Subject: Notice of the Annual General Meeting of Shareholders 2018

To: Shareholders of UOB Kay Hian Securities (Thailand) Public Company Limited

Enclosures: 1. A copy of the Minutes of the Annual General Meeting of Shareholders 2017
2. Annual Report for the year 2017 (CD-ROM)
3. Curriculum Vitae of the nominated person to be Director in replacement
4. Curriculum Vitae of Independent Directors for proxy voting and definition of the
   Company's independent director
5. Articles of Association, specifically relating to Shareholders Meeting
6. Guidelines for Proxy Appointment, Registration and Documents Required
7. The 2017 Annual Report Requisition Form
8. Proxy Form A Form B and Form C
9. Map of Meeting Venue (Bliston Suwan Hotel)

NOTICE is hereby given that the Annual General Meeting of Shareholders of UOB Kay Hian Securities
(Thailand) Public Company Limited for 2018 will be held on 27th April, 2018 at 10.00 am at the Park
View 1-2 Meeting Room, 4th Floor, Bliston Suwan Park View Hotel, No. 9 Soi Tonson,
Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand to consider the agenda as follows:

1. To certify the Minutes of the Annual General Meeting of Shareholders 2017
   Rationale: The Annual General Meeting of Shareholders 2017 was held on 21st April, 2017, a copy of
   which is attached hereto.

   Board’s opinion: The Board recommends that the Minutes of the Annual General Meeting of
   Shareholders 2017, be certified by the shareholders’ meeting.

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

2. To acknowledge the report on the Company’s operating results for the year 2017
   Rationale: The report on the Company’s operating results for the year 2017 is shown in the attached
   Annual Report which has been distributed to the shareholders together with this notice for calling the
   meeting.

   Board’s opinion: The Board recommends that the report on the Company’s operating results for the
   year 2017 in the Annual Report be approved by the shareholders’ meeting.

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

3. To approve the Company's financial statements for the year ended 31 December 2017.
   Rationale: The Company's financial statements of for the year ended 31 December 2017 which had
   been audited by the certified public accountants of the Company are published in the attached Annual
   Report distributed to the shareholders together with this notice.

   Board’s opinion: The Board recommends that the audited financial statements for the year ended 31
   December 2017 which had been audited by the certified public accountants be approved by the
   shareholders’ meeting. Details of which are presented in the Annual Report 2017 under the Caption
   “Auditor’s Report and Financial Statement.”

   Vote required: Simple majority of total number of votes of the shareholders present at the meeting and
   eligible to vote.
4. **To approve the profit apportionment and dividend payment for the year 2017**

**Rationale:** The Company has net profits in the financial year ended 31 December 2017 in the amount of Baht 215,998,378 and 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 the payment of minimum 20% of the remaining net profit after deducting all reserves specified by the law 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 to the holders of the Company’s ordinary shares from the Company’s operational results in the financial year 2015 and 2016 has been granted in the amount of Baht 0.10 and Baht 0.10 per share. The total dividend amount is Baht 50,244,857 and 50,244,857 Baht respectively which is equal to 21.38% and 20.90% of the net profit. Furthermore, the Company shall have 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 have in reserves Baht 50,244,857 which is equal to 10% of the registered capital.

**Board’s opinion:** The Board recommends that the dividend payment of 0.09 Baht per share and the total amount Baht 45,220,371.30 which is 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 are no negative business or economic factors prevailing at that time that will significantly affect the business operations of the Company be proposed to the shareholders for approval.

Structure of profit appropriation and dividend payment are as follows:

<table>
<thead>
<tr>
<th>Details of profit appropriation</th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>2.No. of Shares</td>
<td>502,448,570</td>
<td>502,448,570</td>
<td>502,448,570</td>
</tr>
<tr>
<td>3.Legal reserve</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>4.Dividend Payment Policy</td>
<td>Minimum 20% of Net Profit</td>
<td>Minimum 20% of Net Profit</td>
<td>Minimum 20% of Net Profit</td>
</tr>
<tr>
<td>5.Dividend payment per share</td>
<td>0.10</td>
<td>0.10</td>
<td>0.09</td>
</tr>
<tr>
<td>6.Total dividend payment</td>
<td>50,244,857</td>
<td>50,244,857</td>
<td>45,220,371.30</td>
</tr>
<tr>
<td>7.Dividend payment ratio of net profit (%)</td>
<td>21.38</td>
<td>20.90</td>
<td>20.94</td>
</tr>
</tbody>
</table>

The Company will pay dividend to shareholders whose names appear in the share register book. The Record date for the right to receive dividend payment shall be recorded on 12 March 2018 and the date for dividend payment date on 25 May 2018 respectively. The dividend payment has uncertainty to pay due to it must be waited for approval by Shareholders in Annual General Meeting.

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

5. **To approve the appointment of directors replacing those retired by rotation**

**Rationale:** Pursuant to the Public Limited Companies Act 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 2018 are as follows:

5.1 Mr. Viroj Tangjetanaporn  Independent Director, Chairman of Audit Committee and Chair man of Risk Management Committee
5.2 Mr. Yothin Viriyenawat  Authorized Director and member of Executive Committee
5.3 Ms. Oh Whee Mian  Authorized Director, member of Executive Committee and member of Nomination Remuneration and Corporate Governance Committee
During the period November 1 to December 2017, minority shareholders were given the opportunity to propose 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) excluding Ms. Oh Whee Mian who is due to retire by rotation in the 2018 Annual General Meeting of Shareholders, considered 3 candidates who are retiring by rotation. The NRC Committee considered qualifications of each candidate and unanimously agreed to propose to the Board the re-election of the following 3 retiring Directors, namely Mr. Viroj Tangjetanaporn, Mr. Yothin Viriyenawat and Ms. Oh Whee Mian as the Directors of the Company for another term since they are experienced professional with expertise in management and financial services industry. In addition they have relevant management experience to contribute to the business strategies and have proven to have the integrity and professionalism to perform their duties as Directors and Sub-committee members.

Board’s opinion: The Board of Directors, excluding the Director to be retired by rotation in the 2018 Annual General Meeting of Shareholders, has considered the appropriateness in appointing a director, would take into consideration the education, experience, career expertise and the performance of the director in his previous term and there were no other nominated directors. Therefore, the Board agreed with NRC Committee and recommends that Mr. Viroj Tangjetanaporn Mr. Yothin Viriyenawat and Ms. Oh Whee Mian who would retire by rotation be re-elected as the directors of the Company for another term.

Reasons to nominate an independent director for more than 9 consecutive years.- Mr. Viroj Tangjetanaporn is a competent person with knowledge and ability, having experience and understanding of the securities business that appropriate and necessary to support the performance of the Board duties to achieve goals.

Details about age, percentage of shareholding, educational background, work experiences, and Board of Directors’ meeting attendance for each director are provided in Enclosure 3.

For scope of duty and responsibility of the Board of Directors and of other committees, they are in the 2016 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.

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

6. To approve the directors’ remuneration for the year 2018
Rationale: 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, “…the Directors’ remuneration payment shall be pursuant to the General
Meeting’s resolution, consisting of not less than two-third of total votes of shareholders, attending the Meeting.”

