

UOBKayHian
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Investing With Purpose

ANNUAL REPORT 2023 / FORM 56-1 ONE-REPORT 2023

UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED



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MESSAGE FROM CHAIRMAN

THAILAND

Review of 2023

Thailand's economy grew 1.9% in 2023, lower than the 2.6% in 2022 mainly due to declining exports, weak government spending and rising interest rates. The services sector was still a key economic driver, thanks to recovering international tourist arrivals and improving post-COVID domestic consumption.

Outlook for 2024

UOB Global Economics & Market Research (GEMR) forecasts a GDP growth of 3.6% yoy in 2024 on expectations of more balanced growth as export growth turns positive, while government spending normalises after disappearing in the election year of 2023.

The services sector will remain a key economic growth driver, driven by tourism. The number of international tourist arrivals is making a recovery to the 2024 target of 35m set by Tourism Authority of Thailand (TAT), vs 28m in 2023. The Jan 24 data on international tourists (3.03m, +42% yoy) and Chinese tourists (0.50m, +454% yoy) will not only underpin but also provide upside to TAT's target, which is positive to tourism-related businesses.

We expect the Bank of Thailand to maintain its benchmark rate at 2.50% throughout 2024.

Stock Market Review for 2023

The SET Index declined around 15.15% in 2023 following a delay in the government's formation and earnings downgrades by companies, especially in the energy sector which was plagued by lower crude oil prices.

In terms of sector performance, only two sectors saw positive returns. The outperformers were professional service (+38.54%) and electronics (+4.37%). The worst performers were industrial material and machine (-37.42%) which was mainly pressured by the fraud case of STARK (-99.2%), packaging (-34.95%), and media (-20.41%).

In 2023, net buyers were local investors (Bt116b) and local institutions (Bt81b), while foreign investors (Bt192b) and proprietary trading (Bt5b) were net sellers. The market was mainly pressured by foreign investors' fund outflow.

2023 Operating Performance

Net profit decreased during the corresponding periods from 217,211,672 Baht to 90,859,956.34 Baht. In line with the Company's policy of paying a dividend not less than 20% of net profit after tax, a dividend of Baht 0.04 in respect of the financial year ended 31 December 2023 will be proposed for approval at the shareholder's meeting.

Stock Market and Business Outlook for 2024

We foresee sideways movement in the Thai equity market in 2024. While accelerating GDP growth would be positive to corporate earnings outlook, the wide policy rate gap between the US and Thailand would tend to weaken the baht and in turn limit foreign fund inflow. Therefore, the Thailand equity strategy for 2024 would be the bottom-up approach or selective buying.

Our investment themes for 2024 are: a) quality names with low debt levels and high cash flow visibility; b) sectors that benefit from a weakening baht, such as export (food & electronics) and services (tourism & healthcare); and c) defensive plays such as utilities and telecommunications.

Appreciation

On behalf of the Board, I would like to thank our stakeholders for their contributions, and we look forward to their continuing support and would like to thank my fellow board members, management and staff for their support all these years.



Mr. Viroj Tangjetanaporn

Chairman of the Board of Directors

UOB Kay Hian Securities (Thailand) Public Company Limited

Part 1 Business Operations and Company Performance

1. Company Group Structure and Operations

1.1 Policy and business overview

The Company develops its business plan, which will be reviewed every year to keep up with changing events. It is committed to creating a sustainable business mode which considers the need to be competitive, meeting customers' expectation, respecting stakeholders' interests, reducing environmental impact and being responsive to changes in the business environment.

Preparing a medium-term business plan, the Company considers the economic and political environment both in the country and abroad. The management will determine the organization's approach and develop a strategic plan in accordance with the organization's vision and values.

Vision, objectives, goals or operational strategies



Vision
“YOUR TRUSTED FINANCIAL PARTNER”



Mission
To provide continuous service for financial success to be the leader in securities business to make the stakeholders get maximum satisfaction.



Values
The Company is committed to building 4 basic values:
1) Respect 2) Integrity
3) Communication 4) Excellence
“Investing With Purpose”



Objectives and goals
• To provide the highest quality professional service.
• Prompt in responding to clients' needs.

- Develop skills and professionalism of staff.
- Perform duties with social responsibility.



Operation Strategy

The Company continuously upgraded its internet trading channel under the name UTRADE to improve its services. This is to facilitate the customers in their trading and to provide appropriate trading tools, analytics and training seminars to enable clients to optimize their trading performance with easy-to-use tools. Clients can also gain more in-depth information on both market trends and investment opportunities from professional analysts through a diverse and international perspective, with the Company. The Company has set a fair and appropriate fee rate along with providing tools, analysis, and presentations of knowledge to investors.

Major changes and developments

UOB Kay Hian Securities (Thailand) Public Company Limited (“the Company”), previously known as “Ocean Securities Company Limited”, was established on July 2, 1998, with an initial registered capital of Baht 250 million because the Separation of finance and securities business of Ocean Finance and Securities Company Limited. The Company accepted the transfer of assets and liabilities in securities business including the member of the Stock Exchange of Thailand No. 26 from Ocean Finance and Securities Company Limited and was approved by the Office of the SEC, starting securities business since then.

In 2000, Ocean Securities Company Limited sold its shares to United Investment Limited, a UOB group company in Singapore. And change the name to UOB Securities (Thailand) Company Limited. Subsequently, there was a business merger between UOB Group and Kay Hian Holdings Group as UOB- Kay Hian Holdings Limited. In 2001, the shareholding structure was restructured by United Investment Limited sold all its shares to UOB-Kay Hian Holdings Limited allows UOB-Kay Hian Holdings Limited to hold 99.99% of the total paid up shares and change the name to UOB Kay Hian Securities (Thailand) Company Limited. Later in the same year, the Company bought a retail business from BNP Paribas Peregrine Securities (Thailand) Company Limited and on February 21, 2005, the Company transformed into a public company under the name UOB Kay Hian Securities (Thailand) Public Company Limited.

UOB – Kay Hian Holdings Limited which is the parent company, a listed securities company which its subsidiary has significant market share in Singapore also have regional offices in Hong Kong, Malaysia, London, New York, Jakarta, Shanghai, and Manila. It is also an associate of United Overseas Bank group, a large commercial bank in Singapore which has a presence in Thailand, United Overseas Bank (Thai) Public Company Limited. As a result of such extensive relationships and networks, the Company can expand its customer base both domestically and internationally.

In addition, the Company has received exchange on knowledge, experience, and assistance in conducting securities business from the group companies. We have entered into a Service Agreement with UOB Kay Hian Private Limited, a subsidiary of UOB-Kay Hian Holdings Limited offers a wide range of services (details of the Service Agreement and service fees can be found in topic “Connected transactions”) From the past to the present, the Company has received assistance under the service agreement, such as providing assistance in developing information technology systems to be linked to a single system within the UOB Kay Hian Group. Set up a securities trading and risk management system including developing various systems which continue to be effective and meet clients’ requirements according to international standards.

Since 2005, the Company has received marketing support and the implementation of the Cross Selling Project, enabling the Company to expand its brokerage services to its clients by introducing clients through group companies. In addition, the company benefits from sharing resources with group companies, for example using information together in securities analysis work including giving the company ability to access overseas securities analyzing articles and market conditions prepared by group companies to develop our research.

In 2010, the Company acquired and transferred the brokerage business from Merchant Partners Securities Public Company Limited. The Company issued and allocated new ordinary shares to Merchant Partners Securities Public Company Limited as consideration for the business transfer.

And in 2011 the Company acquired United Securities Public Company Limited (“United”), which includes benefits right to be derived, to hire or contract about the provision of services specifically for Investment Consultant, any property, leasehold

rights in connection with securities businessproperty in cash receivables and other liabilities but excluding United's liabilities and obligations before transferring United assets ("Business Transfer").

In 2013 the Company disposed of its investment in shares of United Securities Public Company Limited.

In 2016, the Company expanded its retail business by entering into asset purchase agreements related to the operation of partial securities business for retail customers from Country Group Securities Public Company Limited (CGS), such assets including investment consultants and 21 branch offices.

In 2018, the Company entered into an asset purchase agreement related to the operation of certain retail securities business from AEC Securities Public Company Limited including 6 Branch offices. And the Company was approved to qualify as bondholders' representative as a channel to increase income for the Company.

In 2022, the Company expanded its retail business by entering into an asset purchase agreement relating to the operation of partial retail securities business including investment consulting from Asia Wealth Securities Company Limited.

Major changes and developments in the past 3 years

In 2023, the Company's trading value was 1.91% of the total trading turnover from the total brokers in Thailand, which is lower than the levels in 2022, 2021 and 2020 (2.20%, 2.94% and 2.93%, respectively). The key reason for declining of market share is due to the Company's client base, mainly local investors, which has lower market share to 33.82%, from 2022 at 35.47%. While trading value of foreign investors was rising to 50.68%, compared to 2022 at 48.02%. Amidst intensive competition the Company try to maintain its market share through 1) seminars on investment, 2) participate in the underwriting of shares initial public offering (the IPO) and debt instruments, and 3) conduct investment knowledge activities to strengthen the marketing team and reach more retail customers and gain more market share.

As of December 31, 2023, the Company has 1 headquarters and 40 branches, in a total of 41 locations. Head office located at No.130-132, Sindhorn Tower1,2nd,3rdFloor,Wireless Road, Lumpini Subdistrict, Pathumwan District, Bangkok, on June 26, 2023, the Company opened 1 new branch, namely Pak kret branch and closed Nakhon Ratchasima, Song Kla and Hat Yai (Green View) branch as a result the Company having 13 offices in Bangkok Metropolitan and 28 offices in upcountry.

Year 2021

- The Company closed 2 branch offices, Central World, and Interchange.
- The Company opened 1 new branch, namely Chiang Mai Airport branch.

Year 2020

- On March 27, 2020, the Company launched UTRADE Plus Application via Android system.
- On June 10, 2020, the Company received a license Business Type Securities Borrowing and lending from the Office of the Securities and Exchange Commission to be used for trading securities via Block Trade system.
- The Company had closed 3 branch offices, Suphanburi, Pinklao and Market Village Suvarnabhumi. And there was a reduction in the rental area of the branch offices by relocating a total of 6 branches, namely Chonburi, Phitsanulok, Khon Kaen, Fashion Island, Surin and Nakhon Sawan branches, however the Company opened 1 new branch, namely Kanchanaburi branch.

Source of funds

The Company's source of funds is from the shareholder's stock basis as at December 31, 2023, the Company has registered capital of Baht 502.45 million, paid up capital Baht 502.45 million, which is part of the shareholders Baht 4,199 million.

Financing or lending through individuals involving management or major shareholders

Because the company with better liquidity management, there is no outstanding loan balance from financial institutions as of December 31, 2023.

Maintaining a net liquid capital fund ratio

In the year 2021-2023 the Company maintain a ratio of net liquid capital higher than the minimum percentage according to the net liquidity capital requirement criteria set by the SEC, indicating that the company has sufficient liquidity to conduct business in the year 2021-2023 ratio's in the range of 88.78% to 233.32%, 41.34% to 366.48% and 111.53% to 439.15%, respectively. In general, the net liquidity ratio changes due to factors such as the trading volume of clients' securities. Underwriting The securities that are not all underwritten guarantees must be transferred to the Company's investments, etc.

For the Company's net liquidity investment ratio will change mainly according to the trading volume of clients. If in any period the client has a large trading volume will cause the liquidity capital ratio to be reduced during the client settlement period or T +2 period or T +2.

GENERAL INFORMATION

The Company name	: UOB Kay Hian Securities (Thailand) Public Company Limited
Symbol	: UOBKH
Type of Business	: The Company has the following licenses. <ol style="list-style-type: none">1. Four securities business, which are Securities Brokerage, Securities Dealing, Investment Advisory and Underwriting.2. Derivatives business license.3. Financial Advisory business4. Selling Agent as Sales Supporter in relation to Subscription, Redemption and Switching of Units5. Bondholder Representative and6. Securities Lending and Borrowing Business.
Head Office	: No. 130-132, Sindhorn Tower 1, 2 nd , 3 rd Floor, Wireless Road, Lumpini, Pathumwan, Bangkok, 10330.
Branch	: The Company has 40 branches which 12 branches are in Bangkok Metropolitan area and 28 branches are in other provinces.
The Company register No.	: 0107548000056
Homepage	: https://www.utrade.co.th
Telephone No.	: 02-659-8000
Facsimile No.	: 02-651-4338
Issued and paid-up share capital	: Ordinary shares = 502,448,570 Preferred shares = 0

Detail of the Branch address

Bangkok Metropolitan

Branch	Location
1 Yaowaraj 1, 2 (2)	215, Grand China Building, 5th Floor, Room No. 505-508, Yaowaraj Road, Sampantawong, Sampantawong, Bangkok 10100
2 Bangkapi (5)	9, Happyland Plaza 1, 4th Floor., Ladprao Road, Klongchan, Bangkapi, Bangkok 10240
3 Bangkhae (6)	518, 7th Floor, Phet Kasem Road, North Bangkhae, Bangkhae, Bangkok 10160
4 Chaengwattana 1, 3, 4 (7)	339, UOB Bank PLC. Office Building., Muang Thong Thani Branch, 3rd Floor, Muang Thong Thani, Bond Street Road, Bangpoo, Pak Kret, Nonthaburi 11120
5 Thanapoom (10)	1550 Thanapoom Tower, 4th Floor, New Petchaburi Road, Makkasan, Ratchathewi, Bangkok 10400
6 Rangsit (11)	2/69 Soi Rangsit-Nakon Nayok 34/1, Leab Klong Rangsit Road, Prachathipat, Thanyaburi, Pathumthani 12110
7 ABAC (13)	88 Moo 8, ABAC Suvarnabhumi Campus, SG Building 1st Floor Room No. SG120, Theparat Road, Bangsaethong, Samutprakarn 10540
8 Samrong (24)	999/99 UOB Bank PCL., Samrong Branch, 2nd Floor, Sukhumvit Road, Samrong Nua, Mueang, Samut Prakan, 10270
9 Silom 1, 2 (33)	323 United Center Tower, 5th Floor, Room No. 507-508, Silom Road, Silom, Bang Rak, Bangkok, 10500
10 Ram Intra (35)	22/7 Mooban Workplace 2, Ratchada-Ram Intra 2 Road, Ram Intra, Khan Na Yao, Bangkok 10230
11 Rama 2 (39)	282 Unit 212 2nd Floor, Rama 2 Road, Samae Dam, Bang Khun Thian, Bangkok 10150
12 Pak Kret (40)	56/96 Moo 5, Pak Kret, Nonthaburi 11120

Northern Region

Branch	Location
1 Chiang Mai Ragang 1, 2 (3)	144 Ragang Road, Chang Klan, Mueang Chiang Mai, Chiang Mai 50100
2 Phayao (22)	3/5 Chaykwan Road, Wiang, Mueang Phayao, Phayao 56000
3 Chiang Mai Huaykaew (26)	50/153-157 Hillside Plaza & Condotel, 4th Floor, Huaykaew Road, Chang Phueak, Mueang Chiang Mai, Chiang Mai 50300

Branch	Location
4 Chiangrai 1, 2 (27)	356/7-9 Moo 15, Rajyotha Road Soi 3, Rob Wiang, Mueang Chiang Rai, Chiang Rai 57000
5 Lampang (29)	18 Chalerm Prakeat Road, Pra Bat, Mueang Lampang, Lampang 52100
6 Chiang Mai Chang Khlan 1, 2 (32)	215/2 @CURVE Community & Education Mall, 2nd Floor, Room No. B202 Chang Khlan Road, Chang Khlan, Mueang Chiang Mai, Chiang Mai 50100
7 Chiang Mai Mahidol 1-4 (34)	288/61-62, Mahidol Road, Chang Khlan, Mueang Chiang Mai, Chiang Mai 50100
8 Chiang Mai Airport (38)	90/1 Airport Business Park (Bldg. D), Unit 512, 5th Floor, Hai Ya, Mueang Chiang Mai, Chiang Mai 50100

Central Region

Branch	Location
1 Banpong (1)	266, 268, Songpol Road, Ban Pong, Ban Pong, Ratchaburi 70110
2 Saraburi 1, 2 (4)	116/27-28, Sut Banthat Road, Pak Phria, Mueang Saraburi, Saraburi 18000
3 Ratchaburi (9)	44/33 Phetkasem Road, Na Mueang, Mueang, Ratchaburi 70000
4 Nakhon Pathom (12)	401 Tesa Road, Phra Praton, Mueang Nakhon Pathom, Nakhon Pathom 73000
5 Rayong(17)	115, Star Plaza, 1st Floor Room No. 1241-3, Soi Soonkarnkha Sai 4., Sukhumvit Road, Cherng Nern, Mueang Rayong, Rayong 21000
6 Chon Buri (19)	112/16 Moo 1, Phaya Satcha Road, Samet, Muang Chon Buri, Chon Buri 20000
7 Nakhon Sawan (20)	605/64 1st Floor Room No. 5 Moo 10, Nakhon Sawan Tok, Muang Nakhon Sawan, Nakhon Sawan 60000
8 Phitsanulok (30)	218 Municipal ICT Learning Center 1st Floor, Khun Phirenthorathee Road, Nai Mueang, Mueang Phitsanulok, Phitsanulok 65000
9 Kanchanaburi (37)	303/23 1st Floor Sangchuto Road, Ban Nuea, Mueang Kanchanaburi, Kanchanaburi 71000

Northeast Region

Branch	Location
1 Surin (15)	201/13 Jitrbumrung Road, Nai Mueang, Mueang Surin, Surin 32000
2 Si Sa Ket (18)	858/9 Guang Heng Road, Mueang Tai, Mueang Si Sa Ket, Si Sa Ket 33000

Branch	Location
3 Khon Kaen (21)	229/8 Sri Chant Road, Nai Mueang, Muang Khon Kaen, Khon Kaen 40000
4 Ubon Ratchathani (23)	104/1 Chavala Nai Road, Nai Mueang, Mueang Ubon Ratchathani, Ubon Ratchathani 34000
5 Buri Ram (31)	8/47-48 Palad Mueang Road, Nai Mueang, Mueang Buri Ram, Buri Ram 31000

Southern Region

Branch	Location
1 Trang I (8)	59/71 Huay Yod Road., Thap Thiang, Mueng Trang, Trang 92000
2 Nakhon Si Thammarat 1, 2 (14)	62, 64, 66, 68 Wandi Kositkunphon Road, Nai Mueang, Mueang Nakhon Si Thammarat, Nakhon Si Thammarat 80000
4 Trang II (16)	59/55 Huay Yod Road, Thap Thiang, Mueng Trang, Trang 92000
6 Hat Yai Juladis (25)	200/406 Juladis Hat Yai Plaza Building 4th Floor, Niphat Uthit 3 Road, Hat Yai, Songkhla 90110
7 Phuket (28)	154/14-16 Phangnga Road, Talat Yai, Mueang Phuket, Phuket 83000
8 Hat Yai Jootee Anusorn (36)	59/10, 59/12 Jootee Anusorn Road, Hat Yai, Hat Yai, Songkhla 90110

1.2 Nature of business

UOB Kay Hian Securities (Thailand) Public Company Limited “The Company” is a member of the Stock Exchange of Thailand, number 26, has received 1) a license from the Ministry of Finance to operate 4 types of securities businesses: Securities brokerage, Securities trading, Underwriting and Investment advisor. 2) Derivatives Brokerage License from the SEC. 3) to act as its financial advisor approved by the SEC on September 5, 2014, and provide services such as company restructuring, capital increase, securities underwriting, etc. 4) being an agent to support the sale or redemption of investment units. 5) Qualified to act as bondholders’ representative, and 6) Securities lending and borrowing business license. At present the Company is still focusing on the brokerage business as the main business for other businesses are to support the business of the company to be diverse and to generate income another way.

1.2.1 Revenue structure

Most of the Company’s revenue comes from the securities brokerage business, which is more than 50% of the total revenue. The revenue structure is according to the financial statements for the year ended 2021 – 2023 are as follows:

Revenue (Baht Million)	2021		2022		2023	
		%		%		%
Brokerage fees from securities business	1,312.89	78.89	878.75	63.37	558.12	48.81
Brokerage fees from derivatives business	98.62	5.93	116.87	8.43	96.76	8.46
Brokerage fees from selling agent of unit trusts	2.16	0.13	2.48	0.18	29.84	2.6
Fees and service income	58.78	3.53	162.74	11.74	190.13	16.63
Interest income	108.51	6.52	115.32	8.31	191.72	16.77
Gain and return on financial instruments	57.89	3.48	76.22	5.50	56.56	4.95
Other income	25.32	1.52	34.33	2.47	20.40	1.78
Total Revenues	1,664.18	100.00	1,386.71	100.00	1,143.53	100.00

1.2.2 Information about the service

The Company currently conduct a securities brokerage business, Underwriting, selling agent of unit trust, financial advisory, Securities borrowing and lending business and a representative of bondholders and offer Global Market investment service to clients and Bonds underwriting.

Regarding relaxation of the COVID-19 pandemic. The Company continues to focus on educating in order to promote the potential of investors and interested parties by adding offline seminars and maintaining the seminar via online channels. In addition, the Company planned to conduct the Foreign Investment seminar to promote the Global Market investment service to clients.



(1) NATURE OF SERVICE

• Brokerage business

The securities brokerage business is the main business of the company. More than 49% of the total revenues come from this business. By the company's customers There are both individual and institutional customers, both in the country and abroad, where the Company can take care of its customers into 2 main areas: retail business, individual customer care. And Institutional Clients Department, Institutional Clients Service Ratio: Institutional Clients in 2021 - 2023 are 85:15, 77:23 and 71:29 respectively. More than 71% of them are retail customers.

Trading value of the Company's securities (In both the stock market and the MAI) in 2023 was worth about Baht 458,652 million, which holds a market share of 1.91% was ranked 15th, down from 2022 with a value of about Baht 748,261 million, which dominate the market share of 2.20% ranked 14th.

Table showing market share, trading value of the Company's securities Classified by customer type and account type

Total trading volume of the SET and MAI market (Unit: Baht million)	2021	2022	2023
The Stock Exchange of Thailand and MAI Market	45,233,600	37,004,515	25,913,893
The Company	1,206,932	748,216	458,652
Market share (%)	2.94	2.20	1.91
Rank	12	14	15
Securities Trading Value Classified by Account Type			
Cash account	426,364	333,799	228,473
Cash Account - Internet	696,214	370,617	189,883
Credit balance account	30,331	18,073	19,588
Credit Balance-Internet Account	54,023	25,727	20,708
Securities Trading Value by Client Type			
- Institution customers			
Local	144,089	147,279	111,246
Foreign	34,571	23,108	19,663
- Individual customers			
Local	1,018,672	571,969	323,472
Foreign countries	9,600	5,860	4,271
Block Trade / Error Portfolio	8,460	11,859	8,492

Trading Account (Equity Account) is divided into 3 categories.

1. Cash (Cash Account) The account, which the customer must pay for the purchase of securities of the Company within 2 business days from the date of purchase of securities, and the Company will deliver the money from the sale of securities to the customer who sales securities on the 2nd business day count next to the sales order as well, which can be divided into 2 types:

1.1 Cash Account (Normal Cash) is an account that has set a limit to customers based on various data, such as employment income history as evidence of financial, etc. Customers can request an extension of the limits are subject to the policy. Consideration of approval of trading limits for the Company's securities in which the customer has to place collateral before purchasing any securities as specified by the company set or criteria set by the SET currently set at the rate of 20% of the purchase number of securities.

1.2 Full Collateral in Cash Account (Cash Balance) is trading now accounts that will change. Converted to the amount of money that the customer has deposited with the company. Less the purchase value of securities that have not yet been paid.

The above account classification is intended to provide tailored services to suit each customer's needs and their profile. It can be used as a risk management tool, for example, in the case of non-resident foreign customers in Thailand, the Company will consider allowing customers to open a fully secured cash account or a customer who has a history of the payment of securities is not in accordance with the deadline, the company will consider allowing customers to switch to a cash account with full collateral, etc.

2. Credit Balance Account is an account where customers can borrow money to buy any securities. The customer has to place cash and / or securities as collateral for the repayment at the minimum ratio set by the company which must not be less than 50% according to the announcement of the Stock Exchange of Thailand which customers will receive interest from the company If the amount of cash placed as collateral is higher than the debt amount and will have to pay interest on the loan if the debt amount exceeds the collateralized cash.

3. Foreign Trading Account is a deposit account in advance in which the client must deposit as collateral in advance before trading securities, not less than that specified by the Company. Currently, the customer can trade via our online trading platform in 2 markets: USA and Hong Kong.

Derivatives Account is a trading account of Futures and Options which customer can contact the Investment Consultant to send orders to the Derivatives Futures Exchange market, or the customer is the sender by itself sending trading order through internet trading system. Investment Consultant is licensed to provide advice and information for the customer to make an investment decision in which the customer must place a margin collateral before trading according to the Company's risk control policy which allows customers to place collateral in cash only.

The Company sets the approved limit for investing in derivatives based on information such as income, value of securities deposited with the Company or bank deposit. The process for credit approval and opening a derivatives account is like the opening of securities trading account. And the Company allow customer for the separation facility (Split) previously approved to the securities accounts of customers if the customer wishes to invest in a derivative account in accordance with the Company's securities trading limit approval policy.

In addition, the Company has set policies and operating procedures in various fields clearly in line with the rules and regulations of the relevant regulators such as SEC and SET regardless to the requirement for cash securities trading, the collateral must be maintained in the account at 20% in accordance with the SET's rules, conditions, and procedures for cash trading. The collateral that the Company receives from customers must be cash or securities or warrants which are listed on the stock exchange only.

Policy for consideration opening account and trading limits approval for clients

• Cash Account

The Company has a policy of accepting good customers who have knowledge and understanding of investment products and can pay for the transaction. Our checking will cover careers, history, credibility. Social celebrity and financial statements, value of shareholders' equity, history of trading with other securities companies and the value of the customer's assets deposited with the Company (In case the customer intends to open more account trading in other financial products with the Company)

For approval to open an account for derivatives trading, the Company will consider additional evidence showing customers' understanding of derivatives trading, such as taking a risk assessment question, training in knowledge from capital market knowledge Institute (Thailand Securities Institute: the TSI) other comparable institutions, so on.

• Credit Balance Account

The company provides services for customer margin in credit balance account. Customers can choose a loan either company loan or TSFC upon the request of a customer. As at December 31, 2023 the Company has margin loan outstanding of credit balance accounts total Baht 1,779 million.

The margin loan account that services by TSFC will follow the rules and policies of TSFC, in such cases TSFC will take the risk of that margin loan.

Credit balance account of the Company having a policy to control risks as follows:

1. The Company provides credit balance account service for Thai customers only. In the case of foreign customers, the Company reserves the right to approve on a case-by-case basis.
2. Set the securities list that allow customers to use loan margin and/or put as collateral in a credit balance account and Initial Margin rate by considering the market capitalization value of the securities, fundamentals, liquidity including price fluctuations. The initial margin rate set by the Company must not be lower than the rate specified by the SET.
3. The Company will review the approved securities list for Customers' margin loan and/or placed as collateral in a credit balance account from time to time, unless the securities are significantly changed or is considered a security that is prohibited from trading in a credit balance account according to the announcement of the SEC, the Company will prohibit buying such securities immediately.
4. The number and value determination for allowed securities list and/or collateral in a credit balance account (Stock Concentration).
 - Grade A securities set the maximum number of shares of any client's securities must not exceed 5% of Paid up Shares of such securities. If the said limit is exceeded, the Company reserves the right to consider not buying any additional securities.

- Grade B, C and D securities set the maximum number of shares of any client's securities must not exceed 3 % of the paid up shares of such securities. If the said limit is exceeded, the Company reserves the right to consider not buying any additional securities.
- Set the maximum number of shares of a particular security in each client's account must not exceed 0.5% of the total number of paid up shares of a given security. If the said limit is exceeded, the Company reserves the right to consider not buying any additional securities.
- To determine the market value of a particular security where each customer will be able to receive margin loan and / or can be placed as collateral in the account.
- The Company requires a grade of all securities that allow customers to margin loan. And / or put as collateral in a credit balance account. It also sets a ceiling of market capitalization that each customer will be able to borrow to buy and / or put as collateral in the account according to the grade of the securities. The Company reserves the right to consider and approve the customers' margin loan and / or some securities can be placed as collateral in the account than specified on a case-by-case basis, depending on creditworthiness. Deposit of collateral when called to place additional collateral Customer financial status and other information related to such securities, etc.

5. The collateral can be deposited into the credit balances account including cash and / or securities registered in the name lists which the Company only allowed to purchase and / or to place as collateral in a credit balance account.

Credit approval authority

1. Account opening and Trading limit approval

Account opening and Trading limits approval Equity and Derivatives trading limits both opening a new account and extending trading limits according to the level of the authorized person to approve the credit limit set by the Company.

2. Credit reviewing

The Company has scheduled to review the trading limit of every customer at least once a year, to assess the credit status and set suitable credit limits, the Company may revise the customers' credit limit more than one time. This is at the discretion of the Credit Committee and/or the Executive Committee to review the credit limit during the period that the SET / TFEX having fluctuation.

However, customers can request to increase or decrease the credit limit. In addition, the request for a credit increase must still meet the criteria of the Company considered together with other relevant information, such as payment history, trading style, customer financial status, collateral value that the collateral value has been paid that the customer has deposited with the Company. Stock grade, Concentration of securities, Deposit of collateral when called to place additional collateral, the number of positions in the contract that the customer has open at that time, etc.

3. Correction of error trading transactions

The Company stipulates that there is an error trading account of the Company to support the error trading transactions only caused by the mistake of the Company's personnel, by transferring the error trading transactions to the Company's account. This can be done under the Company's error trading and the correction of trading errors

practices notification which is supervised by the Compliance Department. In case of any doubt, the Compliance Department will investigate furthermore to ensure that the error transactions that transfer into the Company's account is in line with the regulations of the Stock Exchange of Thailand.

The Company requires to amend the transaction as soon as it becomes known that an error has occurred. If it cannot be corrected immediately, the Company allows the outstanding of error traded transactions in the Company's account only one night. If the Investment Consultant requests to maintain such transactions after the specified time, the reasons must be recorded through the branch manager / marketing team head to seek approval from the Credit Committee on a case-by-case basis.

Investment Consultant liability for losses incurred from error of trading transactions will comply with the regulations on error trading and the correction of error trading transactions, that is the Investment Consultant will be responsible for the loss occurring at the rate of 50% if there is evidence of receiving orders from clients. But if no such evidence is found the Investment Consultant will be responsible for the entire amount of incurred losses. And if the loss arising from correcting the error is more than Baht 2,000, it must be reported to the Chief Executive Officer as soon as possible.

In addition, transactions in which the customer is the person who trades securities via the Internet by himself cannot be transferred to an error trading account.

Measurement and recognition of expected credit losses

The Company recognizes a loss allowance for expected credit losses on securities business receivables and derivative business receivables. The amount of expected credit losses is updated at each reporting period date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company always recognizes lifetime ECL for securities business receivables and derivative business receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions, and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. As for the exposure at default, for financial assets, this is represented by the asset's gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Company's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

As at December 31, 2023, the Company has securities and derivatives business receivables and interest receivable of Baht 3,756.98 million, which is all low credit risk receivables of Baht 3,756.45 million.

Debt Monitoring and Collection Policy

The Company has assigned the Credit Committee to set the policy or various measures in the debt collection and the Credit Control Department to act in accordance with the measures of the Credit Committee.

Steps for tracking debt

1. When the customer has an overdue payment, the Settlement and Custodian Department will notify the Investment Consultant and marketing team head / branch manager to know and help track customers to pay for overdue transactions.
2. If the customer has not paid for the overdue to the company within 4 business days after the buying date and the customer still remain securities with the Company, the Company will enforce to sell the said securities in order to bring the sales price to reduce the debt first.
3. If there is still debt left after the enforcement of securities sales, the Company requires the customer to sign a Debt Acknowledge Agreement to agree on terms and conditions for repayment. The repayment agreement must be approved by the Credit Committee.
4. If the customer is unable to pay the overdue within 10 business days after the buying date, overdue customer accounts will be separated to set up as a doubtful account. If the customer does not agree to sign the Debt Acknowledge Agreement, the Company will contact the Law Office for further legal proceedings.

The customers who are the doubtful accounts, the Company will make full allowance for doubtful accounts after deducting the collateral.

Investment Policy in Subsidiaries and Associates and Supervision of Subsidiaries and Associated Companies

Currently the Company has no investment in subsidiaries and associates. If in the future the Company has an investment policy, the business trend and the rate of return received from investments will be considered primarily upon the approval of the Board of Directors.

- **Other services**

(1) Research Work

The Research Department continually strives to expand its analysis across all stock classes as well as providing the most up-to-date trading advice for our customers. We have added the analysis of Research Department to analyze more stocks for Retail Customer (Recommended portfolios) and the Investment Advisory Department, and present investment information through both traditional communication channels such as email and social media communication channels through the program Facebook Live in the morning program "UTRADE Morning Call" on 9.20 a.m. - 9.45 a.m. and afternoon program. "Packed home" on 3.30 p.m. - 4.00 p.m.

To increase brand awareness of the Company, therefore we have participated in providing investment information through various media such as television programs, radio, investment programs through various social media platforms, Facebook. We plan to distribute content simultaneously on both Facebook and YouTube platforms through UTRADE



Channel, which will increase convenient to follow up information for customers and investors. Including expanding the customer base through new platforms for institutional investors. We continue activities presented to investors quarterly (Road Show), both in Thailand and Overseas, with a focus on Singapore and Taiwan, including organized small seminar groups to more deep investment in research to make a difference in investment information for customers.

The Company, by Mr. Kitpon Praipaisarnkit, received an award from the Investment Analysts Association with the Outstanding Performance Award of 2022 in the category of the 12th: Fundamental Strategist Award.

(2) Securities underwriting and financial advisory business

The Company has been licensed to operate securities underwriting business by the Company has a policy to focus on providing equity services such as Initial Public Offering, Public Offering for new capital increase shares (Secondary Public Offering), Shareholder Right Offering (Rights Issue), Private Placement, and Underwriting Brokerage Agent and Debt Instrument Brokerage service.

In addition, the Company is also licensed to operate a financial advisory business by providing advisory services for short-term debt restructuring, being a financial advisor and investment advisor, etc



(3) Investment Units Trading service business

In addition to providing capital market services, the Company has expanded its business base to be a sales agent and redemption of investment units. As an alternative to the allocation of clients' investment funds from capital markets to investment units by investing through mutual funds, the Company has provided a small percentage of this business service. However, nowadays the Company has expanded its service to more with the contact staff registered with the SEC who are ready to serve customers, the Company plans to develop this business continuously. The contract is for the sale of asset management companies to increase and the alternative to the more investors, the Company received approval from the SEC to the transaction as a sales agent and buy back investment units. At the end of the year 2023 the Company acts as a representative for 19 asset management companies, including.

1. Krung Thai Asset Management Public Company Limited
2. Kasikorn Asset Management Company Limited
3. Eastspring Asset Management (Thailand) Company Limited
4. One Asset Management Company Limited
5. MFC Asset Management Public Company Limited
6. Krungsri Asset Management Company Limited
7. Aberdeen Asset Management (Thailand) Company Limited
8. UOB Asset Management (Thailand) Company Limited
9. Phillip Asset Management Company Limited
10. Xspring Asset Management Company Limited
11. TISCO Asset Management Company Limited

12. SCB Asset Management Company Limited
13. Asset Plus Fund Management Company Limited
14. Principal Asset Management Company Limited
15. Land and Houses Fund Management Company Limited
16. Kiatnakin Phatra Asset Management Company Limited
17. KWI Asset Management Company Limited
18. Talis Asset Management Company Limited
19. Daol Investment Management Company Limited

(4) Derivatives business

The Company provides derivatives services with a focus on educating and training Investment Consultants and staff related to derivatives trading service. Because derivatives are more complex commodities than securities trading. They also have discussions with investors interested in this kind of service to make sure that Investors have a first understanding of derivatives. And recommend attending the training program of the Stock Exchange to ensure that the investors are understand in derivatives trading system by Mark to the Market daily insight before investment, it is more important than the need to expand customer base rapidly.

The Company has clearly set policies and operating procedures in accordance with the rules and regulations of the SEC, the derivatives market (TFEX) and the clearing house to pick up collateral from customers must be in cash or to meet the criteria set by the clearing house.

(5) Debenture holder representative work

The Company has been approved to be a bondholder representative according to the announcement of the Capital Market Supervisory Board No. Tor Chor. 37/2552 on May 15, 2018, in accordance with the letter Chor. Representative of Debenture Holders to act as bondholders' representative to increase another channel of income.

(6) Securities lending and borrowing business

The Company receives a license from the Ministry of Finance for securities business Type of securities lending and borrowing, No. 07-0050-33, effective from June 10, 2020.

(7) Debt Instrument business

The company provides debt instrument distribution services (bonds and P/N bills) issued and offered for sale by companies that have a need for capital. The company considers debt instruments with good fundamentals and a credit rating. In 2023, the company acted as a distributor of the debt instruments of famous companies such as PSTC.

(8) Investment business

The company does not have a policy to invest in securities because the company take into account the conflict of interest with an emphasis on providing brokerage services to clients.

(2) MARKETING AND COMPETITION

Brokerage business

Thailand's economy grew 1.9% in 2023, lower than the 2.6% in 2022 mainly due to declining exports, weak government spending and rising interest rates. The services sector was still a key economic driver, thanks to recovering international tourist arrivals and improving post-COVID domestic consumption.

