

**Invitation to Attend the Annual General Meeting  
of Shareholders for the Year**

**2023**

**TAKUNI GROUP Public Company Limited**

Tuesday, 25 April 2023 at 2.00 p.m.

Open for registration at 12.00 p.m.

Anantara Siam Bangkok Hotel

155 Ratchadamri Road, Lumpini , Pathum Wan, Bangkok 10330

**Please bring the invitation form with barcode to the meeting**

No complimentary gifts will be given out. The Company has prepared snack  
for shareholder or proxy who joined the meeting  
(1 snack per person)

No. TG031/66

31 March 2023

Subject: The Annual General Meeting of Shareholder for the year 2023

Attention: The Shareholders of TAKUNI Group Public Company Limited

According to the Annual General Meeting of Shareholder for the year 2023 of TAKUNI Group Public Company Limited (“the Company”) will be held on Tuesday, 25 April 2023, at 2.00 p.m., at Anantara Siam Bangkok Hotel 155 Ratchadamri Road, Lumpini , Pathum Wan, Bangkok 10330

Please Note: Due to continuing outbreak of Corona Virus 2019 (CODID-19), the Company encourages shareholders to authorize Ms. Araya Puttipongthon, the Company’s Independent Directors to act as your Proxy at the meeting and to vote for you instead of attending the meeting in person. In the event that shareholders attend the meeting in person, the Company asks all shareholders to strictly comply with the recommendations of the Department of Disease Control, Ministry of Public Health regarding “the control of Corona Virus Disease 2019 (COVID-19) as follows;

Recommendations for participants at meeting

1. You should not attend if you have symptoms of respiratory illnesses;
2. Before joining an activity, you should prepare face masks and hand sanitizer for personal use, and use them properly while attending the meeting;
3. If you feel you sick, or have a fever or respiratory symptoms; do not attend meetings, seminars or other mass gatherings, and promptly seek medical attention;
4. If you observe that other participants have symptoms like fever, cough and runny nose, advise them to promptly seek attention;
5. Avoid contact with people who are sick, especially patients with respiratory diseases who are not wearing face masks.

For the safety of everyone, the Company has set up screening process to check the temperature of all attendees before the meeting. The Company reserves the right to not allow people with fever above 37.5 degrees to attend the meeting.

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QR Code for 56-1 One Report (Annual Report) 2022

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders of Takuni Group Public Company Limited

- Enclosures**
1. 2022 Annual Report including the statement of financial position and income statement in QR Code format
  2. Information on individuals proposed for directorship in replacement for those due to retire by rotation
  3. The Company's Articles of Association relating to shareholders' meetings
  4. Information on independent directors currently in position proposed as proxy for shareholders
  5. Explanation on the registration process, appointment of proxies, and vote casting
  6. Registration form for meeting attendance
  7. Map of the 2023 Annual General Meeting venue
  8. 2022 Annual Report (Hard Copy) request form
  9. Proxy forms (Form A, Form B, and Form C) in accordance with the specifications of the Department of Business Development, Ministry of Commerce

The Board of Directors of Takuni Group Public Company Limited deemed it appropriate to convene the 2023 Annual General Meeting of Shareholders on Tuesday, 25<sup>th</sup> April 2023 at 2.00 pm. at Anantara Siam Bangkok Hotel 155 Ratchadamri Road, Lumpini, Pathum Wan, Bangkok 10330 to consider the following meeting agenda.

**Agenda 1 To acknowledge the report on the Company's operating results for the year 2022**

**Facts and Rationale:** Article 36 (1) of the Company's Articles of Association states that the Annual General Meeting of shareholders shall "consider the Board of Directors' report with regards to the Company's operations for the past year". The Board of Directors summarized the Company's operating results for the year 2022 with details as shown in the 2022 Annual Report accompanying this meeting invitation.

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose the acknowledgement of the Company's operating results for the year 2022 and its Annual Report, as details shown in **Enclosure 1**.

**Voting Requirement:** This agenda is for acknowledgement and voting is not required.

**Agenda 2 To consider and approve the financial statements for the year ended 31 December 2022**

**Facts and Rationale:** Section 112 of the Public Limited Companies Act B.E. 2535 states that "The Board of Directors shall prepare the statement of financial position and income statement as at the last day of the Company's accounting period to be proposed to the Annual General Meeting of shareholders for consideration and approval." and Article 36 (2) of the Company's Articles of Association states that the Annual General Meeting of shareholders shall "consider and approve the statement of financial position and statement of comprehensive

income”. Details on the Company’s operating results appear in the 2022 Annual Report in QR Code format accompanying this meeting invitation.

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose the consideration and approval of consolidated financial statements of the Company and its subsidiary and separate financial statements of the Company comprising of the consolidated and separate statements of financial position as at 31 December 2022, consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in equity, and consolidated and separate cash flow statements for the accounting period ended 31 December 2022, which have been audited and signed by the Company’s external auditor, KPMG Phoomchai Audit Limited, reviewed by the Audit Committee, and approved by the Board of Directors. Key information on the Company’s financial position and operating results for the year 2022 can be summarized as follows.

**Summary of the Company’s Financial Statements**

Unit: THB

| <b>Statement of Financial Position</b>   | <b>Consolidated<br/>Financial<br/>Statements</b> | <b>Separate<br/>Financial<br/>Statements</b> |
|--|--|--|
| Total assets   | 3,179,364,385                                    | 963,617,869                                  |
| Total liabilities  | 1,587,287,714                                    | 174,411,856                                  |
| Paid-up capital  | 400,000,118                                      | 400,000,118                                  |
| Total equity attributable to owners of the Company                               | 1,037,458,699                                    | 789,206,013                                  |
| Total revenues   | 3,824,274,305                                    | 541,344,420                                  |
| Net profit attributable to equity holders of the Company                         | 127,808,257                                      | 70,216,193                                   |
| Earnings per share attributable to equity holders of the Company (THB per share) | <b>0.160</b>                                     | <b>0.088</b>                                 |

Such information appears in the 2022 Annual Report in QR Code format accompanying this meeting invitation.

**Voting Requirement:** This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

**Agenda 3 To consider and approve an appropriate profit allocation and dividend payment for business performance year 2022**

**Facts and Rationale:** The Company’s dividend payment policy states that the Company shall pay dividends of no less than 40% of net profit from separate financial statements of the Company after deduction of corporate income tax and statutory reserve. However, such dividend payment shall not pose significant impact on the Company’s normal business operations. Section 115 of the Public Limited Companies Act B.E. 2535 and Article 44 of the Company’s Articles of Association states that “Dividends shall be paid within (1) month from the date of the shareholders’ meeting or Board of Directors’ Meeting resolution, as may be the case, and written notice shall be sent to shareholders as well as advertised in newspapers regarding such dividend payment for a

period of at least (3) consecutive days.” Moreover, Section 116 of the Public Limited Companies Act B.E. 2535 and Article 45 of the Company’s Articles of Association states that “The Company shall appropriate no less than 5% of its net profit for the year deducted by accumulated losses (if any) as legal reserve until the amount of legal reserve is no less than 10% of registered capital.”

The Company’s total comprehensive income from its separate financial statements amounted to THB 70.75 million for the year 2022, with no accumulated losses. As such, the Board of Directors deemed it appropriate to consider the payment of dividends to shareholders at THB 0.030 per share, totaling THB 24.00 million (before the deduction of withholding tax), equivalent to 35.59% of net profit and retained earnings from separate financial statements which is consistent with the Company policy. The Board of Directors’ Meeting No. 2/2566 held on 27<sup>th</sup> February 2023 approved such Interim dividend payment from the Company’s retain earnings and operating results from 1 January 2022 – 31 December 2022.

The Company has appropriated THB 3.655,000 of net profit from operating results for the year 2022 as legal reserve, reflecting a portion of no less than 5%.

