

~~-DRAFT TRANSLATION-~~

TISCO BANK PUBLIC COMPANY LIMITED

**MINUTES
THE SHAREHOLDER ORDINARY GENERAL MEETING
FOR THE YEAR 2014**

The meeting was convened in the Conference Room, 12th floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok, on April 22, 2014, at 10.00 hours.

The directors, TISCO Management Committee and auditors presented at the meeting were:

Directors

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| 1. Mr. Pliu Mangkornkanok | Chairman of the Board of Directors and Independent Director |
| 2. Mr. Hon Kit Shing
(Mr. Alexander H. Shing) | Vice Chairman of the Board of Directors |
| 3. Ms. Oranuch Apisaksirikul | Director and Chairperson of the Executive Board, (and Group Chief Executive (“Group CEO”)) |
| 4. Assoc.Prof.Dr. Angkarat Priebjrivat | Independent Director and Chairperson of the Audit Committee |
| 5. Ms. Patareeya Benjapolchai | Independent Director and Member of the Audit Committee |
| 6. Ms. Panada Kanokwat | Independent Director and Member of the Audit Committee |
| 7. Mr. Yasuro Yoshikoshi | Director and Member of the Executive Board |
| 8. Mr. Chi-Hao Sun | Member of the Executive Board |
| 9. Mr. Suthas Ruangmanamongkol | Director, Member of the Executive Board, and President |

Director Absent

- | | |
|-----------------------------|----------------------|
| 1. Mr. Pichai Chanvirachart | Independent Director |
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TISCO Group Managements seconded to manage the Company

- | | |
|--------------------------------|--|
| 1. Mr. Pitada Vatcharasiritham | Senior Executive Vice President
– Corporate Banking |
| 2. Mr. Metha Pingsuthiwong | First Executive Vice President
– Retail Banking |
| 3. Mr. Chatri Chandrangam | Executive Vice President
– Risk and Financial Control |

Auditors (E Y Office Limited)

1. Ms. Ratana Jala
2. Ms. Yuppadee Satchawannakul

Other Invited Participant

1. Prof.Dr. Pranee Tinakorn
Chairperson of the Nomination and Compensation
Committee
TISCO Financial Group Public Company Limited

There were also representatives from Bank of Thailand observed the meeting.

Mr. Pliu Mangkornkanok, Chairman of the Board of Directors, chaired the meeting and thanked the shareholders for attending. He stated that Notice of the Shareholder Ordinary General Meeting for the year 2014 had been duly sent out before the date of the meeting, in compliance with the Company's Articles of Association and other relevant laws to allow adequate time to study meeting material.

The Chairman noted that 35 shareholders holding 819,059,658 shares, or 99.99% of the total paid-up shares, were present, either personally or by proxy, thereby constituting a quorum as specified in the Company's Articles of Association. The Chairman declared the meeting duly convened.

The Chairman informed the meeting that in accordance with the Company's Articles of Association regarding voting, every shareholder present in person or being represented by proxy is entitled to one vote per share, with the exception of voting for the appointment of directors. For this specific agenda, cumulative voting has been implemented. In addition to accommodate shareholders in voting, shareholders could cast their votes in advance by completing the details of voting on the Voting Form which had been sent out together with Notice of shareholders' meeting. For those who intended to vote at the meeting, the Company had made Voting Forms available prior to the meeting. He added that shareholders who had not cast their votes in advance and intended to vote "Against" or "Abstain" could complete the Voting Forms, and then submit them to Company's officer to calculate the voting result for each agenda. For cases in which shareholders have appointed a proxy and assigned their proxy to vote as directed, their votes would be recorded in the computer system for calculation on each agenda item.

The Chairman also informed the meeting that for shareholders, who wished to leave the meeting before the meeting adjourned, shall return the "Registration Receipt" and unused Voting Form (if any) to the Company's officer at the entrance of the meeting room.

In addition, the Company assigned EY Office Limited (formerly Known as Ernst & Young Office Limited) to monitor and oversee the shareholder meeting in order to ensure transparency and compliance with the law and the Company's Articles of Association. EY Office Limited assigned officer as an observer to the registration and vote counting throughout the meeting.

