

**Invitation to  
the 2022 Annual General Meeting of Shareholders**

**Thai Group Holdings Public Company Limited  
on Wednesday, April 27, 2022 at 10.00 hours**

through Electronic Meeting (E-AGM)

No. SorGor 61/2022

April 4, 2022

Subject: Invitation to the 2022 Annual General Meeting of Shareholders

To: Shareholders  
Thai Group Holdings Public Company Limited

- Attachment:
1. The 2021 Annual Report (Form 56-1 One Report for the year 2021) (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 2022
  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 2022 Annual General Meeting of Shareholders
  9. Proxy Form A. and Form B.

The Board of Directors of Thai Group Holdings Public Company Limited (the “**Company**”) has resolved to convene the 2022 Annual General Meeting of Shareholders on Wednesday, April 27, 2022 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, 2021**

Fact and Rationale: The Board of Directors has summarized the Directors' Report on the Company's performance and significant changes for the year 2021, which forms part of the Company's 2021 Annual Report (Form 56-1 One Report for the year 2021) delivered to the Company's shareholders together with this Invitation to the 2022 Annual General Meeting according to Attachment No. 1.

Board of Directors' Opinion: Consider it appropriate to propose to the 2022 Annual General Meeting for its acknowledgement of the 2021 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, 2021**

Fact 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 2022 Annual General Meeting of Shareholders for consideration and approval. The Financial Statements as of December 31, 2021, which were approved by the Audit Committee, and audited and certified by the Company's auditor, are presented in the 2021 Annual Report (Form 56-1 One Report for the year 2021) delivered to all shareholders together with this Invitation to the 2022 Annual General Meeting of Shareholders according to Attachment No. 1.

Board of Directors' opinion: Consider it appropriate to propose that the 2022 Annual General Meeting of Shareholders consider and approve the financial statements for the year ended December 31, 2021 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 2021 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.

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, and require the Company to allocate part of its annual net profit as reserve fund until this reserve is not less than the rate specified by law.

According to the Company's separated financial statements for the year ended December 31, 2021, the Company had net loss of Baht 809,487,360. The Company has not been allocated the amount from net loss of the Company for legal reserve. As of December 31, 2021, the Company reported the legal reserve of Baht 37,850,816.29 and not be able to pay dividend payment from the 2021 operating result.

Board of Directors' opinion: Consider it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve not allocation of net loss as the legal reserve and no dividend payment from the 2021 performance due to net loss.

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 retiring 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 four (6) directors are due to retire this year:

- |                                     |  |
|-------------------------------------|--|
| 1. Mr. Charoen Sirivadhanabhakdi    | Chairman of the Board  |
| 2. Khunying Wanna Sirivadhanabhakdi | Vice-chairman of the Board   |
| 3. Mr. Areepong Bhoocha-oom         | Vice-chairman of the Board / Chairman of Corporate Governance Committee                  |
| 4. Mr. Chotiphat Bijananda          | Director / Chairman of Executive Board / Member of Nomination and Remuneration Committee |
| 5. Mrs. Atinant Bijananda           | Director/ Vice-chairman of Executive Board   |
| 6. Mr. Apichai Boontherawara        | Director / Member of Executive Board   |

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, 2021 to January 31, 2022 pursuant to the criteria disclosed on the Company's website. However, no shareholder proposed any agenda for the 2022 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 four 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 2022 Annual General Meeting of Shareholders according to Attachment No. 2 and Attachment No. 4, 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 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.

The Board of Directors agrees with the Nomination and Remuneration Committee to propose that the 2022 Annual General Meeting of Shareholders to consider and approve the election of the retiring directors namely; (1) Mr. Charoen Sirivadhanabhakdi (2) Khunying Wanna Sirivadhanabhakdi (3) Mr. Areepong Bhoocha-oom (4) Mr. Chotiphat Bijananda (5) Mrs. Atinant Bijananda (6) Mr. Apichai Boontherawara to serve as the Company's directors for another term.

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.

**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 business strategies set by the Company through transparent process.

In the year 2021, the Company paid the remuneration to the Board of Directors and other sub-committee's members for total amount of Baht 8,670,000 (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 2021) which was in accordance with the criteria approved by the 2021 Annual General Meeting of Shareholders. The details of which are shown in the 2021 Annual Report (Form 56-1 One Report for the year 2021) of the Company under Corporate Governance Structure which was delivered to the Company's shareholders together with this invitation to the 2022 Annual General Meeting Shareholders according to *Attachment No. 1*.

The Nomination and Remuneration Committee thus considered the remuneration 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 and agreed to propose the directors' remuneration for the year 2022 at the amount of not exceeding Baht 15,000,000 as following details:

(1) Meeting allowance

Unit: (Baht/ Person)		
Components of Remuneration	2022 (Propose)	2021
1. Remuneration for Director		
▪ Chairman of the Board	70,000	70,000
▪ Vice Chairman of the Board	50,000	50,000
▪ Director	40,000	40,000
2. Remuneration of Audit Committee		
▪ Chairman of Audit Committee	50,000	50,000
▪ Director	40,000	40,000
3. Remuneration for other Sub-committees as appointed by the Board of Directors		
▪ Chairman	40,000	40,000
▪ Director	30,000	30,000

(2) 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 benefit-

**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 2022 Annual General Meeting of Shareholders to consider and approve directors' remuneration for the year 2022 at the amount of not more than Baht 15,000,000 of which meeting allowance is the same as the previous year and the extra-remunerations (bonus), the Board of Directors is authorized to consider and allocate as appropriate based on the performance result of the Company 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 2022**

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 2021, 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 two 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 2022, 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: Consider as proposed by Audit Committee to propose to the 2022 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 2022 namely;

<b>Name of Auditor</b>	<b>CPA License no.</b>	<b>Year(s) as the auditor of the Company</b>
1. Miss Pantip Gulsantithamrong	4208	3 years (has been appointed in 2019)
2. Mr. Chanchai Sakulkoedsin	6827	3 years (has been appointed in 2019)
3. Mr. Chokechai Ngamwuitikul	9728	3 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 2022 Annual General Meeting of Shareholders to consider and

approve the audit fee in the amount of Baht 3,600,000 which is the higher than the previous year of Baht 80,000 or equivalent to 2.3%, mainly due to the additional companies namely; Me Innovation Service Company Limited, Me Insurance Broker Company Limited and Thai Wellness Living Company Limited, in the consolidated financial statements.