**Comparing dividend payment**

| <b>Dividend payment</b>  | <b><u>2022</u><br/>proposed</b> | <b><u>2021</u></b> |
|--|---------------------------------|--------------------|
| 1. Net profit from specific financial statements (Baht)                      | 67,425,824                      | 20,329,322         |
| 2. Number of shares (shares)   | 800,000,236                     | 800,000,236        |
| 3. Total dividend payment per share (Baht / share)                           | 0.030                           | 0.025              |
| 4. Total dividend payment (Baht)   | 24,000,007                      | 20,000,006         |
| 5. Proportion of dividend payment compared to net profit each year (percent) | 35.59                           | 98.38              |

**Opinion of the Board:** The Board of Directors agreed to propose the Annual General Meeting of Shareholders to approve the dividend at THB 0.030 per share, totaling THB 24.00 million (before the deduction of withholding tax), to shareholders who has recorded date on 20<sup>th</sup> March 2022 and dividend will be paid on 24<sup>th</sup> May 2022.

**Voting Requirement:** This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

**Agenda 4      To consider and approve the appointment of directors in replacement of those due to retire by rotation**

**Facts and Rationale:** The Public Limited Companies Act B.E. 2535 and Article 15 of the Company’s Articles of Association states that “In the Annual General Meeting held each year, one-third (1/3) of directors shall vacate position. If the number of directors is not a multiple of (3), the number of directors closest to one-third shall vacate position. In the first and second year after registration of the Company, directors who will vacate position shall be determined by drawing lots, with directors holding the longest duration in position to vacate position in subsequent years. Directors vacating position may be reelected for position.” In addition, Article 36 (4) of the Company’s Articles of Association states that the Annual General Meeting of shareholders shall “consider

the appointment of directors in replacement of those due to retire by rotation”. In the 2022 Annual General Meeting, 3 directors due to retire are as follows.

1. Mr. Teerachai Chantarojsiri                      Independent Director /  
Chairman of Audit Committee /  
Chairman of Remuneration Committee
2. Mr. Somsak Pratomsrimek                      Independent Director / Member of Audit Committee  
/ Chairman of Risk Management Committee
3. Mr. Prasert Treeweeranuwat                      Director (already resigned since 10 March 2023)
4. Mr. Prapas Kong-led                              Director (replacing Mr. Prasert Treeweeranuwat)

#### **Recruitment and nomination process for the Company’s Board of Directors**

1. The Company made an inquiry on willingness of the Independent Directors who are due to retire by rotation and made an inquiry on intention of major shareholders for nominating representative directors.

2. The Nomination and Remuneration Committee shall carefully consider and propose the qualified candidates to the Company’s Board of Directors for proposing to the shareholders’ meeting to consider appointing them as directors. The qualification of a director is considered in accordance with related laws, the Company’s Articles of Association, and Charter of the Board of Directors.

3. The person holding the position as an independent director of that company shall be able to give an independent opinion and in accordance with the relevant rules.

**Opinion of the Board:** (Excluding directors with stake in the matter) The Board of Directors deemed it appropriate to propose the consideration and approval of appointment of 3 directors, namely, Mr. Teerachai Chantarojsiri, Mr. Somsak Pratomsrimek, and Mr. Prapas Kong-led for reelection for another term. The Board of Directors are of the opinion that such individuals are qualified, knowledgeable, capable, and experienced, able to contribute benefits to the Company’s business operations. In addition, such individuals undertake their duties with responsibility, caution, honesty, and possess complete qualifications in accordance with the Public Limited Companies Act B.E. 2535, with information as shown in **Enclosure 2**.

#### **Shareholding of Individuals Proposed for Directorship**

| <b>Names of Individuals Proposed for Directorship</b> | <b>Number of Shares</b> | <b>Voting Rights</b> | <b>Shareholding</b> |
|---|-------------------------|----------------------|---------------------|
| Mr. Teerachai Chantarojsiri                           | 6,900,000               | 6,900,000            | 0.86%               |
| Mr. Somsak Pratomsrimek                               | -                       | -                    |                     |
| Mr. Prapas Kong-led                                   | -                       | -                    |                     |

**Voting Requirement:** This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

**Agenda 5      To consider and approve remuneration for the Board of Directors for the year 2023**

**Facts and Rationale:** Section 90 of the Public Limited Companies Act B.E. 2535 states that “the Company shall not pay to directors cash or assets except for remuneration in accordance with the Company’s Articles of Association” and Article 22 of the Company’s Articles of Association states that “directors are entitled to remuneration from the Company in the form of gratuity, meeting allowance, pension, bonus, or other forms of remuneration”.

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose the consideration and approval of director remuneration for the year 2023, including all sub-committee except Management, in the form of meeting allowance and monthly compensation, not exceeding 2,000,000 Baht and bonus not exceeding 1% from the annual business performance, based on consideration of appropriateness to the nature of business and relationship to the Company’s operating results consistent with market and industry norms and roles and responsibilities of the Board of Directors, with the following details.

**Comparison of Director Remuneration in the Previous Year**

| Committee                          | 2023 (Proposed)              |                                   | 2022                         |                                   |
|------------------------------------|------------------------------|-----------------------------------|------------------------------|-----------------------------------|
|                                    | Monthly compensation/ person | Meeting allowance per time/person | Monthly compensation /person | Meeting allowance per time/person |
| Chairman of the Board of Directors | 20,000 Baht                  | 10,000 Baht                       | 30,000 Baht                  | None                              |
| Chairman of the Audit Committee    | 20,000 Baht                  | 10,000 Baht                       | 30,000 Baht                  | None                              |
| Chairman of other Sub-Committee    | None                         | 10,000 Baht                       | None                         | None                              |
| Independent Director               | 20,000 Baht                  | 5,000 Baht                        | 25,000 Baht                  | None                              |
| Member of Sub-Committee            | None                         | 5,000 Baht                        | None                         | None                              |
| Director                           | None                         | None                              | None                         | 10,000 Baht                       |

In 2022, the Company paid director remuneration in the form of meeting allowance totaling 1,277,333 Baht with details as follows.

| First Name - Surname            | Directors' remuneration | Meeting allowance | The directors' Gratuities (based on Performance of FY2021) | Total ( Baht ) |
|---------------------------------|-------------------------|-------------------|--|----------------|
| 1. Mr. Kaveewat Songsakulkiat   | 266,167                 | -                 | -  | 266,167        |
| 2. Mr. Kanit Wattanavichien     | 286,667                 | -                 | -  | 286,667        |
| 3. Mr. Pramote Talawat          | 279,167                 | -                 | -  | 279,167        |
| 4. Mr. Prasert Treeveeranuwat   | -                       | 110,000           | -  | 110,000        |
| 5. Ms. Kanchana Rimpanichayakij | -                       | 90,000            | -  | 90,000         |
| 6. Ms. Nita Treeweeranuwat      | -                       | 110,000           | -  | 110,000        |
| 7. Ms. Somchai Kanbuakeaw       | -                       | 90,000            | -  | 90,000         |



| First Name - Surname             | Directors' remuneration | Meeting allowance | The directors' Gratuities (based on Performance of FY2021) | Total ( Baht )   |
|----------------------------------|-------------------------|-------------------|--|------------------|
| 8. Mr. Teerachai Chantarosiri    | 17,000                  | -                 | -  | 17,000           |
| 9. Mr. Somsak Pratomsrimek       | 14,166                  | -                 | -  | 14,166           |
| 10. Ms. Araya Puttipongthon      | 14,166                  | -                 | -  | 14,166           |
| 11. Mr. Chatchai Payuhanaveechai | -                       | -                 | -  | -                |
| 12. Mr. Somyos Tiranawattananun  | -                       | -                 | -  | -                |
| <b>Total</b>                     | <b>877,333</b>          | <b>400,000</b>    | <b>-</b>   | <b>1,277,333</b> |

**Voting Requirement:** This agenda requires the approval of the meeting by no less than two-thirds of total votes of shareholders attending and possessing voting rights.

