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**Minutes of the 2022 Annual General Meeting of Shareholders**

**LH Financial Group Public Company Limited**

**At Sathorn 1 Meeting Room, 4<sup>th</sup> floor, Q.House Lumpini Building**

**No. 1 South Sathon Road, Thungmahamek, Sathon, Bangkok**

**Wednesday, 20 April 2022**

**The meeting commenced at 1.35 p.m.**

**Directors attending the meeting in person**

1. Dr. Vorapol	Socatiyanurak	Chairman
2. Mr. Adul	Vinaiphath	Independent Director
3. Mr. Pradit	Sawattananond	Independent Director
4. Dr. Supriya	Kuandachakupt	Independent Director
5. Mr. Pichai	Dusdeekulchai	Independent Director
6. Mr. Naporn	Sunthornchitcharoen	Director
7. Mr. Vichian	Amornpoonchai	Director
8. Mr. Shih,	Jiing-Fuh	Director

**Directors attending via electronic media conference**

9. Mr. Wu,	Kuo-Chin	Vice Chairman
10. Mr. Li,	Ming-Shieh	Director
11. Mr. Khunawut	Thumpomkul	Director

Dr. Vorapol Socatiyanurak, chairman, presided over the meeting and informed the meeting that 7 shareholders were present in person, representing 23,690,509 shares, and 50 shareholders granted a proxy, representing 17,587,512,958 shares or 83.14 percent which was not less than one-thirds (1/3) of total issued shares. This constituted a quorum under the company's Articles of Association. Therefore, the chairman declared the 2022 Annual General Meeting of Shareholders open.

The chairman introduced 11 directors who attended this meeting, accounting for 100 percent and assigned Mr. Vichian Amornpoonchai, director and company secretary, to conduct the meeting.

The company secretary informed the meeting that today there was the meeting via electronic media conference only, arranged by DAP e-Shareholder Meeting system of Digital Access Platform Company Limited, under the Stock Exchange of Thailand and clarified the details of the meeting as follows:

The company gave the opportunity to the minority shareholders to propose any significant matters beneficial for its operation via the company's website and disseminated the information via the Stock Exchange of Thailand's channels to consider putting into the agenda of the 2022 Annual General Meeting of Shareholders during October 1, 2021 to December 31, 2021. The proposal concerned the following matters:

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

After the expiration of the given period, no shareholders proposed any matter to be considered putting into the agenda of the meeting.

Methods of voting, vote counting and voting

1. Each shareholder is entitled to one vote per share.
2. In case the shareholder has appointed a proxy to attend the meeting and vote on his/her behalf, the results of approved votes, disapproved votes or abstained votes are recorded in a computer system for vote of each agenda.
3. Before casting a vote, the company secretary informed the meeting regarding the votes to be counted as the meeting resolution in each agenda. In the event that no shareholders "disapprove" or "abstain" to any agenda, it shall be deemed that shareholders approve the matter as proposed.
4. In case shareholders register while the meeting has been being conducted, they are not counted for a quorum of the agenda that the vote has been concluded.

The company has disseminated the meeting invitation letter in both Thai and English through the company's website and notified the Stock Exchange of Thailand since March 18, 2022.

The auditors from EY Office Limited and the legal consultant attended the meeting as the observers including:

Auditors from EY Office Limited:

- Ms. Rachada Yongsawadvanich
- Ms. Bongkot Kriangphanamorn

Legal consultant:

- Mr. Jumpon Suwannawong

Checker of the vote counting:

- Ms. Choathip Thamwaranont

The person taking the highest responsibility in finance and accounting

- Mr. Yu-Jen Lin Head of Accounting and Finance Group

In addition, the top executives from the financial business group also attended the meeting as follows:

- Ms. Chompoonoot Pathomporn Chief Executive Officer and President  
Land and Houses Bank Public Company Limited
- Mr. Monrat Phadungsit President  
Land and Houses Fund Management Company Limited
- Mr. Kant Athatamsuntorn President  
Land and Houses Securities Public Company Limited

The executives from the financial business group also attended the meeting via electronic media conference as follows:

