution of a general meeting, determine the number of directors which shall be not less than five and 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 in compliance with related laws, which shall be not less than 75 per cent of the total number of directors.

The Board of Directors with recommendations from the Nomination and Compensation Committee of TISCO has considered the number of directors which are appropriate according to good corporate governance practices. The candidate's qualifications and the skills each candidate might bring to the Board were also considered. Upon contemplating the board size and composition which is most suitable to the needs of the Bank, the Board proposed that the shareholders approve the number of directors at eight (8). Therefore, the Corporate Secretary proposed that the meeting approve the number of board members and informed the meeting that shareholders, present in person or represented by proxy, were entitled to one (1) vote per share.

The Chairperson of the Nomination and Compensation Committee of TISCO, a moderator of the meeting, invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked further questions, she proposed the meeting approve the number of directors at eight (8).

The meeting **approved** the number of directors at eight (8), with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	921,458,398	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes			
No voided ballot					

The Corporate Secretary further informed the meeting that the Bank's Articles of Association number 23 and 24 required cumulative voting for the election of directors. This mechanism would increase the opportunity for minority shareholders to nominate persons to become the Bank directors in accordance with Section 70 and 71 of the Public Limited Company Act.

The Nomination and Compensation Committee shall select qualified candidates by considering their knowledge, experience, biography, sufficient understanding of finance and banking, economics, law or any other related fields based upon the need and maximum benefit of the Bank, corporate governance practices, related laws and regulations, in order to attain the most appropriate size and composition of the board. Moreover, Independent director positions have to contain qualifications according to the TISCO Corporate Governance Policy and practices which is more rigorous than that of the announcement of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Board of Directors, after considering the TISCO Nomination and Compensation Committee's recommendation on the qualifications of candidates and proposed to shareholders to approve the election of the following qualified candidates as the Bank's directors. The candidates' profiles were presented in the Notice, which had been sent to shareholders.

	<u>Name</u>	<u>Proposed Position</u>
1.	Mr. Pliu Mangkornkanok	Independent Director
2.	Ms. Oranuch Apisaksirikul	Executive Director
3.	Assoc. Prof. Dr. Angkarat Priebjrivat	Independent Director
4.	Ms. Panada Kanokwat	Independent Director
5.	Mr. Sathit Aungmanee	Independent Director
6.	Mr. Chi-Hao Sun (Howard Sun)	Executive Director
7.	Mr. Suthas Ruangmanamongkol	Executive Director
8.	Mr. Sakchai Peechapat	Executive Director

All above candidates have been approved by the Bank of Thailand.

The Board recommends the shareholders to approve the number of directors at eight and the appointment of the mentioned director candidates, for another term, whose names were proposed by the TISCO Nomination and Compensation Committee. The Board was of the view that the mentioned director candidates have complete qualifications and suitability for the Bank's business, without prohibited characteristics for appointment as directors in accordance with applicable laws. In addition, they have performed their duties with full responsibility, due care and integrity in compliance with the regulatory requirements, objectives, the Bank's Articles of Association, resolutions of the Board of Directors, as well as resolutions of the General Meeting of Shareholders.

Furthermore, Mr. Pliu Mangkornkanok, Assoc. Prof. Dr. Angkarat Priebjrivat, Ms. Panada Kanokwat, and Mr. Sathit Aungmanee are also qualified as Independent Directors per the criteria as specified in TISCO's Corporate Governance Policy and Guidelines, which are more stringent than those of the Securities and Exchange Commission and the Stock Exchange of Thailand and are able to express his/her independent opinion, and in compliance with relevant criteria.

The Chairperson of the Nomination and Compensation Committee of TISCO, the moderator, then invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked any questions. She then proposed the meeting to approve the appointment of director candidates.

