



Invitation to the 2023 Annual General Meeting of Shareholders

**Thai Group Holdings Public Company Limited
on Thursday, April 27, 2023 at 10.00 hours**

through Electronic Meeting (E-AGM)

No. SorGor 11/2023

March 29, 2023.

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders

Thai Group Holdings Public Company Limited

- Attachment:
1. The 2022 Annual Report (Form 56-1 One Report for the year 2022) (QR code) and the Registration Form
 2. Information of individuals nominated as directors to replace directors retired by rotation
 3. Qualifications of the Independent Directors of the Company
 4. Information of the proposed auditors for the year 2023
 5. Information of the Independent Directors proposed by the Company as proxy of 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 2023 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 2023 Annual General Meeting of Shareholders on Thursday, April 27, 2023 at 10.00 hours through Electronic Meeting (E-AGM), 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, 2022.

Objective and Rationale: The Board of Directors has summarized the Directors' Report on the Company's performance and significant changes for the year 2022, which forms part of the Company's 2022 Annual Report (Form 56-1 One Report for the year 2022) delivered to the Company's shareholders together with this Invitation to the 2023 Annual General Meeting according to Attachment No. 1.

Board of Directors' Opinion: Consider it appropriate to propose to the 2023 Annual General Meeting for its acknowledgement of the 2022 operating results and other information of the Company.

Voting: This Agenda is for acknowledgement and voting is not required.

Agenda 2 To consider and approve the audited Financial Statements for the year ended December 31, 2022.

Objective and Rationale: In compliance with Section 112 of the Public Limited Company Act B.E. 2535, as amended (the "PLCA") which prescribes 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 2023 Annual General Meeting of Shareholders for consideration and approval. The Financial Statements as of December 31, 2022, which were approved by the Audit Committee, and audited and certified by the Company's auditor, are presented in the 2022 Annual Report (Form 56-1 One Report for the year 2022) delivered to all shareholders together with this Invitation to the 2023 Annual General Meeting of Shareholders according to Attachment No. 1.

Board of Directors' opinion: Consider it appropriate to propose that the 2023 Annual General Meeting of Shareholders consider and approve the financial statements for the year ended December 31, 2022 which were approved by the Audit Committee, and audited and certified by the Company's auditor.

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

Agenda 3 **To consider and approve no allocation of profit derived from operating results for legal reserve and no dividend payment for the 2022 operating result.**

Objective and Rationale: According to Article 36 (3) of the Company's Articles of Association, 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 stipulates 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 7,520,978,320 and has a legal reserve amounted as per the separate financial statements of Baht 37,850,816.29

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.

According to the Company's separated financial statements for the year ended December 31, 2022, the Company had net profit of Baht 130,835,645.67 but had accumulated deficit of Baht 461,496,566.48. Due to having accumulated deficit, the Company has not been allocated the amount from net profit of the Company for legal reserve. As of December 31, 2022, the Company reported the legal reserve of Baht 37,850,816.29 and not be able to pay dividend payment from the 2022 operating result.

Board of Directors' opinion: Consider it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve omission of allocation of profit derived from 2022 operating results for legal reserve and no dividend payment for the 2022 operating result since the Company has accumulated deficit of Baht 461,496,566.48 as of December 31, 2022.

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

Agenda 4 **To consider and elect the directors to replace those retired by rotation.**

Objective and Rationale: Pursuant to 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 every 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.

The following five (5) directors are due to retire this year:

1. Dr. Kulpatra Sirodom Independent Director, Chairman of the Audit Committee and Member of the Corporate Governance and Sustainability Committee.
2. Pol. Gen. Jate Monkolhutthi Independent Director and Chairman of the Anti-Corruption Committee.

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| 3. | Dr. Buranawong Sowapru | Independent Director, Chairman of the Nominee and Remuneration Committee, Chairman of the Transformation Committee and Member of the Risk Oversight Committee. |
| 4. | Mr. Vachara Tuntariyanond | Independent Director. |
| 5. | Mrs. Kittiya Todhanakasem | Director, Chairman of the Risk Oversight Committee, Member of the Nominee and Remuneration Committee and Member of the Transformation Committee. |

The Company had provided an opportunity for shareholders to propose agenda and to nominate qualified candidates for election as the Company's director during December 1, 2022 to January 31, 2023 pursuant to the criteria disclosed on the Company's website. However, no shareholder proposed any agenda for the 2023 Annual General Meeting nor was an agenda and a candidate nominated for the Company's directorship.

The Nomination and Remuneration Committee further prudently considered the qualifications of the directors according to the PLCA and the Notifications of the Office of Securities and Exchange Commission (the "SEC") to serve as the Company's Board of Directors. Therefore, the Nomination and Remuneration Committee hereby proposes to the Board to consider and approve the re-election of the five retiring directors to serve as the Company's directors and subcommittee members for another term.

Information of individuals nominated as the directors to replace directors retired by rotation as well as the qualifications of the Independent Director of the Company was delivered to the Company's shareholders together with this invitation to the 2023 Annual General Meeting of Shareholders according to Attachment No. 2 and Attachment No. 3, respectively.

Board of Directors' Opinion: The Board of Directors, excluding directors with conflict of interest in the agenda has deliberately, considered qualifications of each director and each independent director in accordance with the nomination guideline set out by the Board of Directors and board skill matrix, the Board of Directors was of view that the proposed directors are appropriately qualified without characteristics prohibited by any applicable rules and laws, have knowledge, skills and expertise which will be benefits the organization, vision, business ethic and good attitude toward the Company.

Additionally, the Board of Directors also considered that the independent directors, namely Dr. Kulpatra Sirodom, Pol. Gen. Jate Mongkolhutthi, Dr. Buranawong Sowapru, Mr. Vachara Tuntariyanond are appropriately qualified as independent directors and able to express opinions independently in accordance with the Company's qualification for independent director and other related criteria.

