

Minutes of the 2019 Annual General Meeting of Shareholders**Land and Houses Bank Public Company Limited****Board Meeting Room, 5th Floor, Q House Lumpini Building****1 South Sathorn Road, Thungmahamek, Sathorn, Bangkok Thailand 10120****On Monday 18th March 2019****Meeting starts at 3.00 p.m.****The directors attended the meeting**

1. Mr. Rutt	Phanijphand	Chairman
2. Mr. Phairoj	Hengsakul	Chairman of the Audit Committee
3. Mr. Pradit	Sawattananond	Member of the Audit Committee
4. Dr. Supriya	Kuandachakupt	Member of the Audit Committee
5. Mr. Somsak	Asavaphokee	Member of the Audit Committee
6. Mr. Ming-Shieh	Li	Director
7. Mr. Jing-Fuh	Shih	Director
8. Mr. Sirichai	Sombutsiri	Chairman of the Executive Committee
9. Mr. Naporn	Sunthornchitcharoen	Member of the Executive Committee
10. Mr. Kuo-Chin	Wu	Member of the Executive Committee
11. Mrs. Sasitorn	Phongsathorn	Chief Executive Officer and President

Chairman presided over the meeting, opened the meeting and informed the meeting that 18 shareholders were present in person and proxy, representing 2,000,000,000 shares, accounted for 100 percent of all shares. This was deemed a quorum under the company's Articles of Association. The bank has submitted the notice to shareholders in advance.

The Chairman introduced the directors, which all directors have attended the meeting or equivalent to 100% attendance. In addition, he assigned Mr. Vichian Amornpoonchai, the company secretary and the meeting secretary, to conduct the meeting as follows:

Agenda 1 To consider and approve the Minutes of No.1/2018 Extraordinary General Meeting of Shareholders

The Secretary proposed to the meeting to adopt the minutes of the No.1/2018 Extraordinary General Meeting of Shareholders held on 12 October 2018. It has been sent out to shareholders through the invitation and has already been disclosed through the bank's website. The Board of Directors has already considered that such minutes of the Extraordinary General Meeting of Shareholders have already been correctly recorded.

There were no shareholders that were opposed against the meeting minutes.

The secretary has proposed to the meeting to adopt the minutes of the No.1/2018 Extraordinary General Meeting of Shareholders.

The meeting has considered and adopted the minutes of the No.1/2018 Extraordinary General Meeting of Shareholders. The majority votes of shareholders who attended the meeting has casted their votes as follows:

Approved	Amount	2,000,000,000 Votes	Equivalent to	100.0
Disapproved	Amount	- Votes	Equivalent to	-
Abstained	Amount	- Votes		

Agenda 2 To acknowledge the bank's performance of the year 2018 and the 2018 annual report of the Board of Directors

Secretary has reported to the meeting the bank's report for 2018 that has appeared in the 2018 annual report, which the bank has already given it to the shareholders along with the meeting invitation as follows:

In 2018, the bank has a net profit of 2,569 Million Baht, which has increased from 2017 by 257 Million Baht, or by 11.12 percent. This income was from operation income of 6,058 Million Baht, which has increased from 2017 by 263 Million Baht or by 4.55 percent. There were operation expenses of 2,362 Million Baht, which has increased from 2017 by 16 Million Baht or by 0.69 percent. There are a total of 128 branches.

The meeting has acknowledged the bank's performance for 2018 and the 2018 annual report of the Board of Directors.

Agenda 3 To consider and approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2018

The secretary has proposed to the meeting to consider and approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2018, which the Audit Committee has already been consented and has been audited by the auditor as follows:

In 2018, the bank has a total asset of 238,658 Million Baht, which has increased from 2017 by 8,262 Million Baht or by 3.59 percent. The total liability is at 203,054 Million Baht, which has increased from 2017 by 7,780 Million Baht, or by 3.98 percent. The equity is at 35,604 Million Baht, which has increased from 2017 by 482 Million Baht, or by 1.37 percent. The net profit is at 2,569 Million Baht, which has increased from 2017 by 257 Million Baht, or by 11.12 percent.

There were no questions from shareholders.

The secretary has proposed to the meeting to consider and approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2018.

