

Notice of Annual General Meeting of Shareholders No. 1/2562

Land & Houses Public Co.,Ltd

13 March 2019

Subject: Invitation to attend the Annual General Meeting of Shareholders No. 1/2562
To: Shareholders
Attachments: 1. Copy of Minutes of the Annual General Meeting of Shareholders No. 1/2561
2. Registration Form (Barcode) with downloadable QR Code for Annual Report for the year 2018
3. Proxy's Bio-Data
4. Bio – Data of the Directors replacing those retired by rotation
5. Bio – Data of the Newly Appointed Director
6. Table of Share held by Directors and Executives
7. Documents or Evidence Showing an Identity of the Shareholder or a Representative of the Shareholder Entitled to Attend the Meeting.
8. Proxy Procedures, Meeting Registration and Voting Procedures.
9. Company's Article of Association relating to the Annual General Meeting of Shareholders
10. Forms for receiving a hard copy of Annual Report.
11. Dividend payment policy
12. Structure of Directors
13. Selection of Directors
14. The definition of "independent director"
15. Proxy Form (A. B. C.)
16. Map of Q House Lumpini Building.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders No. 1/2562 will be held on 25 April, 2019, at 1.30 p.m., at the Conference Room (Satorn Room 1-2), located at 4th Floor, No. 1, Q House Lumpini Building, South Satorn Road, Kwaeng Toongmahamek, Khet Satorn, Bangkok, to consider the agenda as follows:

1. To certify the Minutes of the Annual General Meeting of Shareholder No. 1/2561

Objective & Reason: With respect to the regulations of the Stock Exchange of Thailand and the Public Limited Companies Act B.E. 2535, the Company shall deliver to the Stock Exchange of Thailand and Ministry of Commerce, a copy of the Minutes of the Annual General Meeting of Shareholders within the date according to the requirement of the law and also propose to the next shareholders' meeting. The Company already prepared the minutes of the abovementioned meeting and submitted to the Stock Exchange of Thailand and Ministry of Commerce and also already posted on the Company's website (www.lh.co.th)

Board of Directors' opinion: The Board agrees and recommends that the Company shall propose to the Annual General Meeting of Shareholders No. 1/2562 for approval the Minute of the Annual General Meeting of Shareholders No. 1/2561.

2. To acknowledge the report on the Company's operating result for the year ended 31 December, 2018.

Objective & Reason: In compliance with the Public Limited Companies Act and the Company's Articles of Association, the summary of the Company's performance and major changes during the year 2018 was shown in Annual Report for the year 2018

Board of Directors' opinion: The Board agrees and recommends the summary of the Company's operating result, according to the consolidated financial statements, for the year ended 31 December, 2018 shall be proposed to the Annual General Meeting of Shareholders No. 1/2562 with the following information:

Operating results	2017	2018
1. Total revenue (million baht)	38,786	36,447
2. Net profit (million baht)	10,463	10,475
3. Total of transfer (unit)	4,126	4,008
4. Nos. of project that generate sales	77	70

3. To consider and approve the Statements of Financial Position (Balance Sheet) and Profit and Loss Statements for the year ended 31 December, 2018.

Objective & Reason: The Company prepared a Statements of Financial Position (balance sheet) as well as statements of profit and loss for the year ended 31 December, 2018 which were audited and certified by auditor in respect to the Public Limited Companies Act and the Company's Article of Association.

Board of Directors' opinion: The Board agrees and recommends that the Company shall propose to the Annual General Meeting of Shareholders No. 1/2562 for approval the Statements of Financial Position (balance sheet) for the year ended 31 December, 2018, as duly audited and certified by the auditor and reviewed by Audit Committee.

Operating result (million baht)	Consolidated financial statements		Parent company's financial statements	
	2017	2018	2017	2018
1. Total assets	109,491	111,481	101,160	101,945
2. Total liabilities	58,683	60,729	51,093	51,962
3. Shareholder's equity	50,809	50,752	50,067	49,983
4. Total revenue	38,786	36,447	32,973	30,512
5. Net profit	10,463	10,475	10,463	10,475

4. To consider and approve the appropriation of profit, the distribution of dividends and legal reserve for the year 2018.

Objective & Reason: For the year 2018, the Company recorded an amount of 10,475 million baht of net profit according to separated financial statements. The Company has the policy to pay the appropriate dividends when it determines that the Company has appropriate profit to do and in compliance with the Company's Article of Association, the Company shall allocate to a reserve fund in an amount of not less than 5% of the annual profit, until the reserve fund reach an amount of not less than 10% of the Company's registered capital.

Board of Directors' opinion: The Board agrees and recommends the distribution of dividends for the year 2018 form net profit and retain earning at 0.75 baht per share. When deducted the amount of 0.40 baht of interim dividend, the outstanding final dividend is 0.35 baht per share. The record date to determine shareholders' names for the right to receive the dividend shall be on 7 May, 2019 and the dividends will be paid on 21 May, 2019.

