

UOBKH 014/ 2024

27<sup>th</sup> March 2024

Subject: Invitation to 2024 Annual General Shareholders' Meeting  
 To: Shareholders  
 UOB Kay Hian Securities (Thailand) Public Company Limited



- Enclosures:
1. 2023 Form 56-1 Annual One Report (In QR code form)
  2. Information on proposed candidates to be elected as UOBKH directors
  3. Information on proposed Auditor for 2024
  4. Name List and Details of UOBKH Independent Directors proposed to serve as Proxy for shareholders and the definition of independent director
  5. Articles of Association, specifically relating to Shareholders' Meeting
  6. Guidelines for Proxy Appointment, Registration and Documents Required
  7. Proxy Form B (Proxy Form A or Form C can be downloaded from [www.utrade.co.th](http://www.utrade.co.th))
  8. Map of Meeting location

UOB Kay Hian Securities (Thailand) Public Company Limited (UOBKH or the Company) would like to invite all shareholders to attend the 2024 Annual General Shareholders' Meeting on Friday 26<sup>th</sup> April 2024 at 14.30 hours, **at UOB Kay Hian Securities (Thailand) Public Company Limited. Meeting (Training) Room 3<sup>rd</sup> Floor, No. 130-132 Sindhorn Tower 1, Wireless Road, Lumpini, Pathumwan, Bangkok 10330, through Hybrid Meeting shareholder could join the meeting by physical and electronic meeting according to the Royal Decree on Electronic Conferencing B.E. 2563 and/or other relevant laws with live broadcast from the meeting place.** The meeting agendas are as follows:

**1. To acknowledge the report on the Company's operating results for the year 2023.**

**Related Information:** The report on the Company's operating results for the year 2023 is shown in the attached Annual Report which is in QR Code Form. (Enclosure 1)

**Board's opinion:** The Board recommend that the Meeting acknowledge the report on the Company's operating results for the year 2023 in the Annual Report which will be presented on the meeting day.

**Vote required:** This agenda is for shareholders' acknowledgment; therefore, voting is not required.

**2. To approve the financial statements for the year ended 31 December 2023.**

**Related Information:** The Company's financial statements for the year ended 31 December 2023 were audited by the Auditor, reviewed by the Audit Committee and endorsed by the Board of Directors. The details of the financial statement are in the attached Annual Report which is in QR Code Form. (Enclosure 1)

**Board's opinion:** The Meeting should approve the financial statements for the year ended 31 December 2023 which have been audited by the Auditor and reviewed by the Audit Committee as proposed. The Board of Directors has also endorsed the financial statements.

**Vote required:** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**3. To consider the profit apportionment and dividend payment for the year 2023.**

**Related Information:** The Company's net profits for the financial year ended 31 December 2023 amounted to Baht 90,859,956.34. The Company has no accumulated losses. Therefore, the Company may consider paying dividends to the shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535. Pursuant to the policy on dividend for the payment of minimum 20% of the remaining net profit after deducting all reserves specified by the laws and provided that there are no negative business or economic factors prevailing at that time that will significantly affect the business operations of the Company.

Approval for payment of dividend of Baht 0.16 and Baht 0.09 per share to the holders of the Company's ordinary shares from the Company's operational results in respect of the financial years ended 31 December 2021 and 2022 respectively had been granted in previous years. The total dividend amount was Baht 80,391,771.20 for financial year 2021 and Baht 45,220,371.30 for financial year 2022 which was equal to 21.10% and 20.82% of the net profit, respectively. The Company is required to allocate a portion of annual net profit as a reserved fund in the amount not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) until the reserved fund attains the amount not less than ten percent of the registered capital prescribed by laws in accordance with Section 116 of the Public Limited Companies Act B.E. 2535 and Article 51 of the Company's Articles of Association. The Company currently has in reserves Baht 50,244,857, which is equal to 10% of the registered capital.

The Board considered and proposed that the dividend payment from the 2023 operating results of 0.04 Baht per share and the total amount Baht 20,097,942.80 which was in line with the dividend payment policy of the Company that a dividend equivalent to no less than 20% of the net profit after deducting all reserves required by laws and provided that there were no negative business or economic factors prevailing at that time that would significantly affect the business operations of the Company, be proposed to the shareholders for approval structure of profit appropriation and dividend payment as follows:

(Unit: Baht)

Details of profit appropriation	2021	2022	2023*
1.Net profit	381,045,224	217,211,671.60	90,859,956.34
2.No. of Shares	502,448,570	502,448,570	502,448,570
3.Legal reserve	-	-	-
4.Dividend Payment Policy (% of Net Profit)	Minimum 20	Minimum 20	Minimum 20
5.Dividend payment per share (Baht / share)	0.16	0.09	0.04
6.Total dividend payment	80,391,771.20	45,220,371.30	20,097,942.80
7. Dividend payment ratio of net profit (%)	21.10	20.82	22.12

The Company will pay dividends to shareholders whose names appear in the share register book. The record date for the right to receive dividend payment shall be 11 March 2024 and the date for dividend payment 24 May 2024, respectively.

*\*The dividend payment will be subject to approval by Shareholders in the Annual General Meeting.*

**Board's opinion:** The Directors recommend the shareholders to approve the dividend payment for 2023 of 0.04 Baht per share and the total amount Baht 90,859,956.34 which is in line with the dividend payment policy of the Company. If approve the dividend and shall be payable on 24<sup>th</sup> May 2024. The shareholders will be entitled to receive the dividend are per the shareholder list on the Record Date, 11 March 2024.

**Vote required:** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

#### 4. To consider the appointment of directors replacing those retired by rotation.

**Related Information:** Pursuant to the Public Limited Companies Act B.E. 2535 and Article 18 of the Company's Articles of Associations, one-third of the Company's directors must be retired on each Annual General Meeting of Shareholders. Those directors to be retired by rotation in 2024 are as follows.

1 Mr. Viroj Tangjetanaporn Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee and Chairman of the Risk Management Committee.

2 Ms. Oh Whee Mian Authorized Director, member of the Board, member of the Executive Committee and member of the Nomination Remuneration and Corporate Governance Committee.

During the period 1 November to 31 December 2023, minority shareholders were given the opportunity to propose question and agenda for the meeting and to nominate qualified candidates to the Board for consideration. The Company did not receive any proposals.

