



LH FINANCIAL GROUP PUBLIC COMPANY LIMITED

Good Corporate Governance Report 2024

6. Corporate Governance Policy

The company adheres to the principles of good corporate governance as a guideline for conducting its business alongside the development of society and environment. It places importance on fostering a culture of corporate governance within the organization. Therefore, the company has established the written corporate governance criteria, which are regularly announced and reviewed on an annual basis.

The Board of Directors supports the companies in the financial business group in implementing good corporate governance practices and encourages everyone in the organization to adhere to and comply with the corporate governance policy by communicating it to directors, executives, and employees through various channels of the company, and establishes corporate governance as part of the organizational culture.

The details of the good corporate governance policy are published on the company's website (www.lhfg.co.th) and Attachment 5.

The company has won the CG awards as follows:

Corporate Governance of Listed Companies in 2024

The company has received the score from the Corporate Governance Report of Thai Listed Companies 2024 in the level of “Excellent: 5 Stars” for the 10th consecutive year from Thai Institute of Directors.



Quality Assessment of Annual General Meeting of Shareholders

The company received the quality assessment of the Annual General Meeting of Shareholders in the level of “Excellent” in 2024 from the Thai Investors Association, the Thai Listed Companies Association and the Securities and Exchange Commission, with a full score of 100 for the 12th consecutive year by the Thai Investors Association.



Investors' Choice Award

The company received the Investors' Choice Award 2024 from the quality assessment results of the Annual General Meeting of Shareholders with a full score of 100 for the 12th consecutive year by the Thai Investors Association.



The good corporate governance of the company consists of 4 main principles to which the Board of Directors, executives and employees shall adhere as follows:

1. Transparency : Transparency in operations and information disclosure to related parties
2. Integrity : Honesty
3. Accountability : Responsibility for the performance
4. Competitiveness : Ability to compete with rivals

6.1 Overview of Policy and CG Code

The company has defined the good corporate governance policy in writing by referring to the Corporate Governance Code (CG Code) of the Securities and Exchange Commission. It consists of the corporate governance code and good governance principles for financial institutions of the Bank of Thailand. The content covers the structure, composition, roles and responsibilities of the Board of Directors, Sub-committees, risk management, internal control, insider trading control, guideline for having or may have conflicts of interest, business operations with accountability, transparency and equitable treatment of stakeholders and management with integrity.

Compliance with Good Corporate Governance Principles

The Board of Directors is aware of its roles and responsibilities to enhance good corporate governance for sustainable business growth, effective management with transparency and fairness, divided into 8 principles as follows:

Principle 1 : Establish Clear Leadership Role and Responsibilities of the Board

1. The Board of Directors has approved the annual business plan, budget, and strategy by considering the sustainable business practices together with other factors including environment, social, good governance, follow up, assessment, review of strategic plan and resource allocation to achieve objectives and goals. In addition, the Board of Directors is responsible for supervising the management to align with prescribed strategy and plan by considering the best interest of the company. The management will be monitored monthly to ensure that strategy is effectively implemented and in line with the goals and plans. The plan, budget, and strategy will be reviewed every six months to ensure that they are consistent with the objectives, goals, economic conditions, and competition in each period.

2. The Board of Directors ensures the company achieves the governance outcomes in the following aspects:

- To be competitive with good performance by considering long-term impacts
- To conduct business operations with ethics, respect for rights and accountability for shareholders and stakeholders, being beneficial to society and improving or reducing environmental impacts
- To be adaptable under risk factors

3. The Board of Directors supervises directors and executives to perform their duties with responsibility, care, integrity and compliance with laws, regulations and resolutions of shareholders' meeting and Board of Directors meeting as well as information disclosure. This includes clearly defining the scope, duties, and responsibilities assigned to president.

4. Board of Directors Meeting

- The company has scheduled the meeting for the Board of Directors and sub-committees for 1 year in advance. In case of necessity and urgency, an additional meeting may be called on. The company has informed all directors in advance so that they can allocate time and attend the meeting. For each meeting, the company secretary will notify all departments of the meeting date at least 14 days in advance, allowing them to propose matters to be included in the meeting agenda.

- The directors are obliged to attend the meetings at least 75 percent of the total meetings held each year except for having reasonable grounds and necessities.

In the meeting, the directors will discuss significant matters, and, for some critical agenda items, the directors may invite top executives to attend the meeting to provide additional details as directly related parties. In addition, the chairman has the duties to promote the culture of open session for sharing ideas during meeting and directors can discuss, argue and exchange ideas in a creative and straightforward manner.

- The agenda of the Board of Directors meeting shall be jointly determined by the chairman and president. The agenda shall be clearly specified as matters for acknowledgement, matters for consent or matters for approval depending on the nature of each agenda.

- The company shall submit an invitation letter to all directors not less than 7 days before the meeting date, together with accurate, complete and sufficient supporting documents at least 5 business days before the meeting date so that directors have adequate time to study the meeting materials.

- The Board of Directors meeting requires no less than half of all directors to constitute a quorum in accordance with the Articles of Association, and a resolution of the meeting shall be passed by majority vote. In case of a tie, the chairman shall have a casting vote. In the case of the agenda requiring the Board's decisions, a quorum of at least two-thirds is required. Any directors having conflicts of interest in any agenda item shall refrain from voting and giving opinions on that item or shall leave the meeting.

- Each meeting shall take about 1.5 - 2 hours. The chairman allocates sufficient time for each agenda. After the meeting ends, the company secretary has duties to provide the written minutes featuring complete details, opinions and significant information within the appropriate time. Once the minutes is certified by the Board of Directors, the company secretary shall keep it and relevant documents systematically for auditing and reference purposes.

5. The Board of Directors can ask for opinions from independent consultants or external professionals if necessary; it deems to be the company's expense.

6. The chairman encourages non-executive directors to organize meetings among themselves to discuss management-related issues or problems of their interests and to find ways to improve or provide useful suggestions to the management. A summary of their opinions and

resolutions shall be reported to executive directors for acknowledgement. In the year 2024, there was 1 meeting among non-executive directors.

7. The Board of Directors assigns the Nomination and Remuneration Committee to consider the performance evaluation and remuneration, and bonus of the president as follows:

- Guided by the Nomination and Remuneration Committee, the chairman conducts the performance evaluation of the president on an annual basis against indicators that align with the company's vision, mission and business goals, duties and responsibilities, achievement of goals as well as current situations and business conditions. The evaluation comprises 2 major parts: financial key performance indicators (Financial KPI) and non-financial key performance indicators (Non-Financial KPI). The evaluation results shall be proposed to the Nomination and Remuneration Committee for considering remuneration and annual bonus and then the Board of Directors for approval, respectively.

Principle 2 : Define Objectives that Promote Sustainable Value Creation

The Board of Directors shall define the company's objectives and goals for sustainability in compliance with the value creation for the company, customers, stakeholders, environments and societies as a whole.

Principle 3 : Strengthen Board Effectiveness

1. Structure, Composition and Qualifications of the Board of Directors

- The Board of Directors is composed of experts with knowledge and abilities in various fields, expertise, vision, independence in decision making and experiences useful and necessary for business operations of the company. The Board of Directors also dedicates their time and performs their duties with accountability, duty of care and integrity for the best interest of the company and shareholders; and ensure the company's sound management.

