



(Translation)

Minutes of the 2025 Annual General Meeting of Shareholders  
LH Financial Group Public Company Limited  
At Sathorn 1 Meeting Room, 4<sup>th</sup> floor, Q.House Lumpini Building  
No. 1 South Sathon Road, Thungmahamek, Sathon, Bangkok  
Monday, 21 April 2025

The meeting commenced at 1.30 p.m.

Directors attending the meeting in person

1. Dr. Vorapol	Socatiyanurak	Chairman
2. Prof. Piphob	Veraphong	Independent Director and Chairman of the Audit Committee
3. Mr. Pradit	Sawattananond	Independent Director
4. Dr. Supriya	Kuandachakupt	Independent Director
5. Mr. Pichai	Dusdeekulchai	Independent Director
6. Mr. Naporn	Sunthornchitcharoen	Director
7. Mr. Lee,	Yu-Chou	Director
8. Mr. Khunawut	Thumpomkul	Director
9. Mr. Shih,	Jiing-Fuh	Director
10. Mr. Vichian	Amornpoonchai	Director and Secretary

Director attending via electronic media conference

11. Mr. Wu,	Kuo-Chin	Vice Chairman
		He is sick preventing him from attending the meeting in person. He, then, attended via electronic media conference.

Dr. Vorapol Socatiyanurak, chairman, declared the meeting open and informed the meeting that 62 shareholders were present in person, representing for 21,741,510 shares and proxy 50 shareholders, representing 17,575,428,551 shares, accounting for 83.0695 percent which was not less than one-thirds (1/3) of total issued shares. This constituted a quorum under the company's Articles of Association. Thus, the chairman declared the 2025 Annual General Meeting of Shareholders open.

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

The company had a video recording for the 2025 Annual General Meeting of Shareholders.

**The company secretary clarified the details of the meeting as follows:**

The company introduced the electronic registration system and the vote counting system, provided by Inventech Systems (Thailand) Co., Ltd., to facilitate the shareholders in the meeting.

The company gave the opportunity to the minority shareholders to propose any significant matters beneficial for its operation via the company's website and disclosed the invitation via the Stock Exchange of Thailand's channels and considered putting them into the agenda of the 2025 Annual General Meeting of Shareholders during September 23, 2024 to December 31, 2024. The company gave the rights to minority shareholders as follows:

1. To propose the agenda for the Annual General Meeting of Shareholders
2. To nominate a qualified candidate to be elected as director
3. To propose questions in advance

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

The meeting will proceed according to the agenda items stated in the invitation letter.

Methods of voting, vote counting and voting

1. Each shareholder is entitled to one vote per share.
2. In case the shareholder has appointed a proxy to attend the meeting and vote on his/her behalf, the results of "Approved", "Disapproved" or "Abstained" are recorded in a computer system for vote of each agenda.
3. Before casting a vote, the company secretary will inform the meeting regarding to the votes counted as the meeting resolution in each agenda and if the shareholders "Disapproved" or "Abstained" the vote, they shall raise their hands to let the staff collect ballots. In the event that no shareholders vote to "Disapprove" or "Abstain", to any agenda, it shall be deemed that shareholders approve the matter as proposed.
4. Shareholders who register after the meeting has begun will not be counted as a quorum for agenda items where voting results have been collected.
5. Ballots for the "Approved" that has not been collected during the meeting will be returned after the meeting ended.

The company's Articles of Association specifically for the shareholder meeting can be found on page 48-53 of the invitation letter.

The company has disseminated the invitation letter to the 2025 Annual General Meeting of Shareholders in both Thai and English through the company's website and notified the Stock Exchange of Thailand since March 18, 2025.

