

Invitation to

The Extraordinary General Meeting of Shareholders No. 1/2021

Thai Group Holdings Public Company Limited

On Monday, January 18, 2021 at 14.00 hours

**at the Meeting Room 13th floor, Southeast Building,
No. 315 Silom Road, Silom, Bangrak, Bangkok**

**The Company's Precautionary Measures and Guidelines for holding
the Extraordinary General Meeting of Shareholders No. 1/2021
under the Circumstance of Coronavirus 2019 (COVID-19)**

Thai Group Holdings Public Company Limited (the "Company")'s Precautionary Measures and Guidelines for Holding the Extraordinary General Meeting of Shareholders No. 1/2021 under the Circumstance of Coronavirus 2019 (COVID-19) are as follows:

1. Requesting the cooperation of the shareholders in the proxy voting instead of attending the EGM in person

For the shareholders who traveled to/from the high-risk countries and/or provinces or have been in contact with people who traveled to/from the high-risk countries and/or provinces less than 14 days before the date of the meeting or having the conditions reasonably suspected of being infected with COVID-19, are requested to follow the suggestions of the Department of Disease Control, Ministry of Public Health by **not attending the meeting**. Please kindly appoint any person as deemed appropriate to perform as your proxy or appoint the Independent Director of the Company to attend and vote on your behalf. The shareholders are able to deliver related documents of the proxies to the Office of Corporate Secretary at the Company's address as specified in the notice in order to protect the rights of the shareholders to participate and vote in the meeting.

2. In case there are shareholders who wish to attend the EGM in person, the shareholders are required to strictly comply with relevant laws and measures stipulated by the government entities. Your attendance to the Meeting can not to be used as an exemption of liabilities that may incur from violation of any provisions of laws. In addition, the individual shareholder also agrees to bear any risks and impacts from participating the Meeting, including agreeing to take care of his/her own health and welfare. The Company wishes to avoid any impact that affects your health and welfare and would like to request your cooperation to strictly comply with the following measures.

2.1 Screening measures, as suggested by the Department of Disease Control: Everyone attending the EGM must be screened before entering the meeting area. Anyone who fails to pass the screening, i.e. shows symptoms of fever or has a body temperature of 37.5 degrees Celsius or higher and/or has any respiratory symptoms or has traveled to and from the high-risk countries and/or provinces within 14 days before the date of EGM, will be denied the entry. In this regard, various measures for controlling and screening participants may change according to government practice, which may be announced.

The shareholders who are denied the entry to the EGM can use proxy voting by appointing the Independent Director of the Company to vote on their behalf.

2.2 Measures upon venue arrangement and registration to reduce risk from crowding as follows:

- (1) Queuing at the screening point and check-in will keep a distance of one meter from each other.
- (2) The Company will arrange the seating with appropriate social distancing at 1- 2 meters placement from each other. **This will limit number of available seats in the meeting room to approximately 50 seats.** The seats are not allowed to be moved and when the seats are fully occupied on first come first served basis, the Company kindly requests any additional shareholders to proxy their votes to the Company's Independent Director instead.
- (3) Every attendee must wear a facemask at all times throughout the participation period.
- (4) On the meeting day, the Company kindly request shareholders, who wish to ask questions related to the item agenda, to write down and submit their questions at the registration counter or in the meeting room instead of speaking through the room microphone.
- (5) The Company would not provide souvenirs, and the shareholders are strictly prohibited from eating any food or snacks throughout the entire duration of the meeting.
- (6) Wash the hands frequently with soap or alcohol hand sanitizers provided by the Company around the meeting area.

Thank you for your cooperation and strictly follow this above measures.

THAI GROUP HOLDINGS

No. SorGor 51/2020

December 25, 2020

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2021

To: Shareholders
Thai Group Holdings Public Company Limited

- Attachment
1. Information of individuals nominated as the new directors and qualifications of the Independent Directors of the Company
 2. Information of the Independent Directors proposed by the Company as proxy of shareholders
 3. The Company's Article of Association in relation to the Extraordinary General Meeting of Shareholders No. 1/2021
 4. Explanation on the appointment of proxy, registration process, registration documents, vote casting and counting, and meeting procedure
 5. Proxy Form B.
 6. Map of the venue of the Extraordinary General Meeting of Shareholders No. 1/2021
 7. The registration Form

The Board of Directors of Thai Group Holdings Public Company Limited (the “**Company**”) has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2021 on Monday, January 18, 2021 at 14.00 hours at the Meeting Room 13th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500, to consider the matters under the agenda together with the opinion of the Board of Directors as follows:

Agenda 1 To consider and approve the increase of directors and the appointment of new directors

Fact and Rationale: Due to the expansion of the Company's business, it is deemed appropriate to propose to the shareholders to consider and approve the increase in the number of the directors of the Company from 12 to 16 persons and appointment of the following persons as the new directors: (1) Mr. Thakorn Piyapan as the director (2) Mr. Boontuck Wungcharoen as the director (3) Dr. Buranawong Sowaprox as the independent director and (4) Mr. Vachara Tuntariyanond as the independent director.

The Nomination and Remuneration Committee considered the qualifications of the four persons to be nominated as the Company's directors in accordance with the Company's policy and criteria on nominated persons whereby skills, knowledge, experience, and expertise of the individuals; diversity of the Board which conform with the Company's business strategy and has opinion that the four persons named above possess full qualifications according the Public Limited Company Act B.E. 2535 (1992) (as amend) (the “**PLCA**”), and relevant regulations of the Capital Market Supervisory Board.

Dr. Buranawong Sowaprox and Mr. Vachara Tuntariyanond have possessed all the required qualifications to be the independent director in accordance with the prescribed qualifications of the independent director of the Company and pursuant the relevant rules and has full capacity to express his opinion independently.

Board of Directors' Opinion: The Board of Directors has thoroughly considered the qualification of each nominated person and thus agreed with the Nomination and Remuneration Committee to appoint the following four nominated persons as the new directors: (1) Mr. Thakorn Piyapan as the director (2) Mr. Boontuck Wungcharoen as the

director (3) Dr. Buranawong Sowapruks as the independent director and (4) Mr. Vachara Tuntariyanond as the independent director.

Information of individual nominated as the new directors and qualifications of the Independent Directors of the Company was delivered to the Company's shareholders together with this invitation to the Extraordinary General Meeting of Shareholders No. 1/2021 according to Attachment No. 1.

Voting: The resolution for this Agenda requires that each of the individuals nominated as director receives the approval of the meeting by a majority vote of shareholders attending the meeting and casting their votes.

Agenda 2 To consider and approve the amendment of the Company's Article of Association

Fact and Rationale: Due to the spread of Coronavirus 2019 (Covid-19), the meetings of the Board of Director and sub-committees has been proceeded via Electronic Meeting according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020).