- Mr. Suwat Chritamara Chief Corporate Strategy and  
Innovation Officer
- Ms. Wisarnsri Nilodom Chief Wholesale Banking Officer
- Mr. Peerapatana Ketboonchoo Executive Vice President  
Omni Channel Management
- Mr. Vutichai Kamolsuntisuk Executive Vice President  
Wealth Business Product

The meeting began with the agenda items as follows:

### **Agenda 1 To consider and approve the minutes of the 2021 Annual General Meeting of Shareholders**

The company secretary proposed the meeting to consider and approve the minutes of the 2021 Annual General Meeting of Shareholders held on April 26, 2021, prepared by the company secretary. The Board of Directors has considered and agreed that the minutes was recorded accurately with the resolution. The copy of the minutes has been sent to all shareholders prior to the meeting together with the invitation letter.

The company secretary proposed the meeting to approve the minutes of the 2021 Annual General Meeting of Shareholders.

The meeting considered and approved the minutes of the 2021 Annual General Meeting of Shareholders with majority votes of shareholders who attended the meeting and cast their vote as follows:

Approved	17,616,775,512	Votes	Equivalent to	100.0000
Disapproved	34	Votes	Equivalent to	0.0000
Abstained	0	Votes		
Voided Ballots	0	Votes		

## **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**

The company secretary informed the meeting 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 which had been sent to all shareholders prior to the meeting together with the invitation letter as follows:

The structure of the financial business group consists of:

- LH Financial Group Public Company Limited
- Land and Houses Bank Public Company Limited
- Land and Houses Fund Management Company Limited
- Land and Houses Securities Public Company Limited

The company would like to report the performance of the companies in the financial business group which was the comparison between 2020 and 2021 as follows:

### **Performance of LH Financial Group Public Company Limited and its subsidiaries**

Operating income was Baht 8,075 million, increased by Baht 328 million or 4.23 percent, including;

- Net interest income was Baht 5,439 million, increased by Baht 713 million or 15.10 percent.
- Net fees and service income was Baht 855 million, increased by Baht 128 million or 17.58 percent.

Other operating expenses were at Baht 3,223 million, increased by Baht 226 million or 7.54 percent due mainly to the increase in employees' expenses and promotional expenses.

Net profit was Baht 4,852 million, increased by Baht 102 million or 2.15 percent.

Expected credit losses were Baht 3,275 million, increased by Baht 971 million or 42.18 percent. It was evident that the allowance for doubtful accounts to non-performing loans (Coverage Ratio) increased from 148.40% to 179.12%. And the NPLs were relatively low accounting for 2.44% of total loans. The expected credit loss increased to support the company's business plan for loan expansion. Therefore, net profit was Baht 1,384 million, decreased by Baht 673 million or 32.73 percent.

#### **Performance of Land and Houses Bank Public Company Limited**

Operating income was Baht 6,858 million, increased by Baht 235 million or 3.55 percent, due mainly to net interest income, net fees and service income, and dividend income.

Other operating expenses were Baht 2,759 million, increased by Baht 168 million or 6.48 percent.

Net profit was Baht 691 million, decreased by Baht 717 million or 50.92 percent.

In 2021, the bank had 78 branches in total, decreased by 30 branches when compared to the year 2020.

#### **Performance of Land and Houses Fund Management Company Limited**

Operating income was Baht 711 million, increased by Baht 215 million or 43.38 percent.

Other operating expenses were Baht 574 million, increased by Baht 209 million or 57.36 percent.

Net profit was Baht 110 million, increased by Baht 4 million or 3.90 percent.

In 2021, the funds under management had net asset value of Baht 79,189 million, increased by Baht 9,120 million or 13.02 percent as follows:

- Mutual Fund, Property Fund and Real Estate Investment Trust (REIT)'s net asset value was Baht 63,953 million.
- Provident Fund amounted to Baht 5,808 million.
- Private Fund amounted to Baht 9,429 million.

#### **Performance of Land and Houses Securities Public Company Limited**

Operating income was Baht 627 million, increased by Baht 58 million or 10.23 percent, due mainly to brokerage fees and interest income.