The details of audit fee are as follows;

Details	2022	2021	Increase / (Decrease)
1. Annual Audit Fee	1,950,000	1,870,000	4.3%
2. Quarterly Financial Statements Review	1,650,000	1,650,000	-
<b>Total</b>	<b>3,600,000</b>	<b>3,520,000</b>	<b>2.3%</b>

In this regard, in 2021, the Company and its subsidiary paid for the non-audit fee in total amount of Baht 431,342.

In addition, the auditors from KPMG Phoomchai Audit Limited also serve as the Company's subsidiaries for the year 2022 as follows; (1) Southeast Life Insurance Public Company Limited (2) Southeast Insurance Public Company Limited (3) Indra Insurance Public Company Limited (4) Southeast Capital Company Limited (5) Rod Dee Ded Auto Company Limited (6) Southeast Money Company Limited (7) 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 2022 are delivered to the Company's shareholders together with this invitation to the 2022 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 name and the Company's seal**

**Objective and Rationale:** To align the Company's name in Thai and English in order to decrease the confusion of the Company's name. The name should be aligned in Thai and English, and the Company's seal also shall be amended to reflect the changed name.

**Board of Directors' Opinion:** it deems appropriate to propose to the 2022 Annual General Meeting of the Shareholders to consider and approve the amendment the Company's name and Company's seal as following details:

	Existing	Propose to amend
Company's name in Thai	เครือไทย โฮลดิ้งส์	ไทยกรุ๊ป โฮลดิ้งส์
Company's name in English	Thai Group Holdings	Remain unchanged

	Existing	Propose to amend
Symbol in SET	TGH	Remain unchanged
Company's seal	บริษัท ไทยกรุป โฮลดิ้งส์ จำกัด (มหาชน) THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED	บริษัท ไทยกรุป โฮลดิ้งส์ จำกัด (มหาชน) THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED

**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 amendment to Clause 1 of the Company's Memorandum of Association regarding the change of the Company's name**

**Objective and Rationale:** With reference to the Change of the Company's name in agenda 7, it is necessary to amend Clause 1 of the Company's Memorandum of Association to reflect the change of the Company's name.

**Board of Directors' Opinion:** it deems appropriate to propose to the 2022 Annual General Meeting of the Shareholders to consider and approve the amendment to Clause 1 of the Company's Memorandum of Association regarding the change of the Company's name as the following details:

#### **Existing**

Clause 1 the Company's name “บริษัท เครือไทย โฮลดิ้งส์ จำกัด (มหาชน)”  
and English name THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED”

#### **To be amended**

Clause 1 the Company's name “บริษัท ไทยกรุป โฮลดิ้งส์ จำกัด (มหาชน)”  
and English name THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED”

**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 9**

### **To consider and approve the amendment of the Company's Article of Association Clause 1, Clause 2 and Clause 50 regarding the change of Company's name and Company's seal**

**Objective and Rationale:** With reference to the Change of the Company's name and the Company's seal in agenda 7, it is necessary to amend the Company's Article of Association Clause 1, Clause 2 and Clause 50 regarding the change of Company's name and Company's seal.

**Board of Directors' Opinion:** it deems appropriate to propose to the 2022 Annual General Meeting of the Shareholders to consider and approve the amendment of the Company's Article of Association Clause 1, Clause 2 and Clause 50 regarding the change of Company's name and Company's seal as the following details:

Existing	New
Clause 1. These Articles of Association shall be called the Articles of Association of Thai Group Holdings Public Company Limited.	Clause 1. These Articles of Association shall be called the Articles of Association of Thai Group Holdings Public Company Limited.



Existing	New
Clause 2. Unless otherwise specified herein, the term “ <b>Company</b> ” in these Articles of Association means Thai Group Holdings Public Company Limited.	Clause 2. Unless otherwise specified herein, the term “ <b>Company</b> ” in these Articles of Association means Thai Group Holdings Public Company Limited.
Clause 50. The Company’s seal shall hereunder be as follows:  บริษัท เครือไทย โฮลดิ้งส์ จำกัด (มหาชน) THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED	Clause 50. The Company’s seal shall hereunder be as follows:  บริษัท ไทยกรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) THAI GROUP HOLDINGS PUBLIC COMPANY LIMITED

**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 10**

**To consider and approve the decrease of the Company’s registered capital and the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the decrease of the Company’s registered capital**

**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 decrease 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 11 and agenda 12.

**Board of Directors’ Opinion:** it deems appropriate to propose the 2022 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	10.00 Baht	(ten Baht)
Comprised of Ordinary shares	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 11**      **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 2022 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 12**      **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 2022 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 11, the Board of Directors approved to propose to the 2022 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 2022 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 13     Other Business (if any)**

All shareholders are cordially to attend the 2022 Annual General Meeting of Shareholders on Wednesday April 27, 2022 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](http://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 Friday, April 22, 2022 with attention to the Office of Corporate Secretary, Thai Group Holdings Public Company Limited at 6<sup>th</sup> floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500, or to present the form and accompanying documents to the designated person of the Company prior to the commencement of the meeting.

The Company determined the name of shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders on Monday, March 14, 2022 (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 2022 Annual General Meeting, including issuance of a notice calling the 2022 Annual General Meeting, change of date, time and venue of the 2022 Annual General Meeting and other details in relation to the 2022 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 2022 General Meeting of Shareholders and all related documents at the Company's website from 4 April 2022. If any shareholder has a query regarding the agenda of the 2022 General Meeting of Shareholders, please send the query in advance during April 4, 2022 and April 22, 2022 via email at [comsec@tgh.co.th](mailto:comsec@tgh.co.th) or via post to the Office of Corporate Secretary, Thai Group Holdings Public Company Limited at 6<sup>th</sup> floor, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500.

