



## บริษัท ฐิติกร จำกัด (มหาชน)

69 ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพฯ 10240 โทร. 0-2310-7000  
ทะเบียนเลขที่ 0107546000130  
<http://www.tk.co.th>

TK.006/2564

February 23, 2021

Subject : TK announced annual dividend payment / approved the appointment of directors to replace the resigned directors/ approved the changing of term condition for the Company to invest in a microfinance company (MFIL) in Myanmar / date for AGM 2021.

Attn : President, The Stock Exchange of Thailand

The Board of Directors meeting of Thitikorn Public Company Limited No.1/ 2021 held on February 23, 2021 has passed the following resolutions:

1. Approved to propose to the Annual General Meeting of Shareholders (AGM), the payment of dividend with respect to the operation from January 1, 2020 to December 31, 2020 at 0.42 Baht per share, totaling 500,000,000 shares representing a total distribution of 210.0 Million Baht, according to the new dividend policy.

Detail of Dividend Payment	Year 2020	Year 2019
1. Net Profit (Consolidated FS)	367.6 Million Baht	504.5 Million Baht
2. Number of Shares	500,000,000 shares	500,000,000 shares
3. Dividend per share	0.42 Baht	0.55 Baht
4. Total payment	210.0 Million Baht	275.0 Million Baht
5. Dividend Payout Ratio	57.1%	54.5%

However, the right to receive the dividend is subject to shareholders' approval at AGM

2. The Record date for the shareholders entitled to attend the 2021 TK AGM and for dividend payment will be March 9, 2021. The annual dividend is payable on May 13, 2021 (within one month after the AGM).

However, the right to receive the dividend is subject to shareholders' approval at AGM.

3. The AGM for 2021 will be held on April 26, 2021 at 2.00 PM. at Meeting Room, 5th floor SP Arcade, located on 69 Ramkamhaeng Road, Huamark, Bangkok, Bangkok 10240.

4. Approved the appointment of directors to replace the resigned directors as follows;

4.1) Acknowledged the resignation of Mr. Surin Dhammanives from being an Independent Director/ Audit Committee. The resignation is effective since February 23, 2021 after the meeting of the Board of Directors onwards.

4.2) Approved the appointment of Mrs. Saowanee Kamolbutr to the position of Independent Director/ Audit Committee Instead of Mr. Surin Dhammanives, the resigned Director. By such appointment is effective since February 23, 2021 after the meeting of the Board of Directors on wards.

4.3) Acknowledged the resignation of Mr. Kanich Punyashthiti from being an Independent Director/ Audit Committee and President of Nomination and Remuneration Committee. The resignation is effective since March 1, 2021 onwards.

4.4) Approved the appointment of Mr. Kiattikhun Chartprasert to the position of Independent Director/ Audit Committee Instead of Mr. Kanich Panyashthiti, the resigned Director. By such appointment is effective since March 1, 2021.

4.5) Approved the appointment of Mr. Apichart Kasemkulsiri to the position of President of Nomination and Remuneration Committee By such appointment is effective since March 1, 2021.

4.6) Approved the appointment of Mr. Surin Dhammanives to the position of Advisor to the Board of Directors. By such appointment is effective since February 23, 2021 after the meeting of the Board of Directors on wards.

Therefore, the Board of Directors And sub-committees is as follows;

The Board of Directors consists of 11 Directors as Follows;

1. Dr. Chumpol Phornprapha	Chairman
2. Mr. Apichart Kasemkulsiri	Independent Director/ President of Audit Committee/ President of Nomination and Remuneration Committee
3. Mrs. Saowanee Kamolbutr	Independent Director/ Audit Committee
4. Mr. Kiattikhun Chartprasert	Independent Director/ Audit Committee
5. Mr. Wiboon Perm-Arayawong	Independent Director / Nomination and Remuneration Committee
6. Ms. Prathama Phornprapha	Director/ Managing Director/ President of the Executive Board / Chief Financial Officer (CFO)
7. Mr. Prapol Phornprapha	Director/ Deputy Managing Director/ Executive Director
8. Mr. Raksanit Phornprapha	Director/ Executive Director
9. Mr. Satitphong Phornprapha	Director
10. Mr. Aphichai Uemsathienporn	Director / Nomination and Remuneration Committee/ President of the Risk Management Committee/ Executive Director / Corporate Secretary
11. Mr. Prasit Sainonsee	Director/ Executive Director/ Risk Management Committee
Mr. Surin Dhammanives	Advisor to the Board of Directors

The Audit Committee consisted of 3 independent directors as follows;

1. Mr. Apichart Kasemkulsiri	President of Audit Committee
2. Mrs. Saowanee Kamolbutr	Audit Committee
3. Mr. Kiattikhun Chartprasert	Audit Committee

The Nomination and Remuneration Committee consisted of 3 Directors as Follows;

1. Mr. Apichart Kasemkulsiri President of Nomination and Remuneration Committee
2. Mr. Wiboon Perm-Arayawong Nomination and Remuneration Committee
3. Mr. Aphichai Uemsathienporn Nomination and Remuneration Committee

5. Approved the re-election of the Nomination and Remuneration Committee replacing those retired by rotation as follows:

The re-elected Nomination and Remuneration Committee is as follows:

1. Mr. Apichart Kasemkulsiri President of Nomination and Remuneration Committee
2. Mr. Wiboon Perm-Arayawong Nomination and Remuneration Committee
3. Mr. Aphichai Uemsathienporn Nomination and Remuneration Committee

The above re-elected committee will be effective on March 7, 2021 with the same scope and responsibilities.

6. The agenda for the AGM 2021 will be as follows;

Agenda 1 : To certify Minutes of the AGM 2020 held on April 23, 2020.

