



COUNTRY GROUP  
HOLDINGS

Invitation to the 2024 Annual General Meeting  
of Shareholders

**COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED**

Monday, 29 April 2024 at 14.00 hours

Via electronic devices (E-AGM)

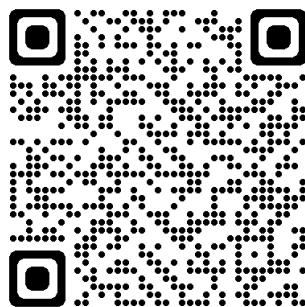
pursuant to the Emergency Decree on Electronic Media Conference B.E. 2563  
and other related laws and regulations

Remark

1. The shareholders who wish to attend the meeting, please comply with Guidelines for Attending the Annual General Meeting of Shareholders via electronic devices (E-AGM)
2. The registration to the meeting conference system starts on Monday, 29 April 2024 from 13.00 hours.
3. The meeting will only be conducted via electronic devices.

## **Guidelines for attending the Annual General Meeting of Shareholders (E-AGM)**

The Shareholders or proxies who would like to attend the E-AGM must submit an application to attend the meeting by Electronic Method via the Link at <https://cgh.foqus.vc/registration/> or scan this QR Code



Document Registration will start on April 5, 2024 at 08.00 hours until April 26, 2024 at 17.00 hours

1. After logging into the system, the shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:
  - 1.1 Securities holder registration number
  - 1.2 Identification Card Number/Passport Number/ Registration Number for juristic person
  - 1.3 Email address for receiving the Web Link, Username and Password for attending the Meeting
  - 1.4 Mobile Phone Number
  - 1.5 Additional documents as follows: Attending in person or Proxy to any person who is not the Company's Independent Director / Juristic person (Attachment 8)
2. When the Company receives the documents according to item 1 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.
  - 2.1 Username and Password
  - 2.2 Web Link for attending E-AGM
  - 2.3 User manual

In case the request is rejected, the Shareholders will receive an email to notify on the details and reason for rejection, then the Shareholder can resubmit through the system.
3. Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by April 26, 2024, please contact the Company immediately at telephone number +66 2 256 7999 Ext. 1709 or 1712
4. Please study the manual on how to use the E-AGM system that the Company has sent to you by e-mail carefully. The system will allow you to register for the meeting 1 hour before the start of the meeting. However, the live broadcast of the conference will only start at 14.00 hours.
5. For the voting method during the E-AGM, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be counted as "Agree" automatically.
6. In case you encounter technical problems while using the E-AGM system before the meeting or during the meeting, please contact Quidlab Co., Ltd., the E-AGM conference system provider of the Company. The channel to contact Quidlab Co., Ltd. can be found in the email that has sent username and password to you.

March 29, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders of Country Group Holdings Public Company Limited

Attachment:

1. Form 56-1 One Report for the year 2023 in the form of QR Code
2. Profile of Directors proposed for replacing those who are retired by rotation
3. Profile of Auditors
4. Capital Increase Report Form (F53-4)
5. Preliminary Details of Warrants to purchase ordinary shares of Country Group Holdings Public Company Limited No. 5 (CGH-W5)
6. Information on the increasing registered capital of Pi Securities Public Company Limited under General Mandate for offering to Private Placement
7. Articles of Association of the Company regarding the Meeting of Shareholders
8. Guidelines for Attending the Annual General Meeting of Shareholders via electronic devices
9. Registration form for attending the E-AGM
10. Proxy Forms
11. Definition of Independent Director of the Company and Profiles of proxy directors
12. Privacy Notice for the 2024 Annual General Meeting of Shareholders

Notice is hereby given that the Board of Directors of Country Group Holdings Public Company Limited has resolved to convene the 2024 Annual General Meeting of Shareholders on Monday, April 29, 2024 at 14.00 hours via electronic devices (E-AGM) pursuant to the Emergency Decree on Electronic Media Conference B.E. 2563 and other related laws and regulations (the meeting control system is setup at the Company's Meeting Room, No. 132 Sindhorn Tower 3, 20<sup>th</sup> Floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330. The Record Date for determining the name of the shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2024 to be on March 29, 2024. The agendas of the AGM are as follows:

**Agenda 1: To acknowledge the Company's performance for the year 2023**

**Purpose and Rationale:** The Company has summarized the Company's performance during the year 2023 along with the significant changes that occurred during the year in the Form 56-1 One Report for the year 2023.

**The Board of Directors' Opinion:** The Board of Directors agree to propose to the Shareholder's Meeting to acknowledge the Company's performances during the year 2023 along with the significant changes that occurred during the year and its Form 56-1 One Report for the year 2023 in the form of QR Code provide in the enclosed invitation letter.

**Voting Requirement:** This agenda is for acknowledgement and no voting is required.

**Agenda 2: To consider and approve the audited Financial Statements for the year ended December 31, 2023**

**Purpose and Rationale:** According to the Public Company Limited Act, B.E. 2535, section 112 and Article 53 in the Company's Articles of Association, the Company has provided the Balance Sheet and Income Statement for the year ended 31 December 2023, which have been audited and certified by the Company's Auditor, to the Shareholders' Meeting for approval as follows:

Unit: Baht

	<b>Fiscal Year ended December 31, 2023</b>	
	<b>Consolidated F/S</b>	<b>Separate F/S</b>
Total Asset	9,244,380,334	6,651,398,887
Total Liability	3,315,461,747	1,106,778,954
Total Equity	5,928,918,587	5,544,619,933
Total Revenue	1,415,968,760	128,998,632
Total Expenses	1,599,851,810	101,529,589
Net (Loss) Profit	(194,272,372)	(52,581,772)
Earnings (Losses) per share	(0.0482)	(0.0131)

**The Audit Committee's Opinion:** The Audit Committee has reviewed the Company's financial statements for the year ended December 31, 2023 which have been audited and certified by Mrs. Poonnard Paocharoen, a certified public accountant registration No. 5238 of EY Office Limited and agreed that the financial statements were accurate, appropriate, and credible, and recommended to submit the Company's financial statements for the year ended December 31, 2023 to the shareholders' meeting for approval.

**The Board of Directors' Opinion:** The Board of Directors agree to propose to the Shareholder's Meeting to consider and approve the financial statements for the year ended December 31, 2023, which have been audited and certified by the auditor and reviewed by the Audit Committee.

**Voting Requirement:** This agenda resolution shall be passed by the majority votes of shareholders attending the meeting and cast their votes.

**Agenda 3: To consider and approve the omission of the appropriated of net profit and approve the omission of annual dividend payment for the year 2023**

**Purpose and Rationale:** According to the Public Company Limited Act, B.E. 2535, section 116 and Article 61 in the Company's Articles of Association, the Company shall allocate the Legal Reserve Fund not less than five percent of its annual net profit less the accumulated losses brought forward and then allocate the remaining profit to be paid as dividend and Article 59 in the Company's Articles of Association, the dividend payment shall be approved by Shareholders. And its Company's Dividend Policy stated that the dividends being paid to shareholders must not be less than 60 percent of annual net profit. However, consideration for dividend payment stakes other factors into account such as results of operations, the financial status of the Company, liquidity, expansion of business, and other factors relating to the management of the Company. Each dividend payment is required to obtain approval from the Board of Directors and shareholders.

According to the Separate financial statements for the year ended December 31, 2023, the Company recorded a net loss of Baht 52,581,772.

The Board agreed to propose to the Shareholders' Meeting to approve the omission of the appropriated of net profit and approve the omission of annual dividend payment for the year 2023 because the Company has no profit for the 2023 operation and need to reserve cash for working capital to expanding the company's operations, with details as follows:

<b>Details of Dividend Payment</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
Net (Loss) Profit (Baht)	<b>(52,581,772)</b>	(9,940,868)	31,030,749
Appropriation of the legal reserve (Baht)	-	-	1,550,000
Dividend Payment per Share (Baht)	<b>No dividend payment</b>	No dividend payment	No dividend payment
Total Dividend Payment (Baht)	<b>No dividend payment</b>	No dividend payment	No dividend payment
Dividend Payment Ratio (%)	-	-	-

**The Board of Directors' Opinion:** The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve the omission of the appropriated of net profit and approve the omission of annual dividend payment for the year 2023 because the Company has no profit for the 2023 operation and need to reserve cash for working capital to expanding the company's operations.

**Voting Requirement:** This agenda resolution shall be passed by the majority votes of shareholders attending the meeting and cast their votes.

**Agenda 4: To consider and approve the appointment of directors to replace the directors retiring by rotation**

**Purpose and Rationale:** According to the Public Company Limited Act, B.E. 2535, section 71 and Article 21 in the Company's Articles of Association, stipulated that one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. A director who vacates office under this clause may be re-elected. In the 2024 AGM, there are 3 directors retiring by rotation, namely; (1) Mr. Sadawut Taechaubol (2) Mrs. Jitmanee Suwannapool and (3) Mr. Pisuth Viriyamettakul

During the period November 1, 2023 to January 31, 2024, the Company provided an opportunity for shareholders to propose agenda and the name of qualified candidates to be nominated as the Company's director which disclosed and published on the Stock Exchange of Thailand and the Company's website. It turns out that there is no shareholder proposing qualified candidates for election as the Company's director.

**The Nomination and Remuneration Committee's Opinion:** The Nomination and Remuneration Committee, excluding the interested directors, has considered the qualification standards of 3 directors, they have appropriate knowledge and skill to the Company's business. They are qualified and not prohibited as defined by the Company's Article of Association or relevant law and they have performed in the previous year and attended the Board of Directors' Meeting regularly. In addition, Mrs. Jitmanee Suwannapool, the independent director who is retired by rotation and proposed to be reappointed for another term, is fully qualified to take up the position of independent director of the Company even though she has already been independent director for more than 9 years. Her qualifications are in accordance with the related criteria, and she has expressed her opinion independently from the Management and recommended the appointment the directors who completed their terms by rotation to resume their directorship of the Company for another office's term.

1. Mr. Sadawut Taechaubol (Director for another term)
2. Mrs. Jitmanee Suwannapool (Independent Director for another term)
3. Mr. Pisuth Viriyamettakul (Director for another term)

**The Board of Directors' Opinion:** The Board of Directors, excluding the interested directors has agreed with the Nomination and Remuneration Committee and proposed the Shareholders' Meeting to consider to appointment of directors to replace the directors retiring by rotation including Mr. Sadawut Taechaubol / Mrs. Jitmanee Suwannapool / Mr. Pisuth Viriyamettakul to resume their directorship of the Company for another office's term as it is deemed that these proposed candidates have been selected through the nomination procedure of the Board of Directors that they have appropriate knowledge and skill to the Company's business. Further, for an independent director, the Board has considered that the independent directors could express their opinion independently and in accordance with relevant regulations.

**Voting Requirement:** This agenda resolution shall be passed by the majority votes of shareholders attending the meeting and cast their votes.

**Agenda 5: To consider and approve the directors' remuneration for the year 2024**

**Purpose and Rationale:** According to the Public Company Limited Act, B.E. 2535, section 90 and Article 28 in the Company's Articles of Association, stipulated that the directors shall be entitled to receive the remuneration in accordance with resolutions of meetings of shareholders with vote of not less than two-thirds of the total votes of the shareholders present at the meeting and the board of directors shall be entitled to receive remuneration meeting allowance, transportation fee, welfare and other compensations including the right to be reimbursed against entertainment and other expenses concerning their conduct of business according the company's rules and regulations. Content under paragraph one, it shall not impact to any rights that Director, who is staff and/or employee, to receive his/her remuneration and benefit as staff and/or employee of the Company.

**The Nomination and Remuneration Committee's Opinion:** The Nomination and Remuneration Committee has considered the directors' remunerations to ensure that it is commensurate with the Company's performance and each member's responsibility and performance and compared with other listed companies in the same industry, it is appropriate to propose to consider and approve the remuneration of the Board of Directors and the Sub-Committees for the year 2024 at the same rate as the remuneration for the year 2023 as follows:

**The Remuneration of Director and sub-committee**

Position	Proposal for AGM resolution 2024 (Baht/Meeting)	2023 (Baht/Meeting)	2022 (Baht/Meeting)
Chairperson	100,000	100,000	100,000
Vice Chairperson	55,000	55,000	55,000
Director	45,000	45,000	45,000
Chairperson of Audit Committee	30,000	30,000	30,000
Member of Audit Committee	20,000	20,000	20,000
Other sub-committees			
Chairperson	30,000	30,000	30,000
Committee	20,000	20,000	20,000

The condition of remuneration payment as follows:

1. To pay the Remuneration of the Board of Directors, Audit Committee, and other Sub-Committees, If there is more than 1 meeting in any month, will be paid in total equal to 1 meeting and will be paid only for the month in which there is a meeting, and even then, only to committee members who attend the meetings.
2. Employees who are entitled to be Director will receive the Remuneration at the same rate of the other Directors. For the other employees who are members of sub-committees will not receive the Remuneration.
3. The new Remuneration will be effective from May 2024 onwards, (after receiving the Shareholders approval).

