



## **Criteria for Minority Shareholders to Propose Matters for the Board of Directors to Consider Putting on the Agenda for the 2023 Annual General Meeting of Shareholders**

### **Objective**

LH Financial Group Public Company Limited realizes that all shareholders are important and have equal rights under the principles of good corporate governance and the company has the policy to support the minority shareholders to participate in the Annual General Meeting of Shareholders. Therefore, the company gives an opportunity for shareholders to propose matters beneficial for the company to consider as agenda for Annual General Meeting of Shareholders as follows:

- To propose the agenda
- To nominate a qualified candidate to be elected as directors
- To propose the questions in advance

### **1. Submission period**

During October 1 to December 31, 2022

### **2. Qualifications of shareholders**

- The shareholders whose names appear in the shareholders' registration book of the company in the 2023 Annual General Meeting of Shareholders and they have been a shareholder until the date of proposing the agenda for the 2023 Annual General Meeting of Shareholders.
- Hold the minimum shares of not less than 0.01 percent of total issued shares of the company and it can be single or several shareholders combined.

### **3. Submission channels**

- Post to the company secretary at  
LH Financial Group Public Company Limited  
1 Q.House Lumpini, 5<sup>th</sup> Floor, South Sathon Road,  
Thungmahamek, Sathon, Bangkok 10120
- The company secretary's e-mail address at [presidentoffice@lhbank.co.th](mailto:presidentoffice@lhbank.co.th)
- Facsimile number 0 2677 7223

In addition, if shareholders propose any matter to be included in the agenda of the shareholders meeting via e-mail or facsimile, it is required to send the original documents to the company.

#### 4. Proposal of Agenda for the 2023 Annual General Meeting of Shareholders

4.1 The shareholders, qualified as specified in Item 2, can propose matters to contain in the meeting agenda by filling in the “**Proposal of Agenda Form for the 2023 Annual General Meeting of Shareholders**” (Form A) and affix their names as evidence.

In case that several shareholders propose an agenda, each individual shareholder has to fill out Form A and affix the name and collect the filled forms into one pack.

4.2 Prepare the supplementary documents as required, together with Form A, as follows:

- (A) Evidence of being a continued shareholder, such as a share certificate, a certificate from a securities company or evidence from the Thailand Securities Depository Company Limited (TSD).
- (B) Identification evidence
  - For individual, the shareholder has to attach a copy of valid identification card or a copy of valid passport (in case of foreigner) with certified true copy.
  - For juristic person, the shareholder has to attach a copy of the company’s affidavit, and a copy of valid identification card or a copy of valid passport (in case of foreigner) of authorized directors who signed Form A with certified true copy.

4.3 Criteria for exclusion of matters from agenda

To ensure an effective meeting, the company reserves the right to exclude the following issues from agenda.

1. Any issues that are against the laws, announcements, rules, and regulations of the government agencies or regulatory agencies, or any issues that are not in compliance with the objectives, articles of association, resolutions of the shareholders meeting and good corporate governance of the company
2. Any issues proposed by the shareholders who are not qualified, or provide inadequate evidences, or unable to meet the specified period
3. Any issues related to the company’s normal business operations
4. Any issues beyond the authority of the company to accomplish as intended
5. Any issues that the shareholders have already proposed to the shareholders meeting during the past 12 months and gained the votes of less than 10 percent of the total votes of shareholders who attended the meeting and entitled to vote, whereby the fact of the mentioned issues has not been changed significantly

6. Any other case that the Board of Directors has considered and deemed it unnecessary to contain in the agenda with a reasonable ground where the Board of Directors can explain to the shareholders

#### 4.4 Consideration procedure

1. The company secretary will initially review the proposed issues before submitting them to the Board of Directors Meeting. In case the information provided are incomplete or incorrect, the company secretary will notify the shareholders within January 13, 2023 to correct and submit the original to the company within January 20, 2023. If the shareholder fails to correct it, the company secretary will notify the shareholders of such exclusion.
2. The Board of Directors will consider the proposed issues, reviewed by the company secretary, in the Board of Directors Meeting to consider putting on the agenda.
3. Any proposal approved by the Board of Directors will incorporate as meeting agenda in an invitation letter and specify as the issue proposed by shareholders.
4. The proposal disapproved by the Board of Directors, the company will instantly inform the shareholders through the company's website at <http://www.lhfg.co.th> or other appropriate channels within March 2023.

### 5. To nominate a qualified candidate for election as director in the 2023 Annual General Meeting of Shareholders

5.1 The shareholders qualified as in Item 2 can propose a qualified candidate by filling out the form **“Nomination of Persons for Directorship Form for the 2023 Annual General Meeting of Shareholders” (Form B)** and affix their name as evidence. The nominated person shall be qualified and has no prohibited characteristics according to related laws, namely the Financial Institutions Businesses Act B.E. 2551, the Securities and Exchange Act B.E. 2535, the Public Limited Companies Act B.E. 2535 including other related laws, relevant announcements and amendments of such related laws.