The representative auditors from KPMG Phoomchai Audit Limited, the legal consultant as the observer and the checker of the vote counting attended the meeting including:

Representative Auditors from KPMG Phoomchai Audit Limited:

- Mr. Nicholas Bellamy
- Mr. Aniwat Soramuk

Legal consultant:

- Mr. Jumpon Suwannawong

Checker of the vote counting:

- Mr. Piyapong Rueangsang Independent legal consultant from Thinakorn Law Office  
Company Limited

Top executives of Land and Houses financial business group

LH Financial Group Public Company Limited

- Mr. Waravoot Tocharoentanapol President and Head of Accounting and Finance  
Group, the person taking the highest responsibility  
in finance and accounting

Land and Houses Fund Management Company Limited

- Mr. Monrat Phadungsit President

Land and Houses Securities Public Company Limited

- Mr. Kant Athatamsuntorn President

Land and Houses Bank Public Company Limited

- Mr. Chen, Ching-Ming Chief Institutional Banking Officer
- Mr. Peerapatana Ketboonchoo Chief Retail Banking Officer

The meeting proceeded with the following agenda items.

**Agenda 1 To acknowledge the company's performance of the year 2024**

The company secretary reported to the shareholders meeting to acknowledge the company's performance of the year 2024, which had been sent together with the meeting invitation letter as follows:

The structure of the financial business group consists of:

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

**LH Financial Group Public Company Limited's Credit Rating**

**Fitch Ratings** reviewed the company rating on March 19, 2025 and affirmed the rating as follows:

- National long-term rating AA+(tha) with Stable outlook
- National short-term rating F1+(tha)

TRIS Rating reviewed the company rating on March 20, 2025 and affirmed the company rating to AA+ with Stable outlook.

#### **Land and Houses Bank Public Company Limited's Credit Rating**

Fitch Ratings reviewed the company rating on March 19, 2025 and affirmed the rating as follows:

- National long-term rating AA+(tha) with Stable outlook
- National short-term rating F1+(tha)

TRIS Rating reviewed the company rating on March 20, 2025 and affirmed the company rating at AAA with Stable outlook.

The performance of the companies in the financial business group was the comparison between 2024 and 2023 as follows:

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

Operating income was Baht 8,201 million, decreased by Baht 594 million or 6.8 percent.

Other operating expenses were Baht 4,326 million, increased by Baht 214 million or 5.2 percent due mainly to the increase in employees' expenses and advertising and promotional expenses.

Net profit was Baht 2,047 million, decreased by Baht 49 million or 2.4 percent due to the decrease in dividend income and profits from investment.

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

Net profit was Baht 2,010 million, increased by 18.7 percent when compared to 2023 with the net profit of Baht 1,693 million.

Operating income was Baht 7,644 million, decreased by Baht 236 million or 3 percent from 2023.

Other operating expenses were Baht 3,858.6 million, increased by 5.2 percent when compared to 2023.

Expected credit loss (ECL) amounted to Baht 1,283 million, decreased by 39.8 percent when compared to 2023. Coverage ratio was 213.93 percent.

In 2024, the bank had 71 branches in total, decreased by 1 branch when compared to the year 2023.

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

Total income was Baht 501 million, increased by 15.5 percent when compared to 2023, from an increase in fee and service income, interest income, and other incomes.

Total expenses were Baht 405 million, increased by 22.5 percent when compared to 2023.

Net profit was Baht 77 million, decreased by Baht 6.9 percent when compared to 2023.

Funds under management had net asset value of Baht 87,386 million, increased by Baht 4,982 million or 6.05 percent.

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

Total income was Baht 299 million, decreased by 44.7 percent when compared to 2023.

Total expenses were Baht 362 million, decreased by 6.2 percent when compared to 2023.

Net loss was Baht 51 million, decreased by 136.8 percent when compared to 2023.