## **Bonus**

The criteria of the Director's Bonus payment are as follows:

1. The Director's Bonus payment will not exceed 4 times the rate of their monthly remuneration.
2. The Chairman of Sub-Committees such as Audit Committee, Nomination and Remuneration Committee, Corporate Governance and Sustainability Committee, Risk Management Committee and Investment Committee, will be paid at an additional rate of 1 time their bonus.
3. Directors entitled to receive remuneration must fulfill their duties throughout the 2024 business year (From January 1, 2024 - December 31, 2024). Each committee member's compensation was based on their attendance at 2023 meetings.
  - a) Attend the meeting more than 75%, the Director will be paid 100% of bonus.
  - b) Attend the meeting equally or less than 75%, the Director will be paid 50% of bonus.

**Other Benefits:** None

**The Board of Directors' Opinion:** The Board of Directors agree with the Nomination and Remuneration Committee and proposed the Shareholders' Meeting to consider and approve the remuneration of the Board of Directors and the Sub-Committees for the year 2024 at the same rate as the remuneration for the year 2023. The Remuneration will be effective from May 2024 onwards.

**Voting Requirement:** This agenda resolution shall be passed by the amount no less than two-thirds of shareholders attending and having the right to vote.

## **Agenda 6: To consider and approve the appointment of auditors and to determine the audit fees for the year 2024**

**Purpose and Rationale:** According to the Public Company Limited Act, B.E. 2535, section 120 and Article 55 in the Company's Articles of Association, stipulated that the Annual General Meeting of Shareholders of each year, there shall be an appointment of an auditor and the determination of an auditing fee. In addition, a notification from the Capital Market Supervisory Board limits the appointment of individual external auditors of listed companies to no more than five consecutive one-year terms. After five years, the auditors must be rotated although they can be reappointed after a two-year break.

**The Audit Committee's Opinion:** The Audit Committee recommended the appointment of the Auditor from EY Office Limited to be the Company's auditor in 2024. EY Office Limited is one of the four leading international audit firms and has high standards and considerable expertise. The Audit Committee had evaluated the performance of the Company's Auditor, the Auditor's independence, appropriateness of remuneration for their auditing services, ability to perform in accordance with auditing standards, and auditing reports. The Audit Committee reached a resolution to propose to the Board of Directors' meeting to consider appointing EY Office Limited as the Company's Auditor for the year 2024 with the total remuneration of Baht 1,150,000 by further proposing such appointment to the Annual General Shareholders' Meeting for approval.



**The Board of Directors' Opinion:** As the recommendation of Audit Committee, the Board of Directors agree to propose to the Shareholders' Meeting to consider the appointment of the auditor from EY Office Limited to be the Company's auditor in 2024, The Board of Directors propose to appoint the auditors from EY Office Limited as follows:

<b>Name of Auditor</b>	<b>CPA Registration No.</b>	<b>Number of Audited years</b>
1. Mrs. Poonnard Paچارoen	CPA Registration No.5238	3 Years (2021-2023)
2. Ms. Manee Rattanabunnakit	CPA Registration No.5313	Never signed F/S
3. Ms. Sineenart Jirachiakhuan Khan	CPA Registration No. 6287	Never signed F/S

In addition, the Profile of the proposed auditors are in [Attachment 3](#).

In the absence of the above-named auditors, EY Office Limited is authorized to identify one other auditor from the same firm to carry out the work of the Company. However, the above auditors do not have any related and/or conflict of interest with the Company, Subsidiaries Management, Major shareholders or their related person. Moreover, Pi Securities Public Company Limited, the subsidiary of the Company has also appointed Auditors from EY Office Limited.

For the Auditing Fee in 2024, the Fee is based upon "Group" rate (the company and its subsidiary) Thus, the Fee in 2024 is Baht 1,150,000, a decrease of Baht 85,000 from 2023, excluding the non-audit fee that the Company shall actually pay. The Company sees that the Auditing fee is at the appropriate rate.

**Comparison of the Auditor's remuneration within the past 2 years**

<b>Details for Consideration</b>	<b>(Year of Proposal) 2024</b>	<b>2023</b>	<b>Increase from the Previous Year</b>
Audit Firm	EY Office Limited	EY Office Limited	Baht 85,000 (6.9%)
Auditing Fee (Baht)	1,235,000 Baht	1,050,000 Baht	
Non-Auditing Fee (Baht)	-	-	
Name of auditor / Number of years of being an auditor	Mrs. Poonnard Paچارoen / 4 years	Mrs. Poonnard Paچارoen / 3 years	

**Voting Requirement:** This agenda resolution shall be passed by the majority votes of shareholders attending the meeting and cast their votes.

**Agenda 7: To consider and approve the decrease of the Company's registered capital and to amend Clause 4 of the Company's Memorandum of Association regarding the registered capital to be in line with the decrease of the Company's registered capital**

**Purpose and Rationale:** According to the warrants to purchase ordinary shares of Country Group Holdings Public Company Limited No. 3 (CGH-W3) was terminated from listing status on May 29, 2021. Therefore, there are 1,445,596,317 ordinary shares remaining from the exercise of CGH-W3. And the Company plans to increase registered capital by issuing additional ordinary shares, not exceeding

667,591,246 shares with a par value of Baht 1 per share to offer to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) and the offering of warrants to purchase the Company's ordinary shares No. 5 (CGH-W5) to the existing shareholders.

According to the Public Limited Companies Act B.E. 2535, section 136 stipulated that the Company shall increase its capital by issuance the new shares when all shares have been sold and fully paid-up or, in the case where shares have not fully been sold, the remaining shares must be ones issued in accommodation of convertible debentures or share warrants.

Therefore, in order to comply with the law, the Company has to decrease the registered capital of the Company from Baht 6,452,549,062 to Baht 5,006,952,745 by cancelling the unsubscribed ordinary shares in total of 1,445,596,317 shares with a par value of Baht 1 per share and to amend Clause 4 of the Company's Memorandum of Association regarding the registered capital to be in line with the decrease of the Company's registered capital as follows:

“Clause 4	Registered Capital	5,006,952,745	Baht	(Five Thousand Six Million Nine Hundred Fifty-Two Thousand Seven Hundred and Forty-Five Baht)
	Divided into	5,006,952,745	Shares	(Five Thousand Six Million Nine Hundred Fifty-Two Thousand Seven Hundred and Forty-Five Shares)
	Par Value	1	Baht	(One Baht)
	Consisting of			
	Ordinary Share	5,006,952,745	Shares	(Five Thousand Six Million Nine Hundred Fifty-Two Thousand Seven Hundred and Forty-Five Shares)
	Preferred Share	-	Shares	( - )”

In addition, it was proposed that the authorized person by the Board of Directors, proceeds to register the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce and authorized to correct and add statements in accordance with the order of the Registrar.

**The Board of Directors' Opinion:** The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve the decrease of the Company's registered capital by cancelling the unsubscribed ordinary shares remaining from the exercise of CGH-W3 in total of 1,445,596,317 shares with a par value of Baht 1 per share and to amend Clause 4 of the Company's Memorandum of Association regarding the registered capital to be in line with the decrease of the Company's registered capital. In addition, the authorized person assigned by the Authorized Directors will register the Memorandum of Association at Department of Business Development, Ministry of Commerce has the power to amend the details in accordance with the registrar's order.

**Voting Requirement:** This agenda resolution shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

**Agenda 8: To consider and approve the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering)**

**Purpose and Rationale:** In order to increase funding channel to support the expansion of investment in vary fields, strengthen liquidity, and fast funding in order to prepare the capital for the potential investment projects. The Company proposed to the Shareholders' Meeting to consider and approve the issuance of newly issued ordinary shares to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) in the amount not exceeding 400,554,748 shares with a par value of Baht 1 per share at the ratio 10:1, in case of the fraction shall be rounded off. And set the offering price of additional ordinary shares at 1 baht per share. Shareholders may subscribe for additional ordinary shares in excess of their rights (Oversubscription) in the case there are shares remaining from the allocation to the existing shareholders of the company who have subscribed in accordance with only all rights are complete.

In the case where there are shares remaining from the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) and the oversubscription, the Company will offer the remaining additional ordinary shares to the specific investor (Private Placement) according to the announcement of the board of directors. Regulation of the Capital Market No. TorChor. 72/2015 regarding allowing listed companies to offer newly issued shares to a limited number of persons. The said limited persons must not be related persons to the Company. The Company's Board of Directors or persons assigned by the Board of Directors have been assigned the authority to determine Stock offering price at the best price. According to market conditions during the time the capital increase shares are offered to investors which the offering price. The price must not be less than Baht 1 per share and the offering period is set to be within 1 year from the date of approval from the shareholder meeting. The Company has set May 7, 2024 as the date for determining the names of shareholders who are entitled to be allocated and offered additional ordinary shares in proportion to the shareholding held by each shareholder (Record Date), are in *Attachment 4*.

**The Board of Directors' Opinion:** The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve the issuance and offering of newly issued ordinary shares in the amount not exceeding 400,554,748 shares with a par value of Baht 1 per share to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) at the ratio 10:1, in case of the fraction shall be rounded off. In the case where there are shares remaining from the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) and the oversubscription, the Company will offer the remaining additional ordinary shares to the specific investor (Private Placement). The Company's Board of Directors or persons assigned by the Board of Directors have been assigned the authority to determine Stock offering price at the best price. According to market conditions during the time the capital increase shares are offered to investors which the offering price. The price must not be less than Baht 1 per share and the Company has set May 7, 2024 as the date for determining the names of shareholders who are entitled to be allocated and offered additional ordinary shares in proportion to the shareholding held by each shareholder (Record Date).

In this regard, the Board of Directors or the authorized person by the Board of Directors, to determine amendment and/or change of conditions and details related to the allocation of ordinary shares and the public offering of the above-mentioned shares, such as the subscription period Method or condition for payment for shares Conditions and other details regarding the issuance and offering of the newly issued ordinary shares as it deems appropriate, including the authority to sign any relevant documents and have the power to take various actions necessary and appropriate in connection with the issuance and offering for sale as well as allotment of new shares, including but not limited to, contacting, providing information, filing any documents to the Office of the Securities and Exchange Commission The Stock Exchange of Thailand Ministry of Commerce and other related departments As well as listing the Company's newly issued ordinary shares on the Stock Exchange of Thailand.

**Voting Requirement:** This agenda resolution shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

**Agenda 9: To consider and approve the issuance and offering of warrants to purchase the Company's ordinary shares No. 5 (CGH-W5) to the existing shareholders**

**Purpose and Rationale:** For shareholders who have exercised their rights to subscribe for additional shares of the company, The Company will issue the warrants to purchase the Company's ordinary shares No.5 (CGH-W5) in the amount not exceeding 267,036,498 units to the existing shareholders in the ratio of 3 existing shares per 2 units of warrant with the offering price of 0 Baht per unit, in case of the fraction shall be rounded off. At the rate of 1 warrant per 1 ordinary share and the exercise price of warrants at Baht 1, are in Attachment 5.

**The Board of Directors' Opinion:** The Board of Directors agree to propose to the Shareholder's Meeting to consider and approve the issuance and offering of warrants to purchase the Company's ordinary shares No.5 (CGH-W5) in the amount not exceeding 267,036,498 shares to the existing shareholders. In this regard, the Board of Directors or the authorized person by the Board of Directors, to determine criteria, conditions, and other details related to the Warrants. Said person(s) shall also be empowered to negotiate and sign in any relevant documents and agreements and perform any other necessary actions related to the Warrants including the issuance and offering, listing the reserved ordinary shares from the exercise of Warrants on the Stock Exchange of Thailand (SET), as well as to proceed for the necessary approval from relevant authorities.

**Voting Requirement:** This agenda resolution shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

**Agenda 10: To consider and approve the increase of the Company's registered capital and to amend Clause 4 of the Company's Memorandum of Association regarding the registered capital to be in line with the increase of the Company's registered capital**

**Purpose and Rationale:** To support the issuance of 667,591,246 new ordinary shares with the par value of Baht 1 per to issue and offer to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) in the amount not exceeding 400,554,748

shares and to issue the warrants to purchase the Company's ordinary shares No.5 (CGH-W5) in the amount not exceeding 267,036,498 shares to the existing shareholders, are in Attachment 4.