Board’s opinion: The proposal for the remuneration of the directors have been carefully considered by 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 attending each meeting is set out below:-

<table>
<thead>
<tr>
<th>Meeting</th>
<th>Chairman (Baht)</th>
<th>Member (Baht)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board of Directors</td>
<td>-</td>
<td>20,000 /Time</td>
</tr>
<tr>
<td>Audit Committee</td>
<td>10,000 /Time</td>
<td>5,000 /Time</td>
</tr>
<tr>
<td>Risk Management Committee</td>
<td>10,000 /Time</td>
<td>5,000 /Time</td>
</tr>
<tr>
<td>Nomination Remuneration and Corporate Committee</td>
<td>10,000 /Time</td>
<td>5,000 /Time</td>
</tr>
</tbody>
</table>

Directors that serve as Company’s management are not eligible for the meeting fees as those directors are compensated as Company’s management position. Such compensation is same as year 2017, and to propose to the shareholders’ meeting for further approval.

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

7. To approve the appointment of auditors and their remuneration for 2018

Rationale: 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, “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, “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 2018. As such, the Board recommends to approve the appointment of Mr.Yongyuth Lertsurapibul, CPA No. 6770 and/or Mr. Permsak Wongpatcharapakorn, CPA No. 3427 and/or Mr. Chavala Tienpasertkij, CPA No. 4301 and/or Dr. Suwatchai Meakhaamnouychai CPA No. 6638 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company of the year 2018. 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 the Group level will be at no more than Baht 2,268,000 per annum, Baht 108,000 or 5% increase from 2017 the preceding year.

* In 2017, the audit fee is totally of 2,160,000 Baht.
Audit fee (excluded out of pocket expenses) for the year 2018 is as table below.

<table>
<thead>
<tr>
<th>Period</th>
<th>2018* (proposed fee) (Baht)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Quarterly review (31-Mar-18)</td>
<td>310,000</td>
</tr>
<tr>
<td>Quarterly review and six-month audit (30-Jun-18)</td>
<td>759,000</td>
</tr>
<tr>
<td>Quarterly and nine-month review (30-Sep-18)</td>
<td>310,000</td>
</tr>
<tr>
<td>Year-end audit [Statutory] (31-Dec-18)</td>
<td>659,000</td>
</tr>
<tr>
<td>Year-end audit package</td>
<td>230,000</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>2,268,000</strong></td>
</tr>
</tbody>
</table>

*Proposed audit fee for the year 2018 based on same situation with the year 2017.
(No system changing, no new business or assets acquisitions, no new abnormal transactions)
The increasing fee is due to additional normal business transactions and inflation rate increasing.

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 since 2008.

**Board’s opinion:** The Board recommends the appointment of Mr. Yongyuth Lertsurapibul, CPA No. 6770 and/or Mr. Permsak Wongpatcharapakorn, CPA No. 3427 and/or Mr. Chavalal Tienпасertkij, CPA No. 4301 and/or Dr. Suwatchai Meakhaamnouychai CPA No. 6638 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company of the year 2018, 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 the Group level will be at no more than Baht 2,268,000 per annum, Baht 108,000 or 5% increase from the preceding year. be approved by the shareholders’ meeting.

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

8. **To approve the amendments to the Company’s Articles of Association. (Clause 36)**

**Rationale:** Due to the issuance of the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business which has amended Section 100 of the Public Limited Companies Act B.E. 2535 (1992) regarding the right of shareholders to call an extraordinary general meeting, the existing provision Clause 36 of the Company’s Articles of Association which is in line with the former regulation shall no longer be applied and enforceable as it is in conflict with the Order.

The Nomination Remuneration and Corporate Governance Committee have considered this issue and resolved that, in order to be in compliance with the Order, the amendment to Clause 36 of the Company’s Articles of Association shall be proposed to the Board of Director and 2018 Annual General Meeting of Shareholders for consideration and approval as follows:

<table>
<thead>
<tr>
<th>Existing Provision</th>
<th>Proposed Provision</th>
</tr>
</thead>
<tbody>
<tr>
<td>Clause 36</td>
<td>Clause 36</td>
</tr>
<tr>
<td>A meeting of shareholders must be held at least once in every year and this meeting is called a &quot;general meeting&quot;. The general meeting must be held within four (4) months after the end of the accounting period of the Company.</td>
<td>A meeting of shareholders must be held at least once in every year and this meeting is called a &quot;general meeting&quot;. The general meeting must be held within four (4) months after the end of the accounting period of the Company.</td>
</tr>
</tbody>
</table>
The Nomination Remuneration and Corporate Governance Committee have considered and resolved that the amendments to Clause 36 of the Company’s Articles of Association shall be proposed to the Board of Directors for proposing to the 2018 Annual General Meeting of Shareholders for consideration and approval, by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter.

**Board’s opinion:** The Board has considered and resolved that the amendments to Clause 36 of the Company’s Articles of Association shall be proposed to the 2018 Annual General Meeting of Shareholders for consideration and approval, by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter.

**Vote required:** Not less than three-fourths of total number of votes of the shareholders present at the meeting and eligible to vote.
9. **To consider any other business (if any)**

All Shareholders are cordially invited to attend the meeting at the date, time and place above. The commencement for registration to attend the Meeting will be from 09.00 a.m. Any shareholder wishes to appoint a proxy to attend and vote on his/her behalf at this meeting, please duly complete the attached proxy form and submit it to the Company prior to the meeting.

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

[Signature]
(Mr. Chaipat Narkmontanakum)
Director

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

Remark: 1. Besides the attached proxy form, shareholders can download the form from the Company’s website: www.utrade.co.th
2. If the shareholder prefers to receive the Annual Report(hard copy), please fax your name and address to Fax No. 02-651-4338 or E-mail to: legal@uobkayhian.co.th
Date, Time and Place

The Meeting was held on 21 April 2017 at 10.00 a.m. at the Conference Room (Sathorn1), Q House Lumpini, 4th Floor, No. 1 South Sathorn Road, Thungmahamek, Sathorn, Bangkok.

Preliminary Proceedings

Mr. Tan Chek Teck was the Chairman of the meeting. There were 28 shareholders attended the Meeting in person and 27 shareholders by proxy total as 55 persons. These shareholders hold 431,047,700 shares in total, representing 85.789 percent which is more than one-third of the total issued shares of the Company. (The total number of shares issued by the Company is 502,448,570 shares.) Thus, a quorum was formed in accordance with Clause 38 of the Company’s Articles of Association. The total number of votes present at the meeting and having the right to vote on each agenda may differ as some shareholders attended after the meeting has started. Finally, there were in total 41 shareholders presented in persons and 30 persons presented by proxy total as 71 persons, representing 431,078,154 shares or 85.795% of total shares of the Company.

Directors and attendees who attended the Meeting were as follows:

Board of Directors

Present: 7 Directors

1. Mr. Tan Chek Teck Chairman of Board of Directors, Chairman of Executive Committee.
2. Mr. Viroj Tangjetanaporn Independent Director, Chairman of Audit Committee and Chairman of Risk Management Committee.
3. Mr. Loh Poh Weng Independent Director, Audit Committee Member and Chairman of Nomination Remuneration and Corporate Governance Committee.
4. Mr. Somchat Chinthammit Independent Director, Audit Committee Member and Nomination Remuneration and Corporate Governance Committee Member.
5. Mr. Yothin Viriyenawat Director, Executive Director and Credit Committee Member.
6. Ms. Oh Whee Mian Director, Executive Director and Nomination Remuneration and Corporate Governance Committee Member.
7. Mr. Chaipat Narkmontanakum Director, Chief Executive Officer and Risk Management Committee Member.