A comparison of dividends payment in 2016 and 2017

(Parent company's financial statements and consolidated financial statements)

Detail of dividends payment	2017	2018
1. Net profit (million baht)	10,463	10,475
2. Number of shares (million shares)	11,950	11,950
3. Dividend payment per share	0.75	0.75
4. Total dividends payment (million baht)	8,962	8,962
5. Proportion of dividends payment to net profit	85.65%	85.56%

5. To consider and approve the election of directors in replacement of those who are retired by rotation

Objective & Reason: In compliance with Public Limited Companies Act and the Company's Article of Association, at each general annual meeting, one-third of the Directors must retire by rotation.

In this year, 3 directors would retire by rotation are:

- 1) Mr. Wacharin Kasinrerk Director
- 2) Mr. Naporn Sunthornchitharoen Director
- 3) Mr. Pakhawat Kovithvathanaphong Director

Board of Directors' opinion: According to the Nomination and Compensation Committee's recommendation, the directors who are retired by rotation this year have the qualification to fulfill requirements under Public Companies Act, have knowledge and expertise in business related to the Company's operations, have transparent and clean working record, the Nomination and Compensation Committee then recommends the re-election of the abovementioned persons as the Company's directors.

In compliance with good corporate governance principles, the Company had given an opportunity to the shareholders to propose the name of candidates who have qualification and knowledge suitable for the vacant directorships but there was no candidate proposed by shareholders.

The Board agrees with the Nomination and Compensation's recommendation and also recommends the re-election of the following directors as the directors of the Company:

Details of the nominated persons to be the Company's directors.

Name	Year of position holding	Attendance / Number of the Board Meeting in 2017
1 Mr. Wacharin Kasinrerk *	-	-
2 Mr. Naporn Sunthornchitharoen	26	7/7
3 Mr. Pakhawat Kovithvathanaphong	19	6/7

* Appointed on 22 February 2019

Name	Type of director	Number of share	% of total issued shares
1 Mr. Wacharin Kasinrerk	Director	-	-
2 Mr. Naporn Sunthornchitharoen	Director	27,487,859	0.23
3 Mr. Pakhawat Kovithvathanaphong	Director	163,597	0.00

6. To consider and approve the election of a new director

Objective & Reason: In compliance with Article 15 of the Company's Articles of Association; which specified that the company's board of directors shall consist of not less than 5 directors; the company currently has 8 directors. In order to have the number of director consistent with the growth of the Company, the Company hereby proposes the Shareholder's Meeting to consider and approve the appointment of a new director.

Board of Directors' Opinion: The Board of Directors as well as the Nomination and Compensation Committee had considered and resolved to increase the numbers of directors from 8 to 9 directors in order to have the number of directors consistent with the growth of the Company. The Nomination and Compensation Committee had also recommended by considering the suitability to be the most beneficial to the company's operation, therefore deem appropriate to nominate Mr. Adul Chuvanichanon, Senior Executive Vice President and Acting Managing Director (Operations – Condominium Projects) as a new director of the Company. The Committee had determined that Mr. Adul Chuvanichanon; who has competent knowledge and experiences

without any qualification that against the applicable laws; since he is fully qualified for the position. In addition, Mr. Adul Chuvanichanon does not have any position or being a director of other company which engages in the same business activity or being a competitor of the Company, details as prescribed in the attached biography. With the reasons prescribed herein, the board of directors hereby proposes the Shareholders' Meeting to consider and approve the appointment of Mr. Adul Chuvanichanon to be a new director of the Company.

7. To consider and approve the remuneration to directors

Objective & Reason: In compliance with the Public Limited Companies Act and the Company's Articles of Association, the Shareholders' Meeting shall consider and fix the directors' remuneration.

Board of Directors' opinion: The Board had considered the recommendation on the directors' remuneration by the Nomination and Compensation Committee and also had carefully considered the appropriate remuneration based on the size and growth rate of the Company's business.

The Board agreed that the approval of the remuneration to directors for year 2019 at totaling not exceeding 25,000,000 baht, and shall be proposed to the Annual General Meeting of Shareholders No. 1/2562 and authorized the Board of Directors to determine the amount of remuneration to be paid to each director.

