



No. SorLorTor 007/2019

March 22, 2019

To: The Shareholders

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

TISCO Financial Group Public Company Limited ("The Company") has scheduled the Annual General Meeting of Shareholders for the Year 2019 on Monday, April 22, 2019, at 13.00 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 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 | Independent Director and Chairperson of the Audit Committee | 64 years |
| Residing at 93/279 Soi Sukhumvit 24, Klongton, Klongtoey, Bangkok 10110 | | |
| 3. Prof. Dr. Pranee Tinakorn | Independent Director and Chairperson of the Nomination and Compensation Committee | 69 years |
| Residing at 74/8 Ratirom, Moo 3, Bangkruai-Jongthanom Road, Bangkruai, Nanthaburi 11130 | | |
| 4. Ms. Patareeya Benjapolchai | Independent Director and Chairperson of the Corporate Governance Committee | 64 years |
| Residing at 1002 Soi Provincial Electricity 2, Phaholyothin Road, Ladyao, Jatujak, Bangkok 10900 | | |
| 5. Mrs. Oranuch Apisaksirikul | Executive Director and Chairperson of the Executive Board | 60 years |
| Residing at 41 Soi Sukhapiban-Bangramad 1, Thaweewattana, Thaweewattana, Bangkok 10170 | | |
| 6. Mr. Suthas Ruangmanamongkol | Executive Director and Group Chief Executive | 57 years |
| Residing at 1349/108, 37BFl., Saichol Mansion, Charoen Nakhon Road, Banglampoo Lang, Klongsan, 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. *(Please refer the profiles of independent directors to be appointed as a proxy in Annex 10)*

The Company 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 Company'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 Company 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 Company prior to the Meeting. This is to ensure orderly preparation for the Meeting.

Yours sincerely,

TISCO Financial Group Public Company Limited

www.tisco.co.th

บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)
48/49 ซาทรนโรด นอร์ท ซอย 21 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500
โทรศัพท์ 02 633 6888 โทรสาร 02 633 6880

TISCO Financial Group Public Company Limited
21st Fl., TISCO Tower, 48/49 North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand
T. +66 (0) 2633 6888 F. +66 (0) 2633 6880

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 Financial Group Public 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 _____ 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 Financial Group Public Company Limited to be convened on Monday, April 22, 2019 at 13.00 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 Annual General Meeting of Shareholders for the Year 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 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**
- (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 approve the appropriation of profit arising from the Year 2018 operations as statutory reserve, dividend and others

- (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 12 (twelve)

- 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. Hon Kit Shing | <input type="checkbox"/> For | <input type="checkbox"/> Against | _____ votes |
| 3. Mr. Suthas Ruangmanamongkol | <input type="checkbox"/> For | <input type="checkbox"/> Against | _____ votes |
| 4. Assoc. Prof. Dr. Angkarat Priebjrivat | <input type="checkbox"/> For | <input type="checkbox"/> Against | _____ votes |
| 5. Prof. Dr. Pranee Tinakorn | <input type="checkbox"/> For | <input type="checkbox"/> Against | _____ votes |
| 6. Prof. Dr. Teerana Bhongmakapat | <input type="checkbox"/> For | <input type="checkbox"/> Against | _____ votes |
| 7. Mr. Sathit Aungmanee | <input type="checkbox"/> For | <input type="checkbox"/> Against | _____ votes |
| 8. Mr. Charatpong Chotigavanich | <input type="checkbox"/> For | <input type="checkbox"/> Against | _____ votes |
| 9. Assoc. Prof. Dr. Kulpatra Sirodom | <input type="checkbox"/> For | <input type="checkbox"/> Against | _____ votes |
| 10. Mr. Chi-Hao Sun | <input type="checkbox"/> For | <input type="checkbox"/> Against | _____ votes |
| 11. Mr. Satoshi Yoshitake | <input type="checkbox"/> For | <input type="checkbox"/> Against | _____ votes |
| 12. 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 Financial Group 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 13.00 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