



SorLorTor 003/2023

February 21, 2023

Subject : Dividend Payment and the Schedule of the Annual General Meeting of Shareholders  
for the year 2023

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.1/2023, convened on February 21, 2023, 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 7.75 per share, amounting approximately to Baht 6,205 Million by setting the record date on April 24, 2023 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 10, 2023.
2. Determined the convening of the Annual General Meeting of Shareholders for the year 2023 on Monday, April 17, 2023 at 14.00 hours at the Conference Room, 12<sup>th</sup> Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok in the form of Hybrid Meeting, by setting the record date on March 7, 2023 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 ratify the Board of Directors' business activities conducted in 2022

Board of Directors' opinion: The Board recommends the shareholders to ratify the Board of Directors' business activities conducted in 2022.

- (2) To approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2022 of the Company and its subsidiary companies.

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, 2022, of the Company and its subsidiary companies.

[www.tisco.co.th](http://www.tisco.co.th)

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

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- (3) To approve the appropriation of profit arising from the year 2022 operations and dividend payment

Board of Directors' opinion: The Board recommends the shareholders to approve the appropriation of profit arising from the year 2022 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 2022 operations and unappropriated retained earnings as dividend payment for common shareholders and preferred shareholders at Baht 7.75 per share, by setting the record date on April 24, 2023 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 10, 2023. In addition, the dividends paid from net profit are subject to a 20 percent corporate income tax, which an individual shareholder may apply for tax credit on dividend at the rate of 2/8 of the dividend amount received.
- Appropriation of unappropriated retained earnings from the consolidated financial statements amounting Baht 1,019,395,739 as regulatory capital fund.

- (4) To approve the appointment of the auditors and their remuneration for the year 2023

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 Baht 770,000, as the Company's auditor for the year 2023, subject to the approval from the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report.

- Ms. Saranya Pludsri CPA License No. 6768 or
- Ms. Ratana Jala CPA License No. 3734 or
- Ms. Wanwilai Phetsang CPA License No. 5315

- (5) 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 proposed director candidates.

The names of proposed director candidates are under consideration by the Bank of Thailand and shall be informed later after receiving approval from the Bank of Thailand.



- (6) 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 2023, to be commensurate with their increased workload since it has not been increased for a considerable period of time, as follows.

1. The monthly compensation for the Board of Directors will be increased to Baht 260,000 for Chairman of the Board and Baht 60,000 for Directors.
2. The meeting fee rate for the Board of Directors will be increased to Baht 70,000 for Chairman of the Board and Baht 55,000 for Directors.
3. The meeting fee rate for Sub-committee will be increased to Baht 75,000 per meeting for the Chairpersons of the Executive Board, the Audit Committee, and the Risk Management Committee, and Baht 65,000 per meeting for the Chairpersons of the Nomination and Compensation Committee and the Corporate Governance Committee. The other members of Sub-committee shall receive a meeting fee of Baht 55,000 per meeting.
4. Retaining the non-monetary benefits offered to directors including 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.

- (7) To approve the amendment of the Company's Articles of Association

Board of Directors' Opinion: The Board concurs with the proposal of the Corporate Governance Committee and recommends the shareholders to approve the addition of Section 4, 17 and the amendment of Section 18, 23, 31, 32, 40 of the Company's Articles of Association to be alignment with the Public Limited Company Act (No.4) B.E. 2565 (2022).

- (8) Other businesses (if any)

The Company has arranged a distance between each seat, the number of available seats in the meeting room is limited for shareholders who wish to attend the physical meeting. In case of full reservation, shareholders can attend the meeting via electronic media. 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, 2022, 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 2023.

The Company will disclose the details of the Annual General Meeting of Shareholders for the year 2023 and its agenda prior to the Meeting at the Company's website: [www.tisco.co.th](http://www.tisco.co.th). For inquiries, please contact Corporate Secretariat Office at Tel. +66 2633 6805, +66 2633 6874 or email address: [tisco\\_cs@tisco.co.th](mailto: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, +66 2633 6874

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