As such it is deemed appropriated to amend the Company's Article of Association to support the Electronic Meeting as the following details:

Existing Article of Association	Proposed Amendment
<p>Article 25. In calling a meeting of the Board of Directors, the Chairman of the Board of Directors or the person delegated by the Chairman of the Board of Directors shall serve a written notice calling for such meeting to the directors no less than seven (7) days prior to the date of the meeting. With the exception of the case of necessity or urgency to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be determined.</p>	<p>Article 25. In calling a meeting of the Board of Directors, the Chairman of the Board of Directors or the person delegated by the Chairman of the Board of Directors shall serve a written notice calling for such meeting to the directors no less than seven (7) days prior to the date of the meeting. With the exception of the case of necessity or urgency to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be determined.</p> <p><i><u>The Chairman of the Board of Directors or the person delegated by the Chairman of the Board of Directors may determine that the Board of Directors meeting be organized and held through electronic media. In such event, the Board of Directors' meeting shall proceed in accordance with the criteria, methods, and the information security standards, specified by the law.</u></i></p>

Board of Directors' Opinion: it deems appropriate to propose to the Extraordinary General Meeting of the Shareholders No. 1/2021 to consider and approve the amendment to Article

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25 of the Company's Article of Association to align with the current situation and to approve the authorization to the Board of Directors to make any amendment according to the order, recommendation or opinion of the Registrar of the Department of Business Development, Ministry of Commerce.

Voting: Voting: The resolution for this Agenda requires a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting their votes.

Agenda 3 Other Business (if any)

All shareholders are cordially to attend the Extraordinary General Meeting of Shareholders No. 1/2021 on Monday, January 18, 2021 at 14.00 hours at the Meeting Room 13th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500. Registration will open at 12.00 hours.

Any shareholders who is unable to attend and vote at the meeting on his/her behalf must either fill in and sign as appropriate Proxy Form B. as enclosed herewith (Attachment No. 5) or download Proxy Form A., Form B. or Form C. (Form C. is applicable only to foreign shareholders as registered in the registration book who have a custodian in Thailand) from the Company's website at <http://www.segroup.co.th/TGH/shareholderMeetingTH.php>. Alternatively, shareholder may authorize one of the Company's Independent Directors to attend and vote on his/her behalf. Details of the Independent Directors proposed by the Company as proxy of shareholders can be found in Attachment No. 2 as enclosed herewith.

In this regard, any shareholder wishing to appoint another person as his/her proxy to attend and vote at the meeting on his/her behalf is asked to fill in and sign the proxy form and deliver it, together with the required documents, to the Company by Friday, January 8, 2021 with attention to the Office of Corporate Secretary, Thai Group Holdings Public Company Limited at 6th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500, or to present the form and accompanying documents to the designated person of the Company prior to the commencement of the meeting.

The Company determined the name of e shareholders who are entitled to attend the Extraordinary Meeting of Shareholders No. 1/2021 on Monday, November 30, 2020 (Record Date).

Please be informed to attend the meeting of the shareholders at the venue on the date and time mentioned above accordingly.

Sincerely yours,



(Mr. Chotiphat Bijananda)
Chairman of Executive Board

On behalf of the Board of Directors
Thai Group Holdings Public Company Limited

Notes: All shareholders can access the invitation to the Extraordinary General Meeting of Shareholders No. 1/2021 and all related documents at the Company's website (<http://www.segroup.co.th/TGH/shareholderMeetingTH.php>) from Friday, December 25, 2020. If any shareholder has a query regarding the agenda of the Extraordinary General Meeting of Shareholders No. 1/2021, please send the query in advance via email at comsec@segroup.co.th or via post to the Office of Corporate Secretary, Thai Group Holdings Public Company Limited at 6th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500.

Information of individual nominated as new directors

1. Mr. Thakorn Piyapan

Proposed Position	Director
Age	49 years
Nationality	Thai
Education	- Master of Finance, University of Colorado at Denver, USA - Bachelor of Economics, Thammasat University - Capital Market Academy Programs: Executive Education (Year 2013)
Director Training	- Director Certification Program (DCP) Year 2014 Thai Institute of Directors (IOD)
Directorship/Other Executive Positions in Other Organizations at Present	
• Other Listed Companies	-None-
• Other Non-Listed Companies	(4 organizations)
November 5, 2020 - Present	Chief Executive Officer, Southeast Life Insurance Public Company Limited
November 5, 2020 - Present	Chief Executive Officer, Southeast Insurance Public Company Limited
November 5, 2020 - Present	Chief Executive Officer, Southeast Capital Company Limited
December 2020 – Present	Director, Southeast Capital Company Limited
• Other Companies that compete with/related to the Company	-None-
Working Experiences (during the recent 5 years and/or Important Positions)	
January 1, 2017–August 31, 2020	Chairman, Krungsri Consumer & Head of Digital Banking and Innovation, Bank of Ayudhya PCL
January 1, 2016–August 31, 2020	Head of Krungsri Consumer Group, Bank of Ayudhya PCL
January 1, 2016–August 31, 2020	Chairman (Authorized Signatory), Krungsriayudhya Card Co., Ltd.
July 22, 2019–August 31, 2020	Chairman (Authorized Signatory), Krungsri Nimble Co., Ltd. (Formerly, Krungsri Factoring Co., Ltd.)
January 24, 2018–August 31, 2020	Authorized Director, National Digital ID Co., Ltd.
March 27, 2017–August 31, 2020	Chairman (Authorized Signatory), General Card Services Ltd.
May 12, 2015–August 31, 2020	Authorized Director, Tesco Lotus Money Services Ltd. (Formerly, Tesco Card Services Ltd.)
January 1, 2016–August 31, 2020	Chairman (Authorized Signatory), Ayudhya Capital Services Co., Ltd.
May 1, 2012–August 31, 2020	First Executive Vice President, Bank of Ayudhya PCL
February 24–December 31, 2015	Authorized Director, General Card Services Ltd.
October 2, 2012–December 31, 2015	Director, Krungsriayudhya Card Co., Ltd.
November 5, 2009–December 31, 2015	Authorized Director, Ayudhya Capital Services Co., Ltd.

May 1, 2012–December 31, 2015	Managing Director, Ayudhya Capital Services Co., Ltd.
February 1 – December 31, 2016	Acting Head of Personal Loan Division, Bank of Ayudhya PCL
February 1 – December 31, 2016	Head of E-Business Division, Bank of Ayudhya PCL
May 1, 2012 – December 31, 2015	First Executive Vice President, Office of the President and CEO, Bank of Ayudhya PCL

**Shareholding in the Company
(as of September 30, 2020)**

Personal: -None-
Spouse / Minor Child: -None-

Director Nomination Criteria

Nomination and Remuneration Committee (“**NRC**”) considered his qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors’ Meeting No. 10/2020 held on October 30, 2020 for consideration.

Nomination Rationale

The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Mr. Thakorn Piyapan and deemed it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and elect him as the new director of the Company. He also has extensive experience and knowledge of digital marketing and Information Technology which will be beneficial to the Company’s business.

