

(“TRANSLATION”)

No. TG 072 / 2561

30 March 2018

Subject **Schedule for the Extraordinary General Meeting of the Shareholders No. 2/2561**, Land purchased from the connected person and sell in investment of the subsidiary **(Revised)**

Attention The President

The Stock Exchange of Thailand

Enclosure Information on asset disposition of CAZ (Thailand) Co., Ltd

As the Board of Directors of Takuni Group Public Company Limited ("the Company") held the Board of Directors meeting No. 5/2561 on 30 March 2018, the Company would like to inform the resolutions of the Board of Directors' Meeting as follows:

1. To approve Takuni Land Company Limited ("Takuni Land"), **which is 99.99% subsidiary**, to purchase 2 plots of land which located at Soi Navy Charoen Sap, Kanchanapisek Road, Bang Khae District, Bangkok. The land has total area 3 – 0 – 23 rai (1,223 Sq.wa). 2 title deeds no. are 72763 and 72764 from the connected person total of 41,550,000 Baht. In addition, the said 2 land plots with another land plot that Takuni Land has already owned, totaling size approximately 15 Rai, will be developed into residential project for sales.
2. To approve the increase in capital paid up of Takuni Land from 1,000,000, Baht to be 150,000,000 Baht, by issue new ordinary shares 1,490,000 shares with par value of 100 Baht. Total capital increase is 149,000,000 Baht. **The Company will buy all of the increased capital.**
3. To approve the sell in investment of the subsidiary 765,000 shares of Takuni Land to Thanasiri Group Public Company Limited (“Thanasiri Group”), which equals to 51% of total registered and paid up ordinary shares of Takuni Land **(after increased share capital to be 150 Million Baht)** at price of 110 Baht per share. Total value is 84,150,000 Baht.
4. To schedule for the Extraordinary General Meeting of Shareholders No. 2/2561

The Board of Director set the convening of the EGM to be held on Friday, June 1, 2018 at 2.00 pm. at Meeting Room, 3rd Floor, Takuni

Group Plc. 140/1 Kanchanapisek Road, Bangkae, Bang Khae, Bangkok.
10160, consisting of the following;

1. To certify the Minutes of the Annual General Meeting of Shareholders for the year 2017
2. To consider and approve the land purchase from related party
3. Other matters (if any)

The record date for the right to attend the Extraordinary General Meeting of Shareholders No. 2/2561 on May 4, 2018

Please be informed accordingly.

Yours sincerely,

(Ms. Nita Treeweeranuwat)
Vice President

Information Memorandum of Takuni Group Public Company Limited
Acquisition of Assets and a Connected Transaction

The Board of Directors Meeting of Takuni Group Public Company Limited (“the Company”) No. 5/2018 held on 30 March 2018 has approved Takuni Land Company Limited (“Takuni Land”), subsidiary of the Company to buy 2 plots of land which located at Soi Navy Charoen Sap, Kanchanapisek Road, Bang Khae District, Bangkok. The land has total area 3 – 0 – 23 rai (1,223 Square Wah). Number of 2 title deeds are 72763 and 72764. Also, the Board of Director of the Company has approved to increase share capital in Takuni Land, from 1,000,000 Baht to 150,000,000 Baht, by issuing 1,490,000 ordinary shares at par value of 100 Baht per share. Total value of capital increased is 149,000,000 Baht. The Board of Directors of the Company has also approved to sell 765,000 shares of Takuni Land to Thanasiri Group Public Company Limited (“Thanasiri Group”), which equals to 51% of total registered and paid up ordinary shares of Takuni Land at price of 110 Baht per share. Total consideration value is 84,150,000 Baht. In addition, the said 2 land plots with land plot that Takuni Land has already owned, totaling size approximately 15 Rai, will be developed into residential project for sales.

1. Date to enter into the transaction

Takuni Land, subsidiary of the Company will enter into asset purchase agreement to buy 2 land plots, total size of 3 Rai 0 Ngarn 23 Square Wah (1,223 Square Wah), 2 title deeds number 72763 and 72764 after the approval from the Company shareholder’s meeting to be held on 1 June 2018. The transaction is expected to be done after the shareholder’s meeting.