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

**1. Mr. Charoen Sirivadhanabhakdi**



**Age** 77 years

**Proposed Appointment** Director

**Appointment Date** June 29, 2018

**Current Position** Chairman of the Board of Directors

**Duration of Directorship in the Company** 2 year and 2 months (5 year and 2 months including the term of office after this appointment)

**Education / Training**

- Honorary Doctoral Degree in Social Work from Mahamakut Buddhist University
- Honorary Doctoral Degree in Marketing from Rajamangala University of Technology Isan
- Honorary Doctoral Degree in Buddhism (Social work) from Mahachulalongkornrajavidyalaya, Thailand
- Honorary Doctoral Degree in Business Administration from Sasin Graduate Institute of Business Administration of Chulalongkorn University, Thailand
- Honorary Doctoral Degree in Hospitality and Tourism from Christian University of Thailand
- Honorary Doctoral Degree in Sciences and Food Technology from Rajamangala University of Technology Lanna, Thailand
- Honorary Doctoral Degree in International Business Administration from the University of the Thai Chamber of Commerce, Thailand
- Honorary Doctoral Degree in Management from Rajamangala University of Technology Suvarnabhumi, Thailand
- Honorary Doctor of Philosophy Degree in Business Administration from Mae Fah Luang University, Thailand
- Honorary Doctoral Degree in Business Administration from Eastern Asia University, Thailand
- Honorary Doctoral Degree in Management from Huachiew Chalermprakiet University, Thailand
- Honorary Doctoral Degree in Industrial Technology from Chandrakasem Rajabhat University, Thailand
- Honorary Doctoral degree in Agricultural Business Administration from Maejo Institute of Agricultural Technology, Thailand

**Director Training**

- Directors Accreditation Program (DAP) BJC/2004
- Thai Institute of Directors Association (IOD)

**Directorship Positions / Other Positions at Present**

● **Listed Companies**

- |                        |  |
|------------------------|--|
| 29 June 2018 - present | Chairman of the Board of Directors<br>Thai Group Holdings Public Company Limited |
| 2018 - present         | Chairman of the Board of Directors / Chairman of the Executive Committee         |

2001 - present      Asset World Corp Public Company Limited  
Chairman of the Board of Directors/ Chairman of the Executive Committee  
Berli Jucker Public Company Limited

● **Non-listed Companies**

Present      Chairman of the Board of Directors, Bang Yikhan Liquor Co., Ltd.  
Present      Director, Beer Chang Co., Ltd.  
Present      Directors, Nam Jai Thaibev (Social Enterprise) Co., Ltd.  
Present      Director, Baanboun Vetchakij Co., Ltd.  
2020 - present      Chairman of the Board of Directors, TCC Business Management Co., Ltd.  
2017 - present      Chairman of the Board of Directors, TCC Assets (Thailand) Co., Ltd.  
2017 - present      Chairman of the Board of Directors, TCC Asset World Corporation Co., Ltd.  
2015 - present      Chairman of the Board of Directors, TCC Holding (2519) Co., Ltd.  
2013 - present      Chairman of the Board of Directors, Frasers Property Limited  
2013 - present      Chairman of the Board of Directors, Fraser and Neave Limited  
2008 - present      Chairman of the Board of Directors, TCC Corporation Co., Ltd.  
2001 - present      Chairman of the Board of Directors, Beer Thai (1991) Public Company Limited  
2006 – present      Chairman of the Board of Directors, Siriwana Co., Ltd.  
2006 – present      Chairman of the Board of Directors, Cristalla Co., Ltd.  
2006 – present      Chairman of the Board of Directors, Planteon Co., Ltd.  
2005 – present      Chairman of the Board of Directors, TCC Land Co., Ltd.  
2003 - present      Chairman of the Board of Directors / Chairman of the Executive Committee  
Thai Beverage Public Company Limited

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

**Shareholding in the Company**      Personal: -None- \*  
**(as of December 31, 2021):**      Spouse or minor child: -None- \*

**Relationship among Family with Other Directors and Executive:**

- The spouse of Khunying Wanna Sirivadhanabhakdi (Vice Chairman)
- The father of Mrs. Atinant Bijananda (Director) and Mr. Thapana Sirivadhanabhakdi (Director)
- The father-in-law of Mr. Mr. Chotiphat Bijananda (Director)

\* indirect shareholding of the Company through Pholmankhong Business Co., Ltd. and Southeast Management Company Limited which hold shares in the Company 338,444,024 shares (45%) and 236,126,778 (31.40%) respectively.

**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 2021**

1. Board of Directors Meeting 13/13 meetings
2. Shareholders Meeting 1/1 meeting

**Director Nomination Criteria**

The Nomination and Remuneration Committee (“NRC”) Meeting No. 1/2022, on February 22, 2022, considered his qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors’ Meeting No. 4/2022 held on February 28, 2022 for consideration.

**Nomination Rationale**

The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Mr. Charoen Sirivadhanabhakdi and deemed it appropriate to propose the 2022 Annual General Meeting of Shareholders to consider and elect him as the director. He also has extensive experience and knowledge of the management which will be beneficial to the Company’s business.

**2. Khunying Wanna Sirivadhanabhakdi****Age** 78 years**Proposed Appointment** Director**Appointment Date** June 29, 2018**Current Position** Vice Chairman of the Board of Directors**Duration of Directorship in the Company** 2 year and 2 months (5 year and 2 months including the term of office after this appointment)**Education / Training**

- Honorary Doctoral Degree in Buddhism (Social Work) from Mahachulalongkornrajavidyalaya, Thailand
- Honorary Doctorate of Philosophy (Business Management) from Mahidol University, Thailand
- Honorary Doctorate of Philosophy (Business Management) from the University of Phayao, Thailand.
- Honorary Doctoral Degree in Business Administration Management from Rajamangala University of Technology Tawan-ok, Thailand
- Honorary Doctoral of Philosophy Degree in Social Sciences from Mae Fah Luang University, Thailand
- Honorary Doctoral Degree from Chiang Mai University, Thailand
- Honorary Doctoral Degree in Business Administration, Agricultural Business Administration from Maejo Institute of Agricultural Technology, Thailand
- Honorary Doctoral Degree in Bio-technology from Ramkhamhaeng University, Thailand

**Director Training**

- Directors Accreditation Program (DAP) BJC/2004
- Thai Institute of Directors Association (IOD)

