

Supporting documents for the meeting's Agenda 1 :

To consider and approve the Minutes of the No.1/2017 Extraordinary General Meeting of Shareholders

Fact and Rationale

LH Financial Group Public Company Limited held the No.1/2017 Extraordinary General Meeting of Shareholders on July 12, 2017, during 1.30 p.m. to 15.32 p.m., at Sathorn 1 and 2 Meeting Room, 4th floor, Q. House Lumpini Building, No. 1 South Sathon Road, Thungmahamek, Sathon, Bangkok, as shown in the attached copy of the minutes of the 1/2017 Extraordinary General Meeting of Shareholders which has been published on the company's website (www.lhfg.co.th) under the investor relations category, shareholder information topic, shareholders' meeting subtopic. The Information for shareholders and agendas have been sent to the shareholders in advance along with the 2017 annual report and the invitation letter for the 2018 Annual General Meeting.

Opinion of the Board of Directors

The Board of Directors has considered the minutes of the 1/2017 Extraordinary General Meeting of Shareholders, which the minutes have been recorded accurately. The Board of Directors deems it appropriate to propose the Minutes of the 1/2017 Extraordinary General Meeting of Shareholders to the meeting for approval.

Voting

The resolution in this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are equal, the Chairman of the meeting can exercise his casting vote.

Supporting documents for the meeting's Agenda 2 :

To acknowledge the company's performance of the year 2017
and the 2017 annual report of the company's board of directors

Fact and Rationale

The company's performance of the year 2017 and others information about the company are included in the 2017 annual report in CD-ROM which has been sent with the invitation letter to attend the 2018 Annual General Meeting of Shareholders. In addition, the 2017 annual report has been published on the company's website (www.lhfg.co.th) under the investor relations category, the publications topic, and the annual report subtopic.

Opinion of the Board of Directors

The Board of Directors has considered the company's performance of the year 2017 as well as reports of others information about the company as disclosed in the 2017 annual report. The Board of Directors deems it appropriate to propose the shareholders to acknowledge the company's performance of the year 2017 and the 2017 annual report of the Board of Directors.

Voting

There is no vote for this agenda as it is to inform the meeting for acknowledgement only.

Supporting documents for the meeting's Agenda 3 :

**To consider and approve the statements of financial position
and the statements of comprehensive income for the year ended December 31, 2017**

Fact and Rationale

The company's and subsidiaries' statement of financial position and statement of comprehensive income for the year ended December 31, 2017 has been audited and certified by the certified auditors from EY Office Limited which is the company's auditor and has been considered by the Board of Directors and the Audit Committee. The details of such statements are shown in the 2017 annual report.

Opinion of the Board of Directors

The Board of Directors had considered the company's and subsidiaries' statement of financial position and the statements of comprehensive income for the year ended December 31, 2017. The statements of financial position and the performance had shown accurately in the essence of the financial reporting standards. The Board of Directors deems it appropriate to propose to the shareholders to approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2017 which had been audited and certified by the auditor.

Voting

The resolution in this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are equal, the Chairman of the meeting can exercise his casting vote.

Supporting documents for the meeting's Agenda 4 :

**To consider and approve the allocation of net profit for the year 2017 to be the statutory reserve
and the dividend payment**

Fact and Rationale

According to the Public Companies Act B.E. 2535 (1992) and the company's Articles of Association has determined the criteria for the allocation of profit and the dividend payment are as follows;

1. The Public Companies Act B.E. 2535 (1992)

Section 115 stipulates that "No dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid."

Section 116 stipulates that "A company must appropriate part of its annual net profits to a statutory reserve in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this statutory reserve reaches the amount of not less than ten percent of the registered capital, unless a greater amount of the statutory reserve is required by the articles of association of the company or other laws."

2. The Article 38 of the company's Articles of Association stipulates that the company must appropriate part of its annual net profits to a statutory reserve in an amount of not less than five percent of the annual net profits with the deduction there from the amount representing the accumulated loss carried forwards (if any) until this statutory reserve reaches the amount of law requirement.

Dividend Payment Policy

In considering the dividend payment policy, the company takes into account its performance and the long-term benefits of shareholders as well as the consolidated financial statement.

The performance of the year 2017, the company has a net profit for the year ended December 31, 2017 was Baht 2,603,443,475.79 in consolidated financial statements and Baht 1,675,167,202.26 in separated financial statements. The allocation of net profit as a statutory reserve of an amount not less than 5% of annual net profit for Baht 83,800,000.00 and the company also paid the interim dividend for Baht 381,883,600.00. There is net profit of Baht 1,209,483,602.26 to pay dividend. Upon consideration that the company still has enough cash flow and profit to pay dividend and comply with the company's dividend payment policy. The Board of Directors deems it appropriate to propose the shareholders to consider and approve the dividend payment as the following details;

1. The company's net profit for the year 2017 has allocated as a statutory reserve at the total amount of Baht 83,800,000.00 or at least 5% of net profit of the year. However, the net profit had been allocated as a statutory reserve at the amount of Baht 28,300,000.00, this time the company has to allocate the net profit as an additional statutory reserve at the amount of Baht 55,500,000.00.

