

(Translation)

No. CHO 018/2025

March 24, 2024

Subject: Invitation to the 2025 Annual General Meeting of Shareholders (AGM) on April 11, 2025

Dear Shareholders

Enclosures:

1. A copy of the minutes of the Extraordinary General Meeting No.3/2024 held on December 3, 2024.  
(For agenda 1)
2. The 2024 annual report included the Company and its subsidiaries financial statements fiscal year ended December 31, 2024 and Auditor's Opinion by QR Code (For agenda 2)
3. Details of Dividend payment. (For agenda 4)
4. Brief personal profiles of nominated director candidates. (For agenda 5)
5. Definition of Independent Director. (For agenda 5)
6. Information of the Board of Directors' remuneration for 2025 in comparison with 2024.  
(For agenda 6)
7. Details of audit fee for 2025. (For agenda 7)
8. Capital Increase Report (F53-4) (For agenda 10 and agenda 11)
9. A summary of Articles of Association relevant to the Meeting.
10. Terms, conditions and methods of practice in attending the meeting and proxy.
11. Information of the Independent Directors who are the proxies in 2025 AGM.
12. The 2024 document request form (Printed)
13. Form for submitting questions in advance for the shareholders' meeting via electronic media (E-Meeting)
14. A proxy statement (A, B and C Forms).

The Board of Directors' Meeting of Cho Thavee Public Company Limited (the "**Company**") No.3/2025 on February 27, 2025 resolved to call the 2025 AGM via only electronic media (E-AGM), which will be held on Friday, April 11, 2025 at 02.00 p.m. to consider various matters according to the agendas as follows:

**Agenda 1 To Consider Certifying the Minutes of the Extraordinary General Meeting No.3/2024 on December 3, 2024.**

Facts and Rationales: The Company held the Extraordinary General Meeting of Shareholders No.3/2024 of Shareholders on December 3, 2024 and a copy of the minutes of the meeting enclosed along with this invitation letter (as per enclosure 1).

Opinion of the Board: The Board of Directors had considered and approved that the minutes was correct and complete. Therefore, the Board will propose the minutes of the Extraordinary General Meeting of Shareholders No.3/2024 to the 2024 Annual General Meeting for certification, as detailed in enclosure 1.

Conditions of resolution: This agenda must be approved by a majority vote of the shareholders who attended the meeting and casted their vote (excluding abstained votes).

**Agenda 2 Acknowledgement of the Company's 2024 performance and approval of the Financial Statements of the Company and its subsidiaries ended December 31, 2024 and acknowledgement of the auditor's report.**

Facts and Rationales: The Company and its subsidiaries' financial statements for the fiscal year ended December 31, 2024 reported a total revenue of 265.09 million Baht, net loss of 848.39 million Baht which detail in the annual report. The Board has prepared the Company and its subsidiaries' audited financial statements fiscal year ended December 31, 2024 for an approval from the 2025 Annual General Meeting according to Section 112 of the Public Company Limited Act B.E.2535 (as per enclosure 2).

Opinion of the Board: The agenda has been considered and approved that the Company and its subsidiaries' financial statements fiscal year ended December 31, 2024 shall be proposed to the Shareholders' Meeting for an acknowledgement and approval. The

Company and its subsidiaries' financial statements fiscal year ended December 31, 2024 has been audited by the Company's auditor and agreed by the Audit Committee. Details are in enclosure 2.

Condition of Resolution: A resolution under this agenda can be passed by majority vote of the shareholders who attend the meeting and cast their vote. (exclude abstain)

**Agenda 3 Consideration to approve for the no allotment of net profit for the year 2024 as legal reserve.**

Facts and Rationales: According to the Public Company Limited Act B.E.2535 and Company's Articles of Association, the Company has to allocate net profit for a legal reserve not less than five (5) percent of the annual net profit after subtracting beginning retained loss (if any), until the legal reserve are not less than 10 percent of the registered capital.

Opinion of the Board: The Board had proposed that the shareholders should approve the no allotment of net profit for the year 2024 as legal reserve because the 2024 operating performance had net loss as stated in the separate financial statements.

Condition of Resolution: A resolution under this agenda can be passed by a majority vote of the shareholders who attend the Meeting and cast their vote. (exclude abstain)

**Agenda 4 Consideration to approve the dividend payment omission for the year 2024.**

Facts and Rationales: the Company has a policy to pay dividends annually at a rate of not less than 40% of the net profit remaining after deduction of all types of reserves as stipulated in the Company's Articles of Association and in accordance with the law, provided that there are no other necessary circumstances and such dividend payment does not significantly affect the Company's normal operations

According to the Public Company Limited Act B.E.2535 and Company's Articles of Association, the Board has to propose to pay or omit of dividend to shareholders for approval every year. In case there was the accumulated deficit, the Company cannot pay the dividend.

Opinion of the Board: The Board had proposed that the shareholders should approve the dividend payment omission for the year 2024. Because the 2023 operating performance had net loss and had retained loss (deficit) as stated in the separate financial statements ended December 31, 2024 which mean the Company cannot pay dividend, as detailed in enclosure 3.

Condition of Resolution: A resolution under this agenda can be passed by a majority vote of the shareholders who attend the meeting and cast their vote. (exclude abstain)

**Agenda 5 Consideration to approve of the re-election of Directors to replace those retirements by rotation.**

Facts and Rationales: According to the Section 71 of the Public Company Limited Act B.E. 2535 and the Company's Articles of Association clause 19, at each Annual General Meeting of Shareholders, 1/3 of the directors shall retire. If the number is not a multiple of three, then the number closest to 1/3 shall be accounted for. In the 1<sup>st</sup> and 2<sup>nd</sup> year after the Company's registration, the directors shall be retired by lots. In subsequent years, the longest serving directors shall retire. The retiring directors by rotation are eligible to be re-elected again.

There are 3 retiring directors by rotation as follows:

1. Mr. Jessadawat Priapchariyawat Chairman of Audit Committee and Independent Director, Corporate Governance, Risk Management, Nomination and Compensation Committee and Executive Committee
2. Miss Asana Taweesangsakulthai Director, Executive Committee
3. Mr. Siriwat Taveesangsakulthai Director, Corporate Governance, Risk Management, Nomination and

The criteria for selection of persons to be appointed as a director is considered together by the meeting of Corporate Governance, Risk Management, Nomination and Remuneration Committee, No. 2/2025, held on February 26, 2025 through the consideration of the Board of Directors on the qualification of the nominated individuals which are eligible according to the Public Company Limited Act B.E. 2535 and the related announcement of Securities and Exchange Commission and Capital Market Commission and the Stock Exchange of Thailand. The Company had announced a shareholders' invitation to nominate a qualified candidate for a director on the Company's website, <https://investor.cho.co.th/th/downloads/shareholders-meeting> from November 28, 2024 to December 31, 2024; subjecting in the shareholders' invitation was to propose an agenda(s) for the AGM, and nominate the qualified candidate for a director for the Board to consider. Despite the invitation, no candidates were proposed, and according to Company Articles of Association clause 19, the retired director can be re-elected to serve for another term and The Board has considered that the person who is nominated to be an independent director will be able to give independent opinions and is in accordance with relevant regulations. The Board deemed it appropriate to propose to AGM to approve the re-election of directors to replace those retired by rotation namely:

1. Mr. Jessadawat Priapchariyawat	be elected for another term
2. Miss. Asana Taweesangsakulthai	be elected for another term
3. Mr. Siriwat Taveesangsakulthai	be elected for another term

The details of age, years of directorship, proportion of shares holding, educational background, work experience, directorship or management at other company(-ies), attendance of Board of Directors' Meeting are in enclosure 4, and definition of independent director according to Notification of Capital Market Supervisory Board is in enclosure 4.

**Opinion of the Board:**

The Board (not including the beneficial directors for this matter) considered according to the opinion of the committees of Corporate Governance, Risk Management, Nomination and Compensation and agreed that the retired directors were qualified according to the Section 68 of Public Company Limited Acts B.E.2535. They were expertise and experience for the Company benefits also, a suitable qualification for the company's business operation. In addition, they did not hold a position as a director / an executive in other businesses that may cause a conflict of interest or a business competition with the company. The Board of Directors believed that he performed his duties in accordance with Section 89/7 of the Securities and Exchange Acts B.E.2535 and had the qualifications of an independent director. Since he was appointed as a director, he has no conflict of interest and he always make decisions on various agendas for the best interest of the Company and shareholders. Maintaining the competent independent directors with the Company resulting in the utmost benefits and saving costs in recruitment of new independent director that are suitable for the Company. The Board proposed that the shareholders should approve the appointment of 3 retired directors to serve as directors for another term with the positions as before as following details:

1. Mr. Jessadawat Priapchariyawat	Chairman of Audit Committee and Independent Director, Corporate Governance, Risk Management, Nomination and Compensation Committee and Executive Committee
2. Miss Asana Taweesangsakulthai	Director, Executive Committee
3. Mr. Siriwat Taveesangsakulthai	Director, Corporate Governance, Risk Management, Nomination and Compensation Committee and Executive Committee

Condition of Resolution: A resolution under this agenda for each director appointment can be passed by a majority vote of the shareholders who attend the meeting and cast their vote. (exclude abstain)

**Agenda 6 Consideration to approve of the 2025 remuneration of Directors.**

Facts and Rationales: According to the meeting resolutions of the Corporate Governance, Risk Management, Nomination and Remuneration Committee, No. 2/2025, held on February 26, 2025 the Company's Board of Directors reached a consensus on proposing to the Meeting to consider approving the 2024 remuneration of the company's directors, Audit Committee, Corporate Governance, Risk Management, Nomination and Remuneration Committee at the same amount as 2024 to shareholders for approval.

Opinion of the board: The Board considered according to the opinion of the committees of Corporate Governance, Risk Management, Nomination and Compensation who agreed to propose the agenda to shareholders for approval of the 2025 annual remuneration for the Board, the Audit Committee, and Corporate Governance, Risk Management, Nomination and Compensation Committee, including of meeting attendance fee for the Board, the Audit Committee, and Corporate Governance, Risk Management, Nomination and Compensation Committee and the monthly compensation only for the Audit Committee, with the total attendance fee not exceeding 1,300,000 Bath per year (One million three hundred thousand baht). Excluding health expenses, Directors and Executive Officer Legal Liability Insurance, transportation expenses for attending the Board of Directors' Meeting, and the bonus for the committees which calculated from net profit after deducting legal reserves and others reserves with total amount not exceeding 4,000,000 Baht (Four million baht) (in case of the Company had net profit in separate financial statements). The allocation of the Boards' bonus will be authorized to the chairwoman to consider as appropriate. Details are included in enclosure 6.

Condition of Resolution: A resolution under this agenda can be passed by the vote of not less than two-thirds (2/3) of the total votes of the shareholders who attend the meeting.

**Agenda 7 Consideration to approve the appointment of an auditor and set audit fees for the year 2025.**

Facts and Rationales: According to the Section 120 of the Public Company Limited Act B.E.2535, AGM has to appoint an auditor and consider the audit fees every year. The announcement of Securities and Exchange Commission no. TorChor. 75/2561 (and amend revision) requires the Company to rotate auditor who provide service for the Company for 7 fiscal years even in consecutively or not.

Opinion of the board: The Audit Committee and The Board of Director has considered to propose the AGM2025 for the appointment of Mr. Vichai Ruchitanont, Certified Public Accountant (CPA) registration no. 4054 or Mr. Atipong Atipongsakul, CPA registration no.3500, or Mr. Sathien Vongsnan, CPA registration no.3495 or Ms. Kultida Pasurakul CPA registration no.5946 or Mr. Yuttapong Chuamuanpan CPA registration no.9445 on behalf of ANS Audit Co., Ltd. as the Company's auditor. One of the said auditors will perform the duty in auditing and express the opinions on the Company's 2024 financial statements. In case that the aforementioned auditors are unable to perform the service, ANS Audit Co., Ltd. is required to provide qualified person from ANS Audit Co., Ltd. to perform the service instead. The 2025 Audit fees of the Company shall not exceed 2,700,000 Baht per year. Totally audit fees including the subsidiaries shall not exceed 3,335,000 Baht per year. Details are provided in enclosure 7.

Condition of Resolution: A resolution under this agenda can be passed by a majority vote of the shareholders who attend the meeting and cast their vote. (exclude abstain)

**Agenda 8 Consider and approve the decrease of the Company's registered capital by canceling unissued ordinary shares of the Company and the amendment of Clause 4 under the**

**Company's Memorandum of Association to be in the line with the decrease of the Company's registered capital.**

**Facts and Rationales:** The Company will propose to the 2025 Annual General Meeting of Shareholders (AGM) to consider and approve the decrease of the Company's registered capital at the amount of 5 Baht, from the existing registered capital of 22,892,613,905 Baht to the new registered capital of 22,892,613,900 Baht, by cancelling unissued ordinary shares at the amount of 1 shares, with a par value of 5.00 Baht per share, which are shares allocated for the issuance and offering of convertible debentures as per the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023 hold on 9 November 2023. ("EGM 1/2023")

However, after the cancelling unissued ordinary shares mentioned above, the Company still has ordinary shares that have not yet been issued at the amount of 990,513,750 shares, with details as follows:

- (1) To accommodate the exercise of the conversion rights of convertible debentures issued and offered to specific investors regarding to the resolution of the EGM 1/2023 at the amount of 274,969,346 shares.
- (2) To accommodate the exercise of the conversion rights of convertible debentures issued and offered specific investors pursuant to the resolution of the Extraordinary General Meeting No. 3/2024 held on 3 December 2024 ("EGM 3/2024") (Referred to as "Convertible Debentures No. 5") at the amount of 437,069,788 shares.
- (3) To accommodate the exercise of Warrants to purchase ordinary shares of the Company No. 4 (CHO-W4) at the amount of 278,474,616 shares.

And approve the amendment of Clause 4 under the Company's Memorandum of Association to be in accordance with the decrease of registered capital as follows:

"Clause 4. Registered Capital	22,892,613,900 Baht	(Twenty-Two Billion Eight Hundred Ninety-Two Million Six Hundred Thirteen Thousand and Nine Hundred Baht)
Divided into	4,578,522,780 shares	(Four Billion Five Hundred Seventy-Eight Million Five Hundred Twenty-Two Thousand Seven Hundred and Eighty shares)
Par value per shares	5.00 Baht	(Five Baht)
Categorized into		
Ordinary share	4,578,522,780 shares	(Four Billion Five Hundred Seventy-Eight Million Five Hundred Twenty-Two Thousand Seven Hundred and Eighty shares)
Preference share	- shares	(-)"

Including, the authorization of the authorized directors of the Company and/or any persons designated by the authorized directors of the Company as the authorized person to determine the conditions and details of the relevant procedures regarding such decrease of the registered capital; as well as, to change words or phrases of the minutes of the shareholders' meeting, Memorandum of Association, and/or any application and/or any proceeding to comply with the Registrar's instruction in order to file registration of the decrease of registered capital and amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

**Opinion of the board:**

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders (AGM) to consider and approve the decrease of the Company's registered capital at the amount of 5 Baht, from the existing registered capital of 22,892,613,905 Baht to the new registered capital of 22,892,613,900 Baht, by cancelling unissued ordinary shares at the amount of 1 shares, with a par value of 5.00 Baht per share and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the decrease of the Company's

registered capital and the related authorization, as proposed in accordance with the proposed details.

Resolution:

This agenda must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and are entitled to vote.

**Agenda 9 Consider and approve the change in a par value of shares by combining share value of the Company and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the change in a par value of shares of the Company.**

Facts and Rationales:

The Company will propose to change in a par value of the shares of the Company by combining shares from a par value of 5.00 Baht per share to a par value of 25.00 Baht per share, resulting in a decrease in the number of shares of the Company by 3,662,818,224 shares, from the existing amount at 4,578,522,780 shares with a par value of 5.00 Baht per share to 915,704,556 shares with a par value of 25.00 Baht per share. This change in the par value of shares of the Company will impact the number of shares held by each shareholder to decrease at a ratio of 5 existing ordinary shares to 1 new ordinary share, as follows;

	<b>Prior to the change in the par value of the shares</b>	<b>After the change in the par value of the shares</b>
Number of Registered Capital	22,892,613,900 Baht	22,892,613,900 Baht
Number of Paid-up Capital	17,940,045,150 Baht	17,940,045,150 Baht
Number of Registered Shares	4,578,522,780 Shares	915,704,556 Shares
Number of Paid-up Shares*	3,588,009,030 Shares	717,601,806 Shares
Par Value	5.00 Baht per share	25.00 Baht per share

**Remark\*:**

1. The number of registered capital and number of registered capital after the decrease in registered capital by canceling unissued ordinary shares at the amount of 1 share.
2. After the change in a par value of shares of the Company by combining shares mentioned above, unissued reserved ordinary shares to accommodate the exercise of conversion rights of convertible debentures and the warrants CHO-W4, the amount remaining of 198,102,750 shares which is divided as follows:
  - (1)To accommodate the exercise of conversion rights of the convertible debentures issued and offered to specific investors pursuant to the EGM 1/2023 totaling 54,993,869 Shares.
  - (2)To accommodate the exercise of conversion rights of the convertible debentures issued and offered to specific investors pursuant to EGM 3/2024 totaling 87,413,957 Shares.
  - (3)To accommodate the exercise of the Warrants CHO-W4 totaling 55,694,924 shares.

The Company intends to change the par value of shares of the Company through the combining shares to enhance the stability of the Company's stock price in the stock exchange. The reduction in the number of shares and the increase in share price may result in a decrease in trading volume, which could, in turn, reduce stock price volatility.

In this regard, the calculation to change a par value of the shares from 5.00 Baht per share to 25.00 Baht per share will result in certain shareholders having fractional shares that are insufficient to convert into new shares. These fractional shares will be discarded in the calculation. For the calculation of the change in a par value of shares and the rounding of fractional shares, the Company will assign Thailand

Securities Depository Company Limited ("TSD"), which is a share registrar of the Company, to carry out the calculation based on the operational system of the TSD. Nonetheless, in order to protect the rights of shareholders affected by the rounding of fractional shares, shareholders may buy or sell fractional shares (odd lot) on the Stock Exchange of Thailand ("SET") to ensure that they have a sufficient number of shares for the share combining calculation before the change in the par value of shares of the Company becomes effective. However, for shareholders who have insufficient fractional shares to convert into new shares, which will be discarded after the calculation, the Company is willing to compensate for the fractional shares that are discarded at a price of 5.00 Baht per share (Equivalent to the original par value of the Company). Each affected shareholder can claim the compensation for the fractional shares through the following procedures:

- (1) Request cash compensation for fractional shares in person at the Company's office, at Cho Thavee Public Company Limited No. 265 Moo 4 Klang Muang Road, Muangkhan Sub-district, Muang Khon Kaen District, Khon Kaen Province 40000 or
- (2) Notify the intention to request compensation for the fractional shares via bank transfer by submitting a written request to the Company through postal mail or by electronic mail (E-mail) to the Company at Cho Thavee Public Company Limited, office No. 265 Moo 4 Klang Muang Road, Muangkhan Sub-district, Muang Khon Kaen District, Khon Kaen Province 40000. The request should include documents confirming the shareholder's identity, which must still be valid (e.g., a copy of the ID card, governmental officer card, state enterprise employee card, passport, or certificate of business registration, etc.), along with a copy of the bank account details for the transfer, where the account holder's name must match the shareholder's name. The Company will transfer the compensation for the fractional shares once the accuracy of the provided information has been verified.

