

UOBKH 117/2026

November 27, 2025

Subject: Invitation to Extraordinary General Shareholders' Meeting No. 1/2026 via Hybrid Meeting System

To: Shareholders

UOB Kay Hian Securities (Thailand) Public Company Limited

Enclosures: 1. Minutes of the 2025 Annual General Meeting

2. Opinions of the Independent Directors on the Delisting of the Company's Securities from Being Listed Securities on the Stock Exchange of Thailand
3. Report on the Opinions of the Independent Financial Advisor on the Delisting of the Company's Securities from Being Listed Securities on the Stock Exchange of Thailand (In QR code form)
4. Form 56-1 Annual One Report (In QR code form)
5. Report Form for Delisting of Shares from Being Listed Securities (F10-6)
6. Name List and Details of the Company's Independent Directors Proposed to Serve as Proxy for Shareholders and the Definition of Independent Director
7. Articles of Association of the Company, specifically relating to Shareholders' Meeting
8. Guidelines for Proxy Appointment, Registration and Documents Required
9. Proxy Form B and C (Proxy Form can be downloaded from www.utrade.co.th)
10. Map of Meeting Location

UOB Kay Hian Securities (Thailand) Public Company Limited (the "**Company**") would like to invite all shareholders to attend the Extraordinary General Shareholders' Meeting No. 1/2026 on Wednesday 7th January 2026 at 14.30 hours, at UOB Kay Hian Securities (Thailand) Public Company Limited Meeting Room 3rd Floor, No. 130-132 Sindhorn Tower 1, Wireless Road, Lumpini, Pathumwan, Bangkok 10330, through Hybrid Meeting, shareholder could join the meeting by physical or electronic meeting according to the Royal Decree on Electronic Conferencing B.E. 2563 and/or other relevant laws with live broadcast from the meeting place. The meeting agendas are as follows:

1. To certify the Minutes of the Annual General Meeting of Shareholders 2025.

Related Information: The Company held the 2025 Annual General Meeting of Shareholders on 21 April 2025. It is therefore requested that the meeting consider and certify the minutes of the 2025 Annual General Meeting of Shareholder with details as shown in Attachment 1, a copy of the minutes of the 2025 Annual General Meeting of Shareholders.

Board of Director's Opinion: It is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and certify the minutes of the 2025 Annual General Meeting of Shareholders held on 21 April 2025. The Board of Directors of the Company is of the opinion that the minutes have been recorded correctly and completely in accordance with the resolution of the Annual General Meeting of Shareholders, with details as shown in Attachment 1, a copy of the minutes of the 2025 Annual General Meeting of Shareholders.

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

2. To consider and acknowledge the opinions on the delisting of the Company's securities from being listed securities on the Stock Exchange of Thailand and the offer of the tender offeror, as well as other related information.

Related Information: UOB-KAY HIAN HOLDINGS LIMITED ("**UOBKH HOLDINGS**"), a major shareholder of the Company, has issued to the Company a letter of intention to make a tender offer for all securities of the Company for the purpose of delisting the securities from being listed securities on the Stock Exchange of Thailand ("SET") dated 11 November 2025. The Board of Directors' Meeting No. 5/2025, held on 12 November 2025, has considered and resolved to propose to the shareholders meeting to consider and approve the delisting of the Company's securities from being listed securities on the SET.

The same Board of Directors' Meeting also approved, with the concurrence of the independent directors having no conflict of interest, to appoint OptAsia Capital Co., Ltd. as (1) the independent financial advisor in providing opinions to the Company's shareholders to support the consideration relating to the delisting of the Company's securities from being listed securities on the SET and (2) the independent financial advisor in providing opinions to support the Company's opinion in response to the tender offer. The role of the independent financial advisor under (2) will commence after the SET's approval and notification of the result of delisting of the Company's Securities, and UOBKH HOLDINGS submits the tender offer for the delisting of the Company's securities.

The details on the opinions of the independent directors and independent financial advisor are as shown in Attachment 2, Opinions of the Independent Directors on the Delisting of the Company's Securities from Being Listed Securities on the SET, and Attachment 3, Report on the Opinions of the Independent Financial Advisor on the Delisting of the Company's Securities from Being Listed Securities on the SET, respectively.

The Company will also arrange for the independent financial advisor to provide explanations and clarifications to the



shareholders at the shareholders' meeting.

Board of Director's Opinion: It is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and acknowledge the opinions on the delisting of the Company's securities from being listed securities on the SET and the offer of the tender offeror, as well as other related information, as proposed.

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

3. To consider and approve the delisting of the Company's securities from being listed securities on the Stock Exchange of Thailand.

Related Information: The Board of Directors has received a letter of intention to make a tender offer for all securities of the Company for the purpose of delisting the securities from being listed securities on the SET dated 11 November 2025 from UOBKH HOLDINGS. This is because the distribution of shareholdings of minority shareholders does not comply with the Regulation of the SET Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015) (as amended), which provides that a listed company shall maintain its qualification with respect to distribution of shareholdings by having not less than 150 minority ordinary shareholders and such shareholders must hold shares in aggregate of not less than 15% of the paid-up capital of the listed company. However, at present, the Company's distribution of shareholdings of minority shareholders is less than 15% of its paid-up registered capital, resulting in the Company not meeting the qualification to maintain its status as a listed company on the SET.

