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**Criteria and Procedures for Submission of Questions, Proposal of Agenda Items and Nomination of Director Candidates for the Annual General Meeting of Shareholders in Advance of UOB Kay Hian Securities (Thailand) Public Company Limited**

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**For Submission of Questions for the Annual General Meeting of Shareholders in Advance**

**Qualification of shareholders who are entitled to submit questions in advance**

Being a shareholder who is entitled to attend and exercise his/her voting rights in the AGM when the Company sets the Record Date to determine the right of shareholders to attend the shareholders meeting, and complies the list of shareholders eligible to attend the shareholders' meeting, in accordance with section 225 of the Securities and Exchange Act B.E. 2535 (Amendment version B.E. 2551), by share register book closing method.

**Matter of Question**

1. Must be relevant to the agenda of the AGMs.
  - 1) To consider and certify the Board of Directors' report on the operating performance of the Company
  - 2) To approve the Financial Statement
  - 3) To consider and approve the appointment of the auditor and the audit fee
  - 4) To consider and approve the election of the directors replacing those retired by rotation and the remuneration of the directors
2. Significant information of the Company.

**Consideration Process**

1. All qualified shareholders are able to submit their questions in advance by using the submission form (Form A) as attached herewith and e-mail questions to Legal Department and the Company Secretary at [legal@uobkayhian.co.th](mailto:legal@uobkayhian.co.th) or fax them to number 0-2659-8163 latest by 31 March.
2. All questions submitted will be initially considered by the Company Secretary and then present them to the Board of Directors or the management team for preparing explanation of such questions in the meeting.

**For Proposal of Agenda Items and Nomination of Director Candidates**

**Objectives:**

UOB Kay Hian Securities (Thailand) Public Company Limited (the "Company"), having recognized the importance of the rights of shareholders as well as treating the shareholders equitably in line with the principles of good corporate governance, has set out these criteria to give an opportunity to and provide convenience for the minority shareholders to propose agenda items in advance and/or to nominate qualified individuals as director candidates prior to the Annual General Meeting of Shareholders during the period from 1 November to 31 December.

**Criteria and procedures:**

**1. Shareholder qualifications**

A shareholder who is entitled to propose an agenda item or nominate a director candidate must be a shareholder of the Company where one or more shareholders who have held shares with voting rights all together not less than 250,000 shares of the Company (equal to approximately 0.05 % of the total number of shares with voting rights of the Company) and consecutively for a period of no less than 12 months following the date of share acquisition until the date of agenda item proposal and/or director candidate nomination.

**2. Information for consideration**

The shareholder shall submit the following documents and information:

2.1 Proof of identity of the shareholder, i.e.:

Individual shareholder: A certified true copy of the shareholder's valid I.D. card, passport (in case of a foreigner), government officer card, state enterprise employee card or driver's license.

Juristic entity shareholder: A certified true copy of the shareholder's valid corporate affidavit that is the most recent or that is issued no more than 3 months and a certified true copy of the valid I.D. card or passport (in case of a foreigner) of the authorized director(s) of the juristic entity signing Form B. or Form C. under item 2.3. In case the shareholder is a juristic entity that is registered overseas, notary public certification is required.

In case of any change of title, name or family name, a certified true copy of the proof of such change must be provided.

2.2 Proof of shareholding, i.e.:

A certified true copy of the statement issued by a securities company, or any other proof provided by Thailand Securities Depository Co., Ltd., the Stock Exchange of Thailand, a custodian, or a certified true copy of a share certificate showing the shareholding proportion as indicated in item 1.

2.3 The shareholder who meets all the qualifications and requirements specified in items 2.1 and 2.2 must provide his/her name, address and telephone number by completing the following form(s):

- (1) Form B: Proposal of an Agenda Item, or
- (2) Form C: Nomination of a Director Candidate.

Both Form B and Form C can be downloaded from the Company's website at [www.utrade.com](http://www.utrade.com). One form can be used for proposing one agenda item or nominating one director candidate only. In case of several proposals of agenda items or several nominations of director candidates, the forms must be prepared separately for each proposed agenda item or each director candidate.

In the case where several shareholders jointly propose an agenda item or nominate a director candidate, all shareholders shall complete and sign the form, provide a certified true copy of his/her individual proof of identity and proof of shareholding, and submit all of the foregoing materials altogether in an integral set, provided that all of those shareholders shall authorize one of them to be their representative to contact the Company and all of the Company's communications with the representative shall be deemed to have been communicated with all of the shareholders.

2.4 In case of nomination of a director candidate, the shareholder shall provide the following information:

- (1) Qualification-oriented supporting documents, i.e., the personal profile, educational background, working experience and training record of the director candidate;
- (2) Letter of consent from the director candidate;
- (3) Certification from the director candidate that he/she does not possess any prohibited characteristics as prescribed by law and is qualified under the laws and regulations, such as the securities and exchange law, the public limited companies law, the notifications of the Securities and Exchange Commission, the notifications of the Stock Exchange of Thailand, the notifications of the Capital Market Supervisory Board, the Company's Articles of Association and regulations, and the principles of good corporate governance; and
- (4) Other details of the director candidate that is useful for consideration, such as, facts, reasons, issues and other information that the shareholder deems necessary and appropriate to clarify further.

