

(“TRANSLATION”)

No. TG 110/65

October 26, 2022

Subject: Schedule for the Extraordinary General Meeting of the Shareholders No. 1/2565 and Disposal of Land and Building to Connected Person ([Update](#))

Attention: The President
The Stock Exchange of Thailand

Enclosure: Information on disposition of assets and making connected transaction

As the Board of Directors of Takuni Group Public Company Limited ("the Company") held the Board of Directors meeting no. 9/2565 on 26 October 2022, the Company would like to inform the resolutions of the Board of Directors' Meeting as follows:

1. To approve Takuni (Thailand) Company Limited, which is 99.99% subsidiary, to dispose land with building and structure which located at Soi Navy Charoen Sap, Kanchanapisek Road, Bang Khae District, Bangkok. The land has total area 4 – 0 – 68 rai (1,668 Sq.wa). to the connected person total of 120,000,000 Baht.

2. To schedule for the Extraordinary General Meeting of Shareholders No. 1/2565
The Board of Director set the convening of the EGM to be held on Friday, December 9, 2022 at 2.00 pm. at Meeting Room, 3rd Floor, Takuni Group Plc. 140/1 Kanchanapisek Road, Bangkhae, Bang Khae, Bangkok. 10160, consisting of the following;

1. To certify the Minutes of the Annual General Meeting of Shareholders for the year 2022
2. To consider and approve the land disposed to related party
3. Other matters (if any)

The record date for the right to attend the Extraordinary General Meeting of Shareholders No. 1/2565 was on November 9, 2022

Please be informed accordingly.

Yours Sincerely,

Ms. Nita Treeweeranuwat
Chief Executive Office/ President

Information on disposition of assets and making connected transaction of Takuni Group Public Company Limited

Takuni Group Public Company Limited (“the Company”) would like to inform that the Board of Directors Meeting No. 9/2565, on 26 October 2022 has resolution to approve that Takuni (Thailand) Co., Ltd, a 99.99% subsidiary of the Company, to dispose its land with building and structure which located at Soi Navy Charoen Sap, Kanchanapisek Road, Bang Khae District, Bangkok. The land has total area 4 – 0 – 68 rai (1,668 Square Wah). The transaction is considered a disposition of assets of registered company in accordance with the Announcement of the Capital Market Supervisory Board No. ThorJor.20/2551 Regarding Rules for making significant transaction that are considered to be the acquisition or disposition of assets, and the Announcement of the Stock Exchange of Thailand Board Regarding Disclosure of Information and Operation of making transactions to be the acquisition or disposition of assets of the registered company B.E.2547 (2004), and Amendment Edition (collectively, “the Announcement of Acquisition or Disposition of Assets found that the transaction dimension according to the Total Value of Consideration Criteria transaction dimension equals to 4.40% of the Company’s total consolidated financial statements as of 30 June 2022. Together with other disposition of assets within 6 months, the Total Value of Consideration Criteria transaction dimension equals to 4.45%. The Company is not obliged to follow the announcement of the value of the acquisition or disposition of assets.

In addition, the disposition of land with building and structure of Takuni (Thailand) Co., Ltd is the sale of assets to the connected person of directors. Therefore, it is considered a connected transaction of the registered company as specified in the Announcement of Capital Market Supervisory Board No. ThorJor. 21/2551, Rules for making significant transactions that are considered to be the acquisition or disposition of assets, and the Announcement of the Stock Exchange of Thailand Board Regarding Disclosure of Information and Operation of making connected transactions of the registered company B.E.2546 (2003) (collectively, “Connected Transaction”) which is calculated on the dimension of the related transaction, it is organized into a large dimension. The Company has the duty not only to prepare and disclose information to the Stock Exchange of Thailand but also 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 as well as to appoint an Independent Financial Advisor to give an opinion on the entering into the transaction.

1. Date to enter into the transaction

Takuni Thailand Co., Ltd., 99.99% subsidiary of the Company will enter into asset purchase agreement to sell 8 land plots with building and structure with total area 4 – 0 – 68 rai (1,668 Square Wah), after the approval from the Company shareholder’s meeting to be held on December 9, 2022. The transaction is expected to be done [within December 2022](#).

