

Thanulux Public Company Limited

No. Thor Hor. 032/2022

3rd August 2022

Notice of Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022

Dear Shareholders,

- Attachments**
1. Copy of Minutes of the 48th Annual General Meeting of Shareholders on 26th April 2022
 2. Details of the issuance and offering of newly issued ordinary shares (TNL-ESOP 2022) and warrants to purchase newly issued ordinary shares (TNL-ESOP W 2022) of Thanulux Public Company Limited, to the directors, executives and employees of the Company
 3. Capital Increase Report Form (F 53-4)
 4. Definition of "Independent Director"
 5. Details of the Company's Independent Directors proposed by the Company to act as proxies from shareholders
 6. Articles of Association of the Company pertaining to the Meeting of Shareholders
 7. Documents and evidences that must be presented by attendees prior to attend the meeting and regulation for the meeting
 8. Procedures for attending the Extraordinary General Meeting of Shareholders
 9. Proxy Form B
 10. Privacy Notice
 11. Venue map of the Extraordinary Meeting of Shareholders

The Board of Directors of Thanulux Public Company Limited (the "**Company**") has resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2022 on Tuesday, 23rd August 2022, 9.00 a.m. at Vimarnthip Room, 5th Floor, Montien Riverside Hotel, No. 372 Rama 3 Road, Bangklo Sub-district, Bangkorleam District, Bangkok 10120. The meeting agendas are fixed as follows.

1. **To consider and certify the Minutes of the 48th Annual General Meeting of Shareholders on 26th April 2022**

Facts and Reasons : The Minutes of the 48th Annual General Meeting of Shareholders on 26th April 2022 were prepared and submitted to the Stock Exchange of Thailand ("**SET**"), as well as published on the Company website (www.thanulux.com) within 14 days from the date of the Annual General Meeting of Shareholders. A copy of the Minutes of the 48th Annual General Meeting of the Shareholders was also submitted to the Ministry of Commerce within the period prescribed by law, details are set out in the Attachment 1.

Opinion of the Board of Directors: The Board of Directors has considered and approved that the Minutes have been duly prepared and should submit the matter to the Extraordinary General Meeting of Shareholders to certify such Minutes of the 48th Annual General Meeting of Shareholders.

Voting : This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights.

2. To consider and approve the issuance and offering of the Company's newly issued ordinary shares (TNL-ESOP 2022) in the amount of 5,075,000 shares and the issuance of warrants to purchase the ordinary shares of the Company (TNL-ESOP W 2022) in the amount of 6,925,000 units to the directors, executives, and employees of the Company.

Facts and Reasons : The Board of Directors approved to propose the Extraordinary General Meeting of the Shareholders to consider and approve the issuance and offering of newly issued ordinary shares (TNL-ESOP 2022) in the amount of 5,075,000 shares at par value of THB 1.00 per share and warrants to purchase newly issued ordinary shares (the "TNL-ESOP W 2022 Warrants") in the amount of 6,925,000 units free from charge, with the exercise ratio of 1 TNL-ESOP W 2022 Warrant shall have the right to purchase 1 ordinary share of the Company to the directors, executives and employees of the Company (collectively referred to as the "ESOP Project"). The significant objective of ESOP Project is to reward and encourage the Company's entrepreneurial involvement concept in order to attract and retain experienced and competent personnel and executives to work with the Company in the long run. Furthermore, it creates an incentive for the Company's directors, executives, and employees of the Company to drive the improvement and development of the Company's core business in order to fully generate profits. It also provides the improvement to the Company through seeking additional investment opportunities in other businesses which will promote growth and also brings the best benefits to the Company and shareholders in the future. The details are set out in the Attachment 2.

Opinion of the Board of Directors : The Board of Directors has considered and approved to propose the Extraordinary General Meeting of the Shareholders to consider and approve the issuance and offering of newly issued ordinary shares (TNL-ESOP 2022) in the amount of 5,075,000 shares and TNL-ESOP W 2022 Warrants in the amount of 6,925,000 units to the directors, executives and employees of the Company as the details which appears in the Attachment 2.

