



Invitation to the 2024 Annual General Meeting of Shareholders

**Thai Group Holdings Public Company Limited
on Friday, April 26, 2024 at 10.00 hours**

through Electronic Meeting (E-AGM)

No. SorGor 9/2024

March 28, 2024.

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders
Thai Group Holdings Public Company Limited

- Attachment:
1. The 2023 Annual Report (Form 56-1 One Report for the year 2023) (QR Code)
 2. Information of the directors nominated for re-election to replace the directors retired by rotation
 3. Qualifications of the Independent Directors of the Company
 4. Information of the proposed auditors for the year 2024
 5. Information of the Independent Directors proposed by the Company as proxies for the shareholders
 6. The Company's Articles of Association in relation to the Annual General Meeting of Shareholders
 7. Guidelines for attending the AGM through Electronic Meeting (E-AGM) and the Appointment of Proxies
 8. Question Form for the 2024 Annual General Meeting of Shareholders
 9. Proxy Form A., Form B. and Form C.

The Board of Directors of Thai Group Holdings Public Company Limited (the “**Company**”) has resolved to convene the 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024 at 10.00 hours through Electronic Meeting (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563. to consider the matters under the agenda together with the opinion of the Board of Directors as follows:

Agenda 1: To acknowledge the Company's performance report as of December 31, 2023.

Objective and Rationale: To comply with Article 36 of the Company's Articles of Association which stipulates that the Annual General Meeting of Shareholders shall acknowledge the Board of Directors' report of operation results of the Company during the preceding year. In this regard, the Company has summarized the operation result during the preceding year and significant changes occurred in 2023, the details of which are described in the 2023 Annual Report enclosed hereto as Attachment No.1

Board of Directors' Opinion: Consider it appropriate to propose to the 2024 Annual General Meeting for its acknowledgement of the operation results of the Company during the preceding year and significant changes occurred in 2023.

Voting: This Agenda item is for acknowledgement; no voting is required.

Agenda 2: To consider and approve the audited Financial Statements for the year ended December 31, 2023.

Objective and Rationale: to comply with Section 112 of the Public Limited Company Act B.E. 2535 (including any amendment thereof) (the “**PLCA**”) and Article 36 of the Company's Articles of Association which provide that the Company shall prepare the annual financial statements as of the last day of accounting period of the Company which have been audited by the auditor prior to submission to the Annual General Meeting of Shareholders for consideration and approval. The Company has prepared the Financial Statements as of December 31, 2023 which were audited and certified by the Company's certified public accountant, KPMG Phoomchai Audit Co., Ltd. and also

considered and endorsed by The Audit Committee and the Board of Directors. The details of the Company's Financial Statements are presented in the 2023 Annual Report (Form 56-1 One Report for the year 2023) delivered to all shareholders together with this Invitation to the 2024 Annual General Meeting of Shareholders according to Attachment No. 1.

Board of Directors' opinion: Consider it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the Financial Statements for the year ended December 31, 2023 which were audited and certified by the Company's certified public accountant of KPMG Phoomchai Audit Co., Ltd. and have been endorsed by the Audit Committee and the Board of Directors.

Voting: The resolution on this agenda item shall be approved by a majority vote of shareholders attending the Meeting and casting their votes.

Agenda 3: To consider and approve an allocation profit derived from operating results for legal reserve and no dividend payment for the 2023.

Objective and Rationale: to comply with Article 36 of the Company's Articles of Association which provides that the Annual General Meeting of Shareholders shall consider and approve the profit appropriation. In addition, to comply with the section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 48 of the Company's Articles of Association which stipulate that the Company is required to allocate a portion of annual net profit as a reserve fund in the amount not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) until the reserved fund attains the amount not less than 10 percent of the Company's registered capital.

Presently, the Company has its registered capital of Baht 12,033,565,300 and from the 2023 operation results, the Company has a legal reserve amounted of Baht 28,913,569.24. Therefore, the Company's legal reserve as of December 31, 2023 amounted of Baht 66,764,385.53 which is equivalent of 0.6% of the Company's registered capital.

The Company has a policy to pay dividend of not less than 50% of net profit after tax each year based on the operating results and the resolution at the shareholders' meeting by considering from the separated financial statements. Therefore, the Company can pay dividends to shareholders by Section 115 and Section 116 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "PLCA") and Article 47 of the Company's Articles of Association, which prohibit payment of dividends out of funds other than profit, In the event that the company still has accumulated deficit, it is forbidden to pay dividends.

For the dividend payment, the Company's dividend policy is to pay out dividend to the shareholders at a rate of not less than 50% of the net profit reported in the Company's separate financial statements after deduction of corporate income tax and the appropriation of required legal reserve and other reserve (if any) by its Articles of Association and applicable law, but must not have retained deficits in shareholder's equity. However, the dividend policy, for the consideration of the Board of Directors, will be taken into account. The dividend payment may possibly be affected by the following factors: the current economic situation, business performance, financial position, financial liquidity, reserve for business expansion, investment plan, repayment or working capital and other concerns appropriately considered by the Board of Directors.

The Company's net profit as shown in the separated Financial Statements for the year ended December 31, 2023 was Baht 587,013,014.59. In accordance with the law, the Company has allocated the legal reserve amounting to Baht 28,913,569.24 which is equivalent of 5% percent of the annual net profit less brought forward accumulated deficits. The Company's retained earnings as of 31 December 2023 was Baht 94,938,869.63. Moreover, the Company required to reserve for working capital to support the business expansion of the subsidiaries and sustainability business growth for the Group, therefore, no dividend payment from 2023 operating results.

Board of Directors' opinion: Consider it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the allocation of profit derived from 2023 operating results for legal reserve amounting to Baht 28,913,569.24 and no dividend payment for the 2023 operating result to support the business expansion of the Group.

Voting: The resolution on this agenda item shall be approved by a majority vote of shareholders attending the Meeting and casting their votes.

Agenda 4: To consider and approve election the directors in replacement of the directors who are due to retire by rotation.

Objective and Rationale: to comply with Section 71 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the “PLCA”) and Article 17 of the Company’s Articles of Association, at each annual general meeting, one-third (1/3) of the directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3), shall retire from office. A retiring director may be re-elected by the meeting of the shareholders. In the 2024 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation, namely:

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|----|-------------------------------|---|
| 1) | Mr. Thapana Sirivadhanabhakdi | Vice Chairman of the Board and member of the Corporate Governance and Sustainability Committee. |
| 2) | Mr. Yothin Pibulkasetkij | Independent Director, member of the Audit Committee and member of the Anti-Corruption Committee. |
| 3) | Mr. Anuwat Jongyindee | Independent Director, member of the Audit Committee, member of the Corporate Governance and Sustainability Committee and member of the Anti-Corruption Committee. |
| 4) | Mr. Sithichai Chaikriangkrai | Director, member of the Nomination and Remuneration Committee, member of the Risk Oversight Committee, member of the Transformation Committee and Vice Chairman of the Executive Board. |

With regard to nomination of directors, the Company had provided an opportunity for shareholders to nominate qualified candidates to be elected as director of the Company during November 15, 2023 to January 31, 2024 pursuant to the criteria disclosed on the Company’s website and through the news system of the Stock Exchange of Thailand (the “SET”). However, when the specified period lapsed, no shareholders had nominated any persons to be elected as director of the Company.

The Nomination and Remuneration Committee excluding the interested directors thoroughly considered the qualification of each director by considering the diversity of the board structure along with the qualifications, knowledge, ability, expertise of the board members (Board Skill Matrix) in accordance with the Company’s business strategy and agreed that the aforementioned 4 directors are qualified according to the criteria and selection set by the Company and the Public Limited Companies Act and relevant announcement from the Capital Market Supervisory Board. Additionally, in their previous term of office, they were able to fully devote themselves and duly performed their duties as members of the Board of Directors and subcommittees which were benefit to the Company. Therefore, the Nomination and Remuneration deemed it appropriate to propose to the Board of Directors to consider in order to propose to the shareholders’ meeting to consider and approve the re-election of the aforementioned 4 directors, who are due to retire by rotation, to hold office as directors and subcommittee members for another term.

In this regard, the information of the directors nominated for re-election to replace those retired by rotation and the qualifications of the Independent Director of the Company was delivered to the Company’s shareholders together with this invitation to the 2024 Annual General Meeting of Shareholders as Attachment No. 2 and Attachment No. 3, respectively.

Moreover, as the 2023 Annual General Meeting approved 16 seats for the Company’s total number of the Board of Directors, presently, the Company has 14 directors. Therefore, the Nomination and Remuneration Committee deemed it appropriate to propose to the shareholders’ meeting to consider reducing 1 seat of the total number of the Board of Directors to 15 seats and a reservation on 1 vacant

director position since the Company has been in the process of recruiting and appointing a qualified person to be the Company's director in accordance with the criteria and selection set by the Company and the Public Limited Companies Act and relevant announcement from the Capital Market Supervisory Board.

Board of Directors' Opinion: The Board of Directors excluding the interested directors thoroughly considered the qualification of each director as proposed by the Nomination and Remuneration Committee in line with the nomination guidelines set by the Company and relevant rules and was of view that the proposed directors and independent directors are appropriately qualified without prohibited characteristics under any applicable rules and laws, have knowledge, skills and expertise which will be benefits the Company's business, as well as have business ethic, vision, and good attitude toward the Company, and are able to devote their full capability as the Company's directors and sub-committee members.

In the case of Mr. Yothin Pibulkasetkij and Mr. Anuwat Jongyindee who were nominated to be re-elected as the Company's independent directors for another term, the Board of Director considered that they are appropriately qualified as independent directors and able to express opinions independently in accordance with the Company's qualification for independent director and other relevant criteria.