Therefore, it is proposed to consider and approve the increase of the Company's registered capital from Baht 5,006,952,745 to Baht 5,674,543,991 by issuing 667,591,246 new ordinary shares with a par value of Baht 1 per share and to amend Clause 4 of the Company's Memorandum of Association regarding the registered capital to be in line with the increase of the Company's registered capital as follows:

“Clause 4	Registered Capital	5,674,543,991	Baht	(Five Thousand Six Hundred Seventy-Four Million Five Hundred Forty-Three Thousand Nine Hundred and Ninety-One Baht)
	Divided into	5,674,543,991	Shares	(Five Thousand Six Hundred Seventy-Four Million Five Hundred Forty-Three Thousand Nine Hundred and Ninety-One Shares)
	Par Value	1	Baht	(One Baht)
	Consisting of			
	Ordinary Share	5,674,543,991	Shares	(Five Thousand Six Hundred Seventy-Four Million Five Hundred Forty-Three Thousand Nine Hundred and Ninety-One Shares)
	Preferred Share	-	Shares	( - )”

In addition, it was proposed that the authorized person by the Board of Directors, proceeds to register the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce and authorized to correct and add statements in accordance with the order of the Registrar.

**The Board of Directors' Opinion:** The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve the increase of the Company's registered capital from Baht 5,006,952,745 to Baht 5,674,543,991 by issuing 667,591,246 new ordinary shares with a par value of Baht 1 per share and to amend Clause 4 of the Company's Memorandum of Association regarding the registered capital to be in line with the increase of the Company's registered capital. In addition, the authorized person assigned by the Authorized Directors will register the Memorandum of Association at Department of Business Development, Ministry of Commerce has the power to amend the details in accordance with the registrar's order.

**Voting Requirement:** This agenda resolution shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

**Agenda 11: To consider and approve the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering)**

**Purpose and Rationale:** As a result of the approval on the increase of registered capital of the Company as set out in Agenda 10, It is necessary to allocate not exceeding 400,554,748 shares with a par value of Baht 1 per share to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) at the share allocation rate of 10:1, in case of the fraction shall be rounded off. Shareholders may subscribe for additional ordinary shares in excess of their rights (Oversubscription) in the case there are shares remaining from the allocation to the existing shareholders of the company who have subscribed in accordance with only all rights are complete and set the offering price of additional ordinary shares at Baht 1 per share. In the case where there are shares remaining from the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) and the oversubscription, the Company will offer the remaining additional ordinary shares to the specific investor (Private Placement). The Company's Board of Directors or persons assigned by the Board of Directors have been assigned the authority to determine Stock offering price at the best price. According to market conditions during the time the capital increase shares are offered to investors which the offering price. The price must not be less than Baht 1 per share, are in Attachment 4.

**The Board of Directors' Opinion:** The Board of Directors agree to propose to the Shareholder's Meeting to consider and approve the allocation of newly issued ordinary shares of newly issued ordinary shares in the amount not exceeding 400,554,748 shares with a par value of Baht 1 per share to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) at the share allocation rate of 10:1, in case of the fraction shall be rounded off, according to the details mentioned above in all respects. In this regard, the Board of Directors or the authorized person by the Board of Directors, to determine amendment and/or change of conditions and details related to the allocation of ordinary shares and the public offering of the above-mentioned shares, such as the subscription period Method or condition for payment for shares Conditions and other details regarding the issuance and offering of the newly issued ordinary shares as it deems appropriate, including the authority to sign any relevant documents and have the power to take various actions necessary and appropriate in connection with the issuance and offering for sale as well as allotment of new shares, including but not limited to, contacting, providing information, filing any documents to the Office of the Securities and Exchange Commission The Stock Exchange of Thailand Ministry of Commerce and other related departments As well as listing the Company's newly issued ordinary shares on the Stock Exchange of Thailand.

**Voting Requirement:** This agenda resolution shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

**Agenda 12: To consider and approve the allocation of newly issued ordinary shares of the Company to reserve for the exercise right of warrant to purchase the Company's ordinary shares No. 5 (CGH-W5)**

**Purpose and Rationale:** As a result of the approval on the increase of registered capital of the Company as set out in Agenda 10, It is necessary to allocate not exceeding 267,036,498 ordinary shares by issuing warrant to purchase the Company's ordinary shares No. 5 (CGH-W5) to existing shareholders in proportion to the number of shares each shareholder holds Right Offering at the ratio of 3:2 with the offering price Baht 0 per unit, totally 267,036,498 units. At the rate of allocation of 1 ordinary share per 1 warrant and the exercise price of warrants at 1 Baht, are in *Attachment 4*.

**The Board of Directors' Opinion:** The Board of Directors agree to propose to the Shareholder's Meeting to consider and approve the allocation of newly issued ordinary shares in the amount not exceeding 267,036,498 shares with a par value of Baht 1 per share to reserve for the exercise right of warrant to purchase the Company's ordinary shares No. 5 (CGH-W5).

**Voting Requirement:** This agenda resolution shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

**Agenda 13: To consider and approve the issuing and offering of the bill of exchange and/or debentures and/or other bonds, in the amount not exceeding Baht 3,500,000,000**

**Purpose and Rationale:** In order to support the expansion plan in the potential business and seeking the chance to generate higher returns, the Company requires to be prepared for source of fund to support its plan. It is recommended to propose to the Shareholders to consider and approve of issuance and offering of the bill of exchange and/or debentures and/or other bonds, in the amount not exceeding Baht 3,500,000,000 or the equivalent to this amount in other currencies as a source of funding with details as follow:

Type:	Registerer or bearer, subordinated or unsubordinated, secured or unsecured, with or without debenture holder representative
Total value:	Not exceeding Baht 3,500,000,000 or in an equivalent amount in another currency
Term:	Not over 5 years since the date of each issuance
Offering:	To offer for domestic and/or nationwide, though a public offering and/or Institutional Investor and/or private placement offering, at the same time or at a different time
Call Redemption:	The bondholder and the Company may or may not have the right to redeem their bonds before the maturity date, depending on the terms and conditions of each issuance of the bonds

**The Board of Directors' Opinion:** The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve the issuing and offering of the bill of exchange and/or debentures and/or other bonds, in the amount not exceeding Baht 3,500,000,000 with proposed conditions. The Board of Director empower to define the detail and other conditions related to the

issuance and offering of the debt securities such as interest rate, type of debt securities, number of debt securities for issuance and offering types of collateral, offering price per unit, terms, redemption period, payment process of the principal and interest, allotment process and other details of the offering. And including to deal with, negotiate, and execute the agreements, documentation, and application for filing the debt securities, including submitting the documentation or requesting for delay and/or waives of parts or all of the application to the government agencies or agencies relating to the issuing and offering the debt securities including listed in Secondary Market both domestic and international.

**Voting Requirement:** This agenda resolution shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

**Agenda 14: To consider and approve the increase of the registered capital of Pi Securities Public Company Limited under General Mandate for offering to the specific investor (Private Placement)**

**Purpose and Rationale:** According to the Company's Articles of Association, Article 45, Chapter 7 : Supervision and Management the Subsidiaries company and Affiliate company, Clause 2 (b), stipulated that Recapitalization by issuing shares of the subsidiaries and allocation of the shares, including a reduction of its capital, not complied with the ratio of the old shareholding that affects the ratio of exercising the vote of the company directly and/or indirectly in the shareholders' meeting of the subsidiaries company. Regardless of in any level is reduced by more than 10 percent of the total votes at the shareholders' meeting of the subsidiaries, must be approved by the shareholder meeting of the parent company.

According to Pi Securities Public Company Limited ("Pi Securities) a subsidiary, intends to raise funds to support the expansion of investment in vary fields, strengthen liquidity, and fast funding in order to prepare the capital for the potential investment projects by issuing additional ordinary shares in an amount not exceeding 173,546,997 shares with a par value of Baht 1 per share (or equal to approximately 10 percent of the subsidiary's paid-up registered capital), for offering to the specific investor (Private Placement) under General Mandate at an offering price of 2.4155 baht per share (the offering price is the same as the capital increase approved by the Extraordinary General Meeting of Shareholders No. 1/2024 on January 9, 2024), are in Attachment 6.

In this case, when combined with the issuance and offering of additional ordinary shares under General Mandate in this round. The Company's shareholding in subsidiaries will decrease from 99.32 percent to 82.71 percent. Therefore, it is necessary to be approved by the company's shareholder meeting.

**The Board of Directors' Opinion:** The Board of Directors agree to propose to the Shareholder's Meeting to consider and approve the increase of the registered capital under General Mandate of Pi Securities Public Company Limited by issuing not exceeding 173,546,997 new ordinary shares with a par value of Baht 1 per share for offering to the specific investor (Private Placement)

**Voting Requirement:** This agenda resolution shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and being eligible to vote.

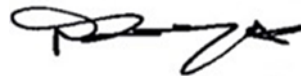


**Agenda 15: Other matters (if any)**

The Company would like to invite all shareholders to attend the Meeting via electronic devices on the date and time as mentioned above. The Company has publicized the invitation letter and supplementary documents via the Company's website, [www.cgholdings.com](http://www.cgholdings.com). For any questions concerning the proposed agendas, please contact via email [CompanySec@cgholdings.co.th](mailto:CompanySec@cgholdings.co.th) or telephone number 02-256-7999 Ext. 1712.

In order to facilitate the shareholders and expedite the process of Meeting via electronic devices, the shareholders who desire to attend the Meeting please thoroughly study the "Guidelines for attending the Annual General Meeting of Shareholders via electronic devices (E-AGM)". The registration system will be available from April 5, 2024 at 08.00 hours until April 26, 2024 at 17.00 hours. The shareholders wishing to appoint the Company's independent director as their proxies, the detail of the independent director, who have no conflict of interest in the agendas considered in this Meeting, is shown in Attachment 10, please return your well-completed Proxy form per Attachment 9 and other required documents to the Company or submit an application to attend the meeting by electronic method at least one day prior to the Meeting. The Company reserves the right to refuse the registration of any shareholders who provide incomplete and inaccurate documents.

Sincerely yours,



(Mr. Sadawut Taechaubol)  
Chairperson

## Information on proposed directors to replace those whose term are expired 2024

<b>Name-Surname</b>	<b>Mr. Sadawut Taechaubol</b>
<b>Position</b>	Chairperson
<b>Age</b>	71
<b>Starting Date of Directorship</b>	May 15, 2014
<b>Year of Directorship</b>	10 year (number of service tenures, provided that he is reelected: 13 years)
<b>Holding the Company's share (As of December 31, 2023)</b>	55,200,326 shares (equal to 1.38%)



Elected as  
Director

### Education

- Honorable Degree (Business Administration), Kensington University, California, USA
- Commerce Diploma, Davis School, Brighton, UK
- BA (Political Science), Ramkhamhaeng University
- Capital Market Academy (CMA) Class 12/2011, The Stock Exchange of Thailand
- Thailand Energy Academy (TEA) Class 7/2016
- Global Business Leaders (GBL) Class 2/2017, Lead Business Institute
- Advanced Master of Management Program, AMM, NIDA Class 3/2019

### Director Role Training by Thai Institute of Directors Association (IOD)

- Directors Accreditation Program (DAP) Class 66/2007
- Corporate Governance for Capital Market Intermediaries (CGI) Class 14/2016

### Important Current Positions

#### Position in Listed Companies (3 Companies)

2021 – Present	Chairperson	Bound and beyond PCL.
2014 – Present	Chairperson and Chairperson of Executive Committee	Country Group Holdings PCL.
2012 – Present	Director and Chairperson of the Executive Board of Directors	MFC Asset Management PCL.

#### Position in Non-Listed Companies (6 Companies)

2016 – Present	Director	Landmark Holdings Co., Ltd.
2015 – Present	Director	EDP Enterprise Co., Ltd.
2015 – Present	Director	Asia Zone Venture Co., Ltd.
2015 – Present	Director	BBT Enterprise Co., Ltd.
2006 – Present	Director	Baan Rai Taechaubol Co., Ltd.
1994 – Present	Chairperson	Country Group Co., Ltd.

**Position in other organizations that compete with/related to the Company**

- None -

**The meeting attendance in 2023**

<b>Meeting</b>	<b>No. of meeting attended / Total meeting held (%)</b>
Board of Director's Meeting	7/7 (100%)
The 2023 Annual General Meeting of Shareholders	1/1 (100%)

**Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years**

- None -

**Shareholding in Subsidiaries / Affiliates (As of December 31, 2023)**

- None -

**Forbidden Qualification subject to Public Company Act**

- No legal offensive report during the past 10 years
- No conflict of interest report against the Company in the previous year

### Information on proposed directors to replace those whose term are expired 2024

<b>Name-Surname</b>	<b>Mrs. Jitmanee Suwannapool</b>
<b>Position</b>	Independent Director
<b>Age</b>	70
<b>Starting Date of Directorship</b>	November 11, 2016
<b>Year of Directorship</b>	8 year (number of service tenures, provided that he is reelected: 11 years)
<b>Holding the Company's share (As of December 31, 2023)</b>	None (equal to 0%)



Elected as  
Independent Director

#### Education

- Master of Public Administration, National Institute of Development Administration (NIDA)
- Bachelor of Business law, Ramkhamhaeng University
- Bachelor of Business Administration Program in Account Ramkhamhaeng University
- AC HOT UPDATE: Ready to New CG towards sustainability, FAP

#### Director Role Training by Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP), Class 197/2014
- Advanced Audit Committee Program (AACP), Class 45/2022

#### Important Current Positions

##### Position in Listed Companies (2 Companies)

2016 - Present	Independent Director and Audit Committee	Country Group Holdings PCL.
2014 - Present	Independent Director and Member of the Audit Committee, Member of the Nomination and Remuneration Committee, Chairperson of the Risk Management Committee	Grand Canal Land PCL.