The Nomination Remuneration and Corporate Governance Committee (NRC Committee) has used criteria and methods for selecting persons to be directors in accordance with the guidelines for selecting persons to be directors that have been approved by the Board of Directors which is assigned the NRC Committee to select people who are qualified to serve as company directors from qualifies, experts, knowledge and expertise, including persons who have the ability to be a director of a listed company from the director database and have all the qualifications in accordance with relevant laws and the company's regulations who have leadership, far-sight vision, morality, ethics, transparent history and the ability to express opinions freely. The NRC Committee also takes into account the diversity and composition of knowledge and specific professional skills that are required or lacking.

NRC Committee excluding the director who are due to retire by rotation in 2024 has considered the names of two persons proposed by the Company's directors Mr. Viroj Tangjetanaporn and Ms. Oh Whee Mian, who were former directors whose terms had expired, by carefully considering each individual's qualifications and there was a unanimous resolution to propose to the meeting of the Board of Directors to consider appointing the 2 directors because they were considered to be highly qualified who have expertise in management, economics, and investment, having experience in securities that is in line with the company's business strategy, having leadership and a far-sight

vision. Be a person of morality and ethics Have a transparent work history and has performed his duties as a director very well throughout.

The reason for nominating an independent director for a period of more than 9 consecutive years, Mr. Viroj Tangjetanaporn who is a person with knowledge and ability, has experience and understanding of the securities business that is necessary and appropriate to support the performance of the Board's duties to achieve its goals.

The Board of Directors, excluding the Director to be retired by rotation in the 2024 Annual General Meeting of Shareholders, had taken into consideration the education, experience, career expertise and the performance of the director in his previous term nominated through the NRCG Committee's nomination process as well as meticulously and carefully consider and scrutinize the qualifications, education, professional experience, and performance of the directors in the previous agenda individually, the Board of Directors was of view that the proposed directors are appropriately qualified without prohibited characteristics under any applicable rules and laws, have knowledge, skills and expertise which will be benefits the organization, business ethic, vision, and good attitude toward the Company, and are able to devote their full capability for the interests of the Company and able to provide opinions on an independent basis in accordance with the relevant rules and regulations and whether there were other better qualified nominated directors.

The Board agreed with NRC Committee and recommended that Mr. Viroj Tangjetanaporn and Ms. Oh Whee Mian who would retire by rotation be re-elected as the directors of the Company for another term. Therefore, it was resolved to propose to the shareholders' meeting to elect 2 directors who are due to retire by rotation, namely Mr. Viroj Tangjetanaporn and Ms. Oh Whee Mian who would retire by rotation be re-elected as the directors of the Company for another term.

Details about age, percentage of shareholding, educational background, work experiences, and Board of Directors' meeting attendance for each director are provided in Enclosure 2.

For scope of duty and responsibility of the Board of Directors and of other committees, they are in the 2022 Annual Report under the title "Management Structure". The definition of Independent Director is provided in Enclosure 4.

Noted: The Article of Association of the Company stipulates voting procedure as follows.

17. A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

- (1) Each shareholder has one vote for each share held;
- (2) A shareholder may cast votes for each individual director or a group of directors as determined by a meeting of shareholders. In casting the votes, each shareholder must cast all the votes he/she has under sub-clause (1) above in electing the individual director or the group of directors, as the case may be, in which case those votes are not divisible; and
- (3) The election of directors requires a resolution of shareholders passed by a majority vote. In the case of an equality of votes, the Chairman of the meeting must exercise a casting vote.

**Board's opinion:** The Meeting should approve that Mr. Viroj Tangjetanaporn and Ms. Oh Whee Mian who would retire by rotation be re-elected as the directors of the Company for another term.

**Vote required:** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**5. To acknowledge the resignation of director and the amendment of the authorized directors of the Company.**

**Related Information:** In furtherance of Mr. Chaipat Nakmontanakum's resignation as a director of the Company, it is proposed to the Shareholders' Meeting to acknowledge the amendment of the authorized signatories of the Company as follows.

From "Name and numbers of director authorized to sign on behalf of the Company: Mr. Chaipat Nakmontanakum Mr. Yothin Viriyenawat Ms. Oh Whee Mian, two of these three directors jointly sign and affix the Company's seal." Amended to "Name and numbers of director authorized to sign on behalf of the Company: Mr. Yothin Viriyenawat Ms. Oh Whee Mian, two of these directors jointly sign and affix the Company's seal."

**Board's Opinion:** The shareholders should acknowledge the resignation of director and the amendment of the authorized signatories of the Company as proposed and empower the authorized directors of the Company or person(s) appointed by the authorized directors to make any amendments per suggestions or opinions of the registrar or any other relevant authority.

**Vote required:** This agenda is for shareholders' acknowledgment; therefore, voting is not required.

**6. To consider the directors’ remuneration for the year 2024.**

**Related Information:** Pursuant to Article 34 of the Company’s Articles of Association, “The directors’ fees and remuneration must be fixed by a meeting of shareholders.” and pursuant to Section 90 of the Public Limited Companies Act B.E.2535, “...the Directors’ remuneration payment shall be pursuant to the General Meeting’s resolution, approved by shareholders comprising not less than two-third of total votes of shareholders, attending the Meeting.”

The proposal for the remuneration of the directors have been carefully considered by the Nomination Remuneration and Corporate Governance Committee and the Board of Directors after taking into consideration remuneration in comparable industries and the complexity and profitability of the Company. The fees approved by the Board for independent directors and unauthorized directors attending each meeting for the year 2024 is set out below: -

Meeting	Chairman (Baht)	Member (Baht)
Board of Directors	25,000	20,000
Audit Committee	10,000	5,000
Risk Management Committee	10,000	5,000
Nomination Remuneration and Corporate Committee	10,000	5,000

Directors that serve as the Company’s management are not eligible for the meeting fees as those directors are compensated in their employment as Company’s management staff. The fees for the year 2024 which is the same as 2023 (with no other benefits) for proposing to shareholders to consider and approve.

**Board’s opinion:** The Meeting should approve the directors’ remuneration for the year 2024 as proposed.

**Vote required:** Not less than two-thirds of the total number of votes of the shareholders present at the meeting.

**7. To consider the appointment of auditors and their remuneration for 2024.**

**Related Information:** Pursuant to Article 59 and 60 of the Company’s Articles of Association, “The auditors must be appointed by the annual general meeting of shareholders each year. A retiring auditor is eligible for re-appointment.” and “The auditors’ remuneration must be fixed by a meeting of shareholders”, respectively. Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535, “the General Meeting shall appoint auditor and fix the remuneration for auditing every year. The same auditor is eligible for re-election.” Furthermore, pursuant to Section 121 of the Public Limited Companies Act B.E. 2535, “the auditor must not be Director, officer, employee, or anyone who retain any Company’s position.”