As such, the Board of Directors deems it appropriate to propose the Extraordinary General Meeting of the Shareholders to consider and approve the delegation to the Executive Committee or the Chairman of the Executive Committee or the person authorized by the Executive Committee or the Chairman of the Executive Committee to have the following powers:

- (a) To determine the list of the directors, executives and employees who shall be entitled for the allocation of newly issued ordinary shares (TNL-ESOP 2022) and/or the TNL-ESOP W 2022

Warrants, including to amend the number of the allocated newly issued ordinary shares (TNL-ESOP 2022) (whereby the period of allocation and subscription may be on one or several occasions), by taking into consideration on various factors, including performance, years of service, position, and work experience. The Company will complete the allocation of newly issued ordinary shares (TNL-ESOP 2022) and/or the TNL-ESOP W 2022 Warrants within 1 year from the date of approval by the Shareholders' Meeting of the Company;

- (b) To determine and amend the terms and conditions, the newly issued ordinary shares (TNL-ESOP 2022) and/or TNL-ESOP W 2022 Warrants allocation procedure, and any other details in relation to the issuance of newly issued ordinary shares (TNL-ESOP 2022) and the TNL-ESOP W 2022 Warrants under the ESOP Project as allowed by law, such as the date, time, and method of issuance and offering newly issued ordinary shares (TNL-ESOP 2022) and the TNL-ESOP W 2022 Warrants, and the methods of the exercise of rights under the TNL-ESOP W 2022 Warrants;
- (c) To negotiate and agree to sign any relevant documents and agreements;
- (d) To sign an application, waiver requests, and any other documents that are necessary and relevant to the allocation of the Company's newly issued ordinary shares (TNL-ESOP 2022) and the TNL-ESOP W 2022 Warrants to the directors, executives and employees of the Company, including contacting and filing such applications or waiver requests, and documents with the relevant government authorities or agencies; and
- (e) To undertake any other actions that are necessary and relevant to the issuance and offering of newly issued ordinary shares (TNL-ESOP 2022) to the directors, executives and employees of the Company and the issuance of TNL-ESOP W 2022 Warrants

Voting : This agenda must be approved by the votes of not less than three-quarter (3/4) of total votes of the shareholders attending the meeting and having the voting rights. Furthermore, there must be no shareholders holding more than 10 percent of the total number of votes of the shareholders and voting against this offering of the offering of newly issued ordinary shares (TNL-ESOP 2022) and TNL-ESOP W 2022 Warrants under the ESOP project.

3. To consider and approve the increase of the Company's registered capital in the amount of THB 12,000,000 from the existing registered capital in the amount of THB 120,000,000 to the registered capital of THB 132,000,000 by issuing 12,000,000 newly issued ordinary shares with par value of THB 1.00 per share and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital of the Company.

Facts and Reasons : Due to the issuance and offering of newly issued ordinary shares (TNL-ESOP 2022) in the amount of 5,075,000 shares and TNL-ESOP W 2022 Warrants in the amount of 6,925,000 units, the Company therefore has to increase of the registered capital of the Company in the amount of THB 12,000,000, from the existing registered capital of THB 120,000,000 to be the new registered capital of THB 132,000,000 by issuing 12,000,000 new ordinary shares with par value of THB 1.00 per share to accommodate for the insurance and offering of newly issued ordinary shares and the exercise of TNL-ESOP W 2022 Warrants. The details are set out in the Attachment 3.

In order to be consistent with the increase of the registered capital of the Company, the Company has to register the amendment of Clause 4 of the Company's Memorandum of Association with the following;

Registered capital	THB 132,000,000	(One hundred thirty-two million baht)
Divided into	132,000,000 Shares	(One hundred thirty-two million shares)
Value per share	THB 1.00	(One baht)
Ordinary shares	132,000,000 Shares	(One hundred thirty-two million shares)
Preferred shares	- Shares	(-)

Opinion of the Board of Directors : The Board of Directors has considered and approved to propose the increase of the registered capital of the Company in an amount of THB 12,000,000, from the existing registered capital of THB 120,000,000 to be the new registered capital of THB 132,000,000 by issuing 12,000,000 new ordinary shares with par value of THB 1.00 per share and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital of the Company to the Extraordinary General Meeting of Shareholders for approval.