The Chairman proposed that the meeting consider the following agenda:

Agenda 1: To certify the minutes of the Shareholder Ordinary General Meeting for the year 2013

The Chairman proposed that the meeting certify the minutes of the Shareholder Ordinary General Meeting for the year 2013, convened on April 25, 2013. Copies of the minutes had been sent to shareholders along with the Notice of this meeting.

No shareholder objected or requested that the minutes be amended otherwise. The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes.

Resolution: The shareholders **certified** the minutes of the Shareholder Ordinary General Meeting for the year 2013 as proposed, with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	819,059,658	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

Agenda 2: To ratify the Board of Directors' business activities conducted in 2013 as described in the Annual Report

The Chairman summarised the Board of the Directors' business activities conducted in 2013 and proposed the meeting to ratify the activities. Details were described in the "Report from the Board of Directors" on page A1-A2 of the Annual Report, which had been sent to shareholders along with the Notice of this meeting.

The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes.

Resolution: The shareholders **ratified** the Board of Directors' business activities conducted in 2013 as described in the Annual Report as proposed, with the vote as presented below:

	<u>Votes</u>	<u>%</u>
• For	819,059,658	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

Agenda 3: To adopt TISCO Bank Public Company Limited's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2013

The Chairman proposed that the meeting adopt TISCO Bank Public Company Limited's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2013. The Audit Committee agreed with the auditor that Statement of Financial Position and Statement of Comprehensive Income presented fair and comprehensive performance and financial position of TISCO Bank, in compliance with generally accepted accounting principles. Details were published in the Annual Report, which had been sent to shareholders along with the Notice of this meeting. The Chairman invited Ms. Oranuch Apisaksirikul, TISCO Group CEO, to present this agenda item.

Ms. Oranuch Apisaksirikul summarize the details of the financial statements and invited Mr. Chatri Chandrangam, Executive Vice President – Risk and Financial Control of TISCO Financial Group Public Company Limited - the parent company of TISCO Group ("Parent Company"), to clarify the details of the financial statements.

Mr. Chatri Chandrangam presented the meeting with a detail and an analysis of Statement of Financial Position and Statement of Comprehensive Income.

The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes.

Resolution: The shareholders **adopted** TISCO Bank Public Company Limited's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2013 as proposed, with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	819,059,658	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

Agenda 4: To acknowledge the appropriation of profit arising from year 2013 operations as the interim dividend payments and to approve the appropriation of profit arising from year 2013 operations as capital fund

The Chairman proposed the meeting to acknowledge the appropriation of profit arising from year 2013 operations as interim dividend payments and to approve the appropriation of profit arising from year 2013 operation as capital fund. The Chairman invited Ms. Oranuch Apisaksirikul, the Group CEO, to summarize the details of this agenda.

Ms. Oranuch Apisaksirikul reported that, in compliance with the Public Company Limited Act and the Bank of Thailand's regulations, the Company shall appropriate 5% of its annual net profit as statutory reserve until this fund attains an amount of 10% of its registered capital. As the statutory reserve of the company already reached 10% of registered capital, it is therefore not required to appropriate the statutory reserve for year 2013, according to the law. Consequently, the Bank's full year profit and unappropriated retained earnings for the year ended 2013 based on standalone financial statement are shown as follows;

TISCO Bank Plc. – Standalone financial statement for year 2013

	Baht
Beginning Unappropriated Retained Earnings (December 31, 2012)	6,804,321,551
Net Profit for the year 2013	2,877,201,104
Actuarial Gain/Loss	5,220,869
<i>Unappropriated Retained Earnings for year 2013</i>	<i>9,686,743,524</i>
Adjust non-cash item	(11,176,780)
<i>Unappropriated Retained Earnings available for dividend payment for year 2013</i>	<i>9,675,566,744</i>
Interim dividend payment from profit arising from 2013 operations	(655,337,026)
<i>Unappropriated Retained Earnings for year ended 2013</i>	<i>9,020,229,718</i>

TISCO Bank has unappropriated retained earnings available for dividends for the year 2013 totaled Baht 9,675,566,744. TISCO Bank made the interim dividend payment for year 2013 amounted to Baht 655,337,026. TISCO Bank therefore has unappropriated retained earnings for year ended 2013 totaled Baht 9,020,229,718.

