



**Invitation to the Extraordinary General Meeting of
Shareholders No. 1/2021**

Cho Thavee Public Company Limited

On Tuesday, May 25th, 2021 at 2.00 pm.

By dimension media conference (E-EGM)

According to the divorce certificate on the media meeting 2020

Including other relevant laws and regulations



(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



Minutes of the 2021 Annual General Meeting of Shareholders (AGM) Cho Thavee Public Company Limited

Date Time and Venue of the Meeting

The 2021 Annual General Meeting of Shareholders (AGM2021) was held on Wednesday 21st April 2021 from 2.00 p.m. at Ballroom, the 3rd floor of The Emerald Hotel, Ratchadapisek Road, Din Daeng Sub-District, Din Daeng District, Bangkok 10400.

List of the Directors Participating in the Meeting

There were 7 out of 7 directors who attended the AGM2021, equaling to 100 percent of the total directors. The name list of the directors attending the Meeting is as follows:

- | | | | |
|----|-----------------|---------------------|--|
| 1. | Mrs. Phenphimol | Vejvarut | Chairman of the Board of Directors |
| 2. | Mr. Asa | Prateepasen | Independent Director, Audit Committee and Corporate Governance, Risk Management, Nomination and Compensation Committee |
| 3. | Mr. Chatchawan | Triamvicharnkul | Independent Director, Audit Committee and Chairman of the Corporate Governance, Risk Management, Nomination and Compensation Committee |
| 4. | Mr. Suradech | Taweesaengsakulthai | Director, Secretary to the Board of Directors, Chairman of Executive Director, President and Chief Executive Officer |

The name list of the Directors attending the Meeting via Zoom Meeting

- | | | | |
|----|-------------|---------------------|--|
| 5. | Mr. Anusorn | Tamajai | Independent Director and Chairman of the Audit Committee |
| 6. | Ms. Asana | Taweesaengsakulthai | Director |
| 7. | Mr. Siriwat | Taweesaengsakulthai | Director, Corporate Governance, Risk Management, Nomination and Compensation Committee, and advisor to CSR Committee |

Preliminary Proceeding

The moderator introduced each member of the Board of Directors and the Executive Directors participating

in the meeting as follows:

- | | | | |
|----|---------------|----------------|---|
| 1. | Mr. Narong | Ongartmaneerut | Executive Director /Senior Executive Vice President / Deputy CEO |
| 2. | Mrs. Panthong | Nowa | Executive Director / Executive Vice President / Chief Financial Officer |
| 3. | Mr. Apichai | Chumsri | Executive Director / Executive Vice President / Chief Risk Management Officer / Secretary of the Corporate Governance, Risk Management, Nomination and Compensation Committee |
| 4. | Mr. Phard | Pimrin | Executive Director / Executive Vice President / Chief Information Officer |

The moderator informed the shareholders that there were Financial Advisor's representatives, Mr. Suphol Kaploydee from Asset Pro Management Company Limited, the Company and its subsidiary's Auditors, Ms. Bongkot Amsageam and Mr. Nutthaphol Rungsakhon from KPMG Phoomchai Audit Limited, Representative of Independent Legal Counsel, Ms. Siranee Khiriwan from Baker & McKenzie Ltd, and the Company's Legal Officer, Mr. Jitthiwat Siriwarin attending the Meeting to answer shareholders' questions. After that, the moderator informed the shareholders about of the Meeting's details, and the vote casting procedures according to Clause 37 and Clause 39 of the Company's Articles of Association, voting method, vote counting and notification of the vote results for each agenda item of the Meeting.

The moderator informed the Meeting details and voting procedures as follows:



Clause 37 of the Company's Articles of Association

At the Meeting of Shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number 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.

In the event at any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting, number of shareholders present is insufficient to form a quorum under the paragraph one; if such meeting is convened because the shareholders have requested, it shall be cancelled; if such meeting convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not fewer than seven (7) days in advance of the date of the meeting. In the subsequent no quorum is required.

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 Method

- Shareholders and proxies shall consider to vote on each agenda item according to the agenda item proposed by the Chairman, by voting "agree or disagree or no voting with signature" signed in the ballot given to shareholders at the registration point.
- For the voting in each agenda item, shareholders has a vote equal to the number of share held by themselves, one share equal to one vote, the vote cannot be divided by share unless in case of the overseas shareholders who appoint custodian in Thailand for deposit and care of share, can vote for agree, disagree or no voting at the same time in each agenda item, the vote to be casted equal to shares held by shareholders.

Vote counting

- The Chairman requested the shareholders to vote only for **Disagree** or **No Voting**, by hand raising, the company's staff positioning at left and right side of meeting room shall collect the ballot for voting summary, and it shall be proposed to the Chairman to inform the meeting afterwards.
- The company shall **not** collect the ballot with "Agree"
- The company hereby uses the method of deduction the vote "Disagree" and "No Voting" from the total votes participating the meeting, the remaining deemed as **Agree** for each agenda item.
- The vote casting of this meeting is an open voting, not a secret voting.
- The following vote shall be considered as void:
 1. A ballot having more than one marks
 2. A ballot is cast by conflict intention
 3. A crossed out ballot without signature signed



4. A ballot is cast by vote over existing votes
 5. A ballot without any vote
- In case of shareholders intend to amend the vote, the cancelled mark shall be crossed out with signature every time.
 - For shareholders wishing to leave early or not attend the meeting room in any agenda, the shareholders can exercise their right by hand in the ballot to the company staff in advance before leaving the meeting room.
 - The number of vote in each agenda may not be equal because the shareholders and the proxies attend the meeting room gradually, the number of participant in each agenda may not be equal.

The agenda item 1-5, 7 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. The agenda item 6 must be approved by the majority vote of not less than 2/3 (two-thirds) of the total vote of shareholders attending the meeting. The agenda item 8 must be approved by the majority vote of not less than 3/4 (three-fourth) of the total vote of shareholders attending the meeting and has the right to votes.

The Meeting Commenced

Mrs. Phenphimol Vejvarut, Chairman of the Board ("Chairman"), presiding over the meeting opened the meeting and welcomed all shareholders and proxies.

"The shareholders participate the Meeting at the moment in an amount of 104 persons, representing 638,810,194 shares or 48.3249 percent of the total number of shares sold, consisting of 43 shareholders present in person and 61 proxies, regarding as having a quorum according to the law and the Company's Article of Association. May I commence the meeting at 02.10 p.m., and please to inform the shareholders, on behalf of the company's Board of Directors, Executives and all Officers, that we would like to thank you for your trustworthiness to invest in our company with sacrificing your time to attend the meeting. Under the situation of the coronavirus 2019 (COVID-19) outbreak, the Company is aware and cares about the health of all attendees by conducting meetings in accordance with the measures of the Department of Disease Control Ministry of Public Health. This is a good opportunity to explain about the Company's performance with the Company's future business solutions to all shareholders and proxies acknowledged for the goal of growing together in the future."

The Chairman assigned Miss. Achiraya Rabiabnaveenurak to be the meeting moderator ("The Moderator"), and Mr. Suradech Taweesaengsakulthai Director, Secretary to Board of Directors, President and Chief Executive Officer, to be the information giver and respond to questions.

The moderator informed the shareholders that to ensure the transparency of the vote counting, the company invited the representative from shareholders at least 1 person to be the vote inspector for the vote counting. Since no volunteer, the Board of Directors assigned the company's secretary Miss. Yinghathai Ponphangnga to be the vote inspector, with Financial Advisor's representatives from Asset Pro Management Company Limited acted as an independent vote counting inspector. The meeting then began with the following agenda items.

Agenda 1 Consideration to approve the Minutes of the Annual General Meeting ("AGM") 2020 which held on October 21, 2020.

The moderator proposed the meeting to consider approving the minutes of the AGM 2020 held on October 21, 2020, a copy of which has been submitted to the shareholders together with the invitation to this meeting (enclosure no.1).

The moderator proposed the meeting to consider certifying the Minutes of the AGM2020.

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

Since there were no further questions or opinions from shareholders, 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, there were 3 additional shareholders attending the meeting with 36,220 shares, resulting in the total 107 shareholders attending the meeting, equal to the total shares of 638,846,414 shares.

The meeting has considered and certified the minutes of the AGM2020 held on 21 October 2020 as proposed.

