

UOBKH 033/2026

30 March 2026

Subject: Invitation to 2026 Annual General Shareholders' Meeting via hybrid meeting system.
To: Shareholders
UOB Kay Hian Securities (Thailand) Public Company Limited

Enclosures:

1. 2025 Form 56-1 Annual One Report (In QR code form)
2. Information on proposed candidates to be elected as UOBKH directors
3. Information on proposed Auditor for 2026
4. Name List and Details of UOBKH Independent Directors proposed to serve as Proxy for shareholders and the definition of independent director
5. Articles of Association, specifically relating to Shareholders' Meeting
6. Guidelines for Proxy Appointment, Registration and Documents Required
7. Proxy Form B (Proxy Form A or Form C can be downloaded from www.utrade.co.th)
8. Map of Meeting location



UOB Kay Hian Securities (Thailand) Public Company Limited (UOBKH or the Company) would like to invite all shareholders to attend the 2026 Annual General Shareholders' Meeting on Monday 24 April 2026 at 13.30 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.** The meeting agendas are as follows:

1. To acknowledge the report on the Company's operating results for the year 2025.

Related Information: The report on the Company's operating results for the year 2025 is shown in the attached Annual Report which is in QR Code Form. (Enclosure 1)

Board's opinion: The Board recommends that the Meeting acknowledge the report on the Company's operating results for the year 2025 in the Annual Report which will be presented on the meeting day.

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

2. To approve the financial statements for the year ended 31 December 2025.

Related Information: The Company's financial statements for the year ended 31 December 2025 were audited by the Auditor, reviewed by the Audit Committee and endorsed by the Board of Directors. The details of the financial statement are in the attached Annual Report which is in QR Code Form. (Enclosure 1)

Board's opinion: The Meeting should approve the financial statements for the year ended 31 December 2025 which have been audited by the Auditor and reviewed by the Audit Committee as proposed. The Board of Directors has also endorsed the financial statements.

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

3. To consider the profit apportionment and dividend payment for the year 2025.

Related Information: The Company's net profits for the financial year ended 31 December 2025 amounted to Baht 21,120,987.16. The Company has no accumulated losses. Therefore, the Company may consider paying dividends to the shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535. Pursuant to the policy on dividend for the payment of minimum 20% of the remaining net profit after deducting all reserves specified by the laws and provided that there are no negative business or economic factors prevailing at that time that will significantly affect the business operations of the Company.

Approval for payment of dividend of Baht 0.09 and Baht 0.04 per share to the holders of the Company's ordinary shares from the Company's operational results in respect of the financial years ended 31 December 2022 and 2023 respectively had been granted in previous years. The total dividend amount was Baht 45,220,371.30 for financial year 2022 and Baht 20,097,942.80 for financial year 2023 which was equal to 20.82% and 22.12% of the net profit, respectively and the omission of dividend payment for year 2024. The Company is required to allocate a portion of annual net profit as a reserved fund in the amount not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) until the reserved fund attains the amount not less than ten percent of the registered capital prescribed by laws in accordance with Section 116 of the Public Limited Companies Act B.E.2535 and Article 51 of the Company's Articles of Association. The Company currently has in reserves Baht 50,244,857, which is equal to 10% of the registered capital.

The Board considered and proposed that the dividend payment from the 2025 operating results of 0.009 Baht per share and the total amount Baht 4,522,037.13 which was in line with the dividend payment policy of the Company that a dividend equivalent to no less than 20% of the net profit after deducting all reserves required by laws and provided that there were no negative business or economic factors prevailing at that time that would significantly affect the business operations of the Company, be proposed to the shareholders for approval structure of profit appropriation and dividend payment as follows:

(Unit: Baht)

Details of profit appropriation	2022	2023	2024	2025
1.Net profit	217,211,671.60	90,859,956.34	-129,992,557.49	21,120,987.16
2.No. of Shares	502,448,570	502,448,570	502,448,570	502,448,570
3.Legal reserve	-	-	-	-
4.Dividend Payment Policy (% of Net Profit)	Minimum 20	Minimum 20	Minimum 20	Minimum 20
5.Dividend payment per share (Baht / share)	0.09	0.04	-	0.009
6.Total dividend payment	45,220,371.30	20,097,942.80	-	4,522,037.13
7. Dividend payment ratio of net profit (%)	20.82	22.12	-	21.41

