

# **TANACHIRA**

Good Lifestyle & Sustainability

**Invitation to the 2025**

**Annual General Meeting of Shareholders**

**Tanachira Retail Corporation Public Company Limited**

**Wednesday, 30<sup>th</sup>, April 2025 at 2.00 p.m.**

**via Electronic means (E-AGM) in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations.**

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(Translation)

No. TRC 006/2025

April 2<sup>nd</sup>, 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders  
To: Shareholders of Tanachira Retail Corporation Public Company Limited  
Enclosure Supporting documents for the meeting's agenda

1. Copy of the minutes of the 2024 Annual General Meeting of Shareholders held on April 30, 2024 (For consideration of Agenda 1)
2. 2024 Annual Registration Statement / Annual Report (Form 56-1 One Report) together with the Financial Statements for the year ended 31 December 2024 in QR Code format (For consideration of agenda 2 and 3)
3. Profiles and Work Experience of Candidates Nominated for Appointment as Directors to Replace the Directors Retiring by Rotation (For consideration of Agenda 5)
4. Criteria and Procedures on the Nomination of Directors and Definition of Independent Director (For consideration of agenda 5)
5. Profiles and Work Experience of the proposed primary Auditors for the Year 2025 (For consideration of agenda 7)
6. Information of Independent Directors for Appointment as Proxy  
Supporting Documents for the Meeting
7. The Company's Articles of Association in relation to the Shareholders' Meeting
8. Proxy Form A, Form B, and Form C (Shareholders can download Proxy Form A, Form B, and Form C from the Company's website <https://www.tanachira.co.th/th/investor-relations/document/shareholder-meetings>)
9. Regulation for attending the 2025 Annual General Meeting of Shareholders via Electronic meeting
10. Guideline for Attending the Electronic Conference (E-AGM)
11. Registration form for attending the 2025 Annual General Meeting of Shareholders via electronic means.
12. Privacy Notice in compliance with the Personal Data Protection Act, B.E. 2562 (2019)

The Board of Directors' Meeting of Tanachira Retail Corporation Public Company Limited ("the Company") has resolved to convene the 2025 Annual General Meeting of Shareholders on Wednesday, 30<sup>th</sup>, April 2025, at 2.00 p.m., through electronic conference(E-AGM) in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other related laws and regulations to consider the following agenda.

**Agenda 1 To consider and certify the minutes of the 2024 Annual General Meeting of Shareholders**

**Facts and Rationale:** The 2024 Annual General Meeting of Shareholders was held on April 30, 2024. The minutes was prepared and submitted date to the Stock Exchange of Thailand ("SET") within 14 days from the date of

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meeting and Ministry of Commerce within the period specified by law. The details were disclosed on the Company's website as enclosure1

**Board of Directors' Opinion:** The Board of Directors deems it appropriate to propose to the shareholders to certify the minutes of the 2024 Annual General Meeting of Shareholders as it had been recorded accurately and completely.

**Required Voting:** The majority of votes cast by shareholders and proxy holders attending the meeting and casting vote would be deemed as a resolution, excluding abstentions from the calculation base.

## **Agenda 2 To acknowledge the report on the company's operating results for the year 2024**

**Facts and Rationale:** The Company has summarized the 2024 operational results and overall performance of the Company and its subsidiary in which the details are shown in 2024 Annual Registration Statement / Annual Report (Form 56-1 One Report) as Enclosure 2 in QR Code format.

**Board of Directors' Opinion:** The Board of Directors found that it appropriates for the meeting to acknowledge the operating performance for the year 2024. The details are shown in the 2024 Annual Registration Statement / Annual Report (Form 56-1 One Report) as Enclosure 2.

**Required Voting:** This agenda item is to acknowledge; therefore, no voting is required.

## **Agenda 3 To consider and approve the audited financial statements for the year ended 31 December 2024**

**Facts and Rationale:** According to Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association, the Company is required to prepare financial statements at the end of the Company's fiscal year, which have been audited by the certified public auditor, and passes the consideration from the Audit Committee and approved by the Board of Directors of the Company, which is summarized as follows:

The significant information on Financial Statements are as follows:

(Unit: THB million)

Description	Consolidated Financial Statements		Separate Financial Statements	
	Year 2024	Year 202-	Year 2024	Year 202-
Total Assets	2,725.05	2,302.54	2,671.73	2,371.61
Total Liabilities	1,088.72	753.19	516.24	346.19
Total Shareholders' Equity	1,636.34	1,549.35	2,155.49	2,025.42
Revenue from Sales of Goods	1,718.22	1,398.12	851.79	705.73
Total Revenue	1,774.37	1,429.96	872.26	735.35

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Description	Consolidated Financial Statements		Separate Financial Statements	
	Year 2024	Year 202-	Year 2024	Year 202-
Net Profit (Loss) Attributed to Shareholders	130.07	166.79	190.07	166.32
Earnings (Loss) per Share (THB per share)	0.43	0.84	0.63	0.84

**Board of Directors' Opinion:** The Board of Directors deems it appropriate for the meeting to consider and approve the Company's financial statements of the company for the fiscal year ended December 31, 2024, which has been audited by the certified public accountant of EY Office Company Limited, and has been reviewed by the Audit Committee and the Board of Directors. The details are shown in the 2024 Annual Registration Statement / Annual Report (Form 56-1 One Report) "Section 3 Financial Statements" as Enclosure 2.

**Required Voting:** The majority of votes cast by shareholders and proxy holders attending the meeting and casting vote would be deemed as a resolution, excluding abstentions from the calculation base.

**Agenda 4 To consider and approve the allocation of profits as legal reserve and payment dividends of the year 2024**

**Facts and Rationale:** The Company has the policy to pay dividend distributions to shareholders at the rate of not less than 40% of its net profit based on the consolidated financial statements, after deductions of corporate income tax and allocation of all types of reserves in accordance with applicable laws and the Company's Articles of Association. However, the actual dividend payment rate may vary depending on the Company's operating results, financial position, liquidity, investment needs, business expansion plans, debt repayment obligations, working capital requirements, loan agreement restrictions, and other relevant factors on the operation of the Company and such other considerations as the Board of Directors and/or the shareholders may consider appropriate.

Moreover, according to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association, the Company shall allocate no less than 5 percent of its annual net profit deduct from the accumulated losses brought forward (if any) to be legal reserve until this reserve attains an amount not less than ten (10) percent of the registered capital. the Company is prohibited from distributing dividends from any funds other than profits. In the case where the Company still has accumulated losses, it is not permitted to distribute dividends. As the Company has not yet met the legal reserve requirements, it has allocated a legal reserve for the fiscal year 2024 in the amount of 9,503,477 Baht from the net profit pursuant to the separate financial statements for the year ended 31 December 2024

In this regards, the Board of Directors Meeting No. 1/2025 held on February 28, 2025 resolved to approve as follows:

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- 1) To submit for approval of the dividend payment for the operating results from January 1, 2024 to December 31, 2024 to the Company's shareholders at the rate of Baht 0.33 per share for a total amount of 100,000,000 Baht, or 82.94% of net income for the year on consolidated financial statement in accordance with the Company's dividend payment policy. The Record Date (the "Record Date") on which shareholders are eligible to receive the dividend is May 9, 2025, and the dividend payment date is May 23, 2025 subject to the shareholders' approval to be obtained from the 2025 Annual General Meeting of Shareholders.
- 2) To allocate 2024 annual net profit at the rate of 5% of the Company's net income equivalent to Baht 9,503,477 as legal reserve.

**The summarized comparison on the annual dividend payment in 2022 – 2024**

Dividend Payment Detail	Financial Results for the year ended 31 December 2024	Financial Results for the year ended 31 December 2023	Financial Results for the year ended 31 December 2022
1. Net profit from the consolidated financial statements (Million Baht)	120.36	166.79	125.00
2. Number of shares (Million Share)	300	300	60
3. Dividend per share (Baht/Share)	0.33	0.20	3.38
4. Total dividend per share (baht per share)	0.33	0.70	3.38
- Interim dividend		0.50	3.01
- Annual dividend that requires the approval of the AGM		0.20	0.37
5. Total dividend payment (Million Baht)	100.00	210.00	203.00
6. Payout ratio on net profit (%)	82.94%	126%	161.86%
7. Dividend payout is whether in compliance with the company's dividend policy	In compliance with the Company's dividend policy	In compliance with the Company's dividend policy	At the Annual General Meeting of Shareholders on March 30, 2023, it was resolved to change the par value of the Company's shares by reducing the par value from 100 Baht per share to 1 Baht (one Baht) per share. This change will increase the total number of shares from 600,000 shares to 60,000,000

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			shares. Therefore, the allocation of dividend payment does not align with the Company's dividend policy since the Company needs to retain funds for working capital in business operations and investment purpose.
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**Board of Directors' Opinion:** The Board of Directors deemed it appropriate to propose to the shareholders' meeting to considered and approved the dividend payment for 2024 at rate of Baht 0.33 per share for the total dividend amount of Baht 100,000,000, which represents 82.94 % of the net profit based on the consolidated financial statements. Additionally, it proposes the allocation of profit for legal reserve in the amount of Baht 9,503,477 this dividend payout is align with the Company's dividend payment policy. the shareholders who are entitled to receive dividend (Record Date) on 9 May 2025 and the dividend payment is scheduled for 23 May 2025 (within one month from the date of shareholder approval).

**Required Voting:** The majority of votes cast by shareholders and proxy holders attending the meeting and casting vote would be deemed as a resolution, excluding abstentions from the calculation base.

**Agenda 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation**

**Facts and Rationale:** Pursuant to section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 17 of the Company's Articles of Association, at every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number cannot be divided into three (3) parts exactly, the number nearest to one-third shall retire. The directors retiring in the first year and second year following the registration of the company shall be drawn by lots. In every subsequent year, the directors who have been in office longest shall retire. A retiring director maybe re-elected.

At present, the Board of Directors consists of 9 directors. In the Annual General Meeting of Shareholders of the year 2025, the three (3) directors must vacate their offices by rotation, namely: 1) Mr. Nitiphan Phanwiroj, 2) Mr. Nathasorn Boontanorm, and 3) Mr. Wutt Srikham. If approved by the AGM, the four directors will be re-elected to their former positions, as follows.

Name of Director	Type of Directorship
1. Mr. Nitiphan Phanwiroj	Independent Director, Member of the Nomination and Remuneration Committee and Member of the Risk Committee

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2. Mr. Nathasorn Boontanorm	Independent Director, Member of the Audit Committee, and Member of the Corporate Governance Committee
3. Mr. Wutt Srikham	Directors, Member of the Executive Committee and Member of the Risk Committee

## Nomination Criteria and Procedure

The Board of Directors (excluding the members who have a conflict of interest) thoroughly reviewed the qualifications of each director and approved the nominations as proposed by the Nomination and Remuneration Committee.

The Board resolved to propose to the Annual General Meeting of Shareholders to consider and approve the election of 3 current directors, namely 1) Mr. Nitiphan Phanwiroj, 2) Mr. Nathasorn Boontanorm, and 3) Mr. Wutt Srikham, to serve as directors of the Company for another term of office. The nominated directors have undergone the Company's selection process and are deemed to possess the knowledge, experience, and expertise beneficial to the Company's operations and suitable for its business. They meet the required qualifications, and do not have any of the prohibited characteristics as specified in the Public Limited Companies Act B.E. 2535 (as amended) and the Securities and Exchange Act B.E. 2535 (as amended), as well as related regulations. Furthermore, the Board of Directors reviewed that the proposed independent director candidate, Mr. Nitiphan Phanwiroj, Mr. Nathasorn Boontanorm, meets the legal requirements regarding the criteria and the definition of independent directors and can give comments and opinions independently. Moreover, such person does not hold office as a director or an executive in other business that may cause a conflict of interest or is deemed as a competitive business against the Company and its subsidiaries.

Profiles and work experience of nominated persons to be elected as the directors of the Company to replace those who are due to retire by rotation are shown in Enclosure 3 and The definition of the independent director is also considered are shown in Enclosure 4.

Nevertheless, the Company had provided the opportunity to all shareholders to nominate qualified persons to be elected as a director in accordance with terms and conditions to nominate persons to be elected as director, This was announced through the electronic disclosure channel of the Stock Exchange of Thailand and on the Company's website at <https://www.tanachira.co.th> since 14 February 2025 –14 March 2025.

However, giving an opportunity to propose an agenda, and propose qualified person to be considered for the election as a director as well as questions and suggestions in advance for the 2025 annual general meeting of shareholders for a period of 1 month in accordance with the principles of good corporate governance. There was no any proposal of director nomination submitted to the Company, which has already been notified at the Board of Directors' meeting.

**Board of Directors' Opinion:** The Board of Directors (excluding the members who have a conflict of interest) has considered the recommendation of the Nomination and Remuneration Committee which thoroughly and carefully

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reviewed the qualifications of each director and deems it appropriate to propose to the Shareholders' Meeting to approve the appointment of 3 current directors, namely Mr. Nitiphan Phanwiroj, Mr. Nathasorn Boontanorm, and Mr. Wutt Srikham, to serve as directors of the Company for another term of office.

**Required Voting:** The majority of votes cast by shareholders and proxy holders attending the meeting and casting vote would be deemed as a resolution.

## Agenda 6 To consider and approve the determination of the remuneration of directors for the year 2025

**Facts and Rationale:** The Section 90 of the Public Limited Companies Act B.E.2353 (1992) (including any amendment thereto) and the Clause 23 of the Company's Article of Association stated that the directors shall receive remuneration in the form of monetary rewards, meeting allowances, lump-sum payment, bonus, and other benefits and welfare pursuant to the Company's regulations and/or by the resolution of the shareholders' meeting.

The Nomination and Remuneration Committee has considered the directors' remuneration in accordance with the Company's performance result, responsibility, performance of each director, and concluded that align with the same industry standards as well as sufficient to motivate and retain quality directors in accordance with the Company's remuneration policy. Therefore, it was deemed appropriate to present to the Board of Directors to consider and propose to the Annual General Meeting of Shareholders to consider and approve the remuneration of the Company's Directors, the Sub-Committees for the year 2025 determine the bonus besides to the existing meeting allowance, in the total amount of not exceeding 650,000 THB per year to the board member comprise 9 director positions, which will represent 0.65% of the dividends paid to shareholders in 2025. The allocation among the Board members will be determined by the Board of Directors or the Nomination and Remuneration Committee, rather than the previous meeting allowance, which were paid based on actual attendance. and The remuneration structure and budget for 5 sub-committees—namely the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Governance Committee, and Executive Committee are the same amount as that of 2024. Besides such cash remuneration, in the amount not exceeding 4,150,000 Baht per year. there is no other type of compensation proposed, as well as welfares or other benefits to the directors and sub-committees. Moreover, this will be proposed to be effective in the year of 2025 onwards, or until the resolution to change approved by the shareholders.

(Unit: THB/ Attendance)

Board/Committee	Chairman		Member	
	Year 2025 (Proposed Year)	Year 2024	Year 2025 (Proposed Year)	Year 2024
	Meeting allowance	Meeting allowance	Meeting allowance	Meeting allowance



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	(THB/Attendance)	(THB/Attendance)	(THB/Attendance)	(THB/Attendance)
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:

- In 2025, it is proposed that remuneration be paid in the form of a bonus to both executive and non-executive directors, with a total amount not exceeding 650,000 THB. This remuneration will be based solely on the position held by each director. The Board of Directors or the Compensation and Nomination Committee will determine the allocation among the directors. Furthermore, aside from such cash remuneration, as detailed above, there is no other type of compensation proposed, as well as welfares or other benefits.
- The Chief Executive Officer and executives do not receive meeting allowances.

