



- TRANSLATION -

Minutes of the Annual General Meeting of Shareholders for the Year 2019

TISCO FINANCIAL GROUP PUBLIC COMPANY LIMITED

The meeting was convened at the conference room on 12<sup>th</sup> floor, Head Office of TISCO Financial Group Public Company Limited, 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok, on Monday, April 22, 2019, at 13.00 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, auditors and observers from the Bank of Thailand present at the meeting as follows.

The directors present at the meeting comprised eleven directors, accounting for 100% of the total number of eleven directors, namely:

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|--|---|
| 1. Mr. Pliu Mangkornkanok                    | Chairman of the Board and Independent Director  |
| 2. Mr. Hon Kit Shing<br>(Alexander H. Shing) | Vice Chairman of the Board, Non-Executive Director,<br>and Nomination and Compensation Committee Member |
| 3. Ms. Oranuch Apisaksirikul                 | Executive Director and Chairperson of the Executive Board   |
| 4. Assoc. Prof. Dr. Angkarat Priebrjivat     | Independent Director and Chairperson of the Audit Committee   |
| 5. Prof. Dr. Pranee Tinakorn                 | Independent Director<br>and Chairperson of the Nomination and Compensation Committee                    |
| 6. Ms. Patareeya Benjapolchai                | Independent Director and Chairperson of Corporate Governance Committee                                  |
| 7. Ms. Panada Kanokwat                       | Independent Director, Audit Committee Member,<br>and Corporate Governance Committee Member              |
| 8. Mr. Sathit Aungmanee                      | Independent Director, Audit Committee Member,<br>and Nomination and Compensation Committee Member       |
| 9. Prof. Dr. Teerana Bhongmakapat            | Non-Executive Director and Corporate Governance Committee Member  |
| 10. Mr. Chi-Hao Sun (Howard Sun)             | Executive Director and Executive Board Member   |
| 11. Mr. Suthas Ruangmanamongkol              | Executive Director, Executive Board Member, and Group Chief Executive                                   |

Members of the Management Committee (\* positions seconded to manage in subsidiary companies)

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|--------------------------------|---|
| 1. Mr. Sakchai Peechapat       | Chief Operating Officer and President<br>(* President, TISCO Bank Public Company Limited)   |
| 2. Mr. Chalit Silpsrikul       | Senior Executive Vice President<br>(* Senior Executive Vice President - Retail Banking,<br>TISCO Bank Public Company Limited)                             |
| 3. Mr. Metha Pingsuthiwong     | Senior Executive Vice President<br>(* Senior Executive Vice President - Wealth Management & Banking Services,<br>TISCO Bank Public Company Limited)       |
| 4. Mr. Paiboon Nalinthrangkurn | First Executive Vice President<br>(* Chief Executive Officer, TISCO Securities Company Limited<br>and Deutsche TISCO Investment Advisory Company Limited) |
| 5. Mr. Chatri Chandrangam      | First Executive Vice President - Risk and Financial Control   |
| 6. Mr. Rungroj Jarasvijitkul   | Executive Vice President<br>(* Executive Vice President - Sales & Marketing 1,<br>TISCO Bank Public Company Limited)                                      |

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บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)  
48/49 อาคารทีเอสซีทาวเวอร์ ชั้น 21 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500  
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7. Mr. Dejphinun Suthadsanasoung *Executive Vice President*  
*(\*Executive Vice President - Retail Banking,  
TISCO Bank Public Company Limited)*
8. Mr. Picha Ratanatam *Executive Vice President*  
*(\*Executive Vice President - Wealth Management,  
TISCO Bank Public Company Limited)*
9. Mr. Pairat Srivilairit Executive Vice President - Governance Office and Corporate Secretary
10. Ms. Pavinee Ongvasith Executive Vice President  
*(\*Chief Executive Officer, TISCO Asset Management Company Limited)*

Observers from the Bank of Thailand

1. Mr. Panwarit Wattanawichit Assistant Vice President, Banking Supervision Department 1
2. Mrs. Wattanee Wattananart Senior Auditor, Banking Supervision Department 1

Auditors from EY Office Limited

1. Mrs. Yuppadee Satchawannakul Certified Public Accountant Registration No. 4819
2. Mr. Passakorn Worratinun Manager
3. Ms. Napassawan Pornlert Manager

The Chairman thanked the shareholders for attending.