UOB Global Economics & Market Research (GEMR) forecasts a GDP growth of 3.6% yoy in 2024 on expectations of more balanced growth as export growth turns positive, while government spending normalises after disappearing in the election year of 2023.

The services sector will remain a key economic growth driver, driven by tourism. The number of international tourist arrivals is making a recovery to the 2024 target of 35m set by Tourism Authority of Thailand (TAT), vs 28m in 2023. The Jan 24 data on international tourists (3.03m, +42% yoy) and Chinese tourists (0.50m, +454% yoy) will not only underpin but also provide upside to TAT's target, which is positive to tourism-related businesses.

We expect the Bank of Thailand to maintain its benchmark rate at 2.50% throughout 2024.

The SET Index declined around 15.15% in 2023 following a delay in the government's formation and earnings downgrades by companies, especially in the energy sector which was plagued by lower crude oil prices.

In terms of sector performance, only two sectors saw positive returns. The outperformers were professional service (+38.54%) and electronics (+4.37%). The worst performers were industrial material and machine (-37.42%) which was mainly pressured by the fraud case of STARK (-99.2%), packaging (-34.95%), and media (-20.41%).

In 2023, net buyers were local investors (Bt116b) and local institutions (Bt81b), while foreign investors (Bt192b) and proprietary trading (Bt5b) were net sellers. The market was mainly pressured by foreign investors' fund outflow.

We foresee sideways movement in the Thai equity market in 2024. While accelerating GDP growth would be positive to corporate earnings outlook, the wide policy rate gap between the US and Thailand would tend to weaken the baht and in turn limit foreign fund inflow. Therefore, the Thailand equity strategy for 2024 would be the bottom-up approach or selective buying.

Our investment themes for 2024 are: a) quality names with low debt levels and high cash flow visibility; b) sectors that benefit from a weakening baht, such as export (food & electronics) and services (tourism & healthcare); and c) defensive plays such as utilities and telecommunications.

(1) Overall stock market conditions in 2023

In 2023, equity trading value totaled THB 12,413,042.67 million decreasing from THB 17,165,507.44 million in 2022, while the average daily trading value was THB 51,082.48 million or a decrease of 28.28% YoY compared to THB 71,226.17 million. Local investors' participation in 2023 decreased to 33.82% from 35.47% in 2022, while foreign investors' trading in 2023 increased to 50.68% compared to 48.02% in 2022. For institutional investors, its share of trading volume in 2023 rose to 8.17% from 7.95% in 2022.

Trading Value by Investor Type in 2023

	Local Institutes		Proprietary Trading		Foreign Investors		Local Investors		Total
	value		value		value		value		value
	buy	sell	buy	sell	buy	sell	buy	sell	
Total (Million)	1,098,792.12	1,017,780.90	948,052.64	953,308.36	6,469,858.21	6,661,941.12	4,440,243.67	4,323,916.25	
% Total	8.48	7.86	7.32	7.36	49.93	51.42	34.27	33.37	
Net	81,011.22		-5,255.72		-192,082.92		116,327.42		12,956,946.63

Source: SETSMART

(2) Overall derivative market conditions Year 2023

In 2023, derivative trading volume totaled 129,491,241 contracts compared to 136,316,012 contracts in 2022, while average daily trading volume was 532,886 contracts (565,627 contracts) or decreased by 5.79% YoY including:

Derivatives trading (Average per day)	Year 2023 (contracts)	Year 2022 (contracts)
SET50 Index Market Futures	255,732	227,170
Single Stock Market Futures	174,070	236,784
Precious Metal Futures	45,869	50,450
Currency Futures	47,044	42,282
Agricultural Futures	32	56
Deferred precious Metal Futures	9	7
SET50 Index Option	10,131	8,876

Open Interest as of December 28, 2023, came in 2,683,105 contracts, decreased by 32.65% from 3,983,852 contracts in a year 2022.

Even though derivative trading volumes decreased in 2023, some reference products were still able to grow well, such as SET50 Index Futures (13.51%) and Currency Futures (12.19%), which came from demand for using derivatives to protect investment risk. Meanwhile, products with lower trading volumes include Single Stock Futures (-25.88%) and Precious Metal Futures (-8.33%). The trading volume of the 4 products above accounted for 98.42% of the total trading volume. For Deffered Precious Metal Futures, although there was decent growth of 17.67%, there was still a very small trading proportion compared to the total trading volume.

As for the outlook for 2023, we see that derivatives market growth is likely to slow or even weaken due to the uneven economic recovery which will impact to the investment demand for Single Stock Futures, that have highest market share among derivative products. Moreover, even though the US rate hike cycle have passed its peak, a wide US-Thai policy rate differential will cause foreign outflow and limiting the opportunity for the Bank of Thailand to reduce interest rates. The uncertainties above will cause investors to remain cautious in speculating through derivative instruments to control using leverage.

For a long-term view, we are still bullish in derivative trading volume growth which the key drivers are: 1) many advantages of investing in derivative especially for hedging, 2) the ability of making profit in both upward and downward market, 3) investing less money in derivative than in generally equity instrument and 4) transaction fee of derivatives is cheaper than other stock market. In addition, the Thailand Futures Exchange (TFEX) is still pushing to change some regulations to improve the invest efficiency for local, institutional, and foreign investors.

(3) Industry overview and market competition

The Company's market share in 2023 declined to 1.91% compared to 2.20% in the same period of last year. We ranked 15 amongst the brokers in terms of market share, a slight decline from 14th the year before. Overall, of Thai equity market, the main activity came from foreign investors, which accounted for around 50.68%, compared to around 45.56% of the total value in 2022. The second rank was local investors, which accounted for around 33.82%, compared to around 39.03% of the total value in 2022. Institution investor's trading activity was 8.17% of the total trading value, compared to 7.46% in 2022.

The trading volume was concentrated in securities companies with high market share with a variety of financial products (eg. Derivative Warrant, Blocktrade, Equity linked note, etc.), some of which have foreign trading volume in the form of direct market access (DMA), resulting in volume growth which is clearly superior to the overall market. The proportion of trading volume of the top 10 securities companies with market share in 2023 was 65.76% from the previous year at 62.38%, increasing by 3.38%, while the total trading volume of securities companies with the top 10 highest market share dropped just 22.41%, which was better than the industry-wide trading volume which dropped 29.49%.

Competition in trading fees has stabilized. We see the introduction of innovation in trading technology and a wider range of financial products (including foreign securities and digital assets) to investors as a channel to diversify our revenue sources. The new competitor that uses zero commission strategy is going to start to charge lump sum commission depending on trading volume. This is a good sign as it means the price competition should be stabilized. Somehow, we are still closely monitoring the competitive situation in the industry.

As part of the UOB Kay Hian Group with a presence in other regional markets, we shall leverage our regional footprint to enhance the breadth of market knowledge and range of services that we can offer our clients.

Business trend

We expect market turnover in 2023 to slow down due to external pressure especially from the major central banks's policy that have to keep the policy rate at high level which will be a threat to global economy growth and risky asset prices. Moreover, the wide policy rate gap between US-Thai would be a pressure to induce an outflow which would result as a depreciation of THB currency.

In addition, the problem of unusual trading and the settlement of securities of More Return Public Company Limited that occurred during November 2022, which the Company has not been significantly affected by the transaction. However, the damage was widespread affecting the capital base of many companies. As a result, the securities company should have limited exposure and to be more cautious in purchasing securities transactions which will be a negative factor for growth. Currently, the case is under investigation by the Office of the Anti-Money Laundering Commission (AMLO).

Another important business risk factor is stock trading taxation. Thailand's cabinet resolved on 29 November 2022 approving a draft legislation to impose a financial transaction taxation (FTT) for securities traded in the Stock Exchange of Thailand. This will result in the resumption of financial transaction tax after more than 30 years of exemption. This will significantly increase the burden on investors and may also affect the demand for securities trading. The Federation of Capital Market Businesses (FETCO) estimates that it may result in a 30-40% loss in trading volume. Somehow, it is likely that the current government will not support tax collection policies. At the end of 2023, Prime Minister Mr. Settha Thavisin confirmed that the government has no policy to collect taxes related to stock trading transactions which includes financial transaction tax and capital gain tax.

We hope investors will be able to have the opportunity to invest in companies in Thailand and abroad. We start our global trade business since September 2022 which, in the first phase, allow our client to access opportunity from key markets in two main countries such as United States and Hong Kong.

To create greater awareness of our services and brand, UOB Kay Hian now participates in various media programs, both on television and radio. In addition, we have published our portfolio and investment perspective to a wider audience. Through more social media channels such as Facebook Live, YouTube Live to promote the quality products and services of our research team. We also have a marketing plan and various investment seminars which are designed to attract new customers. After we have done online marketing activities for the past 3 years, we have done more onsite seminar activities since the year 2023.

The company will remain "Your trusted financial partner" with good corporate governance, professionalism, and high-quality management together with knowledgeable and well-disciplined staff.

(4) Customer characteristics of the company

Company's customers There are both retail and institutional customers, both in domestic and foreign, whose proportion in the year 2021 - 2023 as follows:

Customer type ratio (%)	2021	2022	2023
Individual customers	85.20	77.23	71.46
Institutional customers	14.80	22.77	28.54

Note: Calculated from the total trading volume of the company

In 2023 the Company has not depended on revenues from major customers more than 10% of brokerage fee from securities business. The proportion of trading value of major customer for 10 consecutive accounting for approximately 13.98% and on year 2022 representing approximately of 12.42%.

For securities trading for each account type, the details are as follows:

Account type proportion (%)	2021	2022	2023
Cash account *	93.01	94.15	91.21
Credit balance account	6.99	5.85	8.79

*Note: * Includes trading value of clients who borrowed to buy securities from TSFC.*

The proportion of credit balance accounts increased from 5.85% in 2022 to 8.79% in 2023, and the proportion of the cash accounts of the Company for year 2023 decreased from 94.15% to 91.21%.

(3) Provision of services

Source of funds

Company's source of funds from the shareholder's stock basis as at December 31, 2023, the Company has registered capital of Baht 502.45 million, paid 502.45 million baht, which is part of the shareholders Baht 4,199.00 million.

Financing or lending through individuals involving management or major shareholders

Because the Company with better liquidity management, there is no outstanding loan balance from financial institutions as of December 31, 2023.

(4) Assets used in business operation

(A) Value of assets used in business operation

As of December 31, 2023 UOB Kay Hian Securities (Thailand) Public Company Limited has assets used to operate business. Details are as follows;

	Property details	Net book value (baht)
1	Leasehold improvements	6,218,955
2	Furniture, fixtures and office equipment	35,638,804
3	Vehicles	12,023,793
4	Leasehold improvements and office equipment under installation	-
Total		53,881,552

In addition, the Company has intangible assets, such as computer software. The net book value as at December 31, 2023 of Baht 14,508,549 TFEX membership fee Baht 5,000,000, Goodwill Baht 252,678,922, Computer software under installation of Baht 986,230 and licenses in various types of securities businesses which did not specify the value in the Company's financial statements. With details as follows

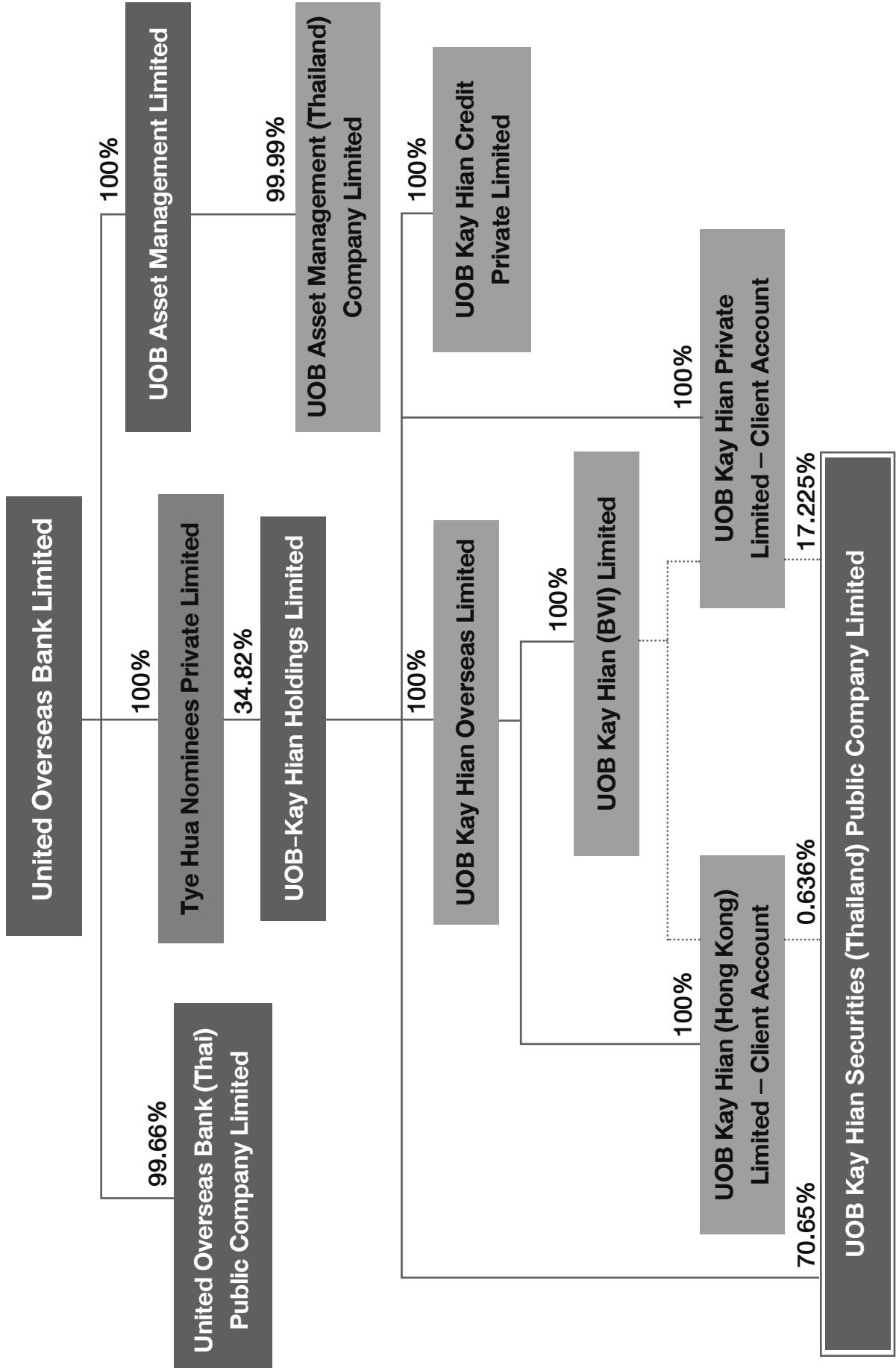
License	No. (Date of issue)
Engaging in securities businesses, consisting of	No. 002 / 2541 (23 July 1998). Effective date 4 August 1998
• Brokerage • Securities Trading • Investment Advisor • Underwriting of securities	
Sales support or redemption agent	No. Khor. 207 / 2003 (20 January 2003).
Financial advisor	No. SEC.Jor Kor. 323/2014 (September 5, 2014 - September 4, 2019) The Company has applied for approval as a financial advisor on August 13, 2014.
Futures Trading Agent	No. 0042 / 2005 (15 November 2005). Effective date 14 October 2005
Trademark (UTRADE)	Product / Service Category: Securities Business Registration number: Bor 55413 Coverage period: December 7, 2021 - December 6, 2031.
Debt Instrument Trading	No. SEC.BorThor.3160/2556 effective 14 October 2013
Bondholders Representative	SEC Letter No. Jor Tor 178/2018 date 15 May 2018, the Company filing on 30 April 2018.
The Securities borrowing and lending	Dor 07-0050-33 (10 June 2020) It is effective from June 10, 2020.

(B) lease agreement

The Company has entered into a building lease agreement with Siam Sindhorn Company Limited, a person who is not related to the Company to serve as the headquarters. For the building that the Company has leased for use as the branch offices of 40 branches in Bangkok metropolitan and other provinces of the 2023 please see leases in Attachment 4 Assets Used in Business Operations.

1.3 Shareholding structure.

1.3.1 The shareholding structure of the company group



Summary of the nature of the relationship of the juristic person that may have a conflict of interest.

Name	Nature of business	Relationship
UOB-Kay Hian Holdings Limited	Singapore Holding Company	United Overseas Bank Limited holds 34.82% of shares
UOB Asset Management Limited	Asset Management Business in Singapore	United Overseas Bank Limited holds 100% of shares
UOB Kay Hian (Hong Kong) Limited	Hong Kong Securities Business	UOB Kay Hian Overseas Limited holds 100% of shares
UOB Kay Hian (BVI) Limited	Investment business	UOB Kay Hian Overseas Limited holds 100% of shares
UOB Kay Hian Securities (Thailand) Public Company Limited	Securities business in Thailand	UOB-Kay Hian Holdings Limited holds 70.65% of shares
UOB Kay Hian Private Limited	Buy-Sell Agent in Singapore	UOB-Kay Hian Holdings Limited holds 100% of shares
UOB Kay Hian Overseas Limited	Investment Holding in Singapore	UOB-Kay Hian Holdings Limited holds 100% of shares
UOB Kay Hian Credit Private Limited	Money lending business	UOB-Kay Hian Holdings Limited holds 100% of shares
UOB Asset Management (Thailand) Company Limited	Asset Management Business	UOB Asset management Limited holds 99.99% of shares
United Overseas Bank (Thai) Public Company Limited	Bank in Thailand	United Overseas Bank Limited holds 99.66% of shares

1.3.2 Shareholders

(1) List of major shareholders

As of December 31, 2023, the Company's major shareholder is UOB-Kay Hian Holdings Limited holding 70.65% with details as follow:

No.	Name	Number of shares	%
1.	UOB-Kay Hian Holdings Limited	355,000,000	70.654
2.	UOB Kay Hian Private Limited	86,547,734	17.225
3.	Mr. Sophon Mitphunphanich	24,246,448	4.826
4.	Mr. Wachira Tayanaraporn	10,000,000	1.990
5.	UOB KAY HIAN (HONG KONG) LIMITED - Client Account	3,195,000	0.636
6.	Mr. Siraprasert Jeeraponprapa	2,035,900	0.405
7.	Mrs. Naowarat Pinijkusonjit	1,450,000	0.289
8.	Ms. Anchana Pinijkusonjit	1,400,000	0.279
9.	Thai NVDR Company Limited	1,048,064	0.209
10.	Mr. Asakul Duangkosol	900,000	0.179
Total		485,823,146	96.691

As of December 31, 2023, UOB-Kay Hian Holdings Limited was the Company's major shareholder and has issued share capital of S\$319,307,481 or 910,038,731 shares. (Share Buyback Account 10,000,000 shares or S\$13,897,707.07)

The shareholding structure of UOB-Kay Hian Holdings Limited is as follows:

TOP TEN SHAREHOLDERS AS AT 31 DECEMBER 2023	NO. OF SHARES	%
TYE HUA NOMINEES (PTE) LTD	313,360,043	34.82
UOB KAY HIAN PTE LTD	120,363,509	13.37
U.I.P. HOLDINGS LIMITED	98,306,346	10.92
TANG WEE LOKE	42,168,232	4.69
CITIBANK NOMS SPORE PTE LTD	22,939,916	2.55
DBS NOMINEES PTE LTD	16,167,986	1.80
RAFFLES NOMINEES (PTE) LIMITED	13,288,639	1.48
UNITED OVERSEAS BANK NOMINEES P L	10,393,203	1.15
LIM AND TAN SECURITIES PTE LTD	10,366,458	1.15
UOB-KAY HIAN HOLDINGS LIMITED – SHARE BUYBACK ACCOUNT	10,000,000	1.11
TOTAL TOP 10	657,354,332	73.04
OTHERS	242,684,399	26.96
TOTAL	900,038,731	100.00

1.4 Amount of registered capital and paid-up capital

As of December 31, 2023, the Company has registered capital of Baht 502,448,570 with paid-up capital of Baht 502,448,570 which equals to 502,448,570 shares of Baht 1.00 each.

1.5 Dividend Policy

The Company has a policy to pay dividends at the approximate rate of 20% of net profit after deducting legal reserve. The payment is subject to the resolution of the shareholders' meeting.

Details of 2020-2022 dividend payment

Unit: Baht

Profit allocation details	Year 2020	Year 2021	Year 2022
1. Net Profit	239,646,211	381,045,224	217,211,672
2. Number of Shares	502,448,570	502,448,570	502,448,570
3. Legal reserve	-	-	-
4. Dividend Payment Policy	Minimum 20% of Net Profit	Minimum 20% of Net Profit	Minimum 20% of Net Profit
5. Dividend Payment (baht per share)	0.10	0.16	0.09
6. Total dividend payment	50,224,857.00	80,391,771.20	45,220,371
7. Dividend payment ratio of net profit (%)	20.97	21.10	20.82

According to the Company's Articles of Association, such dividend payment is paid to shareholders only those who are entitled to receive dividends as shown in the list on the record date of shareholders who are entitled to receive dividends.

2. Risk Management

2.1 Policy and Risk Management Plan

The Company has a policy, framework, and corporate risk management plans to audit, monitor and assess risks affecting the Company's operations, including measures to continually mitigate the risks to an acceptable level. Operating framework and risk management plans are as follows.

The company has established a risk management process in accordance with international standards. It consists of identifying risks, risk measurement and assessment, risk monitoring and risk control.

The company's risk management structure is as follows:

- 1) Board of Directors
- 2) Audit Committee
- 3) Risk Management Committee
- 4) Internal Audit Department
- 5) Risk Owner

Company's risk management framework

- **Risk coverage:** The Company assesses various risks that may occur and affect the Company's business and services both in terms of shareholders, customers, employees and all stakeholders including the environment and society.
- **Acceptable risk level:** The Company considers and determines acceptable risk levels along with guidelines for risk prevention so that employees act and manage risks in the same way.
- **Response to risks:** The Company has guidelines for responding to identified and assessed risks as follows:
a) Avoidance b) Reduction c) Sharing d) Acceptance.
- **Risk Governance:** The Company has a clear risk management structure efficient, appropriate, transparent and independent.
- **Risk management guidelines:** The Company has established risk management guidelines for the Company's business operations as follows: 1) risk identification 2) measurement 3) control 4) follow-up 5) reporting.
- **Stress testing:** The Company sets up various stress testing plans to identify risks and future change events by doing them periodically or when necessary in order to prepare for potential risks.
- **Resources and infrastructure**

2.2 Risk factors to business operation

2.2.1 Risk from market volatility

Over 49% of the Company's main income comes from brokerage fees which is directly related to the economic conditions' movement of money and capital markets Stock market trading volume Movement of capital and the confidence of investors, the average daily trading value in 2023 was Baht 51,082.48 million, reducing 28.28% from Baht 71,226.17 million in 2022. The Company has brokerage revenues in the year 2021 – 2023 amount of Baht 1,312.89 million, Baht 878.75 million and Baht 558.12 million, respectively.

In addition, the volatility of the political, economy, money market and capital market can occur due to several factors which is beyond the control of the Company such as oil price fluctuations, interest rate fluctuation including the stability of the political situation in the country and international economic conditions, etc. These events may

affect the confidence of investors both in the country and abroad. It also negatively affects the trading volume of securities in the SET. Including the amount of fund raising and listing of securities in the SET. These negative impacts are significant to business operations, financial position, and the performance of the Company.

2.2.2 Risk from competition in the securities business

The securities business is a highly competitive business, especially the securities brokerage business which is the main income of the Company. The Company has a policy to focus on providing quality services to maintain the Company's customer base along with expanding the existing customer base by increasing the quality of research, empowerment of personnel serving customers as well as empowering employees of the Company Service and advice are provided to customers as well as developing information technology systems to quickly respond to customers' need.

2.2.3 Risk from Customer's default of payment

As a brokerage business, there is a risk arising from the default of payment of customers. Which is caused by Inability to pay off customer debts and the volatility of investment conditions in the stock market at that time, however, the Company's cash account and credit balance accounts customers will be deposited securities in account with the Company which can be used as collateral. This makes it possible to reduce the risk to a certain extent. In addition, the Company will not deliver securities that have not yet paid the price to the customer which will be forced sale to bring money to pay the debt. But if the customer has traded in the same day (Net Settlement) customers have no securities in an account with the Company, it is still at risk from customers. In the years 2022 and 2023, the Company accounted for Trading value of customers' securities, cash account, to the Company's credit balance account equal to 94:6 and 91:9, respectively.

However, the Company controls such risks by increasing caution in considering the purchase limit approval, that is, beside to considering various information of customers, such as employment, income, history, and financial statement. The Company has scheduled a review of trading now at regularly, including there is a SET regulation on rules and procedures for cash securities trading, requiring clients to place collateral for trading securities of not less than 20% of the Company's securities trading limit approved for customers.

In the case of customers having high risk exposure compared to low grade securities, any securities with a high volume (High Exposure to A Low-Grade Stock), the Company will proceed as follows:

1. History, trading plan and payment analysis of customers.
2. To check the remaining value of the clients' securities with the Company and
3. The Credit Committee and/or Executive Committee will consider issuing further appropriate measures, such as adding such limited trading securities.

In this regard, the exposure to securities with price fluctuation and/or fundamentals have changed significantly (Exposure to Volatile Stocks). The Credit Committee will issue an internal memorandum to list such securities along with setting the rules for trading in such securities on a case-by-case basis.

For the credit balances account, the Company can reduce the risk if the customer fails to repay margin loan,

there is a policy to determine the appropriate credit limit and balance for each customer. And there are grading of securities that allow customers in margin loan and/or put as collateral in a credit balance account (Marginable Securities) by using the criteria for selecting quality securities that has a high market capitalization and have good trading liquidity.

The Company will review the list of marginable securities that are allowed to customers every 6 months. If any securities have price fluctuation and/or fundamentals changed significantly, the Credit Committee and/or Executive Committee can consider changing any additional initiative or policy that is appropriate.

If the customer's debt balance exceeds the approved limit arising from the interest calculation on the loan at the end of the month for 3 consecutive months, the Credit Committee will consider taking action as it deems appropriate as follows:

1. Reclaim some debt in which the customer may bring money to pay off excess and/or sell securities in the customer's account to be completed within 5 working days from the date the company notice of debt recovery.
2. When the said time has expired, if the customer does not take any action, the Company will force the sale of the Customer's securities until the total amount of debt does not exceed the approved limit. Starting with the securities with the highest loss first.

From the above risk control measures, the Company has a small proportion of troubled debtors when compared to all debtors.

2.2.4 Risk from computer system failure

The business operation of the Company needs to rely mostly on a computer system, the key computer systems of the Company are securities trading systems. These are systems that connect with the SET and the settlement between customers and TCH and process customer data, so if the computer system crashes, it will affect the Company's business operations.

However, the Company has measures to mitigate such risks by organizing regular audits of computer systems. And have a backup system along with the backup of important data that can be used continuously in case of unable to use the main system. For connecting the computer system between the headquarters and branches the Company has leased line backup switch (switch) automatically when the main leased line having problem. Additionally, the Company has contingency plans that can be used backup center, which is located at branch office, in case of being unable to work at the head office, the Company has tested the emergency plan annually at least once a year and the overall test results showed that it was able to work in accordance with the emergency plan.

2.2.5 Risk from management influence of major shareholders

As of December 31, 2023, UOB-Kay Hian Holdings Limited and the group is the major shareholder of the Company. The shareholding 70.65%, the UOB - Kay Hian Holdings Limited is regulated by the resolutions of the shareholders meeting, all directors will be appointed or requesting for resolutions on other matters requiring a majority vote of the shareholders' meeting including matters that the law or company regulations requires a vote 3 in 4 of the General Meeting of Shareholders. Therefore, the other shareholders of the Company are unable

to collect votes to examine and balance the matters proposed by the major shareholders to the shareholders' meeting for consideration. The Company has 2 directors representing the major shareholder, which is 25% of the directors of the Company. The Company has appointed 3 independent directors as Audit Committee from the 6 Directors as a 50%. The Audit Committee is responsible for supervising and auditing, including giving advice on the Company's operations to be transparent and correct.

2.2.6 Risk from dependence on UOB Kay Hian Group

As a result of the Service Agreement that UOB Kay Hian Group has assisted the Company in business development in various fields. By being part of the said group. The Company has benefited from affiliates, in addition, it has been cooperating in establishing a Cross Selling project with United Overseas Bank (Thai) Public Company Limited, which is a subsidiary of United Overseas Bank, which is intended to expand its brokerage services. This has been well received by the Bank's customers to mitigate such risks, the Company has started expanding its business to a more diverse customer base by developing securities trading channels via the Internet to be able to reach more retail customers. Business development for institutional customers and new business developments such as Wealth Management, Derivatives brokerage, Foreign Securities Trading Service and being a Financial Advisor, etc.

2.2.7 Risk from underwriting and underwriting guarantees

Underwriting and underwriting guarantee services are subject to risks if the Company is unable to distribute all securities under the underwriting guarantee as a result, the remaining securities must be taken into the Company's account. The Company will be liable for the loss that occurs if after the market price of such securities is lower than the price that the Company is guaranteed.

However, the Company be aware of the risks that may occur, the Company will give priority in giving opinions and assessing risks in the matter by considering the needs of customers and analyze the company's fundamentals and other factors involved before considering the approval of participating in the underwriting of securities.

2.2.8 Risk related to derivatives business

Because there are tight controls on approval limits of the Company together with the derivative products are traded in the collateral is in cash only, ensuring that the Company can control the risks associated with this service.

2.2.9 Risk from dependence on personnel

A brokerage business is a business that requires knowledgeable and skilled marketing personnel. Today, the competition in hiring a qualified Investment Consultant is intensifying, especially in market conditions conducive to investment and limited experience and expertise in securities business operations causing the competition of personnel in various lines. If there is a transfer of key personnel of the Company, it may adversely affect the continuity of business operations and results of operations of the Company.

However, the Company is aware of the risks of marketing personnel. Therefore, the Company has promoting and giving importance good welfare and training for employees to increase their knowledge and ability to be able to develop the potential of serving customers of the Investment Consultant as well.

2.2.10 Risk from relying on large or few customers.

In the year 2023, and 2022, the proportion of trading value of major customer for 10 consecutive accounting for 13.98% and 12.42% of total turnover, respectively. In the past, the Company did not rely on the income from any major customer to be more than 10% of the total revenue. If the Company had to lose revenue from such large customers. It may affect the Company's brokerage income. However, the Company plans to expand its customer base, especially retail customers by participating in activities organized by the Stock Exchange of Thailand (Roadshow), organizing marketing promotion activities in various forms, organizing seminars for the Company's customers and guests Development of Internet Trading Channels, and organizing seminars for customers and interested parties, etc.

2.2.11 Risk of wrong or wrongful performance of personnel (trading errors)

A securities business is a business that relies on reputation and trust from customers which the Company's personnel must be dealing with customer or dealing with sensitive information of customer. Therefore, if the Company's personnel failing to perform duties according to customer orders or not obeying regulations, Company's Articles of Association, or perform duties more than their authority, or personnel of the Company Deliver wrong trading information, including any other action that may cause damage to the customer, the Company may be affected by the reputation of the Company. And the trust of customers as well as the responsibility to indemnify the damages that occur.

In addition, some actions of the Company's personnel may violate any rules or regulations which may cause the Company to receive high fines or license cancellations or being prosecuted. This may have an impact on the financial position and the Company's operating results. In order to increase the careful performance of the Company's employees' duties and set clear penalties for various offenses, the Company has insurance to protect against the damage arising from the performance of mistakes or the wrongdoing of the personnel, which is the Financial Institution Crime and Civil Liability and Director & Officer Liability dealt with UOI to cover the damage to all UOB securities companies from various causes such as from employee negligence from theft or being forged Employee fraud and computer crimes including the damage that cannot be identified, etc. The insurance premium that the Company must pay equal to 411,378 Singapore Dollars or approximately Baht 14.64 million with a period of protection from October 1, 2022, to January 31, 2024, calculated according to the proportion of employees of each company (Allocate) (see details in Connected Transactions).

2.2.12 Risk from conducting business of the Company under strict laws, rules and regulations and supervision of relevant regulators.

Business operation of the Company is a business that is subject to the laws, rules and regulations of the SEC and the Stock Exchange of Thailand. If the rules, laws, and regulations change, it may affect the competition, Financial Cost, Performance such as changes in free securities brokerage fees. In addition, if the Company fails to comply with regulations, violations or negligence, the Company may be subject to probation or license withdrawal. The Company may be responsible for the business, as the Company must maintain a capital adequacy ratio, liquidity Net according to the minimum criteria set by the SEC etc.

However, the Company has a Compliance Department to monitor changes in the matter. Including supervising, controlling, and auditing of internal departments to follow the current criteria and keep informed of changes in regulations and rules that may occur in the future to those involved. For the changing rules and regulations, such as the liberalization of the securities business, which may affect the operations of the Company. The Company pays attention to the overall impact of its business operations which occurred because of such a change by using cost control measures in trying to maintain profitable growth of the Company.

2.2.13 Risk from the Company having more than 50% of a major shareholder

As of December 31, 2023, UOB-Kay Hian Holdings Limited holds 355,000,000 shares or 70.65% of the total issued shares of the Company. Thus making the group UOB-Kay Hian Holdings Limited has control over most of the resolutions of the shareholders' meeting, whether it is the appointment of directors or requesting for resolutions on other matters requiring a majority vote of the shareholders' meeting except for legal matters or the Company's Articles of Association stipulated that three-fourths of the shareholders' meeting must be received, so other shareholders may not be able to collect votes to examine and balance the matters proposed by the major shareholders.

2.2.14 Risk from stock having low free float resulting in low trading liquidity.

As at March 14, 2023, most shares of the Company in the amount of 439,623,734 shares or 87.5% held by 2 shareholders only and held by minority shareholders is a total 62,824,836 shares or 12.5%, making it available the Company's shares that are currently traded on the stock exchange are quite small, resulting in a limited number of exchanges in the market, and ordinary investors cannot have access to normal trading, therefore shareholders may be at risk. In this regard, the Company has a share distribution proportion to minor shareholders below the criteria set by the SET, the Company must pay a penalty in accordance with the regulations of the Stock Exchange of Thailand and the Company has notified its progress and reported the results about solutions for major shareholders and the SET to know.

2.2.15 Risk from cyber threats

The Company places importance on the risks arising from cyber threats by collaborating with the parent company to set guidelines to deal with cyber threats effectively. Technology and tools are used to protect networks and computer systems from attacks by creating a protection system, installing Firewall and IPS to prevent and detect attacks. Server and client protection against viruses. The right to access various work systems and data is appropriately determined, including the review of the right to access important work systems. A system has been installed to prevent sensitive information from being leaked. There is a system to prevent malicious and inappropriate website access. There are regular inspections from both internal and external auditors to ensure that the system meets standards.

The Company has practice drills for dealing with disasters or computer system disruptions so that business can continue to operate. There is protection against secretly intercepting data sent over the network by encrypting the data sent and received. Access to the internal network system from outside the organization is controlled with strict measures. Add an identity verification method multi-factor authentications Controlling and checking the use of unauthorized programs to protect against danger from various dangerous programs (malwares).

2.2.16 Sustainability risks (ESG)

Sustainability risks It is a risk related to environmental, social and governance issues, such as the effects of climate change, water shortage, selecting materials that have an impact on society and the environment or is a risk to safety violation of human rights. Changing population structure is a challenge for the Company to find a way to manage risk to create opportunities and reduce risks that affect the ability to generate profits. Image competition, the reputation and survival of the Company therefore, we must focus on risk management by setting missions and strategies including analyzing risks and important issues regarding sustainability to incorporate risk management at various levels to build confidence among key stakeholders.

SUSTAINABILITY REPORT 2023

3. Business Driving for sustainability

The Company's guidelines and policies to manage sustainability at the corporate level and in line with business strategies to reflect the intention and commitment to drive business regarding environmental, social issues encompassing human rights respect and good corporate governance or corporate governance (ESG) policies consistent with sustainable development goals (Sustainable: Development Goals: SDGs) of the United Nations.

3.1 Policy and Sustainability Management Goals

The Company has determined the objectives of the business operation with a goal and a strong will to be the leading financial institution in the region along with creating a good society to grow together sustainably by considering the creation of social responsibility values. This will bring the greatest benefits to society, community, environment, and all stakeholders. In terms of business operations, the Company has put emphasis on good corporate governance, all forms of anti-corruption and operations with transparency, etc. Focus on and strengthen the people and general investors have a good understanding of investment and create wealth for people through money saving for the country's economy to grow sustainably.

In terms of customers, the Company is committed to delivering quality services, ethical service, transparent and accountable with an emphasis on product development and always having new services as well as focusing on customer confidentiality service with fairness and equality. The Company focuses on the development of the personnel of the Company. With knowledge and international courses to develop the Company's personnel to have the quality of service to our customers. New products and technologies that are trending and playing an important role in the service industry.

3.2 Managing stakeholder impacts in the business value chain.

3.2.1 Value Chain of Business

The Company is committed to creating value for the service to meet the expectations of the stakeholders, treatment of stakeholders by considering the legal rights of all groups of stakeholders, namely shareholders, employees, customers, competitors, creditors, society and environment. All stakeholders will be treated fairly in accordance with the law or agreement with the Company.

- Shareholders :** The Company focuses on managing the Company for profit to generate returns for shareholders. The Company has a policy to pay dividends at the rate of not less than 20% of the net profit and promote the exercise of shareholders' rights and treat shareholders equally, as well as obtaining important information that is up to date of the Company published through the Company's website continuously and regularly.