The Board of Directors agreed with the Nomination and Remuneration Committee to propose that the 2023 Annual General Meeting of Shareholders to consider and approve the election of the retiring directors namely; (1) Dr. Kulpatra Sirodom, (2) Pol. Gen. Jate Mongkolhutthi, (3) Dr. Buranawong Sowapru, (4) Mr. Vachara Tuntariyanond and (5) Mrs. Kittiya Todhanakasem to serve as the Company's directors and member of their sub-committees for another term.

Moreover, according to the resolution of the 2022 Shareholders' Meeting approved the number of the Board of Directors at sixteen seats, there are 2 vacant seats. the Board of Directors' Meeting agreed to propose the shareholders' meeting to reserve 2 seats due to nomination process to be in accordance with related laws.

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

Agenda 5 To consider and approve the Directors' remuneration for the year 2023.

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 stipulates 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, 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 sufficient to encourage the directors to efficiently perform their duties to meet the objectives and in accordance with the business goals and plans for sustainable business operation.

In the year 2022, the Company paid the remuneration to the Board of Directors and other sub-committee's members for total amount of Baht 13,490,000 (Mr. Charoen Sirivadhanabhakdi, the Chairman of the Board, and Khunying Wanna Sirivadhanabhakdi, the Vice Chairman of the Board, expressed their intention to not receive the remuneration for the year 2022) which was in accordance with the criteria approved by the 2022 Annual General Meeting of Shareholders. The details of which are shown in the 2022 Annual Report (Form 56-1 One Report for the year 2022) of the Company under Corporate Governance Structure which was delivered to the Company's shareholders together with this invitation to the 2023 Annual General Meeting Shareholders according to Attachment No. 1.

The Nomination and Remuneration Committee thus considered the remuneration for the year 2023 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 with the Company's business transformation process which is comply with business transformation strategy, Enterprise Risk Management, Corporate Governance to ensure the Company's sustainable growth in long term, the Board of Directors and other sub-committees have greatly important roles in this process.

The Nomination and Remuneration agreed to propose the directors' remuneration for the year 2023 at the amount of not exceeding Baht 20,000,000 which is increased from last year in the amount of Baht 5,000,000 or 33.33% and set new criteria of the year 2023's director remuneration to be paid as monthly compensation and meeting allowance as following details:

Unit: (Baht / person)				
Board of Directors and Sub-committees	2023 (Propose)		2022	
	Monthly Compensation	Meeting Allowance per meeting	Monthly Compensation	Meeting Allowance per meeting
1. Board of Directors				
• Chairman	60,000	10,000	-	70,000
• Vice Chairman	45,000	5,000	-	50,000
• Director	35,000	5,000	-	40,000
2. Audit Committee				
• Chairman	50,000	-	-	50,000
• Member	40,000	-	-	40,000
3. Other sub-committees appointed by the Board of Directors				
• Chairman	40,000	-	-	40,000
• Member	30,000	-	-	30,000

Unit: (Baht / person)

Board of Directors and Sub-committees	2023 (Propose)		2022	
	Monthly Compensation	Meeting Allowance per meeting	Monthly Compensation	Meeting Allowance per meeting
	<ul style="list-style-type: none"> For directors who receive monthly salary from the Company will not receive monthly compensation and meeting allowance. No other benefits. 		<ul style="list-style-type: none"> Extra-remunerations (bonus), the Board of Directors is authorized to consider and allocate as appropriate based on the performance result of the Company. No other benefits. 	

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 2023 Annual General Meeting of Shareholders to consider and approve directors' remuneration for the year 2023 at the amount of not exceeding Baht 20,000,000 which is increased from last year in the amount of Baht 5,000,000 or 33.33% and set new criteria of the year 2023's director remuneration to be paid as monthly compensation and meeting allowance per meeting without other benefit.

Voting: The resolution for this Agenda requires a vote of not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

Agenda 6 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2023.

Objective and Rationale: In compliance with Section 120 of the PLCA which prescribes that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year; and 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 2022, the Company's auditor is Mr. Chokechai Ngamwuitikul, Certified Public Accountant (Thailand) No. 9728 from KPMG Phoomchai Audit Ltd. ("KPMG") who is responsible for reviewing, auditing and giving opinions on the company's financial statements for three years, which is not more than the time stipulated by the Securities and Exchange Commission.

In order to select the Company's auditor for the year 2023, 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 as well as the audit fee 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 subsidiary companies due to its high standard, expertise, good working record, independence and reasonable fee.

Board of Directors' Opinion: Considered as proposed by Audit Committee to propose to the 2023 Annual General Meeting to consider and approve the appointment of auditors as following:

1. Appointment of the following auditors from KPMG Phoomchai Audit Limited to be the auditors of the Company for the fiscal year 2023 namely;

Name of Auditor	CPA License No.	Year(s) as the auditor of the Company
1) Miss Pantip Gulsantithamrong	4208	4 years (has been appointed in 2019) or
2) Mr. Chanchai Sakulkoedsin	6827	4 years (has been appointed in 2019) or
3) Mr. Chokechai Ngamwuitikul	9728	4 years (has been appointed in 2019)

to singly act as the auditor and give opinion on the Company's financial statements. In the absence of the above-named auditors, KPMG is authorized to identify one other Certified Public Accountant within KPMG to carry out the work.

2. For the remuneration, the Board of Directors considered and agreed with the Audit Committee to propose the 2023 Annual General Meeting of Shareholders to consider and approve the audit fee in the amount of Baht 3,780,000 which is the higher than the previous year of Baht 180,000 or equivalent to 5%, due to rising inflation.
3. The details of audit fee (Baht.) between 2022 and 2023 are as follows;

Details	2023	2022	Increase / (Decrease)
1) Annual Audit Fee	1,930,000	1,950,000	(1.02%)
2) Quarterly Financial Statements Review	1,850,000	1,650,000	12.12%
Total	3,780,000	3,600,000	5.00%

In this regard, in 2022, the Company and its subsidiary paid for the non-audit fee in total amount of Baht 368,892.

In addition, the auditors from KPMG Phoomchai Audit Limited also serve as the Company's subsidiaries for the year 2023 as follows; (1) Southeast Life Insurance Public Company Limited (2) Indra Insurance Public Company Limited (3) Southeast Capital Company Limited (4) Rod Dee Ded Auto Company Limited (5) Southeast Money Company Limited (6) Southeast Money Retail Company Limited

It is noted that KPMG and auditors named above are the auditors approved by the Office of the Securities and Exchange Commission, and have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties.

