



Ref. Sor Lor Tor. 017/2020

May 21, 2020

Subject: **Schedule and Agenda 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. 3/2020, convened on May 21, 2020. The Board of Directors had resolutions as follows.

1. Determined the date for the Annual General Meeting of Shareholders for the Year 2020 ("AGM") to convene on Friday, June 26, 2020 at 14.00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok, Thailand.
2. Set the record date to determine the list of shareholders who have the right to attend the AGM on June 4, 2020.
3. The agenda of the AGM were determined as follows.

- (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.

- (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 no dividend payment and acknowledge the interim 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 no dividend payment and acknowledge the interim dividend payment as the following details.

- 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

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บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)
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approximately Baht 6,205 Million in total, equivalent to the dividend payout ratio of 85.4% of operating profit on consolidated basis. The Board's approval for such interim dividend payment was aimed to alleviate impact on the dividend entitlement of shareholders caused by the postponement of the AGM 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.
- Acknowledgement of the interim dividend payment from the Year 2019 operating results

(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. All nominated auditors have been approved by 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. All nominated candidates have been approved by the Bank of Thailand.

	<u>Name</u>	<u>Proposed Position</u>
1.	Mr. Pliu Mangkomkanok	Independent Director
2.	Mr. Hon Kit Shing (Alexander H. Shing)	Non-Executive Director
3.	Mr. Suthas Ruangmanamongkol	Executive Director
4.	Assoc. Prof. Dr. Angkarat Priebjivat	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)

4. Delegated the Group Chief Executive to determine the details of AGM arrangement in case of any changes such as new meeting date and time, venue and agenda, under the terms as stipulated by laws.

Due to the ongoing situation of COVID-19 outbreak, the Company will consider options for convening the AGM with greatest concern on health and safety of all participants to the meeting. The Company would like to request the kind cooperation from the shareholders who wish to attend the meeting **to consider appointing 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 provide the proxy form along with the list of independent directors being proposed for appointment as a proxy, and the Notice of the AGM. The Company has set guidelines and preventive measures related to hosting the meeting to comply with the principles, guidelines, and recommendations as set forth by the government parties and other regulatory bodies.

The Company will disclose the details of the AGM, its agenda, and measures for the AGM arrangement 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 is highly appreciated.

Yours sincerely,

TISCO Financial Group Public Company Limited

- Suthas Ruangmanamongkol -

(Mr. Suthas Ruangmanamongkol)

Chairman of the Executive Board and Group Chief Executive

Corporate Secretariat Office

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