##### Position in Non-Listed Companies (1 Company)

2018 – Present	Consultants	Thailand Privilege Card Co., Ltd.,
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##### Position in other organizations that compete with/related to the Company

- None -

**The meeting attendance in 2023**

<b>Meeting</b>	<b>No. of meeting attended / Total meeting held (%)</b>
Board of Director's Meeting	7/7 (100%)
Audit Committee's Meeting	5/5 (100%)
The 2023 Annual General Meeting of Shareholders	1/1 (100%)

**Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years**

- None -

**Shareholding in Subsidiaries / Affiliates (As of December 31, 2023)**

- None -

**Forbidden Qualification subject to Public Company Act**

- No legal offensive report during the past 10 years
- No Conflict of Interest report against the Company in the previous year

**Additional information on the nominated persons**

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	- No -
2. Being a professional service provider	- No -
3. Having the significant business relations that may affect the ability to perform independently	- No -

Remark: Definition and qualifications of independent director are shown in [Attachment 11](#)

### Information on proposed directors to replace those whose term are expired 2024

<b>Name-Surname</b>	<b>Mr. Pisuth Viriyamettakul</b>
<b>Position</b>	Director
<b>Age</b>	42
<b>Starting Date of Directorship</b>	July 28, 2015
<b>Year of Directorship</b>	9 year (number of service tenures, provided that he is reelected: 12 years)
<b>Holding the Company's share (As of December 31, 2023)</b>	20,000,000 shares (equal to 0.50%)



Elected as  
Director

#### Education

- Master of Business Administration Finance, California State University, Long Beach, USA
- Bachelor of International Business Management, Assumption University (ABAC)

#### Director Role Training by Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DCP), Class 178/2013
- Director Financial Statements for Directors Program (FSD), Class 31/2016

#### Important Current Positions

##### Position in Listed Companies (1 Company)

2015 – Present      Director      Country Group Holdings PCL.

##### Position in Non-Listed Companies (2 Companies)

2013 - Present      Director      Ratchada Office Building Co., Ltd.  
2012 - Present      Director      Teparak Phatthanakan Co., Ltd.

##### Position in other organizations that compete with/related to the Company

- None -

#### The meeting attendance in 2023

Meeting	No. of meeting attended / Total meeting held (%)
Board of Director's Meeting	7/7 (100%)
The 2023 Annual General Meeting of Shareholders	1/1 (100%)

#### Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

- None -

**Shareholding in Subsidiaries / Affiliates (As of December 31, 2023)**

- None -

**Forbidden Qualification subject to Public Company Act**

- No legal offensive report during the past 10 years
- No Conflict of Interest report against the Company in the previous year

## Profile of Auditors

### Auditor No.1

<b>Name-Surname</b>	Mrs. Poonnard Paocharoen
<b>Age</b>	50
<b>Education</b>	Master of business management, Kasetsart University Bachelor of Accountancy, Thammasat University
<b>CPA (Thailand) Registration Number</b>	5238
<b>Office</b>	EY Office Limited 193/136-137, 33 <sup>rd</sup> Floor, Lake Rajada Office Complex, Rajadapisek Road, Klongtoey, Bangkok 10110 Telephone +662-264-9090



### **Work experience in the last 5 years**

2012 - Present	Audit Partner, EY Office Limited
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**Professional experience**

- Certified Public Accountant (CPA), Thailand
- Member of the Federation of Accounting Professions of Thailand (FAP)
- Auditor approved by the office of SEC

### **Relationship or related interest in Company / Subsidiaries / Affiliates / Executives / Major Shareholder or related person**

- None -



## Profile of Auditors

### Auditor No.2

**Name-Surname** Ms. Manee Rattanabunnakit

**Age** 52

**Education** Master of Accountancy, Thammasat University  
Bachelor of Accountancy, Chulalongkorn University

**CPA (Thailand)** 5313

**Registration Number**

**Office** EY Office Limited  
193/136-137, 33<sup>rd</sup> Floor, Lake Rajada Office Complex,  
Rajadapisek Road, Klongtoey, Bangkok 10110  
Telephone +662-264-9090



### **Work experience in the last 5 years**

2012 - Present      Audit Partner, EY Office Limited

**Professional experience**

- Certified Public Accountant (CPA), Thailand
- Member of the Federation of Accounting Professions of Thailand (FAP)
- Auditor approved by the office of SEC

### **Relationship or related interest in Company / Subsidiaries / Affiliates / Executives / Major Shareholder or related person**

- None -

## Profile of Auditors

### **Auditor No.3**

<b>Name-Surname</b>	Ms. Sineenart Jirachaikhuankhan
<b>Age</b>	48
<b>Education</b>	Master of Information Technology, Chulalongkorn University Bachelor of Accountancy, Chulalongkorn University
<b>CPA (Thailand) Registration Number</b>	6287
<b>Office</b>	EY Office Limited 193/136-137, 33 <sup>rd</sup> Floor, Lake Rajada Office Complex, Rajadapisek Road, Klongtoey, Bangkok 10110 Telephone +662-264-9090



### **Work experience in the last 5 years**

2017 - Present	Audit Partner, EY Office Limited
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**Professional experience**

- Certified Public Accountant (CPA), Thailand
- Member of the Federation of Accounting Professions of Thailand (FAP)
- Auditor approved by the office of SEC

**Relationship or related interest in Company / Subsidiaries / Affiliates / Executives / Major Shareholder or related person**

- None -

**Capital Increase Report Form**  
**Country Group Holdings Public Company Limited**  
**March 14, 2024**

We, Country Group Holdings Public Company Limited (the “Company”), hereby report the resolution of the Board of Directors’ meeting No. 2/2024, held on March 14, 2024, in respect of the capital increase and allotment of capital increase shares as follows:

**1. Capital decrease and increase:**

The Board of Directors resolved:

- 1) To decrease the registered capital of the Company from the existing registered capital of Baht 6,452,549,062 to Baht 5,006,952,745 by cancelling the unsubscribed ordinary shares in total of 1,445,596,317 shares with the par value of Baht 1 per share, which was remaining from the issuance of ordinary shares to accommodate the exercise of the CGH-W3
- 2) To increase the registered capital of the Company from Baht 5,006,952,745 to Baht 5,674,543,991 by issuing 667,591,246 newly issued ordinary shares, at the par value of Baht 1. Details of the capital increase are as follows:

Type of capital increase	Type of share	Number of shares	Par value (THB/share)	Total (THB )
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary	667,591,246	1.00	667,591,246

**2. Allotment of new shares:**

The Board of Directors’ Meeting resolved to approve the allocation of the Company’s newly issued ordinary shares in the amount of not exceeding 667,591,246 shares with a par value of Baht 1 per share totalling in the amount of not exceeding Baht 667,591,246 as follows:

**2.1 If specifying the purpose of utilizing proceeds**

Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Remark
Existing Shareholders: To support the allotment in proportion to the number of shares held by each shareholder (Right Offering)	Not exceeding 400,554,748	10 : 1	1.00	Remarks
Existing Shareholders: Reserve for the exercise of the Warrants to purchase the Company’s ordinary shares No. 5 (CGH-W5)	Not exceeding 267,036,498	3 new ordinary shares for 2 warrants	Warrants have no value	

Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Remark
Private Placement with clearly defined offering price	-	-	-	

**Remark:** The Board of Directors' meeting no. 2/2024, held on March 14, 2024, was resolved to approve the capital increase, the allocation of newly issued shares with the purpose of utilizing proceeds as follows:

- 1) Approved to propose to the Shareholders' Meeting to consider and approve the allocation of newly issued ordinary shares not exceeding 400,554,748 shares with the par value of Baht 1 per share to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) at the share allocation rate of 10:1, in case of the fraction shall be rounded off. Shareholders may subscribe for additional ordinary shares in excess of their rights. (Oversubscription) where existing shareholders who have subscribed more than their rights will be allocated shares that they have subscribed more than their rights only if there are shares remaining from the allocation to the existing shareholders of the company who have subscribed in accordance with Only all rights are complete and set the offering price of additional ordinary shares at 1 baht per share. For the allocation of additional ordinary shares to the existing shareholders of the company in proportion to the shareholding that each shareholder currently holds. In the case where additional ordinary shares remain from the allocation to the existing shareholders of the Company in proportion to the shareholding that each shareholder holds in the first round. The Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe over their rights in proportion to their original shareholding. At the same price as the shares that have been allocated according to the following rights:
  - 1.1) If shares are remaining from the allocation to the existing shareholders of the Company in proportion to the shareholding held by each shareholder in the first round, the amount is greater than or equal to the shares that the original shareholders subscribed over their rights. The Company will allocate the remaining shares to those who subscribe more than their rights and pay the subscription fee for all such shares by the amount that expresses their intention to subscribe more than their rights.
  - 1.2) In the case where shares are remaining from the allocation to the existing shareholders of the Company in proportion to the shareholding held by each shareholder in the first round, the amount is less than the shares that the original shareholders subscribed over their rights. The Company will allocate the remaining shares to those who have oversubscribed according to the following steps:
    - a) Allocated according to the original shareholding proportion of each person who subscribes more than their rights by multiplying the original shareholding proportion of each person who subscribes more than their rights by the number of remaining shares. will be the number of shares that each person who oversubscribes has the right to be allocated. In the case where there are

fractional shares, those shares shall be rounded off. However, the number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription.

b) In the case where there are still shares remaining after the allocation according to (a), the allocation shall be made to each oversubscribe who has not yet been allocated the full number of shares subscribed. By multiplying the original shareholding proportion of each person who subscribed more than their rights by the number of remaining shares, will be the number of shares that each person who oversubscribes has the right to be allocated. In the case where there is a fraction of a share, that fraction must be rounded off. The number of shares that will be allocated will not exceed the number of shares that each shareholder has subscribed and paid for. The shares will be allocated to those who have subscribed more than their rights according to the method in (b), this until there are no shares left from the allocation. or cannot be allocated again because it is a fraction of a share

1.3) In the case of ordinary shares Increase the remaining capital after allocation to the existing shareholders above. The Company will allocate the remaining additional ordinary shares to be offered for sale at one time or in several occasions to the specific investor (Private Placement) according to the announcement of the board of directors. Regulation of the Capital Market No. TorChor. 72/2015 regarding allowing listed companies to offer newly issued shares to a limited number of persons. The said limited persons must not be related persons to the Company. The Company's Board of Directors or persons assigned by the Board of Directors have been assigned the authority to determine Stock offering price at the best price. According to market conditions during the time the capital increase shares are offered to investors which the offering price. Such price must not be less than Baht 1 per share and not less than the weighted average price of the Company's shares on the Stock Exchange of Thailand in the past not less than 7 consecutive working days, but not more than 15 consecutive working days before the date Set the offering price for the shares. The price used for averaging must use the average price of shares traded each day. However, the date of setting the offering price for shares must be no more than 3 business days prior to the first day of offering to investors. However, the Board of Directors may set a discounted selling price, but it must not exceed 10 percent of the said market price. In determining the said discount, The committee has also considered the market conditions at that time and the offering period is set to be within 1 year from the date of approval from the shareholder meeting.

In addition, if there are still additional ordinary shares remaining from the allocation to the existing shareholders of the company in proportion to their shareholding and allocation to shareholders who subscribe in excess of their rights (Oversubscription) and offering to the

specific investor (Private Placement). The company must reduce the registered capital of the company by cutting off the remaining additional ordinary shares from the offering. The company must request approval on the following matters from the shareholder meeting at the next shareholder meeting.

- 2) Approved to propose to the Shareholders' Meeting to consider and approve the allocation of not exceeding 267,036,498 ordinary shares by issuing warrants to existing shareholders in proportion to the number of shares each shareholder holds Right Offering at the ratio of 3:2 with the offering price Baht 0 per unit, totally 267,036,498 units. At the rate of allocation of 1 ordinary share per 1 warrant and the exercise price of warrants at 1 Baht

The Company has set May 7, 2024 as the date for determining the names of shareholders who are entitled to be allocated and offered additional ordinary shares in proportion to the shareholding held by each shareholder (Record Date).