In this regard, such request for cash compensation for the fractional shares in person or notification of the intention to request compensation for the fractional shares via bank transfer, the shareholders must take action within 1 month from the date of a change in par value of the Company is registered with the Department of Business Development, Ministry of Commerce, which is expected to occur during May 2025. The Company will announce further details through the news notification system of the Stock Exchange of Thailand ("SET"). In this respect, any shareholder fails to claim the cash compensation or notify their intention to receive the compensation via bank transfer within the specified period, the Company will consider that shareholder to have waived their right to receive the compensation.

Accordingly, the Board of Directors' Meeting had resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the authorization to the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or any person designated by the Board of Directors or Executive Committee or Chief Executive Officer or authorized directors of the Company as the authorized person to determine the terms and details related to the implementation of change in the par value of the shares by combining shares, including, but not limited to, determining other terms and conditions for the compensation of discarded fractional shares, and notifying or applying approval to any relevant authorities to ensure compliance with applicable laws and/or regulations.

And approve the amendment of Clause 4 under the Company's Memorandum of Association to accordance with the change in par value of the Company as follows:

"Clause 4.	Registered capital	22,892,613,900 Baht	(Twenty- Two Billion Eight Hundred Ninety- Two Million Six Hundred Thirteen Thousand and Nine Hundred Baht)
	Divided into	915,704,556 shares	(Nine Hundred Fifteen Million Seven Hundred Four Thousand Five Hundred and Fifty-Six shares)
	Par value per shares	25.00 Baht	(Twenty-Five Baht)

Categorized into Ordinary shares	915,704,556 shares	( Nine Hundred Fifteen Million Seven Hundred Four Thousand Five Hundred and Fifty-Six shares)
Preferred shares	- shares	(-shares)"

Including, the Board of Directors' Meeting had resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the authorization to the Chief Executive Officer and/or any persons designated by the Chief Executive Officer as the authorized person to determine the conditions and details of the relevant procedures regarding such change in par value of shares; as well as correcting words or phrases of the minutes of the shareholders' meeting, Memorandum of Association, and/or any application, and/or any proceeding to comply with the Registrar's instruction in order to file for registration of the change in par value of shares and amendment of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

Moreover, a change in par value of the Company's shares as mentioned above. The Company must adjust the exercise price and the exercise ratio according to the Warrant to purchase ordinary shares of the Company No. 4 (CHO-W4), under Terms and Conditions Governing the Rights and Obligations of the Warrants Issuer and Warrants Holders to Purchase Ordinary Shares of Cho Thavee Public Company Limited No. 4 ("**Term and Condition CHO-W4**"). In order to maintain the benefits of the warrant holders. The details of the calculation formula are as follows:

	Prior to the adjustment of rights, par value of 5.00 Baht	After the adjustment of rights, par value of 25.00 Baht
Exercise Price (Baht)	0.23 Baht per share	1.15 Baht per share
Exercise Ratio	The warrant 1 unit per 1 newly issued ordinary share	The warrant 1 unit per 0.20 newly issued ordinary share

**Remark:**

1. The change in the exercise price and exercise ratio will be effective immediately when the new par value effective as published through the Stock Exchange's information disclosure system.
2. In case that the number of shares calculated from the exercise of the warrant is a fraction. These fractional shares will be discarded.

Opinion of the board:

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders (AGM) to consider and approve the shares of the Company by combining shares from a par value of 5.00 Baht per share to a par value of 25.00 Baht per share, resulting in a decrease in the number of shares of the Company by 3,662,818,224 shares, from the existing amount at 4,578,522,780 shares with a par value of 5.00 Baht per share to 915,704,556 shares with a par value of 25.00 Baht per share. and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the decrease of the Company's registered capital and the related authorization, as proposed in accordance with the proposed details.

Resolution: This agenda must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and are entitled to vote.

**Agenda 10 Consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital.**

Facts and Rationales: The Company will propose to the 2025 Annual General Meeting of Shareholders (AGM) to consider and approve the increase of registered capital of the Company at the amount of 3,835,797,275 Baht from the existing registered capital of 22,892,613,900 Baht to the new registered capital of 26,728,411,175 Baht by issuing newly issued ordinary shares at the amount not exceeding 153,431,891 shares (Such number of newly issued shares is calculated based on the number of shares after the change in a par value, following the

combining shares), with a par value of 25.00 Baht per share to additional accommodate the exercise of conversion right of convertible debentures issued and offered to specific investors pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2024 held on 3 December 2024 (EGM 3/2024).

The details regarding the increase of registered capital of the Company are provided in the Capital Increase Report Form (F53-4) (Attachment No. 8).

And approve the amendment of Clause 4 under the Company's Memorandum of Association to be in accordance with the decrease of registered capital as follows:

"Clause 4. Registered Capital	26,728,411,175 Baht	(Twenty-Six Billion Seven Hundred Twenty-Eight Million Four Hundred Eleven Thousand One Hundred and Seventy-Five Baht)
Divided into	1,069,136,447 shares	(One Billion Sixty-Nine Million One Hundred Thirty-Six Thousand Four Hundred and Forty-Seven shares)
Par value per shares	25.00 Baht	(Twenty-Five Baht)
Categorized into		
Ordinary share	1,069,136,447 shares	(One Billion Sixty-Nine Million One Hundred Thirty-Six Thousand Four Hundred and Forty-Seven shares)
Preference share	- shares	(-)"

Including, the authorization of the authorized directors of the Company and/or any persons designated by the authorized directors of the Company as the authorized person to determine the conditions and details of the relevant procedures regarding such increase of registered capital; as well as correcting words or text in the minutes of the shareholders' meeting, Memorandum of Association, and/or various applications, and/or take any action in order to comply with the Registrar's instruction in filing for registration of increase in registered capital and amendment of the Memorandum of Association of the Company to the Department of Business Development, Ministry of Commerce.

Opinion of the board:

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders (AGM) to consider and approve the increase of registered capital of the Company at the amount of 3,835,797,275 Baht from the existing registered capital of 22,892,613,900 Baht to the new registered capital of 26,728,411,175 Baht by issuing newly issued ordinary shares at the amount not exceeding 153,431,891 shares (Such number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 25.00 Baht per share and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the decrease of the Company's registered capital and the related authorization, as proposed in accordance with the proposed details.

Resolution: This agenda must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and are entitled to vote.

**Agenda 11 Consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the exercise of conversion rights convertible debentures issued and offered to specific investors pursuant to the resolution of Extraordinary General Meeting No. 3/2024 held on 3 December 2024.**

Facts and Rationales: The Company will propose to the 2025 Annual General Meeting of Shareholders (AGM) to consider and approve of newly issued ordinary shares, whether once or several times, in the amount not exceeding 153,431,891 shares (Such number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 25.00 Baht per share to accommodate the exercise of the conversion rights of convertible debentures issued and offered to specific investors namely Advance Opportunities Fund VCC ("AOF VCC") and Advance Opportunities Fund 1 ("AO Fund 1"). This is an additional allocation from the allocation to accommodate the exercise of the conversion rights

of convertible debentures issued and offered pursuant to the resolution of the Extraordinary General Meeting No. 3/2024 held on 3 December 2024 ("EGM 3/2024") ("Convertible Debentures No. 5"). The remaining ordinary shares allocated to accommodate the exercise of conversion rights of the convertible debentures issued and offered pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2024, totaling 87,413,957 shares with a par value of 25.00 Baht per share (the number of shares is calculated based on the number of shares after the change in par value through a share combining), as of the date of the Board of Directors' Meeting No. 3/2025, held on 27 February 2025.

The conversion price of the convertible debentures must not be lower than 90 percent of the market price whereas the market price is calculated based on the weighted average price of shares of the Company trading on the Market for Alternative Investment (mai) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the convertible debenture holders exercise their conversion rights, in accordance with the Notification No. TorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments to a Private Placement and Offering of Convertible Debentures to Specific Person and the Notification of the Office of the Securities and Exchange Commission No. SorJor. 46/2565 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price pursuant the resolution of EGM 1/2023 (Remarks: the market price is calculated by specifying 2 decimal places. However, if the 3th decimal place is 5 or more, it will be rounded up. The conversion price of convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up).

In this regard, the number of newly issued ordinary shares allocated to accommodate the convertible debentures pursuant to EGM 3/2024 at the total amount of 240,845,848 shares combined with the total number of newly issued ordinary shares allocated to accommodate the exercise of all convertible securities of the Company (Such number of shares is calculated based on the number of shares after the change in par value through a share combining), namely (1) convertible debentures issued and offered to specific investors pursuant to EGM 1/2023 at the amount of 54,993,869 shares and (2) Warrants to purchase ordinary shares of the Company No. 4 (CHO-W4) at the amount of 55,694,924 shares which results in the total amount of 351,534,641 shares, representing 48.99 percent of the total number of sold shares of the Company as of the date of Board of Directors' meeting No. 3/2025 held on 27 February 2025, not exceeding 50 percent of the total number of sold shares of the Company.

In addition, because the Company has accumulated losses as shown in the statement of financial position and financial statement for the year as of 31 December 2024 reviewed by a certified public accountant, the Company may determine the conversion price of convertible debentures to be lower than the par value of the Company, however, such price shall not lower than 0.01 Baht per share. In this case, the Company shall comply with Section 52 of the Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for not less than 1 year may offer sale of shares with the value lower than the registered value, subject to approval of shareholders' meeting and such discount rate being clearly specified).

The details regarding the increase of registered capital of the Company and allocation of newly issued ordinary shares of the Company are provided in the Capital Increase Report Form (F53-4) (Attachment No. 8).

Opinion of the board:

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders (AGM) to consider and approve the of newly issued ordinary shares, whether once or several times, in the amount not exceeding 153,431,891 shares (Such number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 25.00 Baht per share to accommodate the exercise of the conversion rights of convertible debentures issued and offered to specific investors namely Advance Opportunities Fund VCC ("AOF VCC") and Advance

Condition of Resolution: A resolution under this agenda can be passed by a majority vote of the shareholders who attend the meeting and cast their vote.

**Agenda 12 Consider and approve the amendment of the Articles of Association of the Company.**

Facts and Rationales: The Company will propose to the 2025 Annual General Meeting of Shareholders (AGM) to consider and approve of the amendment of the Articles of Association of the Company.

Current Articles of Association	Proposed to Amend Articles of Association
Article 32. The number and authorized directors who may bind the Company shall be two directors jointly sign the document and stamp the Company's seal. The Board of Directors shall have authorized to specify and change the Directors who authorize to jointly sign a document to legally bind the Company.	Article 32. The number and authorized directors who may bind the Company shall be <u>one director</u> sign the document and stamp the Company's seal. The Board of Directors shall have authorized to specify and change the Directors who authorize to jointly sign a document to legally bind the Company.

In addition, to facilitate the registration of amendments to the Articles of Association of the Company, it is deemed appropriate to propose for the meeting to consider and approve the authorization of the authorized directors of the Company and/or any persons designated by the authorized directors of the Company as the authorized person to correct words or phrases in the documents and/or any application, and/or any proceeding to comply with the Registrar's instruction in order to file for registration of the amendment of the Articles of Association of the Company to the Department of Business Development, Ministry of Commerce.

Opinion of the board:

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders (AGM) to consider and approve the amendment of the Articles of Association of the Company Article 32 and the related authorization as detailed.

Resolution: This agenda must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and are entitled to vote.

**Agenda 13 Consider and approve the amendment of the authority of directors to bind the Company.**

Facts and Rationales: The Company will propose to the 2025 Annual General Meeting of Shareholders (AGM) to consider and approve of the amendment of the authority of directors to bind the Company.

From "Mr. Suradech Taweesaengsakulthai and Ms. Asana Taweesaengsakulthai jointly sign and stamped with the seal of the Company"

To "Mr. Suradech Taweesaengsakulthai sign and stamped with the seal of the Company"

Opinion of the board:

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders (AGM) to consider and approve the authority of directors to bind the Company as detailed.

Resolution: **This agenda must be approved by a majority vote of the shareholders who attended the meeting and casted their vote (excluding abstained votes).**

**Agenda 14 Consideration of Other Matters (If Any)**

Opinion of the Board: The Company did not have any other matters to consider, and announced a shareholders' invitation to propose items for the AGM agenda on the Company's website at [www.cho.co.th](http://www.cho.co.th) from November 28, 2024 to December 31, 2024. Despite the invitation, no other agenda items were proposed.

**Agenda 14 Consideration of Other Matters (If Any)****Opinion of the Board:**

The Company did not have any other matters to consider, and announced a shareholders' invitation to propose items for the AGM agenda on the Company's website at [www.cho.co.th](http://www.cho.co.th) from November 28, 2024 to December 31, 2024. Despite the invitation, no other agenda items were proposed.

According to the Public Company Limited Act B.E. 2535 Section 105, second paragraph (amended B.E. 2544), shareholders holding shares amounting to not less than one- thirds of the total number of paid-up shares may request the Meeting to consider other matters in addition to those specified in the invitation of the Meeting. The Board deemed it appropriate to propose this agenda to the shareholders who desire for the Meeting to consider other businesses other than the agendas that were proposed by the Board.

Furthermore, the Company designated the names of the shareholders eligible to attend the 2025 AGM (Record date) on March 14, 2025.

The Company hereby invite shareholders to attend the 2025 Annual General Meeting of Shareholders of Shareholders by Teleconferences through Electronic Devices (E-AGM) in regard to the date, time and place as mentioned above. The system shall be opened from 12.00 p.m. until the meeting time. The Company recommends Shareholders and/or Proxy holder to study registration procedure and submit all relevant documents that require to identity proofing for receiving USERNAME and Password before the meeting date, together with study vote casting procedures as detailed in Attachment No. 10 in order to reserve the rights and benefits of shareholders.

In case that the shareholders are unable to attend the meeting in person and has the intention to grant a proxy to the Company's independent director. Shareholders can appoint 1 independent directors of the Company as their proxy, whose names are listed below, to act as their proxy and casting votes as detailed in Attachment 11 as Mr. Jessadawat Priapchariyawat. Therefore, shareholders shall fill details in the proxy form (From B or Form C for custodian) in Attachment 14 with the grantor's signature and attach stamp duty (THB 20) and then deliver such document and relevant documents to the address hereto;

1) Postal delivery:

To: "Company Secretary"  
Cho Thavee Public Company Limited  
265 Moo 4, Klangmuang Road, Muangkhan, Muangkhonkaen,  
Khon Kaen 40000

2) E-mail: [info@cho.co.th](mailto:info@cho.co.th)

And for convenience to inspect the documents, the Company asks the shareholders and proxies to deliver the documents and questions to the Company within April 9, 2025 and to ensure the effectiveness of the 2025 AGM, shareholders are invited to submit questions in relation to the meetings' agenda in advance. In addition, the Company would like foreign shareholders to submit questions to the Company Prior Attachment 13, so the Company can summarize those questions and translate them into Thai language which the shareholders' meeting can understand. Foreign shareholders can send their questions, together with their name/address/contact detail (if any) to the Email: [info@cho.co.th](mailto:info@cho.co.th) or registered mail to "Company Secretary" as per the address mentioned above. Moreover, the Company will use verify Username in the registration and vote counting process in the meeting, therefore, shareholders and/or proxy holders are required to identity proof with other supporting documents as mentioned in Attachment 10.

Please be informed accordingly and highly appreciate for your attendance of the Meeting on the date and time as stated above.

Sincerely yours,

(Ms. Phenphimol Vejvarut)  
Chairman  
Cho Thavee Public Company Limited

**Remarks**

1. The Company has posted this "Invitation to Attend the Annual General Meeting of Shareholders for the year 2025", including all attachments and proxy forms on the Company's website ([www.cho.co.th](http://www.cho.co.th)).

2. The 2024 Annual Report by QR Code were enclosed with the Invitation of the Meeting as per the Attachment 2. If any Shareholder requires a printed copy, please fill in the Requisition Form as per the Attachment 12, and send it to Ms. Yinghathai Ponphangnga by Fax number 0 4304 3899 or 0 2973 4385 or e-mail address: [yinghathai@cho.co.th](mailto:yinghathai@cho.co.th) or postal mail to the address of the Company.

(Translated version)

**Minutes of the Extraordinary General Meeting of Shareholders no. 3/2024**  
**via electronic meeting (E-EGM)**  
**Cho Thavee Public Company Limited****On Tuesday 3<sup>rd</sup> December 2024 at 1.00 pm. at the branch office meeting room (1), 3<sup>rd</sup> floor  
96/25 Vibhavadi Rangsit Road, Talat Bang Khen Subdistrict, Laksi District, Bangkok**List of the Directors participating in the Meeting

There were 7 directors participated out of 8 directors or 87.50% of total directors who attended the Extraordinary General Meeting. The name list of the directors attending the Meeting is as follows:

1. Mr. Suradech Taweesaengsakulthai	Director, Secretary to the Board of Directors, Chairman of Executive Director, President and Chief Executive Officer
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List of the Directors participating via Zoom meeting

2. Mr. Jessadawat Priapchariyawat	Independent Director, Chairman of Audit Committee, Corporate Governance, Risk Management, Nomination and Compensation Committee
3. Mrs. Pennipa Dabbaransi	Independent Director, Audit Committee and Chairman of Corporate Governance, Risk Management, Nomination and Compensation Committees
4. Ms. Asana Taweesaengsakulthai	Director
5. Mr. Siriwat Taweesaengsakulthai	Director, Corporate Governance, Risk Management, Nomination and Compensation Committee, and CSR Committee
6. Mr. Sawin Laosethakul	Director
7. Mr. Fong Pin Jan	Director

List of the Director did not attend the meeting

1. Mrs. Phenphimol Vejvarut	Chairman of the Board of Directors
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List of Executive Directors participating via E-EGM

1. Mrs. Panthong Nowa	Executive Director / Executive Vice President / Chief Financial Officer
2. Mr. Chatchai Kantawirut	Executive Director/ Executive Vice President / Chief Risk Management Officer /
3. Mr. Phard Pimrin	Executive Director / Executive Vice President / Chief Information Officer
4. Mr. Nattaporn Muengjantra	Compliance / Secretary to Corporate Governance, Risk Management, Nomination and Compensation Committee /Company's Legal Manager

**Representative from Legal Advisors** form ARAYA & Partners Co., Ltd Ms. Araya Putthipongthorn**Representative of Thai Investors Association:** Mrs. Keeratika Paenglad**Vote counting observer:** Ms. Yinghathai Ponphangaga the Company's secretary

After that, the moderator informed the shareholders about the Meeting's details, and the vote casting procedures according to Clause 37 and Clause 39 of the Company's Article of Association, voting method, vote counting and notification of the vote results for each agenda item of the meeting.