Legal disputes

No cases in the last 5 years

Information of individual nominated as new directors

2. Mr. Boontuck Wungcharoen

Proposed Position	Director
Age	64 years
Nationality	Thai
Education	- MBA (Finance and International Business) New York University, USA - Bachelor of Engineering (Chemical Engineering), Chulalongkorn University
Director Training	- Director Accreditation Program (DAP) Class 75/2008, Thai Institute of Directors (IOD)

Directorship/Other Executive Positions in Other Organizations at Present

- **Other Listed Companies (4 organizations)**
 - July 9, 2020 - Present Vice Chairman of the Board of Directors, Asset World Corp PCL
 - October 24, 2018 - Present Vice Chairman of the Executive Committee, Member of the Nomination and Remuneration Committee, and Chairman of the Risk Management Committee, Asset World Corp PCL
 - September 7, 2018 - Present Director, Asset World Corp PCL
 - May 29, 2020 - Present Independent Directors, Thai Airways International Public Company Limited
 - 2019 – Present Independent Director and Chairman of Risk Management Committee, Synnex (Thailand) Public Company Limited
 - 2018 - Present Independent Director, Esso (Thailand) Public Company Limited
- **Other Non-Listed Companies** -None-
- **Other Companies that compete with/related to the Company** -None-

Working Experiences (during the recent 5 years and/or Important Positions)

2019 – June 2020	Independent Director, Kiattana Transport Public Company limited
2018 - 2019	Independent Director, Member of the Risk Oversight Committee and Member of the Technology Committee, The Siam Commercial Bank Public Company Limited
2008 - 2017	Chief Executive Officer, TMB Bank Public Company Limited
2014 - 2016	Member, National Legislative Assembly
2014 - 2016	Chairman, Thai Bankers' Association

Shareholding in the Company (as of September 30, 2020)	Personal: -None- Spouse / Minor Child: -None-
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Director Nomination Criteria

Nomination and Remuneration Committee (“NRC”) considered his qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors’ Meeting No. 10/2020 held on October 30, 2020 for consideration.

Nomination Rationale

The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Mr. Boontuck Wungcharoen and deemed it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and elect him as the new director of the Company. He also has extensive experience and knowledge of finance, banking and management which will be beneficial to the Company’s business.

Legal disputes

No cases in the last 5 years

Information of individual nominated as new directors

3. Dr. Buranawong Sowapru

Proposed Position	Independent Director
Age	62 years
Nationality	Thai
Education	- Bachelor of Engineering, Mechanical Engineering, Chulalongkorn University - Master of Engineering, Industrial Engineering, Texas A&M University, Texas, USA - Doctor of Engineering, Industrial Engineering, Texas A&M University, Texas, USA
Director Training	- Director Certification Program (DCP) Year 2019 Thai Institute of Directors (IOD) - Advance Audit Committee Program (AACCP) year 2019 Thai Institute of Directors (IOD)

Directorship/Other Executive Positions in Other Organizations at Present

- **Other Listed Companies (1 organization)**
April 8, 2019-Present Independent Director, Chairman of the Performance Evaluation Committee and Member of the Audit Committee, Esso (Thailand) PLC
- **Other Non-Listed Companies (4 organizations)**
May 18, 2020 - Present Energy for Environment Foundation
2019 – Present Independent Observer, Anti-Corruption Organization of Thailand
2015 – Present Director, The Blue Circle Pte. Ltd, Singapore
2015 - Present Director, Able Asset Sukhumvit Company Limited
- **Other Companies that compete with/related to the Company** -None-

Working Experiences (during the recent 5 years and/or Important Positions)

2015 – February 2019	Member, Petroleum Committee
2016 - 2017	Sub-Committee on the Management of Expiring Concession
2016 – February 2019	Sub-Committee on the Determination of Gas Price

Shareholding in the Company (as of September 30, 2020) Personal: -None-
Spouse / Minor Child: -None-

Director Nomination Criteria Nomination and Remuneration Committee (“NRC”) considered his qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC

proposed the nominated directors to the Board of Directors' Meeting No. 10/2020 held on October 30, 2020 for consideration.

Nomination Rationale

The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Dr. Buranawong Sowapruks and deemed it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and elect him as the Independent Director of the Company as he possess all the required qualifications as prescribed in the Company's qualifications of the Independent Directors and the relevant regulations. In addition, he is neither nominated by the Company's major shareholders nor executive, and is able to express his opinion independently. He also has extensive experience and knowledge which will be beneficial to the Company's business.

Legal disputes

No cases in the last 5 years

Additional requirements as an independent director

Any conflict of interests with the Company, parent company, subsidiary, affiliate or any legal entities at the present or the past two years:

- Not being a director who participates in management, or being an employee or advisor who receives a regular salary or fee
- Not being a professional service provider (i.e., auditor or lawyer)
- Not having the business relations as a result, unable to act independently
- Not having close relation to executive/ major shareholder of the Company or subsidiary
- Not being Director/ Executive in other business as a result the conflict of interest to the company.

Information of individual nominated as new directors

4. Mr. Vachara Tuntariyanond

Proposed Position	Independent Director
Age	63 years
Nationality	Thai
Education	- Master degree of Science in Management Administration, Northrop University, California, USA
Director Training (Thai Institute of Directors, IOD)	- Corporate Governance for Capital Market Intermediaries (CGI) Class 6/2015 - Audit Committee and Continuing Development Program (ACP) Class 41/2012 - Monitoring the Quality of Financial Reporting (MFR) Class 16/2012 - Monitoring the Internal Audit Function (MIA) Class 13/2012 - Monitoring Fraud Risk Management (MFM) Class 8/2012 - Director Certification Program (DCP) Class 94/2007
Directorship/Other Executive Positions in Other Organizations at Present	
• Other Listed Companies (4 companies)	
2018 - Present	Member of the Audit Committee and Independent Director, Asset World Corp PCL
2017 - Present	Independent Director, Member of the Executive Board, Chairman of the Risk Management Committee and Member of the Nomination and Remuneration Committee, Thai Airways International Public Company Limited
2016 – Present	Audit Committee and Independent Director, M Pictures Entertainment Public Company Limited
2013 - Present	Chairman of the Board and Independent Director, Eastern Polymer Group Public Company Limited
• Other Non-Listed Companies (5 organizations)	
2014 – Present	Chairman of the Board of Directors and Independent Director, Krung Thai Asset Management PCL
2010 - Present	Commission Member in Finance, Office of Insurance Commission
2008 - Present	Advisor, National Power Supply PCL
2007 – Present	Advisor, ACE Capital Co., Ltd.
2006 - Present	Advisor, Double A (1991) PCL.
• Other Companies that compete with/related to the Company	-None-

Working Experiences (during the recent 5 years and/or Important Positions)

2017 – November 23, 2020	Commission Member in Finance, Office of Insurance Commission
2018 - 2019	Independent Director and Advisor, Hydroquip Company Limited
2013 - 2017	Audit Committee Member and Independent Director, Big C Supercenter PCL
2016	Chairman of the Board of Directors and Independent Director, Nation Multimedia Group PCL
2016	Advisor, The Minister Ministry of Information and Communication Technology
2009 - 2015	Chairman of the Executive Board of Directors and Director, Government Saving Bank

**Shareholding in the Company
(as of September 30, 2020)**

Personal: -None-
Spouse / Minor Child: -None-

Director Nomination Criteria

Nomination and Remuneration Committee (“NRC”) considered his qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors’ Meeting No. 12/2020 held on November 25, 2020 for consideration.