The Chairman stated that the Company assigned DIA Audit Company Limited to monitor and oversee the shareholders' meeting to ensure transparency and compliance with laws and the Company'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 2019 had been duly sent out before the date of the meeting, in compliance with TISCO's Articles of Association and other relevant laws. In addition, TISCO had publicly informed shareholders of the meeting's agenda on February 26, 2019 through the dissemination channels of the Stock Exchange of Thailand (SET) and on TISCO's website to allow adequate time to study meeting material.

The Chairman also informed the meeting that TISCO had provided a period from September 1 to December 31, 2018 for all shareholders to propose any matter, which they may deem significant and appropriate to be included on the agenda of the annual general meeting. However, no shareholders proposed any matter to be included on the meeting agenda. The questions received from shareholders in advance will be answered in related agenda items, or agenda 8 others, as the case may be.

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

According to the Financial Institutions Businesses Act B.E. 2551 ("FIBA"), Section 18 stated that no person shall hold more than ten per cent of the total amount of financial institution's or parent company of a financial institution's shares sold, including the number of shares held by related parties. Meanwhile, Section 21 indicated that the holding of shares in excess of prescribed percentage shall not be set up against financial institution or parent company of a financial institution concerned by such person, and such financial institution or parent company of a financial institution shall not pay dividend or any other form of money as benefit to such person or allow such person to vote at a meeting of shareholders on account of the portion of shares in excess.

For those who intended to vote at the meeting, the Company 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 Company'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 shareholder who wishes to leave the meeting before the meeting adjourned, should return the remaining ballots to the Company's staff at the entrance of the meeting room.

The Chairman informed the meeting that there were 502 shareholders present in person and 1,128 represented through proxies, or a total of 1,630 shareholders, holding altogether 471,805,185 shares, representing 58.9274 per cent of the total paid-up shares, thereby constituting a quorum as specified under TISCO's Articles of Association.

The Chairman hence declared the Annual General Meeting of Shareholders for the Year 2019 duly convened.

During the meeting, there were an additional 124 shareholders present in person and 55 represented through proxies. Thus, there were 626 shareholders attending in person and 1,183 represented through proxies, making up a total of 1,809 shareholders, holding altogether 473,238,869 shares, equivalent to 59.1064 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 2018**

The Chairman proposed that the meeting certify the Minutes of the Annual General Meeting of Shareholders for the Year 2018, convened on April 23, 2018. 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 2018 as proposed.

The Chairman invited shareholders to express their opinions or ask questions.

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 2018 as recommended.

The meeting **certified** the Minutes of the Annual General Meeting of Shareholders for the Year 2018, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	470,519,157	votes	equivalent to	100.0000	per cent
Against	2	votes	equivalent to	0.00	per cent
Abstain	2,709,700	votes			
No voided ballot					

**Agenda 2 To ratify the Board of Directors' business activities conducted in 2018 as described in the Annual Report**

The Chairman requested the meeting to ratify the Board of Directors' business activities conducted in 2018 as described in the Annual Report.

The Chairman summarized the Board of Directors' business activities conducted in 2018 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 and in Annex item 2 on pages 21-22 of the Notice of the meeting, 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 2018 as described in the Annual Report.

The Chairman invited shareholders to express their opinions or ask questions.

Mr. Chalernpol Waitayangkool, a shareholder, complimented on the Company's management in the last three or four decades, especially that the Company became aware of the public health system, an important problem in Thailand, by raising funds for hospitals in order to give an opportunity to impoverished Thais having a better life, and also inquired the following matters:

1. The Company's business plan in the future and opinion on the Eastern Economic Corridor (EEC).
2. The progress of the non-performing loan (NPL) of Sahaviriya Steel Industries Plc including loss and recovery.
3. The Company's plan to expand retail business in CLMV countries (Cambodia, Laos, Myanmar, and Vietnam)
4. The preventive measure for potential NPL or difficulty in auto loan caused by the prevailing marketing techniques used to convince car buyers as reported by the Bank of Thailand
5. The number of legal cases including their results and reasons for cases that the Company loses
6. The impact to TISCO Asset Management Co Ltd from the resolution of the Cabinet approving a 15% withholding tax on gains from investment in income funds
7. The Company's plan to cope with the increased budget on personnel management from the change in Labour Protection Act (No.7) B.E. 2562 which increased the severance pay from 300 days wage to 400 days for the employee who worked for the employer for 20 years or more
8. The Company's plan for using Blockchain in financial technology

