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บริษัท แอล เอช ไฟแนนซ์เชียล กรุ๊ป จำกัด (มหาชน)  
LH FINANCIAL GROUP PUBLIC COMPANY LIMITED

No. Or For 024/2022

March 15, 2022

Subject: An Invitation Letter to the 2022 Annual General Meeting of Shareholders

Dear Shareholders,

- Enclosures:
- (1) A copy of the minutes of the 2021 Annual General Meeting of Shareholders
  - (2) 2021 Annual Report Form 56-1 One Report and a copy of the statements of financial position and the statements of comprehensive income for the year ended December 31, 2021 (contained in the 2021 annual report in QR code for download.)
  - (3) Supporting documents for the meeting's agenda 1- 7 and the biographies of directors who retired by rotation will be proposed to the shareholders to appoint them for another term
  - (4) Details of registration, attendance and document verification  
Proxy, voting and method of vote counting
  - (5) Company's Articles of Association specifically for 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 broadcasting the 2022 Annual General Meeting of Shareholders
  - (8) Request for printed copy of 2021 Annual Report Form 56-1 One Report
  - (9) Privacy notice for Annual General Meeting of Shareholders

LH Financial Group Public Company Limited's Board of Directors meeting No. 2/2022 held on February 25, 2022, resolved to hold the 2022 Annual General Meeting of Shareholders **via electronic media conference (E-AGM)** on Wednesday, April 20, 2022 at 1.30 p.m. at the venue for broadcasting, Sathorn 1 Meeting Room, 4<sup>th</sup> floor, No. 1 Q. House Lumpini Building, South Sathon Road, Thungmahamek, Sathon, Bangkok 10120. Registration is opened from 11 a.m. onwards.

During October 1, 2021 to December 31, 2021, the company provided an opportunity for the minority shareholders to propose important and beneficial matters to be contained in the agenda via the company's website. The company had also disclosed the information via the Stock Exchange of Thailand's channel since September 27, 2021 onwards. The matters shall be considered adding into the agenda for the 2022 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

After such period elapsed, no shareholders proposed any matters for the 2022 Annual General Meeting of Shareholders for consideration.

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

**Agenda 1: To consider and adopt the minutes of the 2021 Annual General Meeting of Shareholders**

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the minutes of the 2021 Annual General Meeting of Shareholders to the meeting for adoption. (See Enclosure 1 and 3)

**Agenda 2: To acknowledge the company's performance of the year 2021 and the 2021 annual report Form 56-1 One 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 2021 and the 2021 annual report Form 56-1 One 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, 2021**

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose shareholders to approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2021 which have already been considered by the Audit Committee, audited by the certified public accountants as shown in the 2021 annual report Form 56-1 One Report and consented by the Board of Directors. (See Enclosure 2. and 3.)

**Agenda 4: To acknowledge the interim dividend payment, consider and approve the allocation of net profit for the year 2021 to the statutory reserve and dividend payment**

**4.1 To acknowledge the interim dividend payment**

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose shareholders to acknowledge the interim dividend payment. According to the 2021 performance ended of June 30, 2021, the company had a net profit from the consolidated financial statement in the amount of Baht 1,038,025,340.49 and Baht 872,178,031.99 from separate financial statement without retained loss. After allocating the net profit to the statutory reserve not less than 5% of the net profit, the company still had enough net profit to pay interim dividend payment which complies with the company's dividend payment policy as follows:

1. To allocate the net profit to the statutory reserve in the amount of Baht 43,700,000.00 which is not less than 5 percent of net profit

2. To pay interim dividend payment at Baht 0.030 per share, in the total amount of Baht 635,509,817.82 on September 27, 2021

#### 4.2 To approve the allocation of net profit for the year 2021 to the statutory reserve and dividend payment

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the meeting to approve the allocation of net profit for the year 2021 to the statutory reserve and dividend payment as follows: (See Enclosure 3.)