Nomination Rationale

The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Mr. Vachara Tuntariyanond and deemed it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and elect him as the Independent Director of the Company as he possess all the required qualifications as prescribed in the Company’s qualifications of the Independent Directors and the relevant regulations. In addition, he is neither nominated by the Company’s major shareholders nor executive, and is able to express his opinion independently. He also has extensive experience and knowledge of insurance and finance which will be beneficial to the Company’s business.

Legal disputes

No cases in the last 5 years

Additional requirements as an independent director

Any conflict of interests with the Company, parent company, subsidiary, affiliate or any legal entities at the present or the past two years:

- Not being a director who participates in management, or being an employee or advisor who receives a regular salary or fee
- Not being a professional service provider (i.e., auditor or lawyer)
- Not having the business relations as a result, unable to act independently
- Not having close relation to executive/ major shareholder of the Company or subsidiary
- Not being Director/ Executive in other business as a result the conflict of interest to the company.

The qualifications of the Independent Directors of the Company

The Company has laid down stricter qualification requirements for independent director than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, as follows:

1. Holding not more than 1.00% of the total shares with voting rights of the Company, its parent Company, its subsidiary, its affiliate, major shareholder or controlling person, inclusive of the shares held by related persons;
2. Not being or having previously been a director who takes part in the management, an employee, a staff member or advisor who receives a regular salary, or a controlling person of the Company, its parent company, its subsidiary, its affiliate, its subsidiary at the same level, major shareholder or controlling persons unless the termination of being in such position had occurred at least two years before the appointment as the Company's independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company;
3. Not being a person related by blood or registration under laws in the form of fatherhood, motherhood, spouse, brothers, sisters and children, including spouse of children, of its executives, its major shareholder, its controlling person or such other person who will be nominated to take up the position of executives or controlling persons of the Company or its subsidiary;
4. Having no current or previous business relationship with the Company, its parent company, its subsidiary, its affiliate, major shareholder or controlling person in the manner which may interfere with his or her independent discretion, not being or having previously been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, its subsidiary, its affiliate, major shareholder or controlling person unless the termination of being in such position had occurred at least two years before the appointment as the Company's independent director;

Such business relationships include normal business transactions, rental or lease of immovable property transactions, asset or service transactions, or giving or taking financial assistance by borrowing or lending money, surety ship, providing assets as collateral and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the company or Baht 20.00 million or more, whichever is lower;

5. Not being or having previously been an auditor of the Company, its parent company, its subsidiary, its affiliate, major shareholder or controlling person, a significant shareholder, controlling person or partner of the audit office which is the auditor of the Company, its parent company, its subsidiary, its affiliate, major shareholder or controlling person unless the termination of being in such position had occurred at least two years before the appointment as the Company's independent director;
6. Not being or having previously been any professional service provider including legal advisor or financial advisor who receives more than Baht 2.00 million annually from the Company, its parent company, its subsidiary, its affiliate, major shareholder or controlling person and not being a significant shareholder, controlling person or partner of the professional service provider unless the termination of being in such position had occurred at least two years before the appointment as the Company's independent director;
7. Not being a director appointed as a representative of the Company's directors, a major shareholder or a shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in competition with the business of the Company, its subsidiary or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares more than 1% of the total shares with voting rights of another company having its business in the same nature and in competition with the business of the Company or its subsidiaries;
9. Having no characteristics that may affect the giving of independent opinions on the Company's operations;

A person appointed as independent director, upon fulfilling the above (1) - (9) criteria, may be assigned by the Company's Board of Directors to make decisions on the operation of the Company, its parent company, its subsidiary, its affiliate, major shareholder or controlling person, by means of collective decision.

**Information of the Independent Directors and director proposed by the Company
as proxy of shareholders**

1. Mr. Yothin Pibulkasetkij



Present Position	Independent Director Chairman of the Nomination and Remuneration Committee Member of the Audit Committee
Date of appointment as the director	July 11, 218
Age	74 years
Address	No. 315, 12 th floor, Silom Road, Silom, Bangrak, Bangkok 10500
Education	- Bachelor Degree of Accounting, Chulalongkorn University - Advanced Bank Management, Asian Institute of Management, Philippines - Financial Leadership Program, The Wharton School, University of Pennsylvania
Director Training (organized by Thai Institute of Directors, IOD)	- Director Certification Program (DCP) Class 127/2010 - Company Secretary Program Class 18/2006 - Advance Audit Committee Program Class 32/2010
Shareholding in the Company (as of September 30, 2020)	Personal: -None- Spouse / Minor Child: -None-
Directorship/Other Executive Positions in Other Organizations at Present	
• Other Listed Companies (1 organization)	
2010 – present	Chairman of the Audit Committee Cambodian Commercial Bank, Royal Kingdom of Cambodia
• Other Non-Listed Companies (3 organizations)	
2017 - present	Independent Director and Chairman of the Audit Committee Southeast Life Insurance Public Company Limited
2017 - present	Independent Director and Chairman of the Audit Committee Southeast Insurance Public Company Limited
2018 - present	Independent Director and Chairman of the Audit Committee Southeast Capital Company Limited
• Other Companies that compete with/related to the Company	-None-
Conflict of interest in this meeting:	No conflict of interest in this meeting

**Information of the Independent Directors and director proposed by the Company
as proxy of shareholders**

2. Mr. Padungdej Indralak



Position	Independent Director Member of the Audit Committee Member of the Risk Management Committee Member of the Nomination and Remuneration Committee
Date of appointment as the director	July 11, 2018
Age	66 years
Address	No. 315, 12 th floor, Silom Road, Silom, Bangrak, Bangkok 10500
Education	- Bachelor Degree of Economics, Chulalongkorn University - Postgraduate Diploma, North London Polytechnic
Director Training	- Director Accreditation Program (DAP) Class 103/2013, Thai Institute of Directors
Shareholding in the Company (as of September 30, 2020)	Personal: -None- Spouse / Minor Child: -None-
Directorship/Other Executive Positions in Other Organizations at Present	
• Other Listed Companies (1 organization)	
2017 – Present	Independent Director and Chairman of the Audit Committee, Sappe Public Company Limited
• Other Non-Listed Companies (4 organizations)	
2014 – Present	Independent Director and Chairman of the Audit Committee ANZ Bank (Thai) Public Company Limited
2014 – Present	Independent Director, Member of the Audit Committee and Member of the Risk Management Committee, Southeast Life Insurance Public Company Limited
2014 – Present	Independent Director, Member of the Audit Committee and Member of the Risk Management Committee, Southeast Insurance Public Company Limited
2014 – Present	Independent Director, Member of the Audit Committee and Member of the Risk Management Committee, Southeast Capital Company Limited
Other Companies that compete with/related to the Company	-None-
Working Experiences (during the recent 5 years and/or Important Positions)	
2014 – 2017	Independent Director and Chairman of the Audit Committee Wuttisak Clinic Inter Group Co., Ltd.
2013 – 2016	Independent Director, Member of the Audit Committee and Member of the Risk Management Committee, Nok Airlines Public Company Limited
2013 – 2015	Deputy Managing Director, United Thai Shipping Corp Ltd.
Conflict of interest in this meeting	No conflict of interest in this meeting

