



No. Or For.039/2013

March 20, 2013

Subject: An invitation for the 2013 Annual General Meeting of Shareholders

Dear: Shareholders,

- Enclosure:
- (1) Copy of the 2012 Minutes of the Annual General Meeting (AGM) of Shareholders
 - (2) The 2012 Annual Report and the audited financial statement and the statement of income for the year ended December 31st, 2012 (the 2012 Annual Report is made in the form of CD-ROM)
 - (3) Supporting Documents for agenda 1 to 13 and the biographies of directors who retire per term ending and will be proposed to shareholders to re-elect them for another term.
 - (4) Explanation about the shareholder registration and the document presenting before the meeting, nominees, voting, and methods to count the votes.
 - (5) The Company's Articles of Association specifically for the shareholders' meeting
 - (6) Three types of proxy forms (Form A, Form B and Form C) (Form B is recommended) with biographies of independent directors who will get the nominee right to attend the meeting on behalf of shareholders and the definition of independent directors.
 - (7) Map of venue for the 2013 AGM
 - (8) The form to request the Annual Report in paper form
 - (9) The form of shareholder registration (please bring it to the AGM)

As the 2/2013 meeting of the LH Financial Group's Board of Directors on Thursday 21st, February 2013, there was a resolution to organize the 2013 Annual General Meeting of Shareholders on Monday, April 22nd, 2013, at 1.30 pm, at Sathorn 1 and 2 Meeting Room, 4th floor, Q. House Lumpini Building, No. 1 South Sathon Road, Thungmahamek Sub-District, Sathon District, Bangkok 10120. The meeting agendas are as follows;

Agenda 1: To consider and approve the minutes of the 2012 Annual General Meeting of Shareholders
Opinion of the Board of Directors Shareholders should approve the minutes of the 2012 Annual General Meeting of Shareholders (details as in the enclosure No. 1 and No.3).

Agenda 2: To acknowledge the company's performance in 2012 and the 2012 Annual Report of the Board of Directors
Opinion of the Board of Directors Shareholders should acknowledge the company's performance in 2012 and the 2012 Annual Report proposed by the Board of Directors (details as in the enclosure No.2 and No.3).

Agenda 3: To consider and approve the statement of financial position and the statement of comprehensive income for the year ended December 31st, 2012
Opinion of the Board of Directors Shareholders should approve the statement of financial position and the statement of comprehensive income for the year ended December 31st, 2012, which were approved by the Audit Committee and inspected by the certified auditor as shown in the 2012 Annual Report (details as in the enclosure No.2 and No.3).

Agenda 4: To consider and approve the allocation of 2012 net profit as legal reserve and dividend payment and interim dividend payment
Opinion of the Board of Directors Shareholders should approve the allocation of 2012 net profit as legal reserve and dividend payment and interim dividend payment (details as in the enclosure No.3) as follows;

1. Allocate annual profit of 12,100,000 baht as legal reserve which is not less than 5% of annual net profit and pay dividend in cash for 103,322,493 baht.

2. Allocate profit by the end of February 28th, 2013, of 20,000,000 baht as legal reserve and pay interim dividend in cash for 303,392,796 baht.

Total cash dividend is 0.0333 baht per share in which the total is not exceed 406,715,289 baht. Upon dividend calculation, any decimal beyond the 2nd decimal will be discarded.

3. Indicate shareholders who are eligible for dividend payment on Monday, April 29th, 2013 and collect shareholders' name according to Article 225 of Securities and Exchange Act 1992 (Revised in 2008) by book-closing date on Tuesday, April 30th, 2013. Dividend payment will be performed on Thursday, May 16th, 2013.

Agenda 5: To consider and approve the appointment of directors to replace those who retire by term ending

Opinion of the Board of Directors Directors, excluding those who are stakeholders, agreed with the proposal of the Nomination and Remuneration Committee suggested shareholders to re-appoint three directors who are subject to retire by term ending in 2013 AGM as directors for another term because these 3 directors are qualified and have appropriate experience performance thus far. In addition, they will contribute to the Company's benefits and currently they have many responsible works.