Information of the proposed auditors for the year 2023 are delivered to the Company's shareholders together with this invitation to the 2023 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 for this Agenda requires a majority vote of shareholders attending the meeting and casting their votes.

Agenda 7 **To consider and approve the amendment of the Company's Article of Association.**

Objective and Rationale: To specify guideline for supervision and management of subsidiary and associated companies including of subsidiary and associated companies listed on the Stock Exchange of Thailand, the Board of Directors agreed to propose the 2023 Annual General Meeting to consider and approve the amendment of the Company's Article of Association, Chapter 7 Supervision and Management of Subsidiary and Associated Companies, listed on the Stock Exchange of Thailand by adding Article 38/1 and Article 39/1.

Board of Directors' Opinion: approved to propose the 2023 Annual General Meeting to consider and approve the amendment of the Company's Article of Association, Chapter 7 Supervision and Management of Subsidiary and Associated Companies by adding Article 38/1 and Article 39/1 and deems it appropriate to assign a director or a person assigned by the director to register an amendment to the Articles of Association of the Company to the Department of Business Development, Ministry of Commerce with the authority to amend the wording or take any action in order to comply with the order of the Registrar.

The details of the Article 38/1 and Article 39/1 are as follows:

Article 38

(1) The matters which require approval from the Board of Directors:

- (a) the appointment or nomination of any person as a director or executive in the company operating main business who has a part in the management of the company proportionally to his or her shareholding, provided that it shall be at the discretion of a director and an executive who is nominated or appointed by the Company to consider and cast a vote at a meeting of the board of directors of the company operating main business on matters relating to general management and the ordinary course of business of such company operating main business as he or she deems appropriate in the best interests of the Company and the company operating main business, with the exception of the matters in which such director or executive has a vested interest.

In this regard, such director or executive nominated under the previous paragraph shall have the qualifications, roles, duties, and responsibilities, as well as possess no prohibited characteristics under the Notification of the Securities and Exchange Commission regarding the Determination of Untrustworthy Characteristics of Company Directors and Executives;

- (b) the consideration and approval on an annual dividend payment, and interim dividend payment of the Subsidiary (if any);
- (c) amendment to the articles of association of the Subsidiary, save for amendment to the articles of association on any significant matters under Article 38 (2) (f);
- (d) the consideration and approval of an annual budget of the Subsidiary;
- (e) the appointment of an auditor of the Subsidiary;

The transactions under the following (f) to (n) are considered as significant transactions. As the entering into of such transactions shall materially affect the financial position and operating results of the Subsidiary, such transactions shall first be approved by the Board of Directors of the Company, provided for cases when calculating the value of the transaction to be entered into by a Subsidiary by comparing it with the asset value of the Company (by applying the criteria on calculation of transaction value prescribed under the Notifications of the Capital Market Supervisory Board and of the Board of Governors of the Stock Exchange of Thailand regarding the acquisition and disposal of assets, and/or regarding connected transactions, and/or any amendments thereto which are applicable at the time (as the case may be), mutatis mutandis), the transaction value falls under the criteria which requires the transaction be approved by the Board of Directors of the Company. Such transactions are as follows:

- (f) the Subsidiary agrees to enter into a transaction with a connected person, or a transaction concerning acquisition or disposal of the assets of such Subsidiary;
- (g) the transfer or waiver of privilege, as well as a waiver of rights of claim against a person causing damage to the Subsidiary;

- (h) the sale or transfer of all or substantial parts of the business of the Subsidiary to other person;
 - (i) the purchase or acceptance of transfer of the business of other companies by the Subsidiary;
 - (j) the entering into, amendment, or termination of contracts with respect to the granting of a hire of all or substantial parts of the business of the Subsidiary, the entrustment of the management of the business of the Subsidiary to any other person, or the amalgamation of the business of the Subsidiary with other persons;
 - (k) the lease or granting of hire-purchase of all or substantial parts of the business or assets of the Subsidiary;
 - (l) the securing of loans, granting of loans, granting of credit facilities, provision of guarantees, entering into of juristic acts causing the Subsidiary to be subject to additional financial burdens, or the provision of financial assistance of any nature to any other person which is not an ordinary course of business of the Subsidiary;
 - (m) the winding up of the Subsidiary; and
 - (n) any other transaction which is not an ordinary course of business of the Subsidiary and will materially affect the Subsidiary.
- (2) The matters which require approval from a shareholders meeting of the Company before being entered into by the Subsidiary:
- (a) the Subsidiary agrees to enter into a transaction with a connected person, or a transaction concerning acquisition or disposal of the assets of such Subsidiary, provided for cases in which when calculating the value of a transaction to be entered into by a Subsidiary by comparing it with the asset value of the Company (by applying the criteria on calculation of transaction value prescribed under the Notifications of the Capital Market Supervisory Board and of the Board of Governors of the Stock Exchange of Thailand, mutatis mutandis), the transaction value falls under the criteria which requires the transaction be approved by a shareholders meeting of the Company;
 - (b) capital increase by means of an issuance of newly-issued shares of the Subsidiary and the allocation of shares, as well as a decrease in registered capital which is not in accordance with the shareholding percentage of the shareholders, or any other undertaking which shall result in the percentage of voting rights of the Company, directly and/or indirectly, in the shareholders meeting of the Subsidiary at any level being reduced to lower than the percentage required by the law which is applicable to the Company, rendering the Company unable to maintain control over the Subsidiary, provided for cases in which when calculating the value of a transaction to be entered into by a Subsidiary by comparing it with the asset value of the Company, the transaction value falls under the criteria which requires the transaction be approved by a shareholders meeting of the Company (by applying the criteria on calculation of transaction value prescribed under the Notifications of the Capital Market Supervisory Board and of the Board of Governors of the Stock Exchange of Thailand, mutatis mutandis);
 - (c) any other operation which shall result in the percentage of voting rights of the Company, directly and/or indirectly, in the shareholders meeting of the Subsidiary at any level being reduced to lower than ten (10) percent of the total votes of the shareholders meeting of the Subsidiary, or result in the voting rights of the Company, directly and/or indirectly, in the shareholders meeting of the Subsidiary at any level being reduced to lower than fifty (50) percent of the total votes of the shareholders meeting of the Subsidiary for the entering into of any other transaction which is not an ordinary course of business of the Subsidiary;
 - (d) the winding up of the Subsidiary, provided for cases in which when calculating the value of a transaction to be entered into by a Subsidiary by comparing it with the asset value of the Company (by applying the criteria on calculation of transaction value prescribed under the Notifications of the Capital Market Supervisory Board and of the Board of Governors of the Stock Exchange of Thailand regarding the acquisition and disposal of assets, and/or regarding connected transactions, and/or any amendments thereto which are applicable at the time, mutatis mutandis), the value falls under the criteria which requires the transaction be approved by a shareholders meeting of the Company;