TISCO Bank considered paying dividend at the appropriate rate based on operating performance while maintaining sufficient Capital Adequacy Ratio (BIS Ratio) for business expansion. The dividend payout ratio for year 2013 is 22.8%, compared to dividend payout ratio of 44.9% for year 2012. The dividend payment is in accordance with the Bank's dividend policy that is, the Bank shall pay dividend at the appropriate rate to ensure that after dividend

payment, the Bank BIS ratio will be maintained above 12% to satisfy the Bank of Thailand's criteria for Qualified Bank.

The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes.

Resolution: The shareholders resolved the followings as proposed;

- **Acknowledged** the interim dividend payments from profit arising from year 2013 operations as follows;
 - Interim dividend payment from profit arising from 2013 operations totaling Baht 655,337,026 or Baht 0.80 per share for common shareholders and preferred shareholders. The interim dividend was paid on January 17, 2014
- **Approved** the appropriation of remaining net profit arising from year 2013 operations after dividend payment as capital fund according to the Consolidated Supervision guidelines

with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	819,059,658	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

Agenda 5: To approve an increase of the Bank's capital by issuing new common shares
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The Chairman proposed the meeting to approve an increase of the Bank's capital by issuing new common shares and invited Ms. Oranuch Apisaksirikul, the Group CEO, to summarize the details of agenda 5-6 to the meeting.

Ms. Oranuch Apisaksirikul informed the meeting that TISCO Bank has continually exhibited strong growth over the past years. While the growth outlook is expected to slowdown in 2014, the volatility in operating environment has increased amidst macroeconomic and political uncertainties. To support future growth and ensure sufficient capital cushion in the increasingly volatile environment, while also ensuring sufficient capital level in satisfying the Bank of Thailand's criteria of Qualified Bank, TISCO Bank will increase capital in conjunction with TISCO group capital management plan to strengthen the level of capital adequacy at all levels.

Respectively, TISCO Bank will issue and offer up to 102,396,410 of newly issued common shares at par value of Baht 10 per share, totaling Baht 1,023,964,100 to the existing shareholders of the Bank. The allocation of newly issued shares shall be pro-rata to the shareholding at the offering ratio of 8 existing shares for both common shares and preferred shares to 1 newly issued common shares (the "Right Offering") at the offering price of Baht 23.89 per share, whereby the offering price is calculated based on the book value of shareholders' equity as of December 31, 2013.

In case there are shares remaining from the first round allocation to the existing shareholders in proportion to their shareholding, the Bank will, on the second round of allocation, allocate such remaining shares to the shareholders who express their intention to subscribe for the newly issued common shares in excess of their rights (shareholding proportion), on a pro rata basis.

The meeting considered the matter and cast votes.

The voting in this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

Resolution: The shareholders resolved the followings as proposed;

- (1) Approval of an increase of the Company's capital by issuing new common shares
- (2) The allocation of up to 102,396,410 of newly issued common shares of the Bank with a par value of Baht 10 per share to the existing shareholders of the Bank pro rata to their shareholding at the offering ratio of 8 existing shares (both common and preferred shares) to 1 new common shares, whereby any fraction of shares shall be disregarded (the "Rights Offering"). The Rights Offering price will be set at Baht 23.89 per share.

In the case that there are shares remaining from the first round allocation to the existing shareholders of the Bank in proportion to their shareholding, the Bank will, on the second round allocation, allocate such remaining shares to the shareholders who express their intention to subscribe for the newly issued common shares in excess of their rights (shareholding proportion).

- (3) The closing date of share registration book to determine the shareholders, who are entitled to the Rights Offering, shall be on May 12, 2014.
- (4) The delegation of authority to the Board of Directors or the President of the Bank to determine other details in connection with the allocation of newly issued common shares, including without limitation, to allocate the newly issued common shares, whether in single or sequential allocation, the offering period, offering price, payment period, and other terms and conditions relating to the allocation of the newly issued common shares to the existing shareholders of the Bank.

with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	819,059,638	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

Agenda 6: To approve the increase of the Bank's registered capital and the amendment to the Bank's Memorandum of Association Clause 4 to be in line with the increase of registered capital

Ms. Oranuch Apisaksirikul informed the meeting that to accommodate the allocation of newly issued common shares to the existing shareholders of the Bank as detailed in Agenda 5, the Bank will increase the registered capital from Baht 8,191,712,820 to Baht 9,215,676,920. The additional registered capital of Baht 1,023,964,100 will be 102,396,410 common shares at par value of Baht 10 per share.