In this regard, the Board of Directors resolved to approve as proposed by the Nomination and Remuneration Committee to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the re-election of all 4 directors namely; (1) Mr. Thapana Sirivadhanabhakdi, (2) Mr. Yothin Pibulkasetkij, (3) Mr. Anuwat Jongyindee and (4) Mr. Sithichai Chaikriangkrai who are due to retire by rotation to hold office as directors and sub-committee member for another term

Moreover, the Board of Directors resolved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve reducing 1 seat of the total number of the Board of Directors to 15 seats and a reservation on 1 vacant director position since the Company has been in the process of recruiting and appointing a qualified person to be the Company's director in accordance with the criteria and selection set by the Company and the Public Limited Companies Act and relevant announcement from the Capital Market Supervisory Board.

Voting: The resolution on this agenda item shall be approved by a majority vote of shareholders attending the Meeting and casting their votes. The approval for the appointment of each director nominated to be re-elected in replacement of those who are due to retire by rotation shall be seek separately.

Agenda 5: To Consider and Approve the Directors' remuneration for the year 2024.

Objective and Rationale: To comply with Section 90 of the Public Limited Company Act B.E. 2535 (as amended) and Article 36 of the Company's Articles of Association which stipulate that the payment of remuneration of directors shall be in accordance with the resolution of the shareholders meeting and Article 22 of the Company's Articles of Association which provides that directors shall be entitled to receive the remunerations as reward, meeting allowance, pension, bonus or other benefits in according to the consideration of the shareholders' meeting.

According to the remuneration policy for directors, in determining the remuneration, the Company will take into account the appropriateness of the assigned duties, responsibilities, and the remuneration rate can be compared with other companies in the same industry with a similar size of business listed on the Stock Exchange of Thailand. The remuneration must be at an appropriate sufficient level to motivate and retain high-quality directors who can effectively perform their duties to meet the objectives and in accordance with the business goals and strategies for sustainable business operation set by the Company through transparent process in order to build confidence for shareholders.

In the year 2023, the Company paid the remuneration to the Board of Directors and other sub-committee's members for total amount of Baht 11,795,000 (Mr. Charoen Sirivadhanabhakdi, the Chairman of the Board, declared his intention not to receive the directors' remuneration for the year

2023) which was in accordance with the criteria approved by the 2023 Annual General Meeting of Shareholders. The details of which are shown in the 2023 Annual Report (Form 56-1 One Report for the year 2023) of the Company under Corporate Governance Structure which was delivered to the Company's shareholders together with this invitation to the 2024 Annual General Meeting Shareholders according to Attachment No. 1.

The Nomination and Remuneration Committee considered the directors' remuneration for the year 2024 in accordance with the Company's remuneration policy and the comparison of other companies in the same size and same industry listed in the Stock Exchange of Thailand as well as the Company's business performance and deemed it appropriate to propose to the Board of Directors to consider in order to propose to the shareholders' meeting to consider and approve the directors' remuneration for the year 2024 at the amount of not exceeding Baht 20,000,000 which is equal to the amount approved for year 2023 and to maintain the criteria and rate of the remuneration as year 2023 to be paid monthly compensation and meeting allowance per meeting as following details:

The Remuneration of the Directors and Sub-committees	2024 (proposed)		2023	
	Monthly Compensation (Baht/Person)	Meeting Allowance (Baht/Person/Meeting)	Monthly Compensation (Baht/Person)	Meeting Allowance (Baht/Person/Meeting)
1) Board of Directors				
• Chairman	60,000	10,000	60,000	10,000
• Vice Chairman	45,000	5,000	45,000	5,000
• Director	35,000	5,000	35,000	5,000
2) Audit Committee				
• Chairman	50,000	None	50,000	None
• Member	40,000	None	40,000	None
3) Other sub-committees appointed by the Board of Directors				
• Chairman	40,000	None	40,000	None
• Directors	30,000	None	30,000	None
	<ul style="list-style-type: none"> Directors who receive a regular salary from the Company shall not be entitled to receive monthly compensation and meeting allowance. No other benefits. 		<ul style="list-style-type: none"> Directors who receive a regular salary from the Company shall not be entitled to receive monthly compensation and meeting allowance. No other benefits. 	

Remark: Mr. Charoen Sirivadhanabhakdi, the Chairman of the Board, declared his intention not to receive the directors' remuneration for the year 2024.

Board of Directors' Opinion: The Board of Directors has agreed with the Nomination and Remuneration Committee's proposal who consider the directors' remuneration payment based on the appropriateness of the scope of duties and responsibilities of each Committee, the director's knowledge, competency, experience and performance under current circumstances, including the expertise demanded by the Company during business expansion and the comparison to the reference data of the same industry. The Board of Directors, therefore, deems it appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the directors' remuneration for the year 2024 at the amount of not exceeding Baht 20,000,000 which is equal to the amount approved for year 2023 and to maintain the criteria and rate of the remuneration as year 2023 to be paid monthly compensation and meeting allowance per meeting with no other benefit.

Voting: The resolution on this agenda item shall be approved by votes of no less than two-third (2/3) of the total votes casted by shareholders attending the meeting.

Agenda 6: To consider and approve the appointment of the auditor and determination of the audit fee for the year 2024

Objective and Rationale: to comply with Section 120 of the Public Limited Company Act B.E. 2535 (as amended) and Article 36 of the Company's Articles of Association which stipulate that the

annual general meeting of shareholders shall appoint an auditor and determine an audit fee of the Company each year. In appointing the auditor, the former auditor may be re-appointed. In addition, the Notification of the Office of the Securities and Exchange Commission provides that listed companies shall rotate auditor once the auditor has performed duties in reviewing, auditing and providing opinion to the Company's Financial Statements for a total period of 7 years, whether it is consecutive or not, the company is allowed to appoint the such auditor to be the auditor of the Company when 5 consecutive accounting periods have been passed.

For the year 2023, the Company's auditor is Mr. Chanchai Sakulkoedsin, Certified Public Accountant (Thailand) No. 6827 from KPMG Phoomchai Audit Ltd. ("KPMG") who is responsible for reviewing, auditing and giving opinions on the Company's Financial Statements for a period of time which is not more than the time stipulated by the Securities and Exchange Commission.

In selecting the Company's auditor for the year 2024, the Audit Committee has taken into account the past performance, experience, and preparedness of the auditor, and standards and reliability in their working performance, independence and the rate of audit fee, along with other factors proposed by the auditor. The Audit Committee deemed it appropriate to appoint the auditors from KPMG Phoomchai Audit Limited to be the auditor of the Company and its subsidiaries due to their consistently high standards of work and performance, expertise, independence and reasonable fee.

Board of Directors' Opinion: considered as proposed by the Audit Committee and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of the auditor and determination of the audit fee for the year 2024 as following details:

- 1) Appointment one of the following auditors from KPMG Phoomchai Audit Limited to be the Company's auditor for the fiscal year 2024 namely:
 - (1) Mr. Chokechai Ngamwuitikul Certified Public Accountant (Thailand) No. 9728 or
 - (2) Miss Orawan Chotiwiwiyakul Certified Public Accountant (Thailand) No. 10566 or
 - (3) Mr. Chanchai Sakulkoedsin Certified Public Accountant (Thailand) No. 6827 or
 - (4) Mr. Jedsada Leelawatanasuk Certified Public Accountant (Thailand) No. 11225

to singly act as the Company's auditor, to audit and sign the Company's Financial Statements. In the case that the aforementioned auditors are unable to perform their duties, KPMG is responsible for arrange another auditor from KPMG with equivalent qualification to perform the duties instead.

- 2) Determination of the 2024 audit fee at the amount of Baht 3,893,400 which is higher than the previous year of Baht 113,400 which is equivalent to 3%, due to increase in cost of operation.
- 3) The details of audit fee (Baht) between 2023 and 2024 are as follows;

Details	2024	2023	Increase / (Decrease)
(1) Annual Audit Fee	1,987,900	1,930,000	3%
(2) Quarterly Financial Statement Review	1,905,500	1,850,000	3%
Total	3,893,400	3,780,000	3%

In 2023, the Company and its subsidiaries paid for the non-audit fee to KPMG Phoomchai Audit Limited in total amount of Baht 92,850.

In addition, in 2023 the auditors from KPMG Phoomchai Audit Limited also serve as the auditors of the Company's subsidiaries as follows; (1) Southeast Life Insurance Public Company Limited (2) Indra Insurance Public Company Limited (3) Southeast Capital Company Limited (4) Thai Group Services Company Limited (5) Rod Dee Ded Auto Company Limited (6) Southeast Money Company Limited (7) Southeast Money Retail Company Limited (8) Thai Group Auto Company Limited and (9) Thai Group Money Company Limited.

It is noted that KPMG Phoomchai Audit Limited and auditors named above are the auditors approved by the Office of the Securities and Exchange Commission, and have no relationship and conflict of interest with the Company, its subsidiaries, executives, major shareholders or persons related to those

persons. Therefore, they are independent for audit and to express their opinion on the financial statement of the Company and none of the said auditors has performed a duty as the Company's auditor for a duration exceeding the number of years stipulated by the relevant notification. In addition, KPMG Phoomchai Audit Limited has been the Company's auditor for many years, so they have knowledge and understanding of the business of the Group and can be able to give useful advice, perform their duties in accordance with auditing standards and within the time frame specified by the Company.



Information of the proposed auditors for the year 2024 are delivered to the Company's shareholders together with this invitation to the 2024 Annual General Meeting according to Attachment No. 4

The auditor of the Company and the auditor of its subsidiary and its affiliate are of the same auditing firm. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

Voting: The resolution on this agenda item shall be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda 7: To consider and approve the amendment of the Company's Seal and Articles of Association Article 50 to be aligned with the change of the Company's Seal

Objective and Rationale: To maintain the image of Phra Prang which indicates Thainess, strength, stability, reliability and auspiciousness, is well known as the foundation image of the Company's business group and has been used and communicated for a long time and can be easily connected to the company's brand. Therefore, the Company deemed it appropriate to propose the amendment of the Company's Seal Article 50, to be consistent with the Company's seal. The details are as follows:

	Present	Proposed
Company's Seal		

Board of Directors' Opinion: consider it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's seal and Articles of Association, Article 50 to be aligned with the change of the Company's seal.