According to the 2021 performance ended December 31, 2021, the company had a net profit from the consolidated financial statement in the amount of Baht 1,383,721,260.60 and Baht 1,366,245,495.50 from separate financial statement without retained loss. After allocating the net profit to the statutory reserve not less than 5 percent of the net profit, the company still had enough profit to pay dividend which complies with the company's dividend payment policy as follows:

1. To allocate the net profit of 2021 in the amount of Baht 68,400,000.00 to the statutory reserve, which is not less than 5 percent of the total net profit. The company has already appropriated Baht 43,700,000.00 to the statutory reserve. This time, the additional provision of Baht 24,700,000.00 is required.
2. To pay dividend at Baht 0.010 per share, in the total amount of Baht 211,836,606.00.

The company will determine the names of shareholders who have right to receive the dividend payment on April 28, 2022 (Record Date) and the dividend payment will be made on May 18, 2022.

#### 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 candidates 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, related regulations and possess the ability to express opinions independently.

In the 2022 Annual General Meeting of Shareholders, 4 directors will retire by rotation, namely;

- |                 |               |  |
|-----------------|---------------|--|
| 1. Mr. Pichai   | Dusdeekulchai | Independent Director<br>Chairman of Nomination and Remuneration Committee<br>Member of Audit Committee<br>Member of Risk Oversight Committee |
| 2. Mr. Khunawut | Thumpomkul    | Director   |
| 3. Mr. Vichian  | Amornpoonchai | Director   |
| 4. Mr. Shih,    | Jiing-Fuh     | President and Member of Risk Oversight Committee   |

The Board of Directors deemed it appropriate to propose the shareholders to appoint the 4 directors for another term because they have been screened and nominated by the Board of Directors to have appropriate qualifications, experiences and good performance beneficial to the company.

The company has attached the biographies of directors to be proposed to the shareholders to elect them as directors. (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 2022**

(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	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
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
Vice Chairman 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
Vice Chairman, 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 2021**

The Board of Directors plays a key role in supporting the policies and making decisions on important issues for the company together with management. 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 8,000,000.00 which is equal to that of 2020 and commensurate with their duties, responsibilities and workload. 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 2022**

**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 2022 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 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            | CPA Registration No. 3734,<br>has been appointed as auditor since 2009 and/or |
| 2. Ms. Somjai   | Khunapasut      | CPA Registration No. 4499,<br>has been appointed as auditor since 2013 and/or |
| 3. Ms. Wanwilai | Phetsang        | CPA Registration No. 5315<br>has been appointed as auditor since 2020 and/or  |
| 4. Ms. Bongkot  | Kriangphanamorn | C.P.A. Registration No.6777<br>Will be appointed as auditor in 2022           |

In the event those auditors are unable to perform their duties, EY Office Limited to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

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

EY Office Limited performs the audit tasks for the company and its subsidiaries.

Therefore, the audit fee for the year 2022 was fixed at Baht 950,000.00, increased by Baht 30,000 or 3.26% from year 2021.

Other charges - None

**Agenda 8: 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 you can ask questions and/or express their opinions on various matters without having to pass any resolution. However, if shareholders desire to propose any matter which requires a resolution, you 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 determined the names of shareholders who have rights to attend the 2022 Annual General Meeting of Shareholders on March 14, 2022.

In addition, if shareholders have any question regarding the agenda, you can submit the questions in advance via the company's website at [www.lhfg.co.th](http://www.lhfg.co.th). The company has disclosed the invitation letter together with supporting documents and proxy form on the website ([www.lhfg.co.th](http://www.lhfg.co.th)) under Investor Relations/Shareholders' Information/Shareholders' Meeting from March 18, 2022 onwards.

The company would like to invite all shareholders to attend the 2022 Annual General Meeting of Shareholders **via electronic media conference ( E-AGM )** only at the date and time mentioned above. Registration will begin at 11.00 a.m.

Yours sincerely,



(Mr. Vichian Amornpoonchai)

Company Secretary

By the order of the Board of Directors

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