

# TANACHIRA

Notice of the 2024 Annual General Meeting  
of Shareholders

Tanachira Retail Corporation Public Company Limited

Tuesday, 30 April 2024 at 2.00 p.m.

By Electronic Means (E-AGM)

**TANACHIRA RETAIL CORPORATION PCL.**

The Offices at Central World, Room OFMH2807 & 2812, 28<sup>th</sup> floor, 999/9 Rama1 Rd, Patumwan, Bangkok 10330 Tel. +662-264-5081

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Ref.No. TRC 006/2567

29 March 2024

Subject: Notice of the 2024 Annual General Meeting of Shareholders

To: Shareholders  
Tanachira Retail Corporation Public Company Limited

Attachment: 

1. A copy of the Minutes of the 2023 Annual General Meeting of Shareholders
2. The 2023 Annual Report (Form 56-1 One Report)
3. Criteria and Procedures on the Nomination of Directors and Profiles of the Nominated Candidates to Replace the Directors who are Retired by Rotation
4. Profiles of the Proposed Auditors for the Year 2024
5. The Articles of Association of the Company Regarding the Shareholders' Meeting and Voting
6. Profiles of the Independent Directors Proposed by the Company to Act as Proxy of Shareholders
7. Guidelines for Attending the 2024 Annual General Meeting of Shareholders through Electronic Means
8. Proxy Forms (Form A, Form B, and Form C)

Tanachira Retail Corporation Public Company Limited (“the Company”) hereby informs that the Board of Directors of the Company has resolved to convene the 2024 Annual General Meeting of Shareholders on Tuesday, 30 April 2024 at 14.00 hrs. via electronic meeting which will be conducted in accordance with the criteria specified in the law related to electronic meetings with the following agenda items:

**Agenda 1** To consider adopting the Minutes of the 2023 Annual General Meeting of Shareholders

**Objective and Reason:** The Company prepared the Minutes of the 2023 Annual General Meeting of Shareholders held on 30 March 2023 as prescribed by laws, a copy of the Minutes is disclosed in Attachment 1.

**Opinion of the Board:** The Board of Directors has opined that the Minutes of the 2023 Annual General Meeting of Shareholders has been accurately and completely recorded. Therefore, it is deemed appropriate to propose to the shareholders' meeting to adopt the Minutes.

**Voting:** The resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

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## Agenda 2 To acknowledge the Company's 2023 operating results

Objective and Reason: The Company prepared the Company's 2023 operating results as disclosed in Attachment 2, the 2023 Annual Report (Form 56-1 One Report) which was submitted to shareholders together with the notice of the shareholders' meeting.

Opinion of the Board: The Board of Directors deemed it appropriate to report the Company's 2023 operating results to shareholders for acknowledgement.

Voting: This agenda item is only for acknowledgement; therefore, no voting is required.

## Agenda 3 To consider and approve the Company's financial statement for the fiscal year ended December 31, 2023 audited by the certified public accountant

Objective and Reason: To comply with the Public Limited Companies Act B.E. 2535 (1992) (As amended) and the Company's Articles of Association, the Company has prepared its financial statements for the fiscal year ended 31 December 2023 as disclosed in Attachment 2, the 2023 Annual Report (Form 56-1 One Report) which has been delivered to the shareholders together with the notice of the shareholders' meeting. The financial statements for the fiscal year ended 31 December 2023 were audited by the certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors. The financial statements can be summarized as follows:

A summary of the Company's consolidated operating results and financial position are as follows:

Consolidated Operating Results		For the Year Ended 31 December 2023
Total revenues	(Million Baht)	1,429.96
Net profit*	(Million Baht)	166.79
Earnings per share	(Baht/Share)	0.84

\* Profit attributable to equity holders of the Company

Consolidated Financial Position		As of 31 December 2023
Total assets	(Million Baht)	2,302.54
Total liabilities	(Million Baht)	753.19
Shareholders' equity	(Million Baht)	1,549.35

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Opinion of the Board: The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the Company's financial statement for the fiscal year ended December 31, 2023, which was audited by the certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors.

Voting: The resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 4 To consider and approve the dividend payment and the allocation of profit as legal reserve from the Company's 2023 operating results and acknowledge an interim dividend payment

Objective and Reason: The Public Limited Companies Act B.E. 2535 (1992) (As amended) and the Company's Articles of Association which stipulates that the Company shall appropriate the annual net profit to a reserve fund in an amount of not less than five percent of the annual net profit with the deduction the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital and the dividends shall not be paid other than out of profit and in the case where the company still has an accumulated loss, no dividends shall be paid.

In this regard, the Board of Directors' Meeting No.2/1024 dated February 23, 2024 resolved to approve as follows:

- 1) To submit for approval of the dividend payment for the operating results from January 1, 2023 to December 31, 2023 to the Company's shareholders at the rate of Baht 0.20 per share for a total amount of 60,000,000 Baht, or 37.86% of net income for the year on consolidated financial statement in accordance with the Company's dividend payment policy. The record date is March 22, 2024 and the dividend payment date is May 9, 2024 subject to the shareholders' approval to be obtained from the 2024 Annual General Meeting of Shareholders.
- 2) To allocate 2023 annual net income at the rate of 5% of the Company's net income equivalent to Baht 8,315,811 as legal reserve.
- 3) To acknowledge that the Company already paid an interim dividend on December 7, 2023 from the operating results ended September 30, 2023 which the Company had the retained earnings of Baht 175,145,121.63 (consolidated financial statement) to 300,000,000 shares of the Company's shareholders at the rate of Baht 0.50 per share for a total amount of Baht 150,000,000, or 85.64% of net income on consolidated financial statement in accordance with the Company's dividend payment policy.

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Opinion of the Board: The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the allocation of profit for legal reserve in the amount of Baht 8,315,811 and dividend payment in 2023 at Baht 0.70 per share for the total dividend amount of Baht 210,000,000, representing 126 percent of the net profit based on the consolidated financial statements, which is in accordance with the Company's dividend payment policy; when deducting the interim dividend at the rate of Baht 0.50 per share paid on 7 December 2023 by the Company, the remaining dividend will be paid is Baht 0.20 per share or amounting to Baht 60,000,000 payable to the shareholders whose name appear on the list as of the date to determine the shareholders who are entitled to receive dividend (Record Date) on 22 March 2024. The final dividend will be paid on 9 May 2024.

Voting: The resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the appointment of directors who are retired by rotation

Objective and Reason: The Public Limited Companies Act B.E. 2535 (1992) (As amended) and the Company's Articles of Association provide that, at every annual general meeting of shareholders, one-third of the directors shall vacate in proportion. In the case where the number of directors is not a multiple of three, the number of directors nearest to one-third shall vacate their position, whereas a director who vacates office under this section may be re-elected. In the 2024 Annual General Meeting of Shareholders, there are 3 directors who are retired by rotation as follows:

- 1) Mr. Kittipol Pramroj Na Ayudhya Independent Director, Chairman of the Board of Directors, and Chairman of the Risk Management Committee
- 2) Mrs. Peeramarn Warunpantulak Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee
- 3) Mrs. Patraporn Milindasuta Independent Director, Chairman of the Corporate Governance Committee and Member of the Audit Committee

The criteria and procedures on the nominated directors and the details on the profiles of these 3 directors are disclosed in the Attachment 3.

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Opinion of the Board: The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the appointment of 3 directors who are retired by rotation which are (1) Mr. Kittipol Pramroj Na Ayudhya, (2) Mrs. Peeramarn Warunpantulak, and (3) Mrs. Patraporn Milindasuta to appoint as the same positions for another term. In this regard, the re-appointment of directors has been reviewed by the Nomination and Remuneration Committee and approved by the Board of Directors.

Voting: The resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

Agenda 6 To consider and approve the director remuneration for the year 2024

Objective and Reason: The Public Limited Companies Act B.E. 2535 (1992) (As amended) and the Company's Articles of Association provided that, the Company's directors shall be entitled to receive remunerations from the Company in the form of reward, meeting allowance, gratuity, bonus, or benefits of other nature as considered and approved by the shareholders' meeting. The Board of Directors, which has been reviewed by the Nomination and Remuneration Committee, adheres to the practice of reviewing the remuneration from the size of the business, the business expansion and growth of the Company, responsibilities of the Board by comparing with other listed companies in the Stock Exchange of Thailand which have the same size and in the same business segment. The Board of Directors deemed it appropriate to propose the director remuneration for the year 2024, which is meeting allowance for the Board of Directors and Sub-Committees as follows:

(Unit: Baht/ Attendance)

Board/Committee	Chairman		Member	
	Year 2024 (Proposed Year)	Year 2023	Year 2024 (Proposed Year)	Year 2023
The Board of Directors	35,000	35,000	20,000	20,000
Audit Committee	25,000	25,000	20,000	20,000
Nomination and Remuneration Committee	20,000	20,000	15,000	15,000
Risk Management Committee	20,000	20,000	15,000	15,000
Corporate Governance Committee	20,000	20,000	15,000	15,000
Executive Committee	-	-	10,000	10,000

Remarks: The Chief Executive Officer and executives do not receive meeting allowances.

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Opinion of the Board: The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the determination of the director remuneration for the year 2024 at the same as last year, which has been reviewed by the Nomination and Remuneration Committee.

Voting: The resolution must be passed by a vote of not less than two-thirds of the total votes of shareholders and proxy holders who attend the meeting.

**Agenda 7** To consider and approve the appointment of auditor (s) and audit fee for the year 2024

Objective and Reason: The Public Limited Companies Act B.E. 2535 (1992) (As amended) and the Company's Articles of Association provided that, the appointment of the Company's auditors and the audit fee for each year shall be approved at the annual general meeting of shareholders. The Audit Committee has reviewed and selected the auditors for the year 2024 and proposed that the Board of Directors has considered to propose to the shareholders' meeting to approve the appointment of auditors from EY Office Limited namely, Mrs. Kunlapee Piyawannasuth, Certified Public Accountant No. 6137 or Mrs. Poonnard Paocharoen, Certified Public Accountant No. 5238 or Mrs. Wilai Sunthornwanee, Certified Public Accountant No. 7356 to be the Company's auditors and the determination of the audit fee for the year 2024 in the amount of Baht 2,470,000. In this regard, the audit fee is excluded from the other reimbursable expenses as might be required for an amount actually paid, for example, traveling expenses which is in accordance with the general practice.

The profiles of the auditors and details of the audit fee are disclosed in the Attachment 4.

Opinion of the Board: The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the appointment of auditors from EY Office Limited namely, Mrs. Kunlapee Piyawannasuth, Certified Public Accountant No. 6137 or Mrs. Poonnard Paocharoen, Certified Public Accountant No. 5238 or Mrs. Wilai Sunthornwanee, Certified Public Accountant No. 7356 to be the Company's auditors and the determination of the audit fee for the year 2024 in the amount of Baht 2,470,000.