The Company will pay dividends to shareholders whose names appear in the share register book. The record date for the right to receive dividend payment shall be 12 March 2026 and the date for dividend payment 20 May 2026, respectively. * **The dividend payment will be subject to approval by Shareholders in the Annual General Meeting.**

Board's opinion: The shareholders' meeting should approve the payment of a dividend for the year 2025 at a rate of 0.009 baht per share, totaling 4,522,037.13 baht, in accordance with the company's dividend policy. The dividend payment date is set for May 20, 2026, to shareholders entitled to receive dividends as listed on the record date of March 12, 2026. Payment will be made upon approval from the 2026 Annual General Meeting of Shareholders.

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

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

Related Information: Pursuant to the Public Limited Companies Act B.E. 2535 and Article 18 of the Company's Articles of Associations, one-third of the Company's directors must be retired on each Annual General Meeting of Shareholders. Those directors to be retired by rotation in 2026 are as follows.

1. Mr. Viroj Tangjetanaporn Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee and Chairman of the Risk Management Corporate Governance and Sustainability Development Committee.
2. Mr. Yothin Viriyenawat Authorized Director, Member of the Board of Directors, Member of the Executive Committee, Member of the Credit Committee, Member Management Committee and Chief Retail and Branch Officer.

During the period 1 November to 31 December 2025, minority shareholders were given the opportunity to propose questions and agenda for the meeting and to nominate qualified candidates to the Board for consideration. The Company did not receive any proposals.

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

NR Committee excluding the director who are due to retire by rotation in 2026 has considered the names of two persons proposed by the Company's directors Mr. Viroj Tangjetanaporn and Mr. Yothin Viriyenawat, who were former directors whose terms had expired, by carefully considering each individual's qualifications and there was a unanimous resolution to propose to the meeting of the Board of Directors to consider appointing the 2 directors because they were considered to be highly qualified who have expertise in management, economics, and investment, having experience in securities that is in line with the Company's business strategy, having leadership and a far-sight vision, be a person of morality and ethics have a transparent work history and has performed his duties as a director very well throughout.

The reason for nominating an Independent Director for a period of more than 9 consecutive years, Mr. Viroj

Tangjetanaporn who is a person with knowledge and ability, has experience and understanding of the securities business that is necessary and appropriate to support the performance of the Board's duties to achieve its goals.

The Board of Directors, excluding the Director to be retired by rotation in the 2026 Annual General Meeting of Shareholders, had taken into consideration the education, experience, career expertise and the performance of the director in his previous term nominated through the NR Committee's nomination process as well as meticulously and carefully consider and scrutinize the qualifications, education, professional experience, and performance of the directors in the previous agenda individually, the Board of Directors was of view that the proposed directors are appropriately qualified without prohibited characteristics under any applicable rules and laws, have knowledge, skills and expertise which will be benefits the organization, business ethic, vision, and good attitude toward the Company, and are able to devote their full capability for the interests of the Company and able to provide opinions on an independent basis in accordance with the relevant rules and regulations and whether there were other better qualified nominated directors.

The Board agrees with NR Committee and recommends that Mr. Viroj Tangjetanaporn and Mr. Yothin Viriyenawat who would retire by rotation be re-elected as the directors of the Company for another term. Therefore, it was resolved to propose to the shareholders' meeting to elect 2 directors who are due to retire by rotation, namely Mr. Viroj Tangjetanaporn and Mr. Yothin Viriyenawat who would retire by rotation be re-elected as the directors of the Company for another term.

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

For scope of duty and responsibility of the Board of Directors and of other committees, they are in the 2025 Annual Report under the title "Management Structure". The definition of Independent Director is provided in Enclosure 4.