**Board of Directors' Opinion:** The Board of Directors has considered the directors' remuneration as recommended by the Remuneration Committee, which has thoroughly considered the matter by taking into consideration the suitability and various factors and deems it appropriate to propose to the Shareholders' Meeting to determine the remuneration of the board of directors and sub-committees for the year 2025, consisting of meeting allowance and annual bonus, with a total amount not exceeding 4,150,000 THB per year. Therefore, it is proposed to increase the remuneration for the directors at the amount not exceeding 650,000 THB. this proposed remuneration aligns with the increased responsibilities and performance of each director. Additionally, the remuneration was also set at a level that is appropriate when compared to industry standards and sufficient to attract and retain quality directors for the Company, as detailed above. The remuneration shall be effective from the year 2025 onwards, or until the resolution to change approved by the shareholders. Furthermore, it is requested that the Shareholders' Meeting grant the authority to the Board of Directors to increase the remuneration of directors as deemed appropriate in the future, ensuring that the total does not exceed the proposed amount for approval, in accordance with the Board of Directors' consideration on the criteria and conditions for such remuneration.

**Required Voting:** The resolution on this agenda is required to be approved by *not less than two-thirds (2/3) of the votes* of the shareholders and proxy holders attending the meeting, excluding abstentions from the calculation base.

**Agenda 7 To consider and approve the appointment of auditors and the determination of audit fee for the year 2025**

**Facts and Rationale:** According to Section 120 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto) and Clause 37 (6) of the Company's Articles of Association require the Annual General

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of Shareholders to consider the appointment of auditor and to determine the auditor(s)'s fee every year. The Company is able to re-appoint the same auditor.

The Audit Committee has considered the performance of the auditor from EY Office Limited in previous year and viewed that the auditor is independent and has performed the duty with responsibility and deems it appropriate to propose to the Board of Directors to further propose to the Shareholders' Meeting to appoint any one of the following auditors from EY Office Limited to be the Company's auditor for the year 2025

Name	Certified Public Accountant No.	Performance Period
1. Mrs. Kunlapee Piyawannasuth (Primary auditor) and/or	6137	1
2. Mrs. Poonnard Paocharoen and/or	5238	2
3. Mrs. Wilai Sunthornwanee	7356	1

*Remark: In the event that the above-mentioned auditors are not able to perform the duty, EY Office Limited shall appoint other auditors from EY Office Limited to perform as the company's auditors instead.*

Any of the above auditors can conduct an audit and give an opinion on the Company's financial statements. In addition, those 3 auditors meet the specified qualifications by the Notification of Securities and Exchange Commission and do not have any conflicts of interest with the Company and its subsidiaries, executives, Major shareholders or any related person. Therefore, they are independent to audit and give opinion on the Company's financial statements. The details of profile and work experience of auditors are shown in Enclosure 5.

Moreover, the audit committee has reviewed the proposed audit fee for the year 2025 from EY Office Limited and deemed it appropriate for the scope of the audit that the Board further deemed to the Shareholders' Meeting to consider determining the audit fee for 2025, not to exceed THB 5,700,000, which is an increase of THB 710,000 compared to the previous year due to the higher audit workload resulting from the business expansion. which excluded out-of-pocket expenses, taxes and other service fees. The out-of-pocket expenses shall be included the travelling fee, accommodation fee, telecommunication fee, postage fee, copy fee which are calculated as the actual expenses.

List	Unit: Baht/Year	
	2025 (as proposed)	2024
1. Audit fee		
- The Company	2,470,000	2,470,000
- Subsidiaries	3,230,000	2,520,000

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2.Non-Audit Fee/ Out-of-pocket - The Company - Subsidiaries	N/A	N/A
3.Non-audit service -The Company -Subsidiaries	N/A	- N/A
<b>Total</b>	<b>5,700,000</b>	<b>4,990,000</b>

In addition, the Company would like to inform the Shareholders’ Meeting that for the year 2025, another 5 subsidiaries which were registered in aboard i.e. HARNN Heritage PTE Company Limited, HARNN Global Company Limited, Tanachira Vietnam Company Limited, HARNN Japan Company Limited, Tanachira SEA PTE. Limited and Harnn Greater China Company Limited will consider the appointment of its auditors. If it deems necessary to appoint the auditors who are not from EY Office Limited and its affiliate, the Company and such subsidiaries shall consider the auditors by taking into account the service quality and audit fee primarily. For the subsidiaries that engage other audit firms as their auditors, the Board of Directors will ensure that those subsidiaries can submit the financial statements within specified time.

The details of audit fee of the Company and its subsidiaries for the year 2024 are shown in the 2024 Annual Registration Statement / Annual Report (Form 56-1 One Report) in the topic “Auditor Remuneration”as Enclosure 2.

**Board of Directors’ Opinion:** The Board of Directors has considered the recommendation of the Audit Committee which considered the matters appropriately, and deems it appropriate to propose to the Shareholders’ Meeting to approve the appointment of the auditor from EY Office Limited as the Company’s auditor for the year 2025 and determine the audit fee, not to exceed THB 5,700,000, excluding other non-audit fees. It is deemed that an increase in the audit fee is appropriate due to the higher audit workload resulting from the business expansion, as detailed above.

**Required Voting:** The majority of votes cast by shareholders and proxy holders attending the meeting and casting vote would be deemed as a resolution, excluding abstentions from the calculation base.

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

Pursuant to Section 105 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendments) stipulates that when the meeting considers matters other than those specified in the notice of the meeting, if shareholders holding at least one-third (1/3) of the total issued shares request that the meeting consider these additional matters, such matters shall be addressed.

The 2025 Annual General Meeting of Shareholders will be convened solely through electronic conferencing (E-AGM) via IR Plus application, in accordance with applicable laws. the Company has not arranged the venue or meeting room for shareholders. detail for registration to attend the meeting, procedures for vote casting and rules

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for counting of votes for electronic conference according to the guidelines and procedures for the annual general meeting of shareholder via electronic meeting (E-AGM) are outlined in the Regulation for attending the 2025 Annual General Meeting of Shareholders via Electronic meeting as appeared in enclosure 9. The shareholders wish to attend the meeting in person or to appoint another person as a proxy (proxies) can study the detail in relation to Guidelines for Attending the Electronic Meeting (E-AGM). Please fill out the registration form for the the meeting (E-AGM) as appeared in enclosure 8 and adhere to Guideline for Attending the Electronic Conference (E-AGM) as appeared in enclosure 10. The shareholders who wish to attend the meeting in person or appoint another individual as a proxy may review the details outlined in the Guidelines for Attending the Electronic Meeting (E-AGM) and please fill out the registration form for the meeting (E-AGM) provided in enclosure 8 and adhere to the Guidelines for Attending the Electronic Conference (E-AGM) as detailed in enclosure 10.

If shareholders are unable to attend the Meeting via electronic means in person, please appoint a proxy to attend the Meeting and vote on your behalf by using either Proxy Form A or Proxy Form B only then consign to the Company before attending the meeting. The Proxy Forms are set out in Enclosure 8. Shareholders can also appoint either one of the independent directors (who have no conflicts of interest in the director's election agenda) by using Proxy Form B. as a proxy to attend the meeting and vote on their behalf. The appointed independent directors shall vote on each agenda as stated by the shareholders in the Proxy Forms. Besides, form C in enclosure 8.3 is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares. However, if shareholders cannot attend the meeting, the Company would ask for shareholder cooperation to give a proxy to independent directors to represented as a proxy for attending a general meeting and voting on behalf of the shareholder.

In this regard, details of Information of Independent Directors for Appointment as Proxy as shown in Enclosure 6.

The shareholders can download Proxy Form A or Proxy Form B or Proxy Form C from the company's website at <https://www.tanachira.co.th/th/investor-relations/document/shareholder-meetings>

The Company kindly requests shareholders' cooperation to mail the proxy forms to the Company following the address below within 24 April 2025

1) Email : [companysecretary@tanachira.co.th](mailto:companysecretary@tanachira.co.th)

2) Postage: Tanachira Retail Corporation Public Company Limited "Company Secretary"

999/9 The Offices at Central World, Room OFMH 2807 & 2812, 28th floor Rama 1 Rd, Pathumwan,  
Bangkok 10330

In this regard, the shareholders or proxies can register through web link to attend the 2025 Annual General Meeting of Shareholders at 10.00 a.m., on 11 April 2025 until the meeting adjourns. to ensure that the registration for E-AGM attendance of the meeting shall be convenient and in an orderly manner, the system will be open 1 hours, 1:00 p.m., prior to the Meeting. However, the streaming live/live broadcast will begin at 2:00 p.m. Please carefully read the

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Guidelines for attending the meeting via electronic means, how to send questions during the meeting, and how to cast a vote on each agenda item via the e-AGM platform (Enclosure 9) thoroughly.

The shareholders of the Company are cordially invited to attend the 2025 Annual General Meeting of Shareholders through electronic conference (E-AGM) at the date, time, and method as specified above. The Company would inform shareholders of any changes regarding the AGM via the Company's website. <https://www.tanachira.co.th/th/home>

Furthermore, the Company places an importance on the personal data protection of shareholders and their proxies. The Company will protect and treat the shareholders' personal data in compliance with the Personal Data Protection Act BE 2562 (2019). In this regard, the Company would like to inform the details of the use and disclosure of personal data that may be arising, including the rights as data subject in accordance with the Privacy Notice for Director and shareholders as appeared in enclosure 12 for your acknowledgement, and the shareholders are able to learn more about Privacy Policyas below QR Code.



Respectfully Yours,

Tanachira Retail Corporation Public Company Limited

A handwritten signature in blue ink, appearing to read 'Kittipol Pramoj na ayudhya', positioned above the printed name of the Chairman of the Board of Directors.

(Mr. Kittipol Pramoj na ayudhya)

Chairman of the Board of Directors

Copy of Minutes of the 2024 Annual General Meeting of Shareholders

*(Translation)*

**Minutes of the 2024 Annual General Meeting of Shareholders  
Tanachira Retail Corporation Public Company Limited**

**Date, time, and venue of the meeting**

Tanachira Retail Corporation Public Company Limited (“the Company”) held the 2024 Annual General Meeting of Shareholders (the “Meeting”) on Tuesday, 30 April 2024, at 14:00 hours, through electronic means pursuant to the Emergency Decree on Electronic Meetings, B. E. 2563 (2020), and other relevant laws and requirements. The Meeting was conducted using an electronic meeting platform, operated by Online Asset Company Limited, for a virtual meeting and electronic voting, and livestreamed from the Meeting Room on the 38<sup>th</sup> floor, Room No. OFMH 3801 at The Offices at CentralWorld, located at 999/9 Rama 1 Road, Patumwan Sub-district, Patumwan District, Bangkok.

Ms.Sornwanee Promsen, acting as meeting conductor (the “MC”), welcomed the shareholders to the 2024 Annual General Meeting of Shareholders via electronic means, of which the shareholders were notified via the Stock Exchange of Thailand’s news and information communication channel (the “SET Portal”) on 27 February 2024 and for which they received the Notice of the Meeting (the “Notice”) via post on 29 March 2024.

The MC introduced to the Meeting the directors, auditors, and legal counsel attending the Meeting.

**Directors present at the Meeting**

1. Mr.Kittipol Pramoj Na Ayudhya      Chairman, Independent Director  
Chairman of the Risk Management Committee
2. Mr.Akarin Phureesitr      Independent Director, Chairman of the Nomination and Remuneration  
Committee, and Member of the Risk Management Committee
3. Mr.Tanapong Chirapanidchakul      Director, Member of the Nomination and Remuneration Committee,  
Chairman of the Executive Committee, and Chief Executive Officer
4. Mr.Nathasorn Boontanorm      Independent Director, Member of the Audit Committee, and

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Member of the Corporate Governance Committee

5. Mrs.Peeramarn Warunpantulak Independent Director, Chairman of the Audit Committee, and  
Member of the Nomination and Remuneration Committee
6. Mr.Sarit Chokchainirand Director and Member of the Executive Committee
7. Mrs.Patraporn Milindasuta Independent Director, Chairman of the Corporate Governance Committee,  
and Member of the Audit Committee  
*(Attending via electronic means)*
8. Mr.Wutt Srikham Director, Member of the Risk Management Committee, and  
Member of the Executive Committee  
*(Attending via electronic means)*
9. Mrs.Chataya Supanpong Independent Director  
*(Attending via electronic means)*

All 9 directors were present at the Meeting, representing 100% of the total members of the Board of Directors.

## The secretary of the Meeting

Mr.Nakrit Thanachotsiri Company Secretary

Auditor, from EY Office Limited *(Attending via electronic means)*

1. Ms.Sineenart Jirachaikhuanphan
2. Mrs.Kunlapee Piyawannasuth

Legal counsel, from K.C. Lawyer and Adviser *(Attending via electronic means)*

1. Mr.Kompanukorn Chotiyakornjitsiri

The MC informed the Meeting that as of 22 March 2024, the date for determination of shareholders who were entitled to attend the Meeting (Record Date), there were 1,351 shareholders with rights to attend the Meeting, holding in total 300,000,000 issued shares. There were 13 shareholders, holding 223,490,501 shares, attending the Meeting in person via electronic means, and 421 shareholders, holding 44,301,400 shares, attending the Meeting by proxy, totaling 434 shareholders, holding 267,791,901 shares, representing 89.2640% of the total issued shares of the Company. A quorum was thus constituted in accordance with the Company's Articles of Association. The MC then

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invited Mr. Kittipol Pramroj Na Ayudhya, Chairman of the Board of Directors (the “Chairman”), presided as Chairman of the Meeting, to declare the Meeting open.

## Meeting commencement

The Chairman welcomed the shareholders and the proxy (the “Attendees”), declared the Meeting open, and then assigned the MC to delineate the Meeting procedures, which could be summarized as follows:

There were 8 agenda items for the Meeting. The Company had given the opportunity to all shareholders to propose agenda items for the Meeting, and candidates for nomination as the Company’s directors via the SET Portal and its corporate website between 22 December 2023 and 25 January 2024. However, no shareholder proposed any additional agenda item or nominated a person to be considered for election as the Company’s director.

The Company conducted the 2024 Annual General Meeting of Shareholders in the form of an electronic meeting (e-AGM), and commissioned Online Asset Company Limited as service provider for the electronic meeting control system, deploying IR Plus AGM Application (the “Application”) for virtual meeting and electronic voting (e-voting). Such system boasted standards for electronic meetings as stipulated by the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and the Notification of the Ministry of Digital Economy and Society RE: Standards for maintaining security of meetings via electronics. The Company had published the Application Manual and details of meeting participation as appeared the Notice which was sent to all shareholders prior to the Meeting. If shareholders or proxies encountered any application-related issues or had questions, they could contact the system warden’s call center at the phone number listed in the Notice, or at 02 022 6200 ext. 2, available throughout the duration of the Meeting.

## Rights, procedures for vote casting, vote counting, and announcing voting results

- (1) The number of voting rights of each shareholder shall be equivalent to the number of shares he or she holds in the Company, whereby one share is equivalent to one vote. Shareholders who have vested interests in any agenda item shall not be entitled to vote on such item.
- (2) On each agenda item, the shareholders and proxies shall cast their votes either to approve or disapprove the agenda item, or to abstain their votes. The votes on each agenda item shall not be divided except for the votes of custodians.
- (3) If the shareholders or proxies fail to cast their votes within the specified time, they will be treated as voting for approval on the proposed agenda item, except for proxy votes that the proxy grantors have specified their voting intention.
- (4) As for the shareholders who have appointed independent directors or persons as their proxies, and have specified their voting intention, the Company shall cast their votes accordingly.



