



# LH BANK

ธนาคารแลนด์ แอนด์ เฮ้าส์ จำกัด (มหาชน)  
LAND AND HOUSES BANK PUBLIC COMPANY LIMITED

(Translation)

## Minutes of the 2025 Annual General Meeting of Shareholders

### Land and Houses Bank Public Company Limited

Board Meeting Room, 5<sup>th</sup> Floor, No.1, Q.House Lumpini Building

South Sathon Road, Thungmahamek, Sathon, Bangkok, Thailand 10120

Monday, 24 March 2025

Meeting started at 3 p.m.

#### Directors attending in person

|                 |                     |                                       |
|-----------------|---------------------|---------------------------------------|
| 1. Mr. Lee,     | Yu-Chou             | Chairman                              |
| 2. Dr. Supriya  | Kuandachakupt       | Independent Director<br>Vice Chairman |
| 3. Mr. Pradit   | Sawattananond       | Chairman of the Audit Committee       |
| 4. Mr. Pichai   | Dusdeekulchai       | Independent Director                  |
| 5. Prof. Piphob | Veraphong           | Independent Director                  |
| 6. Mr. Naporn   | Sunthornchitcharoen | Director                              |
| 7. Mr. Shih,    | Jiing-Fuh           | Chief Executive Officer and President |
| 8. Mr. Vichian  | Amornpoonchai       | Director                              |
| 9. Ms. Chiu,    | Ya-Ling             | Director                              |
| 10. Mr. Liao,   | Jen-Wen             | Director                              |

#### Director attending via Electronic Media Conference

|                  |            |          |
|------------------|------------|----------|
| 11. Mr. Sirichai | Sombutsiri | Director |
|------------------|------------|----------|

The chairman declared the meeting open and informed the meeting that 18 shareholders were present in person and proxy, representing 2,000,000,000 shares and accounting for 100 percent of the total paid-up share capital, constituting a quorum under the bank's Articles of Association. The bank has submitted the invitation letter to shareholders in advance.

The chairman introduced the directors attending the meeting and assigned Ms. Chayawan Budsayalap Thaidech, company secretary, to conduct the meeting according to the following agenda.

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

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

In 2024, the bank had the net profit of Baht 2,010.3 million, increased by 18.7 percent from 2023 with the net profit of Baht 1,693.0 million. The operating income was Baht 7,643.7 million, decreased by Baht 236.4 million or 3.0 percent from 2023. The other operating expenses were Baht 3,858.6 million, increased by 5.2 percent from 2023. There was a total of 71 branches, decreased by 1 branch from 2023.

The meeting acknowledged the bank'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, which was consented by the Audit Committee, audited and certified by the certified public accountants as follows:

In 2024, the bank had the total asset of Baht 340,445.9 million, increased by Baht 24,106.8 million or 7.6 percent from 2023. The total liability was Baht 302,482.4 million, increased by Baht 21,760.5 million or 7.8 percent from 2023. The owners' equity was Baht 37,963.5 million, increased by Baht 2,346.3 million or 6.6 percent from 2023. The net profit was Baht 2,010.3 million, increased by 18.7 percent from 2023.

There were no questions from any shareholders.

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    | 2,000,000,000 | Votes | Equivalent to | 100.0% |
| Disapproved | -             | Votes | Equivalent to | -      |
| Abstained   | -             | Votes |               |        |

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**Agenda 3 To consider and approve the allocation of net profit for the year 2024 to the statutory reserve and no dividend payment**

The company secretary proposed the shareholders meeting to approve the allocation of the net profit for the year 2024 to the statutory reserve with no dividend payment. According to the performance ended December 31, 2024, the bank posted the net profit of Baht 2,010,343,631.62 and, therefore, allocated its annual net profit to the statutory reserve of not less than 5 percent and no dividend payment as follows:

1. Allocated the 2024 net profit to the statutory reserve totaling Baht 100,600,000.00, which was not less than 5 percent of the annual net profit. The bank previously allocated its net profit of Baht 70,000,000.00 to the statutory reserve. This time, it was deemed appropriate to set aside an additional net profit of Baht 30,600,000.00 to the statutory reserve.

2. No dividend payment given the fund to support the bank's expansion

There were no questions from any shareholders.

The company secretary proposed the shareholders meeting to vote on the allocation of net profit for the year 2024 to the statutory reserve with no dividend payment.