**Directorship Positions / Other Positions at Present**

- **Listed Companies**

29 June 2018 - present	Vice Chairman of the Board of Directors Thai Group Holdings Public Company Limited
2018 - present	Vice Chairman of the Board of Directors Vice Chairman of the Executive Committee Asset World Corp Public Company Limited
2001 - present	Vice Chairman of the Board of Directors Berli Jucker Public Company Limited

- **Non-listed Companies**

Present	Chairman of the Board of Directors, Sangsom Co., Ltd.
Present	Vice Chairman, Bhumirajanakarindra Kidney Institute Foundation
Present	Director, Ramathibodi Foundation
Present	Director, Siriraj Foundation
Present	Director, The Foundation for The Crown Prince Hospitals



Present	Director, Elephant Reintroduction Foundation
Present	Director, The Committee of Blood Donors supplying and supporting, The Thai Red Cross Society
Present	Director, Salachalermkrung Foundation
Present	Chairman, Asset World Foundation for Charity
2020 - present	Vice Chairman of the Board of Directors, TCC Business Management Co., Ltd.
2017 - present	Vice Chairman of the Board of Directors, TCC Asset World Corporation Co., Ltd.
2017 - present	Vice Chairman of the Board of Directors, TCC Assets (Thailand) Co., Ltd.
2016 - present	Director, Nam Jai Thaibev (Social Enterprise) Co., Ltd.
2015 - present	Director, TCC Holding (2519) Co., Ltd.
2014 – present	Vice Chairman of the Board of Directors, Frasers Property Limited
2013 – present	Vice Chairman of the Board of Directors, Fraser and Neave Limited
2008 - present	Vice Chairman of the Board of Directors, TCC Corporation Co., Ltd.
2006 – present	Vice Chairman of the Board of Directors, Siriwana Co., Ltd.
2006 – present	Vice Chairman of the Executive Committee, Cristalla Co., Ltd.
2006 – present	Vice Chairman of the Board of Directors, Planteon Co., Ltd.
2005 – present	Vice Chairman of the Board of Directors, TCC Land Co., Ltd.
2004 – present	Chairman of the Board of Directors, Beer Thip Brewery (1991) Co., Ltd.
2003 – present	Vice Chairman of the Board of Directors, The 1st Vice Chairman of the Executive Committee, Thai Beverage Public Company Limited
1991 - present	Director, Baanboun Vetchakij Co., Ltd.
1986 - present	Director, Beer Chang 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 Executive:**

- The spouse of Mr. Charoen Sirivadhanabhakdi (Chairman)
- The mother of Mrs. Atinant Bijananda (Director) and Mr. Thapana Sirivadhanabhakdi (Director)
- The mother-in-law of Mr. Chotiphat Bijananda (Director)

\* indirect shareholding of the Company through Pholmankhong Business Co., Ltd. and Southeast Management Company Limited which hold shares in the Company 338,444,024 shares (45%) and 236,126,778 (31.40%), respectively.

**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

<b>Meeting attendance in 2021</b>	<ol style="list-style-type: none"><li>1. Board of Directors Meeting 13/13 meetings</li><li>2. Shareholders Meeting 1/1 meeting</li></ol>
<b>Director Nomination Criteria</b>	The Nomination and Remuneration Committee (“NRC”) Meeting No. 1/2022, on February 22, 2022, 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. 4/2022 held on February 28, 2022 for consideration.
<b>Nomination Rationale</b>	The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Khunying Wanna Sirivadhanabhakdi and deemed it appropriate to propose the 2022 Annual General Meeting of Shareholders to consider and elect her as the director. She also has extensive experience and knowledge of the management which will be beneficial to the Company’s business.

**3. Mr. Areepong Bhoocha-oom**

**Age** 64 years

**Proposed Appointment** Director

**Appointment Date** July 11, 2018

**Current Position** Vice Chairman of the Board of Directors

**Duration of Directorship in the Company** 2 year and 3 months (5 year and 3months including the term of office after this appointment)

**Education / Training**

- Ph. D in Finance, University of Mississippi, USA
- M.A. in Finance, Marshall University, USA
- B.A. in International Management, Boston University, USA

**Director Training**

- Director Certification Program (DCP) Class 3/2000  
Thai Institute of Directors Association (IOD)

**Directorship Positions / Other Positions at Present**

- **Listed Companies**

11 July 2018 - present	Vice Chairman of the Board of Directors Thai Group Holdings Public Company Limited
9 August 2019 - present	Chairman of the Corporate Governance Committee Thai Group Holdings Public Company Limited
2018 - present	Chairman of Board of Directors Maybank Kim Eng Securities (Thailand) Public Company Limited
2019 - present	Independent Director T.K.S Technologies Public Company

- **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

<b>Meeting attendance in 2021</b>	<ol style="list-style-type: none"><li>1. Board of Directors Meeting 13/13 meetings</li><li>2. Corporate Governance Committee 2/2 meeting</li><li>3. Meeting Shareholders Meeting 1/1 meeting</li></ol>
<b>Director Nomination Criteria</b>	<p>The Nomination and Remuneration Committee (“NRC”) Meeting No. 1/2022, on February 22, 2022, considered his qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors’ Meeting No. 4/2022 held on February 28, 2022 for consideration</p>
<b>Nomination Rationale</b>	<p>The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Mr. Areepong Bhoocha-oom and deemed it appropriate to propose the 2022 Annual General Meeting of Shareholders to consider and elect him as the director. He also has extensive experience and knowledge of the management which will be beneficial to the Company’s business.</p>

**4. Mr. Chotiphat Bijananda**

Age 58 years

**Proposed Appointment** Director

**Appointment Date** June 29, 2018

**Current Position** Director

**Duration of Directorship in the Company** 2 year and 2 months (5 year and 2months including the term of office after this appointment)

**Education / Training**

- Master Degree in Business Administration, Finance and Banking, University of Missouri, United States of America
- Bachelor of Laws, Thammasat University.