Other operating expenses were Baht 313 million, increased by Baht 3 million or 1.16 percent.

Net profit was Baht 247 million, increased by Baht 54 million or 24.37 percent.

Land and Houses Bank Public Company Limited continued to provide assistance to customers affected by COVID-19 outbreak and economic conditions, for example, lowering interest rates, debt holidays, extending repayment periods, reducing installments, etc., as well as providing more loans to enhance liquidity so that customers could continue their business.

### **CSR Activities**

#### **Education**

- Scholarship program
- Used calendar donation to the school for the blind program for making braille books, computer and books donation program
- Financial literacy for youth program to build financial discipline for juveniles

#### **Society and Environment**

- Money donation to purchase medical equipment and delivery of field beds to help COVID-19 patients and foods for medical personnel
- Delivery of drinking water to the natural disaster's victims
- Blood donation to the Thai red cross society

#### **Anti-corruption**

The company and the companies in the financial business group has been the member of the Private Sector Collective Action against Corruption (CAC) and the company's membership was renewed on September 30, 2021.

#### **Rewards**

- The company has been included in the universe of ESG 100 for the 7<sup>th</sup> consecutive year.
- Received the Sustainability Disclosure Recognition 2021
- The company has been included in the 2021 Thailand Sustainability Investment (THSI).
- Received the Carbon Offset Certificate
- Received the Carbon Footprint Certificate
- The company has received the full score of 100 from the 2021 AGM assessment.

Mr. Taychin Uthayapha, shareholder, inquired about the definition of expected credit loss.

Ms. Jaechita Singseng, Specialist Financial Planning and Analysis 2, clarified that it was a reserve to cover the expected potential loss by considering historical, present and future information.

Mr. Uthong Manomai-udom, shareholder, inquired about the business plan in 2022.

Ms. Chompoonoot Pathomporn, Chief Executive Officer and President of Land and Houses Bank Public Company Limited, explained that in 2022, the bank has a plan to target loans with higher yields, and focuses on small and medium-sized enterprises and retail loans. In the past, the bank focused on large corporates with high competition and low returns. The bank has also expanded marketing team and hubs in upcountry to closely take care of customers, collaboration with business alliances to expand the retail loan, development of new products with diversity to address to customers' needs and digital platform with the support from CTBC Bank. Besides, the bank has launched the Profita which allows customers to facilitate the buy/sell/switch of funds 24 hours. It comes with many features that can help investors make quick investment by themselves and it is user-friendly.

The meeting acknowledged the company's performance of the year 2021 and the 2021 annual report Form 56-1 One Report of the Board of Directors.

### **Agenda 3 To consider and approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2021**

The company secretary proposed the meeting to consider and approve the audited statements of financial position and the statements of comprehensive income for the year ended December 31, 2021 with unqualified opinions by auditors and considered by the Audit Committee and the Board of Directors as indicated in the 2021 annual report Form 56-1 One Report. These documents were sent to all shareholders prior to the meeting together with the invitation letter. The summary of which was as follows:

The comparison of the statements of financial position and the statements of comprehensive income between 2020 and 2021 can be summarized as follows:

Total assets were at Baht 264,636 million, increased by Baht 15,324 million or 6.15 percent.

Majority of assets include;

Loans to customers amounted to Baht 178,788 million, increased by Baht 17,412 million or 10.79 percent.

Investment amounted to Baht 53,537 million, decreased by Baht 2,119 million or 3.81 percent.

Total liabilities were at Baht 226,438 million, increased by Baht 15,757 million or 7.48 percent.

Majority of liabilities include deposit in the amount of Baht 192,499 million, increased by Baht 9,779 million or 5.35 percent.

Owner's equity was at Baht 38,198 million, decreased by Baht 432 million or 1.12 percent.

Operating income was at Baht 8,075 million, increased by Baht 328 million or 4.23 percent.

Other operating expenses were at Baht 3,223 million, increased by Baht 226 million or 7.54 percent.

Net profit was at Baht 1,384 million, decreased by Baht 673 million or 32.73 percent.

The company secretary proposed the meeting to approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2021.

