

Supporting Documents

Agenda 1 : To acknowledge the company's performance of the year 2023

Fact and Rationale

The company's performance of the year 2023 and other information about the company appears in the 2023 Annual Report Form 56-1 One Report in QR Code format which has been sent together with the invitation letter to the 2024 Annual General Meeting of Shareholders. In addition, the 2023 Annual Report Form 56-1 One Report has been published on the company's website (www.lhfg.co.th) under Investor Relations/Financial Info/Annual Report Form 56-1 One Report.

Opinion of the Board of Directors

The Board of Directors has considered the company's performance of the year 2023 and relevant information of the company as disclosed in the 2023 Annual Report Form 56-1 One Report, Part 1 Topic 4 Management Discussion and Analysis on Page 110 and Part 3 Financial Statements on Page 201, and deemed it appropriate to propose the meeting to acknowledge the company's performance of the year 2023.

Voting

This agenda is for acknowledgement only.

Supporting Documents

Agenda 2 : To consider and approve the statements of financial position
and the statements of comprehensive income for the year ended December 31, 2023**Fact and Rationale**

The company's and subsidiaries' statements of financial position and the statements of comprehensive income for the year ended December 31, 2023 have been audited and certified by the certified public accountants from EY Office Limited, the company's auditor, and reviewed by the Audit Committee and consented by the Board of Directors. The details of which are shown in the 2023 Annual Report Form 56-1 One Report, Part 3 Financial Statements Page 201.

Opinion of the Board of Directors

The Board of Directors had considered the company's and subsidiaries' statements of financial position and the statements of comprehensive income for the year ended December 31, 2023 reflected the essence of the financial reporting standards and deemed it appropriate to propose to the shareholders to approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2023, which had been audited and certified by auditors.

Voting

The resolution in this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are tie, the chairman of the meeting can exercise his casting vote.

Supporting Documents

Agenda 3 : To consider and approve the allocation of net profit for the year 2023 to the statutory reserve and dividend payment

Fact and Rationale

According to the Public Limited Companies Act B.E. 2535 (1992) and the company's Articles of Association, the criteria for the allocation of profit and dividend payment have been determined as follows:

1. The Public Limited Companies Act B.E. 2535 (1992)

Section 115 states that "No dividends shall be paid out of funds other than profit. In the case where the company still sustains an accumulated loss, no dividends shall be paid."

Section 116 states that "A company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profit with the deduction there from the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital, unless a greater amount of the reserve fund is required by the articles of association of the company or other laws."

2. The Article 38 of the company's Articles of Association states that the company shall allocate not less than five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than the amount specified by law.

Dividend Payment Policy

The company has the dividend payment policy indicating that the company will take into consideration its performance and the long-term returns to shareholders and the consolidated financial statements.

According to the 2023 performance ended December 31, 2023, the company had a net profit from the consolidated financial statement in the amount of Baht 2,096,319,527.65 and Baht 745,706,200.24 from separate financial statement without retained loss. After allocating the annual net profit to the statutory reserve not less than 5 percent of the annual 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 deemed it appropriate to propose the shareholders meeting to approve the matters as follows:

1. To allocate the net profit of 2023 in the amount of Baht 37,500,000.00 to the statutory reserve, which is not less than 5 percent of the annual net profit.

2. To pay cash dividend at Baht 0.030 per share, in the total amount of Baht 635,509,817.82.

The company will determine the names of shareholders who have rights to receive the dividend payment on April 30, 2024 (Record Date) and the dividend payment will be made on May 17, 2024.

Table: Comparison of dividend payment for the year 2023 and 2022

Details of Dividend Payment	Year 2023	Year 2022
Number of shares (Shares)	21,183,660,594	21,183,660,594
Net profit - Consolidated financial statements (Baht)	2,096,319,527.65	1,578,807,455.43
Net profit - Separate financial statements (Baht)	745,706,200.24	361,153,512.30
Less - Allocate 5% of net profit to statutory reserve (Baht)	37,500,000.00	19,000,000.00
Net profit after statutory reserve (Baht)	708,206,200.24	342,153,512.30
Cash dividend payment (Baht)	635,509,817.82	211,836,606.00
Net profit (Baht)	72,696,382.42	130,316,906.30
Cash dividend payment ratio per share (Baht : Share)	0.03	0.01
Proportion of the dividend payment comparing the net profit (%)	85.22	58.66

Note: Individual shareholder can request for dividend tax credit from the company's corporate income tax payment at 20%.

Opinion of the Board of Directors

The Board of Directors has already considered the allocation of net profit for the year 2023 to the statutory reserve and dividend payment and deemed it appropriate to propose the shareholders to approve the allocation of net profit for the year 2023 to the statutory reserve and dividend payment.

Voting

The resolution in this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are tie, the chairman of the meeting can exercise his casting vote.

Supporting Documents

Agenda 4 : To consider and approve the appointment of directors to replace those retired by rotation

Fact and Rationale

The company's Articles of Association, first paragraph of Article 25, states that "At every annual ordinary meeting, one-thirds (1/3) of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-thirds (1/3) shall vacate." And the second paragraph of Article 25, states that "A director who vacates under this section may be re-elected."

