

Date 8 June 2016

Subject To notify the entering into a shareholders agreement

To President

The Stock Exchange of Thailand

Land and Houses Public Company Limited (the “**Company**”) would like to inform that the Company has been informed by LH Financial Group Public Company Limited (“**LHFG**”), a company of which the Company is the major shareholder, that the board of directors meeting no. 7 of LHFG held on 8 June 2016, has passed a resolution to approve the entering into a share subscription agreement (“**SSA**”) with CTBC Bank Co., Ltd. (“**CTBC**”), in order to introduce a strategic investment partner to expand the business and operation of the banking subsidiary of LHFG that is Land and Houses Bank Public Company Limited of which 99.99 percent of shares are held by LHFG.

The SSA was executed by LHFG and CTBC on 8 June 2016, whereby key terms and conditions are in accordance with the memorandum of understanding in relation to share subscription agreement. Under the SSA, LHFG agrees to issue 7,544,961,342 new ordinary shares through a private placement to CTBC and CTBC agrees to subscribe for the new ordinary shares at Baht 2.20 per share (the “**Transaction**”).

Upon the completion of the Transaction, the shares held by CTBC in LHFG shall be 35.6 percent of the total paid-up capital of LHFG and the shareholding of the Company in LHFG will decrease to 21.9 percent of the total paid-up capital.

Additionally, the Company informed the Stock Exchange of Thailand on 29 March 2016 that the memorandum of understanding in relation to shareholders agreement (“**SHA MOU**”) was executed by the Company, Quality Houses Public Company Limited (“**QH**”) and CTBC, whereby the Company, QH and CTBC would take relevant steps, including negotiating and executing a shareholders agreement (“**SHA**”).

The Company would like to inform that the board of directors meeting no. 5 of the Company held on 8 June 2016, has passed a resolution to approve the entering into the SHA with QH and CTBC in order to stipulate respective rights and obligations as the shareholders of LHFG upon the completion of the Transaction. The SHA was already executed by the Company, QH and CTBC on 8 June 2016, whereby the key terms and conditions are in accordance with the SHA MOU.

Please be informed accordingly.

Your sincerely,

(Mr. Adisorn Thananan-narapool)

Managing Director