2. The company paid a cash dividend at Baht 0.03 per share, at the total amount of Baht 635,509,900.00. The calculation of the dividend payment, fraction shall be rounded down at the second decimal point.

The company has determined the names of shareholders who have right to receive the dividend payment (Record Date) will be on May 2, 2018 and the dividend payment will be paid on May 18, 2018.

Table: The calculation of the dividend payment for the year 2017 and 2016

Details of Dividend Payment	Year 2017	Year 2016
The number of share (Shares)	21,183,660.594	13,638,699,252
Net Profit - Consolidated Financial Statements (Baht)	2,603,443,475.79	2,696,437,460.95
Net Profit - Separated Financial Statement (Baht)	1,675,167,202.26	1,007,479,421.80
(Deduction) 5% net profit allocation as statutory reserve (Baht)	83,800,000.00	50,400,000.00
Reserved net profit	28,300,000.00	-
additional reserved net profit	55,500,000.00	-
Net profit available to pay dividend (Baht)	1,591,367,202.26	957,079,421.80
Deduction - Interim Dividend Payment	381,883,600.00	-
Net profit available to pay dividend (Baht)	1,209,483,602.26	957,079,421.80
Cash dividend payment (Baht)	635,509,900.00	-

Details of Dividend Payment	Year 2017	Year 2016
Total cash dividend payment (Baht)	1,017,393,500.00	709,212,400.00
Cash interim dividend payment (Baht : Share) ^{/1}	0.028	-
Cash dividend payment (Baht : Share) ^{/2}	0.030	0.052
Dividend payout ratio to net profit (%)	60.73	70.39

Note - Individual shareholder could request for dividend tax credit from the bank's corporate income tax payment at 20%

- ^{/1} Paid the interim dividend to shareholders at the amount of Baht 13,638,699,252 shares

- ^{/2} Paid the interim dividend to shareholders at the amount of Baht 21,183,660,594 shares

Opinion of the Board of Directors

The Board of Directors had considered the allocation of net profit of the year 2017 to the statutory reserve. The Board of Directors deems it appropriate to propose the shareholders to approve the allocation of net profit of the year 2017 to statutory reserve and the dividend payment that the company had sufficient net profit to pay the dividend and comply with the company's dividend payment policy.

Voting

The resolution in this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are equal, the Chairman of the meeting can exercise his casting vote.

Supporting documents for the meeting's Agenda 5 :

To consider and approve the election of directors to replace those who are retired by rotation

Fact and Rationale

The company's Articles of Association, first paragraph of article 25, states that "At every annual ordinary meeting, the one-third (1/3) of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall vacate." And the second paragraph of article 25, states that "A director who vacates under this section may be re-elected."

In 2018 Annual General Meeting, there are 3 directors who are retired by rotation as follows:

1. Mr. Rutt Phanijphand Chairman
2. Mr. Adul Vinaiphat Independent Director,
Chairman of the Audit Committee
Chairman of the Corporate Governance Committee
Chairman of the Nomination and Remuneration Committee
3. Asso.Prof.Dr. Supriya Kuandachakupt Independent Director,
Member of the Audit Committee
Member of the Corporate Governance Committee
Member of the Nomination and Remuneration Committee

Directors Nomination Process

1. The company had given the opportunity to the minority shareholders to nominate persons to be considered for election as director. However, no shareholder proposed any matter to be considered.

2. The Nomination and Remuneration Committee shall select and screen persons with proper qualifications, knowledge, experiences in various fields, adequate understanding in the area of banking, finance, economics, laws, etc., taking into consideration of organization requirements and good corporate governance. The directors shall have full qualifications as the company's board of directors and the independent directors required by laws and the company's Articles of Association.

However, the nomination and remuneration committee will propose the persons to the company's Board of Directors for considering before proposing the shareholders' meeting for approval.

Opinion of the Board of Directors

The Board of Directors, excluding the directors who have a conflict of interest in this matter agreed with the proposal of the Nomination and Remuneration Committee and the board agreed to the shareholders re-appoint all the three directors retiring in the 2018 Annual General Meeting as directors for another term because they have appropriate qualifications, experiences and good performance that beneficial to the company and also responsible for many tasks. In addition, the 3 directors have qualified as the company's director according to related law and the company's Article of Association.

In addition, the company has attached the biographies of directors, who are retired by rotation and will be proposed to shareholders to re-elect them for another term, the details as in the enclosure No. 3 which sent with this invitation.

Voting

The resolution in this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are equal, the Chairman of the meeting can exercise his casting vote.

Supporting documents for the meeting's Agenda 6 :

To consider and approve 2 new directors as the additional directors

Fact and Rationale

For supporting the expansion of the company and LH Financial Group financial business group, it is appropriated to appoint 2 additional directors. Presently, The Board of directors, consists of 9 directors, will be increased to 11 directors. The Nomination and Remuneration Committee has nominated the qualified persons to be elected as the company's directors and their names are as follows;

- | | | | |
|----|------------|---------------|----------------------|
| 1. | Mr. Li | Ming-Shieh | Director |
| 2. | Mr. Pradit | Sawattananond | Independent Director |

It is considered that their knowledge, abilities and experience can benefit to work for the company, and they also have the appropriate company director and/or independent director's qualifications completely as required by law and the company's Articles of Association.

