



No. SorLorTor 028/2020

June 29, 2020

Re : Resolutions of the Annual General Meeting of Shareholders for the Year 2020
To : The President
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders for the Year 2020 of TISCO Financial Group Public Company Limited (TISCO) was held on Friday, June 26, 2020, in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok. According to the attendance record, there were 1,634 shareholders holding 486,483,399 shares, or 60.7606 percent of the total paid-up shares, present either in person or by proxy constituting a quorum as specified under TISCO's Articles of Association. The Meeting resolved the following matters:

- 1. Certified** the Minutes of the Annual General Meeting of Shareholders for the Year 2019, held on April 22, 2019, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
 - For: 486,829,866 votes, equal to 100.0000 percent of all votes of shareholders in attendance and casting votes.
 - Against: 0 votes, equal to 0.0000 percent of all votes of shareholders in attendance and casting votes.
 - Abstain: 87,600 votes.
 - No voided ballot.
- 2. Ratified** the Board of Directors' business activities conducted in 2019 as described in the Annual Report, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
 - For: 489,463,718 votes, equal to 99.9770 percent of all votes of shareholders in attendance and casting votes.
 - Against: 112,100 votes, equal to 0.0230 percent of all votes of shareholders in attendance and casting votes.
 - Abstain: 351,000 votes.
 - No voided ballot.

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บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)
48/49 อาคารทีเอสซีทาวเวอร์ ชั้น 21 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพมหานคร 10500
โทรศัพท์ 02 633 6888 โทรสาร 02 633 6880 เลขทะเบียนบช. 0107551000223

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3. **Adopted** the Statement of Financial Position and Statement of Comprehensive Income for the Year Ended December 31, 2019 of the Company and its subsidiary companies, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:

- For: 486,843,825 votes, equal to 99.9770 percent of all votes of shareholders in attendance and casting votes.
- Against: 112,100 votes, equal to 0.0230 percent of all votes of shareholders in attendance and casting votes.
- Abstain: 7,100 votes.
- No voided ballot.

4. **Approved** the appropriation of profit arising from the Year 2019 operating results and no dividend payment as follows:

- No legal reserve appropriation because the Company's reserve has reached the amount required by laws.
- No additional dividend payment from the Year 2019 operating results because the Board has approved interim dividend payment which was made on May 8, 2020, at the amount of 7.75 baht per share or approximately Baht 6,205 Million in total, equivalent to the dividend payout ratio of 85.4% on consolidated basis. The Board of Directors' approval for such interim dividend payment was aimed to alleviate impact on the dividend entitlement of shareholders caused by the postponement of the Annual General Meeting of Shareholders due to the outbreak of the COVID-19.
- The appropriation of remaining profit arising from the Year 2019 operating results after the interim dividend payment as the unappropriated retained earnings.

This was approved by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:

- For: 486,964,795 votes, equal to 100.0000 percent of all votes of shareholders in attendance and casting votes.
- Against: 200 votes, equal to 0.0000 percent of all votes of shareholders in attendance and casting votes.
- Abstain: 1,200 votes.
- No voided ballot.

and **acknowledged** the interim dividend payment from the Year 2019 operating results

5. **Approved** the appointment of Ms. Ratana Jala, CPA License No. 3734 and/or Ms. Somjai Khunapasut, CPA License No. 4499 and/or Mrs. Yuppadee Satchawannakul, CPA License No. 4819, and/or Ms. Wanwilai Phetsang, CPA License No. 5315, of EY Office Limited as the Company's auditors for the Year 2020, with total remuneration of not exceeding Baht 10,530,000 including not exceeding Baht 750,000 for

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the Company and not exceeding Baht 9,780,000 for 9 (nine) subsidiaries. All nominated auditors have been approved by the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report. This was approved by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:

- For: 486,738,137 votes, equal to 99.9550 percent of all votes of shareholders in attendance and casting votes.
- Against: 219,000 votes, equal to 0.0450 percent of all votes of shareholders in attendance and casting votes.
- Abstain: 11,800 votes.
- No voided ballot.

