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SorLorTor 002/2022

February 28, 2022

Subject : Dividend Payment and the Schedule of the Annual General Meeting of Shareholders for the year 2022

To : The President
The Stock Exchange of Thailand

TISCO Financial Group Public Company Limited ("Company") would like to inform that the Board of Directors Meeting No. 1/2022, convened on February 28, 2022 has resolved on the following significant matters, which can be summarized as follows:

1. To propose the Annual General Meeting of Shareholders approving the dividend payment for common shareholders and preferred shareholders at the rate of Baht 7.15 per share, amounting approximately to Baht 5,724 Million by setting the record date on May 3, 2022 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 19, 2022.
2. Approved the convening of the Annual General Meeting of Shareholders for the year 2022 on Monday, April 25, 2022 at 14.00 hours via electronic media, pursuant to the Emergency Decree on Electronic Media Conference B.E.2563 (2020) and other related laws and regulations, by setting the record date on March 14, 2022 to determine the list of shareholders who have the right to attend the Annual General Meeting of Shareholders and consider the following agenda items:
 - (1) To certify the Minutes of the Annual General Meeting of Shareholders for the year 2021
Board of Directors' opinion: The Board recommends the shareholders to certify the Minutes of the Annual General Meeting of Shareholders for the year 2021.
 - (2) To ratify the Board of Directors' business activities conducted in 2021
Board of Directors' opinion: The Board recommends the shareholders to ratify the Board of Directors' business activities conducted in 2021.
 - (3) To approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2021 of the Company and its subsidiary companies.

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บริษัท ทีเอสโอฟินแนเชี่ยลกรุ๊ป จำกัด (มหาชน)
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Board of Directors' opinion: The Board recommends the shareholders to approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2021 of the Company and its subsidiary companies.

- (4) To approve the appropriation of profit arising from the year 2021 operations and dividend payment

Board of Directors' opinion: The Board recommends the shareholders to approve the appropriation of profit arising from the year 2021 operations and dividend payment as follows:

- No legal reserve appropriation because the Company's legal reserve has reached the amount required by laws.
- The appropriation of profit arising from the year 2021 operations and unappropriated retain earning as dividend payment for common shareholders and preferred shareholders at the rate of Baht 7.15 per share, by setting the record date on May 3, 2022 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be paid on May 19, 2022.
- No appropriation of the profit from the year 2021 operations as capital fund on consolidated basis, according to the consolidated supervision regulation.

- (5) To approve the appointment of the auditors and their remuneration for the year 2022

Board of Directors' opinion: The Board concurs with the proposal of the Audit Committee and recommends the shareholders to approve the appointment of the following auditors of EY Office Limited, with total remuneration of not exceeding 770,000 Baht, as the Company's auditor for the year 2022. All nominated auditors are subject to the approval from the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report.

- Ms. Somjai Khunapasut CPA License No. 4499 and/ or
- Ms. Ratana Jala CPA License No. 3734 and/ or
- Ms. Wanwilai Phetsang CPA License No. 5315

- (6) To approve the issuance and offering of debenture for revolving outstanding balance up to Baht 15,000 Million

Board of Directors' Opinion: The Board recommends the shareholders to approve the issuance and offering of debenture for revolving outstanding balance up to Baht 15,000 Million baht, with maturity up to 10 years from issuance date and the delegation of authority to the Group Chief Executive to determine price, terms and conditions, as well as the timing for the issuance and offering of the debenture.

- (7) To approve the number of directors and the election of directors

Board of Directors' opinion: The Board concurs with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve the number of directors at 13 (thirteen) and the election of the following director candidates. All nominated candidates have been approved by the Bank of Thailand.

	<u>Name</u>	<u>Proposed Position</u>
1.	Mr. Pliu Mangkornkanok	Non-Executive Director
2.	Mr. Ba Dung Le	Non-Executive Director
3.	Assoc. Prof. Dr. Angkarat Priebjrivat	Non-Executive Director
4.	Mr. Sathit Aungmanee	Non-Executive Director
5.	Dr. Kulpatra Sirodom	Independent Director
6.	Mr. Kanich Punyashthiti	Independent Director
7.	Mrs. Pongpen Ruengvirayudh	Independent Director
8.	Ms. PENCHUN Jarikasem	Independent Director
9.	Prof Dr. Thanaruk Theeramunkong	Independent Director
10.	Mr. Chi-Hao Sun (Howard Sun)	Executive Director
11.	Mr. Satoshi Yoshitake	Executive Director
12.	Mr. Sakchai Peechapat	Executive Director
13.	Mr. Metha Pingsuthiwong	Executive Director

- (8) To approve the remuneration of directors

Board of Directors' opinion: The Board concurs with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve the rates of remuneration for directors and sub-committee members for the year 2022 in the form of monthly fee and meeting fee, to remain at the same rate as approved by the Annual General Meetings of Shareholders for the year 2020. Also, non-monetary benefits offered to directors include an executive vehicle for the Chairman of the Board, group life and accident insurance or health insurance or travel insurance as appropriate, and Directors & Officers Liability Insurance, to be valid until amended.



- (9) To consider the use of cumulative voting for the election of directors

Board of Directors' Opinion: The Board concurs with the recommendation of the Corporate Governance Committee and recommends the shareholders to maintain the use of cumulative voting for the election of directors as existing.

- (10) Other businesses (if any)

For the shareholders who wish to attend the Meeting via electronic media, please thoroughly study registration procedure and identity verification process. However, the shareholders can appoint other person or appoint the Company's independent directors to vote on shareholders' behalf according to the proxy form, in which shareholders can specify his/her voting request for all agenda in advance. The Company will further provide the proxy form, the list of independent directors being proposed for appointment as a proxy along with the Notice of the Meeting.

The Company provided minority shareholders with the right to propose additional meeting agenda items and to nominate directors in advance in the period from September 1 to November 30, 2021, with detailed publicized and distributed via the Company's website and the SET's news. After the mentioned period, there was no matter agenda item and nominated name proposed to the Annual General Meeting of Shareholders for the year 2022.

The Company will disclose the details of the Annual General Meeting of Shareholders for the year 2022 and its agenda prior to the Meeting at the Company's website: www.tisco.co.th. For inquiries, please contact Corporate Secretariat Office at Tel. +66 2633 6805 or email address: tisco_cs@tisco.co.th.

Your acknowledgement of these matters would be appreciated.

Sincerely yours,

- Sakchai Peechapat -

(Mr. Sakchai Peechapat)

Director and Group Chief Executive

Corporate Secretariat Office

Tel +66 2633 6805

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