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

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

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

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

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

5. **To consider the directors' remuneration for the year 2026.**

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

The proposal for remuneration of the directors has been carefully considered by comparing it to the industry standard including company specific issues such as business expansion, profit growth, a survey of FI median fee, a market capital and median range. The Committee approved the fees for the Chairman, other members of the Board of Directors and other subsidiaries committees for Independent Director and Non-authorized Director respectively for each meeting attendance as follows.

Meeting	Chairman (Baht) / Meeting	Director Member (Baht) / Meeting
Board of Directors	25,000	20,000
Audit Committee	15,000	10,000
Risk Management Corporate Governance and Sustainability Development Committee	15,000	10,000
Nomination and Remuneration Committee	15,000	10,000

*Total amount of the Directors remuneration will not over Baht 800,000.

Directors that serve as Company’s management are not eligible for the meeting fees as those directors are compensated for holding Company’s management position. Such compensation is equal to the year 2025 (with no other benefits) for proposing shareholders consider and approve.

Board’s opinion: The Meeting should approve the directors’ remuneration for the year 2026 as proposed.

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

6. To consider the appointment of auditors and their remuneration for 2026.

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

Based on recommendations from the Audit Committee, which have properly reviewed and screened the proposal, and after the Board of Directors has considered and deemed it appropriate to present to the Annual General Meeting of Shareholders for approval the appointment of Ms. Wilasinee Krishnamra, License No. 7098 and/or Mr. Chavala Tienpasertkij, License No. 4301 and/or Ms. Nisakorn Songmanee, License No. 5035 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company of the year 2026, any one being authorized to conduct the audit and express an opinion on the annual financial statement of the Company. In the absence of the above-named auditors, Deloitte Touche Tomatsu Jaiyos Audit Co., Ltd. is authorized to identify one other Certified Public Accountant with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to carry out the work. Their remuneration, which is to be negotiated at group level, will be at no more than Baht 2,400,000 per annum (excluded out of pocket expenses). *Proposed audit fee for the year 2026 is equal to 2025.

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

Name	CPA No.	Appointed Year	
Ms. Wilasinee Krishnamra,	7098	2020-2026	Signed the financial of the Company of 2025
Mr. Chavala Tienpasertkij	4301	2026	
Ms. Nisakorn Songmanee	5035	20.5-2026	

Board’s opinion: The Meeting should approve the appointment of Ms. Wilasinee Krishnamra, License No. 7098 and/or Mr. Chavala Tienpasertkij, License No. 4301 and/or Ms. Nisakorn Songmanee, License No. 5035 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company of the year 2026, any one being authorized to conduct the audit and express an opinion on the annual financial statement of the Company. In the absence of the above-named auditors, Deloitte Touche Tomatsu Jaiyos Audit Co., Ltd. is authorized to identify one other Certified Public Accountant with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to carry out the work. Their remuneration, which is to be negotiated at group level, will be at no more than Baht 2,400,000 per annum (excluded out of pocket expenses) as proposed by the Audit Committee. This proposal has been subsequently endorsed by the Board of Directors.

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

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

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

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

All Shareholders are cordially invited to attend the meeting at the date, time and place above, Registration for shareholders will begin at 12:30 p.m.

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. 02-659-8000 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.

Directors' Annual Report for 2025



General Information

Name and Head Office

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

Registered and Paid-up Capital

As of 31 December 2025, the Company has registered capital of Baht 502,448,570 and paid-up capital of Baht 502,448,570 (502,448,570 ordinary shares with par value of Baht 1.00 each).

Type of Business

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

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

Directors' Remuneration

The Company paid remuneration to Directors for the year ending 31 December 2025 as follows:

Group	Number	Description	Amount (Baht)
Independence Directors and Non-Authorized Directors	3	Director Fees	590,000

Director Fees for 2025

Name	Position	Director Fees (Baht)	Period
1. Mr. Viroj Tangjetanaporn	Chairman and Chairman of the Audit Committee	235,000	Jan-Dec
2. Mr. Somchart Chinthammit	Director and Member of the Audit Committee	180,000	Jan-Dec
3. Mr. Paiboon Julasaksrisakul	Director and Member of the Audit Committee	175,000	Jan-Dec
4. Mr. Yothin Viriyenawat	Director	-	Jan-Dec
5. Ms. Oh Whee Mian	Director	-	Jan-Dec
6. Mr. Ratch Sodsatit	Director	-	Jan-Dec
Total		590,000	