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- (5) The Company will provide one minute for voting for each agenda item. Shareholders and proxies can cast their votes until the voting for the agenda item is closed.
- (6) For each agenda item, the Company would tally the votes by deducting the votes for disapproval and abstention, and voided ballots from the total votes of shareholders present at the Meeting to obtain the approval votes.
- (7) The company will announce the voting results for each agenda item to the Meeting upon completion of the vote counting for that particular item.

## Making inquiries and sharing opinions

- (1) Prior to the voting on each agenda item, the Company will provide shareholders and proxies with the opportunity to ask questions and express their opinions on the matter related to that agenda item.
- (2) Shareholders or proxies who wish to ask questions or express opinions can submit their questions or comments through the Application.
- (3) The Company will select certain questions to be addressed as suitable for the time available and the agenda item being discussed.

The Company will publish the minutes of the Meeting on its website ([www.tanachira.co.th](http://www.tanachira.co.th)) within 14 days. If shareholders have any questions or other comments, they can notify the Company Secretary within one month from the date of the meeting.

The Chairman then proceeded to conduct the Meeting in accordance with the agenda as listed below.

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

The Chairman proposed that the Meeting consider and adopt the Minutes of the 2023 Annual General Meeting of Shareholders, which was held on 30 March 2023, the details of which were set out in the copy of the minutes delivered to the shareholders in advance along with the Notice.

The Chairman then invited all Attendees to raise questions and express opinions on this agenda item, by submitting questions or opinions via the Application. As there was no inquiry, the Chairman then requested the Meeting to cast vote on this agenda item. This agenda shall be passed by a majority vote of the shareholders present at the meeting and casting their votes.

**Resolution**        The Meeting, by a majority of votes of the shareholders present at the meeting and casting their votes, adopted the Minutes of the 2023 Annual General Meeting of Shareholders, with the following voting results:

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Resolution	Number of Votes	Percentage
Approved	270,762,901	100.0000
Disapproved	0	0.0000
Total	270,762,901	100.0000
Abstained	0	
Voided ballot(s)	0	

Remark            Numbers of shareholders and proxies increased by 2 from the start of the meeting, bringing the total number of shares present at the meeting to 270,762,901 out of the 300,000,000 issued shares.

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

The Chairman assigned Mr. Tanapong Chirapanidchakul, Chief Executive Officer, to inform the Meeting of the details regarding this agenda item.

In 2023, the Company's performance aligned with its plans, including listing the company on the Stock Exchange of Thailand ("SET") and continuously expanding its business to create great experience for target customers. Additionally, the company aimed to bring leading global brands to the Thai market, offering the best products and services of brands to consumers while conducting environmental and social activities. Details of the performance appeared in the 2023 One Report, which could be summarized as follows:

Key Development in 2023

- Transformed the legal form of the Company from limited company to public limited company, and listed the Company's ordinary shares on the Stock Exchange of Thailand on 18 October 2023.
- Established Tanachira SEA Pte. Limited. in Singapore as distributor of Marimekko and HARNN in Singapore.
- Opened the 1<sup>st</sup> Marimekko Lifestyle Store in Singapore at ION Orchard.
- Launched new HARNN's personal care products, and HARNN Juniper Berry & Cedarwood being selected as amenities at Dusit Thani Kyoto, the 1<sup>st</sup> Thai hotel in Kyoto.
- Opened the 1<sup>st</sup> HARNN Store in Vietnam at Lotte Mall West Lake, Hanoi.
- Opened the 1<sup>st</sup> Cath Kidston Tea Room in Thailand.
- Obtained rights to manage restaurants within the Gordon Ramsay Group, and opened the 1<sup>st</sup> Gordon Ramsay Bread Street Kitchen & Bar restaurant in Thailand at The Emsphere, signifying a full expansion from pure Fashion business into Food and Beverage business, as well as further strengthening the brands under the Company's management.

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- Launched the 1<sup>st</sup> official GANNI store in Thailand at Central Embassy. GANNI was a leading fashion brand from Scandinavia and recognized as one of the sustainable fashions.

## 2023 Operating results

The Company's operating result in 2023 exceeded the average Private Consumption Index significantly. Both revenues and net profit grew by 11.7% YoY and 33.1% YoY. Meanwhile, overall 2023 Private Consumption grew between 5.5% - 9.8% YoY.

- In 2023, the Company reported a revenue growth of 11.7% YoY, with a same-store-sales growth of 10% YoY and 64% gross profit margin.
- The Company had a total of 135 branches with the majority being concept stores, totaling 88 branches, and shop-in-shop branches within department stores, totaling 38 branches.
- In 2023, the Company reported total revenues from sales and services of Baht 1,415 million, broken down as follows:

### By brand (% of total revenues from sales and services):

50% from Pandora, 20% from Marimekko, 19% from HARNN, and an approximately 12% from Cath Kidston and other brands

### By distribution channel (% of total revenues from sales and services):

70% from concept store, 16% from shop-in-shop store, and an approximately 14% from other channels

### By company (% of total revenues from sales and services):

50% from the Company, 19% from Tanachira Home Co., Ltd., 11% from Tatler Co., Ltd., and an approximately 20% from other companies in the group

- In 2023, the Company posted selling and administrative expenses of Baht 667 million, of which 35% from personnel expenses, 30% from rentals, 8% from depreciations, 8% from marketing expenses, and another 19% from other expenses.

## Environmental and Social Performance

- In 2023, the 'HARNN' was able to lower the use of plastic pellets in its production of plastic bottles up to 30%, by blending recycled PET in the production process. Also, the Company managed to reduce plastic usage as much as 937.7 kilograms. The Company had set out an ultimate objective of 100% recyclable or biodegradable packaging materials for all products.
- In 2023, the Company, under the 'VUDDH' brand, granted scholarships as well as donated its products to the Convalescence Centre for Breast Cancer Patients under the Pink Park Village Project.

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- The Company emphasized the importance of people development, encouraging its personnel to prioritize enhancing quality of life, and foregrounded local sourcing to promote jobs among Thai farmers.

The Chairman then invited the Attendees to raise questions and express opinions on this agenda item, by submitting questions or opinions via the Application. However, there was no inquiry. The Chairman then announced that this agenda item was for acknowledgement, and thus required no voting.

**Resolution** The Meeting acknowledged the Company's 2023 operating results.

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

The Chairman assigned Mr. Tanapong Chirapanidchakul, Chief Executive Officer, to inform the Meeting of the details regarding this agenda item.

Mr. Tanapong Chirapanidchakul reported the Company's financial statements for the year ended 31 December 2023, as duly audited by the certified public accountant and concurred by the Audit Committee, for consideration of the Meeting, which could be summarized as follows:

## 2023 Financial performance

- Revenues from sales and services amounted to Baht 1,415 million, representing a growth of 11.7% YoY. This was mainly due to increased sales through concept stores and online channel. HARNN and Marimekko experienced outstanding sales growths of 31.7 YoY and 29.9% YoY. In 2023, products under Cath Kidston faced delivery issues from the parent company, resulting in stagnant sales. However, this issue had been resolved, and the Company had started seeing consistent product deliveries and sales since the end of the first quarter of 2024.
- Gross profit amounted to Baht 907 million, representing a growth of 19.8% YoY. The growth was primarily driven by increased sales from concept stores and controlling discounts to boost full-price sales. In 2023, gross profit margin stood at 64.1%, up from 59.8% in 2022.
- Selling and distribution expenses amounted to Baht 486 million, representing an increase of 17.1% YoY, due to business expansion. This includes expenses related to personnels in the food and beverage business during the pre-operating phase and the lower rental discounts following the easing of the COVID-19 pandemic.
- Administrative expenses amounted to Baht 181 million, representing an increase of 11.2% YoY. This rise was due to the increased number of personnel to support organizational growth and professional fees in relation to the initial public offering (the "IPO").

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- Net profit amounted to Baht 167 million, representing a growth of 33.1% YoY, similar to net profit margin, which increased from 9.7% in 2022 to 11.5% in 2023. This growth was mainly stemmed from increased sales through concept stores upon consistently expanding branches, of which expenses were mostly fixed, coupled with increased online sales. In addition, the recovery of the tourism sector had had a positive impact on HARNN products, known for its high gross profit margin. Effective discount management also positively influenced the gross profit margin.

## Financial position as at the end of 2023

- Total assets increased by 23.4% from the end of 2022. This increase stemmed from the rise in cash and cash equivalents, fixed assets, and right-of-use assets from branch expansions. Additionally, there was an increase in inventory to support sales during the first quarter of 2024, including raw materials and finished goods for the new brand launched at the end of 2023.
- Total liabilities declined by 51.1% from the end of 2022, due to utilizing the IPO proceeds to repay debts.
- Total shareholder's equity surged by 376.6% from the end of 2022, led by the capital increase in relation to the IPO.

## Key financial ratios

- Liquidity ratio, debt-to-equity ratio, interest-bearing debt-to-equity ratio, and interest coverage ratio improved from the previous year, due to the utilization of the IPO proceeds to repay debts.
- Net profit margin and return on assets ratio improved from the preceding year, due to improved performance. However, return on equity ratio decreased from the previous year, as a result of increased shareholder's equity post IPO.

## Consolidated financial statements

Statement of Financial Position		As at 31 December 2023
Total assets	(Baht million)	2,302.54
Total liabilities	(Baht million)	753.19
Total shareholder's equity	(Baht million)	1,549.35

Statement of Comprehensive Income		For the year ended 31 December 2023
Total revenues	(Baht million)	1,429.96
Net profit <sup>1</sup>	(Baht million)	166.79

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Statement of Comprehensive Income		For the year ended 31 December 2023
Earnings per share	(Baht per share)	0.84

Remark: <sup>1</sup> Profit for the year attributable to the shareholders of the company

Afterward, Mrs. Peeramarn Warunpantulak, Chairman of the Audit Committee, reported to the Meeting that the Audit Committee had reviewed the Company's financial statements for the fiscal year ended 31 December 2023, as duly audited by the certified public accountant, and concluded that the financial statements were accurate and complied with the relevant Financial Reporting Standards in all material aspects.

The Board of Directors had reviewed the aforementioned financial statements and found no discrepancies from the Audit Committee's opinions. Thus, it was deemed appropriate to propose to the shareholders' meeting for consideration and approval of the Company's financial statements for the fiscal year ended 31 December 2023, as duly audited by the certified public accountant, on which the auditor expressed an unqualified opinion. Details of the financial statements appeared in the 2023 One Report, which was distributed to the shareholders in advance along with the Notice.

The Chairman then invited all Attendees to raise questions and express opinions on this agenda item, by submitting questions or opinions via the Application. As there was no inquiry, the Chairman then requested the Meeting to cast vote on this agenda item. This agenda shall be passed by a majority vote of the shareholders present at the meeting and casting their votes.

**Resolution** The Meeting, by a majority of votes of the shareholders present at the meeting and casting their votes, approved the Company's financial statements for the fiscal year ended 31 December 2023, as duly audited by the certified public accountant, with the following voting result:

Resolution	Number of Votes	Percentage
Approved	270,762,902	100.0000
Disapproved	0	0.0000
Total	270,762,902	100.0000
Abstained	0	
Voided ballot(s)	0	

Remark Numbers of shareholders and proxies increased by 1 from the agenda item no. 2, bringing the total number of shares present at the meeting to 270,762,902 out of the 300,000,000 issued shares.

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**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

The Chairman assigned Mr. Tanapong Chirapanidchakul, Chief Executive Officer, to inform the Meeting of the details regarding this agenda item.

The Public Limited Companies Act B.E. 2535 (Article 116) and the Company's Articles of Association (Article 46) stipulated that the Company is required to allocate a portion of its annual net profit as a reserved fund in an amount of no less than 5 percent of the annual net profit less accumulated loss, until the reserved fund attains an amount of no less than 10 percent of its registered capital. The Public Limited Companies Act B.E. 2535 (Article 115) and the Company's Articles of Association (Article 45) stipulated that no dividends shall be paid other than out of profit. In case the company still sustains an accumulated loss, no dividend shall be paid. The Board of Directors may pay interim dividends to its shareholders from time to time if the Board of Directors believes that profits of the company justify such payments, and after the dividends have been paid, such dividend payments shall be reported to the shareholders at the following general meeting of shareholders.

The Company's dividend policy was to pay dividends at the rate of no less than 40 percent of the net profit after taxes on the consolidated financial statements.

In 2023, the Company recorded a net profit of Baht 166.32 million and a registered capital of Baht 300 million on its separate financial statements while the appropriated legal reserve was less than 10 percent of the registered capital. In 2023, the Company's consolidated net profit amounted to Baht 166.79 million. The Board of Directors deemed its appropriate to propose to the Meeting for consideration and approval of the allocation of the Company's 2023 net profit in the amount of Baht 8,315,811 as a legal reserve, and the dividend payment for the year 2023 at Baht 0.70 per share, totaling Baht 210,000,000, of which Baht 0.50 per share was paid as an interim dividend on 7 December 2023. The final dividend of Baht 0.20 per share, totaling Baht 60,000,000, shall be payable to the shareholders who were listed on 22 March 2024 (Record Date), and the payment would be made on 9 May 2024.

Details of dividend payment	Year 2023
Net profit for the year on consolidated financial statements <sup>1</sup> (Baht million)	166.79
Shares (million shares)	300
Total dividends paid from the operating results of the year (Baht per share), comprising	0.70
(1) Interim dividend	0.50
(2) Final dividend	0.20
Total dividend payment (Baht million)	210.00
Dividend payout ratio <sup>1</sup> (% of consolidated net profit)	126

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Remark:<sup>1</sup> Profit for the year attributable to the shareholders of the company

The Chairman then invited all Attendees to raise questions and express opinions on this agenda item, by submitting questions or opinions via the Application. As there was no inquiry, the Chairman then requested the Meeting to cast vote on this agenda item. This agenda shall be passed by a majority vote of the shareholders present at the meeting and casting their votes.

**Resolution** The Meeting, by a majority of votes of the shareholders present at the meeting and casting their votes, approved the dividend payment and the allocation of profit as legal reserve for the year 2023 as proposed by the Board of Directors, with the following voting result:

Resolution	Number of Votes	Percentage
Approved	270,762,902	100.0000
Disapproved	0	0.0000
Total	270,762,902	100.0000
Abstained	0	
Voided ballot(s)	0	

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

As Mr. Kittipol Pramroj Na Ayudhya, Chairman, was a director retiring by rotation, he thus assigned Mr. Akarin Phureesitr, Chairman of the Nomination and Remuneration Committee, to act as Chairman of the meeting and inform the Meeting of the details regarding this agenda item.

The Public Limited Companies Act B.E. 2535 (Article 71) and the Company's Articles of Association (Article 17) stipulated that at every annual general meeting of shareholders, one-third of directors who have held office the longest shall vacate office in sequence. Directors vacating office may be re-elected. In this Meeting, there were 3 directors retiring by rotation, namely

1. Mr. Kittipol Pramroj Na Ayudhya Independent Director, Chairman, 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



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The Company had opened the opportunity to all shareholders to nominate candidates for directorship from 22 December 2023 to 25 January 2024, and published details related to this matter via the SET Portal and the Company's website. However, none of shareholders nominated candidates for directorship.

The Board of Directors, excluding the directors due to retired by rotation in the Meeting, had thoroughly considered the qualifications and suitability of the directors, and concurred with the Nominating and Remuneration Committee to propose to the Meeting to reappoint the 3 directors retired by rotation in this year to resume their office for another term.