Opinion of the Board of Directors

The Board of Directors consented to appoint 2 additional directors. Presently, the Board of Directors consists of 9 directors, will be increased to 11 directors for supporting the expansion of the company and the financial group and considered with the proposal of the Nomination and Remuneration Committee in the nomination of the qualified persons to be elected as the directors and agreed to propose the shareholders' meeting to appoint 2 additional directors as follow;

- | | | | |
|----|------------|---------------|----------------------|
| 1. | Mr. Li | Ming-Shieh | Director |
| 2. | Mr. Pradit | Sawattananond | Independent Director |

In addition, the company has attached the biographies of the directors will be proposed to shareholder to appoint for consideration, the details as in the enclosure No. 3 which sent with this invitation.

Voting

The resolution in this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are equal, the Chairman of the meeting can exercise his casting vote.

Supporting documents for the meeting's Agenda 7 :

To consider and approve the directors' remuneration for the year 2018

Fact and Rationale

According to the Public Companies Act B.E. 2535 (1992), the first paragraph of section 90 states that "A company shall not pay money or give any other property to directors unless it is the payment of remuneration under the articles of association of the company." The second paragraph states that "In the case where it is not specified in the articles of association, payment of remuneration under paragraph one shall be in accordance with resolutions of meetings of shareholders with the votes of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting."

According to the Articles of Association of the company, the first paragraph of article 36 states that "Remunerations and bonus of directors shall be in accordance with those specified by the meeting of shareholders". The second paragraph states that "Director entitled to received remuneration from the company in form of bonus, meeting allowance, pension, or other benefits in any form, stipulated in the Article of Association or under consideration of the meeting of shareholders, which shall be fixed determined, or be under criteria to be determined from time to time, or be permanently determine unless be changed, together with allowances and welfares according to the company's regulations."

Determination of the director's remuneration guidelines

Determination of the director's remuneration, the Nomination and Remuneration Committee shall consider based on working experiences, knowledge, abilities, intention, dedication, and various benefits that each director has contributed to the company, comparing with those of other companies in the same industry and similar business size listed on the Stock Exchange of Thailand.

The Nomination and Remuneration Committee shall consider the appropriateness of remuneration prior to propose the Board of Directors for preliminary approval prior to seeking shareholder approval which the remuneration shall pass considering respectively to avoid the conflicts of interest and transparency.

In compliance with the obligations and responsibilities of the Board of Directors in overseeing the operation of the company with regard to the highest interest of the company and its shareholders, the Board of Directors has considered accompany with the proposal of the Nomination and Remuneration Committee, and approved the directors' remuneration in 2018 as follows:

1. The directors' remuneration for the year 2018

Table: A comparison of the directors' remuneration for the year 2018 and the year 2017

(Unit : Baht)

Position	The directors' remuneration (per month)		Meeting Allowance (per time)									
			The Board of Directors		The Audit Committee		The Corporate Governance Committee		The Nomination and Remuneration Committee		Other Committees*	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Chairman	60,000	60,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	-
Non-Executive Directors	40,000	40,000	25,000	25,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	-
Executive Directors	40,000	40,000	-	-	-	-	-	-	-	-	-	-

Note: *Other Sub - Committees refer to the committee which the official agencies determine to have or should have or depend on necessity of the Board of Directors.

2. The directors' gratuity for the year 2018

The company's Board of Directors played a key role in supporting policies, problem solving and decision-making are important for the company together with management team as a result, the company has continuously the good performance and good image. The company's board of directors has determined the gratuity to directors with the amount not more than Baht 10,000,000 which appropriate with duties, responsibilities and workload. In addition, the allocation was considered under the appropriate discretion of the company's board of directors.

Table: A comparison of the directors' gratuity for the year 2018 and the year 2017

(Unit : Baht)

The Directors' Gratuity	
2018	2017
10,000,000	7,000,000

3. Others remuneration (non-cash)

- None -

Opinion of the Board of Directors

The Board of Directors has considered accompany with the proposal of the Nomination and Remuneration Committee, deems it appropriate to propose to the Shareholders to approve the directors' remuneration for the year 2018 as details shown above with agreed the director's gratuity had an appropriate and comply with their duties and responsibilities.

Voting

The resolution in this agenda requires a vote of no less than two-thirds (2/3) of the total number of votes of the shareholders who attend the meeting and cast their votes.

All directors who have direct conflict of interest then they will refrain from voting this agenda. Thus, the director, who is appointed as a proxy of shareholder, is therefore entitled to vote in this agenda on behalf of shareholder as usual, except the shareholder specifying a different opinion in the proxy form.

Supporting documents for the meeting's Agenda 8 :

To consider and approve the appointment of the auditors and fix the audit fee for the year 2018

Fact and Rationale

The Public Companies Act B.E. 2535 (1992) and the company's Articles of Association has determined the criteria to appoint the company's auditors and to determine the audit fee as follows;

The section 120 states that "At an annual ordinary meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed."