The Meeting resolved the matter with the following votes:

<u>Approved</u>	638,846,304	votes	equivalent to	99.9999 percent
<u>Disapproved</u>	110	votes	equivalent to (less than)	0.0001 percent
<u>Total Votes</u>	638,846,414	votes	equivalent to	100.0000 percent
<u>Abstain</u>	0	vote	(no counting vote)	
<u>Voided ballots</u>	0	vote		

Agenda 2 Acknowledgement of the Company and its Subsidiaries’ Performance year 2020, and to Consider Approving the Company’s Consolidated Financial Statements fiscal year ended 31 December 2020, and Acknowledgement of Auditor’s report

The moderator proposed to the Meeting to acknowledge the Company performance for the year 2020, consider to approve the Company and its subsidiaries financial statements fiscal year ending 31 December 2020, and Auditor’s report. For the performance of the Company and its subsidiaries for the fiscal year ending 31 December 2020, the Company and its subsidiaries had net loss for the year of 238.74 million Baht. The detailed performance of the Company and its subsidiaries can be found on the Company’s Annual Report. The Board of Directors had prepared the Company and its subsidiaries financial statements for the fiscal year ending 31 December 2020 and had been audited by the Company’s Auditor to propose to the AGM2021 to consider and approve according to clause 112 of Public Company Limited Act B. E. 2535 which has been attached to the invitation to the AGM (enclosure no.2).

Mrs. Panthong Nowa – Executive Director, Executive Vice President, Chief Financial Officer (“CFO”) reported the summarized Company’s performance for the year 2020 to the shareholders. The Company and its subsidiaries’ financial statements for the fiscal year ending 31 December 2020 had net loss for the year of 238.74 million Baht, a decrease of 304.60 million Baht or 462.52% comparing to the prior year. Which had total revenue of 647.96 million Baht, a decrease of 961.24 million Baht or 60% comparing to the prior year. This was due to a project with the Bangkok Mass Transit Authority (BMTA) in the previous year and affected by the COVID-19 virus outbreak to the airline business. When considering the Company’s revenue in the 4th quarter 2020, the Company and its subsidiaries had total revenue of 126.98 million Baht, a decrease of 140.92 million Baht or 53% comparing to the same period of the previous year. In 2020, the Company was able to classified its revenue according to its products as follows,

1. Standard Products had revenue of 43.59 million Baht, a decrease of 157.31 million Baht or 78% comparing to the previous year from affected by the COVID-19 virus outbreak to the Company partners.
2. Special Designed Products had revenue of 306.82 million Baht, a decrease of 677.68 million Baht or 69% comparing to the previous year from affected by the COVID-19 virus outbreak to the airline business.
3. Management and Service had revenue of 277.06 million Baht, a decrease of 62.14 million Baht or 18% comparing to the previous year from affected by the COVID-19 virus outbreak to maintenance service revenue from the long-term contracts with Bangkok Mass Transit Authority (“BMTA”).

When considering revenue contribution of the year 2020,

1. Domestic revenue of 572.61 million Baht or 91% of total revenue, a decrease of 827.3 million Baht comparing to the previous year.
2. Abroad revenue of 54.87 million Baht or 9% of total revenue, a decrease of 69.81 million Baht comparing to the previous year.

When consider the profitability of the Company in 2020, the Company had loss before interest tax depreciation and amortization (EBITDA) of (24. 53) million Baht, net loss of (238. 74) million Baht. When comparing to 2019 with EBITDA of 278. 21 million Baht and net profit of 65. 86 million Baht, the EBITDA had decreased by 302.74 million Baht or 109% and net profit had decreased by 304.6 million Baht or 462%.



In 2020, the Company had total assets for the fiscal year ending 31 December 2020 of 3,138.32 million Baht, total liabilities of 2,201.04 million Baht and total Shareholders' Equity of 937.28 million Baht. When comparing to 2019, the Company's total assets had decreased by 113.47 million Baht. Total Shareholders' Equity had decreased by 20.9 million.

Crucial financial ratios for the year 2020 are as follows,

- Gross Profit Margin of 11.61% of total revenue, decreased from 2019 with gross profit margin at 21.57% of total revenue
- Operational Profit Margin at loss of 14.56% of total revenue, decreased from 2019 with operational profit margin at 13.71% of total revenue
- Net Profit Margin at loss of 36.85% of total revenue, decreased from 2019 with net profit margin at 4.09% of total revenue
- Financial policy ratios include Debt to Equity Ratio (D/E Ratio) at 2.35 times, decreased from 2019 with D/E Ratio at 2.39 times, and Interest-Bearing Debt to Equity Ratio of 2.04 times, decreased from 2019 with Interest-Bearing Debt to Equity Ratio at 2.14 times.

The Company and its subsidiaries' financial statements fiscal year ending 31 December 2020 has been audited by an approved Auditor, had the opinion that the financial statements were presented fairly, and the financial statements are correct in all material respects, in accordance with the accounting standards, ratify by the Audit Committee, and the Auditor is independent from the Company in expressing the opinion, act in accordance with the Code of Ethics for Professional Accountants, and evidence used for the audit are sufficient. The Key Audit Matter was revenue recognition in which the Auditor emphasized on the application of judgement and high dependence on the experience of the management to estimate cost budget and the completion of the project. The estimation of the management on the revenue recognition was reasonable and free from significant misstatement and was ratify by the Audit committee. Therefore, the financial statements are proposed to the Meeting for consideration and approval with details presented in Annual Report 2020.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda. Inquires made by shareholders can be summarized as follows:

❖ **Pol.Col. Sermkiat Bamrungpreuk ("Pol.Col. Sermkiat") - Shareholder asked that**

1. Since there is a verdict on the BMA case of the NGV buses from the Central Administrative Court, Will the company be partially received the compensation this year? The Company should consider the portion of compensation to be received close to 80% of the value of the damage claimed or not? and if compensation is received, it could be used to clear the accumulated loss of the company as explained in the agenda. In such case, the Company please help clarify from the doubts mentioned above to build confidence among shareholders.
2. From the financial statements of 2020 that the CFO clarifies, resulting in accumulated losses, however, she did not mention what the company would do with the accumulated loss or follow the procedures of the Public Company Limited Act B. E. 2535, Section 119, if the company has an accumulated loss, the Company should deduct from other reserves first then deduct from the legal reserve and excess value of share of the company respectively. Will the Audit committee implement according to section 119?
3. Plans to earn additional income of the company is coming in the right way. However, the public relations about London Taxi are not enough resulting in less recognition.
4. Sources of funding from issuing share had high interest cost and affected the financial status and share price. It seems that the managements of the Company did not control financial status, which I recommend to reconsider and if they keep doing this, the remunerations of the directors should be reduced and consider appointing new director to help the Company.

❖ **Mr. Suradech Taweesaengkulthai – President and Chief Executive Officer** answered that

1. The Administrative Court had already informed that the Company is the winner and BMA should give compensation to the company in the amount of hundred thousand baht, which is much lower than the damage that the company received and accused for compensation at the amount of billion baht. Therefore, the Company need to appeal the compensation and expect that the appeal will be completed by the April 2021. The Company expected to receive more compensation to suit the actual loss of the company that was very high.
2. There are 2 ways to clear the accumulated losses
 - 1) The profit from operation will be used to clear accumulated loss.



- 2) Reducing capital according to section 119 shall be consider later since the Company will earn profit to clear the accumulated loss. The Company would like to invite shareholders to attend the EGM on May 2021 to consider working plan together.
3. The EV vehicle is long term project. The Company coinvest with Asia Cab Company Limited while the company holds minority of share (6.25% of the total shares). The Company is responsible to handle the entire engineer system. Nowadays, there are more than 600 London Taxi in Bangkok which used LPG together with application for the user to call anywhere. Despite COVID-19 epidemic, there amount of user are increased. The director of Asia Cab Company Limited has a plan to convert the car into the electric car by employing the Company and many organizations to create the electrical concept car. It is expected that in 2022 Asia Cab Company Limited will manufacture electric car, resulting in maximum benefit to the Company in terms of KIT, battery and maintenance service. The Company started to export London taxi which serve both right and left hand.
4. Informed that the directors have fully perform through COVID-19 epidemic condition, which many companies have been suffered when compared with the Company. The Company has already set the plan which come in the right way to growth significantly in the future. Appointing new director will be considered later. In current situation, reappointing a director will not be effective immediately. The Company focuses on adjusting plan and mindset of the staff.

❖ **Mr. Suvit Chan- Amporn - Proxy Shareholder Rights Volunteer of The Investors Association**

Asked that according to the audit report, there are doubt in operating performance due to COVID-19 affecting the Company in 2 ways

- Operating result
- Financial liquidity condition of the Company
- Are there any solution to clarify to the shareholder?