The directors who are subject to retire by term ending in 2013 AGM and being proposed to be re-appointed as directors for another term are;

1. Mrs. Suwanna Buddhaprasart Director
 2. Mrs. Sasitorn Phongsathorn Executive Director and President
 3. Mr. Pairoj Paisansrisomsuk Executive Director and Senior Executive Vice President
- (Details as in the enclosure No.3)

Agenda 6: To consider and approve the directors' remuneration for the year 2013

Opinion of the Board of Directors The Board of Directors agreed with the proposal by the Nomination and Remuneration Committee and shareholders should approve the directors' remuneration for the year 2013 by using the same director's remuneration structure in 2012 as follows;

(Unit: baht)

Position	Directors' remuneration (per month)		Meeting Allowance (per time)							
			The Board of Directors		The Audit Committee		The Executive Directors Committee		The Nomination and Remuneration Committee	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
Chairman	50,000	50,000	25,000	25,000	25,000	25,000	20,000	20,000	20,000	20,000
Non-executive directors	40,000	40,000	20,000	20,000	20,000	20,000	15,000	15,000	15,000	15,000
Executive directors	40,000	40,000	-	-	-	-	-	-	-	-

(Details as in the enclosure No.3)

Agenda 7: To consider and approve the appointment of auditors and fix their remuneration for the year 2013

Opinion of the Board of Directors The Board of Directors agreed that the shareholders should approve the appointment of auditors and fix their remunerations approved by the Auditor

Committee. Auditors of Ernst & Young Office Limited are assigned as the Company's auditors and their remuneration are as follows;

List of auditors of Ernst & Young Office Limited are as follows;

- | | | |
|-----------------|------------|----------------------------------|
| 1. Miss Ratana | Jala | Certified Auditor No.3734 and/or |
| 2. Miss Somjai | Khunapasut | Certified Auditor No.4499 and/or |
| 3. Miss Phuphun | Charoensuk | Certified Auditor No.4950 |

The remuneration for the auditors for the year 2013 is 700,000 baht which is equal to 2012 remunerations (details as in the attachment No.3).

Agenda 8: To consider and approve the issuing and selling warrant to purchase the Company's ordinary shares Series 3 to employees of Land and Houses Bank Public Company Limited
(Details as in the enclosure No.3).

- 8.1 To consider and approve and propose the sale of warrant to purchase the Company's ordinary shares Series 3 to employees of Land and Houses Bank Public Company Limited for 600,000,000 units

Opinion of the Board of Directors The Company's Directors agreed with the proposal of the Nomination and Remuneration Committee to request the Shareholders to approve the selling of warrant to purchase the Company's ordinary shares series 3 for 600,000,000 units under to project to allocate warrants to purchase LH Financial Group Public Company Limited's ordinary shares to employees of Land and Houses Bank Public Company Limited.

- 8.2 To consider and approve the allocation of warrant to purchase the Company's ordinary shares Series 3 to the Directors who are executives of Land and Houses Bank Public Company Limited

Opinion of the Board of Directors The Company's Directors agreed with the proposal of the Nomination and Remuneration Committee to request the Shareholders to approve the allocation of warrants to purchase the Company's ordinary shares Series 3 to 2 of the Directors who are executives of Land and Houses Bank Public Company Limited as follows;

- | | | | |
|------------------|-----------------|---|------------------|
| 1. Mrs. Sasitorn | Phongsathom | Executive Director and President | 20,000,000 units |
| 2. Mr. Pairoj | Paisansrisomsuk | Executive Director
and Senior Executive Vice President | 15,000,000 units |

- 8.3 To consider and approve the reallocate of the received warrants to purchase the Company's ordinary shares Series 3

Opinion of the Board of Directors The shareholders should approve the reallocation of the received warrants to purchase the Company's ordinary shares Series 3 from allocated person.