In the 2024 Annual General Meeting of Shareholders, 4 directors will retire by rotation, namely:

- | | | |
|----------------|---------------|---------------|
| 1. Dr. Vorapol | Socatiyanurak | Chairman |
| 2. Mr. Wu, | Kuo-Chin | Vice Chairman |
| 3. Mr. Lee, | Yu-Chou | Director |
| 4. Mr. Vichian | Amornpoonchai | Director |

Nomination Process of Directors is as follows:

1. The company has given the opportunity to the minority shareholders to nominate qualified candidates to be elected as directors and independent directors. However, no shareholders proposed any candidate to be considered.

2. The Nomination and Remuneration Committee has selected and nominated the candidates with proper qualifications, knowledge, abilities and experiences in various fields, understanding of banking, finance, economics, laws, etc., by taking into consideration the organization requirements and good corporate governance. The directors shall have full qualifications according to related laws and the company's Articles of Association.

The Nomination and Remuneration Committee has nominated the list of qualified candidates to the Board of Directors for consent before proposing the list to the shareholders meeting for approval.

Opinion of the Board of Directors

The Board of Directors, excluding the directors who have conflicts of interest in this matter, agreed with the proposal of the Nomination and Remuneration Committee to propose the shareholders to appoint the 4 directors who will retire in the 2024 Annual General Meeting as directors for another term as they have appropriate qualifications, knowledge, abilities and good performance beneficial to the company and are qualified for being the company's directors according to related laws and the company's Articles of Association.

The biographies of directors who will be proposed to shareholders for appointment are attached herein. (See Enclosure 3)

Voting

The resolution in this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes according to the criteria and method of the company's Articles of Association. If the votes are tie, the chairman of the meeting can exercise his casting vote.

In case a shareholder granted a director who has direct interests in this agenda as proxy, he/she can exercise the right to vote as usual, unless otherwise specified in the Proxy Form.

Supporting Documents

Agenda 5 : To consider and approve the directors' remuneration

Fact and Rationale

According to the Public Limited Companies Act B.E. 2535 (1992), the first paragraph of Section 90 states that "The company shall not pay money or any other property to the directors, except payment as remuneration under the Articles of Association of the company." The second paragraph states that "In the case where the Articles of Association of the company contain no provision on the said matter, payment of remuneration under paragraph one shall be in accordance with the resolution of the meeting of shareholders, supported by votes not less than two-thirds (2/3) of the total votes of shareholders who are present."

According to the Articles of Association of the company, the first paragraph of Article 36 states that “Remunerations and bonus of directors shall be in accordance with those specified by the meeting of shareholders”. The second paragraph states that “Directors are entitled to receive remuneration from the company in form of bonus, meeting allowance, pension, or other benefits in any form as stipulated in the Article of Association or under consideration of the meeting of shareholders, which shall be fixed or under the criteria to be determined from time to time or be permanent unless otherwise changed, together with allowances and welfares according to the company’s regulations.”

Criteria for director’s remuneration are as follows:

To determine the director’s remuneration, the Nomination and Remuneration Committee shall consider based on working experiences, knowledge, abilities, intention, dedication and various benefits that each director has contributed to the company, comparing with the companies with the same scale in the same industry listed on the Stock Exchange of Thailand.

The determination of remuneration has passed the proper order as to avoid conflicts of interest and ensure transparency. The Nomination and Remuneration Committee shall consider the appropriateness of remuneration prior to proposing it to the Board of Directors for consent before proposing it to the shareholders meeting for approval.

To align with the obligations and responsibilities of the Board of Directors in the oversight of the company’s operations for the best interest of the company and its shareholders, the Board of Directors has considered the matter together with the proposal of the Nomination and Remuneration Committee and agreed with the directors’ remuneration as follows:

1. Directors’ remuneration for the year 2024 and 2023

(Unit: Baht)

Position	Directors’ Remuneration (per month)		Meeting Allowance (per time)											
			Board of Directors		Audit Committee		Sustainability and Corporate Governance Committee		Nomination and Remuneration Committee		Risk Oversight Committee		Other Committees*	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Chairman	200,000	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 committees refer to the committee required by regulators or should have or the Board of Directors deems necessary.

2. Directors' gratuity for the year 2023

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

In addition, the company has determined the gratuity to directors in the total amount of not more than Baht 8,000,000.00 which is equal to that of the year 2022 and commensurate with their duties, responsibilities and workload. The allocation is subject to the discretion of the Board of Directors.

Table: The comparison of directors' gratuity in 2023 and 2022

Directors' Gratuity (Baht)	
2023	2022
8,000,000	8,000,000

3. Other benefits

Table: The comparison of other benefits in 2024 and 2023

2024	2023
None	None

Opinion of the Board of Directors

The Board of Directors has considered the matter accompanied with the proposal of the Nomination and Remuneration Committee, deemed it appropriate to propose the shareholders to approve the directors' remuneration as mentioned above and agreed that the director's gratuity was appropriate and commensurate with their duties and responsibilities.