2. General characteristic of the transaction

According to the Board meeting of the Company no. 5/2018 on 30 March 2018, it approved the purchasing of Takuni Land from Miss Nita Treeweeranuwat (Title deed no. 72763) and Mr. Takool Treeweeranuwat, (Title deed no. 72764), who are connected persons. The transaction is purchasing 2 plots of land located at Soi Navy Charoen Sap, Kanchanapisek Road, Bang Khae District, Bangkok. The land has total area 3 – 0 – 23 rai (1,223 Square Wah). Number of 2 title deeds are 72763 and 72764. The area around are

North	Next to Bang Kae Canal
South	Next to owned land (No. 106,156)
West	Next to owned land (No. 97,98)
East	Next to owned land (No. 222)

The mentioned transaction is considered as connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure and Other Acts of

Listed Companies on Connected Transactions, B.E. 2546 (as amended) (the "Connected Transaction Notifications")

Calculating the size of connected transaction according to financial statement of the Company as of 31 December 2017, the details of the calculation are as follows:

Calculation	Transaction size
41.55 MB (Consideration value)	5.39%
771.45 MB (The Company Net Tangible Asset)	

This connected transaction will have the transaction size of 5.39 % of the net tangible asset (NTA) of the Company. The size of this transaction is more than 3% of the NTA of the Company. The Company has the duty to hold a meeting of shareholders to approve the entering into the connected transaction by a resolution of not less than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote to the exclusion of the votes of interested shareholders and to appoint an independent financial adviser to give an opinion on the entering into the transaction.

Moreover, the transaction is considered an Acquisition of Assets according to the Notification of the Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and Notification of the Board of Governors Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (as amended) ("Acquisition or Disposition Notifications"). In addition, Takuni Land will develop the land into residential project for sales.

Calculating the size of transaction according to financial statement of the Company as of 31 December 2017, the details of the calculation are as follows:

The transaction size calculation

Criteria	Calculation	Transaction size
Net tangible asset	Cannot be calculated	
Profit	Cannot be calculated	
Consideration value	<u>190.86 MB (Project cost*49%)</u> 1,536.12 MB (Total asset of the Company Y2017)	12.42%
Share capital	Cannot be calculated	

Notes: Acquisition value 190.86 MB is calculated by

List	MB
Land of Takuni Land at book value per the financial statement as at 31 December 2017	93.45
Land that bought from connected persons	41.55
Development cost	254.51
Total cost	389.51
% of investment in Takuni Land	49
Acquisition value	190.86

This transaction together with project development will have the transaction size of 12.42 %, which according to the Acquisition or Disposition Notifications, there is no procedure needed for the Company.

Moreover, According to the Board meeting of the Company no. 5/2018 on 30 March 2018, it has approved to increase share capital in Takuni Land, from 1,000,000 Baht to 150,000,000 Baht, by issuing 1,490,000 ordinary shares at par value of 100 Baht. The Board of Directors of the Company also approved to sell 765,000 shares of Takuni Land to Thanasiri Group Public Company Limited (“Thanasiri Group”), which equals to 51% of total registered and paid up ordinary shares of Takuni Land at price of 110 Baht per share. Total value is 84,150,000 Baht. The latter transaction is considered a Disposition transaction according to the Acquisition or Disposition Notifications.