**Curriculum Vitae of the nominated director
(Data as of January 1, 2026)**

Name	Mr. Viroj Tangjetanaporn	Mr. Yothin Viriyenawat
Age	64 years	58 years
Nationality	Thai	Thai
Address	256/9 Soi Sukhumwit 16 (Sammitr), KlongToey Sub-District, KlongToey District, Bangkok 10110	24/164 Soi VipawadeeRungsit 37, Sanambin, Donmuang, Bangkok
Education Background	Bachelor Degree of Finance - University of New South Wales, Australia	Bachelor Degree of Business Administration, Dhurakij Pundit University
Participation in Thai Institute of Directors Association (IOD) Program	- Certificate of Director Accreditation Programme (DAP), 30/2004 - Certificate of Audit Committee Programme (ACP), 4/2005 - Certificate of Corporate Governance for Capital Market Intermediaries (CGI), 1/2014	- Certificate of Corporate Governance for Capital Market Intermediaries (CGI) Class of 7th, 2015
Current Position	Independent Director Chairman of Board of Directors Chairman of Audit Committee and Chairman of RCS Committee	Managing Director, Credit Committee member, Executive Director member, Authorized Director and Chief Retails and Branch Officer.
Appointment Date	March 8, 2007 (Independent Director) Feb 28, 2022 (Chairman of Board)	August 23, 2013 (Authorized Director)
Directorship Tenure	17 years of Non-Authorised Director	11 years of Authorised Director
Shareholding (as of December 31, 2025)	1,000 Ordinary Shares or 0.0002% of paid-up shares. No change during the year	None / 0.00% of paid-up shares No change during the year
Work Experience over the past 5 years	<p>Nov 2011 - Present</p> <ul style="list-style-type: none"> - Managing Director: Prop Maxx Co., Ltd. - Director: World Property Development Co., Ltd. - Director: Koa Tao Water Co., Ltd. - Director: A.N.R. Holdings Co., Ltd. - Director: Pran Buri Beach Resort Co., Ltd. <p>Mar 2007 - Present</p> <ul style="list-style-type: none"> - Independent Director, Chairman of Audit Committee <p>2016 - Present</p> <ul style="list-style-type: none"> - Chairman of Risk Management Committee <p>UOB Kay Hian Securities (Thailand) PLC.</p>	<p>April 10, 2024 - Present</p> <ul style="list-style-type: none"> - Chief Retails and Branch Officer <p>August 23, 2013 - Present</p> <ul style="list-style-type: none"> - Executive Director, and Authorized Director <p>August 23, 2013 - April 10, 2024</p> <ul style="list-style-type: none"> - Managing Director Retail-3 Department, UOB Kay Hian Securities (Thailand) PCL.

Name	Mr. Viroj Tangjetanaporn	Mr. Yothin Viriyenawat
No. of Board Meeting Attendance of 2025	5 times of 5 times	5 times of 5 times
No. of AC Meeting Attendance of 2025	4 times of 4 times	
No. of ExCom Meeting Attendance of 2025		5 times of 5 times
No. of RMC Meeting Attendance of 2025	4 times of 4 times	
Proposed type of director	Independent Director	Independent Director

Criteria and methods for director recruiting

Consider the names of the person who has been nominated through the selection process of the NR Committee. Determine remuneration and supervise the business, cautious and carefully consider and screen qualifications, education, experience, professional expertise and individual work performance. Having complete and appropriate qualifications and do not have prohibited characteristics according to relevant regulations or laws. Having knowledge, abilities, skills, and expertise that will be beneficial to the Company's business operations. Having ethics, vision, and a good attitude towards the organization. Be willing and ready to perform assigned duties to the best of their ability. Including being able to express opinions independently and in accordance with various relevant rules and laws.