**Director Training**

- Directors Certification Program (DCP) Class 155/2012  
Thai Institute of Directors Association (IOD)

**Directorship Positions / Other Positions at Present**

• **Listed Companies**

29 June 2018 – present	Director, Thai Group Holdings Public Company Limited
11 July 2018 – present	Chairman of Executive Board, Thai Group Holdings Public Company Limited
9 August 2019 – present	Member of the Nomination and Remuneration Committee Thai Group Holdings Public Company Limited
May 2021 – present	Director / Chairman of Executive Board Siam Food Products Public Company Limited
2017 – present	Director/ Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee, Frasers Property (Thailand) Public Company Limited

• **Non-listed Companies**

Present	Director, Frasers Property (Australia) Company Limited
2017 – present	Director, Frasers Property Company Limited
2013 – present	Director, Frasers and Neave Limited
2011 – present	Director and Vice Chairman No. 2, Sermasuk Public Company Limited
October 2021 – present	Chairman, Sentrics Consulting Company Limited
October 2021 – present	Chairman, ME Innovation Service Company Limited
2021 – present	Chairman, Siam Food (2513) Company Limited
2021 – present	Chairman, Thai Wellness Living Company Limited
April 2021 – present	Chairman, Rod Dee Det Auto Company Limited

2020 – present	Chairman, Southeast Money Company Limited
2020 – present	Chairman, Southeast Money Retails Company Limited
2019 – present	Chairman, Southeast Property Company Limited
2019 – present	Director, Pholmankhong Business Company Limited
2018 – present	Chairman, S Sofin Company Limited
2018 – present	Director, TCC Assets (Thailand) Company Limited
2016 – present	Chairman, OHCHO Co., Ltd
2016 – present	Chairman, Southeast Advisory Co., Ltd.
2015 – present	Chairman, Permsub Siri 3 Co., Ltd.
2015 – present	Chairman, Permsub Siri 5 Co., Ltd.
2015 – present	Chairman, Southeast Academic Center Company Limited
2015 – present	Chairman, DL Engineering Solutions Co., Ltd.
2015 – present	Chairman, Suansilp Pattana 1 Co., Ltd.
2014 – present	Chairman, TCC Privilege Card Co., Ltd.
2014 – present	Chairman, Southeast Joint Venture Co., Ltd.
2014 – present	Chairman, Concept Land 5 Co., Ltd.
2013 – present	Chairman, Asiatic House Co., Ltd.
2013 – present	Director, Frasers Centerpoint Limited
2013 – present	Chairman, Pattana Bovornkij 4 Co., Ltd.
2007 – present	Vice Chairman / Chairman of the Executive Board / Chairman of the Investment Committee / Member of the Risk Management Committee Southeast Life Insurance Public Company Limited
2007 – present	Vice Chairman /Chairman of the Executive Board / Member of the Risk Management Committee, Southeast Capital Company Limited
1993 – present	Director, Tep Nimitr Thanakorn (2001) Co., Ltd.
1994 – present	Chairman, Pro Garage Company Limited
2003 – present	Director, Charm Corp Circle 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:**

- Husband of Mrs. Atinant Bijananda, the director
- Husband of Mrs. Atinant Bijananda, daughter of Mr. Charoen Sirivadhanabhakdi (the Chairman) and Khunying Wanna Sirivadhanabhakdi (the Vice Chairman)

<b>Prohibited characteristics</b>	<ul style="list-style-type: none"><li>- There is no record of criminal offense related to property committed by fraud.</li><li>- There is no record of potential conflict of interest with the Company over the past year</li></ul>
<b>Meeting attendance in 2021</b>	<ol style="list-style-type: none"><li>1. Board of Directors Meeting 13/13 meetings</li><li>2. Executive Board Committee 22/22 meeting</li><li>3. Nomination and Remuneration Committee 1/1 meeting</li><li>4. Meeting Shareholders Meeting 1/1 meeting</li></ol>
<b>Director Nomination Criteria</b>	<p>The Nomination and Remuneration Committee (“NRC”) Meeting No. 1/2022, on February 22, 2022, considered his qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors’ Meeting No. 4/2022 held on February 28, 2022 for consideration.</p>
<b>Nomination Rationale</b>	<p>The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Mr. Chotiphat Bijananda and deemed it appropriate to propose the 2022 Annual General Meeting of Shareholders to consider and elect him as the director. He also has extensive experience and knowledge of the management which will be beneficial to the Company’s business.</p>

## 5. Mrs. Atinant Bijananda



Age 49 years  
**Proposed appointment** Director  
**Appointment Date** June 29, 2018  
**Current Position** Director / Vice Chairman of the Executive Board  
**Duration of Directorship in the Company** 2 year and 2 months (5 year and 2months including the term of office after this appointment)

**Education / Training**

- MBA, Imperial College London, UK
- MS. in Management, Boston University, USA
- Bachelor in Accounting, Thammasat University

**Director Training**

- Director Certification Program (DCP) 3/2019  
Thai Institute of Directors Association (IOD)
- Director Accreditation Program (DAP) 10/2004  
Thai Institute of Directors Association (IOD)
- Finance for Non-Finance Director (FN) 10/2004  
Thai Institute of Directors Association (IOD)

### Directorship Positions / Other Positions at Present

- **Listed Companies**

29 June 2018 Director, Thai Group Holdings Public Company Limited  
 11 July 2018 Member of Executive Board, Thai Group Holdings Public Company Limited

- **Non-listed Companies**

April 2021 – present Director, Rod Dee Det Auto Company Limited  
 2021 – present Vice Chairman, Thai Wellness Living Company Limited  
 April 2021 – present Director, Southeast Money Retails Company Limited  
 2020 – present Director, Southeast Money Company Limited  
 2020 – present Chairman, Tawee Pattanasub Company Limited  
 2019 – present Director, S Sofin Co., Ltd.  
 2019 – present Director, Southeast Property Co., Ltd.  
 2019 – present Director, Pholmankhong Business Co., Ltd.  
 2016 – present Director, OHCHO Co., Ltd  
 2016 – present Director, Southeast Advisory Co., Ltd.  
 2015 – present Director, Pattana Bovornkij 4 Co., Ltd.  
 2015 – present Director, Southeast Academic Center Company Limited  
 2015 – present Director, Permsub Siri 3 Co., Ltd.  
 2015 – present Director, Permsub Siri 5 Co., Ltd.  
 2015 – present Director, Suansilp Pattana 1 Co., Ltd.