- The structure of the Board of Directors is appropriate and to assure the independence of the chairman, the chairman of the Board of Directors and the chairman of the Audit Committee shall not be the same person as president. The explicit division of powers does not allow any of them to have unlimited power to maintain check and balance mechanism.

- The Board of Directors possesses the qualifications according to relevant laws, regulatory requirements, the company's Articles Association, and independent directors possess the qualifications of independent directors according to the notifications of the Capital Market Supervisory Board and the Bank of Thailand. The Board of Directors consists of at least 3 independent directors or at least one-thirds of the total number of directors, whichever is higher. The independent directors must not be employees or staff who receive salary from the company. They shall also be independent from the majority shareholders of the company and be able to protect the minority shareholders' interests.

The details of the independent directors' qualifications are disclosed under topic 8 : Report on Corporate Governance Compliance, 8.1 Summary of Board of Directors' Performance in the Past Year, Sub-topic: Qualifications of Independent Directors.

2. Nomination of Directors

- The term of directorship is in accordance with the Public Companies Limited Act and the Articles of Association. The nomination of any person or existing directors to be reappointed as directors, is transparent with sufficient details including clear criteria and selection method.

- The Nomination and Remuneration Committee is entitled to scrutinize and nominate qualified people based on their knowledge, experiences, skills, diversified expertise, integrity, talent beneficial to the company, ability to express opinion independently and understanding in the business of the financial business group, economy, laws and other areas. Organization's necessity and having met all qualifications for directorship as specified in related laws and the Articles of Association have also been considered without gender discrimination. In addition, the Nomination and Remuneration Committee shall nominate qualified persons to the Board of Directors for approval or consent before proposing the list to the shareholders' meeting for approval on a case-by-case basis and submission for approval from the Bank of Thailand.

3. Number of Directorship in Other Companies

The Board of Directors has established a clear guideline on the number of other companies in which a director can hold positions to ensure the effectiveness

of the director's duties. This is to ensure that directors can dedicate sufficient time to perform their responsibilities within the company as follows:

- Director, president and person with power of management are allowed to hold the position of either chairman or executive director or many others in other companies of not more than 3 business groups and not more than 5 listed companies on domestic or overseas stock exchange.

The details of directorship in other companies are disclosed in Annex 1.

4. Independent Directors' Term of Office

The terms of office for directors conform to the Public Limited Companies Act and the Articles of Association. Independent directors can hold their position with a maximum of 9 consecutive years.

5. Number of Directors to Retire by Rotation

One-thirds of the total number of directors must retire by rotation at every Annual General Meeting of Shareholders. In the case that the total number of directors is not divisible by three, the number of directors to retire shall be the number closest to one-thirds of all directors. Directors who have held office for the longest term shall retire first and if there are any disagreements arising, it is suggested to draw lots to decide who will retire. Directors retiring by rotation may be re-elected.

6. Sub-committees

The company's management structure consists of the Board of Directors who have delegated their management power by appointing Sub-committees to help study details and screen tasks to ease the burden of the Board of Directors with clearly specified their roles and responsibilities in writing. Consequently, the company has different Sub-committees for specific areas, and reports their performance to the Board of Directors. These Sub-committees are as follows:

- Audit Committee
- Sustainability and Corporate Governance Committee
- Nomination and Remuneration Committee
- Risk Oversight Committee

The chairman of these Sub-committees are independent directors, including Audit Committee, Sustainability and Corporate Governance Committee, Nomination and Remuneration Committee and Risk Oversight Committee. The chairman of the Audit Committee

shall not be the chairman of the Nomination and Remuneration Committee and the Risk Oversight Committee for the sake of independence in performing duties.

The details of Sub-committees and scope of duties and responsibilities of each Sub-committee are disclosed in the Topic 7.3 Sub-committees.

7. Company Secretary

- The Board of Directors has appointed Mr. Vichian Amornpoonchai, director and deputy president of Corporate Affairs Group, to be the company secretary since May 15, 2009. His duties involve providing some advice pertaining to laws and regulations that the Board of Directors should know, and taking responsibility for matters connected to the Board of Directors. In addition, the company secretary shall cooperate with related parties to ensure that the resolutions of the Board of Directors and that of the shareholders' meeting have been followed. The scope of the company secretary's duties and responsibilities according to the laws requires him to act with responsibility, prudence and honesty.

- The Board of Directors has encouraged and supported the company secretary to continuously receive training to develop necessary skills, and expand knowledge of law and accounting areas, or corporate secretarial duties.

Profile of the company secretary is disclosed in the Topic 7.6 Other Significant Information : Company Secretary.

8. Remuneration of Directors and Executives

The remuneration of directors determined by the Annual General Meeting of Shareholders in monetary form consists of monthly remuneration and allowances, proposed by the Nomination and Remuneration Committee and later consented by the Board of Directors. The remuneration has been clearly defined with fairness, reasonableness, transparency and conformity to their duties, the company's performance and individual performance to be leveled with industry, and sufficient to retain qualified directors. Moreover, it shall be proposed to the shareholders' meeting for approval on an annual basis.

9. Self-assessment of the Committees

The Board of Directors provides self-assessment for the Board of Directors and Sub-committees at least once a year to review their performance and challenges

in the previous year. Self-assessment fosters the awareness of their roles and responsibilities, which consequently helps enhance work efficiency. It is also an essential tool to assess the appropriateness of the Board of Directors' composition and its performance. The assessment results and recommendations from directors shall be applied to improve the duties of the Board of Directors, sub-committees and individual directors to be more efficient. The self-assessment form of the Stock Exchange of Thailand and the Thai Institute of Directors has been applied and adjusted to cover the duties of the board, the company's nature of business and environment. The self-assessment includes:

- Self-assessment of the Board of Directors and Sub-committees on a Collective Basis
- Self-assessment of the Board of Directors and Sub-committees on an Individual Basis
- Cross assessment of Directors
- Good Corporate Governance Self-assessment

● **Self-assessment of the Board of Directors and Sub-committees on a Collective Basis**

Self-assessment form is divided into 6 areas as follows:

1. Structure and qualifications
2. Roles, duties and responsibilities
3. Committees meeting
4. Duties of directors
5. Relationship with management
6. Directors' self-improvement and management training

Scoring : The assessment forms contain scores so that directors can compare the result of each topic year over year. Here is the definition of scoring system.

- 0 = Strongly disagreed or never conducted
- 1 = Disagreed or seldom conducted
- 2 = Fairly agreed or moderately conducted
- 3 = Agreed or well conducted
- 4 = Strongly agreed or excellently conducted

Evaluation Method : At the meetings of the Board of Directors and sub-committees, the directors thereof jointly conducted an evaluation by marking a score for each assessment item.

Assessment result of self-assessment of Board of Directors and Sub-committees of the year 2024, most items were marked in 4.

● **Self-assessment of the Board of Directors and Sub-committees on an individual Basis**

The assessment form is divided into 3 areas as follows:

1. Structure and qualifications of directors
2. Board of Directors meeting and sub-committees' meeting
3. Roles, duties and responsibilities of directors

Scoring : The assessment form contains scores so that directors can compare the results of each topic year over year. Here is the definition of scoring system.