Voting: The resolution on this agenda item shall be approved by votes of no less than three-quarters (3/4) of the total number of votes of the shareholders attending the Meeting and casting their votes.

Agenda 8: To consider and approve the reduction 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 reduction of the Company's registered capital

Objective and Rationale: Pursuant to Section 136 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "PLCA"), the Company would be able to increase its registered capital when all shares have been sold and fully paid-up. The Company is required to reduce its registered by eliminating of 451,258,698 ordinary shares which have not been sold not and reserved to support any rights, with a par value of Baht 10.00 each prior to the increase of registered capital under the General Mandate of which to be notified in agenda 9 and agenda 10.

Board of Directors' Opinion: it deems appropriate to propose the 2024 Annual General Meeting of the Shareholders to consider and approve the reduction of the Company's registered capital in amounted of Baht 4,512,586,980 from current registered capital of Baht 12,033,565,300 to new

registered capital of Baht 7,520,978,320 by eliminating of 451,258,698 ordinary shares with a par value of Baht 10.00 each and to amend Clause 4 of the Memorandum of Association of the Company (Registered Capital) to be read as follows:

“Clause 4 Registered Capital	7,520,978,320 Baht	(seven thousand five hundred twenty million nine hundred seventy-eight thousand three hundred twenty Baht)
Divided to	752,097,832 Shares	(seven hundred fifty-two million ninety-seven thousand eight hundred thirty-two shares)
Par value of Comprised of Ordinary shares	10.00 Baht	(ten Baht)
	752,097,832 shares	(seven hundred fifty-two million ninety-seven thousand eight hundred thirty two shares)
Preferred shares	-None -	(-)”

To authorize the Board of Directors or the person delegated by the authorized director acting on behalf of the Company has the power to take any action as necessary and in relation to the Capital decrease of the registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company (Registered Capital) 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: 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.

Agenda 9: 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

Objective and Rationale: in the case the Company has necessity to use fund in order to support business expansion in the future, grow and create sustainable profits for the organization, support the business operations of the Group to increase liquidity and ability and flexibility in sourcing fund from the capital market appropriately, the Board of Directors agreed to propose to shareholder to consider and approve the capital increase under the General Mandate.

Board of Directors’ Opinion: The Board of Directors considered and deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital under the General Mandate amounted of Baht 4,512,586,980 from the existing registered capital of Baht 7,520,978,320 to the new registered capital of Baht 12,033,565,300 by issuing 451,258,698 newly issued ordinary shares at a par value of Baht 10.00 each and to amend Clause 4 of the Memorandum of Association of the Company (Registered Capital) to be read as follows:

“Clause 4 Registered Capital	12,033,565,300 Baht	(twelve thousand thirty-three million five hundred sixty-five thousand three hundred Baht)
Divided to	1,203,356,530 Shares	(one thousand two hundred three million three hundred fifty-six thousand five hundred thirty shares)
Par value Comprised of Ordinary shares	10.00 Baht	(ten Baht)
	1,203,356,530 shares	(one thousand two hundred three million three hundred fifty-six thousand five hundred thirty shares)
Preferred shares	-None -	(-)”

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.

Agenda 10: 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

Objective and Rationale: with reference to the proposal by the Board of Directors to the 2024 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital under the General Mandate as mentioned in the agenda 9, the Board of Directors approved to propose to the 2024 Annual General Meeting of Shareholders to further consider and approve the allocation of newly issued ordinary shares under the General Mandate which shall be allocated to the investors. In this regard, the aforementioned allocation of newly issued ordinary shares must be completed within the date that the company holds the next annual general meeting of shareholders or within the date specified by law to have a regular shareholders' meeting in the following year, whichever comes first.

Board of Directors' Opinion: the Board of Directors considered and deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders 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 in the following manners:

- Method 1:** not exceeding 225,629,349 shares, representing 30 percent of the Company's paid-up capital, by way of a Right Offering;
- Method 2:** not exceeding 150,419,566 shares, representing 20 percent of the Company's paid-up capital, by way of a Public Offering;
- Method 3:** not exceeding 75,209,783 shares, representing 10 percent of the Company's paid-up capital, by way of a Private Placement

In addition, the Board of Directors deemed it appropriate to propose the shareholders' meeting to authorize the Board of Directors to take any action as necessary in relation to the increase of the registered capital and the amendment to Article 4 in the Company's Articles of Association (Registered Capital), as follows:

- (1) to consider an offering of shares in a single or multiple offering. In allocating the newly issued ordinary shares by any or all of the methods under Method 1, Method 2 and Method 3 as mentioned above, the allocated amount shall not exceed 30 percent of the total paid-up capital or 225,629,349 shares as at the date on which the Board of Directors approves the capital increase. Nevertheless, in the case of the allocation in accordance with Method 2 and Method 3, the increased paid-up capital shall not exceed 20 percent of the total paid-up capital or 150,419,566 shares as at the date on which the Board of Directors approves the capital increase;
- (2) to specify the objectives, number of days and times of offering, offering price, including details and conditions related to the allocation of newly issued ordinary shares. The allocation of the newly issued ordinary shares under Methods 2 and 3 as mentioned above must not be allotted to the connected persons. (According to the Notification of the Capital Market Supervisory Board No. Thor Chor. 21/2551 Re: Rules on Connected Transaction and the announcement of the Stock Exchange of Thailand regarding the disclosure of information and the operations of listed companies in related transactions 2546 (2003)). In relation to the offering of shares to private placement, it must not be a low-price public offering (according to the SEC announcement regarding permission and permission to offer shares to the public or to the specific investors). To determine the offering price of newly issued shares to the specific investors must be in order to maintain the best interests of the Company and the shareholders, provided that the price must not be lower than any of the following prices:
 - a) a weighted average of the share price trading on the Stock Exchange of Thailand for no less than 7 consecutive trading days but no longer than 15 consecutive trading days before the date on which the offering price is determined, and the discount must not exceed 10 percent of such price; or

- b) a price determined under the process that allows the investors to express their intention to purchase the newly-issued shares of the Company at the desired price (Book Building), which is surveyed by a securities company (pursuant to the criteria prescribed under Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558, Re: Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Investors (including any amendment thereto)).
- (3) to negotiate, agree to sign related documents and contracts, and take any other necessary actions appropriately in connection with the issuance and offering of the newly issued ordinary shares.

Voting: The resolution for this Agenda requires a majority vote of shareholders attending the meeting and casting their votes.

Agenda 11: Other business (if any)

All shareholders are cordially to attend the 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024 at 10.00 hours through Electronic Meeting (E-AGM). Registration will open at 09.00 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. 9) 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 www.tgh.co.th. 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. 5 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 Monday, April 22, 2024 with attention to the Office of Corporate Secretary, Thai Group Holdings Public Company Limited at No. 315, 6th floor, Thai Group Building, 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 shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders on Wednesday, March 20, 2024 (Record Date).

the Board of Directors' Meeting resolved to approve the authorization of the Chief Executive Officer and/or any person designated by Chief Executive Officer to have power to perform any acts relating to the calling of the 2024 Annual General Meeting, including issuance of a notice calling the 2024 Annual General Meeting, change of date, time and venue of the 2024 Annual General Meeting and other details in relation to the 2024 Annual General Meeting, as deemed necessary or appropriate.

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

Sincerely yours,

-Chotiphat Bijananda-

(Mr. Chotiphat Bijananda)

Chief Executive Officer

On behalf of the Board of Directors

Thai Group Holdings Public Company Limited

Notes: All shareholders can access the invitation to the 2024 General Meeting of Shareholders and all related documents at the Company's website from March 28, 2024. If any shareholder has a query regarding the agenda of the 2024 General Meeting of Shareholders, please send the query in advance during April 4, 2024 and April 22, 2024 via email at comsec@tgh.co.th or via post to the Office of Corporate Secretary, Thai Group Holdings Public Company Limited at 6th floor, Thai Group Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500.

Information of the directors nominated for re-election to replace the directors retired by rotation

1. Mr. Thapana Sirivadhanabhakdi

Age	49 years
Proposed Appointment	Non-Executive Director
Date of 1st Appointment as Director	July 11, 2018
Current Position	Vice Chairman of the Board of Directors and Member of Corporate Governance and Sustainability Committee
Duration of Directorship in the Company	5 years and 9 months (8 years and 9 months including the term of office after this appointment)

Education / Training

- Honorary Doctoral Degree in Buddhism from Mahachulalongkornrajavidyalaya
- Honorary Doctoral Degree in Business Administration from Chiang Mai University
- Doctor of Business Administration (Business Innovation Management), Silpakorn University
- Honorary Doctor of Arts in Art and Design, Bangkok University
- Honorary Doctorate Degree in Business Administration (Management), Rajamangala University of Technology Isan
- Honorary Doctorate Degree in Business Administration, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Honorary Doctoral Degree in Science (Logistics Management), King Mongkut's Institute of Technology Ladkrabang
- Honorary Doctoral Degree of Arts, Rajamangala University of Technology Phra Nakhon
- Honorary Doctoral Degree in Hospitality, Rajamangala University of Technology Krungthep
- Honorary Doctoral Degree in Community Development, Chiang Mai Rajabhat University
- Honorary Doctoral Degree of Business Administration in Strategic Logistic and Supply Chain Management, Suan Sunandha Rajabhat University
- Honorary Doctoral Degree of Philosophy in General Management, Ramkhamhaeng University
- Master of Science Administration in Financial Economics, Boston University, USA
- Bachelor of Business Administration (Finance), Boston University, USA