Clause 37 of the Company's Articles of Association

In the Meeting of Shareholders, there shall be shareholders and proxies (if any) present at the meeting in the aggregate number of not less than twenty-five (25) or not less than one half of the total



number of shareholders and shares amounting to not less than one-third (1/3) of the total number of shares sold to constitute a quorum.

#### Clause 39 of the Company's Articles of Association

In voting at the meeting of shareholders, one share is regarded as one vote. Any shareholder who has a special interest in any matter shall have no right to vote on such matter, except in the election of directors. A resolution of the meeting of shareholders shall be supported by votes as follows:

1. In a normal case, by the majority of votes of the shareholders present and voting; in case of an equality of votes, the presiding member shall have the casting vote.
2. In case as follows; by a vote not less than three-fourths (3/4) of the total vote of the shareholders who attend the meeting and have the right to vote:
  - a. the sale or transfer of business of the company, in whole or in essential part, to other persons;
  - b. the purchase or acceptance of transfer of business of private companies or other public companies by the company;
  - c. entering into, amending, or terminate a lease of business of the company in whole or in essential part; entrusting other person with management of the company; or amalgamating business with other persons with the objective to share profit and loss;
  - d. amending the memorandum of association or article of association of the company;
  - e. increasing or decreasing the company's registered capital;
  - f. dissolving the company;
  - g. issuing the company's debentures;
  - h. merging the company's business with the other company

In addition, the company clarified to the meeting for understanding of meeting rule, vote casting, vote counting, and voting calculation method, to comply with the good governance principle in terms of voting during the meeting as follows:

#### **Voting Procedures for Self-Attending Shareholders and Proxies**

For this shareholders' meeting, each vote is based on one share, whether directly present or represented by proxy. During each agenda item, shareholders may cast their vote as in favor, against, or abstain. The counting includes only the votes cast in favor, against, and/or abstained. These counted votes will be deducted from the total shares participating in the meeting, and the remaining will represent the votes in favor for that specific agenda item. (If no vote is cast for an agenda item, the system will consider it as a vote in favor.)

1. When voting, shareholders choose an agenda item by selecting the person icon on the left. The system will then display buttons for voting options: 1. In Favor, 2. Against, 3. Abstain.
2. Meeting attendees can view all the agenda items in the specified order.
3. To vote for each agenda item, press the "In Favor," "Against," or "Abstain" button. If the vote for that item is not closed yet, attendees can change their vote at any time.
4. Attendees can cast their votes throughout the meeting until the system, the chairman, or designated moderator announces the closure of voting for a specific agenda item, as per the time limits set by the company. Once an agenda item is closed, a system popup will notify that no further votes can be cast.

#### **Leaving the Meeting Room**

If attendees wish to leave the meeting room before its scheduled end, they can proceed as follows:

1. Attendees can immediately exit the meeting room by clicking on the "Leave" button.
2. If attendees intend to vote on the remaining agenda items, they can pre-cast their votes for each item in advance. The system will collect these pre-cast votes for each agenda item and include them in the subsequent tally.

After casting their votes, attendees can then leave the meeting room by clicking on the "Leave" button.

#### **Asking Questions in the Meeting**

Attendees can ask questions through various channels:

1. Sending questions via Chat: Attendees can submit questions through the chat feature.



2. Using Reactions and Raise Hand: Attendees can use the "Reactions" feature and then click "Raise Hand" to indicate their intention to ask a question. When the meeting moderator opens the microphone feature, attendees can click the microphone button to verbally ask their question. If there is a high volume of questions related to a specific agenda item, the company will review and select questions based on relevance.
3. Electronic Meeting: As this meeting is conducted electronically via the AFF E-Vote Meeting system provided by Affinity Relation Co., Ltd., it complies with the regulations concerning electronic meetings, as stipulated in the Electronic Transactions Act of 2020 (B.E. 2563).

The agenda 1, agenda 4 and agenda 5 shall be approved by the majority vote of shareholders attending the Meeting and casting vote, excluding abstain vote calculation. If there are equal votes, the Chairman shall cast an additional vote as a casting vote.

For agenda 2 and agenda 3 approval must be passed with a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

**The Meeting Commenced** at 1.00 p.m.

Since Mrs. Penphimol Vejvarut, the Chairman of the Board of Directors, was unable to attend the meeting due to an unavoidable commitment and the Company did not have a Vice Chairman, it was proposed that the meeting elect Mr. Suradech Taweesaengskulthai, the Company's Director, Secretary to the Board of Directors, Chairman of the Executive Committee, Managing Director, Chief Executive Officer, and proxy, to act as the Chairman of the Meeting. In this regard, there was no objection from the shareholders, so Mr. Suradech Taweesaengskulthai, the Company's Director, Secretary to the Board of Directors, Chairman of the Executive Committee, Managing Director, Chief Executive Officer, and proxy, acted as the Chairman of the Meeting. ("Chairman") The Chairman opened the meeting and welcomed the shareholders and proxies and proceeded to the Extraordinary General Meeting of Shareholders No. 3/2024 via the electronic media system (E-EGM) of Cho Thavee Public Company Limited (the "Company"). The Chairman then assigned Ms. Araya Putthipongthorn to conduct the meeting (the "Meeting Facilitator") and introduced the Company's board of directors, senior executives, and observers of the vote counting. The Facilitator then explained the details and methods of the meeting to the shareholders and proxies and announced the total number of shareholders and proxies attending the meeting at the opening of the meeting, as follows:

There were 39 shareholders and proxy holders present at the Meeting, holding shares in aggregate totally 1,110,826,107 shares or equivalent 33.9131% of the total paid-up shares of the Company as the quorum according to the Company's Articles of Association. There were 8 shareholders holding shares in aggregate totally 372,483,244 shares and proxy holders present 31 shareholders holding shares in aggregate totally 738,342,863 shares. It is considered that there are shareholders and proxies attended the meeting more than 25 people and the aggregate number of shares not less than one-third (1/3) of the total paid-up shares of the Company. The quorum of the shareholders' meeting was constituted according to the law and Article 37 of the Company's Articles of Association. Then, before starting the meeting on various agendas, the meeting was opened at 1:00 p.m. without any shareholders or proxies attending the meeting and voting after the official opening of the meeting.

The moderator informed the shareholders that to ensure the transparency of the vote counting, the Board of Directors assigned the company's secretary Miss Yinghathai Ponphangnga to be the vote inspector. The meeting then began with the following agenda items.

**Agenda 1 Consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024 held on 6 September 2024.**

The moderator proposed the meeting to consider approving the minutes of the Extraordinary General Meeting of Shareholders No. 2/2567, held on September 6, 2024, which was made within 14 days from the date of the meeting and delivered the said minutes to the Stock Exchange of Thailand and Ministry of Commerce as required by law. Including published on the Company's website [www.cho.co.th](http://www.cho.co.th) "The



shareholders' meeting and sent a copy of the minutes of the meeting to the shareholders together with the invitation to the meeting. (Enclosure No. 1)

The moderator proposed the meeting to consider certifying the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2567.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

Since there were no questions, the moderator proposed the Meeting to resolve the matter in this agenda item which must be approved with the majority vote from the total vote of the shareholders attending the meeting and cast voting (excluding the abstaining vote).

**Resolution:** Prior to the voting, no additional shareholders attending the meeting, resulting in the total 39 shareholders attending the meeting, equal to the total shares of 1,110,826,107 shares.

The meeting has considered and certified the minutes of the Extraordinary General Meeting of Shareholders No. 2/2567, held on September 6, 2024 as proposed by the majority vote of shareholders attending the Meeting and casting vote, excluding abstain vote calculation

**The Meeting resolved the matter with the following votes:**

<u>Approved</u>	1,110,826,107	votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000 percent
<u>Total Votes</u>	1,110,826,107	votes	equivalent to	100.0000 percent
<u>Abstain</u>	0	vote	(no counting vote)	
<u>Voided ballots</u>	0	vote		

**Agenda 3 Consider and approve the issuance and offering of newly issued Convertible Debentures to specific investors.**

The moderator proposed the meeting to consider and approve the issuance and offering of newly issued convertible debentures of the Company ("Convertible Debentures") with a total offering value not exceeding 915,000,000 Baht to specific investors namely Advance Opportunities Fund VCC ("AOF VCC") and Advance Opportunities Fund 1 ("AO Fund 1"). These persons are not related party to the Company as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (collectively referred to as "Connected Transaction Notifications"). The conversion price of the convertible debentures must not be lower than 90 percent of the market price whereas the market price is calculated based on the weighted average price of shares of the Company trading on the Market of Alternative Investment (mai) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day that the convertible debenture holders exercise their conversion rights, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments to a Private Placement and Offering of Convertible Debentures to Specific Person (Notification No. TorJor. 16/2565) and the Notification of the Office of the Securities and Exchange Commission No. SorJor. 46/2565 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price (Notification No. SorJor. 46/2565). In any case, the exercise of the conversion rights of the Convertible Debenture must not result in the convertible debenture holders holding shares of the company in a manner that would trigger the requirement to make a tender offer for all shares of the Company, pursuant to the

Notification of Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (and as amended).

In addition, because the Company has accumulated losses as shown in the financial statement for the year as of 31 December 2023 reviewed by a certified public accountant and the second quarter financial statement reviewed by a certified public accountant as of 30 June 2024 of the Company, the Company may determine the conversion price of convertible debentures to be lower than the par value of the Company, however, such price shall not be lower than 0.01 Baht per share. In this case, the Company shall comply with Section 52 of the Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for not less than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders' meeting and such discount rate being clearly specified). Further details are outlined in the Summary of Important Terms and Conditions of the Convertible Debentures of Cho Thavee Public Company Limited (Attachment 2).

Remarks: the market price is calculated by specifying 2 decimal places. However, if the 3rd decimal place is 5 or more, it will be rounded up. The conversion price of convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.

In addition, propose the Meeting to consider and approve the authorization of the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized director of the Company or any persons designated by the Board of Directors or Executive Committee or Chief Executive Officer or authorized director of the Company as the authorized person to determine details, amend, or proceed any actions necessary and related to the issuance and offering of the convertible debentures in compliance with legal requirements. This authority includes, but is not limited to, the following powers:

- (1) To determine or amend the details, procedures, and other conditions regarding the issuance and offering Convertible Debentures, as deemed appropriate, whether the issuance and offering are conducted in a single instance or in multiple instances, including but not limited to, the terms and conditions of the Convertible Debentures, the issue date, the par value, the offering price, the number of ordinary shares issued to accommodate the conversion of the Convertible Debentures, the interest rate, the calculation and method of interest payment, the conversion price, the conversion ratio, the conversion period, the redemption price, the redemption period, the last day of conversion period, the allocation method, or the determination of any event requiring the Company to issue newly additional shares to accommodate a change of the exercise of the conversion right, and the conditions of adjustment of conversion rights. However, Chief Executive Officer and/or any persons assigned by Chief Executive Officer as the authorized person will determine the best convertible price according to the market conditions during the period when the convertible debenture holders will exercise their conversion rights, to maintain the best interest of the Company and shareholders as a whole;
- (2) To appoint advisors and other personnel (e.g. financial advisor and legal advisor) related to contacting and providing information as well as filing documents, applications, waiver documents, and evidence with the relevant authorities or any other events in relation to the issuance and offering of the Convertible Debentures as deemed appropriate;
- (3) To negotiate, agree, enter into, amend, add, execute any agreements, applications for approval, waiver, evidence, disclosure, sale report, and other documents necessary for and in relation to the issuance, offering, and allocation of the Convertible Debentures, the allocation of newly issued ordinary shares to accommodate the exercise of the conversion right of the Convertible Debentures, as well as contacting, filing, amending, adding, and signing the applications for approval, waiver, evidence, disclosure, sale report, and other documents, with the Securities and Exchange Commission of Thailand, the Stock Exchange of Thailand, government agencies, and/or other relevant authorities in relation to the issuance and offering of the Convertible Debentures and the listing of the newly issued ordinary shares from the exercise of the conversion right as listed securities on the Market of Alternative Investment (mai) and;



(4) To proceed any actions as necessary and appropriate for and in relation to the issuance, offering, and the allocation of the Convertible Debentures to ensure the successful completion of the actions specified above

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

None of the shareholders inquire or share their opinion, the moderator proposed the Meeting to resolve the matter in this agenda item which must be approved with a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Resolution:** Prior to the voting, no additional shareholders attending the meeting, resulting in the total 39 shareholders attending the meeting, equal to the total shares of 1,110,826,107 shares.

The meeting has to consider and approve the issuance and offering of Convertible Debentures with a total offering value not exceeding 915,000,000 Baht to specific investors namely AOF VCC and AO Fund 1. These persons are not related party to the Company as specified in the Connected Transaction Notifications and the related authorization, as proposed in accordance with the proposed details. The Meeting approved this agenda with a unanimous vote.

**The Meeting resolved the matter with the following votes:**

<u>Approved</u>	1,110,826,107	votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000 percent
<u>Abstain</u>	0	vote	equivalent to	0.0000 percent
<u>Total Votes</u>	1,110,826,107	votes	equivalent to	100.0000 percent
<u>Voided ballots</u>	0	vote		

**Agenda 3 Consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital**

The moderator proposed the meeting consider and approve the increase of the Company's registered capital at the amount of 4,496,679,565 Baht from the existing registered capital of 18,395,934,340 Baht to the new registered capital of 22,892,613,905 Baht by issuing newly issued ordinary shares at the amount not exceeding 899,335,913 shares, with a par value of 5.00 Baht per share, the details are as follows:

- (1) To accommodate the exercise of the conversion rights of convertible debentures issued and offered to specific investors (to be proposed for consideration and approval by the Extraordinary General Meeting of Shareholders No. 3/2024) at the amount not exceeding 437,069,788 shares.
- (2) To accommodate the exercise of the conversion rights of convertible debentures issued and offered to specific investors pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 9 November 2023 (EGM 1/2023) with an additional amount not exceeding of 462,266,125 shares.

The details are provided in the Capital Increase Report Form (F53-4) (Attachment 3).

And, propose to the Extraordinary General Meeting of Shareholders No. 3/2024 to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in accordance with the increase of registered capital as follows:

"Clause 4. Registered Capital 22,892,613,905 Baht (Twenty-Two Billion Eight Hundred Ninety-Two Million Six Hundred



		Thirteen Thousand Nine Hundred and Five Baht)
Divided into	4,578,522,781 shares	(Four Billion Five Hundred Seventy-Eight Million Five Hundred Twenty-Two Thousand Seven Hundred and Eighty-One shares)
Par value per shares	5.00 Baht	(Five Baht)
Categorized into		
Ordinary share	4,578,522,781 shares	(Four Billion Five Hundred Seventy-Eight Million Five Hundred Twenty-Two Thousand Seven Hundred and Eighty-One shares)
Preference share	- shares	(-)"

Also, propose the Meeting to consider and approve the authorization of the authorized directors of the Company and/or any persons designated by the authorized directors of the Company as the authorized person to determine the conditions and details of the relevant procedures regarding such increase of the registered capital; as well as correcting words or phrases of the minutes of the shareholders' meeting, Memorandum of Association, and/or any application, and/or any proceeding to comply with the Registrar's instruction in order to file for registration of the increase of registered capital and amendment of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

None of the shareholders inquire or share their opinion, the moderator proposed the Meeting to resolve the matter in this agenda item which must be approved with a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Resolution:** Prior to the voting, no additional shareholders attending the meeting, resulting in the total 39 shareholders attending the meeting, equal to the total shares of 1,110,826,107 shares.

The meeting has to consider and approve the increase of the Company's registered capital at the amount of 4,496,679,565 Baht from the existing registered capital of 18,395,934,340 Baht to the new registered capital of 22,892,613,905 Baht by issuing newly issued ordinary shares at the amount not exceeding 899,335,913 shares, with a par value of 5.00 Baht per share and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital and the related authorization, as proposed in accordance with the proposed details. The Meeting approved this agenda with a unanimous vote.

**The Meeting resolved the matter with the following votes:**

<u>Approved</u>	1,110,826,107 votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0 vote	equivalent to	0.0000 percent

<u>Abstain</u>	0	vote	equivalent to	0.0000 percent
<u>Total Votes</u>	1,110,826,107	votes	equivalent to	100.0000 percent
<u>Voided ballots</u>	0	vote		

**Agenda 4 Consider and approve the allocation of newly issued ordinary shares to accommodate the exercise of the conversion rights of convertible debentures issued and offered to specific investors**

The moderator proposed the meeting to consider and approve the allocation of newly issued ordinary shares, whether once or several times, at the amount not exceeding 437,069,788 shares, with a par value of 5.00 Baht per share, to accommodate the exercise of the conversion rights of Convertible Debentures issued and offered to specific investors namely Advance Opportunities Fund VCC and Advance Opportunities Fund 1. These persons are not related party to the Company as specified in the Connected Transaction Notifications. In this regard, the conversion price of the convertible debentures must not be lower than 90 percent of the market price whereas the market price is calculated based on the weighted average price of shares of the Company trading on the Market of Alternative Investment (mai) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the pricing date on which the convertible debenture holders will exercise their conversion rights, in accordance with the regulations stated in the Notification No. TorJor. 16/2565 and Notification No. SorJor. 46/2565.

In addition, because the Company has accumulated losses as shown in the financial statement for the year as of 31 December 2023 reviewed by a certified public accountant and the second quarter financial statement reviewed by a certified public accountant as of 30 June 2024 of the Company, the Company may determine the conversion price of convertible debentures to be lower than the par value of the Company, however, such price shall not be lower than 0.01 Baht per share. In this case, the Company shall comply with Section 52 of the Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for not less than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders' meeting and such discount rate being clearly specified). Details stated in the Summary of Important Terms and Conditions of the Convertible Debentures of Cho Thavee Public Company Limited (Attachment 2) and Capital Increase Report Form (F53-4) (Attachment 3).

Remarks: the market price is calculated by specifying 2 decimal places. However, if the 3rd decimal place is 5 or more, it will be rounded up. The conversion price of convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.

In this regard, the total number of newly issued ordinary shares allocated to accommodate Convertible Debentures to specific investors (to be proposed for consideration and approval by the Extraordinary General Meeting of Shareholders No. 3/2024) in the amount of 437,069,788 shares, combined with the total number of shares allocated to accommodate the exercise of all convertible securities of the Company, including (1) Convertible Debentures No. 4 in the amount of 809,691,494 shares (divided as the remaining accommodated shares from those approved at the Extraordinary General Meeting of Shareholders No. 2/2024, totaling 347,425,369 shares, and an additional allocation of shares to be proposed for approval at the Extraordinary General Meeting of Shareholders No. 3/2024, totaling 462,266,125 shares), and (2) warrants to purchase newly issued ordinary shares of the Company No.4 (CHO-W4) totaling 278,474,616 shares, resulting in a total of 1,525,235,898 shares, which represents 49.95 percent of the total issued shares as of the date of the Board of Directors Meeting No. 10/2024 held on 23 October 2024. The total amount of shares does not exceed 50 percent of the total issued shares of the Company as of that date

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

None of the shareholders inquire or share their opinion, the moderator proposed the Meeting to resolve the matter in this agenda item which must be approved by a majority vote of the shareholders who attended the meeting and casted their vote.