- 0 = Strongly disagreed or never conducted
- 1 = Disagreed or seldom conducted
- 2 = Fairly agreed or moderately conducted
- 3 = Agreed or well conducted
- 4 = Strongly agreed or excellently conducted

Evaluation Method : The company secretary and the secretaries of sub-committees shall send individual directors' self-assessment forms to each committee in which they hold an office. The completed forms will then be returned to the secretary of each committee.

Assessment result of self-assessment of the Board of Directors and sub-committees on an individual basis for the year 2024, most items were marked in 4.

● **Cross-assessment of Directors**

The assessment form is to evaluate the responsibilities, roles and duties of the chairman and directors.

Scoring : The assessment form contains scores so that directors can compare the result of each topic year over year. Here is the definition of scoring system.

- 0 = Strongly disagreed or never conducted
- 1 = Disagreed or seldom conducted
- 2 = Fairly agreed or moderately conducted
- 3 = Agreed or well conducted
- 4 = Strongly agreed or excellently conducted

Evaluation Method : The company secretary shall submit the cross-assessment of directors to the chairman to evaluate directors individually and in turn the individual directors evaluate the chairman. The completed

forms will then be returned to the company secretary to report the result to the board.

Assessment result of cross-assessment for the year 2024, most items were marked in 4.

● **Good Corporate Governance Self-Assessment**

The Board of Directors arranges the self-assessment in line with the good corporate governance principles as a tool for the Board of Directors and management to evaluate themselves on issues the company has done or has not, for adequate disclosure of the company. The Board of Directors analyzes the evaluation results, recommendations and observations and applies the results to suit the business environment as follows:

The assessment form is divided into 4 areas as follows:

1. Rights of Shareholders and Equitable Treatment of Shareholders
2. Roles of Stakeholders
3. Information Disclosures and Transparency
4. Responsibilities of the Board of Directors

Scoring : No scoring, the assessment form provides a check list for each topic “complied or not” as follows:

➤ If complied, please check (✓) in the “Yes” box.

➤ If not yet complied or incomplete, please check (✓) in the “No” box.

Evaluation Method : The Sustainability and Corporate Governance Committee collectively conducted the evaluation and proposed the results to the Board of Directors for consent.

Assessment Results of good corporate governance, most items were marked in “Yes”.

Principle 4 : Ensure Effective CEO and People Management

The Board of Directors has appointed the Nomination and Remuneration Committee to be responsible for transparently selecting the president and top executives.

1. Development for Directors

The company values the efficiency improvements of directors. Therefore, it has the policies to encourage them to attend trainings, seminars and various courses to sharpen their skills and expand their knowledge and competencies necessary for performing their duties and support both short-term and long-term business growth.

Table : Trainings and Seminars for Directors in 2024

Name of Directors	Training and Seminar Program
1. Dr. Vorapol Socratyanurak Chairman	<ul style="list-style-type: none"> ● IT Security Awareness Organized by ACIS Professional Center Co., Ltd. Date: 17 June 2024 and 19 December 2024 ● AML/CTPF Organized by Anti-Money Laundering Office (AMLO) Date: 13 May 2024 ● Sustainable Finance Organized by Thai Bankers’ Association Date: 23 September 2024
2. Mr. Wu, Kuo-Chin Vice Chairman	<ul style="list-style-type: none"> ● IT Security Awareness Organized by ACIS Professional Center Co., Ltd. Date: 17 June 2024 and 19 December 2024 ● AML/CTPF Organized by Anti-Money Laundering Office (AMLO) Date: 13 May 2024 ● Sustainable Finance Organized by Thai Bankers’ Association Date: 23 September 2024

Table : Trainings and Seminars for Directors in 2024 (Cont.)

Name of Directors	Training and Seminar Program
<p>3. Mr. Pradit Sawattananond Independent Director</p>	<ul style="list-style-type: none"> ● IT Security Awareness Organized by ACIS Professional Center Co., Ltd. Date: 17 June 2024 and 19 December 2024 ● AML/CTPF Organized by Anti-Money Laundering Office (AMLO) Date: 13 May 2024 ● Sustainable Finance Organized by Thai Bankers' Association Date: 23 September 2024 ● Enhancing Governance, Standards, and Financial Insights 4/2024 Organized by Thai Institute of Directors Date: 30 October 2024
<p>4. Prof. Pipphob Veraphong Independent Director</p>	<ul style="list-style-type: none"> ● IT Security Awareness Organized by ACIS Professional Center Co., Ltd. Date: 17 June 2024 and 19 December 2024 ● AML/CTPF Organized by Anti-Money Laundering Office (AMLO) Date: 13 May 2024 ● Sustainable Finance Organized by Thai Bankers' Association Date: 23 September 2024 ● Enhancing Governance, Standards, and Financial Insights 2/2024 Organized by Thai Institute of Directors Date: 28 August 2024
<p>5. Dr. Supriya Kuandachakup Independent Director</p>	<ul style="list-style-type: none"> ● IT Security Awareness Organized by ACIS Professional Center Co., Ltd. Date: 17 June 2024 and 19 December 2024 ● AML/CTPF Organized by Anti-Money Laundering Office (AMLO) Date: 13 May 2024 ● Sustainable Finance Organized by Thai Bankers' Association Date: 23 September 2024 ● Enhancing Governance, Standards, and Financial Insights 4/2024 Organized by Thai Institute of Directors Date: 30 October 2024

Table : Trainings and Seminars for Directors in 2024 (Cont.)

Name of Directors	Training and Seminar Program
<p>6. Mr. Pichai Dusdeekulchai Independent Director</p>	<ul style="list-style-type: none"> ● IT Security Awareness Organized by ACIS Professional Center Co., Ltd. Date: 17 June 2024 and 19 December 2024 ● AML/CTPF Organized by Anti-Money Laundering Office (AMLO) Date: 13 May 2024 ● Sustainable Finance Organized by Thai Bankers' Association Date: 23 September 2024
<p>7. Mr. Naporn Sunthornchitcharoen Director</p>	<ul style="list-style-type: none"> ● IT Security Awareness Organized by ACIS Professional Center Co., Ltd. Date: 17 June 2024 and 19 December 2024 ● AML/CTPF Organized by Anti-Money Laundering Office (AMLO) Date: 13 May 2024 ● Sustainable Finance Organized by Thai Bankers' Association Date: 23 September 2024
<p>8. Mr. Khunawut Thumpomkul Director</p>	<ul style="list-style-type: none"> ● IT Security Awareness Organized by ACIS Professional Center Co., Ltd. Date: 17 June 2024 and 19 December 2024 ● AML/CTPF Organized by Anti-Money Laundering Office (AMLO) Date: 13 May 2024 ● Sustainable Finance Organized by Thai Bankers' Association Date: 23 September 2024
<p>9. Mr. Lee, Yu-Chou Director</p>	<ul style="list-style-type: none"> ● IT Security Awareness Organized by ACIS Professional Center Co., Ltd. Date: 17 June 2024 and 19 December 2024 ● AML/CTPF Organized by Anti-Money Laundering Office (AMLO) Date: 13 May 2024 ● Sustainable Finance Organized by Thai Bankers' Association Date: 23 September 2024

Table : Trainings and Seminars for Directors in 2024 (Cont.)

