



บริษัท แอล เอช ไฟแนนเชียล กรุ๊ป จำกัด (มหาชน)
LH Financial Group Public Company Limited

Invitation Letter

2020 Annual General Meeting of Shareholders

Monday, June 15th, 2020 at 1.30 p.m.

**Sathon Meeting Room, 20th floor, Q. House Sathon Building,
No. 11 South Sathon Road, Thungmahamek, Sathon, Bangkok 10120**

Preventive Measures for Coronavirus (COVID-19)

The company is concerned about the coronavirus outbreak (COVID-19). Therefore, the company has the preventive measures in place to take care of the shareholders or proxies who will attend the meeting as recommended by the Department of Disease Control, Ministry of Public Health. Consequently, the company will set up a system to screen the attendees with forehead thermometers, and provide hand washing alcohol gel for all participants.

The company reserves the right not to allow any shareholders or proxies to attend the meeting in the following cases:

- Having a body temperature of 37.5 degrees Celsius or higher
- Having returned from high risk countries less than 14 days
- Not wearing a face mask
- Having any symptoms of respiratory disease such as cough, sore throat, sneeze, runny nose.

In this case, shareholders or proxies should consider refraining from attending the meeting.

According to the coronavirus outbreak (COVID-19), the Securities and Exchange Commission encourages shareholders to appoint independent directors of the company as their proxies according to a list on the proxy forms (Enclosure 6) to attend the meeting and vote on their behalf instead of attending the meeting in person.

S U S T A I N A B L E
G R O W T H T O G E T H E R

Table of Contents

	Page
- An invitation letter to the 2020 Annual General Meeting of Shareholders	1
- A copy of the minutes of the 2019 Annual General Meeting of Shareholders	7
- Supporting documents for the meeting's agenda 1- 8	
Agenda 1 To consider and approve the minutes of the 2019 Annual General Meeting of Shareholders	24
Agenda 2 To acknowledge the company's performance of the year 2019 and the 2019 annual report of the Board of Directors	24
Agenda 3 To consider and approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2019	25
Agenda 4 To consider and approve the allocation of net profit for the year 2019 to the statutory reserve and no dividend payment	25
Agenda 5 To consider and approve the appointment of directors to replace those retired by rotation	27
Agenda 6 To consider and approve the directors' remuneration	28
Agenda 7 To consider and approve the appointment of auditors and audit fee for the year 2020	30
Agenda 8 To acknowledge the interim dividend payment	32
- Biographies of directors who will be proposed to shareholders to appoint them as director	34
- Details of the shareholders' registration and document verification before the meeting, proxy, voting, and method of vote counting	41
A. Method of registration and presentation of documents before attending the meeting	41
B. Method of granting proxy	43
C. Method of voting and vote counting	45
- Company's articles of association specifically for the shareholders' meeting	47
- Proxy Form A	53
- Proxy Form B	54
- Proxy Form C	58
- Biographies of independent directors who will be the proxy to attend the meeting on behalf of shareholders	62
- Definition of independent directors	66
- Map of venue for the 2020 Annual General Meeting of Shareholders	68
- QR code downloading procedures for the 2019 annual report	68
- Annual report request form	69

Any inquiries, please contact the company secretary:

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No. Or For 058/2020

May 18, 2020

Subject: An Invitation Letter to the 2020 Annual General Meeting of Shareholders

Dear Shareholders,

- Enclosures:
- (1) A copy of the minutes of the 2019 Annual General Meeting of Shareholders
 - (2) 2019 annual report and copy of the statements of financial position and the statements of comprehensive income for the year ended December 31, 2019 (contained in the 2019 annual report in QR code format and the registration form must be presented on the meeting date.)
 - (3) Supporting documents for the meeting's agenda 1- 8 and the biographies of directors who retired by rotation and will be proposed to shareholders to appoint them for another term
 - (4) Details of the shareholders' registration and document verification before the meeting, proxy, voting, and method of vote counting
 - (5) 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 the biographies of independent directors who will be the proxy to attend the meeting on behalf of shareholders and definition of independent directors
 - (7) Map of venue for the 2020 Annual General Meeting of Shareholders
QR code downloading procedures for the 2019 annual report
 - (8) Annual report request form

LH Financial Group Public Company Limited's Board of Directors meeting No. 5/2020 held on May 14, 2020, the board resolved to hold the 2020 Annual General Meeting of Shareholders on Monday, June 15, 2020 at 1.30 p.m. at LH Financial Group Public Company Limited, Sathon Meeting Room, 20th floor, Q. House Sathon Building, No. 11 South Sathon Road, Thungmahamek, Sathon, Bangkok 10120.