**Agenda 6**      **To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2023**

**Facts and Rationale:** Section 120 of the Public Limited Companies Act B.E. 2535 states that "the Annual General Meeting held each year shall appoint the Company's auditor and determine audit fees, and the former auditor may be reappointed" and Section 121 of the Public Limited Companies Act B.E. 2535 states that "the auditor shall not be director, personnel, employee, or undertake any position in the Company". In addition, Article 36 (6) of the Company's Articles of Association specifies that the Annual General Meeting held each year shall appoint the Company's auditor and determine audit fees, and the former auditor may be reappointed. The auditor shall not be director, personnel, employee, or undertake any position in the Company. However, the Company shall arrange for the rotation of auditors in accordance with the Securities and Exchange Law and/or other related laws.

**Opinion of the Audit Committee:** The Audit Committee deemed it appropriate to propose to the Board of Directors for proposal to the Annual General Meeting the consideration and approval of the appointment of Ms. Vipavan Pattavanvivek, Certified Public Accountant No. 4795, Ms. Nawarat Nitikeatipong, Certified Public Accountant No. 7789, and Ms. Chanarat Chanwa, Certified Public Accountant No. 9052 from KPMG Phoomchai Audit Limited as the Group of Companies' external auditor with one of the above-mentioned individuals performing the audit and expression of opinion on the Company's financial statements. In case such individuals are unable to undertake such proceedings, KPMG Phoomchai Audit Limited shall arrange for other auditors from KPMG Phoomchai Audit Limited to undertake such duties in replacement.

In addition, after consideration of the amount of work and audit fees of companies the same level, it is evident that the fees proposed by KPMG Phoomchai Audit Limited are appropriate. One of the above-mentioned individuals or other auditors from KPMG Phoomchai Audit Limited on the list of auditors approved by the Securities and Exchange Commission shall perform the audit and expression of opinion on the Group of Companies' financial report.

| Name of Auditor           | License No. | Number of Years Serving as the Company's Auditor |
|---------------------------|-------------|--|
| Ms. Vipavan Pattavanvivek | 4795        | 3  |
| Ms. Nawarat Nitikeatipong | 7789        | -  |
| Ms. Chanarat Chanwa       | 9052        | -  |

#### Comparison of Audit Fees in the Previous Year

| Company   | 2023 (Proposed)              | 2022                         |
|---|------------------------------|------------------------------|
|   | KPMG Phoomchai Audit Limited | KPMG Phoomchai Audit Limited |
| Takuni Group Public Company Limited                           | 1,450,000                    | 1,200,000                    |
| Subsidiary (FY2023 were 7 companies, FY2022 were 5 companies) | 5,845,000                    | 4,370,000                    |
| <b>Total</b>  | <b>7,295,000*</b>            | <b>5,570,000*</b>            |

\* The expenses excluding actual miscellaneous expense incurred in the provision of audit service.

KPMG Phoomchai Audit Limited and the above-mentioned 3 auditors have no relationship and/or interest with the Company, executives, major shareholders, or any related persons of such individuals and do not hold shares in the Company, and thus are independent in the audit and expression of opinion on the Company's financial statements. As such, the Audit Committee deemed it appropriate to propose the determination of audit fees for the year 2023 to the Board of Directors. The audit fees are as follows: Takuni Group Public Company Limited at THB 1,450,000 and subsidiary (7 companies) at THB 5,845,000, totaling THB 7,295,000, excluding actual miscellaneous expense incurred in the provision of audit service.

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose the consideration and approval of the appointment of Ms. Vipavan Pattavanvivek, Certified Public Accountant No. 4795, Ms. Nawarat Nitikeatipong, Certified Public Accountant No. 7789, and Ms. Chanarat Chanwa, Certified Public Accountant No. 9052 from KPMG Phoomchai Audit Limited as the Group of Companies' external auditor with one of the above-mentioned individuals performing the audit and expression of opinion on the Company's financial statements. In case such individuals are unable to undertake such proceedings, KPMG Phoomchai Audit Limited shall arrange for other auditors from KPMG Phoomchai Audit Limited to undertake such duties in replacement. The audit fees are as follows: Takuni Group Public Company Limited at THB 1,450,000 and subsidiary (7 companies) at THB 5,845,000, totaling THB 7,295,000, excluding actual miscellaneous expense incurred in the provision of audit service.

**Voting Requirement:** This agenda requires the approval of the meeting by a majority vote of shareholders attending and possessing voting rights.

**Agenda 7      To consider and approve the issuance and offering of the Company's debentures in the amount of not exceeding 1,000,000,000 baht at any given time (Revolving Basis)**

**Facts and Reasons:** Due to the Company's continuously expand its business, the issuance and offering of debentures is an effectual alternative method to raise funds both in terms of reducing dependence on loans from financial institutions and controlling interest rates, as well as strengthening the Company's financial position. Therefore, the Company intends to issue and offer the debentures to use the fund received to support the Company's investment and / or use as working capital and/or used for business operations and/or expanding the Company's business, including debt repayment (Refinancing) or for other purposes as deems appropriate by the Board of Directors. The Company intends to issue and offer debentures in the amount of, not exceeding, 1,000,000,000 Baht at any given time (or other currencies at the equivalent rate using the exchange rate at the time of each issuance and offering, as deems appropriate by the Company (Revolving Basis)) with the preliminary details as follows:

|              |   |
|--------------|---|
| <b>Type</b>  | Debentures of all types/all specifications (except convertible debentures), which may be subordinated or unsubordinated debentures, short term or long term, amortizing repayment type or one-time repayment upon maturity, name-registered certificates or not name-registered certificates, secured debenture or unsecured debentures, debentures with or without debenture holders' representative, including unsubordinated debentures which have characteristics similar to equity (Perpetual Debentures), depending on the suitability of the market situation at each time of issuance or offer for sale of debentures   |
| <b>Limit</b> | <p>The total value of unredeemed debentures at any point in time does not exceeding 1,000 million Baht, at any given time (or in an equivalent amount in another currency at each time of issuance or offering as the Company deems appropriate (Revolving Basis)). In this regard, if there is any redemption or repurchase of debentures in any case which result in a decrease of the outstanding principal of debentures, the Company may use the available limit amount therefrom to issue and offer for sale additional debentures (Revolving), subject to the total approved limit.</p> <p>In case for the issuance of debentures for refinancing the current debentures (issuance of new debentures to pay and/or replace the current debentures) , the principal of the current debentures, which will be redeemed on the same date as the date of issuance and offering of new debentures for such refinancing of the current debentures, shall not be considered as a part of the total value of debentures' principal which are not yet redeemed in the course of calculating the limit amount of the debentures which the Company can issue and offer for sale</p> |

|                         |   |
|-------------------------|---|
| <b>Currency</b>         | Offer for sale in Baht currency or other currency at each time of issuance or offering as the Company deems appropriate   |
| <b>Interest Rate</b>    | Subjected to market conditions at each time of issuance and offering of debentures and other relevant factors   |
| <b>Terms</b>            | For short-term debentures, not exceeding, 270 days and for long term debentures, not exceeding, 10 years, except in the case of the issuance of perpetual debentures, in which the determination of term and maturity date is in accordance with regulations of the Securities and Exchange Commission (" <b>SEC</b> "), Capital Market Supervisory Board, the Office of the SEC, or any other related government agencies.   |
| <b>Offering Method</b>  | Public offering and/or private placement and/or offered to institutional investors and/or high net worth investors and/or ultra-high-net-worth investors, whether domestically or internationally, in whole or in part which may be divided into one or several offerings and/or on a singular basis and/or as a medium-term note and/or in a revolving manner. However, such offering is subjected to the Notification of the Securities and Exchange Commission and/or the Office of the SEC and/or other relevant regulations in effect at the time of issuance and offering of such debentures. |
| <b>Objectives</b>       | To accommodate the investment of the Company, use as working capital and/or used in business operations and/or business expansion of the Company, including debt repayment (Refinancing) or for other purposes as the Board of Directors deems appropriate.   |
| <b>Secondary Market</b> | The Company may register the issued and offered debentures to the Thai Bond Market Association or other secondary market as deemed appropriate.   |
| <b>Other Conditions</b> | Other restrictions and conditions of the debentures, such as, the type or specification of debentures to be issued each time, par value, offering price per unit, interest rate, appointment of the debenture holders' representative, issuance and offering method, allocation method, offering details, early redemption, and listing in any secondary market (if any) is under the authority of the Company's authorized directors and/or Chief Executive Office and subject to market conditions at the time of each debentures' issuance and offering and other related factors.               |