Name of Directors	Training and Seminar Program
<p>10. Mr. Vichian Amornpoonchai Director Deputy President</p>	<ul style="list-style-type: none"> ● IT Security Awareness Organized by ACIS Professional Center Co., Ltd. Date: 17 June 2024 and 19 December 2024 ● AML/CTPF Organized by Anti-Money Laundering Office (AMLO) Date: 13 May 2024 ● Sustainable Finance Organized by Thai Bankers' Association Date: 23 September 2024 ● Successful Formulation & Execution of Strategy (SEF 45/2024) Organized by Thai Institute of Directors Date: 24 - 25 June 2024 ● Enhancing Governance, Standards, and Financial Insights 4/2024 Organized by Thai Institute of Directors Date: 30 October 2024
<p>11. Mr. Shih, Jiing-Fuh Director</p>	<ul style="list-style-type: none"> ● IT Security Awareness Organized by ACIS Professional Center Co., Ltd. Date: 17 June 2024 and 19 December 2024 ● AML/CTPF Organized by Anti-Money Laundering Office (AMLO) Date: 13 May 2024 ● Sustainable Finance Organized by Thai Bankers' Association Date: 23 September 2024

2. Employee Compensation and Welfare

The company sets employee compensation to align with the same industry standards, including providing appropriate welfares to ensure employees have a good quality of life. The company conducts annual merit increase and bonus payments as well as special salary adjustments based on employee compensation surveys from companies in the same industry. This is to retain high-performing employees within the company.

3. Provident Fund

The company has established a provident fund as a good welfare for employees. It is an important factor to employees' spirit and morale to perform their tasks and have a better quality of life. They can contribute in the range of 3 - 15 percent of their salary to the fund, to which the company contributes 3 - 7 percent depending on the number of years of service. The Provident Fund Committee, which comprises of representatives elected by fund members and representatives appointed by the employer, has main duties and responsibilities on supervising the management of the fund and formulating investment policies on behalf of fund members. In addition, a multi-investment fund or the "Master Fund" has been offered to employees as an alternative investment option to suit their needs.

The total number of employees having the provident fund in 2024

	Total Employee	Total Employee Having Provident Fund	%
LH Financial Group Public Company Limited	258	248	96
Land and Houses Bank Public Company Limited	1,305	1,222	94
Land and Houses Fund Management Company Limited	105	99	94
Land and Houses Securities Public Company Limited	114	104	91

4. Orientation Program for New Directors

The company arranges an orientation session for newly appointed directors. The president, top executives and company secretary will give them thorough briefings from the company's vision, mission, performance, strategies and business goals to key operations and business nature. Relevant documents including roles and responsibilities of directors, laws and regulations related to the business, annual report Form 56-1 One Report and other information about the company are also provided.

5. Succession Plan for Top Executives

The Board of Directors places great importance on the development of successors for senior management positions to ensure smooth and continuous business operations. This is to ensure that the company has prepared personnel for key positions critical to the business. The company, by supervisors and external experts, has identified potential successors for key positions by setting up a list of qualified persons and designing development plans to get them ready for coaching. Furthermore, the succession plan for senior management is regularly reviewed every year, including the criteria and the list of candidates for consideration, and is reported to the Board of Directors.

Personnel Development Guidelines for Succession to the Positions of President and Top Executives

1. Define Scope: Set the scope and timeframe for preparing the succession plan
2. Define Key & Critical Position: Define the key positions of the organization (N and N-1 positions) and determine the urgency of recruiting a successor. The urgency is divided into 3 phases:

- Most urgent (Wave 1) means those currently holding the position aged 57 years or older.

- Moderately urgent (Wave 2) means those currently holding the position aged between 55 - 57 years

- Less urgent (Wave 3) means those currently holding the position aged less than 55 years old.

3. Identify Successor: Consider assigning a successor through the taking stock analysis assessment process, which evaluates the competencies required in the position (Leadership and Functional Competency).

4. Competency Gap Analysis: Conduct a 360-degree assessment to analyze strengths and weaknesses for development.

5. Development & Monitor: Set development plans through a workshop process along with coaching by supervisors to transfer knowledge and create important connections necessary for taking over the position.

6. Evaluate & Career Management Process: Evaluate the successor's readiness and assign him to act/succeed in the position.

Nomination of Directors and Top Executives

The qualified candidates with sound knowledge, experience in various areas and thorough understanding of banking, finance, economy, laws and related fields.

The Nomination and Remuneration Committee will propose candidates to the Board of Directors for consideration, ensuring that the board has a diverse composition according to the Board Skill Matrix. If a director's position becomes vacant for reasons other than the expiration of their term, the committee will propose candidates to the board for appointment. If a director's term ends or additional directors are to be appointed, the committee will propose candidates to the shareholders' meeting for approval.

In the case of selecting top executives, the Nomination and Remuneration Committee will propose the selected individuals to the Board of Directors for consideration and appointment.

The appointment of directors and top executives must be approved by the Bank of Thailand.

Board Skill Matrix

- Business Administration/Management	- Economics/Commerce/Finance/Accounting
- Strategic Planning/Business Strategies	- Internal Control
- Risk Management	- Marketing
- Fiscal Economics	- Human Resource Management
- Sustainable Development	- Information Technology
- Tax Law and Other Laws	

The details of the criteria for selecting directors, independent directors, and the qualifications of independent directors are disclosed under Section 8. Important Corporate Governance Activities Report, 8.1 Summary of the Board's Performance in the Past Year, Subsection: Qualifications of Independent Directors.

Remuneration of Directors and Executives

- The Nomination and Remuneration Committee chaired by an independent director shall lay down policies, methods and criteria for remuneration of directors and president with fairness, reasonableness and transparency in relation to the company's operating results and his performances. The remuneration must be on a par with the industry's standards and competitive enough to retain desired directors and executives.

- Remuneration of directors is determined by the shareholders' meeting both in monetary form and other forms considered and proposed by the Nomination and Remuneration Committee. The remuneration will be considered based on general practices by considering work experience, knowledge and competencies, coupled with duties and responsibilities and contributions to the company. The remuneration shall also be on par with those at other SET listed companies in similar industries and the average figures at listed companies according to the survey report on remuneration rates for listed companies' directors by the Thai Institute of Directors.

The details of directors' compensations approved by the shareholders' meeting are disclosed in Topic 8 Report on Corporate Governance Compliance, 8.1 Summary of Board of Directors' Performance in the Past Year, Sub-topic: Remuneration of Directors.

Principle 5 : Nurture innovation and responsible business

1. Considering the rights of stakeholders

The company prioritizes and considers the rights of various groups of stakeholders; does not commit any act that violates their rights; and is committed to fulfilling its responsibilities towards stakeholders.

