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SorLorTor 002/2020

February 25, 2020

Subject : Dividend Payment and the Schedule of the Annual General Meeting of Shareholders for the Year 2020

**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. 1/2020, convened on February 25, 2020 has resolved on the following significant matters, which can be summarized as follows:

1. Concurred with the Statement of Financial Position and Statement of Comprehensive Income for the Year Ended December 31, 2019 of the Company and its subsidiary companies, which has been considered by the Audit Committee and audited by the Certified Public Accountant.
2. Concurred with the appropriation of profit arising from the Year 2019 operating results 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 2019 operating results after legal reserve as dividend payment for common shareholders and preferred shareholders at the rate of Baht 7.75 per share, by setting the record date on April 28, 2020 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 15, 2020;
 - The appropriation of remaining profit arising from the Year 2019 operating results after dividend payment as capital fund according to the Consolidated Supervision Guidelines of the Bank of Thailand.
3. Approved the convening of the Annual General Meeting of Shareholders for the Year 2020 on Tuesday, April 21, 2020 at 14.00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok, by setting the record date on March 10, 2020 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 2019

Board of Directors' opinion: The Board recommends the shareholders to certify the Minutes of the Annual General Meeting of Shareholders for the Year 2019 as proposed.

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

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 Registration No. 0107551000223

- (2) To ratify the Board of Directors' business activities conducted in 2019 as described in the Annual Report

Board of Directors' opinion: The Board recommends the shareholders to ratify the Board of Directors' business activities conducted in 2019 as described in the Annual Report.

- (3) To adopt the Statement of Financial Position and Statement of Comprehensive Income for the Year Ended December 31, 2019 of the Company and its subsidiary companies

Board of Directors' opinion: The Board recommends the shareholders to adopt the Statement of Financial Position and Statement of Comprehensive Income for the Year Ended December 31, 2019 of the Company and its subsidiary companies.

- (4) To approve the appropriation of profit arising from the Year 2019 operating results and dividend payment

Board of Directors' opinion: The Board recommends the shareholders to approve the appropriation of profit arising from the Year 2019 operating results 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 2019 operating results after legal reserve as dividend payment for common shareholders and preferred shareholders at the rate of Baht 7.75 per share, by setting the record date on April 28, 2020 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 15, 2020;
- The appropriation of remaining profit arising from the Year 2019 operating results after dividend payment as capital fund according to the Consolidated Supervision Guidelines of the Bank of Thailand.

- (5) To approve the appointment of the auditors and their remuneration for the Year 2020

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 10,530,000 Baht including not exceeding 750,000 Baht for the Company and not exceeding 9,780,000 Baht for 9 (nine) subsidiaries, as the Company's auditor for the Year 2020, subject to the approval from the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report.

- 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

(6) To approve the number of directors and the appointment 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 12 (twelve) and the appointment of the following director candidates, subject to approval from the Bank of Thailand.

<u>Name</u>	<u>Proposed Position</u>
1. Mr. Pliu Mangkornkanok	Independent Director
2. Mr. Hon Kit Shing (Alexander H. Shing)	Non-Executive Director
3. Mr. Suthas Ruangmanamongkol	Executive Director
4. Assoc. Prof. Dr. Angkarat Priebjriwat	Independent Director
5. Prof. Dr. Pranee Tinakorn	Independent Director
6. Prof. Dr. Teerana Bhongmakapat	Non-Executive Director
7. Mr. Sathit Aungmanee	Independent Director
8. Dr. Charatpong Chotigavanich	Independent Director
9. Dr. Kulpatra Sirodom	Independent Director
10. Mr. Chi-Hao Sun (Howard Sun)	Executive Director
11. Mr. Satoshi Yoshitake	Executive Director
12. Mr. Sakchai Peechapat	Executive Director

(7) 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, sub-committees members and the adviser for the Year 2020 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 2019. 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 in case of Thai director with age over 60, and Directors & Officers Liability Insurance, to be valid until amended. 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.

(8) Other businesses (if any)





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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, 2019, with detailed publicized and distributed via the Company's website and the SET's news system. After the mentioned period, there was no matter agenda item and nominated name proposed to the Annual General Meeting of Shareholders for the Year 2020.

The Company will disclose the details of the Annual General Meeting of Shareholders for the Year 2020 and its agenda online 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,

- Suthas Ruangmanamongkol -

(Mr. Suthas Ruangmanamongkol)
Chairman of the Executive Board
and Group Chief Executive

Corporate Secretariat Office

Tel +66 2633 6805

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A handwritten signature in black ink, appearing to be "Suthas", located in the bottom right corner of the page.