All nominated directors had undergone the Company's director screening process and posed the qualifications required by relevant criteria. They had dedicated time and efforts to fulfill their duties diligently throughout their tenure as directors, demonstrating knowledge, skills, and experience of benefits to the Company. Moreover, they met the full independence criteria as stipulated by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), as well as the Company's requirements. They were also capable of expressing independent opinions in consistence with relevant criteria. Profile of the nominated candidates and further relevant information appeared in the Notice, Enclosure 3, which was distributed to the shareholders in advance.

Then, Chairman of the meeting invited all Attendees to raise questions and express opinions on this agenda item, by submitting questions or opinions via the Application. As there was no inquiry, he then requested the Meeting to cast vote for each candidate on an individual basis. This agenda shall be passed by a majority vote of the shareholders present at the meeting and casting their votes.

**Resolution** The Meeting, by a majority of votes of the shareholders present at the meeting and casting their votes, approved the appointment of Mr. Kittipol Pramoj Na Ayudhya, Mrs. Peeramarn Warunpantulak, and Mrs. Patraporn Milindasuta, in replacement of the directors who are retired by rotation, by having a resolution on an individual basis with the following voting results:

1. Mr. Kittipol Pramoj Na Ayudhya (Independent Director)

Resolution	Number of Votes	Percentage
Approved	270,762,902	100.0000
Disapproved	0	0.0000
Total	270,762,902	100.0000
Abstained	0	
Voided ballot(s)	0	

2. Mrs. Peeramarn Warunpantulak (Independent Director)

Resolution	Number of Votes	Percentage
Approved	270,762,902	100.0000

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Disapproved	0	0.0000
Total	270,762,902	100.0000
Abstained	0	
Voided ballot(s)	0	

### 3. Mrs. Patraporn Milindasuta (Independent Director)

Resolution	Number of Votes	Percentage
Approved	270,762,902	100.0000
Disapproved	0	0.0000
Total	270,762,902	100.0000
Abstained	0	
Voided ballot(s)	0	

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

The Chairman assigned Mr. Akarin Phureesitr, Chairman of the Nomination and Remuneration Committee, to inform the Meeting of the details regarding this agenda item.

The Public Limited Companies Act B. E. 2535 (Article 90) and the Company's Articles of Association (Article 22) stipulated that the company's directors are entitled to receive remuneration from the company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits, as determined by the shareholders' meeting. This remuneration may be prescribed in fixed amount or established based on specific criteria, and it may be determined for a particular period or remain in effect until changed by a resolution of the shareholders' meeting. This shall not affect the rights of employees or the company's staff who are appointed as the company's directors to receive compensation or benefits from the company in their capacity as employees of the company.

The Board of Directors agreed with the proposal made by the Nomination and Remuneration Committee to propose to the Meeting to approve the director remuneration for the year 2024 at the same rate as in 2023, after due consideration of the appropriateness based on the Company's size of the business, its business expansion, and the responsibilities of the directors. The assessment also included a comparison with other listed companies of similar size and within the same industry. Details of the proposed remuneration for the 2024 were as follows:

#### (1) Monetary Remuneration

(Baht/attendance)

Board/Committee	Chairman	Member
Board of Directors	35,000	20,000

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Board/Committee	Chairman	Member
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

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

(2) Other Benefit

-None-

The Chairman then invited all Attendees to raise questions and express opinions on this agenda item, by submitting questions or opinions via the Application. As there was no inquiry, the Chairman then requested the Meeting to cast vote on this agenda item. This agenda shall be passed by an affirmative vote of no less than two-thirds (2/3) of the total votes of the shareholders present at the meeting.

**Resolution** The Meeting, by the votes of no less than two-thirds (2/3) of the total votes of the shareholders present at the meeting, approved the directors' remuneration for the year 2024 as proposed by the Board of Directors, with the following voting result:

Resolution	Number of Votes	Percentage
Approved	270,762,902	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total	270,762,902	100.0000
Voided ballot(s)	0	

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

The Chairman assigned Mrs. Peeramarn Warunpantulak, Chairman of the Audit Committee, to inform the Meeting of the details regarding this agenda item.

The Public Limited Companies Act B.E. 2535 (Article 120) and the Company's Articles of Association (Article 37) stipulated that the annual general meeting of shareholders shall appoint the auditor and determine the audit fee of the company each year. The auditor must not be the company's director, officer, employee, or person holding position in the company.

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The Board of Directors agreed with the proposal made by the Audit Committee to propose to the Meeting to approve the appointment of auditors and the audit fee for the year 2024 as follows:

(1) The appointment of the following auditor(s) from EY Office Limited to be the Company's auditor for the year 2024, namely:

- Mrs. Kunlapee Piyawannasuth Certified Public Accountant Registration No.6137, or
- Mrs. Poonnard Paocharoen Certified Public Accountant Registration No.5238, or
- Mrs. Wilai Sunthornwanee Certified Public Accountant Registration No.7356.

Profile of the 3 auditors appeared in the Notice, Enclosure 4, which was distributed to the shareholders in advance.

(2) The audit fee for the year 2024 in the amount of Baht 2,470,000.

The Chairman then invited all Attendees to raise questions and express opinions on this agenda item, by submitting questions or opinions via the Application. As there was no inquiry, the Chairman then requested the Meeting to cast vote on this agenda item. This agenda shall be passed by a majority vote of the shareholders present at the meeting and casting their votes.

**Resolution** The Meeting, by a majority of votes of the shareholders present at the meeting and casting their votes, approved appointment of Mrs. Kunlapee Piyawannasuth, or Mrs. Poonnard Paocharoen, or Mrs. Wilai Sunthornwanee of EY Office Limited to be the Company's auditor for the year 2024 and the audit fee for the year 2024 in the amount of Baht 2,470,000, with the following voting result:

Resolution	Number of Votes	Percentage
Approved	268,292,202	99.0875
Disapproved	2,470,700	0.9125
Total	270,762,902	100.0000
Abstained	0	
Voided ballot(s)	0	

## Agenda 8 Other matters (if any)

The Chairman informed the Meeting that the Company had opened the opportunity to all shareholders to propose meeting agenda items from 22 December 2023 to 25 January 2024, and published details and the criteria for this

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process via the SET Portal and the Company's website. However, no shareholder submitted any proposals or agenda items.

To adhere to the principles of good corporate governance for listed companies, the shareholders' meeting should consider and discuss only the matters that have been notified in advance to ensure fairness to shareholders as a whole. Therefore, the Board of Directors believed that no other matters should be considered in this session.

After completing all the items on the meeting agenda, the Chairman assigned the Chief Executive Officer to address all questions submitted through the Application as follows:

- (1) What was the reason for paying dividend over 100 percent of the profits last year?

Answer Since the Company did not distributed dividends before the IPO, profits during the pre-IPO period were accumulated in the retained earnings. The dividend paid in 2023 (before the IPO) was paid from the accumulated profits, as thus it was over 100 percent of the year's net profit.

- (2) Please share the growth prospects and supply chain management of the food business unit?

Answer The business unit had grown with revenues in line with the plan. Regarding supply chain management, assuming that in this case referring to (product and material) sourcing, the Company currently employed individuals fully-experienced in sourcing raw materials and products for this sector. Nevertheless, the Company observed some areas for improvement.

- (3) What were the obstacles or opportunities for overseas business expansion?

Answer The main obstacle was related to employment, particularly cultures and differences in each region, which obstructed building brand awareness. The Company was not just a distributor, but strived to build an outstanding of brands while simultaneously presenting products to customers. As for the opportunity, it was mostly about expansion into new markets. The Company recognized greater business opportunities in the overseas markets, and thus should not have its operation exclusively in Thailand. 'HARNN', for instance, had caught a large number of foreign customers.

- (4) Speaking of the new brand 'United Arrows', what was the strategy for brand positioning and the target customer?

Answer The 'United Arrows' was expected to join the Company's portfolio by the second quarter of this year. The strategy would involve positioning the brand as well as its pricing on par with other fashion brands in the group, i.e. Marimekko, GANNI. However, target customers would vary, as 'United Arrows' would also cater to male customers.

- (5) Please update the business performance in the first four months of 2024.

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Answer For the first three months of the year, the Company had experienced the similar momentum to that of the fourth quarter of 2023, which was the festive and shopping season. Boosted by marketing activities for Valentine's Day and Chinese New Year in February, our products garnered positive responses from both Thai and international customers. Other business operations also benefited from the increased number of tourists. The business in April was affected by seasonality which might cause the sales in the second quarter lower than the first quarter. However, this was considered as normal business. Nevertheless, the overall performance still aligned with plans.

(6) How was the 'Cath Kidston' situation? Any product coming in?

Answer Since March this year, there had been goods from Cath Kidston coming in stock. The brand could retain its customer base and expected to see a resurgence of sales.

(7) Please provide background of Richarm Investment Company Limited ("Richarm").

Answer Richarm was a company, for which the Company partnered-up with three Chinese partners. The first one had assisted the Company in establishing online marketing for 'HARNN' in China. Another one was a Chinese businessman with expertise and over 15 years of experience in marketing and selling beauty products through multi-level platforms. The last one was a distributor of various brands in selling beauty products in China. All three partners had expressed strong intentions to expand 'HARNN' in the Chinese market.

In the absence of any further queries, the Chairman then brought the Meeting to an end and thanked all attendees.

The meeting adjourned at 15:26 hours.



- Kittipol Pramoj Na Ayudhya -

(Mr.Kittipol Pramoj Na Ayudhya)

Chairman of the Meeting



- Nakrit Thanachotsiri -

(Mr.Nakrit Thanachotsiri)

Company Secretary and Minutes Taker

2024 Annual Registration Statement / Annual Report (Form 56-1 One Report) together with the Financial Statements for the year ended 31 December 2024 in QR Code format

## **Annual Report 2024**



## **Financial Statement for the fiscal year ended on December 31, 2024**



**Profiles and Work Experience of Candidates Nominated for Appointment as Directors  
to Replace the Directors Retiring by Rotation**

**Name:** Mr. Nitiphan Phanwiroj  
(Nominated for re-election)

**The Position to be nominated:** Independent Director, Member of Nomination  
and Remuneration Committee and Member of  
Risk Management Committee

**Age:** 46 years

**Nationality:** Thai

**Appointment Date:** 28 February 2025

**Year in Position (counted to  
2025 AGM date):** -None-

**Shareholding Proportion (%)** None (as of 31 December 2024/ no shares held  
by spouse or de facto partner and underage child)

**Relationship with Directors,  
Executives and major  
shareholders of the Company  
and its subsidiaries:** -None-

**Illegal Record in the Past 10  
Years:** -None-

**Having the following interests  
in the Company, parent  
company, subsidiaries, affiliates  
or any legal entities:** -None-





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**Criteria and procedure for nomination:**

Nominated for election as an independent director in accordance with the Company's procedure that has thoroughly been considered and viewed by the Nomination Committee and the Board of Directors, respectively. As a result, such person has suitable qualifications, which are in compliance with laws, the definition of independent directors and relevant regulations regarding the criteria for independent directors, as well as having qualifications that are suitable for the Company's business activities.

**Educational Qualification:**

Master of Science in Finance, Imperial College of Science Technology and Medicine, Business School, University of London, United Kingdom

Bachelor, Master of Engineering in Civil Engineering with Upper Second Class Honours, University of Nottingham, United Kingdom

**Training Program:**

[Certification from Thai Institute of Directors \(IOD\)](#)

Director Leadership Certification Program (DLCP) Class 2020

Director Certification Program (DCP) Class 257/2018

Board Nomination and Compensation Program (BNCP) Class 4/2018

<b>Current Position in Listed Company in Thailand (Past 5 Years): Currently 1 Company</b>		
<b>Year</b>	<b>Position</b>	<b>Company</b>
2025 - Present	Independent Director, Member of Nomination and Remuneration Committee and Member of Risk Management Committee	Tanachira Retail Corporation Public Company Limited

<b>Current Position in Non- Listed Company / Other Organization (Past 5 Years) ): Currently 2 Companies</b>		
<b>Year</b>	<b>Position</b>	<b>Organization / Company</b>
2019 – Present	Director	Kensington International School and Kensington Learning Space
2010 – 2018	Managing Director/ Director of Business Development	DDI-Asia/Pacific International, Ltd. (DDI Thailand)

**Current Directorship / Executive in Other Companies** - None -

**Potentially having Conflict of Interest or in Competition**

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with the Company:

<b>Name:</b>	Mr. Nathasorn Boontanorm (Nominated for re-election)
<b>The Position to be nominated:</b>	Independent Director, Member of the Audit Committee, and Member of the Corporate Governance Committee
<b>Age:</b>	47 years old
<b>Nationality:</b>	Thai
<b>Appointment Date:</b>	26 February 2020
<b>Year in Position (counted to 2025 AGM date):</b>	5
<b>Shareholding Proportion (%):</b>	None (as of 31 December 2024/ no shares held by spouse or de facto partner and underage child)
<b>Relationship with Directors, Executives and major shareholders of the Company and its subsidiaries:</b>	-None-
<b>Illegal Record in the Past 10 Years:</b>	-None-
<b>Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities:</b>	-None-
<b>Criteria and procedure for nomination:</b>	Nominated for election as an independent director in accordance with the Company's procedure that has thoroughly been considered and viewed by the Nomination Committee and the Board of Directors, respectively. As a result, such person has suitable qualifications, which are in compliance with laws, the definition of independent directors and relevant regulations regarding the criteria for independent



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directors, as well as having qualifications that are suitable for the Company's business activities.

**Educational Qualification:**

Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University

Bachelor of Engineering (Mechanical Engineering), Kasetsart University, Thailand

**Training Program:**

[Certification from Thai Institute of Directors \(IOD\)](#)

Director Certification Program (DCP) Class 257/2018

Role of the Chairman Program (RCP) Class 57/2024

Advanced Audit Committee Program (AACP) Class 54/2024

Current Position in Listed Company in Thailand (Past 5 Years): Currently 1 Company		
Year	Position	Company
2020 - Present	Independent Director, Member of Audit Committee and Member of the Corporate Governance Committee	Tanachira Retail Corporation Public Company Limited

Current Position in Non- Listed Company / Other Organization (Past 5 Years) ): Currently 2 Companies		
Year	Position	Organization / Company
2022 – Present	Director	Finnesis Company Limited
2010 – 2023	Project Director	Sasin Management Consulting (SMC)

Meeting Attendance in the Previous year (between 1 January 2024 – 31 December 2024)	
1. Board of Directors	4/4 meetings (100%)
2. Annual General Meeting of Shareholders	1/1 (100%)
3. Audit Committee	6/6 meetings (100%)

**Current Directorship / Executive in Other Companies** - None -

**Potentially having Conflict of Interest or in Competition with the Company:**

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**Name:** Mr. Wutt Srikham  
(Nominated for re-election)

**The Position to be nominated:** Directors, Member of the Executive Committee  
and Member of the Risk Committee

**Age:** 51 years old

**Nationality:** Thai

**Appointment Date:** 16 August 2019

**Year in Position (counted to 2025 AGM date):** 6

**Shareholding Proportion (%):** None (as of 31 December 2024/ no shares held  
by spouse or de facto partner and underage child)

**Relationship with Directors,  
Executives and major  
shareholders of the Company  
and its subsidiaries:** -None-

**Illegal Record in the Past 10  
Years:** -None-

**Having the following interests  
in the Company, parent  
company, subsidiaries,  
affiliates or any legal entities:** -None-

**Criteria and procedure for  
nomination:** Nominated for election as a director in accordance with the Company's procedure that  
has thoroughly been considered and viewed by the Nomination Committee and the  
Board of Directors, respectively. As a result, such person has suitable qualifications,  
which are in compliance with laws and relevant regulations, as well as having  
qualifications that are suitable for the Company's business activities

**Educational Qualification:** Master of Arts (Economics), San Francisco State University, USA  
Bachelor of Engineering (Civil Engineering), Thammasat University, Thailand