The section 121 specifies that "The auditor must not be a director, member, employee or a person holding any office of the company."

According to the company's Articles of Association, the first paragraph of articles 40, states that "Auditors shall be appointed by the annual ordinary meeting of shareholders of every year. In appointing the auditor, the former auditor may be re-appointed. Provided this shall be complied with that rules and regulations of the Bank of Thailand or other relevant governmental agencies". The second paragraph indicates that "The remuneration of the auditor shall be determined by the meeting of shareholders". The third paragraph specifies that "Director, staff, employee or person holding any position or having any duty in the company shall not be elected as the company's auditor."

The Board of Directors has proposed to appoint the auditors from EY Office Limited to be the auditors of the company for the year 2018, the name of the certified auditors are as follows;

1. Miss Ratana Jala C.P.A. Registration No. 3734 ,
has been appointed as the auditor since 2009
and/or
2. Miss Somjai Khunapasut C.P.A. Registration No. 4499 ,
has been appointed as the auditor since 2013
and/or
3. Miss Rachada Yongsawadvanich C.P.A. Registration No. 4951,
has been appointed as the auditor since 2015

In case, the auditors could not perform their duties, EY Office Limited shall provide other auditors to examine and express opinions to the company's financial statement substitute for them.

These 3 auditors have no relationship and/or have some conflict of interest with the company/ subsidiaries/executives/major shareholders or those who related to them.

The auditors from EY Office Limited have been appointed to be the company's auditor for 9 consecutive years. In addition, the auditors of EY Office Limited are the auditors of the company's subsidiaries.

- Fix the audit fee for the year 2018 at Baht 880,000, increased by Baht 30,000 or up to 3.53% from the year 2017.

Table: A comparison of audit fees for the year 2018 and 2017

Scope of Work	Audit Fee (Baht)		Changes Increase (Decrease)	
	2018	2017	Amount (Baht)	(%)
1. Fee for reviewing				
- The 1 st quarter ended 31 March	130,000	130,000	-	-
- The 3 rd quarter ended 30 September	130,000	130,000	-	-
2. Fee for auditing				
- The six-month period ended 30 June	310,000	295,000	15,000	5.08
- The fiscal year ended 31 December	310,000	295,000	15,000	5.08
Total	880,000	850,000	30,000	3.53

Opinion of the Board of Directors

The Board of Directors has considered accompany with the proposal of the Audit Committee, deems it appropriate to propose the shareholders to approve the appointment of the auditors of EY Office Limited as the company's auditor and fix the audit fee for the year 2018 at the amount of Baht 880,000 which has been approved by the Audit Committee. The auditors from EY Office Limited has been selected to be the auditors due to those auditors have a good work standard, independent working and perform the duties with responsibility, including they can review and audit the financial statement timely and the auditor's remuneration appropriates with the scope of the audit.

Voting

The resolution in this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are equal, the Chairman of the meeting can exercise his casting vote.

Supporting documents for the meeting's Agenda 9 :

To consider and approve the issuing and offering the short term and long term debt instruments in bill of exchange and/or debentures with a total value of not exceeding Baht 5,000 million

Fact and Rationale

To support the expansion of the company business, the company purposes to issue and offer the short- term and/or Long- term debt instruments bill of exchange and/or debenture in the total amount not exceeding Baht 5,000 million for a term not exceeding 10 years 6 months as the following details;

Issuer	LH Financial Group Public Company Limited
Type of Debt Instruments	Short term and/or long term debt instruments in bill of exchange and/or debentures in secured or unsecured, subordinated or unsubordinated, with or without a debenture holder's representative (in case of debentures).
Objective	Use as the company's working capital in business operation
Total amount	Baht 5,000 million
Currency	Thai Baht
Coupon Rate	Depend on market condition
Term of Debt Instrument	Not exceeding 10 years 6 months after date of issue
Offering Method	For private placement and/or local institutional investors and/or high net worth and/or public offering, partial offing for specific service or mixed of series on concurrent in accordance with a notification of the Securities and Exchange Commission and/or the Notification of the Capital Markets Supervisory Board and/or other rules and regulations which related to and enter into force at the time of issuing and offering of the debt instruments.

The Chief Executive Officer and / or President had authorized to determine conditions, rules, limitation and necessary details which related to an issuing and offering such as coupon rate, offering period, offering amount, term of debt Instruments, principle repayment method and allocation method etc., including any operation necessary for the achievement of issuing and offering of short-term and/or long-term debt instruments in bill of exchange and / or debentures in bill of exchange and/or debentures.

Opinion of the Board of Directors

The Board of Directors deems it appropriate to propose the shareholders to approve the issuing and offering of the short- term and/or Long- term debt instruments as bill of exchange and/or debenture in the total amount not exceeding 5,000 million Baht

Voting

The resolution in this agenda requires a vote of no less than third-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and cast their votes.