Absence: 1 Director
1. Mr. Kasemsit Pathomsak - Director. (on mission abroad)

Executive

1. Ms. Srisunan Kongtragoolpitug Chief Operating Officer
2. Ms. Suvimol Kespokeaw Operations Department
3. Mr. Somdech raksomboon Compliance Department
4. Mr. Nitiphon Sophonpokai BD & Sales Support
5. Mr. Thaweesak Wongsirimongkol Administration Department
6. Mr. Kittiphan Techasurakun Account and Finance Department

Auditor from Deloitte Touche Tohmatsu Jaivos Audit Co., Ltd.
Present 2 persons 1. Dr. Suphavirich Techamontrikul 2. Mr. Korranopp Luengamponsak
For having a mediator who was free to be witness to verify the accuracy of counting the votes for each agenda, the Company invited Mr. Korranopp Luengamponsak and Mr. Boonrat Toncharoen to be the inspector of the vote counting.

Before entering into the agenda, the Company informed and explained the voting procedures for each agenda as follows:

Pursuant to Clause 42 of the Company’s Articles of Association, a resolution of the shareholders meeting shall be made by voting, and one share shall be counted as one vote. One shareholder has the vote equal to the number of shares held or appointed proxy, and the shareholders can vote to approve disapprove or abstain on each agenda equal to the number of shares they hold or appointed proxy by using the voting slip being received at the time of registration.

The votes will be counted for shareholders who vote ‘disapproved’ or ‘abstained’ for each agenda by the raising of hand. The staff will collect the ‘disapproved’ and ‘abstained’ voting slip and deduct this against the total number of votes of shareholders attending the meeting. The remaining votes will be counted as approved votes. The voting base is calculated by counting all the votes of the shareholders who attend the meeting and have the right to vote.

Except for agenda 5 on re-election of directors retired by rotation, shareholders will be asked to vote on the re-election of the individual directors and the Company will collect the voting slips of those who voted ‘disapproved’ or ‘abstained’. It will keep the votes of all those who ‘approved’ for to be in line with the guideline of holding good shareholders’ meeting.

If the majority of votes approved and abide to the articles of association of the Company, the meeting shall be deemed to agree or approve the agenda.

For shareholders who want to leave the meeting or will not be present in the meeting room during any of the agenda, they can vote by sending the voting slip to the staff before leaving.

Voting slip will be voided slip if the intent is not clear on the voting slip, such as voting in more than one choice or if there is a correction or cancellation in the voting slip without counter-signing against the correction or cancellation etc.

Before voting on each agenda, the Chairman will give the shareholders the opportunity to ask questions related to the agenda by asking shareholders to raise their hands and get a microphone from the staff. Please always identify yourself by giving your name – surname before asking or commenting on the agenda. Shareholders are requested to be concise in asking questions or commenting on the appropriate agenda and to give other shareholders their right to ask questions and to manage the meeting in appointed time. If shareholders have a question that is not in the agenda under consideration, please ask the question under ‘Any Other Business’ at the end of the meeting.

The Company will collect all shareholders’ voting slips at the end of the meeting to substantiate the agenda voted on. For the proxies who were attending the meeting on behalf of the shareholders who have voted disapproved or abstained in the proxy form, the Company has already recorded such votes since the registered proxy has attended the meeting.

The Company would like to inform the Meeting that pursuant to Section 89/28 of the Securities and Exchange Act (No.4) B.E. 2551, the Company should treat all shareholders with fairness and equitability. In this regard, the Company firmly believes that good corporate governance contributes significantly to business success which in turn offers maximum benefits to shareholders as well as fairness to all stakeholders. The opportunity for minority shareholders propose agenda and the name of nominating director in advanced for Annual General Shareholders’ meeting is part of company’s good corporate governance with the purpose of providing equal and fair treatment to all shareholders. To ensure that procedure and method for consideration are made clear transparent, the Company has established the criteria for minority shareholders to propose the agenda in advance which will be duly considered by
the board of directors. The criteria are posted on the Company’s website at http://www.utrade.co.th from November 1, 2016 until December 31, 2016.

The summary from the above criteria had indicated that no shareholders have proposed any agenda or nominate director for Annual General Shareholders’ meeting 2017.

The Company would like to inform the meeting that with regard to the project alliance with Thailand’s Private Sector Collective Action Coalition against Corruption, the Company signed to participate in the Project and also had a policy of Anti-Corruption declared on November 13, 2015. Subsequently, on 10 March 2017 the Company received the letter of informing that we qualified for certification from the committee of Thailand Institute of Directors in Q4/2016. The Certification Ceremony will be held on 28 June 2017.

The Chairman then proposed the meeting to consider the matters on the agenda as follows:

1. **To certify the Minutes of the Annual General Meeting of Shareholders 2016**

   The Chairman proposed to the Meeting to certify the Minutes of the Annual General Meeting of Shareholders 2016 held on 29 April, 2016, which was sent to the shareholders together with the Notice summoning the Meeting.

   The Chairman asked whether there was any question or objection from shareholders. By counting the votes of the shareholders presented in person and by proxy for the first agenda, the vote result was as follows:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of Votes</th>
<th>Percentage of voting rights exercised by the shareholders present and cast the vote (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>431,053,563</td>
<td>100.00</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>4. Voided</td>
<td>0</td>
<td>0.00</td>
</tr>
</tbody>
</table>

   There were 5 additional shareholders/proxies to attend the meeting, holding 5,863 shares.

   **Resolved** The Meeting unanimously resolved that the Minutes of the Annual General Meeting of Shareholders 2016 held on 29 April, 2016, be certified as proposed by the Chairman.

2. **To acknowledge the report on the Company's operating results for the year 2016 and to approve the Directors' Annual Report**

   The Chairman proposed to the Meeting to acknowledge the report on the Company's operating results for the year 2016 and the Directors' Annual Report, details of which were sent to the shareholders together with the Notice summoning the Meeting. The Chairman invited Mr.Chaipat Narkmontanakum, CEO, to report on the Company's operating results for the year 2016.

   The Chairman asked whether there was any question from shareholders and there was no question. By counting the votes of the shareholders presented in person and by proxy for the 2nd agenda, the vote result was as follows:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of Votes</th>
<th>Percentage of voting rights exercised by the shareholders present and cast the vote (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>431,067,802</td>
<td>100.00</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>4. Voided</td>
<td>0</td>
<td>0.00</td>
</tr>
</tbody>
</table>
There were 2 additional shareholders/proxies to attend the meeting, holding 14,239 shares.

**Resolved** The Meeting unanimously resolved that the report on the Company's operating results for the year 2016 and the Directors' Annual Report, be acknowledged and approved.

3. **To consider and approve the Company's audited statement of financial position and statement of comprehensive income for the financial year ended 31 December 2016**

The Company's audited statement of financial position and statement of comprehensive income for the financial year ended 31 December 2016 audited by the certified public accountant, details of which were sent to the shareholders together with the Notice summoning the Meeting.

The Board recommends that the statement of financial position and statement of comprehensive income for the financial year ended 31 December 2016 which had been audited by the certified public accountants be approved by the shareholders' meeting. Details of which are presented in the Annual Report 2016 under the Caption “Auditor’s Report and Financial Statement.”

The Chairman assigned Mr.Chaipat Narkmontanakum, CEO, to report on the Company's Performance of 2016.

The Chairman asked whether there was any question from shareholders and there was no question. By counting the votes of the shareholders presented in person and by proxy for the 3rd agenda, the vote result was as follows:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of Votes</th>
<th>Percentage of voting rights exercised by the shareholders present and cast the vote (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>431,072,802</td>
<td>100.00</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>4. Voided</td>
<td>0</td>
<td>0.00</td>
</tr>
</tbody>
</table>

There was 1 additional shareholder/proxy to attend in the meeting, holding 5,000 shares

**Resolved** The Meeting unanimously resolved that the Company's audited statement of financial position and statement of comprehensive income for the financial year ended 31 December 2016 audited by certified public accountant be approved.