**Training Program:** Certification from Thai Institute of Directors (IOD)



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<b>Current Position in Listed Company in Thailand (Past 5 Years): Currently 1 Company</b>		
<b>Year</b>	<b>Position</b>	<b>Company</b>
2019– Present	Directors/ Member of the Executive Committee and Member of the Risk Committee	Tanachira Retail Corporation Public Company Limited

<b>Current Position in Non- Listed Company / Other Organization (Past 5 Years) ): Currently 1 Company</b>		
<b>Year</b>	<b>Position</b>	<b>Organization / Company</b>
2019– Present	Director	Mercer (Thailand) Company Limited

<b>Meeting Attendance in the Previous year (between 1 January 2024 – 31 December 2024)</b>	
1. Board of Directors	4/4 meetings (100%)
2. Annual General Meeting of Shareholders	1/1 (100%)
3. Executive Committee	13/13 meetings (100%)

**Current Directorship / Executive in Other Companies** - None -

**Potentially having Conflict of Interest or in Competition with the Company**

<p style="text-align: center;"><b>Criteria and Procedures on the Nomination of Directors and Definition of Independent Director</b></p>
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**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

**Definition of Independent Director's Qualifications**

Independent Director means a qualified individual and possesses an independency according to the Company's Audit Committee Charter and Corporate Governance Policy established by the Board of Directors, which have been defined equally to the criteria established by the Stock Exchange of Thailand and the Securities and Exchange Commission. An Independent Director shall:

1. The Holding no exceeding 1 percent of the total number of voting shares of the Company, its parent companies, subsidiaries, associate companies, major shareholders or persons with controlling power of the Company. For this purpose, shareholding of related persons of such independent directors shall be accumulated with the shareholding of the independent directors

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2. Not being or not having been directors involved in the management, employees, hired workers, advisers earning fixed salary or persons with controlling power of the Company, its parent companies, subsidiaries, associate companies and same-level subsidiaries, major shareholders or persons with controlling power of the Company except where such status has terminated at least two years before the date on which he or she has assumed the position of a member of the Audit Committee. This prohibited status shall, however, exclude the case where the independent director used to be a government official or adviser of a governmental agency, which is a major shareholder or the controlling person of the Company.
3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child of other directors, executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiaries.
4. Not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person in a manner that may interfere with independent judgement. This prohibition shall also include cases where the independent is or has been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person except where such relationships have terminated at least two years.

The business relationship described above shall include normal business transactions, rental or lease of immovable property, transactions relating to assets or services or granting or receipt of financial assistance by way of acceptance or provision of loan, guarantee, use of assets as collateral, and such other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from THB 20million or more, whichever amount is lower. Such indebtedness shall be calculated in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with the related person

5. Not being or having been an auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a significant shareholder, person with controlling power, or partner of the audit firm which employs the auditor of the Company, its parent company,

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subsidiary, associate company, majority shareholder, or person of controlling power, except where such relationship has terminated not less than two years.

6. Not being or having been a provider of professional services, including legal advisory services or financial advisory services earning a service fee of more than THB 2 million per year from the Company, its parent company, subsidiary, associated company, majority shareholder, or person with controlling power, and not being a significant shareholder, person with controlling power, or partner of such provider of professional services, except where such relationship has terminated not less than two years
7. Not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a major shareholder.
8. Not undertaking any business of the same nature and in significant competition with that of the Company or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, hired worker, adviser earning regular monthly salary, or holding more than one percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with that of the Company or its subsidiary.
9. Not being a director assigned by the Board of Directors to make decisions regarding business operations of the Company, its parent company, subsidiary, associated company, majority shareholder, or person with controlling power.
10. Not being a director of parent company, subsidiary or same-level subsidiary, which are listed companies.
11. Having other complete and appropriate qualifications required by the law or in accordance with the requirements of government agencies.
12. Not having any other characteristics that could cause the independent directors to express their independent opinion about business operations of the Company.



## Profiles and Work Experience of the proposed primary Auditors for the Year 2025

### **General Information**

Name- Surname: Mrs. Kunlapee Piyawannasuth  
Certified Public Accountant 6137  
(Thailand) No. :  
Education: Master's degree in accounting, Chulalongkorn University  
Bachelor's degree in accounting, Chulalongkorn University  
Workplace: EY Office Limited  
Position: Partner

### **Work Experience:**

Ms. Kulrapee Piyawansut is a licensed auditor recognized by the Federation of Accounting Professions in Thailand and the Securities and Exchange Commission of Thailand. She holds a bachelor's degree in Accounting from Chulalongkorn University and a master's degree in Accounting from the same institution. Currently, Ms. Kulrapee has over 25 years of experience in auditing with EY Office Limited, providing audit services to listed companies on the Stock Exchange of Thailand and their subsidiaries, including those of leading global companies established in Thailand. She also has extensive experience in auditing across various industries, such as manufacturing, aviation, hospitality, services, public utilities, and distribution.

Relationship or Conflict of Interest with The Company / -None-  
its subsidiaries / Executives /Major Shareholders or  
any related persons:

Illegal Record: -None-

Shareholding Proportion: -None-

Number of Years in Auditing for the Company: 1 year (2024)

Contact: EY Office Limited  
33 rd Floor, Lake Rajada Office Complex, 193/136-137  
Rajadapisek Road, Klongtoey, Bangkok 10110  
Telephone 02-264-9090 ext 77047 Fax 02-264-0789

**Information of Independent Directors for Appointment as Proxy**

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	53	No conflict of interest in all proposed agendas	999/9 The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 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	55		
3. Ms. Chataya Supanpong	Independent Director	46		
4. Mr. Warathorn Wongsawangsi	Independent Director, Member of the Audit Committee	42		

**Remarks:** Details of profiles of the independent directors appear in the 2024 Annual Report (Form 56-1 One Report).

The Company's Articles of Association in relation to the Shareholders' Meeting

**Section 5**

**Board of Directors**

15. The company will have a board of directors to conduct the company's affairs comprising at least five (5) people but not exceeding twelve (12) people, and at least one-half (1/2) of all directors are required to have domiciles in the Kingdom of Thailand.
- Company directors can either be or not be company shareholders.
16. Shareholder meetings are to elect company directors according to the criteria and procedure as follows:
- (1) Each shareholder shall have one vote per one share.
  - (2) Each shareholder shall exercise all of one's voting rights to elect the persons nominated for directors, one at a time or several people to become directors. However, in electing several people to serve as directors, votes cannot be divided by any amount for any particular person.
  - (3) Persons who receive the greatest number of votes in descending order are to be elected to become directors according to the number of directors that should exist or should be elected on the given occasion. In cases where subsequent persons elected receive equal votes and will exceed the number of directors to exist or to be elected on the occasion, the meeting chairman will cast the deciding vote.
17. At every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number cannot be divided into three (3) parts exactly, the number nearest to one-third shall retire. The directors retiring from office in the first year and second year after the registration of the Company shall be selected by drawing lots. In every subsequent year, the directors who have been in office longest shall retire. A retiring director may be re-elected.
18. In addition to leaving office according to term, a director will be removed from office in the event of the following:
- (1) Death.
  - (2) Resignation.
  - (3) disqualification or possessing the prohibitions characteristics prohibited by public limited laws and securities exchange and Public laws.
  - (4) removal by a resolution of the meeting of shareholders passed under Clause 20;
  - (5) Court order for removal.
19. If a director wishes to resign from office, the director is to present a resignation form to the company. The resignation will be effective beginning from the date the resignation form reaches the company.
- Directors who resign in the first paragraph may also notify their resignations to the registrar.
20. A shareholder meeting may pass a resolution to remove any director from office before the completion of the director's term by at least three-fourths (3/4) of the number of shareholders attending the meeting who are eligible to vote and the

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shares together amount to at least one-half (1/2) of the total number of shares held by shareholders attending the meeting who are eligible to vote

21. In case an office of directors is vacant for reasons other than a retirement by rotation, the board of directors shall elect a person who is qualified and possesses no prohibited characteristics under the laws governing public limited companies and the laws governing securities and exchange as a replacement director at the next board of directors' meeting, unless the remaining term of the former director is less than two (2) months. The replacement director shall hold office only for the remaining term of office of the director whom he/she replaces.

The resolution of the board of directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the number of remaining directors.

22. Company directors are entitled to receive directors' remunerations from the company in the form of monetary awards, meeting attendance fees, pensions, bonuses or other remunerations as considered and voted on by a shareholder meeting by at least two-thirds (2/3) of the total number of votes of shareholders attending the meeting. Otherwise, directors' remunerations can also be set to a fixed figure or specified according to special criteria or specified occasionally or to remain in effect until a shareholder meeting passes a resolution to change them. In addition, company directors are entitled to receive various pensions and benefits according to the company's regulations.

## **Section 6**

### **Meeting of Shareholders**

31. The Board of Directors must hold an ordinary general shareholder meeting within four (4) months after the end of each of the company's accounting year.

Other shareholder meetings aside from the first paragraph are to be known as special meetings, and the board may hold special shareholder meetings at any time as deemed fitting.

Shareholder meetings may be conducted electronically according to the provisions of the laws governing electronic meetings. In cases where an electronic shareholder meeting is held, actions have to occur according to the criteria and procedure set by the law and in line with the information security standards stipulated by the law.

One or several shareholders whose combined shares total at least ten (10) percent of the total distributed shares may sign their names together in a letter to request for the board of directors to hold a special shareholder at any time. However, they must state the matter and reason for requesting for the meeting clearly in the aforementioned letter. In these cases, the board of directors must hold a shareholder meeting within forty-five (45) days from the date of receiving the shareholders' letter.

In cases where the board of directors does not hold a meeting within forty-five (45) days from the date of receiving the shareholders' letter, the shareholders who signed their names together or other shareholders together who combine to

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have the required number of shares may hold a meeting on their own within forty-five (45) days after the completion of the forty-five (45) day period during which the board of directors was required to hold the shareholder meeting. In doing so, the shareholders summoning the meeting may send meeting invitation letters electronically, and if the shareholders have stated their intention or consent to the company or the board of directors according to the legal criteria, such shareholder meetings will be deemed to be meetings summoned by the board of directors, and the company must take responsibility for the essential expenses in holding the meeting and provide appropriate conveniences.

If it appears that a shareholder meeting summoned by the shareholders in the fifth paragraph on any occasion does not have the required number of shareholders present at the meeting to form the meeting quorum according to Clause 33, the shareholders in the fifth paragraph must jointly take responsibility for paying compensation for the expenses involved in holding the meeting to the company.

32. At a meeting of shareholders, the board of directors is to create a meeting invitation letter that states the place, date and time and the agendas of the meeting along with the matters to be proposed to the meeting accompanied by appropriate details by clearly stating whether the matters are proposed for acknowledgement, authorization or consideration, whatever the case may be, as well as the opinions of the board of directors regarding each matter. Then the letter has to be delivered to shareholders and the registrar for acknowledgement by at least seven (7) days ahead of the meeting date. In doing so, an advertisement of the meeting appointment date must be made in a newspaper by at least three (3) days ahead of the meeting date for at least three (3) consecutive days. In doing so, the company may advertise through electronic media according to the legal criteria.

The meeting location can be the province where the company's head office is located or another location as specified by the board of directors. In holding any shareholder meeting electronically, the head office of the company will be considered to be the place of the meeting.

33. During a shareholder meeting, the number of shareholders and proxies appointed by shareholders (if any) must attend the meeting by at least twenty-five (25) percent or by at least one-half (1/2) of the total number of shareholders, and the total number of shares must equal at least one-third (1/3) of the total number of distributed shares in order to form the meeting quorum.

If it appears at any shareholder meeting that up to one (1) hour has already passed since the appointed time and the number of shareholders attending the meeting is not enough to form a meeting quorum as stated in the first paragraph, if it appears that the shareholder meeting was requested to be held by shareholders, the meeting will be cancelled. On the other hand, if the shareholder meeting was not a meeting held upon request by shareholders, a new meeting is to be scheduled, and, in such cases, a meeting invitation letter must be delivered to shareholders by at least seven (7) days ahead of the meeting date. For this second meeting, it is not necessary to form a meeting quorum.

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34. Shareholders may appoint proxies to vote on their behalf. Proxy appointments must be done in writing with the signature of the persons appointing proxies, and these letters must be submitted to the chairman of the board or a person appointed by the chairman of the board at the meeting location before proxies can attend the meeting.

Proxy appointment letters are to follow the form specified by the registrar, which must include at least the following information:

- (1) The number of shares held by the proxy appointer.
- (2) The name of the proxy.
- (3) The number, date and time of the meeting for which the proxy appointment is made for attendance and voting.

In voting, the proxy has equal votes to the total shares held by the proxy appointers, unless the proxy declared to the meeting ahead of time that the proxy would vote on behalf of only some proxy appointers by stating the names of the proxy appointers and the number of shares held by the proxy appointers.

Shareholders appointing the proxy must appoint only a single proxy to attend the meeting and vote on their behalf and cannot divide their shares to multiple proxies to split their votes.

In cases where a proxy is appointed, both shareholders and non-shareholders who are appointed to serve as the proxy have the right to vote according to the number of votes they received from the proxy appointment, beyond the personal votes in cases where the proxy is a shareholder. Proxy appointments in the first paragraph can be done electronically by using a safe and reliable method to ensure that the proxy appointment is done by shareholders and complies with the requirements of the law.

35. The chairman of the board will chair shareholder meetings. If the chairman of the board is absent from the meeting or cannot perform duties, the vice president will chair the meeting. If the vice president does not exist or exists but is absent from the meeting or cannot perform duties, the meeting can choose a shareholder attending the meeting in person to serve as the meeting chairman.

36. In casting votes at a shareholder meeting, one (1) share will equal one (1) vote, and if a shareholder holds a special stake in any matter, the shareholder will not be eligible to vote in the matter. Aside from voting for the appointment of directors and shareholder meeting resolutions, votes must comprise the following:

- (1) In normal cases, the majority of votes of shareholders who are attending and voted in the meeting will be adhered to. If votes are evenly split, the chairman will cast one additional deciding vote.
- (2) In the following cases, resolutions are to be passed by at least three-fourths (3/4) of the total number of votes of shareholders attending the meeting who are eligible to vote:
  - (2.1) Sale or transfer of all or a significant part of the ownership of the company to a third party.
  - (2.2) Acquisition or transfer receipt of the ownership of another private company or public company to belong to the company.

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- (2.3) Creation, amendment or termination of contracts relating to the leasing of all of a significant part of the company's business; assigning third parties to manage the company's business; or entering into a business merger with other parties for the purpose of sharing profits and losses.
  - (2.4) Amendments to the company's memorandum of association or regulations.
  - (2.5) Increase or decrease in the company's registered capital. (2.6) Abolishment of the company.
  - (2.7) Issuance of company bonds.
  - (2.8) Business merger between the company and another company.
  - (2.9) Other actions which the law stipulates to require at least three-fourths (3/4) of the total number of votes of shareholders attending the meeting who are eligible to vote.
37. The matters for which annual general shareholder meetings may be summoned are as follows:
- (1) acknowledgement of reports of the board of directors that demonstrate the company's performance in the past year;
  - (2) consideration of approval of the balance sheets and income statements;
  - (3) consideration of approval of allocation of profits and payment of dividends;
  - (4) consideration of election of new directors to replace those leaving office according to term;
  - (5) consideration of specification of directors' remunerations;
  - (6) consideration of appointment of auditors and specification of audit fees; and
  - (7) other matters.

