



No. SorLorThor 004/2019

April 12, 2019

To: The Shareholders

RE: APPOINTMENT OF PROXY FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE YEAR 2019

TISCO Bank Public Company Limited ("The Bank") has scheduled the Annual General Meeting of Shareholders for the Year 2019 on Monday, April 22, 2019, at 10.00 hours, at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok for considering various agenda items, per details as presented in the Notice of the Annual General Meeting of Shareholders for the Year 2019.

We, therefore, would like to invite all shareholders to participate in the Meeting, as scheduled, In case you are unable to attend the Meeting, you may appoint another person or any of the following persons as your proxy.

- | | | |
|--|---|----------|
| 1. Mr. Pliu Mangkornkanok | Chairman of the Board of Directors and Independent Director | 70 years |
| Residing at 70/6 Soi Inthamara 1, Sutthisan Winitchai Road, Samsen Nai, Phayathai, Bangkok 10400 | | |
| 2. Assoc. Prof. Dr. Angkarat Priebjivat | Chairperson of the Audit Committee and Independent Director | 64 years |
| Residing at 93/279 Soi Sukhumvit 24, Klongton, Klongtoey, Bangkok 10110 | | |
| 3. Mrs. Oranuch Apisaksirikul | Director and Chairperson of the Executive Board | 60 years |
| Residing at 41 Soi Sukhapiban-Bangramad 1, Thaweewattana, Thaweewattana, Bangkok 10170 | | |
| 4. Mr. Sakchai Peechat | Director and President | 51 years |
| Residing at 78/17 Moo 9, Thaweewattana, Thaweewattana, Bangkok 10600 | | |

You may appoint any of the above persons as your proxy to attend the Meeting and vote for you. None of them are stakeholders in any agenda items, except for the agenda concerning Consideration of Approval for the number of directors and the appointment of directors and the directors' remuneration

The Bank hereby encloses Proxy Form B, which clearly specifies certain items and authority to be delegated to the proxy. Please complete the box in front of the name of the person you wish to appoint as your proxy to attend the meeting and vote on your behalf, and sign your name in the proxy form. When granting a proxy, you may express your voting intentions in each agenda item, by identifying your votes in the proxy form for your proxy to vote in accordance with your intentions. These include Proxy Form A, a general and simple proxy form, and Proxy Form C, applicable to foreign shareholders, with appointment of a custodian in Thailand. Both are posted on the Bank's website, www.tisco.co.th, for further use of shareholders as deemed appropriate. If you grant proxy status to any of the foregoing directors of the Bank to attend the Meeting and vote on your behalf, please use the enclosed self-addressed stamped envelope and return your completed proxy form well in advance of the scheduled Meeting date, so that it reaches the Bank prior to the Meeting. This is ensure orderly preparation for the Meeting.

Yours sincerely,

TISCO Bank Public Company Limited

www.tisco.co.th

ธนาคารทีเอสโก้ จำกัด (มหาชน)
48/2 อาคารทีเอสโกทาวเวอร์ ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500
ศูนย์บริการลูกค้า (24 ชม.) โทรศัพท์ 02 633 6000 โทรสาร 02 633 6800 อีเมล : ContactCenter@tisco.co.th

TISCO Bank Public Company Limited
TISCO Tower, 48/2 North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand
Contact Center (24 hrs.) Tel. 02 633 6000 Fax. 02 633 6800 E-Mail : ContactCenter@tisco.co.th

Proxy Form B

(Baht 20 of duty stamp must be affixed)

Written at
Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
Residing at _____

(2) Being a shareholder of TISCO Bank Company Limited holding a total number of _____ shares,
having the voting right equals to _____ votes as follows:

Common share _____ shares, equal to voting right of _____ votes
Preferred share _____ shares, equal to voting right of _____ votes

(3) hereby appoint

(1) _____ Age _____ years
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____ ; or
(2) _____ Age _____ years
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____ ; or
(3) _____ Age _____ years
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____

anyone of the above as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2019 of TISCO Bank Public Company Limited to be convened on Monday, April 22, 2019 at 10.00 hours in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, or any adjournment thereof to any other date, hour and venue.