- (e) any other transaction which is not an ordinary course of business and shall materially affect the Subsidiary, provided for cases in which when calculating the value of a transaction to be entered into by a Subsidiary by comparing it with the asset value of the Company (by applying the criteria on calculation of transaction value prescribed under the Notifications of the Capital Market Supervisory Board and of the Board of Governors of the Stock Exchange of Thailand regarding the acquisition and disposal of assets, and/or regarding connected transactions, and/or any amendments thereto which are applicable at the time, mutatis mutandis), the value falls under the criteria which requires the transaction be approved by a shareholders meeting of the Company;
- (f) amendment to the articles of association of the Subsidiary on a matter which may materially affect the financial position and operating results of the Subsidiary, including without limitation, amendment to the articles of association of the Subsidiary which affects the voting rights of the Company in the meetings of the board of directors and/or of the shareholders of the Subsidiary, or the dividend payment of the Subsidiary, etc.

Propose

Article 38/1 The entering into of any of the following transaction or operation of the subsidiary or associated company which is a company listed on the Stock Exchange of Thailand **shall be exempted and not subject to any requirement** which the Company would have to carry out to seek approval from the Board of Directors and/or a shareholders' meeting of the Company as specified in Article 38

- (a) Case (b), (c), (e), (f), (g), (h), (i), (j), (k), (l), (m), (n) of Article 38(1)
- (b) Case (a), (b), (c), (d), (e), (f) of Article 38(2)

For the purposes of corporate governance under this Article, the Company shall determine the appropriate, effective, and concise measures sufficient to receive the information and details in the event that the subsidiary or associated company which is a company listed on the Stock Exchange of Thailand **has entered into any transaction and/or operation in any matters under (1) or (2) above for the Company's acknowledgement through the representative director appointed pursuant to Article 38(1)(a) and/or the representative of the Company as designated.**

Article 39

The Board of Directors of the Company shall ensure that the Subsidiary has an internal control system, risk management system, and anti-corruption system, as well as ensure that there are measures to monitor the operating results of the Subsidiary and associated companies which are appropriate, efficient, and concise, in order for it to be confident that the operations of the Subsidiary and associated companies are truly in accordance with the Company's policies, Chapter 7 of these Articles of Association, as well as the laws and notifications on good corporate governance of the listed companies, relevant notifications, rules and regulations, and criteria of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand. In addition, the Board of Directors shall ensure that the Subsidiary and associated companies fully and accurately disclose information on the entering into of connected transactions, and/or asset acquisition or disposal transactions, and/or any other significant transactions to the Company, and undertake any acts in accordance with the criteria on supervision and management of Subsidiary and associated companies as specified under this Chapter 7 of these Articles of Association.

Propose

Article 39/1

The Company shall encourage and monitor the subsidiary or associated company which is a company listed on the Stock Exchange of Thailand to have an internal control system, risk management system, and anti-corruption system, including setting up appropriate, efficient, and concise measures to monitor the operating results of such subsidiary and associated company, in order to ensure that the operations of the subsidiary and associated company are truly in accordance with the Company's policies, Chapter 7 of this Articles of Association, as well as the laws and notifications on good corporate governance of listed companies, relevant notifications, rules and regulations, and relevant criteria of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand, and ensure that the Subsidiary and associated company fully and accurately disclose any information, the entering into any connected transactions, and/or any transactions deemed an acquisition or disposition of assets, and/or any other transactions with significant importance to the Company, and undertake any acts in accordance with the criteria on supervision and management of subsidiary and associated company as specified under Chapter 7 of this Articles of Association in a complete and accurate manner.

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

Agenda 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 2023 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: The Company has plan for the business expansion and growth on a continuous basis in order to generate income and profit which will generate returns to the shareholders. Therefore, in order to support the Company’s business expansion as targeted and to increase a capability in sourcing fund from capital market suitably and flexibly in the case the Company has necessity to use fund. 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 2023 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	10.00 Baht	(ten Baht)
Comprised of		
Ordinary shares	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 2023 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 2023 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 2023 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 Clause 4 in the Company's Memorandum 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. ThorChor. 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. TorChor. 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 To consider other matters (if any).

All shareholders are cordially to attend the 2023 Annual General Meeting of Shareholders on Thursday, April 27, 2023 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 Thursday, April 20, 2023 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 2023 Annual General Meeting of Shareholders on Tuesday, March 14, 2023 (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 2023 Annual General Meeting, including issuance of a notice calling the 2023 Annual General Meeting, change of date,

time and venue of the 2023 Annual General Meeting and other details in relation to the 2023 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)

Acting 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 2023 General Meeting of Shareholders and all related documents at the Company's website from March 29, 2023. If any shareholder has a query regarding the agenda of the 2023 General Meeting of Shareholders, please send the query in advance during April 5, 2023 and April 21, 2023 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 Individuals Nominated as Directors to Replace Directors Retired by Rotation

1. Dr. Kulpatra Sirodom



Age 67 years

Proposed Appointment Independent Director.

Appointment Date July 11, 2018.

Current Position Independent Director, Chairman of the Audit Committee and Member of the Corporate Governance and Sustainability Committee.