The Audit Committee had recommended the Board to propose to the shareholders' meeting the appointment of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as auditors of the Company for the year 2024. As such, the Board recommends to approve the appointment of Ms. Wilasinee Krishnamra, License No. 7098 and/or Dr. Suwatchai Meakhaamnouychai, License No. 6638 and/or Ms. Vayuree Jirakittidu, License No. 9140 and/or Ms. Darunee Chantra, License No. 8625 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company of the year 2024, any one being authorized to conduct the audit and express an opinion on the annual financial statement of the Company. In the absence of the above-named auditors, Deloitte Touche Tomatsu Jaiyos Audit Co., Ltd. is authorized to identify one other Certified Public Accountant with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to carry out the work. Their remuneration which is to be negotiated at group level will be at no more than Baht 2,400,000 per annum (excluded out of pocket expenses). \*Proposed audit fee for the year 2024 has no change compare to 2023.

The proposed auditors have no relationship or stockholdings with the Company/management/major shareholder or relations of the said persons. They have been the auditors of the Company as follows.

Name	CPA No.	Appointed Year	
Mr. Chavala Tienpasertkij	4301	2013-2023	Signed the financial of the Company of 2018 and 2019
Mr. Yongyuth Lertsurapibul	6770	2018-2023	Signed the financial of the Company of 2020 – 2023
Dr. Suwatchai Meakhaamnouychai	6638	2018-2024	
Ms. Wilasinee Krishnamra,	7098	2020-2024	
Ms. Vayuree Jirakittidu	9140	2024	
Ms. Darunee Chantra	8625	2024	

**Board’s opinion:** The Meeting should approve the appointment of Ms. Wilasinee Krishnamra, License No. 7098 and/or Dr. Suwatchai Meakhaamnouychai, License No. 6638 and/or Ms. Vayuree Jirakittidu, License No. 9140 and/or Ms. Darunee Chantra, License No. 8625 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company of the year 2024, any one being authorized to conduct the audit and express an opinion on



the annual financial statement of the Company. In the absence of the above-named auditors, Deloitte Touche Tomatsu Jaiyos Audit Co., Ltd. is authorized to identify one other Certified Public Accountant with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to carry out the work. Their remuneration which is to be negotiated at group level will be at no more than Baht 2,400,000 per annum (excluded out of pocket expenses) as proposed by the Audit Committee. This proposal has been subsequently endorsed by the Board of Directors.

**Vote required:** Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

**8. To consider any other business (if any).**

**Related Information:** According to the Public Limited Company Act B.E.2535, Shareholders attending a meeting, who altogether hold shares not less one-third of the total number of shares sold of the Company, may propose the Meeting to consider the matter other than those indicated in the agenda.

**The Board of Director's Opinion:** The meeting should not consider any other matters proposed at the meeting. This is to comply with the Principles of Good Corporate Governance for Listed Companies 2017 and the Annual General Shareholders Meeting Assessment Project that the Meeting should consider only the issues already informed in advance for fairness of the overall shareholders.

All Shareholders are cordially invited to attend the meeting at the date time and place above, for the shareholders who wish to attend the electronic meeting (e-Meeting) DAP e-Shareholder Meeting system in person or by proxy can proceed through the system or send documents to the company before the meeting. Registration for shareholders in advance of the meeting will begin on April 19, 2024 at 1:00 p.m. shareholders can view details, instruction manual and the procedure for registering shareholders at <https://www.set.or.th/e-shareholder-meeting> or scan QR Code here.



Yours sincerely,  
UOB Kay Hian Securities (Thailand) Public Company Limited

(Mr. Viroj Tangjetanaporn)  
Chairman of the Board of Directors

Legal Department and Company Secretary Office  
Tel. 662-659-8000 ext.8427, 02-659-8427

Remark: Besides the attached proxy form, shareholders can download the form from the Company's website: [www.utrade.co.th](http://www.utrade.co.th).

## Directors' Annual Report for 2023

### General Information

#### **Name and Head Office**

UOB Kay Hian Securities (Thailand) Public Company Limited.

Registration No. 0107548000056

130-132, 2<sup>nd</sup>, 3<sup>rd</sup> Flr., Sindhorn Bldg., Tower I, Wireless Rd., Lumpini, Pathumwan, Bangkok 10330

Telephone: (66 2) 659-8000

Fax: (66 2) 651-4338

Website: <https://www.utrade.co.th>

#### **Registered and Paid-up Capital**

As of 31 December 2023, the Company has registered capital of Baht 502,448,570 and paid-up capital of Baht 502,448,570 (502,448,570 ordinary shares with par value of Baht 1.00 each).

#### **Type of Business**

The Company is a member of the Stock Exchange of Thailand and is granted securities business license for the following:

1. Securities brokerage
2. Securities dealing
3. Investment advisory service
4. Securities underwriting
5. Financial advisory service
6. Sales agent and redemption of investment units
7. Futures brokerage
8. Bondholder representative
9. Securities lending and borrowing business

### Directors' Remuneration

The Company paid remunerations to Directors for the year ended 31 December 2023 as follows:

Group	Number	Description	Amount (Baht)
Independence Directors and Non Authorized Directors	4	Director Fees	540,000

### Director Fees for 2022

Name	Position	Director Fees (Baht)	Period
1. Mr. Viroj Tangjetanaporn	Chairman and Chairman of the Audit Committee	205,000	Jan-Dec
2. Mr. Somchart Chinthammit	Director and Member of the Audit Committee	150,000	Jan-Dec
3. Mr. Paiboon Julasaksrisakul	Director and Member of the Audit Committee	145,000	Jan-Dec
4. Mr. Tan Chek Teck	Director	40,000	Jan-Apr
5. Mr. Chaipat Nakmontanakum	Director	-	Jan-Dec
6. Mr. Yothin Viriyenawat	Director	-	Jan-Dec
7. Ms. Oh Whee Mian	Director	-	Jan-Dec
Total		540,000	