The meeting approved the allocation of net profit for the year 2024 to the statutory reserve with no dividend payment with majority votes of shareholders who attended the meeting and cast their votes as follows:

|             |               |       |               |        |
|-------------|---------------|-------|---------------|--------|
| Approved    | 2,000,000,000 | Votes | Equivalent to | 100.0% |
| Disapproved | -             | Votes | Equivalent to | -      |
| Abstained   | -             | Votes |               |        |

**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 bank's Articles of Association which states that one-thirds of the directors shall vacate in proportion each year. In 2025, 4 directors retired by rotation, namely;

1. Mr. Naporn Sunthornchitcharoen Director  
Executive Director
2. Mr. Pichai Dusdeekulchai Independent director  
Member of the Audit Committee  
Member of the Sustainability and Corporate Governance Committee  
Member of the Risk Oversight Committee

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- |              |           |   |
|--------------|-----------|---|
| 3. Ms. Chiu, | Ya-Ling   | Director<br>Executive Director  |
| 4. Mr. Shih, | Jiing-Fuh | Director<br>Executive Director<br>Chief Executive Officer and President |

The Board of Directors, excluding the directors who had conflicts of interest in this matter, considered the proposal from the Nomination and Remuneration Committee and deemed it appropriate to propose to appoint the 4 directors who will retire in the 2025 Annual General Meeting of Shareholders for another term because they are qualified with sound knowledge, abilities and experiences in various fields, having understanding in finance, banking, economy, law and others by taking into account the necessity of the organization and good corporate governance. They also met the qualifications of directorship according to relevant laws and the bank's Articles of Association as well as the qualifications of independent directors according to relevant laws and the bank's Articles of Association.

The biographies of the 4 directors had already been sent to the shareholders together with the invitation letter.

There were no questions from any shareholders.

The company secretary proposed the shareholders meeting to vote on the appointment of directors individually 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    | 2,000,000,000 | Votes | Equivalent to | 100.0% |
| Disapproved | -             | Votes | Equivalent to | -      |
| Abstained   | -             | Votes |               |        |

2. 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    | 2,000,000,000 | Votes | Equivalent to | 100.0% |
| Disapproved | -             | Votes | Equivalent to | -      |
| Abstained   | -             | Votes |               |        |

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3. Ms. Chiu, Ya-Ling

The meeting considered and approved to appoint Ms. Chiu, Ya-Ling to be the director for another term with majority votes of shareholders who attended the meeting and cast their votes as follows:

|             |               |       |               |        |
|-------------|---------------|-------|---------------|--------|
| Approved    | 2,000,000,000 | Votes | Equivalent to | 100.0% |
| Disapproved | -             | Votes | Equivalent to | -      |
| Abstained   | -             | Votes |               |        |

4. Mr. Shih, Jiing-Fuh

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

|             |               |       |               |        |
|-------------|---------------|-------|---------------|--------|
| Approved    | 2,000,000,000 | Votes | Equivalent to | 100.0% |
| Disapproved | -             | Votes | Equivalent to | -      |
| Abstained   | -             | Votes |               |        |

**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 the directors' remuneration based on the appropriateness, work experience, knowledge, abilities, dedications and benefits that they can contribute to the bank. The Board of Directors deemed it appropriate as follows:

**1. Directors' remuneration for the year 2025**

**Table: Directors' remuneration for the year 2025 and 2024**

(Unit : Baht)

| Position      | Directors' Remuneration<br>(per month) |         |
|---------------|--|---------|
|               | 2025                                   | 2024    |
| Chairman      | <b>100,000</b>                         | 100,000 |
| Vice Chairman | <b>100,000</b>                         | 100,000 |
| Directors     | <b>40,000</b>                          | 40,000  |

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## 2. Meeting allowance for the year 2025

**Table: Meeting allowance for the year 2025 and 2024**

(Unit : Baht)

| Position                            | Meeting Allowance (per time) |        |                     |        |                 |        |   |        |                                       |        |                          |        |                       |        |
|-------------------------------------|------------------------------|--------|---------------------|--------|-----------------|--------|---|--------|---------------------------------------|--------|--------------------------|--------|-----------------------|--------|
|                                     | Board of Directors           |        | Executive Committee |        | Audit Committee |        | Sustainability and Corporate Governance Committee |        | Nomination and Remuneration Committee |        | Risk Oversight Committee |        | Other Sub-committees* |        |
|                                     | 2025                         | 2024   | 2025                | 2024   | 2025            | 2024   | 2025  | 2024   | 2025                                  | 2024   | 2025                     | 2024   | 2025                  | 2024   |
| Chairman                            | 30,000                       | 30,000 | 30,000              | 30,000 | 30,000          | 30,000 | 30,000  | 30,000 | 30,000                                | 30,000 | 30,000                   | 30,000 | 30,000                | 30,000 |
| Vice Chairman<br>Director           | 25,000                       | 25,000 | 20,000              | 20,000 | 20,000          | 20,000 | 20,000  | 20,000 | 20,000                                | 20,000 | 20,000                   | 20,000 | 20,000                | 20,000 |
| Vice Chairman<br>Executive Director | -                            | -      | -                   | -      | -               | -      | -   | -      | -                                     | -      | -                        | -      | -                     | -      |

**Note:** \* Other sub-committees refer to the committees that regulators require or should have or the Board of Directors deems necessary.