The Chairman thanked the shareholder and clarified the medical equipment fund for five government hospitals. Currently, the donation was approximately Baht 41 Million and supposed to receive more funds until the Project ended in this coming June. In this regard, the Chairman expressed thanks to all customers and donors. Then the Chairman invited the Group Chief Executive to explain in other matters.

The Group Chief Executive answered as follows:

1. Thailand's Economic Outlook is likely to perform better in the next few years. If Thailand's political situation regain its stability and the businesses plan in the same direction, the Eastern Economic Corridor (EEC) will be the first important project after the uncertain political situation. Furthermore, the Government also perceives the benefits of the infrastructure investment to support industrial investment from China. The Company may participate in agreements which are appropriate in terms of risk-taking and useful for the country in long-term. The competition in retail loan business will be the same in terms of promptly service, fairness and customer suitability. However, the methodology will change along with the fast development of technology.
2. TISCO and other two financial institutions who are the creditors follow the progress of borrower's repayment under Reorganization Plan. The performance of the borrower and the repayment are better than the rehabilitated business plan.
3. The Company considered about doing business in CLMV countries while making business plan. However, the business opportunity is not quite clear and the exposure on currency risk is highly concerned. The Company therefore would like to spend more time to study this matter. Also, there are still many business opportunities in Thailand.
4. TISCO also concerned over the auto loan, which explains the decline in retail loan portfolio in the recent financial statements. The Company retarded such loan due to high competition and unjustifiable risk versus return. Thanks to the Bank of Thailand for overseeing auto loan in addition to mortgage loan which shall benefit economy, society and people in long-run.
5. The majority of legal disputes were terminated by compromise. Most of the lose cases resulted from the legal technicality.
6. TISCO has a few short-term fixed income funds compared to all mutual funds. It may affect less than five per cent of funds under management.
7. TISCO already set aside reserve for the increase of retirement benefit from 300 days to 400 days wage.
8. Blockchain Technology will provide more convenience to both the Company and customers, for example, the debt collection of auto loan customers will be more effective, the use of customer experience analysis to offer products and services suitable to their needs.

Mr. Kusol Sriporaya, a shareholder, complimented the disclosure on the risk management as shown in the Annual Report. He also queried the concentration risk, especially, the real estate and construction approximately 25 per cent of the total credit portfolio and inquired about the debt collection method for these customers.

The Chairman thanked the shareholder and invited the Group Chief Executive to explain.

The Group Chief Executive explained that the mentioned proportion is the proportion within the commercial loan portfolio. The majority of large loans are in power plant sector. The proportion of real estate loan has been declining in the past few years and is now less than five per cent of total loans. The credit analyses for real estate loan are meticulous and approval conditions are clearly defined.

Mr. Chalernpol Waitayangkool, a shareholder, further inquired whether the declined profit of the first quarter of 2019 from the same quarter of the previous year resulted from the provision for employee benefits after the end of employment and the quality of credit portfolio.

The Chairman thanked the shareholder and invited the Group Chief Executive to clarify.

The Group Chief Executive clarified that the main cause that make the profit of the first quarter of 2019 declined are from the provision for the long-term employee benefits after the employment ended. For the quality of credit portfolio, the performance was as expected.

Since no shareholders objected or asked questions, the Chairman then proposed the meeting ratify the Board of Directors' business activities conducted in 2018 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	472,983,146	votes	equivalent to	99.9996	per cent
Against	2	votes	equivalent to	0.0004	per cent
Abstain	243,711	votes	equivalent to		per cent
No voided ballot					

<b>Agenda 3 To adopt TISCO Financial Group Public Company Limited and its subsidiary companies' Statement of Financial Position and Statement of Comprehensive Income for the Year Ended December 31, 2018</b>
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The Chairman proposed that the meeting adopt the Statement of Financial Position and Statement of Comprehensive Income for TISCO Financial Group Public Company Limited and its subsidiary companies for the Year Ended December 31, 2018. The Audit Committee agreed with the auditors that the Statement of Financial Position and Statement of Comprehensive Income presented a fair and comprehensive performance and financial position of TISCO Group, 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 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.