**Curriculum Vitae of the nominated director  
(Data as of January 1, 2023)**

Name	Mr. Viroj Tangjetanaporn	Ms. Oh Whee Mian
Age	62 years	49 years
Nationality	Thai	Singaporean
Address	256/9 Soi Sukhumwit 16 (Sammitr), KlongToey Sub-District, KlongToey District, Bangkok 10110	No. 8 Anthony Road #01-01, Singapore 229957
Education Background	Bachelor Degree of Finance University of New South Wales, Australia	Bachelor Degree of Accounting, Nanyang Technological University, Singapore.
Participation in Thai Institute of Directors Association (IOD) Program	<ul style="list-style-type: none"> <li>- Certificate of Director Accreditation Programme (DAP), 30/2004</li> <li>- Certificate of Audit Committee Programme (ACP), 4/2005</li> <li>- Certificate of Corporate Governance for Capital Market Intermediaries (CGI), 1/2014</li> </ul>	<ul style="list-style-type: none"> <li>- Certificate of Corporate Governance for Capital Market Intermediaries (CGI) Class of 10th, 2015</li> </ul>
Current Position	Independent Director Chairman of Board of Directors Chairman of Audit Committee and Chairman of Risk Management Committee	Executive Committee, NRC Committee and Authorized Director
Appointment Date	March 8, 2007 (Independent Director)	April 29, 2016
Directorship Tenure	14 years of Non-Authorised Director	7 years 8 months of Authorised Director
Shareholding (as of December 31, 2023)	1,000 Ordinary Shares or 0.0002% of paid-up shares. No change during the year	-None- / 0.00% of paid up shares No change during the year
Work Experience over the past 5 years	<p><b>Nov 2011 - Present</b></p> <ul style="list-style-type: none"> <li>- Managing Director Prop Maxx Co., Ltd.</li> </ul> <p><b>Sep 2022 – Present</b></p> <ul style="list-style-type: none"> <li>- Independent Director KWI Asset Management Co., Ltd.</li> </ul> <p>-</p> <p><b>Mar 2007 - Present</b></p> <ul style="list-style-type: none"> <li>- Independent Director, Chairman of Audit Committee</li> </ul> <p><b>2016 - Present</b></p> <ul style="list-style-type: none"> <li>- Chairman of Risk Management Committee UOB Kay Hian Securities (Thailand) PLC.</li> </ul>	<p><b>May 2015 - Present</b></p> <ul style="list-style-type: none"> <li>-Authorized Director and Executive Director UOB Kay Hian Securities (Thailand) Public Company Limited</li> </ul> <p><b>April 2013 – Present</b></p> <ul style="list-style-type: none"> <li>-Executive Director UOB Kay Hian Private Limited, Singapore</li> </ul>

<b>Name</b>	<b>Mr. Viroj Tangjetanaporn</b>	<b>Ms. Oh Whee Mian</b>
<b>No. of Board Meeting Attendance of 2023</b>	5 times out of 5 times	5 times out of 5 times
<b>No. of AC Meeting Attendance of 2023</b>	4 times out of 4 times	
<b>No. of NRC Meeting Attendance of 2023</b>		1 time out of 1 time
<b>No. of RMC Meeting Attendance of 2023</b>	4 times out of 4 times	
<b>Proposed type of director</b>	Independent director	Authorized director
<b>Criteria and methods for director recruiting</b>		
<p>Consider the names of person who have been nominated through the selection process of the NRC Committee. Determine remuneration and supervise the business, cautious and carefully consider and screen qualifications, education, experience, professional expertise and individual work performance. Having complete and appropriate qualifications and do not having prohibited characteristics according to relevant regulations or laws. Having knowledge, abilities, skills, and expertise that will be beneficial to the Company's business operations. Having ethics, vision, and a good attitude towards the organization. Be willing and ready to perform assigned duties to the best of their ability. Including being able to express opinions independently and in accordance with various relevant rules and laws.</p>		

<b>Nominated Director</b>	<b>Listed Company</b>		<b>Other juristic person (non-listed)</b>		<b>Position in juristic person related to the Company's business / competitor</b>	
	<b>No.</b>	<b>Director</b>	<b>No.</b>	<b>Director</b>	<b>No.</b>	<b>Director</b>
<b>Mr. Viroj Tangjetanaporn</b>	-	-	5	Director	-	-
<b>Ms. Oh Whee Mian</b>	-	-	1	Director	-	-



**Information on proposed Auditor for 2024**

Ms. Wilasinee Krishnamra, License No. 7098 and/or Dr. Suwatchai Meakhaamnouychai, License No. 6638 and/or Ms. Vayuree Jirakittidu, License No. 9140 and/or Ms. Darunee Chantra, License No. 8625 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company of the year 2023, any one being authorized to conduct the audit and express an opinion on the annual financial statement of the Company. In the absence of the above-named auditors, Deloitte Touche Tomatsu Jaiyos Audit Co., Ltd. is authorized to identify one other Certified Public Accountant with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to carry out the work. Their remuneration which is to be negotiated at group level will be at no more than Baht 2,400,000 per annum (excluded out of pocket expenses). \*Proposed audit fee for the year 2024 has not change compare to 2023.

The proposed auditors have no relationship or stockholdings with the Company/management/major shareholder or relations of the said persons. They have been the auditors of the Company as follows.

Name	CPA No.	Appointed Year	
Mr. Chavala Tienpasertkij	4301	2013-2023	Signed the financial of the Company of 2018 and 2019
Mr. Yongyuth Lertsurapibul	6770	2018-2023	Signed the financial of the Company of 2020 – 2023
Dr. Suwatchai Meakhaamnouychai	6638	2018-2024	
Ms. Wilasinee Krishnamra,	7098	2020-2024	
Ms. Vayuree Jirakittidu	9140	2024	
Ms. Darunee Chantra	8625	2024	

The qualifications of the Company's independent directors and the qualifications of independent directors