In this regard, the Board of Directors and/or the person that the Board of Directors had been assigned with the authorization to determine the sales price and other details that is in relation with this increase in capital. These include amending, adding, changing terms and details that are related to the shares offering which includes but not limited to:

- 1) Allotment of shares new shares once or in series, time frame of the offer, finding investors, changing the names and number of shares has been allotted, record date, shares payment date, for the most benefit for the company, and not in conflict with the law and/or SEC regulations, SET, and/or other related organizations.
- 2) Negotiating, reaching an agreement, signing documents and agreement, and other authorities that is required to carry out the increase in capital
- 3) Sign in documents to ask for permission and evidence that is required for allotment and offering of share for increase in capital, including giving information, submitting documents and licenses, and documents requested by the SEC, SET, TSD, DBD and other relevant organizations, up until registering the increase in capital with SET.

### **3. Schedule for a shareholders' meeting to approve the capital increase/allotment**

The 2024 Annual General Meeting of Shareholders is scheduled to be held on Monday, April 29, 2024 at 14.00 hours via electronic devices (e-AGM). The Meeting control system is set up at the Meeting Room, Level 20, Sindhorn Tower 3, 132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330.

The Record Date for determining the name of the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders to be on March 29, 2024.

### **4. Permission for capital increase/ share allotment to the relevant government entity and terms for asking for permission (if any)**

- (1) The Company must receive approval from the shareholders' meeting for the issuance and offering of additional ordinary shares of the company to existing shareholders in proportion to the number

of shares held by each shareholder (Right Offering) with votes no less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

- (2) The Company must apply for registration of capital reduction and increase in registered capital and paid-up capital including amendments to the company's memorandum of association to be consistent with the capital reduction and increase in registered capital with the Department of Business Development, Ministry of Commerce.
- (3) The Company will apply for approval from the Stock Exchange of Thailand to accept its newly issued shares as listed securities for trading on the Stock Exchange of Thailand.

#### **5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

The proceeds derived from offer of new shares will be used for the Company's business as follows:

- (1) The Company will reserve for repayment of debenture
- (2) The objectives of the capital increase are to reserve for the exercise of the Warrants to purchase the Company's ordinary shares No.5 (CGH-W5)
- (3) The proceeds received from the capital increase will be used to utilize as working capital for its business operation and to support the investment expansion of Company

#### **6. Benefits which the Company will receive from the capital increase/share allotment:**

This capital increase will enhance and strengthen of the capital base to support the investment expansion of the Company and also increase the liquidity with well prepared in term of capital for investment in potential project, which will benefit and generate profit to the Company, and building the value added to shareholders in the long term.

#### **7. Benefits which shareholders will receive from the capital increase/share allotment:**

##### **7.1 Dividend Policy:**

The Company has a dividend payout ratio at least 60% of net profit after deducting corporate tax. However, the Company may pay dividend less than mentioned above if the Company requires the utilization of the net profit for expanding its business

##### **7.2 Rights to Receive Dividends**

- a) Subscribers of new shares issued will be entitled to receive dividends from the Company's business operations from the date that the subscribers' name is registered as the shareholders of the Company.
- b) Subscribers of warrants shall be shareholders of the Company when the Company has registered its paid-up capital with the Department of Business Development and shall be entitled to receive dividends when the Company considers paying dividend to shareholders afterwards.

## 8. Other details necessary for shareholders' consideration to approve the capital increase/ allocation of newly issued shares

The impact on shareholders from the issuance and offering of additional ordinary shares to the Company's existing shareholders in proportion to the number of shares held by each shareholder (Right Offering) as follows:

### 8.1 Price Dilution

After the issuance and offering of newly issued ordinary shares RO, in the event that such newly issued ordinary shares are offered in full, there will no impact from Price Dilution with the calculation details as follows:

Number of paid-up shares = 4,005,547,487 shares

Number of offered shares = 667,591,246 shares

Market price (Pre-offering) = 0.67 Baht per share

The offering price is calculated from the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for 7 consecutive business days (From March 5, 2024 to March 13, 2024)

Market price (Post-offering) =  $\frac{(\text{Market price} \times \text{No. of paid-up shares}) + (\text{Offering price} \times \text{No. of offered shares})}{\text{No. of paid-up shares} + \text{No. of offered shares}}$   
=  $\frac{(0.67 \times 4,005,547,487) + (10.00 \times 667,591,246)}{4,005,547,487 + 667,591,246}$   
= 0.72 Baht per share

In conclusion, Price dilution =  $\frac{(\text{Pre-offering market price} - \text{Post-offering market price})}{\text{Pre-offering market price}}$   
=  $(0.67 - 0.72) = -7.46\%$  or No impact from Price Dilution

### 8.2 Control Dilution

After the issuance and offering of the company's newly issued ordinary shares In the case of offering for sale of newly issued ordinary shares in full amount, Will affect the voting rights of the shareholders of the company by 14.29% with the calculation details as follows:

Qx = Number of paid-up shares 4,005,547,487 shares  
Qp = Number of offered shares 667,591,246 shares  
Control Dilution =  $Qp / (Qx + Qp)$   
=  $667,591,246 / (4,005,547,487 + 667,591,246)$   
= 14.29%



### 8.3 EPS Dilution

After the offering and allocation of new ordinary shares to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering), the impact on the company's stock price depends on the number of shareholders exercising their rights to purchase additional shares, in case of all existing shareholders, do not exercise their rights to purchase additional shares There will be no effect on the company's share price. But in the case where all shareholders exercise their rights in full, It will affect the price of the company's shares by 14.29% with the calculation details as follows:

$$\begin{aligned} \text{EPS Dilution} &= \frac{\text{EPS}(\text{pre-offering}) - \text{EPS}(\text{post-offering})}{\text{EPS}(\text{pre-offering})} \\ &= \frac{(0.049) - (0.042)}{(0.049)} \\ &= 14.29\% \end{aligned}$$

### 9. Schedule of actions in case the Board of Directors resolves to reduce capital /increase capital / allocate capital increase shares

No.	Procedures	Date
1	The Board of Directors' Meeting No. 2/2024	March 14, 2024
2	The record date to determine the shareholders' right to attend the Annual General Meeting of the Shareholders for the year 2024	March 29, 2024
3	The 2024 Annual General Meeting of Shareholders	April 29, 2024
4	The record date to determine the names of shareholders who are entitled to be allocated and offered additional ordinary shares in proportion to the shareholding held by each shareholder	May 7, 2024
5	Register capital decrease, increase capital, and amend the memorandum of association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Shareholders' Annual General Meeting

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed                      -Signature-                      Authorized director

(Mr. Sadawut Taechaubol)

Chairperson

**Preliminary Details of Warrants to purchase ordinary shares of  
Country Group Holdings Public Company Limited No. 5 (CGH-W5)**

Type of Securities	Warrants to purchase ordinary shares of Country Group Holdings Public Company Limited No. 5 (CGH-W5)
Type of Warrants	specified name of the holder and transferable
Number of Offering Warrants	Not exceeding 267,036,498 Units
Number of ordinary shares reserved to accommodate for exercise of warrants	Not exceeding 267,036,498 shares at the par value of Baht 1 per share representing 6.67% of the total paid-up shares of the Company as of March 14, 2024
	<p>Calculation Method for the ratio accommodate shares</p> <p>= (Number of ordinary shares reserved for exercise of Warrants + Number of ordinary shares reserved for exercise of other warrants) / (total paid-up shares of company)</p> <p>= 267,036,498 + 1,001,386,220 / 4,005,547,487</p> <p>= 31.67%</p>
Method of Allocation	Allocate to the existing shareholders at the ratio of 3 existing ordinary shares for 2 units of Warrant. Any fraction of shares shall be rounded off. The determination the date on which the recorded shareholder is entitled to rights to allotment new warrants to purchase ordinary shares of the Company (CGH-W4) to be on May 7, 2024 (Record Date)
Date of Issue of Warrants	The date to be determined by the Board of Director
Offering Price per unit	Baht 0 (zero)
Tenor	2 years from the Date of the Issue of Warrants
Exercise Ratio	1 unit of warrant has the rights to purchase 1 new ordinary share (except for any adjustment of rights)
Exercise Price	Baht 1 per share (except for any adjustment of rights)
Exercise Period	On the last Business Day of every May and November of each calendar year through the term of Warrant. The first Exercise Date

is expected to be on November 29, 2024. The last Exercise Date will be on the 2 years from the issuance date. In addition, the notification of intention of the last exercise must be not less than 15 days prior to such exercise date

The Secondary Market for the Warrants

the Company shall apply to list the warrants on the Stock Exchange of Thailand

Secondary Market for the Ordinary Shares from the Exercise of Warrants

the Company shall list the ordinary shares from the exercise of the warrants on the Stock Exchange of Thailand

Dilution Effect

1. The new ordinary shares derived from the exercise of the Warrants shall have the same rights and benefits as the previously issued and fully paid-up ordinary shares of the Company in every aspect.
2. The dilution effect to the existing shareholders due to the issuance and offer of Warrants

1) Control Dilution

Control dilution can be calculated by the following formula

$$\text{Control Dilution} = 1 - [Q_o / (Q_o + Q_w)]$$

By which  $Q_o$  = The number of existing shares which are equal to 4,005,547,478 shares

$Q_w$  = The number of the new ordinary shares derived from the exercise of Warrants which is equal to 267,036,498 shares

$$\begin{aligned} \text{Control Dilution} &= 1 - [4,005,547,478 / (4,005,547,478 \\ &+ 267,036,498)] \\ &= 6.25\% \end{aligned}$$

Effect on Control Dilution

Existing shareholders will not be affected from the control dilution due to the Warrants are proportionally issue to the existing shareholders. However, if the Warrants are fully exercised by non-existing shareholders, the existing shareholders will be affected from the dilution of control by 6.25%

2) Price Dilution

Price dilution can be calculated by the following formula

$$\text{Price dilution} = [(P_o - P_n) \times Q_w] / [(Q_o + Q_w) \times P_o]$$

By which  $P_o$  = The weighted average closing price of the ordinary shares trading on SET for the period of 7 trading days before the date of Board of Directors' meeting No. 2/2024 held on March 14, 2024 (from March 5, 2024 to March 13, 2024) which had the weighted average closing price of Baht 0.67 per share

$P_n$  = Exercise Price of the CGH-W5 is Baht 1 per share

Price Dilution

$$= [(P_o - P_n) \times Q_w] / [(Q_o + Q_w) \times P_o]$$

$$= [(0.67 - 1.00) \times 267,036,498] / [(4,005,547,478 + 267,036,498) \times 0.67]$$

$$= -3.08\%$$

#### Effect on Price Dilution

After the issue of Warrants to the existing shareholders, if the Warrants are fully exercised, the share price will not be diluted

#### 3) EPS Dilution

EPS dilution can be calculated by the following formula

$$= (EPS_o - EPS_n) / EPS_o$$

By which Net Loss = (194,272,372) Baht (as of December 31, 2023)

$$EPS_o = \text{Net Profit} / Q_o$$

$$= (194,272,372) / 4,005,547,478$$

$$= (0.049)$$

$$EPS_n = \text{Net Loss} / (Q_o + Q_w)$$

$$= (194,272,372) / (4,005,547,478 + 267,036,498)$$

$$= (0.045)$$

$$EPS \text{ Dilution} = (0.049 - 0.045) / 0.049$$

$$= 6.25\%$$

#### Effect on EPS Dilution

After the issue of Warrants to the existing shareholders, if the Warrants are fully exercised, the existing shareholders will be affected from the dilution of EPS by 6.25%

Condition of Warrants adjustment

The adjustment of Exercise Price and Exercise Ratio will be made to maintain or increase the benefits of the Warrant holders. The adjustment of Exercise Price and Exercise Ratio will be made due to the following events

1. The Company changes the par value of its ordinary shares as a result of consolidation or split of its issued ordinary shares
2. The Company pays dividends, in whole or in part, in form of new ordinary shares to shareholders of the Company
3. The Company issues new ordinary shares at the issued price lower than 90% of the market price of the Company's ordinary shares at the issuing period or before the issuing period of the new ordinary shares, which is calculated following the terms and conditions of the Warrants
4. The Company issues new convertible debentures or Warrants, which gives rights to the holders to convert or purchase the ordinary shares of the Company at the price lower than 90% of the market price of the Company's ordinary shares at the issuing period or before the issuing period of the new convertible debentures or Warrants, which is calculated as specified in the terms and conditions of the Warrants
5. The Company pays cash dividends more than the ratio specified in the terms and conditions of the Warrants
6. Any events which is not mentioned in 1 through 5 that cause the rights or benefits of the Warrant holders to decrease

In addition, the Board of Directors or the Authorized Directors or the person(s) entrusted by such persons shall be empowered to determine the conditions and details of Warrants which is relevant to the adjustment of Exercise Price and Exercise Ratio

Other Conditions

the Board of Directors shall be empowered to determine criteria, conditions, and other details related to the Warrants. Said person(s) shall also be empowered to negotiate and sign in any relevant documents and agreements and perform any other necessary actions related to the Warrants including the issuance and offering, listing the reserved ordinary shares from the exercise of Warrants on the SET, as well as to proceed for the necessary approval from relevant authorities