2014 – present	Director, Concept Land 5 Co., Ltd.
2014 – present	Director, TCC Privilege Card Co., Ltd.
2013 – present	Director, Asiatic House Co., Ltd.
2012 – present	Director, Golden Land Property Development Public Company Limited
2007 – present	Director / Member of the Risk Management Committee / Member of the Investment Committee, Southeast Life Insurance Public Company Limited
2007 – present	Director / Member of the Risk Management Committee Southeast Capital Company Limited
1994 - present	Director, Pro Garage Company Limited
1994 – July 2021	Director, Pro Checker 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 Executive:**

- The daughter of Mr. Charoen Sirivadhanabhakdi (Chairman) and Khunying Wanna Sirivadhanabhakdi (Vice Chairman)
- The Spouse of Mr. Chotiphat Bijananda (Director)
- The sister of Mr. Thapana Sirivadhanabhakdi (Director)

**Prohibited characteristics**

- There is no record of criminal offense related to property committed by fraud.
- There is no record of potential conflict of interest with the Company over the past year

**Meeting attendance in 202**

1. Board of Directors Meeting 13/13 meetings
2. Executive Board Committee 22/22 meeting
3. Meeting Shareholders Meeting 1/1 meeting

**Director Nomination Criteria**

The Nomination and Remuneration Committee (“NRC”) Meeting No. 1/2022, on February 22, 2022, 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. 4/2022 held on February 28, 2022 for consideration.

**Nomination Rationale**

The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Mrs. Atinant Bijananda and deemed it appropriate to propose the 2022 Annual General Meeting of Shareholders to consider and elect him as the director. He also has extensive experience and knowledge of the management which will be beneficial to the Company’s business.

**6. Mr. Apichai Boontherawara**

**Age** 67 years

**Proposed Appointment** Director

**Appointment Date** June 29, 2018

**Current Position** Director / Member of the Executive Board

**Duration of Directorship in the Company** 2 year and 2 months (5 year and 2 months including the term of office after this appointment)

**Education / Training**

- Ph. D. in Economic, Washington University
- Master Degree in Business Administrative, Thammasat University
- Bachelor Degree in Economics, Thammasat University
- Graduate Diploma program for Health Innovation Digital Age (HIDA)  
Suan Sunandha Rajabhat University

**Director Training**

- Monitoring the Internal Audit Function (MIA) 12/2012  
Thai Institute of Directors Association (IOD)
- Director Accreditation Program (DAP) 17/2004  
Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) 53/2005  
Thai Institute of Directors Association (IOD)
- Advance Audit Committee Program 8/2005  
Thai Institute of Directors Association (IOD)
- Strategic Board Master Class (SBM) 9/2020  
Thai Institute of Directors Association (IOD)

**Directorship Positions / Other Positions at Present**

- **Listed Companies**

29 June 2018 – present	Director, Thai Group Holdings Public Company Limited
11 July 2018 – present	Member of the Executive Board, Thai Group Holdings Public Company Limited
2017 – present	Director, Kang Yong Electric Public Company Limited
2014 – present	Independent Director/ Member of Audit Committee / Chairman of Nomination and Remuneration Committee, WHA Corporation Public Company Limited

- **Non-listed Companies**

April 2021 – present	Director, Rod Dee Det Auto Company Limited
----------------------	--

2020 – present	Director, Pro Garage Company Limited
2020 – present	Director, Sentrics Co., Ltd.
2020 – present	Director, Southeast Money Company Limited
2020 – present	Director, Southeast Money Retail Company Limited
2019 – present	Director, S Sofin Company Limited
2019 – present	Director, Southeast Property Co., Ltd.
2016 – present	Director, Southeast Advisory Co., Ltd.
2015 – present	Director, Southeast Academic Center Co., Ltd.
2014 – present	Director, Concept Land 5 Co., Ltd.
2013 – present	Director, Asiatic House Co., Ltd.
2011 – present	Director/ Member of Investment Committee Southeast Life Insurance Public Company Limited
2011 – present	Director/ Member of Audit Committee Southeast Capital Company Limited
2009 – present	Member of Audit Committee and Risk Management Committee, Chiang Mai University

- **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 2021**
1. Board of Directors Meeting 13/13 meetings
  2. Executive Board Committee 22/22 meeting
  3. Meeting Shareholders Meeting 1/1 meeting

**Director Nomination Criteria**

The Nomination and Remuneration Committee (“NRC”) Meeting No. 1/2022, on February 22, 2022, considered his qualifications, knowledge, expertise, board diversity and valuable working experiences. In addition, the nominated directors must not possess any characteristics as prohibited by the applicable laws and regulation. As such NRC proposed the nominated directors to the Board of Directors’ Meeting No. 4/2022 held on February 28, 2022 for consideration.

**Nomination Rationale**

The Board of Directors, including NRC, has jointly and deliberately considered the qualifications of Mr. Apichai Boontharawara and deemed it appropriate to propose the 2022 Annual General Meeting of Shareholders to consider and elect him as the director. He also has extensive experience and knowledge of the management which will be beneficial to the Company’s business.

**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 2022**  
**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-

<b>3. Mr. Chokechai Ngamwutikul</b>
-------------------------------------

**Certificated Public Account (Thailand) No. 6827**

**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. Chokechai 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 2022)**

**(1) Pol. Gen. Jate Mongkolhutthi**

<b>Age</b>	68 years
<b>Current Position in the Company</b>	Independent Director / Chairman of the Risk Management Committee
<b>Address</b>	12th floor, Southeast Building, 315 Silom Road, Silom, Bangrak, Bangkok 10500
<b>Having interest/ non-interest om the agenda proposed at the shareholders' meeting</b>	<ul style="list-style-type: none"> <li>• Having interest in Agenda 5– To Consider and Approve the Directors' Remuneration for the Year 2022</li> <li>• No special interest which is different from other directors in all agenda proposed at the 2022 Annual General Meeting of Shareholders</li> </ul>

**(2) Mr. Yothin Pibulkasetkij**

<b>Age</b>	75 years
<b>Current Position in the Company</b>	Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee
<b>Address</b>	12th floor, Southeast Building, 315 Silom Road, Silom, Bangrak, Bangkok 10500
<b>Having interest/ non-interest om the agenda proposed at the shareholders' meeting</b>	<ul style="list-style-type: none"> <li>• Having interest in Agenda 5 – To Consider and Approve the Directors' Remuneration for the Year 2022</li> <li>• No special interest which is different from other directors in all agenda proposed at the 2022 Annual General Meeting of Shareholders</li> </ul>