The Company's Articles of Association relevant to the EGM No. 1/2021

Chapter 5 Board of Directors

Article 16. The directors shall be elected by the shareholders meeting in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote for one (1) share.
- (2) Each shareholder may exercise all the votes he or she has under (1) above to elect one or several persons to be director or directors, but cannot divide his/her votes to any particular person in any number.
- (3) The candidates shall be ranked in descending order from the highest number of votes received to the lowest, and shall be elected as directors in that order until all of the director positions are filled. In the case where those persons who are elected, in descending order, receive equal votes which are more than the number of directors to be elected at that time, the Chairman of the shareholders meeting shall have a casting vote.

Chapter 6 Meeting of Shareholders

Article 31. The Board of Directors shall hold an annual general meeting of shareholders within the period of four (4) months after the end of the Company's accounting period.

General meetings of shareholders other than that specified in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call extraordinary general meetings whenever they deem appropriate.

Any one or more shareholders holding shares in aggregate of no less than ten (10) percent of the total number of shares sold May, at any time, subscribe their names and clearly state the matters and purposes in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors shall convene the shareholders meeting within the period of forty-five (45) days from the date of receipt of such letter from the shareholders.

If the Board of Directors fails to convene the meeting within the period of forty-five (45) days from the date of receipt of such letter from the shareholders, the shareholders who have subscribed their names or other shareholders with the shareholdings in the required aggregate amount may convene the meeting by themselves within the period of forty-five (45) days from the expiration of the forty-five (45)-day period in which the Board of Directors is required to convene the shareholders meeting. In this case, such meeting shall be deemed to be convened by the Board of Directors, provided that the Company shall be responsible for any necessary expenses incurred from the convening of such meeting and for reasonable facilitation.

In the case where the number of shareholders present at the meeting convened by the shareholders under the fourth paragraph is not sufficient to constitute a quorum as required by Article 33, the shareholders under the fourth paragraph shall be jointly responsible for the expenses incurred from the convening of such meeting in favour of the Company.

Article 32. In convening a shareholders meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda items, and the matters to be proposed to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, approval, or consideration, as the case may be, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the Registrar for their acknowledgement within the period of no less seven (7) days prior to the date of the meeting. Publication of the notice of the meeting shall also be made in a newspaper for the period of no less than three (3) consecutive days, at least three (3) days prior to the meeting date.

A meeting of shareholders shall be held in the province where the principal office of the Company is located or any other place as may be determined by the Board of Directors.

Article 33. At a shareholders meeting, a quorum of the meeting shall consist of shareholders or proxies (if any) who represent not less than twenty-five (25) persons or no less than one-half (1/2) of the total number of shareholders, holding in an aggregate amount number of no less than one-third (1/3) of the total number of shares sold.

In the case where, at any shareholders meeting, one (1) hour has passed since the time for which the number of shareholders meeting is scheduled but the number of shareholders present at the meeting has not met the requirements as stated in the first paragraph, such meeting shall be cancelled if the meeting was requested by the shareholders. If such meeting was not convened at the request of the shareholders, the meeting shall be adjourned and the notice of such meeting shall be sent to shareholders within the period of no less than seven (7) days prior to the date of the meeting. The adjourned meeting shall not require a quorum.

Article 34. The Chairman of the Board of Directors shall preside as the chairman of the shareholders meeting. If the Chairman of the Board of Directors is not present at the meeting or cannot perform his duty, the Vice-Chairman of the Board of Directors shall preside as chairman of the meeting. If there is no Vice-Chairman of the Board of Directors or if he or she is not present at the meeting or cannot perform his or her duty, the shareholders meeting shall elect one shareholder present at the meeting to be chairman of the meeting.

Article 35. In casting votes at a shareholders meeting, one (1) share is entitled to one (1) vote, and any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, with the exception of the vote for appointment of Directors. The resolutions of the shareholders meeting shall consist of the following votes:

- (1) In general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the case of a tie, the chairman of the meeting shall have a casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of no less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote:
 - (a) the sale or transfer of all or substantial parts of the business of the Company to other persons;
 - (b) the acquisition or acceptance of the transfer of a business of other private companies or public limited companies by the Company;
 - (c) the execution, amendment, or termination of agreements concerning the lease of all or substantial parts of the business of the Company, the assignment of another person to manage the business of the Company, or the merger of the business with other persons for the purposes of sharing profits and losses;
 - (d) the amendment to the Memorandum of Association or the Articles of Association of the Company;
 - (e) the increase or decrease in the Company's registered capital;
 - (f) the winding up of the Company;
 - (g) the issuance of debentures of the Company;
 - (h) the amalgamation of Company's business with another company;
 - (i) the undertaking of other acts, as required by law, which must be approved by a vote of no less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

Explanation on the Appointment of Proxy, Registration Process, Registration Documents, Vote Casting and Counting and Meeting Procedure

Registration Process

For the purpose of registration of shareholders eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2021, the Company will commence the registration process and review completeness of documents including proxy forms for registration to confirm eligibility of the shareholders to attend the meeting at the meeting venue from 12:00 hrs. on Monday January 18, 2021.

The Company employs the identification barcode system for the registration purpose, and to ensure convenience and smooth process, shareholders or their respective proxies are requested to bring and present to the registration desk on the meeting date the Registration Form as per Attachment No. 7. To promote transparency and fairness, as well as provide benefits and convenience to shareholders, the Company deems it appropriate to set forth relevant procedures as follows:

1. Shareholders who attend the meeting in person

1.1 Contact the registration desk and submit the Registration Form (as per Attachment No. 7) that comes with the identification barcode together with the following documents to confirm eligibility of the shareholders.