4. **To consider and approve the profit apportionment and dividend payment derived from operating results for the financial year ended 31 December 2016**

The Company has net profits in the financial year ended 31 December, 2016 in the amount of Baht 240,297,850 and 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.

Approval for payment of dividend to the holders of the Company’s ordinary shares from the Company’s operational results in the financial year 2014 and 2015 has been granted in the amount of Baht 0.11 and Baht 0.10 per share. The total dividend amounts were Baht 55,269,342.70 and Baht 50,244,857, respectively which was equal to 21.14 % and 21.38% of the net profit.

Furthermore, the Company shall have 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. At present, the Company has already reserved Baht 50,244,857 which is equal to 10% of the registered capital.

Pursuant to the policy on dividend 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, the dividend payment of 0.10 Baht per share and the total amount Baht 50,244,857 will be approved by the shareholders’ meeting.

The Company will pay dividend to shareholders whose names appear in the share register book. The Record date for the right to receive dividend payment shall be recorded on 10 March 2017 and pursuant to Section 225 of the Securities and Exchange Act (No.4) B.E. 2551, the book closing date on 13 March 2017 and the date for dividend payment date will be on 19 May 2017 respectively. The dividend payment has to be approved by Shareholders.

The Chairman asked whether there was any question from shareholders and there was no question. By counting the votes of the shareholders presented in person and by proxy for the 4th agenda, the vote result was as follows:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of Votes</th>
<th>Percentage of voting rights exercised by the shareholders present and cast the vote (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>431,071,304</td>
<td>100.00</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>1,500</td>
<td>0.00</td>
</tr>
<tr>
<td>4. Voided</td>
<td>0</td>
<td>0.00</td>
</tr>
</tbody>
</table>

There was 1 additional shareholder/proxy to attend in the meeting, holding 2 shares

**Resolved**

The Meeting resolved that the Company did not allocate any additional amount to the legal reserve because the Company’s reserves total of Baht 50,244,857 is equal to 10 percent of the registered capital. The dividend payment of 0.10 Baht per share and the total amount Baht 50,244,857 and the Record date for the right to receive dividend payment shall be recorded on 10 March 2017 and pursuant to Section 225 of the Securities and Exchange Act (No.4) B.E. 2551, the book closing date was on 13 March 2017 and the date for dividend payment date would be on 19 May 2017 respectively, as proposed be approved.

5. **To consider and approve the appointment of directors replacing those retired by rotation and to determine the directors’ remuneration for the year 2017**

5.1 **The appointment of directors replacing those retired by rotation**

As this agenda relates to Mr. Tan Chek Teck re-election, therefore, Mr. Viroj Tangjetanaporn was invited to chair the proceedings in relation to re-election director agenda.

The Chairman requested the Directors whose names were retired by rotation to leave the meeting room for independence voting.

Pursuant to Clause 18 of the Company’s Articles of Association specified that, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors must retire from office. The directors who shall be retiring by rotation 3 persons this year were below;

5.1.1 Mr. Tan Chek Teck  Chairman
5.1.2 Mr. Chaipat Narkmontanakum  Director
5.1.3 Mr. Kasemsit Pathomsak  Director
The selection process of the Board of Directors considering took into consideration the education, experience, career expertise and the performance of the director in his previous term. Therefore, the Board recommends that Mr. Tan Chek Teck, Mr. Chaipat Narkmontanakum and Mr. Kasemsit Pathomsak who would retire by rotation should 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 3.

For scope of duty and responsibility of the Board of Directors and of other committees, there are in the 2016 Annual Report under the title “Management Structure.” The definition of Independent Director is provided in Enclosure 4.

The Chairman asked whether there was any question from shareholders and there was no question. By counting the votes of the shareholders present in person or by proxy for the fifth agenda, the vote results for individual director were as follows:

5.1.1 Mr. Tan Chek Teck

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of Votes</th>
<th>Percentage of voting rights exercised by the shareholders present and cast the vote (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>430,921,304</td>
<td>99.965</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>151,500</td>
<td>0.035</td>
</tr>
<tr>
<td>4. Voided</td>
<td>0</td>
<td>0.00</td>
</tr>
</tbody>
</table>

5.1.2 Mr. Chaipat Narkmontanakum

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of Votes</th>
<th>Percentage of voting rights exercised by the shareholders present and cast the vote (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>430,921,304</td>
<td>99.965</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>151,500</td>
<td>0.035</td>
</tr>
<tr>
<td>4. Voided</td>
<td>0</td>
<td>0.00</td>
</tr>
</tbody>
</table>

5.1.3 Mr. Kasemsit Pathomsak

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of Votes</th>
<th>Percentage of voting rights exercised by the shareholders present and cast the vote (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>430,921,304</td>
<td>99.965</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>151,500</td>
<td>0.035</td>
</tr>
<tr>
<td>4. Voided</td>
<td>0</td>
<td>0.00</td>
</tr>
</tbody>
</table>

**Resolved** The Meeting resolved that the re-appointment of Mr. Tan Chek Teck Mr. Chaipat Narkmontanakum and Mr. Kasemsit Pathomsak for another term as proposed, be approved.

The Chairman invited directors back to the meeting room and congratulated for the re-appointment for another term.
5.2 To determine the directors’ remuneration for the year 2017

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, “…the Directors’ remuneration payment shall be pursuant to the General Meeting’s resolution, consisting of not less than two-third of total votes of shareholders, attending the Meeting.”

The proposing of director’s remuneration would be carefully determined by the Board of Directors’ Meeting by making comparison to other companies of the same industry and also taking into consideration the Company’s business expansion and profit growth. The Chairman also proposed to the Meeting to approve the fee for the Independent Director and Non-authorised Director as follows;

<table>
<thead>
<tr>
<th>Meeting</th>
<th>Chairman (Baht)</th>
<th>Member (Baht)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board of Directors</td>
<td>-</td>
<td>20,000</td>
</tr>
<tr>
<td>Audit Committee</td>
<td>10,000</td>
<td>5,000</td>
</tr>
<tr>
<td>Risk Management Committee</td>
<td>10,000</td>
<td>5,000</td>
</tr>
<tr>
<td>Nomination Remuneration and Corporate Committee</td>
<td>10,000</td>
<td>5,000</td>
</tr>
</tbody>
</table>

Directors that serve as Company’s management are not eligible for the meeting fees as those directors are compensated as Company’s management position.

Such compensation varies from year 2016 and is at the rate of Baht 30,000 and Baht 20,000 per meeting for the chairman of the Audit Committee independence director and unauthorised director, respectively.

The vote of this agenda shall be pursuant to the General Meeting’s resolution, consisting of not less than two-third of total votes of shareholders, attending the Meeting.

The Chairman asked whether there was any question from shareholders and there was no question. By counting the votes of the shareholders present in person or by proxy for this agenda, the vote result was as follows:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of Votes</th>
<th>Percentage of voting rights exercised by the shareholders present(%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>430,921,403</td>
<td>99.965</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>151,500</td>
<td>0.035</td>
</tr>
<tr>
<td>4. Voided</td>
<td>0</td>
<td>0.00</td>
</tr>
</tbody>
</table>

There was 1 additional shareholder/proxy to attend in the meeting, holding 99 shares

Resolved    The Meeting resolved that the directors’ remuneration for the year 2017 as proposed by the Chairman be approved.

6. To consider and approve the appointment of auditors and their remuneration for 2017 and ratify the 2016 addition audit fee

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, “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, “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 2017. As such, the Board recommends to approve the appointment of Dr.Suphamit Techamontrikul, Certified Public Accountant No. 3356 and/or Mr.Permsak Wongpatcharapakorn, Certified Public Accountant No. 3427 and/or Mr. Chavala Tienpasertkij Certified Public Accountant No. 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company for the year 2017, any one being authorised 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 Tohmatsu Jaiyos Audit Co., Ltd. is authorised 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 the Group level will be at no more than Baht 2,160,000 per annum, equal to the year 2016. No other non-audit service fee will be made.