2. Determining the policy on the treatment of stakeholders

- Instill strong work ethics with strict adherence as guidelines to carry out duties honestly and fairly for the company, stakeholders, public and society

- Disclose the company's information to shareholders, investors and the public accurately, comprehensively, in a timely manner and in line with related laws and regulations; cooperate and reports to regulators accurately, comprehensively and in a timely manner

- Set up a good corporate governance policy to support management with honesty and transparency to enhance business' long-term values, security and stable and sustainable growth

- Establish the company's code of conduct and ethics in writing as guidelines on the treatment of all stakeholders from internal stakeholders, namely, employees and executives, to external stakeholders, namely, shareholders, customers, business partners, competitors, government sectors and other agencies. Ensure transparent

operations and encourage active cooperation between the company and stakeholders for mutual benefits; and ensure that stakeholders will receive protection and good treatment

- Establish the code of ethics for directors and employees and promote their participation so that they uphold ethical principles and practices with honesty, morality and carefulness; and prevent any act that violates rules and regulations and tarnishes the company's reputation

The company has published the good corporate governance policy, code of conduct and code of business ethics, and code of ethics for directors and employees through the company's intranet and website; and included them in the training courses for employees.

3. Disclosure of policy compliance and preparation of sustainable business development report

The company has established a corporate social responsibility for business sustainability policy by bringing business ethics together with good corporate governance with the focus on CSR into the main process of business operations (CSR-in-Process) and outside the main process of business operations (CSR-after-Process). It also reinforces executives and employees at all levels to engage in and instill a volunteer spirit to build their awareness of social responsibility. Also, it lays a strong foundation for sustainable development which leads to true sustainability of social and national development.

Corporate Social Responsibility for Business Sustainability Policy

The company is aware of operating business with social responsibility for sustainable growth by focusing on taking care of stakeholders, economy, society and environment with morality and ethics as well as good governance. The business operations must be conducted with honesty, transparency and fairness with the awareness of negative impact on the economy, society and environment. Thus, the company develops the policy of corporate social responsibilities for business sustainability in writing following the guideline of Corporate Social Responsibility Institute, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The company realizes the importance of "dependence" as people in the society are target consumers of all business' products and services. Therefore, no matter what direction a business organization is developing towards, people in society inevitably contribute some support.

The corporate social responsibility for business sustainability policy consists of principles and practical guidelines for directors, executives and employees at all levels to adhere to 9 areas as follows:

1. Good Corporate Governance
2. Fair Business Operation
3. Anti-corruption
4. Respect for Human Rights
5. Fair Treatment of Labor
6. Responsibilities towards Consumers
7. Cooperation in the Development of Community and Society
8. Environmental Management
9. Innovation and Dissemination of Innovative Corporate Social Responsibilities

Disclosure of Policy Compliance and Preparation of Corporate Social Responsibility Report

The company discloses its compliance of corporate social responsibility policy in the annual report Form 56-1 One Report and company's website, including employees' participation in conformity with the policy to instill a sense of social responsibility.

4. No violations of human rights and care for public sentiments

The company places great importance on treating stakeholders, including employees, the community and society with fairness, equality, and respect for the life and dignity of every individual. It strives to build good relationships without violating basic rights and carefully considers any actions that may affect public sentiments. The company ensures that employees receive fair and appropriate compensation and benefits, develops their potential for career advancement, and encourages their involvement. Additionally, the company provides multiple channels for submitting complaints, grievances, and reporting misconduct. Employees can voice their opinions, report, or file complaints about perceived unfairness, fraud or misconduct through their supervisors or other channels. The company has established an independent whistleblowing process, with a committee to review all complaints to ensure transparency and decision making that considers the outcomes and any remedies in accordance with human rights principles. Furthermore, the company has supported and respected the protection of human dignity by ensuring no use of forced labor or child labor.

Occupational Health and Safety Policy

The company is committed to complying with laws and regulations regarding safety, occupational health, and the working environment to prevent and reduce accidents, hazards, and work-related illnesses among employees. The company has established the Occupational Health and Safety Committee and appointed executives and supervisors who have undergone trainings as safety officers to drive the policy and ensure its successful implementation.

5. Reinforcing Fair Treatments of Stakeholders

Fair Treatments of Employees

The company reinforces the fair treatment of employees based on human right principles and considers their needs to aim for a good relationship between employees and the company by strictly adhering to work regulations and employment laws, promoting skill development, continuously enhancing potential, stability and career advancement. The company evaluates the performance and manages the compensation and benefits that are commensurate with the duties, responsibilities, and abilities of employees. A provident fund has been established to provide employees with a good quality of life for retirement, including life insurance and health insurance for employees to provide security for their families and provides channels for employees to submit complaints, with the Grievance Review Committee responsible for consideration.

Fair Treatments of Business Partners, Competitors and Creditors

The company has encouraged fair treatment towards business partners, competitors and creditors in terms of costs and returns. For example, the company manages its procurements and fair-trade agreements; does not involve any activities that violate property or infringe intellectual property; and arranges payments for products and services in a fair and timely manner. The company does not seek confidential information from competitors through inappropriate methods or dishonest means and will not destroy the reputation of business competitors by making malicious accusations. In 2024, there were no disputes and lawsuits among the company and its partners, competitors, and creditors.

Principle 6 : Strengthen effective risk management and internal control

1. Internal Control and Internal Audit

The Board of Directors supports and places an importance on internal control activities in 5 areas to ensure that the company has adequate and appropriate internal control to achieve the established objectives of business operations under the good compliance and internal control as follows:

- Environment
- Internal control
- Risk assessment
- Information technology system control and communication
- Monitoring and evaluation

2. Risk Management

The Board of Directors places an emphasis on risk management across the organization and monitors the financial business group to have risk governance framework and risk culture. The Board of Directors has established the risk management policy and risk management procedures which consist of risk identification, risk assessment, risk monitoring and controls, and risk reporting; and regularly reviewed the adequacy and effectiveness of risk management.

3. Compliance with Regulations

The Board of Directors, executives and employees of the companies in the financial business group have complied with related laws, regulations and rules to ensure that all companies have operated their businesses with responsibilities, transparency, equitable treatment of stakeholders and management with honesty. The company also ensures the companies in the financial business group have complied with supervisory regulations, provides the procedure for related party transactions with performance report, data storage and booking according to financial reporting standards.

In 2024, the company did not commit any criminal offenses nor civil penalties nor administrative actions.

4. Prevention of Conflicts of Interest

The Board of Directors takes heed of transactions with potential conflicts of interest, inappropriate connected transactions and related party transactions whose pricing and conditions should be determined similarly to those of external parties. In addition, the disclosure of information shall conform to rules, regulations and laws.

5. Report on Changes in Holding of Securities and Derivatives

The directors, manager, and the first 4 executives as defined in the notification of the Capital Market Supervisory Board, as well as the company's auditors, including individuals who are related to them, are as follows:

- (1) Spouse or person who lives together as husband and wife
- (2) Underage child
- (3) Juristic person in which the individuals in (1) and (2) hold the shares of more than 30 percent of all voting rights of such a juristic person and such combined shareholding having the highest proportion in such juristic person

To proceed as follows:

- Report any changes in holding of securities and derivatives within 3 business days as from the date of buying, selling, transferring or receiving the transfer of securities or derivatives, or report when either time or condition has been met, whichever occurs first within 3 business days according to the announcement of the Securities and Exchange Commission as follows:

1. When the total value of the transaction is Baht 3 million or more

2. When 6 months have passed since the date of the first transaction

- A report on securities holdings and changes in securities holdings shall be presented to the Board of Directors' meeting every month.