## **Section 7**

### **Accounts, Finance, and Audit**

38. The company's accounting year starts on 1 January and ends on 31 December of each year.
39. The Company must prepare and maintain an accounting book and undergo audits according to the specifications of related laws and prepare a balance sheet and an income statement by at least once every twelve (12) months, which is the company's accounting year.
40. The board of directors must arrange for the creation of a balance sheet and an income statement for as of the end of the company's accounting year to present to an annual general shareholder meeting for consideration of approval, and the board of directors must arrange for an auditor to fully audit the balance sheet and income statement before presenting them to the shareholder meeting.
41. The board of directors shall send the following documents to the shareholders together with the notice of the annual general meeting:
- (1) copy of the audited balance sheet or statement of financial position, and the profit and loss account, together with the auditor's report.

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(2) An annual report of the board of directors, together with supporting documents.

42. The auditor must not be a director, employee, worker or any person having any duty or position in the company.
43. The auditor has the power to audit accounts, documents and other evidence related to income and expenses and the company's assets and liabilities during the company's business hours. In doing so, the auditor has the power to ask questions to any director, employee, worker or person having any duty or position of the company, including the company's representatives, and to require the aforementioned persons to explain facts or submit documents or evidence related to the company's business operation.
44. The auditor has the duty to attend every company shareholder meeting in which the balance sheet, income statement and accounting problems of the company are discussed in order to provide explanations about the audit to shareholders, and the company is required to deliver to the auditor all reports and documents of the company that shareholders are entitled to receive during the shareholder meeting.

## **Section 8**

### **Dividends and Financial Reserves**

45. Dividends are not allowed to be paid from other types of funds aside from profits, and whenever the company has accumulated losses, the company is not allowed to pay dividends.  
  
Dividends are to be paid according to the number of shares held by an equal amount per share, except in cases where the company issued preferred shares and specified for preferred shares to receive different dividends from the ordinary shares, in which case dividends are to be allocated according to the specifications. Dividend payments require the authorization of a shareholder meeting.  
  
The board of directors may pay inter-period dividends to shareholders occasionally when it is observed that the company has sufficient profits for it to be appropriate to do so. In addition, after paying inter-period dividends, the company must report the dividend payment to shareholders for acknowledgement at the next shareholder meeting.  
  
Dividend payments are to be completed within one (1) month after the date on which a shareholder meeting or a board meeting passed a resolution for the payments, whatever the case may be. In doing so, a notification letter must be sent to shareholders and an advertisement of the dividend payment must be made in a newspaper for at least three (3) days consecutively.
46. The company must allocate a portion of its annual net profits as reserve capital by at least five (5) percent of its annual net profits, less the accumulated losses carried over (if any) until the reserve capital amounts to at least ten (10) percent of the registered capital.



## **Proxy Forms (Proxy Form A, Form B, and Form C)**

- |                             |   |
|-----------------------------|---|
| Attachment 8.1 proxy form A | is general proxy form, simple to use.   |
| Attachment 8.2 proxy form B | is proxy form that detailed authorization of each agenda item thoroughly, clearly, and fixedly.   |
| Attachment 8.3 proxy form C | is specific form used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody. |

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ปิดอากรแสตมป์ 20 บาท  
Affix stamp duty of THB 20

## หนังสือมอบฉันทะ (แบบ ก.) Proxy Form A

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I / We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Residing at Road Tambol / Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ธนจิรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

Being a shareholder of Tanachira Retail Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amount of.....shares and having the right to vote equal to.....votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share.....shares and having the right to vote equal to.....votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share.....shares and having the right to vote equal to.....votes

(3) ขอมอบฉันทะให้

Hereby appoint

.....อายุ.....ปี อยู่บ้านเลขที่.....

age years Residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol / Khwaeng Amphur / Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

(4) กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

นายกิตติพล ปรามิข ณ อยุธยา อายุ 53 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ

# TANACHIRA

Mr. Kittipol Pramoj Na Ayudhya, 53 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or

- นางพีรมาณ วรณพันธุลักษณะ อายุ 55 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ

Mrs. Peeramarn Warunpantulak, 55 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or

- นางชัชฎา สุพรรณพงศ์ อายุ 44 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ

Mrs. Chataya Supanpong, 44 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330

- นายวราธร วงศ์สว่างศิริ อายุ 42 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330

Mr. Warathorn Wongsawangsi, 42 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 30 เมษายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2025 Annual General Meeting of Shareholders on 30 April 2025 at 2.00 p.m. through electronic conference (E-AGM), or such other date and time as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ / Signed ..... ผู้มอบฉันทะ / Grantor  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

## **หมายเหตุ / Remarks**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Shareholders who grant proxies must appoint only one proxy to attend the meeting and cast votes on their behalf. It is not permitted to allocate shares among multiple proxies for separate voting.

# TANACHIRA

ปิดอากรแสตมป์ 20 บาท  
Affix stamp duty of THB 20

## หนังสือมอบฉันทะ (แบบ ข.) Proxy From B

เขียนที่ .....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I / We Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Residing at Road Tambol / Khwaeng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ทรนจิรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

Being a shareholder of Tanachira Retail Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

1)..... อายุ..... ปี อยู่บ้านเลขที่.....

age years Residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code or

4) กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

# TANACHIRA

- นายกิตติพล ปราโมช ณ อยุธยา อายุ 53 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ  
Mr. Kittipol Pramroj Na Ayudhya, 53 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- นางพีรมาณ วรณพันธุลักษณ์ อายุ 55 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ  
Mrs. Peeramarn Warunpantulak, 55 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or
- นางชัชชยา สุพรรณพงษ์ อายุ 44 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ  
Mrs. Chataya Supanpong, 46 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330
- นายวราธร วงศ์สว่างศิริ อายุ 42 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ  
Mr. Warathorn Wongsawangsi, 42 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 30 เมษายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2025 Annual General Meeting of Shareholders on 30 April 2025 at 2.00 p.m. through electronic conference (E-AGM), or such other date and time as the Meeting may be adjourned.

- (4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I / we grant my/our proxy to consider and vote on my/our behalf as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2567

**Agenda 1 To consider and certify the minutes of the 2024 Annual General Meeting of Shareholders**

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท ในรอบปี 2567

# TANACHIRA

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

**\*\*ไม่ต้องออกเสียงลงคะแนนในวาระนี้ เนื่องจากเป็นวาระเพื่อทราบ\*\***

**This agenda item is to acknowledge; therefore, no voting is required.**

- วาระที่ 3 พิจารณานุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2567

**Agenda 3 To consider and approve the audited financial statements for the year ended 31 December 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
**(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.**

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

**(b) The proxy shall have the right to vote according to my/our instruction as follows:**

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและจ่ายปันผลสำหรับผลประกอบการ ประจำปี 2567

**Agenda 4 To consider and approval the allocation of profits as legal reserve and payment dividends of the year 2024**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
**(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.**

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

**(b) The proxy shall have the right to vote according to my/our instruction as follows:**

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

**Agenda 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
**(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.**

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

**(b) The proxy shall have the right to vote according to my/our instruction as follows:**

- การแต่งตั้งกรรมการทั้งหมด

# TANACHIRA

## The appointment of all nominated directors

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

## การแต่งตั้งกรรมการเป็นรายบุคคล

### The appointment of individual nominated directors as follows:

#### 5.1 ชื่อกรรมการ นายนิติพันธ์ พันธุ์วิโรจน์

5.1 Name of Director: Mr. Nitiphan Phanwiroj

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

#### 5.2 ชื่อกรรมการ นายณัฐสร บุญนอม

5.2 Name of Director: Mr. Nathasorn Boontanorm

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

#### 5.3 ชื่อกรรมการ นายวุฒิ ศรีขำ

5.3 Name of Director: Mr. Wutt Srikham

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2568

### Agenda 6 To consider and approve the determination of the remuneration of directors for the year 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

#### (b) The proxy shall have the right to vote according to my/our instruction as follows:

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2568

### Agenda 7 To consider and approve the appointment of auditors and the determination of audit fee for the year 2025

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

#### (b) The proxy shall have the right to vote according to my/our instruction as follows:

- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง

# TANACHIRA

Approve

Disapprove

Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

**(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.**

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

**(b) The proxy shall have the right to vote according to my/our instruction as follows:**

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy on any agenda item which is not in accordance with my/our voting intention expressed in this Form of Proxy shall be invalid and shall not be regarded as the vote in my/our capacity as the shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I/we have not specified my/our voting intention on any agenda item or not clearly specified or in the case that the meeting considers or passes resolutions on any matters other than those specified above, including in the case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem it appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act(s) performed by the proxy at the meeting, it shall be deemed that such act(s) had been done by me in all respects except for the vote of the proxy which is not in accordance with my/our voting intentions expressed in this Proxy Form.

ลงชื่อ / Signed.....ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / Proxy

(.....)



# TANACHIRA

## หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. วาระแต่งตั้งกรรมการสามารถแต่งตั้งกรรมการทั้งชุดหรือแต่งตั้งกรรมการเป็นรายบุคคล

In the agenda item regarding appointment of new directors, the whole set of nominated directors, or any individual nominated directors, can be appointed.

3. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข ตามแนบ

In the case that there are agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form B attached herewith to specify the additional agenda item(s).

# TANACHIRA

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข

Attachment of Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ธนจิรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันที่ 30 เมษายน 2568 เวลา 14.00 น. ในรูปแบบ

การประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวันและเวลาอื่นด้วย

At the 2025 Annual General Meeting of Shareholders on 30 April 2025 at 2.00 p.m. through electronic

conference (E-AGM), or such other date and time as the Meeting may be adjourned.

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งออกเสียง

Approve

Disapprove

Abstain

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งออกเสียง

Approve

Disapprove

Abstain

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

# TANACHIRA

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain

วาระที่.....เรื่อง.....

Agenda                                  Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain

วาระที่.....เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda                                  Approve of the appointment of directors (continued)

ชื่อกรรมการ.....

Name of Director

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain

ชื่อกรรมการ.....

Name of Director

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve                  Disapprove                  Abstain

วาระที่.....เรื่อง.....

Agenda                                  Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง



# TANACHIRA

ปิดอากรแสตมป์ 20 บาท  
Affix stamp duty of THB 20

## หนังสือมอบฉันทะ (แบบ ค.) Proxy From C

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I / We

Nationality

สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....

residing at Road Tambol / Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (custodian) ให้กับ.....

Acting as the Custodian for.....

ซึ่งเป็นผู้ถือหุ้นของบริษัท ธนจิรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

Being a shareholder of Tanachira Retail Corporation Public Company Limited.

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares and having the right to vote equal to votes

(2) ขอมอบฉันทะให้

Hereby appoint

1).....อายุ.....ปี อยู่บ้านเลขที่.....

age years Residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol / Khwaeng Amphur / Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

2) กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

นายกิตติพล ปราโมช ณ อยุธยา อายุ 53 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ

# TANACHIRA

Mr. Kittipol Pramoj Na Ayudhya, 53 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or

- นางพีรมาณ วรุณพันธุ์ลักษณ์ อายุ 55 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ

Mrs. Peeramarn Warunpantulak, 55 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330, or

- นางชัชชยา สุพรรณพงศ์ อายุ 44 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ

Mrs. Chataya Supanpong, 46 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330

- นายวราธร วงศ์สว่างศิริ อายุ 42 ปี เลขที่ 999/9 อาคารดิ ออฟฟิศเสส แอท เซ็นทรัลเวิลด์ ห้องเลขที่ โอเอฟเอ็มเอช 2807 และ โอเอฟเอ็มเอช 2812 ชั้น 28 ถนนพระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330

Mr. Warathorn Wongsawangsi, 42 years, The Offices at Central World, Room OFMH 2807 & 2812, 28th floor 999/9 Rama 1 Rd, Pathumwan, Bangkok 10330

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 30 เมษายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2025 Annual General Meeting of Shareholders on 30 April 2025 at 2.00 p.m. through electronic conference (E-AGM), or such other date and time as the Meeting may be adjourned.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant proxy according to the total number of shares held and having the right to vote

- มอบฉันทะบางส่วน คือ

To grant proxy in partial portions:

- หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares and having the right to vote equal to votes

- หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares and having the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total entitled vote..... votes

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

# TANACHIRA

**วาระที่ 1** พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2567

**Agenda 1** To consider and certify the minutes of the 2024 Annual General Meeting of Shareholders

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve \_\_\_\_\_ Votes    Disapprove \_\_\_\_\_ Votes    Abstain \_\_\_\_\_ Votes

**วาระที่ 2** รับทราบรายงานผลการดำเนินงานของบริษัท ในรอบปี 2567

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

**\*\*ไม่ต้องออกเสียงลงคะแนนในวาระนี้ เนื่องจากเป็นวาระเพื่อทราบ\*\***

**This agenda item is to acknowledge; therefore, no voting is required.**

**วาระที่ 3** พิจารณานุมัติงบการเงินประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2567

**Agenda 3** To consider and approve the audited financial statements for the year ended 31 December 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve \_\_\_\_\_ Votes    Disapprove \_\_\_\_\_ Votes    Abstain \_\_\_\_\_ Votes

**วาระที่ 4** พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมายและจ่ายปันผลสำหรับผลประกอบการ ประจำปี 2567

**Agenda 4** To consider and approval the allocation of profits as legal reserve and payment dividends of the year 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

# TANACHIRA

Approve \_\_\_\_\_ Votes      Disapprove \_\_\_\_\_ Votes      Abstain \_\_\_\_\_ Votes

- วาระที่ 5** พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

**Agenda 5** To consider and approve the appointment of directors to replace those who are due to retire by rotation

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:

- การแต่งตั้งกรรมการทั้งหมด

**The appointment of all nominated directors**

- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve \_\_\_\_\_ Votes      Disapprove \_\_\_\_\_ Votes      Abstain \_\_\_\_\_ Votes

- การแต่งตั้งกรรมการเป็นรายบุคคล

**The appointment of individual nominated directors as follows:**

5.1 ชื่อกรรมการ นายนิติพันธ์ พันธุ์วิโรจน์

5.1 Name of Director: Mr. Nitiphan Phanwiroj

- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve \_\_\_\_\_ Votes      Disapprove \_\_\_\_\_ Votes      Abstain \_\_\_\_\_ Votes

5.2 ชื่อกรรมการ นายณัฐสร บุญอนอม

5.2 Name of Director: Mr. Nathasorn Boontanorm

- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve \_\_\_\_\_ Votes      Disapprove \_\_\_\_\_ Votes      Abstain \_\_\_\_\_ Votes

5.3 ชื่อกรรมการ นายวุฒิ ศรีขำ

5.3 Name of Director: Mr. Wutt Srikham

- เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve \_\_\_\_\_ Votes      Disapprove \_\_\_\_\_ Votes      Abstain \_\_\_\_\_ Votes

- วาระที่ 6** พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2568

**Agenda 6** To consider and approve the determination of the remuneration of directors for the year 2025

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร



# TANACHIRA

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve \_\_\_\_\_ Votes      Disapprove \_\_\_\_\_ Votes      Abstain \_\_\_\_\_ Votes

**วาระที่ 7** พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2568

**Agenda 7** To consider and approve the appointment of auditors and the determination of audit fee for the year 2025

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve \_\_\_\_\_ Votes      Disapprove \_\_\_\_\_ Votes      Abstain \_\_\_\_\_ Votes

**วาระที่ 8** พิจารณาเรื่องอื่น ๆ (ถ้ามี)

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve \_\_\_\_\_ Votes      Disapprove \_\_\_\_\_ Votes      Abstain \_\_\_\_\_ Votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the proxy on any agenda item which is not in accordance with my/our voting intention expressed in this Form of Proxy shall be invalid and shall not be regarded as the vote in my/our capacity as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

# TANACHIRA

In the case that I/we have not specified my/our voting intention on any agenda item or not clearly specified or in the case that the meeting considers or passes resolutions on any matters other than those specified above, including in the case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem it appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act(s) performed by the proxy at the meeting, it shall be deemed that such act(s) had been done by me in all respects except for the vote of the proxy which is not in accordance with my/our voting intentions expressed in this Proxy Form.