(4) I/We hereby authorize the proxy holder to vote on my/our behalf at the meeting as follows:

 Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 (a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate (b) The proxy holder shall vote in accordance with my/our intention as follows: For Against Abstain **Agenda 2 To ratify the Board of Directors' business activities conducted in 2018 as described in the Annual Report** (a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate (b) The proxy holder shall vote in accordance with my/our intention as follows: For Against Abstain **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, 2018** (a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate (b) The proxy holder shall vote in accordance with my/our intention as follows: For Against Abstain

Agenda 4 To acknowledge the appropriation of profit arising from the Year 2018 operations as the interim dividend payments and approve the appropriation of profit arising from the Year 2018 operations as capital fund

- (a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
- For Against Abstain

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

- (a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) The proxy holder shall vote in accordance with my/our intention as follows:

5.1 To approve the number of directors at 10 (ten)

- For Against Abstain

5.2 To approve the appointment of directors (Please refer to the Company's Articles of Association as detailed in Annex 11)

Total number of shares held _____ shares, equal to voting rights for director appointment of _____ votes

The appointment of all directors by equally splitting votes for each director

- For Against Abstain

The appointment of certain director(s) as follows:

1. Mr. Pliu Mangkornkanok	<input type="checkbox"/> For	<input type="checkbox"/> Against	_____	votes
2. Mr. Suthas Ruangmanamongkol	<input type="checkbox"/> For	<input type="checkbox"/> Against	_____	votes
3. Assoc. Prof. Dr. Angkarat Priebjrivat	<input type="checkbox"/> For	<input type="checkbox"/> Against	_____	votes
4. Prof. Dr. Teerana Bhongmakapat	<input type="checkbox"/> For	<input type="checkbox"/> Against	_____	votes
5. Mr. Sathit Aungmanee	<input type="checkbox"/> For	<input type="checkbox"/> Against	_____	votes
6. Mr. Charatpong Chotigavanich	<input type="checkbox"/> For	<input type="checkbox"/> Against	_____	votes
7. Assoc. Prof. Dr. Kulpatra Sirodom	<input type="checkbox"/> For	<input type="checkbox"/> Against	_____	votes
8. Mr. Chi-Hao Sun	<input type="checkbox"/> For	<input type="checkbox"/> Against	_____	votes
9. Mr. Satoshi Yoshitake	<input type="checkbox"/> For	<input type="checkbox"/> Against	_____	votes
10. Mr. Sakchai Peechapat	<input type="checkbox"/> For	<input type="checkbox"/> Against	_____	votes
		Abstain	_____	votes
		Total	_____	votes

Agenda 6 To approve the directors' remuneration and acknowledge current directors' remuneration

- (a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
- For Against Abstain

Agenda 7 To approve the appointment of the auditors and their remuneration for the Year 2019

- (a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
- For Against Abstain

(5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendas specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed _____	Proxy Grantor	Signed _____	Proxy Holder
(_____)		(_____)	
Signed _____	Proxy Holder	Signed _____	Proxy Holder
(_____)		(_____)	

Remarks:

1. A proxy grantor must appoint and authorize only one proxy holder to attend and vote at the meeting. The total number of shares held by such proxy grantor may not be split for more than one proxy in order to separate votes.
2. In agenda regarding the appointment of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.
4. The proxy must submit the identification documents required for meeting attendance, per Annex 9.

Annex to Proxy Form B

Appointment if proxy by a shareholders of TISCO Bank Public Company Limited in connection with the Annual General Meeting of Shareholders for the Year 2019 to be convened on Monday, April 22, 2019 at 10.00 hours in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand or any adjournment thereof to any other date, hour and venue.

Agenda No. **Re:**

(a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

(b) The proxy holder shall vote in accordance with my/our intention as follows:

For Against Abstain

Agenda No. **Re:**

(a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

(b) The proxy holder shall vote in accordance with my/our intention as follows:

For Against Abstain

Agenda No. **Re:**

(a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

(b) The proxy holder shall vote in accordance with my/our intention as follows:

For Against Abstain

Agenda No. **Re:**

(a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

(b) The proxy holder shall vote in accordance with my/our intention as follows:

For Against Abstain

Agenda No. **Re:**

(a) The proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

(b) The proxy holder shall vote in accordance with my/our intention as follows:

For Against Abstain

Agenda No. **Re:** **The appointment of directors (continued)**

Name
 For Against Abstain votes

Name
 For Against Abstain votes

Name
 For Against Abstain votes

Name
 For Against Abstain votes

Name
 For Against Abstain votes

Name
 For Against Abstain votes

Name
 For Against Abstain votes

Name
 For Against Abstain votes