In 2016, The Company had purchased assets from Country Group Securities PLC., auditor has invoiced the additional audit fee of 160,000 Baht for the year 2016 which had been approved at Baht 2,000,000. Therefore the audit fee of year 2016 would be in total 2,160,000 Baht, and to propose to the shareholders’ meeting for further approval.

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

The Board recommends the appointment of Dr. Suphamit Techamontrikul, Certified Public Accountant No. 3356 and/or Mr. Permsak Wongpatcharapakorn, Certified Public Accountant No. 3427 and/or Mr. Chavala Tienpasertkij Certified Public Accountant No. 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company for the year 2017. Their remuneration which is to be negotiated at the Group level will be not more than Baht 2,160,000 per annum. No other non-audit service fee will be made, and the addition audit fee of 160,000 Baht for the year 2016 will be approved by the shareholders' meeting.

The Chairman asked whether there was any question from shareholders and there was no question. By counting the votes of the shareholders present in person or by proxy for the sixth agenda, the vote result was as follows:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of Votes</th>
<th>Percentage of voting rights exercised by the shareholders present and cast the vote (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Approved</td>
<td>431,071,684</td>
<td>100.00</td>
</tr>
<tr>
<td>2. Disapproved</td>
<td>0</td>
<td>0.00</td>
</tr>
<tr>
<td>3. Abstained</td>
<td>1,500</td>
<td>0.00</td>
</tr>
<tr>
<td>4. Voided</td>
<td>0</td>
<td>0.00</td>
</tr>
</tbody>
</table>

Resolved The Meeting unanimously resolved the appointment of Dr.Suphamit Techamontrikul, Certified Public Accountant No. 3356 and/or Mr.Permsak Wongpatcharapakorn, Certified Public Accountant No. 3427 and/or Mr. Chavala Tienpasertkij Certified Public Accountant No. 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company for the year 2017, any one being authorised 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 Tohmatsu Jaiyos Audit Co., Ltd. is authorised 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 the Group level will be not more than Baht 2,160,000 per annum. No other non-audit service
fee will be made, and the addition audit fee of 160,000 Baht for the year 2016, be approved.

7 To consider any other business (if any)

The Chairman asked the shareholders, who attended the meeting if they had any inquiries.

Mr. Somyot Prasopchingchana, shareholder, asked about the policy of the Company that the customer who has paid the commission less than Baht 50,000/year will has no seat with computer at trading gallery of the Company and also not receive stocks and financial research analysis. Why the Company has to limit such service?

Mr. Chaipat Narkmontanakum thanked the shareholder for the question and replied that the Company provided the analysis reports on website and service online through the internet and also posted on the Company board. In addition, the Company still provided the printed report to all Clients, too.

The seat in the trading room area was still provided but clients may not have fix seats. Due to the highly competitive nature of the securities business the Company needed to manage the cost effectively and ensure that the appropriate level of service was offered to its customers. The Company will not have seat for those Customers whose commission did not reach Baht 50,000/year. But it still has a monitor for the Customers to see or search for information. Although, the Company provided customers online service through internet, smart phone and other social media, customers who find it inconvenient to use our online service can request for printed documents from the Company.

Mr. Cherdsak Chotimongkolsap asked about the acquisition of Retail Business from Country Group Securities Plc., and whether it will improve the Company’s market share. He also asked about the future performance of the Company.

Mr. Chaipat Narkmontanakum answered that the purchasing of Retail Business of Country Group Securities Plc., will provide the Company with more marketing staff and increasing the numbers of Customers. As a result, the Company will expand its revenue base. Although the back office support Staff has increased slightly, the Company will be able to enjoy the benefits from the economies of scale and increase its profitability.

The Company will not engage in price warfare to increase market share but to use price strategies to protect its customer base By not offering low-cost discounts to customers, the Company’s research and other related services will not suffer. Shareholders should not only look at the market share, but also focus on the Company’s performance.

The forecast for this year is likely to be better than last year as marketing officer and client base have increased. However, he cautioned that the overall market condition must be considered. The Company would like to assure the Shareholders that the management of the Company will do their utmost to strive to maintain and improve profitability.

Ms. Pissamai Mai- utes, proxy of the Thai Investors Association, asked whether the Company had ever consulted on the selection of independent directors who had served more than five years to ensure they maintain their independence and whether in the future, it will set any policy with regards to fixing the terms that each director, especially for independent director can serve.

Mr. Chaipat Narkmontanakum explained that the Company had previously inquired these issues to the Thai Listed Companies Association and the Stock Exchange of Thailand including the Company's auditor regarding the term of the independent director, and found that currently it was not mandatory. It is only a guide to practice. Currently the independent directors work together, are qualified to advise and question the appropriateness of the Company's operations. Therefore, the Company does not see to the need to have any
policy to change when they are in that position over 3 terms. The opinions of independent directors are beneficial to the Company.

Mrs. Wanida Thanyawut, shareholder, inquired about the legal dispute. Will the Company win the case? And in the situation of intense competition how does the Company manage to improve operating result.

Mr. Chaipat Narkmontanakum explained that in the cases that the company was sued by APF Holdings, the Company won the case in both the court of first instance and the Court of Appeal. The cases are currently being considered by the Supreme Court and the Company considered that we could win in the Supreme Court.

In respond to competition in the stock market, the Company was trying to set a strategy to find more customers and to help customers improve their portfolios. Providing value added services and helping customers to increase their portfolios and engage in profitable trades will make the Company more profitable eventually. The company does not focus merely on more trading volume or market share. It will provide the tools to help customers to make informed decisions and to engage in profitable trades. This will over time increase the revenue for the company.

For new customers, the company had Utrade Investment Academy to draw new clients and teach investment methods to our investors. There were other trading tools such as live analytics via Facebook Live or smart phones from our analysts. The Company will also try to expand to other businesses such as financial advisory, bond/debt instruments trading, grow and develop its institution business.

In order to control cost, the Company had to manage and make better use of its resources without compromising services to its customers. The Company was trying to have effective cost management and at the same time generate revenue.

Mr. Churdsak Chotimongkolsub asked about the profit that the company received but paid dividend by 20 percent and having money left. This part of money, the company had used for investing in which way?

Mr. Chaipat Narkmontanakum explained that the Company had to retain a significant portion of its earnings to capitalise on opportunities for acquisition and for expansion of our margin loans. The Company managed to acquire the retail business from Country Group Securities using internal funding.

Since there was no other question, the Chairman expressed his gratitude to all shareholders for their support.

The Meeting was declared close at 11.50 a.m.

Remark: One shareholder, holding 1,500 shares had registered before the meeting started but did not attend in meeting room, and submitted the voting slip which vote abstained from the agenda 4.

At the end of the inquiry, there were still more 2 shareholders/proxies to attend the meeting, holding 4,970 shares.