## 3. Directors' gratuity for the year 2024

The Board of Directors plays a key role in supporting the policies and making decisions on important issues for the bank. As a result, the bank has reflected sound performance and good image continuously. Therefore, the Nomination and Remuneration Committee consented to the directors' gratuity in the total amount of not more than Baht 1,960,000, which was commensurate with their duties, responsibilities and workload. The allocation is subject to the discretion of the Board of Directors.

## 4. Other benefits

Unchanged.

Referring to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2015 held on January 21, 2015, the bank shall provide other benefits regarding vehicles for the directors including any related expenses such as fuel, insurance premium, maintenance and salary for drivers. The Board of Directors had the authority to consider the appropriateness and approved the remuneration to be effective unless otherwise cancelled or amended by the shareholders meeting.

There were no questions from any shareholders.

The company secretary proposed the shareholders meeting to vote on the directors' remuneration.

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

|             |               |       |               |        |
|-------------|---------------|-------|---------------|--------|
| Approved    | 2,000,000,000 | Votes | Equivalent to | 100.0% |
| Disapproved | -             | Votes | Equivalent to | -      |
| Abstained   | -             | Votes | Equivalent to | -      |

**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 Board of Directors considered the proposal from the Audit Committee and deemed it appropriate to propose the shareholders to approve the appointment of KPMG Phoomchai Audit Limited as the bank's auditors in 2025 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 Chotiwiwiyakul CPA Registration No. 10566 and/or
2. Mr. Chokechai Ngamwutikul CPA Registration No. 9728 and/or
3. Ms. Thitima Pongchaiyong CPA Registration No. 10728 and/or
4. Mr. Jedsada Leelawatanasuk CPA Registration No. 11225

The audit fee for the year 2025 was Baht 6,010,000, increased by Baht 210,000.00 or 3.62 percent from the year 2024.

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 bank's financial statements instead.

These 4 auditors have no relationships and/or have any conflicts of interest with the bank/ subsidiaries/executives/major shareholders or their connected persons.

There were no questions from any shareholders.

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    | 2,000,000,000 | Votes | Equivalent to | 100.0% |
| Disapproved | -             | Votes | Equivalent to | -      |
| Abstained   | -             | Votes |               |        |

**Agenda 7 To consider and approve the issuance and offering of debt instruments (MTN) with ticket size of not exceeding Baht 50,000 million**

The company secretary proposed the shareholders meeting to approve the issuance and offering of debt instruments (MTN) with ticket size of not exceeding Baht 50,000 million to support the bank's business expansion 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 and/or business expansion and/or repayment of any debt and/or any debt redemption  |
| <b>Issue Size</b>               | Ticket size issued and offered each time when combined with existing instruments at any moment shall not exceed Baht 50,000 million or equivalents 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 issue and offering or under terms and conditions instrument issued at such time. This shall also be subject to 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. |

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The Board of Directors and/or Chief Executive Officer 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.

There were no questions from any shareholders.

The company secretary proposed the shareholders meeting to vote on the issuance and offering of debt instruments (MTN) with ticket size of not exceeding Baht 50,000 million.

The meeting approved the issuance and offering of debt instruments (MTN) with ticket size of not exceeding Baht 50,000 million with votes of not less than three-fourths (3/4) of shareholders who attended the meeting as follows:

|             |               |       |               |        |
|-------------|---------------|-------|---------------|--------|
| Approved    | 2,000,000,000 | Votes | Equivalent to | 100.0% |
| Disapproved | -             | Votes | Equivalent to | -      |
| Abstained   | -             | Votes | Equivalent to | -      |

**Agenda 8 To consider other matters**

- None

The chairman opened the session for opinions and questions.

There were no other matters for consideration. The chairman thanked the shareholders for their participation in the 2025 Annual General Meeting and announced the meeting closed.

**Meeting ended at 3.40 p.m.**

Sign \_\_\_\_\_

(Mr. Lee, Yu-Chou)

Chairman

Sign \_\_\_\_\_

(Ms. Chayawan Budsayalap Thaidech)

Company Secretary