In 2018, the Annual General Meeting of Shareholders No. 1/2561 approved the remuneration to directors at totaling not exceeding 20,000,000 baht and authorized Board of Directors to determine the amount of remuneration payable to each director. Only 19,015,000 baht in total was actually paid as the directors' remuneration as following details:

Details of the remuneration payment for year 2018

(unit: baht)

Type of Director	Remuneration		Total
	Annual payment	Bonus	
Independent Director/ Audit Committee	2,160,000	3,960,000	6,120,000
Other Directors	4,200,000	7,095,000	11,295,000
Total	6,360,000	11,055,000	17,415,000

Meeting Allowance

Director	Audit Committee	Nomination Compensation	Risk Management	Total
780,000	600,000	140,000	80,000	1,600,000

Comparison of the remuneration paid in the previous years

Year	Proposed amount	Actual amount paid	Other Benefits*
2016	18,000,000	16,840,000	✓
2017	20,000,000	17,338,000	✓
2018	20,000,000	19,015,000	✓
*Other Benefits			
<ul style="list-style-type: none"> • Executive Directors Liability insurance • Training Expenses – for the training at IOD and other related institutes 			

8. To consider and approve the appointment of auditors and fix their remuneration

Objective & Reason: In compliance with the Public Limited Companies Act and the Company's Articles of Association, the Shareholders' Meeting shall consider and approve the appointment of auditor and fix their remuneration. In 2018, the Company appointed the auditors from E.Y. Office Limited, whose name are listed below, to be the Company's auditor with the remuneration of 1,750,000 baht.

1. Mr. Sophon Permsirivallop (Certified Public Accountant No. 3182) and/or
2. Ms. Rungnapa Lertsuwankul (Certified Public Accountant No. 3516) and/or
3. Ms. Pimjai Manitkajohnkit (Certified Public Accountant No. 4521) and/or
4. Ms. Sumana Punpongsanon (Certified Public Accountant No. 5872)

Board of Directors' opinion: The Board agrees with the Audit Committee that the auditors from E.Y. Office Limited, who has well performed in their duties and no relationship or interest with the company/subsidiaries/executive/major shareholders or the related parties and being capable of expressing their opinion independently, should be appointed to be the Company's auditors for year 2019, and shall be proposed to the Annual General Meeting of Shareholders No. 1/2562 for approval. The names of auditors are listed below:

1. Ms. Rungnapa Lertsuwankul (Certified Public Accountant No. 3516) and/or
2. Ms. Pimjai Manitkajohnkit (Certified Public Accountant No. 4521) and/or
3. Ms. Sumana Punpongsanon (Certified Public Accountant No.5872)

and the auditors from E.Y. Office Limited have performed immaculately in their capacity as the auditors. The Board also agrees to appoint such auditors as the auditors of the company and its subsidiaries for the year 2019 and, therefore, fix their remuneration at the total amount of 4,920,000 baht; divided as the auditing fee of the company of 1,800,000 baht (review fee of 660,000 baht and audit fee of 1,140,000 baht) and the auditing fee of the subsidiaries of 3,120,000 baht which is reasonable with their responsibilities and service. The auditors had ensured timely submission of audited financial statements.

Name's auditors	Year as the Company's auditors
Ms. Rungnapa Lertsuwankul	9
Ms. Pimjai Manitkajohnkit	7
Ms. Sumana Punpongsanon	2

Remuneration for Company's auditing fee (Unit = baht)

Remuneration (unit : baht)	2018	2019
Audit fee (year end)	1,090,000	1,140,000
Review fee (1 st –3 rd quarter)	660,000	660,000
Non- Audit fee	-	-
Total	1,750,000	1,800,000

9. Other Business (if any)

All Shareholders are cordially invited to attend the Annual General Meeting of Shareholders No. 1/2562 on the abovementioned date, time and place. If you wish to appoint a person or Independent Directors/The Audit Committee (**Mr.Pakhawat Kovithvathanaphong, Mr. Piphop Veraphong, Mr.Bundit Pitaksit**) to attend and vote at the meeting on your behalf, please complete and duly execute only one of enclosed proxy and related documents and submit to **Accounting Department, Land & Houses Public Co.,Ltd, 37th Floor, No. 1, Q House Lumpini Building, South Sathorn Road, Thoongmahameka, Sathorn, Bangkok.**

You are kindly request to submit the complete Proxy Form and related documents to the Company by 18 April, 2019.

Yours faithfully,

Mr. Nantawat Pipatwongkasem
Director and Company Secretary

Remark:

1. For your convenience, Shareholders or Proxies wishing to attend the Meeting, kindly bring this barcode Registration Form and the Proxy Form (In case of proxy) together with the evidence of identity (Details of evidences required by the Company are stated in Enclosure No. 7 attached to the Meeting Notice) to the Registration Desk .
2. The shareholders who would like to receive a hard copy of Annual Report, please fill in the attached Form and fax to (662) 2308131, or alternatively you may get into www.lh.co.th to complete the Form of Requesting a hard copy of Annual Report, or directly contact Ms. Maneerat at 02-230-8318-20, to receive such Annual Report by yourself.

No.	Procedures	Date/Month/Year
1.	The record date to determine the right to attend the Annual General Meeting of Shareholders No. 1/2562	15 March, 2019
2.	Annual General Meeting of Shareholders No.1/2562	25 April, 2019
3.	The record date to determine the right to receive dividends	7 May, 2019
4.	Payment of dividends	21 May, 2019