Mr. Chatri Chandrangam presented the meeting with details and analysis of the Statement of Financial Position and Statement of Comprehensive Income as follows:

(Unit : Thousand Baht)

Description	Consolidated	Separate
Total Assets	302,544,634	31,092,360
Total Liabilities	264,715,178	7,513,335
Total Equity	37,829,456	23,579,025
Profit for the year	7,043,741	5,626,795
Basic earnings per share (Baht)	8.76	7.03

The Board of Directors recommended the shareholders to adopt TISCO Financial Group Public Company Limited and its subsidiary companies' Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2018.

The Group Chief Executive invited shareholders to express their opinions or ask questions.

Ms. Siriporn Chakraphong, a shareholder, inquired about the trend of losses and doubtful accounts in this year.

The Group Chief Executive replied to the meeting that the overall trend of losses and doubtful accounts in Year 2019 might be similar to Year 2017 and 2018 provided that the circumstance is still in the normal condition.

Mr. Chalernpol Waitayangkool, a shareholder, questioned as follows:

1. The profit gained from transferring personal loan business to Citibank.
2. The meaning of Gains (losses) on valuation in available-for-sale investments, Share of other comprehensive income of joint venture and Profit (loss) for the year from discontinued operations in the Statement of Comprehensive Income

The Group Chief Executive clarified that the Company gained profit from transferring the credit card and personal loan businesses to Citibank as presented under item *Profit (loss) for the year from discontinued operations*, and invited Mr. Chatri Chandrangam, First Executive Vice President - Risk and Financial Control, to explain the remaining question.

The First Executive Vice President - Risk and Financial Control explained that the majority of gains (losses) on valuation in available-for-sale investments were from mark-to-market. The remaining is from sales of some securities for profit taking.

Since no shareholders objected or asked further questions, the Chairman then proposed the meeting to adopt TISCO Financial Group Public Company Limited and its subsidiary companies' Statement of Financial Position and Statement of Comprehensive Income for the Year Ended December 31, 2018.

The meeting **adopted** the Statement of Financial Position and Statement of Comprehensive Income for TISCO Financial Group Public Company Limited and its subsidiary companies' for the Year Ended December 31, 2018, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For 472,983,146 votes equivalent to 99.9996 per cent

Against 2,000 votes equivalent to 0.0004 per cent

Abstain 243,711 votes

No voided ballot

<p><b>Agenda 4 To approve the appropriation of profit arising from the Year 2018 operations as statutory reserve, dividend and others</b></p>
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The Chairman proposed the meeting consider approving the appropriation of profit arising from the Year 2018 operations as statutory reserve, dividend and others. He also 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 38 of the Company'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 39 of the Company's Articles of Association, the Company 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 2018, the Company already reached 10 per cent of registered capital. It is therefore not required to appropriate the statutory reserve for year 2018, according to the law.

Consequently, the Company's full year profit and un-appropriated retained earnings for the year ended 2018 based on standalone financial statement are shown as follows:

	<i>(Unit : Baht)</i>
Beginning Un-appropriated Retained Earnings 2018	5,879,116,871
Dividend payment from profit arising from 2017 operations	(4,003,041,865)
Net Profit for year 2018	5,626,795,060
Adjust non-cash items	(20,227,464)
<b>Unappropriated Retained Earnings available for dividend payment for year 2018</b>	<b>7,482,642,602</b>

Total un-appropriated retained earnings available for dividend payment for the Year 2018 are Baht 7,482,642,602 with full appropriation of required statutory reserve.

TISCO Group has a policy to pay dividend at the appropriate rate based on operating performance of the group while also maintaining sufficient Capital Adequacy Ratio (BIS Ratio) for group business expansion. Also, such dividend payment shall have no impact on TISCO's subsidiary's status as a Qualified Bank under the definition of the Bank of Thailand.