**Curriculum Vitae of Independent Director for proxy voting  
(Data as of January 1, 2023)**

Name	Mr. Somchat Chinthammit	Mr. Paiboon Julasaksrisakul
<b>Age</b>	66 years	41 years
<b>Nationality</b>	Thai	Thai
<b>Address</b>	210 Soi Ratchapruk 15, Bang Ramad Sub-district, Thalingchan District, Bangkok 10170	11/58 Moo 14, Bang Phli Yai Sub-district, Bang Phli, Samut Prakarn 10540
<b>Education Background</b>	<ul style="list-style-type: none"> <li>- Master Degree of Business Administration (Marketing) Thammasat University</li> <li>- Master Degree of Business Administration (Marketing) Chulalongkorn University</li> </ul>	<ul style="list-style-type: none"> <li>- Master Degree of Arts in International Business Economics University of East Anglia</li> </ul>
<b>Participation in IOD Program</b>	<ul style="list-style-type: none"> <li>- Certificate of Director Accreditation Programme (DAP), 17/ 2004</li> <li>- Certificate of Director Certification Programme (DCP), 55/2005</li> <li>- Certificate of Audit Committee Programme (ACP), 8/2005</li> <li>- Certificate of Corporate Governance for Capital Market Intermediaries (CGI), Executive Class/2014</li> </ul>	<ul style="list-style-type: none"> <li>- Certificate of Director Certification Programme (DCP), 2016</li> </ul>
<b>Current Position (The Company)</b>	Chairman of NRC Committee, RM Committee Member, Audit Committee Member and Independent Director	NRC Committee Member, RM Committee Member, Audit Committee Member and Independent Director
<b>Appointment Date</b>	February 10, 2005 (Independent Director)	August 28, 2019 (Independent Director)
<b>Directorship Tenure</b>	17 years of Non-Authorised Director	4 years of Non-Authorised Director
<b>Shareholding (as of December 31, 2023)</b>	213,000 Ordinary Shares or 0.042% of paid up shares No change during the year	None. No change during the year.

**Curriculum Vitae of Independent Director for proxy voting**  
(Data as of January 1, 2023) Continue

<b>Name</b>	<b>Mr. Somchat Chinthammit</b>	<b>Mr. Paiboon Julasaksrisakul</b>
<b>Work Experience last 5 years</b>	<p><b>Feb 2005 – Present</b> - Independent Director, Audit Committee</p> <p><b>2016 - Present</b> - Member Risk Management Committee and Nomination Remuneration &amp; Corporate Governance Committee UOB Kay Hian Securities (Thailand) PLC.</p> <p><b>2017 – Present</b> - Director Khon Kaen Sugar Industry PLC.</p> <p><b>2003 – Present</b> - Managing Director Top Blend International Co., Ltd.</p> <p><b>1988 – Present</b> - Deputy Managing Director Bangkok Inter Food Co., Ltd.</p> <p><b>1988 – Present</b> - Managing Director Thai Flour Industry Co., Ltd.</p>	<p><b>2019 – Present</b> Independent Director, Audit Committee Member, Risk Management Committee Member and Nomination Remuneration &amp; Corporate Governance Committee Member UOB Kay Hian Securities (Thailand) Public Company Limited</p> <p><b>2008 –present</b> Vice-President King Pac Industrial Company Limited</p> <p><b>2011 – present</b> Vice-President King Energy &amp; Waste Solutions Company Limited</p> <p><b>2011 – present</b> Vice-President Beyond Packaging Company Limited</p> <p><b>2012 – present</b> Vice-President King Telecom Company Limited</p>
<b>No. of Board Meeting Attendance of 2023</b>	5 times out of 5 times	5 times out of 5 times
<b>No. of AC Meeting Attendance of 2023</b>	4 times out of 4 times	4 times out of 4 times
<b>No. of NRC Meeting Attendance of 2023</b>	1 time out of 1 time	1 time out of 1 time
<b>No. of RMC Meeting Attendance of 2023</b>	4 times out of 4 times	4 times out of 4 times
<b>Special interest in the agenda considered</b>	None	None

**The qualifications of the Company's independent directors**

The Company's Independent Directors shall have full qualifications as prescribed by the Articles of Association of the Company and the requirements of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) and must be able to express their opinions independently and to protect the interests of all shareholders equally and to avoid conflict of interest as follow;

1. Holding shares not exceeding one percent of the total share with voting rights of the Company, its Parent Company, its Subsidiary, its Affiliate or other juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
2. Neither being nor having been an executive director, employee, staff, or advisor who receives a regular salary, or a controlling person of the Company, its Parent Company, its Subsidiary, its Affiliate, same-level subsidiary, major shareholder or controlling persons of the Company unless the foregoing status has ended not less than two years prior to appointment;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary;
4. No business relationship with the Company, its Parent Company, its Subsidiary, its Affiliate, major shareholder or the controlling person of the Company in a manner that may obstruct the use of independent judgment. Including not being a significant shareholder or controlling person of a person who has a business relationship with the Company, its Parent Company, its Subsidiary, its Affiliate, major shareholder or the controlling person of the Company both currently and before being appointed as an independent director for at least 2 years.  
By the said business relationship including normal business transactions for business operations, rental or rental of real estate, transactions relating to assets or services, or providing or receiving financial assistance by accepting or lending loans and guarantees of assets as collateral for liabilities including other similar circumstances which resulted in the company or the contracting party has an obligation to pay to the other party 3% of the company's net tangible assets or 20 million Baht or more, whichever is lower based on the method of calculating the value of connected transactions as announced by the Capital Market Supervisory Board which includes the debt burdens incurred during 1 year before the date of having a business relationship with the same person.
5. Not being an auditor of the Company, its Parent Company, its Subsidiary, its Affiliate, major shareholder or the controlling person of the company. And not being a significant shareholder (Holding more than 10 percent of the total shares with voting rights of the Company Including those involved), persons with control power or partner of Audit office which have auditors of the Company, its Parent Company, its Subsidiary, its Affiliate, major shareholder or controlling person of the Company, both at present and before being appointed as an independent director for at least 2 years.
6. Not being a professional service provider, including providing legal advisory services or financial advisor which receives service fees in excess of 2 million Baht per year from the Company, its Parent Company, its Subsidiary, its Affiliate, major shareholder or the controlling person of the company. And not being a significant shareholder regulator or a partner of that professional service provider both currently and before being appointed as an independent director for at least 2 years.
7. Not currently a director appointed to represent the Company's director major shareholder or shareholders who are related to the Company's major shareholder.
8. Not operating in a business of the same nature and in significant competition with the business of the Company or its Subsidiary or not being a significant partner in partnership or being a director that participates in the management, employees, consultants staff, who receive a regular salary or holding shares exceeding 1 percent of the total voting shares of other companies which operates businesses that have the same conditions and are in significant competition with the business of the company or its subsidiary.
9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the Company's business affairs.

After being appointed as an Independent Director of the Company, Independent Directors may be assigned by the Board of Directors to decide on the business operations of Company, its Parent Company, its Subsidiary, its Affiliate, same-level Subsidiary, major shareholder or the controlling person of the Company which can be decided in the form of a collective decision. By not being considered the independent committee as a committee with participation in management.