Supporting documents for the meeting's Agenda 10 :

To acknowledge interim dividend payment

Fact and Rationale

With reference to the occasion that the company entered into the Share Subscription Agreement with CTBC Bank on June 8, 2016, formerly, the company planned to complete the transaction within December 2016 and the duration had been expanded. In addition the process had been completed on July, 2017. For this reason, to sustain minor shareholders who invested in the company's securities for about half year to gain the investment return before the new investor becomes the company's shareholders. And a net profit of the first half year or as of June 30, 2017 from the consolidated financial statement at the amount of Baht 1,203,129,860.21 and there are the net profit of the separate financial statements at the amount of Baht 565,386,668.40. It is considered that the company's cash flow and net profit are adequate to pay the dividend conform to the company's dividend payment policy. The company has allocated half-year net profit ended on June 30, 2017 from the separate financial statements for the statutory reserve and the dividend payment as the following details;

1. Allocated a net profit of the first half year or as of June 30, 2017 for statutory reserve at the amount of Baht 28,300,000.00 or not less than 5% of net profit.
2. Paid the interim dividend in cash on August 10, 2017 at Baht 0.028 per share at the amount of Baht 381,883,600.00

Table of the calculation of the first half year's interim payment as of June 30, 2017

Details of the interim dividend payment	
The number of share (Shares)	13,638,699,252
Net Profit - Consolidated Financial Statements (Baht)	1,203,129,860.21
Net Profit - Separated Financial Statement (Baht)	565,386,668.40
<u>(Deduction)</u> 5% net profit allocation as statutory reserve (Baht)	28,300,000.00
Net profit available to pay dividend (Baht)	537,086,668.40
Cash dividend payment (Baht)	381,883,600.00
Cash interim dividend payment (Baht : Share)	0.028

Opinion of the Board of Directors

The Board of Directors deems it appropriate to propose the shareholders to acknowledge the interim dividend payment.

Voting

There is no vote for this agenda as it is to inform the meeting for acknowledgement only.

Supporting documents for the meeting's Agenda 11 :

To acknowledge the changing of the company's stock symbol for securities trading in the Stock Exchange of Thailand from "LHBANK" to "LHFG"

Fact and Rationale

With reference to the company's stock symbol "LHBANK" which had been registered for securities trading in the Stock Exchange of Thailand since May 10, 2011, at present the company purposes to change its symbol from "LHBANK" to "LHFG" to comply with the business expansion and the legibility in using the symbol comply with the company's name LH Financial Group Public Company Limited.

Opinion of the Board of Directors

The Board of Directors deems it appropriate to propose shareholders to acknowledge the changing of the company's stock symbol for securities trading in the Stock Exchange of Thailand from "LHBANK" to "LHFG" which effective from April 24, 2018 onward.

Voting

There is no vote for this agenda as it is to inform the meeting for acknowledgement only.

The biographies of directors who retired by rotation
and will be proposed to shareholders to re-elect them for another term



Name: Mr. Rutt Phanijphand

Position: Chairman

Age: (Years) 70

Education:

- M.S. in Business Ad., Fort Hays Kansas State University, USA
- B.S., Kasetsart University
- National Defense College Class 388
- Director Accreditation Program (DAP) 4/2003: IOD
- Director Certification Program (DCP) 61/2005: IOD
- Financial Institutions Governance Program (FGP) 1/2010: IOD
- Corporate Governance For Capital Market Intermediaries Program (CGI) 14/2016 : IOD

Number of direct holding of shares: - None

Number of indirect holding of shares: - None

Relationship with executives: - None

Work experiences in the past 5 years

❖ **Current Position in 3 Listed Companies**

<i>Period</i>	<i>Position</i>	<i>Organization/Company</i>
Jun. 2017 - Present	Chairman	LH Financial Group PLC
Apr. 2009 - Present	Director	
Apr. 2009 - Jun. 2017	Chairman of the Executive Committee	
Apr. 2016 - Present	Vice Chairman	Banpu PLC
Apr. 2014 - Present	Member of the Audit Committee	
May 2005 - Present	Chairman of the Compensation Committee	
Apr. 2005 - Present	Independent Director	
Jun. 2007 - Present	Executive Director	Home Product Center PLC
Mar. 2007 - Present	Chairman of the Compensation Committee	
Dec. 2001 - Present	Director	
Aug. 2001 - Dec. 2014	Chief Executive Officer and President	Quality Houses PLC
Oct. 2006 - Apr. 2009	Independent Director and Member of the Audit Committee	IRPC PLC
Feb. - Dec. 2005	Director	Dhipaya Insurance PLC
May 2004 - Dec. 2005	Executive Director	Krung Thai Bank PLC
Apr. 2003 - Apr. 2004	Member of the Audit Committee	

The biographies of directors who retired by rotation
and will be proposed to shareholders to re-elect them for another term

❖ Current Position in 3 Non-Listed Companies

Period	Position	Organization/Company
Jun. 2017 - Present	Chairman	Land and Houses Bank PLC
Dec. 2005 - Present	Director	
Dec. 2005 - Jun. 2017	Chairman of the Executive Committee	
Dec. 2013 - Present	Chairman	Land and Houses Securities PLC
Oct. 2010 - Present	Chairman	Land and Houses Fund Management Co., Ltd.
Jan. 2003 - Dec. 2014	Director	QH Management Co., Ltd.
Aug. 2001 - Dec. 2014	Director	QH International Co., Ltd.
2006 - 2008	Director	Kasetsart University Council
2002 - 2008	Chairman	The Activities Promotion Committee, Kasetsart University
Aug. 2001 - Dec. 2009	Director	Centerpoint Management Co., Ltd.
2000 - 2005	Chairman	United Advisory service Co., Ltd.