**3. Criteria and procedure to include/not include the proposed agenda item and the director candidate**

3.1 Proposal of Agenda Items

- (1) The Company Secretary shall make a preliminary assessment before further submission to the Board of Directors.
- (2) The following matters shall not be included in the agenda:
  - (a) The matter is not proposed in line with the criteria as specified in items 1. and 2;
  - (b) The matter is relevant to the Company's ordinary business operations and the shareholder does not indicate any reasonable ground to consider such matter in particular;
  - (c) The matter is beyond the Company's ability to pursue;
  - (d) The matter has already been submitted by the shareholder to the shareholders' meeting for consideration within the previous 12 months and received affirmative votes of less than 10 percent of the total number of shares of the Company with voting rights, except

the case where the facts pertaining to the resubmission have significantly changed from those of the previous shareholders' meeting;

- (e) The matter has already been implemented by the Company;
  - (f) The matter submitted by the shareholder lacks complete or correct information or is submitted to the Company after the due date;
  - (g) The matter is in violation of the Company's business objectives, Articles of Association, policies, or the laws, notifications, orders, or regulations of any competent authority or body governing the Company's operations;
  - (h) The matter is for the benefit of a specific person or group of persons, but is not for the benefit of the shareholders in general, or causes detrimental damage to the shareholders in general, or is deemed inappropriate by the Board of Directors to be included in the agenda; and
  - (i) Any other cases as specified in the notification of the Capital Market Supervisory Board.
- (3) In case the Board of Directors finds that a proposed agenda item should not be included in the agenda, the Company Secretary shall promptly inform such shareholder in writing.
- (4) In case the Board of Directors finds that a proposed agenda item should be included in the agenda, the Company shall include the same in the invitation to the Annual General Meeting of Shareholders.

### 3.2 Nomination of Director Candidates

- (1) The Company Secretary shall make a preliminary assessment before further submission to the Nomination and Compensation Committee to consider the qualification and suitability of a director candidate.
- (2) In case the Nomination and Compensation Committee finds that a director candidate is qualified and suitable, the Nomination and Compensation Committee shall recommend the director candidate for consideration by the Board of Directors.
- (3) In case the Nomination and Compensation Committee or the Board of Directors finds that a director candidate is unqualified or unsuitable, the Company Secretary shall promptly inform such shareholder in writing.
- (4) In case the Board of Directors finds that a director candidate is qualified and suitable, the Company shall include the name of such person as a nominated director candidate in the invitation to the Annual General Meeting of Shareholders.

## 4. Submission channel

The shareholder shall complete, sign and submit Form B: Proposal of an Agenda Item, or Form C: Nomination of a Director Candidate, together with complete supporting documents, to the Company within 31 December by hand or via registered post at the address shown below:

Legal & Company Secretary Department  
 UOB Kay Hian Securities (Thailand) Public Company Limited  
 130-132 Sindhorn Tower 1, 3<sup>rd</sup> Floor, Wireless road, Lumpini, Pathumwan, Bangkok 10330

The shareholder may unofficially submit a copy of the documents to Legal & Company Secretary Department at [legal@uobkayhian.co.th](mailto:legal@uobkayhian.co.th) prior to submitting the original documents.

## 5. Submission timeline

The submission timeline of Form B: Proposal of an Agenda Item and Form C: Nomination of a Director Candidate is from 1 November to 31 December.

In recognition and promoting of the good corporate governance practices, UOB Kay Hian Securities (Thailand) Public Company Limited provides opportunities for shareholders to send questions regarding any Annual General Meeting of Shareholders agenda or significant issue of the Company in advance prior to the date of AGM.

**Form A. Submission the Question in advance form for the Annual General Shareholders Meeting of UOB Kay Hian Securities (Thailand) Public Company Limited**

Date.....

I / We (Mr. / Mrs. / Miss) ..... aged ..... years,  
Nationality..... address .....

..... phone .....

E-mail ..... as a shareholder of UOB Kay Hian Securities (Thailand) Public Company Limited, holding the total amount of ..... share (s) would like to submit the question in advance for the Annual General Shareholders Meeting as follows;

- 1) .....
- 2) .....
- 3) .....
- 4) .....
- 5) .....

..... Shareholder

(.....)

**Form B. Form to propose an additional agenda for the Annual General Meeting of Shareholders of UOB Kay Hian Securities (Thailand) Public Company Limited.**

Date .....