❖ **Mr. Suradech – President and Chief Executive Officer summarized that**

1. Under the COVID-19 conditions which is contagious in the beginning of 2020, the Company, listed in the capital market, and the directors put full effort to help the Company receive cash flow to generate liquidity to operate.
2. The salary of the employee was reduced moderately in order to deal with the situation in the beginning of 2020, where economic activity cannot be carried out, the Company has solved the problem by issuing debentures. Secondly, the Company requested for the extension of the redemption period of debentures which has been approved by the debenture holders' meeting.
3. Currently, the company has plan to issue bond of approximately 100 -300 million baht to enhance liquidity for the company to be able to carry out the work plan and to sanitize the risk of penalty for late delivery and as working capital of the company. It is a solution to cure the immediate liquidity problem. And would like to clarify about the arrangement Extraordinary General Meeting of Shareholders No.1/2021 "EGM 1/2021") in May 2021 for the issuance of convertible debenture amounting of 400 million Baht.
4. Current situation unlike the situation in early 2020, the company assessed that it is possible to continue thanks to the Board of Directors for their effort to help each other to find solutions, including the management that help reduce costs until today the state of the company is stronger. At the upcoming EGM, if the shareholders approve to issue convertible debentures, it will enhance the financial position of the company as a result of reducing the interest burden and there are other projects that is prepared to bring it to next EGM (if possible) or the EGM will be called if necessary. The accumulated loss could not be cleared from reducing capital. I am confident that the Company is able to grow, thank you.

- ❖ **Ms. Suwannee Chiansirikraiwuthi – Shareholder asked that** from cash flow statement, what is it the cash inflow amount of 254.80 million baht?
- ❖ **Mrs. Panthong Nowa – Chief Financial Officer ("CFO") answered that** it is the revenue from selling land of 254.80 million baht.
- ❖ **Mr. Piyapong Prasaththong – Shareholder asked that** has the Company fully delivered NGV bus to **BMTA according to the contract?**
- ❖ **Mr. Suradech – President and Chief Executive Officer answered that** the Company has delivered 489 buses in 2019 and currently, there are maintenance contract of those 489 buses for 10



years which has 7 years remaining at the amount of 1,200 million baht. It is a recurring income for the Company throughout the contract terms.

❖ **Mr. Pramote Libratanasakul – Shareholder asked that**

1. For revenue from contract in page 173 of the annual report of 2020, in 2019 the revenue from contract were 1,185 million baht which decrease in 2020 to be 350.41 million. What is the reason for that?
2. Do accounting standard TFRS9 and TFRS16 affect the Company? And in page 107, which project generates profit for the Company? What is other components of equity in page 172 of annual report 2020 which were 153.8 million baht?

❖ **Mr. Suradech – President and Chief Executive Officer answered that**

1. As the revenue from contract decreased from 2019, CFO has already explained to the shareholder already that in 2019, the Company has special project and the Company has delivered that project.

❖ **Mr. Nutthaphol Rungsakhon – Certified Public Accountant answered that**

2. The impacts from accounting standard TFRS 9 and TFRS 16 that are mentioned on note to the financial statements no.3 in annual report 2020 page 185-188 are as follow:
 - TFRS9 affects more allowance in impairment loss in the beginning of the period.
 - TFRS16 affects more Right of Use asset of 40 million baht.
3. Capital surplus from asset valuation from selling land in 2020 which record the differences between buying price and valuation price according to accounting standard which will be booked in other comprehensive income. On the valuation date, the difference is 153.8 million baht.

❖ **Mr. Pramote – Shareholder asked that**

1. From changing accounting standard, how much will the profit reduce?
2. From other information in page 107 of annual report 2020, which project will generate profit and how?

❖ **Mr. Nutthaphol - Certified Public Accountant answered the first question that**

TFRS 9 will affect the accumulate profit by 20 million baht and TFRS 16 will affect liability and asset equally.

❖ **Mr. Suradech - President and Chief Executive Officer answered the second question that**

1. Expanding maintenance center of truck 24 hours by CHO is in the plan because this project generates recurring income throughout the COVID-19 pandemic situation.
2. Khonkaen city development project is in the initial process and is expected that this project will generate profit for the Company.
3. Smart bus project is in the initial process in Chonburi and there is no investment yet.
4. Smart farming project is expected to generate profit due to the unemployment rate which ultimately leads to more interest from the enthusiast.
5. Transforming London Taxi to be electric vehicle: as mentioned to shareholders above.
6. Transforming NGV bus to be electric vehicle: pending for the clarity from the government policy.
7. Offshore Patrol Ship project of Philippines Navy is expected to have inconsistent income and still pending for the cooperation from the Philippines Navy.
8. Research and development defensive product (DTI-CHO) is still unclear.

❖ **Mr. Pramote - Shareholder asked that**

1. Does the Company have sufficient cash to develop the projects mentioned above?
2. What was the interest rate during 2019-2020?

❖ **Mr. Suradech - President and Chief Executive Officer answered that**

1. Cash is not sufficient for every projects. Cash and working capital will be used in initial state of the project. After the Company signs a contract with partner, it is able to find sources of fund to develop the project.
2. Around 7%. While in 2020 the interest rate is slightly higher than 2019.

Since there were no further questions or opinions from shareholders, 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 voting (excluding the abstaining vote).



Resolution: Prior to the voting, there were 2 additional shareholders attending the meeting with 4,500 shares, resulting in the total 109 shareholders attending the meeting, equal to the total shares of 638,850,914 shares.

The meeting has considered and approved for the Company Consolidated Financial Statements for the year 2020 ended December 31, 2020 as proposed.

The Meeting resolved the matter with the following votes:

<u>Approved</u>	638,850,914	votes	equivalent to	100.0000	percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000	percent
<u>Total Votes</u>	638,850,914	votes	equivalent to	100.0000	percent
<u>Abstain</u>	0	vote	(no counting vote)		
<u>Voided ballots</u>	0	vote			

Agenda 3 Consideration to approve for the no allocation of the net profit for the year 2020 as legal reserve.

The moderator informed the Meeting that, to comply with the Public Limited Companies Act B.E.2535 (1992) and the Company's Articles of Association, the Board of Directors had to propose an agenda item for an allocation or no allocation of profit/loss to be a legal reserve, for the shareholders' approval at the AGM.

The moderator proposed the Meeting to consider on no allocation of net profit to be a legal reserve due to the Company had loss in the separate financial statements.

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

Since there were no further questions or opinions from shareholders, 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 voting (excluding the abstaining vote).

Resolution: Prior to the voting, no additional shareholders attending the meeting, resulting in the total 109 shareholders attending the meeting, equal to the total shares of 638,850,914 shares.

The meeting has considered and approved for the no allocation of the net profit for the year 2020 as legal reserve according to the proposed details.

The Meeting resolved the matter with the following votes:

<u>Approved</u>	638,850,914	votes	equivalent to	100.0000	percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000	percent
<u>Total Votes</u>	638,850,914	votes	equivalent to	100.0000	percent
<u>Abstain</u>	0	vote	(no counting vote)		
<u>Voided ballots</u>	0	vote			

Agenda 4 Consideration to approve the omission of dividend payment for the year 2020.

The moderator informed the meeting that to comply with the Public Limited Companies Act. B.E.2535 (1992) and the Company' Article of Association, the Board of Directors assigned to propose an agenda for dividend or no dividend in annually to the meeting to consider. In the case that the company still has accumulated loss, payment of dividends is prohibited.

The moderator proposed to the Meeting to approve no dividend payment for the year 2020 due to the Company had loss in the separate financial statements and still has accumulated loss.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda. Inquires made by shareholders can be summarized as follows:



❖ **Pol.Col. Sermkiat - Shareholder asked and gave the opinion that**

According to the Public Company Act BE.2535 section 115, accumulated loss from account department of the Company which has unallocated accumulated profit. I found that the accumulate loss in separate financial statements or consolidated financial statements. In section 117, it does not state that detail whether to use consolidate or separate financial statement, the management has to decide. I would like to ask the Company to proceed but should not affect the shareholders such as dividend. From considering the law, we could proceed in such way that does not conflict with the law and many companies pay dividend from unallocated accumulated profit from consolidate financial statements despite the separate financial statement has a loss. I would like to suggest the Company to reconsider. Under the COVID-19 situation, I wish the Company will keep on growing. Issuing debentures could case long term interest burden and I was informed that the period of debenture has been extended. As a long-term shareholder, I wish the Company will succeed soon especially in the case of BMTA and hope that within quarter 2 of 2021 the Company will receive the verdict and receive the appropriate compensation.

❖ **Mr. Nutthaphol - Certified Public Accountant answered that** both consolidated and separated financial statement have unallocated accumulated loss.

Since there were no further questions or opinions from shareholders, 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 voting (excluding the abstaining vote).

Resolution: Prior to the voting, no additional shareholders attending the meeting, resulting in the total 109 shareholders attending the meeting, equal to the total shares of 638,850,914 shares.

The meeting has considered and approved for the omission of dividend payment for the year 2020 according to the proposed details.

The Meeting resolved the matter with the following votes:

<u>Approved</u>	638,850,914	votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000 percent
<u>Total Votes</u>	638,850,914	votes	equivalent to	100.0000 percent
<u>Abstain</u>	0	vote	(no counting vote)	
<u>Voided ballots</u>	0	vote		

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

Before starting this agenda, the Chairman informed the Meeting that due to there were 2 Directors retiring by rotation; however, they were proposed nominating to be Director for another term. To ensure the voting transparency and to comply with the principle of good governance, Mr. Suradech Taweesaengsakulthai and Mr. Anusorn Tamajai (attend the meeting via Zoom Meeting) were invited to leave the meeting room for a while.