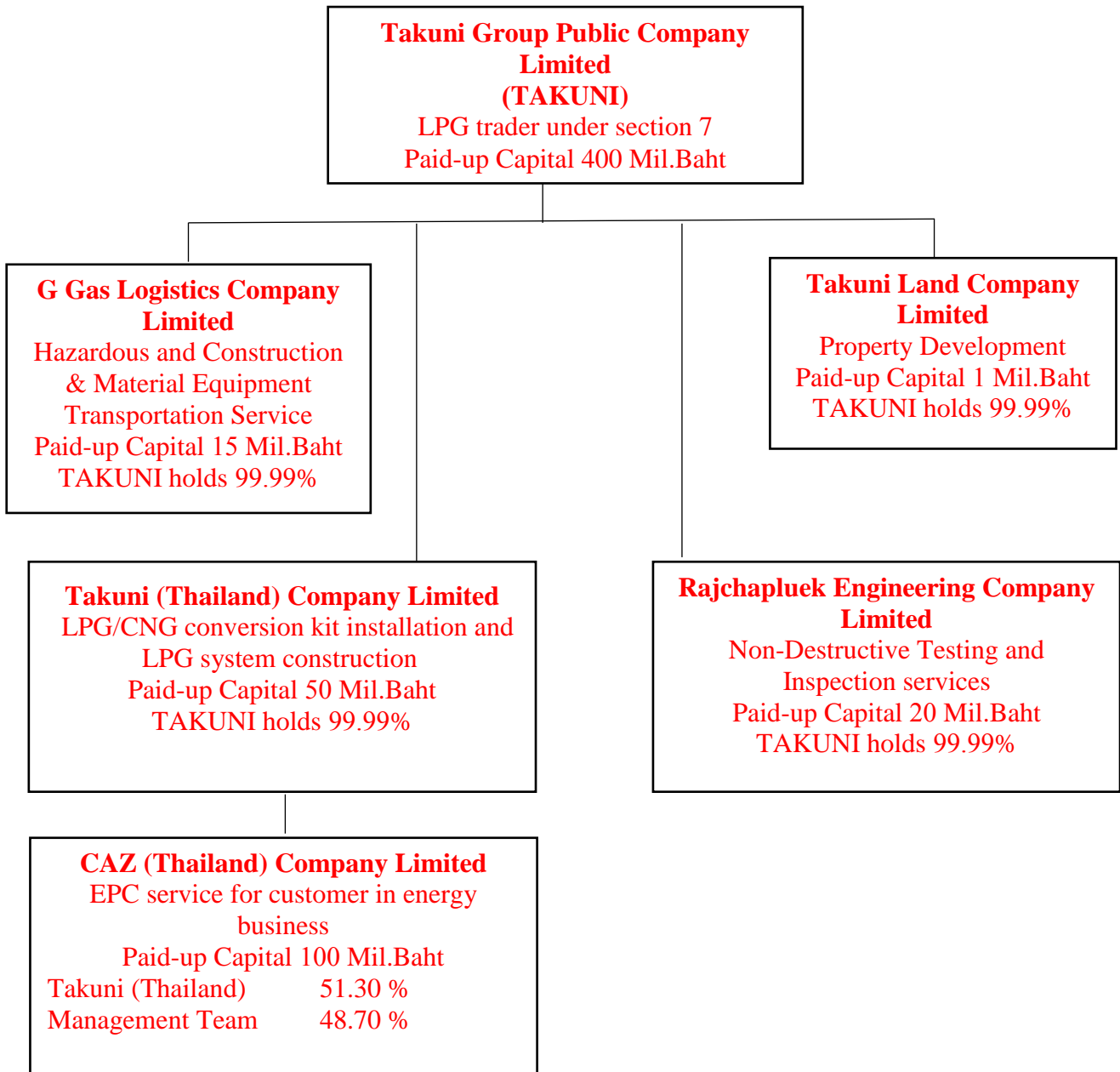
Calculating the size of transaction according to financial statement of the Company as of 31 December 2017, the details of the calculation are as follows:

