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SorGor. 16/2021

April 16, 2021

Subject: Notification on the change a method of convening the 2021 Annual General Meeting of Shareholders to electronic meeting (E-AGM)
To: The President
The Stock Exchange of Thailand

Attachment 1. Guidelines for attending the EGM through Electronic Meeting (E-AGM) and appointment of proxy
2. Registration Form for attending the EGM through Electronic Meeting (E-AGM)
3. Question Form for the 2021 Annual General Meeting of Shareholders

With reference to the Board of Directors' Meeting of Thai Group Holdings Public Company Limited (the "Company") No. 2/2021 dated February 24, 2021, the Meeting resolved to convene the 2021 Annual General Meeting of Shareholders (the "2021 AGM") to be held on April 29, 2021 at 10.00 hrs. at the Meeting Room 13th Floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok.

Due to the situation of the outbreak of COVID-19, which began a new wave of outbreak, resulting from the growing in numbers of infected people in many provinces and tend to rapidly and continuously spreading as well as covering in wider range. The Government has asked for cooperation from the private sector to be cautious on organizing activities that would gather a large number of people in order to reduce the spread of COVID-19. The Company is deeply concerned the health and safety of all the shareholders including staffs who are involved in the organizing of the Meeting. The Company is ready to strictly comply with the measures of the government section in order to prevent and reduce the chance for spreading of COVID-19.

In this regard, the Company's Chairman of the Executive Board and Chief Executive Officer (who has been assigned by the Board of Directors' Meeting No. 2/2021 of the Company held on February 24, 2021 to have authorization within the extent permitted by applicable laws to amend and/or determine the venue and platform of the 2021 AGM as deems appropriate) has consider the change the platform and meeting arrangement method of the 2021 AGM to the electronic meeting ("E-AGM"), which is in accordance with criteria specified in the laws with respect to electronic meeting, in order to reduce the chance of the COVID-19 spreading. The date and time of the 2021 AGM remains the same, which is on Thursday, April 29, 2021, at 10.00 hrs. and have the same agenda, details of which appears in the invitation letter to the 2021 AGM circulated to all shareholders.

The E-AGM will start on 10.00 hrs. If the shareholders intend to attend the E-AGM, the shareholders or proxies shall send the registration form for attending the 2021 AGM through the electronic meeting, details in the attachment 2 and identification documents as details in the notice to the meeting to the Company within April 27, 2021 at Email: comsec@segroup.co.th. When the Company has verified the name of the shareholders at a record date on March 16, 2021, the Company shall send "Username" and "Password" via the email that given to the Company for log in to the meeting control system for the E-AGM of Conovance Co., Ltd. which is service provider that has done self-assessment with Electronic Transaction Development Agency (ETDA). If the shareholders are inconvenient to attend the 2021 AGM, the shareholders can appoint the independent director of the Company to attend the meeting on their behalf. In this respect, the details and guidelines for attending the 2021 AGM through electronic meeting (E-AGM) are specified in attachment 1.

Please be informed accordingly,

Yours sincerely,

(Mr. Thakorn Piyapan)
Chief Executive Officer

Corporate Secretary Department
Telephone: 02-631-1311 ext.5550

Guidelines for attending the AGM through Electronic Meeting (E-AGM) and the Appointment of Proxies

1. In case the shareholders attending the E-AGM by themselves

1.1 Please fill the registration form for the AGM through Electronic Meeting (E-AGM) attached to this guideline. **Kindly fill email and your cell phone number clearly in order to be used for the meeting registration** and attach identification document to confirm the attendance of E-AGM as follows:

- In the event that the shareholder is an ordinary person - a valid certified true copy of ID card, passport/ other official documents issued by government authority.
- In the event that the shareholder is a juristic person – please attach an executed version of the power of attorney or a proxy and supporting documents as per the detail in item “supporting documents for the appointment of proxy”.

Please submit the registration form for the AGM through Electronic Meeting and such identification document to the Company within **April 27, 2021** via the following channels:

- **Email:** comsec@segroup.co.th **or**
- **Post:** Office of Corporate Secretary, Thai Group Holdings Public Company Limited at 6th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500.

1.2 When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspected is completed, the Company will send username and password. Kindly refrain from giving your username and password provided for shareholder to other person. **In the case your username and password are lost or you have not received it within April 28, 2021, please immediately contact the Company.**

1.3 The shareholders or the proxy holders could download guideline and should install the program by download from website <https://www.conovance.com/support.php> The system will be opened 120 minutes prior to the meeting in advance so that the shareholder can register for attending the meeting. However, the live broadcast will begin at 10.00 hrs.

2. In case the shareholders appointing proxy to attend the E-AGM

In case that a shareholder is unable to attend the meeting, he/she may authorize another person or the Company's independent director, to attend and vote on his/her behalf. The name of independent directors are as follows:

(1) Mrs. Kulpatra Sirodom

Age	65 years
Current Position in the Company	Independent Director Chairman of Audit Committee Member of the Corporate Governance Committee
Address	12th floor, Southeast Building, 315 Silom Road, Silom, Bangrak, Bangkok 10500
Having interest/ non-interest on the agenda proposed at the shareholders' meeting	<ul style="list-style-type: none"> • Having interest in Agenda 6 – To Consider and Approve the Directors' Remuneration for the Year 2021 • No special interest which is different from other directors in all agenda proposed at the 2021 Annual General Meeting of Shareholders

(2) Pol. Gen. Jate Mongkolhutthi

Age	68 years
Current Position in the Company	Independent Director Chairman of the Risk Management Committee
Address	12th floor, Southeast Building, 315 Silom Road, Silom, Bangrak, Bangkok 10500
Having interest/ non-interest on the agenda proposed at the shareholders' meeting	<ul style="list-style-type: none"> • Having interest in Agenda 6 – To Consider and Approve the Directors' Remuneration for the Year 2021 • No special interest which is different from other directors in all agenda proposed at the 2021 Annual General Meeting of Shareholders

Please fill statement and sign in the proxy, as appeared in **Attachment 9** in the invitation letter and send the proxy together with supporting documents for the appointment of proxy (as specified below) to the Company within **April 27, 2021** via the following channels:

- **Email:** comsec@segroup.co.th or
- **Post:** Office of Corporate Secretary, Thai Group Holdings Public Company Limited at 6th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500.