ลงชื่อ / Signed ..... ผู้มอบฉันทะ / Grantor  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

## หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

The Proxy Form C shall be applicable only for the shareholders in the share register book as foreign investors appointing a Custodian in Thailand.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

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. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and not split the number of shares to several proxies for splitting votes.

4. วาระเลือกตั้งกรรมการสามารถแต่งตั้งกรรมการทั้งชุดหรือแต่งตั้งกรรมการเป็นรายบุคคล

In the agenda item regarding appointment of new directors, the whole set of nominated directors, or any individual nominated directors, can be appointed.

# TANACHIRA

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In the case that there are agenda items other than those specified above, the grantor of the proxy shall use the Attachment to Proxy Form C attached herewith to specify the additional agenda item(s).

# TANACHIRA

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ก.

## Attachment of Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ธนจิรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันที่ 30 เมษายน 2568 เวลา 14.00 น. ในรูปแบบ  
การประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวันและเวลาอื่นด้วย

At the 2025 Annual General Meeting of Shareholders on 30 April 2025 at 2.00 p.m. through electronic  
conference (E-AGM), or such other date and time as the Meeting may be adjourned.

วาระที่.....เรื่อง.....

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she  
deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve.....Votes      Disapprove.....Votes      Abstain.....Votes

วาระที่.....เรื่อง.....

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she  
deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve.....Votes      Disapprove.....Votes      Abstain.....Votes

วาระที่.....เรื่อง.....

Agenda

Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she  
deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to vote according to my/our instruction as follows:



# TANACHIRA

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve \_\_\_\_\_ Votes      Disapprove \_\_\_\_\_ Votes      Abstain \_\_\_\_\_ Votes

วาระที่ ..... เรื่อง .....

Agenda

Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to vote according to my/our instruction as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง

Approve \_\_\_\_\_ Votes      Disapprove \_\_\_\_\_ Votes      Abstain \_\_\_\_\_ Votes

## Regulation for attending the 2025 Annual General Meeting of Shareholders via electronic meeting

According to policy of Securities and Exchange Commission about principle for shareholder meeting of registered company, dated 19 February, 1999 which intends for listed companies to have guideline for good governance which will help develop confident to shareholders, investors, and all related parties, as well as conducting shareholders' meeting in conformance with transparency, fairness, and benefit to shareholders, the Company has resolved to conduct review of documents and evidence to identify shareholdership or oneself as a proxy of shareholder who have the right to attend the meeting for shareholders to perform accordingly. Due to some shareholders may be unfamiliar with principle of shareholders' meeting, the Company reserves right for lessen the presentation of documents or evidences to identify shareholdership or oneself as a proxy of shareholders as deemed appropriate.

### **Attend via electronic meeting system (IR Plus AGM)**

The Company will begin opening the system for joining the general shareholder meeting before the meeting starts at 1:00 p.m. onwards. The meeting will be held on 30 April 2025, at 2:00 p.m. via the electronic system (e- AGM), provider of IR Plus AGM, e-Shareholder Meeting management systems, broadcast from the Meeting Room 38<sup>th</sup> Floor, 999/9 the Offices at Central World, Room OFMH 3801 Rama 1 Road, Pathumwan, Bangkok 10330 The meeting was held via electronic system only. And there will be no preparation of a venue/meeting room to accommodate shareholders in any way.

**For individual shareholders who are Thai nationals** it is required that, prior to the Shareholders' Meeting, they verify and authenticate their identity in accordance with government identification standards. Additionally, they must install the application to participate in the meeting via electronic means. This includes identity verification and voting through the IR Plus AGM system. Shareholders may follow the steps outlined below:

- Shareholders with the right to attend the meeting are the Company's shareholders whose names appear on 14 March 2025, which is the date for determining shareholders' rights to attend the meeting and vote ( Record Date) as specified. and announced in the Stock Exchange of Thailand only
- In order for the meeting to proceed smoothly When you wish to join an E-Meeting by registering for the E-Meeting and receiving confirmation of attending the E-Meeting from the system, your voting must be done through the application system. IR Plus AGM only

### **IR Plus AGM application and verifying your identity (KYC)**

IR Plus AGM application The company provides a meeting channel through the IR Plus AGM application system. Shareholders/proxies who wish to attend the meeting through the IR Plus AGM application system can install the application. You can search for the name IR Plus AGM through the Google Play Store for Android and the App Store for iOS.

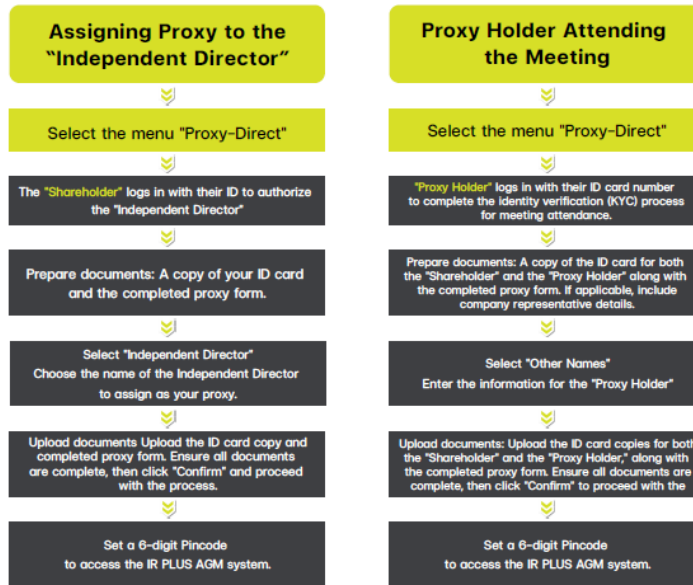
# TANACHIRA

## Conduct identity verification ( KYC )

Before participating in the E-Meeting meeting , shareholders/proxies (In the case of having a proxy) identity verification ( KYC ) must be performed through the IR Plus AGM application system that has been installed. By filling in the personal information as shown on the screen completely and correctly. And prepare various documents as specified in the IR Plus AGM application, including ID card or copy of ID card. and proxy (In case of proxy) Meeting invitation letter must be complete. and take a photo to confirm your identity As specified by the IR Plus AGM application, the system will then send a One TimePassword (“OTP”) to the shareholder's mobile phone number. /proxy has been provided in the system In order to confirm the identity of shareholders/proxies in the E-Meeting, the IR Plus AGM application system will open the system for shareholders/proxies to do KYC starting on 11 April 2025 time. 10.00 a.m. to 24 April 2025 For shareholders who wish to appoint a proxy to an independent director, complete KYC starting on 11 April 2025 time. 10.00 a.m. until 24 April 2025 in order to be ready to register to attend the meeting on the meeting day.



### Steps for Shareholders / Proxy Holders to Verify Identity (KYC) through the IR PLUS AGM System



On the meeting day, shareholders/proxy holders log in to the IR PLUS AGM system and enter the 6-digit Pincode to register for the meeting.



Contact Us  
Add us  
on Line



@irplusagm

Call Center : 02-022-6200 Ext. 2  
e-mail : irplus.agm@irplus.in.th



# TANACHIRA

## Check the correctness of the information and documents through the IR Plus AGM application

Shareholder/Proxy Agree and acknowledge that the Company has the right to verify its authenticity. and the completeness of the information and documents that you have provided. In the event that the Company has examined the documents and information that you have provided above and found that Such documents and information are true, accurate and complete. The company will approve and notify you of the successful identification results via the IR Plus AGM application so that you can set a password ( Pin Code) for joining the meeting via the IR Plus AGM application yourself for your convenience. Safety of personal information and to preserve your rights Please keep the said password (Pin Code) secret and do not disclose it to anyone else. In the case where the company has checked the information and found that The information is incorrect, incomplete or false. The company will request additional documents. To confirm your identity or correctness or may proceed to refuse registration, as the case may be in which such refusal Shareholder/Proxy Confirmation of rights to attend the meeting through the IR Plus AGM application is not possible, but this will not disqualify you from attending the meeting at the meeting location.

## Attending meetings and voting through the IR Plus AGM application system

- the KYC has been done and the shareholder has set a password (Pin Code) by themselves, the shareholder /Proxies can join the meeting via the IR Plus AGM application by scanning the barcode that appears on the meeting invitation letter. Which the securities registrar (Thailand Securities Depository Company Limited: TSD) has delivered to you. Or you can enter your national ID card number in your username. and enter your password (Pin Code)
- IR Plus AGM application system is the exclusive right of shareholders. Therefore, one username cannot be used to log in) IR Plus AGM to attend the meeting at the same time on multiple devices at the same time, therefore giving shareholders / proxies You must use your username (Username) and password (Pin Code) to attend the meeting in person only and the username (Username) and password (Pin Code) will not be assigned to any person.
- In the case where the proxy Accepting proxies from many shareholders The proxy will be able to attend the meeting instead 1 shareholder per 1 device.
- IR Plus AGM application, shareholders / proxies Can vote in advance for every agenda. When starting a meeting or voting on each agenda that is under consideration The votes of shareholders/proxies will be collected when the agenda is closed.
- In counting votes, the company requires that the system cast all votes in favor of agree. And will bring the votes that do not agree Or abstain from voting and deduct from the total votes. Therefore, in the case that the shareholder/proxy wishes will vote “Disagree” or “Abstain from voting”, you must choose one of these

# TANACHIRA

votes. In the case that those who do not choose to vote in any way The system will assume that the shareholder/proxy has voted agree on the said agenda automatically.

- In the event that the shareholder/proxy leaves the meeting system by logging out before closing the vote on any agenda, the shareholder/proxy will not be included in the quorum for that agenda. and the votes of shareholders/proxies will not be counted in that agenda. However, leaving the meeting in the previous agenda The company does not take away the rights of shareholders/proxies to Log in to return to the meeting and vote on the next agenda that is still being considered by the meeting

## Asking questions and express opinions during meetings

- IR Plus AGM application only in case shareholders/proxies have questions or wish to express opinions on any agenda. Shareholders/proxies can select the menu to express their opinions. This is where a microphone icon appears on the screen to ask questions or express opinions. The system will arrange them in order of time according to the requested time to allow you to ask questions or express opinions at the meeting on the said agenda, both audio and video. However, questions or comments must be questions. and/or express opinions related to that agenda only.
- In opening the opportunity to shareholders/proxies Ask questions in the meeting with audio and video. The company reserves the right to stop asking questions or expressing opinions by shareholders/proxies. If such questions or comments are rude, threatening, threatening, obscene, defamatory, or violate any law. or is a violation of the rights of others.
- during the meeting If any shareholder/proxy does anything that disturbs the meeting or causes annoyance to other meeting attendees. The company reserves the right to take any action. To suppress actions that disturb the meeting or cause annoyance to other meeting participants.

## Personal information

- Personal data means information about an individual which enables that individual to be identified. Whether directly or indirectly, but not limited to name, surname, gender, national identification number Passport number, photo, date of birth, nationality, age
- The shareholder/proxy agrees to allow the company to collect. and process your personal data to carry out rights verification and confirm your identity according to the objectives specified by law related to the meeting
- The company will keep such personal information for the period specified by law, not exceeding 10 years. After that period has elapsed, the company will destroy the information from the system.

# TANACHIRA

## Other requirements

- The content, images and audio of the meeting are the sole intellectual property of the Company. and the company does not allow you to record Modify or disseminate video and audio in meetings. The company reserves the right to take legal action against those who commit such acts.
- In the event that shareholders/proxies use various systems related to the meeting through IR Plus AGM in any way. which does not comply with this specification. or other manuals that the company had provided to shareholders for use in the meeting, causing the company to be damaged in any way Such shareholders/proxies will be liable to pay damages. Various expenses arising from litigation from third parties Including lawsuits filed by the company against shareholders/proxies who commit such acts.
- The company reserves the right to take any action. In the event that shareholders do not agree to comply with these requirements and the Ajarn considers suspending the right to participate in the meeting via the IR Plus AGM application system if during the meeting the shareholders/proxies do not proceed according to the requirements. This edition

## **Guidelines for Appointment of Proxy**

The Company has prepared proxy forms for shareholders who cannot attend the Meeting, shareholders can appoint any person or the independent director of the Company to attend the Meeting and cast the votes on their behalf Pursuant to Announcement of Department of Business Development about defined proxy form (vol. 5), 2007 dated 2 February, 2007, defined format of proxy in subscriber meeting and shareholder meeting of public company limited in 3 formats, which shareholder shall use one of any formats as attached with invitation letter of the meeting.

Form	Description	In case
Form A	General proxy form, simple to use	In case that a shareholder requires a general proxy
Form B	Proxy form that detailed authorization of each agenda item thoroughly, clearly, and fixedly.	In case that a shareholder requires other person or independent director to be a proxy
Form C	Specific form used only if a shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.	Only if a shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.

Shareholders can download Proxy Form A, Form B, and Form C from the Company's website at

<https://www.tanachira.co.th/th/investor-relations/document/shareholder-meetings>

Shareholders who are unable to attend the Company's Shareholder Meeting via Electronic means (E-Meeting) in person can appoint a proxy by following these steps:

# TANACHIRA

1. Complete only one of the Proxy Form. A shareholder who does not appoint the Custodian shall use either Proxy Form A or Form B.
2. Appoint a person or an independent director of the Company as a proxy by filling in the required name and information, or by marking the box in front of the name of an independent director as specified by the Company on the Proxy Form, for only one person to act as a proxy to attend the meeting.
3. Allocation of shares to several proxies to vote in the meeting is not allowed. A shareholder shall authorize the proxy to cast votes equal to the total number of shares held by the shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by foreign investors in accordance with Proxy Form C.
4. Please affix a Baht 20 stamp duty and specify the date of the Proxy Form across such stamp duty. For the convenience of shareholders, the Company has prepared the stamp duty for the proxy.
5. Appointment of a Proxy to Attend the Meeting
  - 5.1 Appointment of Proxy for E-Meeting Attendance on Behalf of the Shareholder

The shareholder or proxy shall proceed with items 1-2 and submit the Meeting Attendance Request Form (E-Request) in advance to receive the username and password for meeting registration, as per the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) outlined in Enclosure 10. and are required to submit the original proxy form and supporting documents to the Company.
  - 5.2 Appointment of an independent director as a proxy to attend the E-meeting on behalf of the shareholder. The shareholder shall proceed with items 1 - 2 and submit the original proxy form and supporting documents to the Company. No additional submission of the Meeting Attendance Request Form (E-Request) is required."
  - 5.3 e-Proxy voting system of Thailand Securities Depository Company Limited (TSD), Thai Individual holders who are member of Investor Portal (IVP) and are verified by NDID (National Digital ID) can utilize the service through IVP. Fund managed by Asset Management Company, and Foreign juristic persons managed by Custodian can utilize the service through e-Proxy for Intermediaries (For more details, please contact TSD : 0 2009 9999)
6. Please send us the original proxy form and supporting documents, with a certified true copy signature, as soon as possible to reach the company before 24 April 2025, through the following channels:
  - 1) E-mail: [companysecretary@tanachira.co.th](mailto:companysecretary@tanachira.co.th) or
  - 2) Postage: Tanachira Retail Corporation Public Company Limited, The Office of Company Secretary, 999/9 The Offices at Central World, Room OFMH 2807 & 2812, 28th floor Rama 1 Rd, Pathumwan, Bangkok 1033

# TANACHIRA

7. In case a shareholder desires to revoke the proxy, they must notify the Company of the revocation in written form prior to the commencement of the meeting.
8. The testimonial in the proxy will ensure that the proxy will act as the shareholder has authorized. If the proxy does not proceed as assigned, shareholders who have suffered damage can exercise their rights to take legal action against the persuaders and proxies.