- 8.4 To consider and approve the assignment of the Company's Directors and/or authorized person by the Company's Directors to be authorized to indicate criteria, condition, and details of allocation of warrant to purchase the Company's ordinary shares Series 3

Opinion of the Board of Directors The shareholders should approve the assignment of the Company's Directors and/or authorized person by the Company's Directors to be authorized to indicate criteria, condition, and details of allocation of warrants to purchase the Company's ordinary shares, specify duration for using warrant to purchase the Company's ordinary shares, indicate list of person who will get warrant to purchase the Company's ordinary shares, and number of shares allocated. Reallocation of received warrants is for the best achievement.

Agenda 9: To consider and approve the allocation of 407,122,411 shares to increase capital, 1 baht per share, for amount of 407,122,411 baht to offer the existing shareholders
(Details as in the enclosure No. 3)

- 9.1 To consider and approve the allocation of shares to increase capital to the existing shareholders (right offering)

Opinion of the Board of Directors The shareholders should approve the allocation of 407,122,411 shares to increase capital, 1 baht per share, in amount of 407,122,411 baht, to offer for the existing shareholders of the Company (right offering) as prorated basis for 30 of existing shares to have right to purchase 1 new share (30:1) with price offer of 1.00 baht.

The Company has made the list of shareholders, who are eligible to purchase and being allocated with ordinary shares to increase capital on Monday April 29th, 2013. In addition, the Company will collect the list of shareholders according to Article 225 of the Securities and Exchange Act, 1992 (revised in 2008) by using closing of book on Tuesday April 30th, 2013.

The Company will inform duration for purchase and payment of ordinary shares to increase capital later. In addition, the Company will send a letter notifying right to purchase ordinary shares to increase capital, information on allocation of ordinary shares to increase capital, as well as all related documents for any shareholders who are eligible to reserve right to purchase ordinary shares to increase capital. Furthermore, the Company will disclose those documents in the Company's website afterward.

- 9.2 To consider and approve the assignment of the Company's Directors and/or authorized person by the Company's Directors to be authorized to indicate criteria, condition, and details of allocation of ordinary shares to increase capital to the existing shareholders as prorate basis

Opinion of the Board of Directors The shareholders should approve the assignment of the Company's Directors or authorized person by the Company's Directors to be authorized to offer selling of those shares to increase capital in one time or multiple occasions, identification of number of share for sell in each occasion, identification of duration of reserve right to purchase and payment for shares, identification of list of person who will be allocated with shares and number of allocated shares, identification of details and methods for new allocation or allocation in case if the allocated person has not reserved right to purchase or reserved right more than right obtained, and related issues as deemed appropriate.

Agenda 10: To consider and approve the decreasing and increasing of the Company's registered share capital

(Details as in the enclosure No.3).

- 10.1 To consider and approve the decrease of the Company's registered share capital by 186,310,487 baht by cutting off registered ordinary shares not yet sold

Opinion of the Board of Directors Shareholders should approve the decrease of the Company's registered share capital by 186,310,487 baht by cutting off registered ordinary shares not yet sold for 186,310,487 shares, 1 baht per share from the previous registered share capital of 12,399,982,813 baht to 12,213,672,326 baht. This is due to the Company will increase registered share capital not in the form of shares to support modified debenture or credential paper to purchase the rest of ordinary shares. Therefore, in order to comply with legal requirement, the Company has to reduce the registered share capital first. In addition, this capital decrease must be approved from the Bank of Thailand.