**Resolution:** Prior to the voting, no additional shareholders attending the meeting, resulting in the total 39 shareholders attending the meeting, equal to the total shares of 1,110,826,107 shares.

The meeting has to consider and approve the allocation of newly issued ordinary shares, whether once or several times, at the amount not exceeding 437,069,788 shares, with a par value of 5.00 Baht per share, to accommodate the exercise of the conversion rights of Convertible Debentures issued and offered to specific investors namely Advance Opportunities Fund VCC and Advance Opportunities Fund 1. These persons are not related party to the Company as specified in the Connected Transaction Notifications, as proposed in accordance with the proposed detailed. The Meeting approved this agenda with a unanimous vote.

**The Meeting resolved the matter with the following votes:**

<u>Approved</u>	1,080,787,177	votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000 percent
<u>Total Votes</u>	1,080,787,177	votes	equivalent to	100.0000 percent
<u>Abstain</u>	0	vote	equivalent to	0.0000 percent
<u>Voided ballots</u>	0	vote		

**Agenda 5 Consider and approve the allocation of newly issued ordinary shares to accommodate the exercise of the conversion rights of convertible debentures issued and offered to specific investors pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 9 November 2023.**

The moderator proposed the meeting consider and approve the allocation of newly issued ordinary shares, whether once or several times, at the amount not exceeding 462,266,125 shares, with a par value of 5.00 Baht per share, to accommodate the exercise of the conversion rights of convertible debentures issued and offered to specific investors namely Advance Opportunities Fund VCC ("AOF VCC") and Advance Opportunities Fund 1 ("AO Fund 1"). This is an additional allocation from the allocation to accommodate the exercise of the conversion rights of convertible debentures issued and offered pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 9 November 2023 ("EGM 1/2023") and from the additional allocation pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2024, held on 6 September 2024 ("EGM 2/2024") ("Convertible Debentures No. 4"). The remaining ordinary shares allocated to accommodate the exercise of the conversion right of convertible debentures issued and offered pursuant to the resolution of EGM 1/2023 is 347,425,369 shares as of the date of the Board of Directors' Meeting No. 10/2024 held on 23 October 2024.

In this regard, the total number of newly issued ordinary shares allocated to accommodate the Convertible Debentures No.4 is 809,691,494 shares combined with the total number of shares allocated to accommodate the exercise of all convertible securities of the Company, including (1) Convertible Debentures issued and offered to specific investors (as proposed for consideration and approval by the Extraordinary General Meeting of Shareholders No. 3/2024) in the amount of 437,069,788 shares, and (2) warrants to purchase newly issued ordinary shares of the Company No.4 (CHO-W4) totaling 278,474,616 shares, resulting in a total of 1,525,235,898 shares, which represents 49.95 percent of the total issued shares as of the date of the Board of Directors Meeting No. 10/2024 held on 23 October 2024. This total does not exceed 50 percent of the total issued shares of the Company as of that date.

The conversion price of the convertible debentures must not lower than 90 percent of the market price whereas the market price is calculated based on the weighted average price of shares of the Company trading on the Market of Alternative Investment (mai) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the pricing date on which the convertible debenture holders will exercise their conversion rights, pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments to a Private Placement and Offering of Convertible Debentures to Specific Person and the Notification of the Office of the Securities and Exchange Commission No. SorJor. 46/2565 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price pursuant to the resolution of the EGM 1/2023. (Remarks: the market price is calculated by



specifying 2 decimal places. However, if the 3rd decimal place is 5 or more, it will be rounded up. The conversion price of convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up).

In addition, because the Company has accumulated losses as shown in the financial statement for the year as of 31 December 2023 reviewed by a certified public accountant and the second quarter financial statement reviewed by a certified public accountant as of 30 June 2024 of the Company, the Company may determine the conversion price of convertible debentures to be lower than the par value of the Company, however, such price shall not be lower than 0.01 Baht per share. In this case, the Company shall comply with Section 52 of the Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for not less than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders' meeting and such discount rate being clearly specified).

Details of the increase of registered capital of the Company and allocation of newly issued ordinary shares of the Company as stated in the Capital Increase Report Form (F53-4) (Attachment 3).

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda.

None of the shareholders inquire or share their opinion, the moderator proposed the Meeting to resolve the matter in this agenda item which must be approved by a majority vote of the shareholders who attended the meeting and casted their vote.

**Resolution:** Prior to the voting, no additional shareholders attending the meeting, resulting in the total 39 shareholders attending the meeting, equal to the total shares of 1,110,826,107 shares.

The meeting has to consider and approve the allocation of newly issued ordinary shares, whether once or several times, at the amount not exceeding 462,266,125 shares, with a par value of 5.00 Baht per share, to accommodate the exercise of the conversion rights of convertible debentures issued and offered to specific investors namely AOF VCC and AO Fund 1. This is an additional allocation from the allocation to accommodate the exercise of the conversion rights of Convertible Debentures No. 4, as proposed in accordance with the proposed detailed. The Meeting approved this agenda with a unanimous vote.

**The Meeting resolved the matter with the following votes:**

<u>Approved</u>	1,110,826,107	votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000 percent
<u>Total Votes</u>	1,110,826,107	votes	equivalent to	100.0000 percent
<u>Abstain</u>	0	vote	equivalent to	0.0000 percent
<u>Voided ballots</u>	0	vote		

**Agenda 6 Consideration of Other Matters (If Any)**

The moderator informed the shareholders that this agenda for considering other matters, it is for shareholders to ask questions, discuss and/or give various suggestions to the Board of Directors and/or the Company's management.

Considering other matters, the Company did not have any proposals for the meeting to consider, however, according to the Public Limited Companies Act B.E.2535, Section 105, paragraph two (Amendment 2001). The shareholders with shares amounting to not less than one-third of the total number of sold shares may request the meeting to consider other matters besides those specified in the invitation letter for the meeting. The Board of Directors deems it appropriate to include this agenda in order to provide opportunities

for shareholders who wish to consider other matters besides those specified by the Board of Directors at this meeting.

Then, the moderator offered opportunities for the shareholders to make inquiries and express their opinion regarding this agenda can be summarized as follows:

❖ Mrs. Keeratika Paenglad - Volunteer to protect the rights of shareholders, proxy holders from the Thai Investors Association asked:

1. Requested further clarification regarding the termination of the merger with Ayurcann Holdings Corp through an investment by Arogo Capital Acquisition Corp, operating as a Special Purpose Acquisition Company (SPAC) in the United States, and the subsequent search for new target companies.
2. Regarding question 1, how does this termination affect the company's approach to addressing its business restructuring challenges, given its reliance on earnings from investments through Special Purpose Acquisition Companies (SPACs)?
3. Referring to the report outlining guidelines and corrective actions for being marked "CB" via the Public Presentation on 25 November 2024, the Company indicated plans to improve operating results to achieve profitability and reduce accumulated losses. The Company also aims to increase profits in its Ground Support Vehicles manufacturing business. According to the report, in 2024, there is expected to be a continuous rise in purchase orders driven by the recovery of the aviation industry. This trend is projected to continue into 2025-2026, with the Company maintaining its market share in key customer countries such as South Korea and the Middle East, while also targeting expansion into new markets, including Japan. How confident is the Company in achieving these goals, and what risk factors does it need to consider?

❖ Mr. Suradech answered questions as follows:

1. Ayurcann Holdings Corp, the target company, was unable to comply with the Public Company Accounting Oversight Board (PCAOB) Accounting Standards required for the merger. Due to the high costs associated with meeting the PCAOB standards, Ayurcann requested to terminate the agreement with Arogo in accordance with the terms and conditions, which include a penalty for contract termination. Arogo's legal team is currently managing this matter. Meanwhile, Arogo is actively searching for a new target company and expects to identify and notify shareholders within 1-2 weeks.
2. Overall, there is no significant impact. However, the company may experience a delay of 3-6 months in receiving returns from its investment, though the operational plan remains unchanged.
3. As previously clarified, the significant recovery of the aviation industry has led to continuous orders for ground support vehicles and a positive revenue trend, which is expected to improve the Company's performance. The liquidity risk assessment highlights the need to secure additional cash flow for ordering equipment and raw materials to meet incoming purchase orders. To align with cash flow constraints, the operational plan has been adjusted, which may result in some delays in delivery to customers. However, the Company has worked closely with customers, receiving advanced deposit payments to support liquidity, ensuring production and delivery schedules are met.

Since there were no further inquiries or suggestions. The moderator informed the meeting that the company has improved the number of shareholders' votes and the proxies attending the meeting in each agenda and electronic traffic information of all attendees is collected by arrange to record audio and text of the meeting participants. And other relevant information in accordance with the Emergency Decree on Electronic Media Conference 2020 and including compliance with relevant criteria in the meeting. According to the company regulations and regulators of Thai listed companies such as the SEC, Ministry of Commerce and the Stock Exchange of Thailand including preparing the E-EGM meeting system according to the announcement of the Ministry of Information Technology and communication on the security standards of the



Electronic Conference 2014 to be consistent with the reality and it is in accordance with the principles of good corporate governance of the company.

**The meeting adjourned**

Mr. Suradech Taweesangsakulthai as chairman thanked Shareholders and proxies, independence director, executive director and others attendant for attending the EGM No. 3/2024 and adjourned the meeting accordingly.

The meeting adjourned at 1.42 p.m.

The Minutes of meeting taken by  
Miss. Yinghathai Ponphangnga  
The Company's secretary

(Mr. Suradech Taweesaengsakulthai)  
Chairman of the Meeting

**Constitute consideration agenda 2**

- A 2024 Annual Report included the Company and its subsidiary financial statements ended 31<sup>st</sup> December, 2024 online by scanning QR Code on this form



- A 2024 Sustainability Report online by scanning QR Code on this form



**Constitute consideration agenda 4**
**Particulars of Dividend Payment**

The Company has a policy to pay dividends annually at a rate of not less than 40% of the net profit remaining after deduction of all types of reserves as stipulated in the Company's Articles of Association and in accordance with the law, provided that there are no other necessary circumstances and such dividend payment does not significantly affect the Company's normal operations.

However, dividend payments may be subject to change depending on investment plans, necessity, and other future appropriateness. This is under the condition that such actions must bring maximum benefit to the shareholders, such as being used for business expansion, as reserve funds for loan repayment, or in the event of changes in market conditions which may affect the Company's future cash flow. The Board of Directors shall have the authority to consider such matters. The resolution of the Board of Directors approving the dividend payment must be proposed for approval at the shareholders' meeting, except in the case of interim dividends, for which the Board of Directors has the authority to approve the payment. The Board shall then report such interim dividend payment to the shareholders at the next meeting.

According to the Public Company Limited Act B.E. 2535 and Company's Articles of Association, the Board has to propose to pay or omit of dividend to shareholders for approve every year. In case there was the deficit, the Company cannot pay the dividend.

The Board of Directors had proposed that the shareholders should approve the dividend payment omission for the year 2024. Because the 2024 operating performance had net loss and had retained loss (deficit) as stated in the separate financial statements ended December 31, 2024. The resolution will be officially effective when the agenda is passed by AGM2025 which will be held on 11 April 2025.

**Historical Dividend Payment Compared to Net Profit (Separate Financial Statement) 2019-2024**

<b>Detail</b>	<b>Year 2019</b>	<b>Year 2020</b>	<b>Year 2021</b>	<b>Year 2022</b>	<b>Year 2023</b>	<b>Year 2024</b>
Net Profit (Loss) After Legal Reserve Allocation (Separate Financial Statement) and deduct retained loss (if any) (million Baht)	72.30	(207.8)	(468.66)	(612.90)	(558.16)	(848.39)
Dividend Payment (million Baht)	0 <sup>1</sup>	0	0	0	0	0
Dividend Payout Ratio (%)	0	0	0	0	0	0

Remark: /1 = Omit dividend payment for the year 2019 in order to save cash flow to serve the COVID-19 situation.

**Constitute consideration agenda 5**
**Information of Nominated Person to be the Director**
**1. Mr. Jessadawat Priapchariyawat**

Name-Surname	<b>Mr. Jessadawat Priapchariyawat</b>
Nationality	Thai
Age	68 years old
Address	112/107 Soi Sukhumvit 20, Sukhumvit Road, Khlong Toei District, Bangkok 10110
Current person	<p>Chairman of Audit Committee /            Independent director and Audit committee/            Corporate Governance, Risk            Management, Nomination and Compensation            Committee</p>
Date of Appointment as a Director	Agenda 1: From May 15, 2024 to April 2025 Totaling 11 months.  If he be re-elected as a director, his entire tenure will be 3 years and 11 months.
No. of share holding in Company	None
No. of share holding in Subsidiaries	None
Conflicts in Agenda of 2025 Annual General Shareholders Meeting	Agenda 5
Family Relation Ship among Management	None
Education	<p><u>Master Degree</u></p> <ul style="list-style-type: none"> <li>MBA (Business Administration - Finance) New York University, USA</li> <li>Engineering Administration) George Washington University, USA</li> </ul> <p><u>Bachelor Degree</u></p> <ul style="list-style-type: none"> <li>Engineering, Chulalongkorn University</li> </ul> <p><u>Certificate, Thai Institute of Directors</u></p> <ul style="list-style-type: none"> <li>Director Accreditation Program (DAP)/2005</li> <li>Director Certification Program (DCP)/2009</li> <li>Audit Committee Program (ACP)/2009</li> <li>Monitoring the System of Internal Control and Risk Management (MIR)</li> <li>Monitoring the Internal Audit Function (MIA)</li> <li>Monitoring the Quality of Financial Reporting (MFR)</li> <li>Role of the Chairman Program (RCP)/2011</li> <li>Monitoring Fraud Risk Management (MFM)/2011</li> <li>Corporate Good Governance for the Director &amp; Executives of Enterprise &amp; Public Organization V. 4/2010</li> <li>Change Management for Top Executive Program (GRID Thailand)</li> <li>Corporate Governance for Capital Market Intermediaries (CGI)/2016</li> </ul>
IOD Certification program	
Position and Experiences	<ul style="list-style-type: none"> <li>Nov 2024 at Present Chairman of Audit Committee</li> <li>Sep 2024, at Present Corporate Governance Risk Management Nomination and Compensation Committees</li> <li>Jul 2024 at Present Audit Committee</li> <li>May 2024 at Present Director / Independent Director of Cho Thavee Public Company Limited.</li> </ul>

**Other Listed Companies**

- 2008 – Present Vice Chairman of the Board, Independent Director and Chairman of the Audit Committees, Sansiri Public Company Limited.
- 2023 Chairman of the Board of Directors, Independent Director and Member of the Audit Committee, Food Moment Public Company Limited.
- 2010 – 2023 Chairman of the Board of Directors and Independent Director, Gift Infinite Public Company Limited. (Formerly known as Gratitude Infinite PCL.)
- 2013 – 2021 Member of the Corporate Governance Committee, Xspring Capital PCL. (formerly known as Gratitude Infinite PCL.)
- 2019 – 2021 Directors have management authority. Xspring Capital PCL. (formerly known as (Zemico Securities PCL.)
- 2018 – 2019 Director, Xspring Capital PCL. (formerly known as (Zemico Securities PCL.)
- 2013 – 2018 Independent Director, Xspring Capital PCL. (formerly known as Seamico Securities PCL)

**Position and Experiences (Continue)****Non-listed Companies**

- 2019 at Present Director, Xspring Digital Company Limited.

-None-

- 7/7 of Board of Directors Meeting
- 5/5 of Audit Committee Meeting
- 3/3 of Corporate Governance Risk Management Nomination and Compensation Committees Meeting
- 3/3 of Extraordinary General Meeting or share holders

**Information of Nominated Person to be the Director (Continue)**
**2. Ms. Asana Taweesangsakulthai**

Name-Surname	<b>Ms. Asana Taweesangsakulthai</b>	
Nationality	Thai	
Age	70 years old	
Address	265 Moo 4, Klangmuang Road, Muangkaho, Muangkhonkaen, Khon Kaen 40000	
Current person	Director / Executive Committee	
Date of Appointment as a Director	From August 15, 1995 (Directorship tenure 26 years and 8 months.	
<p>If he be re-elected as a director, his entire tenure will be 32 years and 8 months.</p> <p>7,429,818 shares of the sold shares 3,588,009,030shares 1 share or 0.00005%</p>		
No. of share holding in Company	7,429,818 shares of the sold shares 3,588,009,030shares	
No. of share holding in Subsidiaries	1 share or 0.00005%	
Conflicts in Agenda of 2025 Annual General Shareholders Meeting	Agenda 5	
Family Relation Ship among Management	Older sister of Mrs. Phenphimol Vejvarut Chairperson of the Board and Mr. Suradech Taweesaengsakulthai Chairperson of Director, Executive Committee Chairman, President and Chief Executive Officer and Secretary of Board of Director	
Education	<u>Bachelor Degree</u> <ul style="list-style-type: none"> <li>Faculty of Humanities, Ramkhamhaeng University</li> </ul>	
IOD Certification program		
Position and Experiences	<ul style="list-style-type: none"> <li>Director Accreditation Program (DAP) SET/2012</li> <li>1995 at Present, Director, Executive Director, Senior Vice President of Cho Thavee Dollasien Public Company Limited</li> </ul>	
<u>Other Listed Companies</u> -None-		
<u>Non-Listed Companies</u> <ul style="list-style-type: none"> <li>2005 at Present, Director of Cho Thavee Thermotech Co., Ltd.</li> <li>1992 at Present, Managing Director of Mobility as a Service Co., Ltd</li> <li>1992 at Present, Managing Director of German Truck and Bus Co., Ltd.</li> <li>1989 at Present, Managing Director of Bangkok CTV Intertrade Co., Ltd.</li> <li>2016-2019, Director Joint Venture TSP-CTV</li> <li>2009 2019, Director of O J Development Co., Ltd.</li> </ul>		
In other organization that may cause any conflict of interest to the company	-None-	
Meeting attendance in 2024	<ul style="list-style-type: none"> <li>12/12 of Board of Directors Meeting</li> <li>3/3 of Extraordinary General Meeting or share holders</li> <li>1/1 of Annual General Meeting of share holders</li> </ul>	

**Information of Nominated Person to be the Director (Continue)**

3. Mr. Siriwat Taveesaengskulthai

Name-Surname

**Mr. Siriwat Taveesaengskulthai**

Nationality

Thai

Age

47 years old

Address

306-309 Moo 7, Nai Muang,  
Muangkhonkaen, Khon Kaen 40000

Current person

Director / Corporate Governance Risk  
Management Nomination and Compensation  
Committee, Executive Committee

Date of Appointment as a Director

Agenda 1: From October 12, 2012 to  
March 15, 2013  
Totaling 5 months.  
Agenda 2: From March 15, 2013 to April 2016  
Totaling 3 years and 1 month.  
Agenda 3: From April 21, 2016 to April 2019  
Totaling 3 years.  
Agenda 4: From April 24, 2019 to April 2022  
Totaling 3 years.  
Agenda 5: From April 26, 2022 to April 2025  
Totaling 3 years.