**(3) Mr. Padungdej Indralak**

<b>Age</b>	67 years
<b>Current Position in the Company</b>	Independent Director / Member of the Audit Committee/ Member of the Risk Management Committee / Member of the Nomination and Remuneration Committee
<b>Address</b>	12th floor, Southeast Building, 315 Silom Road, Silom, Bangrak, Bangkok 10500
<b>Having interest/ non-interest om the agenda proposed at the shareholders' meeting</b>	<ul style="list-style-type: none"> <li>• Having interest in Agenda 5 – To Consider and Approve the Directors' Remuneration for the Year 2022</li> <li>• No special interest which is different from other directors in all agenda proposed at the 2022 Annual General Meeting of Shareholders</li> </ul>

**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 2022 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, 2022** via the following channels:

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

1.2 When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspected is completed, the Company will send username and password. Kindly refrain from giving your username and password provided for shareholder to other person. **In the case your username and password are lost or you have not received it within April 25, 2022, please immediately contact the Company.**

1.3 The Company will inform the username and password to shareholders or the proxy holders together with E-AGM manual, kindly study the guideline as attached in your email. The system will be opened 60 minutes prior to the meeting in advance so that the shareholder can register for attending the meeting. However, the live broadcast will begin at 10.00 hrs.

1.4 For the voting during the E-AGM, the shareholders or proxy holders will vote for “Approve” or “Disapprove” or “Abstain”. In case that no voting in the ant agenda, the system will automatically count the vote as Approve.

1.5 In case that the shareholders or proxy holders have any technical problems or questions regarding the voting system prior to/ during the meeting, please contact Quidlab Co., Ltd, the Company’s vendor for E-AGM of which contact will be appeared in the confirmation email of username and password.

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

In case that a shareholder is unable to attend the meeting, he/she may authorize another person or the Company's independent director, to attend and vote on his/her behalf. The name of independent directors namely (1) Pol. Gen. Jate Mongkolhutthi (2) Mr. Yothin Pibulkasetkij (3) Mr. Padungdej Indralak (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, 2022** via the following channels:

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

**Supporting documents for the appointment of proxy**

**1. Shareholder appoints a proxy**

- 1) A Proxy Form which is completely filled and signed by the proxy grantor and the proxy; 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 grantor 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 month 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, Southeast Building, No. 315 Silom Road, Silom, Bangrak, Bangkok 10500.

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

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

I/We \_\_\_\_\_ Nationality \_\_\_\_\_

Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_

E-mail \_\_\_\_\_ Telephone \_\_\_\_\_

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

I hereby confirm to attend the meeting and cast the votes in the 2022 Annual General Meeting of Shareholders on Wednesday, April 27, 2022 at 10.00 hrs. through Electronic Meeting (E-AGM). Please send a weblink for attending the E-AGM, Username, and Password my/our email as follows.

Email \_\_\_\_\_

Sign \_\_\_\_\_ Shareholder

( )

Sign \_\_\_\_\_ Shareholder

( )

**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, 2022 via the following channels:**

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

**แบบการส่งคำถามล่วงหน้าก่อนการประชุมสามัญผู้ถือหุ้นประจำปี 2565**  
Question Form for the 2022 Annual General Meeting of Shareholders

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

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

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

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

ขอส่งคำถามเกี่ยวกับการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ของบริษัท ดังนี้ / would like to submit question(s) relating to agenda (s) for the 2022 Annual General Meeting of Shareholders of the Company as follows:

วาระที่ 1      รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2564

Agenda 1      To acknowledge the Company's performance report as of December 31, 2021

วาระที่ 2      พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564 ซึ่งผ่านการตรวจสอบโดยผู้สอบบัญชีของบริษัทแล้ว

Agenda 2      To consider and approve the audited Financial Statements for the year ended December 31, 2021

วาระที่ 3      พิจารณานุมัติการจัดสรรกำไรสุทธิประจำปีไว้เป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2564

Agenda 3      To consider and approve no allocation of profit derived from operating results for legal reserve and no dividend payment for the 2021 operating result

วาระที่ 4      พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ

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

วาระที่ 5      พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2565

Agenda 5      To consider and approve the directors' remuneration for the year 2022



- วาระที่ 6 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2565  
Agenda 6 To consider and approve the appointment of the auditor and determination of the audit fee for the year 2022
- 
- 
- วาระที่ 7 พิจารณานุมัติการเปลี่ยนแปลงชื่อบริษัทเป็น บริษัท ไทยกรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) และเปลี่ยนแปลงตราประทับของบริษัทเพื่อให้สอดคล้องกับการเปลี่ยนชื่อบริษัท  
Agenda 7 To consider and approve the amendment of the Company's name and the Company's seal
- 
- 
- วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทข้อ 1 (ชื่อ) เพื่อให้สอดคล้องกับการเปลี่ยนชื่อบริษัท  
Agenda 8 To consider and approve the amendment to Clause 1 of the Company's Memorandum of Association regarding the change of the Company's name
- 
- 
- วาระที่ 9 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทข้อ 1 ข้อ 2 และ ข้อ 50 เพื่อให้สอดคล้องกับการเปลี่ยนแปลงชื่อและตราประทับของบริษัท  
Agenda 9 To consider and approve the amendment of the Company's Article of Association Clause 1, Clause 2 and Clause 50 regarding the change of Company's name and Company's seal
- 
- 
- วาระที่ 10 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท  
Agenda 10 To consider and approve the decrease of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the decrease of the Company's registered capital
- 
- 
- วาระที่ 11 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทแบบมอบอำนาจทั่วไป (General Mandate) และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับทุนจดทะเบียนของบริษัท  
Agenda 11 To consider and approve the increase of the Company's registered capital under the General Mandate and amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital
- 
-

วาระที่ 12      พิจารณานุมัติจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทแบบมอบอำนาจทั่วไป (General Mandate) จำนวน 451,258,698  
หุ้น มูลค่าหุ้นที่ตราไว้ หุ้นละ 10 บาท

Agenda 12      To consider and approve the allocation of newly issued ordinary shares under the General Mandate in the amount  
of 451,258,698 shares at a par value of Baht 10 per share

วาระที่ 13      เรื่องอื่นๆ (ถ้ามี)

Agenda 13      Other Business (if any)

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

Stamp duty of  
Baht 20

Made at .....