In 2023, the Company paid dividends to shareholders at the rate of Baht 0.09 per share, or 20.82% of the net profit for the year 2022, which is according to the dividend payment policy at the rate of not less than 20% of the net profit after deducting the various reserves that the Company has set.

• **Customers** : The Company has emphasized on its employees to treat every customer equally and fairly by providing good quality service, keep customers confidential, provide accurate, complete and timely information to customers. And the company has products for customers to choose for investment, covering in all products. Customers can manage their investment portfolios thoroughly. The Company has continuously developed a service model that covers the needs of customers in which consider to the interests of customers by without focusing on employees to encourage customers to buy and sell to get a lot of trading volume.

In the past year the Investment Consultant of the Company has informed customers to be careful with investment by considering information before investing. Therefore, the customers of the Company were not affected by high-risk stocks. The Company also encourages customers to have a channel to suggest and make complaints in case of unfairness by expressing opinions, suggestions, and other complaints through the following channels of communication with the company.

- Email, phone number,
- Compliance Department.
- Business Development and Sale Support.
- Legal Department and Company Secretary.

• **Competitors** : The Company will treat all competitors equally and fairly, adhere to the principles of agreement they have with each other and according to the agreement of members under the competition law, regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission including the agreement that the Association of Thai Securities Companies asks for cooperation from members. The Company is strictly for hiring employees without the policy of attracting Investment Consultants from other securities companies without violating the confidentiality or knowing the trade secrets of competitors by fraudulent means. Therefore, the following guidelines have been prescribed.

- Behave within the framework of good competition.
- Not seeking the competitor's confidential information through dishonest or inappropriate means.
- Do not destroy the reputation of its competitors by malicious accusations.

• **Business partners** : The Company attaches great importance to the selection of suitable business partners. The Company must ensure that the selection process and the treatment of business partners are equal and fair. The Company realizes the importance of having a business partner with good reputation, ethics, professionalism in accordance with standards including promoting and supporting business partners to fight against corruption to lead to the development of mutual business to make more progress.

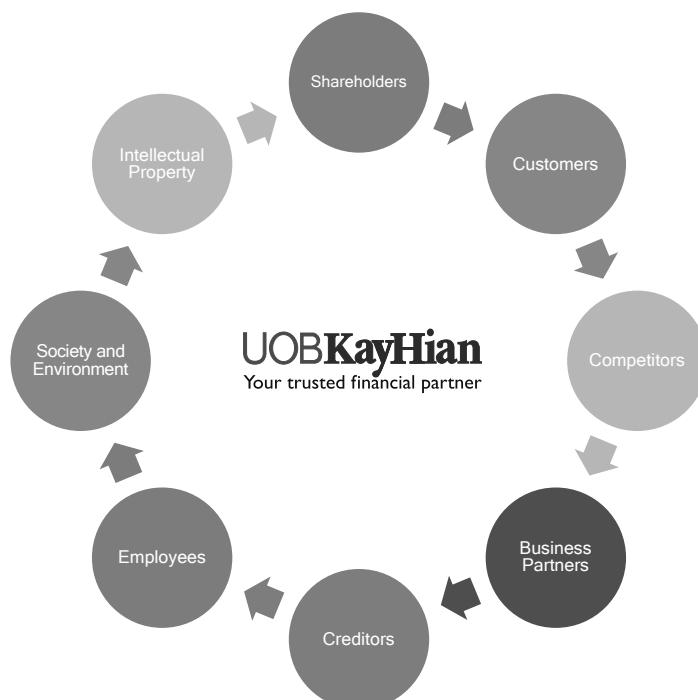
• **Creditors** : The Company complies with various contracts and obligations with the creditors of the Company strictly both in regard to the purpose of using the money, repayment of principal and interest and any other matters that have made an agreement with the creditors of the Company including financial status reports and financial information of the Company with accuracy and honesty on a regular basis. The Company is committed to maintaining a lasting relationship with creditors and trust in each other.

In addition, the Company has established capital management strategies for stability and strength to ensure that the Company maintains the ability to repay debts to creditors. Moreover, there is liquidity management in preparation for

repaying debts to the creditors of the Company to meet the maturity period. The Company has a policy to manage capital by defining the person responsible for planning, monitoring, and controlling capital status suit to the Company's transactions. There is an appropriate capital adequacy assessment process to be able to handle all significant risks both under normal conditions and crisis, as well as to comply with the net liquidity fund requirement of the Office of the Securities and Exchange Commission.

- **Employees** : Details can be found in the topic. "Social Responsibility" in the section of "Treating Labor Fairly"
- **Society and environment** : The Company promotes efficient use of resources in all processes related to doing business for the best benefit. The Company is the duty and responsibility of the management. And all employees, the Company will support human resources, budget, working time, training, and participation in presenting ideas for social and environmental development such as
 - Production of the invitation letter to the Annual General Meeting of Shareholders and that annual report The Company uses paper that meets the standards of environmental protection.
- **Intellectual Property** : The Company respects and complies with all intellectual property laws. There are policies and guidelines on non-infringement of intellectual property as follows:
 - All employees have a duty to protect and maintain the confidentiality of the Company's intellectual property in order not to leak those informations and must not use any of the Company's intellectual property rights for personal or other benefits without permission.
 - All employees must respect and honor the intellectual property of others. And do not use the intellectual property of others, not all or part of the work to use without permission from the owner of the work.

In 2023, the Company had a dispute with two customers in the case of defaulting on futures contract payments and a labor case against two employees regarding termination and compensation.



3.2.2 Analysis of the stakeholders in the value chain of the business

A group of important stakeholders, both inside and outside the organization, in relation to the business value chain. The stakeholders have an expectation that the Company will operate its business with profit and appropriate compensation. The Company endeavors to conduct business with prudence, transparency, and development for business success to meet the expectations of all stakeholders.

Stakeholders are individuals or units that involve in the Company's business operations directly and / or indirectly, which can be divided into a) Internal stakeholders are shareholders, employees b) External stakeholders are customers, business partners, community, society and environment.

The Company assesses stakeholders' expectations at least once a year through a hearing process, satisfaction surveys, meetings, or other participation channels to know the impacts and related issues between the Company and stakeholders, both positive and negative. Once the expectations of each group of stakeholders are known, the Company will consider a guideline to meet the expectations of each group of stakeholders. It reflects the cooperation and creation of mutual value between the business and stakeholders to reduce risks and create added value to the business.

Stakeholder groups	Stakeholder expectations	Meeting expectations of stakeholders
Stakeholders within the organization		
Shareholders	Dividends from the good performance of the Company	Has a clear dividend policy.
Employees	Salary and welfare of security	Consider appropriate salary, welfare, and safety.
Stakeholders outside the organization		
Customers	Fast, modern, satisfying service.	Develop employees and work systems including technology for customer satisfaction.
Business partners	The contract is justified And receive payment as scheduled and on time	Join the anti-corruption project
Competitors	Fair competition	Get involved with the association follow the guidelines of the established association.
Society and environment	Cooperation for community and environment development	Consider joining projects related to environmental conservation and community development.

3.3 Sustainability management in environmental dimensions

Environmental Policies and Practices

The Company has policies and guidelines to comply with environmental laws, rules and regulations which are relevant to the Company's business operations with a commitment to reduce negative impacts on the environment such as energy, water, garbage, waste. Raising awareness and campaigning to reduce plastic use and separate waste in the Company. Supporting the Zero Waste policy within the Company organization. Support policies to reduce electronic waste. Promote businesses that are friendly and care for the environment. The Company has participated in the project to strengthen the capital market and good governance. The details are disclosed on the Company's website.

3.4 Sustainability management in the social dimension

Social policy and practice

The Company is committed to creating a good society to grow with the Company sustainably, recognizing that social responsibility is important to go hand in hand with business operations. Building social responsibility with business practices aimed at maximizing benefits to society, communities, the environment, and all stakeholders. The Company has developed the potential of employees in the field of knowledge, attention to health and well-being, having awareness and care in providing correct knowledge to customers. Respecting human rights and diversity create access to investment knowledge for the public and create a good mental office to take care of society community and environment for employees and customers.

Sustainability and Social Responsibility Report

Statement of the Board

The Board recognizes that sustainability is a key component of the UOB Kay Hian Group's long term business strategy. The Board is responsible and committed to building a sustainable business in the interests of its stakeholders.

Sustainability Governance

In today's investment climate, non-tangible financial factors are becoming increasingly important to our stakeholders. Stakeholders are beginning to look beyond economic and operational factors in evaluating management and corporate accountability. This Sustainability Report is based on economic, social, and environmental issues that are material to the UOB Kay Hian Group of companies.

Scope of report and period of reporting

This report focuses on the sustainability practices and strategy of the UOB Kay Hian Group of companies which seeks to meet the interest of our stakeholders in the non-financial information of the Group and demonstrates our effort to report to shareholders and other stakeholders the steps we are taking to achieve a more sustainable business model and contribute to a more sustainable environment.

Framework

This report is prepared in accordance with the Global Reporting Initiative Standard: Core Option (GRI) and is also in alignment with SET Sustainability guidelines. The GRI standard is chosen as it is a universally accepted standard for reporting.

Engagement of key stakeholders

Key Stakeholders	Form of Engagement	Key Topics
Clients	Seminars, workshops, sales engagement, customer service hotline	Capital markets, corporate news investment strategy and tools
Regulators	Dialogue and face to face meetings	Regulations, cyber security corporate governance
Employees	Face to face meetings and discussions, corporate events	Performance, work efficiency, product related
Shareholders	Announcements, quarterly reporting, General meetings	Performance, corporate governance

Your trusted financial partner

As a provider of regulated financial services, the Company positions as a trusted financial partner of our clients. To achieve this, the Company has identified the following Key Environment, Social and Governance ("ESG") factors necessary which is for the continuing success of our business:

Material environment, social and governance ('ESG') factors**a Critical factors****1. Clients**

Our client base comprises financial institutions, fund management companies, corporations, high net worth and mass market retail clients. Each group of clients will have their own investment and trading strategies and will require different types of services and levels of engagement from us. As a trusted financial partner and responsible broker, the Company sees it having an important role sharing our knowledge and helping to develop the capital markets in the region. The Company is committed to educating the investment community and providing a robust platform and relevant investment/trading tools to help investors make better investment/trading decisions.

To achieve this, we have:

Trading tools	Regular seminars and workshops on trading tools, corporate and market updates on the major regional and global markets are conducted during the evening and weekends.
Education	Work with SET in their various education programs for investors.

Technology and Research	Invest heavily in technology and research to help our clients make better investment decisions.
Feedback	Engage our clients actively and solicit feedback on their various investment needs.

2. Integrity and Fair Dealing

The Company strives to develop a corporate culture which will give our clients the confidence that they are dealing with a financial institution where fair dealing is central to the corporate ethos. The confidence clients place in us and their trust in our ability to help them manage and safekeep their assets is a core ingredient to the success of our business.

To achieve this, we :

- (a) Inculcate a corporate culture where our trading representatives and staff apply the highest professional and ethical standards in dealing with our clients. Checks are in place to ensure there is no conflict of interest in handling of client orders;
- (b) Conduct reviews to ensure that our staff and trading representatives satisfy the 'fit and proper' criteria for the role they are engaged in;
- (c) Have procedures in place to ensure that investment products are screened by our product committee and proper client assessments where necessary are conducted;
- (d) Procedures are in place to ensure that there is no conflict of interest in the handling of market sensitive information;
- (e) We have an independent department to handle client complaints. We believe in instilling a culture of doing what is right and fair to the clients in the handling of complaints. Complaints are escalated to senior management; and
- (f) Client feedback and complaints are reviewed by management on a regular basis to enable the Company to improve its service level.

3. Human Capital

Our staff and trading representatives are our key assets. The UOB Kay Hian Group believes in an all-inclusive work environment, and we have a multi-cultural and multi-generational workforce. As a regional broker with footprints in the major regional markets, we recognize that we deal with clients and colleagues from diverse cultural backgrounds. In our dealing with our overseas clients and colleagues we are mindful of the need to be sensitive to the cultural diversity of the clientele of the different countries. We believe it is important that where possible, local talent across all levels is hired in our overseas offices. We recognize the importance of having an appropriate human capital strategy in a very competitive environment to make sure that we can recruit and retain the right talent. We believe in nurturing our talent, managing employee performance, cultivating leadership skills and planning for succession. We have in place a holistic and sustainable package to attract and incentivize the right talent. We recognize the need to help our colleagues build a meaningful career and provide a physically and professionally conducive environment to help our colleagues achieve their professional goals.

To achieve this:

- (a) We conduct regular reviews to ensure that our remuneration package is in line with the industry and commensurate with the job;
- (b) In addition to a basic salary, we offer a sustainable performance bonus based on the Company's as well as the employee's performance;
- (c) Identify and promote deserving staff with potential to develop their career in the organization;
- (d) Regulatory, technical and soft skills training is conducted to help our staff keep abreast of the demands of their jobs; and
- (e) We are dedicated to principles of fair employment in our HR policies, abide by labor laws and are guided by the tripartite guidelines.

To have a sustainable business, we recognize the importance of renewing and refreshing our talent pool and preparing staff with the potential to assume key management and leadership positions.

We recruit graduates and mid-career professionals looking for a career switch from within and outside the industry and groom them to take on various roles within the organization.

We believe that the diverse talent we have can only be good for the overall talent development within the organization.

Our multi-generational work force encompasses young millennials to industry veterans who have passed their statutory retirement age and who still could contribute to the Company and society. We believe a good blend of the young with fresh ideas and the experience of the veterans can only be good for the Company and help us to service our multi-generation client base better.

We are committed to gender equality and equal opportunities. We hire and promote based on suitability and merit.

We believe that staff welfare is an important supplement to the remuneration package offered to our colleagues. In this respect, we provide health and dental care and organize companywide gatherings.

To ensure that we are working together as a team, we share the Company's vision and strategic developments with our colleagues.

As part of staff benefits and welfare, long serving staff and investment consultant are recognized with long service awards.

Our workforce comprises the following stable:

AGE RANGE	%
35 years and below	16.18
36-50	39.45
>50	44.38
Total	100.00

GENDER	%
Male	43.14
Female	56.86
Total	100.00

4. Technology Risk

As a provider of stock broking services, we are in possession of client sensitive information, we are mindful that we are exposed and vulnerable to cyber security-related threats prevalent in the digital era. Such threats if not properly addressed could potentially cause disruption to our services and leakage of sensitive information.

We cater to an increasingly technology savvy and sophisticated clientele, reliance on technology to service our clients will increase. We recognize that this will increase our risks and exposure to cyber security threats, and it is thus important that we strike the correct balance between having a user friendly and accessible platform and at the same time ensuring that sufficient security checks and controls are in place to protect sensitive information.

To retain the confidence and trust of our clients, it is critical that we have a robust and reliable trading and back-office system as any disruption can cause financial and reputational damage.

To address this, we conduct regular vulnerability assessments of our networks and systems to ensure that vulnerabilities identified are resolved timely. We continue to invest in security and surveillance systems and at the same time enhance our recovery capabilities in the event of unlikely emergencies arises.

We regularly benchmark ourselves against the technology risk management guidelines issued by the regulators to ensure that we meet the standards expected.

5. Governance and Regulatory Compliance

Our corporate governance report is set out in our annual report.

As a provider of financial services, we recognize the need for the regulators, in the various jurisdictions that we have a presence, to have strict rules and regulations governing how we conduct our business and how we deal with our client orders and their assets in order to ensure that our business is sustainable and the integrity of the financial systems of these countries are not compromised.

Our organization structure, operating policies and procedures are designed to ensure that appropriate segregation of duties and controls are in place to meet the high standards set by the regulators. Independent audits and compliance checks are conducted on a regular basis to ensure that our systems and procedures adhere to and comply with regulatory standards and requirements. The audit committees review the audit reports of the internal audit departments to ensure remedial measures are taken to address regulatory and internal control lapses.

The regulators conduct regular meetings with industry participants on an industry-wide basis and at the Company level to help us keep abreast with regulatory changes and for us to provide feedback on the various laws and regulations. Such meetings are a useful platform to ensure that the rules and regulations, our business strategy and practices remain relevant in a fast-changing environment where increasingly sophisticated technology provides both a wealth of opportunities and threats to our business.

As a major financial centre, we appreciate and understand the need of the regulators to combat anti-money laundering and the funding of terrorist activities. We have in place a robust Anti-Money Laundering Policy and framework. We also co-operate with the authorities in not dealing with potential clients who are

in the Sanctions list. We have in place robust and appropriate due diligence and 'Know Your Customer' assessment procedures when accepting new accounts. These assessments are conducted using established data providers who are specialists in this area and through publicly available data.

Monitoring procedures are in place to report suspicious transactions to the relevant authorities.

We promote transparency and have a whistle blowing policy where investors and staff are encouraged to report any improper, illegal, or criminal activities.

b. Important factors

1. Community and Social Responsibility

As responsible corporate citizens in the countries in which we operate, we recognize that we have obligations to the investing public and society at large.

We offer internships to the last year students for them to have a better understanding of how to invest and the business environment in which we operate.

We donate to various charities and community projects.

2. Environmental Policies and Practices

We are committed to playing an active role in preserving our natural environment, reducing the depletion of our natural resources and the minimization of our carbon footprint. We constantly remind our employees to reduce paper, power consumption and water usage. Electronic devices, lighting and air conditioning in the office are where possible turned off after office hours.

We have been committed towards a paper-less environment since the end of 2016.

(a) Our shareholders

Since 2018, as part of our sustainability efforts, we are not sending CD roms or hard copy Annual Reports to shareholders as our Annual Reports will be available online from our Company's website.

(b) Our clients

Towards the end of 2016, we have started to implement the delivery of e-statements and e-contract notes to our clients, reducing the printing of physical statements and contracts, thus helping to promote a more sustainable environment and at the same time improving the timeliness of such reports to our clients.

(c) Our staff

- (i) We have over the last 3 years ceased to provide printed trade reports to our trading representatives. Efficiency and reduction in carbon footprint waste have been achieved through the migration of such reports to an electronic platform.
- (ii) Circulars, announcements and formal communication with colleagues are currently done through the office intranet and email.
- (iii) Staff are constantly reminded to minimize printing of reports and are encouraged to recycle and reuse papers.

Water and electricity consumption (Unit)	2023	2022	2021
Amount of electricity used	1,346,324	1,591,287	n/a
Amount of water used	3,941	3,936	n/a

Targets for 2023

Clients

We recognize that client engagement and education continue to be important factors in our business. To this end, we shall continue to organize seminars, workshops and presentations by fund houses and corporates to keep our clients abreast of developments in the capital markets and investment opportunities which are relevant to their needs.

Technology risk

We continue to review and monitor our vulnerability to intruders and hackers and invest in relevant tools to mitigate cyber security risks. We will be conducting cyber security awareness training to remind our colleagues of how risks can be mitigated.

To ensure business continuity, we will be testing our operational resilience and incident communication procedures to ensure that we are prepared in the event of disruption due to factors beyond our control.

Human capital

We believe in staff recognition and will be implementing programs outside our normal remuneration structure to encourage our colleagues to provide better service and to promote teamwork.

The Company has created the Fit&Firm 2023 project (lightweight) for the health of employees.



Governance and Regulatory Compliance

This is an on-going process, and we shall continue to engage with the regulators and how we can work towards better investor protection and to enhance the reputation of the financial markets in Thailand.

Community and Social Responsibility

We shall continue to offer scholarships to students in tertiary education and to engage in community work.

1. Project to bring loved one home.

Accepting donations of cosmetics to be used to decorate the faces of those who have passed away.

Give to the Bring Your Loved Ones Home Project, Lopburi Province.

2. Projects accepting lottery donations.

Use them to make sandalwood flowers, wreaths, hats or flower vases for the Special Children's Welfare Center, Wat Huai Moo, and students in Nakhon Phanom Province to increase income for the family.

Environment Policies

Over the past year, we have increased the use of electronic communication with our clients and trading representatives to reduce our carbon footprint. Plans are in place to further reduce the number of printed notices and communications. We target to maintain the same level of power consumption.

4. Management's analysis and explanation

The overall operating results in 2023 and 2022 of the Company, the total income amounted to Baht 1,143.53 million and Baht 1,386.71 million respectively. The net profit amount to Baht 90.86 million and Baht 217.21 million respectively. Mostly income of the Company came from securities business which the Company had market share of 1.91% in 2023 and 2.20% in 2022. The trading volume of Company in 2023 and 2022 was Baht 458,652 million and Baht 748,216 million respectively.

Operational Performance

• Revenue

The Company's revenue comprises of brokerage fees on securities and derivatives trading, service fees, interest income, gains and return on financial instruments such as gains (losses) on securities and derivatives and dividend income and other income such as fees from transferring share, fees from being a share registrar. Nevertheless, the major source of the Company's income is from securities brokerage. Previously, the Company's income from brokerage fees was equivalent to 49-79% of total income. Most of the clients were retail investors, which were equivalent to 71-85% of the Company's securities trading value, and the value of trade from institutional clients was 15-29% of the Company's total. The gains (losses) on trading securities and derivatives in the Company was a result of Block Trade transactions, trade error from securities and debt securities trading, and gain on debt securities.

In 2023, the Company's total revenue reached Baht 1,143.53 million, decreased by 17.54% compared to the previous year's amount. This was due mainly to the decreasing of revenue from brokerage fees while fees and service incomes and interest income was increased from last year.

Revenue from Brokerage Fees

Revenue from brokerage fees is directly related to the overall trading value in the stock exchange, and in turn is attracted by market conditions and other factors.

In 2023, the Company had revenue from commission totaling Baht 654.88 million, reducing 34.22% yoy. The Company's market share in 2023 declined to 1.91% compared to 2.20% in the same period of last year. We ranked 15 amongst the brokers in terms of market share, a slight decline from 14th the year before. Overall, of Thai equity market, the main activity came from foreign investors, which accounted for around 50.68%, compared to around 45.56% of the total value in 2022. The second rank was local investors, which accounted for around 33.82%, compared to around 39.03% of the total value in 2022. Institution investor's trading activity was 8.17% of the total trading value, compared to 7.46% in 2022.

The trading volume was concentrated in securities companies with high market share with a variety of financial products (eg. Derivative Warrant, Blocktrade, Equity linked note, etc.), some of which have foreign trading volume in the form of direct market access (DMA), resulting in volume growth which is clearly superior to the overall market. The proportion of trading volume of the top 10 securities companies with market share in 2023 was 65.76% from the previous year at 62.38%, increasing by 3.38%, while the total trading volume of securities companies with the top 10 highest market share dropped just 22.41%, which was better than the industry-wide trading volume which dropped 29.49%.

Competition in trading fees has stabilized. We see the introduction of innovation in trading technology and a wider range of financial products (including foreign securities and digital assets) to investors as a channel to diversify our revenue sources. The new competitor that uses zero commission strategy is going to start to charge lump sum commission depending on trading volume. This is a good sign as it means the price competition should be stabilized. Somehow, we are still closely monitoring the competitive situation in the industry.

Company's Performance	2021	2022	2023
UOBKHST's trading value (Baht million)	1,206,932	748,216	458,652
UOBKHST's market share	2.94	2.20	1.91
Ranking	12	14	15

Source: Stock Exchange of Thailand

Type of Company's Investor (%)	2021	2022	2023
Individual	85.20	77.23	71.46
Institutional	14.80	22.77	28.54

Remark: Calculated from the Company's total trading volume

Other Revenue other than Brokerage Fees

In 2023 and 2022, the Company had fee and service income Baht 219.97 million and Baht 165.22 million and accounted for 19.24% and 11.90% of the Company total revenue, respectively, or increased 33.13% from the previous year as a result of increasing in fees from selling agent of investment units and financial advisory services.

In 2023 and 2022, the interest income of the Company was Baht 191.72 million and Baht 115.32 million and accounted for 16.77% and 8.32% of the Company total revenue, respectively. The increasing of 66.25% from previous year, this was from increasing in interest rate of cash deposit and interest margin loans rate was increased in year 2023.

The income from gains and return on financial instruments were equivalent to 4.95% and 5.50% of total income in 2023 and 2022, respectively. Most of the income was gain on debt securities of private sector and return on Block Trade transactions.

Expenses

The 2023 operating expenses of the Company was Baht 1,031.78 million, decreased 6.81% from year 2022. The breakdown for the expenses were (1) Employee benefits expenses accounted for 49.05% (2) Fees and service expenses accounted for 16.84% (3) Interest expenses accounted for 1.79% (4) Others expenses accounted for 26.96% of the total expenses. Total expenses for 2023 has decreased compare to 2022, mainly due to the decreasing of employee benefits expenses, decreased 9.56% from incentive of Investment Consultants according to the decreasing of brokerage fees, fees and service expenses, decreased 16.03% from previous year, expenses that related to securities business was decreased similarly with the decreasing of brokerage fees.

The Company's interest expenses in year 2023 was Baht 18.50 million, increased 81.72%. This was the result from the increasing of interest rate for customer's cash deposit in year 2023.

Net Profit

In 2023, the Company had net profit of Baht 90.86 million, decrease of Baht 126.35 million or 58.17% from 2022. As a result of decreasing in the Company's brokerage fees according to trading volume of market in year 2023 was decreased.

The Company recognized loss on remeasurements of defined benefit plans net with income tax relating to components of other comprehensive income of Baht 5.14 million in 2023, so the Company had total comprehensive income of Baht 85.72 million.

Financial Situation

Assets

The amount of total assets, as of December 31, 2023, was Baht 6,635.97 million. Slightly decreased 3.83% from the previous year.

• Cash and Cash Equivalent

As of December 31, 2023, the Company had cash and cash equivalents amount of Baht 1,032.26 million, increased from 2022 by Baht 790.34 million or 326.70% as a result of increasing in cash provided by operating activities.

- **Receivables from Clearing House and broker – dealers**

As of December 31, 2023, the Company had receivables from Clearing House and broker - dealers of Baht 234.68 million. Such a receivable varies according to trading volume which is normal in securities business.

- **Securities business receivables and Derivatives business receivables**

As of December 31, 2023, the Company had the receivables from securities and derivatives business receivables amounting to Baht 3,756.45 million, and decreased of 11.04% from 2022 because of the market condition and trading value at the end of year 2023. The breaks down of securities business receivables and derivatives business receivables as of December 31, 2023 are as follows:

- Receivables from customer accounts - cash of Baht 1,968.23 million, decreased from previous year end by Baht 277.00 million, balance varies according to volume of trades during the last 2 trading days before year end date.
- Receivables from customer accounts - credit balance of Baht 1,779.05 million, decreased from year 2022 by Baht 190.41 million. As a result of the decreasing of margin loan transactions.
- Other receivables, which are settlement of trades exceeding T+2, receivables from restructured account, and installment as of December 31, 2023 there are default receivables in credit risk amounting to Baht 0.52 million.

As of December 31, 2023, the Company has allowance for expected credit loss of Baht 0.52 million.

- **Non-collateralized investments**

The mainly investment of the Company is investments, fair value through profit or loss which consist of debt securities of private sector of Baht 738.89 million and listed equity securities for block trade of Baht 269.94 million accounted for 15.27% of total assets.

As of December 31, 2023 the Company had investments Baht 1,013.53 million decreased by Baht 440.76 million or 30.31%.

- **Goodwill**

As of December 31, 2023, the Company has Goodwill of Baht 252.68 million, decreased from end of year 2022 by Baht 32.53 million as a result of the management of the Company considered to record loss on impairment of goodwill and recognized as expense into the statement of comprehensive income for the year ended December 31, 2023 of Baht 32.53 million because some Investment Consultants who were transferred from Merchant Partners Securities Public Company Limited, Pi Securities Public Company Limited and AEC Securities Public Company Limited resigned from being employee of the Company.

- **Right-of-use Assets**

The Company has recorded right-of-use assets and lease liabilities. As of December 31, 2023, the Company's right-of-use assets amounted to Baht 83.07 million, decreased by Baht 30.68 million from 2022 due to depreciated of right-of-use during the year.

- **Other Assets**

These comprise of Indemnity compensation fund in net settlement system, deposits, prepaid expenses, accrued income. As of December 31, 2023, the Company's other assets amounted to Baht 188.92 million, increased by Baht 20.23 million of 11.99% from 2022.

Liquidity

In year 2023, the Company has cash and cash equivalents increased Baht 790.34 million as a result of cash provided by operating activities of Baht 916.56 million, mainly due to the decreasing of operating assets such as receivables and investments.

Significant factors that may affect future financial status or company performance

We expect market turnover in 2023 to slow down due to external pressure especially from the major central banks's policy that have to keep the policy rate at high level which will be a threat to global economy growth and risky asset prices. Moreover, the wide policy rate gap between US-Thai would be a pressure to induce an outflow which would result as a depreciation of THB currency.

In addition, the problem of unusual trading and the settlement of securities of More Return Public Company Limited that occurred during November 2022, which the Company has not been significantly affected by the transaction. However, the damage was widespread affecting the capital base of many companies. As a result, the securities company should have limited exposure and to be more cautious in purchasing securities transactions which will be a negative factor for growth. Currently, the case is under investigation by the Office of the Anti-Money Laundering Commission (AMLO).

Another important business risk factor is stock trading taxation. Thailand's cabinet resolved on 29 November 2022 approving a draft legislation to impose a financial transaction taxation (FTT) for securities traded in the Stock Exchange of Thailand. This will result in the resumption of financial transaction tax after more than 30 years of exemption. This will significantly increase the burden on investors and may also affect the demand for securities trading. The Federation of Capital Market Businesses (FETCO) estimates that it may result in a 30-40% loss in trading volume. Somehow, it is likely that the current government will not support tax collection policies. At the end of 2023, Prime Minister Mr. Settha Thavisin confirmed that the government has no policy to collect taxes related to stock trading transactions which includes financial transaction tax and capital gain tax.

Auditor Remuneration

At the end of fiscal year December 31, 2023, the amount of remuneration paid to DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD., which is the Company's auditor, amounted to Baht 2.14 million.

Other fees

The Company has no other non-audit fee payable to the auditor or an auditing firm which is associated with the auditor.

4.3 Financial matters.

Auditor's report summary

The Company's certified public accountant is Khun Wilasinee Krishnamra Certified Public Accountant Registration No.7098 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd, have audited the statement of Financial Position As at 31 December 2023, and the related statement of comprehensive Income, changes in owners' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies. The auditor's opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRSs").

Financial statement summary table

Summary of financial statements including Statement of Financial Position Statement of income and other comprehensive income Cash flow statement and financial ratios for the years 2021 – 2023.

STATEMENT OF FINANCIAL POSITION

	2023		2022		2021	
	Baht	%	Baht	%	Baht	%
ASSETS						
Cash and cash equivalents	1,032,261,113	15.56	241,916,815	3.51	741,075,190	10.76
Receivables from Clearing House and broker - dealers	234,682,313	3.54	332,147,831	4.81	762,039,376	11.06
Securities business receivables and Derivatives business receivables	3,756,453,376	56.61	4,222,571,519	61.20	3,693,493,414	53.61
Non-collateralized investments	1,013,526,941	15.27	1,454,283,337	21.08	1,096,972,815	15.92
Premises improvement and equipment	53,881,552	0.81	59,822,472	0.87	72,914,561	1.06
Goodwill	252,678,922	3.81	285,208,199	4.13	300,942,641	4.37
Intangible assets	20,494,779	0.30	21,674,294	0.31	22,088,383	0.32
Right-of-use assets	83,072,079	1.25	113,747,998	1.65	38,378,331	0.56
Other assets	188,922,420	2.85	168,695,229	2.44	161,679,890	2.34
TOTAL ASSETS	6,635,973,495	100.00	6,900,067,694	100.00	6,889,584,601	100.00

	2023		2022		2021	
	Baht	%	Baht	%	Baht	%

LIABILITIES AND OWNERS' EQUITY

LIABILITIES

Payables to Clearing House and broker - dealers	1,011,793,278	15.25	181,262,559	2.63	-	-
Securities business payables and Derivatives business payables	1,038,927,822	15.66	2,138,170,494	30.99	2,490,348,539	36.15
Current tax liabilities	3,909,378	0.05	17,841,335	0.26	42,371,047	0.62
Lease liabilities	83,752,020	1.26	114,018,680	1.65	38,834,462	0.56
Provision for employee benefits	147,424,125	2.22	143,409,130	2.08	130,178,341	1.89
Deferred tax liabilities	684,633	0.01	2,625,289	0.04	1,445,216	0.02
Other liabilities	150,484,085	2.27	144,239,063	2.09	164,725,753	2.39
TOTAL LIABILITIES	2,436,975,341	36.72	2,741,566,550	39.73	2,867,903,358	41.63

OWNERS' EQUITY

SHARE CAPITAL	502,448,570	7.57	502,448,570	7.28	502,448,570	7.29
ADDITIONAL PAID-IN CAPITAL	455,750,395	6.87	455,750,395	6.61	455,750,395	6.62

RETAINED EARNINGS

Appropriated - Legal reserve	50,244,857	0.76	50,244,857	0.73	50,244,857	0.73
Unappropriated	3,190,554,332	48.08	3,150,057,322	45.65	3,013,237,421	43.73
TOTAL OWNERS' EQUITY	4,198,998,154	63.28	4,158,501,144	60.27	4,021,681,243	58.37
TOTAL LIABILITIES AND OWNERS' EQUITY	6,635,973,495	100.00	6,900,067,694	100.00	6,889,584,601	100.00

STATEMENT OF COMPREHENSIVE INCOME

	2023		2022		2021	
	Baht	%	Baht	%	Baht	%
REVENUES						
Brokerage fees	654,877,214	57.27	998,096,043	71.98	1,413,669,993	84.95
Fees and service income	219,969,668	19.24	162,742,149	11.74	58,781,007	3.53
Interest income	191,719,333	16.77	115,319,924	8.32	108,509,545	6.52
Gains and return on financial instruments	56,558,247	4.95	76,222,999	5.50	57,894,447	3.48
Other income	20,404,745	1.77	34,328,668	2.48	25,322,273	1.52
Total revenues	1,143,529,207	100.00	1,386,709,783	100.00	1,664,177,265	100.00
EXPENSES						
Employee benefit expenses	560,884,067	49.05	620,150,345	44.72	735,716,590	44.21
Fees and service expenses	173,724,332	15.19	206,893,804	14.92	170,577,129	10.25
Interest expenses	18,504,031	1.62	10,182,658	0.73	9,453,046	0.57
Reversal of expected credit loss	518,626	0.05	4,338	-	-	-
Other expenses	278,144,284	24.32	269,923,860	19.47	264,208,322	15.87
Total expenses	1,031,775,340	90.23	1,107,155,005	79.84	1,179,955,087	70.90
PROFIT BEFORE INCOME TAX	111,753,867	9.77	279,554,778	20.16	484,222,178	29.10
INCOME TAX	20,893,911	1.82	62,343,106	4.50	103,176,954	6.20
PROFIT FOR THE YEAR	90,859,956	7.95	217,211,672	15.66	381,045,224	22.90
OTHER COMPREHENSIVE INCOME	(5,142,575)	(0.45)	-	-	-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	85,717,381	7.50	217,211,672	15.66	381,045,224	22.90
BASIC EARNINGS PER SHARE	0.18		0.43		0.76	

STATEMENT OF CASH FLOWS

	2023	2022	2021
	BAHT	BAHT	BAHT
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before income tax expenses	111,753,867	279,554,778	484,222,178
Adjustments to reconcile profit before income tax to			
net cash provided by (used in) operating activities	(52,145,268)	(1,650,688)	21,310,870
Operating profit (loss) before changes in <i>operating assets and liabilities</i>	59,608,599	277,904,090	505,533,048
(Increase) decrease in operating assets			
Receivables from Clearing House and broker - dealers	97,465,518	429,891,545	165,903,935
Securities business receivables and Derivatives business receivables	466,893,440	(527,558,543)	(929,813,938)
Non-collateralized investments, fair value through profit or loss	440,756,396	(357,310,522)	(167,742,550)
Other assets	(11,893,422)	(4,842,256)	(6,927,001)
Increase (decrease) in operating liabilities			
Payables to Clearing House and broker - dealers	830,530,719	181,262,559	-
Securities business payables and Derivatives business payables	(1,099,242,672)	(352,178,045)	81,653,787
Other liabilities	7,281,761	(19,858,396)	12,005,484
Interest received (paid) Income tax paid and other received (paid)	125,154,666	27,288,193	17,779,640
<i>Net cash provided by (used in) operating activities</i>	916,555,005	(345,401,375)	(321,607,595)
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash payment for purchases of equipment	(25,613,869)	(17,049,582)	(24,041,466)
Cash payment for purchases of intangible assets	(4,777,902)	(5,778,115)	(8,769,664)
Proceeds from disposal of equipment	1,527,103	1,907,523	18,692
<i>Net cash used in investing activities</i>	(28,864,668)	(20,920,174)	(32,792,438)

	2023	2022	2021
	BAHT	BAHT	BAHT

CASH FLOWS FROM FINANCING ACTIVITIES

Cash payment for lease liabilities	(50,755,066)	(51,656,447)	(53,171,723)
Cash payment for interest under lease liabilities	(1,370,602)	(788,608)	(952,637)
Dividend paid	(45,220,371)	(80,391,771)	(50,244,857)
<i>Net cash used in financing activities</i>	<i>(97,346,039)</i>	<i>(132,836,826)</i>	<i>(104,369,217)</i>
Net increase (decrease) in cash and cash equivalents	790,344,298	(499,158,375)	(458,769,250)
Cash and cash equivalents as at January 1,	241,916,815	741,075,190	1,199,844,440
Cash and cash equivalents as at December 31,	1,032,261,113	241,916,815	741,075,190

FINANCIAL RATIOS

		2023	2022	2021
Profitability Ratio				
Gross Profit Margin	(%)	83.19	84.35	89.18
Net Profit Margin	(%)	7.95	15.66	22.90
Return On Equity	(%)	2.16	5.22	9.47
Efficiency Ratio				
Return On Asset	(%)	1.65	4.05	7.24
Asset Turnover	(times)	0.17	0.05	0.06
Financial Ratio				
Liquid Asset / Total Asset	(%)	30.76	24.51	26.61
Earned Asset / Total Asset	(%)	42.01	49.55	43.07
Liabilities / Equity	(times)	0.58	0.66	0.71
Dividend Payout	(%)	22.12	20.82	21.10
Other Ratio				
Investment / Asset	(%)	15.27	21.08	15.92
NCR (Calculated by SEC's Regulations)	(%)	164.33	200.77	139.87
Book Value Per Share	(Baht)	8.36	8.28	8.00
Book Value Per Share (Fully Diluted)	(Baht)	8.36	8.28	8.00

5. General and Other Important Information

5.1 General information

Share Registrar	: Thailand Securities Depository Company Limited
Location	: 93 The Stock Exchange of Thailand Building Ratchadaphisek Road, Dindaeng, Bangkok 10400
Telephone Number	: 02-009-9000
Facsimile Number	: 02-009-9991
Auditors	: Deloitte Touche Tohmatsu Jaiyos Audit Company Limited : Mr. Chavala Tienpasertkij Certified Public Accountant (Thailand) No. 4301 : Dr. Suwatchai Meakhaamnouychai Certified Public Accountant (Thailand) No. 6638 : Mr. Yongyuth Lertsurapibul Certified Public Accountant (Thailand) No. 6770 : Ms. Wilasinee Krishnamra Certified Public Accountant (Thailand) No. 7098
Location	: AIA Sathorn Tower, Floor 23rd – 27th, 11/1 South Sathorn Road, Yannawa Subdistrict, Sathon District, Bangkok 10120
Telephone Number	: 02-034-0000
Facsimile Number	: 02-034-0100
Legal advisor	: Dherakupt Consultant Company Limited
Location	: 546 Ratchada One Building, 15th Floor, Ratchadaphisek Road, Chandrakasem, Jatujak District, Bangkok 10900
Telephone Number	: 02-511-1512
Facsimile Number	: 02-938-1247

5.2 Other Important Information

• Service Agreement.