Voting

The resolution in this agenda requires a vote of no less than two-thirds (2/3) of the total number of votes of the shareholders.

All directors who have direct conflicts of interest will refrain from voting in this agenda. Nonetheless, in case any shareholder has appointed a director direct conflicts of interest as proxy, the directors can be entitled to vote in this agenda on behalf of shareholders as usual, unless otherwise specified in the Proxy Form.

Supporting Documents

Agenda 6 : To consider and approve the appointment of auditors and audit fee for the year 2024

Fact and Rationale

According to the Public Companies Limited Act B.E. 2535 (1992) and the company's Articles of Association, the criteria to appoint the company's auditors and audit fee are defined as follows:

Section 120 states that "The annual general meeting of shareholders shall appoint an auditor and determine the audit fee for the auditor of the company every year. The former auditor may be re-appointed."

Section 121 states that "The auditor shall not be a director, staff, employee or a person holding any position in the company."

The first paragraph of section 40 of the company's Articles of Association states that "Auditors shall be appointed by the annual general meeting of shareholders of every year. In appointing the auditor, the former auditor may be re-appointed. This shall comply with that the regulations of the Bank of Thailand or other relevant governmental agencies. The second paragraph indicates that "The remuneration of the auditor shall be determined by the meeting of shareholders". The third paragraph states that "A director, staff, employee or a person holding any position or having any duty in the company shall not be elected as the company's auditor."

The Board of Directors has proposed the meeting to appoint the auditors from KPMG Phoomchai Audit Limited to be the auditors of the company for the year 2024. The list of certified public accountants is as follows:

- | | | |
|------------------|----------------|----------------------------|
| 1. Ms. Orawan | Chotiwiriyakul | CPA Registration No. 10566 |
| 2. Mr. Chanchai | Sakulkoedsin | CPA Registration No. 6827 |
| 3. Mr. Chokechai | Ngamwutikul | CPA Registration No. 9728 |
| 4. Ms. Thitima | Pongchaiyong | CPA Registration No. 10728 |

These 4 auditors are proposed to act as the company's auditors in 2024 for the first time. The biographies of certified public accountants who will be proposed to shareholders for appointment are attached herein. (See Enclosure 3)

In case the above auditors cannot perform their duties, KPMG Phoomchai Audit Limited shall supply other certified public accountants from the company to audit and express their opinions on the company's financial statements to substitute for them.

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

In addition, KPMG Phoomchai Audit Limited is the auditor of the company and its subsidiaries.

The audit fee for the year 2024 is Baht 990,000.00 equal to the year 2023.

The audit fee for the year 2024 is Baht 990,000.00 equal to the year 2023, with details as follows:

1. Audit fee for the year 2024

Table: The comparison of audit fees in 2024 and 2023

Scope of Work	Audit Fee (Baht)		Changes Increase (Decrease)	
	2024*	2023**	Amount (Baht)	(%)
1. Reviewing Fee				
- 1 st quarter ended 31 March	-	150,000	-	-
- 3 rd quarter ended 30 September	-	150,000	-	-
2. Auditing Fee				
- 6-month period ended 30 June	-	345,000	-	-
- Fiscal year ended 31 December	-	345,000	-	-
Total	990,000	990,000	0.00	0.00

Note: * Audit fee for KPMG Phoomchai Audit Limited

** Audit fee for EY Audit Limited

2. Other charges

Table: The comparison of other charges in 2024 and 2023

2024	2023
None	None

Opinion of the Board of Directors

The Board of Directors has considered the matter together with the proposal from the Audit Committee and deems it appropriate to propose the shareholders to approve the appointment of auditors of KPMG Phoomchai Audit Limited as the company's auditor and audit fee for the year 2024 in the amount of Baht 990,000. The Board of Directors views that KPMG Phoomchai Audit Limited is under the approved list of the Securities and Exchange Commission and has sound audit standards. In addition, the audit fee is commensurate with the scope of audit functions.

Voting

The resolution in this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are tie, the chairman of the meeting can exercise his casting vote.

Supporting documents

Agenda 7 : To consider and approve the amendment of the Articles of Association of the company

Fact and Rationale

To align with the Public Limited Companies Act (No. 4) B.E. 2565 stating that public limited companies are allowed to use electronic means to publicize the contents about public limited companies, board meeting, meeting of shareholders, delivery of letters or documents and granting proxy, The Board of Directors would like to propose the meeting to approve the amendments of the Articles of Association of the company as follows:

