



(Translation)

No. CHO 14/2021

5th May 2021

Re: Invitation to the Extraordinary General Meeting No.1/2021 on 25th May 2021

Dear Shareholders

Enclosures:

1. A copy of the Minutes of the Annual General Meeting of the year 2021 held on 21st April 2021. (For Agenda Item 1)
2. Summary of the important Terms and Conditions of the newly issued Convertible Debentures (For Agenda Item 2)
3. Capital Increase Report (F53-4) (For Agenda Item 5)
4. Company Regulations Related to the Shareholder's Meeting
5. Terms, conditions and method of practice in attending the E-meeting, proxy and voting.
6. Information on Independent Directors who are the Proxies in the Extraordinary General Meeting No.1/2021
7. Acceptance for the invitation of online meeting
8. Proxy Form (Form A, Form B and Form C)

Reference is made to the Board of Directors' Meeting of Cho Thavee Public Company Limited (the "Company") No.3/2021 on 5th April 2021 resolved to call the Extraordinary General Meeting No.1/2021 (the "Meeting" /"EGM") by Teleconferences through Electronic Devices (E-EGM), which will be hold Tuesday, 25th May 2021 at 02.00 pm. to consider various matters according to the agenda items as follows:

Agenda item 1 To consider certifying the minutes of the 2021 Annual General Meeting

Facts and Reasons: The Company held the 2021 Annual General Meeting of Shareholders ("AGM") on 21st April 2021 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 had considered and approved that the minutes was correct and complete. Therefore, the Board will propose the minutes of 2021 AGM to EGM No.1/2021 for certifying. Detail is in enclosure 1.

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

Agenda item 2 To consider and approve the issuance and offering of Convertible Debentures with a value not exceeding 400 million Baht.

Facts and Reasons: Approved to propose to the EGM-1/2021 to consider and approve the issuance and offering of the newly issued convertible debentures of the Company not exceeding Thai Baht 400,000,000 (the "Convertible Debentures") by way of private placement specifically to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") which is not related person. The "Convertible Debentures" as seen details in the Attachment 2 (Summary of the important terms and conditions of the Convertible Debentures).

In this regard, 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 in order 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 either in one time or several times, 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 a change of 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, any filing or any waiver, 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 "SEC"), the SET, 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 SET; 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.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance and offering of the newly issued convertible debentures of the Company to specific investors. And being a person who is not connected to the Company In the amount not exceeding 400,000,000 baht, including the authorization to specify details, amend or take any necessary actions in connection with the issuance and offering of convertible debentures to comply with the law

Resolution: A resolution under this agenda can be passed by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote. (Agenda 2 is a continuation of Agenda 3 to Agenda 5, therefore, in order for this agenda to have legal effect, all mentioned agendas are subject to approval as well.)

Agenda item 3 To consider and approve the decrease in registered capital of the Company and amendment of Clause 4 of the Company's Memorandum of Association pertaining the registered capital to be in line with the decrease in registered capital of the Company.

Facts and Rationales: Since the Company has ordinary shares remaining from the stock dividend allocation. Remaining from support for the exercise of CHO-W2 and remaining from supporting the general mandate share offering that has expired. And the Company did not extend any additional time. This is because the Company will be proposed to increase the registered capital for other purposes, it is necessary to reduce the share capital that is not offered for sale and is not intended to support the conversion of any securities.

So that the Company's registered capital in accordance with the purpose of registration, therefore have to reduce the registered capital in the amount 258,522,628. 25 baht by canceling the ordinary shares in the amount 1,034,090,513 shares with a par value of 0.25 baht per share. That were the remainder from the issuance and offering, un-exercising of the right to convert according to the conditions in validation period. And to consider approving the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the Company's registered capital by using the following statements:

Clause 4	Registered capital	:	330,476,304.25	Baht	(Three hundred thirty million four hundred seventy-six thousand three hundred four Baht and twenty-five Satang)
	Divided into	:	1,321,905,217	Shares	(One billion three hundred twenty one million nine hundred five thousand two hundred seventeen shares)
	Par value per Share	:	0.25	Baht	(twenty-five satang)
Classified as					
	Ordinary shares	:	1,321,905,217	Shares	(One billion three hundred twenty one million nine hundred five thousand two hundred seventeen shares)
	Preferred shares	:	-none-		

And to consider allowing the authorized directors to bind the company according to the company's certificate or a person who is assigned by the authorized director to bind the company according to the company certificate to be authorized to take any action in connection with the registration of capital reduction of the company. And registration of amendment to Clause 4 of the Company's Memorandum of Association to various agencies in all aspects.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2021 to consider and approve the reduction of the Company's registered capital. And the amendment of Clause 4 of the Company's Memorandum of Association regarding registered capital in order to comply with the reduction of the Company's registered capital, the amount of 258,522,628. 25 baht by cancellation of 1,034,090,513 ordinary shares with a par value of 0.25 baht per share, which is the remainder from the issuance and offering, un-exercising of CHO-W2 according to the conditions in validation period and there is no extension of General Mandate period and approving the amendment of Clause 4 of the Memorandum of

Association of the Company to be in line with the reduction of the Company's registered capital.

Resolution: A resolution under this agenda can be passed by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote. (Agenda 3 is a continuation of Agenda 2 and Agenda 4 to Agenda 5, therefore, in order for this agenda to have legal effect, all mentioned agendas are subject to approval as well.)