The Moderator informed the Meeting that according to Clause 19 of the Company's Articles of Association required that in each time of AGM, one-third (1/3) of directors at that time, must resigned from the position, in case that the number of directors can't be divided as one-third (1/3) in even, the number should be in the closet to one-third (1/3) in the first year, and drawing lot in the second year after the company's registration, in the later year, the director with the longest term will be resigned from the position. However, the directors retiring by rotation may be re- elected again. There are 2 retiring directors by rotation this year as follows:

1. Mr. Suradech Taweesaengsakulthai Director, Secretary to the Board of Directors,
Chairman of Executive Director, President and Chief
Executive Officer
2. Mr. Anusorn Tamajai Independent Director and Chairman of the Audit
Committee

The moderator informed the meeting that the criteria for selection of persons to be appointed as a director was considered together by the Corporate Governance, Risk Management, Nomination and Compensation Committees no.1/2021 held on January 20, 2021 the selected individuals are eligible according to Public Companies Limited law act B.E.2535 (1992) and the announcement of the Securities and Exchange Commission



and the Stock Exchange of Thailand. And the company announced a shareholders' invitation to nominate qualified candidates for a directorship at the company website <https://investor.cho.co.th/th/downloads/shareholders-meeting> from December 1, 2020 to January 25, 2021, subject shareholders' invitation to propose items for the AGM agenda, and nominate qualified candidates for a directorship for the board consideration, and despite the invitation, neither candidates nor agenda items were proposed. And according to Clause 19 of the Company's Articles of Association, the retired director can be re-elected again. The Board of Directors has considered that the person to be proposed to be independent directors who can be able to express comments independently, and be able to comply with related regulations. The Board of Directors resolved to propose the meeting to consider the assigning of directors as directors in place of the directors who retired by rotation as follows:

1. Mr. Suradech Taweesaengsakulthai Hold the position of director and other positions as the previously held for another term
2. Mr. Anusorn Tamajai Hold the position of director and other positions as the previously held for another term

The details about age, period of holding Director position, shareholding proportion, work experiences and period of holding Director/Executive position in other company, and the Board of Directors meeting participating record are in the enclosure no. 4. The definition of independent directors of the company is in accordance with the criteria set by the Securities and Exchange Commission of Thailand with details as in the enclosure no.5.

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

Since there were no further questions or opinions from shareholders, 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 voting (excluding the abstaining vote).

Resolution: Prior to the voting, no additional shareholders attending the meeting, resulting in the total 109 shareholders attending the meeting, equal to the total shares of 638,850,914 shares.

The Meeting resolved to approve the appointment of Mr.Suradech Taweesaengsakulthai and Mr. Anusorn Tamajai to be re-elected as Directors for another term by holding the position as previously held according to the details proposed.

5.1 Mr. Suradech Taweesaengsakulthai

The Meeting resolved the matter with the following votes:

<u>Approved</u>	638,850,914	votes	equivalent to	100.0000	percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000	percent
<u>Total Votes</u>	638,850,914	votes	equivalent to	100.0000	percent
<u>Abstain</u>	0	vote	(no counting vote)		
<u>Voided ballots</u>	0	vote			

5.2 Mr. Anusorn Tamajai

The Meeting resolved the matter with the following votes:

<u>Approved</u>	638,850,914	votes	equivalent to	100.0000	percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000	percent
<u>Total Votes</u>	638,850,914	votes	equivalent to	100.0000	percent
<u>Abstain</u>	0	vote	(no counting vote)		
<u>Voided ballots</u>	0	vote			

Prior to the Meeting on agenda 6, the moderator requested the company's officer to invite the Directors who have been re-elected back to the meeting room and to attend the meeting via Zoom Meeting.

Agenda 6 Consideration to approve of the 2021 remuneration of Directors.

The moderator informed the meeting that according the meeting resolution of the Corporate Governance, Risk Management, Nomination and Compensation Committees no. 1/2021 held on January 20, 2021, and the company's Directors had considered unanimously proposing the meeting the remuneration of Directors for 2021 including the meeting allowance for the Board of Directors, the Audit Committees and the Corporate Governance, Risk Management, Nomination and Compensation Committee. For the proper responsibilities of directors, they



should be proposed to the Shareholders meeting for consideration according to regulations consisted of the following details: Board of Directors' meeting allowance, Audit Committee's meeting allowance, Corporate Governance, Risk Management, Nomination and Compensation Committee's meeting allowance and monthly remuneration only for the Audit Committee in the same rate as the year 2019 and year 2020, amounting to not exceeding 1,700,000 Baht per year, excluding medical examination fees As actually paid but not more than 25,000 baht per year, Travel expenses In case of a meeting at head office of the company and annual remuneration (Bonus) for the Board of Directors, amounting to not exceeding 4,000,000 Baht (In case the company gain profit). The authorization was given to the Chairman of the Board of Directors to allocate the remuneration for each of the Directors, details as follows:

No.	Description	Year 2020	Year 2021 (For consideration)	Remark
1.	Meeting allowance for Board of Directors <ul style="list-style-type: none"> • Chairman • Director 	12,500 Baht/meeting* 10,000 Baht/meeting*	12,500 Baht/meeting* 10,000 Baht/meeting*	
2.	Meeting allowance for Audit Committee <ul style="list-style-type: none"> • Chairman • Director 	12,500 Baht/meeting* 10,000 Baht/meeting*	12,500 Baht/meeting* 10,000 Baht/meeting*	
3.	Meeting allowance for Corporate Governance, Risk Management, Nomination and Compensation <ul style="list-style-type: none"> • Chairman • Director 	10,000 Baht/meeting* 8,000 Baht/meeting*	10,000 Baht/meeting* 8,000 Baht/meeting*	
4.	Annual remuneration (Bonus) In case the company gain profit	Not exceeding 4,000,000 Baht (Four million Baht)	Not exceeding 4,000,000 Baht (Four million Baht)	Chairman is authorized allocating to each of Director as appropriate
5.	Health care, Examination fee	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 for those who attend the meeting

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda. Inquires made by shareholders can be summarized as follows:

- ❖ **Mr. Suvit - Proxies Shareholder Rights Volunteer of The Investors Association asked that** from personal understanding the allocation of bonus from profit could not be used as tax expense so I would like to ask about this issue.
- ❖ **Ms. Bongkot Amsageam - Certified Public Accountant answered that** there is no issue on accounting. However, there is an issue on tax if the bonus is paid from profit at the exact portion. If the Company has profit, we will find way to allocate the bonus according to the performance of the director which is not the exact portion from the profit.
- ❖ **Mr. Suradech - President and Chief Executive Officer stated that** the bonus payment of the Company does not paid from exact portion of the profit, in such way the expense would be high according to the profit in each year. The directors are concern about the benefit of the shareholders so the bonus is capped at 4 million baht per year and allocated according to the auditor.

When none of the shareholders wished to inquire or share their opinion, the moderator then proposed the shareholders to vote on this Agenda which must be approved with the vote of not less than two-thirds (2/3) of total votes from the shareholders attending the meeting.



Resolution: Prior to the voting, no additional shareholders attending the meeting, resulting in the total 109 shareholders attending the meeting, equal to the total shares of 638,850,914 shares.

The Meeting considered approved for the Board of Directors’ remuneration for 2021 according to the details proposed.

The meeting resolved the matter with the following votes:

<u>Approved</u>	638,850,914	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>	638,850,914	votes	equivalent to	100.0000 percent
<u>Voided ballots</u>	0	vote		

Agenda 7 Consideration to approve appointments of auditors and set audit fees for the year 2021.

The moderator informed the meeting that according to section 120 of the Public Companies Limited Act B.E. 2535 (1992), the shareholders’ Meeting shall appoint the auditor and define their fee. Moreover, according to the notice from the Securities and Exchange Commission ref. KorJor. 75/2018 defined that the company has to manage for the rotation of the auditor in case that the auditor performed the duty for 7 fiscal years, whether consecutive or not.

The Audit Committee then propose the shareholders to consider approving the appointment KPMG Phoomchai Audit Limited being the Company’s auditor less than 7 fiscal years and be independent, has knowledge and understanding well in the Company’s businesses. The Audit Committee has considered to propose the AGM for the appointment of Mr. Waiyawat Kosamarnchaiyakij CPA number 6333 or Miss Bongkot Amsageam CPA number 3684, or Miss Nawarat Nitikeatipong CPA number 7789 on behalf of KPMG Phoomchai Audit Limited to be the external auditor of the Company and to authorize one of these auditors to audit and state an opinion on financial statements of the Company. In the case that the above auditors unable to perform the duty, KPMG Phoomchai Audit Limited was required to provide qualified personnel from KPMG Phoomchai Audit Limited to perform the duty. The auditor’s remuneration of the Company for 2021 was not exceeding 2,910,000 Baht per year with the auditor’s remuneration of subsidiaries in total was not exceeding 3,660,000 Baht per year (enclosure no.7) according to the details proposed at the meeting.