Supporting documents for the appointment of proxy

1. Shareholder appoints a proxy

- 1) A Proxy Form which is completely filled and signed by the proxy grantor and the proxy;
- 2) A copy of valid ID card or passport certified true copy by the proxy grantor; and
- 3) A copy of valid ID card or passport certified true copy by the proxy.

2. Juristic person

- 1) A Proxy Form which is completely filled and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy grantor and signed by the proxy;
- 2) A certified true copy of the Affidavit or Certificate of Incorporation which is issued in the period of not exceeding 1 year prior the proxy grantor's shareholder meeting;
- 3) A copy of valid ID card or passport certified true copy by the proxy grantor; and
- 4) A copy of valid ID card or passport certified true copy by the proxy.

For the person who is not Thai citizen or is a foreign juristic person

If the documents or evidence as per above is not in Thai or in English version, the shareholder must show translation of those documents in English which is certified true translation by the shareholder or such juristic person's authorized person (in the case of juristic person).

3. Channel for shareholder to send comment or questions related to business, industry and business operation of the Company or any relevant agenda to be considered in this E-AGM are as follows:

- 3.1 During the E-AGM meeting, the shareholder attending the meeting can submit comment or questions during E-AGM system.
- 3.2 The shareholder can submit comments or question in advance to the Company prior to the meeting date via following channels:
 - **Email:** comsec@segroup.co.th or
 - **Post:** Office of Corporate Secretary, Thai Group Holdings Public Company Limited at 6th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500.

Registration form for attending the AGM through Electronic Meeting (E-AGM)

Written at _____

Date ___ Month _____ Year _____

I/We _____ Nationality _____

Address _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

E-mail _____ Telephone _____

as a shareholder of Thai Group Holdings Public Company Limited (the “Company”) holding a total number of _____ shares.

I hereby confirm to attend the meeting and cast the votes in the 2021 Annual General Meeting of Shareholders at 10.00 hrs. through Electronic Meeting (E-AGM). Please send a weblink for attending the E-AGM, Username, and Password my/our email as follows.

Email _____

Sign _____ Shareholder

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Sign _____ Shareholder

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Important remark: Kindly send this registration form for attending the AGM through Electronic Meeting (E-AGM) which is completely filled and attached identification document for inspection in attending the E-AGM to the Company within April 27, 2021 via the following channels:

- **Email:** comsec@segroup.co.th or
- **Post:** Office of Corporate Secretary, Thai Group Holdings Public Company Limited at 6th floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500.

แบบการส่งคำถามล่วงหน้าก่อนการประชุมสามัญผู้ถือหุ้นประจำปี 2564
Question Form for the 2021 Annual General Meeting of Shareholders

ข้าพเจ้า (นาย/ นาง/ น.ส./ อื่นๆ) I, (Mr./Mrs./Ms./Others) ชื่อ/Name.....นามสกุล/Surname.....

โทรศัพท์/Telephone:.....อีเมล/Email:.....

เป็นผู้ถือหุ้นของบริษัท เครือไทย โฮลดิ้งส์ จำกัด (มหาชน) ผู้รับมอบฉันทะจาก.....

being a shareholder of Thai Group Holdings Public Company Limited being a proxy of

ขอส่งคำถามเกี่ยวกับการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ของบริษัท ดังนี้ / would like to submit question(s) relating to agenda (s) for the 2021 Annual General Meeting of Shareholders of the Company as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2563

Agenda 1 To acknowledge the Company's performance report as of December 31, 2020

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2563 ซึ่งผ่านการตรวจสอบโดยผู้สอบบัญชีของบริษัทแล้ว

Agenda 2 To consider and approve the audited Financial Statements for the year ended December 31, 2020

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิประจำปี 2563 ไว้เป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผล

Agenda 3 To consider and approve an allocation of profit derived from operating results for legal reserve and no dividend payment for the year 2020

วาระที่ 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ

Agenda 4 To consider and elect the directors to replace those retiring by rotation

วาระที่ 5 พิจารณานุมัติเพิ่มจำนวนกรรมการและแต่งตั้งกรรมการเพิ่ม

Agenda 5 To consider and approve the increase of directors and the appointment of new directors

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2564

Agenda 6 To Consider and Approve the Directors' Remuneration for the Year 2021

THAI GROUP HOLDINGS

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2564
Agenda 7 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2021

วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับ
Agenda 8 To consider and approve the amendment of the Company's Article of Association

วาระที่ 9 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
Agenda 9 To consider and approve the decrease of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the decrease of the Company's registered capital

วาระที่ 10 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทแบบมอบอำนาจทั่วไป (General Mandate) และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับทุนจดทะเบียนของบริษัท
Agenda 10 To consider and approve the increase of the Company's registered capital under the General Mandate and amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital

วาระที่ 11 พิจารณานุมัติจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทแบบมอบอำนาจทั่วไป (General Mandate) จำนวน 451,258,698 หุ้น มูลค่าหุ้นที่ตราไว้ หุ้นละ 10 บาท
Agenda 11 To consider and approve the allocation of newly issued ordinary shares under the General Mandate in the amount of 451,258,698 shares at a par value of Baht 10 per share

เรื่องอื่นๆ (ถ้ามี)