- Report conflicts of interest according to the Securities and Exchange Act, B.E. 2535 (1992) and the notification of the Capital Market Supervisory Board, within 1 month as from the date of holding the position or in case of changes from the latest report to the company secretary for filing and submitting the copy of such report to the chairman of the Board of Directors and the chairman of the Audit Committee.

Principle 7 : Ensure Disclosure and Financial Integrity

The Board of Directors puts the focus on, oversees and assures complete, timely and transparent disclosure of its financial and non-financial information via easily accessible, equal and reliable channels.

1. Disclosure of Financial Information and Non-financial Information

The company has disclosed its material information to shareholders, investors and public with transparency, accuracy, completeness, timeliness and accountability in compliance with related laws and regulations in both Thai and English version. The company also publishes the press release, organizes the analyst meeting, press conference and provides information for press via various channels which are easily accessible, equal and regularly updated as follows:

1. The company's website (www.lhfg.co.th)

2. Disclosure channels of the Stock Exchange of Thailand such as the company's financial statements, Management Discussion and Analysis (MD&A), annual report Form 56-1 One Report, notifications on the resolution of the Board of Directors meeting, notifications on the resolution of the shareholders' meeting and other matters

3. The Securities and Exchange Commission's website such as changes in securities holding report of directors and executives (Form 59), list of directors and executives, financial statements and annual report Form 56-1 One Report, etc.

4. Postal delivery to shareholders

5. Announcement in newspapers

The Board of Directors emphasizes the quality of financial statements and disclosure of financial information. Disclosures are in line with the Bank of Thailand, the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission and Financial Reporting Standards. The financial statements are reviewed/audited by certified public accountants and endorsed by the Audit Committee and the Board of Directors before disclosure.

In addition, the company has disclosed financial statements on a quarterly, half-year and yearly basis, coupled with significant information in notes to financial statements, management discussion and analysis (MD&A) and capital requirement disclosure (Pillar III) of the financial business group, allowing investors to know the information and understand changes in the company's financial position and operating result which will be beneficial to shareholders, investors and public.

The Board of Directors provides the report on its responsibilities towards the company's financial statements and financial information. The report is submitted together with the auditor's report. The company's financial statements must be made in accordance with the financial reporting standards by utilizing proper accounting policies with regular practice.

The company published the 2023 annual report Form 56-1 One Report within 120 days from the end of the fiscal year through the SET website on March 18, 2024 and the company's website.

The company's communication channels and contact:

Address : No.1 Q.House Lumpini Building,
5th Floor, South Sathon Rd.,
Thungmahamek, Sathon,
Bangkok 10120

Telephone : 0 2359 0000 Ext. 2021, 2024

Fax : 0 2677 7223

E-mail : presidentoffice@lhbank.co.th

Website : www.lhfg.co.th

The company has disclosed the shareholding structure and shareholding information of directors and executives together with direct and indirect shareholding of their spouses and minor children. The company has assigned a department to be responsible for disclosing information, receiving requests and providing information as well as building good relationships with shareholders, investors, analysts and other related organizations and prepared several reports to be disclosed to the public on a fair and straightforward basis with clear explanations of its performance, including significant events occurred throughout the year for shareholders' acknowledgement.

The Board of Directors has assigned the Audit Committee to review the financial reports of the company and its subsidiaries to ensure their compliance with financial reporting standards with adequate information disclosure.

The company has disclosed the reports of the Board of Directors, Sub-committees and lists of directors and their authority, total number of meetings; attendance of individual director, remuneration of directors, profiles of directors and executives, company's information, and reports of certified public accountants in the annual report Form 56-1 One Report and the company's website.

The company notifies the details and supporting documents of the shareholders' meetings in Thai and English to investors in advance through the communication channels of the Stock Exchange of Thailand and the company's website. This way, shareholders can have enough time to study the supporting documents beforehand. Besides, the company advertises the notices of shareholders' meetings in the newspaper for 3 consecutive days at least 3 days prior to the meeting date. Each item on the agenda is clearly stated whether it is matters for acknowledgement, matters for approval or matters for consideration, together with the Board of Directors' opinions on each item.

2. Investor Relations Function

The company has assigned the company secretary to be responsible for investor relations to publicize the company's financial and general information to shareholders, investors, analysts and related regulators through the following channels: the Stock Exchange of Thailand, the Securities and Exchange Commission and the company's website under the topic of "Investor Relations", enabling interested persons to study the information with ease. Furthermore, the company organized the analyst meeting and press conference for information sharing, opened the opportunity for participants to ask questions with top executives and prepared the summary report on investors relation activities, questions and suggestions from analysts or investors to be proposed to the Board of Directors. In 2024, the company hosted investors relation activities as follows:

1. 2 analyst meetings with 15 analysts from various securities companies per each meeting
2. 2 press conferences to meet with the press from various news agencies with an estimate 45 press agencies attending each time
3. Many press releases and interviews with top executives



3. Appointment of Auditors and Determination of Audit Fee

For the appointment of auditors and determination of audit fee, the Audit Committee considered the qualifications and performance of auditors, proposed them to the Board of Directors for consent and the board will propose them to the shareholders' meeting for approval. The list of prospects to be appointed as the company's auditor shall be consented by the Bank of Thailand.

Principle 8 : Ensure engagement and communication with shareholders

1. Rights of Shareholders

The company recognizes and values the rights of all shareholders and ensures that no actions are taken to violate or undermine the rights of shareholders. The company promotes the exercise of basic rights by all shareholders as stipulated by law and treats all shareholders fairly and equally.

2. Protection of Shareholders Rights and Fair Treatment of Shareholders

In recognition of the significance of shareholders' basic rights, the company is committed to ensuring the preservation of rights and benefits of all shareholders and urging individual and institutional shareholders to exercise their basic rights as stipulated by law such as the right to buy, sell or transfer securities they own, the right to receive a share of the company's profits, the right to receive dividends, the right to appoint a proxy to attend the meetings and cast their vote, the right to participate in the meetings of shareholders and vote for the appointment or removal of directors, the right to determine directors' remuneration, the right to appoint auditors and determine audit fees, the right to express their opinions and ask questions at the shareholders' meetings and the right to obtain adequate information via easily accessible communication channels.

The Board of Directors places an emphasis on the rights of all stakeholders, whether they are internal stakeholders: directors, executives and employees or external stakeholders: all shareholders, competitors, government sector and other related agencies. The company has a policy of transparency in conducting its business operations and encourages active collaboration between the company and its stakeholders for mutual benefits, while ensuring all stakeholders are well protected and treated.

The Board of Directors recognizes the importance of accurate, complete, timely and transparent disclosure through the company's website, www.lhfg.co.th, in both Thai and English to ensure that stakeholders have easy access to the company's information and news.

The company encourages shareholders to fully exercise their rights by providing them with convenient access to participate in shareholders' meetings and cast their vote and shall refrain from any action that may limit shareholders' opportunities of attending the meeting and voting. The voting is required to be conducted with simple procedures, for instance, providing relevant information via the company's website, assigning the company secretary to directly communicate with shareholders, providing shareholders with opportunities to propose the agenda for the shareholder's meetings and nomination of directors, and facilitating the attendance of shareholders' meetings, etc.