➤ Holding the positions in other companies that may cause a conflict of interest or may have a business competition with the company

- None -

➤ Conflict of interest

Having no conflict of interest in any agenda to be proposed at the 2018 Annual General Meeting of Shareholders except;

1. To consider and approve the election of directors to replace those who are retired by rotation, in agenda 5.
2. To consider and approve the directors' remuneration for the year 2018, in agenda 7.

➤ Term and years serve as director

Taking a position of director for 3 terms or being directorship for 9 years from 2009 to present and retiring by rotation in 2018.

➤ Meeting attendance records of the board of directors and the sub-committees in 2017

The Committee	2017		
	The Number of Meetings	The Number of Meeting Attendance	The Proportion of Meeting Attendance
1. The Board of Directors	15	15	100.00

Note: Mr. Rutt Phanijphand has been appointed to be the director on April 22, 2009.

The biographies of directors who retired by rotation
and will be proposed to shareholders to re-elect them for another term



Name: Mr. Adul Vinaiphat

Position: Independent Director
Member of the Audit Committee
Member of the Corporate Governance Committee
Chairman of the Nomination and Remuneration Committee

Age: (Years) 71

Education:

- Master of Arts (Economics), University of Texas at Austin, USA
- Bachelor of Economics, Thammasat University
- Senior Administrator Course, Office of the Civil Service Commission
- National Defense College Class 388
- Capital Market Academy Leadership Program, CMA 14
- Director Certification Program (DCP) 25/2002 : IOD
- Audit Committee Program (ACP) 7/2005 : IOD
- Role of the Compensation Committee (RCC) 2/2007 : IOD
- Financial Institutions Governance Program (FGP) 1/2010 : IOD

Number of direct holding of shares: - None

Number of indirect holding of shares: - None

Relationship with executives: - None

Work experiences in the past 5 years

❖ **Current Position in 2 Listed Company**

Period	Position	Organization/Company
Aug. 2017 - Present	Chairman of the Audit Committee	LH Financial Group PLC
Feb. 2013 - Present	Chairman of the Corporate Governance	
Apr. 2009 - Present	Independent Director And Chairman of the Nomination and Remuneration Committee	
Apr. 2009 - Aug. 2017	Committee Member of the Audit Committee	
May 2010 - Present	Director	The Thai Packaging and Printing PLC
Jan. 2012 - Apr. 2016	Chairman of the Executive Committee	
May 2015 - Apr. 2017	Consultant	Quality Houses PLC
Dec. 2010 - Apr. 2015	Member of the Nomination and Remuneration Committee	
Jul. 2008 - Apr. 2015	Chairman of the Audit Committee	
Aug. 2001 - Apr. 2015	Independent director	
Jul. 2008 - Dec. 2010	Chairman of the Nominating and Remuneration Committee	
Aug. - Dec. 2005	Member of the Audit Committee	Book Club Finance PLC

The biographies of directors who retired by rotation
and will be proposed to shareholders to re-elect them for another term

❖ **Current Position in 5 Non-Listed Companies**

<i>Period</i>	<i>Position</i>	<i>Organization/Company</i>
Feb. 2013 - 1 Feb. 2018	Member of the Corporate Governance Committee	Land and Houses Bank PLC
Dec. 2017 - 1 Feb. 2018	Independent Director, Member of the Audit Committee, Chairman of the Nomination and Remuneration Committee	
Jul. 2016 - Present	Independent Director and Chairman of the Audit Committee	Land and Houses Fund Management Co., Ltd
Apr. 2009 - Present	Director and Chairman of the Executive Committee	Evergreen Plus Co., Ltd.
2007 - Present	Director	I.G.S. PLC
2002 - Present	Director	The Thai Tapioca Development Institute Foundation
2002 - 2014	Vice President	(TTDI)
Oct. 2014 - Jun. 2015	Independent Director and Chairman of the Audit Committee	Land and Houses Securities PLC
2008 - Oct. 2013	Director	The Tapioca Development Institute (Huay Bong)
Mar. - Jul. 2010	Director	Thai Airline Holding Co., Ltd.
2005 - Dec. 2009	Director	Smart Collector Co., Ltd.
Jun. 2004 - Dec. 2005	Independent Director and Member of the Audit Committee	Land and Houses Credit Foncier PLC
2003 - 2008	Director	The Activities Promotion Committee, Kasetsart University
2002 - 2007	Chief Executive Officer and President	Panjapol Paper Industry Co., Ltd.
2002 - 2007	Chief Executive Officer and President	Panjapol Pulp Industry PLC

➤ **Holding the positions in other companies that may cause a conflict of interest or may have a business competition with the company**

- None -

➤ **Conflict of interest**

Having no conflict of interest in any agenda to be proposed at the 2018 Annual General Meeting of Shareholders except;

1. To consider and approve the election of directors to replace those who are retired by rotation, in agenda 5.
2. To consider and approve the directors' remuneration for the year 2018, in agenda 7.