Director Training

- Director Accreditation Program (DAP) in 2004, Thai Institute of Directors Association (IOD)
- The Cambridge, Earth on Board – Board Director Programme

Directorship Positions / Other Positions at Present

- **Listed Companies**

July 22, 2022 – present	Vice Chairman of the Board of Directors, Thai Group Holdings Public Company Limited
August 9, 2019 – present	Member of the Corporate Governance and Sustainability Committee, Thai Group Holdings Public Company Limited
July 11, 2018 – present	Director, Thai Group Holdings Public Company Limited
October 2020 – present	Chairman of the Executive Committee, Univentures Public Company Limited
July 18, 2007 – present	1 st Vice Chairman of the Board of Directors, Univentures Public Company Limited
2007 – present	Member of Remuneration and Nomination Committee, Univentures Public Company Limited
June 8, 2020 – present	Independent Director and Member of the Remuneration Committee, The Siam Cement Public Company Limited
November 2017 – present	Vice Chairman of the Board of Directors and Chairman of the Executive Committee,

January 2017 – present	Amarin Corporations Public Company Limited (formerly named Amarin Printing and Publishing Public Company Limited)
March 26, 2015 – present	Chairman of Executive Committee, Sermasuk Public Company Limited
September 14, 2011 – present	3 rd Vice Chairman of the Board of Directors, Sermasuk Public Company Limited
December 2001 – February 2017	Director / Member of Nominating and Remuneration Committee / Member of Sustainability and Risk Management Committee, Sermasuk Public Company Limited
• Non-listed Companies	Director, Berli Jucker Public Company Limited
October 2023 – present	Director, ThaiBev HC Development Co., Ltd.
September 2023 – present	Chairman, International Beverage Holdings (New Zealand) Limited
July 2023 – present	Chairman, The C Canvas Co., Ltd.
April 2023 – present	Director, Cambodia Breweries Pte. Ltd.
January 2023 – present	Director, Fraser Property Limited
December 19, 2022 – present	Director, ThaiBev Co., Ltd.
July 15, 2022 – present	Chairman, VietBev Company Limited
April 19, 2022 – present	Director, Super Food Brands Company Pte. Ltd.
January 2022 – present	Chairman of the Board of Directors, Beer Thai (1991) Public Company Limited
February 2018 - present	Chairman of the Executive Committee, Beer Thai (1991) Public Company Limited
April 7, 2004 – present	Director, Beer Thai (1991) Public Company Limited
October 2021 – present	Chairman, Bistro Asia Co., Ltd.
August 1, 2021 – present	Independent Director, SCG Chemicals Public Company Limited (formerly named SCG Chemicals Co., Ltd.)
July 19, 2021 – present	Director, Chang Corporation Company Limited
June 21, 2021 – present	Chairman of the Board of Directors, South East Asia Logistics Pte. Ltd. (Incorporated in Singapore)
May 21, 2021 – present	Director, Asia Breweries Limited (Incorporated in Singapore)
May 21, 2021 – present	Director, Siam Breweries Limited (Incorporated in Singapore)
October 5, 2020 – present	Director, Food and Beverage United Co., Ltd.
October 5, 2020 – present	Director, Chang Beer Co., Ltd.
April 20, 2020 – present	Chairman of the Board of Directors, BeerCo Training Co., Ltd.
December 17, 2019 – present	Director, BeerCo Limited (Incorporated in Singapore)
June 2018 – present	Chairman, Red Bull Distillery Group of Companies
March 2018 – present	Director, Tspace Digital Co., Ltd.
April 2016 – present	Director, Pracharath Rak Samakkee Social Enterprise (Thailand) Co., Ltd.
April 2013 – February 2020	Director, Golden Land Property Development Public Company Limited
March 18, 2013 – present	Vice Chairman, Times Publishing Limited
February 19, 2013 – present	Director, Fraser and Neave, Limited
November 16, 2012 – present	Director, InterBev Investment Limited
September 13, 2011 – present	Director, Plantheon Co., Ltd.
January 2008 – present	President and CEO, Thai Beverage Public Company Limited
June 2005 – present	Member of the Sustainability and Risk Management Committee, Thai Beverage Public Company Limited
February 2004 – present	Member of the Executive Committee, Thai Beverage Public Company Limited
October 26, 2003 – present	Director, Thai Beverage Public Company Limited
July 2, 2007 – present	Director, Adelfos Co., Ltd.

September 17, 2003 – present	President, International Beverage Holdings Limited
Present	Director, TCC Group of Companies
January 2008 – September 2022	Vice Chairman, Southeast Life Insurance Public Company Limited
January 2008 – September 2022	Vice Chairman, Southeast Capital Company Limited
October 2016 – August 2022	Chief Center of Excellence, Thai Beverage Public Company Limited
February 2018 – January 2022	Vice Chairman, Beer Thai (1991) Public Company Limited
2019 – 2020	Chairman, GMM Channel Holding Co., Ltd.
2017 – 2019	Executive Chairman, GMM Channel Holding Co., Ltd.
December 2017 – November 2020	Director, GMM Channel Holding Co., Ltd.
October 2018 – September 2020	Chief Beer Product Group, Thai Beverage Public Company Limited
May 2015 – February 2020	Director, TCC Holdings (2519) Co., Ltd.
February 2011 – February 2020	Chairman of the Executive Committee, Oishi Group Public Company Limited
January 2006 – February 2020	Vice Chairman of the Board of Directors, Oishi Group Public Company Limited
2004 – June 2018	Vice Chairman, Red Bull Distillery Group of Companies
April 2004 – February 2018	Executive Vice Chairman, Beer Thai (1991) Public Company Limited
May 2007 – August 2015	Vice Chairman, Siam Food Products Public Company Limited
October 2003 – January 2008	Director and Executive Vice President, Thai Beverage Public Company Limited
• Other Companies that compete with/related to the Company: -None- Shareholding in the Company Personal: -None- (as of December 31, 2023): Spouse or minor child: -None- Relationship among Family with Other Directors and Executives: - The son of Mr. Charoen Sirivadhanabhakdi (Chairman) - The brother of Mrs. Atinant Bijananda (Director)	
Prohibited characteristics	- There is no record of criminal offense related to property committed by fraud. - There is no record of potential conflict of interest with the Company over the past year
Meeting attendance in 2023	1. Board of Directors Meeting 8/8 meetings 2. Corporate Governance and Sustainability Committee 4/5 meetings 3. Shareholders' Meeting 1/1 meeting
Director Nomination Criteria	The Nomination and Remuneration Committee (“NRC”) at meeting No. 1/2024, on February 7, 2024, thoroughly considered the nominated directors’ qualification by considering the diversity of the board structure along with the qualifications, knowledge, ability, expertise of the board members (Board Skills Matrix) in accordance with the Company’s business strategy, work experience that is beneficial to the Company, the ability to carry out responsibilities as a director of the Company and a sub-committee member entirely and effectively. This includes not possessing any characteristics that are prohibited by relevant laws and regulations. Therefore, NRC proposed the nominated directors to the Board of Directors at meeting No. 2/2024 on February 27, 2024 for consideration.
Nomination Rationale	The Board of Directors, excluding the interested directors, after considering Mr. Thapana Sirivadhanabhakdi’s qualification and

determining that it was appropriate, proposed to the 2024 Annual General Meeting of Shareholders to consider and approve the re-election of Mr. Thapana Sirivadhanabhakdi to hold office as a director and other sub-committee members that he has previously served for another term since he is completely qualified to serve as the Company's director. This includes not possessing any characteristics that are prohibited by relevant laws and regulations. In addition, his skills and knowledge in the areas of management and administration, accounting and finance, risk management, marketing and brand building, organizational and human resource development, sustainable development and Corporate Social Responsibility (CSR) and information technology, digital and innovation are beneficial to the Company's business operations.

Information of the directors nominated for re-election to replace the directors retired by rotation

2. Mr. Yothin Pibulkasetkij

Age	78 years
Proposed Appointment	Independent Director
Date of 1st Appointment as Director	July 11, 2018
Current Position	Independent Director, Member of the Audit Committee and Member of the Anti-Corruption Committee
Duration of Directorship in the Company	5 years and 9 months (8 years and 9 months including the term of office after this appointment)
Education / Training	<ul style="list-style-type: none"> - 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	Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Company Secretary Program (DSP) Class 18/2006 - Advance Audit Committee Program (ACP) Class 32/2010 - Director Certification Program (DCP) Class 127/2010 - Subsidiary Governance (TGH In-House Program) Class 1/2023
Directorship Positions / Other Positions at Present	
<ul style="list-style-type: none"> • Listed Companies <ul style="list-style-type: none"> March 1, 2023 – present Member of the Anti-Corruption Committee, Thai Group Holdings Public Company Limited July 11, 2018 – present Independent Director and Member of the Audit Committee, Thai Group Holdings Public Company Limited January 30, 2020 – June 30, 2022 Chairman of the Nomination and Remuneration Committee, Thai Group Holdings Public Company Limited • Non-listed Companies <ul style="list-style-type: none"> September 19, 2023 – present Advisor to the Policy and Information Technology Management Committee, Chulabhorn Royal Academy 2020 – September 18, 2023 Director, Policy and Information Technology Management Committee, Chulabhorn Royal Academy 2010 – April 7, 2023 Independent Director and Chairman of the Audit Committee, Cambodian Commercial Bank, Royal Kingdom of Cambodia 2015 – November 10, 2022 Independent Director and Chairman of the Audit Committee, Southeast Life Insurance Public Company Limited 2015 – November 10, 2022 Independent Director and Chairman of the Audit Committee, Southeast Capital Company Limited • Other Companies that compete with/related to the Company: -None- 	
Shareholding in the Company (as of December 31, 2023):	Personal: -None-
Relationship among Family with Other Directors and Executives:	Spouse or minor child: -None-
Prohibited characteristics	-None- <ul style="list-style-type: none"> - There is no record of criminal offense related to property commi fraud. - There is no record of potential conflict of interest with the Comp over the past year
Meeting attendance in 2023	1. Board of Directors Meeting 8/8 meetings 2. Audit Committee Meeting 10/10 meetings 3. Anti-Corruption Committee Meeting 8/8 meetings 4. Shareholders' Meeting 1/1 meeting

Director Nomination Criteria

The Nomination and Remuneration Committee (“NRC”) at meeting No. 1/2024, on February 7, 2024, thoroughly considered the nominated directors’ qualification by considering the diversity of the board structure along with the qualifications, knowledge, ability, expertise of the board members (Board Skills Matrix) in accordance with the Company’s business strategy, work experience that is beneficial to the Company, the ability to carry out responsibilities as a director of the Company and a sub-committee member entirely and effectively. Additionally, the ability to meet all requirements to be an independent director under the Company’s requirements for independent directors and relevant criteria, and also the ability to voice opinions independently. This includes not possessing any characteristics that are prohibited by relevant laws and regulations. Therefore, NRC proposed the nominated directors to the Board of Directors at meeting No. 2/2024 on February 27, 2024 for consideration.