Registrar

Thailand Securities Depository Company Limited

**Information on the increasing registered capital under General Mandate  
of Pi Securities Public Company Limited**

The Board of Directors' Meeting No. 1/2024, held on February 28, 2024 resolved to approve the increasing registered capital of Pi Securities Public Company Limited (“Pi Securities) a subsidiary, in the amount not exceeding Baht 173,546,997 (or equal to approximately 10 percent of the subsidiary's paid-up registered capital) by issuing additional ordinary shares in an amount not exceeding 173,546,997 shares with a par value of Baht 1 per share, for offering to the specific investor (Private Placement) under General Mandate at an offering price of 2.4155 baht per share (the offering price is the same as the capital increase approved by the Extraordinary General Meeting of Shareholders No. 1/2024 on January 9, 2024) with the following details:

<b>Allocation</b>	<b>Type of Shares</b>	<b>Number of Shares</b>	<b>Percentage of Paid-up Capital</b>	<b>Offer price (THB per Share)</b>	<b>Total (THB)</b>
Private Placement	Ordinary Share	No exceeding 173,546,997 shares	10.00	2.4155	419,202,771

- Remarks :**
- Pi Securitics may either entirely or partially allocate the newly issued ordinary shares, whether in single or sequential allocation .In any case, the aggregate number of newly issued ordinary shares to be allocated to specific investor (Private Placement) under the General Mandate basis shall not exceed 173,546,997 shares or not exceed 10% of the paid-up registered capital of Pi Securities as at the date the board of directors approving the increase of the registered capital.
  - The specific invetor under the Private Placement basis, who shall receive the allocation of the newly issued ordinary shares under the General Mandate basis, must at least have one of the following; the investor has no related person holding the Company's shares or has no relationship with or has acted together (Concert Party) or has no person under Section 258 under the Securities and Exchange Act B.E. 2535 (and as amended) or no person holding shares in place of (Nominee) is not obliged to make a tender offer for all securities of the Company (Tender Offer) because it has acquired shares of the Company less than 25 percent of the total voting rights of the Company According to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and as amended).

In this regard, the Board of Directors and/or the person that the Board of Directors had been assigned with the authorize to take any arrangements in relation to the issuance,

offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

(1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares.

(2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, government agencies and /or other relevant authorities, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares by way of private placement.

Such the allocation of newly issued shares shall be completed by the date of the next annual general meeting or by the date that the law requires the next annual general meeting, whichever comes first.

Details of capital increase under General Mandate of Pi Securities Public Company Limited are as follows:

#### **1. Schedule for a shareholders' meeting to approve the capital increase/allotment**

The capital increase under General Mandate of Pi Securities requires approval from the shareholder meeting of Country Group Holdings PCL. because the capital increase of the subsidiary caused the proportion of voting rights exercised by the parent company in the shareholder meeting of the subsidiary to decrease by more than 10 percent of the total number of votes of the subsidiary.

The 2024 Annual General Meeting of Shareholders of Country Group Holdings PCL. is scheduled to be held on Monday, April 29, 2024 at 14.00 hours via electronic devices (e-AGM). The Meeting control system is set up at the Meeting Room, Level 20, Sindhorn Tower 3, 132 Wireless Road, Lumpini, Pathumwan, Bangkok 10330.

#### **2. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

The increasing capital under General Mandate to offering to the specific investor. The objective is to be used as a source of funds. The securities company has a plan to expand investment in potential businesses in order to find opportunities to generate income for increased returns. Therefore, it is necessary to increase capital to support the investment expansion plan as well as adding liquidity to the money. Working capital for business operations

### **3. Basis Used to Determine the Offering Price, Market Price and Appropriateness of the Offering Price**

The determination of the offering price equivalent to Baht 2.4155 per share is determined by Arm's length discussion. This represents 2.1 times of the book value of Pi Securities as of 30 September 2023, which is a reasonable multiple for a Thailand brokerage business with an emerging digital investment platform.

### **4. Benefits which the Company will receive from the capital increase/share allotment:**

This capital increase will enhance and strengthen of the capital base to support the investment expansion of the Company and also increase the liquidity with well prepared in term of capital for investment in potential project, which will benefit and generate profit to the Company, and building the value added to shareholders in the long term.

### **5. Benefits which shareholders will receive from the capital increase/share allotment:**

The capital increase under General Mandate to the specific persons (Private Placement) shall enhance financial liquidity as well as strengthening the Company's capital base to support the expansion of the main business and/or businesses related to the main business of the Company. This has a positive effect on the growth of the Company in the long run.

The capital increase in this time shall enhance the strength of the Company's financial position, increase working capital for business operations, and increase the capability to generate income and create more profits. The Company's shareholders will benefit because the proceeds from the capital increase will be used to fund other projects in the future based on their appropriateness. The shareholders shall engage to drive the Company's growth, which is an opportunity to create a good return on investment in the long term. The benefits that the shareholders receive, such as the right to receive dividends, the rightsto attend shareholders' meetings, and the right to vote at shareholder meetings.

### **6. Other details necessary for shareholders' consideration to approve the capital increase/ allocation of newly issued shares**

The allocation of 173,546,997 additional ordinary shares to the specific investor. This may cause an impact on the existing shareholders of the securities company from the offering and allocation of additional common shares. The details are as follows.

#### **6.1 Control Dilution**

After the issuance and offering of the company's newly issued ordinary shares In the case of offering for sale of newly issued ordinary shares in full amount, Will affect the voting rights of the shareholders of the company by 9.09% with the calculation details as follows:

$$\begin{aligned} Q_x &= \text{Number of paid-up shares } 1,735,469,970 \text{ shares} \\ Q_p &= \text{Number of offered shares } 173,546,997 \text{ shares} \end{aligned}$$



$$\begin{aligned}
 \text{Control Dilution} &= Q_p / (Q_x + Q_p) \\
 &= 173,546,997 / (1,735,469,970 + 173,546,997) \\
 &= 9.09\%
 \end{aligned}$$

## 6.2 EPS Dilution

After the offering and allocation of new ordinary shares to the specific investor (Private Placement), there will affect the price of the company's shares by 9.09% with the calculation details as follows:

$$\begin{aligned}
 \text{EPS Dilution} &= \frac{\text{EPS}(\text{pre-offering}) - \text{EPS}(\text{post-offering})}{\text{EPS}(\text{pre-offering})} \\
 &= (0.100) - (0.091) / (0.100) \\
 &= 9.09\%
 \end{aligned}$$

## 7. Schedule of actions in case the Board of Directors resolves to reduce capital /increase capital / allocate capital increase shares

No.	Procedures	Date
1	Pi Securities PCL. Board of Directors' Meeting No. 1/2024	February 27, 2024
2	Country Group Holdings PCL. Board of Directors' Meeting No. 2/2024	March 14, 2024
3	The record date to determine the shareholders' right to attend the Annual General Meeting of the Shareholders for the year 2024	March 29, 2024
4	The 2024 Annual General Meeting of Shareholders	April 29, 2024
5	Register capital decrease, increase capital, and amend the memorandum of association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Shareholders' Annual General Meeting
6	Date to allocation new ordinary shares to existing shareholders (General Mandate)	Will be determined after get approval from the Shareholders' Annual General Meeting

## The Company's Articles of Association concerning the Meeting of Shareholders

### Chapter 5 Directors

18. The directors shall have the following qualifications:
- (1) Be natural persons and shall be sui juris;
  - (2) Not be bankrupt, incompetent, or quasi-incompetent;
  - (3) Not have been imprisoned by a final judgment to a term of imprisonment for an offense against property with dishonest intent;
  - (4) Not have been expelled or removed from the official service, a state organization, or a state agency on the ground of dishonest performance of duties;
20. The directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures as follows:
- (1) Each shareholder shall have one vote from one share held.
  - (2) Each shareholder may cast the total number of votes under (1) for electing one or more persons as director or directors, and in the case of electing more persons as directors, votes may be appropriated to any person in any number at the shareholder's pleasure;
  - (3) The persons who received the highest votes in the respective order are elected as directors in accordance with the intended number of directors; and, in the case where any persons so elected in a next lower order have equal votes such that the number of the elected persons exceeds the number of directors intended to be elected, the chairman of the meeting shall have an additional vote as casting vote.
21. At every annual ordinary meeting, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate.
- A director who vacates office under this clause may be re-elected.
- The directors vacating from office in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate.
28. The directors shall be entitled to receive the remuneration in accordance with resolutions of meetings of shareholders with vote of not less than two-thirds of the total votes of the shareholders present at the meeting and the board of directors shall be entitled to receive remuneration meeting allowance, transportation fee, welfare and other compensations including the right to be reimbursed against entertainment and other expenses concerning their conduct of business according the company's rules and regulations.
- Content under paragraph one, it shall not impact to any rights that Director, who is staff and/or employee, to receive his/her remuneration and benefit as staff and/or employee of the Company.

## **Chapter 6 Shareholder Meeting**

39. The board of directors must cause an annual ordinary meeting of shareholders to be held within four months as from the date on which the accounting year of the company ends.

Meetings of shareholders other than the one under paragraph one shall be called extraordinary meetings.

The board of directors may summon an extraordinary meeting whenever it deems appropriate.

Shareholders holding shares in the aggregate number of not less than one-fifth of the total number of shares sold, or not less than twenty five shareholders holding shares in the aggregate number of not less than one-tenth of the total number of shares sold, may, by subscribing their names, make a written requisition to the board of directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the board of directors must cause a meeting of shareholders to be held within one month from the date of receipt the written request from the shareholders.

40. In calling a meeting of shareholders, Whether in person or via electronic conferencing, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper or advertised via electronic means in three consecutive days and not less than three days prior to the date of the meeting.

Therefore, the meeting of shareholders may be conducted via electronic media, as the Electronic Conferencing Law provides and the place for the meeting must be in the province where the principal business office of the company is located or other place the board of director shall determine.

41. At a meeting of shareholders, whether in person or via electronic conferencing, the presence of not less than twenty-five shareholders and their proxies (if any) or not less than one half of the total number of shareholders, with the aggregate number of shares of not less than one-third of the number of shares sold, is required to constitute a quorum.

The proxy may also be submitted electronically. It must ensure that the proxy is cast by the shareholder using a mechanism that is secure and trustworthy.

In the case where, at any meeting of shareholders, it appears that after an hour from the appointed time the quorum is not constituted by the presence of shareholders as prescribed under paragraph one, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting of shareholders had not been summoned upon the requisition of shareholders, another meeting shall be summoned, and in this case, a written notice summoning the meeting shall be sent

to the shareholders not less than seven days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.

42. The chairperson of the board shall preside over a meeting of shareholders. In the case where the chairperson of the board is not present or is unable to perform the duty, a vice chairperson shall preside over the meeting. If there is no vice chairperson or there is a vice chairperson, but the vice chairperson is unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting.
43. The voting in the shareholder meeting, such shareholder has one (1) vote for 1 share held. In case any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election or deprivation of directors and a resolution of the meeting of shareholders shall requires votes as follows:
  - (1) In a normal case, a majority of votes of the shareholders present and voting at the meeting is required, provided that in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;
  - (2) In any of the following cases, votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote are required:
    - (a) Selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
    - (b) Purchasing or taking a transfer of the undertaking of any private company or public company to be owned by the company;
    - (c) Concluding, modifying or terminating any contract concerning the granting of a lease of the company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;
    - (d) Amendment memorandum of association or article of association
    - (e) Increase or reductions of capital of the company
    - (f) Dissolution
    - (g) Issuance of Debenture
    - (h) Amalgamation with other company.

A secret ballot may be made when demanded by at least two shareholders before voting and the meeting of shareholders have a resolution to vote by secret ballot.

If a secret ballot is duly demanded, the chairman may direct such manner taken.

44. The matters require for calling annual general shareholders' meeting as follows:
  - (1) To acknowledge the annual operating results of the Company in the previous year
  - (2) To consider and approve the balance sheet and profit and loss of the previous accounting year
  - (3) To consider and approve to omission of the appropriation of profit and dividend
  - (4) To consider and appoint directors to replace the directors whose term are expired
  - (5) To consider and approve Remuneration of Board of Directors

- (6) To consider the appointment of the Company's auditors and fix audit fee
- (7) Other business.

### **Chapter 9 Finance, Accounting, and Auditing**

53. The board of directors shall prepare the balance sheet and the profit and loss account as of the last day of the accounting year of the company to consider approval and the director shall engage the auditor to audit the balance sheet and profit and loss account before submission to annual general meeting shareholders.

55. At an annual general meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company from time to time.

The auditor must not be a director, member, employee or a person holding any office of the company.

The annual general meeting shall appoint an auditor and determine the auditing fee of the company from time to time.

The auditor shall not be a director, staff, employee or person holding any position or having any duty in the company.

