

## Proxy Form B

(From that specify various items to be clearly specified in the proxy form)

20 Baht

Affix Stamp

Duty

Place.....

Date.....Month.....Year.....

(1) I/We..... Nationality.....  
 Residing at .....Road..... Tambon/ Khwaeng.....  
 Amphor/ Khet.....Province.....Postal Code.....

(2) Being a shareholder of Thai Group Holdings Public Company Limited.  
 holding the shares in the total amount of .....shares and having voting rights equivalent to.....votes  
 as described belows:

Ordinary shares.....shares, having voting rights equivalent to.....votes

Preferred shares.....shares, having voting rights equivalent to.....votes

(3) I/We hereby authorize and appoint either one of the following persons:

(1)..... Mr. Yothin ..... Pibulkasetkij..... Age..... 74 ..... years,  
 residing at ..... 32 Soi Inthamara 59 ..... Road ..... Suthisarn ..... Tambon/Khwaeng ..... Din Daeng .....  
 Amphoe/Khet ..... Din Daeng ..... Province ..... Bangkok ..... Postal Code ..... 10400 .....;or

(2)..... Mr.Padungdaj ..... Indralak ..... Age..... 66 ..... years,  
 residing at ..... 29/446 Village No.9 ..... Road ..... - ..... Tiambon/Khwaeng ..... Bang Phut .....  
 Amphoe/Khet ..... Pak Kred ..... Province ..... Nonthaburi ..... Postal Code ..... 11120 .....;or

(3)..... Age..... years,  
 residing at ..... Road..... Tambon/Khwaeng.....  
 Amphoe/Khet.....Province.....Postal Code.....;or

(4)..... Age..... years,  
 residing at ..... Road..... Tambon/Khwaeng.....  
 Amphoe/Khet.....Province.....Postal Code.....;or

(5)..... Age..... years,  
 residing at ..... Road..... Tambon/Khwaeng.....  
 Amphoe/Khet.....Province.....Postal Code.....

any one of the above as my/our proxy holder to attend and vote at the 2020 Annual General Meeting of Shareholders of Thai Group Holdings Public Company Limited, to be held on Thursday, September 3, 2020, at 14.00 hrs. at the Meeting room, 13<sup>th</sup> floor Southeast Building, 315 Silom Road, Silom, Bangrak, Bangkok 10500 or on the date and at the place as may be postponed or changed.

(4) I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

Agenda No. 1 To acknowledge the report on Company's operating results for the year 2019.  
 (This agenda is an acknowledgment agenda, therefore no voting)

Agenda No. 2 To acknowledge the operational plan from the company being listed on the Stock Exchange of Thailand, Subject: Eliminating conflicts of interest with Indara Insurance Public Company Limited ("INSURE")  
 (This agenda is an acknowledgment agenda, therefore no voting)

- Agenda No. 3 To consider and approve the financial statements for the year ended December 31, 2019.**
- (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
- (b) The proxy holder shall vote in accordance with my/ our intention as follows:
- Approve       Not approve       Abstain
- Agenda No. 4 To consider and approve the allocation of profit and no dividend payment for the year 2019.**
- (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
- (b) The proxy holder shall vote in accordance with my/ our intention as follows:
- Approve       Not approve       Abstain
- Agenda No. 5 To consider and approve an election of directors in replacement of those who are retired by rotation**
- (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
- (b) The proxy holder shall vote in accordance with my/ our intention as follows:
- Vote for all 4 directors who are proposed by the Company.
- Approve       Not approve       Abstain
- Vote for each nominated candidate
- (1) **Mr. Chotiphat Bijananda**
- Approve       Not approve       Abstain
- (2) **Mrs. Atinant Bijananda**
- Approve       Not approve       Abstain
- (3) **Mrs. Kulpatra Sirodom**
- Approve       Not approve       Abstain
- (4) **Pol. Gen. Jate Mongkolhutthi**
- Approve       Not approve       Abstain
- Agenda No. 6 To consider and approve the directors' remuneration.**
- (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
- (b) The proxy holder shall vote in accordance with my/ our intention as follows:
- Approve       Not approve       Abstain
- Agenda No. 7 To consider and appoint auditors and fix their remuneration for the year 2020.**
- (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
- (b) The proxy holder shall vote in accordance with my/ our intention as follows:
- Approve       Not approve       Abstain
- Agenda No. 8 To consider and approve the Capital decrease of the registered capital of the company and amendment of the memorandum of the Company's Article 4. Subject registered capital in order to be in line with the company's capital decrease.**
- (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
- (b) The proxy holder shall vote in accordance with my/ our intention as follows:
- Approve       Not approve       Abstain
- Agenda No. 9 To consider and approve the Increase capital of the registered capital of the company and amendment of the memorandum of the Company's Article 4. Subject registered capital in order to be in line with the company's capital increase.**
- (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
- (b) The proxy holder shall vote in accordance with my/ our intention as follows:
- Approve       Not approve       Abstain