Voting: The resolution must be passed by a majority of votes of the shareholders and proxy holders who attend the meeting and cast their votes.

**Agenda 8** Other matters (if any)

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The shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholders in the form of electronic meeting (E-AGM) on the aforementioned date and time. In this 2024 Annual General Meeting, shareholders can participate only through electronic media. The company will use electronic registration and voting systems. Shareholders will be able to register for participation starting from April 5, 2024, at 9:00 AM, and registration will close on April 29, 2024, at 6:00 PM. This can be done via scanning the QR Code or through the IR Plus AGM application. Shareholders or their proxies who register to attend the meeting will receive a Pincode for login to participate in the meeting on the meeting day, starting from 12:00 PM on Tuesday, April 30, 2024. Therefore, shareholders are requested to carefully review the registration details to verify their identity and register for participation in accordance with the guidelines for Attending the 2024 Annual General Meeting of Shareholders through Electronic Means (E-AGM) provided by the company (as provided in Attachment 7).

If a shareholder is unable to attend the meeting in person and wishes to appoint another individual or an independent director of the company (as provided in Attachment 6) to attend the meeting and vote on their behalf, they may use either a Form A or Form B proxy form. For foreign shareholders who have appointed a Custodian to deposit and manage their shares, please use a Form C proxy form (as provided in Attachment 8). Shareholders can download the invitation letter for the 2024 Annual General Meeting along with the accompanying documents and proxy forms from the company's website at [www.tanachira.co.th](http://www.tanachira.co.th). Additionally, shareholders can send questions or comments regarding the agenda of the meeting to the company in advance of the meeting via email at [nakrit@tanachira.co.th](mailto:nakrit@tanachira.co.th).

In this regard, the Company is scheduled the record date for determining the list of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders on 22 March 2024.

The Company provided the opportunity to shareholders to propose an agenda item in the 2024 Annual General Meeting of Shareholders, and to nominate candidates for appointment as directors in advance for the 2024 Annual General Meeting of Shareholders during the period of 22 December 2023 to 25 January 2024. There were no shareholders proposed the agenda items and nominate candidates for appointment as directors for the 2024 Annual General Meeting of Shareholders.

Sincerely yours,

Tanachira Retail Corporation Public Company Limited.

.....  
(Mr. Tanapong Chirapanidchakul)  
Chief Executive Officer



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Attachment 1

(-Translation-)

Minutes of the 2023 Annual General Meeting of Shareholders  
Tanachira Retail Corporation Company Limited (“Company”)

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## Date, Time and Place of the Meeting

The Meeting was held on 30 March 2023, at 14.00 hrs. at the Board of Directors Meeting Room, No. 999/9, The Office at Central World, Room OFMH2807, Floor 28, Rama I Road, Patumwan Sub-district, Patumwan District Bangkok 10330.

## Preliminary Proceedings

The meeting elected Mr. Tanapong Chirapanidchakul acted as the Chairman of the Meeting (“Chairman”), announced to the meeting that there were shareholders of the Company attending the meeting. (in person and by proxy) totaling of 3 persons, totaling holding of 600,000 shares (all shareholders of the Company are 3 persons, totaling 600,000 shares), a quorum was thus constituted. The Chairman opened the meeting and proceeded with the agenda as follows:

### Agenda 1: To consider and adopt the minutes of the 2022 Annual General Meeting of Shareholders

The Chairman presented the minutes of the 2022 Annual General Meeting of Shareholders, held on 29 April 2022, to the meeting for consideration. The details appear in the copy of the minutes which were sent to shareholders along with the notice of the meeting and requested the meeting to consider and adopt the said minutes.

Resolution: The Meeting considered and unanimously resolved to adopt the minutes of the 2022 Annual General Meeting of Shareholders as proposed.

### Agenda 2: To acknowledge the Company's operating results for the year 2022

The Chairman presented a report on the Company's operating results for the year 2022 to the meeting for consideration.

Resolution: The Meeting acknowledged the Company's operating results for the year 2022 as proposed.

### Agenda 3: To consider and approve the financial statements for the year 2022

The Chairman informed the meeting that Company's auditor has completely audited the financial statements for the year 2022 ending on 31 December 2022. The details appear in the copy of financial statements which were sent to shareholders along with the notice of the meeting and requested the meeting to consider and approve the said financial statements.

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**Resolution:** The Meeting considered and unanimously resolved to approve the Company's financial statements for the year 2022 as proposed.

**Agenda 4:** To consider and approve the dividend payment from operating results for the year 2022 and the allocation of profits for reserve fund

The Chairman informed the meeting that the Company's consolidated financial statements ending on 31 December 2022, the Company had a net profit of Baht 122,304,394.00. According to the equity method, the Company has profits attributable to the Company in the amount of Baht 125,495,590.00. Based on the Company's Board of Directors Meeting No. 1/2023 held on 28 February 2023, the Board was resolved to propose to the meeting to approve the dividend payment from operations for the year 2022 in the amount of Baht 22,200,000.00 or Baht 37.0 per share. The dividend will be paid at the rate of 17.69 percent of net profits according to the financial statements after deducting corporate income tax and allocation of various reserve funds as required by laws. This dividends will be paid lower than the dividend payment policy (40 percent) because in 2023 the group of companies has plans to invest in many new projects and requires a huge amount of investment.

In addition, the Company has been fully allocated a legal reserve as required by laws. The Chairman then proposed to the meeting do not allocate an additional legal reserve.

**Resolution:** The Meeting considered and unanimously resolved to approve the dividend payment at the rate of Baht 37.0 per share, totaling Baht 22,200,000.00 and do not allocate an additional legal reserve because the Company has been fully allocated as a legal reserve.

**Agenda 5:** To consider and approve the appointment of the Company's auditors and determine the audit fee for the year 2023

The Chairman informed the meeting that the Company must appoint the Company's auditors for the year 2023. The Chairman proposed to the meeting to consider and approve the appointment of the Company's auditors and determine the audit fee for the year 2023, which was considered and approved by the Audit Committee Meeting No. 1/2023 held on 23 February 2023, and approved by the Board of Directors' Meeting No. 1/2023 held on 28 February 2023 with the details as follows:

(1) To consideration of the appointment of auditors and determination of the audit fee for the year 2023 by proposing the names of auditors from EY Office Company Limited as follows:

- (1) Miss Sineenart Jirachaikhuan Khan Certified Public Accountant No. 6287 or
- (2) Mr. Khitsada Lerdwana Certified Public Accountant No. 4958 or
- (3) Mrs. Poonnard Paچارoen Certified Public Accountant No. 5238

To be the Company's auditors for the year 2023 and determine the annual audit fee for a total of Baht 4,490,000.00 and in the event that the abovementioned auditors are unable to perform their duties to the

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Company, EY Office Company Limited will hire other certified auditors to audit the accounts and express opinions on the Company's financial statements on behalf of the abovementioned auditors.

(2) The audit fee for the year 2023 can be classified by company, with the following details:

- Tanachira Retail Corporation Company Limited is equal to Baht 1,995,000.00, an increase of Baht 50,000.00 or 3 percent compared to 2021.
- Tanachira Home Company Limited is equal to Baht 718,000.00, an increase of Baht 20,000.00 or 3 percent compared to 2021.
- Tatler Company Limited is equal to Baht 1,134,000.00 as the same as last year.
- Harnn Global Company Limited is equal to Baht 643,000.00, an increase of Baht 20,000.00 or 3 percent compared to 2021.

In addition, there is an additional service fee for IPO, the total amount of Baht 800,000.00, which is charged according to actual working hours.

**Resolution:** The Meeting considered and unanimously resolved to approve the appointment of the Company's auditors from EY Office Company Limited, namely, Miss Sineenart Jirachaikhuan Khan, Certified Public Accountant No. 6287 or Mr. Khitsada Lerdwana, Certified Public Accountant No. 4958 or Mrs. Poonnard Paocharoen, Certified Public Accountant No. 5238 and determine the audit fee for the year 2023 of the Company and subsidiaries as proposed.

**Agenda 6:** To consider and approve the appointment of new directors to replace directors who will be retired by rotation

The Chairman informed the meeting that according to the Civil and Commercial Code, Section 1152, at the annual general meeting of shareholders of the Company in every year, 1/3 of the directors must retire from office at the end of their term. In the 2023 Annual General Meeting of Shareholders, it is determined that the 3 directors who have been in office the longest will be retired by rotation upon completion of their terms, namely Mr. Tanapong Chirapanidchakul, Mr. Sarit Chokchainirand and Mrs. Chataya Supanpong.

All 3 directors are knowledgeable, capable and have experience in management that is beneficial to the Company's business operations. The Nomination and Remuneration Committee Meeting No. 1/2023 held on 15 February 2023 and the Board of Directors' Meeting No. 1/2023 held on 28 February 2023, considered, and approved to propose to the meeting to consider and approve the appointment of directors who will be retired by rotation shall return to their position for another term.

**Resolution:** The Meeting considered and unanimously resolved to approve the appointment of Mr. Tanapong Chirapanidchakul, Mr. Sarit Chokchainirand and Mrs. Chataya Supanpong who will be retired by rotation at the 2023 general meeting of shareholders to serve as a director for another term.

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**Agenda 7:** To consider and approve the conversion from a limited company to a public limited company

The Chairman reported to the meeting that the Company has a plan to issue and offer the Company's common shares for initial public offering (IPO). The offering of shares to the public or any persons must comply with the laws on securities and the stock exchange, in accordance with the notification of the Capital Market Supervisory Board No. Tor.Chor. 39/2016 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (Codified) and the regulations of the Stock Exchange of Thailand Re: Listing of ordinary shares or preferred shares as listed securities, B.E. 2558 (2015) (as amended). It is specified that the Company that will request permission to issue and offer newly issued shares to the public must be a public limited company in accordance with the Public Limited Companies Act B.E. 2535 (the "Public Company Act"), Section 15 together with Section 24 stipulates that a public limited company is a company established with the intention of offering shares to the public.

Therefore, in order for the Company to have all the qualifications to apply for permission to issue and offer the Company's common shares to the initial public offering (IPO) to the Office of the Securities and Exchange Commission ("SEC"), including the Company's shares Listed on the Stock Exchange of Thailand ("Stock Exchange"). The Company therefore has to proceed with the conversion of the Company from a limited company to a public limited company. Section 180 of the Public Company Act stipulates that a limited company can convert into a public company upon receiving a special resolution from the Company's shareholders' meeting.

**Resolution:** The Meeting considered and unanimously resolved to approve the conversion from a limited company to a public limited company.