In addition, the board of directors and/or authorized directors and/or Chief Executive Officer or any person(s) appointed by the board of directors and/or authorized directors and/or Chief Executive Officer are authorized to determine or amend the conditions and other details related to each issuance and offering of debentures of each type and specification, such as, determining the name, nature of the offering of debentures, amount of debentures issued and offered, type and specification of debentures, collateral, offering price per unit, term, redemption period, early redemption, interest rate, principal and interest payment method, allocation method, and details of the offering, etc. Including the registration of such debentures with the Thai Bond Market Association

or any secondary market, as well as having the power to apply for approval from relevant authorities, appointment of underwriters and underwriting guarantee, entering into and signing the Underwriting Agreement or the Placement Agreement and/or other relevant contracts. As well as, to have the power to take any action necessary and in connection with the issuance and offering of such debentures to be successful and in accordance with the law (including, but not limited to, appointing any person as an authorized representative or their representative to carry out the above)

**Opinion of the Board:** It is deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the issuance and offering of debentures, in the amount of, not exceeding, 1,000,000,000 Baht at any given time (or another currency at the equivalent rate using the exchange rate at the time of each issuance and offering as the Company deems appropriate (Revolving Basis)) and the relevant authorization according to the details presented above.

**Voting Requirement:** This agenda must be approved with a vote of not less than three-fourths of the total shareholders attending and possessing voting rights.

#### **Agenda 8 Other business (if any)**

**Facts and Rationale:** Section 105 Paragraph 2 of the Public Limited Companies Act B.E. 2535 states that “Shareholders representing at least one-third in aggregate of outstanding shares may request the Meeting to consider other matters than those specified in the invitation to the Meeting.”

**Opinion of the Board:** The Board of Directors deemed it appropriate to include this matter to allow for shareholders to propose matters other than what the Board of Directors has specified in this Meeting. Shareholders of Takuni Group Public Company Limited are cordially invited to the Annual General Meeting of Shareholders to be held on Tuesday, 25 April 2023 at 2.00 p.m. at 3<sup>rd</sup> floor Meeting Room TAKUNI Building, the Company’s Headquarters, 140/1 Soi Naveecharoensap, Kanchanapisek Road, Bangkae, Bangkok 10160. For convenience during registration, the Company will arrange for shareholders to be able to register from 12.00 p.m. onwards.

The Company has published this Invitation to the 2023 Annual General Meeting of Shareholders, 2022 Annual Report, enclosures to the meeting invitation, and Proxy Form A, B, and C on the Company website at [www.takunigroup.com](http://www.takunigroup.com)

For shareholders attending the Meeting in person, please bring along your national identification card. For shareholders unable to attend the Meeting in person, the Company has published Proxy Form A (general form), Proxy Form B, and Proxy Form C (for foreign investors who appoint Thailand Securities Depository Company Limited (TSD) as custodian) as shown in **Enclosure 9** with THB 20 stamp duty on the Company website for shareholders to download as deemed appropriate. Documents or evidence indicating shareholding or representation of a shareholder eligible to attend the Meeting shall be attached along and presented to staff before commencement of the Meeting. Foreign shareholders who appoint Thailand Securities Depository Company Limited (TSD) as custodian may use either one of Proxy Form A, Proxy Form B, or Proxy Form C (for Proxy Form C, please contact the Company Secretary or download from the Company website at [www.takunigroup.com](http://www.takunigroup.com)

The Company recommends the use of Proxy Form B, which specifies various particulars with clear and concise details.

Shareholders may grant proxy to one of the Company's independent directors to attend and vote on the shareholders' behalf. The independent director proposed as proxy for shareholders is as follows.

(1) Ms. Araya Puttipongthon Independent Director

Please refer to details on the independent director proposed as proxy for shareholders as shown in **Enclosure 4**.

For shareholders who wish to grant proxy to the Company's independent director to attend and vote on the shareholders' behalf, please submit proxy form along with a certified true copy of the national identification card in advance before the date of the Meeting.

Shareholders who wish to request the 2022 Annual Report in hard copy may fill out the form as shown in **Enclosure 8** and submit to the Company in person on the date of the Meeting, through fax at 02-455-2763, or through email to the Company Secretary at [secretary@takuni.com](mailto:secretary@takuni.com).

The Company would like to inform shareholders for acknowledgement and conformance to the registration process, appointment of proxies, and vote casting as shown in **Enclosure 5** and for convenience during registration, please bring along the Invitation to the Meeting and registration form as proof of identification to attend the Meeting as shown in **Enclosure 6**.

For the greatest benefit of shareholders in attending the Meeting and the preservation of shareholders' rights, shareholders may send questions which require clarification with regards to the agenda in this Meeting in advance through email at [secretary@takuni.com](mailto:secretary@takuni.com) or through fax at 02-455-2763.

In addition, to facilitate shareholders, the Company has prepared a map of the Meeting venue as shown in **Enclosure 7**.

Sincerely yours,

(Mr. Chatchai Payuhanaveechai)  
Chairman of the Board of Directors

For more information please contact : Mr. Somyos Tiranawattananun

Company Secretary at 02-455-2888 extension 811

**Information on Directors Due to Retire by Rotation and Proposed for Reappointment**



**Mr. Teerachai Chantarojsiri**

|  |  |
|--|--|
| <b>Type of Directorship Proposed</b>   | Independent Director / Chairman of Audit Committee /<br>Chairman of Remuneration Committee /   |
| <b>Age</b>   | 73 Years   |
| <b>Educational Background</b>  | Bachelor Degree : - Bachelor of Medicine, Mahidol University<br>- Residency Training in department of Pediatrics<br>- License to practice the art of healing department of Pediatrics, The Medical Council of Thailand<br><br>Master's degree : - Certificate in Anesthesiology and Critical Medicine, School of Medicine, The Jhon Hopkins University |
| <b>Director Training Course Attended</b>   | DAP 2018 ,Thai Institute of Directors Association  |
| <b>Work Experience</b>   | Present : Independent Director /Chairman of Audit Committee / Chairman of Member of Nomination and Remuneration Committee Takuni Group PLC.<br>2018 – Present : Independent Director /Chairman /Chairman of Audit Committee Bangkok Dec-Con PLC.<br>1981 – Present : Director of Bhumirajanakarindra Kidney Institute Hospital                         |
| <b>Holding directorship / executive positions in other companies which could cause conflicts of interest</b> | -none-   |
| <b>Number of Years in Position as Director</b>   | 0, as appointed to be a Director since 15 December 2022.   |
| <b>Meeting Attendance for the Year 2022</b>  | -none-   |