Nominated Director	Listed Company		Another juristic person (non-listed)		Position in juristic person related to the Company's business / competitor	
	No.	Director	No.	Director	No.	Director
Mr. Viroj Tangjetanaporn	1	Director	5	Director	-	-
Mr. Yothin Viriyenawat	-	-	-	-	-	-

Information on proposed Auditor for 2026

Ms. Wilasinee Krishnamra, License No. 7098 and/or Mr. Chavala Tienpasertkij, License No. No. 4301 and/or Ms. Nisakorn Songmanee, License No. 5035 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of the Company of the year 2026, any one being authorized to conduct the audit and express an opinion on the annual financial statement of the Company. In the absence of the above-named auditors, Deloitte Touche Tomatsu Jaiyos Audit Co., Ltd. is authorized to identify one other Certified Public Accountant with Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to carry out the work. Their remuneration, which is to be negotiated at group level, will be at no more than Baht 2,400,000 per annum (excluded out of pocket expenses). *Proposed audit fee for the year 2026 is equal to 2025.

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

Name	CPA No.	Appointed Year	
Ms. Wilasinee Krishnamra,	7098	2020-2026	Signed the financial of the Company of 2025
Mr. Chavala Tienpasertkij	4301	2026	
Ms. Nisakorn Songmanee	5035	2025-2026	

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

**Curriculum Vitae of Independent Director for proxy voting
(Data as of January 1, 2026)**

Name	Mr. Somchat Chinthammit	Mr. Viroj Tangjetanaporn
Age	68 years	64 years
Nationality	Thai	Thai
Address	210 Soi Ratchapruk 15, Bang Ramad Sub-district, Thalingchan District, Bangkok 10170	256/9 Soi Sukhumwit 16 (Sammitr), KlongToey Sub-District, KlongToey District, Bangkok 10110
Education Background	<ul style="list-style-type: none"> - Master Degree of Business Administration (Marketing) Thammasat University - Master Degree of Business Administration (Marketing) Chulalongkorn University 	<ul style="list-style-type: none"> - Bachelor's degree in finance University of New South Wales, Australia
Participation in IOD Program	<ul style="list-style-type: none"> - Certificate of Director Accreditation Programme (DAP), 17/ 2004 - Certificate of Director Certification Programme (DCP), 55/2005 - Certificate of Audit Committee Programme (ACP), 8/2005 - Certificate of Corporate Governance for Capital Market Intermediaries (CGI), Executive Class/2014 	<ul style="list-style-type: none"> - Certificate of Director Accreditation Programme (DAP), 30/2004 - Certificate of Audit Committee Programme (ACP), 4/2005 - Certificate of Corporate Governance for Capital Market Intermediaries (CGI), 1/2014
Current Position (The Company)	Chairman of NR Committee, RCS Committee Member, Audit Committee Member and Independent Director	Independent Director Chairman of Board of Directors Chairman of Audit Committee and Chairman of RCS Committee
Appointment Date	February 10, 2005 (Independent Director)	March 8, 2007 (Independent Director) Feb 28, 2022 (Chairman of Board)
Directorship Tenure	18 years of Non-Authorised Director	16 years of Non-Authorised Director
Shareholding (as of December 31, 2024)	213,000 Ordinary Shares or 0.042% of paid-up shares No change during the year	1,000 Ordinary Shares or 0.0002% of paid-up shares. No change during the year

Curriculum Vitae of Independent Director for proxy voting
(Data as of January 1, 2026) Continue