The Company has a service agreement with UOB Kay Hian Private Limited, a securities company in Singapore with expertise and experience in the securities business for a long time with a common shareholder with the Company which is UOB-Kay Hian Holdings Limited.

To transfer knowledge, expertise, and experience in doing securities business from UOB Kay Hian Private Limited in management and various fields and to support business development as well as take advantage of economies of scale to the portfolio within the Group and UOB Kay Hian Private Limited contract services on January 1, 2023 to automatically renew the contract. Original service in the year 2022 with details and conditions in the contract according to the terms of the original contract and to provide on going services in various fields, a summary of the service under the contract is as follows:

Management Support

UOB Kay Hian Private Limited provides management assistance and advice to the Company in business development by providing strategic advice, management organization of management structures and policies whether in credit business expansion, finance, and employee compensation, etc. In addition, UOB Kay Hian Private Limited is responsible for attending the Board of Directors' meetings of the Company to consider and help in solving major problems or obstacles of the Company.

Information technology

UOB Kay Hian Private Limited provides assistance and advice to the Company in the field of information technology operations in order to be the same standard as the whole group and more efficiently by providing assistance both according to the information technology plan of the Company and beyond the plan of the Company as necessary and appropriate, such services include assisting in hardware/software provider assessment, as well as recruiting and purchasing computer equipment, which will be combined in groups to increase negotiating ability assessment and care projects in the field of information technology improving the efficiency of the work system to support the work of various departments. In addition, UOB Kay Hian Private Limited also helps to develop and solve problems related to network infrastructure for the Company.

The Risk Management / Credit Control

UOB Kay Hian Private Limited participates in the review and consideration of the Company's credit policies and procedures to make it more prudent and concise including the assessment and approval of the credit limit for customers. It also helps in monitoring the risk management of the Company continuously and closely, such as monitoring the risks of the company to certain securities or customers, various transactions that do not comply with the risk management policy, etc.

Wealth Management

UOB Kay Hian Private Limited provides clients with wealth management investment advisory services by providing expertise and techniques to help organize analyze the products available in the market and contributes to the ability to create more wealth for customers and support development to build a good relationship with customers.

Audit and System Development

UOB Kay Hian Private Limited conducts periodic audits to ensure that the Company's policies and procedures are in line with and in accordance with applicable rules and regulations. And the internal operations are strictly controlled.

Business Development

UOB Kay Hian Private Limited helps the Company to promote the Brand Name and introduce the Company's services to be well known to the target customers, including the customers of UOB group both in the country and abroad (Cross Selling). Have an agreement with United Overseas Bank (Thai) Public Company Limited, which is a bank in the same group to introduce clients who wish to trade securities through the Company to expand their market base. In addition, UOB Kay Hian Private Limited has a duty to promote and support the practice of Investment Consultant Jobs as well as listening to the opinions of the Investment Consultant to improve the service to be more efficient.

The other side

UOB Kay Hian Private Limited will help and support to the Company's business, and also provide other services which are business support such as Operations, Human Resources and Office Administration by relying on the knowledge and experience in giving advice to be more efficient operations and have an adequate internal control system and it is the best use of shared resources within the group.

Service fees

Costs are considered according to the service hours and are divided into 2 types:

1. Service with staff from UOB Kay Hian Private Limited traveling to work in Thailand will charge a fee to provide the service on a daily basis at the specified rate depending on the level of staff who come to work, the said service fee maximum is Baht 4.32 million per year moreover, there are also cost charges according to actual costs, such as transportation, accommodation, food and so on.
2. Services that UOB Kay Hian Private Limited staff performs from Singapore. This fee is estimated based on the time spent on service and will be charged daily at the specified rate depending on the level of staff performing the job. This service charge is set up to Baht 13.2 million per year including other expenses incurred from the provision of services.

Duties and obligations of the parties

During the term of this contract, UOB Kay Hian Private Limited must ensure that the service personnel under this contract have the knowledge, competence and expertise to provide the necessary services and assistance in addition, management and staff of UOB Kay Hian Private Limited must not disclose any information received from providing services under this agreement to third parties without the consent of the Company. The officer must cooperate and provide the necessary information to UOB Kay Hian Private Limited.

Contract terms

This agreement has a period of 1 year starting from January 1, 2023, with an automatic renewal period of 1 year, however, the contract parties can terminate the agreement within 30 days prior to written notice unless the following events occur.

- (1) Either party breaches the contract.
- (2) Either party is bankrupt.
- (3) The company is dissolved.

The Company has the right to claim damages and indemnity if the damage was caused by the gross negligence of UOB Kay Hian Private Limited staff.

UOB Kay Hian Private Limited will charge a quarterly fee every time a summary of the service results must be submitted during that time. The fee will be due within 30 days from the date UOB Kay Hian Private Limited delivers the payment invoice.

Contractual assignment

The parties are prohibited from assigning their rights and obligations to any third party without the other party's prior written consent.

Memorandum of Agreement Amendment to the Agreement

The parties are prohibited from amending or changing the terms of the contract. Unless written consent from both parties is obtained.

5.3 Legal Disputes

In the year 2023, the Company had no legal disputes that have a negative effect on the Company's existing assets, the value of which is higher than 5% of the shareholders' equity and there are no legal disputes materially affecting the business operations of the Company.

Part 2 Corporate governance

6. Corporate Governance Policy

6.1 Overview and Guidelines

The Board of Directors of UOB Kay Hian Securities (Thailand) Public Company Limited ("UOBKH" or "the Company") believed that good corporate governance is vital to successful business operations, and a key to ensuring long term and sustainable maximization of shareholder value. UOBKH has thus established the Corporate Governance Policy in which the relevant policy and key principles are compiled for the Board of Directors, management, and staff to follow in their performance of duties. UOBKH has set the Corporate Governance Policy by divided into 5 categories as follows:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Role of Stakeholders
4. Disclosure and Transparency
5. Responsibilities of the Board

The Board of Directors will ensure this corporate governance policy is acknowledged and complied with by all staffs, the policy will be updated as appropriate and necessary to benefit shareholders, employees, executives, and all stakeholders. The detail of Corporate Governance Policy has been disclosed on UOBKH's website www.utrade.co.th, in topic "About us".

To ensure that all employees understand and effectively carry out their duties in compliance with the relevant regulations and business code of conduct, UOBKH launched the compulsory Policy Test. The test results will be evaluated to determine the level of understanding so that appropriate communication methods will be carried out to enhance the staff's awareness of their roles and responsibilities in good corporate governance.

For the past year Thai Institute of Directors (IOD) also evaluated UOBKH as the listed company consider from information disclosed through the Stock Exchange of Thailand's information dissemination channel and other Company's public documents. UOBKH has reported the assessment result to the NRC Committee, which further reported to the Board of Directors to review IOD's recommendations to continuously develop and improve corporate governance of UOBKH. UOBKH emphasizes information disclosure and regular meetings with investors for exchanging viewpoints and responding to any queries based on trustworthiness and professionalism concerning all stakeholders.

Rights and Equitable Treatment of Shareholders

UOBKH commits to protecting and facilitating the exercise of its shareholders' rights. The right to buy, sell or transfer their shares; to receive their rightful portion of UOBKH's profits; to easily obtain the relevant and adequate information on UOBKH on a timely and regular basis; to participate effectively and vote in general shareholders meetings, and to be informed of the rules that govern the general shareholders' meeting; to elect and remove members of the Board of Directors; to participate in, and to be sufficiently informed on, decisions concerning fundamental company changes.

UOBKH fairly and equally treats all shareholders, majority, or minority, individual or institutional, foreign or Thai, either executive or non-executive. Among its policies are Minority shareholders are protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly. Insider trading and self-dealing abuses are strictly prohibited. Members of UOBKH's board and senior management are required to disclose to the Board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting UOBKH.

UOBKH has a policy to facilitate and encourage all shareholders, including institutional investors, to join the meetings, attached with Proxy Form. Any shareholders who cannot attend the meeting can have their proxies take part on their behalf. In addition, UOBKH has contacted institutional investors, who are funds or custodians, to send in representatives for the meeting and facilitating on advance meeting document checking and providing information or responding to any inquiries.

UOBKH also gives invitation to shareholders to propose questions, agenda items in the Annual General Meeting and nominate qualified candidates for director position. The shareholders can submit their proposals in advance of the meeting according to the criteria set by the Company. Regarding agenda items, the Board of Directors shall add items that are considered appropriate for the agenda and make sure that the items are included in the Notice of the Annual General Meeting. For nominations of qualified candidates for director positions, the NRC Committee shall review and propose candidates for the Board of Directors' consideration for further recommendation to the shareholders at the Annual General Meeting. In cases wherein proposals are disapproved by the Board and/or the Nomination and Compensation Committee, the Company shall state the reason for refusal to the shareholders in the shareholders' meeting, on the Company's website or any other appropriate information dissemination channels.

For the 2023 Annual General Meeting, UOBKH invited shareholders to propose an agenda and qualified candidates for director positions in advance, from November 1 to December 31, 2022. Before mailing out the Notice, the Company posted on the Company's website to inform shareholders their rights to propose additional agenda in the Annual General Meeting together with related procedures, deadline for the proposal of agenda so that the Board of Directors shall consider include or not include the agenda in the Notice, and methods of proposing qualified candidates for director position to the NRC Committee for further recommend to the Board of Directors and propose to the shareholders at the Annual General Meeting. In this regard, upon the posting of information, the Company also disclosed through the Stock Exchange of Thailand's information dissemination channel.

The Company prepares Notice of the shareholder meeting in both Thai and English and notifies the meeting details to investors prior to the meeting date through the Stock Exchange of Thailand's information dissemination channel and its website to allow shareholders adequate time to study meeting materials. Such notice and materials shall be sent to the shareholders not less than seven days before the date set for the meeting in accordance with the law. The information presented on the website shall be the same as that presented in the meeting materials sent to the shareholders by QR Code; which include (1) Notice of the meeting (2) Annual Report (3) Profile of the nominated person to be Director in replacement (4) Profile of the independent directors nominated to serve as proxies for shareholders (5) the Company's Articles of Association in the category of company's shareholder meetings (6) Procedure for meeting registration (7) Proxy Forms and (8) Meeting location map.

In addition, the Company shall publish Notice of the shareholder meeting in a Thai daily newspaper for three consecutive days and not less than three days before the date set for the meeting. All agenda items should indicate clearly whether it is a matter being proposed for acknowledgement, for approval, or for consideration and include the opinions of the Board of Directors in said matters.

For the 2023 Annual General Meeting, UOBKH disclosed Agenda of the meeting via the Stock Exchange of Thailand information dissemination channel since February 27, 2023 and disclosed Notice of the shareholder meeting in both Thai and English languages through the Stock Exchange of Thailand's information dissemination channel and its website since April 3, 2023 and sent by document to shareholders on April 6, 2023 which was 25 and 22 days before the date of shareholders meeting, respectively.

The Company assigned officers to check shareholders' or proxies' documents according to the requirements stated in the notice for protecting shareholders' rights to attend the meeting and ensure equitable treatment for shareholders. The Company allowed enough time for any shareholder to register to attend the meeting in advance of the meeting time and utilized a computer and barcode system for registration and printing of voting forms for each agenda item to facilitate shareholder participation, and to ensure prompt and accurate registration, and for vote counting procedure.

In addition, shareholders are also able to register to attend and exercise their voting rights on the agenda that they have not cast the vote in advance after the meeting's commencement. For shareholders who unable to attend the meeting and would like to appoint a proxy, the Company proposes more than one independent directors by presenting director profiles for the shareholders' selection, in addition to management, director or any other person attending the meeting on their behalf. The Company has also attached Proxy Forms, which allow shareholders to specify their voting decision, with the notice. Moreover, shareholders could cast their votes in advance on the Voting Form which had been sent out together with notice of shareholders' meeting. The shareholders can download other types of proxy forms from the Company's website.

Before the date set for the meeting, UOBKH invites shareholders to submit questions regarding the Company and meeting agenda that requires clarification by the Board of Directors and the management at the meeting. The question may be submitted in advance via fax or email to Investor Relations. In the meeting, the Chairman shall allocate appropriate time and encourage equal opportunity for shareholders to express their opinions and raise their queries at the meeting as per the agenda. UOBKH shall endeavor to arrange for all directors, executives of the Company and subsidiaries, as well as the auditors, to attend the shareholders' meeting to answer the queries. The Company's directors and management will clearly explain and clarify such matters.

At the 2023 Annual General Meeting of Shareholders, the Company organized the meeting via electronic media using the system of Digital Access Platform Company Limited, a company in the Stock Exchange of Thailand group that the meeting system has been evaluated to be consistent with the announcement of the Ministry of Information and Communication Technology regarding security standards for meetings via electronic media since 2014, and Mr. Viroj Tangjetanaporn, Chairman of the Board of Directors, Independent Director, and Chairman of the Audit Committee, acting as the chairman of the shareholders' meeting. There were 7 Directors attending the meeting with Senior Management and Auditors also attending the meeting electronically.

The meeting is conducted in accordance with the order of agenda as arranged in the notice of the meeting. Before the meeting starts considering the agenda, the shareholders will be informed of the number and proportion of shareholders or proxy attended the meeting, their voting rights, total votes required for each agenda and the



voting process for each agenda. Every shareholder present in person or being represented by proxy is entitled to one vote per share. For transparency and equitable treatment of the shareholders in the voting process, the Company shall utilize voting forms for all agenda. The Company assigns inspectors to oversee and monitor the shareholders' meeting to ensure that the meeting is conducted with transparency and compliance with the law and its Articles of Association. After the vote count is completed, voting results of each agenda will be announced to the meeting, by specifying the vote results as "Agree", "Disagree", and "Abstain" together with number of votes.

For the 2023 Annual General Meeting, the meeting was conducted according to the Company's Articles of Association with no additional agenda, no changes to the agenda order, or no changes in important information without prior notification to shareholders. In addition, the Company assigned an Auditor and Lawyer to ensure that the meeting was conducted clear and transparency and in accordance with laws and the Company's Articles of Association. There was a representative of shareholders to observe in the registration and vote counting throughout the meeting.

The Company shall give notification of the shareholders' meeting resolutions to all investors through the SET's information dissemination channel within the same day of the meeting or at least one hour before the opening of the Stock Exchange of Thailand on the next working day. In addition, the Company shall also prepare the minutes of the meeting in which all relevant information, including all clarifications, queries, opinions, and resolutions are recorded and categorized into "Agree", "Disagree", and "Abstain" votes. UOBKH shall disseminate the above minutes on its website and submit it to the Stock Exchange of Thailand within 14 days from the date of the meeting. The minutes of the meeting will be kept at the office.

In addition, UOBKH has arranged for a recording of the shareholders' meeting to be available on the Company's website in section Investor Relations. For the 2023 Annual General Meeting held on April 28, 2023, the Company notified the shareholders' meeting resolutions through the SET's information dissemination channel within the same day of the meeting and disclosed the minutes of the meetings on May 12, 2023.

Regarding measures taken to prevent conflict of interest, the Company has set the code of conduct for employees to ensure that employees comply with stipulated laws and regulations, conduct their duties with integrity, consider the Company's interests above their own, and refrain from exploiting inside information for their own benefit. Directors, Top Management or Top 4 Managements whose ranks are after the Top Management, any person holding equivalent position of the fourth ranked Management, and Accounting Department Managers must firstly file with the Company a report on his/her interest or related person's interest in relation to Management of the Company upon the appointment and within 3 working days from the date of the change. In addition, UOBKH has

set out rules regarding securities trading by employees, stating that all employees must open trading accounts only with the Company. Also, employees are required to seek approval from their supervisors and the Compliance Unit before executing trades. Moreover, it also prohibits Management Committee and insiders from trading UOBKH's shares 1 month prior to the last working day of the month until 1 day after the financial statements or the summary statements of assets and liabilities of UOBKH are published.

Directors, Top Management, or top 4 Managements whose ranks are after the Top Management, any person holding equivalent position of the fourth ranked Management, and Accounting Department Managers must report their securities holdings in UOBKH, as well as the securities holding of their spouses and any minor children, to the Office of Securities and Exchange Commission. This report on securities holding must be filed within 30 days of the date of appointment and within 3 working days from the date of the change. Directors must also notify the Board via the Audit Committee of their shareholdings at the end of each quarter. The Audit Committee must review the Director's shareholding and report to the Board for acknowledgement every quarter under Audit Committee's activities.

The above-mentioned people must file a copy of their report on securities holdings to UOBKH within the same date on which such a report is filed with the Office of Securities and Exchange Commission. In addition, Directors and Management shall file with UOBKH a report on his/her interest or a related person's interest in relation to Management of UOBKH in accordance with the rules, conditions and procedures specified by the Company in compliance with the Securities and Exchange Commission requirement.

UOBKH has no policy to encourage transactions between related parties or any other transactions that may result in a conflict of interest. Should any such transactions occur, they must be considered thoroughly by the Audit Committee. The Audit Committee shall report and/or propose to the Board of Directors Meeting for approval. The Company shall consider said transactions with the same conditions as those governing normal business transactions. Persons with vested interests shall not be entitled to vote for the approval of said transactions.

Role of Stakeholders

The Company treats all stakeholders fairly in accordance with corporate governance policy which is clearly stated in the section "Rights of Shareholders and Equitable Treatment of Shareholders" and their legal rights, either established by law or through mutual agreements. UOBKH continues to develop processes to deliver superior financial products and services to meet stakeholders' expectations.

These stakeholders include the Company's shareholders, employees, customers, business partners, creditors and competitors including society and surrounding environment.

Shareholders

In addition to direct benefits resulting from the rights and equitable treatment shareholders received from UOBKH, they indirectly gain from the trust created by the fair treatment UOBKH has given to other stakeholders. Such mutual trust in turn promotes co-operation between UOBKH and its counterparts and is believed to be the key factor in maximizing the shareholders' long-term wealth and providing UOBKH with financial stability and sustainability.

Employees

The Company fairly compensates all permanent and contract employees, and they are rewarded based on an equitable performance evaluation system. Moreover, the Company is equipped with the required standard of education and professional training and provided with health care benefits and workplace safety.

In 2023, the Company has organized training for employees as follows:

1. 9 September 2023 from 9:00 a.m. - 4:00 p.m. Topic: Problem Solving & Decision Making for High Performance Leader, lecture by Dr. Weeraphong Satthaphon (Coach Pure)

2. 25 November 2023 time 09.00 - 16.00 hrs. Topic: Adjust your thinking to conquer your goals, Point of You, lecture by Dr. Pongpanat Patsara (Coach Cho).

3. Refresher Course

16 - 17 September 2023 time 08.30 - 18.30, 09.00 - 16.00 hrs.

Lectured by Mr. Natthamon Chuchote, Asst. Prof. Dr. Santi Termprasertsakul Mr. Siraphatchaj Sitthiket, Mr. Kitphon Praipaisankit, Mr. Chanwut Sittipongpittaya

23 - 24 September 2023 time 08.30 - 18.30, 09.00 - 16.00 hrs.

Lectured by Mr. Natthamon Chuchot, Mr. Songchai Puttimanot, Mr. Siraphatchaj Sitthiket, Mr. Kitphon Praipaisankit, Mr. Chanwut Sittipongpittaya.

30 September 2023 time 09.00 -16.00 hrs.

Lectured by Mr. Siraphatchaj Sitthiket, Asst. Prof. Dr. Santi Termprasertsakul

7 October 2023 time 09.00 -16.00 hrs.

Lectured by Mr. Siraphatchaj Sitthiket, Dr. Thanaiwong Keeratiwanit

11 November 2023 time 09.00 -16.00 hrs.

Lectured by Mr. Siraphatchaj Sitthiket, Dr. Thanaiwong Keeratiwanit

The Company created the Fit & Firm 2023 project (light can be light) for employees to participate in the weight loss competition in single categories, male and female, throughout the 3-month competition period to enhance the health and good personality of employees.

Customers

UOBKH fulfills its contractual commitments to customers by providing professional and practical solutions in accordance with the highest standard and code of conduct.

Business Partners and Creditors

UOBKH treats its business partners fairly and honestly and honors any conditions agreed by both parties. Moreover, UOBKH's business partner selection policy and procedure are obvious and do not deal any business with them who suspected of taking bribes or corruption in any form. Moreover, UOBKH also treats creditors fairly and honestly and honors any conditions agreed by both parties. In such business dealings, UOBKH promises to abide by the Collective Action Coalition against Corruption in the Private Sector and Intellectual Property Rights Act.

Competitors

UOBKH operates its business with respect for fair competition and integrity, works within the framework of applicable competition regulations, and refrains from actions that may have a negative impact on the financial industry.

Social and Environment

UOBKH recognizes its social responsibility and has continuously undertaken development initiatives to make a better society. Resources and expertise are focused on sustainable issues which are important to stakeholders and UOBKH, such as supporting education and financial literacy. Other CSR activities are allocated to social welfare, cultural and environment preservation, which are driven mostly by voluntary staff, and occasionally with customers and business partners, to cultivate their moral values and social conscience. In 2023, the Company has social and environmental projects as follows:

- Desk calendar donation project to deliver Foundation for the Blind of Thailand under the Royal Patronage of Her Majesty the Queen For creating braille for the visually impaired.
- Project to bring ones' loved home, accepting donations of cosmetics to be used to decorate the faces of those who have passed away. Give to the Bring Your Ones' Loved Home Project, Lopburi Province.
- Lottery donation project use them to make sandalwood flowers, wreaths, hats or flower vases for the Huai Moo Temple Public Welfare Center and students in Nakhon Phanom Province to increase income for the family
- Invite employees to join in continuing and preserving Thai culture by wearing Thai clothing throughout April.

Refusal to Violate the Human Rights

The Company has policy on the refusal to violate the human rights as follows:

1. Provision of security for the employees to ensure that they are safe from harassment and abuse and have freedom of assembly within the purview of the relevant laws.
2. Upholding the principles of equal opportunity, regardless of race, religion, color, gender, identity national origin or disability, within the purview of the relevant laws..
3. Refusal to use forced labor and child labor.
4. Employee development—enhancing the skills and capabilities of members of staff by offering opportunities to learn and to be promoted, as deemed fit.
5. The adoption of employment terms and conditions that are fair to employees and offer reasonable compensation, based on the skills and effort of each employee.
6. Provision of appropriate welfare for employees, such as annual vacation leave, reasonable overtime, medical care, etc.
7. Ensuring that employees manage a good balance between career and personal life and have opportunities to participate in activities that contribute to society.

Refusal to Violate the Intellectual Property Rights

The Company has policy on the refusal to violate the Intellectual Property Rights as follows:

1. Compliance with intellectual property or copyright law. In the case that a violation of intellectual property rights is discovered, the Company will take prompt action, as deemed fit, in order to end such piracy.
2. According to clause 1, when a violation of intellectual property rights is ceased, the Company will take proper action in line with the Company regulation regarding the discipline of employee and inform to the employee, who violate intellectual property rights.

Disclosure and Transparency

Shareholders and all Stakeholders are entitled to timely and accurate disclosure of all material information regarding the Company, including Financial Reports, Quarterly Management Discussion and Analysis.

The disclosure is conducted through easy access channels including UOBKH's website, press conferences, and the information dissemination channels of the Stock Exchange of Thailand.

UOBKH makes publicly available on its website by the next working day after getting result of voting during the Annual General Meeting or extraordinary general meeting for all resolutions. UOBKH prepares reports for submission to relevant authorities and for public dissemination based on equality and simplicity. The Board of Directors shall provide a report indicating the performance of the Company and important business activities over the course of the year to shareholders. Moreover, the Board of Directors is accountable for assessing the Company's internal control system, which is primarily assessed by the Executive Board and reviewed by the Audit Committee. The Board of Directors is also responsible to certify the accuracy of information in financial statements, the Board assigns the Audit Committee to review the financial statements of the Company and its subsidiaries to ensure that they are presented in accordance with generally accepted accounting principles and disclosed in an accurate and transparent manner to allow investors to make informed investment decisions. The Board provides the Statement of the Board of Directors' Responsibility for Financial Statements, while the Audit Committee provides reports on audit issues along with the auditor's report. Reports from the Board, the Audit Committee and the auditor's report are included in the Annual Registration Statement and Annual Report.

UOBKH arranges for the disclosure of the names and responsibilities of Directors and other Committees, the number of meetings, each Director's meeting attendance record, their remuneration, profile of Directors and Management, and other corporate information in the Annual Report and the Company's website.

Directors and management shall file with the Company a Report on their Securities Holding in the Company and a Report on their Conflict of Interest.

Responsibilities of the Board

The Board of Directors is appointed by the shareholders to take overall responsibility for UOBKH. These include directing, approving, and overseeing the implementation of, the group strategy, corporate governance, and corporate values. The Board is also responsible for annually reviewing vision, mission, and corporate value along with the business strategy for achieving the objectives and sustainable growth. In addition, monitoring the implementation of business strategy is one of the Board's responsibilities as well.

6.2 Code of Business Conduct

The Company has formulated a code of business ethics and practices in accordance with the vision, objectives, goals, and strategies that lead to the creation of value in the organization by encouraging the Board of Directors, executives and employees of the Company to follow Business ethics in order to create an organizational culture by disclosing the Company's business ethics in attachments and on the Company's website.

6.3 The change and development of policies, practices and corporate governance systems in the past years.

The Company has reviewed policies, practices, and corporate governance systems. Or the Board of Directors Charter in the year to increase the efficiency of governance and raise the standards of corporate governance of the Company to comply with good corporate governance principles at least once a year. In 2023, a Sustainability Policy, Human Rights Policy and Environmental Policy was established and proposed to the Board of Directors as follows:

SUSTAINABILITY POLICY

UOB Kay Hian Securities (Thailand) Public Company Limited

1. Introduction

UOB Kay Hian Securities (Thailand) Public Company Limited realize the importance of sustainable growth to create long-term value for the organization and all stakeholders. Therefore, its emphasis on sustainable business operations based on the principles of good governance and social and environmental responsibility.

The Board of Directors agrees to issue this Sustainability Policy in writing for all directors, executives, and employees of the Company to adhere to the guidelines for sustainable growth which aims to create a balance between economic, social and environmental interests with details as follows.

2. Definition

In this Sustainability Policy.

Company means UOB Kay Hian Securities (Thailand) Public Company Limited.

Employees means All of the Company's directors, management, permanent and contractual employees.

Relevant Stakeholders means other business intermediaries who act on behalf of the Company and those involved in business operations throughout the business value chain, such as suppliers, contractors, as well as business partners and joint venture members.

3. Scope of Enforcement

This Sustainability Policy shall apply to the Employees and all the Company's activities. In addition, the Company also encourages the Relevant Stakeholders to support and comply with this Sustainability Policy.

4. Duties and Responsibilities

To effectively manage the sustainability of the Company in accordance with the policy and systematic continuity, the Board of Directors has appointed the Sustainability Committee to oversee the sustainability operations, led by the Chief Operating Officer. The Sustainability Committee has established a Sustainability Working Group that has selected representatives from each department. These representatives have jointly studied the sustainability framework and exchanged opinions between the departments including focusing on communication within the organization for Employees to implement to drive business for sustainability and for the maximum benefit of all stakeholders. Duties and Responsibilities of the Board of Directors, Sustainability Committee and the Sustainability

Working Group are as follows;

Board of Directors

1. Consider and approve policies and strategic direction relating to sustainability.
2. Supervise the operation of the Company in accordance with the Sustainability Policy.
3. The Board of Directors has assigned the Sustainability Committee to oversee this policy to ensure that all Employees have adhered to and complied with this policy.

Sustainability Committee which is chaired by Chief Operating Officer has roles and responsibilities as follow.

1. The committee will consider and provide suggestions on the Company's sustainable development policies and guidelines, and standardize these matters in accordance with international guidelines or principles. Policies should enable the Company to operate with efficiency and social and environmental responsibility, recognizing stakeholders' interests, to support the sustainable growth of the Company.
2. Provide consultations, recommendations, and suggestions that will be beneficial to the Board and management in enhancing the Company's sustainable development.
3. Perform duties as assigned by the Board of Directors.

Sustainability Working Group

Driving the organization towards sustainability is a matter for everyone in the organization to contribute to. Everyone can contribute to and encourage the sustainability of the organization. The Company clearly defines the roles and responsibilities of each party and the main responsibilities relating to each issue as follows:

Responsible Department & Responsible Issues

Legal Department, Company Secretary and Secretary of Executive

Responsible for the company's sustainable development policies and guidelines, and communicating progress in sustainability operations to all stakeholders, both internally and externally.

Internal Audit Department and Credit Control Department

Responsible for risk management covering environmental and social risk factors.

Operations Department

Responsible for minimizing environmental impact of operations.

Human Resources Department

Responsible for ensuring employees have a good quality of working life and grow with the Company.

General Administration Department

Responsible for managing partners in the supply chain.

Compliance Department

Responsible for anti-corruption and human rights issues.

Finance and Accounting Department

Responsible for preparing and distributing accurate and transparent financial statements.

5. Policy and Procedures

The Company is committed to sustainable business operations, developing the Company's business while considering the environmental and social issues including respect for human rights and good corporate governance. The policies and practices are as follows:

Economic dimension

- Promote the development of financial innovations to increase investment opportunities for customers, whilst taking into account responsibility regarding; the environment, society and good governance. The objective is to achieve sustainable growth with good financial performance, whilst maintaining sustainability for the company and its shareholders.
- Committed to developing good products and services, to meet the needs and requirements of customers;
- Develop robust and high quality growth strategies which can adapt to various changing conditions.

Environmental dimension

- Natural resource management and environmental sustainability focus on the use of natural resources and the need to take care of the environment throughout the business process by applying appropriate technology to prevent negative environmental impacts that may arise from business operations;
- Support the transition to a low-carbon society, reduce negative environmental impacts and promote environmentally-friendly procurement;
- Promote awareness of environmental stewardship among employees. Provide opportunities for employees to participate in environmental management and stewardship. This helps to create an atmosphere of participation and a channel for employees to share their energy and awareness of the environment.

Social dimension

- Encourage employees and the public to understand investment products and processes and their role in society;
- Take care of employees, develop the potential of all employees, and recognize human capital as a key asset in the development of the Company's strategy in various fields;
- Conduct business based on good governance principles. Recognize the importance of anti-corruption, which also prevents the organization from being used as a channel for money laundering or financing terrorism.

6. Related Policies

- 6.1 Corporate Governance Policy
- 6.2 Environmental policy
- 6.3 Human Rights Policy
- 6.4 Anti-Corruption Policy
- 6.5 Risk Management Policy

(Approved by the Board of Directors' Meeting on February 27, 2023)

HUMAN RIGHTS POLICY

UOB Kay Hian Securities (Thailand) Public Company Limited

1. Introduction

UOB Kay Hian Securities (Thailand) Public Company Limited strives to conduct business activities with integrity by adhering to the principles of social responsibility and fair treatment of stakeholders in all sectors in accordance with good corporate governance and business ethics. Especially for the protection of human rights, the Company complies with applicable laws and operates with respect and in accordance with international principles such as the United Nations Universal Declaration of Human Rights – UNDHR, the United Nations Guiding Principles on Business and Human Rights - UNGP and the International Labor Organization on Fundamental Principles and Rights at Work – ILO, among others.

In this regard, to ensure that all business activities of the Company are free from human rights violations, the Board of Directors agrees to issue this Human Rights Policy, with details as follows.

2. Definition

In this Human Rights Policy;

Company means UOB Kay Hian Securities (Thailand) Public Company Limited.

Employees means All of the Company's directors, management, permanent and contractual employees.

Relevant Stakeholders means other business intermediaries who act on behalf of the Company and those involved in business operations throughout the business value chain, such as suppliers, contractors, as well as business partners and joint venture members.

3. Scope of Enforcement

This Human Rights Policy shall apply to the Employees and all the Company's activities. In addition, the Company also encourages the Relevant Stakeholders to support and comply with this Human Rights Policy.

4. Core Policy

The Employees shall realize and respect the human rights of all persons whether they are relating to the Company's business value chain or not, which include but are not limited to the following issues.

- 4.1 To treat the others with fairly and equally, avoiding any acts which cause or may cause any violation of other's human rights.
- 4.2 To participate in supporting human rights whether in or outside the organization such as to communicate the policy and any guidelines of this Human Rights Policy to the relevant persons, etc.

5. Procedures

- 5.1 To realize and respect the human rights, respect each other and treat each other with fairly without discrimination or separation based on race, color, religion, sex, nationality, age, disability or any other similar issue and shall integrate the human rights best practices into every part of their business value chain.
- 5.2 To perform the duties with caution in order to prevent any risks and to ensure that no chances are involved the violation of human rights (Zero-Tolerance Policy), especially those relating to forced labor, illegal immigrant employment, child labor, human trafficking, unequal remuneration, discrimination and breach of data privacy.

- 5.3 To treat the others in accordance with the human rights standard and free from violence, sexual harassment, physical or mental threat or verbal outrage and shall maintain high standard of safety and good working environment.
- 5.4 To supports and encourages all parties relating to the Company's business, either directly or indirectly, to conduct their business in accordance with the laws and with respect for human rights principles.
- 5.5 To communicate, disclose, educate, set up guidelines and /or other supporting channels with the Employees and the Relevant Stakeholders via various channels such as Lotus Note Application, the Company's website: www.kgieworld.co.th, or others in order to encourage them to perform and/or to participate in accordance with the human rights principles as specified in this Human Rights Policy.
- 5.6 To monitor the compliance of human rights principles within the organization. Employees must not ignore it if they find any actions that constitute human rights violations related to the Company. The Employees shall (a) report at the earliest possible opportunity through either their superiors or the responsible persons and (b) cooperate in the investigation of such actions.

The Employees should immediately raise their concerns to their supervisors or responsible persons through various channels provided by the Company.

6. Due-Diligence Process

- 6.1 The Company will continuously review, develop and improve the human rights management process at least once a year in order to increase the efficiency of identification, risk assessment including the impact of human rights violations, formulation of any measures to solve problems and prevent future incidents and to determine appropriate mitigation measures.
- 6.2 The Company will continuously monitor and follow-up the out-come of the Company's human rights management process according to the Company's audit process.

7. Whistle-Blowing

- 7.1 Any suspicion or evidence of the Employees or anyone acting for or on behalf of the Company who is engaging in human rights violation must be immediately reported at the earliest possible opportunity through either the superiors or the channels provided in the Company's Whistle-blowing Policy. All reports will be taken seriously.
- 7.2 The Company will treat all parties relating to such reports with fairness including to protect the whistleblowers and/or the persons who cooperate in the investigation of human rights violations, by using the measures set out in the Company's Whistle-blowing Policy.

8. Human Rights Policy Violations

The Employees who fail to comply with this Human Rights Policy shall be considered to have violated the Company's Code of Conduct. They will be subjected to the disciplinary process set out by the Company and they may be subjected to any penal provisions charged by the applicable laws.

(Approved by the Board of Directors' Meeting on February 27, 2023)

ENVIRONMENTAL POLICY

UOB Kay Hian Securities (Thailand) Public Company Limited

1. Introduction

UOB Kay Hian Securities (Thailand) Public Company Limited realize the importance of conducting business in an environmentally responsible way, targeting stable and sustainable growth whilst taking into account the impact that the Company may have on all stakeholders and on the environment. The Board of Directors agrees to issue this Environmental Policy in writing. This Environmental Policy is primarily intended to provide guidance for all directors, executives, and employees to increase efficiency and reduce environmental impacts throughout the business process.