Category	Thai Shareholders	Non- Thai Shareholders
Natural Person	An original identification document issued by relevant Thai government authorities which must still be valid and not be damaged or in a condition that cannot identify the holder, such as: <ul style="list-style-type: none">- Thai national ID card- Driving license- Thai civil servant ID card- Thai state enterprise officer ID card- Passport- Any other photographed identification document issued by relevant Thai government authority (Collectively as “ID Document”)	<ul style="list-style-type: none">- A passport which must still be valid and not be damaged or in a condition that cannot identify the holder
Juristic Person (This is for the case where an authorized director (s) wishes to attend the meeting in person. If any juristic person has more than one authorized director and wishes to appoint one of the directors or any other person as proxy to attend the meeting on its behalf,	<ul style="list-style-type: none">- Either Proxy Form A or Form B in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made))- Copy of an affidavit, issued not longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director (s)	<ul style="list-style-type: none">- Either Proxy Form A or Form B in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made))- Copy of an affidavit or equivalent document which demonstrates at least the name of juristic person, address and

Category	Thai Shareholders	Non- Thai Shareholders
please follow the guideline set out in Clause 2 below.)	(with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director (s) which is signed to certify by such director(s) together with an original of such ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder	authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) together with an original of such ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

- 1.2 Receive voting cards for voting in each agenda (except for the case of a juristic person which has prepared the Proxy Form in which the grantor has explicitly specified its vote in each agenda whether to vote for, vote against or abstain from voting)

2. Shareholders who wish to appoint a proxy to attend the meeting on their behalf

2.1 Appointment of Proxy

The Company has prepared Proxy Form A, Form B and Form C as stipulated in an announcement of the Department of Business Development, Ministry of Commerce, for shareholders who cannot attend the meeting in person. A proxy may be appointed to the following persons to attend the meeting on their behalf:

- (1) any other person who has reached the legal age (sui juris); or
- (2) any of the independent directors of the Company whose profiles are set out in Attachment No. 2.

Shareholder must authorize a person as you wish or an independent director whose profile is attached to the invitation to this meeting to attend, and cast a vote at the meeting on your behalf by specifying the name and details of a person to be your proxy. Only one proxy can be appointed.

In this connection, the Company has delivered Proxy Form A and Form B together with this invitation as per Attachment No. 5. Alternatively, shareholders may also download either Proxy Form A, Form B or Form C (i.e. Form C is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping) from the Company's website <http://www.segroup.co.th/TGH/shareholderMeetingEN.php>. Shareholder must use only one of such Proxy Forms. Each shareholder must appoint only one proxy and may not split the number of voting rights to several proxy holders. In addition, in casting a vote in each agenda item, shareholder must choose to either cast a vote for or against or abstain from voting, and not combination thereof. Shareholder shall grant the proxy all the voting rights held. Authorization of vote less than the total number of holding shares is not allowed except for the custodian appointed by the foreign investor in accordance with Proxy Form C. Shareholder may select one of the following Proxy Forms as applicable:

- Proxy Form A, which is a general simple form (for all shareholders)
- Proxy Form B, which is a form specifying details in granting the proxy (for all shareholders)
- Proxy Form C, which is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping

2.2 Contact the registration desk and submit the following documents:

- The Registration Form (as per Attachment No. 7) that comes with the identification barcode
- The Proxy Form (choose either one) in which all required information is completed together with signatures of the grantor and the proxy (with the corporate seal affixed (if any)) and affix Baht 20 stamp duty crossed and dated as of the date the proxy is made
- The following documents to confirm eligibility of the shareholders:

Category	Thai Shareholders	Non- Thai Shareholders
Natural Person	<ul style="list-style-type: none"> - An original ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of any of the ID Document of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder 	<ul style="list-style-type: none"> - An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of any of the passport of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the passport which must still be valid and not be damaged or in a condition that cannot identify the holder
Juristic Person	<ul style="list-style-type: none"> - An original ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of an affidavit, issued not longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder 	<ul style="list-style-type: none"> - An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder - Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) - Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to

Category	Thai Shareholders	Non- Thai Shareholders
		certify by such director(s) whereby such copy must be a duplicate of the ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder
Foreign shareholders who appoint a custodian in Thailand holds their shares for safekeeping		<ul style="list-style-type: none"> - Documents for juristic person shall be prepared by selecting one of any Proxy Form (either Form A, Form B or Form C) - A power of attorney which evidences appointment by a foreign shareholder of such custodian to sign on proxy - A confirmation letter that signatory has been licensed to engage in custodian business

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

2.3 Contact the registration desk and submit the documents as per clauses 2.1 and 2.2 above

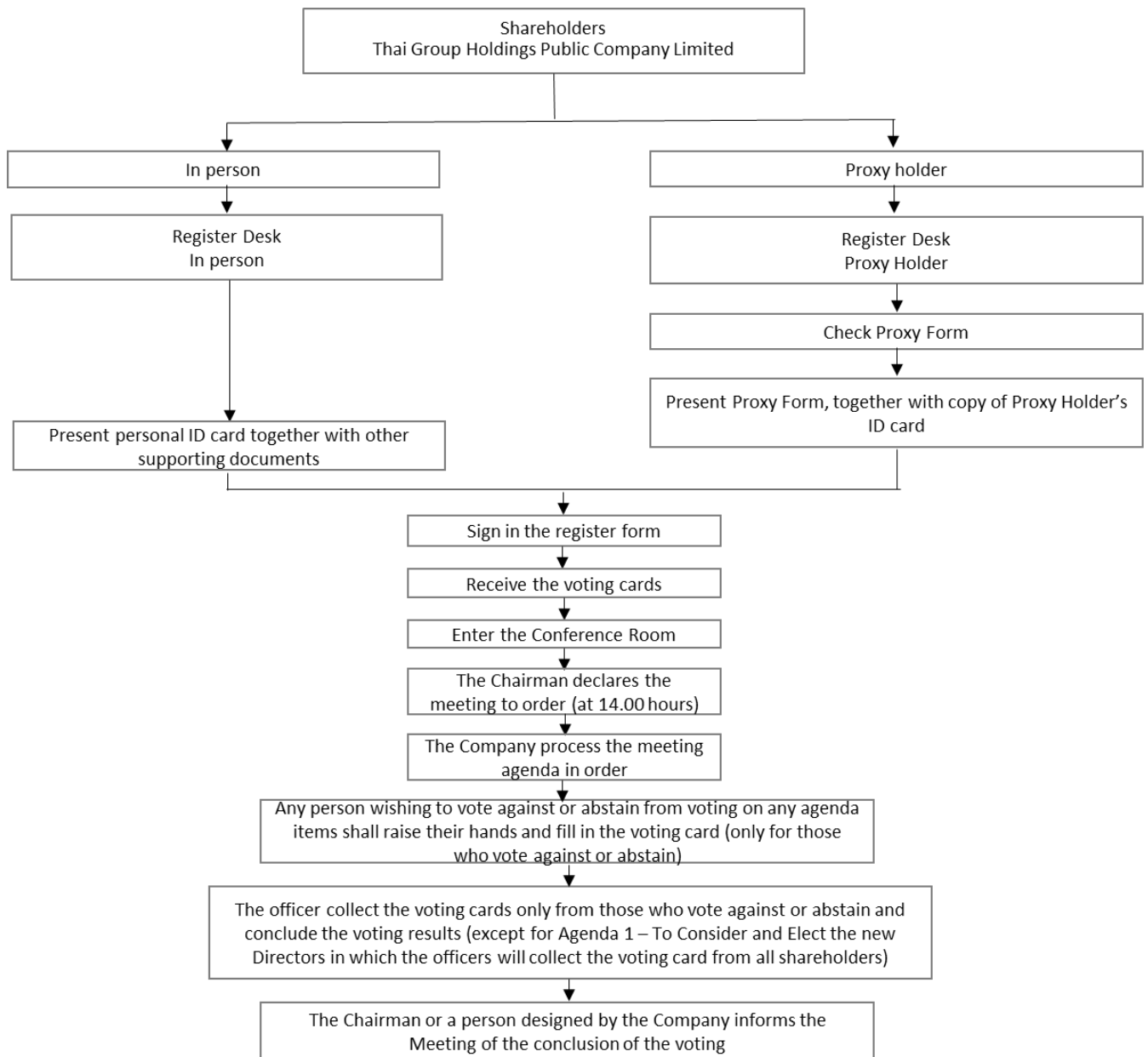
2.4 Receive voting cards for voting in each agenda (except for the case that the grantor has prepared the Proxy Form in which the grantor has explicitly specified its vote in each agenda item whether to vote for, vote against or abstain from voting)

