

<b>Capital Increase Report</b>
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**Capital Increase Report  
Cho Thavee Public Company Limited  
5 April 2021**

**We, Cho Thavee Public Company Limited (the "Company"), hereby report on the resolutions of the Board of Directors' Meeting No. 3/ 2021, held on 05 April 2021 from 10.05 am to 11.44 am with regard to the capital increase and the allocation of newly issued ordinary shares, as follows:**

**1. Capital Decrease / Capital Increase**
**1.1 Capital Decrease**

The Board of Directors' Meeting resolved to propose to the EGM-1/2021 to consider and approve the decrease of Company's registered capital as amount of 258,522,628.25 Baht from the Company's existing registered capital at 588,998,932.50 Baht to the new Company's registered capital at 330,476,304.25 Baht by issuance of cancelling shares in the amount 1,034,090,513 shares (remaining shares from allotment of dividend share, non-exercising of CHO-W2 and non-offering shares via General Mandate that expired but no renew) with a par value of 0.25 Baht per share.

**1.2 Capital Increase**

The Board of Directors' Meeting resolved to propose to the EGM-1/2021 to consider and approve the increase of the Company's registered capital of Baht 109,841,827.76 from the existing registered capital of Baht 330,476,304.25 (after decreasing capital) to the new registered capital of Baht 438,645,156.00 by issuing 432,675,407 newly issued ordinary shares with a par value of Baht 0.25 per share or totaling Baht 108,168,851.75 Details of the capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Share	432,675,407	0.25	108,168,851.75
	Preferred Share	-	-	-
<input type="checkbox"/> General Mandate	Ordinary Share	-	-	-
	Preferred Share	-	-	-

At present, the Company has its registered capital in the amount of Baht 588,998,932.50 and paid-up capital in the amount of Baht 330,476,304.25

**2. Allocation of Newly Issued Ordinary Shares**
**Form of specifying the purpose of utilizing capital**

Allocation to	Number of Shares	Ratio (Old : New)	Offering Price (Baht per share)	Subscription and payment period	Remark
Reserved for the exercise of the Convertible Debentures to be issued by way of private placement to Advance Opportunities Fund and/or Advance Opportunities Fund 1 (Please consider Remark No. 2)	432,675,407 shares	Conversion ratio is equivalent to the principle amount of the convertible debenture divided by the conversion price	Not lower than 90% of market price (Conversion Price)	To be further determined. Please consider Remark No.3	Please consider Remark No. 1 and the Summary of Key Terms and Conditions of the Convertible Debentures pursuant to Attachment 1.

## Remarks:

1. The Board of Directors' Meeting No. 3/2021 resolved to propose the EGM-1/2021 to consider and approve the issuance and offering of the newly issued convertible debentures of the Company (the "Convertible Debentures") at the total amount of not exceeding Baht 400,000,000 by way of private placement to a specific investor, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") which is an offering to no more than 10 specific investors within 4-month period in accordance with Clause 43(1) of the Notification of the Capital Market Supervisory Board No. TorJor. 17/2561 Re: Application for and Approval of the Offer for Sale of Newly Issued Debt Instruments (the "Notification No. TorJor. 17/2561") and such person is not a connected person of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions. The conversion price of the Convertible Debentures shall not be lower than 90 percent of the market price. For this purpose, the market price shall be calculated from the weighted average price of the Company's shares trading on the SET for the past 15 consecutive business day (Floating Conversion Price).
2. AO Fund and/or AO Fund 1 is an opened-end equity fund, which registered in Cayman Island. The objective of AO Fund is middle – long term investment in Listed Company. Zico Asset Management Private Limited ("ZICOAM") is a fund manager of AO Fund and/or AO Fund 1 which is located in Singapore and register as Asset Management Company registered with Monetary Authority of Singapore Therefore, AO Fund and/or AO Fund 1 is considered as an institutional investor pursuant to Clause 4(10) of the Notification of the Securities and Exchange Commission No. KorJor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor, and this offer for sale of the Convertible Debentures by way of private placement is in accordance with Clauses 43 and 56 of the Notification No. TorJor. 17/2561.
3. The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Chief Executive Officer to have the power to determine the details, amend or take any actions as necessary for and in connection with the issuance and offering of the Convertible Debentures to comply with the laws, including but not limited to the power to proceed with the followings actions:
  - (1) to determine or amend the details, methods and other conditions in connection with the issuance and offering of the Convertible Debentures as appropriate, 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 to be issued in order to reserve for 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 adjustment event requiring the Company to issue additional underlying shares to accommodate the exercise of the conversion right, and the conditions of adjustment events. The Chief Executive Officer will set the best conversion price at that situation in order to set utmost benefit of the Company and all shareholders;
  - (2) to appoint advisors and third parties (e.g., financial advisor and legal advisor) for contacting and providing information as well as filing of documents and evidence with the relevant authorities or any other events in connection with the issuance and offering of the Convertible Debentures as 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 connection with the issuance, offering and allocation of the Convertible Debentures, the allocation of newly issued shares in order to reserve for the exercise of the conversion right of the Convertible Debentures, as well as contacting, filing, amending, adding and executing 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, governmental agencies and/or other relevant authorities in relation to the issuance, offering and allocation of the Convertible Debentures and the listing of the newly issued ordinary shares from the exercise of the conversion right of the Convertible Debentures as listed securities on the Stock Exchange of Thailand; and
  - (4) to perform any actions as necessary and appropriate for and in connection with the issuance, the offering and the allocation of the Convertible Debentures in order to ensure the successful completion of the actions specified above.