- 10.2 To consider and approve the increase of the Company's registered share capital by 1,161,601,284 baht from the previous registered share capital of 12,213,672,326 baht to 13,375,273,610 baht

Opinion of the Board of Directors Shareholders should approve the increase of the Company's registered share capital 1,161,601,284 baht from the previous registered share capital of 12,213,672,326 baht to 13,375,273,610 baht by issuing new ordinary shares for 1,161,601,284 shares, 1.00 baht per share to support the following issues;

1. 136,295,844 baht by issuing ordinary shares for 136,295,844 shares, 1.00 baht per share in order to support the modification of the warrant to purchase ordinary shares Series 1 and right adjustment.

2. 18,183,029 baht by issuing ordinary shares for 18,183,029 shares, 1.00 baht per share in order to support the modification of the warrant to purchase ordinary shares Series 2 and right adjustment.

3. 407,122,411 baht by issuing ordinary shares for 407,122,411 shares, 1.00 baht per share in order to support the increase of registered share capital according to the resolution in Agenda 9.

4. 600,000,000 baht by issuing ordinary shares for 600,000,000 shares, 1.00 baht per share in order to support the modification of the warrant to purchase ordinary shares Series 3 according to the resolution in Agenda 8.

Agenda 11: To consider and approve the amendment of the Memorandum of Association, Article 4 Registered share capital to comply with the decrease/increase of Registered share capital

Opinion of the Board of Directors Shareholders should approve the amendment of Article 4 Registered share capital to comply with the registered share capital and increase of the Company's registered share capital as the resolution in Agenda 10 (details as in the enclosure No.3).

Agenda 12: To consider and approve the amendment of the Company's Objectives

Opinion of the Board of Directors Shareholders should approve the amendment of the Company's Objectives by adding addition 2 articles from the previous 13 articles to total 15 articles to complete for business operation (details as in the enclosure No.3).

Agenda 13: To acknowledge right adjustment according to the warrant to purchase the Company's ordinary shares Series 1 and Series 2

Opinion of the Board of Directors Shareholders should approve the acknowledgement of right adjustment to purchase the Company's ordinary shares Series 1 and Series 2. Right application is from previous 1 warrant per 1.0333 ordinary shares, price is 1.00 baht, to 1 warrant per 1.0437 ordinary shares, price 1 baht (details as in the enclosure No.3).

Agenda 14: To consider other issues (if any)

Opinion of the Board of Directors Shareholders will be allowed to ask questions (if any) and/or the Board of Directors will answer their questions or explain more information to shareholders without any resolution. If the shareholders are willing to open for consideration and resolution, it must meet requirement of Article 105, paragraph 2 of the Public Company Limited Act 1992.

The Company has prepared the fact sheet with reasons as useful source of information for shareholders to deploy while considering any above mentioned agenda (details as in the enclosure No.3)

The Company has made the list of shareholders, who are eligible to attend the 2013 AGM on the record date of Monday March 11st, 2013. In addition, the Company has collected the list of shareholders according to Article 225 of the Securities and Exchange Act 1992 (revised in 2008). The closing of book registry was on Tuesday March 12nd, 2013.

If any shareholder prefers to appoint a nominee to attend the meeting and vote on behalf of him/her or is willing to appoint nomination to any of the Company's independent director to attend the meeting and vote on behalf of him/her, that shareholder should fill out details in the proxy form with signature (details as in the enclosure No. 6).

Meanwhile, shareholders can study details in the invitation letter to attend the 2013 Annual General Meeting of Shareholders and the attached documents for the meeting at the company's website at www.lhfg.co.th in the investor relation category with the entity "Invitation Letter for the 2013 Annual General Meeting of Shareholders" from March 20th, 2013 onward.

The company would like to invite shareholders to attend the 2013 Annual General Meeting of Shareholders at the above mentioned time, date, and venue. The shareholder registration to attend the meeting will be opened on Monday April 22nd, 2013, from 11.30 am until the meeting time starts.

Yours Sincerely,



(Mr. Vichian Amornpoonchai)

The Company Secretary

By order of the Board of Directors

Tel. 0-2359-0000 ext 2019, 2020, 2021