Criteria for Vote Casting and Counting

1. The Chairman of the Meeting or a person designated by the Company shall explain casting and counting vote procedure before commencement of the meeting. The Company shall count and sum up votes on each agenda item of shareholders or the proxy who attend the meeting and cast votes. Results on each agenda item shall be announced to the meeting before the meeting is adjourned. The Company will arrange to have the inspector for examine procedures on counting vote in the Meeting to ensure our transparency and compliance with the laws and the Company's Articles of Association.
2. In casting votes, one share carries one vote.
3. Prior to counting votes on each agenda item, the Company would suspend the registration. The registration would be resumed upon conclusion of the counting of votes on each agenda item. As for shareholders or proxies attending the meeting after the meeting was called to order, their votes shall be included only on the agenda items those shareholders or proxies are present at the meeting. As a result, the number of shareholders on each agenda item may vary.
4. In case that shareholders appointing their proxies have clearly voted for, voted against or abstained from voting on the respective agenda items and the Company has collected and recorded such votes for processing in advance in computer. Therefore, the proxies attending the meeting shall not receive the voting cards from the Company.
5. The Chairman of the Meeting or a person designated by the Company may request that any shareholders attending the meeting in person or proxies and intending to vote against or abstain from voting use voting cards as provided by the Company, and such shareholders or proxies would be required to raise their hand for officers to collect only the voting cards that vote against or abstain from voting. Therefore, all remaining votes shall be deemed as to vote for.
6. In counting of votes, resolutions shall be passed by votes as follows:
 - Agenda 1 which is for consider and approve the increase of directors and the appointment of new directors and each of the individuals nominated as director requires the approval by a majority vote of shareholders attending the meeting and casting their votes.
 - Agenda 2 which is for consider and approve the amendment of the Company's Article of Association and requires the approval of a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and casting their votes
7. In connection with the **Agenda 1** which is for the consideration and approval of the appointment of the directors to replace those retired by rotation in accordance with the criteria set out in Clause 18 of the Company's Articles of Association as follows.
 - (1) Each shareholder shall have a number of votes equal to the number of shares held.
 - (2) In electing the Director, one or more than one Director may be elected at a time, as the shareholders' meeting may deem fit. For each resolution, however, the shareholder shall exercise all the votes it has under (1) and shall not allot its votes to any person in any number.
 - (3) The election of the Director shall be made by majority votes. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

For the purpose of casting a vote on this agenda item, the Company would collect the voting cards form all shareholders attending the meeting to ensure the transparency in counting votes which may be requested for review at a later date. As for shareholders appointing proxies, the Company will examine the casting of votes in their proxy forms.

Meeting Arrangement



**Please return all unused ballot cards to the Company's officer when the meeting is adjourned.*

Proxy Form A. (General Form)
Attachment to the Notification of Department of Business Development
Re: Prescription of Proxy Forms (No. 5) B.E. 2550 (2007)

Stamp duty of
Baht 20

Made at.....

Date.....

(1) I/we....., Nationality.....
 Residence No., Road....., Tambol/Sub-district.....
 Amphoe/District....., Province....., Postal code.....;

(2) Being the shareholder of **Thai Group Holdings Public Company Limited**, holding a total number of.....share(s), representing a total number of.....vote(s) comprising:
 ordinary share(s), representing.....vote(s);
 preferred share(s), representing.....vote(s);

(3) Hereby appoint either one of the following persons:

(1) Mr. Yothin Pibulkasetkij, Age 74 Years,
 Residence No. 315, 12th floor, Southeast Building, Road Silom
 Tambol/Sub-district Silom, Amphoe/District Bangrak,
 Province Bangkok, Postal code 10500; or

(2) Mr. Padungdaj Indralak, Age 66 Years,
 Residence No. 315, 12th floor, Southeast Building, Road Silom
 Tambol/Sub-district Silom, Amphoe/District Bangrak,
 Province Bangkok, Postal code 10500; or

(3)....., Age.....Years,
 Residence No....., Road....., Tambol/Sub-district.....
 Amphoe/District....., Province....., Postal code.....; or

Individually, as my/our proxy to attend and vote at **the Extraordinary General Meeting of Shareholders No. 1/2021 on Monday, January 18, 2021, at 14.00 hour at the Meeting Room 13th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500** or at any adjournment thereof.

Any action (s) carried out by/decision(s) made by the proxy at the Meeting is/are regarded as carried out by me/us.

Signed _____ Grantor Signed _____ Proxy
 (_____) (_____)

Signed _____ Proxy Signed _____ Proxy
 (_____) (_____)

Remark: Only one proxy shall be appointed by the authorizing shareholder to attend a meeting and vote as his representative. The shareholder shall not split his votes to be given to more than one proxy.

Proxy Form B. (Form Clearly Specify Details of Proxy)
Attachment to the Notification of Department of Business Development
Re: Prescription of Proxy Forms (No. 5) B.E. 2550 (2007)

Stamp duty
of Baht 20

Made at

Date

(1) I/we, Nationality,
 Residence No., Road, Tambol/Sub-district,
 Amphoe/District, Province, Postal code

(2) Being the shareholder of **Thai Group Holdings Public Company Limited**, holding a total number of share(s), representing a total number of vote(s) comprising:

..... ordinary share(s), representing vote(s);

..... preferred share(s), representing vote(s);

(3) Hereby appoint either one of the following persons:

(1) **Mr. Yothin Pibulkasetkij**, Age 74 Years,
 Residence No. 315, 12th floor, Southeast Building, Road Silom,
 Tambol/Sub-district Silom, Amphoe/District Bangrak,
 Province Bangkok, Postal code 10500; or

(2) **Mr. Padungdaj Indralak**, Age 66 Years,
 Residence No. 315, 12th floor, Southeast Building, Road Silom,
 Tambol/Sub-district Silom, Amphoe/District Bangrak,
 Province Bangkok, Postal code 10500; or

(3), Age Years,
 Residence No., Road, Tambol/Sub-district,
 Amphoe/District, Province, Postal code; or

Individually, as my/our proxy to attend and vote at **the Extraordinary General Meeting of Shareholders No. 1/2021 on Monday, January 18, 2021, at 14.00 hours at the Meeting Room 13th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500** or at any adjournment thereof.