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

Since there were no further questions or opinions from shareholders, 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 voting (excluding the abstaining vote).

Resolution: Prior to the voting, no additional shareholders attending the meeting, resulting in the total 109 shareholders attending the meeting, equal to the total shares of 638,850,914 shares.

The meeting considered approved for appointments of auditors and set audit fees for the year 2021 not exceeding 2,910,000 Baht per year according to the details proposed.

The Meeting resolved the matter with the following votes:

<u>Approved</u>	638,850,914	votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0	vote	equivalent to	0.0000 percent
<u>Total Votes</u>	638,850,914	votes	equivalent to	100.0000 percent
<u>Abstain</u>	0	vote	(no counting vote)	
<u>Voided ballots</u>	0	vote		



Agenda 8 Consideration to approve the amendment of Company's objectives and approval of the amendment of Memorandum of Association clause 3.

The moderator informed the meeting that According to the Public Company Limited Act B.E.2535 and the Company's Articles of Association, the amendment of the Company's objectives, must be approved by the Shareholders' Meeting. The agenda has been considered and approved to propose to the Shareholders' Meeting for an approval of an amendment of clause 63 to 70 for clearly, specificity and/ or clear for using to job offers, job auctions, etc. The various purposes defined in a broad sense although there covered the business, needed to interpret, and/ or add alternatives for the business in the future. The company is necessary to amend the objectives of the company. Therefore, the assigned person by the Company shall register and amend to Memorandum of Association at Ministry of Commerce and Department of Business Development, and authorized to revise details as the Registrar opinion. Details are as follows;

- Clause 63: Business of hire, being hire, procurement, management, consultancy, research, development, data collection, design, manufacture, installation, assembly, modification, dealer, purchase, rent, lease, hire-purchase, repair, maintenance, import, export, or any other businesses related car or vehicle driven by the fuel oil or natural gas or electrical systems and equipment, components, parts and all kinds of spare parts of all types for Ground Support Equipment such as Catering Hi- Loader Truck, Medical Hi- lifts Truck, Cabin Cleaning Hi- Loader Truck, Maintenance Platforms Truck, Lavatory Service truck, Boarding Bridge Testing Vehicle, Potable Water Service Truck, Passenger Stairs Truck, Baggage carts, Aircon units, Conveyor belts, Air-starter units Truck and/or other vehicle for Ground Support.
- Clause 64: Business of hire, being hire, procurement, management, consultancy, research, development, data collection, production, design, installation, assembly, modification, dealers, purchase, rent, lease, hire-purchase, hire-purchase, repair, maintenance, import, export, construction, civil and structural works or any other businesses related to trains, electrical trains, light rail passenger transport model TRAM or various types and Transit Oriented Development of government agencies, state-owned enterprises, local government organizations, juristic persons or private entities.
- Clause 65: Business of hire, employment with the transportation Operation Maintenance & Services of light rail passenger transport model TRAM or various types and Transit Oriented Development of government agencies, state-owned enterprises, local government organizations, juristic persons or private entities.
- Clause 66: Business of Smart Farm or smart agriculture to support farmers and entrepreneurs by using agricultural innovations, new smart farming, high precision agriculture, agricultural technology transfers or give advice, consult Information for making a decision to adopt a smart farm system, consisting of lifting plant houses, elevated soil, planting seedlings, IoT control system via a mobile application to make efficiency. To lead to increased productivity and develop sustainable agricultural sector in the future, ability to manage factors of production, labor, cost, production and marketing, can be linked to production with marketing for sales of products, have sorting rooms, clean rooms, cold storage and transportation to consumers. As well as being Zero Waste management, able to access to information sources from both government officials and through the information technology system and other communication sources.
- Clause 67: Research and development, production of tools or materials on demand for commercial objectives such as welding robots, etc.
- Clause 68: Business of fire, employment, procurement, management, consultation, research, development, data collection, dealer, import, export, service and operation of electric cars that use electricity as power source to drive such as electric cars, Battery Electric Vehicles (BEV), electric taxi prototype, electric van, electric bus, electric truck, battery electric truck, Electric buses any other vehicle. As well as all types of general electric vehicles to be able to use and continue to commercialize of Electric vehicle industry, providing quality products with integrated services and solutions. Including procurement of electric vehicle parts, spare part, trading and distribute electric vehicles.



Clause 69: Participating in investing in establishing a company or in any other form such as Take Over, Mergers and Acquisitions (M&A).

Clause 70: To engage in the business of research and development, cultivation and plants/ natural ingredients extraction, Research innovation and develop extracts, Purchase of raw materials, agent, import-export of materials, equipment, tools, machines, substances, ingredients or possessing a commercial production for distribution of substances obtained from the extraction. Including the development of the extraction process, Produce active various drugs or pharmaceutical raw materials, Design of food supplements, beverages, processing, health products or create value added products to serve customer needs, Submitting a license to setup an extraction plant, obtaining a cultivation permit, production permit, obtaining GMP quality certification as well as gathering knowledge on plants houses, cultivation plots, soil recipes, and related control systems for both domestic and foreign customers.

Also propose to amend of Clause 3 of the Company's Memorandum of Association to align with the changing of Company's objectives. The article states "Clause 3. The Company's objectives contain 70 items as per BorMorChor 002 attached herewith". Therefore, the assigned person by the Company shall register and amend to Memorandum of Association at Ministry of Commerce and Department of Business Development, and authorized to revise details as the Registrar opinion.

The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda. Inquires made by shareholders can be summarized as follows:

❖ **Mr. Tara Cholapranee - Shareholder asked that**

1. What is the plan of the Company since the Company add the objective of the business on train especially light rail system while normally the Company focuses on vehicles that use fuel and electric?
2. From considering the financial statements, the Company has short term loan in form of debenture of 900 million baht. How much revenue could the Company generate from Issuing debenture of not more than 400 million baht and is it sufficient to cover expenses?

❖ **Mr. Suradech - President and Chief Executive Officer answered that**

1. The business of the Company is related to logistic equipment. In train business, the Company has been operated for more than 10 years. Adding the objective of the business is just a way to create completeness. The Company is one of the companies that encourage the Rail Industry Association of Thailand. If the train logistic develops, the Company will be able to bid the project. The Company initiates light rail system project in rural area and is expected to success within 1-2 years.
2. After the debentures are converted into common shares (if approved from the EGM 1/2021) may create the price dilution effect to every shareholders which also involve me who is the major shareholder. However, it is necessary to issue convertible debenture in order to management the financial liquidity. There are 2 series of debenture that will be expired within 1 year and the Company has informed shareholders that there will be extension on revolving period. Money received from issuing convertible debentures will be used to developed efficient project, not used to repay existing debenture debt. The issue on the revenue has been informed to shareholders in agenda 2 already.

When none of the shareholders wished to inquire or share their opinion, the moderator then proposed the shareholders to vote on this Agenda which must be approved with the 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.

Resolution: Prior to the voting, no additional shareholders attending the meeting, resulting in the total 109 shareholders attending the meeting, equal to the total shares of 638,850,914 shares.

The meeting considered approved for The Amendment of the Company's Objectives and approved of the amendment of Memorandum of Association clause 3 according to the details proposed.

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

<u>Approved</u>	638,850,914	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>	638,850,914	votes	equivalent to	100.0000	percent
<u>Voided ballots</u>	0	vote			

Agenda 9 Any other matters (if any)

The moderator informed the shareholders that the Company had announced a shareholders' invitation to propose items for the AGM2021 agenda on the Company's website at www.cho.co.th during December 1, 2020 to January 25, 2021. It is found that there is neither advanced agenda nor questions were proposed. The moderator then offered opportunities for the shareholders to make inquiries and express their opinion regarding this Agenda. Inquires made by shareholders can be summarized as follows:

❖ Mr. Piyapong - Shareholder asked that

1. Why the Company does not include the EGM agenda, which will be convened on May 25, 2021, into this meeting agenda?
2. Does the Company has a plan to issue Warrant?

❖ Ms. Siranee Khiriwan Representative of Independent Legal Counsel answered the first question that the agenda of the EGM is a special agenda which can be separated to next meeting via EGM.**❖ Mr. Suradech - President and Chief Executive Officer** answered that currently the Company does not have the plan to issue new stock warrant.**The meeting adjourned**

There were no more additional questions and suggestions, the Chairman thanked the shareholders and the proxies for attending the meeting and adjourned the meeting accordingly.

The meeting adjourned at 3.40 p.m.