The company disclosed the resolution of the Board of Directors meeting No. 2/2024, held on February 23, 2024, which determined the 2024 Annual General Meeting of Shareholders to be held on April 22, 2024. The agenda of the 2024 Annual General Meeting of Shareholders, both in Thai and English, has been disclosed via the SET since February 23, 2024, while materials of the Annual General Meeting of Shareholders, both in Thai and English, were disclosed via SET and the company's website on March 18, 2024.

3. Shareholders' Meeting

The company provides the invitation letter to inform shareholders of the meeting schedule, agenda and supporting documents in both Thai and English, which clearly specifies whether the matters are for acknowledgement, approval or consideration including directors' opinions, facts and reasons of each agenda sufficient for making decisions. Such information and materials are disclosed to the public via SET and the company's website at www.lhfg.co.th 30 days prior to the meeting date, enabling the shareholders to have sufficient time to study the information. In addition, the company will disseminate the notice together with supporting documents to the shareholders not less than 7 days before the date of the shareholders' meeting as specified by the law. The company will also advertise the notice of shareholders' meeting in the newspaper for 3 consecutive days at least 3 days prior to the meeting date. The invitation letter sent to shareholders is as follows:

1. Invitation letter including the explanation and rationale for each agenda items and the Board of Directors' opinions

2. Annual report Form 56-1 One Report in electronic form via a QR code

3. Biographies of proposed directors for shareholders to elect and biographies of proposed auditors for shareholders to elect

4. Details of the shareholders' registration and identification documents before the meeting, proxy appointment, voting and method of vote counting

5. Articles of Association of the company, concerning the shareholders' meeting

6. Proxy Form A, B and C

7. Biographies of independent directors for shareholders' proxy appointment to attend the meeting

8. Definition of independent directors

9. Map of the meeting venue

10. Request form for a printed copy of annual report Form 56-1 One Report

The Annual General Meeting of Shareholders must be held within 4 months from the end of the fiscal year. The Board of Directors may call for an extraordinary meeting on the date, time, and location determined by the board. Additionally, one or more shareholders who collectively hold at least 10% of the total shares issued may submit a request in writing to the board to call an extraordinary shareholders' meeting at any time. The request must clearly specify the agenda and reasons for calling the meeting. In such cases, the Board of Directors must arrange the meeting within 45 days from the date the request is received from the shareholders.

The company encourages and promotes all groups of shareholders, including institutional shareholders to attend the shareholders' meeting as the shareholders have the right to own the company by appointing a director to act on their behalf and have the right to make decisions on significant changes of the company.

The company considers the rights of shareholders based on the good corporate governance principles by following the Annual General Meeting of Shareholders' checklist prepared by the Thai Investors Association.

At the Meeting Date

- The company has attached the registration form together with the invitation letter of the Annual General Meeting of Shareholders for convenient registration of joining the meeting.

- The company carefully conducts the shareholders' meeting to make it fast and accurate, starting with the preparation for participants' information, attendance registration, processing of voting results on each agenda and summary report.

- On the shareholders' meeting date, shareholders can register 2.5 hours in advance. The company provides convenience to shareholders prior to the meeting, for example, preparing the venue and arranging staff to assist with the registration process, ensuring that both shareholders and proxy holders can register quickly and efficiently.

- The company has implemented a computer system for the shareholders' meeting to ensure that the meeting proceeds fast, accurately, and precisely, providing convenience to shareholders. This includes the registration process, printing of voting cards, processing of votes by agenda item, and reporting of the meeting results.

- The company provides staff to monitor the vote counting throughout the meeting.

- The company recorded the meeting's audio and video in a multimedia format and used the registration and vote counting system provided by Inventec Systems (Thailand) Co., Ltd. The recordings and results were then published on the company's website.

Attending the Shareholders' Meeting

- The company has provided staff to verify the documents of shareholders or proxy holders who are eligible to attend the meeting, as specified in the invitation letter, to maintain the rights and equality of all shareholders. Shareholders are allowed to register in advance before the meeting to ensure ample time for registration. The company has implemented a computer system for the registration process and to print voting cards for each agenda item, ensuring that the registration process is smooth, quick, and accurate, providing convenience for shareholders.

- During the meeting, the shareholders can register to attend the meeting to exercise their voting rights on any agenda that has not yet been voted.

- At the 2024 Annual General Meeting of Shareholders, the company nominated 2 independent directors: the chairman of the Audit Committee and a member of the Audit Committee to act as shareholders' proxies. The company has sent the notice of AGM with

Proxy Form B and Proxy Form C to the shareholders, enabling them to determine the direction of voting. In addition, the shareholders can download other types of proxy forms from the company's website in both Thai and English.

- At the 2024 Annual General Meeting of Shareholders, there were 11 directors attending the meeting in person and top executives of the companies in the financial business group also participated in the meeting.

- The company provides independent parties, namely the auditors, legal consultants and checker of the vote counting, to act as intermediaries in observing the shareholders' meeting whether it was held in a transparent manner and in compliance with related laws and the Articles of Association.

4. Open Session for Shareholders' Queries and Comments

- Before the meeting date, the company has given the shareholders the opportunity to submit their questions in advance via the company's website at www.lhfg.co.th or the e-mail to the company secretary at presidentoffice@lhbank.co.th which the Board of Directors will clarify on the meeting date.

- At the shareholders' meeting, the chairman of the meeting shall allocate appropriate time and encourage equal opportunity for shareholders to express their opinions and queries.

- The company shall endeavor to encourage all directors and top executives of the company and its subsidiaries, including the auditors to attend the shareholders' meeting to answer any queries. Directors will clearly explain and clarify such matters. And the company will correctly record the minutes of the meeting so that the shareholders can review it later.

Conducting the Meeting and Voting

- **Before the meeting starts**, the chairman welcomes and opens the meeting by presenting the number and proportion of shareholders and proxies attending the meeting as well as clarifying rules, voting rights required for each agenda item, voting procedures and vote counting.

- **Conducting the Meeting**

- The company accommodates the shareholder's meeting by keeping the process correct following the related law, regulations and the good corporate governance principles.

- The company allows shareholders sufficient time to consider the meeting agenda in the order specified by the invitation letter, unless shareholders holding total number of shares not less than two-thirds of the total number of shareholders attending the meeting resolve to change the order of the agenda. In addition, the shareholders holding a total number of shares not less than one-thirds of the total number of paid-up shares may request the meeting to consider other matters in addition to those specified in the invitation letter.

- The company encourages shareholders to express their comments, suggestions and questions. Directors and related executives are responsible for explaining and answering their queries.

The 2024 Annual General Meeting of Shareholders was conducted according to the Articles of Association and arranged in the order as identified in the invitation letter. There was no addition or switch of agenda items as well as changes in material information without prior notice to shareholders.

- **Voting Process**

- The company uses voting cards to cast votes on each agenda item.

- For each agenda, a shareholder carries 1 share 1 vote. For the agenda of the appointment of directors, the voting shall be done on an individual basis, and voting results on each agenda will be announced to the meeting by specifying as "Approved", "Disapproved", "Abstained" and "Voided Ballot".

5. Minutes Preparation and Resolution Disclosure

- **After the Shareholders' Meeting**

- The company published the 2024 shareholders' meeting resolutions with voting results for each agenda both in Thai and English within the meeting date on April 22, 2024, through the Stock Exchange of Thailand's channel within its specified period. This information was also published on the company's website at www.lhfg.co.th.