### **Attachments 3**

In this regard, the success of the issuance, the offering and the allocation of the Convertible Debentures depend on various relevant conditions including the completion of the due diligence process by AO Fund and/or AO Fund 1 in respect of the Company's business and operations, including but not limited to the due diligence on the Company's anti-money laundering policy, anti-corruption policy and sanctions.

In case there are remaining shares from conversion of the Convertible Debentures, they will be cancel at all.

### **3. Schedule for the shareholders' meeting to approve the capital increase and share allocation**

The Extraordinary Annual General Meeting of Shareholders No. 1/20 2 on May 25, 2021 at 02.00 pm. at Fortune room, 3<sup>rd</sup> floor of The Grand Mercure Bangkok Fortune Hotel, Ratchadapisek Road, Dindaeng Sub-District, Bangkok.

The Board of Directors' Meeting No. 4/2021 on April 27, 2021, there notification on cancellation of venue the meeting from the Fortune room, 3<sup>rd</sup> floor of The Grand Mercure Bangkok Fortune Hotel, Ratchadapisek Road, Dindaeng Sub-District, Bangkok and change a method of convening the Extraordinary General Meeting of Shareholders No.1/2021 to electronic meeting (E-EGM)

whereby:

Determine the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2021 (Record Date) on Thursday, April 22, 2021.

### **4. Approval for capital increase / share allocation from relevant governmental authorities and conditions of such approval (if any)**

4.1 The Company shall register the increase of its registered capital and paid-up capital, as well as the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date on which the Extraordinary General Meeting of the Shareholders No.1/2021 resolves to approve the capital increase and the amendment to the Company's Memorandum of Association;

- a. The Company shall register with the Securities and Exchange Commission the transfer restriction which is limited to the transfer of the Convertible Debentures to no more than 10 specific investors within four-month period;
- b. The Company will apply for approval from the Stock Exchange of Thailand for listing of newly issued ordinary shares as listed securities, on MAI Stock Market or other stock exchange where the shares of the Company is a listed security at that time, in accordance with the relevant rules and regulations after the holders of the Convertible Debentures have exercised their rights to convert the Convertible Debentures into the Company's ordinary shares (If such rights are exercised).

### **5. Objectives of capital increase and plans for utilizing proceeds received from the capital increase**

The proceeds received from the issuance and offering of the Convertible Debentures issued to AO Fund will be utilized as follows:

<b>Objectives of Capital Increase</b>	<b>Approximate Amount of Capital Utilized (Baht)</b>	<b>Estimated Timing for Utilizing the Capital Increased</b>
1. Use to support general working capital including investment in projects on hand & loan repayments	Not more than Thai Baht 300,000,000	Within 6 months
2. Use to invest in new projects & invest in existing project for expansion	Not more than Thai Baht 100,000,000	Within 1-3 years

### **6. Benefits which the Company will receive from the capital increase / allocation of newly issued ordinary share**

6.1 Enhancing liquidity of the Company's capital structure and have sufficient funds to support its existing business operation and expansion in the future.

**7. Benefits which the shareholders will receive from the capital increase / allocation of newly issued ordinary shares**

- 7.1 The proceeds received from the issuance of the Convertible Debentures will enhance strengthen the Company's financial position and support the expansion of the Company's future business operations. This will enhance the Company's ability to generate higher revenues and profits for the Company in the future, the shareholders would gain the benefits through the dividend payment in accordance dividend policy of the Company.
- 7.2 The holders of the Convertible Debentures, who elects to convert their convertible debentures, shall receive the same rights as the shareholders of the Company, including the right to receive dividends, the right to attend and to vote in the shareholders' meeting starting from the time when the holders of the Convertible Debentures exercise their rights to convert the Convertible Debentures into ordinary shares of the Company and have their names recorded in the share register book of the Company which is filed with the Ministry of Commerce.

**8. Other details necessary for the shareholders to approve the capital increase / allocation of newly issued shares**

Please consider the Summary of Key Terms and Conditions of Convertible Debentures of **Cho Thavee Public Company Limited** to be issued by way of Private Placement to an Institutional Investor as in Attachment 1

**9. Schedule of actions after the Board of Directors' Meeting passes the resolution approving the capital increase / share allocation**

No.	Procedures	Date
1.	The Board of Directors' Meeting No.3/2021	5 April 2021
2.	Record date on which the recorded shareholders are entitled to attend the Extraordinary General Meeting of the Shareholders No.1/2021 (Record Date)	22 April 2021
3.	Holding the Extraordinary General Meeting of the Shareholders No.1/2021	25 May 2021
4.	Subscription Period of the Convertible Debentures	Chief Executive Officer will later determine
5.	Registration of the registered capital increase with the Ministry of Commerce	Within 14 days from the date on which the Extraordinary General Meeting of the Shareholders No. 1/ 2021 approves the capital increase

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Signature \_\_\_\_\_ Authorized Directors  
(Mr .Suradech Taweesaengsakulthai and Miss. Asna Taweesaengsakulthai.)