The Board recommends the shareholders to approve 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 2018 operations as dividend payment for common shareholders and preferred shareholders at Baht 7.00 0 per share, being in line with the Company's dividend payment policy, the proposed dividend payment amount will be approximately Baht 5,605 Million, equivalent to the dividend pay-out ratio of 79.9% on consolidated basis, compared to dividend pay-out ratio of 65.7% for year 2017. The record date will be set on April 30, 2019 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 17, 2019. The dividend payment will be derived from net profit arising from the Year 2018 operations, which are subject to corporate income tax of 20 per cent. Therefore, an individual shareholder may apply for tax credit on dividend at the rate of 2/8 of the dividend amount received.
- The appropriation of remaining profit arising from the Year 2018 operations after dividend payment as capital fund according to the Consolidated Supervision guidelines of the Bank of Thailand.

The Chairman invited shareholders to express their opinions or ask questions.

Mr. Basant Kumar Dugar, a proxy holder, queried over the rate of dividend tax credit from net profit.

The Group Chief Executive replied that currently, the dividend paid from retained earnings which are subject to corporate income tax of 25 or 30 per cent rate was no longer available. The Company now applied only the corporate income tax of 20 per cent rate.

Since no shareholders objected or asked further questions, the Chairman proposed the meeting approve the appropriation of profit arising from the Year 2018 operations as statutory reserve, dividend and others as recommended.

The meeting **approved** appropriation of profit arising from the Year 2018 operations as statutory reserve, dividend and others as proposed, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	473,223,357	votes	equivalent to	99.9996	per cent
Against	2,000	votes	equivalent to	0.0004	per cent
Abstain	3,500	votes			
No voided ballot					

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

The Chairman proposed the meeting to 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 proposed the meeting to elect a shareholder to conduct the meeting for agenda item 5 and 6.

The meeting elected Dr. Suvarn Valaisathien, a shareholder, to conduct the meeting during discussion of agenda item 5 and 6. In this regard, Dr. Suvarn Valaisathien invited the Corporate Secretary to explain details of agenda item 5.

The Corporate Secretary summarized the details to the meeting that according to TISCO'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 Company'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 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 TISCO, the Board proposed that the shareholders approve the number of directors at 12 (twelve). 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.

Dr. Suvarn Valaisathien invited shareholders to express their opinions or ask questions. However, since no shareholders objected or asked further questions, Dr. Suvarn Valaisathien proposed the meeting approve the number of directors at 12.

The meeting **approved** the number of directors at 12, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	473,200,246	votes	equivalent to	99.9985	per cent
Against	7,000	votes	equivalent to	0.0015	per cent
Abstain	21,611	votes			
No voided ballot					



The Corporate Secretary further informed the meeting that TISCO'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 TISCO directors in accordance with Section 70 and 71 of the Public Limited Company Act.

In addition TISCO had allowed the period during September 1 to December 31, 2018 for all shareholders to propose qualified candidates for a director's position in advance of the Annual General Meeting of Shareholders for the Year 2019. After the mentioned period, there was one candidate nominated by shareholder for director position.

The Nomination and Compensation Committee shall select qualified candidates by considering their knowledge, experience, biography, sufficient understanding of finance and banking, economics, information technology, law or any other related fields based upon the need and maximum benefit of the Company, corporate governance practices, related laws and regulations, in order to attain the most appropriate size and composition of the board. Moreover, Independent director positions must comply.

The Board of Directors then considered the 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 Company'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. Mr. Hon Kit Shing (Alexander H. Shing)	Non-Executive Director
3. Mr. Suthas Ruangmanamongkol	Executive Director
4. Assoc. Prof. Dr. Angkarat Priebjrivat	Independent Director
5. Prof. Dr. Pranee Tinakorn	Independent Director
6. Prof. Dr. Teerana Bhongmakapat	Non-Executive Director
7. Mr. Sathit Aungmanee	Independent Director
8. Mr. Charatpong Chotigavanich	Independent Director
9. Assoc. Prof. Dr. Kulpatra Sirodom	Independent Director
10. Mr. Chi-Hao Sun (Howard Sun)	Executive Director
11. Mr. Satoshi Yoshitake	Executive Director
12. Mr. Sakchai Peechapat	Executive Director

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

The Board of Directors proposed two independent directors who have occupied the position for more than nine consecutive years namely, Assoc. Prof. Dr. Angkarat Priebjrivat and Prof. Dr. Pranee Tinakorn, due to the fact that both of them are persons with highly accepted knowledge and proficiency, and have experiences and understanding in financial business that are deemed appropriate and important to support the duties of the Board of Directors.