- The company prepared the minutes of shareholders' meeting both in Thai and English, containing the comprehensive important information such as the list of directors attending and absent from the meeting, executives attending the meeting, resolutions of the meeting, voting results for each agenda item divided into "Approved", "Disapproved", "Abstained" and "Voided Ballot", queries and answers as well as opinions of the meeting.

- The company submitted the copies of the minutes of 2024 Annual General Meeting of Shareholders to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce within 14 days from the meeting date and also published the minutes on the company's website and submitted the minutes of the Annual General Meeting of Shareholders to the Stock Exchange of Thailand on April 26, 2024 and posted the news via SETLink.

6. Equitable Treatment of Shareholders

The company is fully aware of its duty to ensure that every shareholder will be treated and protected equally and fairly based on their fundamental rights, by providing measures to prevent conflicts of interest or the misuse of insider information for benefits of their own or others.

7. Protection of Rights of Minority Shareholders

- The Board of Directors realizes the rights and equality of individual shareholders and treats all of them, whether they are majority or minority, individual or institution, foreign or Thai, fairly and equally. All shareholders shall receive important and accurate information at the same time to protect their basic rights.

- The company pays attention to the shareholders' meeting as an important opportunity, allowing shareholders to exercise their rights to participate in decision making on the company's crucial matters. The following efforts are made to facilitate the shareholders' meeting:

- **Opportunities for shareholders and minority shareholders to propose queries, and agenda for the Annual General Meeting and to nominate qualified candidates to be elected directors**

The company gives an opportunity for shareholders in both individuals and groups who hold shares of not less than 0.01 percent of the total issued and paid-up capital of the company, to propose questions and agendas that are beneficial for business and they deem worthy of being included on the Annual General Meeting of Shareholders agenda, and to nominate qualified candidates with knowledge and ability in business for appointments as the company's directors. The proposals of such matters are required to be submitted within 3 months before the end of accounting period. The company publishes all related rules and details on the company's website as well as the invitation via SETLink. Shareholders can submit their proposals to the company via the following channels:

- Company's website at www.lhfg.co.th
- E-mail to the company secretary at presidentoffice@lhbanc.co.th

- Letter to the company secretary

- Fax number 0 2677 7223

For the proposal of qualified candidates to be elected as directors, the Nomination and Remuneration Committee will consider their qualifications and propose to the Board of Directors for a further proposal to the shareholders' meeting. For any matters that are not received with consent from the Board of Directors and/or the Nomination and Remuneration Committee, the company will notify the shareholders together with the reasons at the Annual General Meeting of Shareholders and will also post them on the company's website and other channels as deemed appropriate.

In the 2024 Annual General Meeting of Shareholders, the company announced the opportunity for minority shareholders to propose various matters and nominate individuals with appropriate qualifications for consideration to be elected as directors. This announcement was made on September 18, 2023, with the period for submitting proposals running from September 18, 2023, to December 31, 2023. On January 9, 2024, the company reported the results of granting the minority shareholders the right to propose matters for inclusion in the agenda of the 2024 AGM on the company's website.

- The company will not add an item on the shareholders' meeting's agenda which is not notified in advance without necessity, especially a special item which the shareholders need to spend time studying relevant information before making a decision.

- The company has followed the shareholders' meeting process in accordance with the criteria for evaluating the quality of shareholders' meetings and has complied with the corporate governance assessment set by the Thai Investors Association and the Thai Institute of Directors for listed companies.

8. Protection of Insider Trading

Insider Trading Policy

The Board of Directors realizes to keep and protect the use of insider trading, the company has set up the policy in writing to oversee the use of insider trading as a guideline for maintaining confidentiality of the company, to ensure equal information disclosure and to prevent the misuse of insider trading for benefits of

directors, executives and employees, including their spouses and minor children so that they can perform duties with honesty, fairness, compliance with laws and regulations and do not give priority to their own interests over the responsibilities towards the company. Moreover, employees are not allowed to use insider trading for personal gain to enhance good corporate governance.

The details of the prevention of insider trading and the policy on the handling of insider trading are disclosed under Section 8. Key Report on Corporate Governance Compliance, 8.1 Summary of Board of Directors Performance in the Past Year, Subsection: Oversight of Compliance with Corporate Governance Policy and Guideline, 2. Insider Trading.

6.2 Code of Business Ethics

The Board of Directors has determined the code of conduct and code of business ethics to be guidelines for all groups of stakeholders and to operate with integrity and encouraged active collaboration between the company and its stakeholders for mutual benefits, while ensuring all stakeholders are well protected and treated equally. Business ethics creates competitiveness and trust among shareholders, investors, stakeholders and all relevant parties; and is fundamental to business operations with efficiency, transparency and credibility. The company also defines the code of ethics for directors and employees and urges for their engagement so that they have principles and practical guidelines and behave with ethics, sincerity, moral and caution as well as prevent any acts to violate rules and regulations which lead to the defamation of the company.

Process for Management and Prevention of Violations of Business Ethics

The company has published the code of conduct of employees with the purpose to provide good practice guidelines as a working's standard for all employee and directors. The content covers the code of business ethics, roles of directors and executives, service standards, working environments, responsibility toward customers, protection against conflict of interest, information and communication management, confidentiality, good corporate governance oversight, free and fair competition, settle disputes, social and environmental responsibility, awareness of occupational health and safety, whistleblowing channel and process, and disciplinary action against unethical business conduct.

In 2024, the company conducted the code of conduct and business ethics as follows:

1. The company communicated the code of conduct and code of ethics for executives and employees to create understanding and ability to perform their duties appropriately, via the company's application PacD and intranet as well as communicated to new employees for acknowledgement and put into practice, received 100 percent of communication.

2. The company had no violation on the code of ethics and code of conduct.

The code of conduct and code of business ethics have been disclosed in the company's website www.lhfg.co.th and Attachment 5.

6.3 Key Changes and Developments of Policy Guideline, Practice and Corporate Governance in 2024

The Board of Directors reviews the corporate governance policy annually to enhance the company's good corporate governance practices and ensure alignment with the principles of good corporate governance. In 2024, the company reviewed its corporate governance policy during the 12th Board Meeting of 2024, held on December 19, 2024.

- Communicated with executives and employees through various channels of the company
- Executives and employees have fully implemented the corporate governance policy.
- There have been no cases where independent directors, non-executive directors, or executive directors resigned due to issues related to the good corporate governance.

The company's Board of Directors approved the operational framework and sustainability goals during the 13th meeting of 2023 on December 18, 2023. The company is committed to supporting the United Nations Sustainable Development Goals in driving the country's greenhouse gas reduction targets in a concrete manner, in line with the policies of relevant government agencies. The company recognizes its role in contributing to global economic, social, and environmental development, particularly in achieving climate change goals, which have reached a global crisis

level. Thailand has officially pledged under the United Nations Framework Convention on Climate Change to tackle the climate change crisis effectively. Thailand has

set a target to reduce greenhouse gas emissions by at least 30% from the Business-As-Usual (BAU) scenario by 2030.

The company has some practical guidelines not yet implemented as follows:

CG Code Practical Guidelines	Reasons
The chairman should be an independent director.	The chairman is neither a non-executive director nor an independent director.