Land and Houses Bank launched the relief measures for customers including:

- “You Fight, We Help” to support retail and SME customers according to the Bank of Thailand's scheme
- Relief measure for customers affected by earthquake

### **CSR Activities**

#### **Education**

- Scholarship program
- Library renovation project
- Used calendar donation to the school for the blind program for making braille books

#### **Society and Environment**

- Run for Life project to gain mileage for donation to the Slum Child Care Foundation
- Book donation to the Department of Corrections
- Used computer donation project to Phra Dabos School
- Blood donation to the Thai Red Cross Society
- Supporting activities on Children's Day

#### **Anti-corruption**

All companies in the financial business group have joined and been the member of the Thai Private Sector Collective Action Against Corruption (CAC) and fought against corruption, for example, no gifts and disseminating anti-corruption policy to directors, executives and employees for acknowledgement and compliance as well as participation in the International Anti-corruption Day (Thailand).

#### **Rewards**

- The company has been selected to include in the ESG 100 universe.
- The company has received Sustainability Disclosure Recognition.
- The company's good corporate governance has been assessed at the Excellent Level.
- The company has received SET ESG Ratings 2024 with an “A” rating from the SET and recognized as a sustainable stock listed for the 4th consecutive year.
- The company has received the plaque of honor as a leading organization in greenhouse gas management (Climate Action Leading Organization: CALO) with outstanding results.
- The company has received the quality assessment of Annual General Meeting of Shareholders with the full score of 100 for the 12<sup>th</sup> consecutive year and Investors' Choice Award.

Ms. Suporn Pathumsuwanwadee, shareholder, complimented the company for receiving various accolades and maintaining the company's credit rating.

Mr. Basant Kumar Dugar, shareholder, asked about credit rating of CTBC and the company and Land and Houses Bank, whether they reflected CTBC Bank's rating or not.

Mr. Shih, Jing-Fuh, CEO and President of Land and Houses Bank, explained that CTBC Bank was rated A/Stable by S&P Global Ratings and the credit ratings of the company and Land and Houses Bank did reflect the rating of CTBC Bank since the companies in the financial business group were highly significant strategic partner of CTBC Bank.

The meeting acknowledged the company's performance of the year 2024.

**Agenda 2 To consider and approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2024**

The company secretary proposed the shareholders meeting to approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2024, audited with unqualified opinions by the certified public accountants and considered by the Audit Committee and the Board of Directors as indicated in the 2024 annual report Form 56-1 One Report on page 215. These documents had been sent to all shareholders prior to the meeting together with the invitation letter.

The comparison of the statements of financial position and the statements of comprehensive income between 2024 and 2023 can be summarized as follows:

Total assets were Baht 346,863 million, increased by Baht 23,540 million or 7.3 percent. Core assets include:

- Loans to customers amounted to Baht 243,306 million, increased by Baht 14,608 million or 6.4 percent.

- Investment amounted to Baht 47,664 million, decreased by Baht 1,813 million or 3.7 percent.

Total liabilities were Baht 308,219 million, increased by Baht 20,857 million or 7.3 percent. Majority of liabilities were deposit in the amount of Baht 274,752 million, increased by Baht 23,316 million or 8.65 percent.

Owner's equity was Baht 38,644 million, increased by Baht 2,683 million or 9.3 percent.

Operating income was Baht 8,201 million, decreased by Baht 594 million or 6.8 percent.

Other operating expenses were Baht 4,326 million, increased by Baht 214 million or 5.2 percent.

Net profit was at Baht 2,047 million, decreased by Baht 49 million or 2.4 percent.

Mr. Sathaporn Kotheeranurak, shareholder, asked the questions as follows:

1. The confidence of auditors in expected credit loss calculations that use complex models and multiple sets of assumptions, and whether there were audit experts to validate these models.

Mr. Aniwat Soramak, an auditor from KPMG Phoomchai Audit Company Limited, explained that the auditors had an examination approach and reported the results in the audit report that the results were accurate in the essence according to the financial reporting standards and the requirements of the Bank of Thailand with unqualified opinions. KPMG had specialists who evaluated the appropriateness of audit and the development of models.

2. The expected credit loss decreased significantly from 2023 – was the 2023 model still used? What was the discount rate? And any discount rate with backward-looking?