**Agenda 8:** To consider and approve the amendment to the Company's memorandum of association, Re: The name of the company, objectives and change in par value to be consistent with the conversion of the company from a limited company to a public limited company

The Chairman informed the meeting that to be consistent with the conversion of the Company from a limited company to a public limited company, therefore, it was proposed to the meeting to consider and approve the amendment to the Company's memorandum of association regarding the name of the company, its objectives, and change in the par value of shares, the details are as follows:

(1) To amend the Company's Memorandum of Association, Clause 1, Regarding the name of the company in both of names in Thai and English are as follows:

"Clause 1. The name of the company is "บริษัท ธนจิรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)" and the name in English is "TANACHIRA RETAIL CORPORATION PUBLIC COMPANY LIMITED"

(2) To add an additional items in the Company's Memorandum of Association, Clause 2, Regarding the Company intends to offer for sale of shares to the public as follows:

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“Clause 2. The company intends to offer for sale of shares to the public.”

(3) To cancel all existing objectives and adopt new objectives, the details of the new objectives appear in the meeting documents for Agenda 8 and the amendment to the Memorandum of Association, Clause 3, Regarding the Company's objectives, is as follows:

“Clause 3. There are 31 objectives of the company, details according to the attached PCL 002 form.”

(4) To change the par value of the company's shares by reducing the par value of the shares from the original Baht 100 per share (one hundred baht) to the par value of Baht 1 per share (one baht), which will increase the number of the Company's shares from the original 600,000 shares (six hundred thousand shares) to 60,000,000 shares (sixty million shares), divided into a total of 60,000,000 ordinary shares (sixty million shares) and amending the items in the Company's memorandum of association, Clause 4, Regarding the par value of the Company's shares. In this regard, the amendment to Clause 4 of the Memorandum of Association regarding the Company's registered capital will be considered in Agenda 9, Regarding the increase in the Company's registered capital.

In this regard, in order to carry out the operation smoothly, the Chairman therefore deemed it appropriate to propose that the meeting consider to assign the authorized directors to have an authority to sign on any documents related to the registration of amendments to the memorandum of association on various matters to the Department of Business Development, Ministry of Commerce and assign to the Chief Executive Officer and/or the person assigned by the Chief Executive Officer to be the Company's authorized representative to carry out various operations necessary for the registration of amendments to the memorandum of association in the various matters with the Department of Business Development, Ministry of Commerce has been completed including having a power to correct and add wordings in order to comply with the registrar's orders.

**Resolution:** The Meeting considered and unanimously resolved to approve the amendment to the Company's memorandum of association, regarding the name of the company, intent to offer for sale of shares to the public, objectives, and changes in the par value of shares. To be consistent with the conversion of the company from a limited company to a public limited company and assign the authorized directors to have an authority to sign on any documents related to the registration of amendments to the memorandum of association on various matters with the Department of Business Development, Ministry of Commerce and assign to the Chief Executive Officer and/or the person assigned by the Chief Executive Officer to be the Company's authorized representative to carry out various operations necessary for the registration of amendments to the memorandum of association in the various matters with the Department of Business Development, Ministry of Commerce has been completed including having a power to correct and add wordings in order to comply with the registrar's orders as proposed in all respect.

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**Agenda 9:** To consider and approve the increase in the Company's registered capital and the amendment of the Company's Memorandum of Association, Clause 4, to be in line with the increase in the Company's registered capital.

The Chairman informed the meeting that the Company intends to increase the registered capital of the Company by Baht 240,000,000 (two hundred and forty million baht) from the existing registered capital of Baht 60,000,000 (sixty million baht) to a new registered capital of Baht 300,000,000 (three hundred million baht)

This is due to the reduction of the par value of the shares to Baht 1 per share (one baht) in Agenda 8. In this capital increase, the Company will issue new common shares in the amount of 240,000,000 shares (two hundred and forty million shares) with a par value of Baht 1 per share (one baht).

In order to be consistent with the increase in registered capital, the Company has to proceed with amendments to the Company's Memorandum of Association, Clause 4, Regarding the registered capital and the par value of the Company's shares by using the following words instead.

“Clause 4 Registered capital amount	300,000,000	baht	(Three hundred million baht)
Divided into	300,000,000	shares	(Three hundred million shares)
Value per share	1	baht	(one baht)
By divided into			
Common shares	300,000,000	shares	(Three hundred million shares)
Preferred shares	-	shares	( - share)”

In this regard, in order to carry out the operation smoothly, the Chairman therefore deemed it appropriate to propose that the meeting consider to assign the authorized directors to have an authority to sign on any documents related to the registration of amendments to the memorandum of association with the Department of Business Development, Ministry of Commerce and assign to the Chief Executive Officer and/or the person assigned by the Chief Executive Officer to be the Company's authorized representative to carry out necessary actions to register the amendments to the memorandum of association with the Department of Business Development, Ministry of Commerce has been completed including having a power to amend and add wordings in order to comply with the registrar's orders.

**Resolution:** The Meeting considered and unanimously resolved to approve the increase in the registered capital of the Company by Baht 240,000,000 (two hundred and forty million baht) from the existing registered capital of Baht 60,000,000 (sixty million baht) to a new registered capital of Baht 300,000,000 (three hundred million baht) by issuing the new common shares in the amount of 240,000,000 shares (two hundred and forty million shares) with a par value of Baht 1 per share (one baht) and approve the amendment to the Company's Memorandum of Association, Clause 4, Regarding the registered capital to be in line with the increase in registered capital and assign

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the authorized directors to have an authority to sign on any documents related to the registration of amendments to the memorandum of association with the Department of Business Development, Ministry of Commerce and assign to the Chief Executive Officer and/or the person assigned by the Chief Executive Officer to be the Company's authorized representative to carry out necessary actions to register the amendments to the memorandum of association with the Department of Business Development, Ministry of Commerce has been completed including having a power to amend and add wordings in order to comply with the registrar's orders as proposed in all respect.

**Agenda 10:** To consider and approve the articles of association and the Company's seal

The Chairman informed the meeting that due to the conversion of the company from a limited company to a public limited company, therefore, it is deemed an appropriate to propose to the shareholders' meeting to consider and approve the Company's articles of association by using the new articles of association which has 49 articles in order to comply with the laws on public limited companies as well as approve the use of the company's seal. The details of the new articles of association and the company's seal appear in the meeting documents for Agenda 10.

In this regard, in order to carry out the operation smoothly, the Chairman therefore deemed it appropriate to propose the meeting to consider and assign the authorized directors to have an authority to sign on any documents related to the registration of amendments to the articles of association with the Department of Business Development, Ministry of Commerce and assign to the Chief Executive Officer and/or the person assigned by the Chief Executive Officer to be the Company's authorized representative to carry out necessary actions to register the amendments to the articles of association with the Department of Business Development, Ministry of Commerce has been completed including having a power to amend and add wordings in order to comply with the registrar's orders.

**Resolution:** The Meeting considered and unanimously resolved to approve the articles of association and the Company's seal and assign the authorized directors to have an authority to sign on any documents related to the registration of amendments to the articles of association with the Department of Business Development, Ministry of Commerce and assign to the Chief Executive Officer and/or the person assigned by the Chief Executive Officer to be the Company's authorized representative to carry out necessary actions to register the amendments to the articles of association with the Department of Business Development, Ministry of Commerce has been completed including having a power to amend and add wordings in order to comply with the registrar's orders as proposed in all respect.

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Agenda 11: To consider and approve the appointment of directors, Chairman and sub-committees and determination of the remuneration of the Board of Directors and sub-committees ( for public limited company)

The Chairman informed the meeting that the current Board of Directors will cease to exist on the date that the Company registered the conversion into a public limited company. Therefore, the Company will need to elect a new board of directors to perform duties in place of the current board of directors. The following names of persons who were existing directors before the conversion were proposed to the meeting for consideration and approval for appointment as the Company's Board of Directors and sub-committees after the conversion which was considered and approved by the Nomination and Remuneration Committee Meeting No. 1/2023 on 15 February 2023 and the Board of Directors' Meeting No. 2/2013 on 8 March 2023 as follows:

1. Name list of the Board of Directors

- |                                     |  |
|-------------------------------------|--|
| (1) Mr. Kittipol Pramoj Na Ayudhaya | Chairman of the Board / Chairman of the Risk Management Committee / Independent Director                               |
| (2) Mrs. Peeraman Warunpantulak     | Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee / Independent Director           |
| (3) Mrs. Patraporn Milindasuta      | Chairman of the Corporate Governance Committee / Member of the Audit Committee / Independent Director                  |
| (4) Mr. Akarin Phureesitr           | Chairman of the Nomination and Remuneration Committee / Member of the Risk Management Committee / Independent Director |
| (5) Mr. Tanapong Chirapanidchakul   | Chairman of the Executive Committee / Member of the Nomination and Remuneration Committee                              |
| (6) Mr. Wutt Srikham                | Member of the Executive Committee / Member of the Risk Management Committee  |
| (7) Mr. Sarit Chokchainirand        | Member of the Executive Committee / Member of the Corporate Governance Committee                                       |
| (8) Mr. Nathasorn Boontanorm        | Member of the Audit Committee / Member of the Corporate Governance Committee / Independent Director                    |
| (9) Mrs. Chataya Supanpong          | Director   |



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2. Name list of the Audit Committee
  - (1) Mrs. Peeraman Warunpantulak Chairman of the Audit Committee
  - (2) Mrs. Patraporn Milindasuta Member of the Audit Committee
  - (3) Mr. Nathasorn Boontanorm Member of the Audit Committee
  
3. Name list of the Executive Committee
  - (1) Mr. Tanapong Chirapanidchakul Chairman of the Executive Committee / Chief Executive Officer
  - (2) Mr. Wutt Srikham Member of the Executive Committee
  - (3) Mr. Sarit Chokchainirand Member of the Executive Committee
  - (4) Mrs. Chidchanok Jangpol Member of the Executive Committee / Chief Financial Officer
  
4. Name list of the Nomination and Remuneration Committee
  - (1) Mr. Akarin Phureesitr Chairman of the Nomination and Remuneration Committee
  - (2) Mrs. Peeraman Warunpantulak Chairman of the Nomination and Remuneration Committee
  - (3) Mr. Tanapong Chirapanidchakul Member of the Nomination and Remuneration Committee
  
5. Name list of the Risk Management Committee
  - (1) Mr. Kittipol Pramroj Na Ayudhaya Chairman of the Risk Management Committee
  - (2) Mr. Akarin Phureesitr Member of the Risk Management Committee
  - (3) Mr. Wutt Srikham Member of the Risk Management Committee
  
6. Name list of the Corporate Governance Committee
  - (1) Mrs. Patraporn Milindasuta Chairman of the Corporate Governance Committee
  - (2) Mr. Sarit Chokchainirand Member of the Corporate Governance Committee
  - (3) Mr. Nathasorn Boontanorm Member of the Corporate Governance Committee

In this regard, the term of office of the Company's directors shall be as specified in the draft of articles of association of the Company.