If the auditor appointed by the annual general meeting is not approved by the office of Securities and Exchange Commission, the board of directors shall conduct following actions:

- (1) Call for an extraordinary meeting to appoint a new auditor; or
- (2) Propose and select the auditor to obtain approval from the office of Securities and Exchange Commission and call for the shareholder meeting to appoint such auditor.

### **Chapter 11 Dividend and Legal Fund**

59. No dividends may be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid.

Dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution, unless in case the company issue the debenture and grant the debenture to take dividend difference from ordinary share. Provided that payment of dividends must be upon approval by a meeting of shareholders.

The board of directors may from time to time pay to the shareholders such interim dividends if the board 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 next meeting of shareholders.

Payment of dividends shall be made within one month as from the date of the resolution of the meeting of shareholders or of the meeting of the board of directors, as the case may be and the shareholders shall be notified in writing of such payment of dividends, and the notice shall also be

published in a newspaper or apply any other means for electronic advertising at least three (3) consecutive days.

61. The company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

## **Guidelines for Attending the Annual General Meeting of Shareholders via electronic devices (E-AGM)**

### **1. Conditions and Procedures for Registration**

- 1.1 The Company will register a shareholder's name for attending E-AGM when the shareholders provide the documents to confirm the right to attend the meeting and submit an application through Pre-Registration system.
- 1.2 A shareholder who is a Thai or a foreign individual attending the meeting in person or as proxy must identify himself by showing one of these identification cards: citizen ID card, civil servant ID, state enterprise ID, driving license, passport, or any ID cards with photograph issued by a government agency and shall not expire on or before the meeting date (collectively referred to as the "Identification Card").
- 1.3 Authorized representative of a shareholder who is a Thai or a foreign juristic person attending the meeting in person must show the company affidavit or any other evidence of being a juristic person or a copy of the said document certified by the Registrar (issued not more than 6 months), and evidence of authorization to act on behalf of the juristic person and his identification card stipulated in 1.2

### **2. Conditions and Procedures for Proxy Appointment**

- 2.1 In the case that the person appointing the proxy is an individual and resident of Thailand, the Proxy must provide the following documents:
  - 2.1.1 Individual person with Thai Nationality
    - (a) Proxy Form
    - (b) A certified copy of the Identification Card (in 1.2) of both the Grantor and the Proxy
  - 2.1.2 Individual person with Non - Thai Nationality
    - (a) Proxy Form
    - (b) A certified copy of passport of the Grantor and a certified copy of the Identification Card (in 1.2) of the Proxy.
- 2.2 In the case that the person (Non-Thai Nationality) appointing the proxy is an individual and resident of a foreign country, the Proxy must provide the following documents:
  - 2.2.1 Proxy Form
  - 2.2.2 A certified copy of the Identification Card (in 1.2) of both the Grantor and the Proxy
  - 2.2.3 The evidence required in item 2.2.1 and 2.2.2 must be certified by the Thai Consul or a notary public or a person authorized by the local governing law (issued not more than 6 months)
- 2.3 In the case that the person appointing the proxy is a juristic person incorporated in Thailand, the Proxy must provide the following documents:
  - 2.3.1 Proxy Form

- 2.3.2 A certified copy of the Company affidavit certified by the Registrar, Ministry of Commerce (issued not more than 6 months)
- 2.3.3 A certified copy of the Identification Card (in 1.2) of the authorised person acting on behalf of such juristic person signs on the proxy
- 2.3.4 A certified copy of the Identification Card (in 1.2) of the Proxy
- 2.4 In the case that the person appointing the proxy is a juristic person incorporated abroad, the Proxy must provide the following documents:
  - 2.4.1 Proxy Form
  - 2.4.2 Company affidavit (original or copy) or evidence of being a juristic person together with evidence of who has authority to sign the proxy form
  - 2.4.3 A certified copy of the Identification Card (in 1.2) of the authorised person acting on behalf of such juristic person signs on the proxy
  - 2.4.4 Evidence required in 2.4.1 to 2.4.3 must be certified by the Thai Consul or a notary public or a person authorized by the local governing law (issued not more than 6 months)
  - 2.4.5 A certified copy of the Identification Card (in 1.2) of the Proxy
- 2.5 In case the original documents are not in English, it shall be translated to the English language and certified true and correct translation by the shareholder (in case of ordinary person) or the authorized representative of shareholder (in case of juristic person).

### **3. Proxy Submission**

The shareholder may send the completed proxy form together with the above documentation to the Company at:

- 1) email: [CompanySec@cgholdings.co.th](mailto:CompanySec@cgholdings.co.th) **and**
- 2) Original document: postal delivery attention to:

“Company Secretary Department”  
Country Group Holdings PCL.  
132 Sindhorn Tower 3, 20<sup>th</sup> Floor, Wireless Road,  
Lumpini, Pathumwan, Bangkok 10330

No later than 17.00 hours (Thailand time) on April 26, 2024 so that officers of the Company are given enough time to check the documentation. Please be informed that spilt of shares to several proxies to vote in the meeting is not allowed. The shareholder shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the custodian appointed by foreign shareholders in accordance with Proxy Form C.

### **4. Meeting Registration**

The registration system for attending the 2024 Annual General Meeting of Shareholders via electronic devices (E-AGM) will be opened at 13.00 hours on Monday, April 29, 2024 onwards and the E-AGM will begin at 14.00 hours by broadcasting from the Company's meeting room.



### Registration form for attending the E-AGM

Written at.....

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

I/We.....Nationality.....Address No.....

Road.....Sub-District.....District.....

Province.....Postal Code.....Mobile Phone.....

Shareholder registration number.....as a shareholder of.....

Holding a total number of .....share

I hereby confirm that I will attend the meeting and cast the votes in the 2024 Annual General Meeting of Shareholders on Monday, April 29, 2024 at 14.00 hrs. which will be held via electronic devices (E-AGM), by;

Attending the E-AGM by myself, please send me a username and password, together with the Weblink for attending the E-AGM my email at.....

Appointing Mr./Ms.....as a proxy to attend the E-AGM. Please send a Username and Password, together with Weblink for attending the E-AGM to his/her email at.....

Sign .....Shareholder

(.....)

Sign .....Proxy

(.....)

**Note:**

Shareholder can send this “Registration form for attending the E-AGM” which has been completely filled out, and attached identification document for inspection of the E-AGM attending right, to the Company by April 26, 2024 via the following channels:

- Email: CompanySec@cgholdings.co.th **and**
- Post: “Company Secretary Department”

Country Group Holdings PCL.

132 Sindhorn Tower 3, 20th Floor, Wireless Road,

Lumpini, Pathumwan, Bangkok 10330

In case your username and password are not received by April 26, 2024, please contact the Company immediately at telephone number +662 256 7999 Ext. 1709 or 1712



Duty  
stamp  
Baht 20

## Proxy Form B (Clearly and Definitely Specified Voting)

Written at .....

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

(1) I/We, ..... Nationality ..... Residing at ..... Road .....  
Sub-District ..... District..... Province ..... Postal Code .....

(2) Being a shareholder of **Country Group Holdings Public Company Limited**, holding the total number  
of ..... shares, and have the rights to vote equal to ..... votes.

(3) Hereby appoint

1. Pol. Gen. Werapong Chuenpagdee, Independent Director and Audit Committee, aged 66,  
Residing at No. 79/307, Panya Indra Road, Bang Chan, Khlong Samwa District, Bangkok 10510 **or**

2. Mr. Dej Namsirikul, Independent Director, age 88,  
Residing at No. 43/403, Silom-Surawong Condominium, Soi Naradhiwas Rajanagarindra 1,  
Suriya Wong, Bang Rak District, Bangkok 10500 **or**

3. .... Age ..... Residing at .....  
Road ..... Sub-District ..... District .....  
Province ..... Postal Code ..... **or**

4. .... Age ..... Residing at .....  
Road ..... Sub-District ..... District .....  
Province ..... Postal Code .....

Anyone of the above as my/our Proxy to attend and vote in **the 2024 Annual General Meeting of Shareholders be held on Monday, April 29, 2024 at 2.00 p.m. via electronic devices (E-AGM)** or  
at any adjournment thereof to any other date, time and venue.

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

### Agenda 1: To acknowledge the Company's performance for the year 2023

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve       Disapprove       Abstain

### Agenda 2: To consider and approve the audited Financial Statements for the year ended December 31, 2023

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve       Disapprove       Abstain

**Agenda 3: To consider and approve the omission of the appropriated of net profit and approve the omission of annual dividend payment for the year 2023**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve       Disapprove       Abstain

**Agenda 4: To consider and approve the appointment of directors to replace the directors retiring by rotation**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Appointment by group
    - Approve       Disapprove       Abstain
  - Appointment by individual
    - 1. Mr. Sadawut Taechaubol (Director)**
      - Approve       Disapprove       Abstain
    - 2. Mrs. Jitmanee Suwannapool (Independent Director)**
      - Approve       Disapprove       Abstain
    - 3. Mr. Pisuth Viriyamettakul (Director)**
      - Approve       Disapprove       Abstain

**Agenda 5: To consider and approve the directors' remuneration for the year 2024**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve       Disapprove       Abstain

**Agenda 6: To consider and approve the appointment of auditors and to determine the audit fees for the year 2024**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve       Disapprove       Abstain

**Agenda 7: To consider and approve the decrease of the Company's registered capital and to amend Clause 4 of the Company's Memorandum of Association regarding the registered capital to be in line with the decrease of the Company's registered capital**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve       Disapprove       Abstain

**Agenda 8: To consider and approve the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering)**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve       Disapprove       Abstain

**Agenda 9: To consider and approve the issuance and offering of warrants to purchase the Company's ordinary shares No. 5 (CGH-W5) to the existing shareholders**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 10: To consider and approve the increase of the Company's registered capital and to amend Clause 4 of the Company's Memorandum of Association regarding the registered capital to be in line with the increase of the Company's registered capital**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 11: To consider and approve the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering)**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 12: To consider and approve the allocation of newly issued ordinary shares of the Company to reserve for the exercise right of warrant to purchase the Company's ordinary shares No. 5 (CGH-W5)**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 13: To consider and approve the issuing and offering of the bill of exchange and/or debentures and/or other bonds, in the amount not exceeding Baht 3,500,000,000**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 14: To consider and approve the increase of the registered capital of Pi Securities Public Company Limited under General Mandate for offering to the specific investor (Private Placement)**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve
  - Disapprove
  - Abstain



## Annex to the Proxy Form B

Grant of proxy as a shareholder of **Country Group Holdings Public Company Limited**

**The 2024 Annual General Meeting of Shareholders be held on Monday, April 29, 2024 at 2.00 p.m. via electronic devices (E-AGM) or at any adjournment thereof to any other date, time and venue.**

Agenda No. \_\_\_\_\_ Subject \_\_\_\_\_

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve

Disapprove

Abstain

Agenda No. \_\_\_\_\_ Subject \_\_\_\_\_

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve

Disapprove

Abstain

Agenda No. \_\_\_\_\_ Subject \_\_\_\_\_

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve

Disapprove

Abstain

Agenda No. \_\_\_\_\_ Subject \_\_\_\_\_

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve

Disapprove

Abstain

Agenda No. \_\_\_\_\_ Subject Appointment of Directors (Continued)

Name of Director \_\_\_\_\_

Approve

Disapprove

Abstain

Name of Director \_\_\_\_\_

Approve

Disapprove

Abstain

Name of Director \_\_\_\_\_

Approve

Disapprove

Abstain

Name of Director \_\_\_\_\_

Approve

Disapprove

Abstain

Duty  
stamp  
Baht 20

**Form C (Specifically Designed for a Foreign Shareholder  
with Appointed Custodian in Thailand)**

Written at .....

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

(1) I/We, ..... Nationality ..... Residing at ..... Road .....  
Sub-District ..... District..... Province ..... Postal Code .....  
Acting as the Custodian for ..... Being a shareholder of  
**Country Group Holdings Public Company Limited**, holding the total number of ..... shares,  
and have the rights to vote equal to ..... votes.

(2) Hereby appoint

1. Pol. Gen. Werapong Chuenpagdee, Independent Director and Audit Committee, aged 66,  
Residing at No. 79/307, Panya Indra Road, Bang Chan, Khlong Samwa District, Bangkok 10510 **or**
2. Mr. Dej Namsirikul, Independent Director, age 88,  
Residing at No. 43/403, Silom-Surawong Condominium, Soi Naradhiwas Rajanagarindra 1,  
Suriya Wong, Bang Rak District, Bangkok 10500 **or**
3. .... Age ..... Residing at .....  
Road ..... Sub-District ..... District .....  
Province ..... Postal Code ..... **or**
4. .... Age ..... Residing at .....  
Road ..... Sub-District ..... District .....  
Province ..... Postal Code .....

Anyone of the above as my/our Proxy to attend and vote in **the 2024 Annual General Meeting of Shareholders be held on Monday, April 29, 2024 at 2.00 p.m. via electronic devices (E-AGM)** or at any adjournment thereof to any other date, time and venue.