Chapter III: Meeting of Shareholders

Existing	Proposed
<p>Article 16 Ordinary Meeting</p> <p>The board of directors shall call a meeting of shareholders at least one (1) time a year at the location where the Company's head office is located or nearby province or at other place determined by the board of directors. This meeting shall be called "Ordinary Meeting" which shall be occurred within four (4) months of the last day of the fiscal year of the Company.</p>	<p>Article 16 Ordinary Meeting</p> <p>The Board of Directors shall call a meeting of shareholders at least one (1) time a year at the location where the Company's head office is located or nearby province or at other places determined by the Board of Directors. This meeting shall be called "Ordinary Meeting" which shall take place within four (4) months of the last day of the fiscal year of the Company.</p> <p>The ordinary meeting may be conducted via electronic means. In such case, the company's head office shall be considered as the venue of the ordinary meeting.</p>
<p>Article 17 Extraordinary Meeting</p> <p>The meeting of shareholders other than Ordinary Meeting referred to in Article 16. shall be called "Extraordinary Meeting".</p> <p>The board of directors may call Extraordinary Meeting on the date, time and place that the board of director may consider appropriate, however, a duly written notice calling the meeting, prescribed in Article 18 of this Article of Association, be sent.</p> <p>Shareholders, holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold, or twenty five (25) or more shareholders, holding shares in accumulate not less than one-tenths (1/10) of the total number of shares sold, may jointly sign their names request to the board of directors to call for the meeting of shareholders as Extraordinary Meeting. If such request be received, the board of director shall determine the place, date and time for this meeting where the date of this meeting shall no later than one (1) month after receive such shareholders request.</p>	<p>Article 17 Extraordinary Meeting</p> <p>The meeting of shareholders other than Ordinary Meeting referred to in Article 16. shall be called "Extraordinary Meeting".</p> <p>The Board of Directors may call an Extraordinary Meeting on the date, time and place as it may deem appropriate. However, a duly written notice calling the meeting is required as prescribed in Article 18 of this Articles of Association.</p> <p>A shareholder or shareholders, holding shares in aggregate of not less than 10% of the total number of shares sold, may, at any time, subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting; provided that reasons and objectives for such request shall be clearly stated in the said letter. In this case, the Board of Directors shall convene the shareholders meeting within 45 days from the date of receipt of such letter.</p> <p>In case that the Board does not convene an extraordinary meeting within such period under Paragraph 3, shareholders who subscribe their</p>

Existing	Proposed
	<p>names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period under Paragraph 3. In such case, the meeting is deemed to be shareholders meeting called by the Board of Directors and the company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the company shall reasonably provide facilitation.</p> <p>In the case where, at the meeting called by shareholders under paragraph 4, the number of shareholders attending the meeting does not constitute a quorum as prescribed in the Article 20, the shareholders under Paragraph 4 shall jointly be responsible for the expenses arising from the arrangement of such shareholders meeting to the Company.</p> <p>An extraordinary meeting may be conducted via electronic means and the Company's head office shall be considered as the venue of the shareholders' meeting.</p>
<p>Article 18 Notice for Shareholders Meeting</p> <p>Written notice calling the meeting shall be delivered to every shareholders, at the place given in the share registration book, and to the registrar not less than seven (7) days prior to the date of the meeting. In the event that shareholders living in Thailand, such notice shall be sent directly to shareholders or his agent or sent by registered mail. In the case that shareholders living outside Thailand, such notice shall be sent via telex, telegraph or facsimile or other new telecommunication methods which shall be confirmed by sending registered air-mail in the same day.</p> <p>In this case, the board of director shall also publish this calling notice for meeting in a newspaper not less than three (3) consecutive days prior to the date of the meeting not less than three (3) days.</p> <p>Every calling notice for meeting shall indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters.</p>	<p>Article 18 Notice for Shareholders Meeting</p> <p>Regarding the summon for a shareholders' meeting, the notice for the meeting shall be made in writing or may be done via electronic method by indicating the venue, date, time and agenda of the meeting and matters to be proposed to the meeting, including other details as may be expedient. The notice shall also clearly specify whether it is the matter for acknowledgement, matter for approval or matter for consideration as the case may be, including the opinions of the Board of Directors in the said matters. Such notice shall be submitted to shareholders in advance for at least seven (7) days before the date of the meeting and shall be advertised in newspapers for at least three (3) consecutive days before the date of the meeting. Such advertisement may be done via electronic means.</p> <p>The Board of Directors may set the form of the shareholders meeting by allowing the meeting to be conducted via electronic means. In such case, the Company's head office shall be considered as the venue of the shareholders' meeting.</p>

Existing	Proposed
<p>Article 22 Proxy</p> <p>A shareholder is entitled to authorize other persons as proxy to attend and vote at any meeting on his behalf by submitting the proxy form, signed form designated by the registrar, signed by appointer, to the chairman or to the person designated by the chairman at the place where the meeting takes place before the proxy person attends the meeting.</p>	<p>Article 22 Proxy</p> <p>A shareholder is entitled to authorize other persons as proxy to attend and vote at any meeting on his behalf by submitting the proxy form, designated by the registrar, signed by grantor, to the chairman or to the person designated by the chairman at the place where the meeting takes place before the proxy attends the meeting.</p> <p>Granting a proxy may be done via an electronic means.</p>