The Board recommends the shareholders to approve the increase of the registered capital of the Bank in the amount of Baht 1,023,964,100 from Baht 8,191,712,820 to Baht 9,215,676,920.

In order to reflect the increase of the Bank's registered capital, the shareholders are recommended to approve the amendment to the Bank's Memorandum of Association Clause 4 to be in line with the increase of registered capital as follows:

Clause 4

Registered Capital : 9,215,676,920 Baht (Nine billion two hundred and fifteen million six hundred and seventy six thousand nine hundred and twenty Baht)

Divided into : 921,567,692 shares (Nine hundred and twenty one million five hundred and sixty seven thousand six hundred and ninety two shares)

Par Value per share : 10 Baht (Ten Baht)

Consisting of

Preferred shares : 104 shares (One hundred and four shares)

Common shares : 921,567,588 shares (Nine hundred and twenty one million five hundred and sixty seven thousand five hundred and eighty eight shares)

The meeting considered the matter and cast votes.

The voting in this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

Resolution: The shareholders resolved the followings as proposed;

- **Approved** the increase of the registered capital of the Bank in the amount of Baht 1,023,964,100 from Baht 8,191,712,820 to Baht 9,215,676,920.
- **Approved** the amendment to the Bank's Memorandum of Association Clause 4 to be in line with the increase of registered capital as follows:

Clause 4

Registered Capital	:	9,215,676,920 Baht	(Nine billion two hundred and fifteen million six hundred and seventy six thousand nine hundred and twenty Baht)
Divided into	:	921,567,692 shares	(Nine hundred and twenty one million five hundred and sixty seven thousand six hundred and ninety two shares)
Par Value per share	:	10 Baht	(Ten Baht)
Consisting of			
Preferred shares	:	104 shares	(One hundred and four shares)
Common shares	:	921,567,588 shares	(Nine hundred and twenty one million five hundred and sixty seven thousand five hundred and eighty eight shares)

with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	819,059,658	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

Agenda 7: To approve the number of directors and the appointment of directors

Since the consideration of agenda 7 and 8 were matters related to directors, the Chairman informed the meeting that all directors would volunteer to leave the meeting in the interests of good corporate governance. He invited Prof. Dr. Pranee Tinakorn, the Chairperson of the Parent Company's Nomination and Compensation Committee ("NCC"), to conduct the meeting for the agenda 7 and 8.

Prof. Dr. Pranee Tinakorn informed that the shareholders, at the Shareholder Ordinary General Meeting of each calendar year, shall elect the whole board of directors simultaneously according to the Company's Articles of Association. Thus, the term of all of the members of the Board of Directors shall be expired today.

She further added that consideration of this agenda would be divided into 2 sections, (1) To approve the number of directors and (2) To approve the appointment of directors.

Regarding section (1), to approve the number of directors, pursuant to the Company's Articles of Association, the shareholders shall, from time to time by resolution of general meeting, determine the number of directors which shall not be less than five, provided that not less than one half of the directors must domicile in Thailand. In addition, the number of directors who are persons of Thai nationality shall be not less than 75% in compliance with related laws.

The Board of Directors, therefore, with recommendations from the Parent Company's NCC, considered the appropriate number of directors for good corporate governance. The qualifications and benefits that each candidate might bring were also considered upon contemplating the Company's needs, the most suitable board size and composition. The Board therefore proposed that the shareholders approve the number of directors at 9. For this section, shareholders, present in person or represented by proxy, were entitled to one vote per share.

In addition, regarding section (2), to approve the appointment of directors, TISCO Group Corporate Governance Policy assigned the Parent Company's NCC to select qualified director candidates by considering their knowledge, experiences, sufficient understanding of banking and finance, economics, law or any other related fields based upon the Company's needs and maximize interest, good corporate governance, laws and relevant rules and regulations for the most appropriate size and composition of the board.

Furthermore, a person to be nominated or appointed as an independent director must meet the requirements in TISCO's Corporate Governance Code of Conduct, which are more stringent than those of the Securities and Exchange of Thailand and the Stock Exchange of Thailand and shall not be related to the Company, other companies in TISCO Group, and management in the manner that may cause conflict of interest.