2. Definition

In this Environmental Policy;

Company means UOB Kay Hian Securities (Thailand) Public Company Limited.

Employees means All of the Company's directors, management, permanent and contractual employees.

Relevant Stakeholders means other business intermediaries who act on behalf of the Company and those involved in business operations throughout the business value chain, such as suppliers, contractors, as well as business partners and joint venture members.

3. Scope of Enforcement

This Environmental Policy shall apply to the Employees and to all the Company's activities. In addition, the Company also encourages the Relevant Stakeholders to support and comply with this Environmental Policy.

4. Duties and Responsibilities

- 4.1 The Board of Directors has assigned the Sustainability Committee to oversee this policy to ensure that all directors, executives and employees adhere to and comply with this policy.
- 4.2 The Sustainability Committee is responsible for planning and implementing environmental management guidelines on specific issues relating to business processes, such as reducing electricity consumption, managing water usage, reducing paper usage, minimizing pollution and reducing greenhouse gas production.
- 4.3 The Sustainability Committee is responsible for communicating this policy to those involved in business operations throughout the business value chain, to reduce environmental impacts throughout the business process.
- 4.4 All executives are responsible for ensuring that their subordinates are aware of and understand this Environmental Policy.

5. Policies and Guidelines

The Company is committed to sustainable business operations based on environmentally responsible actions. The Company sets policies and plans regarding energy usage and environmental impact in its business operations covering all activities in the business value chain, including operations, service channels, marketing, and after sales service. The Company has established policies and guidelines to protect and minimize any impact on the environment, as follows:

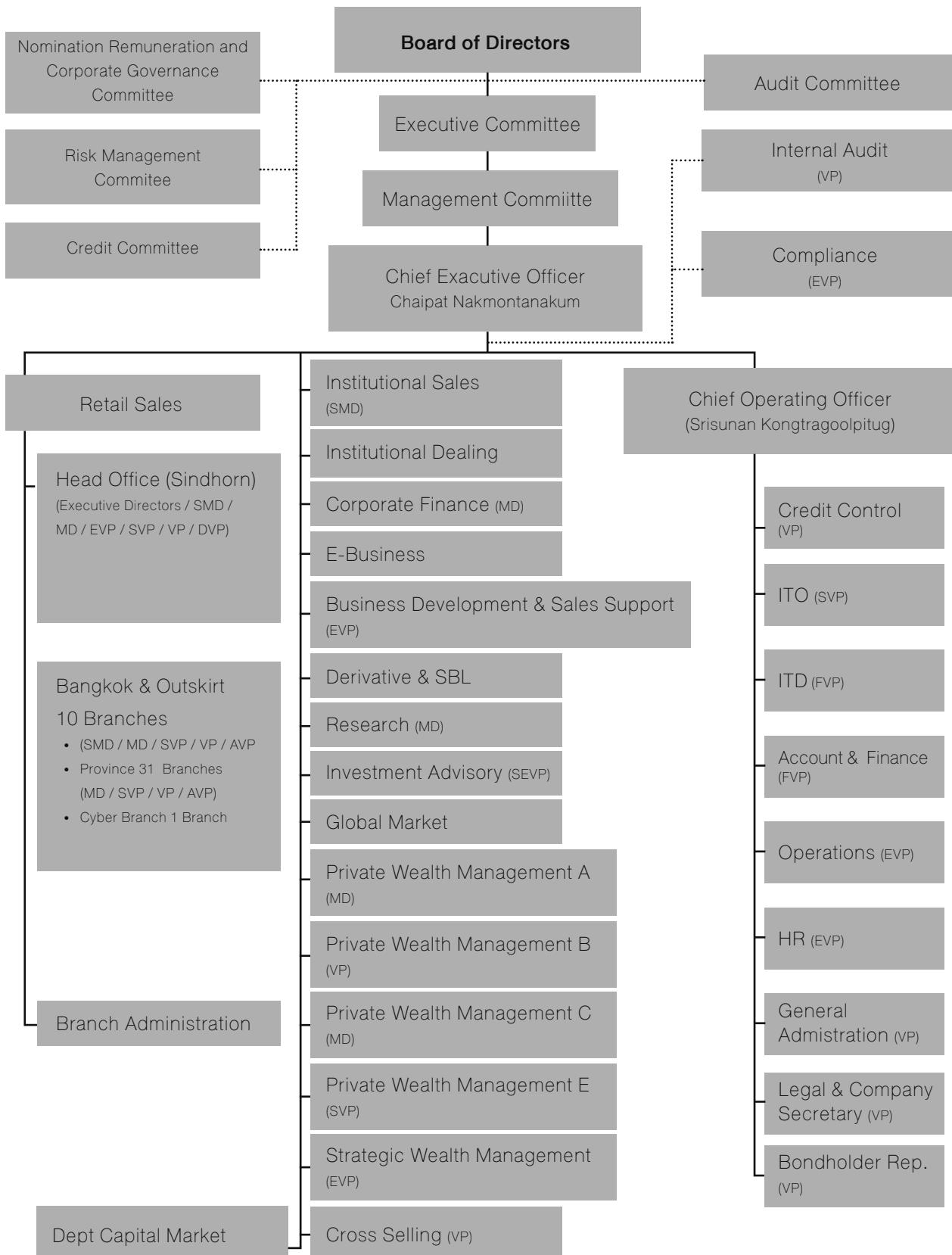
- 5.1 Comply with environmental laws, rules and regulations of the Company strictly.
- 5.2 Conduct business in a way that is environmentally and socially responsible and encourage operations and business activities that have a minimal impact on the environment and surrounding communities.
- 5.3 Promote low-carbon activities where possible. Purchase materials and equipment that minimize the impact on the environment.
- 5.4 Promote environmental sustainability within the supply chain by selecting business partners, contractors, and business alliances which encourage good environmental management and comply with the Company's environmental policy.
- 5.5 Ensure that all employees are aware of the importance of environmental protection and energy conservation, including managing water resources and electricity efficiently and reducing waste according to the concept of 3Rs (Reduce, Reuse and Recycle);
- 5.6 Communicate the Company's Environmental Policy to relevant stakeholders to encourage all stakeholders to understand and operate in accordance with the appropriate environmental standards and practices and comply with the relevant environmental policies, rules, and regulations.

(Approved by the Board of Directors' Meeting on February 27, 2023)

7. Corporate Governance Structure and Important Information about the Board, Subsidiary Committees, Executives, Employees and Others

7.1 Management structure.

Organization chart as of December 31, 2023.



7.2 Board of Directors

The Company has a variety of committees; such as board of directors, executive committee, audit committee, risk management committee and nomination remuneration and corporate governance committee, where each is comprised of competent individuals in accordance with Section 68 of the Public Company Acts B.E. 2535 and also in accordance with the Announcement of the Securities and Stock Exchange Commission Thor Jor 28/2551 regarding the Application for Permission and Approval for Issuance of New Shares. Details are as follow:

Board of Directors

As of December 31, 2023, there are 7 members on the Board as follows:

No.	Name	Position	Number of the Meeting / Participation
1	Mr. Viroj Tangjetanaporn	Chairman of the Board and Independent Director	5 / 5
2	Mr. Somchat Chinthammit	Independent Director	5 / 5
3	Mr. Paiboon Julasaksrisakul	Independent Director	5 / 5
4	Mr. Chaipat Nakmontanakum	Director	5 / 5
5	Ms. Oh Whee Mian	Director	5 / 5
6	Mr. Yothin Viriyenawat	Director	5 / 5
7	Mr. Tan Chek Teck	Director	2 / 2

Noted: Mr. Tan Chek Teck has resigned and does not wish to be re-elected as director, effective April 28, 2023.

The Company's Authorised Directors are Ms. Oh Whee Mian, Mr. Chaipat Narkmontanakum and Mr. Yothin Viriyenawat. The signature of any two Authorised Directors with company seal shall be required to bind the Company.

Duties and Responsibilities of the Chairman

1. To call the Board of Directors and oversee the delivery of the notice of the meeting, including documents to provide the Board with sufficient and timely information.
2. To be Chairman of the Board of Directors.
3. Strengthen the good corporate governance standards of the board of directors.
4. To chair the shareholders' meeting and control the meeting to comply with the Company's regulations and the defined agenda.
5. To ensure effective communications between directors and shareholders.
6. To perform the duties prescribed by law, particularly the duty of the Chairman.

Duties and Responsibilities of the Board of Directors

1. To perform duties in line with the relevant Thai law, the Company's Memorandum and Articles of Association and resolutions of the shareholders' meeting.
2. To review and approve the strategic direction, objectives, and policies for the Company's business in accordance with the Stock Exchange of Thailand's rules and regulation. On such matters as capital increase, capital reduction, bond issuance, partial or total asset disposal to other party, acquisition or acceptance of any business transferred from other company, as well as alteration of company affidavit and/or and enforcements, and the director premiums and fees, the Company needs to seek consent from shareholder meeting.
3. To appoint directors and/or executives, as deemed appropriate, as members of the various committees to ensure effectiveness in managing the affairs of the Company.

7.3 Other Sub-Committee

Audit Committee

As of December 31, 2023, the Audit Committee consists of 3 members as follows:

No.	Name	Position	Number of the Meeting / Participation
1	Mr. Viroj Tangjetanaporn	Chairman	4 / 4
2	Mr. Somchat Chinthammit	Member	4 / 4
3	Mr. Paiboon Julasaksrisakul	Member	4 / 4

Duties and Responsibilities of the Audit Committee

Audit Committee's scopes of role and responsibility are assigned by the Board of Directors, including reporting to the Board of Directors as follows:

1. To review the accuracy and adequacy of information disclosure of the Company's financial statements by cooperating with the external auditor.
2. To review the appropriateness and effectiveness of the internal control system and internal audit function, consider independence of internal audit function and approve nomination, transfer, and relinquishment of position of head of internal audit function or other functions related to internal audit.
3. To review those the Company's operations, conform with the relevant rules and regulations such as the Securities and Exchange Act, regulations of the Stock Exchange of Thailand etc.
4. To consider and advise the appointment and withdrawal of the Company's external auditor, including the audit fee by considering the credibility, the adequacy of existing resources, the firm's performance, and experience of its professional staff. The Audit Committee must participate in meetings with the external auditor without management participation at least once a year.
5. To consider the adequacy of information disclosure for related party transactions or transactions that could lead to conflict of interest.

6. To prepare an Audit Committee's report in the Company's annual report. The report will elaborate on the following:
 - Opinion on the accuracy, completeness, and reliability of the financial statements.
 - Opinion on the adequacy of the internal control system.
 - Opinion on the proposed appointment of the external auditors.
 - Opinion on the Company's compliance with the Securities and Exchange Act and other governing laws.
 - Any other reports that the shareholders and general investors should be informed of under the scopes of duties and responsibilities as delegated by the Board of Directors.
 - Opinion on the cooperation or resistance demonstrated by employees and management in performing the duties of a member of the Audit Committee.
 - Opinion on the accuracy, completeness, and reliability of financial statements
7. To perform any other assignments as the Board of Directors and Audit Committee see fit.

Executive Committee

As of December 31, 2023, the Executive Committee consists of 3 members as follows:

No.	Name	Position	Number of the Meeting / Participation
1	Mr. Chaipat Nakmontanakum	Member	5 / 5
2	Ms. Oh Whee Mian	Member	5 / 5
3	Mr. Yothin Viriyenawat	Member	5 / 5

Duties and Responsibilities of the Executive Committee

1. Considering and verifying the Management Committee's business proposal, determining goals, strategies, policies, operational plans and annual budget before submitting for approval by the Board of Directors for approval;
1. Considering and verifying the Management Committee's business proposal, determining goals, strategies, policies, operational plans, and annual budget before submitting for approval by the Board of Directors for approval.
2. Evaluating the business performance of the Company in accordance with the goals, strategies, policies, operational plans, and annual budget as approved by the Board of Directors.
3. Considering and providing advice on the following reports.
 - Audit report of the Securities and Exchange Commission (SEC).
 - Audit report of the Stock Exchange of Thailand (SET).
 - Report of internal auditor.
 - Report of compliance.
 - Follow-up report.
 - Business report.
4. Assessing the external and internal risks which may affect the Company's business and providing advice on risk management policy.

5. Determining and approving the remuneration of the management and employees.
6. Approving the transfer, appointment, and termination of members of the management team who do not hold the position of Executive Committee.
7. Approving the Company's expenditure for general business transactions and the investment amount which exceeds the approved amount for a director.
8. Approving the appointment of authorised officer to sign cheques, financial documents, securities documents etc. as detailed in the Power of Attorney.
9. Considering and approving any securities dealing and underwriting by the Company.
10. Considering and approving excess of client's credit limit and other related credit matters.
11. Vested with the authority to appoint a committee or a team for the benefit of achieving greater transparency in managing the affairs of the Company, and able to sub-delegate and/ or appoint a person to handle a specific task on behalf of the Committee. However, the sub-delegation and/ or the appointment of authority must be within the scope of the assignment and/or in accordance with the Company's rules and regulations.
12. Having the authority to appoint one or more committees or other person to perform a specific task under the supervision of the Management Committee or appoint the person to have authority as deemed appropriate by the Management Committee and within the suitable period. The Management Committee can revoke, terminate, amend or replace the authorised person or the authority delegated as appropriate.
13. Performing any other duties as assigned by the Board of Directors.

However, the delegation of the Executive Committee's duties and responsibilities will not be a power of attorney or sub-power of attorney to executive directors or authorized person from the executive directors that can approve the transactions which have conflict with themselves. (As defined in the Notification of the Securities and Exchange Commission) or there may be conflict of interest in any way with the Company or its subsidiaries unless the transaction is approved in the normal practice of business with clear scope.

Risk Management Committee

As of December 31, 2023, the Risk Management Committee consists of 4 members as follows:

No.	Name	Position	Number of the Meeting / Participation
1	Mr. Viroj Tangjetanaporn	Chairman	4 / 4
2	Mr. Somchat Chinthammit	Member	4 / 4
3	Mr. Paiboon Julasaksrisakul	Member	4 / 4
4	Mr. Chaipat Nakmontanakum	Member	4 / 4

Duties and Responsibilities of the Risk Management Committee

1. To define and review the Company's risk management policy and framework. Consider the Company's risk management policy covering the credit risk, market risk, operational risk, strategic risk, liquidity risk and other themes, such as legal risk and relevant rules and regulations.
2. To regulate and support risk management process to be in line with strategy and business goal including changing situations. Consider and review risk management guidelines and tools to ensure efficiency and appropriateness with the nature and size of each risk aspect.
3. To provide recommendations, monitor and evaluate risk management for further implementation of Risk Management and Internal Control (executive level). Consider and review the setting of risk limits and measures in the case that there is a failure in keeping within specified risk limits.
4. To review Risk Management Report and give suggestions on possible risks, including specification on control measure or mitigation plan and the development of risk management system to ensure continuous efficiency.
5. To support the Company to achieve the Company's Risk Management Goal. Follow up the results of risk assessments under normal and crisis conditions and set the risk management guideline for such transaction.
6. To report risk management results to the Board of Directors. In case there are factors or events that might have a significant impact on the Company, the Board of Directors shall be notified immediately.
7. The Risk Management Committee should meet at least once a quarter.
8. Perform other Board-assigned tasks.

Nomination Remuneration and Corporate Governance Committee

As of December 31, 2023, the Nomination Remuneration and Corporate Governance Committee consists of 3 members as follows:

No.	Name	Position	Number of the Meeting / Participation
1	Mr. Somchat Chinthammit	Chairman	1 / 1
2	Ms. Oh Whee Mian	Member	1 / 1
3	Mr. Paiboon Julasaksrisakul	Member	1 / 1

Duties and Responsibilities of the NR&CG Committee

1. Nomination

1. Formulation of policy, criteria, and method for nomination of directors and Persons with Management Authority for the Board for approval and submission of such policy to the Regulator upon request.
2. Selecting and nominating qualified candidates in accordance with the relevant rules and regulations to hold the position of Company directors, members of the Board committees and Persons with Management Authority for the Board's consideration.

In proposing directors, the Committee will take into consideration experience in at least one area of significance to the Board (e.g. finance, Companying, business, marketing, human resources, law, management); ability to contribute to deliberations of the Board; ability to exercise sound business judgment; ability to think strategically; demonstrated leadership experience; also seeking a high level of professional skill and integrity, as well as other appropriate personal qualities.

3. Ensuring the size and composition of the Board and the Board Committees to be appropriate for the organization, including adjustment to its changed environment, the Board and the Board Committees shall compose of qualified candidates with appropriate expertise and experience.
4. Disclosing policies and details of the nomination process in the annual report of the Company.
5. Ensuring that the Company has in place a proper succession and management continuity plan for the positions of the Chief Executive Officer, Managing Director, and Persons with Management Authority and to make recommendations to the Board for approval.

2. Remuneration

1. Formulation of policy for an appropriate remuneration plan and other benefits to directors and Persons with Management Authority with clear and transparent criteria and to present to the Board for approval and/or to present to the shareholders' meeting (as the case may be) and to submit such policy to the Regulator upon request.
2. Ensuring that directors and Persons with Management Authority receive appropriate remuneration for their duties and responsibilities.
3. Formulation of guideline for evaluating the performance of directors and Persons with Management Authority for the purpose of considering the annual remuneration.
4. Disclosing policies regarding remuneration plan and types of remuneration plan, including preparing reports on the determination of remuneration plan which shall at least contain details of objectives of the performance and opinions of the Committee in the Company's annual report.
5. Recommending appropriate remuneration of the Board and Board Committees to the Board for endorsement prior to seeking shareholders' approval.
6. Reviewing management's proposals for remuneration policies, remuneration and fringe benefit plans other than salaries for employees of the Company and make recommendations to the Board for approval.
7. Reviewing performance targets and criteria for the Company, the Chairman of the Executive Committee and the President and make recommendations to the Board for approval.
8. Proposing appropriate remuneration and benefits for the Chief Executive Officer, Managing Director and Company Secretary and making recommendations to the Board for approval.

3. Corporate Governance

1. Formulation of corporate governance policy for the Board's consideration, monitoring compliance with that policy, including reviewing and revising the policy regularly for appropriateness.
2. Monitoring the Company's performance to follow the corporate governance principle of the authority having supervisory power under applicable laws, such as the Regulator, the Securities and Exchange Commission and the Stock Exchange of Thailand etc.
3. Arranging the annual performance assessment of the Chairman of the Board, individual directors the Board as a whole and the Board Committees.

4. Perform any duties as prescribed by law, rules, regulations, or regulations.

Credit Committee

As of December 31, 2023, the Credit Committee consists of 3 members as follows:

No.	Name	Position
1	Mr. Chaipat Nakmontanakum	Chairman of Credit Committee
2	Mr. Yothin Viriyenawat	Member
3	Ms. Srisunan Kongtragooolpitug	Member

Duties and Responsibilities of the Credit Committee are as follows:

1. Formulating, reviewing and implementing credit policy as approved by the Board of Directors or Executive Committee.
2. Approving the credit application of new account opening or increasing/ decreasing the credit limit of the existing account in compliance with the credit policy of the Company.
3. Reviewing the lists of marginable securities.
4. Reviewing, revising, and initiating credit control measures based on information related to control issues such as late-payment records, securities which are suspended from trading etc.
5. Submitting operational reports to the Board of Directors.

Credit Committee must not approve any transaction that is deemed to be of conflict of interest or any transaction that is against the interest of the Company or its subsidiaries and must disclose such transactions to the Board of Directors for consideration.

Limit for Securities and Derivatives Trading: please see details in the subject "Type of Business"

Management Committee

As of December 31, 2023, the Management Committee consists of 2 members as follows:

No.	Name	Position
1	Mr. Chaipat Nakmontanakum	Chairman of Management Committee
2	Mr. Yothin Viriyenawat	Member

Roles and Responsibilities of the Management Committee are as follows:

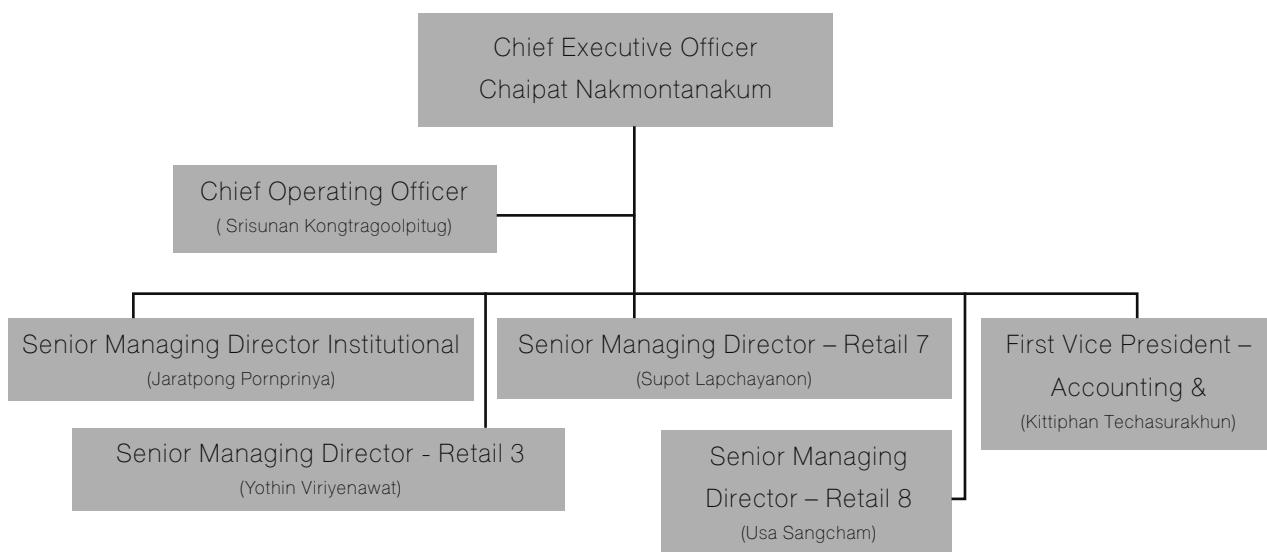
1. Managing the operation in accordance with the goals, strategies, policies, operational plans and annual budget as approved by the Board of Directors and/or the Executive Committee.
2. Recommending business proposal, operational plans, and annual budget to the Executive Committee for approval.

3. Approving the account opening for investment, bank account and other related business transactions including delegating any person to act as appropriate.
4. Providing advice to the heads of Finance, Settlement, Human Resource, and any other departments concerning operational matters, securities business and new business activities.
5. Performing any other duties as assigned by the Board of Directors and Executive Committee.
6. Submitting operational reports to the Executive Committee.

However, the delegation of the Management Committee's duties and responsibilities will not be a power of attorney or sub-power of attorney to management committee or authorized person from the management committee that can approve the transactions which have conflict with themselves. (As defined in the Notification of the Securities and Exchange Commission) or there may be conflict of interest in any way with the Company or its subsidiaries.

7.4 Management

7.4.1 Chart executives.



Please see details the list of executives in Annex 1.

As of December 31, 2023, the Company has 7 executives.

Roles and Responsibilities of the Chief Executive Officer are as follows:

The Chief Executive Officer is Mr. Chaipat Nakmontanakum.

1. Monitoring business operations and/or executing day-to-day operations.
2. Determining the goals, directions, and operational plans to propose to the Executive Committee and including monitoring the performance of the Company.
3. Coordinating with the department heads and employees to comply with the rules and regulations approved by the Executive Committee.
4. Supervising the Company to be following laws, rules, policies, and regulations of the Company.
5. Managing the risk to be in line with the current situation and Company's policies.
6. Approving business transactions as assigned by the Board of Directors or the Executive Committee.
7. Submitting the Company's performance report to the Board of Directors.

7.4.2 Directors and management remuneration

Remuneration for Directors

(1) Cash Remuneration

In 2023 the Company's Board of Directors has 7 directors of which 3 are Audit Committee members, 3 are Independent Directors. Directors who are representatives of UOB Kay Hian Group will only be entitled to fees as obliged in the Service Agreement.

The resolutions of the Annual General Meeting of Shareholders 2023 on April 28, 2023 resolved that for each meeting attended, the fees for the Independent Director and Non-Authorized Director as follows.

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

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

Such compensation is equal to year 2022 the chairperson, members of the Audit Committee, Independent Directors and Non-Authorized Directors will be remunerated each time they participate in the meeting, be it the Board of Directors' meeting, Audit Committee meeting or shareholders' meeting.

Directors

No.	Name	Remuneration (2023) / Baht
1	Mr. Tan Chek Teck	40,000
2	Mr. Viroj Tangjetanaporn	205,000
3	Mr. Somchat Chinthammit	150,000
4	Mr. Chaipat Nakmontanakum	-
5	Mr. Yothin Viriyenawat	-
6	Mr. Paiboon Julasaksrisakul	145,000
7	Ms. Oh Whee Mian	-
Total		540,000

Management

In 2023, the Company paid the total amount of Baht 25.51 million to 7 executives. In 2022, the Company paid the total amount of Baht 172.95 million to 95 executives. And in 2021, the Company paid the total amount of Baht 189.43 million to 92 executives.

1 director, namely Ms. Oh Whee Mian was not entitled to cash remuneration, as her service rendered is part of the Service Agreement between the Company and UOB Kay Hian Private Limited.

(2) Other Remuneration

In 2023, the Company paid provident fund to 7 managements as amount Baht 1.21 million.

7.5 Personnel

As of December 31, 2023, the Company had 642 employees (excluding managements) divided by department as follows.

Department	Number of Employee (person(s))
Retail Sales	
- Head Office	179
- Branch	284
Executive	2
Institutional Sales	10
Internal Audit	3
Compliance	5
Operations	32
Account & Finance	7
Credit Control	9
IT Operations	16
IT Development	9
HR	7
Legal	1
General Administration	12
Research	13
Business Development & Sales Support	5
E-Business	7
Corporate Finance	14
Derivatives & SBL	3
Investment Advisory	2
Global Market	1

Department	Number of Employee (person(s))
Branch Administration	-
Private Wealth Management A	8
Private Wealth Management B	1
Private Wealth Management C	4
Private Wealth Management E	2
Strategic Wealth Management	2
Cross Selling	4
Debt Capital Market	-
Total	642

Executive by the definition of the office The Securities and Exchange Commission (SEC) consists of 7 persons as follows:

Order	Contacts	Position
1.	Mr. Chaipat Nakmontanakum	Chief Executive Officer
2.	Miss Srisunan Kongtragooolpitug	Chief Operating Officer
3.	Mr. Jaratpong Pornprinya	Senior Managing Director Institutional Sales 1
4.	Mr. Yothin Viriyenawat	Senior Managing Director, Retail 3
5.	Mr. Supot Lapchayanon	Senior Managing Director, Retail 7
6.	Miss Usa Sangcham	Senior Managing Director, Retail 8
7.	Mr. Kittiphan Techasurakun	Vice President, Account & Finance

The Company has provided a provident fund. There are employees who join the number 620 representing 95.53% of all employees.

The Company encourages the Company's provident fund committee to select fund managers who comply with investment governance principles for institutional investors and be a fund manager who manages investments responsibly taking into account environmental, social and governance factors good compliance with investment governance principles and considering the best interests of the Company's provident fund members.

The Company has all employees 649 persons and in the year 2023 the Company has paid remunerations to employees totaling Baht 361.43 million, which includes salary, overtime pay, allowance, living expenses, bonus, special allowance. Social Security and contributions to the provident fund.

7.6 Other important information

Company secretary work

In 2023, the Company has Mr. Pirahuht Usubzin, Vice President of Legal Department. Acting as Company Secretary since May 14, 2014. The Company Secretary's responsibilities as specified by the Securities and Exchange Act include arranging the Board of Directors and shareholders' meetings; providing initial advice to facilitate the Board of Directors' meetings and activities in order to comply with related rules and regulations; handling secretariat works for the Board of Directors and facilitating the Board of Directors' activities; ensuring that the Board of Directors' resolutions are strictly executed; handling activities related to shareholders' rights and proper disclosure of information as regulated by related organizations. (The profile and information of the company secretary appear in the director, executive and company secretary information and published on the company's website)

Internal Audit work

The Audit Committee considered the Internal Audit Department of UOB Kay Hian Private Limited, the related party and one of the leading Securities Trading and Investments Company in Singapore, to act as Internal Auditor of the Company. UOB Kay Hian Private Limited appointed Ms. Jenny Ng, Associate Director of Internal Audit Department, to act as Head of Internal Audit Team of the Company. Besides, the Company found Internal Audit Unit to coordinate with Internal Auditor from outsourcing and to update the Audit Committee on internal audit findings on a quarterly basis.

The Audit Committee agreed that Ms. Jenny Ng has experience in the auditing of securities and banking businesses and understands the Company's business. She is appropriate to perform such functions. The qualification of the Head of Internal Audit Department as published in the information of Head of Internal Audit Department and Head of Compliance Department Section.

Compliance work

The Company appointed Mr. Somdech Ruksomboon to act as Head of the Compliance Department, to monitor and supervise all business units to comply with rules and regulations. The qualification of the Head of Compliance Department as published in Attachment 3.

Investor Relations work

And the Company assigned Ms Worraphan Bunsaranan to act as Head of Investor Relations by contacting the Business Development and Marketing Support Department.

Auditor's Remuneration

(1) Audit fee

At the end of fiscal year December 31, 2023, the amount of remuneration paid to DELOTTE TOUCHE TOHMATSU JAIYOS AUDIT Company Limited, which is the Company's auditor, amounted to Baht 2.14 million.

(2) Other service Fees

The Company has no other non-audit fee payable to the auditor or an auditing firm which is associated with the auditor.

Compliance with the Code of best practices of the Stock Exchange of Thailand

The Company is studying and preparing data based on a self-assessment form for compliance with the Code of best practice of the Stock Exchange of Thailand.

8. Corporate Governance Key Performance Report

8.1 Summary of the performance of the board's duties

The Company has a policy to select its Board that possess, both as individual board members and collectively, appropriate, and diverse experience, relevant competencies, and personal qualities, including professionalism, personal integrity, and ability to make independent and analytical inquiry, and understand its business.

Board of Directors Structure

The Board members are selected based on their knowledge, experience, skill, diversity of expertise, integrity, ability to make independent analytical inquiries, and their understanding of UOBKH Group's business environment. UOBKH has clearly established the proper structure of the Board as well as Guidelines for Board Composition and Selection Criteria regarding the proportion of independent directors, management directors, and directors nominated by major shareholders to ensure the appropriateness of the Board's composition. Recognizing the crucial of their roles and to follow the Bank of Thailand regulations, directors, managers, and person with controlling power are allowed to assume the position of Chairman, executive director, or director with signatory authority in no more than 3 listed companies. Directors and management should avoid other positions or jobs that may lead to conflicts of interest.

The Board delegates other committees to take on tasks that require in-depth consideration, such as the Executive Committee, the Audit Committee, the Nomination Remuneration and Corporate Governance Committee, and the Risk Management Committee. UOBKH assigns the responsibility of Corporate Secretary to take care of the Board's activities, monitoring compliance to the Board's resolution, handling Board Meeting and shareholders' meeting on matters concerning notice, minutes, including other duties as required by related laws and regulations of the governing authorities.

Moreover, the Company assigned Committees and authorized persons in management to compile reports on their own interests and any involving persons to Corporate Secretary. Once any changes on the information are made, Corporate Secretary is responsible for restoring the data and reporting the changes to Chairman of the Board and Chairperson of the Audit Committee.

Board Self-assessment

The Board of Directors has formulated a self-assessment process to assess Board performance and efficiency according to corporate governance best practices. The Board of Directors assigns the Nomination Remuneration and Corporate Governance Committee to prepare and recommend Board Performance Self-Assessment Guidelines for the Board's approval. The NRC Committee then reports the assessment result to the Board for acknowledgment.

This assessment is essential to assess the appropriateness of the Board's composition and Board performance according to corporate governance best practices. The Board of Directors shall analyze the assessment results, recommendations and remarks from Board members and consider applying them according to the Company's business environment and operations.

Remuneration

The Board of Directors assigns the NRC Committee to formulate director remuneration policies with clear and transparent criteria. The Director's remuneration shall reflect their duties and responsibilities. The Committee shall propose the remuneration to the Board Meeting and shareholders' meeting for approval. Remuneration for directors should be comparable to general practice in the industry regarding work experience, expertise, commitment, as well as the contribution or benefit each director brings.

Board and Management Training

When a new director is appointed to the Board, senior management will arrange for an orientation regarding UOBKH Group's business operations and past performance to provide clear understanding and enable the director to fully perform his/her duties. The Company shall also provide a copy of the Director Manual and the Corporate Governance Policy and to such director. It is UOBKH Group's policy to encourage training and educational activities for directors on a regular basis. The Company has subscribed for membership in The Thai Institute of Directors Association for directors to keep abreast of news and updates as well as to attend trainings beneficial to a listed company directorship. Training schedules shall be regularly notified to the director in advance. In addition, board members and top managements attended training programs related to the roles and responsibilities of directors, and further their skills and knowledge in seminars or training programs which presented in the topic "Information of Directors and Senior Management".

Chief Executive Performance Assessment

The assessment shall be divided into 2 main parts: Financial KPI and Non-Financial KPI. The set KPI is aligning with Company Vision Mission and short-term & long-term goal of the Company in considering the business situation and environment. To ensure the most effectiveness on the assessment, the Board will arrange the meeting(s) between the Board and Management of UOBKH, in absence of the Top Management at least once a year prior to his/her annual performance Assessment. In addition, for the performance assessment of UOBKH's Chief Executive the assessment will take into consideration the assessment result from sub-committees. The assessment result will be reported to the Board of Directors' Meeting.

Succession Planning

To ensure stability and continuity of UOBKH operations, successor of all key positions has been determined. The management succession plan shall be regularly reviewed as appropriate. For other senior management positions, the Board shall review and evaluate the successors by considering factors that is qualification, knowledge, ability, experience, and evaluation of qualified Management for successor in each position.

Integrity and Ethics

A reputation for integrity has been a cornerstone of UOBKH's business since its inception. This provides confidence to all stakeholders that UOBKH and its employees are performing and behaving consistently to the highest standards. They are guided by a set of values, such as compassion, dependability, honesty, loyalty, maturity, objectivity, respect, trust, and professionalism.

Integrity is UOBKH's fundamental requirement in choosing and retaining its employees.

The members of the Board of Directors and employees of UOBKH also strive to maintain the highest standards of ethical conduct including:

- a) Compliance with applicable laws and regulations.
- b) Conflict of interest must be declared, and appropriate arrangements made to ensure that those of a material interest are not involved in the decision-making process.
- c) Improper payments of any kind are prohibited; like no gift whose value is material, and which may be interpreted as a form of inducement should be accepted or offered by UOBKH's employees.
- d) Ethical issues must be dealt with in an efficient and transparent manner.

Subsidiary Committee

*Other Subsidiary Committees and Board of Directors please see the topic. "Management Structure"

Nomination of Directors and Management

The Company has the Nomination Remuneration and Corporate Governance Committee; therefore, the Nomination of Directors and Management is the subject to the following procedures:

Board of Directors

- The Company's Board of Directors shall consist of at least 5 people. Board members will elect one of their members as Chairman and Vice-Chairman and other positions as deemed appropriate. At the same time, not less than half of the directors must reside in the Kingdom of Thailand.
- Board members can be re-elected as per the shareholders' resolution, in reference to the securities business requiring specialized experts with knowledge and understanding of the Company's business.
- During the shareholders' meeting, certain rules and procedures shall apply:
 - Each shareholder holds a number of votes equal to the number of shares in possession.
 - Each shareholder may cast votes for each individual director or a group of directors, in case of election of a group of directors, the vote cannot be divided among everyone in the group.
 - The election of directors requires a resolution of shareholders passed by a majority vote. In case of an equality of votes, the Chairman of the meeting must exercise a casting vote.
- In every annual ordinary meeting, at least one-third of the directors shall resign from their position. If the number of directors cannot be divided into 3 equal portions, the closest number to that sum shall be applied. Of the 3 directors who will resign in the first and second years after the registration of the Company, they are required to draw lots to determine who will resign in subsequent years, beginning with the director who has the longest service years.

Audit Committee Members

The members of the Audit Committee are appointed by the Board of Directors or by resolution of the shareholders' meeting; members of the Audit Committee shall serve for a period of 3 years.

Independent Committee

According to the Board of Directors' selection criteria, the Independent Committee is appointed in the shareholders' meeting or the Board of Directors' meeting. The Independent Committee shall be in the position not over 3 consecutive terms. (Total not more than 9 years) and disclosure the date of elected. In case of appointment more than 9 years, the Board must provide a reason for the meeting of the Shareholders' approval.

Definition of independence director qualification

1. An Independent Director holds no more than 1% of all shares with voting rights of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder, or an Entity with Controlling Authority. This is inclusive of shares held by anyone who is affiliated with them.
2. An Independent Director is a director, who is not involved in the management, employees, staff, consultant with monthly salary or Entities with Controlling Authority over the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder, or an Entity with Controlling Authority, either at the present time or within two years prior to his/her appointment as an Independent Director.
3. An Independent Director has no connection by blood or legal registration as father, mother, spouse, sibling, son/daughter, or spouse of son/daughter of another Director. Further, an Independent Director has no such connection with an Executive, a Major Shareholder, and an Entity with Controlling Authority or an Individual who will be nominated as Director, Executive or Entity with Controlling Authority over the Company or the Subsidiary.
4. An Independent Director has no business relationship with the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder, or an Entity with Controlling Authority in such a manner that may obstruct their exercise of independent discretion. Further, an Independent Director is not a Significant Shareholder or an Entity with Controlling Authority over a party with business relationship with the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder, or an Entity with Controlling Authority, either at the present time or within two years prior to his/her appointment as Independent Director.