The meeting **approved** the appointment of the following director candidates as the Bank's directors, by cumulative voting according to the Articles of Association with the votes as follows:

	<u>For</u>		<u>Against</u>	
1. Mr. Pliu Mangkornkanok	921,454,398	votes	0	votes
2. Ms. Oranuch Apisaksirikul	921,454,398	votes	0	votes
3. Assoc. Prof. Dr. Angkarat Priebjivat	921,454,398	votes	0	votes
4. Ms. Panada Kanokwat	921,454,398	votes	0	votes
5. Mr. Sathit Aungmanee	921,454,398	votes	0	votes
6. Mr. Chi-Hao Sun (Howard Sun)	921,454,398	votes	0	votes
7. Mr. Suthas Ruangmanamongkol	921,454,398	votes	0	votes
8. Mr. Sakchai Peechapat	921,454,398	votes	0	votes
Total	7,371,635,184	votes	0	votes
Abstain	- None -			
Voided Ballot	- None -			

Agenda 6 To approve the directors' remuneration and acknowledge current directors' remuneration
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Prof. Dr. Pranee Tinakorn, the Chairperson of the Nomination and Compensation Committee of TISCO Financial Group Plc ("TISCO"), proposed the meeting to consider approving the directors' remuneration and acknowledging current directors' remuneration, and asked the Company Secretary to present the current directors' compensation and the revised compensation to the meeting.

On April 20, 2017, the Bank's Annual General Meeting of Shareholders for the Year 2017 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 (the "Parent Company" or "TISCO") and/or management position in companies of TISCO Group, in the form of reward, monthly fee, meeting fee and bonus at the amount of not greater than Baht 600,000 for each Board member, provided that the amount of such remuneration so determined shall 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 Bank's Articles of Association, the Board of Directors may assign directors to conduct the businesses on behalf of the Board of Directors. In this connection, the remuneration to be paid to such directors for other appointments or special assignments shall be determined by the Board of Directors. The scope of authority, duties, and responsibilities of the Board of Directors and all Board Committees, as well as individual remuneration are shown under Part 2, Section 8 Management and Section 9 Corporate Governance in the 2017 Annual Report.

The Nomination and Compensation Committee of the Parent Company ("TISCO NCC") 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.

Regarding directors' remuneration for companies in TISCO Group, in addition to directors' remunerations paid by TISCO, the Parent Company, there are also remuneration to be paid to directors who do not hold any directorship in the Parent Company and/or management position in other subsidiary companies in the form of reward, meeting fee, monthly fee, and bonus in the same form and amount to TISCO Board member, to be valid until amended.

This year, the TISCO NCC has made an annual review of the directors' remuneration to ensure that the remuneration is commensurate with their duties and responsibilities. Despite the increase in 2017, the Bank's current remuneration of directors was

still 57% lower than the average of the industry with same level of profit. The TISCO NCC recommended an increase of the subcommittee meeting fee from Baht 40,000 for member of subcommittee, which remains unchanged since 2010, to Baht 50,000 per meeting to ensure that the fee is adjusted with the inflation. Besides, the TISCO NCC also recommended setting the Board's meeting fee at Baht 50,000 for each Board member or at the same meeting fee rate as the sub-committees to ensure that the remuneration of the Board is commensurate to their workload and responsibilities.

The Board, with the recommendation from the TISCO NCC, recommends shareholders to approve the annual directors' remuneration in the form of reward, monthly fee, meeting fee and bonus at the amount of not greater than Baht 950,000 for each Board member, group life and accident insurance, health insurance in case of 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, 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 the changes of director's remuneration as proposed.

The Chairperson of the Nomination and Compensation Committee of TISCO, the moderator, then invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked further questions, she then proposed the meeting to approve the directors' remuneration and acknowledge current directors' remuneration. In this regard, the directors who held shares were considered as having a conflict of interest in this matter and were not entitled to vote.

The meeting **approved** the directors' remuneration as proposed, with the votes of not less than two-thirds of the total number of votes of shareholders who attended the meeting as follows:

For	921,458,410	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes	equivalent to	0.0000	per cent
No voided ballot					

In addition, the meeting **acknowledged** the current directors' remuneration.

After the meeting considered the director-related agenda, all the elected directors re-joined the meeting.

The Board of Directors re-joined the meeting and thanked all shareholders for their approval of the re-election for another term.

Agenda 7 To approve the appointment of the auditors and their remuneration for the Year 2018

The Chairman proposed the meeting to consider the appointment of the auditors and their remuneration for the Year 2018 and subsequently invited Assoc. Prof. Dr. Angkarat Priebjivat, the Chairperson of the Audit Committee, to summarise this agenda item to the meeting.