Nomination Rationale

The Board of Directors, excluding the interested directors, after considering Mr. Yothin Pibulkasetkij’s qualification and determining that it was appropriate, proposed to the 2024 Annual General Meeting of Shareholders to consider and approve the re-election of Mr. Yothin Pibulkasetkij to hold office as an independent director and other sub-committee members that he has previously served for another term since he is completely qualified to serve as an independent director under the Company’s requirements for independent directors and relevant criteria, independent from the Company's major shareholders and management and has ability to voice opinions independently. This includes not possessing any characteristics that are prohibited by relevant laws and regulations. In addition, his skills and knowledge in the areas of life insurance business, insurance business, financial services business, loan and car rental business, accounting and finance, auditing, risk management, management and administration, organizational and human resource development, sustainable development and Corporate Social Responsibility (CSR) and information technology, digital and innovation are beneficial to the Company's business operations.

Information of the directors nominated for re-election to replace the directors retired by rotation

3. Mr. Anuwat Jongyindee

Age	66 years
Proposed Appointment	Independent Director
Date of 1st Appointment as Director	November 10, 2022
Current Position	Independent Director, Member of the Audit Committee, Member of the Corporate Governance and Sustainability Committee and Member of the Anti-Corruption Committee
Duration of Directorship in the Company	1 year and 5 months (4 years and 5 months including the term of office after this appointment)
Education / Training	<ul style="list-style-type: none"> - Master of Accountancy, Chulalongkorn University - Bachelor of Science (Business Administration), Kasetsart University
Director Training	Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> - Director Certification Program (DCP) Class 135/2010 - Audit Committee Program (ACP) Class 31/2010 - Director Accreditation Program (DAP) Class 82/2010 - Ethical Leadership Program (ELP) Class 11/2018 - Board Nomination and Compensation Program (BNCP) Class 17/2023
Directorship Positions / Other Positions at Present	
• Listed Companies	
March 1, 2023 – present	Member of the Corporate Governance and Sustainability Committee, Thai Group Holdings Public Company Limited
November 10, 2022 – present	Independent Director / Member of the Audit Committee / Member of the Anti-Corruption Committee, Thai Group Holdings Public Company Limited
2019 – present	Independent Director / Member of the Audit Committee / Member of the Corporate Governance and Sustainable Development Committee, Pruksa Holding Public Company Limited
2018 – 2021	Advisor to Vice President Finance and Investment The Siam Cement Public Company Limited
2010 – 2017	Internal Audit Director, The Siam Cement Public Company Limited
2005 – 2010	Corporate Accounting Director, The Siam Cement Public Company Limited
• Non-listed Companies	
2022 – present	Member of the Risk Management Committee, Mae Fah Luang University
2021 – present	Member of the Internal Audit Sub-Committee, The Royal Initiative Discovery Foundation (Pidthong)
2020 – present	Member of the Accounting Systematization Committee / Advisor of the Accounting Profession Committee / Member of the Environment, Society and Governance Sub-committee, Federation of Accounting Professions
2020 – present	Independent Director / Chairman of the Audit and Risk Management Committee / Nomination Remuneration and Corporate Governance Committee, Chotiwat Manufacturing Public Company
2019 – present	Director and Chairman of the Audit Committee,

2019 – present	Doi Kham Food Products Co., Ltd. Advisor-Committee and Head of Audit Committee, Mahidol Wittayanusorn School
2018 – present	Head of Internal Audit Bureau, Thai Red Cross Society
2018 – present	Sub Committee, State Enterprise Organization, Evaluation- Internal Audit
2016 – present	Director and Chairman of the Audit Committee, Budhadasa Intapanyo Archives
2015 – present	Head of the Risk Management and Internal Control Club, Thai Listed Companies Association
2015 – present	Certification Committee, Thai Private Sector Collective Action against Corruption (CAC)
• Other Companies that compete with/related to the Company: -None- Shareholding in the Company (as of December 31, 2023): Relationship among Family with Other Directors and Executives: -None- Prohibited characteristics	Personal: -None- Spouse or minor child: -None- Relationship among Family with Other Directors and Executives: -None- - There is no record of criminal offense related to property commi fraud. - There is no record of potential conflict of interest with the Comp over the past year
Meeting attendance in 2023	1. Board of Directors Meeting 8/8 meetings 2. Audit Committee Meeting 10/10 meetings 3. Corporate Governance and Sustainability Committee 4/4 meetings 4. Anti-Corruption Committee Meeting 10/10 meetings 5. Shareholders' Meeting 1/1 meeting
Director Nomination Criteria	The Nomination and Remuneration Committee (“NRC”) at meeting No. 1/2024, on February 7, 2024, thoroughly considered the nominated directors’ qualification by considering the diversity of the board structure along with the qualifications, knowledge, ability, expertise of the board members (Board Skills Matrix) in accordance with the Company’s business strategy, work experience that is beneficial to the Company, the ability to carry out responsibilities as a director of the Company and a sub-committee member entirely and effectively. Additionally, the ability to meet all requirements to be an independent director under the Company’s requirements for independent directors and relevant criteria, and also the ability to voice opinions independently. This includes not possessing any characteristics that are prohibited by relevant laws and regulations. Therefore, NRC proposed the nominated directors to the Board of Directors at meeting No. 2/2024 on February 27, 2024 for consideration.
Nomination Rationale	The Board of Directors, excluding the interested directors, after considering Mr. Anuwat Jongyindee’s qualification and determining that it was appropriate, proposed to the 2024 Annual General Meeting of Shareholders to consider and approve the re- election of Mr. Anuwat Jongyindee to hold office as an independent director and other sub-committee members that he has previously served for another term since he is completely qualified to serve as an independent director under the Company’s requirements for independent directors and relevant criteria, independent from the Company's major shareholders and management and has ability to voice opinions independently. This includes not possessing any characteristics that are prohibited by relevant laws and regulations. In addition, his skills and knowledge in the areas of financial

services business, accounting and finance, auditing, risk management, management and administration, organizational and human resource development, sustainable development and Corporate Social Responsibility (CSR) are beneficial to the Company's business operations.

Information of the directors nominated for re-election to replace the directors retired by rotation

4. Mr. Sithichai Chaikriangkrai



Age	69 years
Proposed Appointment	Executive Director
Date of 1st Appointment as Director	March 24, 2022
Current Position	Director, Member of the Nomination and Remuneration Committee Member of the Risk Oversight Committee, Member of the Transformation Committee and Vice Chairman of the Executive Board
Duration of Directorship in the Company	2 years and 1 month (5 years and 1 month including the term of office after this appointment)
Education / Training	<ul style="list-style-type: none"> - Bachelor of Accounting (First Class Honors), Thammasat University - Diploma in Computer Management, Chulalongkorn University - Mini MBA, Leadership Management, Kasetsart University
Director Training	<ul style="list-style-type: none"> - Thai Institute of Directors Association (IOD) - Director Certification Program (DCP) Class 26/2000 - DCP Refresher Course (DCP-Re) Class 2/2006
Directorship Positions / Other Positions at Present	
• Listed Companies	
July 2022 – present	Member of the Risk Oversight Committee and Member of the Nomination and Remuneration Committee, Thai Group Holdings Public Company Limited
April 2022 – present	Member of the Transformation Committee, Thai Group Holdings Public Company Limited
March 2022 – present	Director and Vice Chairman of the Executive Board, Thai Group Holdings Public Company Limited
December 2019 – present	Director and Member of the Executive Committee, Frasers Property (Thailand) Public Company Limited
September 2018 – present	Director / Member of the Executive Committee / Member of the Risk Management Committee / Member of the Corporate Governance Committee, Asset World Corp Public Company Limited
September 2011 – present	Director / 2 nd Vice Chairman of the Executive Committee / Member of Sustainability and Risk Management Committee, Sermasuk Public Company Limited
July 2007 – present	Director, Univentures Public Company Limited
December 2001 – present	Director / Member of the Executive Committee / Chairman of the Investment Committee / Member of Risk Management Committee, Berli Jucker Public Company Limited
• Non-listed Companies	
November 22, 2023 – present	Director, Thai Group Money Company Limited
November 21, 2023 – present	Director, Thai Group Auto Company Limited
June 2023 – present	Director, Pro Garage Co., Ltd.
Mar 15, 2023 – present	Director, Big C Retail Corporation Public Company Limited
November 2022 – present	Vice Chairman, Southeast Capital Co., Ltd.
November 2022 – September 25, 2023	Member of the Audit Committee, Southeast Capital Co., Ltd.
November 2022 – present	Vice Chairman, Thai Group Services Company Limited
June 2021 – present	Director, South East Asia Logistics Pte. Ltd.
May 2021 – present	Director, Asia Breweries Limited