Such business relationship is inclusive of a trading transaction occurring on a conventional basis for the conduct of business; a rent or lease of property; a transaction involving assets or services; a provision or an acceptance of financial assistance through means of a loan, a guarantee, a use of an asset as collateral against debt; and, other similar actions which result in the Company or the party to the contract having a debt to be repaid to another party for the amount from 3% of net tangible assets (NTA) of the Company or from Baht 20 million, whichever is lower. This amount is determined by the calculation of Related Transaction value as per the announcement of the Securities and Exchange Commission. It is inclusive of debt(s) arising within one year prior to the day of business relationship with the same party.

5. An Independent Director is not an auditor of the Company, the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder (holding more than 10% of all shares with voting rights of the Company, including shares held by Linked Entities), an Entity with Controlling Authority or a partner to the audit office with which the auditors of the Parent Company, a Subsidiary, a Joint/Associated Company, a Major Shareholder or an Entity with Controlling Authority are associated at the present time or have been within two years prior to his/her appointment as an Independent Director.
6. An Independent Director is not a person rendering any professional service or a legal or financial consultant who is paid more than Baht Two million in service fee per year by the Company, the Parent Company, a Subsidiary, a Joint Company, a Major Shareholder or an Entity with Controlling Authority, and, not a Significant Shareholder or an Entity with Controlling Authority over the Company or a partner to such professional service provider at the present time or within two years prior to his/her appointment as an Independent Director.
7. An Independent Director is not a director who is appointed to be a nominee for a Director of the Company, a Major Shareholder or a Shareholder who is connected to a Major Shareholder.
8. An Independent Director does not engage in a business of the same nature as and which is significantly competitive to that of the Company, the Parent Company, or a Subsidiary. An Independent Director is not a significant partner to a partnership or a director with involvement in the management, employees, staff, consultant with monthly salary, or, who holds more than 1% of all shares with voting rights of another company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company or a Subsidiary.
9. An Independent Director does not have any other characteristic which prevents him or her from opining freely on the operation of the Company.

Following appointment as Independent Directors, they may be assigned by the Board of Directors to make collective decisions involving the business of the Company, the Parent Company, a Subsidiary, a Joint / Associated Company, a Subsidiary of Equal Level, a Major Shareholder, or an Entity with Controlling Authority, where it will not be deemed that such Independent Directors are Directors involved with the administration.

Meeting attendance and remuneration of the Board of Directors

Name List of Directors	Position	The meeting	
		The board	Annual General Shareholders
		The meeting / Right of meeting	The meeting / Right of meeting
Mr. Viroj Tangjetanaporn	Chairman of the Board, Independent Director, and Audit Committee	5 / 5	1 / 1
Mr. Tan Chek Teck	Director	2 / 2	1 / 1
Mr. Somchat Chinthammit	Director, Independent Director and Audit Committee	5 / 5	1 / 1
Mr. Paiboon Julasaksrisakul	Director, Independent Director and Audit Committee	5 / 5	1 / 1

Name List of Directors	Position	The meeting	
		The board	Annual General Shareholders
		The meeting / Right of meeting	The meeting / Right of meeting
Mr. Chaipat Nakmontanakum	Director	5 / 5	1 / 1
Ms. Oh Whee Mian	Director	5 / 5	1 / 1
Mr. Yothin Viriyenawat	Director	5 / 5	1 / 1

Board remuneration

No.	Name-Surname	Meeting allowance Directors' Remuneration Year 2023 (Baht)				
		Board of Directors	Audit Committee	Risk Management Committee	Nomination Remuneration and Corporate Governance Committee	Total
1.	Mr. Tan Chek Teck	40,000	-	-	-	40,000
2.	Mr. Viroj Tangjetanaporn	125,000	40,000	40,000	-	205,000
3.	Mr. Somchat Chinthammit	100,000	20,000	20,000	10,000	150,000
4.	Mr. Chaipat Nakmontanakum	-	-	-	-	-
5.	Mr. Yothin Viriyenawat	-	-	-	-	-
6.	Mr. Paiboon Julasaksrisakul	100,000	20,000	20,000	5,000	145,000
7.	Ms. Oh Whee Mian	-	-	-	-	-
Total		365,000	80,000	80,000	15,000	540,000

The Company does not pay other remuneration to directors.

Supervision of Operations of Subsidiaries and Associated Companies

As of December 31, 2023, the Company has no subsidiaries and associated companies.

The Company pays attention to good corporate governance by establishing related policies and practices in the corporate governance policy of the Company and business ethics along with promoting real action to build confidence among all groups of stakeholders.

In the past year, the Company has followed up to ensure compliance with good corporate governance covering employee care and non-discrimination combating unfair competition caring for the environment organization hygiene and safety Information security. The follow-up results showed that the Company has completely implemented the guidelines for each issue including the following points.

Prevention of Conflicts of Interest

The Company has established a policy that the Board of Directors, Executives and Employees must perform their duties for the best benefit of the Company. If any person has an interest or is involved in the consideration such person must notify the Company know and not participate in considering such transactions.

Prevention of the Misuse of Insider Information

The Company has established a policy on misuse of insider information by Directors and the Management for personal gains. Directors and Management who are in the know of the Company's financial information are not allowed to trade the Company's shares one month prior to the public disclosure of such information. In the case where Directors and Management purchase shares of the Company, they are required to report such transactions to the Office of Securities and Exchange Commission in accordance with Section 59 and Section 275 of the Securities and Exchange Act.

Penal Provision

Furthermore, The Company has issued the penal provision for those seeking personal benefits by using insides information. The penalty deemed as appropriate includes verbal warning, warning, probation, and dismissal.

Policy and Guidelines on Anti-Corruption and Corruption

On November 13, 2015, the Board of Directors approved to set up "Anti-Corruption Policy", with an aim to enhance integrity and ethically business operation within UOBKH. The Company has participated in numerous anti-corruption activities. On March 9, 2017, UOBKH was among the CAC member companies, certified as allies of the Thailand's Private Sector Collective Action Coalition against Corruption and resolved to renew at the annual meeting of Q3/2020, the certificate will be valid for 3 years from the date of certification. The certification will expire on December 31, 2023.

Whistleblowing

Stakeholders can propose their opinions, complaints, or other important issues directly to the Independent Director or the Audit Committee, UOBKH Group also provides a variety of channels such as UOBKH website, and UOBKH dedicated Departments. For example, the Investor Relations Department is responsible for feedback from shareholders and the investors community while HR Department is responsible for those from employees. Moreover,

the Compliance Department has been assigned to receive suggestions, complaints or any other concerns related to UOBKH business operation and regulatory matters. Significant issues shall be reported to the Compliance Committee for consideration. The Compliance and Operation Control Committee will preliminarily screen the issue before reporting to the Audit Committee in case of critical corporate issues. The Audit Committee will further review, advise and report the issues and/or outcome to the Board of Directors.

In addition, to protect the rights and privacy of claimants, the Company has set clear policies and operational procedures to handle claims from Customers, Employees and Stakeholders. Comments, complaints, or any information given will be protected and kept confidential.

Complaint Channels

- Inform the complaint at UOBKH's Head Office or branches through officers or filling the form and submit to officers.
- Inform the complaint at UOBKH's Head Office or branches through officers or filling the form and submit to officers.
- To Send a letter to the address below: Compliance Department
UOB Kay Hian Securities (Thailand) Public Company Limited
130-132 Sindhorn Tower 1, 2nd 3rd Floor, Wireless Road, Lumpini, Pathumwan, Bangkok, 10330
- Call UOBKH at 0 2659 8000 or Fax the complaint to 0 2651 4338.
- Post your complaint on UOBKH's website.

9. Internal control and connected transactions

9.1 Internal control

In the Board of Directors meeting in which 3 audit committee members attended, the directors discussed with the management on adequacy of internal control in 5 areas, namely Organisation Control and Environment Risk Management, Management Control, Information Technology and Communication and Monitoring Systems, the Board of Directors concluded that the Company has adequate control in all these areas. The Board of Directors was also satisfied with the Company's monitoring system which can protect the Company's assets from unauthorised usage.

The Board of Directors has the opinion that the Company has an internal control system for transactions with major shareholders, directors, management, and persons related to such persons sufficiently and tightly for internal control of other topics. There are also adequate internal controls including a system to monitor and supervise the operations of the Company to be able to protect the Company's assets. This is due to the improper use of management or without power. The Board of Directors did not find any defect in the internal control system.

The Audit Committee has reviewed the performance reports of the Compliance and Internal Audit Department and assessed the adequacy of the internal control system to have appropriate internal controls and prevent or reduce risks that may arise. It also follows up on the implementation of the resolutions of the Audit Committee and the Board of Directors and the senior management of the Company. In addition, the Audit Committee receives regular reports on the audit and operation of the Compliance and Internal Audit units. There is an adequate internal control system suitable for business conditions. And no significant deficiencies were found in the internal control system.

9.2 Related parties transactions

(1) Saving, Interest Income and Accrued Interest Receivable

Persons/ Companies with potential conflict of interests	Types of connected party transactions	Transaction Value (unit : Baht)						Necessity and Justification of Related transaction
		2023		2022		Interest Income	Accrued Interest Receivable	
Savings	Interest Income	Accrued Interest	Savings	Interest Income	Interest Income	Accrued Interest Receivable		
1 United Overseas Bank (Thai) Plc.	The company has funds deposited in current and saving accounts.	1,846,585,387*	18,087,708	227,511	2,192,532,040*	14,161,503	21,005	Audit Committee has reviewed and concluded that they are normal transactions with the same interest rate that the Bank offered to other clients.

*deposit at Bank also include deposits for Customers' account.

(2) Company's deposits on behalf of customers

Persons/ Companies with potential conflict of interests	Types of connected party transactions	Transaction Value (unit : Baht)		Necessity and Justification of Related Transaction
		2023	2022	
2.1 UOB Kay Hian Private Limited	Cash deposited by UOB Kay Hian Private Limited and UOB KayHian (Hong Kong) Limited for share settlement purpose. This amount of cash is deposited with a local bank.	303,645,264	766,773,325	Audit Committee has reviewed and concluded that they are normal transactions.
2.2 UOB Kay Hian (Hong Kong) Limited		221,200,332	581,545,715	

(3) Brokerage fees

Persons/ Companies with potential conflict of interests	Types of connected party transactions	Transaction Value (unit : Baht)		Necessity and Justification of Related Transaction
		2023	2022	
		Brokerage fees	Brokerage fees	
3.1 UOB Kay Hian Private Limited	The company received brokerage fees.	3,546,790 As of Dec 31, 2023 Receivables 6,867,974 Payables 10,806,315	4,217,483 As of Dec 31, 2022 Receivables 128,879,689 Payables 2,407,654	Audit Committee has reviewed and concluded that the transactions were part of normal business transactions with the same fees rate as offered to other clients. The committee concluded that the transaction were reasonable.
3.2 UOB Kay Hian (HONG Kong) Limited	The company received brokerage fees.	1,844,905 As of Dec 31, 2023 Receivables 5,976,918 No Payables balance	2,557,052 As of Dec 31, 2022 Receivables 451,321 Payables 58,262,253	

As of December 31, 2023 and 2022, the related parties who have engaged in transaction listed under (3) have no outstanding balance from share trading beyond the settlement period of 7+2.

(4) Service fees and others

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Persons/ Companies with potential	Types of connected party transac- tions	Transaction Value (unit : Baht)						Necessity and Justification of Related transaction	
		2023		2022		Income	Expense		
		Income	Expense	Income	Expense				
4.1 United Over- seas Bank (Tha) Plc.	<ul style="list-style-type: none"> The Company paid fees for automatic money transfer, cheque clearing and also remunerate the bank for the suggestion given to client (suggestion on trading shares with the company). 	-	227,017	-	16,845,073			Audit Committee has reviewed and concluded that the transactions were part of normal business operation with the receipt of fees arisen from shares transfer, from being a share registrar and from late payment/ delivery of shares. For payment of fees, the amount is for automatic money transfer and cheque clearing, and also remunerate the bank for the suggestion given to client (suggestion on trading shares with the company), which were part of normal business operation.	
4.2 UOB Kay Hian (Hong Kong) Limited	<ul style="list-style-type: none"> Other 	-	1,580,284	-	1,530,614				
				Accrued fees 261,000	Accrued fees 346,950				
4.3 UOB Kay Hian Securities (M) SDN BHD	<ul style="list-style-type: none"> Other 	-	44,335	-	-				
4.4 UOB Kay Hian Private Limited*	<ul style="list-style-type: none"> The Company received fees from late payment/ late deliveries of share exceeding (T+2), share transfer and other fees. The Company received service fees and other income 	-	40,513	-	84,689				
				1,520,418	-	3,331,324	-		
								Audit Committee has reviewed and concluded that the transactions were part of normal business operation.	
	<ul style="list-style-type: none"> The Company paid fees for the Service Agreement Other fees and Other 	-	16,184,982 Accrued fees 7,406,388	-	13,645,896 Accrued fees 3,300,000			Audit Committee reviewed the transactions and concluded that the service was beneficial to the Company's operation. The fee and condition were reasonable. The Company considered and assessed the services before paying the fees. The need to renew the agreement will be assessed and review on a yearly basis.	
				9,346,262 Accrued fees 200,000	-	26,984,291 Accrued fees 20,562,119			

Persons/ Companies with potential conflict of interests	Types of connected party trans- actions	Transaction Value (unit : Baht)						Necessity and Justification of Related transaction	
		2023		2022		Income	Expense		
		Income	Expense	Income	Expense				
4.5 United Overseas Insurance (UO)	<ul style="list-style-type: none"> The amount is the payment for insurance contract (Stock Broker Scheme and Director & Officer Liability). The purpose of this insurance is to protect any damage inflicted in securities companies within the UOB Group. This includes negligence, misconduct of employees; theft or false documents; malpractice by employees, computer crimes and also damage which cannot be classified. The amount insured for the entire group was approximately SGD 40 million and the validity of the contract was from October 1, 2022 to January 31, 2023. The yearly insurance premium was Baht 10.72 million according to the allocation (number of employee). 	-	8,152,365	-	6,347,982	No Accrued balance	Accrued fees	Audit Committee reviewed the premium and protection as stated in the assurance policy and concluded that the transaction was reasonable and beneficial to the Company.	
4.6 UOB Asset Management (Thai)	<ul style="list-style-type: none"> The Company received unit trading agency fees. 	711,829	-	238,009	-			Audit Committee reviewed the transactions and concluded that the transaction was a part of normal business operation.	



Section 3

Financial Statements

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

**TO THE SHAREHOLDERS AND BOARD OF DIRECTORS
UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED**

Opinion

We have audited the financial statements of UOB Kay Hian Securities (Thailand) Public Company Limited (the “Company”), which comprise the statement of financial position as at December 31, 2023, and the related statements of comprehensive income, changes in owners’ equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of UOB Kay Hian Securities (Thailand) Public Company Limited as at December 31, 2023, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards (“TFRSs”).

Basis for Opinion

We conducted our audit in accordance with Thai Standards on Auditing (“TSAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	Audit Responses
<p>Impairment of goodwill</p> <p>The consideration of impairment of goodwill is depended on the management's judgments and key assumptions. Therefore, the key audit matter is whether the valuation of goodwill and impairment of goodwill have been recognized in accordance with TFRSs.</p> <p>Accounting policies of goodwill and impairment and details of goodwill were disclosed in Note 3.9 and Note 12 to the financial statements, respectively.</p>	<p>Key audit procedures included:</p> <ul style="list-style-type: none">Understood the impairment consideration process and related internal control proceduresTested the design and implementation of the internal control proceduresPerformed the operating effectiveness testing over the internal control procedures around impairment consideration process, andPerformed substantive testing as follows:<ul style="list-style-type: none">Involved our internal specialists in assessing and testing the appropriateness of valuation model and key assumptions the management used in the estimation of the impairment provision for goodwillExamined the correctness of the data used in the estimation of the impairment provision for goodwill with supporting documents and relative reportExamined the correctness of the calculation of the impairment provision for goodwill.

Other Information

Management is responsible for the other information. The other information comprises information in the annual report, but does not include the financial statements and our auditor's thereon, which is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to management and those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with TSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company's to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Wilasinee Krishnamra
Certified Public Accountant (Thailand)
Registration No. 7098

BANGKOK
February 23, 2024

DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023

UNIT : BAHT

	Notes	2023	2022
ASSETS			
Cash and cash equivalents	5	1,032,261,113	241,916,815
Receivables from Clearing House and broker - dealers	6, 8	234,682,313	332,147,831
Securities business receivables and			
derivatives business receivables	7	3,756,453,376	4,222,571,519
Non-collateralized investments	9	1,013,526,941	1,454,283,337
Premises improvement and equipment	11	53,881,552	59,822,472
Goodwill	12	252,678,922	285,208,199
Intangible assets	13	20,494,779	21,674,294
Right-of-use assets	14	83,072,079	113,747,998
Other assets	16	188,922,420	168,695,229
TOTAL ASSETS		<u>6,635,973,495</u>	<u>6,900,067,694</u>

Notes to the financial statements form an integral part of these financial statements

UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31, 2023

UNIT : BAHT

	Notes	2023	2022
LIABILITIES AND OWNERS' EQUITY			
LIABILITIES			
Payables to Clearing House and broker - dealers		1,011,793,278	181,262,559
Securities business payables and derivatives business payables	18	1,038,927,822	2,138,170,494
Current tax liabilities		3,909,378	17,841,335
Lease liabilities	19	83,752,020	114,018,680
Provision for employee benefits	20	147,424,125	143,409,130
Deferred tax liabilities	15	684,633	2,625,289
Other liabilities	21	150,484,085	144,239,063
TOTAL LIABILITIES		<u>2,436,975,341</u>	<u>2,741,566,550</u>
OWNERS' EQUITY			
SHARE CAPITAL			
Authorized share capital			
502,448,570 ordinary shares of Baht 1 each		<u>502,448,570</u>	<u>502,448,570</u>
Issued and paid-up share capital			
502,448,570 ordinary shares of Baht 1 each, fully paid		502,448,570	502,448,570
ADDITIONAL PAID-IN CAPITAL		455,750,395	455,750,395
RETAINED EARNINGS			
Appropriated			
Legal reserve	22	50,244,857	50,244,857
Unappropriated		<u>3,190,554,332</u>	<u>3,150,057,322</u>
TOTAL OWNERS' EQUITY		<u>4,198,998,154</u>	<u>4,158,501,144</u>
TOTAL LIABILITIES AND OWNERS' EQUITY		<u>6,635,973,495</u>	<u>6,900,067,694</u>

Notes to the financial statements form an integral part of these financial statements

UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2023

UNIT : BAHT

	Notes	2023	2022
REVENUES			
Brokerage fees	25	654,877,214	995,613,523
Fees and service income	26	219,969,668	165,224,669
Interest income		191,719,333	115,319,924
Gains and return on financial instruments	27	56,558,247	76,222,999
Other income		20,404,745	34,328,668
Total revenues		1,143,529,207	1,386,709,783
EXPENSES			
Employee benefit expenses		560,884,067	620,150,345
Fees and service expenses		173,724,332	206,893,804
Interest expenses		18,504,031	10,182,658
Expected credit loss	31	518,626	4,338
Other expenses	32	278,144,284	269,923,860
Total expenses		1,031,775,340	1,107,155,005
PROFIT BEFORE INCOME TAX		111,753,867	279,554,778
INCOME TAX	33	20,893,911	62,343,106
PROFIT FOR THE YEARS		90,859,956	217,211,672

Notes to the financial statements form an integral part of these financial statements

UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2023

UNIT : BAHT

	Notes	2023	2022
OTHER COMPREHENSIVE LOSS			
Items that will not be reclassified subsequently to profit or loss			
Loss on remeasurements of defined benefit plans	20	(6,428,218)	-
Income tax relating to components of other comprehensive loss	15	1,285,643	-
NET OTHER COMPREHENSIVE LOSS		(5,142,575)	-
TOTAL COMPREHENSIVE INCOME FOR THE YEARS		85,717,381	217,211,672

BASIC EARNINGS PER SHARE	BAHT	0.18	0.43
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WEIGHTED AVERAGE NUMBER OF

ORDINARY SHARES	SHARES	502,448,570	502,448,570
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UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED

STATEMENT OF CHANGES IN OWNERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2023

UNIT : BAHT

	Note	Issued and paid-up share capital	Additional paid-in capital	Appropriated Legal reserve	Retained earnings	Unappropriated owners' equity	Total
Balance as at January 1, 2022		502,448,570	455,750,395	50,244,857	3,013,237,421		4,021,681,243
Dividends paid	23	-	-	-	(80,391,771)		-80,391,771
Total comprehensive income for the year		-	-	-	217,211,672		217,211,672
Balance as at December 31, 2022		502,448,570	455,750,395	50,244,857	3,150,057,322		4,158,501,144
Balance as at January 1, 2023		502,448,570	455,750,395	50,244,857	3,150,057,322		4,158,501,144
Dividends paid	23	-	-	-	(45,220,371)		-45,220,371
Total comprehensive income for the year		-	-	-	85,717,381		85,717,381
Balance as at December 31, 2023		502,448,570	455,750,395	50,244,857	3,190,554,332		4,198,998,154

Notes to the financial statements form an integral part of these financial statements

UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2023

UNIT : BAHT

	Notes	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before income tax		111,753,867	279,554,778
Adjustments to reconcile profit before income tax to net cash received (paid) operating activities			
Depreciation and amortization		88,309,741	87,754,845
Employee benefit expenses	20	19,900,045	17,630,722
Expected credit loss	31	518,626	4,338
Gain on disposal of equipment		(1,466,638)	(1,875,230)
Loss on written-off equipment		306,325	17,735
Loss on impairment of goodwill	32	32,529,277	15,734,442
Interest expenses		18,504,031	10,182,658
Dividend income	27	(19,027,342)	(15,780,274)
Interest income		<u>(191,719,333)</u>	<u>(115,319,924)</u>
Operating profit before changes in operating assets and liabilities		59,608,599	277,904,090
(Increase) decrease in operating assets			
Receivables from Clearing House and broker - dealers		97,465,518	429,891,545
Securities business receivables and derivatives business receivables		466,893,440	(527,558,543)
Non-collateralized investments, fair value through profit or loss		440,756,396	(357,310,522)
Other assets		(11,893,422)	(4,842,256)
Increase (decrease) in operating liabilities			
Payables to Clearing House and broker - dealers		830,530,719	181,262,559
Securities business payables and derivatives business payables		(1,099,242,672)	(352,178,045)
Other liabilities		7,281,761	(19,858,396)
Cash received (paid) from operations		<u>791,400,339</u>	<u>(372,689,568)</u>

UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED

STATEMENT OF CASH FLOWS (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2023

UNIT : BAHT

	Notes	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
(Continued)			
Employee benefit paid	20	(22,313,268)	(4,399,933)
Interest paid		(18,170,167)	(10,022,344)
Interest and dividend received		201,118,982	127,403,215
Income tax paid		(35,480,881)	(85,692,745)
Net cash provided by (used in) operating activities		<u>916,555,005</u>	<u>(345,401,375)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Cash received (paid) from investing activities			
Cash payment for purchases of equipment	4.1	(25,613,869)	(17,049,582)
Cash payment for purchases of intangible assets	4.2	(4,777,902)	(5,778,115)
Proceeds from disposal of equipment		1,527,103	1,907,523
Net cash used in investing activities		<u>(28,864,668)</u>	<u>(20,920,174)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Cash paid from financing activities			
Cash payment for lease liabilities	19	(50,755,066)	(51,656,447)
Cash payment for interest under lease liabilities	19	(1,370,602)	(788,608)
Dividend paid	23	(45,220,371)	(80,391,771)
Net cash used in financing activities		<u>(97,346,039)</u>	<u>(132,836,826)</u>
Net increase (decrease) in cash and cash equivalents		790,344,298	(499,158,375)
Cash and cash equivalents as at January 1,		241,916,815	741,075,190
Cash and cash equivalents as at December 31,	5	<u>1,032,261,113</u>	<u>241,916,815</u>

Notes to the financial statements form an integral part of these financial statements

**UOB KAY HIAN SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2023**

1. BUSINESS OPERATIONS AND GENERAL INFORMATION OF THE COMPANY

UOB Kay Hian Securities (Thailand) Public Company Limited (the “Company”) was incorporated as a limited company under Thai laws on July 2, 1998. Subsequently, the Company converted the status to be a public limited company in accordance with the Public Limited Companies Act on February 21, 2005 and was listed on the Stock Exchange of Thailand on November 22, 2005. The Company’s head office is located at 130-132, Sindhorn Building Tower I, 2nd and 3rd floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330. As at December 31, 2023 and 2022, the Company has 40 branches and 42 branches, respectively.

UOB-Kay Hian Holdings Limited, incorporated in Singapore, is the major shareholder and the ultimate parent company, holding 70.65% of the Company’s issued and paid-up share capital.

The Company operates its business in Thailand and its principle activities are securities brokerage and derivatives agent. The Company was granted licenses from the Ministry of Finance and the Office of the Securities and Exchange Commission to operate the following securities businesses:

1. Securities Brokerage
2. Securities Trading
3. Securities Underwriting
4. Investment Advisory Service
5. Derivatives Agent
6. Securities Borrowing and Lending

2. BASIS FOR PREPARATION AND PRESENTATION OF THE FINANCIAL STATEMENTS

- 2.1 The Company maintains its accounting records in Thai Baht and prepares its statutory financial statements in the Thai language in conformity with Thai Financial Reporting Standards and accounting practices generally accepted in Thailand and the additional information is disclosed in accordance with the regulations of the Office of the Securities and Exchange Commission. No. SorTor. 6/2562, dated January 8, 2019, regarding “The Form of Financial Statements for Securities Companies No.3”
- 2.2 An English version of the financial statements has been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

2.3 Thai Financial Reporting Standards affecting the presentation and disclosure in the current year financial statements

During the year, the Company has adopted the revised financial reporting standards issued by the Federation of Accounting Professions which are effective for fiscal years beginning on or after January 1, 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology and clarification of accounting requirements. The adoption of these financial reporting standards does not have any significant impact on the Company's financial statements.

2.4 Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective

Thai Financial Reporting Standard which will be effective for the financial statements for the period beginning on or after January 1, 2024, onwards

The revised TFRSs are mostly the revision of wording and terminology and clarification of accounting requirements. TFRSs which have been amended and are relevant to the Company are as follows:

Thai Accounting Standard No.1 “Presentation of Financial Statements”

The amendments change the requirements regarding the disclosure of accounting policies from “significant accounting policies” to “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.

Thai Accounting Standard No.8 “Accounting Policies, Changes in Accounting Estimates and Errors”

The amendments change the definition of accounting estimates to be “monetary amounts in financial statements that are subject to measurement uncertainty”, to help an entity to be able to segregate the difference of “change in accounting estimates” from “change in accounting policies”.

Thai Accounting Standard No.12 “Income Taxes”

The amendments add the requirements for the initial recognition of deferred tax, which give rise to equal taxable and deductible temporary differences such as right-of-use assets and lease liabilities and decommissioning obligation. The amendments apply to transactions that occur on or after the beginning of the earliest comparative period presented. At the beginning of the earliest comparative period, an entity recognizes a deferred tax asset, to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized, and a deferred tax liability for all deductible and taxable temporary differences associated with such transactions.

In addition, such amendments also add the exemption for the International Tax Reform - Pillar Two Model. An entity should not recognize and not disclose the deferred tax assets and deferred tax liability which are relevant to Pillar Two income tax.

The Company's management will adopt such TFRSs in the preparation of the Company's financial statements when it becomes effective. The Company's management is in the process to assess the impact of these TFRSs on the financial statements of the Company in the period of initial application.

Thai Financial Reporting Standard which will be effective for the financial statements for the period beginning on or after January 1, 2025, onwards

Thai Financial Reporting Standard No.17 "Insurance Contracts" establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes Thai Financial Reporting Standard No.4 "Insurance Contracts". The Company does not have accounting transaction which should be adopted this Financial Reporting Standard.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention except as disclosed in the significant accounting policies below:

Significant accounting policies adopted by the Company are summarized as follows:

3.1 Revenue and expense recognition

3.1.1 Brokerage fee, fees and services income

1) Brokerage fee

Brokerage fees on securities and derivatives trading are recognized at a point in time on execution date of the trades at a certain percentage of the transaction value of the trades executed.

2) Fees and services income

Underwriting fee income

Revenue from underwriting is recognized when the relevant placing, underwriting, sub-underwriting activities are completed. Accordingly, the revenue is recognized at a point in time.

Investment and financial advisory fee income

Investment and financial advisory fee income is recognized when the Company has satisfied its performance obligation in providing the promised service to the customer, and recognized based on contractual rate agreed with customers. Accordingly, the revenue is recognized at point in time and over time.

3.1.2 Gains (losses) on trading in securities and derivatives

Gains (losses) on trading in securities and derivatives are recognized as income or expenses on the transaction date.

3.1.3 Dividend on investments in securities

Dividend on investments in securities is recognized as income when the dividend is declared.

3.1.4 Interest on margin loans

Interest income is recognized on an accrual basis by reference to the principal outstanding and at the effective interest rate.

3.1.5 Expenses

Expenses are recognized on an accrual basis.

3.2 Recognition and amortization of customer deposits

Money which customers have placed with the Company in cash accounts for securities and derivatives trading and credit balance for securities trading is recorded as the assets and liabilities of the Company for internal control purposes. As at the statement of financial position date, the Company writes these amounts off from both assets and liabilities.

3.3 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, all bank deposit accounts with an original maturity of three months or less, call notes receivable and term notes receivable with an original maturity of 3 months or less and not subject to withdrawal restrictions.

3.4 Deposits at financial institutions

Deposits at financial institutions include fixed deposit, investments in promissory notes issued by financial institutions with an original maturity more than three months and deposits used as collateral.

3.5 Receivables and payables from/to Clearing House and broker-dealers

Net balances of receivables or payables incurred from settlement of securities and derivatives trading each day through the Clearing House, are presented as net balance receivable or payable from/to Clearing House and broker-dealers including cash paid as collateral at the Clearing House for derivatives business.

3.6 Securities business receivables and Derivatives business receivables and allowance for expected credit loss

Securities business receivables and Derivatives business receivables comprise 3 categories as follows:

3.6.1 Receivables from securities business and derivatives business of cash accounts

Receivables from securities business and derivatives business of cash accounts are receivables which require cash settlements within 1 - 2 working days after the securities and derivatives' purchasing date.

3.6.2 Loans for securities purchasing

Loans for securities purchasing are accounts that debtors are granted loans for securities purchasing with collaterals placed not lower than the rate required by the Stock Exchange of Thailand.

3.6.3 Other receivables

Other receivables include overdue receivables from securities business of cash accounts and restructured or installment receivables.

The allowance for expected credit loss has been disclosed in Note 3.19.

3.7 Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of TFRS 2 leasing transactions that are within the scope of TFRS 16 and measurements that have some similarities to fair value but are not fair value, such as value in use in TAS 36.

In addition, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

3.8 Premises improvement and equipment

Premises improvement and equipment are stated at cost less accumulated depreciation and allowance for impairment (if any).

The Company calculates depreciation using the straight-line method based on the estimated useful lives of the assets as follows:

Leasehold improvement	5 years
Furniture, fixtures and office equipment	5 years
Vehicles	5 years

Repairs and maintenance are charged as expenses to the statement of comprehensive income during the accounting period in which they are incurred. The cost of major renovations is included in the carrying amount of the asset when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Company. Major renovations are depreciated over the useful life of the related asset.

The Company will review for impairment of assets whenever events of changes in circumstances indicating that the carrying amount of an asset may not be recoverable. Whenever the carrying amounts of an asset exceed its recoverable amount, an impairment loss is recognized in the statement of comprehensive income immediately.

3.9 Goodwill

Goodwill represents the excess of the cost of acquisition over the Company's interest in the fair value of the identifiable net assets acquired as at the date of acquisition.

Other costs directly attributable to the business combination are recorded as acquisition costs.

For goodwill in a business acquisition, it is a benefit which the Company expects to receive from being transferred of the marketing officers including customer accounts resulting from business transfer from Merchant Partners Securities Public Company Limited, PI Securities Public Company Limited (formerly, Country Group Securities Public Company Limited) and AEC Securities Public Company Limited.

Goodwill is stated at cost less allowance for impairment. The Company will perform impairment reviews of the goodwill by considering from transferred marketing officers' performance annually and recognize its loss on impairment when the recoverable amount of the goodwill is less than its carrying amount.

3.10 Intangible assets

Intangible assets are stated at cost less accumulated amortization and allowance for impairment (if any).

Amortization

Amortization is charged to the statement of comprehensive income on a straight-line method from the date that intangible assets are available for use over the estimated useful lives of the assets. The estimated useful lives are as follows:

Computer software	5 years
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The Company's TFEX membership fee is stated at cost.

The carrying amount of each intangible asset is reviewed annually and adjusted for impairment where it is considered necessary.

3.11 Securities business payables and Derivatives business payables

Securities business payables and Derivatives business payables are the obligations of the Company in respect of its securities business and derivatives business with outside parties.

3.12 Leases

The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets i.e. tablets and personal computers, small items of office furniture and telephones. For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leases assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lease under residual value guarantees;
- The exercise price of purchase options, if the lease is reasonably certain to exercise the options.
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Company did not make any such adjustments during the years presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Company incurs an obligation for costs to dismantle and remove an underlying asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under TAS 37 "Provision, Contingent Liabilities and Contingent Assets". To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use assets is depreciated over the useful life of the underlying asset.

The depreciation starts at the commencement date of the lease. The right-of-use assets are presented as a separate line in the statement of financial position.

The Company applies Thai Accounting Standard No. 36 “Impairment of Assets” to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the “Premises improvement and equipment” policy.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognized as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line “Other expenses” in the statement of comprehensive income.

As a practical expedient, TFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

3.13 Provision for employee benefits

Provision for employee benefits is calculated under the Thai Labor Protection Act by an independent actuary at the end of reporting period using the Projected Unit Credit Method, which is estimate of the present value of expected cash flows of benefits to be paid in the future, taken into account the actuarial assumptions, including salaries, turnover rate, mortality rate, years of service and other factors.

The expenses for the unfunded defined benefit plan are recognized as personnel expenses in the statement of comprehensive income.

3.14 Provisions

The Company recognizes provision as liabilities in the financial statements when the amount of the liability can be reliably estimated and are commitments when it is likely that losses of resources which are of economic benefit to the Company will result from settlement of such commitments.

The Company reverses the provision when it is no longer probable that losses of resources which are of economic benefit to the Company will result from settlement of commitments presented in the statement of comprehensive income.

3.15 Provident fund

The contribution for employee provident fund is recorded as an expense when incurred.

3.16 Foreign currency transactions

Transactions denominated in foreign currencies incurred during the year are converted into Baht at the rates of exchange at transaction dates and monetary assets and liabilities at the statement of financial position date denominated in foreign currencies are converted into Baht at the reference exchange rates established by the Bank of Thailand on that date. Gains or losses on foreign exchange arising on settlements and conversion are recognized as income or expense in statement of comprehensive income.

3.17 Income tax

Income tax represents the sum of the tax currently payable and deferred tax.

Current income tax

Current income tax is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and further excludes items that are never taxable or deductible. The Company's current income tax is calculated using tax rates that have been enacted or substantively enacted at the financial statements date.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit (tax base). Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed by the end of each reporting period. Deferred tax asset shall be reduced to the extent that utilized taxable profits decreased. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available to allow total or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and liabilities and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off the recognized amounts and the Company intends to settle on a net basis or to realize the asset and settle the liability simultaneously and when they relate to income taxes levied by the same taxation authority.

Income tax expense or income related to profit or loss are presented in the statement of comprehensive income and net presented with items recognized directly in owners' equity in other comprehensive income.

3.18 Basic earnings per share

Basic earnings per share are determined by dividing net profit for the year by the weighted average number of ordinary shares held by outside parties outstanding during the year. In case of a capital increase, the number of shares is weighted according to time of subscription received.

3.19 Financial instruments

Financial assets and financial liabilities are recognized in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets

All recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortized cost;

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI);

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL)

Despite the foregoing, the Company may make the following irrevocable election/designation at initial recognition of a financial asset;

- The Company may irrevocable elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met (see (ii) below); and
- The Company may irrevocable designate a debt investment that meets the amortized cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (see (iii) below).

(i) Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period.

Interest income is recognized in profit or loss and is included in the “interest income” line item.

(ii) Equity instruments designated as at FVTOCI

On initial recognition, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination.

A financial asset is held for trading if;

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- It is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs.

Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the investments revaluation reserve. The cumulative gain or loss is not be classified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognized in profit or loss in accordance with TFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the “gains and return on financial instruments” line item in profit or loss.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortized cost or FVTOCI are measured at FVTPL. Specifically;

- Investments in equity instruments are classified as at FVTPL, unless the Company designates an equity investment that is neither held-for-trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortized cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortized cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called “accounting mismatch”) that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases. The Company has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss to the extent they are not part of a designated hedging relationship (see hedge accounting policy). The net gain or loss recognized in profit or loss includes any dividend or interest earned on the financial asset and is included in the “gain and return on financial instruments” line item. Fair value is determined in the manner described in Note 38.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on securities business receivables and derivative business receivables. The amount of expect credit losses is updated at each reporting period date to reflect changes in credit risk since initial recognition of the respective financial instrument, taking into account cash flows from collateral.