Duration of Directorship in the Company 4 years and 9 months (7 years and 9 months including the term of office after this appointment)

Education / Training

- Ph.D. (Finance), University of Pittsburgh, U.S.A.
- Master of Business Administration (Finance) West Virginia University, U.S.A.
- BBA (First Class Honors-Finance), Thammasat University

Director Training

- Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) Class 0/2000
- Advance Audit Committee Program (ACP) Class 29/2009
- Director Leadership Certification Program (DLCP) Class 0/2021

Directorship Positions / Other Positions at Present

• **Listed Companies**

February 28, 2019 – present	Chairman of the Audit Committee, 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	Independent Director, Thai Group Holdings Public Company Limited
June 1, 2022 – present	Director, SCB X Public Company Limited
2017 – present	Independent Director and Chairman of the Audit Committee, The Erawan Group Public Company Limited
2013 – present	Independent Director / Chairman of The Audit Committee / Chairman of the Corporate Governance Committee, Thai Wacoal Public Company Limited
1994 – present	Independent Director and Chairman of The Audit Committee, Thai President Foods Public Company Limited

• **Non-listed Company**

2021 – present	Director, The Stock Exchange of Thailand
2018 – present	Director and Chairman of the Audit Committee, Mae Fah Luang Foundation under Royal Patronage
2017 – present	Director and Chairman of Audit Committee, Thai Listed Companies Association
2015 – present	Director, SCB Foundation
2013 – present	Honorary Director, Sripatum University Council
2013 – present	Director, Southeast Bangkok College Council
2006 – present	Director, Professor Sangvian Indaravijaya Foundation

• **Other Companies that compete with/related to the Company** -None-

Shareholding in the Company Personal: -None-

(as of December 31, 2022): Spouse or minor child: -None-

Relationship among Family with Other Directors and Executives: -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 2022	<ol style="list-style-type: none">1. Board of Directors Meeting 18/19meetings2. Audit Committee Meeting 10/10 meetings3. Corporate Governance and Sustainability Committee 2/2 meetings4. Shareholders' meeting 1/2 meeting
Director Nomination Criteria	<p>The Nomination and Remuneration Committee ("NRC") Meeting No. 1/2023, on February 1, 2023, considered her qualifications, knowledge, expertise, board diversity and valuable working experiences, appropriately qualified as independent directors and able to express opinions independently in accordance with the Company's qualification for independent director and other related criteria. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/2023 held on February 28, 2023 for consideration</p>
Nomination Rationale	<p>The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Dr. Kulpatra Sirodorn and deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders to consider and elect her as the independent director and member of her sub-committees for another term as her qualification is fully qualified as the Company's independent director according to the Company's independent director requirement and other related criteria including not having business relationship with major shareholders and management and be able to express opinions independently. Moreover, she has extensive knowledge and expertise in accounting, finance, risk management, corporate management and financial business which is beneficial to the business of the Company.</p>

Information of Individuals Nominated as Directors to Replace Directors Retired by Rotation

2. Pol. Gen. Jate Mongkolhutthi

Age 70 years

Proposed Appointment Independent Director.**Appointment Date** July 11, 2018.**Current Position** Independent Director and Chairman of the Anti-Corruption Committee.
Duration of Directorship in the Company 4 years and 9 months (7 years and 9 months including the term of office after this appointment)**Education / Training**

- Entrepreneurship and Business Skill Class 7, NIDA
- Police Management for Top Executives Class 16, Police College
- Justice Management for Top Executives Class 6, Office of the Attorney General
- Certificate of The National Defence College Class 45
- LL.M., Chulalongkorn University
- LL.B., Ramkhamhaeng University

Director Training Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP) Class 8/2004
- Director Certification Program (DCP) Class 117/2009
- Advance Audit Committee Program (ACP) Class 14/2006
- Finance for Non-Finance Director (FND) Class 30/2006

Directorship Positions / Other Positions at Present• **Listed Companies**

July 1, 2022 – present	Chairman of the Anti-Corruption Committee, Thai Group Holdings Public Company Limited
July 11, 2018 – present	Independent Director, Thai Group Holdings Public Company Limited
February 28, 2019 – June 30, 2022	Chairman of the Risk Management Committee, Thai Group Holdings Public Company Limited
2022 – present	Chairman of the Board, Lease It Public Company Limited
1999 – present	Independent Director, SINO-Thai Engineering and Construction Public Company Limited
1999 – present	Independent Director, STP&I Public Company Limited (มหาชน)

• **Non-listed Company**

2013 – present	Independent Director and Member of the Audit Committee, Southeast Life Insurance Public Company Limited
2020 – January 31, 2023	Chairman of the Board, One Power Company Limited

• **Other Companies that compete with/related to the Company** -None-**Shareholding in the Company** Personal: -None-

(as of December 31, 2021): Spouse or minor child: -None-

Relationship among Family with Other Directors and Executives: -None-**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 2022

1. Board of Directors Meeting 19/19 meetings
2. Risk Management Committee Meeting 3/3 meetings*



(*resigned from the position of Chairman of the Risk Management Committee effective on June 24, 2022.)

3. Anti-Corruption Committee Meeting 3/3 meetings

4. Shareholders' meeting 2/2 meetings

Director Nomination Criteria

The Nomination and Remuneration Committee ("NRC") Meeting No. 1/2023, on February 1, 2023, considered his qualifications, knowledge, expertise, board diversity and valuable working experiences, appropriately qualified as independent directors and able to express opinions independently in accordance with the Company's qualification for independent director and other related criteria. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/2023 held on February 28, 2023 for consideration

Nomination Rationale

The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Pol. Gen. Jate Mongkolhutthi and deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders to consider and elect him as the independent director and member of his sub-committees for another term as his qualification is fully qualified as the Company's independent director according to the Company's independent director requirement and other related criteria including not having business relationship with major shareholders and management and be able to express opinions independently. Moreover, he has extensive knowledge and expertise in legal and life insurance business which is beneficial to the business of the Company.