The Chairman further explained that the conversion of the company from a limited company to a public limited company, the Company needs to proceed in accordance with the laws on public limited companies, Section 86 of the Public Company Act prohibits directors from the Company is a director of a private company or other company that operates a business of the same nature and in competition with the Company's business unless the shareholders' meeting is informed before the appointment and resolution is made.

Since Mrs. Chataya Supanpong holds the position of director of Food Passion Company Limited, which operates a business selling food and beverages, including the restaurant business, Mrs. Chataya Supanpong may fall into the category that she is a director that the company may operates a business that has

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the same nature and competes with the Company's business. Currently, the Company has a business expansion plan and is in the process of considering a food and beverage distribution business. Therefore, in order to comply with Section 86 of the Public Company Act and to ensure transparency, the Company is therefore required to inform the meeting of such issues before voting to approve the appointment of the Board of Directors for the conversion into a public limited company.

Furthermore, it was proposed that the meeting consider determining the names and number of directors who are authorized to sign to bind the company as follows:

“Two directors jointly sign and affix the company seal.”

In addition, it was proposed that the meeting consider and approve the determination of remuneration for the Company's directors and sub-committees as follows:

Board/Committee	Meeting Fee (Baht/Time)	
	Chairman	Member
Board of Directors	35,000	20,000
Audit Committee	25,000	20,000
Nomination and Remuneration Committee	20,000	15,000
Risk Management Committee	20,000	15,000
Corporate Governance Committee	20,000	15,000
Executive Committee	-	10,000
Other Sub-Committees (if any)	20,000	15,000

**Resolution:** The Meeting considered and unanimously resolved to approve the appointment of directors, Chairman and sub-committees and determination of the remuneration of the Board of Directors and sub-committees (for public limited company) as proposed in all respect.

**Agenda 12:** To consider and approve the appointment of auditors and audit fee after conversion into a public limited company

The Chairman informed the meeting that the due to the conversion of the company from a limited company to a public limited company, Section 181 of the Public Company Act requires that the appointment of the company's auditor be considered along with the conversion of the company. In order to perform the duties of the auditor continuously, it is therefore considered appropriate to propose to the meeting to consider and approve

# TANACHIRA

the appointment of the auditors and determine the audit fee of the company after conversion to a public limited company which was considered and approved by the Audit Committee Meeting No. 1/2023 held on 23 February 2023 and the Board of Directors' Meeting No. 2/2013 held on 8 March 2023 as follows:

1. To considering the appointment of auditors by proposing the names of auditors from EY Office Company Limited as follows:

- (1) Miss Sineenart Jirachaikhuankhan Certified Public Accountant No. 6287 or
- (2) Mr. Khitsada Lerdwana Certified Public Accountant No. 4958 or
- (3) Mrs. Ponnard Paocharoen Certified Public Accountant No. 5238

as the Company's auditor after conversion to a public limited company. In case that the above-mentioned auditor fails to perform his/her duty, EY Office Co., Ltd. shall provide other certified public accountants to perform the audit and give opinions on the Company's financial statements in lieu of such auditor.

2. To determine the audit fee of the company after the conversion into a public company limited, the details are as follows:

(Unit : Baht)

	TRC	TRH	TAT	HG	Total
Year end - FS	1,450,000	595,000	960,000	520,000	3,525,000
Quarterly - FS	345,000	123,000	174,000	123,000	765,000
Fee for reviewing the impairment of goodwill	200,000	-	-	-	200,000
<b>Total</b>	<b>1,995,000</b>	<b>718,000</b>	<b>1,134,000</b>	<b>643,000</b>	<b>4,490,000</b>

**Resolution:** The Meeting considered and unanimously resolved to approve the appointment of the auditors from EY Office Company Limited, namely, Miss Sineenart Jirachaikhuankhan, Certified Public Accountant No. 6287 or Mr. Khitsada Lerdwana, Certified Public Accountant No. 4958 or Mrs. Ponnard Paocharoen, Certified Public Accountant No. 5238 and determine the audit fee of the company after conversion to a public limited company directors as proposed in all respect.

**Agenda 13:** To consider and approve the allocation of additional common shares of the Company for sale to the initial public offering and the appointment the persons who have authority to carry out various related matters

The Chairman informed the meeting that as a result of the increase in the registered capital of the Company of Baht 240,000,000 (Two hundred and forty million baht) from the current registered capital of Baht 60,000,000 (sixty million baht) to a new registered capital of Baht 300,000,000 (three hundred million baht) by issuing the additional common shares of not more than 240,000,000 shares (two hundred forty million shares)

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with a par value of Baht 1 per share (one baht) in Agenda 9. It is proposed that the meeting consider the allocation of the Company's additional common shares. The details are as follows:

(a) To allocate an additional common shares of 162,500,000 shares (one hundred sixty-two million five hundred thousand shares) with a par value of Baht 1 (one baht) each to existing shareholders, Mrs. Lakkhana Iamnaphon and Ms. Nathanee Tanprasert, shareholders, informed the meeting that they did not wish to subscribe by requesting to waive the right to subscribe for the said capital increase of common shares. In this regard, Mr. Tanapong Chirapanidchakul, a shareholder, wishes to subscribe the capital increase of common shares for a total of 162,500,000 shares. Mrs. Lakkhana Iamnaphon and Ms. Nathanee Tanprasert, shareholders, did not have any objection and

(b) To allocate an additional common shares in the amount of not more than 77,500,000 shares (seventy-seven million, five hundred thousand shares) with a par value of Baht 1 per share (one baht) to the initial public offering. This includes but is not limited to directors, executives, employees of the company and its subsidiaries, and related persons, the Company's benefactors, and subsidiaries. In this regard, the allocation of an additional ordinary shares will be made only the Company received the permission to offer newly issued common shares from the SEC Office and the securities offering registration form and prospectus are effective.

In this regard, to do any actions in relation to the plan for the initial public offering of common shares (IPO) and listing in the Stock Exchange of Thailand, therefore, it is deemed appropriate to propose to consider and approve to grant the power to the Executive Committee and/or Chief Executive Officer and/or persons assigned by the Chief Executive Officer have the authority to decide, approve, take actions, or specify any details in various related actions as follows:

(1) To carry out various operations related to the offering and allocation of such additional common shares completely and in accordance with the rules, procedures or conditions as per the relevant announcements of the Capital Market Supervisory Board and according to any laws, rules or regulations, as well as the conditions of the capital market at that time and may consider not offering or allocating additional common shares to any persons or any subscribers if the offering or allocating additional common shares to such persons causes or may result in (a) the company has duties under foreign laws; or (b) does not comply with the rules, procedures, or conditions specified in the offering or allocation of shares.

In this regard, various actions related to the offering and allocation of additional ordinary shares include determining and/or changing details or conditions regarding the offering and allocation of such additional ordinary shares, survey price range, demand for purchasing securities (Book Building), offering price including the bid, sell, and final asking price ranges, proportion of securities offered, allocating securities, whether in whole

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or in part, to investors and/or changing the number of shares allocated to each type of investors, this includes but is not limited to allocation methods, subscription methods, allocation of shares remaining from subscription offering period, payment of shares, conditions and other details related to the initial public offering of common shares (IPO), within the framework according to the relevant announcements of the Capital Market Supervisory Board and according to any laws, rules or regulations of Thailand or overseas as well as the condition of the capital market at that time.

(2) To enter into negotiations, making agreements, amending, changing, and signing various documents and contracts related to the allocation of such additional common shares including taking various actions related to the plan to offer common shares to the initial public offering (IPO), including any actions related to stock borrowing and listing on the stock exchange.

(3) To enter into negotiations, making agreements, amending, changing, and signing various documents and contracts related to the appointment of underwriters and securities underwriters including various advisors of the company.

(4) To negotiate, making agreements, amending, changing, and signing various documents and contracts related to the appointment of an Escrow Agent (if any) and opening an Escrow Account, including signing the documents as specified in the Escrow agreement, such as payment Instruction and other documents related to the Escrow agreement (if any).

(5) To sign documents of various permission application and necessary evidence related to the plan of offering common shares to the initial public offering (IPO) and listing on the Stock Exchange, this includes contacting, negotiating, making corrections, making changes, and submitting requests for permission. Such documents and evidence must be submitted to government agencies or relevant agencies, including the SEC Office and the Stock Exchange of Thailand and the listing of the Company's common shares on the Stock Exchange of Thailand.

(6) Any other actions that are necessary and appropriate to complete the plan for initial public offering of common shares (IPO) and listing on the Stock Exchange including the authorization or de-authorization of any representative to carry out the said plan.

However, when the Executive Committee and/or the Chief Executive Officer and/or the person assigned by the Chief Executive Officer has taken the above actions, shall report the results to the Board of Directors for acknowledgment.

**Resolution:** The Meeting considered and unanimously resolved to approve the allocation of additional common shares of the Company for sale to the initial public offering and the appointment of the persons who have authority to carry out various related matters.

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**Agenda 14:** To consider and approve the listing of the Company's common shares as listed securities on the Stock Exchange of Thailand and related authorization

The Chairman informed the meeting that as the meeting resolved to approve the company to increase the registered capital and allocate new common shares of the company to offer and sale of newly common shares to the initial public offering (IPO) in order to have a secondary market for trading the company's shares. Therefore, it is deemed appropriate to propose the meeting to consider and approve the Company's common shares to list as a listed security on the Stock Exchange and proposed to the meeting to authorize the Chief Executive Officer and/or persons assigned by the Chief Executive Officer has the authority to submit documents and request permission from relevant agencies including having the authority to take any actions as necessary and related to the said matter in order to take all common shares of the company successfully listed as a listed security on the Stock Exchange of Thailand.

In this regard, in order to carry out the operation smoothly, the Chairman deemed it appropriate to propose the meeting to consider the authorization to the Chief Executive Officer and/or persons assigned by the Chief Executive Officer has the authority to submit documents and request permission from relevant agencies including having the authority to take any actions as necessary and related to the said matter in order to take all common shares of the company successfully listed as a listed security on the Stock Exchange of Thailand.

**Resolution:** The Meeting considered and unanimously resolved to approve the listing of the Company's common shares as listed securities on the Stock Exchange of Thailand and authorize the Chief Executive Officer and/or persons assigned by the Chief Executive Officer has the authority to take any actions as necessary and related to take all common shares of the company successfully listed as a listed security on the Stock Exchange of Thailand as proposed in all respect.

**Agenda 15:** To consider other matters (if any)

- None –

Since there is no other business to consider, the Chairman then thank you shareholders and declared the Meeting adjourned at 16.00 hrs.