6. **Approved** the number of directors and the appointment of directors as follows:

- the number of directors at 12 (twelve), by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
 - For: 448,197,553 votes, equal to 92.0386 percent of all votes of shareholders in attendance and casting votes.
 - Against: 38,769,390 votes, equal to 7.9614 percent of all votes of shareholders in attendance and casting votes.
 - Abstain: 2,000 votes.
 - No voided ballot.
- the appointment of the following director candidates as the Company's directors, by the cumulative voting, with the following voting results:

	<u>Name</u>	<u>For (votes)</u>	<u>Against (votes)</u>
1.	Mr. Pliu Mangkornkanok	369,973,117	36,941,309
2.	Mr. Hon Kit Shing (Alexander H. Shing)	947,901,965	33,426,965
3.	Mr. Suthas Ruangmanamongkol	401,835,147	5,079,279
4.	Assoc. Prof. Dr. Angkarat Priebjivat	289,718,848	117,188,578
5.	Prof. Dr. Pranee Tinakorn	290,330,648	116,576,778
6.	Prof. Dr. Teerana Bhongmakapat	399,521,387	7,386,039
7.	Mr. Sathit Aungmanee	390,556,896	16,396,306
8.	Dr. Charatpong Chotigavanich	405,445,526	1,461,900
9.	Dr. Kulpatra Sirodom	371,400,591	35,506,835
10.	Mr. Chi-Hao Sun (Howard Sun)	784,073,783	5,079,279
11.	Mr. Satoshi Yoshitake	399,760,247	5,079,279
12.	Mr. Sakchai Peechapat	401,823,147	5,079,279
	Total	5,452,341,302	385,201,826



<u>Name</u>	<u>For (votes)</u>	<u>Against (votes)</u>
Abstain (votes)	6,142,700	
Void (votes)	24,000	

7. **Approved** the rates of remuneration for Directors, Sub-committee members and the Adviser in the form of monthly fee and meeting fee remaining at the same rate details as follows.

■ Monetary Remuneration

(Unit: Baht)

	May 2019 - Present		Proposed to AGM 2020		% Change
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
Board of Directors					
Chairman	240,000	60,000	240,000	60,000	-
Member	50,000	50,000	50,000	50,000	-
Adviser	40,000	-	40,000	-	-
Executive Board					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
Risk Oversight Committee					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
Audit Committee					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
Nomination and Compensation Committee					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
Corporate Governance Committee					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-

■ Non-monetary Remuneration

1. An executive car for the Chairman of the Board,
2. Group life and accident insurance, or health insurance in case of Thai director with age over 60,
3. Directors & Officers Liability Insurance (D&O).

The Board of Directors, under the authority delegated by the shareholders, may determine to pay other remuneration or benefits to directors for other appointments or special assignments from the Board of Directors. 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.



This was approved by not less than two-thirds of the shareholders who were in attendance at the Meeting, with the following voting results:

- For: 479,696,284 votes, equal to 98.5058 percent of all votes of shareholders in attendance.
- Against: 1,341,675 votes, equal to 0.2755 percent of all votes of shareholders in attendance.
- Abstain: 13,700 votes, equal to 0.0028 percent of all votes of shareholders in attendance.
- No voided ballot.
- Not entitled to votes: 6,137,222 votes, equal to 0.7665 percent of all votes of shareholders in attendance.

Your acknowledgement of these matters would be appreciated.

Yours sincerely,

TISCO Financial Group Public Company Limited

- *Suthas Ruangmanamongkol* -

(Mr. Suthas Ruangmanamongkol)
Director and Group Chief Executive

Corporate Secretariat Office

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A handwritten signature in blue ink, appearing to be "Suthas Ruangmanamongkol".