**ARTICLES OF ASSOCIATION  
OF  
UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**

**Chapter III**  
**Directors and Their Powers**

15. The Company has a board of directors consisting of at least 5 persons. The board of directors must elect one of their members to be the Chairman and may elect another member to be a Vice- Chairman. At least one-half of the directors must have residence in Thailand.
16. A director need not be a shareholder of the Company.
17. A meeting of shareholders must elect the directors in accordance with the following procedures and rules:
- (1) Each shareholder has one vote for each share held;
  - (2) A shareholder may cast votes for each individual director or a group of directors as determined by a meeting of shareholders. In casting the votes, each shareholder must cast all the votes he/she has under sub-clause (1) above in electing the individual director or the group of directors, as the case may be, in which case those votes are not divisible; and
  - (3) The election of directors requires a resolution of shareholders passed by a majority vote. In the case of an equality of votes, the Chairman of the meeting must exercise a casting vote.
18. At every annual general meeting of shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

There must be a drawing by lots to determine the directors retiring on the first and second years following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire.

A retiring director is eligible for re-election.

34. The directors' fees and remuneration must be fixed by a meeting of shareholders.

The directors are entitled to remuneration from the Company in the form of award, meeting fee, reward, bonus or any other benefits in accordance with the Articles of Association or as approved by a meeting of shareholders which may be a fixed sum or subject to any conditions applicable from time to time. The directors may also be entitled to allowances and fringe benefits in accordance with the Company's regulations.

The provisions of the previous paragraphs will not prejudice the rights of the Company's staff or employees who are appointed to be the directors of the Company in respect of their entitlements to remuneration and benefits as being staff or employees of the Company.

Payment of fees and remuneration under the first and second paragraphs must not be in conflict with the qualifications of independent directors as may be required by the securities and exchange law.

**Chapter IV**  
**Meeting of Shareholders**

35. A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces or any other places as designated by the board of directors.
36. A meeting of shareholders must be held at least once in every year and this meeting is called a "general meeting". The general meeting must be held within four (4) months after the end of the accounting period of the Company.

Any other meeting of shareholders is called an "extraordinary general meeting".

The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so.

One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this

regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph four is not formed according to Clause 38, the shareholders as prescribed under paragraph four shall be collectively responsible to the Company for expenses arising from such meeting.

37. To call a meeting of shareholders, the board of directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

38. A quorum of a meeting of shareholders requires twenty-five (25) shareholders or more 50% of the total number of shareholders, whichever is lower than, and holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

39. A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.

41. The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

42. In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

43. A resolution of shareholders must be passed by a majority of the votes cast by the shareholders present and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders present and eligible to vote at the meeting:

- (a) a sale or transfer of all or substantial part of the business of the Company to any person;
- (b) a purchase or acceptance of transfer of business of other public or private companies;
- (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (d) an amendment to the Memorandum or Articles of Association of the Company;
- (e) an increase or reduction of capital;
- (f) an issue of debentures; or
- (g) an amalgamation or a dissolution of the Company.



**Chapter VI**  
**Dividends and Reserves**

48. A declaration of dividends must be approved by a resolution of shareholders or in case of interim dividends by a resolution of the board of directors.

A written notice of dividend distribution must be sent to all shareholders and advertised in a newspaper for a period of three (3) consecutive days. The payment of dividends must be made within one (1) month after the date on which the resolution was passed.

49. The board of directors may declare interim dividends payable to all shareholders from time to time if they consider that the amount of profits justifies the declaration of interim dividends. After the interim dividends are paid, the board of directors must report to the shareholders at the next meeting of shareholders.

50. Dividends must be paid equally in proportion to the total number of issued shares unless these Articles of Association indicate otherwise for preference shares.

51. The Company must appropriate five (5) per cent or more of the annual net profits less retained losses (if any) as a legal reserve, until the legal reserve reaches a minimum of ten (10) per cent of the total registered capital.

In addition to the legal reserve, the board of directors may propose to the shareholders to pass a resolution approving other reserves as considered to be beneficial to the business operations of the Company.

Upon obtaining an approval from the shareholders, the Company may transfer other reserves, legal reserve, and share premium in respective order to set off the retained losses of the Company.

**Chapter VIII**  
**Books, Accounts and Audits**

53. The accounting period of the Company commences from 1st January and ends on 31st December of each year.

55. The board of directors must arrange for the preparation of a balance sheet and profit and loss statement at least once in every twelve months, being an accounting period of the Company.

59. The auditors must be appointed by the annual general meeting of shareholders each year. A retiring auditor is eligible for re-appointment.

60. The auditors' remuneration must be fixed by a meeting of shareholders.

61. Any current directors, staff, employees or persons holding any position in the Company may not be appointed as the Company's auditors.

62. The auditors have the duty to attend a meeting of shareholders which is to consider the balance sheet, profit & loss statement, and any other issues relating to the Company's accounts in order to clarify the auditing process to the shareholders. The Company must deliver to the auditors all the reports and documents of the Company which will be sent to the shareholders for the purposes of that meeting.

**Guidelines for Proxy Appointment, Registration and Documents Required  
In order to attend and vote in the Annual General Meeting of the Shareholders  
UOB Kay Hian Securities (Thailand) Public Company Limited**

Shareholders can view details, instruction manual and the procedure for registering shareholders at <https://www.set.or.th/en/eservice/shareholder.html> or scan QR Code here.



**A) Appointment of Proxy**

A copy of Proxy Form B has been delivered to each of the shareholders by the Company in order for any shareholder, which is unable to attend the meeting in person, to appoint any other person or any one of the Company's directors (specified by the Company) as a proxy of such shareholder.

In the event that a shareholder is desirous to appoint a proxy in general, such a shareholder may apply the Proxy Form A. Should a shareholder be a foreign investor for which a custodian in Thailand is appointed, such a shareholder may down loan and use the Proxy Form C available at [www.utrade.co.th](http://www.utrade.co.th)

1. Appointment of another person as a proxy:

- A proxy grantor must appoint and authorize only one proxy to attend the meeting and cast the votes on his/her/its behalf and the number of shares held by such a proxy grantor may not be split for more than one proxy in order to separate the votes.
- A proxy grantor must fill in information in the proxy form and the signatures of both the proxy grantor and the proxy must be correctly placed therein.
- A proxy must present and deliver the completed proxy form to the officer at the place of meeting prior to attending the meeting.