- *Tanapong Chirapanidchakul* –

(Mr. Tanapong Chirapanidchakul)

Chairman of the Meeting

- *Alisara Sidtigasorn*-

(Miss Alisara Sidtigasorn)

Secretary of the Meeting

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Attachment 2

The 2023 Annual Report (Form 56-1 One Report)

Shareholders can download the 2023 Annual Report (Form 56-1 One Report) of Tanachira Retail Corporation Public Company Limited at the Company's website, [www.thanachira.co.th](http://www.thanachira.co.th)

In the case that any shareholders require a printed copy of the 2023 Annual Report (Form 56-1 One Report), please inform the Company as the below address:

To: Company Secretary Department  
Tanachira Retail Corporation Public Company Limited  
  
999/9 The Office at Central World,  
Room OFMH2807 and OFMH 2812, Floor 28,  
Rama I Road, Patumwan Sub-district, Patumwan District Bangkok 10330

Criteria and Procedures on the Nomination of Directors and Profiles of the Nominated Candidates to Replace the Directors who are Retired by Rotation

**Criteria and Procedures on the Nomination of Directors**

1. The Directors must be fully qualified and not be under any of the prohibitions as prescribed by the Public Company Limited Act B.E. 2535 (1992) and the other relevant laws.
2. The Directors must have diverse skills, experiences, knowledge, and capabilities that are beneficial to the Company, regardless of gender, age and suitability for the Company's business.
3. The Directors must perform their duties with full integrity and ethics and be able to devote sufficient time and effort to the Company.
4. Consideration of the number of Independent Directors, consisting of at least one-third (1/3) of the total number of directors and must not be less than three (3), and being fully qualified according to the SEC's regulations. Such proportion of Independent Directors is to ensure of checks and balances of the Board and the Management to protect the best interests of shareholders.

**Nomination and Appointment of Directors**

1. The Company provides an opportunity for shareholders to nominate suitable and qualified persons to be considered for election as Directors of the Company under the Company's criteria in advance of the 2024 Annual General Meeting of Shareholders.
2. The Nomination and Remuneration Committee is responsible for the selection and nomination of qualified persons to be appointed as the Company's Directors or Independent Directors by considering their qualifications, knowledge, competency, experience, details of which are presented to the Board of Directors for consideration. The Board of Directors then presents its opinion to the Shareholders Meeting for consideration and approval. The resolution on the election of the Directors must be adopted by an affirmative majority vote from the total number of votes of the shareholders who are present at the Meeting and cast their votes.

**Definition of Independent Director's Qualifications**

The Company has defined the definition of independent directors' qualifications as per the criteria as defined by the Capital Market Supervisory Board, the Securities and Exchange Commission, Thailand (SEC) and relevant regulations with the following details:

1. Holding shares not exceeding 1% of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, major shareholder or controlling person of the Company, which shall be inclusive of the shares held by related persons of such independent director.



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2. Neither being nor used to being a director who takes part in the management, employee, staff member, advisor who receives a regular salary, or controlling person of the Company, its parent company, subsidiary companies, same - level subsidiary companies, major shareholder or of the controlling person of the Company, unless the foregoing status has ended not less than 2 years. However, such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.
3. Not being a person related by blood or by legal registration as father, mother, spouse, sibling, and child, including spouse of child, of the executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary companies.
4. Neither having nor used to having a business relationship with the Company, its parent company, subsidiary companies, major shareholder or controlling person of the Company, in the manner which may interfere with his independent judgement, and neither being nor used to being a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary companies, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than 2 years.

The term “business relationship” under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterpart being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5. Neither being nor used to being an auditor of the Company, its parent company, subsidiary companies, associated companies, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of the audit firm which employs auditors of the Company, its parent company, subsidiary companies, associated companies, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years.
6. Neither being nor used to being any professional service provider including a legal counselor or financial advisor who receives service fee of exceeding Baht 2 million per year from the Company, its parent company, subsidiary companies, major shareholder or controlling person of the Company, and not being a significant

# TANACHIRA


shareholder, controlling person or partner of the aforementioned professional service provider, unless the foregoing relationship has ended not less than 2 years.

7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
8. Not undertaking any business of the same nature as and significantly competing with that of the Company or its subsidiary companies or not being a significant partner in a partnership or being a director who takes part in the management, employee, staff member, advisor who receives regular salary or holding shares exceeding 1% of the total number of shares with voting rights of other companies which undertake businesses of the same nature as and significantly competing with that of the Company or its subsidiary companies.
9. Not having any other characteristics which causes the inability to render independent opinions with regard to the Company's business operations.

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## Profiles of the Nominated Candidates to Replace the Directors who will Retire by Rotation

(Information as at 31 March 2024)

1. Name - Surname:	Mr. Kittipol Pramoj Na Ayudhya	
Age:	52 years	
Nationality:	Thai of the Board of Directors	
Position:	Chairman Chairman of the Risk Management Committee	
Type of Director:	Independent Director	
Shareholding in the Company:	- None -	
Relationship with Executives:	- None -	
Date of Appointment:	26 February 2020	
Years of Service:	4 years 1 month (Since the date of appointment as a director until 31 March 2024)	
Education:	- Master of Business Administration, Sasin Graduate Institute of Business Administration, Chulalongkorn University - Bachelor of Engineering (Mechanical Engineering), Exeter University, UK	
Training with Thai Institute of Directors (IOD):	- Director Certification Program (DCP 19/2002) - Director Accreditation Program (DAP 23/2004) - Audit Committee Program (5/2005) - Role of Chairman Program Class (45/2019)	
Director/Executive of Listed Companies:	2 companies	

Listed Companies		
Period	Position	Company / Organization
2019 - Present	Independent Director / Chairman of the Board of Director / Chairman of the Risk Management Committee	Tanachira Retail Corporation Public Company Limited
2004 - Present	Director / Executive Director / Managing Director	Sammakorn Public Company Limited

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14 companies

Director/Executive of Non-Listed

Companies:

Non-Listed Companies		
Period	Position	Company / Organization
2018 – Present	Director	Sammakorn Plus Company Limited
2013 – Present	Director	The Thai Real Estate Association
2012 – Present	Director	Pro Cube Venture Company Limited
2010 – Present	Director	Rajadamri Hotel Public Company Limited
2009 – Present	Director	Rajadamri Residence Company Limited
2006 – Present	Director	Pure Sammakorn Development Company Limited
2005 – Present	Director	Samui Beach Residence Limited
2001 – Present	Director	Minor Supply Chain Solutions Company Limited
2001 – Present	Director	Hua Hin Village Company Limited
2001 – Present	Director	Chao Phaya Resort Company Limited
2001 – Present	Director	Panaram Company Limited
1999 – Present	Director	Sribhathana Garden Company Limited
1997 – Present	Director	Atthakarn Company Limited
1997 – Present	Director	Pramot Salee Company Limited

<b>Meeting attendance in 2023:</b>	
Shareholders' Meeting	1/1 Time
Board of Directors' Meeting	10/10 Times
Risk Management Committees' Meeting	1/1 Time
<b>Director/Executive in other businesses which may cause conflict of interest to the Company:</b>	None

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(Information as at 31 March 2024)

2. Name - Surname: Mrs. Peeramarn Warunpantulak

Age: 54 years

Nationality: Thai

Position: Chairman of the Audit Committee  
Member of the Nomination and  
Remuneration Committee

Type of Director: Independent Director

Shareholding in the Company: - None -

Relationship with Executives: - None -

Date of Appointment: 26 February 2020

Years of Service: 4 years 1 month  
(Since the date of appointment as a director until 31 March 2024)

Education: - Master of Accountancy, Faculty of Commerce and Accountancy,  
Chulalongkorn University  
- Bachelor of Accounting, Faculty of Commerce and Accountancy,  
Thammasat University

Training with Thai Institute of Directors (IOD): - Director Certification Program (DCP 299/2020)  
- Advance Audit Committee Program (AACP 46/2022)

Director/Executive of Listed Companies: 1 company



Listed Companies		
Period	Position	Company / Organization
2019 – Present	Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee	Tanachira Retail Corporation Public Company Limited

# TANACHIRA

Director/Executive of Non-Listed 1 company

Companies:

Non-Listed Companies		
Period	Period	Period
2015 – Present	Group Chief Financial Officer and Head of Corporate Sale Unit	Nitipon International Group Company Limited.

Meeting attendance in 2023:	
Shareholders' Meeting	1/1 time
Board of Directors' Meeting	9/10 times
Audit Committees' Meeting	5/5 times
Nomination and Remuneration Committees' Meeting	1/1 time
Director/Executive in other businesses which may cause conflict of interest to the Company:	None

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(Information as at 31 March 2024)

3. Name - Surname:

Mrs. Patraporn Milindasuta

Age:

60 years

Nationality:

Thai

Position:

Chairman of the Corporate Governance  
Committee

Member of the Audit Committee

Type of Director:

Independent Director

Shareholding in the Company:

- None -

Relationship with Executives:

- None -

Date of Appointment:

26 February 2020

Years of Service:

4 years 1 month

(Since the date of appointment as a director until 31 March 2024)

Education:

- Master of Law, Chulalongkorn University

- Thai Barrister at Law Bar Association

- Bachelor of Law, Thammasat University

Training with Thai Institute of  
Directors (IOD):

- Director Certification Program (DCP 244/2017)

- Family Business Governance (FBG 8/2017)

- Corporate Governance for Capital Market (10/2015)

- Company Secretary Program Class (CSP 12/2005)

Director/Executive of Listed

2 companies

Companies:

Period	Position	Company / Organization
2019 – Present	Independent Director / Member of the Audit Committee / Chairman of the Corporate Governance Committee	Tanachira Retail Corporation Public Company Limited
2018 – Present	Director	Kiatnakin Phatra Capital Public Company Limited



# TANACHIRA

Director/Executive of Non-Listed 2 companies

Companies:

Non-Listed Companies		
Period	Period	Period
2018 – Present	Director	KKP Capital Public Company Limited
2018 – Present	Managing Director	The Capital Law Office Limited

Meeting attendance in 2023:	
Shareholders' Meeting	1/1 Time
Board of Directors' Meeting	8/10 Times
Audit Committees' Meeting	4/5 Times
Corporate Governance Committees' Meeting	1/1 Time
Director/Executive in other businesses which may cause conflict of interest to the Company:	None



# TANACHIRA

Attachment 4

## Profiles of the Proposed Auditors for the Year 2024



Mrs. Kunlapee Piyawannasuth

CPA Thailand No. 6137

Name of Firm: EY Office Limited

Position: Assurance Partner

### Background

- Partner in EY's Assurance Practice in Thailand with a wide range of services, including audit and assurance engagements and capital markets experience. She has worked for EY for more than 25 years.
- Led wide range of audit assignments for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses. including Manufacturing, Airline, Hotel, Service, Trading and Consumer Products.