**Agenda No. 10 Other matters (if any)**

- (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
- (b) The proxy holder shall vote in accordance with my/ our intention as follows:
  - Approve       Not approve       Abstain

(5) Voting of proxy holder in any agenda that is not in accordance with this proxy shall be considered as invalid and not my/ our voting as a shareholder.

(6) In case I/ we have not indicated my/ our voting intention in any agenda or my intention is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or additional facts be given, the proxy holder shall have the right to consider and vote on my/ our behalf as deem appropriate.

Any act (s) undertaken by the proxy at such meeting, unless the proxy holder does not vote as I/ we specified herein, shall be deemed as my/ our own act (s) in every respects.

Signature.....Proxy Grantor  
(.....)

Signature.....Proxy Holder  
(.....)

Signature.....Proxy Holder  
(.....)

Signature.....Proxy Holder  
(.....)

**Note:**

1. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda regarding the appointment of directors, the voting can be either for all the nominated candidates as a whole or voting for each nominated candidate.
3. In case there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex to the proxy form B as attached.

**Annex to Proxy Form B**  
(From that specify various items to be clearly specified in the proxy form)

Granting of a proxy as a shareholder of Thai Group Holdings Public Company Limited.

At the 2020 Annual General Meeting of Shareholders on Thursday, September 3, 2020, at 14.00 hrs. at the Meeting room, 13<sup>th</sup> floor Southeast Building, 315 Silom Road, Silom, Bangrak, Bangkok 10500 or at any adjournment thereof to any other date, time and venue.

- Agenda No.**..... **Subject**.....
  - (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
  - (b) The proxy holder shall vote in accordance with my/ our intention as follows:
    - Approve       Not approve       Abstain
  
- Agenda No.**..... **Subject**.....
  - (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
  - (b) The proxy holder shall vote in accordance with my/ our intention as follows:
    - Approve       Not approve       Abstain
  
- Agenda No.**..... **Election of Director**
  - Director's name.....
    - Approve       Not approve       Abstain
  
  - Director's name.....
    - Approve       Not approve       Abstain
  
  - Director's name.....
    - Approve       Not approve       Abstain
  
  - Director's name.....
    - Approve       Not approve       Abstain
  
  - Director's name.....
    - Approve       Not approve       Abstain
  
- Agenda No.**..... **Subject**.....
  - (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
  - (b) The proxy holder shall vote in accordance with my/ our intention as follows:
    - Approve       Not approve       Abstain
  
- Agenda No.**..... **Subject**.....
  - (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
  - (b) The proxy holder shall vote in accordance with my/ our intention as follows:
    - Approve       Not approve       Abstain
  
- Agenda No.**..... **Subject**.....
  - (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
  - (b) The proxy holder shall vote in accordance with my/ our intention as follows:
    - Approve       Not approve       Abstain
  
- Agenda No.**..... **Subject**.....
  - (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
  - (b) The proxy holder shall vote in accordance with my/ our intention as follows:
    - Approve       Not approve       Abstain

- Agenda No..... Subject.....
- (a) The proxy holder is entitled to consider and vote on my/ our behalf as deem appropriate.
- (b) The proxy holder shall vote in accordance with my/ our intention as follows:
  - Approve       Not approve       Abstain

Any act (s) undertaken by the proxy at such meeting, unless the proxy holder does not vote as I/ we specified herein, shall be deemed as my/ our own act (s) in every respects.

Signature.....Proxy Grantor  
(.....)

Signature.....Proxy Holder  
(.....)

Signature.....Proxy Holder  
(.....)

Signature.....Proxy Holder  
(.....)