The meeting has considered and approved the statements of financial position and the statements of comprehensive income for the year ended 31 December 2018 with majority votes of shareholders who has attended the meeting and casted their votes as follows:

Approved	Amount	2,000,000,000 Votes	Equivalent to	100.0
Disapproved	Amount	- Votes	Equivalent to	-
Abstained	Amount	- Votes		

Agenda 4 To consider and approve the allocation of net profit for the year 2018 as statutory reserve and dividend payment

The secretary has proposed to the meeting to consent the allocation of the net profit for the year 2018 as statutory reserve and dividend payment. As for the performance in 2018, the bank has a net profit ended 31 December 2018 of 2,569,231,123.39 Baht. After allocating the net profit as statutory reserve not less than 5 percent of the net profit, the statutory reserve is 128,500,000.00 Baht. The bank has allocated the net profit as statutory reserve for 97,750,000.00 Baht. This time, the bank has additionally allocated the net profit as statutory reserves for another 30,750,000.00 Baht, still leaving net profit of 2,440,731,123.39 Baht. Upon consideration, the company still has enough cash flow and profit to pay dividend and comply with the company's dividend payment policy as follows:

1. The net profit of 2018 has been allocated as statutory reserve for 128,500,000.00 Baht, which is not less than 5 percent of the total net profit. Moreover, the bank has already allocated the net profit as statutory reserve for 97,750,000.00 Baht. So, this time the bank has additionally allocated the net profit as statutory reserve for 30,750,000.00 Baht.
2. The company will pay dividend in cash for 0.25 Baht/share, which is 500,000,000.00 Baht. For the calculation of the dividend payment, fraction shall be rounded down to the second decimal point.

The company will determine the names of shareholders who have rights to receive the dividend payment on 25 March 2019, and dividend payment will be paid on 1 April 2019.

There were no questions from shareholders.

The secretary has proposed to the meeting to consider and approve the allocation of net profit for the year 2018 as statutory reserve and dividend payment.

The meeting has considered and approved the allocation of net profit for the year 2018 as statutory reserve and dividend payment with majority votes of shareholders who has attended the meeting and casted their votes as follows:

Approved	Amount	2,000,000,000 Votes	Equivalent to	100.0
Disapproved	Amount	- Votes	Equivalent to	-
Abstained	Amount	- Votes		

Agenda 5 To consider and approve the election of directors to replace those who are retired by rotation

The secretary has proposed to the meeting to consider and approve the election of directors to replace those who are retired by rotation. It requires that for every Annual General Meeting of Shareholders, one out of the three (1/3) directors have to leave after their term ends, which there are 4 directors as follow:

- | | | | |
|----|---------------|------------|---|
| 1. | Mr. Sirichai | Sombutsiri | Director and Chairman of Executive Committee |
| 2. | Mr. Kuo-Chin | Wu | Director and Member of Executive Committee |
| 3. | Mr. Jiing-Fuh | Shih | Director and Chairman of Risk Oversight Committee |

4. Mrs. Sasitorn Phongsathorn Director, Chief Executive Officer and President

The Nomination and Remuneration Committee has already considered and has agreed that the directors retired by rotation have appropriate qualities, educated, talented, and experienced in different areas. The directors have the understandings of the bank finances, economy, law, and others, which is aware of the needs of the organization and have good corporate governance. The directors have qualities of being the bank's director and independent director required by the related laws and bank's regulations. Therefore, it is appropriate to appoint directors retired by rotation as directors again for another term.

Moreover, the biography of the 4 directors has been attached in Attachment 3 along with the invitation.

There were no questions from shareholders.