May 2021 – present	Director Siam Breweries Limited
May 2021 – present	Director, Thai Breweries Limited
October 2020 – present	Director, Chang Beer Company Limited
December 2019 – present	Director, BeerCo Limited (Incorporated in Singapore)
2015 – present	Director, Frasers Property Commercial Asset Management (Thailand) Co., Ltd.
August 2013 – present	Director, Frasers Property Limited
February 2013 – present	Director, Fraser and Neave Limited
August 2012 – present	Director, Petform (Thailand) Co., Ltd.
September 2007 – present	Director, Eastern Seaboard Industrial Estate (Rayong) Company Limited
April 2007 – present	Director, Siam Food Products Public Company Limited
January 2006 – present	Director, Oishi Group Public Company Limited
Present	Director, TCC Assets (Thailand) Co., Ltd.
Present	Director, Thai Beverage Can Ltd.
Present	Director, Vadhanabhakdi Company Limited
Present	Director, Beertip Brewery 1991 Co., Ltd.
Present	Director, Thanniran Thai Beverage Can Ltd.
Present	Director, T.C.C. Holding Co., Ltd.
Present	Director, North Park Property Development Co., Ltd.
Present	Director, North Park Service Apartment Co., Ltd.
Present	Director, Big C Supercenter Huahin Co., Ltd.
Present	Director, Pattavia Golf Club Co., Ltd.
Present	Director, P.C.A. Property Co., Ltd.
Present	Director, Food and Beverage Holding Co., Ltd.
Present	Director, Nongkhai Country Golf Club Co., Ltd.
Present	Director, Thai Charoen Commercial Co., Ltd.
Present	Director, Cristalla Co., Ltd.
Present	Director, The Cha-Am Yacht Club Hotel Co., Ltd.
Present	Director, Terragro Fertilizer Co., Ltd.
Present	Director, Plantheon Co., Ltd
Present	Director, Lakeview Golf and Yacht Club Co., Ltd.
Present	Director, Adelfos Co., Ltd.
Present	Director, Kankwan Co., Ltd.
Present	Director, Wrangyer Beverage (2008) Co., Ltd.
Present	Director, Charan Business 52 Co., Ltd.
Present	Director, Chang Beer Co., Ltd.
Present	Director, Thai Cooperage Co., Ltd.
Present	Director, Theparunothai Co., Ltd.
Present	Director, Thai Beverage Recycling Co., Ltd.
Present	Director, Thai Beverage Logistics Co., Ltd.
Present	Director, Thai Beverage Energy Co., Ltd.
Present	Director, Thai Molasses Co., Ltd.
Present	Director, Bevtech Co., Ltd.
Present	Director, Pan International (Thailand) Co., Ltd.
Present	Director, Sura Banyeeekhan Co., Ltd.
Present	Director, Sermasuk Training Co.Ltd.
Present	Director, Sermasuk Beverage Co., Ltd.
Present	Director, Sermasuk Holdings Co., Ltd.
Present	Director, Athimart Co., Ltd.
Present	Director, Feed Addition Co.,Ltd
Present	Director, S.S. Karnsura Co., Ltd.
Present	Director, ASM Management Co., Ltd.
Present	Director, Quality Pineapple Products Co., Ltd.
Present	Director, TCC Corporation Co., Ltd.

Present	Director, TCC Business Management Co., Ltd.
Present	Director, TCC Retail Co., Ltd.
Present	Director, T.C.C Intertrade Co., Ltd.
Present	Director, Tcc Holdings (2519) Co., Ltd.
Present	Director, Thai Malaya Glass Co., Ltd.
Present	Director, Thai-Scandic Steel Co., Ltd.
Present	Director, North Park Golf & Sportclub Co., Ltd.
Present	Director, North Park Real Estate Co., Ltd.
Present	Director, BJC Ogenki Co., Ltd.
Present	Director, BJC BigC Partner Co., Ltd.
Present	Director, BJC Big C Holding Co., Ltd.
Present	Director, BJC Packaging Co., Ltd.
Present	Director, BJC Move Co., Ltd.
Present	Director, BJC Industrial and Trading Co., Ltd.
Present	Director, BJH Investment Co., Ltd.
Present	Director, Berli Jucker Foods Co., Ltd.
Present	Director, Berli Jucker Logistics Co., Ltd.
Present	Director, Berli Jucker Specialties Co., Ltd.
Present	Director, Archa Beer Co., Ltd.
Present	Director, Samphankij Co., Ltd.
Present	Director, Siriwana Co., Ltd.
Present	Director, Marble and Stones Co., Ltd.
Present	Director, Thai Glass Industries Public Company Limited
Present	Director, Oishi Trading Co., Ltd.
Present	Director, Oishi Food Service Co., Ltd.
Present	Director, Oishi Ramen Co., Ltd.
Present	Director, B Raise Venture Co., Ltd.
Present	Director, Sirisamphan Co., Ltd.
Present	Director, Siam Food Products (1513) Co., Ltd.
January 2006 – September 6, 2023	1 st Executive Vice Chairman and Member of Remuneration Committee, Oishi Group Public Company Limited
May 2021 – July 18, 2023	Vice Chairman of Executive Director No.3, Siam Food Products Public Company Limited
November 2017 – July 18, 2023	Vice Chairman of Board of Director No.2, Siam Food Products Public Company Limited
August 2015 – July 18, 2023	Member of Remuneration and Nominating Committee, Siam Food Products Public Company Limited
October 2016 – September 2022	Director / Senior Executive Vice President / Chief Investment Officer, Thai Beverage Public Company Limited
December 2012 – November 2020	Director and Member of Executive Committee, Golden Land Property Development Public Company Limited
Mar 2016 – January 2018	Director and Member of Executives Committee, Big C Supercenter Public Company Limited
May 2010 – September 2016	Director and Vice President, Thai Beverage Public Company Limited
October 2003 – May 2010	Director and Senior Vice President, Thai Beverage Public Company Limited
November 22, 2023 – present	Director, Thai Group Money Company Limited
• Other Companies that compete with/related to the Company: -None- Shareholding in the Company (as of December 31, 2023): Relationship among Family with Other Directors and Executives: -None-	
	Personal: -None- Spouse or minor child: -None-

Prohibited characteristics	<ul style="list-style-type: none"> - There is no record of criminal offense related to property committed by fraud. - There is no record of potential conflict of interest with the Company over the past year
Meeting attendance in 2023	<ol style="list-style-type: none"> 1. Board of Directors Meeting 8/8 meetings 2. Nomination and Remuneration Committee 9/9 meetings 3. Risk Oversight Committee 6/6 meetings 4. Transformation Committee 15/16 meetings 5. Executive Board 16/17 meetings 6. Shareholders' Meeting 1/1 meeting
Director Nomination Criteria	<p>The Nomination and Remuneration Committee ("NRC") at meeting No. 1/2024, on February 7, 2024, thoroughly considered the nominated directors' qualification by considering the diversity of the board structure along with the qualifications, knowledge, ability, expertise of the board members (Board Skills Matrix) in accordance with the Company's business strategy, work experience that is beneficial to the Company, the ability to carry out responsibilities as a director of the Company and a sub-committee member entirely and effectively. This includes not possessing any characteristics that are prohibited by relevant laws and regulations. Therefore, NRC proposed the nominated directors to the Board of Directors at meeting No. 2/2024 on February 27, 2024 for consideration.</p>
Nomination Rationale	<p>The Board of Directors, excluding the interested directors, after considering Mr. Sithichai Chaikriangkrai's qualification and determining that it was appropriate, proposed to the 2024 Annual General Meeting of Shareholders to consider and approve the re-election of Mr. Sithichai Chaikriangkrai to hold office as a director and other sub-committee members that he has previously served for another term since he is completely qualified to serve as the Company's director. This includes not possessing any characteristics that are prohibited by relevant laws and regulations. In addition, his skills and knowledge in the areas of financial services business, accounting and finance, auditing, risk management, management and administration, sustainable development and Corporate Social Responsibility (CSR) and taxation are beneficial to the Company's business operations.</p>

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 proposed auditors for the year 2024
KPMG Phoomchai Audit Ltd.

1. Mr. Chokechai Ngamwutikul

Certificated Public Account (Thailand) No. 9728

Position

- Partner, Audit & Assurance

Educational Qualifications

- Master Degree of Business Administration, Chulalongkorn University
- Bachelor Degree of Business Administration (International Program), Chulalongkorn University

Professional Associations

- Authorized Auditor, approved by The Securities and Exchange Commission, Thailand
- Certified Public Accountant (CPA), Thailand
- Member of Federations of Accounting Professions (FAP)

Professional Experience

- Mr. Chokechai Ngamwutikul has more than 21 years of experience providing audit services.
- He provided professional audit services to several companies in accordance with IFRS, US GAAP and Stock Exchange of Thailand (SET) requirements.
- He managed several complex audits for clients in a variety of industries, primarily in the electronics, manufacturing, services, banking, leasing, insurance and non-profit organizations, and currently be the lead engagement partner on a publicly traded company in Thailand, international companies and various non-public companies.
- He has audit experiences ranging from SET filings and financial statement audits to the successful implementation of integrated audits.
- He has audit experience in risk-based capital adequacy (RBC) and financial statements. The scope of work covers Thai accounting standards, International Financial Reporting Standards (IFRS), regulations of the Bank of Thailand and regulations of the Office of Insurance Commission.

Relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons

-None-

2. Miss Orawan Chotiwiwiyakul

Certificated Public Account (Thailand) No. 10566

Position

- Partner, Audit & Assurance

Educational Qualifications

- Master Degree of Accounting, Thammasat University
- Bachelor Degree of Accounting, Kasetsart University

Professional Associations

- Certified Public Accountant authorized by The Securities and Exchange Commission, Thailand
- Certified Public Accountant (CPA), Thailand
- Member of Federations of Accounting Professions (FAP)

Professional Experience

- Ms. Orawan Chotiwiwiyakul has more than 18 years of experience providing audit services.
- She provides audit services for financial service businesses in Thailand, including commercial banks, insurance, securities, leasing, fund and asset management.
- She also has hands-on experience in preparing financial statements based on Thai Financial Reporting Standards (TFRS) and International Financial Reporting Standards (IFRS), and in assessing and testing Credit Risk Model.
- She is an expert at KPMG Thailand in terms of financial instruments according to the IFRS 9 and TFRS 9. She is a representative of KPMG to attend seminar or meeting with regulators, including BOT, SEC and TFAC.
- She has been an advisor and an instructor of the financial instruments in training courses for in-house, clients, government sectors, regulators and banks in Thailand, and Lao.
- She had been a TFAC sub-committee working group to support and consider solutions after adopting TFRS 9 – financial instruments. (2020 – 2023)

Relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons

-None-

3. Mr. Chanchai Sakulkoedsin**Certificated Public Account (Thailand) No. 6827****Position**

- Partner, Audit & Assurance

Educational Qualifications

- Master Degree of Accounting, Chulalongkorn University
- Bachelor Degree of Accounting, Kasetsart University

Professional Associations

- Certified Public Accountant authorized by The Securities and Exchange Commission, Thailand
- Certified Public Accountant (CPA), Thailand
- Member of Federations of Accounting Professions (FAP)

Professional Experience

- Mr. Chanchai Sakulkoedsin has more than 24 years of experience providing audit services.
- He provided professional audit services for financial service businesses in Thailand, including commercial banks, life and non-life insurance, securities, leasing, fund and asset management and provide assurance service for internal audit.
- He has a comprehensive understanding and hands-on experience with life and non-life insurance business, internal control, group reporting package under IFRS, Risk Based Capital and reports related to the OIC.
- He was a project manager for validation of TFRS 9 project.
- He has an experience to support the global and regional reinsurers for flood event in Thailand.

- He is currently a KPMG representative for Accounting standard, RBC and industry issue with industry and OIC.
- He had been a head of working team to prepare the accounting guideline for insurance business under TFAC.
- He has been a sub-committee of TFAC : TFRS 17 – Insurance contracts for the year 2020-2023.
- He has been a committee of TFAC : Accounting Standard Policy Specification for Insurance Business since the year 2019.

Relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons

-None-

4. Mr. Jedsada Leelawatanasuk

Certificated Public Account (Thailand) No. 11225

Position

- Director, Audit & Assurance

Educational Qualifications

- Bachelor Degree of Accounting, Chulalongkorn University

Professional Associations

- Certified Public Accountant authorized by The Securities and Exchange Commission, Thailand
- Certified Public Accountant (CPA), Thailand
- Member of Federations of Accounting Professions (FAP)

Professional Experience

- Mr. Jedsada has more than 14 years of experience providing audit services.
- He provides audit services for listed companies and financial service businesses in Thailand, including manufacturing, commercial banks, leasing, life and non-life insurance.
- He also has hands-on experience in preparing financial statements based on Thai Financial Reporting Standards (TFRS) and International Financial Reporting Standards (IFRS).
- He has been an advisor and an instructor of the insurance, IFRS and audit training courses for in-house training.
- He has also been an instructor of the audit training for Federation of Accounting Professions (TFAC) courses.
- He has experience in Audit Quality team involving in supervising, monitoring, and reviewing audit quality in KPMG Thailand.

Relationship or interest with the Company, its subsidiary, executives, major shareholders or their representative related persons

-None-

**Information of the Independent Directors Proposed by the Company as Proxy of Shareholders
(Exclusive of directors to be retired by rotation in 2024)**

(1) Pol. Gen. Jate Mongkolhutthi

Age	71 years
Current Position in the Company	Independent Director and Chairman of the Anti-Corruption Committee
Address	315, 12th floor, Thai Group Building, Silom Road, Silom, Bangrak, Bangkok 10500
Having interest/ non-interest om the agenda proposed at the shareholders' meeting	<ul style="list-style-type: none"> • Having interest in Agenda 5 – To Consider and Approve the Directors' Remuneration for the Year 2024 • No special interest which is different from other directors in all agenda proposed at the 2024 Annual General Meeting of Shareholders

(2) Dr. Buranawong Sowapru

Age	66 years
Current Position in the Company	Independent Director / Chairman of the Transformation Committee / Chairman of the Nomination and Remuneration Committee / member of the Risk Oversight Committee
Address	315, 12th floor, Thai Group Building, Silom Road, Silom, Bangrak, Bangkok 10500
Having interest/ non-interest om the agenda proposed at the shareholders' meeting	<ul style="list-style-type: none"> • Having interest in Agenda 5 – To Consider and Approve the Directors' Remuneration for the Year 2024 • No special interest which is different from other directors in all agenda proposed at the 2024 Annual General Meeting of Shareholders

Note: Information of Independent Directors of the Company is shown in the 2023 Annual Report (Form 56-1 One Report 2023) under section “Attachment 1”.

The Company's Articles of Association in relation to the AGM

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.
- Article 17. At each annual general meeting, one-third (1/3) of the total number of the directors at that time, or if the number is not a multiple of three (3), then the number nearest to one-third (1/3), must retire from office.
- A retiring director is eligible for re-election.
- The directors retiring from office in the first and second years after the registration of the Company shall be selected by means of drawing lots. In subsequent years, the director who has held office the longest shall retire.
- Article 20. A shareholders meeting may pass a resolution removing any director from office prior to the expiration of the term of office by a vote of no less than three-quarters (3/4) of the number of shareholders present at the meeting and entitled to vote and the shares held by them shall, in aggregate, be no less than one-half (1/2) of the number of shares held by the shareholders present at the meeting and entitled to vote.
- Article 22. The directors shall be entitled to receive remuneration from the Company in the form of a financial reward, meeting allowance, gratuity, bonus, or benefit of other nature in accordance with a resolution of the shareholders meeting by a vote of no less than two-thirds (2/3) of the number of shareholders present at the meeting. The remuneration may be designated in fixed amounts or as a specific guideline, for any specific time of payment or for continuous application until any future amendment by a resolution of the shareholders meeting. The directors are also entitled to the remunerations and benefits in accordance with the Company's regulations.
- The provision under the first paragraph shall not prejudice rights of the directors appointed from the staff-members or employees of the Company who are entitled to the remunerations and benefits as the staff-members or employees of the Company.

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.

Articles 36. The following matters shall be decided by the annual general meeting of shareholders:

- (1) to acknowledge the report of the Board of Directors concerning the Company's business during the previous year;
- (2) to consider and approve the balance sheet, and the profit and loss account of the accounting period of the previous year;
- (3) to consider and approve the appropriation of profits and distribution of dividends;
- (4) to appoint new directors to replace the directors who are due to retire upon the expiration of their term of office;
- (5) to determine the directors' remunerations;
- (6) to appoint auditors and to determine the audit fee; and
- (7) to transact other business.

Chapter 8 Accounting, Finance, and Auditing

- Article 40. The accounting period of the Company shall commence on 1 January and end on 31 December of every year.
- Article 41. The Company shall prepare and maintain books of accounting, and the auditing as prescribed by the relevant laws, as well as prepare a balance sheet and profit and loss account at least once every twelve (12) months, which constitute an accounting period of the Company.
- Article 42. The Board of Directors shall cause the balance sheets, and the profit and loss account to be prepared as of the end of the accounting period of the Company, and shall propose the same to the shareholders meeting for approval at the annual general meeting. The Board of Directors shall arrange for the auditor to complete the auditing prior to the proposal of the said balance sheet and the profit and loss account to the shareholders meeting.
- Article 43. The Board of Directors shall deliver to the shareholders the following documents together with a notice calling for the annual general meeting of shareholders:
- (1) a copy of the balance sheet and the profit and loss account which have been audited by the auditor, as well as an audit report of the auditor; and

(2) the annual report of the board of directors, and the supporting documents to the report.

- Article 44. No Director, staff-member, employee, or any person holding a position in the Company is eligible to act as an auditor.
- Article 45. The auditor has the authority to examine the accounts, documents, and any other evidence relating to the revenues and expenditures, including the assets and debts of the company during the business hours of the Company. In this regard, the auditor shall also have the authority to interrogate the directors, staff-members, employees, persons holding any position or having any duty in the company, and agents of the company, including directing them to clarify any matter or to deliver documents or evidence in connection with the operation of the business of the Company.
- Article 46. The auditor has the duty to attend every shareholders meeting of the Company at which the Financial Statements and problems pertaining to the Company's accounts are considered in order to provide a clarification of the auditing to the shareholders. The Company shall also deliver to the auditor the reports and all documents to be received by the shareholders for such shareholders meeting.

Chapter 9 Dividends and Reserves

- Article 47. No dividends shall be paid other than out of profits. If the Company still incurs an accumulated loss, no dividends shall be distributed.
- Dividends shall be equally distributed according to the number of shares, unless otherwise provided in the case of preference shares, for which the dividends are determined to be allocated differently from those of ordinary shares. The dividend payment shall be approved by the shareholders meeting.
- The Board of Directors may, from time to time, pay to the shareholders the interim dividends if the Board of Directors estimates that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the following shareholders meeting.
- Article 48. The Company must appropriate to a reserve fund, from the annual net profit, at least five (5) percent of the annual net profit less carried-forward accumulated loss (if any) until the reserve fund attains an amount of no less than ten (10) percent of the registered capital.