To ensure the efficient conduct of the 2025 Annual General Meeting of Shareholders via the electronic system, the Company would like to invite shareholders to submit questions regarding the meeting agenda in advance. Shareholders are requested to send questions along with their name, shareholder registration number, telephone number, and email address where they can be contacted.

We kindly request shareholders to inform us of their intention to attend the meeting via the electronic system in advance. This is necessary because the company will utilize the "Username" and "Password" system to register and count votes during the meeting. Therefore, shareholders or proxies are requested to confirm their identity before attending the meeting.

## **Required Documents for Attending the Electronic Conferencing(E-AGM)**

### **1. Natural person**

#### **1.1 Thai Nationality**

- A. Attendance in person: a valid official document issued by government authorities wherein a photograph is shown, e.g. ID card, driving license, or passport. In the case where there has been a change of name and last name, the evidence showing such change must be presented.
- B. Attendance by Proxy:
  - A completed one of proxy form signed by the grantor and the proxy, with THB 20 duty stamp affixed;
  - A copy of an official document issued by government authorities of the shareholder certified by the shareholder; and
  - An official document issued by government authority of the proxy

#### **1.2 Non-Thai nationality**

- A. Certified true copy of passport of shareholder
- B. In case of proxy, certified true copy of passport of shareholder and identification card or passport (in case of foreigner) of proxy holder.

### **2. Juristic person:**

#### **2.1 Juristic Person registered in Thailand**

##### **Attendance in person by an authorized representative**

# TANACHIRA

- A. A copy of the shareholder's affidavit issued by the governmental authority not more than 6 months prior to the date of the Meeting, certified true copy of the Company Affidavit by the person who has authorized to sign on behalf of the juristic person and seal of the juristic person (if any) affixed, and showing that the authorized representative has the authority to act on behalf of the juristic person shareholder.
- B. Certified true copy of identification card or passport (in case of a foreigner) of authorized director(s) who sign(s) proxy form, including identification card or passport (in case of a foreigner) of proxy holder

## Attendance by proxy

- A. A completed one of proxy form signed by the authorized representative of the juristic person shareholder and the proxy, with THB 20 duty stamp and the seal (if any) affixed;
- B. A copy of the shareholder's affidavit issued by the governmental authority not more than 6 months prior to the date of the Meeting, certified by authorized representative and with the seal (if any) affixed and a power of attorney (if any) and showing that person who signs the Proxy Form has the authority to act on behalf of the juristic person shareholder.
- C. A copy of the identification card or passport (if the shareholder is a foreign national) of the authorized director who has signed the proxy letter,
- D. along with a copy of the identification card or passport (if the proxy recipient is a foreign national)

## **2.2 Juristic Person incorporated under a foreign law:**

- A. The affidavit or certificate of incorporation of such juristic person issued by the governmental authority of the country where such juristic person is located and certified by the notary public or the governmental authority issued no more than 1 year prior to the date of this Meeting. Such affidavit or certificate of incorporation must contain the name of the juristic person, the address of the head office, and the name(s) of the authorized person(s) to sign on behalf of the juristic person, any restrictions or conditions of the authorized person(s); and
- B. A copy of identification card or passport (in the case of a foreign national) of the authorized director who has signed the proxy letter, along with a certified true copy of the identification card or passport (in the case of a foreign national) of the proxy recipient.

Any of the above documents that are not original in English must prepare a translation in English attached as well, and the person referring to in such document or the person authorized to act on behalf of such person shall be certified the correct translation.

## **2.3 Shareholders should study the details of the meeting agenda before deciding to appoint a proxy. Shareholder who is foreign investor and has appointed a custodian in Thailand to be their share depository:**

# TANACHIRA

- A. All documents similar to those specified in item 2.2 above;
- B. Power of attorney granted by the shareholder authorizing the custodian to sign the proxy form on his/her behalf; and
- C. Letter certifying that the custodian, who signs the roxy form, is permitted to engage in the custodian business.

## **Voting Procedures and Votes Counting**

### Criteria of Voting

Voting was to be done openly. The chairman of the meeting will recommend shareholders to consider and vote in each agenda. The chairman will ask for each agenda if shareholders agree, disagree, or no vote. The Company shall appoint an intermediary to check ballot and count vote in every agenda both the meeting room and Blockchain AGM Voting system.

- 1 The resolution would consist of the following votes:
  - In ordinary circumstances, the majority of votes cast by shareholders attending the meeting and casting vote would be deemed as a resolution. In the case of a tie, the Chairman of the meeting would cast the final vote.
  - In other circumstances where the law and/or Company's regulations prescribed differently from ordinary circumstances, the proceedings would be in accordance to such prescriptions. The Chairman would inform the shareholders prior to voting on each specific agenda item.
2. For proxy voting, proxies would cast votes as defined by the proxy grantors in proxy forms only.
3. A shareholder having special interest in any matter cannot vote on such matter. The Chairman of the Meeting may request such shareholder to leave the Meeting room during such time.

### Criteria of Votes Counting

In accordance with the Company's Articles of Association item 31 stating that one share represented one vote. The Company would count the votes for agree, disagree, and no vote from the number of attending shareholders or proxies who attend and have the rights to vote. The Company would count ballots via barcode system in the meeting room and use Blockchain AGM Voting system via electronic means (E-AGM)

Before the meeting starts, the Chairman will inform that the Company would count the votes by deducting the disapproval vote, the abstain vote and voided ballot from the total number of votes (shares) present at the meeting and have the voting right. The remaining would be deemed the approval votes. The chairman would inform the Meeting about the voting result of each agenda before continuing to next agenda.

### Vote Casting and Vote Counting via Electronic Means (E-Voting)

1. One share shall have one vote

# TANACHIRA

2. A shareholder attending the meeting in person and proxy must cast the votes in one of the following manners, i.e. approve, disapprove or abstain, and may not split the votes in each agenda item. (except for the proxy who is appointed by the custodian and using Proxy Form C may split the votes in each agenda item.)
3. Before voting on each agenda item, the Chairman will provide an opportunity for shareholders to ask questions or express their opinions on matters related to that agenda item, as deemed appropriate. Shareholders who wish to ask questions or make comments are requested to state their name and surname, along with an indication of whether they are attending in person or representing a proxy, prior to each inquiry or comment.
4. In the case that the grantor has specified the voting instruction in the proxy form, the Company shall record such votes, together with the registration to attend the Meeting of the proxy.
5. For the agenda of appointment of directors who are due to retire by rotation, the Company shall arrange the vote casting for the election of each nominated director individually.
6. The vote counting shall be conducted immediately and shall announce the voting results to the Meeting after the completion of the vote counting for each agenda item.
7. A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
8. In the case of a tied, the Chairman of the Meeting shall have an additional vote as the deciding vote.

To ensure the efficient conduct of the 2025 Annual General Meeting of Shareholders via the electronic system, the Company would like to invite shareholders to submit questions regarding the meeting agenda in advance. Shareholders are requested to send questions along with their name, shareholder registration number, telephone number, and email address where they can be contacted.

We kindly request shareholders to inform us of their intention to attend the meeting via the electronic system in advance. This is necessary because the company will utilize the "Username" and "Password" system to register and count votes during the meeting. Therefore, shareholders or proxies are requested to confirm their identity before attending the meeting.

Remark: In the event of any questions or any problems regarding registration or access to the electronic meeting system, please contact the IR PLUS AGM administrator, the service provider for the Company's meeting system, at telephone number 02-022-6200, extension 2, or via email at [irplus.agm@irplus.in.th](mailto:irplus.agm@irplus.in.th).

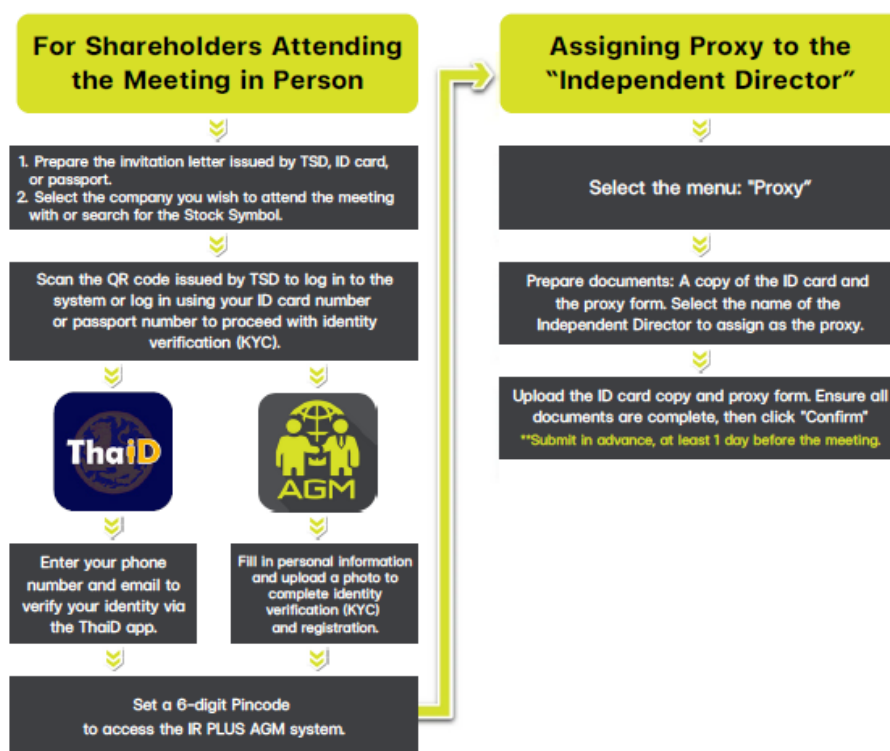


## Guideline for Attending the Electronic Conference (E-AGM)

For the 2025 Annual General Meeting of Shareholders, the Company has engaged Online Asset Company Limited as an electronic meeting organizer via IR Plus AGM. Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:



### Steps for Shareholders / Proxy Holders to Verify Identity (KYC) through the IR PLUS AGM System



On the meeting day, shareholders/proxy holders log in to the IR PLUS AGM system and enter the 6-digit Pincode to register for the meeting.



Contact Us  
Add us  
on Line



@irplusagm

Call Center : 02-022-6200 Ext. 2  
e-mail : irplus.agm@irplus.in.th

# TANACHIRA

Enclosure 11

(Translation)

หนังสือแสดงความประสงค์เข้าร่วมการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ผ่านระบบอิเล็กทรอนิกส์  
Registration form for attending the 2025 Annual General Meeting of Shareholders via electronic means

บริษัท ทรนิจรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

Tanachira Retail Corporation Public Company Limited.

วันที่ 30 เมษายน 2568 เวลา 14:00 น.

30 April 2025 at 2:00 p.m.

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date

Month

Year

(1) ข้าพเจ้า.....สัญชาติ.....

I / We

Nationality

เลขที่บัตรประจำตัวประชาชน.....วัน/เดือน/ปีเกิด.....

Passport Number

Date of Birth

อยู่บ้านเลขที่เลขที่.....ถนน.....ตำบล/แขวง.....

residing at

Road

Tambol / Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur / Khet

Province

Postal Code

เบอร์โทรศัพท์ (ใช้ในการรับหมายเลข OTP ในการลงทะเบียนและ log-in).....

Mobile Phone Number (for receiving two-factor identification)

อีเมล (ใช้ในการรับ username และ password).....

E-Mail (for receiving username & password)

Acting as the Custodian for.....

ซึ่งเป็นผู้ถือหุ้นของบริษัท ทรนิจรา รีเทล คอร์ปอเรชั่น จำกัด (มหาชน)

Being a shareholder of Tanachira Retail Corporation Public Company Limited.

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

Holding the total amount of.....shares and having the right to vote equal to.....votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share.....shares and having the right to vote equal to.....votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share.....shares and having the right to vote equal to.....votes

(2) มีความประสงค์เข้าร่วมการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ผ่านระบบอิเล็กทรอนิกส์ ในวันและเวลาและ วิธีการตามที่ระบุไว้ในหนังสือเชิญประชุม โดยข้าพเจ้าได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขการใช้บริการ IR PLUS AGM ตามเอกสารที่แนบมาด้วย

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

Wish to attend the 2025 Annual General Meeting of Shareholders via electronic mean on the date and time and according to the method specified in the invitation letter for the meeting. I have read and agree to be bound by the terms and conditions of use of IR PLUS AGM service in the attached document.

ลงชื่อ / Signed ..... ผู้ถือหุ้น/ ผู้รับมอบฉันทะ  
Shareholder Proxy  
(.....)

**Privacy Notice in compliance with the Personal Data Protection Act, B.E. 2562 (2019)**

The Company shall certify the following practices in order for shareholders and/or proxies to recognise and comprehend the collection, use, disclosure, and processing of Personal Data in accordance with the Personal Data Protection Act B.E. 2562 (2019);

## **1. Personal Data to be collected**

It is necessary for the Company to collect Personal Data directly from shareholders and/or proxy holders. Personal Data consists of the following:

1.1 Personal Data of shareholders and/or proxy holders e.g., name, family name, identification number, date of birth, gender, shareholder's registration number, number of shares, photograph, video recording in the event.

1.2 Contact information e.g., address, telephone number, email, etc.

In the event of giving authorization, it is necessary for the Company to request for a copy of identification card/passport of authorized persons and/or proxy holders which may contain religion and nationality information. The Company does not wish to collect such sensitive information. The information's owner can conceal it prior to the document submission to the Company, Thailand Securities Depository Office and/or other relevant parties

## **2. Personal Data collection**

A direct collection of Personal Data from the owner will be proceeded as deemed necessary to be in line with clear purposes as mentioned. The Company may collect Personal Data from any other sources, but only in necessity by means prescribed by law.

## **3. Purposes of collection, use and disclosure of Personal Data**

The Company collects, uses, and discloses Personal Data for the following purposes:

3.1 to call for, hold and organize the shareholders' meeting which includes your identity authentication, document transmission, performing any action in order to comply with the resolution of the shareholders' meeting, organizing activities, and sending any newsletter or information offers for the benefit of the shareholders;

# TANACHIRA

3.2 to prepare the minutes of the shareholders' meeting and for your meeting attendance, to protect the security, and to exercise any relevant action as deemed necessary for legitimate interests of the Company and individuals within the limit which you might reasonably have been expected.

Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

#### **4. Your rights as the owner of Personal Data**

As the owner of Personal Data, you have the rights as stipulated in the Personal Data Protection Act, B.E. 2562 (2019), which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

#### **5. Disclosure of personal data to other persons or agencies**

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who work in cooperation with the Company for the compliance of the purposes as mentioned in this notice.

#### **6. Personal Data Retention Period**

The Company will retain your Personal Data under item 1 within the period specified by relevant law and/or as deemed necessary to achieve the purpose under item 3. The Company will later delete and destroy such data. Unless it is necessary to further retain such data as required by relevant law or for the protection of benefits of the Company.

#### **7. Contact Information**

For more details of Personal Data Protection, please contact:

To: Company Secretary

Tanachira Retail Corporation Public Company Limited

999/9 The Offices at Central World, Room OFMH 2807 & 2812, 28th floor

Rama 1 Rd, Pathumwan, Bangkok 10330

Tel : 06-1174-3117, 0-2-264-5081

Email: [companysecretary@tanachira.co.th](mailto:companysecretary@tanachira.co.th)