

No. TG 103/66

October 31, 2023

Subject : Invitation to shareholders to propose the Annual General Meeting of Shareholders 2024 agenda and Names of Director Nominees in advance

To : The President
The Stock Exchange of Thailand

Takuni Group Public Company Limited (“The Company”) would like to inform that, according to the Good Corporate Governance regarding the equitable treatment of shareholders, the Company would like to invite the shareholders to propose agenda of the Annual General Meeting of Shareholders 2024 and names of qualified candidates to be nominated for selection as the Company’s Board of Directors. The period for proposing the Annual General Meeting of Shareholders 2024 agenda or names of Director nominees is November 1 to December 31, 2023.

The shareholder can access the criteria and concerned documents in advance at our website at www.takunigroup.com under category for investors, topic shareholder meeting from October 31, 2023 onwards.

Please be informed accordingly.

Yours faithfully,

(Mr. Krittapong Orachaiapunlap)
Chief Executive Officer / President

Takuni Group Public Company Limited

Criteria for the shareholder to propose Annual General Meeting agenda for the year 2024

Objective

Recognizing the importance of shareholders and Corporate Governance promotion, Takuni Group Public Company Limited (“the Company”) facilitates shareholders in proposing, in advance of the Annual General Meeting of Shareholders schedule, the issue, as deemed appropriate, to be considered to include in the agenda of the Annual General Meeting (AGM), with reference to the criteria below.

Criteria

1. Qualification of shareholder who will have the right to propose AGM agenda Shareholders who would like to propose an item on the agenda must be the Company’s shareholder, with continuous holding shares and having the right to vote amounting to not less than 5.00 percent of total number of paid-up shares (not less than 40,000,012 shares) either by one shareholder or several shareholders combined. And, Shareholders must have held those shares continuously for at least 12 months by the date the shareholder proposes the item on the agenda.

2. Proposal of the agenda

The shareholder, fully qualified as in criteria No.1, can fill out the “Proposed Agenda for 2024 Annual General Meeting Form”. In addition, the Shareholder must submit the original of the mentioned documents completely and correctly with signing the name as evidence, including evidence of shares’ held as in criteria No.1 and beneficial supplementary documents for Board of Directors consideration (if any) to the Company Secretary at secretary@takuni.com or send registered mail to the Company Secretary at Takuni Group Public Company Limited 140/1 Khanjanapisek Road, Bangkae, Bangkae, Bangkok, Thailand **during November 1, 2023 – December 31, 2023.**

In case where several shareholders would jointly propose the agenda, each of them must fill out the “Proposed Agenda for 2024 Annual General Meeting Form”, and sign their names as evidence separately. Then the forms should be gathered into one set.

3. For an efficient AGM, the Company reserves its right not to include the following matters as the meeting agenda;
 - 1) Matters relating to normal course of business of the Company.
 - 2) Matters that are beyond authority of the Company.
 - 3) Matters that shareholders already proposed in AGM within the past 3 years, and those under support by less than 10% of total voting shares, given that the factual events have not changed significantly.
 - 4) Matters proposed by shareholders who are not qualified, as specified in criteria No.1, or do not follow the procedures set forth by the Company in the Criteria for the shareholder to propose the AGM agenda.
 - 5) Matters unlike to benefit the Company.
 - 6) Matters or evidence sufficed by shareholders is incomplete or untrue or incorrect or inadequate or ambiguous.
 - 7) Matters lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
 - 8) Matters that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, the articles of association, the shareholders' resolution, the good corporate governance of the Company and the business conduct of the Company.
 - 9) Matters, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Company.
 - 10) Matters already undertaken by the Company.
 - 11) Matters previously submitted for consideration by other shareholders.

4. The above matters proposed by shareholders shall meet scrutiny before further submission to the Board of Directors for consideration, and the Company will notify the Board's consideration results after the Meeting scheduled in February 2024. Any matters, under approval by the Board, will be included in the AGM agenda as attached in the Notice for 2024 AGM.