Signed..........\textit{Tan Chek Teck}...............Chairman  
(Mr. Tan Chek Teck)

Signed..........\textit{Pirahuht Usuzbin}.............Recorder  
(Mr. Pirahuht Usuzbin)
Directors’ Annual Report for 2017

General Information

Name and Head Office
UOB Kay Hian Securities (Thailand) Public Company Limited.
Registration No. 0107548000056
130-132, 2nd, 3rd Flr., Sindhorn Bldg., Tower I,
Wireless Rd., Lumpini, Pathumwan,
Bangkok 10330
Telephone: (66 2) 659-8000
Fax: (66 2) 651-4338
Website: http://www.utrade.co.th

Registered and Paid-up Capital
As of 31 December 2017, 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. Futures brokerage

Directors’ Remuneration

The Company paid remunerations to Directors for the year ended 31 December 2017 as follows:

<table>
<thead>
<tr>
<th>Group</th>
<th>Number</th>
<th>Description</th>
<th>Amount (Baht)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Independence Directors and Non Authorised Directors</td>
<td>4</td>
<td>Director Fees</td>
<td>490,000.00</td>
</tr>
<tr>
<td>Executive Directors</td>
<td>4</td>
<td>Salary and Bonus</td>
<td>9,600,000.00</td>
</tr>
<tr>
<td>SVP up *</td>
<td>72</td>
<td>Salary and Bonus</td>
<td>129,444,015</td>
</tr>
</tbody>
</table>

Remark: * means including 2 Executive Directors.

Director Fees

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Director Fees (Baht)</th>
<th>Period</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Mr. Tan Chek Teck</td>
<td>Chairman</td>
<td>0.00</td>
<td>Jan-Dec</td>
</tr>
<tr>
<td>2. Mr. Chaipat Narkmontanakum</td>
<td>Director</td>
<td>0.00</td>
<td>Jan-Dec</td>
</tr>
<tr>
<td>3. Mr. Yothin Viriyenawat</td>
<td>Director</td>
<td>0.00</td>
<td>Jan-Dec</td>
</tr>
<tr>
<td>4. Mr. Kasemsit Pathomsak</td>
<td>Director</td>
<td>80,000</td>
<td>Jan-Dec</td>
</tr>
<tr>
<td>5. Mr. Viroj Tangjetanaporn</td>
<td>Director and Chairman of the Audit Committee</td>
<td>180,000</td>
<td>Jan-Dec</td>
</tr>
<tr>
<td>6. Mr. Somchart Chinthammit</td>
<td>Director and Member of the Audit Committee</td>
<td>100,000</td>
<td>Jan-Dec</td>
</tr>
<tr>
<td>7. Mr. Loh Poh Weng</td>
<td>Director and Member of the Audit Committee</td>
<td>130,000</td>
<td>Jan-Dec</td>
</tr>
<tr>
<td>8. Ms. Oh Whee Mian</td>
<td>Director</td>
<td>0.00</td>
<td>Jan-Dec</td>
</tr>
</tbody>
</table>

Note: *.
<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Viroj Tangjetanaporn</th>
<th>Mr. Yothin Viriyenawat</th>
<th>Ms. Oh Whee Mian</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Age</strong></td>
<td>56 year</td>
<td>51 years</td>
<td>44 years</td>
</tr>
<tr>
<td><strong>Nationality</strong></td>
<td>Thai</td>
<td>Thai</td>
<td>Singaporean</td>
</tr>
<tr>
<td><strong>Address</strong></td>
<td>36 Soi Ladpraw 65 Ladpraw Road, Wangthonglarng Sub-District Wangthonglarng District, Bangkok</td>
<td>24/164 Soi VipawadeeRungsit 37, Sanambin, Donmuang, Bangkok</td>
<td>No. 8 Anthony Road #01-01, Singapore 229957</td>
</tr>
<tr>
<td><strong>Education Background</strong></td>
<td>Bachelor Degree of Finance University of New South Wales, Australia</td>
<td>Bachelor Degree of Business Administration, Dhurakij Pundit University</td>
<td>Bachelor Degree of Accounting, Nanyang Technological University, Singapore.</td>
</tr>
<tr>
<td><strong>Current Position</strong></td>
<td>Chairman of Audit Committee Chairman of Risk Management Committee and Independent Director</td>
<td>Managing Director, Credit Committee, Executive Director, and Authorised Director</td>
<td>Executive Committee, NRC Committee and Authorized Director</td>
</tr>
<tr>
<td><strong>Appointment Date</strong></td>
<td>March 8, 2007 (Independent director)</td>
<td>August 23, 2013 (Authorized Director)</td>
<td>April 29, 2016</td>
</tr>
<tr>
<td><strong>Directorship Tenure</strong></td>
<td>10 years of Non-Authorised Director</td>
<td>4 years 4 months of Authorised Director</td>
<td>1 years 8 months of Authorised Director</td>
</tr>
<tr>
<td><strong>Shareholding (as of December 31, 2013)</strong></td>
<td>1,000 Ordinary Shares or 0.0002 % of paid up shares</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>
Curriculum Vitae of the nominated director
(Data as of January 1, 2016)

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Viroj Tangjetanaporn</th>
<th>Mr. Yothin Viriyenawat</th>
<th>Ms. Oh Whee Mian</th>
</tr>
</thead>
</table>
| **Work Experience over the past 5 years** | Nov 24, 2011 - Present  
- Director  
PropMaxx Company Limited | August 23, 2013 - Present  
- Authorized Director,  
Executive Director and  
Managing Director Retail C Department.  
UOB Kay Hian Securities (Thailand) Public Company Limited | May 2015 - Present  
- Authorized Director and  
Executive Director  
UOB Kay Hian Securities (Thailand) Public Company Limited |
| Mar 8, 2007 - Present  
- Chairman of Audit Committee and Independent  
- Director  
UOB Kay Hian Securities (Thailand) Public Company Limited | | | |
| **No. of Board Meeting Attendance of 2017** | 5 times of 5 times | 5 times of 5 times | 4 times of 5 times |
| **Remark** | Reasons to nominate an independent director for more than 9 consecutive years.  
- Mr. Viroj Tangjetanaporn is a competent person with knowledge and ability, having experience and understanding of the securities business that appropriate and necessary to support the performance of the Board duties to achieve goals. | | |

<table>
<thead>
<tr>
<th>Nominated Director</th>
<th>Listed Company</th>
<th>Other juristic person (non-listed)</th>
<th>Position in juristic person related to the Company’s business / competitor</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>No.</td>
<td>Director</td>
<td>No.</td>
</tr>
<tr>
<td>Mr. Viroj Tangjetanaporn</td>
<td>-</td>
<td>-</td>
<td>1</td>
</tr>
<tr>
<td>Mr. Yothin Viriyenawat</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Ms. Oh Whee Mian</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>
### Curriculum Vitae of Independent Director for proxy voting
(Data as of January 1, 2017)