Due to an awareness of the Board of Directors in transparency in appointing independent directors, the Board of Directors has approved the "Policy on Assessing the Independence of Directors" on December 8, 2017. The assessment suggested that all independent directors still performed their duties independently.

The Board of Directors, with recommendations from the Nomination and Compensation Committee, approved the above recommendation to propose the meeting to appoint the proposed directors to return to the position for another term since the Board was of the view that the mentioned director candidates have complete qualifications and suitability for the Company'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 Company'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, Prof. Dr. Pranee Tinakorn, , Mr. Sathit Aungmanee, Mr. Charatpong Chotigavanich and Assoc. Prof. Dr. Kulpatra Sirodom are qualified directors following the definition of independent directors as specified in accordance with the TISCO Corporate Governance Policy and practices, and are able to share opinions independently and complied with related laws and regulations.

Dr. Suvarn Valaisathien, the moderator of the meeting, then invited shareholders to express their opinions or ask questions. Since no shareholders objected or asked any questions. Dr. Suvarn Valaisathien proposed the meeting to approve the appointment of director candidates.

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

	<u>For</u>		<u>Against</u>	
1. Mr. Pliu Mangkornkanok	351,839,361	votes	42,761,161	votes
2. Mr. Hon Kit Shing (Alexander H. Shing)	864,769,307	votes	8,509,635	votes
3. Mr. Suthas Ruangmanamongkol	384,139,325	votes	8,782,197	votes
4. Assoc. Prof. Dr. Angkarat Priebjrivat	329,730,845	votes	63,190,177	votes
5. Prof. Dr. Pranee Tinakorn	327,075,245	votes	65,836,377	votes
6. Prof. Dr. Teerana Bhongmakapat	382,255,949	votes	10,668,005	votes
7. Mr. Sathit Aungmanee	366,254,744	votes	26,645,478	votes
8. Mr. Charatpong Chotigavanich	392,074,714	votes	825,508	votes
9. Assoc. Prof. Dr. Kulpatra Sirodom	392,322,902	votes	610,608	votes
10. Mr. Chi-Hao Sun (Howard Sun)	865,138,637	votes	8,118,505	votes
11. Mr. Satoshi Yoshitake	384,833,317	votes	8,033,405	votes
12. Mr. Sakchai Peechapat	384,882,216	votes	8,023,066	votes
<b>Total</b>	<b>5,425,316,562</b>	<b>votes</b>	<b>252,004,122</b>	<b>votes</b>
<b>Abstain</b>	<b>1,425,600</b>	<b>votes</b>		
<b>Voided Ballot</b>	<b>- None -</b>			

<b>Agenda 6 To approve the directors' remuneration and acknowledge current directors' remuneration</b>
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Dr. Suvarn Valaisathien informed the meeting that agenda item 6 was the approval of the directors' remuneration and invited Prof. Dr. Pranee Tinakorn, the Chairperson of the Nomination and Compensation Committee, to present details to the meeting.

The Chairperson of the Nomination and Compensation Committee asked the Corporate Secretary to present the detail of agenda 6 to the meeting.

The Corporate Secretary clarified that the Nomination and Compensation Committee shall consider appropriate remuneration for directors and make proposals to the Board of Directors. The committee has an opinion that the remuneration for subcommittee and advisors approved by the Annual General Meeting of Shareholders for the Year 2018 is appropriate for their duties and responsibilities. Therefore, the committee proposes the meeting to approve the director's remuneration at the existing rate and

approve remuneration at the same rate as other subcommittees for the new Risk Oversight Committee, which is to be appointed following the notification of the Bank of Thailand No. FPG. 10/2561, the Governance of Financial Institution.