Mr. Waravoot Tocharoentanapol, president and head of Finance and Accounting Group, explained that the company used the 2024 model, which had been enhanced for greater precision. In 2021–2022, the company set aside substantial provisions to buffer the impact of COVID-19 situation. However, in 2024, the company saw the situation being subsided, with debtors under concern beginning to resume normal repayments. Therefore, the company adjusted the provisions to be more appropriate and the model did not contain a discount rate.

Mr. Shih, Jing-Fuh, CEO and President, added that the company had engaged an independent firm with expertise to validate the model, thereby assuring the confidence in its accuracy.

Dr. Ketsiri Punthura, proxy from Thai Investors Association as a shareholder rights protection volunteer, inquired about the cause for the increase in operating expenses of companies in the financial business group - whether the expenses increased more than the revenue or whether the revenue declined - and suggested organizing CSR activities related to financial matters.

Mr. Waravoot Tocharoentanapol explained that the increase in expenses was due to employees' expenses, advertising and promotional expenses, and costs related to premises and equipment. The company viewed that its revenue was at a good level with the aim of improving it further.

Mr. Vichian Amornpoonchai, company secretary, explained that the company had organized such activities, for instance, providing financial education for universities and the 'Learning Library Project,' which included teaching students in schools about savings as part of the program, etc.

The company secretary proposed the shareholders meeting to vote on the statements of financial position and the statements of comprehensive income for the year ended December 31, 2024.

The meeting approved the statements of financial position and the statements of comprehensive income for the year ended December 31, 2024 with majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	17,602,271,655	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	8,347,207	Votes		
Voided Ballots	0	Cards		

**Agenda 3 To consider and approve the allocation of net profit for the year 2024 to the statutory reserve and dividend payment**

The company secretary proposed the shareholders meeting to approve the allocation of net profit for the year 2024 to the statutory reserve and dividend payment as follows:

According to the 2024 performance ended December 31, 2024, the company had the net profit from the consolidated financial statement in the amount of Baht 2,047,018,093.29 and Baht 975,298,102.31 from separate financial statement without retained loss. 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 2024 net profit to the statutory reserve totaling Baht 49,000,000.00, which was 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 29, 2025 (Record Date) and the dividend payment will be made on May 16, 2025.

Mr. Sathaporn Kotheeranurak, shareholder, inquired about the source of dividend payments come, given that the cash flow from operating activities was negative.

Mr. Waravoot Tocharoentanapol, president and head of Finance and Accounting Group, answered that the company is a holding company, its main cash flow comes from investment activities, such as dividend income and interest. The company uses this income as part of dividend payments.

Dr. Ketsiri Punthura, proxy from Thai Investors Association as a shareholder rights protection volunteer asked whether the company determined a dividend payout ratio, and the percentage of current statutory reserve, and whether it be specified in the shareholders meeting invitation letter.

Mr. Vichian Amornpoonchai, company secretary, explained that the company had a dividend payment policy that considers its performance, long-term shareholder returns and the consolidated financial statements. Therefore, the dividend payout ratio will be determined based on its appropriateness.

Mr. Waravoot Tocharoentanapol explained that the statutory reserve was Baht 769 million or 3.6% of the registered capital.

Mr. Apichai Chokchuleekorn, shareholder, enquired whether the company had a policy to increase the dividend payout ratio, the reason for the loss of Land and Houses Securities, and the plans to turn it profitable.

Mr. Vichian Amornpoonchai explained that once the company's performance improves, it will increase the dividend payout. The loss of Land and Houses Securities primarily stemmed from a significant decrease in brokerage fees income from securities trading due to unfavorable stock market conditions, which led to rather low trading volumes. However, the company planned to increase its revenue channels such as expanding the financial advisory business and acquiring new clients, etc.

The company secretary proposed the shareholders meeting to vote on the allocation of net profit for the year 2024 to the statutory reserve and dividend payment.