### Qualifications and

### Educational

### Background

- Certified Public Accountants of Thailand
- Fellow of Thailand Federation of Accounting Professions (TFAC)
- Master's degree in accounting, Chulalongkorn University
- Bachelor's degree in accounting, Chulalongkorn University

### Experiences

- Extensive audit experience across a wide range of businesses of Thai listed companies and the companies pre-IPO in various industries.

# TANACHIRA



Mrs. Ponnard Paocharoen

CPA Thailand No. 5238

Name of Firm: EY Office Limited

Position: Assurance Partner

## Background

- Over 25 years of auditing experience with EY Thailand.
- Serving various clients including listed companies in Stock Exchange of Thailand and multinational companies and having expertise in consumer product, technology, e-commerce and real estate.

## Qualifications and Educational Background

- Certified Public Accountants of Thailand
- Certified Auditor of the Securities and Exchange Commission, Thailand (SEC)
- Fellow of Thailand Federation of Accounting Professions (TFAC)
- Master's degree in business administration, Kasetsart University
- Bachelor's degree in accountancy, Thammasart University

## Experiences

- Supporting IPO clients to list in the Stock Exchange of Thailand and supporting components of overseas entity to list in overseas stock market.
- One of the expert in auditing under International Financial Reporting Standards (IFRS), USGAAP included PCAOB standard.
- A member of digital audit team leader of EY Thailand.
- Extensive experience in leading the audit of listed companies in Thailand.

# TANACHIRA



Mrs. Wilai Sunthornwanee

CPA Thailand No. 7356

Name of Firm: EY Office Limited

Position: Assurance Partner

## Background

- More than 20 years on experiences of auditing with EY Thailand, serving listed and non-listed companies both in Thailand and overseas.

## Qualifications and

### Educational

### Background

- Certified Public Accountants of Thailand
- Certified Auditor of the Securities and Exchange Commission, Thailand (SEC)
- Fellow of Thailand Federation of Accounting Professions (TFAC)
- Bachelor's degree in accounting, Chulalongkorn University

## Experiences

- Serving clients in a wide range of industries, including both multinational corporations and listed companies in Thailand. Her industry knowledge and experience include manufacturing and trading, industrial products, service, consumer, real estate, hotel, construction, and power plant including supporting clients making initial public offerings on the Stock Exchange of Thailand.
- Having experience in auditing the following client.

# TANACHIRA

Attachment 5

The Articles of Association of the Company Regarding the Shareholders' Meeting and Voting

Chapter VI Shareholders' Meeting

**Article 31.** The board of directors must arrange a shareholder meeting, an annual general meeting, within 4 months from the end of the company's fiscal year.

Shareholder meetings other than the first paragraph shall be called an extraordinary meeting. The board of directors will call a shareholder meeting to be an extraordinary meeting at any time as deem appropriate.

Shareholder meetings may be conducted through electronic media as provided under the laws governing meetings via electronic media. In the case where a shareholder meeting is held via electronic media, it shall comply in accordance with the rules and procedures specified by law and in accordance with information security standards set forth in the laws.

One or more shareholders who have the shares not less than 10 percent of total number of all issued shares may subscribe their names to send notice requesting the board of directors to convene an extraordinary meeting of shareholders at any time with specific agendas and reasons for such request in notice. In such case, the board of directors must arrange a meeting of shareholders within 45 days from the date of receipt of the notice.

In the event that the board of directors does not hold a meeting within the period of 45 days from the date of receipt of the letter from the said shareholders. All shareholders who have signed their names or other shareholders who collectively have the required number of shares may call a meeting themselves within 45 days of the expiration of the 45-day period. The board of directors shall arrange a shareholder meeting by the shareholders who called the meeting will send the notice of meeting to shareholders by electronic means. If the shareholder has informed the company or the board of directors of their intention or consent as specified, according to the criteria specified by laws, in such a case, it shall be considered a shareholder meeting called by the board of directors. The company is responsible for necessary expenses incurred from arranging the meeting and facilitating it as appropriate.

In the case where it appears that the shareholders' meeting was called because of the shareholders under paragraph five, the number of shareholders attending the meeting is not sufficient to form a quorum as specified in Section 33. The shareholders according to paragraph five must jointly be responsible for reimbursement of expenses incurred from holding the meeting at that time to the company.

# TANACHIRA

**Article 32.** In calling a shareholder meeting, the board of directors shall prepare a written notice of the meeting specifying the place, date, time, and agenda and matters to be presented to the meeting along with appropriate details by clearly specifying that it is a matter to be presented for acknowledgement, for approval or for consideration, as the case may be, including the opinion of the board of directors on such matter and send it to shareholders not less than 7 days before the meeting date. The meeting notice must be advertised in a newspaper not less than 3 days before the meeting date for a consecutive period of not less than 3 days. The company may use electronic media advertising instead according to the criteria specified by laws.

The location of the meeting will be in the province where the company's headquarters is located. or anywhere else in the Kingdom as the Board of Directors determined.

In the event that any shareholders' meeting via electronic media, the location of the company's head office shall be considered the location of the meeting.

**Article 33.** In the shareholders' meeting, there must be no less than 25 shareholders and shareholders' proxies (if any) present at the meeting, or not less than half of the total number of shareholders, and there must be hold shares totaling not less than one-third of the total number of shares sold to constitute a quorum.

In the case where it appears that any shareholders' meeting is within one hour after the time, the number of shareholders attending the meeting does not constitute a quorum as specified in paragraph one. If the shareholders' meeting was called because the shareholders requested, the meeting was suspended. If the shareholders' meeting was not called because the shareholders requested, a new meeting must be scheduled, and in this case, a meeting notice must be sent to shareholders not less than 7 days before the meeting date. In the next meeting, it is not required that a quorum be necessary.

**Article 34.** Shareholders may authorize another person to vote on their behalf. The proxy must be made in writing and signed by the proxy and given to the chairman of the board or the person assigned by the chairman at the venue of the meeting before the proxy attends the meeting.

The proxy form shall be in the form specified by the registrar which must at least have the following items:

- (1) Number of shares held by the proxy
- (2) Name of the proxy

# TANACHIRA

(3) The serial number of the meeting and date, month, and year of the meeting with a proxy to attend the meeting and cast their votes.

In voting, it shall be deemed that the proxy has votes equal to the total number of votes of the principal, unless the proxy has declared to the meeting prior to the vote that he or she will vote on behalf of only certain of those principals, indicating the names of those principals and the number of shares held by each of them.

Shareholders who appoint proxies must appoint only one proxy to attend the meeting and vote. The number of shares cannot be divided among multiple proxies to separate the votes.

In the case of granting a proxy, both shareholders and non-shareholders who receive a proxy have the right to vote according to the number of shares assigned by the proxy. Other than the personal voting in the case, there is a shareholder. Granting a proxy according to paragraph one, it may be carried out by electronic means instead, in accordance with the criteria as specified by laws.

**Article 35.** The chairman of the board of directors shall be the chairman of the shareholders' meeting. In the event that the chairman of the board is not present at the meeting or is unable to perform his/her duties. The vice chairman of the board shall be the chairman of the meeting. If there is no vice-chairman of the board or is not present at the meeting or is unable to perform his/her duties, the meeting shall elect any shareholders who attends the meeting to be the chairman of the meeting.

**Article 36.** In voting at a shareholders' meeting, 1 share has 1 vote and any shareholders have a special interest in any matter, such shareholders have no right to vote on that matter. In addition to voting for the election of directors and resolutions of the shareholders' meeting, the following votes must be included:

(1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.

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

(2.1) the sale or transfer of the whole or important parts of the business of the company to other persons.

(2.2) the purchase or acceptance of transfer of the business of other companies or private companies by the company.

# TANACHIRA

- (2.3) the making, amending, or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the company, the entrustment of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
- (2.4) amendments to the memorandum of association or the articles of association
- (2.5) increasing or decreasing the registered capital of the company
- (2.6) dissolution of the company
- (2.7) issuance of debentures
- (2.8) merger of the company with other companies
- (2.9) other operations as provided by laws, a vote of not less than three-fourth (3/4) of the total number of shareholders who attend the meeting and have the right to vote

**Article 37.** Business that the annual general meeting of shareholders should convene is as follows:

- (1) To acknowledge the report of the board of directors to present the company's operations during the past year
- (2) To consider and approve the balance sheet and profit and loss account
- (3) To consider and approve the allocation of profits and dividend payments.
- (4) To consider electing new directors to replace the directors who will be retired by rotation
- (5) To consider determining the directors' remuneration
- (6) To consider the appointment of auditors and determine the amount of the audit fee, and
- (7) Other businesses

# TANACHIRA

Attachment 6

Profiles of the Independent Directors proposed by the Company to act as Proxy of Shareholders

(Information as at 31 March 2024)

Name	Position	Age (Years)	Conflict of interest in the proposed agenda	Address
1. Mr. Kittipol Pramroj Na Ayudhya	Independent Director, Chairman of the Board of Directors and Chairman of the Risk Management Committee	52	Having a conflict of interest in agenda 5	The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330
2. Mrs. Peeramarn Warunpantulak	Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee	54	Having a conflict of interest in agenda 5	
3. Mrs. Patraporn Milindasuta	Independent Director, Chairman of the Corporate Governance Committee and Member of the Audit Committee	60	Having a conflict of interest in agenda 5	
4. Mr. Akarin Phureesitr	Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Risk Management Committee	52	No conflict of interest in all proposed agendas	
5. Mr. Nathasorn Boontanorm	Independent Director, Member of the Audit Committee and Member of the Corporate Governance Committee	45	No conflict of interest in all proposed agendas	
6. Mrs. Chataya Supanpong	Independent Director	45	No conflict of interest in all proposed agendas	

**Remarks:** Details of profiles of the independent directors appear in the 2023 Annual Report (Form 56-1 One Report).



Guidelines for Attending the 2024 Annual General Meeting of Shareholders through  
Electronic Means (E-Meeting)  
Tanachira Retail Corporation Public Company Limited

Tanachira Retail Corporation Public Company Limited (“the Company”) convenes the 2024 Annual General Meeting of Shareholders on Tuesday, April 30, 2024, at 2.00 p.m. which will be held through electronic means pursuant to the criteria specified in the law related to Electronic Meeting without arrangement of physical meeting or registration. In this regard, the Company has employed Online Asset Company Limited to provide services and systems for the E-Meeting, which has been reviewed for the information security standard of Electronic Meeting B.E. 2563 (2020), by Electronic Transaction Development Agency under the announcement of the Ministry of Digital Economy and Society.