As such, the Board of Directors has approved to propose to the Extraordinary General Meeting of Shareholders to approve the delegation to the Executive Committee or the Chairman of the Executive Committee or the person authorized by the Executive Committee or the Chairman of the Executive Committee to have the power to register the capital increase and the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, including taking any necessary action to comply with the registrar's order(s) to complete such registration process.

Voting : This agenda must be approved by the votes of not less than three-quarter (3/4) of total votes of the shareholders attending the meeting and having the voting rights.

4. To consider and approve the allocation of newly issued ordinary shares to accommodate (1) the issuance and offering of newly issued ordinary shares (TNL-ESOP 2022) to the directors, executives, and employees of the Company, and (2) the exercise of TNL-ESOP W 2022 Warrants allocated to the directors, executives and employees of the Company.

Facts and Reasons : Due to the issuance and offering of newly issued ordinary shares (TNL-ESOP 2022) in the amount of 5,075,000 shares and TNL-ESOP W 2022 Warrants in the amount of 6,925,000 units as the details which appears in the Attachment 2, the Company therefore has to allocate 12,000,000 newly-issued shares with a par value of THB 1.00 per share. The details of which are as follows;

- (1) Allocate newly issued ordinary shares of not exceeding 5,075,000 shares with par value of THB 1.00 per share to accommodate the issuance and offering of newly issued ordinary shares (TNL-ESOP 2022);
- (2) Allocate newly issued ordinary shares of not exceeding 6,925,000 units with par value of THB 1.00 per unit to accommodate the exercise of TNL-ESOP W 2022 Warrants.

Opinion of the Board of Directors : The Board of Directors has considered and approved to propose such allocation of newly issued ordinary shares to the Extraordinary General Meeting of Shareholders for approval.

In addition, the Board of Directors' meeting has approved to propose that the Extraordinary General Meeting of Shareholders to consider and approve delegating the Executive Committee or the Chairman of the Executive Committee or the person authorized by the Executive Committee or the Chairman of the Executive Committee to have the power to consider, determine, amend and change any conditions and details in connection with the allocation of such newly issued shares, as well as to take any action as deemed necessary and appropriate in connection with the allocation of newly issued shares, including but not limited to, providing information and filing documents with the Securities and Exchange Commission, the SET, Thailand Securities Depository Co., Ltd., the Ministry of Commerce and/or other competent authorities, including listing of newly issued ordinary shares as listed securities on the SET.

Voting : This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights.

The allocation of the Company's newly issued ordinary shares as proposed in this agenda item may be amended to be in line with the approval of the shareholders' meeting.

5. Other items (If Any)

The shareholders are hereby invited to attend the meeting on the date and at the time and venue stated above. The shareholders may register their attendance at the venue of the meeting from 7.00 a.m.

For the convenience of the shareholders who are unable to attend the meeting in person and wish to appoint another person to attend the meeting and vote in this meeting on their behalf, please complete the details and sign the Proxy Form B attached herewith (Attachment 9). The form may also be downloaded from www.thanulux.com where you will find a choice of 3 forms i.e., Form A or Form B or Form C. In the case of a foreign investor who has

appointed a custodian in Thailand to act as a depositary and trustee of the shares, any one of Proxy Forms A, B or C can be used. As for other shareholders, the grant of proxies may only be made by either Form A or Form B. If you wish to grant a proxy to an Independent Director as proposed by the Company, please refer the attachment 5 for further details.

The Company requests your cooperation in submitting the Proxy Form to the Company at least 3 working days prior to the meeting date in order to facilitate the verification of documents in advance. Such Proxy Forms should be addressed to:

Mr. Supachoke Sirichantaradilok (Company Secretary)
Thanulux Public Company Limited
129/1 Chong Nonsi Road, Chong Nonsi, Yannawa Bangkok 10120

The Company will process the registration by way of a Barcode system. For your convenience of registration, the shareholders and proxies are requested to bring *the Notification of Meeting* with barcode on the meeting date and must sign in the form in order to exercise the right to attend the meeting.

By order of the Board of Directors,



(Mr. Supachoke Sirichantaradilok)

Company Secretary