The secretary has proposed to the meeting to consider and approve the election of directors to replace those who are retired by rotation individually as follows:

1. Mr. Sirichai Sombutsiri

The meeting has considered and approved to appoint Mr. Sirichai Sombutsiri back as director for another term with majority votes of shareholders who has attended the meeting and casted their votes as follows:

Approved Amount	2,000,000,000 Votes	Equivalent to	100.0
Disapproved Amount	- Votes	Equivalent to	-
Abstained Amount	- Votes		

2. Mr. Kuo-Chin Wu

The meeting has considered and approved to appoint Mr. Kuo-Chin Wu back as director for another term with majority votes of shareholders who has attended the meeting and casted their votes as follows:

Approved Amount	2,000,000,000 Votes	Equivalent to	100.0
Disapproved Amount	- Votes	Equivalent to	-
Abstained Amount	- Votes		

3. Mr. Jiing-Fuh Shih

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

Approved Amount	2,000,000,000 Votes	Equivalent to	100.0
Disapproved Amount	- Votes	Equivalent to	-
Abstained Amount	- Votes		

4. Mrs. Sasitorn Phongsathorn

The meeting has considered and approved to appoint Mrs. Sasitorn Phongsathorn as director with majority votes of shareholders who has attended the meeting and casted their votes as follows:

Approved Amount	2,000,000,000 Votes	Equivalent to	100.0
Disapproved Amount	- Votes	Equivalent to	-
Abstained Amount	- Votes		

Agenda 6 To consider and approve the directors' remuneration for the year 2019

The secretary has proposed to the meeting to consider and approve the directors' remuneration for the year 2019, which the Nomination and Remuneration Committee has already considered the directors' remuneration. It has considered the appropriateness, work experience, knowledge, talents and all benefits that directors could do for the bank. The proposed compensation for 2019 for the Board of Directors is as follows:

1. The directors' remuneration for 2019

Table: The directors' remuneration comparison the year 2019 and the year 2018

(Unit : Baht)

Position	The directors' remuneration (per month)	
	2019	2018
Chairman (Mr. Rutt Phanijphand)	1,000,000	1,000,000
Non-Executive Directors	40,000	40,000
Executive Directors	40,000	40,000

2. The directors' meeting allowance for 2019

Table: The meeting allowance comparison the year 2019 and the year 2018

(Unit : Baht)

Position	Meeting Allowance (per time)											
	The Board of Directors		The Audit Committee		The Executive Committee		The Nomination and Remuneration Committee		The Corporate Governance Committee		The Risk Oversight Committee	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
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
Non-Executive Directors	25,000	25,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Executive Directors	-	-	-	-	-	-	-	-	-	-	-	-

3. The directors' gratuity for 2019

The bank's Board of Directors has important roles and responsibilities to encourage and support the policies and make important decisions, in which has allowed the bank to continuously have good performance and good reputation.

Since LH Financial Group Public Company Limited is the bank's parent company, which will also be allocating gratuity, the directors who have already received gratuity from LH Financial Group Public Company Limited will only be receiving gratuity only from LH Financial Group Public Company Limited.

The Nomination and Remuneration Committee meeting has consented to determine the directors' gratuity, which is a total of not exceeding 3,400,000 Baht. This value is appropriate with the roles, responsibilities, and the workload of the directors. The allocation will be under the Board of Directors' discretion to consider allocating the gratuity to 5 directors as follows:

1. Mr. Pairoj Hengsakul
2. Mr. Sirichai Sombutsiri
3. Mr. Somsak Assavapokee
4. Mr. Ming-Shieh Li
5. Mr. Pradit Sawattananond

4. Non-monetary remuneration

According to the Extra General Meeting of Shareholders No.1/2015 on 21 January 2015, the meeting had a resolution to provide vehicles for directors, including vehicle expenses such as gas, insurance, maintenance, and driver's salary. The Board of Directors has the authority to consider

the appropriation and this is effective until the Shareholders Meeting has a resolution to revoke or change.

The Board of Directors has considered the directors' remuneration for 2019 and has consented with the Nomination and Remuneration Committee's suggestions. Therefore, the shareholders should approve such remuneration for 2019.

There were no questions from shareholders.

The secretary has proposed to the meeting to consider approving the directors' remuneration for 2019.