Attachment : Proposed Agenda for 2024 Annual General Meeting Form

Proposed Agenda for 2024 Annual General Meeting Form

1. General information of shareholder

Name (Mr., Mrs., Miss, Company and Others / Surname):

Present / contact address :

Residing at _____ Village/Building _____

Moo no. _____ Soi _____

Road _____ Sub-District _____

District _____ Province _____

Postal code _____ Country _____

Telephone no. _____ Fax no. _____

E-mail _____

Contact foreign address : (For foreign shareholder) _____

2. Shares held : _____

3. Subject of the agenda proposed : _____

Objective : To consider To acknowledge

Details : _____

The supporting documents enclosed

No supporting documents enclosed

4. Documents required :

4.1 Valid evidence of the shares' held shown the number of shares held and the period of holding as in the criteria of the Company such as the certificate of shares' held from securities company or any other certificates from Thailand Securities Depository Co., Ltd. (TSD), the Stock Exchange of Thailand (SET) or Custodian or Certified true copy of the certificate of share

Evidence enclosed

No evidence enclosed

4.2 Shareholder identification document : For natural person the copy of the identification card or passport (in case of the foreigner) must be enclosed and certified true copy. In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, the copy of director nominee’s identification card or passport (in case of the foreigner) who has signed his/her name in this Form must be enclosed and certified true copy.

Evidence enclosed No evidence enclosed

5. Certified Statement :

I certify that all information written in this Form, the evidence of shares’ held and other supporting documents are correct and accept to disclose these information by the Company.

_____ Shareholder’s Signature
(_____)
Date _____

Criteria for Nomination of Qualified Candidates for Directorship in 2024 AGM

Objective

Recognizing corporate governance promotion and the importance of shareholders, Takuni Group Public Company Limited (“the Company”) facilitates shareholders in nominating, in advance of the Annual General Meeting 2024 schedule, a qualified person as candidate for the Company’s directors election in Annual General Meeting (AGM) 2024, under the criteria below.

Criteria

1. Qualification of shareholder who will have the right to nominate a qualified person as candidate for the Company’s directorship election Shareholders who would like to propose a qualified candidate for directorship must be the Company’s shareholder holding continuously minimum shares in an amount 5 percent of the paid-up shares (not less than 40,000,012 shares) either by one or several shareholders combined. And, Shareholders must have held those shares continuously for at least 12 months by the date the shareholder nominates a qualified candidate.

2. Nomination of a qualified person as candidate for directorship

The shareholder, fully qualified as in criteria No.1, can fill out the “Nominated Qualified Candidate for Directorship in 2024 Annual General Meeting Form”, together with “Bio-data of Nominee for Directorship in 2024 Annual General Meeting Form” and the “Questionnaire on Qualifications of candidates for Directors in 2024 Annual General Meeting” of the nominated candidate and other complete supplementary documents. In addition, the Shareholder must submit the original of the mentioned documents completely and correctly with signing the name as evidence, including evidence of shares’ held as in criteria No.1 and beneficial supplementary documents for Board of Directors consideration (if any) to the Company Secretary at secretary@takuni.com or send registered mail to the Company Secretary at Takuni Group Public Company Limited 140/1 Khanjanapisek Road, Bangkae, Bangkae, Bangkok, Thailand during **November 1, 2023 – December 31, 2023**.

In case where several shareholders would jointly nominate a candidate, each of them must fill out the “Nominated Qualified Candidate for Directorship in 2024 Annual General Meeting Form”, and sign their names as evidence separately. Then the forms should be gathered into one set.

3. The above nominated candidates by shareholders, together with complete supplementary documents, as required, shall meet scrutiny before further submission to the Board of Directors for consideration, and the Company will notify the Board’s consideration results after the Meeting scheduled in February 2024.
4. In case the information provided are incomplete or incorrect or inadequate or the original document is not reached the Company within deadline or the related persons such as those shareholders cannot be contact, the proposal will be excluded.
5. The Board of Director will consider the candidate’s qualification and the Company will notify the Board’s consideration results after the Meeting scheduled in February 2024. The name of nominee approved by the board will be included in the agenda of the AGM notice.