Information of Individuals Nominated as Directors to Replace Directors Retired by Rotation

3. Dr. Buranawong Sowapruux



Age 65 years

Proposed Appointment Independent Director.**Appointment Date** April 29, 2021.**Current Position** Independent Director, Chairman of the Nominee and Remuneration Committee, Chairman of the Transformation Committee and Member of the Risk Oversight Committee.**Duration of Directorship in the Company** 2 years (5 years including the term of office after this appointment)

Education / Training

- Ph.D. in Engineering, Texas A&M University, Texas, USA
- Master of Engineering Program, Texas A&M University, Texas, USA
- Bachelor of Engineering Program in Mechanical Engineering, Chulalongkorn University

Director Training

Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP) Class 277/2019
- Advance Audit Committee Program (AACP) Class 34/2019
- Director Leadership Certification Program (DLCP) Class 2/2564
- Independent Observer Program (IOP) Class 9/2019

Directorship Positions / Other Positions at Present

- **Listed Companies**

July 2022 – present	Chairman of the Nomination and Remuneration Committee and Member of the Risk Oversight Committee, Thai Group Holdings Public Company Limited
April 4, 2022 – present	Chairman of the Transformation Committee, Thai Group Holdings Public Company Limited
September 23, 2021 – April 3, 2022	Member of the Transformation Committee, Thai Group Holdings Public Company Limited
April 2021 – present	Independent Director, Thai Group Holdings Public Company Limited
April 8, 2019 – present	Independent Director / Chairman of the Nomination, Remuneration and Performance Evaluation Committee / Member of the Audit Committee, Esso (Thailand) Public Company Limited

- **Non-listed Company**

May 18, 2020 – present	Director, Energy for Environment Foundation
2019 – present	Observer, Anti-Corruption Organization of Thailand
2015 – present	Independent Director, The Blue Circle PTE LTD (Singapore)
2015 – present	Director, Able Asset Sukhumvit Company Limited

- **Other Companies that compete with/related to the Company** -None-

Shareholding in the Company Personal: -None-

(as of December 31, 2021): Spouse or minor child: -None-

Relationship among Family with Other Directors and Executives: -None-

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 2022

1. Board of Directors Meeting 19/19 meetings
2. Nomination and Remuneration Committee Meeting 2/2 meetings
3. Transformation Committee Meeting 19/19 meetings
4. Risk Oversight Committee Meeting 4/4 meetings
5. Shareholders' meeting 2/2 meetings

Director Nomination Criteria

The Nomination and Remuneration Committee ("NRC") Meeting No. 1/2023, on February 1, 2023, considered his qualifications, knowledge, expertise, board diversity and valuable working experiences, appropriately qualified as independent directors and able to express opinions independently in accordance with the Company's qualification for independent director and other related criteria. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/2023 held on February 28, 2023 for consideration

Nomination Rationale

The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Dr. Buranawong Sowapruks and deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders to consider and elect him as the independent director and member of his sub-committees for another term as his qualification is fully qualified as the Company's independent director according to the Company's independent director requirement and other related criteria including not having business relationship with major shareholders and management and be able to express opinions independently. Moreover, he has extensive knowledge and expertise in accounting, finance, risk management, corporate management, organizational and human resources development including information technology, digital and innovation which is beneficial to the business of the Company.

Information of Individuals Nominated as Directors to Replace Directors Retired by Rotation**4. Mr. Vachara Tuntariyanond**

Age 64 years

Proposed Appointment Independent Director.**Appointment Date** April 29, 2021.**Current Position** Independent Director.**Duration of Directorship** 2 years (5 years including the term of office after this appointment)**in the Company****Education / Training** - Master Degree, Science in Management Administration, Northrop University, California, USA.**Director Training** Thai Institute of Directors Association (IOD)
- Corporate Governance for Capital Market Intermediaries (CGI) Class 6/2015
- Audit Committee and Continuing Development Program (ACP) Class 41/2012
- Monitoring the Quality of Financial Reporting (MFR) Class 16/2012
- Monitoring the Internal Audit Function (MIA) Class 13/2012
- Monitoring Fraud Risk Management (MFM) Class 8/2012
- Director Certification Program (DCP) Class 94/2007**Directorship Positions / Other Positions at Present****• Listed Companies**

April 2021 – present	Independent Director, Thai Group Holdings Public Company Limited
2018 – present	Independent Director and Member of the Audit Committee, Asset World Corp Public Company Limited
2016 – present	Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee, M Pictures Entertainment Public Company Limited
2013 – present	Chairman and Independent Director, Eastern Polymer Group Public Company Limited

• Non-listed Company

December 1, 2022 – present	Independent Director, BJC Logistic and Warehouse Company Limited
November 2022 – present	Chairman of the Board of Director, Southeast Life Insurance Public Company Limited
December 2020 – present	Independent Director, Southeast Life Insurance Public Company Limited
November 2022 – present	Chairman of the Audit Committee, Southeast Capital Company Limited
November 2020 – present	Independent Director, Southeast Capital Company Limited
April 2022 - present	Independent Director, Double A (1991) Public Company Limited
2008 – present	Independent Director, National Power Supply Public Company Limited
2014 – present	Chairman, Krung Thai Asset Management Public Company Limited
2007 – present	Advisor to the Board of Directors, ACE CAPITAL CO., LTD.

• Other Companies that compete with/related to the Company -None-**Shareholding in the Company** Personal: -None-**(as of December 31, 2021):** Spouse or minor child: -None-**Relationship among Family with Other Directors and Executives:** -None-**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 2022

1. Board of Directors Meeting 17/19meetings
2. Shareholders' meeting 2/2 meetings

Director Nomination Criteria

The Nomination and Remuneration Committee ("NRC") Meeting No. 1/2023, on February 1, 2023, considered his qualifications, knowledge, expertise, board diversity and valuable working experiences, appropriately qualified as independent directors and able to express opinions independently in accordance with the Company's qualification for independent director and other related criteria. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/2023 held on February 28, 2023 for consideration

Nomination Rationale

The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Mr. Vachara Tuntariyanond and deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders to consider and elect him as the independent director and member of his sub-committees for another term as his qualification is fully qualified as the Company's independent director according to the Company's independent director requirement and other related criteria including not having business relationship with major shareholders and management and be able to express opinions independently. Moreover, he has extensive knowledge and expertise in life insurance business, non-life insurance business, financial business, risk management and corporate management which is beneficial to the business of the Company.