During October 1, 2019 to December 31, 2019, the company gave the opportunity to the minority shareholders to propose important and beneficial matters to be contained in the agenda via the company's website. The company had also disseminated the information via the Stock Exchange of Thailand's channels since September 16, 2019 onwards. The matters shall be considered to contain in the agenda for the 2020 Annual General Meeting of Shareholders include:

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

However, no shareholders proposed any matter to the 2020 Annual General Meeting of Shareholders for consideration.

Therefore, the company has determined the meeting agenda as follows:

Agenda 1: To consider and approve the minutes of the 2019 Annual General Meeting of Shareholders

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the minutes of the 2019 Annual General Meeting of Shareholders to the meeting for approval. (See Enclosure 1 and 3)

Agenda 2: To acknowledge the company's performance of the year 2019 and the 2019 annual report of the Board of Directors

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to acknowledge the company's performance of the year 2019 and the 2019 annual report of the Board of Directors. (See Enclosure 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, 2019

Opinion of the Board of Directors: The Board of Directors deemed 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, 2019 which have already been considered by the Audit Committee, audited by the certified public accountants as shown in the 2019 annual report and consented by the Board of Directors. (See Enclosure 2 and 3)

Agenda 4: To consider and approve the allocation of net profit for the year 2019 to the statutory reserve and no dividend payment

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to approve the allocation of net profit for the year 2019 to the statutory reserve and no dividend payment (See Enclosure 3) as follows:

1. The net profit for the year 2019 was allocated to the statutory reserve in the total amount of Baht 121,800,000.00 or not less than 5% of annual net profit. However, the company had allocated the net profit to the statutory reserve in the amount of Baht 66,244,000.00. This time, the company is required to allocate the net profit as an additional statutory reserve in the amount of Baht 55,556,000.00.

2. No dividend payments will be made since the company has paid cash interim dividends twice at Baht 0.080 per share, in the total amount of Baht 1,694,692,860.00.

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

Opinion of the Board of Directors: The Board of Directors, excluding the directors who have conflicts of interest in this matter, agreed with the proposal from the Nomination and Remuneration Committee, with the selection criteria from their qualifications of directorship and/or independent directors according to laws and the company's Articles of Association. As a result, the qualified persons with sound knowledge and experiences relevant to the nature of business have been selected.

For independent directors, they shall meet all qualifications of independent directors and possess the ability to express opinions independently.

In the 2020 Annual General Meeting of Shareholders, 4 directors to retire by rotation are as follows:

- | | |
|-----------------------------------|--|
| 1. Mr. Adul Vinaiphat | Independent Director
Chairman of the Audit Committee
Chairman of the Corporate Governance Committee |
| 2. Mr. Naporn Sunthornchitcharoen | Director |
| 3. Dr. Supriya Kuandachakupt | Independent Director
Member of the Audit Committee
Member of the Corporate Governance Committee
Member of the Risk Oversight Committee |
| 4. Mr. Somsak Assavapokee | Independent Director
Chairman of the Remuneration and Nomination Committee
Member of the Audit Committee
Member of the Corporate Governance Committee
Member of the Risk Oversight Committee |

The Board of Directors deems it appropriate to propose the shareholders to re-appoint the 3 directors retiring in the 2020 Annual General Meeting as directors for another term and appoint 1 new director because they have been screened by the Board of Directors to have appropriate qualifications, experiences and good performance beneficial to the company.

The 3 directors retiring by rotation to be re-appointed include:

- | | |
|-----------------------------------|---|
| 1. Mr. Adul Vinaiphat | Independent Director
Chairman of the Audit Committee
Chairman of the Corporate Governance Committee |
| 2. Mr. Naporn Sunthornchitcharoen | Director |
| 3. Dr. Supriya Kuandachakupt | Independent Director
Member of the Audit Committee
Member of the Corporate Governance Committee
Member of the Risk Oversight Committee |

And 1 new independent director to be nominated is as follows:

- | | |
|-----------------------------|----------------------|
| 1. Mr. Pichai Dusdeekulchai | Independent Director |
|-----------------------------|----------------------|

The biographies of directors who will be proposed to shareholders to appoint them as director.
(See Enclosure 3)

Agenda 6: To consider and approve the directors' remuneration

Opinion of the Board of Directors: The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee and deemed it appropriate to propose the shareholders to approve the directors' remuneration as follows: (See Enclosure 3)

1. Directors' remuneration for the year 2020

(Unit : Baht)

Position	Directors' Remuneration (per month)		Meeting Allowance (per time)											
			Board of Directors		Audit Committee		Corporate Governance Committee		Nomination and Remuneration Committee		Risk Oversight Committee		Other sub-committees	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Chairman	60,000	60,000	30,000	30,000	30,000	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	20,000	20,000	20,000
Executive Directors	40,000	40,000	-	-	-	-	-	-	-	-	-	-	-	-

Note: *Other sub-committees refer to the committees that regulators require, or should have or the Board of Directors deems appropriate.