Attachment : Nominated Qualified Candidate for Directorship in 2024 Annual General Meeting Form

Attachment : Bio-data of Nominee for Directorship in 2024 Annual General Meeting Form

Attachment : Questionnaire on Qualifications of candidates for Directors in 2024 Annual General Meeting

Nominated Qualified Candidate for Directorship in 2024 Annual General Meeting Form

1. General information of shareholder

Name (Mr., Mrs., Miss, Company and Others / Surname):

Present / contact address :

Residing at _____ Village/Building _____

Moo no. _____ Soi _____

Road _____ Sub-District _____

District _____ Province _____

Postal code _____ Country _____

Telephone no. _____ Fax no. _____

E-mail _____

Contact foreign address : (For foreign shareholder) _____

2. Shares held : _____

3. The name of nominee for directorship : _____

4. Documents required :

4.1 Valid evidence of the shares' held shown the number of shares held and the period of holding as in the criteria of the Company such as the certificate of shares' held from securities company or any other certificates from Thailand Securities Depository Co., Ltd. (TSD), the Stock Exchange of Thailand (SET) or Custodian or Certified true copy of the certificate of share

Evidence enclosed No evidence enclosed

4.2 Shareholder identification document : For natural person the copy of the identification card or passport (in case of the foreigner) must be enclosed and certified true copy. In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, the copy of director nominee's identification card or passport (in case of the foreigner) who has signed his/her name in this Form must be enclosed and certified true copy.

Evidence enclosed No evidence enclosed

5. Certified Statement :

I certify that all information written in this Form, the evidence of shares' held and other supporting documents are correct and accept to disclose these information by the Company.

_____ Shareholder's Signature

(_____)

Date _____

Bio-data of Nominee for Directorship in 2024 Annual General Meeting Form

Recently Photo attached, sized 2 inches and less than 6 months

1. General information of nominee

(1) Name (Mr., Mrs., Miss, Company and Others / Surname):

(Thai) _____ (The old surname _____)

(English) _____

(2) Date/Month/Year of birth _____ Age _____

(3) Nationality _____

(4) Health status Healthy for directorship Unhealthy for directorship

(Please enclose Medical Certificate updated not less than 6 months)

(5) Name of spouse : _____ (The old surname _____)

(6) Number of son/daughter : _____ There are :

Name _____ Age _____ Working place _____

Name _____ Age _____ Working place _____

Name _____ Age _____ Working place _____

Name _____ Age _____ Working place _____

2. Present / contact address :

(1) Working place : Name _____

Residing at _____ Soi _____ Road _____

Sub-District _____ District _____

Province _____ Telephone no. _____

(2) Home : Residing at _____ Soi _____ Road _____

Sub-District _____ District _____

Province _____ Telephone no. _____

(3) Contact foreign address : (For foreigner nominee) _____

3. Occupation qualification :

(1) Academic Background (Please enclose education evidence)

<u>Name of Institution</u>	<u>Name of Degree and major</u>	<u>Graduated year</u>
_____	_____	_____
_____	_____	_____

(2) Related training Course or Seminar in case of Director

<u>Name of Program</u>	<u>Managed by</u>	<u>Year of Attendance</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. Qualification as the questionnaire form of the Company :

[] Filled in the Questionnaire on Qualifications of candidates for Directors in 2024 Annual General Meeting enclosed

5. Working Experience (Present and 5 years ago):

<u>Year</u>	<u>Name of Workplace</u>	<u>Category of Business</u>	<u>Position</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

6. The shares have been held as at _____(The date the shareholder nominates a qualified candidate).

I have held _____ ordinary shares.

My spouse has held _____ ordinary shares.

My sons and/ daughters, immature in legislative measure.

(1) Name _____ has held _____ ordinary shares

(2) Name _____ has held _____ ordinary shares

I (Mr./Mrs./Miss/_____) _____ agree to propose me and all information in this Form for nomination of qualified candidate for directorship of Takuni Group Public Company Limited and certify that all information written in this Form is correct, complete and all supporting documents enclosed are true and accept to disclose them.

_____ Shareholder's Signature
(_____)
Date _____

Questionnaire on Qualifications of candidates for Directors in 2024
Annual General Meeting

Information of nominee for directorship

Name (Thai)

(English).....

