

SorLorTor 017/2017

April 20, 2017

Subject: **Resolutions of the Annual General Meeting of Shareholders for the year 2017**

To: **The President  
The Stock Exchange of Thailand**

The Annual General Meeting of Shareholders for the year 2017 of TISCO Financial Group Public Company Limited was held on April 20, 2017, in the Conference Room, 12<sup>th</sup> Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok. According to the attendance record, 1,353 shareholders holding 516,303,403 shares, or 64.49% of the total paid-up shares, were present, either in person or by proxy, constituting a quorum as specified under TISCO's Articles of Association. The Meeting has resolved the following matters:

1. The Meeting **certified** the Minutes of the Annual General Meeting of Shareholders for the year 2016, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:

	<u>Votes</u>	<u>%</u>
• For	516,667,237	100.00
• Against	13,002	0.00
• Abstain	7,517	0.00
• No Void Ballot		

2. The Meeting **ratified** the Board of Directors' business activities conducted in 2016 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:

	<u>Votes</u>	<u>%</u>
• For	520,234,116	99.78
• Against	13,002	0.00
• Abstain	1,131,197	0.22
• No Void Ballot		

3. The Meeting **adopted** 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, 2016, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:

	<u>Votes</u>	<u>%</u>
• For	520,740,869	99.85
• Against	3,002	0.00
• Abstain	771,297	0.15
• No Void Ballot		

4. The Meeting **approved** the appropriation of profit arising from year 2017 operations for statutory reserve, dividend and others as follows:

- The appropriation of profit arising from year 2016 operations of Baht 91,500,000 as statutory reserve;
- The appropriation of profit arising from year 2016 operations after statutory reserve as dividend payment for common shareholders and preferred shareholders at Baht 3.50 per share
  - The shareholders whose names are shown in the registration book as of May 2, 2017 will be entitled to receive the dividend;
  - Dividend payment shall be made on May 12, 2017;
- The appropriation of remaining profit arising from year 2016 operations after statutory reserve and dividend payment, as capital fund according to the Consolidated Supervision guidelines by the Bank of Thailand.

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

	<u>Votes</u>	<u>%</u>
• For	521,508,276	100.00
• Against	3,002	0.00
• Abstain	4,106	0.00
• No Void Ballot		

5. The Meeting **approved** the number of directors and the appointment of directors as follows:

- the number of directors at 12, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:

	<u>Votes</u>	<u>%</u>
• For	521,501,172	99.99
• Against	15,002	0.00
• Abstain	17,277	0.00
• No Void 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	416,397,606	25,069,032
2. Mr. Hon Kit Shing (Mr. Alexander H. Shing)	707,301,926	214,423,572
3. Ms. Oranuch Apisaksirikul	441,153,286	467,402
4. Assoc. Prof. Dr. Angkarat Priebjrivat	390,922,132	50,595,356
5. Prof. Dr. Pranee Tinakorn	390,512,116	51,104,872
6. Ms. Patareeya Benjapolchai	399,672,991	41,714,587
7. Ms. Panada Kanokwat	407,072,787	34,403,801
8. Prof. Dr. Teerana Bhongmakapat	399,725,933	41,714,987
9. Mr. Sathit Aungmanee	436,693,472	4,695,006
10. Mr. Takashi Kurome	440,921,076	467,402
11. Mr. Chi-Hao Sun (Mr. Howard Sun)	916,726,827	5,053,571
12. Mr. Suthas Ruangmanamongkol	440,969,686	466,902
<b>Total</b>	<b><u>5,788,069,838</u></b>	<b><u>470,176,490</u></b>
<b>Abstain (votes)</b>	<b>206,972</b>	
<b>Void (votes)</b>	<b>- None -</b>	

6. The Meeting **approved** annual directors' remuneration in the form of reward, monthly fee, meeting fee and bonus at the amount of not greater than Baht 2,400,000 for the Chairman of the Board and not greater than Baht 600,000 for each Board member, an executive vehicle for the Chairman of the Board, Directors & Officers Liability Insurance (D&O), and group life and accident insurance or health insurance in case of Thai director with age over 60, 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. This was approved by not less than two-thirds of the shareholders who were in attendance at the Meeting, with the following voting results:

	<u>Votes</u>	<u>%</u>
• For	515,535,158	98.85
• Against	17,810	0.00
• Abstain	19,762	0.00
• No Void Ballot		

The Meeting also **acknowledged** current directors' remuneration.

7. The Meeting **approved** the appointment of the following auditors of EY Office Limited (Formerly known as Ernst & Young Office Limited), with total remuneration of not exceeding Baht 590,000, as the Company's auditor for the year 2017. Any one of these auditors is authorized to certify the auditor's report.

- 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

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

	<u>Votes</u>	<u>%</u>
• For	521,299,310	99.95
• Against	231,710	0.04
• Abstain	7,906	0.00
• No Void Ballot		

8. The Meeting **approved** the amendment of Section 31 Meeting Quorum, first paragraph, of the Company's Articles of Association, i.e. *"In a meeting of Board of Directors there must be directors present in a number not less than three-fourth of the total number of directors to constitute a quorum. In the event the Chairman is absent or unable to perform his duty, the directors present shall elect one of them to preside as the chairman of the meeting."*, by not less than three-fourths of the shareholders who were in attendance at the Meeting with the right to vote, with the following voting results:

	<u>Votes</u>	<u>%</u>
• For	521,512,107	99.99
• Against	13,002	0.00
• Abstain	13,817	0.00
• No Void Ballot		

9. The Meeting **approved** the amendment of 33 Power of the Board of Directors, third paragraph, of the Company's Articles of Association, i.e. *"The two persons from one of the following persons, the Chairperson of Executive Board or the Group Chief Executive or other Executive Directors, are empowered to sign jointly on behalf of the Company and in all cases the common seal of the Company shall be appended along with such signatures."*, by not less than three-fourths of the shareholders who were in attendance at the Meeting with the right to vote, with the following voting results:

	<u>Votes</u>	<u>%</u>
• For	518,889,307	99.49
• Against	13,002	0.00
• Abstain	2,636,617	0.51
• No Void Ballot		

Your acknowledgement of these matters would be appreciated.

Yours sincerely,

- *Suthas Ruangmanamongkol* -

(Mr. Suthas Ruangmanamongkol)  
Director and Group Chief Executive