Agenda item 4 To consider and approve the increase in registered capital of the Company and amendment of Clause 4 of the Company's Memorandum of Association pertaining the registered capital to be in line with the increase in registered capital of the Company.

Facts and Rationales: To support the exercise of the conversion right of the Convertible Debentures, so that the Company's registered capital in accordance with the purpose of registration. Therefore, the Company has to increase the registered capital in the amount of 108,168,851.75 baht by issuing 432,675,407 newly issued ordinary shares at the par value of 0.25 baht per share in order to accommodate the exercise of conversion rights of the Convertible Debentures. And approved the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital by using the following statements:

Clause 4	Registered capital	:	438,645,156	Baht	(Four hundred thirty-eight million six hundred forty-five thousand one hundred fifty six Baht)
	Divided into	:	1,754,580,624	Shares	(One billion seven hundred fifty-four million five hundred eighty thousand six hundred twenty four shares)
	Par value per Share	:	0.25	Baht	(twenty-five satang)
Classified as					
	Ordinary shares	:	1,754,580,624	Shares	(One billion seven hundred fifty-four million five hundred eighty thousand six hundred twenty four shares)
	Preferred shares	:	-none-		

And to consider allowing the authorized directors to bind the Company according to the Company's certificate or a person who is assigned by the authorized director to bind the Company according to the Company certificate to be authorized to carry out any action in connection with the registration of the capital increase of the Company. And registration of amendment to Clause 4 of the Company's Memorandum of Association to various agencies in all aspects.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/ 2021 to consider and approve an increase in the Company's registered capital of 108,168,851.75 baht by issuing 432,675,407 newly issued ordinary shares with a par value of 0.25 baht per share to accommodate exercising the conversion right of Convertible Debentures. And approved the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital.

Resolution: A resolution under this agenda can be passed by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote. (Agenda 4 is a continuation of Agenda 2 to Agenda 3 and Agenda 5, therefore, in order for this agenda to have legal implications, all mentioned agendas are subject to approval as well.)

Agenda item 5 To consider and approve the allocation of newly issued ordinary shares.

Facts and Reasons: The Board of director Meeting No.3/2021 has been considered and proposed to the Shareholders' Meeting for approved the allocation of newly issued ordinary shares in the number not exceeding 432,675,407 shares, par value of 0.25 baht per share, in order to reserve for the exercise of the conversion right of the Convertible Debentures to AO Fund and AO Fund 1.

Please consider them in more detail of Capital Increase Report (F 53-4) detail as per attachment No.3 and Summary of Key Terms and Conditions of Convertible Debentures. detail as per attachment No.2.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2021 to consider and approve the allocation of the newly issued ordinary shares of the Company to accommodate the exercise of conversion rights of the newly issued Convertible Debentures of the Company. By issuing capital increase ordinary shares in the amount of not more than 432,675,407 shares with a par value of 0.25 baht per share.

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 is a continuation of Agenda 2 to Agenda 4. Therefore, in order for this agenda to have legal effect, all mentioned agendas are subject to approval as well.)

Agenda item 6 Any other matters (if any)

Opinion of the Board: The Company did not have any other matters to propose to the Meeting for consideration. According to the Public Company Limited Act B.E.2535 Section 105 paragraph 2 (amended B.E.2544), shareholders holding shares amounting to not less than one-thirds (1/3) 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.

The Company determines the names of the shareholders entitled to attend the EGM No.1/2021 (Record date) on 22nd April 2021.

The Company hereby invite shareholders to attend the Extraordinary General Meeting No.1/2021 of Shareholders by Teleconferences through Electronic Devices (E-EGM) in regard to the date and time as mentioned above. The E-EGM system shall be opened since 12.00 p.m. until the meeting time. The Company recommends Shareholders and/or Proxy holders 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.5 and Attachment No.7. In order to reserve the rights and benefit of shareholders as they are unable to attend the meeting and they have intention to granting proxy to the Company's independent director whose names are listed below to act as their proxy and casting votes as detailed in Attachment No.6 (1) Mr. Anuson Tamajai (2) Mr. Asa Prateepaser (3) Mr. Chatchawan Triamvicharnkul. Therefore, shareholders shall fill details in the proxy form (Form B or Form C for custodian) in Attachment No.8 with the grantor's signature and attach duty stamp (20 Baht) and then deliver such document and relevant documents to the address hereto;

- (1) Postal delivery: Attention to: "Company Secretary"
Cho Thavee Public Company Limited.
265 Moo 4, Klangmuang Road, Muangkhae, Muangkhae, Khon Kaen 40000
- (2) Email: info@cho.co.th

For convenience to inspect the documents, shareholders shall prior deliver the documents and questions to the Company within May 20th, 2021. In addition, to facilitate the E-EGM to be carried out with efficiency, shareholders are invited to send the questions in relation to the meetings' agenda in advance.

In cooperation, the Company would like foreign shareholders to prior send the questions to the Company which the Company can summarize those questions and translate in Thai language which the shareholders' meeting can understand as well. Foreign shareholders can send their questions, name, address and contact detail (if any) to "Company Secretary" at Email: info@cho.co.th or sending by registered mail to "Company Secretary" as address has 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 proofing include other supporting documents as mentioned in Attachment No.5.

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

Sincerely yours,



(Mrs. Phenphimol Vejvarut)
Chairman