2. The parties involved and the nature of relationship with registered companies

The sale of land with building and structure

Seller: Takuni (Thailand) Co., Ltd. (99.99% subsidiary of the Company)

Buyer: Baboon Base Co., Ltd.

Shareholders of Baboon Base Co., Ltd. are as follow;

Name	Number of shares	Proportion
Mr. Takool Treeweeranuwat	9,998	99.98
Ms. Kanchan Rimpanichayakij	1	0.01
Mr. Vichien Rimpanichayakij	1	0.01
	10,000	100.00

Relationship with the Company:

Mr. Takool Treeweeranuwat and Ms. Kanchana Rimpanichayakij are shareholders of Baboon Base Co., Ltd.

Mr. Takool Treeweeranuwat is a son of Mr. Prasert Treeweeranuwat and a brother of Ms. Nita Treeweeranuwat, who are the Company's Directors

Ms. Kanchana Rimpanichayakij is member Board of Director, a wife of Mr. Prasert Treeweeranuwat and a mother of Ms. Nita Treeweeranuwat, who are the Company's Directors

3. General characteristics of the transaction

The Company will appoint Independent Financial Advisor, [Finnex Advisory Co., Ltd.](#), to comment on fairness of the disposal land with building and structure. Moreover, the appraisal price by Future Appraisal Co., Ltd. and KTAC Appraisal and Service Co., Ltd. who both are appraisers on the approved list of the SEC. They have appraised the assets as follows;

Appraisers	Valuation of Land with Building and Structure (Baht)	Assessment Date	Valuation Method
Future Appraisal Co., Ltd.	118,700,000	10 August 2022	Income Approach
KTAC Appraisal and Service Co., Ltd.	118,830,000	2 September 2022	Income Approach

4. Details of the assets to be disposed of

Takuni (Thailand) Co., Ltd., 99.99% subsidiary of the Company, will dispose 8 land plots with building and structure which located at Soi Navy Charoen Sap, Kanchanapisek Road, Bang Khae District, Bangkok. The land has total area 4 – 0 – 68 rai (1,668 Square Wah) with detail as follows;

Title deed No.	31742	Parcel No.	550	Sub-District No.	13291	Area	0-0-27 Rai
Title deed No.	114774	Parcel No.	132	Sub-District No.	53611	Area	0-2-70 Rai
Title deed No.	114777	Parcel No.	133	Sub-District No.	53608	Area	0-2-69 Rai
Title deed No.	114778	Parcel No.	128	Sub-District No.	52024	Area	0-2-71 Rai
Title deed No.	114779	Parcel No.	100	Sub-District No.	53605	Area	0-1-26 Rai
Title deed No.	114780	Parcel No.	103	Sub-District No.	53606	Area	0-1-71 Rai
Title deed No.	114781	Parcel No.	129	Sub-District No.	53610	Area	0-2-67 Rai
Title deed No.	120079	Parcel No.	104	Sub-District No.	56992	Area	0-2-67 Rai

Building and structure, and all improvement, for example wall fence, toilet and sanitary system, utility system as follows;

6-Floor Office building	Usable area 5280 square meters
3-Floor Warehouse Building	Usable area 6600 square meters
Outdoor Warehouse	Usable area 192 square meters
Reinforced concrete patio	Usable area 1350 square meters

Totaling disposed value of land with building and structure is 120,000,000 Baht.

5. Calculation of transaction dimension

5.1 Calculation of the disposition of assets transaction dimension

Calculation of the transaction dimension according to announcement of the acquisition or disposition of assets, the Company calculates the transaction dimension from latest consolidated financial statement of the company prior to the transaction date ended 30 June 2022, with details of important financial information as follows:

Financial information of Takuni Group Plc. ended 30 June 2022

TAKUNI Consolidated Financial Information as of 30 June 2022	Million Baht
Total assets	2,725.22
Intangible assets	39.13
Total liabilities	1,305.70
Non-controlling interests	468.15
Net profit for the past 12 month (Quarter 3 of 2021 to Quarter 2 of 2022)	93.71
Book value of assets disposed	37.70