### Information on Directors Due to Retire by Rotation and Proposed for Reappointment



**Mr. Somsal Pratomsrimek**

|  |   |
|--|---|
| <b>Type of Directorship Proposed</b>   | Independent Director / Member of Audit Committee /<br>Chairman of Risk Management Committee /   |
| <b>Age</b>   | 51 Years  |
| <b>Educational Background</b>  | Bachelor Degree : - Accounting, Burapha University<br>- Certified Public Accountant, Thailand Federation of<br>Accounting Professions<br>- Diploma in Thai Financial Reporting (Dip-TFR),<br>Thailand Federation of Accounting Professions<br>Master's degree : - Accounting, Thammasat University<br>Doctor of philosophy degree : - Accountancy (Ph.D. Acc.), Chulalongkorn<br>University                         |
| <b>Director Training Course Attended</b>   | DAP 2020, Thai Institute of Directors Association   |
| <b>Work Experience</b>   | Present : Independent Director / Director of Audit Committee,<br>Takuni Group PLC.<br>2022 - Present : Chairman of Audit Committee Ornsirsin Holding Co., Ltd.<br>2021 - Present : TFRS Consultant for auditors, Proud in Pro Co., Ltd.<br>2020 – 2022 : Chairman of the Board of Director /Audit Committee, Asia<br>Wealth Assets Management Co., Ltd.<br>2017 – 2022 : Managing Director, CPA Solutions Co., Ltd. |
| <b>Holding directorship / executive positions in other companies which could cause conflicts of interest</b> | -none-  |
| <b>Number of Years in Position as Director</b>   | 0, as appointed to be a Director since 15 December 2022.  |
| <b>Meeting Attendance for the Year 2022</b>  | -none-  |





**The Company's Articles of Association Relating to Shareholders' Meetings****Shareholders' meeting**

16. The Company's Board of Directors shall be elected at a shareholders' meeting in accordance with the following rules and procedures:

- (1) A shareholder shall have one vote per share, one (1) share, one (1) vote.
- (2) Each shareholder shall cast all of their votes to elect one person or several persons as Directors. In case several persons are elected to be Directors, those votes shall be divisible to any person more or less.
- (3) Those who receive the highest and next highest number of votes shall be elected to be the Directors at the equal number of the Directors supposed to be or supposed to be elected at that time. In case those with the next highest number of votes obtain an equal number of votes exceeding the number of Directors supposed to be or supposed to be elected at that time, the Chairman of the meeting is required to exercise a casting vote.

17. At every annual general meeting of shareholders, one-third (1/3) of the Directors of the Company is required to resign. If their number is not multiple of three, the closet number of one-third (1/3) is required to resign from the office. Directors who vacate their office may be eligible for re-election. Directors who have to resign in the first year and second year after registration of the Company shall draw lots. In subsequent years, Directors who had held office the longest shall resign.

22. The Company's Directors shall have the right to receive remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or other benefits in accordance with the resolution of the general meeting of shareholders supported by a vote of not less than two-third (2/3) of the total number of votes of the shareholders present at the meeting. The Directors' remuneration shall be prescribed in fixed amount or a rule is established and prescribed for a particular circumstance (s) or perpetual rules until it will be changed by shareholder's meeting resolution. In addition, the Directors shall have the right to receive allowance and welfare according to the Company's rules.

31. The Board of Directors shall call for a shareholders' meeting within four (4) months from the last day of the fiscal year of the Company.

32. With reference to calling for a shareholders' meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting, and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters, and the said notice shall be distributed to the shareholders and registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in a newspaper for not less than three (3) days and not less than three (3) consecutive days prior to the date of the meeting.

The place of the meeting shall be in the province in which the head office of the Company is located or at any other place or provinces where the Board of Directors prescribed.

33. At a shareholders' meeting there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders and such shareholders shall hold shares amounting to not less than one-third (1/3) of registered paid-up shares of the Company, whereby a quorum would then be constituted.

At any shareholders' meeting when one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled and a new meeting shall be called. In such case, the notice calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. In such subsequent meeting, it is not required to constitute a quorum.

34. The Chairman of the Board shall be the chairman of a shareholders' meeting. In the event the Chairman of the Board is not present at the meeting and unable to perform the duties, and if there is Vice-Chairman, he/she shall be the chairman of the meeting. If there is no Vice-Chairman or there is but is not present at the meeting or unable to perform the duties, the shareholders who present at the meeting shall elect one shareholder to be the chairman of the meeting.

35. In casting votes in at a shareholders' meeting, the shareholders shall be entitled to one (1) vote per one (1) share. Any shareholder having special interest in any matters shall not be entitled to vote, except for voting on the election of directors. A resolution of the shareholders' meeting shall require the following votes:

(1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes is considered. In case of equal number of votes, the chairman of the meeting shall have a casting vote (1 vote).

(2) In the following events, a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote:

(a) The sale or transfer of the whole or the substantial part of the Company's business or any other person.

(b) The purchase or acceptance of transfer of the business of private companies or public companies by the Company.

(c) The making, amending, or terminating of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person, or the amalgamation of the business with other persons for the purpose of profit and loss sharing.

(d) The amendment of the Memorandum of Association or the Company's Articles of Association

(e) The increase or decrease of the Company's registered capital.

(f) The dissolution of the Company.

(g) The issuance and offering of debentures of the Company.

(h) The amalgamation of business of the Company with other companies.

36. The matters which should be conducted by the annual general meeting of shareholders are as follow: (1) to consider the report of the Board of Directors concerning the Company's business in the previous year period; (2) to consider and approve the balance sheets and the profit and loss statement; (3) to consider and approve allocation of profit and dividend payment; (4) to consider and elect new directors in place of those who retire by rotation; (5) to consider and fix the directors' remuneration; (6) to consider and appoint the auditor and fix the remuneration and (7) other business.

44. No dividend shall be paid out of funds other than profit. In the event that the Company still sustains an accumulated loss, no dividend shall be paid.

Dividend shall be distributed according to number of shares in equal amount for each share, unless the Company issued preferred stocks and specified preferred shareholders to received dividend different from common stockholders, dividend shall be allocated as scheduled. Dividend payment shall be duly approved by the meeting of shareholders.


The Board of Directors may pay interim dividend to the shareholders from time to time when they see that the Company has sufficient profit to do so and after the interim dividend has been paid, they shall report to the next meeting of shareholders.

The dividend payment shall be made within one (1) month from the date of the shareholders' meeting or the date of the resolution of the Board of Directors, as the case may be. However, a notice of dividend payment in writing shall be sent to the shareholders and published in a newspaper for not less than three (3) consecutive days.

45. The Company shall allocate a part of the annual net profit as reserve fund in an amount not less than five (5) percent of the annual net profit subtracted by the sum of accumulated loss carried forward (if any) until the reserve fund amounts to not less than ten (10) percent of the registered capital.

**Information on Independent Director Proposed as Proxy for Shareholders**

Shareholders who are not able to attend the meeting in person may grant proxy to the Company's independent director with details as follows.

|  |   |
|--|---|
|  | <p><b>Full Name</b> : Ms. Araya Puttipongthon</p> <p><b>Position</b> : Independent Director /<br/>Member of Audit Committee /<br/>Member of Remuneration Committee</p> <p><b>Age</b> : 41 Year</p> <p><b>Address</b> : 973 President Tower, 6th Floor, Room No. 6G,<br/>Ploenchit Road Bangkok, Pathumwan, Bangkok</p> <ul style="list-style-type: none"> <li>● % Shareholding as of the latest record date on March 20, 2023 (including spouse and minor children)<br/>: <b>None</b></li> <li>● Family relationship with directors and executives<br/>: <b>None</b></li> <li>● Director or executive position in other companies which may result in conflicts of interests or business competition with the Company<br/>: <b>None</b></li> <li>● Special conflicts of interests against any agenda that are different from any directors<br/>: <b>None</b></li> </ul> |
|--|---|

## **Enclosure 5**

### **Explanation on the Registration Process, Appointment of Proxies, and Vote Casting**

Registration of attendees to the 2023 Annual General Meeting of Takuni Group Public Company Limited specifies verification of documents or evidence indicating shareholding or representation of a shareholder eligible to attend the Meeting. For convenience during registration, shareholders or representatives of shareholders (proxy holders) attending the Meeting are requested to bring along the form displaying QR Code accompanying the invitation to the Meeting, registration form, or proxy form as well as national identification card or identification document issued by government agencies as proof of identification.

The Company reserves the right of leniency in considering evidence indicating shareholding or representation of a shareholder eligible to attend the Meeting on a case-by-case basis as the Company deems appropriate.