2. Appointment of the Bank's director(s) as a proxy;

- A proxy grantor must fill in the following names and information of the directors in order to appoint a proxy:
  - (1) Mr. Somchat Chinthammit, Audit Committee Member and Independent Director, 66 years of age, residing at 210 Soi Ratchapruk 15, Bang Ramad Sub-district, Thalingchan District, Bangkok 10170. and
  - (2) Mr. Paiboon Julasaksrisakul, Audit Committee Member and Independent Director, 41 years of age, residing at 11/58 Moo 14, Bang Phli Yai Sub-district, Bang Phli, Samut Prakarn 10540;
- Names and information of 2 directors of the Company must be specified in the proxy form in order for either one of such directors to be able to attend and vote in the meeting on your behalf such that if one of such 2 directors is not available, another director will then be able to do so.

**B) Registration for Attending the Meeting**

The Company will examine as to the accuracy and completion of the proxy form and shareholders who wish to attend the meeting via electronic media (e-Meeting) DAP e-Shareholder Meeting system, in person or by proxy can proceed through the system or send documents to the company before the meeting. Registration for shareholders in advance of the meeting will begin on April 19, 2024 at 1:00 p.m. UOB Kay Hian Securities (Thailand) Public Company Limited (Training) Meeting Room, 3<sup>rd</sup> Floor, 130-132 Sindhorn Tower 1, Wireless Road, Lumpini, Pathumwan, Bangkok 10330.

**1. In the event that the shareholder is a natural person:**

1.1 Attendance in person: A valid official ID card in where a photograph is shown, e.g. personal ID card, driving license, or passport.

1.2 Attendance by proxy:

- (a) a proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with Baht 20 of stamp duty affixed;
- (b) a copy of the proxy grantor's official ID card as referred to in 1.1 certified true and correct by the proxy grantor; and
- (c) an original of the proxy's official ID card as referred to in 1.1.

**2. In the event that the shareholder is a juristic person:**

2.1 Attendance in person by an authorized representative of the shareholder:

- (a) an original of such authorized representative's official ID card as referred to in 1.1; and
- (b) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having power and authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified true and correct by such authorized representative.

2.2 Attendance by proxy:

- (a) a proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with Baht 20 of stamp duty affixed;
- (b) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having

power and authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified true and correct by such authorized representative; and

(c) an original of the proxy's official ID card as referred to in 1.1.

**3. In the event that the shareholder is a non-Thai shareholder or is a juristic person incorporated under foreign laws:**

Provisions specified in paragraphs no.1 and 2 above shall be applied *mutatis mutandis* to a non-Thai shareholder or, as the case may, be a shareholder which is juristic person incorporated under foreign laws subject to the following conditions:

- (a) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and
- (b) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative(s) of such juristic person.

**C) Vote Casting and Counting**

The Chairman of the meeting will inform the meeting as to the methods of vote casting and counting prior to discussion of meeting agenda.

**1. Vote Casting**

- 1.1 Each of the shareholders shall have one vote per share.
- 1.2 The Chairman will ask the meeting as to whether there are any shareholders who wish to object (disapprove) or abstain their voting and ask such shareholders to raise their hands.
  - If there are any disapproved or abstained votes by the raising hand shareholders, such shareholders must record their disapproved or abstained votes in the ballots previously given to the shareholders prior to attending the meeting room. The Chairman will then ask the Company's officer(s) to collect and count the votes in the ballots. Any non-raising hand shareholders shall be deemed as casting their approval votes as proposed by the Chairman.
  - If there is no shareholder raising hand for objection or abstain, it shall be deemed that the meeting unanimously resolves to approve such agenda, unless there are checked marks of disapprove or abstain votes specified in the proxy form given to the Company where the Company has recorded and counted such disapprove or abstain votes for the re-agenda.
- 1.3 In the event where a shareholder has appointed a proxy to attend and vote on its behalf pursuant to its intention already been specified in the proxy form, the Company will count and record such votes at the time of registration for attending the meeting in order to facilitate the proxy such that the proxy will not have to cast the votes in the ballot again in the meeting and such votes will then be added up with the votes aforementioned.

**2. Vote Counting**

- 2.1 A barcode system will be applied by the Company for counting votes.
- 2.2 In counting the number of votes of each agenda of the meeting, the Company will count the votes of the shareholders which cast in the meeting and those specified in the proxy form previously given to the Company by the proxy prior to attending the meeting room while the number of disapprove or abstain votes will be subtracted from the total number of votes of the shareholders attending the meeting and entitled to vote.
- 2.3 After the end of casting the votes in each agenda, the Chairman will announce the result of vote counting by informing the meeting the number and percentage of approval votes, disapproval votes and abstain votes, separately.

Affix Stamp  
Duty Baht  
20.00

**PROXY Form B.**

Made at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We, \_\_\_\_\_ Nationality: \_\_\_\_\_,  
residing at \_\_\_\_\_

(2) Being the shareholder of UOB Kay Hian Securities (Thailand) Public Company Limited, holding \_\_\_\_\_  
shares, and have voting rights equal to \_\_\_\_\_ vote(s) as follows.

(3) I/We hereby authorize and appoint either one of the following persons;

- \_\_\_\_\_ age \_\_\_\_\_ years  
old, residing at \_\_\_\_\_  
or
- Mr. Somchat Chinthammit, Audit Committee Member and Independent Director, 66 years of age, residing at 210  
Soi Ratchapruk15, Bang Ramad Sub-district, Thalingchan District, Bangkok 10170. or
- Mr. Paiboon Julasaksrisakul, Audit Committee Member and Independent Director, 41 years of age, residing at  
11/58 Moo 14, Bang Phli Yai Sub-district, Bang Phli, Samut Prakarn 10540.

only one of them as my/our proxy to attend the meeting and to vote on my/our behalf at the Annual General Meeting of  
Shareholders 2024 to be held on **26<sup>th</sup> April 2024 at 14.30 hours, at UOB Kay Hian Securities (Thailand) Public  
Company Limited. Meeting (Training) Room 3<sup>rd</sup> Floor, No. 130-132 Sindhorn Tower 1, Wireless Road, Lumpini,  
Pathumwan, Bangkok 10330**, through Hybrid Meeting shareholder could join the meeting by physical and electronic  
meeting according to the Royal Decree on Electronic Conferencing B.E. 2563 and/or other relevant laws, or as may be  
postponed to other date, time and place.

(4) I/We authorize the proxy to vote on my/our behalf at the Meeting as follows:

**Agenda 1 To acknowledge the report on the Company's operating results for the year 2023.**

(This agenda is for acknowledgment therefore, voting is not required.)