As of 30 September 2025, UOBKH HOLDINGS, which is a major shareholder of the Company, and its related persons under Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) hold a total of 450,813,734 ordinary shares, representing approximately 89.72% of the total issued and outstanding shares of the Company. UOBKH HOLDINGS intends to make a tender offer for the Company's securities held by other shareholders, specifically the remaining 51,634,836 ordinary shares, representing approximately 10.28% of the total issued and outstanding shares of the Company, for the purpose of delisting the Company's securities from being listed securities on the SET on a voluntary basis at the tender offer price of THB 8.17 (settled in cash only) which is a price not lower than the net asset value of the Company calculated from the latest book value adjusted to reflect the market price of assets and liabilities, which has the highest value in the calculation method according to the criteria for determining the tender offer price for delisting of securities pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended) ("Notification TorChor. 12/2554"). The tender offer price may be subject to change if there occurs any serious event affecting the Company's status, assets, business, share price, or any other event that significantly impacts the determination of the tender offer price, or any other event as specified in Notification TorChor. 12/2554. However, the determination of the final tender offer price will be in accordance with the criteria set forth in Notification TorChor. 12/2554.

Following the delisting of the Company's securities, the Company will continue to maintain its status as a public limited company and continue to comply with relevant laws and regulations.

The making of tender offer for the purpose of delisting the Company's securities from being listed securities on the SET will occur if the following conditions are met:

- (1) the shareholders' meeting of the Company approves the delisting of the Company's securities from being listed securities on the SET with votes of not less than three-fourths of the total issued and outstanding shares of Company, and the shares held by the shareholders who object to the delisting do not exceed 10% of the total issued and outstanding shares of the Company;
- (2) the relevant regulatory authorities and agencies, including the SET, financial institution and other relevant contractual parties approve and/or waive the delisting of the Company's securities from being listed securities on the SET (if necessary); and
- (3) no material adverse change to the status or assets of the Company and no occurrence of any other event resulting in the cessation of the delisting of the Company's securities from being listed securities on the SET.

In addition, the completion of the tender offer for the purpose of delisting the Company's securities from being listed securities on the SET will be subject to conditions as permitted under Notification TorChor. 12/2554 including no material adverse change to the status or assets of the Company and no occurrence of any other event resulting in the cessation of the delisting of the Company's securities from being listed securities on the SET.

UOBKH HOLDINGS will proceed with the delisting of the Company's securities upon the satisfaction of the above conditions, even though not all shareholders of the Company have expressed their intention to sell their ordinary shares in the Company pursuant to the delisting tender offer. Therefore, it is possible that UOBKH HOLDINGS will not be able to purchase all of the Company's shares at the end of the tender offer period.

In addition, the Board of Directors has considered and authorized the Chief Executive Officer and/or Chief Retail and Branch Officer and/or person authorized by the Board of Directors to consider and determine the details and/or take any actions relating to the delisting of the Company's securities from being listed securities on the SET, including the following actions to ensure that the process is carried out appropriately and efficiently and in the best interests of the

Company:

- (a) specifying, amending, supplementing, or modifying details, and signing any documents and/or agreements related to the delisting of the Company's securities from being listed securities on the SET;
- (b) communicating, coordinating, requesting approvals or waivers, submitting any documents, and performing any relevant actions with regulatory authorities or agencies as required by law, including the SET, the Securities and Exchange Commission, financial institutions, or any persons or organizations that are necessary and related to the delisting of the securities, including performing any actions in accordance with the rules, conditions, and details of applicable laws and regulations, as well as opinions or practices of the relevant regulatory authorities or agencies;
- (c) entering into, signing, amending, or modifying any documents, applications, agreements, letters, and/or information (including any amendments thereto) that are necessary and related to the tender offer for the delisting of the Company's securities; and
- (d) carrying out or complying with any orders related to and/or connected with the delisting of the Company's securities from being listed on the SET as well as the delisting tender offer.

Further details of the delisting of the Company's securities are as shown in Attachment 5, Report Form for Delisting of Shares from Being Listed Securities (F10-6), Attachment 2, Opinions of the Independent Directors on the Delisting of the Company's Securities from Being Listed Securities on the SET, and Attachment 3, Report on the Opinions of the Independent Financial Advisor on the Delisting of the Company's Securities from Being Listed Securities on the SET, and the updated information of the Company is as shown in Attachment 4, Form 56-1 Annual One Report.

Board's opinion: It is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to consider and approve the delisting of the Company's securities from being listed securities on the SET, and the relevant delegation of authority, as proposed.

Vote required: Not less than three-fourths of the total issued and outstanding shares of Company, and the shares held by the shareholders who object to the delisting do not exceed 10% of the total issued and outstanding shares of the Company.

4. To consider any other business (if any).

Related Information: According to the Public Limited Company Act B.E.2535, in addition the above agenda items, the shareholders who altogether hold shares not less one-third of the total number of shares sold of the Company may propose the meeting to consider other matters not specified in this invitation.

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

All shareholders are cordially invited to attend the meeting at the date, time and place above, for the shareholders who wish to attend the electronic meeting (e-Meeting) in person or by proxy can proceed through the system or send documents to the Company before the meeting. Registration for shareholders in advance of the meeting will begin on 2 January 2026 at 12:30 p.m. Shareholders can view details, instruction manual and the procedure for registering shareholders at <https://uobkh.fokus.vc/registration/> or scan this QR Code.



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

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

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

Remark: Besides the attached proxy form, shareholders can download the form from the Company's website: www.utrade.co.th or contact to request a proxy in paper form at the Legal Department and Company Secretary, telephone 02 659 8427 or email legal@uobkayhian.co.th.

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