Chapter IV: Directors and Directors Authorities

Existing	Proposed
<p>Article 31 Board of Directors Meeting</p> <p>The board of directors shall hold a meeting at least once every three (3) months.</p> <p>The meeting of the board of directors shall be held in the locality in which the head office of the Company is located or in a nearby province, or at other place where the chairman of the board of director specified.</p> <p>Moreover, for the board of directors meeting, in case the chairman of the board or the person entrusted by the chairman of the board consider agreed, they can provide the meeting through electronic media, in this regard the meeting must comply with the Security Standards for the Meeting Through Electronic Media that determined by the Ministry of Information and Communication Technology or as required by other law.</p>	<p>Article 31 Board of Directors Meeting</p> <p>The Board of Directors meeting shall be held at least once every three (3) months.</p> <p>The Board of Directors meeting shall be held in the location where the head office of the Company is located or in a nearby province, or at other places where the chairman of the Board of Directors or his/her designated person specifies. In case the chairman or his/her designated person fails to fix the venue of the Board of Directors meeting, the Company's head office shall be used as the venue of the meeting. The Board of Directors meeting may be organized via electronic means and the Company's head office shall be considered as the venue of the meeting.</p> <p>When there are reasonable grounds or if it is necessary to preserve the rights or benefits of the Company, at least 2 (two) directors may jointly request the chairman to summon the Board of Directors meeting by providing the proposed matters and reasons for consideration. In this case, the chairman shall call for the meeting and fix the date within 14 days from the date of receiving the request thereof. In the event that the chairman fails to call and fix the date of Board of Directors meeting, the directors who make the request may jointly call and fix the date of the meeting within 14 days after the end of the period.</p> <p>If there is no chairman of the Board of</p>

Existing	Proposed
	Directors for any reason, the vice chairman will call a meeting. If there is no vice chairman, at least two (2) directors may jointly call a meeting.
<p>Article 32 Notice for the Board of Directors Meeting</p> <p>In calling a meeting of the board of directors, the chairman of the board or the person entrusted by the chairman of the board shall serve a written notice calling for such meeting to the directors not less than seven (7) days prior to the date of the meeting. Unless necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p> <p>In the event that two or more directors request for calling the meeting of the board of directors, the chairman shall specified the date to call for such meeting within fourteen (14) days from the date received such request.</p>	<p>Article 32 Notice for the Board of Directors Meeting</p> <p>In calling the Board of Directors meeting, a written notice shall be mailed or sent via electronic means to the directors not less than three (3) days prior to the date of the meeting unless if it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date can be chosen.</p>

Chapter V: Dividend and Reserve Fund

Existing	Proposed
<p>Article 37 Dividend</p> <p>Announcement of paying dividend shall not be made unless the resolution of meeting of shareholders, or resolution of the board of directors in case of paying interim dividend be made.</p> <p>The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper for three (3) consecutive days and payment of dividends shall be made within one month as from the date of the aforesaid resolution.</p> <p>Where permitted by the articles of association of the company, the board of directors may from time to time pay to the shareholders such interim dividends if the board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.</p> <p>Unless otherwise provided regarding</p>	<p>Article 37 Dividend</p> <p>Announcement of dividend payment shall not be made unless the resolution of shareholders meeting or resolution of the Board of Directors in case of paying interim dividend be made.</p> <p>Dividends shall not be paid other than out of profits. In the case where the Company still has an accumulated loss, no dividends shall be paid.</p> <p>Such dividends shall be equally allocated for each share according to the number of shares unless otherwise provided regarding preferred shares.</p> <p>The Board of Directors may, from time to time, pay to the shareholders such interim dividends if the board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.</p> <p>Dividends shall be paid within one (1) month as from the date of the shareholders' meeting or as from the date when the Board of Directors has</p>

Existing	Proposed
<p>preference shares, dividends shall be distributed according to the number of shares, with each share receiving an equal amount and payment of dividends shall be approved by the meeting of shareholders.</p>	<p>passed such resolution, as the case may be; provided that such payments of dividends shall be notified in writing to shareholders and the notice of such dividend payment shall also be advertised in newspapers for at least three (3) consecutive days before the date of dividend payment. The advertisement of dividend payment may be done via electronic means.</p>

In order to complete the registration of amendments to the Articles of Association of the company, which may contain the amendments to the wordings or statements in the Articles of Association of the company or in the application for registration according to the orders, recommendations or opinions of the registrar of the Department of Business Development, Ministry of Commerce, the meeting should consider authorizing the Board of Directors to amend the statements as necessary according to the recommendations of the registrar.

Opinion of the Board of Directors

The Board of Directors deems it appropriate to propose it to the meeting of shareholders to approve the amendments to the Articles of Association of the company.

Voting

The resolution in this agenda requires a vote of no less than two-thirds (3/4) of the total number of votes of the shareholders who are present with voting rights.

