



LH FINANCIAL GROUP PUBLIC COMPANY LIMITED

Invitation Letter

The 2018 Annual General Meeting of Shareholders

Monday 23rd, April 2018 at 1.30 p.m.

At Sathon 1 and 2 Meeting Room, 4th floor, Q. House Lumpini Building,
No. 1 South Sathon Road, Thungmahamek, Sathon, Bangkok 10120

LH BANK

LH Fund

LH Securities

LH Advisory

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Any inquiries, please contact: The company secretary

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No. Or For.029/2018

March 12, 2018

Subject: An Invitation for the 2018 Annual General Meeting of Shareholders

Dear: Shareholders,

- Enclosures:
- (1) A copy of the minutes of the No. 1/2017 Extraordinary General Meeting of Shareholders
 - (2) The 2017 annual report and the copy of the statements of financial position and the statements of comprehensive income for the year ended 31 December 2017 (appears in the 2017 annual report in CD-ROM format)
 - (3) Supporting documents for the meeting agenda 1 to 11 and the biographies of directors who will be proposed to shareholders to elect them as the directors
 - (4) Explanation of the shareholder registration and presentation of documents before attending the meeting, proxies, voting, and method of counting votes
 - (5) The company's Articles of Association specifically relating to the shareholders' meeting
 - (6) Three types of proxy forms (Form A, Form B, and Form C) (Form B is recommended) with the biographies of independent directors who will be the proxy to attend the meeting on behalf of shareholders and the definition of independent directors
 - (7) Map of venue for the 2018 Annual General Meeting of Shareholders
 - (8) The paper annual report request form
 - (9) The registration form (must bring this document to the meeting)

With reference to No. 2/2018 of the LH Financial Group Public Company Limited's Board of Directors meeting held on Wednesday, February 21, 2018, there was a resolution to hold the 2018 Annual General Meeting of Shareholders on Monday, April 23, 2018, 1.30 p.m. at Sathorn 1 and 2 Meeting Room, 4th floor, Q. House Lumpini Building, No. 1 South Sathon Road, Thungmahamek, Sathon, Bangkok 10120.

During October 1, 2017 to December 31, 2017, the company had given the opportunity to the minority shareholders to propose the important and beneficial matters via the company's website. The company had also disseminated the information via the Stock Exchange of Thailand's channels since September 26, 2017 onwards. The matters shall be considered as the agendas for the 2018 Annual General Meeting of Shareholders as follows;

1. To propose the agenda for the Annual General Meeting of Shareholders
2. To nominate the qualified candidates for directorship
3. To propose questions in advance

However, no shareholder proposed any matter to be considered as the agenda of the 2018 Annual General Meeting of Shareholders.

The company has determined the meeting agendas as follows;

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

Opinion of the Board of Directors The Board of Directors deems it appropriate to propose the Minutes of the No.1/2017 Extraordinary General Meeting of Shareholders to the meeting for approval. (See enclosure No. 1 and 3)

Agenda 2: To acknowledge the company's performance of the year 2017 and the 2017 annual report of the company's board of directors

Opinion of the Board of Directors 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 company's board of directors. (See enclosure No. 2 and 3)

Agenda 3: To consider and approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2017

Opinion of the Board of Directors The Board of Directors deems it appropriate to propose the shareholders to approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2017 which have already been considered by the Audit Committee, audited by the certified auditor as shown in the 2017 annual report and consented by the Board of Directors. (See enclosure No. 2 and 3)

Agenda 4: To consider and approve the allocation of net profit for the year 2017 to be the statutory reserve and the dividend payment

Opinion of the Board of Directors The Board of Directors deems it appropriate to propose the shareholders to approve the allocation of net profit for the year 2017 to be statutory reserve and the dividend payment (see enclosure No. 3) as follows:

1. The company's net profit for the year 2017 has allocated to be a statutory reserve at the total amount of Baht 55,500,000 or at least 5% of net profit of the year.

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.

In addition, the dividend payment shall be paid along with the company's dividend payment policy.

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

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.