The biographies of directors who retired by rotation
and will be proposed to shareholders to re-elect them for another term

➤ **Relationship of independent directors**

- The relationship with the company / the core company / the subsidiaries / the associate company or the corporation that has some conflict of interest in the present or 2 years ago. The details are as follows;

1. The independent director must not participate in the management or being the employees or consultant that receives a salary.
2. The independent director must not to being the professional service provider.
3. The independent director had no significant business relationship that may affect the ability to perform the duties independently.

➤ **Term and years serve as director**

Taking a position of director for 3 terms or being directorship for 9 years from 2009 to present and retiring by rotation in 2018.

➤ **Meeting attendance records of the board of directors and the sub-committees in 2017**

The Committee	2017		
	The Number of Meetings	The Number of Meeting Attendance	The Proportion of Meeting Attendance
1. The Board of Directors	15	15	100.00
2. The Audit Committee	15	14	93.00
3. The Corporate Governance Committee	5	5	100.00
4. The Nomination and Remuneration Committee	4	4	100.00

Note: Mr. Adul Vinaiphat has been appointed to be the director on April 22, 2009.

The biographies of directors who retired by rotation
and will be proposed to shareholders to re-elect them for another term



Name: Asso.Prof.Dr.Supriya Kuandachakupt

Position: Independent Director
Member of the Audit Committee
Member of the Corporate Governance Committee
Member of the Nomination and Remuneration Committee

Age: (Years) 64

Education:

- Doctor of Philosophy in Economics, University of Hawaii, USA
- Master of Arts (Economics) (English Program), Thammasat University
- Bachelor of Economics, University of Tasmania, Australia
- Corporate Governance Program for Directors and Senior Executives of State Enterprises and Public Organizations (Class 7) : Public Director institute, King Prajadhipok's Institute
- Director Accreditation Program (DAP) 56/2006 : IOD
- Director Certification Program (DCP) 97/2007 : IOD
- Financial Statements for Directors (FSD) 10/2010 : IOD
- Audit Committee Effectiveness Program (ACE) 2555 : IOD
- How to Develop a Risk Management Plan (HRP) 4/2013 : IOD
- Chartered Director Class 9/2015 : IOD
- Corporate Governance for Capital Market Intermediaries (CGI) 7/2015 : IOD

Number of direct holding of shares:

Number of indirect holding of shares:

Relationship with executives:

Work experiences in the past 5 years:

❖ **Current Position in 2 Listed Companies**

Period	Position	Organization/Company
Aug. 2017 - Present	Independent Director Member of the Audit Committee Member of the Corporate Governance Committee Member of the Nomination and Remuneration Committee	LH Financial Group PLC
2006 - Present	Independent Director Member of the Audit Committee	Asia Sermkij Leasing PLC

❖ **Current Position in 4 Non-Listed Companies**

Period	Position	Organization/Company
Aug. 2017 - Present	Independent Director Member of the Audit Committee Member of the Corporate Governance Committee Member of the Nomination and Remuneration Committee	Land and Houses Bank PLC
2013 - Present 1986 - Present	Special Senior Fellows, Faculty of Economics Associate Professor, Economics Department, Faculty of Economics	Kasetsart University
2012 - 2013	Chairman of Board of Operation Director, Entrepreneurial Economics Bachelor of Administration (EEBA) International Program, Kasetsart University	
2007 - 2013	Chairman of the Business Economics, Faculty of Economics	
2000 - 2004	Dean, Faculty of Economics	
2001 - 2003	Director, Kasetsart University Council	
2012 - Present	Advisor	Destination Resorts Company Limited
2002 - Present	Director	P.A.K. Supply Co., Ltd.
2010 - 2012	Director	The Government Lottery Office
2004 - 2006	Advisor's Director of the Fiscal Policy Office	Fiscal Policy Office

The biographies of directors who retired by rotation
and will be proposed to shareholders to re-elect them for another term

- Holding the positions in other companies that may cause a conflict of interest or may have a business competition with the company

- None -

- Conflict of interest

Having no conflict of interest in any agenda to be proposed at the 2018 Annual General Meeting of Shareholders except;

1. To consider and approve the election of directors to replace those who are retired by rotation, in agenda 5.
2. To consider and approve the directors' remuneration for the year 2018, in agenda 7.

- Relationship of independent directors

- The relationship with the company / the core company / the subsidiaries / the associate company or the corporation that has some conflict of interest in the present or 2 years ago. The details are as follows;

1. The independent director must not participate in the management or being the employees or consultant that receives a salary.
2. The independent director must not to being the professional service provider.
3. The independent director had no significant business relationship that may affect the ability to perform the duties independently.

- Term and years serve as director

Taking a position of director for 1 term from 2017 to present and retiring by rotation in 2018.