Biographies of directors

who will be proposed to the shareholders for appointment



Name: Dr. Vorapol Socratianurak
Position: Chairman
Age (Years): 68
Education:

- Ph.D., The Wharton School, University of Pennsylvania
- Master Degree, The Wharton School, University of Pennsylvania
- Bachelor Degree, Chulalongkorn University

Training:

- Director Accreditation Program (DAP) 1/2003 : IOD
- Director Certification Program (DCP) 42/2004 : IOD
- Chairman Program (RCP) 10/2004 : IOD
- Audit Committee Program (ACP) 6/2005 : IOD
- Role of the Compensation Committee (RCC) 1/2006 : IOD
- Chartered Director Class (CDC) 2/2007 : IOD
- Monitoring the Quality of Finance Reporting (MFR) 6/2008 : IOD
- Monitoring the Internal Audit Function (MIA) 3/2008 : IOD
- Monitoring the System of Internal Control and Risk Management (MIR) 3/2008 : IOD
- Monitoring Fraud Risk Management (MFM) 5/2011 : IOD
- Information Technology Security Awareness Training 2023 : LH Bank
- PDPA Update 2023 : LH Bank
- ESG & Climate Risk Management 2023 : Deloitte

Number of direct holding of shares - None
Number of spouse and minor child holding of shares - None
Relationship with executives: - None

Work experiences in the past 5 years

❖ Current Position in 3 Listed Companies on the Stock Exchange of Thailand

Period	Position	Organization/Company
2022 - Present	Chairman Chairman of the Risk Management committee Independent Director	Thai Coconut PLC
2021 - Present	Chairman	LH Financial Group PLC
2019 - Present	Chairman Independent Director Chairman of the Strategy and Risk Management Committee Chairman of the Sustainability Committee	Siamese Asset PLC

❖ Current Position in 1 Non-Listed Company on the Stock Exchange of Thailand

Period	Position	Organization/Company
2021 - Present	Chairman	Land and Houses Bank PLC
2014 - 2019	Member of the National Legislative Assembly Chairman of the Finance, Banking, Financial Institutions and Capital Market Sub-Committee Chairman of the Parliamentary Committee for Considering the Payment System Act Chairman of the Parliamentary Committee for Considering the Foreign Account Tax Compliance Act (FATCA) Chairman of the Parliamentary Committee for Considering People Bank Act	National Legislative Assembly
2011 - 2015	Secretary-General Chairman of the Capital Market Supervisory Board	The Securities and Exchange Commission

**Biographies of directors
who will be proposed to the shareholders for appointment**

- Holding the positions in other companies that may cause conflicts of interest or may have a business competition with the company

- None

- Conflicts of interest

Having no conflicts of interest in any agenda to be proposed at the 2024 Annual General Meeting of Shareholders except;

1. To approve the appointment of directors to replace those retired by rotation in Agenda 4
2. To approve the directors' remuneration in Agenda 5

- Term and years of directorship

Assume the directorship for 1 term or 3 years from 2021 to present, retired by rotation in 2024

- Attendance records of the Board of Directors and sub-committees in 2023

List of Committees	2023				
	Number of Meetings	Number of Attendance (Total)	Number of Physical Attendance	Number of Attendance via Electronic Media Conference	%
Board of Directors	13	13	13	-	100

Note: Dr. Vorapol Socratyanurak has been appointed the director since October 25, 2021.

**Biographies of directors
who will be proposed to the shareholders for appointment**



Name: Mr. Wu, Kuo-Chin
Position: Vice Chairman
Age: (Years) 69
Education: - Master of Business Administration, University of San Francisco, USA
 - Bachelor of Arts in Business Administration, National Cheng Kung University, Taiwan
Training: - Director Accreditation Program (DAP) 146/2018 : IOD
 - Information Technology Security Awareness Training 2023 : LH Bank
 - PDPA update 2023 : LH Bank
 - ESG & Climate Risk Management 2023 : Deloitte

Number of direct holding of shares - None

Number of spouse and minor child holding of shares - None

Relationship with executives: - None

Work experiences in the past 5 years:

❖ **Current Position in 1 Listed Company on the Stock Exchange of Thailand**

Period	Position	Organization/Company
Oct. 2021 - Present	Vice Chairman	LH Financial Group PLC
Aug. 2017 - Present	Director	
Sep. 2018 - Mar. 2019	Member of the Nomination and Remuneration Committee	
Feb. 2018 - Jul. 2018	Member of the Nomination and Remuneration Committee	

❖ **Current Position in Non-Listed Company on the Stock Exchange of Thailand - None**

Period	Position	Organization/Company
Oct. 2021 - Jun. 2023	Vice Chairman	Land and Houses Bank PLC
Aug. 2017 - Jun. 2023	Director Member of the Executive Committee	
Feb. 2018 - Jul. 2018	Member of the Nomination and Remuneration Committee	
Mar. 2020 - Present	Special Professional, Office of the Chairman	CTBC Bank Co., Ltd.
2017 - Feb. 2020	Chief Representative, Bangkok Representative Office	
2016 - 2017	Senior Advisor, Bangkok Representative Office	
2015 - 2016	Executive Officer, Office of the Chairman	

**Biographies of directors
who will be proposed to the shareholders for appointment**

- Holding the positions in other companies that may cause conflicts of interest or may have a business competition with the company

- None

- Conflicts of interest

Having no conflicts of interest in any agenda to be proposed at the 2024 Annual General Meeting of Shareholders except;

1. To approve the appointment of directors to replace those retired by rotation in Agenda 4
2. To approve the directors' remuneration in Agenda 5

- Term and years of directorship

Assume the directorship for 2 terms or 6 years from 2017 to present, retired by rotation in 2024

- Attendance records of the Board of Directors and sub-committees in 2023

List of Committees	2023				
	Number of Meetings	Number of Attendance (Total)	Number of Physical Attendance	Number of Attendance via Electronic Media Conference	%
Board of Directors	13	13	2	11	100

Note: Mr. Wu, Kuo-Chin has been appointed the director since August 1, 2017.