The shareholders and proxies who wish to attend the E-Meeting by self-attending are required to proceed in accordance with the following guidelines:

<u>Documents required to be presented to attend the shareholders meeting</u>
<p>The shareholders are required to upload supporting documents as listed below into the registration system. The Company shall consider the documents depending on the type of each shareholder.</p> <p>In this regard, photos of documents are applicable for upload.</p>
<p><b>1. Natural Person</b></p> <p>1.1 <u>Self-Attending</u></p> <p>A copy of valid identity document issued by government authorities e.g. identification card, driving license or passport, or a photo of document as mentioned placing on a paper, including the evidence of name or last name's change (if any). All documents must be certified as true and correct.</p> <p>1.2 <u>Proxy</u></p> <p>(1) The Proxy Form as enclosed with the Notice, completely filled in and signed by the shareholder and the proxy.</p> <p>(2) A copy of valid identity document of the shareholder issued by government authorities as specified in item 1.1, completely certified as true and correct.</p> <p>(3) A copy of valid identity document of the proxy issued by government authorities as specified in item 1.1, completely certified as true and correct.</p>

# TANACHIRA

## 2. Juristic Person

### Attendance in person by authorized representative of juristic person or attendance by proxy

- (1) The Proxy Form as enclosed with the Notice, completely filled in and signed by the proxy grantor and the proxy including the Company's seal affixed (if any).
- (2) A copy of valid identity documents of the juristic person's representative issued by government authorities as specified in item 1.1, completely certified as true and correct.
- (3) A copy of valid identity document of the proxy issued by government authorities as specified in item 1.1, completely certified as true and correct.
- (4) A copy of the juristic shareholder's Affidavit (not older than one year), certified true and correct by its authorized representative with the company's seal affixed (if any), which indicates that the juristic person's representative attending the meeting is authorized to act on behalf of the juristic shareholder.

## 3. Foreign Investor appointing Custodian in Thailand

- (1) The Proxy Form C as enclosed with the Notice, completely filled in and signed by the shareholder and the proxy.
- (2) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business.
- (3) A copy of Affidavit of the Custodian certified true copy by the juristic person's representative with the Company's seal affixed (if any), which indicates that the juristic person representative is signed as the proxy grantor has the authority to act on behalf of the custodian.
- (4) A copy of valid identity documents of the custodian's representative issued by government authorities as specified in item 1.1, completely certified as true and correct.
- (5) Power of Attorney by Foreign Investor authorizing the Custodian as depository.
- (6) A copy of Affidavit of the juristic shareholders certified true copy by the juristic person's representative with the Company's seal affixed (if any), which indicates that the juristic person's representative is authorized to sign the Power of Attorney and has the authority to act on behalf of the juristic shareholders.
- (7) A copy of an identity document issued by government authorities of the juristic person's representative as specified in item 1.1, completely certified as true and correct.
- (8) A copy of valid identity document of the proxy issued by government authorities as specified in item 1.1, completely certified as true and correct.

# TANACHIRA

In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the shareholder or the authorized person of juristic person shareholder.

#### 4. Granting Proxy to the Company's Independent Directors

- (1) The Proxy as enclosed with the Notice, identifying any of the Independent Directors as listed in the Attachment 6 as a proxy, completely filled in and signed by the shareholder.
- (2) In case the shareholder is a natural person, please provide documents as specified in item 1.2 (1) - (2).
- (3) In case the shareholder is a juristic person, please provide documents as specified in items 2 (1) - (2), (4).
- (4) In case the shareholder is Custodian, please provide documents as specified in items 3 (1) - (7)

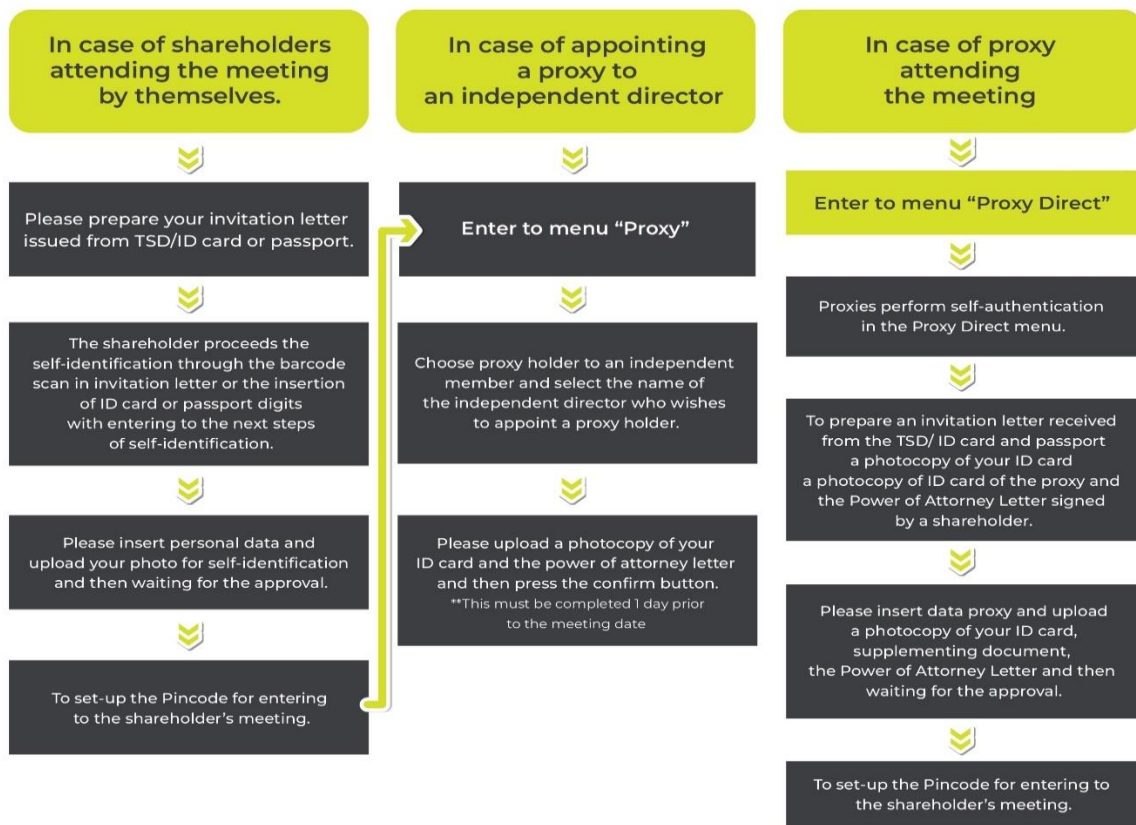
# TANACHIRA

## Guidelines for Attending the 2024 Annual General Meeting of Shareholders through Electronic Means

The shareholders and proxies who wish to attend the E-Meeting by self-attending are required to submit the request form via electronic means as follows:



### Processes of shareholder / proxy holder self-identification through the application IR PLUS AGM



On the date of meeting, all shareholders are encouraged to access to the Application IR PLUS AGM, and insert Pincode for registration with attending to the meeting.



The Application IR PLUS AGM, iOS system, Version 14.5 upwards



The Application IR PLUS AGM, ANDROID system, Version 8 upward



The Manual for Using Application IR PLUS AGM



Meeting on web App "webagm.irplus.in.th"

For your future information please add id line

@irplusagm



Scan QR Code

Call Center : 02-022-6200 ext.2

# TANACHIRA

(Duty Stamp Baht 20)

Attachment 8

Proxy Form A (a simple non-complicated form)  
Attachment to the Notification of the Department of Business Development  
Re: Provision of Proxy Forms (No. 5) B.E. 2550 (A.D.2007)

Written at.....

Date .....

(1) I/We.....Nationality.....  
Residing at No.....Road.....Sub-district/ Kwang.....  
District/ Khet.....Province.....Postal Code.....

(2) Being a shareholder of Tanachira Retail Corporation Public Company Limited  
holding the total number of.....shares, entitled to.....votes  
as follows:

- ordinary share..... shares, entitled to.....votes
- preferred share..... shares, entitled to.....votes

(3) I/We hereby appoint

.....years old, residing at No.....  
Road.....Sub-district/ Kwang.....District/ Khet .....

Province..... Postal Code..... or

- Mr. Kittipol Pramroj Na Ayudhya, 52 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- Mrs. Peeramarn Warunpantulak, 54 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- Mrs. Patraporn Milindasuta, 60 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- Mr. Akarin Phureesitr, 52 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- Mr. Nathasorn Boontanorm, 45 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- Mrs. Chataya Supanpong, 45 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330

only one of the above persons to be my/our proxy holder to attend and vote in my/our behalf at the 2024 Annual General Meeting of Shareholders held on Tuesday, April 30, 2024 at 2.00 p.m., which will be held through electronic means pursuant to the criteria specified in the law related to Electronic Meeting or on the other date and at the other place as may be postponed or changed.

# TANACHIRA

I/We shall be liable for any action taken by the proxy holder at the meeting in all respects.

Signed: ..... Proxy Grantor

(.....)

Signed: ..... Proxy Holder

(.....)

Signed: ..... Proxy Holder

(.....)

Signed: ..... Proxy Holder

(.....)

Remark:

The shareholder shall appoint only one proxy holder to attend and vote at the meeting. The number of shares may not be allocated to more than one proxy holder in order to separately vote.

# TANACHIRA

(Duty Stamp Baht 20)

Attachment 8

Form B (Demonstrating the Fixed and Clear Detailed Authorization)  
Attachment to the Notification of the Department of Business Development  
Re: Provision of Proxy Form (No. 5) B.E. 2550 (A.D.2007)

Written at.....

Date .....

(1) I/We.....Nationality.....

Residing at No.....Road.....Sub-district/ Kwang.....

District/ Khet.....Province.....Postal Code.....

(2) Being a shareholder of Tanachira Retail Corporation Public Company Limited

holding the total number of.....shares, entitled to.....votes

as follows:

ordinary share..... shares, entitled to.....votes

preferred share.....shares, entitled to..... votes

(3) I/We hereby appoint

.....,.....years old, residing at No.....

Road.....Sub-district/ Kwang.....District/ Khet .....

Province..... Postal Code..... or

Mr. Kittipol Pramroj Na Ayudhya, 52 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or

Mrs. Peeramarn Warunpantulak, 54 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or

Mrs. Patraporn Milindasuta, 60 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or

Mr. Akarin Phureesitr, 52 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or

Mr. Nathasorn Boontanorm, 45 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or

Mrs. Chataya Supanpong, 45 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330

only one of the above persons to be my/our proxy holder to attend and vote in my/our behalf at the 2024 Annual General Meeting of Shareholders held on Tuesday, April 30, 2024 at 2.00 p.m., which will be held through electronic means pursuant to the criteria specified in the law related to Electronic Meeting or on the other date and at the other place as may be postponed or changed.