If he be re-elected as a director, his entire tenure will be 12 years and 6 months.

None

No. of share holding in Company

None

No. of share holding in Subsidiaries

Agenda 5

Conflicts in Agenda of 2022 Annual  
General Shareholders Meeting

Family Relation Ship among  
Management

Nephew of Mr. Suradech Taveesaengsakulthai

Education

Master Degree

- Management, Brunel University

Bachelor Degree

- Economics, Rissho University
- Director Accreditation Program (DAP) Class 82/2010
- 2014 at Present Corporate Governance Risk Management  
Nomination and Compensation Committees of  
Cho Thavee Public Company Limited.
- 2012 at Present Director, Executive Committee of Cho  
Thavee Public Company Limited.

Other Listed Companies

-None-

Non-Listed Companies

- 2021 at Present Director Stargate Auto Co., Ltd.
- 2017 at Present Director Thaveeasengthai Nongrue Rice  
Mill Ltd., Part.
- 2012 at Present Director, General Manager of  
Ruangthavee Khon Kaen Co., Ltd.
- 2011 at Present Director of Rumthavee Motor Sales Co.,  
Ltd.
- 1984 at Present Director of Cho Ruamthavee Leasing and  
Real Estate Co., Ltd.
- 1982 at Present Director of R.T.V.Transport Co., Ltd.
- 10/12 of Board of Directors Meeting
- 6/6 of Corporate Governance Risk Management  
Nomination and Compensation Committees Meeting
- 3/3 of Extraordinary General Meeting or share holders
- 0/1 of Annual General Meeting of share holders

Meeting attendance in 2024

**Constitute consideration agenda 5****Definition of Independent Director****Definition properties of Independent Director**

1. To be the director without taking part in managing, and not being the employee or the advisor having salary with the company, the subsidiary company, the affiliated company, the related company, or the major shareholders of the company.
2. To be the director without the business or interests as direct or indirect in financial aspect and financial management in the company, the subsidiary company, the affiliated company, the related company or the major shareholders of the company.
3. To be the director not being the related person or the closed cousin of the executive managements or major shareholders of the company.
4. To be the director without any appointment as representative in protecting business of the company's directors, major shareholders, or the shareholders with the relationship with major shareholders of the company.
5. To hold shares of not exceeding 0.5% of paid-up capitals of the company, the subsidiary company, the affiliated company, the related company. This includes the counting of shares held by the related persons (including the person(s)) with relationship by blood lineage, by the marriage, and by legal registration such as father, mother, spouse, child)
6. To be able to perform the duties, express the opinion or to report the performance as to the tasks assigned by the company's board of directors, not being under the control of the executive managements or major shareholders of the company including the related person(s) (including the person(s) with the relationship with the company that affect to the ability in performing the duties independently or fluently such as: the clients, the creditors, the debtors, or the person(s) with the significant relationship to the company's business) or the closed cousin of such person(s).
7. The Independence Director must have the independence and able to express the opinion or to report freely as to the missions assigned, without concerning to any benefit relating to assets or position, and not being under the influence of any person(s) or group of person(s), including of none situation obstructed Independence Director in expressing opinion as it should be and according to the relevant rules.
8. To devote with adequate time for the Audit Committee's operation, and have the intention to enhance knowledge concerning the company's operation in continuous for the effectiveness.

**Constitute consideration agenda 6**
**Director Remuneration for year 2025**

The Company's Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders for an approval of the determination of the Company's directors, Audit Committee, Corporate Governance, Risk Management, Nomination and Remuneration Committee's remuneration for the year 2025 in the form of meeting allowance, monthly remuneration for the Audit Committee, and bonus which all have been considered and proposed by the Committees of Corporate Governance, Risk Management, Nomination and Compensation. The comparisons of the remuneration rate of 2024 as follows:

No.	Description	Year 2024	Year 2025 (Proposal for consideration)	Remark
1.	Attendance fee of Director <ul style="list-style-type: none"> <li>• Committee Chairman</li> <li>• Director</li> </ul>	12,500 Baht/Meeting*  10,000 Baht/Meeting *	12,500 Baht/Meeting *  10,000 Baht/Meeting *	
2.	Attendance fee of Audit Committee <ul style="list-style-type: none"> <li>• Committee Chairman</li> <li>• Director</li> </ul>	12,500 Baht/Meeting*  10,000 Baht/Meeting*	12,500 Baht/Meeting*  10,000 Baht/Meeting*	
3.	Attendance fee of Corporate Governance, Risk Management, Nomination and Compensation Committee <ul style="list-style-type: none"> <li>• Committee Chairman</li> <li>• Director</li> </ul>	10,000 Baht/Meeting*  8,000 Baht/Meeting*	10,000 Baht/Meeting*  8,000 Baht/Meeting*	
4.	The monthly remuneration for the Audit Committee <ul style="list-style-type: none"> <li>• Committee Chairman</li> <li>• Director</li> </ul>	12,500 Baht/month/people  10,000 Baht/month/people	12,500 Baht/month/people  10,000 Baht/month/people	
5.	The annual remuneration (Bonus) in case the company is operating profit	Totally not more than 4 million Bath.	Totally not more than 4 million Bath.	The chairman of the Company is authorized in determining the allocation to each director as appropriate.
6.	Health expenses	As actually paid, but not more than 25,000 Baht per person per year	As actually paid, but not more than 25,000 Baht per person per year	

\* Payment only attending director.

The determination of the directors' remuneration for the year 2025 is effective as of 26<sup>th</sup> February 2024 onwards until further resolutions from the Shareholders' Meeting. The estimate remuneration of directors for the year 2025 will not exceed 1,300,000 Baht excluding health expenses travelling expresses in case of travelling to the Company's head office and annual remuneration (bonus), totaling not more than 4,000,000 Baht. (Four million only). (in case of the separate performance reported profit). The remuneration allocation for the committee will be authorized by the chairman of the Board of Directors as appropriate.

**Constitute consideration agenda 7**
**Appointment auditor and audit fee year 2025**

According to Public Company Limited Act, B.E.2535 and Articles of Association defined AGM to appoint auditor and defined auditing fee for every year. The offering of the audit committee, the Board of Director' meeting no.3/2025 saw proper proposes the Annual General Meeting of Shareholders has consideration and approval auditor and specified audit fee for the year 2025. The proposed appointment of auditor from ANS Audit Co., Ltd. Who have experience and expertise in International standards, as auditors of the Company and its subsidiary;

Name	CPA Number	Number of years of company auditing
1. Mr. Vichai Ruchitanont	4054	0
2. Mr. Atipong Atipongsakul	3500	0
3. Mr. Sathien Vongsnan	3495	0
4. Ms. Kultida Pasurakul	5946	0
5. Mr. Yuttapong Chuamuanpan	9445	0

Besides, the Board of Directors' Meeting saw proper proposes the Annual General Meeting of Shareholders has consideration and approval specified audit fee for the year 2025, grand total amount 3,335,000 Baht (Three million three hundred thirty-five thousand Baht). The Audit fee of the Company is 2,700,000 Baht and the audit fee of subsidiaries totaling 635,000 Baht (not include non-audit fee of the Company and its subsidiaries).

Compare the Audit Fee for the past 5 years.

	KPMG Phoomchai Audit Ltd. ("KPMG")					New auditor ANS Audit Co.,Ltd.	Compare 2024-2025
	2020	2021	2022	2023	2024		
<b>1. Audit Fee</b>							
1.1. CHO and consolidated financial statements	2,150,000	2,190,000	2,300,000	2,490,000	2,620,000	1,200,000	(1,420,000) (54.20)%
1.2. CTV-TMT	680,000	690,000	690,000	690,000	690,000	550,000	(140,000) (20.29)%
1.3. ARK	60,000	60,000	60,000	60,000	60,000	60,000	0.00 0.00
1.4 Siam Medican (is a review and audit of the recording of interests using financial statements reviewed and audited by other auditors)						25,000	25,000.00 100.00%
<b>2. Interim financial statement audit fee</b>							
2.1. CHO and consolidated financial statements	670,000	720,000	750,000	750,000	750,000	1,500,000	750,000.00 100.00%
<b>Total</b>	<b>3,560,000</b>	<b>3,660,000</b>	<b>3,800,000</b>	<b>3,990,000</b>	<b>4,120,000</b>	<b>3,335,000</b>	<b>(785,000) (19.05)%</b>
Increased from last year		100,000	140,000	190,000	130,000	(785,000)	
% Increased from last year		2.81%	3.83%	5.00%	3.26%	(19.05)%	
Include only companies CHO	2,820,000	2,910,000	3,050,000	3,240,000	3,370,000	2,700,000	
Increased from last year		90,000	140,000	190,000	130,000	(670,000)	
% Increased from last year		3.19%	4.81%	6.23%	4.01%	(19.88)%	

In addition, ANS Audit Co., Ltd. and auditors should be appointed for the Company and its subsidiaries are independent, have no relationship and not have interests with Company or its subsidiaries, executives, major shareholder(s) or involved person as mentioned.

(F53-4)

**Capital Increase Report Form**  
**Cho Thavee Public Company Limited**  
27 February 2025

We, Cho Thavee Public Company Limited ("the Company"), hereby report on the resolutions of Board of Directors meeting No. 3/2025 held on 27 February 2025 relating to the decrease of registered capital, change in a par value of shares, increase of registered capital, and allocation of newly issued share as follows:

## **1. The Capital Decrease, Change in a Par Value of Shares and the Capital Increase**

### **1.1 Capital Decrease**

The Board of Directors' Meeting of the Company had passed the resolution to propose the 2025 Annual General Meeting of Shareholders to consider and approve the decrease of the Company's registered capital at the amount of 5 Baht from the existing registered capital of 22,892,613,905 Baht to the new registered capital of 22,892,613,900 Baht by cancelling unissued ordinary shares at the amount of 1 shares, with a par value of 5.00 Baht per share, which are remaining ordinary shares allocated to accommodate the exercise of the conversion rights of convertible debentures issued and offered specific investors pursuant to the resolution of the Extraordinary General Meeting No. 1/2023 held on 9 November 2023 ("EGM 1/2023").

### **1.2 Change in a Par Value of Shares**

The Board of Directors' Meeting of the Company had passed the resolution to propose the 2025 Annual General Meeting of Shareholders to consider and approve the change in a par value of the shares of the Company by combining shares from a par value of 5.00 Baht per share to a par value of 25.00 Baht per share, resulting in a decrease in the number of shares of the Company by 3,662,818,224 shares, from the existing amount at 4,578,522,780 shares with a par value of 5.00 Baht per share to 915,704,556 shares with a par value of 25.00 Baht per share. This change in the par value of shares of the Company will impact the number of shares held by each shareholder to decrease at a ratio of 5 existing ordinary shares to 1 new ordinary share

### **1.3 Capital Increase**

The Board of Directors' Meeting of the Company had passed the resolution to propose the 2025 Annual General Meeting of Shareholders to consider and approve the increase of registered capital of the Company at the amount of 3,835,797,275 Baht from the existing registered capital of 22,892,613,900 Baht to the new registered capital of 26,728,411,175 Baht by issuing newly issued ordinary shares at the amount not exceeding 153,431,891 shares (Such number of newly issued shares is calculated based on the number of shares after the change in a par value, following the combining shares), with a par value of 25.00 Baht per share to additional accommodate the exercise of conversion right of convertible debentures issued and offered to specific investors pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 3/ 2024 held on 3 December 2024 (EGM 3/2024).

Details of the capital increase are as follows:

Type of Capital Increase	Type of Securities	Number of shares (Shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing funds	Ordinary Preferred	153,431,891 -	25.00 -	3,835,797,275 -
<input type="checkbox"/> General Mandate	Ordinary Preferred	- -	- -	- -

- Specifying the purpose of utilizing the capital: please fill in all of the following items except item No. 2.2
- General Mandate: please fill in only items No.2.2, No.3, and No.4

## 2. Allocation of Newly Issued Shares

### 2.1 Specifying the purpose of utilizing funds

Allocated To	Number of Shares	Ratio (Old: New)	Selling Price (Baht Per Share)	Subscription and payment period	Remark
To accommodate the exercise of conversion right of convertible debentures issued and offered to AOF VCC and AO Fund 1 pursuant to EGM 3/2567 ("Convertible Debenture No. 5")	Not exceeding 153,431,891 shares	The conversion ratio equals to the principal of convertible debentures intended to exercise divided by the conversion price.	Not lower than 90 percent of the market price (conversion price)	The Company will determine later, please consider the remarks below.	Please consider the remarks below

#### Remarks:

1. Advance Opportunities Fund 1 ("AO Fund 1") is an open-ended fund established as the company limited in 2016 as an exempted company with limited liability in the Cayman Islands. AO Fund 1 is structured as a regulated mutual fund for the purposes of the mutual funds law of the Cayman Islands and registered with Cayman Islands Monetary Authority. As AO Fund 1 is a collective investment scheme which offers its participating shares to accredited investors in Singapore, AO Fund 1 is registered as a restricted foreign scheme with the Monetary Authority of Singapore ("MAS").

As a restricted foreign scheme registered with MAS, the laws of Singapore require the investment funds of AO Fund 1 to be managed by a fund manager licensed and regulated by MAS. AO Fund 1 has appointed ZICO Asset Management ("ZICOAM") to serve as the discretionary investment manager of all its investments. ZICOAM has been granted a capital markets services license by MAS to conduct fund management activities regulated under the Securities and Futures Act 2001 of Singapore.

Advance Opportunities Fund VCC is a variable capital company established in Singapore and is acting on behalf of and for the account of AOF Thailand Opportunities Fund (a sub-fund set up under Advance Opportunities Fund VCC ("AOF VCC")). ZICOAM has been appointed by AOF VCC to serve as the discretionary investment manager of all investments.

The investment strategy of AOF VCC and AO Fund 1 is to provide funding to different companies to be used as working capital, for expansion, for merger, as stipulated in debt restructuring. In addition, AOF VCC is part of the Advance Opportunities Fund Group wherein its funds namely Advance Opportunities Fund and AO Fund 1 have invested in convertible debentures issued and sold by more than 13 companies listed on the Stock Exchange in Thailand since 2011. Each of AOF VCC and AO Fund 1 is an Institutional Investor pursuant to the Clause 5 (10) of the Notification of the Securities and Exchange Commission No. Kor Jor. 39/2564 Re: Determination of Definitions of Institutional Investor, Ultra-high Net worth Investor and High Net worth Investor.

2. The Board of Directors' Meeting had passed the resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 to consider and approve the allocation of newly issued ordinary shares, whether once or several times, in the amount not exceeding 153,431,891 shares, with a par value of 25.00 Baht per share to accommodate the exercise of the conversion rights of convertible debentures issued and offered to specific investors namely Advance Opportunities Fund VCC ("AOF VCC") and Advance Opportunities Fund 1 ("AO Fund 1"). This is an additional allocation from the allocation to accommodate the exercise of the conversion rights of convertible debentures issued and offered pursuant to the resolution of the Extraordinary General Meeting No. 3/2024 held on 3 December 2024 ("EGM 3/2024") ("Convertible Debentures No. 5"). The remaining ordinary shares allocated to accommodate the exercise of conversion rights of the convertible debentures issued and offered pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2024, totaling 87,413,957 shares with a par value of 25.00 Baht per share (the number of shares is calculated based on the number of shares after the change in par value through a share combining), as of the date of the Board of Directors' Meeting No. 3/2025, held on 27 February 2025.

The conversion price of the convertible debentures must not be lower than 90 percent of the market price whereas the market price is calculated based on the weighted average price of shares of the Company trading on the Stock Exchange of Thailand (SET) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the convertible debenture holders exercise their conversion rights, in accordance with the Notification No. TorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments to a Private Placement and Offering of Convertible Debentures to Specific Person and the Notification of the Office of the Securities and Exchange Commission No. SorJor. 46/2565 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price pursuant the resolution of EGM 1/2023). Remarks: the market price is calculated by specifying 2 decimal

places. However, if the 3<sup>rd</sup> decimal place is 5 or more, it will be rounded up. The conversion price of convertible debentures will be calculated by specifying 3 decimal places. If the 4<sup>th</sup> decimal place is 5 or more, it will be rounded up.

In this regard, the number of newly issued ordinary shares allocated to accommodate the convertible debentures pursuant to EGM 3/2024 at the amount of 240,845,848 shares combined with the total number of newly issued ordinary shares allocated to accommodate the exercise of all convertible securities of the Company (Such number of shares is calculated based on the number of shares after the change in par value through a share combining), namely (1) convertible debentures issued and offered to specific investors pursuant to EGM 1/2023 at the amount of 54,993,869 shares and (2) Warrants to purchase ordinary shares of the Company No. 4 (CHO-W4) at the amount of 55,694,924 shares which results in the total amount of 351,534,641 shares, representing 48.99 percent of the total number of sold shares of the Company as of the date of Board of Directors' meeting No. 3/2025 held on 27 February 2025, not exceeding 50 percent of the total number of sold shares of the Company.

In addition, because the Company has accumulated losses as shown in the statement of financial position and financial statement for the year as of 31 December 2024 reviewed by a certified public accountant, the Company may determine the conversion price of convertible debentures to be lower than the par value of the Company, however, such price shall not lower than 0.01 Baht per share. In this case, the Company shall comply with Section 52 of the Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for not less than 1 year may offer sale of shares with the value lower than the registered value, subject to approval of shareholders' meeting and such discount rate being clearly specified).

### 2.1.1 Company Procedures in the case of fractional shares

In the event that there are fractions of shares from the exercise of conversion rights of convertible debentures to ordinary shares, the Company will disregard the whole fraction of shares.

### 2.2 General Mandate

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital <sup>1/</sup>	Remarks
Existing Shareholders	Ordinary Preferred	- -	- -	- -
To accommodate the conversion/exercise of the transferable warrants to purchase newly issued shares	Ordinary Preferred	- -	- -	- -
Public Offering	Ordinary Preferred	- -	- -	- -
Private Placement	Ordinary Preferred	- -	- -	- -

<sup>1/</sup> The percentage of the paid-up capital as of the date of the Board of Directors' Meeting resolved to increase the Company's capital increase by way of General Mandate.