**Biographies of directors
who will be proposed to the shareholders for appointment**



Name: Mr. Lee, Yu-Chou
Position: Director
Age: (Years) 69
Education: - Master of Comparative Law, University of Illinois at Urbana-Champaign, USA
 - LL.B., National Taiwan University
Training: - Director Accreditation Program (DAP) 211/2023 : IOD
 - Information Technology Security Awareness Training 2023 : LH Bank
 - PDPA Update 2023 : LH Bank
 - ESG & Climate Risk Management 2023 : Deloitte

Number of direct holding of shares - None

Number of spouse and minor child holding of shares - None

Relationship with executives: - None

Work experiences in the past 5 years:

❖ **Current Position in 1 Listed Company on the Stock Exchange of Thailand**

Period	Position	Organization/Company
Jul. 2023 - Present	Director	LH Financial Group PLC

❖ **Current Position in 1 Non-Listed Company on the Stock Exchange of Thailand**

Period	Position	Organization/Company
Jul. 2023 - Present	Vice Chairman	Land and Houses Bank PLC
2020 - Jun. 2023	Chairman	CTBC Bank Corp. (Canada)
2015 - 2020	CEO, Retail Banking Group	CTBC Bank Co., Ltd.
2013 - 2015	Senior Advisor to Bank President	
2011 - 2013	Chairman	Threadneedle SICE Taiwan
2011 - 2012	Senior Advisor	Nomura International (Hong Kong)
2007 - 2009	Chairman and Country CEO	Merrill Lynch (Securities) Taiwan
2002 - 2007	Regional Head of Private Client Group	Merrill Lynch (Asia) Ltd.
1990 - 2002	General Manager	Merrill Lynch, Taiwan Branch
1989 - 1990	Head of Consumer Finance	Wespec Bank, Taiwan Branch
1980 - 1989	Head of Distribution Branch Manager, CSG	Citibank, N.A. Taipei Branch

**Biographies of directors
who will be proposed to the shareholders for appointment**

- Holding the positions in other companies that may cause conflicts of interest or may have a business competition with the company

- None

- Conflicts of interest

Having no conflicts of interest in any agenda to be proposed at the 2024 Annual General Meeting of Shareholders except;

1. To approve the appointment of directors to replace those retired by rotation in Agenda 4
2. To approve the directors' remuneration in Agenda 5

- Term and years of directorship

Assume the directorship for 1 term or 0.6 years from 2023 to present, retired by rotation in 2024

- Attendance records of the Board of Directors and sub-committees in 2023

List of Committees	2023				
	Number of Meetings	Number of Attendance (Total)	Number of Physical Attendance	Number of Attendance via Electronic Media Conference	%
Board of Directors	13	6 (of 7)	6	-	85.7 1

Note: Mr. Lee, Yu-Chou has been appointed the director since July 3, 2023.

**Biographies of directors
who will be proposed to the shareholders for appointment**



Name : Mr. Vichian Amornpoonchai
Position : Director
Age : (Years) 62
Education :

- Master of Business Administration, Mahanakorn University of Technology
- Bachelor of Accounting, Dhurakijpundit University

Training :

- Certified Professional Internal Auditor (CPIA) : The Institute of Internal Auditors of Thailand (IIAT)
- Modern Managers Program : Chulalongkorn University
- Director Accreditation Program (DAP) 153/2018 : IOD
- Ethical Leadership Program (ELP) 19/2020 : IOD
- Financial Statements for Directors (FSD) 47/2022 : IOD
- Cyber Resilience Leadership SMART Goal 2022 : BOT
- Cyber Resilience Leadership : Mission for Embracing the Future of AI & Cybersecurity 2023 : BOT
- Refreshment Training Program (RFP) 10/2023 : IOD
- Cyber Armor : Capital Market Board Awareness 2023 : SEC
- Hot Issue for Directors : Climate Governance 1/2023 : IOD
- Anti-money Laundering Course (AML/CTPF) 2023 : AMLO
- Information Technology Security Awareness Training 2023 : LH Bank
- PDPA Update 2023 : LH Bank
- ESG & Climate Risk Management 2023 : Deloitte

Number of direct holding of shares - None
Number of spouse and minor child holding of shares - None
Relationship with executives : - None

Work experiences in the past 5 years :