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**TANACHIRA RETAIL CORPORATION PCL.**

The Offices at Central World, Room OFMH2807 & 2812, 28<sup>th</sup> floor, 999/9 Rama1 Rd, Patumwan, Bangkok 10330 Tel. +662-264-5081

# TANACHIRA

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

- Agenda 1** To consider adopting the Minutes of the 2023 Annual General Meeting of Shareholders
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Approve  Disapprove  Abstain
- Agenda 2** To acknowledge the Company's 2023 operating results
- The Proxy is entitled to acknowledge the Company's 2023 operating results
- Agenda 3** To consider and approve the Company's financial statement for the fiscal year ended December 31, 2023 audited by the certified public accountant
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Approve  Disapprove  Abstain
- Agenda 4** To consider and approve the dividend payment and the allocation of profit as legal reserve from the Company's 2023 operating results and acknowledge an interim dividend payment
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Approve  Disapprove  Abstain
- Agenda 5** To consider and approve the appointment of directors who are retired by rotation
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Appointment of all directors
- Approve  Disapprove  Abstain
- Appointment of each individual director
1. Name of Director: Mr. Kittipol Pramroj Na Ayudhya
- Approve  Disapprove  Abstain
2. Name of Director: Mrs. Peeramarn Warunpantulak
- Approve  Disapprove  Abstain
3. Name of Director: Mrs. Patraporn Milindasuta
- Approve  Disapprove  Abstain
- Agenda 6** To consider and approve the director remuneration for the year 2024
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Approve  Disapprove  Abstain
- Agenda 7** To consider and approve the appointment of auditor(s) and audit fee for the year 2024
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Approve  Disapprove  Abstain



# TANACHIRA

**Agenda 8      Other matters (if any)**

- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
  - Approve                       Disapprove                       Abstain

(5) Any vote of the proxy holder not being in compliance with that specified in this Proxy Form shall be deemed that the said vote is incorrect and is not my vote as a shareholder.

(6) In case I do not specify my intention to vote in any Agenda or unclear specify or in case the meeting considers or votes in other businesses than those specified above, including in case of an amendment or addition to any fact, the proxy holder shall be entitled to vote on my/our behalf in all respect as he/she deems appropriate.

I/We shall be liable for any action taken by the proxy holder at the meeting in all respects, except in the case where the proxy holder fails to vote in compliance with those specified in the Proxy Form.

Signed: ..... Proxy Grantor  
(.....)

Signed: ..... Proxy Holder  
(.....)

Signed: ..... Proxy Holder  
(.....)

Signed: ..... Proxy Holder  
(.....)

Remark:

1. The shareholder shall appoint only one proxy holder to attend and vote in the meeting. The number of shares cannot be allocated to more than one proxy holder in order to separately vote.
2. Agenda on Appointment of Directors are eligible to appoint all directors or to appoint each individual director.
3. In case where the agenda to be considered at the meeting exceed those specified above, the Proxy Grantor can specify additional details in the Continued List of Proxy Form B attached hereto.

# TANACHIRA

## The Continued List of Proxy Form B

The proxy of the shareholder of Tanachira Retail Corporation Public Company Limited

At the 2024 Annual General Meeting of Shareholders held on Tuesday, April 30, 2024, at 2.00 p.m., which will be held through electronic means pursuant to the criteria specified in the law related to Electronic Meeting or on the other date and at the other place as may be postponed or changed.

Agenda No.....Subject.....

(a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.

(b) The proxy holder shall vote according to my intention as follows:

Approve       Disapprove       Abstain

Agenda No.....Subject.....

(a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.

(b) The proxy holder shall vote according to my intention as follows:

Approve       Disapprove       Abstain

Agenda No.....Subject.....

(a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.

(b) The proxy holder shall vote according to my intention as follows:

Approve       Disapprove       Abstain

Agenda No.....Subject: Appointment of Directors (Continued)

Director Name:.....

Approve       Disapprove       Abstain

Director Name:.....

Approve       Disapprove       Abstain

Director Name:.....

Approve       Disapprove       Abstain

Director Name:.....

Approve       Disapprove       Abstain

Director Name:.....

Approve       Disapprove       Abstain

# TANACHIRA

(Duty Stamp Baht 20)

Attachment 8

Proxy Form C (To be used only by foreign investor appointing a custodian in Thailand  
to be the securities depositor and caretaker)

Attachment to the Notification of the Department of Business Development

Re: Provision of Proxy Form (No. 5) B.E. 2550 (A.D.2007)

Written at.....

Date .....

(1) I/We.....Nationality.....  
Residing at No.....Road.....Sub-district/ Kwang.....  
District/ Khet.....Province.....Postal Code.....

As being the Custodian of .....

Who is a shareholder of Tanachira Retail Corporation Public Company Limited

holding the total number of.....shares, entitled to.....votes

as follows:

- ordinary share..... shares, entitled to.....votes  
 preferred share..... shares, entitled to.....votes

(2) I/We hereby appoint

.....years old, residing at No.....  
Road.....Sub-district/ Kwang.....District/ Khet .....

Province..... Postal Code..... or

- Mr. Kittipol Pramoj Na Ayudhya, 52 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- Mrs. Peeramarn Warunpantulak, 54 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- Mrs. Patraporn Milindasuta, 60 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- Mr. Akarin Phureesitr, 52 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- Mr. Nathasorn Boontanorm, 45 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- Mrs. Chataya Supanpong, 45 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330

only one of the above persons to be my/our proxy holder to attend and vote in my/our behalf at the 2024 Annual General Meeting of Shareholders held on Tuesday, April 30, 2024 at 2.00 p.m., which will be held through electronic means pursuant to the criteria specified in the law related to Electronic Meeting or on the other date and at the other place as may be postponed or changed.

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**TANACHIRA RETAIL CORPORATION PCL.**

The Offices at Central World, Room OFMH2807 & 2812, 28<sup>th</sup> floor, 999/9 Rama1 Rd, Patumwan, Bangkok 10330 Tel. +662-264-5081

# TANACHIRA

(3) I/we have granted to my/our proxy to attend this Meeting and vote therein will be as follows:

- Grant proxy equal to all of the number of shares held by me/us and has the right to vote in accordance with Clause (1)
- Grant Partial of
- ordinary share.....shares which are entitled to cast.....votes
- preferred share..... shares which are entitled to cast.....votes
- Totaling.....votes

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

- Agenda 1** To consider adopting the Minutes of the 2023 Annual General Meeting of Shareholders.
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Approve..... votes  Disapprove.....  Abstain..... votes
- Agenda 2** To acknowledge the Company's 2023 operating results.
- The Proxy is entitled to acknowledge the Company's 2023 operating results.
- Agenda 3** To consider and approve the Company's financial statement for the fiscal year ended December 31, 2023 audited by the certified public accountant.
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Approve..... votes  Disapprove..... votes  Abstain.....votes
- Agenda 4** To consider and approve the dividend payment and the allocation of profit as legal reserve from the Company's 2023 operating results and acknowledge an interim dividend payment.
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Approve..... votes  Disapprove.....  Abstain.....votes
- Agenda 5** To consider and approve the appointment of directors who are retired by rotation.
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Appointment of all directors
- Approve..... votes  Disapprove.....  Abstain.....votes
- Appointment of each individual director:
1. Name of Director: Mr. Kittipol Pramroj Na Ayudhya
- Approve..... votes  Disapprove.....  Abstain.....votes
2. Name of Director: Mrs. Peeramarn Warunpantulak
- Approve..... votes  Disapprove.....  Abstain.....votes
3. Name of Director: Mrs. Patraporn Milindasuta
- Approve..... votes  Disapprove.....  Abstain.....votes

# TANACHIRA

- Agenda 6 To consider and approve the director remuneration for the year 2024.
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Approve..... votes  Disapprove.....  Abstain.....votes

- Agenda 7 To consider and approve the appointment of auditor(s) and audit fee for the year 2024.
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- The proxy holder shall vote according to my intention as follows:
- Approve..... votes  Disapprove.....  Abstain.....votes

- Agenda 8 Other matters (if any)
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.
- (b) The proxy holder shall vote according to my intention as follows:
- Approve..... votes  Disapprove.....  Abstain.....votes

(5) Any vote of the proxy holder not being in compliance with that specified in this Proxy Form shall be deemed that the said vote is incorrect and is not my vote as a shareholder.

(6) In case I do not specify my intention to vote in any Agenda or unclear specify or in case the meeting considers or votes in other businesses than those specified above, including in case of an amendment or addition to any fact, the proxy holder shall be entitled to vote on my/our behalf in all respect as he/she deems appropriate.

I/We shall be liable for any action taken by the proxy holder at the meeting in all respect, except in the case where the proxy holder fails to vote in compliance with those specified in the Proxy Form.

Signed: ..... Proxy Grantor

(.....)

Signed: ..... Proxy Holder

(.....)

Signed: ..... Proxy Holder

(.....)

Signed: ..... Proxy Holder

(.....)

# TANACHIRA

Remark:

1. This Proxy Form C applies only for a shareholder whose name appeared in the shareholder register being a foreign investor appointing a custodian in Thailand as the securities depositor and caretaker.
2. Evidences to be attached to the Proxy Form are:
  - (1) A power of Attorney from the shareholder authorizing the custodian to sign the Proxy Form on his/her/its behalf.
  - (2) A confirmation letter that the person signing the Proxy Form authorized to engage in the custodian business.
3. The shareholder shall appoint only one proxy holder to attend and vote in the meeting. The number of shares cannot be allocated to more than one proxy holder in order to separately vote.
4. Agenda on Appointment of Directors are eligible to appoint all directors or to appoint each individual director.
5. In case where the agenda to be considered at the meeting exceeds those specified above, the Proxy Grantor can specify additional details in the Continued List of Proxy Form C attached hereto.

# TANACHIRA

## The Continued List of Proxy Form C

The proxy of the shareholder of Tanachira Retail Corporation Public Company Limited

At the 2024 Annual General Meeting of Shareholders held on Tuesday, April 30, 2024, at 2.00 p.m., which will be held through electronic means pursuant to the criteria specified in the law related to Electronic Meeting or on the other date and at the other place as may be postponed or changed.

Agenda No.....Subject.....

(a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.

(b) The proxy holder shall vote according to my intention as follows:

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

Agenda No.....Subject.....

(a) The proxy holder shall be entitled to consider and vote on my/our behalf in all respect as he/she deems appropriate.

(b) The proxy holder shall vote according to my intention as follows:

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

Agenda No.....Subject: Appointment of Directors (Continued)

Director Name:.....

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

Director Name:.....

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

Director Name:.....

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

Director Name:.....

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

Director Name:.....

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