### 3. Schedule for the Shareholders' Meeting to Approve the Capital Increase and Allocation of Newly Issued Shares

Schedule the 2025 Annual General Meeting of Shareholders to convene on 11 April 2025 at 14.00 hrs. via electronic meeting according to the Emergency Decree on Electronic Meetings B.E. 2563, Announcement of the Ministry of Digital Economy and Society on Security Standards of Meetings via Electronic Media B.E. 2563, whereby;

- The record date to determine the list of shareholders entitled to attend the shareholders' meeting shall be on 14 March 2025
- The share register shall be closed to suspend any share transfer for the right to attend the shareholders' meeting from.....until such meeting is adjourned.

### 4. Approval for capital increase/newly issued share allocation from relevant governmental agencies and conditions of such approval

- 4.1 The Company must obtain approval from the shareholders' meeting to proceed the decrease registered capital, change in a par value of shares, increase registered capital as well as approve other related matters;
- 4.2 The Company shall register the decrease of registered capital, change in a par value of shares, increase of registered capital as well as approve other related matters with the Department of Business Development, Ministry of Commerce;
- 4.3 The Company shall register the transfer restriction of convertible debentures issued and offered to no more than 10 specific investors within any 4-month period with the Securities and Exchange Commission; and
- 4.4 The Company will apply for permission from the Stock Exchange of Thailand to bring Newly issued ordinary shares issued to accommodate the exercise of conversion rights of convertible debentures issued and offered to specific investors pursuant to the resolution of EGM 3/2024 (according to Table 2.1) listed on the Stock Exchange of Thailand according to relevant regulations and rules.

## 5. Objectives of capital increase and plans for utilizing additional capital

Objectives and plans for the utilization of capital increase proceeds from the issuance and offering of newly issued convertible debenture to specific investors regarding to the resolution of the Extraordinary General Meeting No. 3/2024 held on 3 December 2024. The Company's objectives and plans for the use of such funds are as follows:

Expected sources of funds	Objective of utilizing proceeds	Estimated amount used (million Baht)	Period of utilization
The issuance and offering of newly issued convertible debentures to specific investors amount in not exceeding 915 million Baht (to be proposed for consideration and approval at the Extraordinary General Meeting of Shareholders No. 3/2024)	To be used as working capital and to enhance the Company's liquidity in business operations, strengthening and stabilizing the Company's financial position	366 million Baht	December 2024 – December 2026
	To settle the Company's debt	549 million Baht	December 2024 – December 2026
Total amount		915 million Baht	

However, the amount of funds and period of allocation can be adjusted in accordance to the circumstances of operation and appropriateness.

## 6. Benefits that the Company will receive from the capital increase/newly issued share allocation

The benefits that the Company will receive from the capital increase/ newly issued share allocation regarding to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2024 held on 3 December 2024.

- 6.1 The Company will have more liquidity from working capital receiving from the capital increase proceeds. This will help building financial strength to be used in business operations of the Company, by having enough money to operate and expand the Company's business in the future.
- 6.2 Prepare the Company to for business operations, by increasing the flexibility of the Company's capital structure and to have enough money to operate businesses now and in the future, including the expansion of the Company's business in the future, which will help Company to create a stable and sustainable income base in both the short and long term.
- 6.3 Help the Company to maintain its ability to meet its financial obligations, such as payment of various debts and interests, arising from normal business operations, thereby enhancing the ability to expand the additional investment which will result in the operation of the Company possess exponential growth in the future.

**7. Benefits that the Shareholders will receive from the capital increase/ newly issued share allocation**

The benefits that the Company will receive from the capital increase/ newly issued share allocation regarding to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2024 held on 3 December 2024.

- 7.1 Funds from this capital increase will strengthen the Company's financial structure, as well as to invest to expand the scope of business operation, which will enhance the Company's income and profits in the future. If the Company's operational results are better, the shareholders will receive benefits through receiving the Company's dividends according to the Company's dividend payment policy.
- 7.2 Convertible debenture holders who have exercised the conversion rights into ordinary shares of the Company will be entitled to receive dividends from the operations of the Company, right to attend shareholder meetings or other rights similar to the shareholders of the Company and their names will be appeared on the shareholder register book of the Company that has been registered with the Ministry of Commerce.
- 7.3 Company's Dividend Payment Policy

The Company has the policy to pay dividend each year at the rate of not less than 40 percent of the net profit deduction of all types of reserved fund as required in the Company's Articles of Association and as required by law. If unnecessary, the payment of such dividend shall not significantly affect the Company's normal business operation. Nevertheless, the dividend payment policy may be changed, depending on investment plan, necessity, and other suitable factors in the future.

**8. Other details necessary for shareholders' decision making in the approval of the capital increase/newly issued share allocation**

**Dilution Effect**

Since the Company has approved the issuance and allocation of newly issued ordinary shares and convertible debentures which are taken into consideration for the impact on shareholders (Dilution Effects) from the newly issued ordinary shares allocated to accommodate the exercise of the conversion rights of additional convertible debentures, amounting to 153,431,891 shares, the impact on the existing shareholders of the company can be summarized as follows

In the case where the full conversion rights of the convertible debentures are exercised, but there is no exercise of the warrants CHO-W4

(1) Price Dilution can be calculated using the following formula

$$\text{Price Dilution} = (P_0 - P_E) / P_0$$

Where

Po = The existing share price, which is 0.20 Baht per share, based on the weighted average price of shares of the Company on the Stock Exchange of Thailand over the 15 consecutive trading days prior to the Board of Directors' Meeting held on 27 February 2025, to consider and approve the issuance of newly issued ordinary shares to accommodate the exercise of the conversion rights of convertible debentures to specific investors, from 5 February 2025 to 26 February 2025, The share price was adjusted after the par value was combined.

Pe = The conversion price of the convertible debentures, at 90% of the market price, is assumed to be Po, which is 0.18 Baht per share.

Qo = The number of existing shares, which is equal to 717,601,806 shares

Qe = The number of shares resulting from the conversion of convertible debentures, which the number of shares allocated to accommodate the conversion amounting to 153,431,891 shares

PE = The share price after the issuance of convertible debentures, where

$$PE = ((Po \times Qo) + (Pe \times Qe)) / (Qo + Qe)$$

Where

$$PE = ((0.20 \times 717,601,806) + (0.18 \times 153,431,891)) / (717,601,806 + 153,431,891)$$

$$PE = 0.1965 \text{ Baht per share}$$

$$\text{Price Dilution} = (Po - PE) / Po = (0.2000 - 0.1965) / 0.2000 = 1.76\%$$

(2) Control Dilution can be calculated using the following formula

$$\text{Control Dilution} = Qe / (Qo + Qe)$$

Where

Qo = The number of existing shares, which is equal to 717,601,806 shares

Qe = The number of shares resulting from the conversion of convertible debentures, which the number of shares allocated to accommodate the conversion amounting to 153,431,891 shares

$$\text{Control Dilution} = 153,431,891 / (717,601,806 + 153,431,891) = 17.62 \%$$

In the case where the full conversion rights of the convertible debentures into ordinary shares of the Company are exercised, the Control Dilution for existing shareholders will be 17.62%

(3) Earnings Per Share Dilution or EPS. Dilution

The Company is unable to calculate the effect on profit sharing (Earnings Per Share Dilution) due to the Company's operating deficit in 2024.

In the case where there is full exercise of conversion rights of the convertible debentures and full exercise of the warrants CHO-W4

(1) Price Dilution can be calculated using the following formula

$$\text{Price Dilution} = (P_o - P_E) / P_o$$

Where

$P_o$  = The existing share price, which is 0.20 Baht per share, based on the weighted average price of shares of the Company on the Stock Exchange of Thailand over the 15 consecutive trading days prior to the Board of Directors' Meeting held on 27 February 2025, to consider and approve the issuance of newly issued shares to accommodate the exercise of the conversion rights of convertible debentures to specific investors, from 5 February 2025 to 26 February 2025, The share price was adjusted after the par value was combined.

$P_E$  = The conversion price of the convertible debentures, at 90% of the market price, is assumed to be  $P_o$ , which is 0.18 Baht per share.

$Q_o$  = The number of existing shares Including shares from the exercise of CHO-W4 rights, which is equal to 773,296,730 shares

$Q_E$  = The number of shares resulting from the conversion of convertible debentures, which the number of shares allocated to accommodate the conversion amounting to 153,431,891 shares

$P_E$  = The share price after the issuance of convertible debentures, where

$$P_E = ((P_o \times Q_o) + (P_E \times Q_E)) / (Q_o + Q_E)$$

Where

$$P_E = ((0.20 \times 773,296,730) + (0.18 \times 153,431,891)) / (773,296,730 + 153,431,891)$$

$$P_E = 0.1967 \text{ Baht per share}$$

$$\text{Price Dilution} = (P_o - P_E) / P_o = (0.2000 - 0.1967) / 0.2000 = 1.66 \%$$

(2) Control Dilution can be calculated using the following formula

$$\text{Control Dilution} = Q_E / (Q_o + Q_E)$$

Where

$Q_o$  = The number of existing shares, which is equal to 773,296,730 shares

$Q_E$  = The number of shares resulting from the conversion of convertible debentures, which the number of shares allocated to accommodate the conversion amounting to 153,431,891 shares

$$\text{Control Dilution} = 153,431,891 / (773,296,730 + 153,431,891) = 16.56 \%$$

In the case where the full conversion rights of the convertible debentures into ordinary shares of the Company are exercised, the Control Dilution for existing shareholders will be 16.56 %

(3) Earnings Per Share Dilution or EPS. Dilution

The Company is unable to calculate the effect on profit sharing (Earning Per Share Dilution) due to the Company's operating deficit in 2024.

Other details necessary for shareholders' decision making in the approval of the capital increase/newly issued share allocation regarding to the resolution of the Annual General Meeting of Shareholders 2025 held on 27 February 2025.

**9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/newly issued share allocation**

No.	Procedures of the Capital Increase	Date/Month/Year
1	Board of Directors' Meeting No. 3/2025	27 February 2025
2	Date to determine the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date)	14 March 2025
3	the 2025 Annual General Meeting of Shareholders	11 April 2025
4	Registration of the decrease of registered capital, change in a par value (by <u>combining share values</u> of the Company), increase of registered capital and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Annual General Meeting of Shareholders 2025 approved
5	The due date for receiving payment for fractional shares resulting from the change in par value	Within 1 month from the date of registration of the change in par value with the Department of Business Development, Ministry of Commerce
6	Registration of the increase of paid- up capital with the Department of Business Development, Ministry of Commerce and the listing of newly issued shares as a listed securities on the Stock Exchange of Thailand	After the conversion of convertible debentures of the Company has been carried out.

The Company hereby certify that the information contained in this report form is correct and complete in all respects.

**Cho Thavee Public Company Limited**

(Mr. Suradech Taweesaengsakulthai)

Authorized Directors

President and Chief Executive Officer

**By Company Regulations Related to the Shareholder's Meeting**

Chapter 5  
The Board of Directors

Article 17 The Company shall have a Board of Director comprising of minimum 5 directors. Not less than half of which must take residency in the kingdom of Thailand and The Board of Director must have the qualification of laws.

The Board of Director will be shareholders' of the company or will not is fine.

Article 18 The director shall be elected at the Shareholders' Meeting in accordance with the following rules and procedures:

- (1) Each shareholders' shall have one vote per share;
- (2) Each shareholders' will be voted on their rights follow item (1) to elect one or several persons as directors. And cannot split or share the vote to any person.
- (3) The persons who received highest votes in their respective order of the votes shall be elected as directors until all of director positions that the Company may have or that are to be elected at such meeting are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.

Article 19 At each Annual Shareholders' General Meeting, 1/3 of the directors shall be retired. If the number is undividable, then the number closest to 1/3 shall be accounted for.

The retired directors can be re-elected.

In the 1<sup>st</sup> and 2<sup>nd</sup> year after the Company's registration, the directors shall be retired by lots. In subsequent years, the longest serving directors shall retire

Article 20 The retirement of directors, besides completing the terms, are by his/her;

- (1) Death;
- (2) Resignation;
- (3) Disqualification or forbidden by law;
- (4) Voted out of office at the Shareholders' Meeting Article 22.
- (5) By court order.

Article 22 The Shareholders' Meeting can resolve to vote-out a director(s) before the completion of the terms with votes of not less than three-fourths (3/4) of the shareholders that attend the meeting and have the rights to vote and have total shares of not less than one-half (1/2) of the total shares of shareholders who attend the meeting and have the rights to vote.

Chapter 6  
Shareholders' Meeting

Article 35 The Board of Directors shall hold the Annual General Meeting of Shareholders (AGM) within four (4) months following the date of the end of the accounting period of the Company.

Other Shareholders' Meetings besides the first paragraph shall be called Annual General Meeting (AGM), which the Board can call an AGM anytime it deems appropriate.

A shareholder, or shareholders holding shares amounting not less than ten percent of the total number of paid-up shares can submit a joint letter for the Board of Directors to arrange Annual General Meeting of Shareholders at any time, but they must specify clearly reasons of such calling in the letter. In this case, the Board of Directors must provide the Extraordinary General Meeting of Shareholders within forty-five days after receiving the letter.

In the event that the Board of Directors does not arrange a meeting as detailed in paragraph three, shareholders holding the proportion of shares as specified can submit a joint letter can call for the Extraordinary General Meeting of Shareholders themselves within forty-five days counting from the due date as specific in paragraph three. In this case, it is deemed that the Shareholders' Meeting has been arranged by the Board of Directors, and the Company is responsible for the expenses in arranging the Meeting.

In the event that shareholders call for a meeting, according to paragraph four, if the number of shareholders who attended the meeting did not constitute a quorum as specified in item 37, shareholders in accordance with paragraph four must share responsibility to recoup for the Company the costs arising from the Meeting at that time.

Article 36 In calling a Shareholders' Meeting, the Board of Directors shall prepare an invitation for the meeting by stating the day, time, agendas and matters to be presented to the Meeting with reasonable details. It shall clearly state to be a matter for acknowledgement, approval, or consideration as the case maybe. It shall include the opinion of the Board of Directors on such matters and is submitted to the shareholders and the registrar a minimum of seven (7) days before the Meeting. However, it shall notify the meeting appointment in a newspaper with a minimum of three (3) consecutive days before the Meeting for three (3) days.

Nonetheless, the Meeting venue can be in the province, where the head office is situated or other places as the Board of Director shall specify.

Article 37 In the Shareholders' Meeting, there must be shareholders and the proxies (if any) attending with a minimum of twenty-five (25) persons, or a minimum of one-half of the total shareholders, and the total shares with a minimum of one-thirds (1/3) of the paid-up shares to achieve the quorum.

In the case that one (1) hour has passed since the appointed time of the Shareholder's Meeting and the number of shareholders cannot achieve the quorum as required in paragraph one, if the Meeting is called by the shareholders, it shall be suspended. Nevertheless, if that meeting is not called by the shareholders, a new Meeting shall be arranged and send the Meeting invitation not less than 7 days prior to the Meeting. In the latter meeting it is not required to meet the quorum.

Article 38 The Chairman of the Board of Directors shall preside over the Shareholders' Meeting. In the case that the Chairman is absent or cannot perform the duty, the Vice Chairman can preside over the Meeting. Also, if the Vice Chairman is absent or cannot perform the duty, the Meeting shall choose a shareholder to preside over the Meeting.

Article 39 In voting at the Shareholders' Meeting, shareholders receive one vote per share, and if any shareholder has a conflict of interest on the matter, the said shareholders cannot vote on that matter except the voting for appointing directors and other resolutions of the Meeting comprise of the following votings:



- (1) In a normal case, the majority vote of the attending and voting shareholders shall prevail. However, if the votes reach a tie, the chairman of the meeting shall make the casting vote.
- (2) In the following cases, shall require a minimum of three-fourths (3/4) of the total vote of the attending shareholders and eligible to vote:
  - (a) The entire or important partial business sale or transfer to other people.
  - (b) Business purchase or transfer of a private or public company to the Company.
  - (c) Amendment or termination of the contract related to the lease of the important business in whole or in important part, or an assignment of other people to manage the business or merger with other people to share the profit and loss.
  - (d) Amendment of the Memorandum of Association or the Articles of Association.
  - (e) Recapitalization or reduction of the registered capital.
  - (f) Dissolution of the Company.
  - (g) Issue of debentures by the Company.
  - (h) Merger with other companies.

Article 40 The businesses that the AGM can be called for a meeting is as follows:

- (1) Consideration of the directors' report to show the performance of the Company in the past year.
- (2) Consideration for the balance sheet and the profit and loss reports of the past fiscal year.
- (3) Consideration for allocating the profits and dividends.
- (4) Consideration for electing a new director to replace the rotated directors and set the remuneration for the directors.
- (5) Consideration for appointing the external auditor and set the remuneration for the audit fee and,
- (6) Other businesses.

**Clarifications and guidelines for attending shareholder meetings via electronic media  
(E-Meeting)**

Shareholders or proxies wishing to attend the meeting can submit a request to attend the meeting as specified to the company no later than 10<sup>th</sup> April 2025 or via website not later than date 11<sup>th</sup> April 2025. When the company has checked the information of shareholders who have the right to attend the meeting. The service provider will send the link for meeting participation and user manual to the email that you submitted. The link will be sent 1-2 days before the meeting date.

**Notification of intent to attend the meeting via electronic media**

Shareholders who wish to attend the meeting via electronic media choose type request for request form as 3 methods as follows.

1. Attend the meeting by sending a meeting attendance receipt via email
2. Attend the meeting by sending a meeting attendance receipt by mail
3. Attend the meeting via the website ; <https://www.affinityrelation.com/service/>



**By selecting the AGM of Shareholders of Cho Thavee  
Public Company Limited and registering and attaching  
files according to the steps in the system.**

**In the case of attend the meeting via electronic media by sending request to attend via email or post**

1. Please fill out the meeting attendance via electronic media by asking you to specify your email and your mobile phone number clearly, for use in registering to attend meetings.
2. Attach documents showing proof of identity to confirm the right to attend the E-Meeting

**2.1. Individual**

- 2.1.1. In case that shareholders wish to attend the meeting in person via electronic media.
  - 2.1.1.1 Certified copy of a government-issued document that has not expired, such as a national ID card or government official identification card driver's license or passport in the event of a change in name or surname, please attach the said documents.
- 2.1.2. In the case of a shareholder appointing a proxy to another person to attend the meeting on their behalf through electronic media
  - 2.1.2.1 Proxy form as attached with the meeting invitation letter, fill message correctly and completely with signed the name of the proxy grantor and proxy and complete with stamp duty.
  - 2.1.2.2 Copy of the proxy grantor's identification document. Government issued documents that have not expired, such as national identification cards or government official identification of driver's license or passport in case of name-surname change, please attach the said document as well with signed and certified as a true copy of the proxy.
  - 2.1.2.3 Copy of the proxy holder's identification document. Government issued documents that have not expired, such as national identification cards or government official identification of driver's license or passport, In the event of a change in name or surname, please attach the said documents with signed and certified true copy of the proxy.