I/We

**1. (Mr. / Mrs. / Miss)** ..... aged ..... years, nationality .....  
address ..... phone ..... E-mail .....  
as a shareholder of UOB Kay Hian Securities (Thailand) Plc, holding the total amount of ..... share (s)

**2. (Mr. / Mrs. / Miss)** ..... aged ..... years, nationality .....  
address ..... phone ..... E-mail .....  
as a shareholder of UOB Kay Hian Securities (Thailand) Plc, holding the total amount of ..... share (s)

**3. (Mr. / Mrs. / Miss)** ..... aged ..... years, nationality .....  
address ..... phone ..... E-mail .....  
as a shareholder of UOB Kay Hian Securities (Thailand) Plc, holding the total amount of ..... share (s)

**4. (Mr. / Mrs. / Miss)** ..... aged ..... years, nationality .....  
address ..... phone ..... E-mail .....  
as a shareholder of UOB Kay Hian Securities (Thailand) Plc, holding the total amount of ..... share (s)

**Holding altogether ..... share(s), represented ..... percent of the Company's existing right to vote would like to propose an additional agenda for the Annual General Meeting of Shareholders with following details.**

Subject: .....

Reason to propose: .....  
.....  
.....

I / We certify that all information in this Form B and all supplementary documents are true and correct.

Signed ..... Shareholder  
(.....)

Signed ..... Shareholder  
(.....)

Signed ..... Shareholder  
(.....)

Signed ..... Shareholder  
(.....)

**Remark**

1. Shareholder must enclose the Shareholding Evidence such as Certificate from Securities Company, other evidence from SET and other documents for consideration.
2. Shareholder must enclose the Shareholder's Evidence such as a copy of identification card or passport (in case of the foreigner) and certified true copy. In case the shareholder is a juristic person, please enclose a copy of affidavit and a copy of identification card or passport (in case of the foreigner) of authorized directors and certified true copy.
3. Please submit Form B to the Company within 31 January for consideration.
4. If more than one agenda proposed, shareholder must complete one Form B per one agenda.
5. The company shall not consider the Form B with inadequate information for consideration.
6. In case more than 4 shareholders jointly propose additional agenda in advance, name and other additional information must also be specified in accordance with this form as stated above.

## Form C. Form to nominate of qualified candidate of director election for the Annual General Meeting of Shareholders in advance of UOB Kay Hian Securities (Thailand) Public Company Limited.

Date .....

I/We

**1. (Mr. / Mrs. / Miss)** ..... aged ..... years, nationality

..... address .....  
..... phone ..... E-mail .....

as a shareholder of UOB Kay Hian Securities (Thailand) Public Company Limited, holding the total amount of ..... share (s)

**2. (Mr. / Mrs. / Miss)** ..... aged ..... years, nationality

..... address .....  
..... phone ..... E-mail .....

as a shareholder of UOB Kay Hian Securities (Thailand) Public Company Limited, holding the total amount of ..... share (s)

**3. (Mr. / Mrs. / Miss)** ..... aged ..... years, nationality

..... address .....  
..... phone ..... E-mail .....

as a shareholder of UOB Kay Hian Securities (Thailand) Public Company Limited, holding the total amount of ..... share (s)

**4. (Mr. / Mrs. / Miss)** ..... aged ..... years, nationality

..... address .....  
..... phone ..... E-mail .....

as a shareholder of UOB Kay Hian Securities (Thailand) Public Company Limited, holding the total amount of ..... share (s)

Holding altogether ..... share(s), represented ..... percent of the Company's existing right to vote would like to propose (Mr. / Mrs. / Miss) ..... aged ..... years who is fully qualified in accordance with the criteria of the Company to be the director. The candidate has been signed below as the evidence of consent and also enclosed the curriculum vitae together with other supporting documents.

I / We certify that all information in this Form C and all supplementary documents are true and correct.

Signed ..... Shareholder  
(.....)

Signed ..... Shareholder  
(.....)

Signed ..... Shareholder  
(.....)

Signed ..... Shareholder  
(.....)

I (Mr. / Mrs. / Miss) ..... consent and certify that I have the qualification as prescribed and supporting documents are true and correct. As evidence in this matter, I hereby sign my name below.

Signed .....Candidate  
(.....)

**Remark**

1. Shareholder must enclose the Shareholding Evidence such as Certificate from Securities Company, other evidence from SET and other documents for consideration.
2. Shareholder must enclose the Shareholder's Evidence such as a copy of identification card or passport (in case of the foreigner) and certified true copy. In case the shareholder is a juristic person, please enclose a copy of affidavit and a copy of Identification card or passport (in case of the foreigner) of authorized directors and certified true copy.
3. Candidate shall enclose the Candidate's Evidence such as a copy of identification card or passport (in case of the foreigner) and certified true copy.
4. Please submit Form C to the Company within 31 January for consideration.
5. If more than one candidate proposed, shareholders must complete one Form C per one candidate.
6. The company shall not consider Form C with inadequate information for consideration.  
In case more than 4 shareholders jointly nominate qualified candidate for director election prior to Annual General Meeting of Shareholders, name and other additional information must also be specified according to this form as stated above.