The directors in TISCO Group of companies who do not hold any management position in other subsidiary companies will be remunerated with meeting fee and monthly fee in the same form and amount as TISCO Board member, to be valid until amended. 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.

- The Board of Directors considered and agreed with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve the remuneration to the directors, subcommittee and advisors in the form of monthly fee, meeting fee at the same rate as approved in the Annual General Meeting of Shareholders for the Year 2018. Details of the proposed remuneration for directors are as follows. **Monetary Remuneration**

(Unit: Baht)

	May 2018 - Present		Proposed to AGM 2019		% Change <sup>/1</sup>
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
<b>Board of Directors</b>					
Chairman	200,000	-	240,000	60,000	-
Member	50,000	-	50,000	50,000	-
Advisor	40,000	-	40,000	-	-
<b>Executive Board</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	-
<b>Risk Oversight Committee (New)</b>					
Chairperson			-	60,000	
Member			-	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 directors aged over 60,
3. Directors & Officers Liability Insurance (D&O)

The Board recommends the shareholders to approve the remuneration for the directors, subcommittee and advisors in the form of monthly fee, meeting fee at the same rate as approved in the Annual General Meeting of Shareholders for the Year 2018, including an executive car for the Chairman of the Board, group life and accident insurance or 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.

Dr. Suvarn Valaisathien, the moderator of the meeting, then invited shareholders to express their opinions or ask questions.

Mr. Chalermopol Waitayangkool, a shareholder, asked more details on the following matters:

1. Car model, value and lifetime of the executive car for the Chairman of the Board
2. Insurance premium, coverage and the reason to provide health insurance only for Thai directors aged over 60
3. Insurance premium and scope of Directors & Officers Liability Insurance

The Chairperson of the Nomination and Compensation Committee thanked the shareholder and explained as follows:

1. The executive car was only provided for the Chairman of the Board, other directors denied this benefit with regards. The Corporate Secretary was requested to clarify details.
2. Group life and accident insurance were provided to all directors but such insurance did not cover the person with age over 60. Therefore, the Company provided the health insurance to directors with age over 60 in substitution.
3. Directors & Officers Liability Insurance was a general practice which provided for a company's directors and officers liability in case of legal dispute.

The Corporate Secretary clarified more details as follows:

1. The executive car for the Chairman of the Board is BMW series 7 with time for replacement around 6 years.
2. Since the premium of life and accident insurance is very high for person with age over 60, the Company therefore provided health insurance instead for Thai Directors with age over 60 as the benefit is better at similar cost.
3. Directors & Officers Liability Insurance is a general insurance policy provided by the company for directors and officers to cover a damage value made from directors or officers.

Dr. Suvann Valaisathien clarified that the Directors & Officers Liability Insurance covers the liability of Directors & Officers only while performing their duties for the organization.

Since no shareholders objected or asked further questions. Dr. Suvann Valaisathien 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	469,242,766	votes	equivalent to	99.1577	per cent
Against	6,000	votes	equivalent to	0.0013	per cent
Abstain	130,056	votes	equivalent to	0.0275	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 2019**

The Chairman proposed the meeting to consider the appointment of the auditors and their remuneration for the Year 2019 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 40 of the Company's Articles of Association which state that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year. The Audit Committee, in accordance with the Company's External Auditor Selection Guideline, had considered proposal for the appointment of the Company's auditors for the Year 2019 to appoint Ms. Ratana Jala and/or Ms. Somjai Khunapasut and/or

Mrs. Yuppadee Satchawannakul of EY Office Limited as the Company's auditors, all of the aforementioned auditors received approval from the Bank of Thailand, for the Year 2019, 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 Company and subsidiaries in TISCO Group will not be exceeding Baht 10,040,000 comprising not be exceeding Baht 720,000 for the Company and not be exceeding Baht 9,320,000 for nine subsidiaries.

The professional audit fee quoted for the Year 2019 for all companies in TISCO group totals Baht 10,040,000, decreased by 3.0% or Baht 310,000 from the previous year mainly from discontinued operation of All-Ways Co Ltd after the completion of credit card portfolio sale. Meanwhile, the increase in audit fee of TISCO Financial Group is based on additional audit tasks to prepare financial consolidation of subsidiaries and affiliated companies following TFRS 9 requirements. The audit fees of Hi-Way Co Ltd and TISCO Insurance Solution Co Ltd also increase from higher business volumes and activities with rising number of branches and new businesses. For the other companies, the audit fees increase in line with on-going business activities and inflation.