The Board of Directors, after considering the NCC recommendation on the qualifications of the candidates, proposed the shareholder to approve the appointment of the following qualified candidates as the Company's directors. Candidates' profiles were presented in the Notice which had been sent to shareholders.

<u>Name - Surname</u>	<u>Proposed Position</u>
1. Mr. Pliu Mangkornkanok	Director
2. Ms. Oranuch Apisaksirikul	Director
3. Assoc. Prof. Dr. Angkarat Priebjrivat	Independent Director
4. Ms. Patareeya Benjapolchai	Independent Director
5. Prof. Dr. Teerana Bhongmakapat	Independent Director
6. Mr. Sathit Aungmanee	Director
7. Mr. Yasuro Yoshikoshi	Director
8. Mr. Chi-Hao Sun (Mr. Howard Sun)	Director
9. Mr. Suthas Ruangmanamongkol	Director

For the appointment of directors, Prof. Dr. Pranee Tinakorn further informed the meeting that the Company's Articles of Association required cumulative voting for the appointment of directors and explained procedure of cumulative voting in details.

Prof. Dr. Pranee Tinakorn informed shareholders who had not cast their votes in advance to vote in the meeting and submit the Voting Form to the officers to calculate voting results.

Mr. Suporn Deepan The representative from the Bank of Thailand asked and Prof. Dr. Pranee Tinakorn explained the issue as follow.

Question: Was there any directors absent from this shareholders' meeting?

Answer: Prof. Dr. Pranee Tinakorn informed that Mr. Sathit Aungmanee and Prof. Dr. Teerana Bhongmakapat, the directors' candidates, did not attend this shareholders' meeting as they need to obtain the shareholders' approval first. She further added that Prof. Dr. Teerana Bhongmakapat is currently positioned as the independent director of TISCO Financial Group Public Company Limited, which is the parent company of TISCO Group.

The meeting considered the matter and cast votes.

Regarding the voting in this agenda item, for the number of directors part, it requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes. For the appointment of director part, cumulative voting will be applied

according to the Articles of Association.

Resolution: The shareholders resolved the followings as proposed:

- **Approved** the number of directors at 9, with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	819,059,658	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

- **Approved** the appointment of the following director candidates as the Company's directors, with the votes as presented below:

<u>Name - Surname</u>	<u>For (votes)</u>	<u>Against (votes)</u>
1. Mr. Pliu Mangkornkanok	819,059,658	0
2. Ms. Oranuch Apisaksirikul	819,059,658	0
3. Assoc. Prof. Dr. Angkarat Priebjrivat	819,059,658	0
4. Ms. Patareeya Benjapolchai	819,059,658	0
5. Prof..Dr. Teerana Bhongmakapat	819,059,658	0
6. Mr. Sathit Aungmanee	819,059,658	0
7. Mr. Yasuro Toshikoshi	819,059,658	0
8. Mr. Chi-Hao Sun (Mr. Howard Sun)	819,059,658	0
9. Mr. Suthas Ruangmanamongkol	<u>819,059,658</u>	<u>0</u>
	<u>7,371,536,922</u>	<u>0</u>
	Abstain (votes)	0
	Void (votes)	0

Agenda 8: To approve the directors' remuneration and acknowledge current directors' remuneration

Prof. Dr. Pranee Tinakorn informed the meeting that on April 25, 2013, the Company's Shareholder Ordinary General Meeting for the year 2013 approved the annual directors' remuneration to be paid, only to non-executive director(s) who do not hold any directorship in TISCO Financial Group Public Company Limited and/or management position in TISCO Group of companies, in the form of reward, meeting fee, monthly fee, and bonus at the amount of not greater than Baht 500,000 per year for each Board member, 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.

According to the Company's Articles of Association, the Board of Directors may assign directors to conduct the businesses on behalf of the Board of Directors. In this regard, the remuneration to be paid to such directors for other appointments or special assignments shall be determined by the Board of Directors. Duties and responsibilities of board members who are assigned to other committee are detailed under Part 2, Section 8 Management and Section 9 Corporate Governance in the Annual Report.

The Nomination and Compensation Committee ("NCC") of the Parent Company shall consider appropriate remuneration for director and propose to the Board of Directors. The scale and components of remuneration for directors should be appealing enough to attract and retain quality directors, but avoid excessive pays.