(4) At the said Meeting, I/we wish my/our voting right(s) will be exercised by the proxy as follows:

Agenda 1 : To consider and approve the increase of directors and the appointment of new directors

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:

Election of the directors in whole:

Approve

Disapprove

Abstain

Election of individual directors:

1.1 Director name Mr. Thakorn Piyapan

Approve Disapprove Abstain

1.2 Director name Mr. Boontuck Wungcharoen

Approve Disapprove Abstain

1.3 Director name Dr. Buranawong Sowapux

Approve Disapprove Abstain

1.4 Director name Mr. Vachara Tuntariyanond

Approve Disapprove Abstain

Agenda 2 : To consider and approve the amendment of the Company's Article of Association

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda 3 : Other business (if any)

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:

Approve Disapprove Abstain

(5) Voting by the proxy in respect of any agenda that is not in compliance with this Proxy Form shall be invalid and shall not constitute my/our voting as a shareholder.

(6) If I/we have not expressed my/our intention to vote on any agenda, or if such intention is not clearly expressed, or if the Meeting considers and votes on any matter other than those specified above, including amending or adding any fact, the proxy shall be entitled to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

All acts performed by the Proxy during the course of the Meeting, except for the vote of the Proxy which is not in accordance with this Proxy Form, shall bind me/us as if I/we performed such act.

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remarks:

1. A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda of appointment of directors, shareholder is able to elect the whole board of directors or only certain directors.
3. If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form B as attached.

Supplemental Proxy Form B.

Proxy is given as the shareholder of Thai Group Holdings Public Company Limited

At **Extraordinary General Meeting of Shareholders No. 1/2021 on Monday, January 18, 2021 at 14.00 hours at the Meeting Room 13th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500** or at any adjournment thereof.

Agenda :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda :

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Proxy Form C.

**(Form only for foreign shareholders as registered in the registration book who have custodian in Thailand) Attachment to the Notification of Department of Business Development
Re: Prescription of Proxy Forms (No. 5) B.E. 2550 (2007)**

Stamp duty
of Baht 20

Made at

Date

(1) I/we,
Residence No., Road,
Tambol/Sub-district, Amphoe/District,
Province, Postal code,
as a custodian for

Being the shareholder of **Thai Group Holdings Public Company Limited**, holding a total number of share(s), representing a total number of vote(s) comprising:

..... ordinary share(s), representing vote(s);
..... preferred share(s), representing vote(s);

(2) Hereby appoint either one of the following persons:

(1) **Mr. Yothin Pibulkasetkij**, Age **74** Years,
Residence No. **315, 12th floor, Southeast Building**, Road **Silom**,
Tambol/Sub-district **Silom**, Amphoe/District **Bangrak**,
Province **Bangkok**, Postal code **10500**, or

(2) **Mr. Padungdaj Indralak**, Age **66** Years,
Residence No. **315, 12th floor, Southeast Building**, Road **Silom**,
Tambol/Sub-district **Silom**, Amphoe/District **Bangrak**,
Province **Bangkok**, Postal code **10500**, or

(3), Age Years,
Residence No., Road, Tambol/Sub-district,
Amphoe/District, Province, Postal code, or

Individually, as my/our proxy to attend and vote at **the Extraordinary General Meeting of Shareholders No. 1/2021 on Monday, January 18, 2021, at 14.00 hrs. at the Meeting Room 13th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500** or at any adjournment thereof.

(3) At the said Meeting, I/we authorize proxy to attend the Meeting and exercise my/our voting right(s) as follows:

(a) I/we grant the proxy the right to consider and vote on my/our behalf for total holding shares and voting right.

(b) I/we grant the proxy the right to consider and vote on my/our behalf for some of the total holding shares and voting right as follows:

..... ordinary share(s), representing vote(s);

..... preferred share(s), representing vote(s);

Total voting right vote(s).

(4) At the said Meeting, I/we wish my/our voting right(s) will be exercised by the proxy as follows:

Agenda 1: To consider and approve the increase of directors and the appointment of new directors

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:

Election of the directors in whole:

Approve Disapprove Abstain

Election of individual directors:

4.1 Director name Mr. Thakorn Piyapan

Approve Disapprove Abstain

4.2 Director name Mr. Boontuck Wungcharoen

Approve Disapprove Abstain

4.3 Director name Dr. Buranawong Sowapux

Approve Disapprove Abstain

4.4 Director name Mr. Vachara Tuntariyanond

Approve Disapprove Abstain

Agenda 2 : To consider and approve the amendment of the Company's Article of Association

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda 3: Other business (if any)

(a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

(b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:

(5) Voting by the proxy in respect of any agenda that is not in compliance with this Proxy Form shall be invalid and shall not constitute voting by the shareholder.

(6) If I/we have not expressed my/our intention to vote on any agenda, or if such intention is not clearly expressed, or if the Meeting considers and votes on any matter other than those specified above, including amending or adding any fact, the proxy shall be entitled to consider and vote on my/our behalf in all respects as the proxy deems appropriate.

All acts performed by the Proxy during the course of the Meeting, except for the vote of the Proxy which is not in accordance with this Proxy Form, shall bind me/us as if I/we performed such act.

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remarks:

1. Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.
2. Supporting documents to be enclosed with the proxy form are as follows:
 - (a) Power of Attorney from shareholder authorizing a custodian to sign the proxy form on behalf of the shareholder
 - (b) Letter of certification to certify that the signatory in the proxy form has an authority to act as a custodian
3. A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda of appointment of directors, shareholder is able to elect the whole board of directors or only certain directors.
5. If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form C. as attached.

Supplemental Proxy Form C.

Proxy is given as the shareholder of **Thai Group Holdings Public Company Limited.**

At the Extraordinary General Meeting of Shareholders No. 1/2021 on Monday, January 18, 2021, at 14.00 hrs. at the Meeting Room 13th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500 or at any adjournment thereof.

Agenda..... :

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda..... :

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda..... :

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
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Agenda..... :

- (a) I/we grant the proxy the right to consider and vote on my/our behalf in all respects as the proxy deems appropriate.
- (b) I/we grant the proxy the right to vote in accordance with my/our intention as follows:
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

**Map of the venue of the Extraordinary General Meeting of Shareholders No. 1/2021
Thai Group Holdings Public Company Limited**

**The Meeting Room 13th floor, Southeast Building,
No. 315 Silom Road, Silom, Bangrak, Bangkok 10500
Tel: 0-2631-1311 ext 5550**