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Somchat Chinthammit</th>
<th>Mr. Loh Poh Weng</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Age</strong></td>
<td>60 years</td>
<td>76 years</td>
</tr>
<tr>
<td><strong>Nationality</strong></td>
<td>Thai</td>
<td>Singapore</td>
</tr>
<tr>
<td><strong>Address</strong></td>
<td>12 Moo 1 Soi Wattienrut, Petchakasem Road, Baanmai Sub-district Samphran District, Nakornpathom Province</td>
<td>233/289 Soi 33 Moobaan Nunthawan (Srinakarin) Preaksa Sub-district Amphur Muang District Samutprakarn Province</td>
</tr>
<tr>
<td><strong>Education Background</strong></td>
<td>Master Degree of Business Administration (Marketing) Thammasat University</td>
<td>Master Degree of Business Administration University of Dubuque</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Participation in IOD Program</strong></td>
<td>- Certificate of Director Accreditation Programme (DAP), 17/2004</td>
<td>- Certificate of Director Certification Programme (DCP), 57/2005</td>
</tr>
<tr>
<td></td>
<td>- Certificate of Audit Committee Programme (ACP), 8/2005</td>
<td></td>
</tr>
<tr>
<td></td>
<td>- Certificate of Corporate Governance for Capital Market Intermediaries (CGI), Executive Class/2014</td>
<td></td>
</tr>
<tr>
<td><strong>Current Position (The Company)</strong></td>
<td>NRC Committee Member, RM Committee Member, Audit Committee Member and Independent Director</td>
<td>Chairman of NRC Committee, RM Committee Member, Audit Committee Member and Independent Director</td>
</tr>
<tr>
<td><strong>Appointment Date</strong></td>
<td>February 10, 2005</td>
<td>March 8, 2007</td>
</tr>
<tr>
<td><strong>Directorship Tenure</strong></td>
<td>13 years of Non-Authorised Director</td>
<td>11 of Non-Authorised Director</td>
</tr>
<tr>
<td><strong>Shareholding (as of December 30, 2014)</strong></td>
<td>213,000 Ordinary Shares or 0.042% of paid up shares</td>
<td>-</td>
</tr>
<tr>
<td><strong>Work Experience</strong></td>
<td><strong>Feb 2005 – Present</strong></td>
<td><strong>Mar 8, 2007 - Present</strong></td>
</tr>
<tr>
<td></td>
<td>- Audit Committee Member and Independent Director UOB Kay Hian Securities (Thailand) Public Company Limited</td>
<td>- Audit Committee Member and Independent Director UOB Kay Hian Securities (Thailand) Public Company Limited</td>
</tr>
<tr>
<td></td>
<td><strong>2003 – Present</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td>- Managing Director Top Blend International Company Limited</td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>1988 – Present</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td>- Deputy Managing Director Bangkok Inter Food Company Limited</td>
<td></td>
</tr>
</tbody>
</table>
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, 2016)

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Somchat Chinthammit</th>
<th>Mr. Loh Poh Weng</th>
</tr>
</thead>
<tbody>
<tr>
<td>Work Experience (continue)</td>
<td>1988 – Present</td>
<td></td>
</tr>
<tr>
<td></td>
<td>- Managing Director</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Thai Flour Industry Company Limited</td>
<td></td>
</tr>
<tr>
<td>No. of Board Meeting Attendance of 2015</td>
<td>4 times out of 5 times</td>
<td>5 times out of 5 times</td>
</tr>
<tr>
<td>Interest in the agenda considered</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Remark</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

The qualifications of the Company's independent directors

The qualifications of the Company's independent directors are in line with those prescribed by the SEC and the SET. Nevertheless, as the Company would like its independent directors to actually act and express their opinion independently, it has prescribed for independent directors that are equal to those as prescribed by the SEC and the SET. Such qualifications include: (refer to Independent Director's Definition KorLorTor.Kor.(Vor) 32/2551)

1. Holding shares not exceeding one percent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or 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 salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of application filing with the Office;

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. Have business relationship with the company. There are two types of business relationship as follows:

<table>
<thead>
<tr>
<th>Relationship</th>
<th>Attributes of relationship</th>
<th>Degree of implications not construed as independent</th>
</tr>
</thead>
</table>
| 1. professional advisor | - Auditor
- Provider of other professional services e.g. legal advisor, financial advisor, appraiser of asset value, etc. | - Auditor: Prohibited under any circumstance
- Provider of other professional services: Value of transactions exceeds 2 million baht per year. |
| 2. Trade/business ties | Encompass all types of business transaction i.e. normal transaction, rent/lease of real estate, transactions involving assets/services and transactions involving delivery or acceptance of financial assistance | Value of transactions exceeds or is equal to 20 million baht or 3% of the company’s NTA (net total asset), whichever is lower. In this case, value of all transactions recorded over a period of 6 months preceding this transaction will be considered. |
In case attributes of relationship with juristic person conform to the aforesaid attributes, person not construed as independent includes major shareholder, director (except independent director/audit committee member), and executive or partner. It is stipulated that the period such relationships are prohibited includes now and within two years prior to the appointment.

Nevertheless, under mandatory and reasonable circumstances, there are exceptions that are not observed regularly and continuously. Independent director/audit committee member may have relationship beyond prescribed degree of implications during his or her tenure but such relationship must be unanimously consented by board of directors.

Moreover, the company must disclose such relationship in the Securities Offering Form (filing form), Annual Registration Form (Form 56-1), and Annual Report (Form 56-2). If the company shall later nominate such independent director and audit committee member again for another term, it must disclose such relationship in the invitation letter to shareholders’ meeting under director’s election agenda.

5. Not being a director who has been appointed as a representative of the company’s director, major shareholder or shareholders who are related to the company’s major shareholder;

6. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company’s business affairs;

7. An independent director with qualifications complying with the criteria, the independent director may be assigned by the board of directors to take part in the business decision of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.

If independent director is also appointed as independent director in the parent company, subsidiary, and subsidiary with similar tier, the company shall disclose such appointment and remuneration of the independent director in the filing form, Form 56-1, and Form 56-2.
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 at any time whenever it thinks fit. Shareholders (i) holding in aggregate one-fifth (1/5) or more of the total issued shares or (ii) twenty-five (25) shareholders or more and holding in aggregate one-tenth (1/10) or more of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting. The request must clearly specify the purpose of such meeting. The board of directors must call a meeting of shareholders to take place within one (1) month from the date of receipt of that request.

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 2018
UOB Kay Hian Securities (Thailand) Public Company Limited
27 April 2018

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 draw loan and use the Proxy Form C available at 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, 60 years of age, residing at 12 Moo 1 Soi Wattientut, Petchakasem Road, Baanmai Sub-district Samphran District, Nakornpathom Province; and
     (2) Mr. Loh Poh Weng, Audit Committee Member and Independent Director, 76 years of age, residing at 233/289 Soi 33 Mooabn Nunthawan (Srinakarin), Preaksa Sub-district Amphur Muang District Samutprakarn Province.

   • 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 open the registration counter for meeting attendance from 09.00 a.m. At the Park View 1-2 Meeting Room, 4th Floor, Bliston Suwan Park View Hotel, No. 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand, as per the attached map.

Any person who wishes to attend the meeting must present the following documents (as the case may be) for registration prior to attending the meeting:

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
   - Each of the shareholders shall have one vote per share.
   - 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 disapprove or abstain votes by the raising hand shareholders, such shareholders must record their disapprove or abstain 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.
- 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
- A barcode system will be applied by the Company for counting votes.
- 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.
- 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.
2017 Annual Report Requisition Form

Attention: Company Secretary, The Siam Cement Public Company Limited (SCC)

Nationality

I, ___________________________ __________________________

Address, ___________________________________________________________________

_____________________________________________________________________________

Please mark ✓ in ( )
Request for printed copy of Annual Report for the year 2017, means of receiving of the printed documents:
( ) The Company sends the documents to the same address as above-mentioned.
( ) The Company sends the documents to the address below:

    Address, ___________________________________________________________________
    Tel. ___________________________

Remarks: After completion of the information above, please return this form to UOBKH:
- By fax 66-2651-4338 or
- By e-mail legal@uobkayhian.co.th

Should you have any query or suggestion, please contact
Mr. Pirahuht Usubzin Tel. 66-2659-8427 or 02-659-8000 ext 8427
PROXY Form A.

Made at ____________________________

____________________________________

Date ____________________________

(1) I/We, ___________________________________ Age ______ years 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, 60 years of age.
Residing at 12 Moo 1 Soi Wattierud, Petchakasem Road, Baanmai Sub-district Samphran District,
Nakornpathom Province; or

☑ Mr. Loh Poh Weng, Audit Committee Member and Independent Director, 76 years of age.
Residing at 233/289 Soi 33 Moobaan Nunthawan (Srinakarin), Preaksa Sub-district Amphur Muang District
Samutprakarn Province.