**2.2. Juristic person**

- 2.2.1. In case of person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media
  - 2.2.1.1 Copy of shareholder's certificate of legal entity registration. Issued no more than 1 year before the date of the shareholder meeting that certified as a true copy by the representative of the juristic person (director) who has the authority to sign on behalf of the juristic person.



- 2.2.1.2. Copy of the identification document of the juristic person's representative (director) issued by the government that has not expired, such as a national ID card or government official identification of driver's license or passport in the event of a change in name or surname, please attach the said documents with signed and certify that it is a true copy.
- 2.2.2. In the case where a proxy is given to the proxy Attend the meeting instead via electronic media
  - 2.2.2.1. Proxy form as attached with the meeting invitation letter. Fill in the message correctly and completely and signed by the grantor and the proxy.
  - 2.2.2.2. Copy of shareholder's juristic person registration certificate. Issued no more than 1 year before the date of the shareholder meeting that certified as a true copy by the representative of the juristic person (director) who has the authority to sign on behalf of the juristic person.
  - 2.2.2.3. Copy of a document showing the identity of the juristic person's representative (director) issued by the government that has not expired, such as a national ID card or government official identification of driver's license or passport in the event of a change in name or surname, please attach the said documents with signed and certify that it is a true copy.
  - 2.2.2.4. Copy of the proxy holder's identity document, same as in the case of natural persons as mentioned above.

**Remark:** In case of the documents or evidence mentioned above not Thai or English version of the document. Shareholders must present an English translation of the document with signed to certify the translation by shareholders or by the person authorized to sign to bind that juristic person (In the case of a juristic person)

3. Register or send documents requesting to attend the meeting via electronic media and proof of identity along with various supporting documents by sending them to the company. Through the following channels:

- E-mail: [info@cho.co.th](mailto:info@cho.co.th) (within 10/04/2025)
- Postal channel: Company Secretary, Cho Thavee Public Company Limited, No. 265 Moo 4, Klang Muang Road, Mueang Khon Kaen District Khon Kaen Province 40000 (documents must receive by 09/04/2025)
- Website channels: <https://www.affinityrelation.com/service/> (within 10/04/2025)
- Ask for additional information. Investor Relations Department, Cho Thavee Public Company Limited, telephone numbers 093-329-4103 and 043-043888 ext.1120

**Registration steps to attend the meeting using the AFF E Meeting system**

1. Register to attend the meeting via the link sent by the company or enter the website, to proceed with registration or through the QR Code channel below

**via website**

<https://www.affinityrelation.com/service/>

**Via QR Code channel**

2. Select an extraordinary meeting of shareholders of the company in which you will attend the meeting
3. Complete the registration according to the information on the website along with attaching a copy of the shareholder's ID card.
4. For registration in the case of proxy Documents must be attached to the proxy form and a copy of the identification card of the proxy grantor and the proxy into the system for the officials to check your documents.
5. After the company has received the registration information and has checked the details and confirmed the rights in the list of shareholders. The company will send an e-mail link to join the meeting to the e-mail address specified in the registration information.
6. When the scheduled meeting date arrives, log in using Shareholder account number (**Security registration number**) and reference number (**Shareholder's ID card number**)
7. Meeting attendance will be counted as a quorum only when: Shareholders press the link and log in to the meeting system only on the day the meeting opens. (not including whether you will join the meeting via Join Zoom meeting or not)

**Participating in meetings via electronic media AFF E-Meeting via the Zoom Meeting system**

1. When the shareholder or proxy has completed the registration to inform of the intention to attend the Extraordinary General Meeting of Shareholders. After the company has received the documents and verified all information. Through the meeting organizer On behalf of Affinity Relations Company Limited, we will send an E-Mail which will be a link for attending the meeting to you via the email that shareholders have specified in the registration document. 2 days before the meeting date  
Please study the manual for how to use the electronic conferencing system in detail. In the event that you have not received the said E-Mail, please contact the company through the channels previously notified immediately.
2. Meeting participation and voting via electronic media can be used on all devices such as computers, notebook computers, tablets, and mobile phones via Web Browser: Chrome.
3. If you want stability in viewing the meeting. It is recommended that you use the service using 4G speed internet or basic home internet or via Wi-Fi.
4. Because the meeting is organized via the AFF E-Meeting system of Affinity Relations Company Limited, the meeting is combined with the Zoom Meeting program. Therefore, in the event that shareholders have never used the Zoom system or Zoom has not yet been installed on any device. You can download and install it from below.

iOS system	Android system
	

<https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307>

<https://play.google.com/store/apps/details?id=us.zoom.videomeetings>

5. The system will allow you to join the meeting 1 hour or 60 minutes before the meeting starts. The live broadcast of the meeting will begin only when the meeting appointment time has arrived.
6. Attendee login information is required. Shareholder account (shareholder registration number) and reference number (shareholder ID card number) and shareholders must attend the meeting by logging in via the link sent to you via the email that you have already registered only. The link cannot be shared with other shareholders. You can log in with another account.
7. Voting through the AFF E meeting system, you will be able by voting "Agree", "Disagree" or "Abstain" only. In the case of not voting on any agenda, the system will immediately assume that you voted as agreeing. (Use the vote counting method by pouring the votes towards agree)
8. In the event that attendees have problems using the AFF E meeting system, you can contact Affinity Relations Company Limited (Tel. 099-2653563 or 061-7641234 or 087-6965429).

**CV of Independent Director Who is the Representative Proxy**

Mr. Jesadavat Priebjrivat, independent director and the Chairman of Audit committees of Cho Thavee Public Company Limited, since 15 May 2024, would like to give my information as follows:

**1. Personal information**

1.1 ID card number	3-1001-00875-99-1
1.2 Present nationality	Thai
1.3 Birthday	12 February 1957, Age 68 years
1.4 Present address	112/107 Soi Sukhumvit 20, Sukhumvit Road, Khlong Toei District, Bangkok 10110

**1.5 Occupation/present workplace**

- Chairman of Audit Committees
- Independent director and Audit committee
- Corporate Governance, Risk Management, Nomination and Compensation Committee of Cho Thavee Public Company Limited.
  - No. of shareholding in Company –None-
  - No. of shareholding in Subsidiaries –None-
  - Conflicts in Agenda of 2025 Annual General Meeting of Shareholders -None-

**Other listed Companies**

• 2008 - Present	Vice Chairman, Independent Director and Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee, Chairman of the Risk Management Committee, Sansiri Public Company Limited
• 2010-Feb 2023	Chairman and Independent Director, Gratitude Infinite Public Company Limited
• 2019-2021	Director with Management Authority, XSpring Capital Public Company Limited
• 2013-2021	Corporate Governance Committee, XSpring Capital Public Company Limited

**Non-listed Companies**

• Nov 2022-Present	Managing Director, Exspring Digital Co., Ltd.
• 2018-2020	Chief Executive Officer and Authorized Director, SE Digital Co., Ltd.

**1.6 Education qualification**

- Master's degree MBA (Business Administration - Finance) New York University, USA
- Master's Degree (Engineering Administration) George Washington University, USA
- Bachelor Degree of Engineering, Chulalongkorn University

**Records on training as a director from the Institute of Director (IOD)**

- Director Accreditation Program (DAP)/2005
- Director Certification Program (DCP)/2009
- Audit Committee Program (ACP)/2009
- Monitoring the System of Internal Control and Risk Management (MIR)
- Monitoring the Internal Audit Function (MIA)
- Monitoring the Quality of Financial Reporting (MFR)
- Role of the Chairman Program (RCP)/2011
- Monitoring Fraud Risk Management (MFM)/2011
- Corporate Good Governance for the Director & Executives of Enterprise & Public Organization V. 4/2010
- Change Management for Top Executive Program (GRID Thailand)
- Corporate Governance for Capital Market Intermediaries (CGI)/2016

1.7 Records of working in the last five years up to now (State the names of the company, title and year)

Present workplace

2024 – Present	Independent director and Audit committee of Cho Thavee Public Company Limited.
2024 – Present	Chairman of Audit Committee Cho Thavee Public Company Limited.
2024 – Present	Director Corporate Governance, Risk Management, Nomination and Remuneration Committees of Cho Thavee Public Company Limited

Other listed Companies

2008 – Present	Vice Chairman, Independent Director and Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee, Chairman of the Risk Management Committee, of Sansiri Public Company Limited
2010 – Feb 2023	Chairman and Independent Director of Gratitude Infinite Public Company Limited.
2019-2021	Director with Management Authority
2013-2021	Corporate Governance Committee
Nov 2018-Feb 2019	Director without Management Authority,
Feb 2018-Nov 2018	Audit and Risk Management Committee,
May 2013-Nov 2018	Independent Director of Xspring Capital Public Company Limited, (formerly known as Zmico Securities PCL.)

Non-listed Companies

2019 – Present	Director, Xspring Digital Co., Ltd.
2018 – 2020	Chief Executive Officer and Authorized Director of SE Digital Co., Ltd.

**The 2024 document request form (Printed)****To: Shareholders**

The Company has prepared the 2024 Annual Report (One Report), The 2024 Sustainability Report, and Invitation to the 2025 Annual General Meeting (AGM) online by scanning QR Code instead of hard-copy form due to efficient use of resources, reduced the use of paper to reduce carbon dioxide emissions that impact on the environment.

However, if shareholders would like a hard copy which same information as QR Code or URL, please return the request form to the Company via the below address. The Company will send it to you upon your request.

Name..... Surname.....

Address.....Road.....Sub-District.....

District.....Province.....Postal code.....

Tel. No .....E-mail.....

Would like to receive the printed of (please check box )

<b>The 2024 Annual Report</b>	<b>The 2024 Sustainability Report</b>	<b>Invitation to the 2025 AGM</b>
<input type="checkbox"/> <b>Printed</b>	<input type="checkbox"/> <b>Printed</b>	<input type="checkbox"/> <b>Printed</b>
<input type="checkbox"/> Thai	<input type="checkbox"/> Thai	<input type="checkbox"/> Thai
<input type="checkbox"/> English	<input type="checkbox"/> English	<input type="checkbox"/> English

Please return the request form to the Company at: Fax No. 0 4304 3899, 0 2973 4385  
Or E-Mail: [yinghathai@cho.co.th](mailto:yinghathai@cho.co.th)

Or contact by yourself/ or send back to our company to:

Company Secretary  
Cho Thavee Public Company Limited  
Head Office No. 265 Moo 4, Klangmuang Road,  
Muangkhan, Muangkhonkaen, Khon Kaen 40000  
Tel No. 0 4304 3880-90 ext. 1112

**Form for submitting questions in advance for the shareholders' meeting via electronic media  
(E-Meeting)**

Date.....Month..... Year.....

Name: ..... Nationality: ..... Address: .....

Road: ..... Sub-district: ..... District: .....

Province: ..... Postal code: ..... E-mail Address: .....

Mobile: .....

Being a shareholder of Cho Thavee Public Company Limited, total amount ..... units.

Question

1) .....

.....

2) .....

.....

3) .....

.....

Signature..... shareholder  
(.....)**Remark:**

Please submit the completed "E-Meeting Advance Questionnaire Submission Form" to the company within April 10, 2025 at 5:00 p.m. via the following channels:

**Email:** [yinghathai@cho.co.th](mailto:yinghathai@cho.co.th) or**Postal:** Company Secretary Cho Thavee Public Company Limited  
265 Moo 4, Klangmuang Road, Muangkhao,  
Muangkhonkaen, Khon Kaen 40000

(ปิดเอกสารและปั๊ม)  
20 บาท  
(Please attach  
stamp duty  
of Baht 20)

## แบบหนังสือมอบฉันทะ แบบ ก.

## Proxy Form A

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

(General Form)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เลขที่ทะเบียนผู้ถือหุ้น.....

เขียนที่.....

Shareholder registration number

Written at

วันที่.....เดือน.....พ.ศ. ....

Date Month

Year

(1) ข้าพเจ้า .....

I/We

Nationality

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

Reside at Road Sub-District

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

District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ช ทวี จำกัด (มหาชน) ("บริษัท")

Being a shareholder of Cho Thavee Public Company Limited ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม .....หุ้น และออกเสียงลงคะแนนได้เท่ากับ .....เสียงดังนี้

Holding the total number of shares and have the rights to vote equal to votes as follows

 หุ้นสามัญ .....หุ้น และออกเสียงลงคะแนนได้เท่ากับ .....เสียง

ordinary share shares and have the rights to vote equal to votes

 หุ้นบุริมสิทธิ .....หุ้น และออกเสียงลงคะแนนได้เท่ากับ .....เสียง

preference share shares and have the rights to vote equal to votes

(3) ข้อมูลฉันทะให้

Hereby appoint

 (1) ชื่อ..... อายุ.....

Name Age

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

Reside at Road Sub-District

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

District Province Postal Code or

 (2) ชื่อ..... อายุ.....

Name Age

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

Reside at Road Sub-District

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

District Province Postal Code or

 (3) ชื่อ..... อายุ.....

Name Age

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

Reside at Road Sub-District

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

District Province Postal Code or

 นายเจษฎา พรีปัชริยวัฒน์ กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 68 ปี อยู่บ้านเลขที่ 112/107 มิลเลนเนียมเรสอร์เด้นซ์

ชัชชุมวิท 20 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110

Mr. Jessadawat Priapchariyawat, Chairman of Audit Committee and Independent Director, age 68 years old,

resides at 112/107 Millennium Residence, Soi Sukhumvit 20, Sukhumvit Road, Klongtoey Sub-District, Klongtoey District,

Bangkok 10110

สิ่งที่ส่งมาด้วย 14 (Enclosure 14)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันที่ 11 เมษายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่และวิธีการอื่นด้วย As my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on 11 April 2025 at 14:00 hours. via electronic meeting or to be postponed on such other dates, times, places and methods as the meeting may be held.

กิจการใดที่ผู้รับมอบอำนาจกระทำไปในการประชุมนั้น ให้ถือเป็นว่าข้าพเจ้าได้กระทำการทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ / Signed ..... ผู้มอบอำนาจ / Grantor

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบอำนาจ / Proxy

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบอำนาจ / Proxy

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบอำนาจ / Proxy

(.....)

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบอำนาจ จะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

(ปิดเอกสารและมี  
20 บาท)  
(Please attach  
stamp duty  
of Baht 20)

## แบบหนังสือมอบฉันทะ แบบ ข.

## Proxy Form B

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ลักษณะเดียวกันด้วยตัว)

(Proxy Forms Concerning Specific Details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เลขที่ทะเบียนผู้ถือหุ้น.....

เขียนที่.....

Shareholder registration number

Written at

วันที่.....เดือน.....พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า .....

I/We .....

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

Reside at Road Sub-District

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

District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ช ทวี จำกัด (มหาชน) ("บริษัท")

Being a shareholder of Cho Thavee Public Company Limited ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม .....หุ้น และออกเสียงลงคะแนนได้เท่ากับ .....เสียงดังนี้

Holding the total number of shares and have the rights to vote equal to votes as follows

 หุ้นสามัญ .....หุ้น และออกเสียงลงคะแนนได้เท่ากับ .....เสียง

ordinary share shares and have the rights to vote equal to votes

 หุ้นบุรุษสิทธิ .....หุ้น และออกเสียงลงคะแนนได้เท่ากับ .....เสียง

preference share shares and have the rights to vote equal to votes

(3) ข้อมูลฉันทะให้

Hereby appoint

 (1) ชื่อ..... อายุ.....

Name Age

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

Reside at Road Sub-District

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

District Province Postal Code or

 (2) ชื่อ..... อายุ.....

Name Age

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

Reside at Road Sub-District

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

District Province Postal Code or

 (3) ชื่อ..... อายุ.....

Name Age

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

Reside at Road Sub-District

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

District Province Postal Code or

 นายเจษฎา พรีปัชริยวัฒน์ กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 68 ปี อยู่บ้านเลขที่ 112/107 มิลเลนเนียมเรสอร์เช้นซ์

ซอยสุขุมวิท 20 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110

Mr. Jessadawat Priapchariyawat, Chairman of Audit Committee and Independent Director, age 68 years old,

resides at 112/107 Millennium Residence, Soi Sukhumvit 20, Sukhumvit Road, Klongtoey Sub-District, Klongtoey District,

Bangkok 10110

สิ่งที่ส่งมาด้วย 14 (Enclosure 14)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันที่ 11 เมษายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่และวิธีการอื่นด้วย

As my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on 11 April 2025 at 14:00 hours. via electronic meeting or to be postponed on such other dates, times, places and methods as the meeting may be held.

(4) ข้าพเจ้าขอ呑มชอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

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

วาระที่ 1 พิจารณาบันรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 3/2567 ซึ่งประชุมเมื่อวันที่ 3 ธันวาคม 2567

Agenda 1 Consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2024 held on 3 December 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประسังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2567 และพิจารณาอนุมัติงบการเงินของบริษัทฯ และบริษัทที่อยู่ภายใต้การดูแล สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2567 และรับทราบรายงานของผู้สอบบัญชี

Agenda 2 Acknowledgement of the Company's 2024 performance and approval of the Financial Statements of the Company and its subsidiaries ended December 31, 2024 and acknowledgment of the auditor's report

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่ 3 พิจารณาอนุมัติการจัดสรรกำไรสุทธิประจำปี 2567 เป็นทุนสำรองตามกฎหมาย

Agenda 3 Consideration to approve for the no allotment of net profit for the year 2024 as legal reserve

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่ 4 พิจารณาอนุมัติการงดจ่ายปันผลประจำปี 2567

Agenda 4 Consideration to approve the dividend payment omission for the year 2024

(ก) ให้ผู้รับมอบบัตรหัวมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบบัตรหัวออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดโดยตามวาระ

Agenda 5 Consideration to approve of the re- election of Directors to replace those retirements by rotation

5.1 นายเจษฎาภรณ์ เพรียวจิริยวัฒน์	กรรมการบริหารและประธานกรรมการตรวจสอบ กรรมการกำกับดูแลกิจการ บริหารความเสี่ยง สร้างและกำหนดค่าตอบแทน
5.1 Mr. Jessadawat Priapchariyawat	Chairman of Audit Committee and Independent Director, Corporate Governance, Risk Management, Nomination and Compensation Committee and Executive Committee

(ก) ให้ผู้รับมอบบัตรหัวมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบบัตรหัวออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

5.2 นางสาวอชนา ทวีแสงสกุลไทย	กรรมการบริษัท คณะกรรมการบริหาร
5.2 Miss Asana Taweesangsakulthai	Director, Executive Committee.