The meeting considered and approved the statements of financial position and the statements of comprehensive income for the year ended December 31, 2021 with majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	17,602,015,712	Votes	Equivalent to	100.0000
Disapproved	34	Votes	Equivalent to	0.0000
Abstained	7,308,700	Votes		
Voided Ballots	0	Votes		

#### **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**

The company secretary proposed the meeting 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**

According to the 6-month performance ended of June 30, 2021, the company had a net profit from the separate financial statement in the amount of Baht 872,178,031.99 without retained loss. The company, therefore, pay the interim dividend payment as follows:

1. To allocate the net profit from the 6-month performance ended of June 30, 2021 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

The meeting acknowledged the interim dividend payment.

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

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 cash flow and profit to pay dividend which complies with the company's dividend payment policy. The company, therefore, propose the meeting to approve the matters 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 annual 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.

Mr. Preeda Padungkul, shareholder, asked why the company reduced the dividend payout to Baht 0.010 per share.

The company secretary explained to the shareholder that dividend payment was depending on the company's performance. On September 27, 2021, the company paid the interim dividend for Baht 0.030 per share and when combined, it was equal to Baht 0.040 per share which was the same as the dividend payment in 2020.

The company secretary proposed the meeting to approve the allocation of net profit for the year 2021 to the statutory reserve and dividend payment.

The meeting considered and approved the allocation of net profit for the year 2021 to the statutory reserve and dividend payment with majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	17,609,343,446	Votes	Equivalent to	100.0000
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes		
No Voided Ballots	0	Votes		

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

The company secretary proposed the meeting to consider and approve the appointment of directors to replace those retired by rotation according to the company's Articles of Association which stipulates that at every Annual General Meeting of Shareholders, at least one-thirds of the directors must retire by rotation. In the 2021 Annual General Meeting of Shareholders, 4 directors will retire by rotation, namely;

1. Mr. Pichai Dusdeekulchai Independent Director  
Chairman of Nomination and Remuneration Committee  
Member of Audit Committee  
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 company gave the opportunity to the shareholders to propose a qualified person who does not have any prohibited characteristics to be a director which the company has determined the criteria and procedures and posted them on the company's website. The company also disseminated the information via the Stock Exchange of Thailand. However, no shareholders proposed any person to be a director.

In addition, the biographies of the 4 directors had been delivered to the shareholders in advance together with the invitation letter.

In order to comply with the good corporate governance principles, the directors who have conflicts of interest in this agenda must abstain from voting and leave the meeting room for shareholders can give the independent opinions. The company secretary was the stakeholder in this agenda, he then assigned Ms. Chayawan Budsayalap Thaidech, assistant company secretary, to conduct this agenda only.

Ms. Chayawan Budsayalap Thaidech, assistant company secretary, proposed to the meeting regarding the Nomination and Remuneration Committee meeting to considered that these directors who retired by rotation possessed good qualifications, knowledge and experiences in various fields and had adequate understanding in the area of banking, finance, economics, laws, etc., taking into account of organization's requirements and good corporate governance. The directors shall have full qualifications of the company's Board of Directors and the independent directors as required by laws and the company's Articles of Association. Thus, it was deemed appropriate to propose the shareholders to reappoint 4 directors who retired by rotation as directors for another term. The assistant company secretary proposed the meeting to approve the appointment of individual directors to replace those retired by rotation as follows:

1. Mr. Pichai Dusdeekulchai

The meeting considered and approved to appoint Mr. Pichai Dusdeekulchai to be the director for another term with majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	17,608,687,678	Votes	Equivalent to	99.9963%
Disapproved	655,768	Votes	Equivalent to	0.0037%
Abstained	0	Votes		
Voided Ballots	0	Votes		

2. Mr. Khunawut Thumpomkul

The meeting considered and approved to appoint Mr.Khunawut Thumpomkul to be the director for another term with majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	17,608,687,699	Votes	Equivalent to	99.9963%
Disapproved	655,747	Votes	Equivalent to	0.0037%
Abstained	0	Votes		
Voided Ballots	0	Votes		