The directors who are retired by rotation in the 2018 Annual General Meeting and being proposed to be re-appointed as directors for another term are;

- | | | |
|----------------------------------------|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 |

The biographies of directors, who are proposed to shareholders to re-elect them for another term, are attached herewith for consideration. (See enclosure No. 3)

Agenda 6: To consider and approve 2 new directors as the additional directors

Opinion of the Board of Directors The Board of Directors deems it appropriate to propose the shareholders to approve the appointment of 2 additional directors. The Board of Directors, presently, consists of 9 directors, will be increased to 11 directors because it is appropriate to support the expansion of the company and the financial group and the Board of Directors consented to the proposal of the Nomination and Remuneration Committee in nominating the qualified persons to be the director of the company. Their names are as follows:

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

The Nomination and Remuneration Committee considered that their knowledge, abilities and working experience can benefit the company, and also they have appropriate company director and/or independent director's qualifications completely as required by law and the company's Articles of Association.

The company attached the biographies of directors that we propose to the shareholders for appointment as the directors for consideration. (See enclosure No. 3)

Agenda 7: To consider and approve the directors' remuneration for the year 2018

Opinion of the Board of Directors The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee and it appropriate to propose the shareholders to approve the directors' remuneration for the year 2018 (see enclosure No. 3) as the following rates;

1. The directors' remuneration for the year 2018

(Unit : Baht)

Position	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 Sub-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

Together with the management team, the company's board of directors played a key role in supporting policies, problem solving and decision-making of the important issues, moreover, the result of the company has continuously the good performance and good image.

The company has determined the gratuity to directors with the amount not more than Baht 10,000,000 which appropriate with their duties, responsibilities and workload. In addition, the allocation was considered under the appropriate discretion of the company's board of directors.

Agenda 8: To consider and approve the appointment of the auditors and fix the audit fee for the year 2018

Opinion of the Board of Directors The Board of Directors deems it appropriate to propose the shareholders to approve the appointment of the auditors and determine the audit fee for the year 2018 which has been consented by the Audit Committee. The Audit Committee has appointed the auditors of EY Office Limited as the company's auditor. The Audit Committee considered that the auditors of EY Office Limited have good performance standards, work independently and operate under a good responsibility, in addition to review and verify the company's financial statement punctually and the appropriate audit fee with the auditing scope (see enclosure No. 3), the details are as follows;

- The Board of Directors appointed 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.

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.

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

Opinion of the Board of Directors The Board of Directors deems it appropriate to propose the shareholders to 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 for a term not exceeding 10 years 6 months. (See enclosure No. 3)

Agenda 10: To acknowledge the interim dividend payment

Opinion of the Board of Directors The Board of Directors deems it appropriate to propose the shareholders to acknowledge the interim dividend payment that the company has allocated half-year net profit ended on June 30, 2017 from the separate financial statements amount of Baht 565,386,668.40 as a statutory reserve not less than 5% of net profit amount of Baht 28,300,000.00 and also had the net profit amount of Baht 537,086,668.40. The Board of Directors considered and agreed the company had an adequate of the cash flow and profit in the dividend payment and according to the dividend payment policy of the company. Therefore, the company paid a cash interim dividend at Baht 0.028 per share, the amount of Baht 381,883,600 on August 10, 2017. (See enclosure No. 3)

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"

Opinion of the Board of Directors The Board of Directors deems it appropriate to propose the 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 on April 24, 2018 onward.

Agenda 12: To consider other matters (if any)

Opinion of the Board of Directors The Board of Directors deems it appropriate to provide the shareholders with this agenda so that they can ask questions and/or express opinions on various matters without having to pass any resolution. However, if the shareholders desire to propose any matter which requires a resolution, they are required to fulfill the conditions in the second paragraph of Section 105 of Public Limited Company Act B.E. 2535.

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

The company has determined the names of shareholders who have right to attend the 2018 Annual General Meeting of Shareholders (Record Date) will be on March 7, 2018

If any shareholder prefers to appoint a nominee to attend the meeting and vote on their behalf or is willing to appoint the company's independent directors to attend the meeting and vote on their behalf, that shareholder should fill out the details in the proxy form with signature. (See enclosure No. 6)

Meanwhile, shareholders can study the details of the invitation letter for the 2018 Annual General Meeting of Shareholders and supporting documents for the meeting via the company website at www.lhfg.co.th under the investor relation category, shareholder information topic, shareholders' meeting subtopic from March 12, 2018 onward.

The company would like to invite shareholders to attend the 2018 Annual General Meeting of Shareholders at the above mentioned time, date, and venue. The shareholder registration will be opened on Monday 23, April 2018, from 11.30 a.m. until the meeting starts.

Yours Sincerely,



(Mr. Vichian Amornpoonchai)

The Company Secretary

By order of the Board of Directors

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