#### **1) Documents Required Before Attending the Meeting**

##### **Natural Person / Individual**

**1. Attendance in Person** Shareholders are to present valid documentation issued by government agencies such as national identification card, government official identification card, drivers license, or passport (for foreign investors). Should such shareholders previously change their name or surname, supporting documentation shall also be presented

**2. Attendance by Proxy** Please present the following documentation

2.1 Proxy form accompanying this invitation to the meeting (any form) completely filled out, signed by the shareholder (proxy grantor) and proxy holder, and affixed THB 20 stamp duty which has been crossed out and dated on the day such proxy form was written

2.2 Certified true copy of documentation issued by government agencies of the shareholder (proxy grantor) in accordance with specifications in 1.

2.3 Certified true copy of documentation issued by government agencies of the proxy holder in accordance with specifications in 1.

##### **Juristic Person**

**1. Attendance in Person by Authorized Director**

1.1 Documentation issued by government agencies to representatives of the juristic person, as the case of a natural person in accordance with specifications in 1.

1.2 Certified true copy, by the representatives of the juristic person (directors), of the juristic person's certificate of registration (Affidavit) issued by the Department of Business Development, Ministry of Commerce for a period no longer than 30 days which contains a statement indicating that the representative attending the Meeting is authorized to act on behalf of such juristic person who is the shareholder

**2.Attendance by Proxy**

2.1 Proxy form accompanying this invitation to the meeting (any form) completely filled out, signed by representatives of the juristic person (directors) as proxy grantor and proxy holder, and affixed THB 20 stamp duty which has been crossed out and dated on the day such proxy form was written

2.2 Certified true copy, by the representatives of the juristic person (directors), of the juristic person's certificate of registration (Affidavit) issued by the Department of Business Development, Ministry of Commerce for a period no longer than 30 days which contains a statement indicating that the representative attending the Meeting is authorized to act on behalf of such juristic person who is the shareholder

2.3 Certified true copy of documentation issued by government agencies to representatives of the juristic person, as the case of a natural person in accordance with specifications in 1. as proxy grantor

2.4 Certified true copy of documentation issued by government agencies of the proxy holder, as the case of a natural person in accordance with specifications in 1.

**3.oreign Investors who Appoint Thailand Securities Depository Company Limited (TSD) as Custodian**

3.1 Please prepare and present documentation as the case of juristic persons in 1. or 2.

3.2 Foreign investors who authorize Thailand Securities Depository Company Limited (TSD) to sign the proxy form on behalf of the shareholder are to present the following additional documentation.

1) Power of attorney granted by shareholder to TSD as custodian by which the custodian is appointed to sign the Proxy Form on behalf of such shareholder with affixed THB 20 stamp duty which has been crossed out and dated on the day the proxy form was written

2) A certification indicating that the authorized signatory of the proxy form is licensed to operate Thailand Securities Depository Company Limited (TSD).

Documents with original copies in English are to be translated into Thai, certified for translation by the shareholder or representatives of such juristic person, and attached along with.

**2) Granting Proxy**

The Company has attached 3 proxy forms consisting of Proxy Form A, Proxy Form B, and Proxy Form C for each shareholder in accordance with the specifications of the Department of Business Development, Ministry of Commerce Re: Prescription of Proxy Forms (No. 5) B.E 2550 with details as follows.

- Proxy Form A constitutes general form which is simple and uncomplicated
- Proxy Form B specifies various particulars with clear and concise details
- Proxy Form C is for foreign investors who appoint Thailand Securities Depository Company Limited (TSD) as custodian

**Shareholders who are unable to attend the Meeting in person may grant proxy and proceed as follows.**

1. Choose **only one** proxy form from the above

1.1 Ordinary shareholders may choose Proxy Form A or Proxy Form B

1.2 Shareholders whose names appear in the register of foreign investors who appoint Thailand Securities Depository Company Limited (TSD) as custodian may choose either one of the 3 forms (Proxy Form A, Proxy Form B, or Proxy Form C)

2. Grant proxy to an individual as per the intent of shareholders or choose to grant proxy to the Company's independent director, specifying the name and details of the proxy holder or marking the box in front of the Company's independent director's name as specified in the proxy form, granting proxy to only one person to attend the Meeting.

3. Affix THB 20 stamp duty and cross out and date the day which the proxy form was written for legal binding. The Company facilitates in the affixing of stamp duty for proxy holders attending the Meeting.

4. Send the proxy form through post to the Company Secretary Office before 20 April 2023 or at least 30 minutes before the start of the Meeting to ensure that the Company's staff have sufficient time to verify documents in time for the Meeting.

Shareholders granting proxy shall not distribute to may proxy holders to vote separately, and proxy granted shall be the number of shares held by such shareholders. Granting proxy in some portion less than the shareholding is not allowed unless for the case of Thailand Securities Depository Company Limited (TSD) which foreign investors appointed as custodian in accordance with Proxy Form C.

**3) Registration for the Meeting**

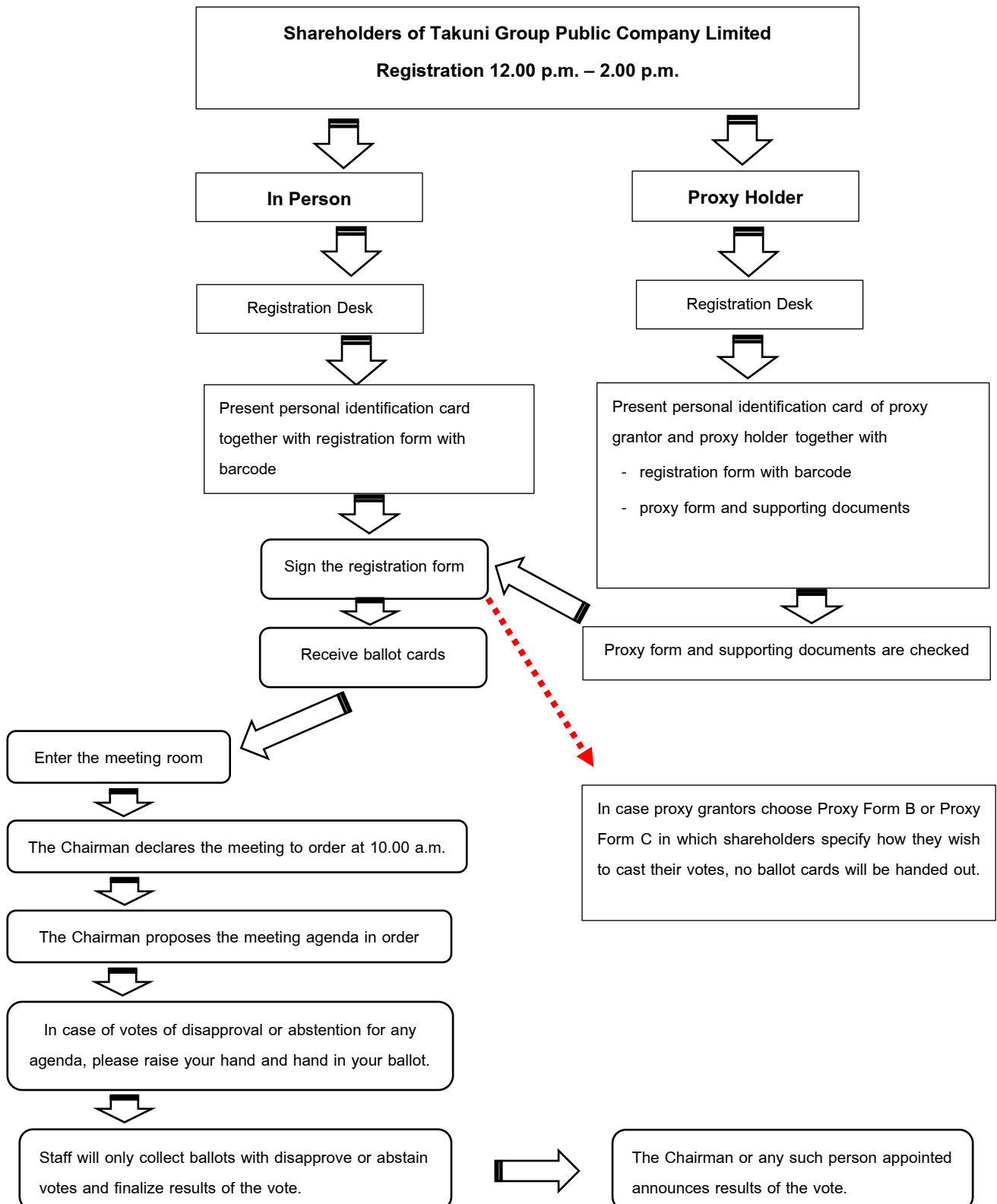
Registration for the Meeting shall commence at least 1 hour before the start of the Meeting, or from 12.00 p.m. onwards on Tuesday, 25 April 2023 at Anantara Siam Bangkok Hotel 155 Ratchadamri Road, Lumpini, Pathum Wan, Bangkok 10330 with details as shown in the map of the 2023 Annual General Meeting accompanying this meeting invitation.