In addition, TISCO had non-financial audit fee for the Year 2019 amounting to Baht 520,000 in relation to a special audit according to the Bank of Thailand's regulations – namely "Quality Assurance Review of Internal Audit". The interval of special audit of Internal Audit function shall be performed every five years. The non-audit fee is increased by 85.7% from the previous year in which the non-audit fee was totalled Baht 280,000 for the Review of Revaluation of TISCO Office Condominium Units.

The Board of Directors, recommended by the Audit Committee, proposed the shareholders to consider the appointment of Ms. Ratana Jala, CPA License No. 3734 and/or Ms. Somjai Khunapasut, CPA License No. 4499 and/or Ms. Yuppadee Satchawannakul, CPA License No. 4819 from EY Office Limited to be the Company and subsidiaries' auditors for the Year 2019. Total audit fees for the Company and subsidiaries in TISCO Group will not exceed Baht 10,040,000 comprising not exceeding Baht 720,000 for the Company and not exceeding Baht 9,320,000 for the nine subsidiaries.

The Chairperson of the Audit Committee invited shareholders to express their opinions or ask questions.

Mr. Chalernpol Waitayangkool, a shareholder, queried the reason of the appointment of the auditors from the existing audit firm.

The Chairperson of the Audit Committee explained to the meeting regarding the Company's External Auditor Selection Guidelines. When the auditor's term ended, the Company invited other audit firms to submit the proposal but there was no other audit firms submitted due to the reason of inadequate resources. Nevertheless the Company always has intention to rotate the auditors. The practice of rotating individual auditors within the same audit firms is in accordance with the regulation of the Securities and Exchange Commission (SEC). In other countries, the audit firm is the one who certifies the financial statements, not the individual auditor as in Thailand. However, the audit firm is still responsible for the quality of their auditors.

The Chairman added that the number of audit firms has decreased. Furthermore, the SEC specified the name list of audit firms which are qualified to audit the listed companies in the Stock Exchange, which may create staff deficiency. The rotation of individual auditor as per the regulation of the SEC is considered a good attempt to preserve corporate governance despite the fact that the change of audit firm is not required.

Since no shareholders objected or asked further questions, the Chairman then proposed the meeting to approve the appointment of the auditors and their remuneration for the Year 2019.

The meeting **approved** the appointment of the auditors and their remuneration for the Year 2019 as proposed, with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

For	473,081,069	votes	equivalent to	99.9681	per cent
Against	151,000	votes	equivalent to	0.0319	per cent
Abstain	6,800	votes			
No voided ballot					

**Agenda 8    Others**

The Chairman invited the shareholders to express their opinions or ask questions regarding the business operations of the Company.

Mr. Thanaprasert Pairojwatchara, a shareholder, suggested the Company to improve the presentation of the Financial Statements and numerical data in the Notice of the Meeting by using table with previous year data comparison for better clarity and ease of understanding.

The Chairman of the meeting and the Chairperson of the Nomination and Compensation Committee thanked the shareholder and accepted the recommendation.

The Corporate Secretary informed that the Company will disseminate the minutes of the Annual General Meeting of Shareholders 2019 through the Company's website within 14 days after the meeting. Shareholders can check the accuracy of the minutes via the website. Shareholders who have questions that require clarification may submit to the Corporate Secretariat Office via the Company's email, [tisco\\_cs@tisco.co.th](mailto:tisco_cs@tisco.co.th), or +66 2633 6805. The Corporate Secretary also requested the shareholders to submit the remaining ballots to the Meeting staff in front of the meeting room.

There being no other issues, the Chairman thanked the shareholders for attending and giving useful recommendations. The meeting then adjourned at 15.50 hours.

- *Pliu Mangkornkanok* -

(Mr. Pliu Mangkornkanok)

Chairman of the Meeting  
and Chairman of the Board

- *Pairat Srivilairit* -

(Mr. Pairat Srivilairit)

Corporate Secretary