Name	Mr. Somchat Chinthammit	Mr. Viroj Tangjetanaporn
Work Experience lasts 5 years	<p>Feb 2005 – Present - Independent Director, Audit Committee</p> <p>2016 - Present - Member Risk Management Committee and Nomination Remuneration & Corporate Governance Committee UOB Kay Hian Securities (Thailand) PLC.</p> <p>2017 – Present - Director Khon Kaen Sugar Industry PLC.</p> <p>2003 – Present - Managing Director Top Blend International Co., Ltd.</p> <p>1988 – Present - Deputy Managing Director Bangkok Inter Food Co., Ltd.</p> <p>1988 – Present - Managing Director Thai Flour Industry Co., Ltd.</p>	<p>Nov 2011 - Present - Managing Director: Prop Maxx Co., Ltd. - Director: World Property Development Co., Ltd. - Director: Koa Tao Water Co., Ltd. - Director: A.N.R. Holdings Co., Ltd. - Director: Pran Buri Beach Resort Co., Ltd.</p> <p>Mar 2007 - Present - Independent Director, Chairman of Audit Committee</p> <p>2016 - Present - Chairman of Risk Management Committee UOB Kay Hian Securities (Thailand) PLC.</p>
No. of Board Meeting Attendance of 2024	5 times of 5 times	5 times of 5 times
No. of AC Meeting Attendance of 2024	4 times of 4 times	4 times of 4 times
No. of RCSC Meeting Attendance of 2024	4 times of 4 times	4 times of 4 times
No. of NRC Meeting Attendance of 2024	1 time of 1 time	-
Special interest in the agenda considered	None	None Being a director who would retire by rotation and would be re-elected as the director of the Company for another term in agenda 4.

The qualifications of the Company's independent directors

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

1. Holding shares not exceeding one percent of the total share with voting rights of the Company, its Parent Company, its Subsidiary, its Affiliate or other juristic person which may have conflicts of interest, including the shares held by a related person of the independent director.

2. Neither being nor having been an executive director, employee, staff, or advisor who receives a regular salary, or a controlling person of the Company, its Parent Company, its Subsidiary, its Affiliate, same-level subsidiary, major shareholder or controlling persons of the Company unless the foregoing status has ended not less than two years prior to appointment.

3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling person, or person to be nominated as executive or controlling persons of the Company or its subsidiary.

4. No business relationship with the Company, its Parent Company, its Subsidiary, its Affiliate, major shareholder or the controlling person of the Company in a manner that may obstruct the use of independent judgment. Including not being a significant shareholder or controlling person of a person who has a business relationship with the Company, its Parent Company, its Subsidiary, its Affiliate, major shareholder or the controlling person of the Company both currently and before being appointed as an independent director for at least 2 years.

By the said business relationship including normal business transactions for business operations, rental or rental of real estate, transactions relating to assets or services, or providing or receiving financial assistance by accepting or lending loans and guarantees of assets as collateral for liabilities including other similar circumstances which resulted in the company or the contracting party has an obligation to pay to the other party 3% of the company's net tangible assets or 20 million Baht or more, whichever is lower based on the method of calculating the value of connected transactions as announced by the Capital Market Supervisory Board which includes the debt burdens incurred during 1 year before the date of having a business relationship with the same person.

5. Not being an auditor of the Company, its Parent Company, its Subsidiary, its Affiliate, major shareholder or the controlling person of the company. And not being a significant shareholder (Holding more than 10 percent of the total shares with voting rights of the Company Including those involved), persons with control power or partner of Audit office which have auditors of the Company, its Parent Company, its Subsidiary, its Affiliate, major shareholder or controlling person of the Company, both at present and before being appointed as an independent director for at least 2 years.

6. Not being a professional service provider, including providing legal advisory services or financial advisor which receives service fees in excess of 2 million Baht per year from the Company, its Parent Company, its Subsidiary, its Affiliate, major shareholder or the controlling person of the company. And not being a significant shareholder regulator or a partner of that professional service provider both currently and before being appointed as an independent director for at least 2 years.

7. Not currently is the Company's director appointed to represent major shareholders or shareholders who are related to the Company's major shareholder.

8. Not operating in a business of the same nature and in significant competition with the business of the Company or its Subsidiary or not being a significant partner in partnership or being a director that participates in the management, employees, consultants staff, who receive a regular salary or holding shares exceeding 1 percent of the total voting shares of other companies which operates businesses that have the same conditions and are in significant competition with the business of the company or its subsidiary.

9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the Company's business affairs.

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

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

Chapter III
Directors and Their Powers

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

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

A retiring director is eligible for re-election.