## Procedures for the 2023 Annual General Meeting of Shareholders

Takuni Group Public Company Limited

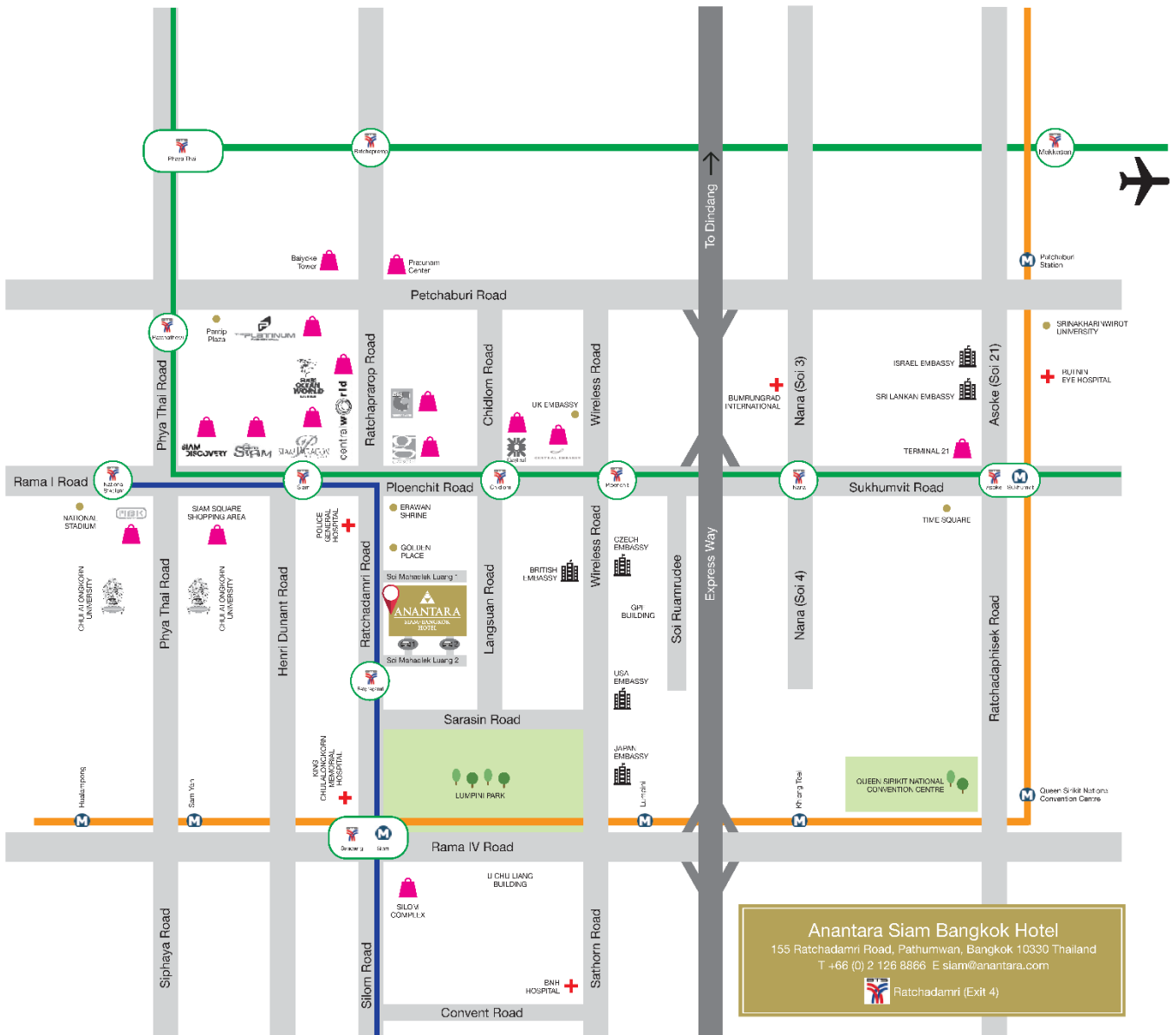
Tuesday, 25 April 2023



**\*\* Please send ballots to all agenda items back to the company officials on completion of the meeting.**

**Anantara Siam Bangkok Hotel Map**

155 Ratchadamri Road, Lumpini Subdistrict, Pathum Wan District Bangkok 10330



**BTS sky train Ratchadamri station (Exit 4)**

**2022 Annual Report (Hard Copy) Request Form**

Please send the 2022 Annual Report in hard copy

Thai Version                    Amount ..... copies

English Version                Amount ..... copies

**At:** Name of Shareholder.....holding.....shares

Residing at .....Building ..... Floor ..... No. ....

Road ..... Subdistrict .....

District ..... Province ..... Postal Code .....

Telephone Number .....



Proxy (From A)  
(General From)

Made at.....  
Date .....Month.....Year .....

(1) I/We .....  
Nationality ..... residing at .....  
Road ..... Tumbon/Kwaeng .....  
Amphoe/Khet ..... Province ..... Postal  
Code .....

(2) I/We am/are a shareholder of The Takuni Group Public Company Limited,  
Holding the shares in the total amount of ..... shares and the voting right is .....as  
described below:  
• ordinary shares in the amount of.....shares and the voting right is .....; and  
• preferred shares in the amount of..... shares and the voting right is .....

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

- (1) ..... **Ms. Araya Puttipongthon** .....Age...41.....Years, residing at.....973 President Tower, 6th Floor, Room No. 6G,  
Ploenchit Road Bangkok, Pathumwan, Bangkok.....; or
- (2) .....Age.....Years, residing at.....Road.....  
Tumbon/ Kwaeng .....Amphoe/Khet ..... Province ..... Postal Code .....; or
- (3) .....Age.....Years, residing at.....Road.....  
Tumbon/ Kwaeng .....Amphoe/Khet ..... Province ..... Postal Code .....

As my/our sole Proxy to attend and vote on my/our behalf at the Invitation to Attend the Annual General Meeting of Shareholders for the year 2023 on Tuesday, 25 April 2023 at 2.00 p.m. at Anantara Siam Bangkok Hotel ,155 Ratchadamri Road, Lumpini, Pathum Wan, Bangkok 10330, or on such other date and at such other place as may be adjourned or changed.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

Signature ..... The Grantor  
(.....)

Signature ..... The Proxy  
(.....)

**Note:** A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her behalf and the number of shares held by such a shareholder may not be divided among more than one proxy in order to separate the votes to more than one Proxy.



Proxy (From B)

(This from prescribed matters for which the power is to be granted in full detail)

Made at.....

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

(1) I/We.....  
 residing at .....Nationality.....  
 Road ..... Tambon/Kwaeng ..... Amphoe/Khet .....  
 Province ..... Postal Code .....