The Company always recognizes lifetime ECL for securities business receivables and derivative business receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

For all other financial instruments, the Company recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(i) Write-off policy

The Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in profit or loss.

(ii) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. As for the exposure at default, for financial assets, this is represented by the asset's gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Company's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the lease receivable in accordance with TFRS 16 "Leases".

If the Company has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Company measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Company recognizes an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognized in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

Derecognition of financial assets

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Company has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities

All financial liabilities are measured subsequently at amortized cost using the effective interest method.

Financial liabilities measured subsequently at amortized cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortized cost of a financial liability.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

Derivative financial instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, options and interest rate swaps.

Derivatives are recognized initially at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognized in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognized as a financial asset whereas a derivative with a negative fair value is recognized as a financial liability. Derivatives are not offset in the financial statements unless the Company has both legal right and intention to offset. A derivative is presented as a non-current asset or non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realized or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

3.20 Use of management's judgments and key sources of estimation uncertainty

3.20.1 Use of management's judgments

The preparation of financial statements in conformity with Thai Financial Reporting Standards requires the Company's management to exercise various judgments in applying accounting policies that can significantly affect the recognition and disclosures in the financial statements. Significant judgments in applying accounting policies are as follows:

(1) Deferred tax assets

The Company recognizes deferred tax assets for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilized. The Company's management uses judgements based upon the likely timing and level of estimate future taxable profits to determine the amount of deferred tax assets that can be recognized at the end of reporting date.

(2) Provision for employee benefits

The present value of the provision for employee benefits depends on a number of factors that are determined on an actuarial basis using a number of assumptions, including the discount rate. Any changes in these assumptions will have an impact on the carrying amount of such obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the employee benefit obligations. In determining the appropriate discount rate, the Company considers the market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related obligations. Additional information is disclosed in Note 20.

Past service cost related to the plan amendment is recognized as an expense in the statement of comprehensive income when the plan amendment is effective.

3.20.2 Key sources of estimation uncertainty

The Company has estimates with the assumptions concerning the future. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined are as follows:

(1) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The Company's management will perform impairment reviews of the goodwill by considering from transferred marketing officers' performance annually and recognize its loss on impairment when the recoverable amount of the goodwill is less than its carrying amount.

The carrying amount of goodwill as at December 31, 2023 was Baht 252.68 million (2022: Baht 285.21 million) after an impairment loss of Baht 32.53 million was recognized during the year ended December 31, 2023 (2022: Baht 15.73 million). Details of the impairment loss calculation are set out in Note 12.

(2) Fair value measurements and valuation processes

In estimating the fair value of an asset or liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation to determine the appropriate valuation techniques and inputs for fair value measurements.

Information about valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 38.

4. SUPPLEMENTARY DISCLOSURES OF CASH FLOW INFORMATION

Non-cash items are as follows:

4.1 Premise improvement and equipment payables are as follows:

	As at December 31,	2023	2022
	Baht	Baht	
Beginning balances of premise improvement and equipment payables	-	-	-
<u>Add</u> Purchase of premise improvement and equipment	25,613,869	17,049,582	
<u>Less</u> Cash payment for purchase of premise improvement and equipment	<u>(25,613,869)</u>	<u>(17,049,582)</u>	
Ending balances of premise improvement and equipment payables	-	-	-

4.2 Intangible asset payables are as follows:

	As at December 31,		As at December 31,	
	2023		2022	
	Baht		Baht	
Beginning balances of intangible asset payables	-		-	
<u>Add</u> Purchase of intangible assets	4,777,902		5,778,115	
<u>Less</u> Cash payment for purchase of intangible assets	<u>(4,777,902)</u>		<u>(5,778,115)</u>	
Ending balances of intangible asset payables	-		-	

5. CASH AND CASH EQUIVALENTS

	As at December 31,		As at December 31,	
	2023		2022	
	Baht		Baht	
Cash, short - term deposit account and promissory notes with maturities not over 3 months	2,846,763,283		2,323,616,505	
<u>Less</u> Deposits for customers' account*	<u>(1,814,502,170)</u>		<u>(2,081,699,690)</u>	
Total cash and cash equivalents	<u>1,032,261,113</u>		<u>241,916,815</u>	

* Deposit accounts for the customers are not shown as assets and liabilities in the financial statements according to the Notification of the Securities and Exchange Commission.

6. RECEIVABLES FROM CLEARING HOUSE AND BROKER - DEALERS

	As at December 31,		As at December 31,	
	2023		2022	
	Baht		Baht	
Receivables from Thailand Clearing House	376,481,724		469,409,916	
Receivables from foreign securities company (see Note 35)	13,255,197		9,421,929	
<u>Less</u> Receivables from Clearing House for the customers*	<u>(155,054,608)</u>		<u>(146,684,014)</u>	
Total receivables from Clearing House and broker - dealers	<u>234,682,313</u>		<u>332,147,831</u>	

* Receivables from Clearing House for the customers are not shown as assets and liabilities in the financial statements according to the Notification of the Securities and Exchange Commission.

7. SECURITIES BUSINESS RECEIVABLES AND DERIVATIVES BUSINESS RECEIVABLES

	As at December 31,		As at December 31,	
	2023		2022	
	Baht		Baht	
Customer accounts - cash	1,968,225,504		2,245,225,912	
Customer accounts - credit balance	1,779,054,389		1,969,466,047	
Other receivables	<u>522,964</u>		<u>4,338</u>	
Total securities business receivables	<u>3,747,802,857</u>		<u>4,214,696,297</u>	
<u>Add</u> Accrued interest	<u>9,173,483</u>		<u>7,879,560</u>	
<u>Less</u> Allowance for expected credit loss (see Note 10)	<u>(522,964)</u>		<u>(4,338)</u>	
Total securities business receivables and derivatives business receivables	<u>3,756,453,376</u>		<u>4,222,571,519</u>	

7.1 Receivables classified by class

As at December 31, 2023 and 2022, the Company classified securities business receivables, derivative business receivables including related accrued interest receivables are defined as follows (classified by types of receivables):

	As at December 31, 2023		
	Securities business receivables, derivatives business receivables, and accrued interest	Recognized amount as allowance for expected credit loss	Allowance for expected credit loss
	Baht	Baht	Baht
Low credit risk receivables	3,756,453,376	-	-
Significant increase in credit risk receivable	-	-	-
Default receivables in credit risk	522,964	522,964	522,964
Total	3,756,976,340	522,964	522,964

	As at December 31, 2022		
	Securities business receivables, derivatives business receivables, and accrued interest	Recognized amount as allowance for expected credit loss	Allowance for expected credit loss
	Baht	Baht	Baht
Low credit risk receivables	4,222,571,519	-	-
Significant increase in credit risk receivable	4,338	4,338	4,338
Default receivables in credit risk	-	-	-
Total	4,222,575,857	4,338	4,338

8. DERIVATIVES ASSETS

Type of risks	As at December 31,					
	2023		2022			
	Asset	Fair value Baht	Notional amount Baht	Asset	Fair value Baht	Notional amount Baht
Futures ⁽¹⁾		-	281,555,000		-	1,090,815,053
Total		-	281,555,000		-	1,090,815,053

⁽¹⁾ The futures are cash settlement. Real exposure is a difference between cost of such contracts and underlying assets level. Fair value of outstanding futures at the end of year included in "Receivables from Clearing House and brokers - dealers". As at December 31, 2023 and 2022, fair value of derivative assets (liabilities) - futures net is Baht 8.92 million and Baht (19.24) million, respectively.

Proportion of the derivatives classified by type of contractual parties by notional amount

Type of contractual parties	As at December 31,			
	2023		2022	
	Proportion based on contract amount Percent	100	Proportion based on contract amount Percent	100
Third parties				
Total		100		100

9. NON-COLLATERALIZED INVESTMENTS

	As at December 31, 2023	2022
	Fair value/ amortized cost Baht	Fair value/ amortized cost Baht
Investments, fair value through profit or loss		
Equity securities:		
Listed securities	269,935,000	1,114,604,500
Total equity securities	<u>269,935,000</u>	<u>1,114,604,500</u>
Debt securities:		
Debt securities of private sector	738,891,189	334,978,085
Total debt securities	<u>738,891,189</u>	<u>334,978,085</u>
Total investments, fair value through profit or loss	<u>1,008,826,189</u>	<u>1,449,582,585</u>
Investments, fair value through other comprehensive income		
Equity securities:		
Ordinary shares	4,700,752	4,700,752
Total equity securities	<u>4,700,752</u>	<u>4,700,752</u>
Total investments, fair value through other comprehensive income	<u>4,700,752</u>	<u>4,700,752</u>
Investments, amortization cost		
Deposits at financial institutions:		
Fixed deposits	1,913,513,309	2,509,055,820
<u>Less</u> Deposits for customers' account*	<u>(1,913,513,309)</u>	<u>(2,509,055,820)</u>
Total deposits at financial institutions	<u>-</u>	<u>-</u>
Debt securities:		
Government bonds	99,553,067	1,015,765,062
<u>Less</u> Government bonds for customers' account*	<u>(99,553,067)</u>	<u>(1,015,765,062)</u>
Total debt securities	<u>-</u>	<u>-</u>
Total investments, amortization cost	<u>-</u>	<u>-</u>
Total investments	1,013,526,941	1,454,283,337

* Fixed deposits and government bonds for customers' account are not shown as assets and liabilities in financial statements according to the Notification of the Securities and Exchange Commission.

9.1 Investments in deposits at financial institutions and investments in debt securities classified by the remaining of contract.

	As at December 31, 2023	2022
	Within 1 year Baht	Within 1 year Baht
Investment, amortization cost		
- Government bonds	99,553,067	1,015,765,062
- Deposits at financial institutions	1,913,513,309	2,509,055,820
<u>Less Deposits for customers' account</u>	<u>(2,013,066,376)</u>	<u>(3,524,820,882)</u>
Total	-	-

9.2 Investments in equity securities designated at FVTOCI were as follow:

Investments	Reason for use of alternative in presentation as mentioned	Fair value Baht	As at December 31, 2023		
			Dividend received for the year ended December 31, 2023	Retained earnings or retained losses transferred in owners' equity Baht	Reason to transfer
TSFC Securities Public Company Limited	Intention to hold in long-term period	3,977,500	119,325	-	-
Asco Business Promotion Company Limited	Intention to hold in long-term period	667,680	-	-	-
Thanakarn Hospital	Intention to hold in long-term period	<u>55,572</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total		4,700,752	119,325	-	-

Investments	Reason for use of alternative in presentation as mentioned	Fair value Baht	As at December 31, 2022		
			Dividend received for the year ended December 31, 2022	Retained earnings or retained losses transferred in owners' equity Baht	Reason to transfer
TSFC Securities Public Company Limited	Intention to hold in long-term period	3,977,500	131,258	-	-
Asco Business Promotion Company Limited	Intention to hold in long-term period	667,680	1	-	-
Thanakarn Hospital	Intention to hold in long-term period	<u>55,572</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total		4,700,752	131,259	-	-

10. ALLOWANCE FOR EXPECTED CREDIT LOSS

	As at December 31, 2023		
	Reserve for significant increase in credit risk receivable Baht	Reserve for default receivables in credit risk Baht	Total Baht
	Securities business receivables and derivatives business receivables		
Beginning balances	4,338	-	4,338
Additional amount	-	518,626	518,626
Changes from stage reclassification	(4,338)	4,338	-
Ending balances	-	522,964	522,964

	As at December 31, 2022		
	Reserve for significant increase in credit risk receivable Baht	Reserve for default receivables in credit risk Baht	Total Baht
	Securities business receivables and derivatives business receivables		
Beginning balances	-	-	-
Additional amount	9,129	-	9,129
Reverse amount	(4,791)	-	(4,791)
Ending balances	4,338	-	4,338

11. PREMISES IMPROVEMENT AND EQUIPMENT

For the year ended December 31, 2023					
	Balances as at	Increase	Decrease	Transfer in/	Balances as at
	January 1,			(Transfer out)	December 31,
	2023				2023
	Baht	Baht	Baht	Baht	Baht
Cost					
Leasehold improvement	96,532,335	977,003	(2,819,758)	40,000	94,729,580
Furniture, fixtures and office equipment	213,895,884	11,160,629	(12,833,505)	10,189,237	222,412,245
Vehicles	37,625,160	3,259,000	(5,650,000)	-	35,234,160
Total cost	348,053,379	15,396,632	(21,303,263)	10,229,237	352,375,985
Accumulated depreciation					
Leasehold improvement	(82,683,624)	(8,362,187)	2,535,186	-	(88,510,625)
Furniture, fixtures and office equipment	(181,222,111)	(18,302,619)	12,751,289	-	(186,773,441)
Vehicles	(24,337,172)	(4,523,194)	5,649,999	-	(23,210,367)
Total accumulated depreciation	(288,242,907)	(31,188,000)	20,936,474	-	(298,494,433)
Leasehold improvement and office equipment under installation	12,000	10,217,237	-	(10,229,237)	-
Total premises improvement and equipment	59,822,472				53,881,552
For the year ended December 31, 2022					
	Balances as at	Increase	Decrease	Transfer in/	Balances as at
	January 1,			(Transfer out)	December 31,
	2022				2022
	Baht	Baht	Baht	Baht	Baht
Cost					
Leasehold improvement	95,918,561	1,015,149	(401,375)	-	96,532,335
Furniture, fixtures and office equipment	205,225,597	4,978,306	(1,539,933)	5,231,914	213,895,884
Vehicles	34,140,035	9,469,000	(5,983,875)	-	37,625,160
Total cost	335,284,193	15,462,455	(7,925,183)	5,231,914	348,053,379
Accumulated depreciation					
Leasehold improvement	(73,673,768)	(9,411,220)	401,364	-	(82,683,624)
Furniture, fixtures and office equipment	(164,959,925)	(17,752,105)	1,489,919	-	(181,222,111)
Vehicles	(27,392,727)	(2,928,317)	5,983,872	-	(24,337,172)
Total accumulated depreciation	(266,026,420)	(30,091,642)	7,875,155	-	(288,242,907)
Leasehold improvement and office equipment under installation	3,656,788	1,587,126	-	(5,231,914)	12,000
Total premises improvement and equipment	72,914,561				59,822,472
Depreciation for the years ended December 31,					
2023				Baht	31,188,000
2022				Baht	30,091,642

12. GOODWILL

	For the year ended December 31, 2023			
	Balances as at January 1, 2023		Increase	Decrease
	Baht	Baht	Baht	Baht
Goodwill	442,717,451	-	-	442,717,451
<u>Less</u> Allowance for impairment	(157,509,252)	(32,529,277)	-	(190,038,529)
Total	285,208,199	(32,529,277)	-	252,678,922

	For the year ended December 31, 2022			
	Balances as at January 1, 2022		Increase	Decrease
	Baht	Baht	Baht	Baht
Goodwill	442,717,451	-	-	442,717,451
<u>Less</u> Allowance for impairment	(141,774,810)	(15,734,442)	-	(157,509,252)
Total	300,942,641	(15,734,442)	-	285,208,199

The management of the Company considered to record loss on impairment of goodwill into the statements of comprehensive income for the years ended December 31, 2023 and 2022 of Baht 32.53 million and Baht 15.73 million, respectively, because some marketing officers who were transferred from Merchant Partners Securities Public Company Limited, PI Securities Public Company Limited (formerly, “Country Group Securities Public Company Limited”) and AEC Securities Public Company Limited resigned from being employees of the Company.

13. INTANGIBLE ASSETS

	Useful lives	For the year ended December 31, 2023						
		Balances as at January 1, 2023		Increase	Decrease	Transfer in/ (Transfer out)	Amortization increase	Amortization (decrease)
		Baht	Baht	Baht	Baht	Baht	Baht	Baht
Computer software	1 - 5 years	15,762,241	425,028	-	4,278,697	(5,957,417)	-	14,508,549
TFEX membership fee		5,000,000	-	-	-	-	-	5,000,000
Computer software under installation		912,053	4,352,874	-	(4,278,697)	-	-	986,230
Total		21,674,294	4,777,902	-	-	(5,957,417)	-	20,494,779

	Useful lives	For the year ended December 31, 2022						
		Balances as at January 1, 2022		Increase	Decrease	Transfer in/ (Transfer out)	Amortization increase	Amortization (decrease)
		Baht	Baht	Baht	Baht	Baht	Baht	Baht
Computer software	1 - 5 years	11,338,404	1,432,869	-	9,183,172	(6,192,204)	-	15,762,241
TFEX membership fee		5,000,000	-	-	-	-	-	5,000,000
Computer software under installation		5,749,979	4,345,246	-	(9,183,172)	-	-	912,053
Total		22,088,383	5,778,115	-	-	(6,192,204)	-	21,674,294

Amortization for the years ended December 31,		Baht	5,957,417
2023		Baht	5,957,417
2022		Baht	6,192,204

14. RIGHT-OF-USE ASSETS

For the year ended December 31, 2023					
	Balances as at	Increase	Decrease	Transfer in/	Balances as at
	January 1,			(Transfer out)	December 31,
	2023				2023
	Baht	Baht	Baht	Baht	Baht
Cost					
Building	270,273,431	21,154,905	(666,500)	-	290,761,836
Vehicles	4,575,000	-	-	-	4,575,000
Total cost	274,848,431	21,154,905	(666,500)	-	295,336,836
Accumulated depreciation					
Building	(157,571,433)	(50,486,324)	-	-	(208,057,757)
Vehicles	(3,529,000)	(678,000)	-	-	(4,207,000)
Total accumulated depreciation	(161,100,433)	(51,164,324)	-	-	(212,264,757)
Total right-of-use assets	113,747,998				83,072,079
For the year ended December 31, 2022					
	Balances as at	Increase	Decrease	Transfer in/	Balances as at
	January 1,			(Transfer out)	December 31,
	2022				2022
	Baht	Baht	Baht	Baht	Baht
Cost					
Building	143,432,765	126,840,666	-	-	270,273,431
Vehicles	4,575,000	-	-	-	4,575,000
Total cost	148,007,765	126,840,666	-	-	274,848,431
Accumulated depreciation					
Building	(107,123,434)	(50,447,999)	-	-	(157,571,433)
Vehicles	(2,506,000)	(1,023,000)	-	-	(3,529,000)
Total accumulated depreciation	(109,629,434)	(51,470,999)	-	-	(161,100,433)
Total right-of-use assets	38,378,331				113,747,998
Depreciation for the years ended December 31,					
2023				Baht	51,164,324
2022				Baht	51,470,999

15. DEFERRED TAX ASSETS (LIABILITIES)

	As at January 1, 2023	Items as recognized in profit or loss revenue (expense) (see Note 33)	Items as recognized in other comprehensive income	As at December 31, 2023
	Baht	Baht	Baht	Baht
Deferred tax assets				
Provision for employee benefits	28,681,826	802,999	1,285,643	30,770,468
Right-of-use assets	-	319,279	-	319,279
	<u>28,681,826</u>	<u>1,122,278</u>	<u>1,285,643</u>	<u>31,089,747</u>
Deferred tax liabilities				
Amortized goodwill	(30,307,115)	(467,265)	-	(30,774,380)
Amortized TFEX membership fee	(1,000,000)	-	-	(1,000,000)
	<u>(31,307,115)</u>	<u>(467,265)</u>	<u>-</u>	<u>(31,774,380)</u>
Deferred tax liabilities	(2,625,289)	655,013	1,285,643	(684,633)
	As at January 1, 2022	Items as recognized in profit or loss revenue (expense) (see Note 33)	Items as recognized in other comprehensive income	As at December 31, 2022
	Baht	Baht	Baht	Baht
Deferred tax assets				
Provision for employee benefits	26,035,668	2,646,158	-	28,681,826
	<u>26,035,668</u>	<u>2,646,158</u>	<u>-</u>	<u>28,681,826</u>
Deferred tax liabilities				
Amortized goodwill	(26,480,884)	(3,826,231)	-	(30,307,115)
Amortized TFEX membership fee	(1,000,000)	-	-	(1,000,000)
	<u>(27,480,884)</u>	<u>(3,826,231)</u>	<u>-</u>	<u>(31,307,115)</u>
Deferred tax liabilities	(1,445,216)	(1,180,073)	-	(2,625,289)

16. OTHER ASSETS

	As at December 31,	
	2023	2022
	Baht	Baht
Indemnity compensation fund in net settlement system	129,186,489	128,189,513
Deposits	22,651,463	23,809,470
Account receivables of financial advisory	6,775,401	4,306,750
Prepaid expenses	4,716,737	2,852,302
Accrued income	21,351,371	8,696,721
Others	4,240,959	840,473
Total	<u>188,922,420</u>	<u>168,695,229</u>

17. BORROWING FROM FINANCIAL INSTITUTIONS

As at December 31, 2023 and 2022, the Company had no borrowing from financial institutions. However, the Company had bank overdrafts facility and loans which have no collateral from local banks as follows:

	Interest rate	As at December 31,	
		2023	2022
		Baht	Baht
Credit line of bank overdrafts	MOR*	110,000,000	110,000,000
Credit line of loans	Based on market condition	1,020,000,000	1,020,000,000
Credit lines of Effect Not Clear**	0.5% per annum	<u>250,000,000</u>	<u>250,000,000</u>
		<u>1,380,000,000</u>	<u>1,380,000,000</u>

* MOR is interest rate of overdraft facilities for corporate customer in good standing.

** Effect Not Clear means the service that the bank would pass the account owner's cheque before knowing the clearing result of the cheque which the account owner had deposited.

18. SECURITIES BUSINESS PAYABLES AND DERIVATIVES BUSINESS PAYABLES

	As at December 31,	
	2023	2022
	Baht	Baht
Customer account - cash	1,038,927,822	2,138,170,494
Total securities business payables and derivatives business payables	<u>1,038,927,822</u>	<u>2,138,170,494</u>

19. LEASE LIABILITIES

	As at December 31, 2023 Baht	2022 Baht
Lease liabilities	84,668,473	116,037,341
<u>Less</u> Deferred interest expenses	<u>(916,453)</u>	<u>(2,018,661)</u>
Total lease liabilities	<u>83,752,020</u>	<u>114,018,680</u>

The maturity analysis of undiscounted lease payment is presented as follows:

Within 1 year	50,369,192	46,029,344
Over 1 year but not over 5 years	<u>34,299,281</u>	<u>70,007,997</u>
	<u>84,668,473</u>	<u>116,037,341</u>

Movements in lease liabilities are as follows:

	As at December 31, 2023 Baht	2022 Baht
Lease liabilities as at beginning	114,018,680	38,834,462
Change in cash flow		
Cash payment for lease liabilities	(50,755,066)	(51,656,447)
Cash payment for interest under lease liabilities	(1,370,602)	(788,608)
Non-cash items	<u>21,859,008</u>	<u>127,629,273</u>
Lease liabilities as at ending	<u>83,752,020</u>	<u>114,018,680</u>

20. PROVISION FOR EMPLOYEE BENEFITS

The Company operates post-employment benefit plans under the Thai Labor Protection Act, which are considered as unfunded defined benefit plans.

Expenditures recognized in the statement of comprehensive income in respect of the defined benefit plans are as follows:

	For the years ended December 31, 2023 Baht	2022 Baht
Current service costs	16,762,972	16,297,582
Interest costs	3,137,073	1,333,140
Loss on remeasurements of defined benefit plans	6,428,218	-
Total	<u>26,328,263</u>	<u>17,630,722</u>

Movements in the present value of the defined benefit obligation are as follows:

	For the years ended December 31,	
	2023	2022
	Baht	Baht
Beginning balances of defined benefit obligation of the years	143,409,130	130,178,341
Current service costs	16,762,972	16,297,582
Interest costs	3,137,073	1,333,140
Benefit paid during the years	(22,313,268)	(4,399,933)
(Gain) loss on remeasurements of defined benefit plans		
- Experience adjustment	6,370,044	-
- Demographic assumption changes	5,613,700	-
- Financial assumption changes	(5,555,526)	-
Ending balance of defined benefit obligation of the years	<u>147,424,125</u>	<u>143,409,130</u>

The principle actuarial assumptions used to calculate the obligation under the defined post-employment benefit plans are as follows:

	As at December 31,	
	2023	2022
Financial assumptions		
Discount rates	2.46%	1.02%
Expected rates of salary increase	0% - 4.00%	0% - 3.00%
Retirement ages	60 years	60 years
Turnover rates	0% - 21%	0% - 23%
	Subject to range of employee	Subject to range of employee

Significant actuarial assumptions - impact on increase (decrease) in defined benefit obligation are as follows:

	Increase in assumption	As at December 31, 2023		
		Amount change in liability Baht	Decrease in assumption	Amount change in liability Baht
Discount rate	+ 1%	(10,874,224)	- 1%	12,408,009
Salary growth rate	+ 1%	11,945,064	- 1%	(10,551,340)
Turnover rate	+ 1%	(11,363,742)	- 1%	6,814,851
Life expectancy	+ 1 Year	626,001	- 1 Year	(622,377)

	Increase in assumption	As at December 31, 2022		
		Amount change in liability Baht	Decrease in assumption	Amount change in liability Baht
Discount rate	+ 1%	(10,354,381)	- 1%	11,782,740
Salary growth rate	+ 1%	14,354,624	- 1%	(9,642,238)
Turnover rate	+ 1%	(10,746,805)	- 1%	6,255,010
Life expectancy	+ 1 Year	447,361	- 1 Year	(445,531)

21. OTHER LIABILITIES

	As at December 31, 2023 Baht	2022 Baht
Accrued remuneration of employees	81,434,966	69,085,548
Other payables - related companies (see Note 35)	7,867,388	25,751,037
Accrued withholding tax and specific business tax payable	6,811,331	7,539,172
Value-added tax payable	6,449,305	3,737,345
Accrued expenses	14,155,181	15,589,410
Others	33,765,914	22,536,551
Total	150,484,085	144,239,063

22. LEGAL RESERVE

According to the Public Limited Companies Act B.E. 2535, the Company is required to set aside a legal reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any) until the reserve reaches 10% of the registered share capital. The legal reserve could not be used for dividend payment.

As at December 31, 2023 and 2022, the Company's statutory reserve equals to 10% of authorized share capital.

23. DIVIDENDS PAID

On April 28, 2023, the Annual General Meeting for Shareholders No. 1/2023 approved dividend payment for fiscal year 2022 from operating results for the year ended December 31, 2022 of Baht 0.09 per share, totaling Baht 45.22 million to the shareholders whose names were listed on the book closing date for the right to receive the dividend on March 14, 2023. The Company paid such dividend to the shareholders on May 26, 2023.

On April 29, 2022, the Annual General Meeting for Shareholders No. 1/2022 approved dividend payment for fiscal year 2021 from operating results for the year ended December 31, 2021 of Baht 0.16 per share, totaling Baht 80.39 million to the shareholders whose names were listed on the book closing date for the right to receive the dividend on March 14, 2022. The Company paid such dividend to the shareholders on May 26, 2022.

24. CAPITAL MANAGEMENT

The objective of the Company in managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company has a policy to pay dividend at least 20% of net profit after deducting legal reserve. The payment is subject to the resolution of the shareholders' meeting.

25. BROKERAGE FEES

	For the years ended December 31,	
	2023	2022
	Baht	Baht
Brokerage fees from securities business	558,122,807	878,748,879
Brokerage fees from derivatives business	96,754,407	116,864,644
Total	<u>654,877,214</u>	<u>995,613,523</u>

26. FEES AND SERVICE INCOME

	For the years ended December 31,	
	2023	2022
	Baht	Baht
Underwriting fee	131,894,265	122,781,552
Investment advisory	14,902,507	8,976,487
Financial advisory	43,332,372	30,984,110
Selling agent of investment units	<u>29,840,524</u>	<u>2,482,520</u>
Total	<u>219,969,668</u>	<u>165,224,669</u>

27. GAINS AND RETURN ON FINANCIAL INSTRUMENTS

	For the years ended December 31,	
	2023	2022
	Baht	Baht
Gain (loss) on securities	(76,860,485)	19,663,819
Gain on derivatives	114,391,390	40,778,906
Dividend income	<u>19,027,342</u>	<u>15,780,274</u>
Total	<u>56,558,247</u>	<u>76,222,999</u>

28. PROVIDENT FUND

The Company have established a contributory registered provident fund, in accordance with the Provident Fund Act B.E. 2530. Under the plan, the employees of the Company must contribute 3% or 5% or 10% or 15% of their basic salaries, and the Company must contribute 5%. The Company have appointed a registered provident fund manager to manage the fund in compliance with the requirements of the Ministerial Regulations issued under the Provident Fund Act B.E. 2542.

For the years ended December 31, 2023 and 2022, the Company contributed to the provident fund and recorded as expenses amounting to Baht 15,767,707 and Baht 16,209,749 respectively.

29. COMPENSATIONS PAID TO KEY MANAGEMENT PERSONNEL

Compensations paid to key management personnel expenses represent salaries, bonus and provident fund paid to the managements of the Company, presented as a part of “Employee benefits expenses”.

For the years ended December 31, compensations paid to key management personnel are as follows:

	2023 Baht	2022 Baht
Compensations paid to key management personnel		
Short-term employee benefits	27,493,109	30,602,289
Post-employment benefits	<u>1,730,107</u>	<u>1,763,353</u>
Total	<u>29,223,216</u>	<u>32,365,642</u>

30. DIRECTORS' REMUNERATION

Directors' remuneration represents the benefits (exclusive of salaries, bonus and related benefits payable executive directors) paid to the directors of the Company in accordance with Section 90 of the Public Limited Companies Act.

For the years ended December 31, director's remuneration are as follows:

	2023 Baht	2022 Baht
Director's remuneration	540,000	495,000

31. EXPECTED CREDIT LOSS

For the years ended December 31, expected credit loss are as follows:

	2023 Baht	2022 Baht
Securities business receivables and derivatives	518,626	4,338

32. OTHER EXPENSES

	For the years ended December 31,	
	2023 Baht	2022 Baht
Premises and equipment expenses	142,629,312	139,255,177
Fee expenses under service agreement (see Note 35)	16,184,982	13,645,896
Loss on impairment of goodwill	32,529,277	15,734,442
Other expenses	<u>86,800,713</u>	<u>101,288,345</u>
Total	<u>278,144,284</u>	<u>269,923,860</u>

33. INCOME TAX

Income tax expenses consisted of the following:

	For the years ended December 31,	
	2023	2022
	Baht	Baht
Current income taxes:		
Income taxes for the years	21,548,924	61,163,033
Deferred income taxes:		
Deferred income taxes relating to origination and reversal of temporary differences	<u>(655,013)</u>	1,180,073
Income tax expenses	<u>20,893,911</u>	<u>62,343,106</u>

Reconciliation between income tax expenses and the product of accounting profits for the years ended December 31, 2023 and 2022 and applicable tax rates can be shown as follows:

	For the years ended December 31,	
	2023	2022
	Baht	Baht
Accounting profit before income tax	<u>111,753,867</u>	<u>279,554,778</u>
Applicable tax rates	<u>20.00%</u>	<u>20.00%</u>
Accounting profits before income tax multiplied by applicable tax rates	22,350,773	55,910,956
Deferred tax relating to origination and reversal of temporary differences (see Note 15)	(655,013)	1,180,073
Effects of income exempt from tax and non-deductible expenses for tax purpose	<u>(801,849)</u>	<u>5,252,077</u>
Income tax expenses presented in the statement of comprehensive income	<u>20,893,911</u>	<u>62,343,106</u>
Effective tax rates	18.70%	22.30%

The Company used a tax rate of 20% for calculation of corporate income tax for the years ended December 31, 2023 and 2022. Income tax expense is calculated from income before tax, added back transactions which are non-deductible expenses and deducted income or expense exemption under the Revenue Code.

34. COMMITMENT AND CONTINGENT LIABILITIES**34.1 Forward foreign exchange contracts**

As at December 31, 2022, the Company entered into forward foreign exchange contracts consisted of the following:

Forward foreign exchange contracts - Sell

Currency	Amount	Maturity date	Principal contract amount Baht	Loss on fair value Baht
HKD	102,176	January 3, 2023	451,821	(1,226)

(As at December 31, 2023: Nil)

34.2 The Company has lease agreements for office premises and vehicles for period of 1 year. The agreements shall be renewable every 1 year with the rental fee rates as specified in such agreements. The Company does not have options to purchase the leased assets at the expiry of lease period. These agreements will be expired during November 2024.

As at December 31, 2023 and 2022, the Company is required to pay the rental and related service fees under lease agreements for the rental office as follows:

Type	Remaining rental expenses		Unit : Baht
	As at December 31, 2023		As at December 31, 2022
	Within 1 year Baht	Within 1 year Baht	
Office	323,000		293,000

For the years ended December 31, 2023 and 2022, the Company recorded expense according to the operating lease agreements in the statements of comprehensive income of Baht 1.69 million and Baht 2.08 million, respectively.

34.3 As at December 31, 2023 and 2022, the Company is required to pay a membership fee to the Stock Exchange of Thailand on a monthly basis of Baht 50,000 and at the rate of 0.005 percent of the trading value.

34.4 As at December 31, 2023 and 2022, the Company has a commitment under an on-line trading service agreement to pay Settrade.com Co., Ltd. whereby the Company is charged a fee at the rate of 0.002% - 0.040% of its trading volume and at rate of Baht 0.20 - 45.00 per derivative contract with the minimum payment being Baht 80,000 per month.

34.5 As at December 31, 2023 and 2022, the Company is required to pay annual membership fee to the Thailand Futures Exchange Public Limited Company (“TFEX”) of Baht 500,000 and an annual fee to Thailand Clearing House Co., Ltd. (“TCH”) of Baht 300,000 and has obligations to pay fees for derivative trading and settlement transactions based on specific rates by the TFEX and TCH, respectively.

34.6 As at December 31, 2023 and 2022, the Company is required to pay fees to the Office of the Securities and Exchange Commission (“SEC”) for its business operations as licensed whereby the fees are charged based on its trading volume and its revenue from fee and service income, with a minimum fee for each business type as in the Notification of SEC No. Kor Mor. 24/2562 dated November 12, 2019.

34.7 As at December 31, 2023 and 2022, the Company is required to pay contributions to the Compensation Fund for Clearing and Settlement, which is overseen by Thailand Securities Depository Company Limited and the Compensation Fund for derivatives clearing and settlement, which is overseen by the Thailand Clearing House Company Limited, at certain rates of its net settlements each month.

34.8 As at December 31, 2023 and 2022, the Company is required to pay a clearing fee to Thailand Clearing House Company Limited at the rate of Baht 15,000 per month and 0.001 percent of the trading value.

34.9 As at December 31, 2023 and 2022, the Company is required to pay fee expenses under the service agreement to a related company to assist the Company in business development to support the Company’s operation. The fee will be paid as specified in such agreement.

34.10 As at December 31, 2023 and 2022, the Company is required to pay service fee to the Thailand Securities Depository Company Limited for rendering securities depository system services at the rates according to each type of services.

35. RELATED PARTY TRANSACTIONS

Related persons or entities of the Company are defined as persons or entities that control the Company or are controlled by the Company, whether directly or indirectly or are under the same control as the Company including holding companies. In addition, related parties also include individuals owning, directly or indirectly, and interest in the voting shares of the Company, and have significant influence over the Company, key management personnel, directors or officers of the Company. This also applies to the close members of the family of such individuals and companies associated with these individuals.

In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form.

The Company has a major shareholder namely UOB-Kay Hian Holdings Limited incorporated in Singapore.