<u>Calculation criteria of Transaction dimension</u>	<u>Method of calculate the transaction dimension</u>	<u>Result of calculation of transaction dimension</u>
1. Net tangible assets Criteria	$\frac{\text{NTA of investment in the transaction company}) \times \text{Ratio acquired or disposed} \times 100}{\text{NTA of the registered company}}$	N/A
2. Net profit criteria	$\frac{\text{Net operating profit of the company in the transaction}) \times \text{Shareholding ratio} \times 100}{\text{Net operating profit of the registered company}}$	N/A
3. Total value of consideration criteria	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of the listed company}}$	$\begin{aligned} &= \frac{120.00 \times 100}{2,725.22} \\ &= 4.40\% \end{aligned}$
4. Equity value criteria	$\frac{\text{Number of shares issued by the company to pay for assets} \times 100}{\text{Number of paid – up shares of registered companies}}$	N/A

From the calculation of the disposition of assets transaction dimension according to the value of consideration criteria was the highest dimension 4.40%.

Total disposition of assets transactions of the Company and its subsidiaries within 6 months prior to this transaction equals to 4.45%. The Company is not obliged to follow the announcement of the acquisition or disposition of assets.

5.2 Calculation of the connected transaction dimension

Calculation of the transaction according to the Announcement of the Connected transaction, the company calculates the transaction dimension from the latest financial statements of the company prior to the transaction date ended 30 June 2022 with details of important financial information as follows:

TAKUNI Consolidated Financial Information as of 30 June 2022	Million Baht
Total Assets	2,725.22
Intangible Assets	39.13
Total liabilities	1,305.70
Non-controlling interests	468.15
Net Tangible Assets	912.23
The value of 0.03% of the net tangible assets:	0.27
The value of 3.00% of the net tangible assets.	27.37
The bottom frame of the calculation of the connected transaction dimension (Use values between 0.03% of NTA or 0.27 million Baht)	0.27
Upper frame of the calculation of the connected transaction dimension (Use values between 0.03% of NTA or 27.37 million Baht)	27.37
Value of the connected transaction	

Value of the connected transaction Disposal of land with building and structure	120.00 Million Baht, or calculated as 13.15% of net tangible asset value of the Company as of 30 June 2022
Size of the connected transaction	Large transaction (13.15% > 3.00% of NTA)

In addition, the above transaction is into the scope of a connected transaction, is a transaction relating to assets or value of transaction total 120.00 Million Baht, or about the dimension of a transaction total 13.15% of net tangible asset which is higher than the determined transaction dimension of 27.37 Million Baht (3.00%.of net tangible assets) it is deemed to be a large connected transaction, therefore, the company must operate under the Announcement of the Capital Market Supervisory Board No. ThorJor. 21/2551 regarding the criteria for making the connected transaction and the Stock Exchange of Thailand No. BorJor/Por 22-01 regarding the disclosure of information and operation of making connected transaction of the registered company B.E.2546 (2003) and the amendments, the Company has the duty not only to prepare and disclose information to the Stock Exchange of Thailand but also 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 as well as to appoint an Independent Financial Advisor, [Finnex Advisory Co., Ltd.](#), to give an opinion on the entering into the transaction.

6. Benefits expected to be received

The Board of Directors consider that, currently, the Company has too much usable area from the existing land and buildings. Once the Company can dispose over-demanded assets with the reasonable price, the Company will receive more cash flow to use as working capital.

7. Plans to use the proceeds from the disposition of assets

Takuni (Thailand) Co., Ltd. will receive cash received of 120,000,000 Baht from the disposal on the asset will be used as working capital. However, Takuni (Thailand) Co., Ltd, as seller, must absorb all taxes, fee and related expense to land transfer transactions.

8. Opinion of the Board of Directors on a decision to enter into a connected transaction

The Board of Directors, excluded those that has interest, considered and had opinion that the aforesaid disposition of assets which is connected transaction is appropriate, reasonable and for the benefit of the Company because there will be more cash flow for working capital in order to improve business plan and strategy of the company to be more focus on generating profits from its core business.

The Board of Directors is of the opinion that the transaction is reasonable. The Board of Directors has considered and commented on the transaction with the highest benefit to the Company and the Company's shareholders.

However, Mr. Prasert Treeweeranuwat, Ms. Kanchana Rimpanichayakij, and Ms. Nita Treeweeranuwat, considered as connected person to the buyer, do not vote in the meeting.

9. Opinion of the Audit Committee and /or the Directors of the Company which is Different from the Opinion of the Board of Directors Including the case of the aforesaid director abstained

- No -