Information of Individuals Nominated as Directors to Replace Directors Retired by Rotation

5. Mrs. Kittiya Todhanakasem

Age 64 years

Proposed Appointment Director.

Appointment Date April 4, 2022.

Current Position Director, Chairman of the Risk Oversight Committee, Member of the Nominee and Remuneration Committee and Member of the Transformation Committee.

Duration of Directorship in the Company 1 year (4 years including the term of office after this appointment)

Education / Training

Director Training

- MBA, University of Illinois, Champaign Urbana, USA.
- Bachelor of Accountancy (honors), Thammasat University.
- Guest speaker, Thai Institute of Directors Association (IOD)
- Thai Institute of Directors Association (IOD)
 - Directors Accreditation Program (DAP) class 45/2548
 - Directors Certification Program (DCP) class 76/2549
 - Role of the Nomination and Governance Committee (RNG) class 4/2556
 - Role of the Chairman Program (RCP) class 36/2558

Directorship Positions / Other Positions at Present

• **Listed Companies**

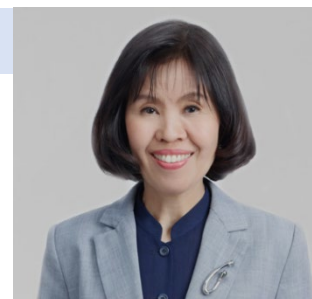
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|------------------------------|--|
| July 2022 – present | Chairman of the Risk Oversight Committee and Member of the Nomination and Remuneration Committee, Thai Group Holdings Public Company Limited |
| April 4, 2022 – present | Director, Thai Group Holdings Public Company Limited |
| September 23, 2021 – present | Member of the Transformation Committee, Thai Group Holdings Public Company Limited |
| 2021 – present | Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee, Thaire Life Assurance PCL. |

• **Non-listed Company**

- | | |
|----------------|--|
| 2022 – present | Director and Chairman of the Audit committee, Card X Company Limited |
| 2021 – present | Director and Chairman of Risk Management Committee, Alpha X Co., Ltd. |
| 2018 – present | Chairman of the Board and Chairman of the Risk Management Committee, SCB Asset Management Public Company Limited |
| 2018 – present | Director and Member of the Audit Committee, Thailand Professional Qualification Institute (Public Organization). |
| 2018 – present | President of Thai Bank Academy, The Thai Bankers Association. |

• **Other Directorship and Working Experiences**

- | | |
|-------------|---|
| 2017 – 2018 | Director, SCB Life Assurance Public Company Limited |
| 2017 – 2020 | Chairman, SCB Abacus Co., LTD. |
| 2016 – 2018 | Director, Office of SMEs Promotion (OSMEP) |
| 2016 – 2018 | Senior Executive Vice President, Siam Commercial Bank Public Company Limited |
| 2011 – 2016 | Chairman of the Board and Chairman of Nomination and Remuneration Committee, Krunghai Card Public Company Limited |
| 2010 – 2016 | Chairman of the Executive Board, Krunghai Panich Insurance Public Company Limited |
| 2010 – 2016 | Director and Member of the Investment Committee, |



2005 – 2016	Krungthai-AXA Life Co., LTD. Senior Executive Vice President, Krungthai Bank Public Company Limited
• Other Companies that compete with/related to the Company	-None-
Shareholding in the Company	Personal: -None-
(as of December 31, 2021):	Spouse or minor child: -None-
Relationship among Family with Other Directors and Executives:	-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 2022	<ol style="list-style-type: none">1. Board of Directors Meeting 11/12 meetings* (*appointed as director effective on April 4, 2022.)2. Risk Oversight Committee Meeting 4/4 meetings3. Nomination and Remuneration Committee 2/2 meetings4. Transformation Committee 19/19 meetings5. Shareholders' meeting 2/2 meetings
Director Nomination Criteria	The Nomination and Remuneration Committee ("NRC") Meeting No. 1/2023, on February 1, 2023, considered her qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors' Meeting No. 1/2023 held on February 28, 2023 for consideration
Nomination Rationale	The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Mrs. Kittiya Todhanakasem and deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders to consider and elect her as the director and member of her sub-committees for another term. She also has extensive knowledge and expertise in accounting, finance, risk management, corporate management, financial business, life insurance business and non-life insurance business which is beneficial to the business of the Company.

The qualifications of the Independent Directors of the Company

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

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

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

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

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

Information of the proposed auditors for the year 2023
KPMG Phoomchai Audit Ltd.

1. Miss Pantip Gulsantithamrong

Certificated Public Account (Thailand) No. 4208

Position

- Partner, Audit

Educational Qualifications

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

Professional Associations

- Certified Public Accountant authorized by The Securities and Exchange Commission, Thailand
- Certified Public Accountant (Thailand)
- Member, Federations of Accounting Professions
- Office of Insurance Commission (OIC) authorized auditor

Professional Experience

- Miss Pantip Gulsantithamrong has experienced on accounting and tax over 20 years for life and non-life insurance business, leasing, banking and finance business.
- She has experienced on auditing the Risk Based Capital Return Report (RBC).
- She has experienced on auditing the financial reports included Thai and International financial standards, Bank of Thailand regulations and Office of Insurance Commission (OIC) regulations.

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

- None-

2. Mr. Chanchai Sakulkoedsin

Certificated Public Account (Thailand) No. 6827

Position

- Partner, Audit

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 21 years of experience providing audit services.
- He provided professional audit services to banking and finance businesses, life and non-life insurance companies in Thailand and overseas, as well as leasing, fund management and securities businesses.

- He has a comprehensive understanding and hands-on experience with life and non-life insurance business, internal control, Risk Based Capital (RBC) and reports related to the Office of Insurance Commission (OIC) as well as experience in insurance due diligence projects and special audit project related to flood claims with reinsurers.
- He was the KPMG representative for Accounting standard, RBC and industry issues with industries and OIC.
- He was the Head of Working Group with FAP regarding IFRS 17

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

- None-

3. Mr. Choekchai Ngamwutikul

Certificated Public Account (Thailand) No. 9728

Position

- Partner, Audit

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. Choekchai Ngamwutikul has more than 16 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.