❖ **Current Position in 1 Listed Company on the Stock Exchange of Thailand**

Period	Position	Organization/Company
Oct. 2021 - Present	Director	LH Financial Group PLC
Feb. 2021 - Present	Deputy President, Corporate Affairs Group	
May 2009 - Present	Company Secretary	
May 2021 - Oct. 2021	Acting Chief Executive Officer and President	
May 2020 - Jan. 2021	First Executive Vice President Corporate Affairs Group	
Aug. 2019 - May 2020	First Executive Vice President, Corporate Affairs and Legal Group	

❖ **Current Position in 2 Non-Listed Companies on the Stock Exchange of Thailand**

Period	Position	Organization/Company
Oct. 2021 - Present	Director	Land and Houses Bank PLC
Mar. 2008 - Oct. 2021	Company Secretary	
Mar. 2019 - Aug. 2019	First Executive Vice President Corporate Affairs and Legal Group	
Aug. 2017 - Mar.2019	Executive Vice President, Corporate Affairs and Legal Group First Senior Executive	
Apr. 2016 - Aug. 2017	Vice President Office of the President	
Nov. 2010 - Mar. 2016	Vice President, Office of the President	
Jan. 2014 - Present	Director	Land and Houses Advisory Co., Ltd.

**Biographies of directors
who will be proposed to the shareholders for appointment**

- Holding the positions in other companies that may cause conflicts of interest or may have a business competition with the company

- None

- Conflicts of interest

Having no conflicts of interest in any agenda to be proposed at the 2024 Annual General Meeting of Shareholders except;

1. To approve the appointment of directors to replace those retired by rotation in Agenda 4
2. To approve the directors' remuneration in Agenda 5

- Term and years of directorship

Assume the directorship for 2 terms or 3 year from 2021 to present, retired by rotation in 2024

- Attendance records of the Board of Directors and sub-committees in 2023

List of Committees	2023				
	Number of Meetings	Number of Attendance (Total)	Number of Physical Attendance	Number of Attendance via Electronic Media Conference	%
Board of Directors	13	13	13	-	100

Note: Mr. Vichian Amornpoonchai has been appointed the director since October 25, 2021.

**Biographies of certified public accountants
who will be proposed to shareholders for appointment**



Name: Ms. Orawan Chotiwiwiyakul
Partner
KPMG Phoomchai Audit Limited

Age (Years): 40

Education:

- Master's Degree of Accounting, Thammasat University
- Bachelor's Degree of Accounting, Kasetsart University

Number of direct holding of shares:

- None

Number of spouse and minor child holding of shares:

- None

Work experience

She has more than 18 years of experience providing audit for financial services including banking businesses, securities, asset management and insurance. She works as an engagement quality control reviewer for various companies and a leader in audit banking sector and representative of the firm to discuss with the Bank of Thailand. She has been a TFAC sub-committee working group to support and consider solutions after adopting TFRS 9 financial instruments.



Name: Chanchai Sakulkoedsin
Partner
KPMG Phoomchai Audit Limited

Age (Years): 49

Education:

- Master's Degree of Accounting, Chulalongkorn University
- Bachelor's Degree of Accounting, Kasetsart University

Number of direct holding of shares:

- None

Number of spouse and minor child holding of shares:

- None

Work experience

He has more than 24 years of audit experience, including more than 15 years of experience in auditing banking, life and non-life insurance companies and insurance due diligence projects. He also works as an engagement quality control reviewer for high-risk businesses, especially in banking and insurance, such as publicly traded companies and high-risk industries. He is currently a KPMG representative for TFAC and regulator for TFRS 17, RBC and industry issues.

**Biographies of certified public accountants
who will be proposed to shareholders for appointment**



Name: Mr. Chokechai Ngamwutikul
Partner
KPMG Phoomchai Audit Limited

Age (Years): 42

Education:

- Master's Degree of Business Administration, Chulalongkorn University
- Bachelor's Degree of Business Administration, Chulalongkorn University

Number of direct holding of shares:

- None

Number of spouse and minor child holding of shares:

- None

Work experience

He has more than 21 years of experience providing professional audit services to several companies in accordance with IFRS, US GAAP and Stock Exchange of Thailand (SET) requirements. Also, he has managed several complex audits for clients in a variety of industries, primarily in banking, leasing, insurance, electronics, manufacturing services and non-profit organizations. He is currently the lead engagement partner on publicly traded companies in Thailand, international companies, and various non-public companies. His audit experience ranges from SET filings and financial statement audits to the successful implementation of integrated audits.



Name: Ms. Thitima Pongchaiyong
Partner
KPMG Phoomchai Audit Limited

Age (Years): 42

Education:

- Bachelor Degree of Accountancy, Bangkok University (First Class Honors)
- Certificate from Modern Banking Business Executive Development Program (MOBEX XXIII)

Number of direct holding of shares:

- None

Number of spouse and minor child holding of shares:

- None

Work experience

She has over 19 years of auditing experience in financial services, including financial institutions under the supervision of the Bank of Thailand for more than 12 years and is considered one of KPMG's accounting experts. She has provided financial statement audits and audit of internal control and has been an engagement partner for a number of financial services clients.