

THAI GROUP HOLDINGS

No. SorGor 51/2020

December 25, 2020

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

To: Shareholders
Thai Group Holdings Public Company Limited

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Agenda 3 Other Business (if any)

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

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

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

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

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

Sincerely yours,



(Mr. Chotiphat Bijananda)
Chairman of Executive Board

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

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