**Agenda 2 To approve the Company's Financial Statement for the financial year ended 31 December 2023.**

- (a) The proxy holder shall vote independently as to his /her consideration  
 (b) The proxy holder shall vote according to the shareholder's requirement as follows.  
 Approve  Disapprove  Abstain

**Agenda 3 To approve the profit apportionment and dividend payment derived from operating results for the  
financial year ended 31 December 2023.**

- (a) The proxy holder shall vote independently as to his /her consideration  
 (b) The proxy holder shall vote according to the shareholder's requirement as follows.  
 Approve  Disapprove  Abstain

**Agenda 4 To consider and approve the appointment of directors replacing those retired by rotation.**

- (a) The proxy holder shall vote independently as to his /her consideration  
 (b) The proxy holder shall vote according to the shareholder's requirement as follows.

Approve the appointment of all directors.

- Approve  Disapprove  Abstain

**Approve each director**

1) Mr. Viroj Tangjetanaporn

- Approve  Disapprove  Abstain

2) Ms. Oh Whee Mian

- Approve  Disapprove  Abstain

**Agenda 5 To acknowledge the resignation of director and the amendment of the authorized directors of the Company.**

(This agenda is for acknowledgment therefore, voting is not required.)

**Agenda 6 To approve the directors' remuneration for the year 2024.**

- (a) The proxy holder shall vote independently as to his /her consideration
- (b) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve                       Disapprove                       Abstain

**Agenda 7 To approve the appointment of auditors and their remuneration for 2024.**

- (a) The proxy holder shall vote independently as to his /her consideration
- (b) The proxy holder shall vote according to the shareholder's requirement as follows.
  - Approve                       Disapprove                       Abstain

**Agenda 8 To consider any other business (if any)**

(5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting consider or passes resolution in any matters apart from those agendum specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

I/We shall be fully liable for any action taken by the proxy holder at the Meeting, except for the case that the proxy holder does not cast the vote as specified in this proxy form.

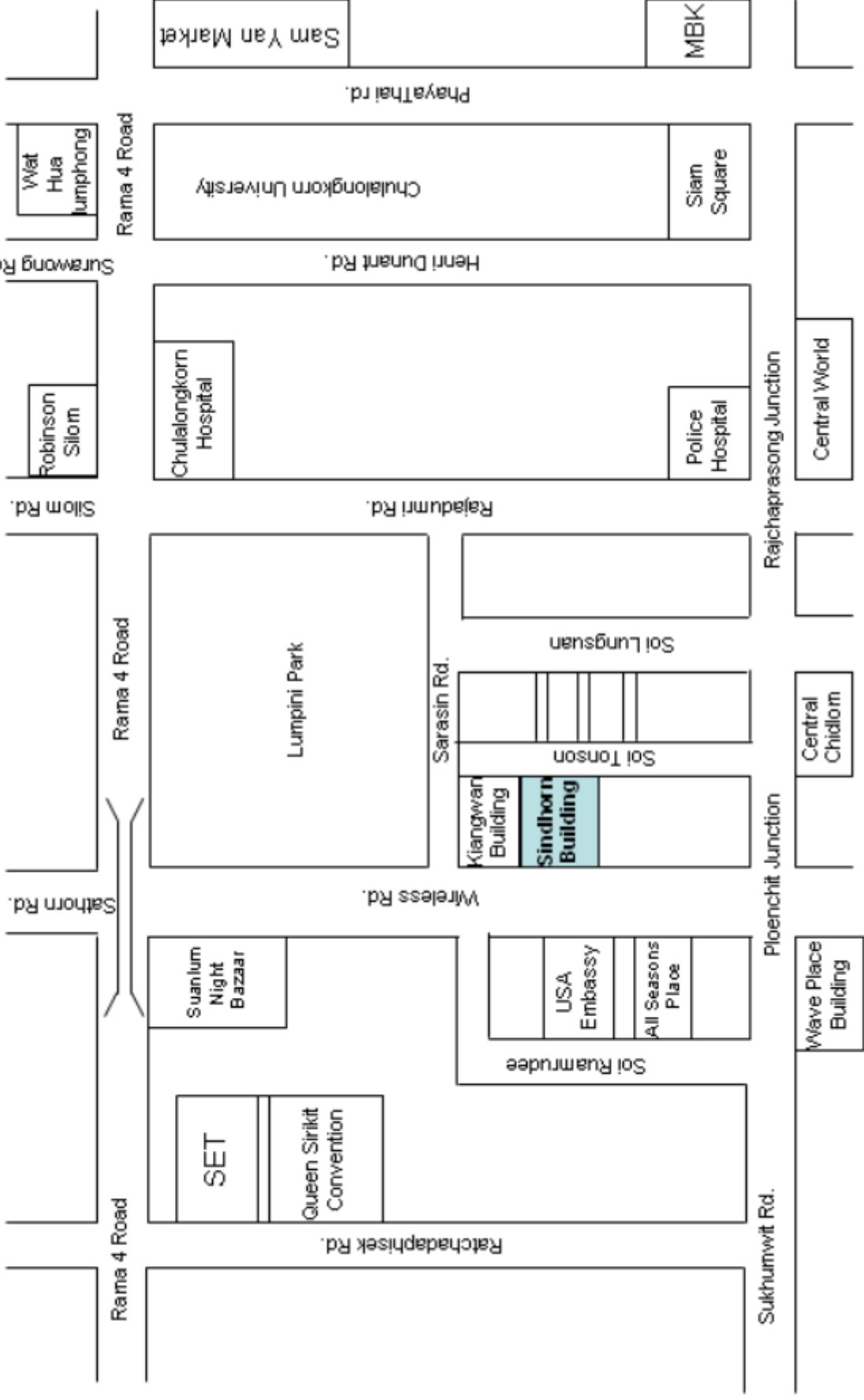
Signed \_\_\_\_\_ Grantor  
( )

Signed \_\_\_\_\_ Proxy  
( )

**Remark**

1. A Shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A Shareholder may not to split shares and appoint more than on proxy holder in order to split votes.
2. In agenda regarding the appointment of new directors. The ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case there is any further agenda apart from specified above brought into consideration in meeting. The proxy holder may use the Attachment to Proxy Form B.

# UOB Kay Hian Securities (Thailand) Public Company Limited



2024 Annual General Meeting of Shareholders of UOB Kay Hian Securities (Thailand) Public Company Limited. On Friday 26<sup>th</sup> April 2024, at 14.30 hours.  
 At UOB Kay Hian Securities (Thailand) Public Company Limited, Meeting (Training) Room 3<sup>rd</sup> Floor, No. 130-132 Sindhorn Tower 1, Wireless Road, Lumpini, Pathumwan, Bangkok 10330