(3) I/We authorize the Proxy to attend and vote at the Meeting as follows:

- The proxy is authorized for all shares held and entitled to vote
- The proxy is authorized for partial shares  
Ordinary Share ..... shares, entitled to voting right .....votes

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



**Agenda 1: To acknowledge the Company's performance for the year 2023**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve.....votes
  - Disapprove.....votes
  - Abstain.....votes

**Agenda 2: To consider and approve the audited Financial Statements for the year ended December 31, 2023**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve.....votes
  - Disapprove.....votes
  - Abstain.....votes

**Agenda 3: To consider and approve the omission of the appropriated of net profit and approve the omission of annual dividend payment for the year 2023**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve.....votes
  - Disapprove.....votes
  - Abstain.....votes

**Agenda 4: To consider and approve the appointment of directors to replace the directors retiring by rotation**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Appointment by group
    - Approve.....votes
    - Disapprove.....votes
    - Abstain.....votes
  - Appointment by individual
    - 1. Mr. Sadawut Taechaubol (Director)**
      - Approve.....votes
      - Disapprove.....votes
      - Abstain.....votes
    - 2. Mrs. Jitmanee Suwannapool (Independent Director)**
      - Approve.....votes
      - Disapprove.....votes
      - Abstain.....votes
    - 3. Mr. Pisuth Viriyamettakul (Director)**
      - Approve.....votes
      - Disapprove.....votes
      - Abstain.....votes

**Agenda 5: To consider and approve the directors' remuneration for the year 2024**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve.....votes
  - Disapprove.....votes
  - Abstain.....votes

**Agenda 6: To consider and approve the appointment of auditors and to determine the audit fees for the year 2024**

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve.....votes
  - Disapprove.....votes
  - Abstain.....votes

**Agenda 7: To consider and approve the decrease of the Company's registered capital and to amend Clause 4 of the Company's Memorandum of Association regarding the registered capital to be in line with the decrease of the Company's registered capital**

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes

**Agenda 8: To consider and approve the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering)**

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes

**Agenda 9: To consider and approve the issuance and offering of warrants to purchase the Company' s ordinary shares No. 5 (CGH-W5) to the existing shareholders**

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes

**Agenda 10: To consider and approve the increase of the Company's registered capital and to amend Clause 4 of the Company's Memorandum of Association regarding the registered capital to be in line with the increase of the Company's registered capital**

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes

**Agenda 11: To consider and approve the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering)**

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes

**Agenda 12: To consider and approve the allocation of newly issued ordinary shares of the Company to reserve for the exercise right of warrant to purchase the Company' s ordinary shares No. 5 (CGH-W5)**

The proxy may consider and vote on my/our behalf as deem appropriate in every respect

The proxy may consider and vote on my/our behalf as follows:

Approve.....votes  Disapprove.....votes  Abstain.....votes



**Notes:**

1. This Proxy Form C shall be applicable only for the shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. Evidences to be enclosed with this Proxy Form C are:
  - Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
  - Certified evidence that the person signing the Proxy Form is authorized to engage in custodian business.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf. All votes of a shareholder may not be allocated to several proxies to vote separately.
4. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or select each nominated director individually.
5. In the event that there are additional agendas further to the above mentioned, the grantor may use the annex form of proxy attached therefore.

## Annex to the Proxy Form C

Grant of proxy as a shareholder of **Country Group Holdings Public Company Limited**

**The 2024 Annual General Meeting of Shareholders be held on Monday, April 29, 2024 at 2.00 p.m. via electronic devices (E-AGM) or at any adjournment thereof to any other date, time and venue.**

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve.....votes     Disapprove.....votes     Abstain.....votes

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve.....votes     Disapprove.....votes     Abstain.....votes

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve.....votes     Disapprove.....votes     Abstain.....votes

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

- The proxy may consider and vote on my/our behalf as deem appropriate in every respect
- The proxy may consider and vote on my/our behalf as follows:
  - Approve.....votes     Disapprove.....votes     Abstain.....votes

**Agenda No.** \_\_\_\_\_ **Subject** Appointment of Directors (Continued)

Name of Director \_\_\_\_\_

- Approve.....votes     Disapprove.....votes     Abstain.....votes

Name of Director \_\_\_\_\_

- Approve.....votes     Disapprove.....votes     Abstain.....votes

Name of Director \_\_\_\_\_

- Approve.....votes     Disapprove.....votes     Abstain.....votes

Name of Director \_\_\_\_\_

- Approve.....votes     Disapprove.....votes     Abstain.....votes

### Definition of Independent Director of the Company

On the appointment of independent director, the Board shall consider the candidate's eligibility in accordance with the minimum requirements of the SEC and assigned responsibilities stated within the announcement on Eligibilities and Scope of Audit Committee of the SET as follow:

- (1) Holding share of no more than 1% of the number of shares with voting right of the Company, its Subsidiaries, affiliates, or related companies. The shareholding also includes those shares held by the Independent Director's related parties.
- (2) Not holding or never have held a position in the Company as Director involving in employee management or a position or Consultant receiving salary or any other significant positions of the Company unless having been out of such position for at least 2 years before the appointment. The aforementioned condition does not apply to Independent Director with former experience as civil servant of a public sector with major shareholding proportions.
- (3) Not a close family, by blood or by law, i.e. parents, spouse, siblings, children and their spouses, of a member of management, major shareholders with significant control over the Company and its Subsidiaries.
- (4) Never have had business relationship with the Company, its Subsidiaries, affiliates, major shareholder or individual who has authority to control the Company in the way that prohibits free judgement. In addition of never have been a major shareholder of the Company, its Subsidiaries and its affiliates or a person with direct control over the Company's business, unless having been out of such position of a least 2 years before the appointment.
- (5) Never have been an auditor of the Company, its Subsidiaries and its affiliates or a major shareholder or significant authorities or a partner of the audit service provider unless having been out of such position of at least 2 years before the appointment.
- (6) Never have worked in any service profession including legal or financial advisor that receive service fee of more than Baht 2 million per year from the Company, its Subsidiaries and its affiliates, or major shareholder; and significant shareholder or individual with authority to control or a partner of service profession unless having been out of such position of a least 2 years before the appointment.
- (7) Not the Independent Director who has been appointed on behalf of the Company's Directors, major shareholders or shareholders with relation to major shareholders.
- (8) Not being in the business with similar objectives or in competition with the Company and its Subsidiaries. Not being a partner or a director with positions of director involving in employee management or a position or Consultant receiving salary or a shareholder with more than 1% of the total number of shares with voting right of any company with similar objectives or in competition with the Company and its Subsidiaries.
- (9) Not being in any other conditions which may affect free judgement regarding the Company's operations.

## Profiles of proxy directors

<b>Name-Surname</b>	<b>Pol. Gen. Werapong Chuenpagdee</b>
<b>Position</b>	Independent Director and Audit Committee
<b>Age</b>	66
<b>Holding the Company's share (As of December 31, 2023)</b>	None (equal to 0%)
<b>Address</b>	79/307, Panya Indra Road, Bang Chan Subdistrict, Khlong Samwa District, Bangkok 10510



### Education

- Master of Public Administration, National Institute of Development Administration (NIDA)
- Master of Public Administration Chulalongkorn University
- Bachelor of Public Administration from the Royal Police Cadet Academy

### Director Role Training by Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP), Class 86/2010
- Director Certification Program (DCP), Class 146/2011
- Audit Committee Program (ACP), Class 34/2011
- Financial Statements for Directors Program (FSD), Class 12/2011
- Role of the Compensation Committee Program (RCC), Class 13/2011
- Corporate Governance for Capital Market Intermediaries Program (CGI), Class 8/2015

### Experience

2018 - Present	Vice Chairperson and Independent Director	Triton Holding PCL.
2018 - Present	Independent Director and Chairperson of the Audit Committee	Tribeca Co., Ltd.
2017 - Present	Chairperson and Independent Director	Arinsiri Land PCL.
2017 - Present	Independent Director and Member of the Audit Committee and Chairperson of the Nomination and Remuneration Committee	ICBCI Thai Commercial Bank
2014 - Present	Independent Director, Audit Committee, Chairperson of Corporate Governance and Sustainability Committee, Nomination and Remuneration Committee	Country Group Holdings PCL.
2012 - Present	Independent Director and Chairperson of the Audit Committee	Thai Hua Rubber PCL.
2012 - Present	Director	Foo Sin Mining Industry Co., Ltd.
2010 - Present	Independent Director and Chairperson of the Audit Committee	Sing Sian Yer Pao Co., Ltd.
2009 - Present	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee	Country Group Development PCL.

### Direct and indirect interest in any Transaction the Company or the Subsidiary is Party

- None -

### Having/ Not Having Conflict of Interest in the Agenda Proposed to the Meeting

- None -

## Profiles of proxy directors

**Name-Surname** Mr. Dej Namsirikul

**Position** Independent Director

**Age** 88

**Holding the Company's share** None (equal to 0%)  
**(As of December 31, 2023)**



**Address** 43/403, Silom-Surawong Condominium,  
Soi Naradhiwas Rajanagarindra 1, Suriya Wong, Bang Rak District,  
Bangkok 10500

### Education

- High School Diploma, Assumption Bangrak

### Director Role Training by Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP), Class 98/2012
- Director Certification Program (DCP), Class 225/2016
- Corporate Governance for Capital Market Intermediaries Program (CGI), Class 5/2015

### Experience

2019 – Present	Independent Director, Chairperson of the Risk Management Committee	Safari Would PCL.
2014 - Present	Independent Director, Chairperson of Nomination and Remuneration Committee, Corporate Governance and Sustainability Committee	Country Group Holdings PCL.
2010 – Present	Chairperson	Unicca Pattaya Properties Co., Ltd.
1994 - Present	Chairperson	Union Power Properties Co., Ltd.
1993 – Present	Director	Vejthani Hospital PCL.
1989 - Present	Director	Omnoi Complex Co., Ltd.
1982 - Present	Director	D.U.K Co., Ltd.

### Direct and indirect interest in any Transaction the Company or the Subsidiary is Party

- None –

### Having/ Not Having Conflict of Interest in the Agenda Proposed to the Meeting

- None -



## Privacy Notice for the 2024 Annual General Meeting of Shareholders

Country Group Holdings Public Company Limited (the "Company") places importance on the protection of your personal information by providing measures to protect the personal information of the attendees of the 2024 Annual General Meeting of Shareholders in accordance with the Personal Data Protection Act B.E. About the protection of your personal information and your rights under such laws as follows:

### Personal Data Collected by the Company

The company needs to collect personal information related to shareholders and proxies. The Company will collect personal information about you as follows:

1. General personal information: name, surname, ID card number Date of birth, gender, nationality, shareholder registration number, number of shares, bank account number, photograph, motion picture from video recording within the meeting, etc. In case of authorization, the Company needs to request a copy of the shareholder's/proxy's identification card. There may be religious information which is sensitive personal information appearing in the identification card and the Company does not intend to collect such information and the data owner can obscure that information.
2. Information for contact and use of electronic systems: address, telephone number, e-mail address or IP address (in the case of viewing online meetings), etc.

The Company will record broadcast images and sounds in this meeting for the legitimate interests and benefits of the Company's shareholders may receive your personal information directly from shareholders and proxies or receive personal information through the company's system Thailand Securities Depository Co., Ltd. ("TSD") as the company's registrar only if it is necessary by means prescribed by law.

### Purpose of collection, use and disclosure of personal information

The Company collects, uses, and discloses personal data for the following purposes:

1. Call, organize and conduct the annual general meeting of shareholders including to support the annual general meeting of shareholders. in order to comply with the Company's regulations and as required by law or send documents to shareholders as informed.
2. Personal information may be disclosed to persons or agencies involved in the above operations as required by law, such as the Department of Business Development, Ministry of Commerce, The Stock Exchange of Thailand, administrators of electronic conferencing, etc.
3. The preparation of public relations media or organization of activities of the Company. The collection of personal data is within the scope of reasonable legitimate interests and does not exceed the extent that the personal data subject may have expected.

**Retention of personal data collected and retention period**

The company will keep your personal information. As specified in this document for the duration specified by relevant laws. and as necessary for the use of information in order to achieve the above objectives, for a period of not more than 10 years from the date of the 2024 Annual General Meeting of Shareholders. After such a period, the Company will destroy or make the information it cannot identify the person.

**Your rights as a data subject**

As the owner of personal data, you have the rights set forth in the Personal Data Protection Act B.E. 2562, which may include the right to withdraw consent, right to access and receive personal data, right to rectification of personal data, Right to erasure or destruction of personal data, right to restriction of processing, right to data portability in accordance with the methods specified by law, right to complain and right to object Collection, use or disclosure of personal data relating to oneself.

In this regard, the Company reserves the right to consider your request to exercise your rights and take action in accordance with the law on personal data protection.

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