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 2018 to be held on 27th April 2018 at 10.00 a.m., At the Park View 1-2 Meeting Room, 4th Floor,
Bliston Suwan Park View Hotel, No. 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok
10330 Thailand, or as may be postponed to other date, time and place.

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 do not cast the vote as specified in this proxy form.

Signed ____________________________ Grantor

( )

Signed ____________________________ Proxy

( )

Remark: The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and
shall not allocate the number of shares to several proxies to vote separately.
PROXY Form B.

Made at ____________________________________________

Date ____________________________________________

(1) I/We, ____________________________________________ Age ______ years 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;

☐ Mr. Somchat Chinthammit, Audit Committee Member and Independent Director, 60 years of age, residing at 12 Moo 1 Soi Wattendut, Petchakasem Road, Baanmai Sub-district Sampran District, Nakornpathom Province; or

☐ Mr. Loh Poh Weng, Audit Committee Member and Independent Director, 76 years of age, residing at 233/289 Soi 33 Moobaan Nonthawan (Srinakarin), Preaksa Sub-district Amphur Muang District Samutprakarn Province.

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 2018 to be held on 27th April 2018 at 10.00 a.m., At the Park View 1-2 Meeting Room, 4th Floor, Bliston Suwan Park View Hotel, No. 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand, or as may be postponed to other date, time and place.

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

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders 2017
☐ (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 2 To acknowledge the report on the Company’s operating results for the year 2017
☐ (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 Company’s Financial Statement for the financial year ended 31 December 2017
☐ (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 approve the profit apportionment and dividend payment derived from operating results for the financial year ended 31 December 2017
☐ (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 5 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) Mr. Yothin Viriyenawat
☐ Approve ☐ Disapprove ☐ Abstain

3) Ms. Oh Whee Mian
☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6  To approve the directors’ remuneration for the year 2018
☐ (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 2018
☐ (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 the amendments to the Company’s Articles of Association
☐ (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 9  To consider any other business (if any)
☐ (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

(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 do 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.
PROXY Form C.  
(For Foreign Shareholder appointing custodian in Thailand)

Made at ________________________________

Date ________________________________

(1) I/We, ________________________________, residing at ________________________________, acting as the custodian for ________________________________,

Being the shareholder of UOB Kay Hian Securities (Thailand) Public Company Limited holding the share in the amount of _______________ shares, and the voting right equal to _______________ vote(s) as follows.

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

☐ Mr. Somchat Chinthammit, Audit Committee Member and Independent Director, 60 years of age. Residing at 12 Moo 1 Soi Wattitudt, Petchkasem Road, Baanmai Sub-district Samphran District, Nakornpathom Province; or

☐ Mr. Loh Poh Weng, Audit Committee Member and Independent Director, 76 years of age. Residing at 233/289 Soi 33 Mooaban Nunhawan (Srinakarin), Preaksa Sub-district Amphur Muang District Samutprakarn Province.

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 2018 to be held on 27th April 2018 at 10.00 a.m., At the Park View 1-2 Meeting Room, 4th Floor, Bliston Suwan Park View Hotel, No. 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand, or as may be postponed to other date, time and place.

(3) I/We authorize my / our Proxy to attend and cast the votes as follows

☐ The Proxy is authorized for all shares held and entitled to vote.

☐ The Proxy is authorized for certain shares as follows:

☐ ordinary share ________________ shares, entitling to vote ________________ votes

☐ preferred share ________________ shares, entitling to vote ________________ votes

Total entitled vote ________________ votes

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

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders 2017;

☐ (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 ________________ votes ☐ Disapprove ________________ votes ☐ Abstain ________________ votes

Agenda 2 To acknowledge the report on the Company’s operating results for the year 2017

☐ (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 ________________ votes ☐ Disapprove ________________ votes ☐ Abstain ________________ votes

Agenda 3 To approve the Company’s Financial Statement for the financial year ended 31 December 2017

☐ (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 ________________ votes ☐ Disapprove ________________ votes ☐ Abstain ________________ votes

Agenda 4 To approve the profit apportionment and dividend payment derived from operating results for the financial year ended 31 December 2017

☐ (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 ________________ votes ☐ Disapprove ________________ votes ☐ Abstain ________________ votes

Agenda 5 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 ________________ votes ☐ Disapprove ________________ votes ☐ Abstain ________________ votes
Approve each director
1) Mr. Viroj Tangjetanaporn
   □ Approve __________ votes  □ Disapprove __________ votes  □ Abstain __________ votes
2) Mr. Yothin Viriyenawat
   □ Approve __________ votes  □ Disapprove __________ votes  □ Abstain __________ votes
3) Ms. Oh Whee Mian
   □ Approve __________ votes  □ Disapprove __________ votes  □ Abstain __________ votes

Agenda 6   To approve the directors’ remuneration for the year 2018
   □ (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 __________ votes  □ Disapprove __________ votes  □ Abstain __________ votes

Agenda 7   To approve the appointment of auditors and their remuneration for 2018
   □ (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 __________ votes  □ Disapprove __________ votes  □ Abstain __________ votes

Agenda 8   To consider the amendments to the Company’s Articles of Association
   □ (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 __________ votes  □ Disapprove __________ votes  □ Abstain __________ votes

Agenda 9   To consider any other business (if any)
   □ (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 __________ votes  □ Disapprove __________ votes  □ Abstain __________ votes

(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 do not cast the vote as specified in this proxy form.

Signed ___________________________ Grantor
   (                                             )

Signed ___________________________ Proxy
   (                                             )

Remark
1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
   (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
   (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.
Attachment to Proxy Form B

The Proxy of the shareholder of UOB Kay Hian Securities (Thailand) Public Company Limited in the Annual General Meeting of Shareholders 2018 to be held on 27th April 2017 at 10.00 a.m., At the Park View 1-2 Meeting Room, 4th Floor, Bliston Suwan Park View Hotel, No. 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand, or as may be postponed to other date, time and place.

Agenda______ Subject
☐ (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______ Subject
☐ (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______ Subject
☐ (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______ Subject
☐ (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

I/We certified that the details in this Attachment to Proxy Form are completely correct and totally true.

Signed ___________________________ Grantor
                           ( )

Signed ___________________________ Proxy
                           ( )
Attachment to Proxy Form C

The Proxy of the shareholder of UOB Kay Hian Securities (Thailand) Public Company Limited in the Annual General Meeting of Shareholders 2018 to be held on 27th April 2017 at 10.00 a.m., At the Park View 1-2 Meeting Room, 4th Floor, Bliston Suwan Park View Hotel, No. 9 Soi Tiong, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand, or as may be postponed to other date, time and place.

Agenda________________ Subject________________________________________________________
☐ (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 __________ votes  ☐ Disapprove __________ votes  ☐ Abstain __________ votes

Agenda________________ Subject________________________________________________________
☐ (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 __________ votes  ☐ Disapprove __________ votes  ☐ Abstain __________ votes

Agenda________________ Subject________________________________________________________
☐ (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 __________ votes  ☐ Disapprove __________ votes  ☐ Abstain __________ votes

Agenda________________ Subject________________________________________________________
☐ (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

I/We certify that the details in this Attachment to Proxy Form are completely correct and totally true.

Signed __________________________ Grantor

( )

Signed __________________________ Proxy

( )
Place of the Annual General Meeting of Shareholders of UOB Kay Hian Securities (Thailand) Public Company Limited for 2018
At the Park View 1-2 Meeting Room, 4th Floor, Bliston Suwan Park View Hotel, No. 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 Thailand 0 2658 7979
On 27th April 2018, at 10.00 a m