Explanation : Please tick as “√” in the answer gap which matched to your information

Part 1 : General qualification

No.	Questions	Answer	
		Yes	No
1.	Is being natural person and mature person in legislative measure.		
2.	Have been any academic backgrounds and working experiences as the following : - Graduated at least Bachelor degree or Equal and have working experience at least 3 years or - Graduated less than Bachelor degree and have working experience at least 5 years		
3.	Is being reliable, capable and cautious for administration as the duty and responsibility and diligent for the work and concerned the benefit of people.		
4.	Has held the share less than or equal 5 percent of paid-up shares of the Company, affiliates, associates or related companies, including the shares of related persons (spouse, father, mother, son/daughter and other institutions in legal).		

.....Nominee’s signature

No.	Questions	Answer	
		Yes	No
5.	Has not involved in administration, employee, staff, consultant with routine salary or auditor, lawyer or others limited to present as independent opinion for the Company, affiliates, associates or dominant person of the Company, affiliates, associates or the person who may possess a conflict of interest and left the situation or position as the conflict of interest at least 1 year.		
6.	Has not involve in business relation with the Company as in the limitation of independence in directorship, relating to significant benefit compared to revenues of the Company and direct or indirect benefit both finance and administration of the Company, affiliates, associates or the person, may possess a conflict of interest in case of the lack of independence.		
7.	Is not being the executive or the major shareholder (the shares held more than 10 percent of the paid-up shares)'s related person or close relatives (father, mother, brother, sister, uncle, aunt, grandfather, grandmother, spouse, son, daughter, including son/daughter's spouse) of the Company, affiliates, associates or the person, may possess a conflict of interest and representative of the director or the major shareholder.		

.....Nominee's signature

Part 2 : Prohibited Characteristics

Explanation : If you have the prohibited characteristics, you tick “Yes”. If not, you tick “No”

No.	Questions	Answer	
		Yes	No
1.	Has been subject to the court’s receiving order or declared by any court as an insolvent person, an incompetent or a quasi-incompetent person.		
2.	Has been subject to the court’s receiving order in the final statement or declared by any court about the properties by fraud.		
3.	Has been fired or retired by the government sector or other organizations due to the fraud of duties.		
4.	Has been named by the Stock Exchange of Thailand as a disqualified person to serve as the executives of listed company in accordance with Rule of the Stock Exchange of Thailand.		
5.	Was convicted by the court’s final judgment or fined on any count of offenses as specified in (6).		
6.	Has been denounced or has been tried in any criminal proceedings instituted by authorities in the offences of unfair trading practices in securities or derivatives, or fraudulent or dishonest management.		
7.	Is being barred from serving as company’s executive by foreign authority.		
8.	Has been de-listed your name from the Executive Database by the SEC Office or has been refused to show to the Executive Database due to the prohibited characteristics.		
9.	Is being prohibited person as Thailand Immigration Regulation (In case of non-residence in Thailand or no Thai nationality).		

.....Nominee’s signature

Part 3 : Being director or executive or representative, whether directly or indirectly in other companies and the business in conflict of interest

No.	Questions	Answer	
		Yes	No
1.	Is being chairman, executive director or authorized director, one or many, not more than 3 business groups (The business group means the company group consisted of parent company, subsidiaries and associates or company group dominated by the same person).		
2.	Is being the director not more than 5 listed companies.		
3.	Is not being owner of the same business and being competitive to the Company or partner in partnership or unlimited liability in limited partnership or director of private companies or other companies in the same business and being competitive to the Company for your benefit or other person's benefit.		
4.	Is being the person in the allegation or process of case to the court or arbitrator that the Company is litigant.		

Part 4 : Other qualifications

No.	Questions	Answer	
		Yes	No
1.	Is being qualified person consisted of skill, knowledge, many experience in Direct Marketing industry or occupation background, be beneficial to organization management both local and foreign at least 5 years or many results of work in administration and outstanding fame both government sector or private sector in local and foreign institutions or success in executive of large organization.		

.....Nominee's signature

No.	Questions	Answer	
		Yes	No
2.	Consist of leadership and vision, which outstanding, broad, creative, administration capability and determination to success of Organization.		
3.	Has devoted to take time for the Company adequately and the success of the Company and the social benefit.		
4.	Is being ethics and moral and have transparency in working history, including capable in independent opinion.		

.....Nominee's signature