Date .....

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

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

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

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

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

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

☐ (2) **Pol. Gen. Jate Mongkolhutthi**, Age **68** Years,  
 Residence No. **315, Southeast Building, 12<sup>th</sup> floor**, Road **Silom**,  
 Tambol/Sub-district **Silom**, Amphoe/District **Bangrak**,  
 Province **Bangkok**, Postal code **10500**; or

☐ (3) **Mr. Yothin Pibulkasetkij**, Age **75** Years,  
 Residence No. **315, Southeast Building, 12<sup>th</sup> floor**, Road **Silom**,  
 Tambol/Sub-district **Silom**, Amphoe/District **Bangrak**,  
 Province **Bangkok**, Postal code **10500**; or

☐ (4) **Mr. Padungdej Indralak**, Age **67** Years,  
 Residence No. **315, Southeast Building, 12<sup>th</sup> 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 2022 Annual General Meeting of Shareholders on Wednesday, April 27, 2022, at 10.00 hours through Electronic Meeting (E-AGM)** or at any adjournment thereof.

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

Signed \_\_\_\_\_ Grantor  
 (\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
 (\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
 (\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
 (\_\_\_\_\_)

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

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

Stamp duty  
of Baht 20

Made at \_\_\_\_\_  
 Date \_\_\_\_\_

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

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

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

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

☐ (2) **Pol. Gen. Jate Mongkolhutthi**, Age **68** Years,  
 Residence No. **315, Southeast Building, 12<sup>th</sup> floor**, Road **Silom**,  
 Tambol/Sub-district **Silom**, Amphoe/District **Bangrak**,  
 Province **Bangkok**, Postal code **10500**; or

☐ (3) **Mr. Yothin Pibulkasetkij**, Age **75** Years,  
 Residence No. **315, Southeast Building, 12<sup>th</sup> floor**, Road **Silom**,  
 Tambol/Sub-district **Silom**, Amphoe/District **Bangrak**,  
 Province **Bangkok**, Postal code **10500**; or

☐ (4) **Mr. Padungdej Indralak**, Age **67** Years,  
 Residence No. **315, Southeast Building, 12<sup>th</sup> 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 2022 Annual General Meeting of Shareholders on Wednesday, April 27, 2022, 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, 2021**

☐ (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, 2021**

☐ (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 2021 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 Mr. Charoen Sirivadhanabhakdi

☐ Approve

☐ Disapprove

☐ Abstain

(2) Director name Khunying Wana Sirivadhanabhakdi

☐ Approve

☐ Disapprove

☐ Abstain

(3) Director name Mr. Areepong Bhoocha-oom

☐ Approve

☐ Disapprove

☐ Abstain

(4) Director name Mr. Chotiphat Bijananda

☐ Approve

☐ Disapprove

☐ Abstain

(5) Director name Mrs. Atinant Bijananda

☐ Approve

☐ Disapprove

☐ Abstain

(6) Director name Mr. Apichai Boontharawara

☐ Approve

☐ Disapprove

☐ Abstain

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

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

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

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 8 : To consider and approve the amendment to Clause 1 of the Company's Memorandum of Association regarding the change of the Company's name**

☐ (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 amendment of the Company's Article of Association Clause 1, Clause 2 and Clause 50 regarding the change of Company's name and Company's seal**

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

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

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 10 : To consider and approve the decrease of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the decrease of the Company's registered capital**

☐ (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 : 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 12 : 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 13 : 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 2022 Annual General Meeting of Shareholders on Wednesday, April 27, 2022, at 10.00 hours through Electronic Meeting (E-AGM) or at any adjournment thereof.**

**Agenda**..... :

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

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

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda**..... :

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

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

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda**..... :

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

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

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda**..... :

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

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

☐ Approve

☐ Disapprove

☐ Abstain



## Proxy Form C.

(Form only for foreign shareholders as registered in the registration book who have custodian in Thailand) Attachment to the Notification of Department of Business Development

Re: Prescription of Proxy Forms (No. 5) B.E. 2550 (2007)

Stamp duty  
of Baht 20

Made at .....

Date .....

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

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

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

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

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

☐ (1) ....., Age ..... Years,  
Residence No. ...., Road .....

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

☐ (2) Pol. Gen. Jate Mongkolhutthi ....., Age 68 Years,  
Residence No. 315, Southeast Building, 12<sup>th</sup> floor ....., Road Silom .....  
Tambol/Sub-district Silom ....., Amphoe/District Bangrak .....  
Province Bangkok ....., Postal code 10500 .....; or

☐ (3) Mr. Yothin Pibulkasetkij ....., Age 75 Years,  
Residence No. 315, Southeast Building, 12<sup>th</sup> floor ....., Road Silom .....  
Tambol/Sub-district Silom ....., Amphoe/District Bangrak .....  
Province Bangkok ....., Postal code 10500 .....; or

☐ (4) Mr. Padungdej Indralak ....., Age 67 Years,  
Residence No. 315, Southeast Building, 12<sup>th</sup> 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 **2022 Annual General Meeting of Shareholders on Wednesday, April 27, 2022, 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, 2021**

- ☐ (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, 2021**

- ☐ (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 2021 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 Mr. Charoen Sirivadhanabhakdi
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- (2) Director name Khunying Wanna Sirivadhanabhakdi
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- (3) Director name Mr. Areepong Bhoocha-oom
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- (4) Director name Mr. Chotiphat Bijananda
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- (5) Director name Mrs. Atinant Bijananda
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- (6) Director name Mr. Apichai Boontherawara
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

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

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

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

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 8 : To consider and approve the amendment to Clause 1 of the Company's Memorandum of Association regarding the change of the Company's name**

☐ (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 amendment of the Company's Article of Association Clause 1, Clause 2 and Clause 50 regarding the change of Company's name and Company's seal**

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

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

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 10 : To consider and approve the decrease of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the decrease of the Company's registered capital**

☐ (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 : 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 12 : 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 13 : 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 2022 Annual General Meeting of Shareholders on Wednesday, April 27, 2022, 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