The meeting has considered and approved the directors' remuneration for 2019 with votes of not less than 2/3 of shareholders who has attended the meeting and casted their votes as follows:

Approved Amount	2,000,000,000 Votes	Equivalent to	100.0
Disapproved Amount	- Votes	Equivalent to	-
Abstained Amount	- Votes		

Agenda 7 To consider and approve the appointment of the auditors and the audit fee for 2019

The secretary has proposed to the meeting to consider and approve the appointment of the auditors and the audit fee for 2019. The Audit Committee has already considered and has seen appropriate to appoint auditors from EY Office Limited as auditors for the bank. Auditors from EY Office Limited have good performance standards, work independently, and operate under a good responsibility. They are able to review and verify the company's financial statement in a timely manner. The names are as follows:

1. Ms. Ratana Jala C.P.A. Registration No. 3734 and/or
2. Ms. Somjai Khunapasut C.P.A. Registration No. 4499 and/or
3. Ms. Rachada Yongsawadvanich C.P.A. Registration No. 4951

The auditing fees for 2019 are at 4,650,000 Baht, which has increased from 2018 by 250,000 Baht or by 5.68 percent. Moreover, the TFRS 9 audit fee is at 500,000 Baht.

In case the above-mentioned names are unable to perform their duties, the EY Office Limited is authorized to assign another licensed auditor that could review and understand the financial statement of the bank as a replacement.

The three auditors mentioned above has no relationship and/or have interest with the company/ subsidiary companies, executives, main shareholders or those who are related to them.

There were no questions from shareholders.

The secretary has proposed to the meeting to consider and approve the appointment of the auditors and the audit fee for 2019.

The meeting has considered and approved the appointment of the auditors and the audit fee for 2019 with majority vote of shareholders who has attended the meeting and casted their votes as follows:

Approved Amount	2,000,000,000 Votes	Equivalent to	100.0
Disapproved Amount	- Votes	Equivalent to	-
Abstained Amount	- Votes		

Agenda 8 To consider and approve the revision of the Memorandum of Association No. 3 objective

The secretary has proposed to the meeting to consider and approve the revision of the Memorandum of Association No.3 objective, which is for the bank to be able to use a drone for bank's business-use. Therefore, the bank has revised the Land and Houses Bank Public Company Limited's Memorandum of Association No.3 objective as follows:

34) To prepare a drone, which it would beneficially be used for business such as doing surveys, auditing, evaluating the price appraisal for assets received as collateral or assets under legal execution, assets received from collateral, including company's other assets. Moreover, it could also be beneficially used for advertising by using such aircraft for photography or movies. All this could be done once it is approved from related regulators to fly legally.

There were no questions from shareholders.

The secretary has proposed to the meeting to consider and approve the revision of the Memorandum of Association No.3 objective.

The meeting has considered and approved revision of the Memorandum of Association No.3 objective with votes of not less than 3/4 of shareholders who has attended the meeting and casted their votes as follow:

Approved Amount	2,000,000,000 Votes	Equivalent to	100.0
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Disapproved Amount - Votes Equivalent to -
Abstained Amount - Votes

Agenda 9 To acknowledge the interim dividend payment

The secretary has reported to the meeting to acknowledge the interim dividend payment as follows:

As for the net profit of 9-month period ended 30 September 2018, the bank has a total net profit of 1,954,773,684.30 Baht and with no accumulated losses. At least 5% of the net profit, which is 97,750,000.00 Baht, will be allocated to the statutory reserve. The bank has also paid an interim dividend payment for 1,200,000,000.00 Baht. Moreover, the bank still has enough to pay interim dividend for 657,023,684.30 Baht. After consideration, there is enough profit to pay interim dividend according to the dividend payment policy as follows:

1. The net profit for 9-months ended 30 September 2018 has been allocated as the statutory reserve for 97,750,000.00 Baht, which is at least 5% of the annual net profit. Moreover, the bank has allocated the net profit to be a statutory reserve for 64,000,000.00 Baht. This time, the bank has additionally added the net profit allocation to the statutory reserve for another 33,750,000.00 Baht.
2. The dividend was paid in cash for 0.32 Baht/share for 640,000,000.00 Baht on 4 December 2018.

There were no questions from shareholders.

The meeting has acknowledged the interim dividend payment.

Agenda 10 Others

The Chairman has opened the floor for opinions and questions.

There are no more matters for consideration. The Chairman has ended the meeting.

Meeting ended at 3.40 p.m.

Sign _____ -Mr. Rutt Phani jphand-

(Mr. Rutt Phani jphand)

Chairman

Sign -Mr.Vichian Amornpoonchai-

(Mr. Vichian Amornpoonchai)

Secretary