3. Mr. Vichian Amornpoonchai

The meeting considered and approved to appoint Mr.Vichian Amornpoonchai to be the director for another term with majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	17,609,164,617	Votes	Equivalent to	99.9963%
Disapproved	655,747	Votes	Equivalent to	0.0037%
Abstained	19,000	Votes		
Voided Ballots	0	Votes		

4. Mr. Shih, Jiing-Fuh

The meeting considered and approved to appoint Mr.Shih, Jiing-Fuh to be the director for another term with majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	17,609,959,412	Votes	Equivalent to	100.0000%
Disapproved	34	Votes	Equivalent to	0.0000%
Abstained	0	Votes		
Voided Ballots	0	Votes		

The assistant company secretary invited the 4 directors back into the meeting room.

## **Agenda 6 To consider and approve the directors' remuneration**

The company secretary proposed the meeting to approve the directors' remuneration as the Nomination and Remuneration Committee has considered based on working experiences, knowledge, abilities, intention, dedication and various benefits that directors have contributed to the company. The remuneration was then submitted to the Board of Directors for consent and the Board of Directors deemed it appropriate as follows:

## 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 committee which the official agencies require or should have or the Board of Directors deems appropriate.

In the year 2021, the Board of Directors and the sub-committees had the total number of meetings held as follows:

- Board of Directors	12	Times
- Audit Committee	13	Times
- Corporate Governance Committee	12	Times
- Nomination and Remuneration Committee	6	Times
- Risk Oversight Committee	4	Times

2. The directors' gratuity for the year 2021 in the amount of not more than Baht 8,000,000, which is equal to that of 2020, which deemed appropriate and commensurate with their duties, responsibilities and workload. For the allocation, it was considered under the discretion of the Board of Directors.

## 3. Other non-monetary remunerations

- None

The company secretary proposed the meeting to approve the directors' remuneration. To comply with the good corporate governance principles, the Board of Directors collectively abstained from voting for this agenda.

The meeting has considered and approved the directors' remuneration with a vote of no less than two-thirds (2/3) of the total number of votes of the shareholders who attend the meeting.

Approved	17,609,989,412	Votes	Equivalent to	100.0000%
Disapproved	34	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	0.0000
No Voided Ballots	0	Votes	Equivalent to	0.0000

## **Agenda 7 To consider and approve the appointment of auditors and audit fee for the year 2022**

The company secretary proposed the meeting to consider and approve the appointment of auditors and audit fee for the year 2022 as the Audit Committee had considered and deemed it appropriate to appoint the auditors from EY Office Limited as the company's auditors since they had good working standard, worked independently and performed audit tasks for all companies in the financial business group with good performance as the company's auditor since 2009 till now, totaling 13 years.

The list of the certified public accountants is as follows:

1. Ms. Ratana Jala C.P.A. Registration No. 3734 and/or
2. Ms. Somjai Khunapasut C.P.A. Registration No. 4499 and/or
3. Ms. Wanwilai Phetsang C.P.A. Registration No. 5315 and/or
4. Ms. Bongkot Kriangphanamorn C.P.A. Registration No.6777

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 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 Baht 950,000.00, increased by Baht 30,000 or 3.26% from the year 2021.

Other charges – None

The company secretary proposed the meeting to approve the appointment of auditors and audit fee for the year 2022.

The meeting considered and approved the appointment of auditors and audit fee for the year 2022 with majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	17,595,161,701	Votes	Equivalent to	99.9158%
Disapproved	14,827,851	Votes	Equivalent to	0.0842%
Abstained	0	Votes		
Voided Ballots	0	Votes		

**Agenda 8 To consider other matters**

Chairman invited the shareholders to give suggestions or ask questions.

No additional questions from any shareholders, the chairman thanked all shareholders attending the meeting and announced the meeting closed.

**The meeting was adjourned at 2.30 p.m.**

*- Vorapol Socratyanurak -*

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(Dr. Vorapol Socratyanurak)

Chairman of the meeting

*- Vichian Amornpoonchai -*

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(Mr. Vichian Amornpoonchai)

Company Secretary