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

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

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

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

Chapter IV
Meeting of Shareholders

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Chapter VI
Dividends and Reserves

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

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

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

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

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

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

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

Chapter VIII
Books, Accounts and Audits

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

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

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

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

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

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

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

A) Appointment of Proxy

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

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

1. Appointment of another person as a proxy:

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

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

- A proxy grantor must fill in the following names and information of the directors in order to appoint a proxy:
 - (1) Mr. Somchat Chinthammit, Audit Committee Member and Independent Director, 68 years of age, residing at 210 Soi Ratchapruk15, Bang Ramad Sub-district, Thalingchan District, Bangkok 10170. and
 - (2) Mr. Viroj Tangjetanaporn, Chairman of the Audit Committee and Independent Director, 64 years of age, residing at 256/9 Soi Sukhumwit 16 (Sammitr), KlongToey Sub-District, KlongToey District, Bangkok 10110;
- The names and information of 2 directors of the Company must be specified in the proxy form in order for either one of such directors to be able to attend and vote in the meeting on your behalf such that if one of such 2 directors is not available, another director will then be able to do so.

B) Registration for Attending the Meeting

The Company will examine as to the accuracy and completion of the proxy form. Registration for shareholders will begin at 12:30 p.m. UOB Kay Hian Securities (Thailand) Public Company Limited Meeting Room, 3rd Floor, 130-132 Sindhorn Tower 1, Wireless Road, Lumpini, Pathumwan, Bangkok 10330. See a map attached.

Attendees are required to present the following documents during registration prior to the meeting (depending on the case).

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

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

1.2 Attendance by proxy:

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

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

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

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

2.2 Attendance by proxy:

- (a) a proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with Baht 20 of stamp duty affixed;
- (b) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having power and authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified true and correct by such authorized representative; and
- (c) an original of the proxy's official ID card as referred to in 1.1.

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

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

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

C) Vote Casting and Counting

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

1. Vote Casting

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

2. Vote Counting

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

Affix Stamp
Duty Baht
20.00

PROXY Form B.

Made at _____

Date _____

(1) I/We, _____ Nationality: _____,
residing at _____

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

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

- _____ age _____ years
old, residing at _____
or
- Mr. Somchat Chinthammit, Audit Committee Member and Independent Director, 68 years of age, residing at 210
Soi Ratchapruk 15, Bang Ramad Sub-district, Thalingchan District, Bangkok 10170. or
- Mr. Viroj Tangjetanaporn, Chairman of the Audit Committee and Independent Director, 64 years of age, residing
at 256/9 Soi Sukhumwit 16 (Sammitr), KlongToey Sub-District, KlongToey District, Bangkok 10110.

Only one of them as my/our proxy to attend the meeting and to vote on my/our behalf at the Annual General Meeting of
Shareholders 2026 to be held on **24 April 2026 at 13.30 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**, or may be postponed to other dates, time and place.

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

Agenda 1 To acknowledge the report on the Company's operating results for the year 2025.

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

Agenda 2 To approve the Company's Financial Statement for the financial year ended 31 December 2025.

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

**Agenda 3 To approve the profit apportionment and the dividend payment derived from operating results for the
financial year ended 31 December 2025.**

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

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

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

Approve the appointment of all directors.

- Approve Disapprove Abstain

Approve each director

- 1) Mr. Viroj Tangjetanaporn
- Approve Disapprove Abstain
- 2) Mr. Yothin Viriyenawat
- Approve Disapprove Abstain

Agenda 5 To approve the directors' remuneration for the year 2026.

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

Agenda 6 To approve the appointment of auditors and their remuneration for 2026.