The minutes of the Meeting taken by
Mr. Naranuwat Suebkha
The Assistant Company's secretary

The minutes of the Meeting review by
Ms.Yinghathai Ponphangnga
The Company's secretary

(Mrs.Phenphimol Vejvarut)
Chairman of the Board and Chairman of the Meeting

Summary of the important Terms and Conditions of the newly issued convertible debentures

Subject Detail	Detail
Issuer of Convertible Debentures	Cho Thavee Public Company Limited ("CHO")
Type of Convertible Debentures	Senior Unsecured Convertible Debentures ("Convertible Debentures")
Currency	THB
Total Principal amount	<p>Not exceeding Baht 400,000,000 Baht as it can be break down to 4 Tranches as below;</p> <ol style="list-style-type: none"> 1. Tranche 1 not exceeding 100 million Baht which is divided in to 40 sets and 2.5 million Baht per set 2. Tranche 2 not exceeding 100 million Baht which is divided in to 20 sets and 5.0 million Baht per set 3. Tranche 3 not exceeding 100 million Baht which is divided in to 20 sets and 5.0 million Baht per set 4. Tranche 4 not exceeding 100 million Baht which is divided in to 10 sets and 10.0 million Baht per set
Conversion Condition	<p>The company which issued the convertible bond following by Tranche (1-4) according to the liquidity of the company. The issuance has to follow the condition president which is approval of The Securities and Exchange Commission and other regulator including condition and conversion of such Convertible Debentures.</p> <p>However, the timeframe of the conversion is within 3 years after shareholder' s meeting approved the issuance. But it can be reconsidered by shareholder if the company would like to extend these matter</p>
Interest Rate	2.00 percent per annum, provided that the interest will be paid on a quarterly basis
Maturity Period	3 years after the issuance of each Tranche
Payback Condition	Repay in lump sum after each due of specific Tranche according to the term and condition of the Convertible Debenture. In such, for each Tranche the maturity period is 3 years after the issuance
Redeem Rights before Due Date	The holders of the Convertible Debentures may or may not have rights to redeem the Convertible Debentures before due date and/or the issuer of the Convertible Debentures may or may not have rights to redeem the Convertible Debentures before due date too. The redemption has to be followed by the terms and conditions of each set aligned with rules, regulations, laws and/ or permissions from related authorized Governmental Bodies
Conversion Ratio	Principle amount of the Convertible Debentures divided by the conversion price
Conversion price	Not lower than 90.00 percent of market price which does not in the case the price is lower than the offering price offered pursuant to the Notification No. Tor Chor.

Subject Detail	Detail
	<p>72/ 2558 The market price shall be calculated based on the weighted average price of the Company’s shares trading on the Stock Exchange of Thailand for the past 7- 15 consecutive business days (Floating Conversion Price) However, if the conversion price calculated above is lower than the par value of the company's shares. The company must issue additional compensation shares for the calculation of all shares issued at par value is based on the conversion price.</p> <p>Noted:</p> <ul style="list-style-type: none"> ○ If the Common stock that result from the Debenture Conversion converts with lower than 90.00 percent of the market price at the exercise date. (The market price on the exercise date is calculated based on the weighted average price of the company's shares on the Stock Exchange of Thailand. Not less than 7 consecutive business days but not more than 15 consecutive business days before the date that convertible bondholders exercise their convertible bonds. The weighted average price is calculated from the weighted closing price by the trading volume of each consecutive business day.) The company is obliged to prohibit the AO Fund and AO Fund 1 ("investors") the Debenture Conversion in the period on 1 year after the investor received such stock (Silent Period). In such, after 6 month the investor can sell some of the stock (25.00 percent of the amount) regard with the guideline of the Stock Exchange of Thailand; The term, condition, and the acceptance of the common stock or prefer stock to listed on the exchange of 2015 dated 11 May 2015 (And the amendment). ○ In case of stock conversion is insufficient, the company will follow the guideline in the topic “The event of the Company has to issued new share to accomplish the conversion**”.
Conversion Period	The holder of the Convertible Debentures may exercise their rights of conversion of the Convertible Debentures into the Company’s until the close of business on the date falling 7 days prior to the maturity date of the Convertible Debentures.
Number of ordinary shares reserved for conversion	432,675,407 shares (equivalent to 24.66 percent of the total issued shares of the Company after registering the paid-up capital which are based on the assumption that the Convertible Debentures shall be entirely exercised.)
Secondary market for ordinary shares issued after conversion	The Company shall arrange to list the ordinary shares issued after the conversion of the Convertible Debentures on the Market for Alternative Investment (mai) or other stock exchange where the shares of the Company is a listed security at that time
Restrictions on transfer of the Convertible Debentures	As this issuance and offering of the Convertible Debentures is considered as an offering to no more than 10 specific investors within four- month period as specified in the Notification of the Capital Market

Subject Detail	Detail
	<p>Supervisory Board No. TorJor. 17/2561 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments (the " Notification No. TorJor. 17/2561"). Therefore, the transfer of the Convertible Debentures to any person at any time throughout its tenure shall not cause the number of the holders to exceed 10 specific investors within four-month period, provided that the number of the holders shall be calculated from actual investors holding the Convertible Debentures on private placement basis (whether such investors hold the newly issued convertible debentures or receive the convertible debenture from the transfer by any existing Convertible Debentures holders), except by way of inheritance</p>
Allocation Method	<p>The Convertible Debentures will be entirely allotted at once or many times to Advance Opportunities Fund ("Ao Fund") and Advance Opportunities Fund 1 ("Ao Fund 1") as an institutional investors pursuant to Clause 4 (10) of the Notification of the Securities and Exchange Commission KorJor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra- high Net Worth Investor and High Net Worth Investor. This offering of the Convertible Debentures is in accordance with Clauses 43 and 56 of the Notification No. TorJor. 17/2561</p>
The event of the Company has to issued new share to accomplish the conversion**	<p>The Company may register increase in capital to accomplish the conversion by the resolution of shareholders meeting or compensate in cash to the Convertible Debentures holder regard with Term and Condition of Debenture</p>
Impacts to Shareholders	<p>In considering of the impacts on the Company' s shareholders, it will be taken for consideration in the case where the investor of the Convertible Debentures issued by the Company exercised fully exercised the whole amount of the Convertible Debentures. In this regard, two aspects of the impacts to the shareholders of the Company will be taken into consideration i. e. impact to market price of the shares (Price Dilution) and impact to voting rights of the existing shareholders (Control Dilution).</p> <p>(1) Price Dilution $\text{Price Dilution} = (\text{Po} - \text{PE}) / \text{Po}$ Where; Po = Existing share price which is equivalent to Baht 0.6659 per share, calculated based on the weighted average price of the Company' s shares trading on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date the Board of Directors' Meeting has passed the resolution to propose to the EGM- 1/ 2021 to consider and approve the issuance of the newly issued ordinary shares in order to reserve for the exercise of the conversion right of the Convertible Debentures by way of private placement during the period from 15 March 2021 to 2 April 2021</p>

Subject Detail	Detail
	<p>Pe = Conversion Price of Convertible Debentures which is equivalent to Baht 0.5993 per share Qo = Number of existing shares which is equivalent to 1,321,905,217 shares Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 432,675,407 shares</p> <p>PE = Share price after the issuance of Convertible Debentures, where $PE = \frac{(Po * Qo) + (Pe * Qe)}{Qo + Qe}$ $PE = \frac{(0.6659 * 1,321,905,217) + (0.5993 * 432,675,407)}{1,321,905,217 + 432,675,407}$ PE = Baht 0.6495 per share</p> <p>Price Dilution = $\frac{(Po - PE)}{Po} = \frac{(0.6659 - 0.6495)}{0.6659} = 2.47\%$</p> <p>In case that all convertible debentures are fully exercised, the impact to the market price of the shares will be 2.47% which incurred from issuing convertible debentures at 90% of Po.</p> <p>(2) Control Dilution Control Dilution = $\frac{Qe}{Qo + Qe}$ Where; Qo = Number of existing shares which is equivalent to 1,321,905,217 shares Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 432,675,407 shares</p> <p>Control Dilution = $\frac{432,675,407}{1,321,905,217 + 432,675,407} = 24.66\%$</p> <p>In case that all convertible debentures are fully exercised, the shareholders of the Company will be diluted of its shareholding at the rate of 24.66%</p>
Other Information	The details described above are the summary of the terms and conditions of the Convertible Debentures and are still subject to change. Further relevant details will be stipulated in the terms and conditions of the Convertible Debentures.

Capital Increase Report

**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, 3rd 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, 3rd 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:

Objectives of Capital Increase	Approximate Amount of Capital Utilized (Baht)	Estimated Timing for Utilizing the Capital Increased
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.)

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 1st and 2nd 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 Extraordinary General Meeting (EGM), which the Board can call an EGM 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 Extraordinary 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:

Attachments 4

- (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.