In case that several shareholders nominate a person collectively, each individual shareholder shall fill out Form B and affix the name as evidence separately and collect the filled forms into one pact.

The person nominated to be elected as director shall fill out the form **“Information of Nominated Person for Directorship Form for the 2023 Annual General Meeting of Shareholders” (Form C)** and affix the name as evidence together with the supplementary documents according to the criteria specified in Item 5.2 (C) below.

5.2 Prepare the supplementary documents as required, with Form B and Form C, as follows:

(A.) Evidence of being a continued shareholder, such as a share certificate, a certificate from a securities company or evidences from the Thailand Securities Depository Company Limited (TSD).

(B.) Identification evidence

- For individual, the shareholder has to attach a copy of valid identification card or a copy of valid passport (in case of foreigner) with certified true copy.
- For juristic person, the shareholder has to attach a copy of the company's affidavit and a copy of valid identification card or a copy of valid passport (in case of foreigner) of the authorized director referred to as in Form B with certified true copy.
- A certified true and correct copy of citizen identification card (or a copy of passport in case the authorized director is foreign national) of the authorized director referred to as in 1.3.1

(C.) Supporting documents of nominated candidate with certified true copy, including:

- (1) A copy of valid identification card
- (2) A copy of house registration
- (3) A copy of passport (in case of foreigner)
- (4) Results of a criminal record check of the person applying for approval (not older than 3 months prior to the date the company submits the request for approval to the Bank of Thailand). Non-Thai nationals who do not have residence in Thailand can submit other documents showing the results of a criminal record check instead.
- (5) Certificate or any other document from financial institutions, specialized financial institutions or companies that provide credit to individual seeking approval both domestically and internationally or from a credit bureau agency or from other relevant agencies to certify that such person is not classified as non-performing assets and financial obligations with credit impairment (Non-performing)
- (6) Documents or evidence from government agencies or former employer or current employer indicating case status/ litigation status/ latest investigation (if any)
- (7) Facts or other information to prove suitable qualifications (if any)

5.3 Criteria: the nominated person shall have full qualifications according to the regulations of the company's regulators and related laws as follows:

- (1) The Securities and Exchange Act B.E. 2535 and its amendments

- (2) The Public Limited Companies Act B.E. 2535
- (3) The Financial Institutions Businesses Act B.E. 2551
- (4) The Securities and Exchange Commission's Notifications
- (5) The Capital Market Supervisory Board's Notifications
- (6) The Bank of Thailand's Notifications
- (7) The Stock Exchange of Thailand's Notifications
- (8) Rules and Regulations of the Nomination and Remuneration Committee

#### 5.4 Procedure

1. The company secretary shall initially consider the list of nominated persons and the qualifications prior to proposing them to the Nomination and Remuneration Committee. In case the information provided is incomplete or incorrect, the company secretary will notify the shareholders within January 13, 2023 to correct and submit the original to the company within January 20, 2023. If the shareholder fails to correct it, the company secretary will notify the shareholders of such exclusion.
2. The Nomination and Remuneration Committee will consider the person nominated by the shareholders according to the nomination process and propose their names with personal profiles that passed a nomination process to the Board of Directors for consideration.
3. The Board of Directors will consider the nominated persons who have been consented by the Nomination and Remuneration Committee to submit for approval from the Bank of Thailand before putting their names in the invitation letter of the 2023 Annual General Meeting of Shareholders.
  - a. If the nominated persons have been approved by the Board of Directors and the Bank of Thailand, the company will put their names in an invitation letter of the 2023 Annual General Meeting of Shareholders.
  - b. If the nominated persons have not been approved by the Board of Directors and the Bank of Thailand, the company will instantly inform the shareholders through the company's website at <http://www.lhfg.co.th> or other appropriate channels within March 2023.

## 6. Proposal of questions in advance

6.1 The shareholders who are fully qualified as in Item 2 can propose questions in advance by filling out the **“Form to propose the question in advance of the 2023 Annual General Meeting of Shareholders” (Form D)** and affix their signature.

6.2 Submit unofficial documents via facsimile, including Form D together with the supplementary documents as in Item 4.2 to facsimile number 0 2677 7223 or through e-mail: [presidentoffice@lhbank.co.th](mailto:presidentoffice@lhbank.co.th).

### 6.3 Procedure

1. The company secretary shall collect and initially review the questions beneficial for the company and shareholders prior to proposing them to the Board of Directors for consideration.
2. The Board of Directors will consider the proposed questions which the company secretary has initially reviewed.
3. If any questions have been approved by the Board of Directors, the explanation will be made in the 2023 Annual General Meeting of Shareholders.
4. If any questions have been disapproved by the Board of Directors for the 2023 Annual General Meeting of Shareholders, the company will instantly inform the shareholders through the company’s website at <http://www.lhfg.co.th> or other appropriate channels within March 2023.