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

Agenda 7 To consider any other business (if any)

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

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

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

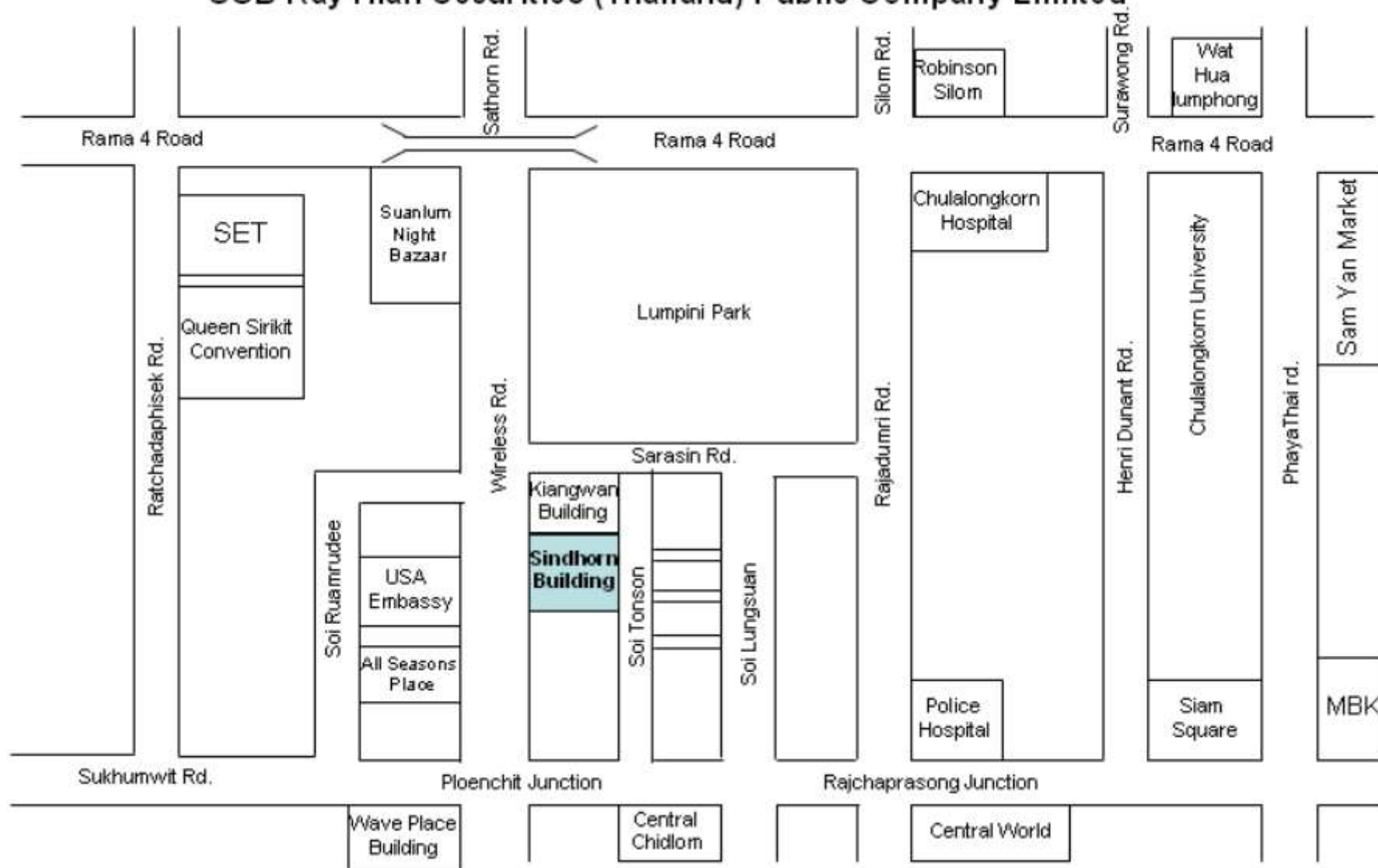
Signed _____ Grantor
()

Signed _____ Proxy
()

Remark

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

UOB Kay Hian Securities (Thailand) Public Company Limited



2026 Annual General Meeting of Shareholders of UOB Kay Hian Securities (Thailand) Public Company Limited. On Monday 24 April 2026, at 13.30 hours.
At **UOB Kay Hian Securities (Thailand) Public Company Limited. Meeting (Training) Room 3rd Floor, No. 130-132 Sindhorn Tower 1, Wireless Road, Lumpini, Pathumwan, Bangkok 10330**