Guidelines for attending the Extraordinary General Meeting of Shareholders by Teleconferences through Electronic Devices (E-EGM) and Appointment of Proxy

Shareholders or proxies who wish to attend the meeting must submit the identification documents specified to the Company by May 20, 2021 when the Company has examined the information on the list of shareholders according to the date of the name list. The shareholders entitled to attend the meeting are correct and complete. The e-conferencing provider will send you a link for joining the meeting. And access manual to the e-mail that you have sent to notify the company by sending Link 1 day in advance before the meeting date.

Notification of the intention to attend the meeting by Teleconferences through Electronic Devices (E-EGM)

Shareholders who wish to attend the meeting via electronic format Must notify the intention to attend the meeting. In the following; way Request to attend the meeting with the method of sending information via E-Mail or post

1. Please fill out the document requesting to attend the meeting via electronic media (E-EGM) according to the attached form. (Attachment No. 7) by asking you to specify your e-mail (E-mail) and mobile phone number clearly. For use in meeting registration.
2. Attach a copy of proof of identity to confirm the right to attend the E-EGM meeting

Ordinary Person Shareholders

1. In case the shareholders attend the meeting by themselves. instead Through electronic media (E-Meeting)
 - 1.2 Valid evidence that issue by government authorities, e.g. the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any)
2. In case a shareholder gives proxy to other shareholders to attend the meeting instead Through electronic media (E-Meeting)
 - 2.1 Proxy form as attached together with the meeting invitation letter (Attachment No. 8) Complete correct and complete information. And sign the proxy grantor and proxies and the duty stamp is completely attached
 - 2.2 A copy of the identity document of the grantor, for example a copy of an ID card. Or a copy of government official identification card or copy of passport (In the case of a foreigner) that has not expired. And sign to certify the correct copy of the grantor
 - 2.3 A copy of the identity document of the proxy, such as a copy of the identification card. Or a copy of government official identification card or copy of passport (In the case of a foreigner) that has not expired. And sign to certify the true copy of the proxy.

Juristic Person Shareholders

1. In the case that the authorized person to sign on behalf of the juristic person (director) wishes to attend the meeting in person Via electronic media (E-Meeting)
 - 1.1 Copy of the shareholder's corporate registration certificate Issued no more than 1 year before the date of the shareholders' meeting. Which is certified true copy by the juristic person's representative (director) who has the power to sign on behalf of the juristic person.
 - 1.2 A copy of the identity document of the juristic person's representative (director), such as a copy of the ID card or a copy of government official identification card or copy of passport (In the case of a foreigner) that has not expired. And signed to certify a true copy.
2. In the event that a proxy is authorized to attend the meeting on his behalf Via electronic media. (E-Meeting)
 - 2.1 Proxy form as attached together with the meeting invitation letter (Attachment No. 8) Complete correct and complete information. And sign the proxy grantor and proxies and the duty stamp is completely attached.
 - 2.2 Copy of the shareholder's corporate registration certificate Issued no more than 1 year before the date of the shareholders' meeting. Which is certified true copy by the juristic person's representative (director) who has the power to sign on behalf of the juristic person.
 - 2.3 A copy of the identity document of the juristic person's representative (director), such as a copy of the ID card or a copy of government official identification card or copy of passport (In the case of a foreigner) that has not expired. And signed to certify a true copy.
 - 2.4 A copy of the identity document of the proxy The same as in the case of natural persons as mentioned above.

Attachments 5

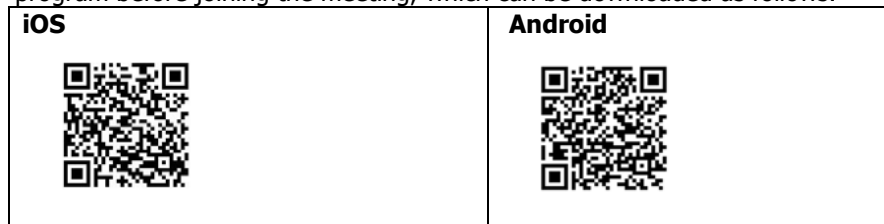
In the event that the documents or evidence mentioned above Not a Thai document or English Shareholders are required to present an English translation of the document. Which signed to certify the translation by the shareholders or by an authorized person to bind that juristic person (In the case of a juristic person)

3. Send a document requesting to attend the meeting via electronic media (item 1) and proof of identity. Together with supporting documents (item 2), delivered to the company by 20 May 2021.
 - ❖ Electronic mail channel E-mail address: info@cho.co.th
 - ❖ By registered mail To. Ms. Yinghathai Ponphangnga (Company Secretary)
Cho Thavee Public Company Limited
265 Moo 4 Klangmuang Road, Muangkhoa,
Muangkhonkaen, Khon Kaen 40000
Phone 0 4304 3889-90 Ext. 1112, 081-670-1913

Attendance through electronic media (E-EGM)

1. When shareholders or proxies who request to attend the meeting. And it has been fully verified, you will receive 2 E-Mail from the meeting organizer, which will be a link for attending the meeting. And a manual for accessing the system Please refer to the E-EGM Conference System Manual for details. If you have not received the E-Mail by May 24, 2021, please contact the company immediately.
2. Electronic attendance and voting Can be used with computers / notebooks (Notebook) / tablets (Tablet) and mobile phones via Web Browser: Chrome with 4G speed internet or home internet

Remark: In case of attending the meeting via Tablet and mobile phone. Must install Zoom Cloud Meeting program before joining the meeting, which can be downloaded as follows.



3. The system will allow attendance 60 minutes prior to the start of the meeting, however the live broadcast will only begin at the time of the meeting.
4. Attendance login Must use shareholder registration number information and shareholder's ID card number.
5. Voting Through E-Voting, you will be able to vote on each agenda item. By voting for agreeing, disagreeing or abstaining. One and only, in case of not voting on any agenda, the system will be considered that you vote as agree immediately. (Using the method of counting the votes by pouring the votes toward agreeing)
6. In case attendees have problems using the E-EGM system, you can contact OJ International Company Limited at the phone number specified in the E-Mail that sent the system operation manual to you.

***** This E-EGM conference will be an electronic media meeting only. And the meeting venue will not be arranged in the original format. Ask for cooperation with shareholders not to travel to the company. *****

Sending suggestions or questions related to any agenda will be considered at the E-EGM meeting.

In case a shareholder wishes to send advice or different questions can be done in 2 ways as follows;

1. Send suggestions or questions in advance to the company. Before the meeting Through the following channels
 - 1.1 Email: info@cho.co.th
 - 1.2 Phone: 0 4304 3889-90 Ext. 1112 Company Secretary
2. Send suggestions or questions during the meeting. For those who attend the E-EGM meeting, the attendee must specify first and last name. And informed that he was a shareholder who attended the meeting by himself or be a proxy Before an advice is submitted or questions every time, the company has opened the following channels for sending advice and questions during the meeting
 - 2.1 Chat channel, text-type system (Chat)
 - 2.2 Audio chat channel in which the meeting attendees will press the button to raise their hand and turn on the microphone on their own device After the system operator sends you an invitation

to chat and please turn off the microphone after the conversation is finished every time. (Further details can be found in the Attendance Guide that has been sent to the attendees' e-mails.)

However, if shareholders have any questions about the meeting. You can contact the staff as follows;

1. Submitting documents confirming your identity to attend the shareholders' meeting via electronic media (E-Meeting), contact the Company Secretary. To ask for more information According to the company contact channels as detailed above.
2. Procedures for meeting attendance and voting via electronic media (E-Meeting) In case that identity is correct and complete, contact OJ International Co., Ltd. at the phone number specified in the E-Mail that sent the operating manual to the system.

CV of Independent Director who is the representative proxy

I, Mr. Anusorn Tamajai, independent director and audit committee of Cho Thavee Public Company Limited, since 14 November 2012, would like to declare my information as follows:

1. Personal information

- | | |
|-------------------------|--|
| 1.1 ID card number | 3-1005-01403-41-1 |
| 1.2 Present nationality | Thai |
| 1.3 Birthday | 2 March 1966, 55 years old. |
| 1.4 Present address | 7/528 Village 9, Salathammassop Sub-District, Thawee Wattana District, Bangkok 10170 |

1.5 Occupation/present workplace

- Independent director of Cho Thavee Public Company Limited.
- Chairman of Audit Committee of Cho Thavee Public Company Limited.
 - No. of shareholding in Company –None-
 - No. of shareholding in Subsidiaries –None-
 - Conflicts in Agenda of Extraordinary General Meeting No. 1/2021 –None-



Other listed Companies

-None-

Non-listed Companies

- Vice President Research and Academic Service of Rangsit University
- Dean of the Faculty of Economics of Rangsit University
- Bangchak Bioethanol (Chachoengsao) Co., Ltd.