**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 22, 2024** via the following channels:

- **Email:** comsec@tgh.co.th or
- **Post:** Office of Corporate Secretary, Thai Group Holdings Public Company Limited at 6th floor, Thai Group 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 another person. **In the case your username and password are lost or you have not received it within April 24, 2024, please immediately contact the Company.**
- 1.3 The Company will inform the username and password to shareholders or the proxy holders together with E-AGM manual, kindly study the guideline as attached in your email. The system will be opened 60 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.
- 1.4 For the voting during the E-AGM, the shareholders or proxy holders will vote for “Approve” or “Disapprove” or “Abstain”. In case that no voting in the ant agenda, the system will automatically count the vote as Approve.
- 1.5 In case that the shareholders or proxy holders have any technical problems or questions regarding the voting system prior to/ during the meeting, please contact Quidlab Co., Ltd, the Company’s vendor for E-AGM of which contact will be appeared in the confirmation email of username and password.

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 namely (1) Pol. Gen. Jate Mongkolhutthi (2) Dr. Buranawong Sowapux the details of each independent director appeared in **Attachment No. 5**

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 22, 2024** via the following channels:

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

Supporting documents for the appointment of proxy

Shareholder appoints a proxy

- 1) A Proxy Form which is completely filled and signed by the proxy grantor and the proxy; **and**
- 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.

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 granter and signed by the proxy; **and**
- 2) A certified true copy of the Affidavit or Certificate of Incorporation which is issued in the period of not exceeding 6 months prior the proxy grantor's shareholder meeting; **and**
- 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 (as per Question Form in Attachment No.8) to the Company prior to the meeting date via following channels:
 - **Email:** comsec@tgh.co.th or
 - **Post:** Office of Corporate Secretary, Thai Group Holdings Public Company Limited at 6th floor, Thai Group 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 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024 at 10.00 hrs. through Electronic Meeting (E-AGM) by:

☐ Attending the E-AGM by myself, please send me a Username and Password, together with the Weblink for attending the E-AGM my email at _____

☐ Appointing Mr./ Ms. _____ as a proxy to attend the E-AGM. Please send a Username and Password, together with Weblink for attending the E-AGM to his/her email at _____

Sign _____ Shareholder

(_____)

Sign _____ Proxy

(_____)

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 22, 2024 via the following channels:**

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

แบบการส่งคำถามล่วงหน้าก่อนการประชุมสามัญผู้ถือหุ้นประจำปี 2567

Question Form for the 2024 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 ไทยกรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) ☐ ผู้รับมอบฉันทะจาก.....

☐ Being a shareholder of Thai Group Holdings Public Company Limited ☐ Being a proxy of

ขอส่งคำถามเกี่ยวกับการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ของบริษัท ดังนี้

Would like to submit question (s) relating to agenda (s) for the 2024 Annual General Meeting of Shareholders of the Company as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2566

Agenda 1 To acknowledge the Company's performance report as of December 31, 2023.

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566 ซึ่งผ่านการตรวจสอบโดยผู้สอบบัญชีของบริษัทแล้ว

Agenda 2 To consider and approve the audited Financial Statements for the year ended December 31, 2023.

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิประจำปี 2566 ไว้เป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2566

Agenda 3 To consider and approve an allocation profit derived from operating results for legal reserve and no dividend payment for the 2023.

วาระที่ 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda 4 To consider and approve the election of the directors in replacement of the directors who are due to retire by rotation.

วาระที่ 5 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2567

Agenda 5 To consider and approve the directors' remuneration for the year 2024.

- วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567
Agenda 6 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2024.
-
- วาระที่ 7 พิจารณานุมัติการแก้ไขเปลี่ยนแปลงตราประทับของบริษัท และการเปลี่ยนแปลงข้อบังคับของบริษัท ข้อ 50 ให้สอดคล้องกับตราประทับของบริษัท
Agenda 7 To consider and approve the amendment of the Company's Seal and Article of Association Article 50 to be aligned with the change of the Company's seal.
-
- วาระที่ 8 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
Agenda 8 To consider and approve the reduction 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 reduction of the Company's registered capital
-
- วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทแบบมอบอำนาจทั่วไป (General Mandate) และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับทุนจดทะเบียนของบริษัท
Agenda 9 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 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทแบบมอบอำนาจทั่วไป (General Mandate) จำนวน 451,258,698 หุ้น มูลค่าหุ้นที่ตราไว้หุ้นละ 10 บาท
Agenda 10 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.
-
- วาระที่ 11 เรื่องอื่นๆ (ถ้ามี)
Agenda 11 Other Business (if any).
-

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 ofvote(s) comprising:

..... ordinary share(s), representingvote(s);

..... preferred share(s), representingvote(s),

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

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

☐ (2) **Pol. Gen. Jate Mongkolhutthi**, Age **71** Years,
 Residence No. **315, Thai Group Building, 12th floor**, Road **Silom**,
 Tambol/Sub-district **Silom**, Amphoe/District **Bangrak**,
 Province **Bangkok**, Postal code **10500**; or

☐ (3) **Dr. Buranawong Sowapru**, Age **66** Years,
 Residence No. **315, Thai Group Building, 12th floor**, Road **Silom**,
 Tambol/Sub-district **Silom**, Amphoe/District **Bangrak**,
 Province **Bangkok**, Postal code **10500**; or

Individually, as my/our proxy to attend and vote at **the 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024, at 10.00 hours through Electronic Meeting (E-AGM)** 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) _____, Age _____ Years,
 Residence No. _____, Road _____,
 Tambol/Sub-district _____, Amphoe/District _____,
 Province _____, Postal code _____; or

☐ (2) Pol. Gen. Jate Mongkolhutthi, Age 71 Years,
 Residence No. 315, Thai Group Building, 12th floor, Road Silom,
 Tambol/Sub-district Silom, Amphoe/District Bangrak,
 Province Bangkok, Postal code 10500; or

☐ (3) Dr. Buranawong Sowapru, Age 66 Years,
 Residence No. 315, Thai Group Building, 12th floor, Road Silom,
 Tambol/Sub-district Silom, Amphoe/District Bangrak,
 Province Bangkok, Postal code 10500.

Individually, as my/our proxy to attend and vote at **the 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024, at 10.00 hours through Electronic Meeting (E-AGM)** 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 acknowledge the Company's performance report as of December 31, 2023

- ☐ (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 2 : To consider and approve the audited Financial Statements for the year ended December 31, 2023

- ☐ (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 : To consider and approve an allocation profit derived from operating results for legal reserve and no dividend payment for the 2023

- ☐ (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 4 : To consider and approve election the directors in replacement of the directors who are due to retire by rotation

☐ (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) Director name Mr. Thapana Sirivadhanabhakdi

☐ Approve

☐ Disapprove

☐ Abstain

(2) Director name Mr. Yothin Pibulkasetkij

☐ Approve

☐ Disapprove

☐ Abstain

(3) Director name Mr. Anuwat Jongyindee

☐ Approve

☐ Disapprove

☐ Abstain

(4) Director name Mr. Sithichai Chaikriangkrai

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 5 : To Consider and Approve the Directors' remuneration for the year 2024

☐ (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 6 : To consider and approve the appointment of the auditor and determination of the audit fee for the year 2024

☐ (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 7 : To consider and approve the amendment of the Company's Seal and Articles of Association Article 50 to be aligned with the change of the Company's Seal

☐ (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 8 : To consider and approve the reduction 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 reduction of the Company's registered capital

☐ (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 9 : 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

☐ (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 10 : 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

☐ (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 11 : 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 the 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024, at 10.00 hours through Electronic Meeting (E-AGM) 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), Age Years,
Residence No., Road

,
Tambol/Sub-district, Amphoe/District,
Province, Postal code; or

☐ (2) **Pol. Gen. Jate Mongkolhutthi**, Age **71** Years,
Residence No. **315, Thai Group Building, 12th floor**, Road **Silom**,
Tambol/Sub-district **Silom**, Amphoe/District **Bangrak**,
Province **Bangkok**, Postal code **10500**; or

☐ (3) **Dr. Buranawong Sowapru**, Age **66** Years,
Residence No. **315, Thai Group Building, 12th floor**, Road **Silom**,
Tambol/Sub-district **Silom**, Amphoe/District **Bangrak**,
Province **Bangkok**, Postal code **10500**; or

Individually, as my/our proxy to attend and vote at **the 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024, at 10.00 hours through Electronic Meeting (E-AGM)** 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 acknowledge the Company's performance report as of December 31, 2023

☐ (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 2 : To consider and approve the audited Financial Statements for the year ended December 31, 2023

☐ (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 : To consider and approve an allocation profit derived from operating results for legal reserve and no dividend payment for the 2023

☐ (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 4 : To consider and approve election the directors in replacement of the directors who are due to retire by rotation

☐ (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) Director name Mr. Thapana Sirivadhanabhakdi

☐ Approve

☐ Disapprove

☐ Abstain

(2) Director name Mr. Yothin Pibulkasetkij

☐ Approve

☐ Disapprove

☐ Abstain

(3) Director name Mr. Anuwat Jongyindee

☐ Approve

☐ Disapprove

☐ Abstain

(4) Director name Mr. Sithichai Chaikriangkrai

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 5 : To Consider and Approve the Directors' Remuneration for the year 2024

☐ (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 6 : To consider and approve the appointment of the auditor and determination of the audit fee for the year 2024

- ☐ (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 7 : To consider and approve the amendment of the Company's Seal and Articles of Association Article 50 to be aligned with the change of the Company's Seal

- ☐ (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 8 : To consider and approve the reduction 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 reduction of the Company's registered capital

- ☐ (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 9 : 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

- ☐ (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 10 : 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

- ☐ (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 11 : 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 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 2024 Annual General Meeting of Shareholders on Friday, April 26, 2024, at 10.00 hours through Electronic Meeting (E-AGM) 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.

☐ (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