(ก) ให้ผู้รับมอบบัตรหัวมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบบัตรหัวออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

5.3 นายศิริวัฒน์ ทวีแสงสกุลไทย	กรรมการบริษัท คณะกรรมการกำกับดูแลกิจการ บริหารความเสี่ยง สร้างและกำหนดค่าตอบแทน คณะกรรมการบริหาร
5.3 Mr. Siriwat Taveesangsakulthai	Director, Corporate Governance, Risk Management, Nomination and Compensation Committee and Executive Committee

(ก) ให้ผู้รับมอบบัตรหัวมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบบัตรหัวออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2568

Agenda 6 Consideration to approve of the 2025 remuneration of Directors

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 7 พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2568

Agenda 7 Consideration to approve appointments of auditors and set auditor fees for the year 2025

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 8 พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายของบริษัท และการแก้ไขเพิ่มเติมหนังสือบุริคุณที่สั่นธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 8 Consider and approve the decrease of the Company's registered capital by canceling unissued ordinary shares of the Company and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the decrease of the Company's registered capital

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 9 พิจารณาอนุมัติการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นโดยการรวมมูลค่าหุ้นของบริษัท และการแก้ไขเพิ่มเติมหนังสือบุริคุณที่สั่นธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นของบริษัท

Agenda 9 Consider and approve the change in a par value of shares by combining share value of the Company and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the change in a par value of shares of the Company

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

สิ่งที่ส่งมาด้วย 14 (Enclosure 14)

วาระที่ 10 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบอกรับของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 10 Consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประسังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่ 11 พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทเพื่อรองรับการใช้สิทธิแปลงสภาพของหุ้นกู้แปลงสภาพที่ออกเสนอขายให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง ตามมติของที่ประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 3/2567 ประชุมเมื่อวันที่ 3 ธันวาคม 2567

Agenda 11 Consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the exercise of conversion rights convertible debentures issued and offered to specific investors pursuant to the resolution of Extraordinary General Meeting No. 3/2024 held on 3 December 2024

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่ 12 พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda 12 Consider and approve the amendment of the Articles of Association of the Company

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่ 13 พิจารณาอนุมัติการแก้ไขเปลี่ยนแปลงอำนาจกรรมการลงนามผูกพันบริษัท

Agenda 13 Consider and approve the amendment of the authority of directors to bind the Company

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve Disapprove Abstain

วาระที่ 14 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 14 Consider other matters (if any)

 (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

 (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ไม่ระบุมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ / Signed ..... ผู้มอบอำนาจ / Grantor

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบอำนาจ / Proxy

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบอำนาจ / Proxy

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบอำนาจ / Proxy

(.....)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบอำนาจ จะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

The agenda for the election of directors can elect the entire set of directors or individual directors.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจាតอแบบหนังสือมอบอำนาจแบบ ข. ตามแนบ

In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

4. ในกรณีที่ผู้ถือหุ้นไม่สามารถเข้าร่วมประชุมได้ด้วยตนเอง และมีความประสงค์จะมอบอำนาจให้กรรมการอิสระของบริษัทฯ ท่านได้ท่านหนึ่งเข้าประชุมและออกเสียงแทนตน ผู้ถือหุ้นสามารถมอบอำนาจให้แก่กรรมการอิสระ 1 ท่านของบริษัทฯ รายละคิดประภูมิตามลิستที่ส่งมาด้วย 11 คือ นายเจษฎาภรณ์ เพรียบจริยวัฒน์ พร้อมลงนามผู้มอบอำนาจและออกตราประทับมูลค่า 20 บาท และส่งหนังสือมอบอำนาจแบบ ข. หรือ แบบ ค. (คัดลอกด้วย) ตามลิสที่ส่งมาด้วย 14 พร้อมเอกสารที่เกี่ยวข้องมาด้วย

- ทางไปรษณีย์ “เลขานุการบริษัท” บริษัท ช ทวี จำกัด (มหาชน) 265 หมู่ 4 ถนนนกนางเมือง ตำบลเมืองเก่า อำเภอเมืองขอนแก่น จังหวัดขอนแก่น 40000
- ทางอิเล็กทรอนิกส์ (E-mail): [info@cho.co.th](mailto:info@cho.co.th)

และเพื่อความสะดวกในการตรวจสอบเอกสาร จึงขอความร่วมมือจากผู้ถือหุ้น และ/หรือ ผู้รับมอบอำนาจ โปรดส่งเอกสารให้ถึงบริษัทฯ ภายในวันที่ 9 เมษายน 2568 หรือติดต่อชั้นชุมูลเพิ่มเติมได้ที่เบอร์ 043-043888 ต่อ 1120 แผนกนักลงทุนสัมพันธ์

In the event that shareholders are unable to attend the meeting in person and wish to appoint one of the Company's independent directors as their proxy to attend and vote on their behalf, they may grant proxy authorization to one independent director of the Company. As specified in Enclosure 11, the designated independent director is Mr. Jessadawat Priapchariyawat. Shareholders must sign the proxy form and affix a THB 20 stamp duty, then submit Proxy Form B or Proxy Form C (for custodians), as detailed in Enclosure 14, along with the required supporting documents via:

- Mail: Addressed to the Company Secretary, Cho Thavee Public Company Limited, 265 Moo 4, Klang Muang Road, Mueang Kao Subdistrict, Mueang Khon Kaen District, Khon Kaen Province, 40000
- Electronic submission (E-mail): [info@cho.co.th](mailto:info@cho.co.th)

For verification purposes, shareholders and/or proxies are kindly requested to submit the documents to the Company by April 9, 2025. For further information, please contact the Investor Relations Department at 043-043888 ext. 1120.

## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ช.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ช ทวี จำกัด (มหาชน)

A proxy is granted by a shareholder of Cho Thavee Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 11 เมษายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวันเวลา สถานที่และวิธีการอื่นด้วย

at the 2025 Annual General Meeting of Shareholders on 11 April 2025 at 14:00 hours. via electronic meeting or to be postponed on such other dates, times, places and methods as the meeting may be held.

วาระที่..... เรื่อง. ....

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่..... เรื่อง. ....

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่..... เรื่อง. ....

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่..... เรื่อง เลือกตั้งกรรมการ

Agenda

Subject: Election of directors

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) The proxy shall have the right to approve in accordance with my/our intention as follows:

การแต่งตั้งกรรมการทั้งชุด

Appointment of the entire Board of Directors

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of Directors on an Individual basis

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

ชื่อกรรมการ.....

Name of Director

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ชื่อกรรมการ.....

ข้าพเจ้าขอรับรองว่ารายการในใบประจាត่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

We hereby certify that the items listed in the Attachment to Proxy form are complete and entirely accurate.

ลงชื่อ / Signed ..... ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy

(.....)

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัดติดেย์น (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
(For foreign shareholders who have custodians in Thailand only)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เลขที่ทะเบียนผู้ถือหุ้น.....

เขียนที่.....

Shareholder registration number

Written at

วันที่.....เดือน..... พ.ศ. .....

Date Month Year

(1) ข้าพเจ้า .....

I/We

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

Located at Road Sub-District

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

District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท ช ทวี จำกัด (มหาชน) ("บริษัท")

who is a shareholder of Cho Thavee Public Company Limited ("Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียงดังนี้

Holding the total number of shares and have the rights to vote equal to votes as follows

หุ้นสามัญ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ordinary share shares and have the rights to vote equal to votes

หุ้น累積股 ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง preference share shares and have the rights to vote equal to votes

(2) มอบฉันทะให้

Hereby appoint

(1) ชื่อ..... อายุ.....

Name Age

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

Reside at Road Sub-District

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

District Province Postal Code or

(2) ชื่อ..... อายุ.....

Name Age

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

Reside at Road Sub-District

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

District Province Postal Code or

(3) ชื่อ..... อายุ.....

Name Age

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

Reside at Road Sub-District

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

District Province Postal Code or

นายเจษฎาภิรัตน์ เพรียบจริย์วัฒน์ กรรมการอธิบดีและประธานกรรมการตรวจสอบ อายุ 68 ปี อยู่บ้านเลขที่ 112/107 มิลเลนเนียมเรสอร์เชนซ์

ซอยสุขุมวิท 20 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110

Mr. Jessadawat Priapchariyawat, Chairman of Audit Committee and Independent Director, age 68 years old, resides at 112/107 Millennium Residence, Soi Sukhumvit 20, Sukhumvit Road, Klongtoey Sub-District, Klongtoey District, Bangkok 10110

สิ่งที่ส่งมาด้วย 14 (Enclosure 14)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันที่ 11 เมษายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่และวิธีการอื่นด้วย As my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on 11 April 2025 at 14:00 hours. via electronic meeting or to be postponed on such other dates, times, places and methods as the meeting may be held.

(3) ข้าพเจ้าขออนุญาตให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

มอบอำนาจตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote

มอบจำนวนบางส่วน คือ

Grant partial shares of

หุ้นสามัญ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

ordinary share shares and have the rights to vote equal to votes

หุ้นบุรุษสิทธิ ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด ..... เสียง

Total voting rights votes

(4) ข้าพเจ้าขออนุญาตให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 3/2567 ซึ่งประชุมเมื่อวันที่ 3 มีนาคม 2567

Agenda 1 Consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2024 held on 3 December 2024

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

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

Approve votes Disapprove votes Abstain votes

วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2567 และพิจารณาอนุมัติงบการเงินของบริษัทฯ และบริษัทฯ อื่น สำหรับปีสิ้นสุดวันที่ 31 มีนาคม 2567 และรับทราบรายงานของผู้สอบบัญชี

Agenda 2 Acknowledgement of the Company's 2024 performance and approval of the Financial Statements of the Company and its subsidiaries ended December 31, 2024 and acknowledgment of the auditor's report

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

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

Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณาอนุมัติการจัดสรรกำไรสุทธิประจำปี 2567 เป็นทุนสำรองตามกฎหมาย

Agenda 3 Consideration to approve for the no allotment of net profit for the year 2024 as legal reserve

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 4 พิจารณาอนุมัติการงดจ่ายปันผลประจำปี 2567

Agenda 4 Consideration to approve the dividend payment omission for the year 2024

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 5 พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่ครบกำหนดด้วยการ輪流

Agenda 5 Consideration to approve of the re- election of Directors to replace those retirements by rotation

5.1 นายเจษฎาวดี พรียบจิริยวัฒน์ กรรมการอิสระและประธานกรรมการตรวจสอบ

กรรมการกำกับดูแลกิจการ บริหารความเสี่ยง สร้างและกำหนดค่าตอบแทน

5.1 Mr. Jessadawat Priapchariyawat Chairman of Audit Committee and Independent Director, Corporate Governance, Risk Management, Nomination and Compensation Committee and Executive Committee

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

5.2 นางสาวอัศนา ทวีแสงสกุลไทย กรรมการบริษัท คณะกรรมการบริหาร

5.2 Miss Asana Taweesangsakulthai Director, Executive Committee.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

<p>5.3 นายศิริวัฒน์ ทวีแสงสกุลไทย</p>	<p>กรรมการบริษัท คณะกรรมการกำกับดูแลกิจการ บริหารความเสี่ยง สรุหาราและกำหนดค่าตอบแทน คณะกรรมการบริหาร 5.3 Mr. Siriwat Taveesangsakulthai Director, Corporate Governance, Risk Management, Nomination and Compensation Committee and Executive Committee</p>						
<p><input type="checkbox"/> (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.</p>							
<p><input type="checkbox"/> (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>(b) The proxy shall have the right to approve in accordance with my/our intention as follows:</p>							
<table border="0" style="width: 100%;"> <tr> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> เห็นด้วย.....เสียง Approve                 </td> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove                 </td> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> งดออกเสียง.....เสียง Abstain                 </td> </tr> <tr> <td style="text-align: center;">votes</td> <td style="text-align: center;">votes</td> <td style="text-align: center;">votes</td> </tr> </table>		<input type="checkbox"/> เห็นด้วย.....เสียง Approve	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove	<input type="checkbox"/> งดออกเสียง.....เสียง Abstain	votes	votes	votes
<input type="checkbox"/> เห็นด้วย.....เสียง Approve	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove	<input type="checkbox"/> งดออกเสียง.....เสียง Abstain					
votes	votes	votes					
<p>วาระที่ 6</p>	<p>พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2568</p>						
<p>Agenda 6</p>	<p>Consideration to approve of the 2025 remuneration of Directors</p>						
<p><input type="checkbox"/> (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.</p>							
<p><input type="checkbox"/> (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>(b) The proxy shall have the right to approve in accordance with my/our intention as follows:</p>							
<table border="0" style="width: 100%;"> <tr> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> เห็นด้วย.....เสียง Approve                 </td> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove                 </td> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> งดออกเสียง.....เสียง Abstain                 </td> </tr> <tr> <td style="text-align: center;">votes</td> <td style="text-align: center;">votes</td> <td style="text-align: center;">votes</td> </tr> </table>		<input type="checkbox"/> เห็นด้วย.....เสียง Approve	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove	<input type="checkbox"/> งดออกเสียง.....เสียง Abstain	votes	votes	votes
<input type="checkbox"/> เห็นด้วย.....เสียง Approve	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove	<input type="checkbox"/> งดออกเสียง.....เสียง Abstain					
votes	votes	votes					
<p>วาระที่ 7</p>	<p>พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2568</p>						
<p>Agenda 7</p>	<p>Consideration to approve appointments of auditors and set auditor fees for the year 2025</p>						
<p><input type="checkbox"/> (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.</p>							
<p><input type="checkbox"/> (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>(b) The proxy shall have the right to approve in accordance with my/our intention as follows:</p>							
<table border="0" style="width: 100%;"> <tr> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> เห็นด้วย.....เสียง Approve                 </td> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove                 </td> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> งดออกเสียง.....เสียง Abstain                 </td> </tr> <tr> <td style="text-align: center;">votes</td> <td style="text-align: center;">votes</td> <td style="text-align: center;">votes</td> </tr> </table>		<input type="checkbox"/> เห็นด้วย.....เสียง Approve	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove	<input type="checkbox"/> งดออกเสียง.....เสียง Abstain	votes	votes	votes
<input type="checkbox"/> เห็นด้วย.....เสียง Approve	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove	<input type="checkbox"/> งดออกเสียง.....เสียง Abstain					
votes	votes	votes					
<p>วาระที่ 8</p>	<p>พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายของบริษัท และ การแก้ไขเพิ่มเติมหนังสือบริคุณที่สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท</p>						
<p>Agenda 8</p>	<p>Consider and approve the decrease of the Company's registered capital by canceling unissued ordinary shares of the Company and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the decrease of the Company's registered capital</p>						
<p><input type="checkbox"/> (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.</p>							
<p><input type="checkbox"/> (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>(b) The proxy shall have the right to approve in accordance with my/our intention as follows:</p>							
<table border="0" style="width: 100%;"> <tr> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> เห็นด้วย.....เสียง Approve                 </td> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove                 </td> <td style="width: 33%; text-align: center;"> <input type="checkbox"/> งดออกเสียง.....เสียง Abstain                 </td> </tr> <tr> <td style="text-align: center;">votes</td> <td style="text-align: center;">votes</td> <td style="text-align: center;">votes</td> </tr> </table>		<input type="checkbox"/> เห็นด้วย.....เสียง Approve	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove	<input type="checkbox"/> งดออกเสียง.....เสียง Abstain	votes	votes	votes
<input type="checkbox"/> เห็นด้วย.....เสียง Approve	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง Disapprove	<input type="checkbox"/> งดออกเสียง.....เสียง Abstain					
votes	votes	votes					

สิ่งที่ส่งมาด้วย 14 (Enclosure 14)

วาระที่ 9 พิจารณาอนุมัติการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นโดยการรวมมูลค่าหุ้นของบริษัท และการแก้ไขเพิ่มเติม หนังสือบอร์ดของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นของบริษัท

Agenda 9 Consider and approve the change in a par value of shares by combining share value of the Company and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the change in a par value of shares of the Company

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประسังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 10 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบอร์ดของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 10 Consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 11 พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทเพื่อรองรับการใช้สิทธิแปลงสภาพของหุ้นกู้แปลงสภาพที่ออกเสนอขายให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง ตามมติของที่ประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 3/2567 ประชุมเมื่อวันที่ 3 ธันวาคม 2567

Agenda 11 Consider and approve the allocation of newly issued ordinary shares of the Company to accommodate the exercise of conversion rights convertible debentures issued and offered to specific investors pursuant to the resolution of Extraordinary General Meeting No. 3/2024 held on 3 December 2024

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 12 พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda 12 Consider and approve the amendment of the Articles of Association of the Company

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประسังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 13 พิจารณาอนุมัติการแก้ไขเปลี่ยนแปลงอำนาจกรรมการลงนามผูกพันบริษัท

Agenda 13 Consider and approve the amendment of the authority of directors to bind the Company

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 14 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 14 Consider other matters (if any)

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง			
Approve	votes	Disapprove	votes	Abstain	votes

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนั้นให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสังค์ในการออกเสียงลงคะแนนในวาระใดได้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ไม่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

## สิ่งที่ส่งมาด้วย 14 (Enclosure 14)

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เน้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy

(.....)

### หมายเหตุ / Remark

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ประชุมขึ้นในที่เดียวกันเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คสติเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form C is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper. The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ

The documents needed to be attached to this Proxy form are:

- หนังสือมอบอำนาจจากผู้ถือหุ้นให้คสติเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf

- หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคสติเดียน (Custodian)

Document confirming that the person who signed the proxy form is permitted to operate the custodian business

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

The agenda for the election of directors can elect the entire set of directors or individual directors.

- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจามาต์แบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C provided.

## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ช ทวี จำกัด (มหาชน)

A proxy is granted by a shareholder of Cho Thavee Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 11 เมษายน 2568 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวันเวลา สถานที่และวิธีการอื่นด้วย

at the 2025 Annual General Meeting of Shareholders on 11 April 2025 at 14:00 hours. via electronic meeting or to be postponed on such other dates, times, places and methods as the meeting may be held.

ภาระที่..... เรื่อง.....

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ภาระที่..... เรื่อง.....

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ภาระที่..... เรื่อง.....

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ภาระที่..... เรื่อง.....

Agenda

Subject:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่..... เรื่อง เลือกตั้งกรรมการ

Agenda Subject: Election of directors

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประسังค์ของข้าพเจ้า ดังนี้

(b) The proxy shall have the right to approve in accordance with my/our intention as follows:

การแต่งตั้งกรรมการทั้งหมด

Appointment of the entire Board of Directors

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of Directors on an Individual basis

ชื่อกรรมการ.....

Name of Director

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ชื่อกรรมการ.....

Name of Director

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ชื่อกรรมการ.....

Name of Director

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ชื่อกรรมการ.....

Name of Director

<input type="checkbox"/> เห็นด้วย.....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....	เสียง	<input type="checkbox"/> งดออกเสียง.....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ข้าพเจ้าขอรับรองว่ารายการในใบประจัดต่อแบบหนังสือมอบอำนาจที่ต้องบัญญัติและเป็นความจริงทุกประการ

We hereby certify that the items listed in the attached proxy form are complete and entirely accurate.

ลงชื่อ / Signed ..... ผู้มอบอำนาจ / Grantor

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบอำนาจ / Proxy

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบอำนาจ / Proxy

(.....)

ลงชื่อ / Signed ..... ผู้รับมอบอำนาจ / Proxy

(.....)