(2) I/We am/are a shareholder of The Takuni Group Public Company Limited,  
 holding the shares in the total amount of.....shares and the voting right is .....as described below:  
 • ordinary shares in the amount of..... shares and the voting right is .....; and  
 • preferred shares in the amount of..... shares and the voting right is .....

(3) I/We hereby authorize and appoint any one of the following persons:  
 (1)..... **Ms. Araya Puttipongthon** .....Age...41.....Years, residing at.....973 President Tower, 6th Floor, Room No. 6G, Ploenchit Road  
 Bangkok, Pathumwan, Bangkok.....; or  
 (2).....Age.....Years, residing at..... Road.....Tambon/ Kwaeng  
 ..... Amphoe/Khet ..... Province ..... Postal Code .....; or  
 (3).....Age.....Years, residing at..... Road.....Tambon/ Kwaeng  
 ..... Amphoe/Khet ..... Province ..... Postal Code .....

as my/our sole Proxy to attend and vote on my/our behalf the Invitation to Attend the Annual General Meeting of Shareholders for the year 2023 on Tuesday, 25 April 2023 at 2.00 p.m. at Anantara Siam Bangkok Hotel ,155 Ratchadamri Road, Lumpini, Pathum Wan, Bangkok 10330, or on such other date and at such other place as may be adjourned or changed.

(4) I/We hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:  
 **Agenda No.1 To acknowledge the report on the Company's operating results for the year 2022**  
 (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.  
 (B) The Proxy may consider the matters and vote on my/our behalf as follows:  
 Approve  Not Approve  Abstain

**Agenda No.2 To consider and approve the financial statements for the year ended 31 December 2022**  
 (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.  
 (B) The Proxy may consider the matters and vote on my/our behalf as follows:  
 Approve  Not Approve  Abstain

**Agenda No.3 To consider and approve an appropriate profit allocation and dividend payment for business performance year 2022**  
 (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.  
 (B) The Proxy may consider the matters and vote on my/our behalf as follows:  
 Approve  Not Approve  Abstain



- Agenda No.4 To consider and approve the appointment of directors in replacement of those due to retire by rotation**
  - (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
  - (B) The Proxy may consider the matters and vote on my/our behalf as follows:
    - Approve                       Not Approve                       Abstain

- Agenda No.5 To consider and approve remuneration for the Board of Directors for the year 2023**
  - (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
  - (B) The Proxy may consider the matters and vote on my/our behalf as follows:
    - Approve                       Not Approve                       Abstain

- Agenda No.6 To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2023**
  - (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
  - (B) The Proxy may consider the matters and vote on my/our behalf as follows:
    - Approve                       Not Approve                       Abstain

- Agenda No.7 To consider and approve the issuance and offering of the Company's debentures in the amount of not exceeding 1,000,000,000 baht at any given time (Revolving Basis)**
  - (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
  - (B) The Proxy may consider the matters and vote on my/our behalf as follows:
    - Approve                       Not Approve                       Abstain

- Agenda No.8 Other business (if any)**
  - (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
  - (B) The Proxy may consider the matters and vote on my/our behalf as follows:
    - Approve                       Not Approve                       Abstain

(5) Any votes by the Proxy in any agenda item not rendered in accordance with my/our intention specified herein shall be deemed incorrect and not considered as my/our votes as a shareholder.

(6) If I/we do not specify or clearly or clearly specify my/our intention to vote in any agenda item, or if there is any agenda item considered or resolved in the meeting other than those specified above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy appropriate.

Any action taken by the Proxy at the meeting shall, unless the Proxy does not cast the votes in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

Signature ..... The Grantor  
(.....)

Signature ..... The Proxy  
(.....)

- Note:
1. A shareholder appointing a proxy must authorize only one proxy to attend the votes on his/her behalf and the number of shares held by such shares holder may not be divided among more than one proxy in order to separate the votes to grant More than one proxy.
  2. Either all or each nominee to the Board of Directors may be appointed as the director(S) in the agenda item of election of the directors.
  3. If the matters to be considered are more than those specified above, the proxy grantor may use the Annex to Proxy Form B as attached for such additional matters.







Proxy (From C)

(To be used specifically by foreign shareholders for whom a custodian in Thailand is appointed)

Made at.....

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

(1) I/We ..... Nationality ..... residing at  
 ..... Road ..... Tambon/Kwaeng .....  
 Amphoe/Khet ..... Province ..... Postal Code  
 .....

as ..... a ..... custodian  
 of.....which  
 is/are shareholder(s) of The Takuni Group Public Company Limited,

holding the shares in the total amount of.....shares and the voting right is .....as described below:

- ordinary shares in the amount of..... shares and the voting right is .....; and
- preferred shares in the amount of..... shares and the voting right is .....

(2) I/We hereby authorize and appoint any one of the following persons:

(1)..... Ms. Araya Puttipongthon .....Age...41.....Years, residing at.....973 President Tower, 6th Floor, Room No. 6G,  
 Ploenchit Road Bangkok, Pathumwan, Bangkok.....; or

(2).....Age.....Years, residing at..... Road.....Tambon/  
 Kwaeng ..... Amphoe/Khet ..... Province ..... Postal Code .....; or

(3).....Age.....Years, residing at..... Road.....Tambon/  
 Kwaeng ..... Amphoe/Khet ..... Province ..... Postal Code .....

as my/our sole Proxy to attend and vote on my/our behalf at Invitation to Attend the Annual General Meeting of Shareholders for the year 2023 on Tuesday, 25 April 2023 at 2.00 p.m. at Anantara Siam Bangkok Hotel ,155 Ratchadamri Road, Lumpini, Pathum Wan, Bangkok 10330 ,or on such other date and at such other place as may be adjourned or changed.

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

- to vote in accordance with the total number of shares held by me/us to which I/We am/are entitled.
- to vote in accordance with the partial number of shares as follows:
  - ordinary shares in the amount of..... shares and the voting right is  
 .....; and
  - preferred shares in the amount of..... shares and the voting right is .....

Total number of voting right is.....

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

- Agenda No.1 To acknowledge the report on the Company's operating results for the year 2022**
- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (B) The Proxy may consider the matters and vote on my/our behalf as follows:
  - Approve
  - Not Approve
  - Abstain

- Agenda No.2 To consider and approve the financial statements for the year ended 31 December 2022
- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve                       Not Approve                       Abstain
- Agenda No.3 To consider and approve an appropriate profit allocation and dividend payment for business performance year 2022
- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve                       Not Approve                       Abstain
- Agenda No.4 To consider and approve the appointment of directors in replacement of those due to retire by rotation
- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve                       Not Approve                       Abstain
- Agenda No.5 To consider and approve remuneration for the Board of Directors for the year 2023
- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve                       Not Approve                       Abstain
- Agenda No.6 To consider and approve the appointment of the Company's external auditor and the determination of audit fees for the year 2023
- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve                       Not Approve                       Abstain
- Agenda No.7 To consider and approve the issuance and offering of the Company's debentures in the amount of not exceeding 1,000,000,000 baht at any given time (Revolving Basis)
- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve                       Not Approve                       Abstain
- Agenda No.8 Other business (if any)
- (A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.
- (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- Approve                       Not Approve                       Abstain

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.



Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

Siganture ..... The Grantor

(.....)

Siganture ..... The Proxy

(.....)

Note : 1. This Proxy From C is applicable only to shareholders whose name appear in the shareholder registration book as foreign investors and a custodian in Thailand is appointed therefor.

2. Evidence of documents required to the attached to the Proxy Form are:

(1) A Power of Attorney executed by each of the shareholders authorizing the custodian to execute the proxy from on behalf of such shareholder: and

(2) A letter confirming that the person executing the proxy from has obtained a license for being a custodian.

3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

4. Either all or each nominees to the Board of Directors may be appointed as the director(s) in the agenda of appointment and election of the directors.