Agenda 2 : To acknowledge and approve the company's annual report and the board of director's report for overall performance of 2020.

Agenda 3 : To certify and approve the company's balance sheets and profit and loss statement as of December 31, 2020.

Agenda 4 : To consider and approve for the allocation of net profit and dividend payment for 2020 operational results at 0.42 Baht per share, totaling 500,000,000 shares representing a total distribution of 210.0 Million Baht.

Agenda 5 : To consider and approve the appointment of directors to replace those retired by rotation

**The rotated directors are as follows:**

1. Mr. Apichart Kasemkulsiri Independent Director/ President of Audit Committee/  
President of Nomination and Remuneration Committee
2. Ms. Prathama Phornprapha Director/ Managing Director/ President of the Executive Board /  
Chief Financial Officer (CFO)
3. Mr. Aphichai Uemsathienporn Director / Nomination and Remuneration Committee/  
President of the Risk Management Committee/  
Executive Director / Corporate Secretary
4. Mr. Prasit Sainonsee Director/ Executive Director/ Risk Management Committee

**Retiring directors by rotation who are being proposed to be re-elected are as follows:**

1. Mr. Apichart Kasemkulsiri Independent Director/ President of Audit Committee/  
President of Nomination and Remuneration Committee
2. Ms. Prathama Phornprapha Director/ Managing Director/ President of the Executive Board /  
Chief Financial Officer (CFO)

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|--------------------------------|--|
| 3. Mr. Aphichai Uemsathienporn | Director / Nomination and Remuneration Committee/<br>President of the Risk Management Committee/<br>Executive Director / Corporate Secretary |
| 4. Mr. Prasit Sainonsee        | Director/ Executive Director/ Risk Management Committee  |

**Therefore the members of the Board of Directors, are as follows:**

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|---------------------------------|--|
| 1. Dr. Chumpol Phornprapha      | Chairman   |
| 2. Mr. Apichart Kasemkulsiri    | Independent Director/ President of Audit Committee/<br>President of Nomination and Remuneration Committee                                    |
| 3. Mrs. Saowanee Kamolbutr      | Independent Director/ Audit Committee  |
| 4. Mr. Kiattikhun Chartprasert  | Independent Director/ Audit Committee  |
| 5. Mr. Wiboon Perm-Arayawong    | Independent Director / Nomination and Remuneration<br>Committee  |
| 6. Ms. Prathama Phornprapha     | Director/ Managing Director/ President of the Executive Board /<br>Chief Financial Officer (CFO)   |
| 7. Mr. Prapol Phornprapha       | Director/ Deputy Managing Director/ Executive Director   |
| 8. Mr. Raksanit Phornprapha     | Director/ Executive Director   |
| 9. Mr. Satitphong Phornprapha   | Director   |
| 10. Mr. Aphichai Uemsathienporn | Director / Nomination and Remuneration Committee/<br>President of the Risk Management Committee/<br>Executive Director / Corporate Secretary |
| 11. Mr. Prasit Sainonsee        | Director/ Executive Director/ Risk Management Committee  |
| Mr. Surin Dhammanives           | Advisor to the Board of Directors  |

Agenda 6 : To consider and approve the directors' remuneration for the year 2021.

Approved to propose to AGM to determine the maximum amount of directors' Remuneration for the year 2021 to be 3,000,000 Baht.

Agenda 7 : To consider and approve the appointment of the auditors and to determine their remuneration for the year 2021.

Approved the appointment of three auditors of M.R. & Associates Co., Ltd. to be the Company's auditors for 2021 as follows:

1. Mr. Methee Ratanasrimetha            Auditor license no. 3425 or  
(Signer of the Company and its subsidiaries audited financial statement for 2007  
and for a period of five fiscal years from 2009-2013)
2. Mr. Pisit Chiwaruangroch            Auditor license no. 2803 or  
(Has not sign the Company audited financial statement)
3. Ms. Kornthip Wanichwisedkul        Auditor license no. 6947  
(Has not sign the Company audited financial statement)  
with a proposed audit fee of 3,340,000 Baht for 2021.

Agenda 8 : For Consideration and Approval of the Change of Conditions in Purchasing the Shares in Myanmar Finance International Limited (“MFIL”), a Microfinance Company in the Republic of Union of Myanmar

Reference is made to the resolutions of the annual general meeting of shareholders dated 23<sup>rd</sup> April 2020 approving the purchase of total shares (100%) in Myanmar Finance International Limited (“MFIL”), a Microfinance Company in the Republic of Union of Myanmar (*“the Selling Company”*).

To ease the process in purchasing shares of the Selling Company and for the sake of efficiency in order to comply with regulatory practices in Myanmar, it approves the Company to purchase the shares not less than 75% to total shares (100%) of the Selling Company in order to have the control level in the Selling Company. The company directors shall have the authorities to consider the appropriate number of shares to purchase including the additional shares to purchase under the approved budget according to the resolutions of annual general meeting of shareholders.

In addition, in order to comply with Section 107 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) the meeting approved that this matter be proposed to the Annual General Meeting of Shareholders for the year 2021 for further consideration and approval.

Agenda 9 : To consider other issues (if any).

In addition, the Board of Directors' Meeting has authorized Ms. Prathama Phornprapha to do any acts and things in relation to the convening and holding of the Annual General Meeting of Shareholders for the year 2021, including to amend and/or add to the agenda of the shareholders' meeting, and/or change the timing or place of such meeting, as well as to change the record date in order to determine names of shareholders who have the rights to attend the shareholders' meeting and to receive the dividends.

Please be informed accordingly.

Yours Sincerely,

(Ms. Prathama Phornprapha)  
Director/ Managing Director