The transaction size calculation

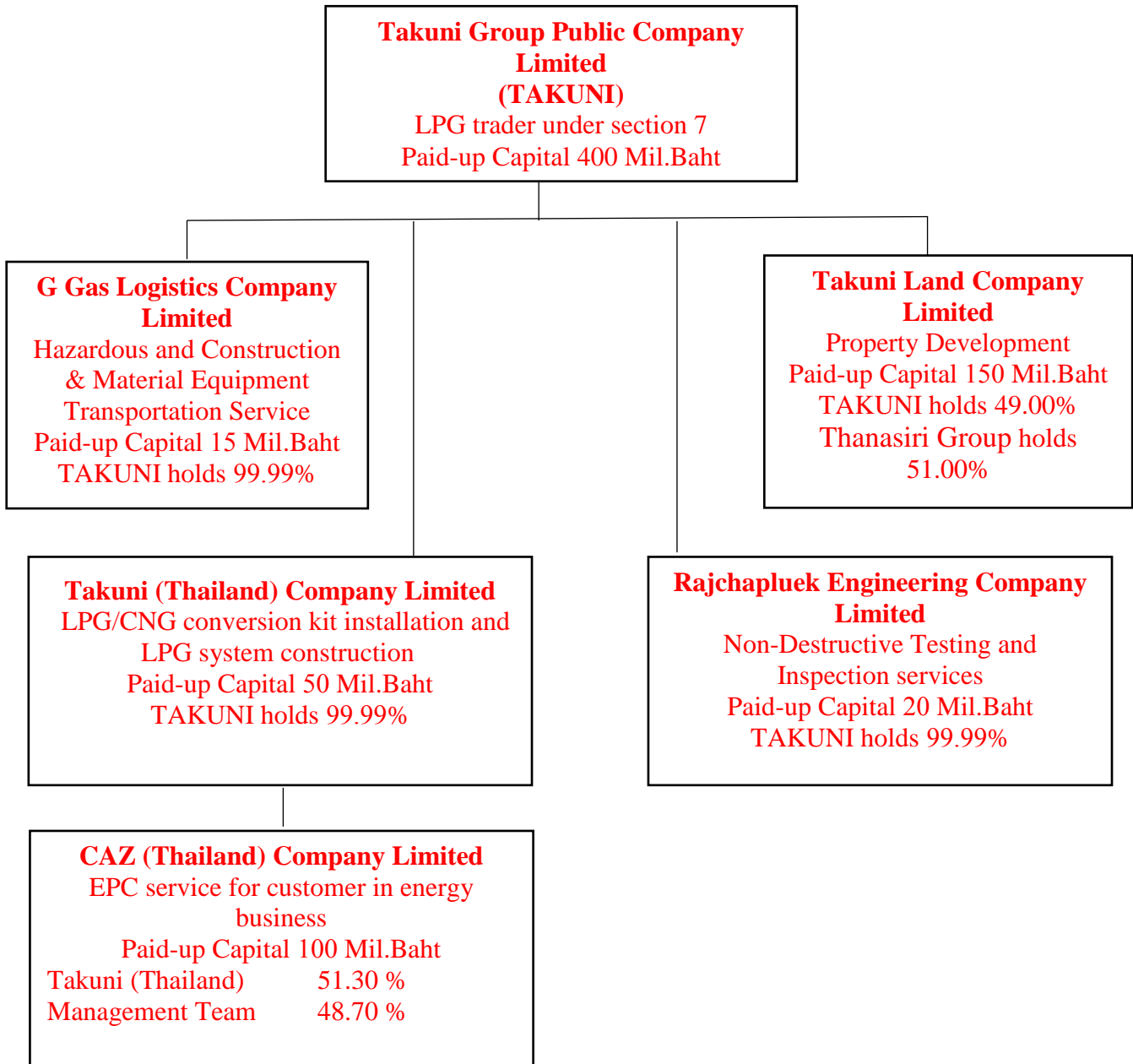
Criteria	Calculation	Transaction size
Net tangible asset	Cannot be calculated	
Profit	Cannot be calculated	
Consideration value	84.15 (Disposal value) 1,536.12 MB (Total asset of the Company Y2017)	5.48%
Share capital	Cannot be calculated	

This transaction will have the transaction size of 5.48 %, which according to Acquisition or Disposition Notifications, there is no procedure needed for the Company.