The meeting approved the allocation of net profit for the year 2024 to the statutory reserve and dividend payment with majority votes of shareholders who attended the meeting and cast their votes as follows:

Approved	17,609,583,876	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	1,034,987	Votes		
Voided Ballots	0	Cards		

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

The company secretary proposed the shareholders meeting to approve the appointment of directors to replace those retired by rotation to align with the company's Articles of Association which states that at every Annual General Meeting of Shareholders, one-thirds of the directors shall vacate in proportion each year. In 2025, 4 directors retired by rotation, namely;

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

The company gave the opportunity to the shareholders to propose a qualified person who does not have any prohibited characteristics to be a director which the company has determined the criteria and procedures and posted them on the company's website. The company also disclosed the invitation via the Stock Exchange of Thailand. However, no shareholders proposed any person to be a director.

The biographies of the 4 directors have already been sent to the shareholders together with the invitation letter. In order to comply with the good corporate governance principles, the directors who have conflicts of interest in this agenda must abstain from voting and leave the meeting room for shareholders can give the independent opinions.

The company secretary proposed the shareholders meeting that the Nomination and Remuneration Committee meeting considered and deemed these directors who retired by rotation possessed sound knowledge, ability and experience relevant to the nature of business of the company have been selected. For the selection of independent directors, the qualifications of independent directors according to relevant laws and the company's Articles of Association have also been added and they can express their opinions independently.

The company secretary proposed the shareholders meeting to vote on the appointment of 4 directors individually to replace those retired by rotation as follows:

1. Mr. Naporn Sunthornchitcharoen

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

Approved	17,609,580,356	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	1,038,507	Votes		
Voided Ballots	0	Cards		

2. Mr. Khunawut Thumpomkul

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

Approved	17,609,310,743	Votes	Equivalent to	99.9984%
Disapproved	269,613	Votes	Equivalent to	0.0015%
Abstained	1,038,507	Votes		
Voided Ballots	0	Cards		

3. Mr. Pichai Dusdeekulchai

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

Approved	17,609,310,743	Votes	Equivalent to	99.9984%
Disapproved	269,613	Votes	Equivalent to	0.0015%
Abstained	1,038,507	Votes		
Voided Ballots	0	Cards		

4. Mr. Shih, Jiing-Fuh

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

Approved	17,609,310,743	Votes	Equivalent to	99.9984%
Disapproved	269,613	Votes	Equivalent to	0.0015%
Abstained	1,038,507	Votes		
Voided Ballots	0	Cards		

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

**Agenda 5 To consider and approve the directors' remuneration**

The company secretary proposed the shareholders meeting to approve the directors' remuneration. The Nomination and Remuneration Committee had already considered based on appropriateness, company's expansion, business growth, intention, dedications, and benefits that they can contribute to the company. The remuneration was then submitted to the Board of Directors for consent and the Board of Directors deemed it appropriate as follows:

1. Directors' remuneration for the year 2025

(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*	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Chairman	200,000	200,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000
Vice chairman Non-executive Directors	40,000	40,000	25,000	25,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Vice chairman Executive Directors	40,000	40,000	-	-	-	-	-	-	-	-	-	-	-	-

**Note** \*Other sub-committees refer to the committee which the official agencies require or should have or the Board of Directors deems appropriate.

In the year 2024, the Board of Directors and the sub-committees had the total number of meetings as follows:

- Board of Directors 12 Times
- Audit Committee 12 Times
- Sustainability and Corporate Governance Committee 12 Times
- Nomination and Remuneration Committee 6 Times
- Risk Oversight Committee 7 Times

2. The directors' gratuity for the year 2024 in the total amount of not more than Baht 8,000,000.00 which is equal to that of the year 2023 and commensurate with their duties, responsibilities and workload. 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. The allocation is subject to the discretion of the Board of Directors.