- Meeting attendance records of the board of directors and the sub-committees in 2017

The Committee	2017		
	The Number of Meetings	The Number of Meeting Attendance	The Proportion of Meeting Attendance
1. The Board of Directors	15	5 (From 6 times)	83.33
2. The Audit Committee	15	5 (From 5 times)	100.00
3. The Corporate Governance Committee	5	1 (From 1 time)	100.00
4. The Nomination and Remuneration Committee	4	1 (From 1 time)	100.00

Note: Asso.Prof.Dr.Supriya Kuandachakupt has been appointed to be the independent director, the member of the Audit Committee, the member of the Nomination and Remuneration Committee, and the member of the Corporate Governance Committee on August 1, 2017 replaced Mr.Somsak Asavapokee resigned which Asso.Prof. Dr.Supriya has attended the Board of Directors meeting No. 10/2018 on August 21, 2017, Audit Committee meeting No.11/2018 on August 17, 2017, the Nomination and Remuneration Committee meeting No.4/2017 on December 8, 2017 and the Corporate Governance Committee meeting No.5/2017 on November 9, 2017

The biographies of directors who will be proposed to shareholders as the additional director



Name: Mr. Li, Ming-Shieh
Position: Director
Age: (Years) 61
Education:

- Bachelor of Arts in Economics, National Taiwan University, Taiwan
- Kaohsiung Municipal Kaohsiung Senior High School

Number of direct holding of shares: - None

Number of indirect holding of shares: - None

Relationship with executives: - None

Work experiences in the past 5 years

❖ **Current Position in 1 Listed Company**

Period	Position	Organization/Company
-	-	-

❖ **Current Position in 4 Non-Listed Companies**

Period	Position	Organization/Company
2017 - present	Chairman	CTBC Bank Corp. (USA)
2017 - present	Chairman	CTBC Capital Corp.
2016 - present	Vice Chairman	CTBC Bank Co., Ltd.
2010 - 2016	President and Executive Director	China Guanfa Bank
2005 - 2010	Country Officer	Citigroup Taiwan
2005 - 2010	Chairman	Citi Bank Taiwan Ltd.
2005 - 2010	Country Treasurer	
2005 - 2010	Head of Sales and Trading for Taiwan	
2000 - 2003	Senior Executive Vice President	Chinatrust Commercial Bank

➤ **Holding the positions in other companies that may cause a conflict of interest or may have a business competition with the company**

- None -

➤ **Conflict of interest**

- None -

➤ **Term and years serve as director**

- None -

Due to the director has not been approved as the director from the 2018 Annual General Meeting of Shareholders.

➤ **Meeting attendance records of the board of directors and the sub-committee in 2017**

- None -

Due to the director has not been approved as the director from the 2018 Annual General Meeting of Shareholders.

The biographies of directors who will be proposed to shareholders as the additional director



Name: Mr. Pradit Sawattananond
Position: Independent Director
Age: (Years) 68
Education:

- MBA, Central State University, USA
- Director Certification Program (DCP) 3/2000 : IOD
- Audit Committee Program 3/2004
- Chief Financial Officer Certification Program 1/2004
- Improving the Quality of Financial Reporting Program 4/2006
- Monitoring the Quality of Financial Reporting Program 5/2550
- Monitoring the Internal Audit Function Program 5/2008
- Monitoring the System of Internal Control and Risk Management Program 2/2008
- Role of the Compensation Committee Program 6/2008
- Advance Audit Committee Program 13/2013
- How to Develop a Risk Management Plan (HRP) 4/2013
- Corporate Governance for Capital Market Intermediary Program 1/2014

Number of direct holding of shares: - None
Number of indirect holding of shares: - None
Relationship with executives: - None

Work experiences in the past 5 years:

❖ Current Position in 4 Listed Companies

Period	Position	Organization/Company
2004 - Present	Chairman of the Audit Committee Independent Director	Asia Sermkij Leasing PLC
2015 - Present	Chairman of the Audit Committee Independent Director	Nusasiri PLC
2004 - Present	Member of the Audit Committee Independent Director	Thai Film Industries PLC
2000 - Present	Member of the Audit Committee Independent Director	KGI Securities (Thailand) PLC

❖ None Current Position in Non-Listed Companies

Period	Position	Organization/Company
2005 - 2006	Advisor to the Committee on Economic Development	The House of Representatives
2005 - 2006	Academic to the Committee on Monetary, Finance, Banking and Financial Institutions	
2005 - 2006	Director	Thailand Securities Depository Co., Ltd.

The biographies of directors who will be proposed to shareholders as the additional director

➤ Holding the positions in other companies that may cause a conflict of interest or may have a business competition with the company

- None -

➤ Conflict of interest

- None -

➤ Relationship of independent directors

- The relationship with the company / the core company / the subsidiaries / the associate company or the corporation that has some conflict of interest in the present or 2 years ago. The details are as follows;

1. The independent director must not participate in the management or being the employees or consultant that receives a salary.

2. The independent director must not to being the professional service provider.

3. The independent director had no significant business relationship that may affect the ability to perform the duties independently.

➤ Term and years serve as director

- None –

Due to the director has not been approved as the director from the 2018 Annual General Meeting of Shareholders.

➤ Meeting attendance records of the board of directors and the sub-committee in 2017

- None -

Due to the director has not been approved as the director from the 2018 Annual General Meeting of Shareholders.