Pursuant to the Public Limited Companies Act B.E. 2535 and Section 41 of the Bank's Articles of Association which state that the ordinary general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Bank every year. The Audit Committee, in accordance with the Bank's External Auditor Selection Guidelines, had considered proposals for the appointment of the Bank's auditors for the Year 2018. It is recommended that the Board of Directors propose the Annual General Meeting of Shareholders to appoint Ms. Somjai Khunapasut and/or Ms. Rachada Yongsawadvanich and/or Mrs. Nonglak Pumnoi of EY Office Limited as the Bank's auditors, subject to the approval from the Bank of Thailand, for the Year 2018, considering that they are qualified under the regulations of the Bank of Thailand and the Office of the Securities and Exchange Commission, and have shown satisfactory performance. Total audit fees for the Bank will not be exceeding Baht 5,200,000.

The total fee quoted by EY Office Limited for the Year 2018 amounted to Baht 5,200,000 increased at a rate of 20.9%. The reasons to increase audit fee are based on the preparation of accounting requirements to support IFRS 9 implementation next year due to review of the accounting policy and requirements based on the new standard. The Bank will perform the parallel run of the impacts on IFRS 9 adoption in this year following the regulatory requirements that will increase more audit workload to review the

results. Also, the professional audit fee will increase in order to cover business transaction on full year basis following the acquisition of retail banking business from Standard Chartered Bank (Thai) Public Company Limited.

The Board of Directors concurred with the proposal of the Audit Committee and considered it appropriate for the meeting of shareholders to appoint 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, of EY Office Limited as the Bank's auditors for the Year 2018, subject to the approval from the Bank of Thailand, with total remuneration of not exceeding Baht 5,200,000.

The Chairman invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked questions, the Chairman then proposed the meeting to approve the appointment of the auditors and their remuneration for the Year 2018.

The meeting **approved** the appointment of the auditors and their remuneration for the Year 2018 as proposed, with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

For	921,458,415	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes			
No voided ballot					

Agenda 8 To approve the amendment of Section 15 Extra-Ordinary General Meeting of the Bank's Articles of Association

The Chairman requested the meeting to consider approving the amendment of 15 Extra-Ordinary General Meeting of the Bank's Articles of Association and assigned the Corporate Secretary present the agenda item to the meeting.

The Corporate Secretary proposed the amendment of Section 15 Extra-Ordinary General Meeting of the Bank's Articles of Association as follows:

According to the Public Limited Companies Act B.E. 2535 Section 100 amended by Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business, it is stipulated that there be the granting of rights to shareholders to call an extraordinary meeting of shareholders. Therefore, there shall be amendment of the Bank's Articles of Association to conform to the laws. Accordingly, it was therefore proposed to consider the following amendment of Section 15 Extra-Ordinary General Meeting of the Bank's Articles of Association as below:

"All other meetings of shareholders in addition to the ordinary general meeting specified in Section 14 hereof shall be called extra-ordinary meeting.

An extra-ordinary meeting may be summoned by the Board of Directors at such date, time and place as they deem appropriate, subject, however, to the requirement that due notice thereof be given as provided in Section 16 hereof.

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."

The Board of Directors recommends the shareholders to approve the amendment of Section 15 Extra-Ordinary General Meeting.

The Chairman invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked questions, the Chairman then proposed the meeting to approve the amendment of Section 15 Extra-Ordinary General Meeting of the Bank's Articles of Association.

The Meeting **approved** the amendment of Section 15 Extra-Ordinary General Meeting of the Bank's Articles of Association, with the votes of not less than three-quarters of the total number of votes of shareholders who attended the meeting as follows:

For	921,458,415	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes	equivalent to	0.0000	per cent
No voided ballot					

Agenda 9 Others, if any

The Chairman invited the shareholders to express their opinions or ask questions regarding the business operations of the Bank; however, no shareholders objected or asked further questions.

There being no other issues, the Chairman thanked the shareholders for attending and adjourned the meeting at 11.45 hours.

- Pliu Mangkornkanok -

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(Mr. Pliu Mangkornkanok)

Chairman of the Meeting
and Chairman of the Board

- Pairat Srivilairit -

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(Mr. Pairat Srivilairit)

Corporate Secretary