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 2023)**

(1) Mr. Yothin Pibulkasetkij

Age	77 years
Current Position in the Company	Independent Director and member of the Anti-Corruption Committee
Address	315 Silom Road, 12th floor, Thai Group Building, 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 2023 • No special interest which is different from other directors in all agenda proposed at the 2023 Annual General Meeting of Shareholders

(2) Mr. Anuwat Jongyindee

Age	65 years
Current Position in the Company	Independent Director / member of the Audit Committee / member of the Anti-Corruption Committee / member of the Corporate Governance and Sustainability Committee
Address	315 Silom Road, 12th floor, Thai Group Building, 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 2023 • No special interest which is different from other directors in all agenda proposed at the 2023 Annual General Meeting of Shareholders

Note: Information of Independent Directors of the Company is shown in the 2022 Annual Report (Form 56-1 One Report 2022) under section “*Attachment 1*”.

The Company's Articles of Association in relation to the 2023 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 20, 2023** 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 other person. **In the case your username and password are lost or you have not received it within April 25, 2023, 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) Mr. Yothin Pibulkasetkij (2) Mr. Anuwat Jongyindee 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 20, 2023** 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

1. 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.

2. Juristic person

- 1) A Proxy Form which is completely filled and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy 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 2023 Annual General Meeting of Shareholders on Thursday, April 27, 2023 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 20, 2023 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 2566
Question Form for the 2023 Annual General Meeting of Shareholders

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

โทรศัพท์/Telephone:.....อีเมลล์/Email:.....

☐ เป็นผู้ถือหุ้นของบริษัท ไทยกรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) ☐ ผู้รับมอบฉันทะจาก.....

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

ขอส่งคำถามเกี่ยวกับการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ของบริษัท ดังนี้

Would like to submit question (s) relating to agenda (s) for the 2023 Annual General Meeting of Shareholders of the Company as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2565

Agenda 1 To acknowledge the Company's performance report as of December 31, 2022.

วาระที่ 2 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565 ซึ่งผ่านการตรวจสอบโดยผู้สอบบัญชีของบริษัทแล้ว

Agenda 2 To consider and approve the audited Financial Statements for the year ended December 31, 2022.

วาระที่ 3 พิจารณานุมัติการงดจัดสรรกำไรสุทธิประจำปี 2565 ไว้เป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2565

Agenda 3 To consider and approve no allocation of profit derived from operating results for legal reserve and no dividend payment for the 2022 operating result.

วาระที่ 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ

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

วาระที่ 5 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2566

Agenda 5 To consider and approve the directors' remuneration for the year 2023.

- วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2566
Agenda 6 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2023.
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- วาระที่ 7 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท
Agenda 7 To consider and approve the amendment of the Company's Article of Association.
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- 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.
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- 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.
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- วาระที่ 10 พิจารณานุมัติจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทแบบมอบอำนาจทั่วไป (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.
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- วาระที่ 11 เรื่องอื่นๆ (ถ้ามี)
Agenda 11 Other Business (if any).
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-
-

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

Stamp duty of
Baht 20

Made at

Date

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

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

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

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

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

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

☐ (2) **Mr. Yothin Pibulkasetkij**, Age **77** 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) **Mr. Anuwat Jongyindee**, Age **65** 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 2023 Annual General Meeting of Shareholders on Thursday, April 27, 2023, 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) **Mr. Yothin Pibulkasetkij**, Age **77** 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) **Mr. Anuwat Jongyindee**, Age **65** 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 2023 Annual General Meeting of Shareholders on Thursday, April 27, 2023, 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, 2022

- ☐ (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, 2022

- ☐ (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 no allocation of profit derived from operating results for legal reserve and no dividend payment for the 2022 operating result

- ☐ (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 elect the directors to replace those retired 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 Dr. Kulpatra Sirodom

☐ Approve

☐ Disapprove

☐ Abstain

(2) Director name Pol. Gen. Jate Mongkolhutthi

☐ Approve

☐ Disapprove

☐ Abstain

(3) Director name Dr. Buranawong Sowapru

☐ Approve

☐ Disapprove

☐ Abstain

(4) Director name Mr. Vachara Tuntariyanond

☐ Approve

☐ Disapprove

☐ Abstain

(5) Director name Mrs. Kittiya Todhanakasem

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 5 : To Consider and Approve the Directors' remuneration for the year 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 6 : To consider and approve the appointment of the auditor and determination of the audit fee for the year 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 7 : To consider and approve the amendment of the Company's Article of Association

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

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

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 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 2023 Annual General Meeting of Shareholders on Thursday, April 27, 2023, 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) **Mr. Yothin Pibulkasetkij**, Age **77** 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) **Mr. Anuwat Jongyindee**, Age **65** 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 2023 Annual General Meeting of Shareholders on Thursday, April 27, 2023, 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, 2022

☐ (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, 2022

☐ (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 no allocation of profit derived from operating results for legal reserve and no dividend payment for the 2022 operating result.

☐ (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 elect the directors to replace those retiring 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 Dr. Kulpatra Sirodom

☐ Approve

☐ Disapprove

☐ Abstain

(2) Director name Pol. Gen. Jate Mongkolhutthi

☐ Approve

☐ Disapprove

☐ Abstain

(3) Director name Dr. Buranawong Sowaprun

☐ Approve

☐ Disapprove

☐ Abstain

(4) Director name Mr. Vachara Tuntariyanond

☐ Approve

☐ Disapprove

☐ Abstain

(5) Director name Mrs. Kittiya Todhanakasem

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 5 : To Consider and Approve the Directors' Remuneration for the year 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 6 : To consider and approve the appointment of the auditor and determination of the audit fee for the year 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 7 : To consider and approve the amendment of the Company's Article of Association.

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

Agenda 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 2023 Annual General Meeting of Shareholders on Wednesday, April 27, 2023, 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