Current Business group's chart



After sell of share capital Business group's chart



Currently, Takuni Land has only 1 director, Miss Nita Treweeranuwat. However, after sell of share capital of Takuni Land, it will change status from subsidiary of the Company to be associated company. The directors of Takuni Land will be 5 persons, appointed by Thanasiri Group 3 persons and by the Company 2 persons.

3. Value of asset acquired

2 plots of Land that Takuni Land acquired have total value of 41,550,000 Baht, which is a value that Takuni land will pay. The Company will appoint Independent Financial Advisor to comment on fairness of the acquisition value.

The agreed price is based on the appraisal of Bangkok Property Appraisal Company Limited on 27 October 2017 and Chartered Valuation and Consultant Company Limited on 11 October 2017, who are appraisers on the approved list of the SEC. They have appraised each plot as follows;

Title deed number 72763 : 45,000 Baht per Square Wah.

Title deed number 72764 : 45,000 Baht per Square Wah.

Total value is 55,035,000 Baht

4. Involved Parties and relationship with the Company

Purchaser : Takuni Land Company Limited

Seller : Miss Nita Treeweeranuwat and
Mr. Takool Treeweeranuwat

Relationship with the Company

Miss Nita Treeweeranuwat Director, Managing director, and major shareholder of the Company

Mr. Takool Treeweeranuwat Major shareholder of the Company and brother of Miss Nita Treeweeranuwat

5. Details of connected transaction

Miss Nita Treeweeranuwat is a Director, Managing director, and major shareholder of the Company, holding 19.08% of registered and paid up share capital according to shareholder list dated on 20 February 2018. And Mr. Takool Treeweeranuwat is a major shareholder of the Company according to shareholder list dated on 20 February 2018 and a brother of Miss Nita Treeweeranuwat. Both of them, as a “seller”, therefore, considered as a connected person of the Company, according to the Connected Transaction Notifications.

When calculating transaction size of according to the Connected Transaction Notifications, the transaction size is 5.39%. The size of this transaction is more than 3% of the NTA of the Company. The Company has the duty to hold a meeting of shareholders to approve the entering into the connected transaction by a resolution of not less than three-fourths of the total number of votes of shareholders attending the meeting and entitled to vote to the exclusion of the votes of interested shareholders and to appoint an Independent Financial Advisor to give an opinion on the entering into the transaction.

6. Total consideration paid and payment method

Takuni Land and seller agrees to sell 2 plots of land, title deed no. 72763 and 72764, which located at Soi Navy Charoen Sap, Kanchanapisek Road, Bang Khae District, Bangkok. The land has total area 3 – 0 – 23 rai (1,223 Square Wah).

The price is 41,550,000 Baht. Takuni land will pay by cash. Tax, fees, and other expenses relating to the transferring of land, sellers will pay.

7. Source of fund

Loan from the Company, which is a working capital from business operation. **Loan from related company will be complied with the Policies of the connected transactions approved by the Board of Directors meeting no.2/2561.**

8. Nature and Scope of Interest of Related Persons

Miss Nita Treeweeranuwat is a Director, Managing director, and major shareholder of the Company, holding 19.08% of registered and paid up share capital according to shareholder list dated on 20 February 2018. And Mr. Takool Treeweeranuwat is a major shareholder of the Company, holding 16.09% of registered and paid up share capital according to shareholder list dated on 20 February 2018 and a brother of Miss Nita Treeweeranuwat.

9. Board of Director's Opinion on the Transaction

Board of Director, excluding those that has interest, views that the transaction will benefit the business operation of Takuni Land. The investment suits the business plan of Takuni Land and will generate revenue and profit to Takuni Land, hence; benefits the Company's shareholder.

10. Opinion of the Audit Committee and/or directors of the Company which is different from that of the Board of Directors under clause 9

None

The Company certifies that all information contained in this Information Memorandum is true and accurate and has carefully been prepared, mainly taking into account the benefits to the shareholders. This Information Memorandum has been prepared for information disclosure only, not to persuade or to be an offer for the acquisition or subscription for any securities.

Please be informed accordingly.

Yours sincerely,

(Ms. Nita Treeweeranuwat)
Vice President