

## 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