The names of the related companies are as follows:

Name	Relationship	Business type
UOB-Kay Hian Holdings Limited	Major shareholder	Investment holding
UOB Kay Hian Private Limited	Same group company	Securities
UOB Kay Hian (Hong Kong) Limited	Same group company	Securities
UOB Kay Hian Credit Pte. Ltd.	Same group company	Money-lending
United Overseas Bank (Thai) Public Company Limited	The related company with the major shareholder	Banking
UOB Asset Management (Thailand) Company Limited	The related company with the major shareholder	Asset management
UOB Kay Hian Securities (M) SDN BHD	Same group company	Securities

Pricing policies for particular types of transactions are explained further below:

Transactions	Pricing policies
Brokerage income from securities business	At price according to an agreement on rates of fees made with the customers but not exceeding 1 percent of trading value
Fee and service income	At agreed price which approximates market value
Interest income	At agreed price which approximates market value
Other income	At agreed price which approximates market value
Fee expenses	Under service agreement which is in normal business operations
Commission fees	At agreed price which approximates market value
Personnel expenses - Insurance premium	At the actual amount payments
Fee expenses under service agreement	Under service agreement which is in normal business operation
Other expenses	At the actual amount payments

Significant balances with related parties were as follows:

	As at December 31,	
	2023	2022
	Baht	Baht
Cash and cash equivalents*		
United Overseas Bank (Thai) Public Company Limited	1,846,585,387	2,192,532,040
* Cash and cash equivalents also includes deposits for customers' accounts		
Company's deposits on behalf of customers		
UOB Kay Hian Private Limited	303,645,264	766,773,325
UOB Kay Hian (Hong Kong) Limited	221,200,332	581,545,715
	<u>524,845,596</u>	<u>1,348,319,040</u>
Receivables from foreign securities company		
UOB Kay Hian Private Limited	13,255,197	9,421,929

	As at December 31,	
	2023	2022
	Baht	Baht
Securities business receivables and derivatives		
business receivables		
UOB Kay Hian Private Limited	6,867,974	119,457,760
UOB Kay Hian (Hong Kong) Limited	<u>5,976,918</u>	<u>451,321</u>
	<u>12,844,892</u>	<u>119,909,081</u>
Interest receivable		
United Overseas Bank (Thai) Public Company Limited	227,511	21,005
Securities business payables and derivatives		
business payables		
UOB Kay Hian Private Limited	10,806,315	2,407,654
UOB Kay Hian (Hong Kong) Limited	<u>-</u>	<u>58,262,253</u>
	<u>10,806,315</u>	<u>60,669,907</u>
Other payables		
UOB Kay Hian Private Limited	7,606,388	23,862,119
UOB Kay Hian (Hong Kong) Limited	261,000	346,950
UOB-Kay Hian Holdings Limited	<u>-</u>	<u>1,541,968</u>
	<u>7,867,388</u>	<u>25,751,037</u>
UOB-Kay Hian Holdings Limited agreed to provide in the limit of USD 20 million or approximately Baht 684 million. The repayment period is due within 1 year and interest approximating UOB-Kay Hian Holdings Limited's cost of fund will be charged on outstanding balance. However, during the years ended December 31, 2023 and 2022, the Company did not have any drawdown from such credit facility.		
Significant transactions with related parties are as follows:		
For the years ended		
December 31,		
	2023	2022
	Baht	Baht
Brokerage income from securities business		
UOB Kay Hian Private Limited	3,546,790	4,217,483
UOB Kay Hian (Hong Kong) Limited	<u>1,844,905</u>	<u>2,557,052</u>
	<u>5,391,695</u>	<u>6,774,535</u>
Fee and service income		
UOB Asset Management (Thailand) Company Limited	711,829	238,009
Interest income		
United Overseas Bank (Thai) Public Company Limited	18,087,708	14,161,503

	For the years ended December 31,	
	2023 Baht	2022 Baht
Other income		
UOB Kay Hian Private Limited	1,520,418	3,331,324
Fee expense		
United Overseas Bank (Thai) Public Company Limited	227,017	16,845,073
UOB Kay Hian Private Limited	-	20,228,154
	<u>227,017</u>	<u>37,073,227</u>
Commission fees		
UOB Kay Hian Private Limited	40,513	84,689
Personnel expenses - Insurance premium		
UOB-Kay Hian Holdings Limited	8,152,365	6,347,982
Fee expenses under service agreement		
UOB Kay Hian Private Limited	16,184,982	13,645,896
Dividend payment		
UOB-Kay Hian Holdings Limited	31,950,000	56,800,000
UOB Kay Hian Private Limited	7,616,136	13,367,637
UOB Kay Hian (Hong Kong) Limited	287,550	511,200
	<u>39,853,686</u>	<u>70,678,837</u>
Other expenses		
UOB Kay Hian Private Limited	9,346,262	6,756,137
UOB Kay Hian (Hong Kong) Limited	1,580,284	1,530,614
UOB Kay Hian Securities (M) SDN BHD	44,335	-
	<u>10,970,881</u>	<u>8,286,751</u>

36. RISKS MANAGEMENT

36.1 Liquidity risk

Under the Notification of the Office of the Securities and Exchange Commission No. KorThor. 26/2563 regarding “Maintenance of Net Capital”, the Company operates in securities and derivatives businesses is required to maintain its net liquid capital at the end of working day at least Baht 25 million and at least 7% of general liabilities and assets held as collateral.

As at December 31, 2023 and 2022, the Company has net liquid capital ratio higher than the requirement of the Office of the Securities and Exchange Commission.

36.2 Financial instruments risk

The Company has no policy for speculation in or engaging in the trading of any derivative financial instruments.

36.2.1 Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates.

Outstanding significant financial assets and liabilities as at December 31, 2023 and 2022 which may be affected by fluctuation of market interest rates are as follows:

Outstanding balances of net financial instruments										Unit : Million Baht	
Reprising or maturity dates										As at December 31, 2023	
	Floating rate	Within 1 year	1-5 years	Over 5 years	Non-Performing receivables	No interest	Total	Interest rate (% per annum)		Floating rate	Fixed rate
Financial assets											
Cash and cash equivalents	1,015..2	-	-	-	-	17.1	1,032.3	0.10 - 1.50	-	-	-
Receivables from Clearing House and broker - dealers	-	-	-	-	-	234.7	234.7	-	-	-	-
Securities business receivables and derivatives business receivables	-	1,787.8	-	-	0.5	1,968.2	3,756.5	-	5.60 - 15.00	-	-
Non - collateralized investments	-	738.9	-	-	-	274.6	1,013.5	-	2.80 - 5.00	-	-
Financial liabilities											
Payables to Clearing House and broker - dealers	-	-	-	-	-	1,011.8	1,011.8	-	-	-	-
Securities business payables and derivatives business payables	-	-	-	-	-	1,038.9	1,038.9	-	-	-	-
Lease liabilities	-	-	65.1	-	-	18.7	83.8	-	1.51 - 2.07	-	-
Outstanding balances of net financial instruments											
Reprising or maturity dates										As at December 31, 2022	
	Floating rate	Within 1 year	1-5 years	Over 5 years	Non-Performing receivables	No interest	Total	Interest rate (% per annum)		Floating rate	Fixed rate
Financial assets											
Cash and cash equivalents	223.1	-	-	-	-	18.8	241.9	0.05 - 0.55	-	-	-
Receivables from Clearing House and broker - dealers	-	-	-	-	-	332.1	332.1	-	-	-	-
Securities business receivables and derivatives business receivables	-	1,977.4	-	-	-	2,245.2	4,222.6	-	4.15 - 15.00	-	-
Non - collateralized investments	-	335.0	-	-	-	1,119.3	1,454.3	-	1.90 - 3.03	-	-
Financial liabilities											
Payables to Clearing House and broker - dealers	-	-	-	-	-	181.3	181.3	-	-	-	-
Securities business payables and derivatives business payables	-	-	-	-	-	2,138.2	2,138.2	-	-	-	-
Lease liabilities	-	-	95.5	-	-	18.5	114.0	-	1.51 - 1.83	-	-

36.2.2 Credit risk

Credit risk is the risk that the party to a financial instrument will fail to fulfil an obligation causing the Company to incur a financial loss. The maximum credit risk exposure is the carrying amount of the financial assets, less provision for losses, as stated in the statement of financial position.

TFRS 9 makes stipulations relating to impairment of financial assets using an expected credit loss model. The Company has established and maintain an appropriate credit loss model. The risk management department periodically reviews the parameters and the data used in the credit loss model.

36.2.3 Foreign currency risk

Foreign currency risk is the risk that the value of financial instruments will fluctuate because of changes in foreign exchange rates.

As at December 31, 2022, the Company has entered into forward foreign exchange contracts to hedge foreign exchange risk associated with certain securities business receivables and payables (see Note 34.1).

(As at December 31, 2023: Nil)

36.2.4 Fair value

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Considerable judgment of the Company's management is necessarily required in the estimation of fair value disclosed in Notes to the financial statements. Accordingly, the estimated fair value presented herein is not necessarily indicative of the amount that could be realized in the current market exchange. The use of different market assumptions and/or estimation methods may have a material effect on the estimated fair value. The following methods and assumptions are used by the Company in estimating fair value of financial instruments.

The approximate fair values of most financial assets and financial liabilities are based on the amounts recognized in the statement of financial position as they are short-term and non-interest sensitive except for the approximate fair values of financial assets and financial liabilities as described in Note 38.

As at December 31, 2023 and 2022, the fair values of financial assets and financial liabilities are not significant different from carrying amount.

37. FINANCIAL INFORMATION BY SEGMENT

The Company operates in 3 major segments consisting of 1) Securities and derivatives business 2) Financial advisory business and 3) Investing business and the major geographic area is in Thailand. Financial information by segment of the Company for the years ended December 31, 2023 and 2022 are as follows:

	Unit : Baht							
	For the years ended December 31,							
	Securities and derivatives business		Financial advisory business		Investing business		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
Brokerage fees								
- At a point in time	654,489,544	994,796,983	-	812,766	387,670	3,774	654,877,214	995,613,523
Fee and service income								
- At a point in time	-	-	143,972,463	85,515,030	75,063,872	77,984,639	219,036,335	163,499,669
- Over time	-	-	933,333	1,725,000	-	-	933,333	1,725,000
Interest income	111,726,438	71,868,872	-	-	14,173,156	9,247,245	125,899,594	81,116,117
Gains and return on								
financial instruments	21,382,431	28,669,101	-	-	35,514,444	47,422,189	56,896,875	76,091,290
Other income	12,830,410	21,382,683	1,060,356	2,796,436	1,727	-	13,892,493	24,179,119
Profit from operations by segment	<u>195,228,863</u>	<u>410,202,733</u>	<u>48,022,368</u>	<u>65,898,105</u>	<u>44,450,449</u>	<u>51,855,097</u>	<u>287,701,680</u>	<u>527,955,935</u>
<u>Unallocated income and expenses</u>								
Interest income							65,819,739	34,203,807
Gain (loss) and return on financial								
instruments							(338,628)	131,709
Other income							6,512,252	10,149,549
Other operating expenses							(247,941,176)	(292,886,222)
Profit before income tax							111,753,867	279,554,778
Income tax							(20,893,911)	(62,343,106)
Profit for the year							<u>90,859,956</u>	<u>217,211,672</u>
As at December 31,								
	Securities and derivatives business	Financial advisory business	Investing business	Unallocated assets	Total			
	Baht	Baht	Baht	Baht	Baht			
Assets by segment								
2023	<u>4,312,707,619</u>	<u>6,678,606</u>	<u>741,048,522</u>	<u>1,575,538,748</u>	<u>6,635,973,495</u>			
2022	<u>5,714,941,576</u>	<u>5,519,086</u>	<u>335,491,664</u>	<u>844,115,368</u>	<u>6,900,067,694</u>			

38. FAIR VALUE MEASUREMENTS

38.1 Financial instruments measured at fair value

Certain financial assets and financial liabilities of the Company are measured at fair value at the end of reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined.

	Fair value		Fair value hierarchy	Valuation techniques and key inputs
	As at	As at		
	December 31, 2023	December 31, 2022		
	Baht	Baht		
Financial assets				
Derivative assets - Futures ⁽¹⁾	-	-	Level 1	Settlement prices of the last working day of the reporting period as quoted on Futures Exchange
Non-collateralized investments				
Investments, fair value through profit or loss				
Listed securities	269,935,000	1,114,604,500	Level 1	Latest bid prices of the last working days of the reporting period as quoted on the Stock Exchange of Thailand.
Debt securities of private sector	738,891,189	334,978,085	Level 2	Discounted cash flow. Future cash flows are estimated based on contractual terms, discounted at rates based upon market-related rates for similar financial instruments as at the end of reporting periods.
Investments, fair value through other comprehensive income				
Ordinary shares	4,700,752	4,700,752	Level 3	Discounted cash flows

⁽¹⁾ Fair value of derivatives assets (liabilities) - futures (net) as at December 31, 2023 and 2022 amounting to Baht 8.92 million and Baht (19.24) million, respectively, included in "Receivables from Clearing House and brokers - dealers", was measured at fair value by using Level 1 of input.

38.2 Financial instruments not measured at fair value

Fair value of financial instruments which are not measured at fair value is summarized as follows:

	As at December 31, 2023	
	Book value Baht	Fair value Baht
Financial assets		
Cash and cash equivalents	1,032,261,113	1,032,261,113
Receivables from Clearing House and broker - dealers	234,682,313	234,682,313
Securities business receivable and derivative business receivables	3,756,453,376	3,756,453,376
Financial liabilities		
Payables to Clearing House and broker - dealers	1,011,793,278	1,011,793,278
Securities business payables and derivative business payables	1,038,927,822	1,038,927,822
Lease liabilities	83,752,020	83,752,020

	<u>As at December 31, 2022</u>	
	Book value Baht	Fair value Baht
<u>Financial assets</u>		
Cash and cash equivalents	241,916,815	241,916,815
Receivables from Clearing House and broker - dealers	332,147,831	332,147,831
Securities business receivable and derivative business receivables	4,222,571,519	4,222,571,519
<u>Financial liabilities</u>		
Payables to Clearing House and broker - dealers	181,262,559	181,262,559
Securities business payables and derivative business payables	2,138,170,494	2,138,170,494
Lease liabilities	114,018,680	114,018,680

Fair values of the financial assets and financial liabilities above are considered to approximate their respective carrying value since the fair value are predominantly subject to market interest rate and mature in the short-term.

39. RECLASSIFICATION

Certain reclassification has been made in the financial statements for the year ended December 31, 2022, to conform to the classification used in current period's financial statements. Such reclassification has no effect to previously reported net profit, total comprehensive income and owner equity. The reclassification is as follows:

Account	Previous presentation	Current presentation	Amount Baht
Fees and service income	Brokerage fees	Fees and service income	2,482,520

40. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements have been approved for issuance by the Board of Directors of the Company on February 23, 2024.



A 3D bar chart composed of several light gray rectangular blocks of varying heights. The blocks are arranged in a cluster, with one prominent central block. The word "Attachment" is centered over the middle of the chart in a bold, black, sans-serif font.

Attachment

Details of Directors, Executives, the highest responsibility assigned Person in accounting and finance and Corporate Secretary

Name	Age (Year)	Highest Education / IOD Training	Portion of Shareholding (%)	Family Relationship between Executives and Company	Last 5 years experience		Type of Business
					Duration	Position	
1. Mr. Viroj Tangjietanaporn Independent Director, Chairman of the Board of Director, Chairman of Audit Committee and Chairman of Risk Management Committee	62	<ul style="list-style-type: none"> Bachelor Degree of Finance, University of New South Wales, Australia Certificate of Director Accreditation Programme (DAP) Class of 30th, 2004 Certificate of Audit Committee Programme (ACP) Class of 4th, 2005 Certificate of Corporate Governance for Capital Market Intermediaries (CGI) Class of 1st, 2014 	0.0002	None	Nov 2016 – present	Chairman of Risk Management Committee	UOB Kay Hian Securities (Thailand) PLC.

Name	Age (Year)	Highest Education / IOD Training	Portion of Shareholding (%)	Relationship between Executives and Company	Last 5 years experience		Type of Business
					Duration	Position	
2. Mr. Somchat Chinthammit	66	<ul style="list-style-type: none"> Master Degree of Business Administration (Marketing), Thammasat University Master Degree of Business Administration (Marketing), Chulalongkorn University Certificate of Director Accreditation Programme (DAP) Class of 17th, 2004 Certificate of Director Certification Programme (DCP) Class of 55th, 2005 Certificate of Audit Committee Programme (ACP) Class of 8th, 2005 Certificate of Corporate Governance for Capital Market Intermediaries (CGI) Class of Exclusive, 2014 	0.04	None	2019 - present	Chairman of Nomination Remuneration and Corporate Governance Committee Member and Nomination Remuneration and Corporate Governance Committee Member	UOB Kay Hian Securities (Thailand) PLC.

Name	Age (Year)	Highest Education / IOD Training	Portion of Shareholding (%)	Relationship between Family and Executives	Last 5 years experience		Type of Business
					Duration	Position	
3. Mr. Paiboon Julasakksrisakul	41	<ul style="list-style-type: none"> Bachelor Degree Master Degree of Arts in International Business Economics University of East Anglia <ul style="list-style-type: none"> Certificate of Director Certification Programme (DCP), 2016 	-	None	Sep 2019 - present	Audit Committee Member, Risk Management Committee Member, Nomination Remuneration and CG Committee member and Independent Director Vice-President	UOB Kay Hian Securities (Thailand) PLC.
4. Ms. Oh Whee Mian	49	<ul style="list-style-type: none"> Bachelor of Accounting, Nanyang Technological University Certificate of Corporate Governance for Capital Market Intermediaries (CGI) Class of 10th 2015 	-	None	Nov 2016 - present	Nomination Remuneration and Corporate Governance Committee Member, Executive Director and Authorised Director	UOB Kay Hian Securities (Thailand) PLC.
					May 2015 - present		
					Apr 2013 - Present	Senior Executive Director	UOB Kay Hian Private Limited
							Securities

Name	Age (Year)	Highest Education / IOD Training	Portion of Shareholding (%)	Relationship between Executives and Company	Last 5 years experience			
					2018-2022	Duration	Position	Company
5. Mr. Chaipat Nakmontanakum	60	<ul style="list-style-type: none"> Master Degree of Business Administration, University of Laverne Certificate of Director Accreditation Programme (DAP) Class of 21th, 2004 Certificate of Corporate Governance for Capital Market Intermediaries (CGI) Class of 6th, 2015 Certificate of Capital Market Academy Certificate of senior executive officer program Class of 14th, 2012 	–	None	Nov 2016 - present	Risk Management Committee Member	UOB Kay Hian Securities (Thailand) PLC.	Securities
6. Miss Srisunan Kongtragooolpitug	48	<ul style="list-style-type: none"> Master Degree of Business Administration, Thammasat University Certificate of Ethical Leadership Program (ELP) Class of 5th, 2016 	–	None	Apr 2016 - present	Chief Operating Officer Acting Chief Operations Officer	UOB Kay Hian Securities (Thailand) PLC.	Securities

Name	Age (Year)	Highest Education / IOD Training	Portion of Shareholding (%)	Family Relationship between Executives and Company	Last 5 years experience 2018-2022		Type of Business
					Duration	Position	
7. Mr. Yothin Viriyenawat Authorised Director, Executive Committee Member and Senior Managing Director of Retail 3	56	<ul style="list-style-type: none"> Bachelor Degree of Business Administration, Dhurakij Pundit University Certificate of Corporate Governance for Capital Market Intermediaries (CGI) Class of 7th, 2015 	-	None	Dec 2018 - present	Director, Executive Director, Senior Managing Director of Retail 3 and Authorised Director	UOB Kay Hian Securities (Thailand) PLC.
8. Mr. Jaratpong Pornprinya Senior Managing Director of Institutional Sales 1	56	<ul style="list-style-type: none"> Bachelor Degree of Business Administration, University of Miami 	-	None	Dec 2018 - present	Senior Managing Director of Institutional Sales 1	UOB Kay Hian Securities (Thailand) PLC.
9. Mr. Supot Lapchayanon Senior Managing Director – Retail 7	62	<ul style="list-style-type: none"> Master Degree of Business Administration, Siam University 	-	None	Jan 2022 – Present	Senior Managing Director – Retail 7	UOB Kay Hian Securities (Thailand) PLC.
10. Miss Usa Sangcham Senior Managing Director – Retail 8	57	<ul style="list-style-type: none"> Master Degree of Business Administration, Krik University 	-	None	Dec 2018 - present	Senior Managing Director – Retail 8	UOB Kay Hian Securities (Thailand) PLC.

Name	Age (Year)	Highest Education / IOD Training	Portion of Shareholding (%)	Family Relationship between Executives and Company	Last 5 years experience		Type of Business
					2018-2022	2018-2022	
11. Mr. Somdech Ruksomboon	57	• Master Degree of Business Administration, Ramkhamhaeng University	-	None	Jan 2022 -Present	Executive Vice President Compliance Department Senior Vice President Compliance Department	UOB Kay Hian Securities (Thailand) PLC.
12. Mr. Kittiphan Techasura- khun	45	• Master Degree of Finance, Thammasat University	-	None	Jan 2022 - Present	First Vice Presi- dent Accounting and Finance Department Vice President Accounting and Finance Depart- ment	UOB Kay Hian Securities (Thailand) PLC.

Name	Age (Year)	Highest Education / IOD Training	Portion of Shareholding (%)	Family Relationship between Executives and Company	Last 5 years experience 2018–2022	
					Duration	Position
13. Mr. Pirahunt Usuzin Vice President Legal De- partment And Company Secretary	50	<ul style="list-style-type: none"> Bachelor Degree of Law, Thammasat University. - Certificate in legal practice, Licence No. 2337/2558, Lawyer Council of Thailand. - Thai Barrister at Law 59 - Advances for Corporate Secretaries 	-	None	Apr 2014 – Present	<p>Vice President Legal Depart- ment And Company Secretary</p> <p>1/2017, TLCA</p>

Position	Company	Type of Business
UOB Kay Hian Securities (Thailand) PLC.	UOB Kay Hian Securities (Thailand) PLC.	Securities

The directors and executives of the Company have qualifications according to the announcement of the Securities and Exchange Commission.

Name	UOB Kay Hian Securities (Thailand) PLC.	UOB Kay Hian Private Limited	PropMaxx Co., Ltd	KWI Asset Management Co., Ltd.	Chinpong sawat Co., Ltd.	Boathouse Huahin Co., Ltd.	Khon Kaen Sugar Industry PLC.	Top Blend International Co., Ltd.	Phongwilai Co., Ltd.	Bangkok Inter Food Co., Ltd.	Thai Flour Industry Co., Ltd.	King Pac Industrial Co., Ltd.	King Energy & Waste Solutions Co., Ltd.	Beyond Packaging Co., Ltd.	King Telecom Co., Ltd.
Mr. Viroj Tangjetanaporn	x, xx	/	/												
Mr. Somchat Chinthammit	/, //			/	/	/	/, //	/	/, //	/, //	/, //				
Mr. Paiboon Julasaksrisakul	/, //											/	/	/	/
Ms. Oh Whee Mian	/, ///	/													
Mr. Chaipat Nakmontanakum	/, ///														
Miss Srisunan Kongtragooolpitug	///														
Mr. Yothin Viriyenawat	/, ///														
Mr. Supot Lapchayanon	///														
Miss Usa Sangcham	///														
Mr. Jaratpong Pornprinya	///														
Mr. Somdech Ruksomboon	///														
Mr. Kittiphan Techasurakhun	///														
Mr. Pirahuht Usuzbin	*														

Information of Directorship Management and Controlling Persons of the Company's Subsidiary,

Associated or Related Companies

X = Chairman / = Director XX = Chairman of Audit Committee // = Audit Committee

/// = Executives * = Company Secretary

DETAILS OF THE DIRECTORS OF THE SUBSIDIARY COMPANY

As of December 31, 2023, the Company has no subsidiaries and associated companies.

INFORMATION OF HEAD OF INTERNAL AUDIT DEPARTMENT AND HEAD OF COMPLIANCE DEPARTMENT

Head of Internal Audit Department

Ms. Jenny Ng

Director & Head (Group Operations & IT Audit); UOB Kay Hian Private Limited

Age 60 years

Education	BSc (Hons) in IT Computing with University of Portsmouth. The Chartered Institute of Bankers – Graduate Diploma (CIB, UK) ISACA – Certified Informations Systems Auditor (CISA) IIA-UK – Graduate Diploma in Computer Auditing (QICA) NCC Diploma in Computer Studies – UK IBF Diploma (Institute of Banking and Finance – Singapore) Attend talks and seminars organized by the regulators (MAS & SGX), IIA Singapore, ISACA Singapore
Relationship among Executives	None
% of shareholding	-
Last 5 Year experience	Feb 2002 – Present Associate Director – Operations & IT Audit; UOB Kay Hian Private Limited
Duties and responsibilities	<p>Oversees the following functions within the Internal Audit Department (Operations & IT Audits – Local and Regional Offices)</p> <ul style="list-style-type: none"> • Provide an independent objective and on-going review of procedures and policies. • Conduct regular audit reviews (both operations and IT) for the Group. • Review the adequacy and effectiveness of internal control policies and procedures. • Conduct special assignments and investigations. • Update Chairman & Managing Director and Audit Committee on internal audit findings.

Head of Compliance Department

Mr. Somdech Ruksomboon

Senior Vice President of Compliance Department

Age 58 years

Relation among Executives None

% of shareholding

Last 5-year experience	Jan 2022 - present	Executive Vice President of Compliance Department UOB Kay Hian Securities (Thailand) Public Company Limited
	Apr 2016 – Dec 2021	Senior Vice President of Compliance Department UOB Kay Hian Securities (Thailand) Public Company Limited

Duties and responsibilities Supervise and review all business of the company to ensure that operating in accordance with the regulations and company policies.

Development and training

- Comments on procedures as have been discussed to appropriate and comply with regulatory requirement.
- Training to educate about the rules, regulations to employees. Co-operation with relevant regulatory when there is a request for co-operation.

Asset Using for Business Operation and Asset Evaluation

Branch Lease Agreement

The Company has entered into a building lease agreement with Siam Sindhorn Company Limited, which is not related to the Company. In addition, the Company entered into a building lease agreement to be used as the location of another 40 branch offices in Bangkok, its vicinity and upcountry areas in the year 2023, details as follows:

No.	Branch / Office	Lease term			Area (Square Meters)
		Number of years	Start	End	
1	Head Office	3 years	16/08/22	15/08/25	2,120
		3 years	16/08/22	15/08/25	1,277
2	Chiang Mai Ragang 1,2	3 years	01/07/23	30/06/26	200
3	Bangkhae	3 years	05/08/22	04/08/25	114
4	Yaowaraj 1,2	3 years	01/11/22	31/10/25	119.11
5	Bangkapi	3 years	01/12/22	30/11/25	179.70
6	Chaengwattana 1,3,4	3 years	01/09/22	31/08/25	146
7	Saraburi	1 year	01/12/23	30/11/24	2 commercial buildings
8	Banpong	3 years	12/11/23	11/11/26	2 commercial buildings
9	Hat Yai Green View	3 years	01/09/22	31/08/25	195
10	Trang I	1 year	01/09/23	31/08/24	1 commercial building
11	Ratchaburi	3 years	01/01/22	31/12/25	1 commercial building
12	Thanapoom	3 years	12/12/22	11/12/25	544.85
13	Nakhon Pathom	3 years	01/12/21	30/11/24	3 commercial buildings
14	Future Park Rangsit 1, 2	3 years	01/07/20	30/06/23	120.38
15	ABAC	2 years	01/12/22	30/11/24	64
16	Nakhon Si Thammarat 1,2	3 years	01/11/22	31/10/25	4 commercial buildings
17	Surin	3 years	01/09/23	31/08/26	1 commercial building

No.	Branch / Office	Lease term			Area (Square Meters)
		Number of years	Start	End	
18	Trang II	3 years	01/05/19	30/04/22	1 commercial building
19	Rayong	3 years	01/06/23	31/05/26	131.28
20	Si Sa Ket	3 years	01/02/22	31/01/25	1 commercial building
21	Chon Buri	3 years	01/01/23	31/12/25	1 commercial building
22	Nakhon Sawan	2 years	01/12/23	30/11/25	Building
23	Khon Kaen	3 years	01/07/23	30/06/26	1 commercial building
24	Phayao	1 year	01/06/23	31/05/24	1 commercial building
25	Ubon Ratchathani	3 years	01/12/22	30/11/25	1 commercial building
26	Songkhla	3 years	16/08/22	15/08/25	1 commercial building
27	Samrong	3 years	01/09/22	31/08/25	38.50
28	Hat Yai Juladis 1,2	3 years	17/03/23	16/03/26	100
29	Chiang Mai Huaykaew	2 years	01/12/22	30/11/24	5 Condominium room
30	Chiangrai 1,2	3 years	01/07/22	30/06/25	3 commercial buildings
31	Phuket	2 years	08/08/22	07/08/24	3 commercial buildings
32	Lampang	3 years	01/04/22	31/03/25	1 commercial building
33	Phitsanulok	3 years	01/3/23	28/02/26	100
		3 years	1/12/21	30/11/2024	10
34	Buri Ram	3 years	07/04/22	06/04/25	1 commercial buildings
35	Chiang Mai Chang Khlan	2 years	16/01/22	15/01/24	89
36	Silom 1, 2	3 years	15/01/23	14/01/26	295
37	Chiang Mai Mahidol 1 - 4	3 years	01/02/23	31/01/26	34.40
38	Ram Intra	3 years	01/08/23	31/07/26	Office Building

No.	Branch / Office	Lease term			Area (Square Meters)
		Number of years	Start	End	
39	Nakhon Ratchasima	3 years	01/03/20	28/02/23	1 commercial building
40	Hat Yai Jootee Anusorn	3 years	01/03/23	28/02/26	2 commercial buildings
41	Kanchanaburi	1 year	01/03/23	28/02/24	Office Building
42	Chiang Mai Airport	3 years	01/07/22	30/06/25	Office Building
43	Rama 2	3 years	16/04/22	15/04/25	Office Building
44	Pak Kret	30 months	1/4/2023	30/9/2025	50
45	Rungsit	3 years	15/5/2023	14/5/2026	68

Note: In 2023, the company's branches had changed as follows.

- No. 9 (Hat Yai Green View) was closed on September 1, 2023.
- No. 14 (Future Park Rungsit 1, 2) relocated and changed name to No. 45 (Rungsit) June 26, 2023.
- No. 26 (Song Khla) was closed on August 16, 2023.
- No. 39 (Na Khon Ratchasima) was closed on January 31, 2023.
- No. 44(Pak Kret) was opened on June 26, 2023.

In the year 2023, the Company had a total rental and service commitment of approximately Baht 52.17 million.

Asset Evaluation

-None-

AUDIT COMMITTEE AND SUBSIDIARY COMMITTEES REPORT 2023

AUDIT COMMITTEE REPORT

The Audit Committee of UOB Kay Hian Securities (Thailand) Public Company Limited comprises of 3 members from the Company's Board of Directors, proficient in finance, accounting, and law. Each member is independent and not an executive nor an employee, nor any advisor of the Company. The names of Audit Committee members are as follows:

Mr. Viroj Tangjetanaporn, Independent Director as Chairman of the Audit Committee

Mr. Somchat Chinthammit, Independent Director as member of the Audit Committee

Mr. Paiboon Julasaksrisakul, Independent Director as member of the Audit Committee

Appointed by the Company's Board of Directors, the Audit Committee has a duty to review financial reports, ensure that the Company has appropriate and efficient internal control and audit systems, as well as to perform other duties as designated by the Board of Directors in accordance with the terms and best practices for Audit Committees issued by the Stock Exchange of Thailand.

During 2023, the Audit Committee held 4 meetings. The meetings were held together with the Company's management, Head of Compliance, Internal Audit Department, and the external auditor. The Audit Committee has performed the following duties:

1. Financial Statement: The Audit Committee reviewed the Company's quarterly financial statements and annual financial statements for 2023, including disclosure of inter-company and related transactions. The review focused on compliance with generally accepted accounting standards, adequacy, completeness, and reliability of information disclosure.
2. Related Transactions: The Audit Committee reviewed all related transactions that may cause conflict of interest with the Company, and found that they are reasonable, legitimate, and occurred as part of normal business operations. The disclosure of related information is complete and accurate. This is to ensure that the Company was following the Stock Exchange of Thailand's published code of good corporate governance.
3. Internal Control: The Audit Committee reviewed and evaluated the sufficiency of the internal control system provided by the Compliance and Internal Audit to prevent and reduce potential risk. In addition, the Audit Committee has regularly followed up with the Company's management as well as receiving regular reports from Compliance and Internal Audit on internal control issues. In general, the Audit Committee is of the opinion that the Company internal control system is sufficient and appropriate for the Company's business.
4. Compliance with rules and regulations of regulatory bodies: The Audit Committee has reviewed the Company's operation to ensure that the Company has performed its duties in accordance with all laws and regulations with which the Company must comply.
5. Selection and appointment of auditor: The Audit Committee has considered and proposed, Mr. Chavala Tienpasertkij, CPA No. 4301 and/or Mr. Permsak Wongpatcharapakorn, CPA No. 3427 and/or Mr. Yongyuth Lertsurapibul, CPA No. 6770 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 2023, any one being authorized to conduct the audit and express an opinion on the annual financial statement of the Company. In the absence of the above-named auditors, Deloitte Touche Tomatsu Jaiyos Audit Co., Ltd. is authorized to identify one

other Certified Public Accountant with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to carry out the work. Their remuneration which is to be negotiated at the Group level will be at no more than Baht 2,400,000 per annum excluding out-of-pocket expenses and Non-Audit Service.

In conclusion, the Audit Committee has reviewed and found that the Company has sufficient internal control. The related transactions, which may cause conflict of interest with the Company, are reasonable, genuine, and part of normal business operation. Furthermore, the Company has performed its duties in accordance with all laws and regulations with which the Company must comply. The Annual financial statement ended December 31, 2023, is presented in all material respects and free of material misstatement. The financial statement is correct, sufficiently disclosed, complete, and reliable according to generally accepted accounting standards.

EXECUTIVE COMMITTEE REPORT

The Executive Committee of UOB Kay Hian Securities (Thailand) Public Company Limited comprises 3 directors: Mr. Chaipat Nakmontanakum as Chairman, Mr. Yothin Viriyenawat and Ms. Oh Whee Mian as members.

In 2023, the Executive Committee convened meetings on various matters in accordance with the duties and responsibilities mandated by the Charter of the Executive Committee which in summary include:

1. Determined and proposed the Company's business strategy.
2. Reviewed branch business plan and IT project budget of the Company.
3. Monitored business performance including key performance indicators and goals of the Company.
4. Instituted, reviewed and approved the Company's policies on important operational and control areas.
5. Reviewed the Company's risk profiles and the activities of the Risk Management Committee and Credit Committee.
6. Approve any securities dealing and underwriting by the Company.

The Executive Committee performed and carried out duties and responsibilities adequately and effectively according to the Charter and as delegated by the Board of Directors.

RISK MANAGEMENT COMMITTEE REPORT

The Risk Management Committee of UOB Kay Hian Securities (Thailand) Public Company Limited comprises 4 directors: Mr. Viroj Tangjetanaporn as Chairman, Mr. Somchat Chinthammit, Mr. Paiboon Julasaksrisakul and Mr. Chaipat Nakmontanakum as members.

In 2023, the Risk Management Committee convened meetings on various matters in accordance with the duties and responsibilities mandated by the Charter of the Risk Management Committee which in summary include:

1. Reviewed the Company's risk management policy covering the credit risk, market risk, operational risk, strategic risk, liquidity risk and other themes, such as legal risk and relevant rules and regulations.
2. Regulated and supported risk management process to be in line with strategy and business goal including changing situations. Considered and reviewed risk management guidelines and tools to ensure efficiency and appropriateness with the nature and size of each risk aspect.
3. Provided recommendations, monitored, and evaluated risk management for further implementation of Risk Management and Internal Control (executive level). Considered and reviewed the setting of risk limits and measures in the case that there was a failure in keeping within specified risk limits.

4. Reviewed Risk Management Report and gave suggestions on possible risks, including specification on control measures or mitigation plan and the development of risk management system to ensure continuous efficiency.
5. Supported the Company to achieve the Company's Risk Management Goal. Followed up the results of risk assessments under normal and crisis conditions and set the risk management guideline for such transaction.
6. Reported risk management results to the Board of Directors. In case there were factors or events that might have a significant impact on the Company, the Board of Directors should be notified immediately.
7. The Risk Management Committee met 4 times in 2023 (at least once a quarter).
8. Performed other Board-assigned tasks.

The Risk Management Committee performed and carried out duties and responsibilities adequately and effectively according to the Charter and as delegated by the Board of Directors.

NOMINATION REMUNERATION AND CORPORATE AND GOVERNANCE COMMITTEE REPORT

The Nomination Remuneration and Corporate and Governance Committee (NRC) of UOB Kay Hian Securities (Thailand) Public Company Limited comprises 3 directors: Mr. Somchat Chinthammit as Chairman, Ms. Oh Whee Mian and Mr. Paiboon Julasaksrisakul as members.

In 2023, the NRC Committee convened meetings on various matters in accordance with the duties and responsibilities mandated by the Charter of the NRC Committee which in summary include:

Nomination

1. Formulation of policy, criteria, and method for nomination of directors and Persons with Management.
2. Selecting and nominating qualified candidates in accordance with the relevant rules and regulations to hold the position of Company directors, members of the Board committees and Persons with Management Authority for the Board's consideration.

In proposing directors, the Committee will take into consideration experience in at least one area of significance to the Board (e.g. finance, Companying, business, marketing, human resources, law, management); ability to contribute to deliberations of the Board; ability to exercise sound business judgment; ability to think strategically; demonstrated leadership experience; also seeking a high level of professional skill and integrity, as well as other appropriate personal qualities

3. Ensuring the size and composition of the Board and the Board Committees to be appropriate for the organization, including adjustment to its changed environment, the Board and the Board Committees shall compose of qualified candidates with appropriate expertise and experience.
4. Disclosing policies and details of the nomination process in the annual report of the Company.

Remuneration

1. Formulation of policy for an appropriate remuneration plan and other benefits to directors and Persons with Management Authority with clear and transparent criteria and to present to the Board for approval and/or to present to the shareholders' meeting (as the case may be) and to submit such policy to the Regulator upon request.

2. Ensuring that directors and Persons with Management Authority receive appropriate remuneration for their duties and responsibilities.
3. Disclosing policies regarding remuneration plan and types of remuneration plan, including preparing reports on the determination of remuneration plan which shall at least contain details of objectives of the performance and opinions of the Committee in the Company's annual report.
4. Recommending appropriate remuneration of the Board and Board Committees to the Board for endorsement prior to seeking shareholders' approval.
5. Proposing appropriate remuneration and benefits for the Chief Executive Officer, Managing Director and Company Secretary and making recommendations to the Board for approval.

Corporate Governance

1. Formulation of corporate governance policy for the Board's consideration, monitoring compliance with that policy, including reviewing and revising the policy regularly for appropriateness.
2. Monitoring the Company's performance to be following the corporate governance principle of the authority having supervisory power under applicable laws, such as the Regulator, the Securities and Exchange Commission and the Stock Exchange of Thailand etc.
3. Arranging the annual performance assessment of the Chairman of the Board, individual directors the Board as a whole and the Board Committees.

Perform any duties as prescribed by law, rules, regulations, or regulations.

The NRC Committee performed and carried out duties and responsibilities adequately and effectively according to the Charter and as delegated by the Board of Directors.

UOBKayHian
Your trusted financial partner