2. Directors' gratuity for the year 2019

The Board of Directors plays a key role in supporting the policies, solving problems and making decisions on important issues for the company together with the management team. As a result, the company has reflected good performance and good image continuously.

In addition, the company has determined the gratuity for directors in the total amount of not more than Baht 12,000,000.00 which is commensurate with their duties, responsibilities and workload. In addition, the allocation is under the discretion of the Board of Directors.

3. Non-monetary remuneration

- None -

Agenda 7: To consider and approve the appointment of auditors and audit fee for the year 2020

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to approve the appointment of auditors and audit fee for the year 2020 which has been consented by the Audit Committee. The Audit Committee has appointed the auditors of EY Office Limited as the company's auditors. The Audit Committee perceives that the auditors of EY Office Limited have high standards, work independently and operate with accountabilities as well as review and verify the company's financial statements within a timeline provided. In addition, the audit fee is appropriate with the scope of audit functions (See Enclosure 3.). The list of certified public accountants is as follows:

- | | | |
|-----------------|-----------------|--|
| 1. Ms. Ratana | Jala | C.P.A. Registration No. 3734,
has been appointed as auditor since 2009 and/or |
| 2. Ms. Somjai | Khunapasut | C.P.A. Registration No. 4499,
has been appointed as auditor since 2013 and/or |
| 3. Ms. Rachada | Yongsawadvanich | C.P.A. Registration No. 4951 and/or
has been appointed as auditor since 2015 |
| 4. Ms. Wanwilai | Phetsang | C.P.A. Registration No. 5315
has been appointed as auditor since 2020 |

In case, the above auditors cannot perform their duties, EY Office Limited shall supply other auditors to audit and express opinions on the company's financial statements to substitute for them.

These 4 auditors have no relationship and/or have any conflicts of interest with the company/ subsidiaries/ executives/ major shareholders or their connected persons.

In addition, the auditors of EY Office Limited are the auditors of the company and its subsidiaries.

The audit fee for the year 2020 is Baht 920,000.00, increased by Baht 40,000 or 4.55 percent from the year 2019.

Other charges: None

Agenda 8: To acknowledge the interim dividend payment

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to acknowledge the interim dividend payment as follows:

First Interim Dividend Payment

According to the 6-month performance ended June 30, 2019, the company showed net profit of Baht 1,324,866,824.98. Moreover, the company has allocated the net profit to the statutory reserve in the amount of Baht 66,244,000.00 or not less than 5% of net profit. The company still has the net profit sufficient for dividend payment of Baht 1,258,622,824.98. The company considered and agreed that the company had a profit sufficient for dividend payment according to the company's dividend payment policy. Therefore, the company paid a cash interim dividend at Baht 0.035 per share, in the amount of Baht 741,428,130.00 on September 20, 2019. (See Enclosure 3)

Second Interim Dividend Payment

According to the performance of the year 2019, the company had a net profit for the year ended December 31, 2019 of Baht 2,435,615,719.45. After the allocation of net profit to the statutory reserve in the amount of Baht 121,800,000.00 or not less than 5% of annual net profit, the company paid the first interim dividend in the amount of Baht 741,428,130.00. There is net profit of Baht 1,572,387,589.45 which is enough to pay dividend. The company considered and agreed that the company had a cash flow and profit sufficient for dividend payment according to the company's dividend payment policy. The company, therefore, paid the second interim dividend at Baht 0.045 per share, in the amount of Baht 953,264,730.00 on May 20, 2020. (See Enclosure 3)

Thus, the company has paid cash interim dividends twice at Baht 0.080 per share, in the total amount of Baht 1,694,692,860.00.

Agenda 9: To consider other matters (if any)

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to provide the shareholders with this agenda so that they can ask questions and / or express their 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 provisions in the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535.

The company has prepared the fact sheet with reasons as a useful source of information for shareholders to consider the agenda item above. (See Enclosure 3)

The company will determine the names of shareholders who have the right to attend the 2020 Annual General Meeting of Shareholders (Record Date) on May 28, 2020.

If any shareholder prefers to grant a proxy 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 6)

Meanwhile, shareholders can study the details of the invitation letter for the 2020 Annual General Meeting of Shareholders and supporting documents via the company's website at www.lhfg.co.th under the investor relation category, shareholder information topic, shareholders meeting subtopics from May 15, 2020 onwards.

The company would like to invite all shareholders to attend the 2020 Annual General Meeting of Shareholders at the date, time and venue mentioned above. The shareholders' registration will begin on Monday, June 15, 2020, from 11.30 until the meeting commences.

Yours sincerely,



(Mr. Vichian Amornpoonchai)

Company Secretary

By the order of the Board of Directors

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