Remuneration for non-executive directors should be comparable to the general practice in the industry with regard to work experience and commitment, as well as the benefits each director brings. Directors who are assigned with extra work (being members of other committee, for example) should be paid appropriately. The remuneration to be paid to such director or directors will be approved by the Board.

The Board, with the recommendation from the Parent Company's NCC, recommended shareholders to approve the annual directors' remuneration to be paid, only to non-executive director(s) who do not hold any directorship in TISCO Financial Group Public Company Limited and/or management position in TISCO Group of companies, in the form of reward, meeting fee, monthly fee, and bonus at the amount of not greater than Baht 500,000 per year for each Board member, 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. The Board also recommends the shareholders to acknowledge director remuneration which was paid in 2013 to only one non-executive director in the form of monthly fee, from January – April 2013, totaling Baht 160,000 (Baht 40,000 per month).

The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the votes of not less than two-thirds of the total number of votes of shareholders who attended the meeting. The directors who are also shareholders were considered as having a conflict of interest in this matter and were not entitled to vote.

Resolution: The shareholders **approved** the annual directors' remuneration to be paid, only to non-executive director(s) who do not hold any directorship in TISCO Financial Group Public

The professional audit fee for the year 2014 increased by Baht 120,000, equivalent to the rate of 3.3% according to the increased volume of business transactions and the inflation level.

The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the majority votes of the shareholders who attended the meeting and casted their votes.

Resolution: The shareholders **approved** the appointment of the following auditors of Ernst & Young Office Limited, with total remuneration of no more than Baht 3,720,000, as the Company's auditors for the year 2014 as proposed.

- | | |
|-------------------------------|------------------------------|
| - Ms. Ratana Jala | CPA License No. 3734 and/ or |
| - Ms. Rachada Yongsawadvanich | CPA License No. 4951 and/ or |
| - Ms. Somjai Khunapasut | CPA License No. 4499 |

Any one of these auditors is authorized to certify the auditor's report, with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	819,059,938	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

Agenda 10: To approve the amendment of Section 33 Power of the Board of Directors of the Company's Articles of Association

The Chairman proposed the meeting to consider the amendment of Section 33 Power of the Board of Directors and invited Ms. Oranuch Apisaksirikul, the Group CEO to summary the details of the agenda to the meeting.

Ms. Oranuch Apisaksirikul informed that the objective of the proposed amendment is to clearly specify the delegation of authority and reflect the current practice. The draft amendment was presented in page 88 of the Notice.

The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders' resolution with the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

Resolution: The shareholders **approved** the amendment of Section 33 Power of the Board of Directors of the Company's Articles of Association as proposed by adding the following clause to the Company's Articles of Association.

“The Chairperson of the Executive Board singly, or two other executive directors jointly is/are empowered to sign on behalf of the Company and in all cases the common seal of the Company shall be appended along with such signature or signatures.”

with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	819,059,938	100.00
• Against	0	0.00
• Abstain	0	0.00
• Void	0	0.00

Agenda 11: To approve the amendment of Section 43 Seal of the Company of the Company’s Articles of Association

The Chairman informed that to align with the recent launch of new branding program to strengthen TISCO Group’s brand image, the new logo designed under the concept of “opportunity” has been introduced as TISCO’s new identity. The new logo will replace all existing logo and will represent a unification of all operations under TISCO brand.

In this regard, the Board would like to recommend the shareholders to consider the amendment of the Company’s Articles of Association regarding seal of the Company. The proposed seal of the company is presented in page 90 of the Notice.

The meeting considered the matter and cast votes.

The voting in this agenda item requires a shareholders’ resolution with the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

Resolution: The shareholders **approved** the amendment of the Company’s Articles of Association regarding seal of the Company. The seal of the Company will be presented as follow.



with the votes as presented below:

	<u>Votes</u>	<u>%</u>
• For	819,059,949	100.00

•	Against	0	0.00
•	Abstain	0	0.00
•	Void	0	0.00

Agenda 12: Others, if any

The Chairman informed the meeting that all items on the agenda had been considered and invited the shareholders to bring forward any additional matters, issues, or concerns that they might wish to discuss.

There being no other issues, the Chairman thanked the shareholders for attending and adjourned the meeting at 10.50 hours.

Pliu Mangkornkanok

(Mr. Pliu Mangkornkanok)

Chairman of the meeting and Chairman of the Board