3. Other benefits

- None

Mr. Kraiwan Khatawanich, shareholder, asked the questions as follows:

1. Whether directors holding multiple positions received meeting allowances for each position and under the topic of Other Benefits, it was recommended using 'Other Benefits of Directors' to be clearer.

Mr. Vichian Amornpoonchai, company secretary, explained that directors with multiple positions received meeting allowances for each position, and thanked him for his suggestion.

Dr. Ketsiri Punthura, proxy from Thai Investors Association as a shareholder rights protection volunteer, suggested adding the total remuneration paid to each director in the invitation letter, and recommended that executive directors should not receive remuneration as directors.

Mr. Vichian Amornpoonchai explained that the information had been included in the 2024 Annual Report (Form 56-1 One Report) on page 203.

Mr. Kraiwan Khatawanich, shareholder, agreed that the executive directors received remuneration due to the additional roles and duties.

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

The meeting considered and approved the directors' remuneration with votes of not less than two-thirds (2/3) of shareholders who attended the meeting and had the voting right as follows:

Approved	17,609,582,474	Votes	Equivalent to	99.9941%
Disapproved	3,520	Votes	Equivalent to	0.0000%
Abstained	1,035,093	Votes	Equivalent to	0.0058%
Voided Ballots	0	Cards	Equivalent to	0.0000%

#### **Agenda 6 To consider and approve the appointment of auditors and audit fee for the year 2025**

The company secretary proposed the shareholders meeting to approve the appointment of auditors and audit fee for the year 2025. The Audit Committee considered and deemed it appropriate to propose the shareholders to approve the appointment of KPMG Phoomchai Audit Limited as the company's auditors in 2025 with the audit fee for the year 2025 in the amount of Baht 1,020,000.00 with the opinion that they have sound audit standards, work independently with accountability and audit the financial statements in a timely manner. In addition, the audit fee is commensurate with the scope of audit functions. The list of certified public accountants is as follows:

1. Ms. Orawan Chotiwiriyakul CPA Registration No. 10566  
Proposed to be appointed as the company's auditor for the year 2025 and/or
2. Mr. Chokechai Ngamwutikul CPA Registration No. 9728  
Proposed to be appointed as the company's auditor for the year 2025 and/or

3. Ms. Thitima Pongchaiyong CPA Registration No. 10728  
Proposed to be appointed as the company's auditor for the year 2025 and/or
4. Mr. Jedsada Leelawatanasuk CPA Registration No. 11225  
Proposed to be appointed as the Company's auditor for the year 2025

The certified public accountants no. 1 – 3 have been proposed to act as the company's auditors for 2<sup>nd</sup> year and the certified public accountant no. 4 has been proposed to act as the company's auditor for the first time. The biographies of certified public accountants had been delivered to the shareholders in advance together with the invitation letter.

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 have any 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 2025 is Baht 1,020,000.00, increased by Baht 30,000.00 or 3.03 percent from the year 2024.

Other charges – None

Dr. Ketsiri Punthura, proxy from Thai Investors Association as a shareholder rights protection volunteer, asked the reasons for the audit fee increase by Baht 30,000.

Mr. Waravoot Tocharoentanapol, president and head of Finance and Accounting Group, replied that the increase in the audit fee was appropriate for more workload.

The company secretary proposed the shareholders meeting to vote on the appointment of auditors and audit fee for the year 2025.

The meeting approved the appointment of auditors and audit fee for the year 2025 with majority vote of shareholders who attended the meeting and cast their votes as follows:

Approved	17,609,582,580	Votes	Equivalent to	100.0000%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	1,038,507	Votes		
Voided Ballots	0	Cards		

**Agenda 7 To consider and approve the issuance and offering of debt instruments (MTN) with the ticket size of not exceeding Baht 10,000 million**

The company secretary proposed the shareholders meeting to approve the issuance and offering of debt instruments (MTN) with the ticket size of not exceeding Baht 10,000 million as follows:

<b>Type of Debt Instruments</b>	All types and forms of debenture and bill of exchange, secured or unsecured with bond representative and without bond representative, depending on market prevailing conditions at such time the debentures are issued and offered.
<b>Purpose</b>	Use as working capital including business expansion and repayment of any debt
<b>Issue Size</b>	Ticket size issued and offered each time when combined with existing instruments at any moment shall not exceed Baht 10,000 million (or equivalent in other currencies). (Revolving)
<b>Currency</b>	Baht and/or any foreign currency by exchange rate prevailing at such time the instruments are issued and offered.
<b>Coupon/ Discount Rate</b>	Subject to the prevailing market conditions at the time of issuance and offering or under terms and conditions instruments issued at such time. This shall also be subject to the notifications of SEC and/or other related notifications, rules and regulations in force at such time the instruments are issued and offered.
<b>Tenor</b>	Not over 10 years from the date of each issuance
<b>Offering Method</b>	The debenture issued pursuant to this plan will be offered in all or in part, and/or as a program, and/or revolving nature, as a public offering and/or a private placement and/or to any foreign and/or local institutional investors and/or high-net-worth investors. Such offerings may be made in one time or several times in accordance with the notifications of SEC and/or other related rules and regulations in force at the time the debentures are offered.

The Board of Directors and/or President and/or a person designated shall be entrusted with power and authority to do the following:

1. To determine the details in connection with instrument, among other things, types, names, coupons, maturity, redemption period, appointing the representative of instrument holders as well as details regarding an offer for sale including but not limited to price, method and period to offer and allot such instruments
2. To appoint financial advisors, and/or underwriters, and/or credit rating agencies to credit rating of issuer and/or security, and/or other persons where such appointment is required under related rules and regulations and or in any event as they deem fit.
3. To contact, negotiate, enter into, execute, and amend contracts and/or documents as well as to contact, furnish information, submit documentation to the Office of SEC and/or other agencies relating to the issuance and offering of such instruments and to do any and all acts necessary or requisite as they deem fit.

The company secretary proposed the shareholders meeting to vote on the issuance and offering of debt instruments (MTN) with the ticket size of not exceeding Baht 10,000 million.

The meeting considered and approved the issuance and offering of debt instruments (MTN) with the ticket size of not exceeding Baht 10,000 million with not less than three-thirds (3/4) of the total votes of shareholders attending the meeting with voting rights as follows:

Approved	17,603,785,994	Votes	Equivalent to	99.9611%
Disapproved	0	Votes	Equivalent to	0.0000%
Abstained	6,835,093	Votes	Equivalent to	0.0388%
Voided Ballots	0	Cards	Equivalent to	0.0000%

**Agenda 8 To consider other matters**

- None

The chairman asked the shareholders for their opinions and questions.

Mr. Kraiwan Khatawanich, shareholder, asked the question as follows:

1. He received a letter from Land and House Bank regarding the adjustment of safe box rental fees, dated April 10, 2025, with registered mail on April 18, 2025. However, the fee adjustment took effect from April 14, 2025. He viewed that the fee adjustment should be communicated to customers in advance and should not be applied retroactively.

Mr. Vichian Amornpoonchai, company secretary, acknowledged and would verify the case.

2. The mobile application of Land and Houses Bank will provide the terms and conditions that customers must accept to participate in various activities. However, it was not possible for them to take a screenshot of these terms. Therefore, it was advisable to provide a link to the terms and conditions on the bank's website so that customers could download and save them.

Mr. Vichian Amornpoonchai acknowledged and thanked the shareholder for the recommendations.

The chairman thanked the shareholders for their participation in the 2025 Annual General Meeting and announced the meeting closed.

**The meeting adjourned at 3.10 p.m.**

*- Vorapol Socratyanurak -*

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(Dr. Vorapol Socratyanurak)

Chairman of the meeting

*- Vichian Amornpoonchai -*

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(Mr. Vichian Amornpoonchai)

Company Secretary