1.6 Education qualification

- Ph.D. in International Economics, Finance and Development, Fordham University, New York, USA.
- Master's degree in Business Administration, Southeastern University
- Master's degree in Economics, Fordham University, New York, USA.
- Bachelor's degree in Political Science (Honor) Chulalongkorn University
- Faculty of Law Academic Program (2 years) Thammasat University

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

1. Director Certification Program (DCP 28/2003)
2. Director Accreditation Program (DAP)
3. Strategy and Policy Development (SPD)
4. Audit Committee Program (ACP)
5. Role of the Chairman Program (RCP)
6. Role of the Compensation Committee (RCC)
7. Financial Statement for Directors (FSD)
8. Monitoring the System of Internal Control and Risk Management (MIR)
9. Monitoring the Quality of Financial Reporting (MFR)
10. Successful Formulation and Execution of Strategy (SFE)
11. How New Foreign Bribery Laws Affect Companies in Thailand
12. Anti-Corruption for Executive Program (5/2013)

CV of Independent Director who is the representative proxy (Continue)

1.7 Working experience in the past five years up to now (state the name of the company, title and year)
 2012-Present Independent director and Chairman of audit committee,
 Cho Thavee Public Company Limited

Other listed Companies

2011 - 2014 Director and Chairman of Audit Committee
 Bangchak Petroleum Public Company Limited

Non-listed Companies

2015 – Present Chairman
 Bangchak Bioethanol (Chachoengsao) Co., Ltd.

2013 – Present Vice President Research and Academic Service of Rangsit
 University

2007 – Present Dean of the Faculty of Economics of Rangsit University

2007 – Present Director
 Freedom Media for Reform Co., Ltd.

2015 – 2018 Director
 Ubon Bio Ethanol Co., Ltd.

2014 – 2015 Committee and Audit Committee of Bank of Thailand

CV of Independent Director who is the representative proxy (Continue)

I, Mr. Asa Prateepasen, independent director and audit committee of Cho Thavee Public Company Limited, since 14 November 2012, would like to give my information as follows:

1. Personal information

- 1.1 ID card number 3-1201-00641-35-4
- 1.2 Present nationality Thai
- 1.3 Birthday 1 July 1960, 60 years old
- 1.4 Present address 314/122 Village 5, Thung Khru Sub-District, Thung Khru District, Bangkok 10140



1.5 Occupation/present workplace

- Director Corporate Governance, Risk Management, Nomination and Remuneration Committees of Cho Thavee Public Company Limited
- Independent director and Audit committee of Cho Thavee Public Company Limited.
 - No. of shareholding in Company –None-
 - No. of shareholding in Subsidiaries –None-
 - Conflicts in Agenda of Extraordinary General Meeting No. 1/2021 -None-

Other listed Companies

-None-

Non-listed Companies

- 2020-Present Consultant, Independent Speaker and Expert at King Mongkut’s University of Technology Thonburi
- 2014-2020 Professor, Faculty of Engineering at King Mongkut’s University of Technology Thonburi

1.6 Education qualification

- Ph.D. in system engineering, Brunel University, The United Kingdom
- Master’s degree in mechanical engineering, King Mongkut’s University of Technology Thonburi
- Bachelor’s degree in industrial engineering, King Mongkut’s University of Technology Thonburi
- Bachelor’s degree in economics, Finance Ramkhamhaeng University.

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

1. Director certification Program: DCP 94/2007
2. Finance for non-finance-director: FND 37/2007
3. Understanding fundamental financial statement 11/2007
4. Audit committee program: ACP 39/2012
5. Monitoring the internal audit function: MIA 13/2012
6. Monitoring the system of internal control and risk management: MIR 13/2012
7. Monitoring the quality of financial report: MFR 15/2012
8. Monitoring fraud risk management: MFM 8/2012

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

17.1 Present workplace
2012 – Present

Independent director and audit committee of Cho Thavee Public Company Limited.

2014 – Present

Director Corporate Governance, Risk Management, Nomination and Remuneration Committees of Cho Thavee Public Company Limited

Other listed Companies

-None-

Non-listed Companies

1992 – Present

Professor, Faculty of Engineering at King Mongkut’s University of Technology Thonburi.

CV of Independent Director who is the representative proxy (Continue)

I, Mr. Chatchawan Triamvicharnkul, independent director and audit committee of Cho Thavee Public Company Limited, since 27 February 2013, would like to declare my information as follows:

1. Personal information

- | | |
|-------------------------|--|
| 1.1 ID card number | 3-1415-00133-76-4 |
| 1.2 Present nationality | Thai |
| 1.3 Birthday | 5 July 1964, 56 years old |
| 1.4 Present address | 32/98 Soi Rung Rueang,
Sam Sen Nok Sub-District,
Huai Khwang District, Bangkok 10310 |



1.5 Occupation/present workplace

- Independent director and Audit Committee
- Chairman of Corporate Governance, Risk Management, Nomination and Remuneration Committees of Cho Thavee Public Company Limited.
 - No. of shareholding in Company –None-
 - No. of shareholding in Subsidiaries –None-
 - Conflicts in Agenda of Extraordinary General Meeting No. 1/2021 -None-

Other Listed Companies

- Independent Director and Audit Committee
Apex Development PLC.
- Independent Director and Audit Committee / Chairman of the Corporate Governance Committee
Star Universal Network Public Company Limited.

Non-listed Companies

- Managing Director of Smart Consulting and Services Co., Ltd.

1.6 Education Qualification

- | | |
|---|---|
| • Master’s degree in business administration, Finance | National Institute of Development Administration (NIDA) |
| • Advance Diploma (Auditing) | Chulalongkorn University |
| • Bachelor’s degree in business administration (Accounting) | Ramkhamhaeng University |
| • Certified Public Accountant (CPA) | |
| • Certified Professional Internal Audit of Thailand (CPIAT) | |
| • CFO Certification Program | Federation of Accounting Professions |
| • Diploma Tax Law | Central Tax Court |

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

- | | |
|-----------------------------------|----------------|
| 1. Ethical Leadership Program | (ELP) 3/2016 |
| 2. R-ACF 1/2016 By IOD | |
| 3. How to develop Risk Management | (HRM) 06/2015 |
| 4. Director Certification Program | (DCP 174/2013) |
| 5. Audit Committee Program | (ACP 2/2004) |
| 6. Director Accreditation Program | (DAP 20/2004) |

CV of Independent Director who is the representative proxy (Continue)

1.7 Records of working in the last 5 years up to now (State the names of the company, title and year)

2013 – Present Independent director and audit committee of Cho Thavee Public Company Limited.

2014 – Present Chairman Corporate Governance, Risk Management, Nomination and Remuneration Committees of Cho Thavee Public Company Limited

Other Listed Companies

2017 – Present Independent Director and Audit Commit Chairman of Corporate Governance of Star Universal Network PLC.

2015 – Present Independent Director and Audit Committee of Apex Development PLC.

2015 – 2015 Independent Director and Chairman of Audit Committee of ACAP Advisory PLC.

2008 – 2015 Nomination and Compensation Committee of ACAP Advisory PLC.

2004 – 2015 Independent Director and Audit Committee of ACAP Advisory PLC.

Non-listed Companies

2014 – Present Managing Director of Smart Consulting and Services Co., Ltd.

Acceptance for the invitation of online meeting

DateMonthYear

I/We,
Identification Card/Passport number Nationality.....
Residing at Road Sub-district
District..... Province..... Postal Code.....
E-mail Mobile Phone

As a shareholder of Cho Thavee Public Company Limited, holding a total number of shares.

1. I confirm to attend the meeting and vote at Extraordinary General Meeting of Shareholders No.1/2021 on May 25, 2021 at 02.00 p.m.
 Attend the meeting by yourself
 Hereby appoint (Mr./Mrs./Ms.)
Identification Card Number to attend the above meeting.

How to Delivery information for attend the meeting

E-mail (Please specify)
Phone number (mobile)..... (Please specify)

2. Send documents to verify identity follow Guidelines for attending the Extraordinary General Meeting of Shareholders via Electronic Media (E-EGM) and Appointment of Proxy According to Enclosure No. 5 by May 20, 2021.
3. Once you have verified your identity, the Company will sends Username and Password, including E-AGM Manual to the E-mail given to the Company.
4. On the day of the meeting, the shareholder must have shareholder account number and ID card for attending the meeting via Electronic Media.

Remark: If you are unable to attend the meeting via electronic media and wish to attend and vote on behalf of this meeting. Please complete and sign the proxy form according to the Enclosure No. 8 and stamp duty of 20 baht together with the proxy form, documents or evidence for identification and supporting documents for attending the meeting, sent to the registration officer on the specified date as well. In case of you wish to appoint an Independent Director to attend the meeting instead please complete and sign the proxy form provided. You can send the proxy form together with supporting documents for identification to the management company by the acknowledgment mailing envelope. As attached with this invitation letter by May 20, 2021.

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

(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp Baht 20)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

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

Reside at Road Tambol/Khwaeng

อำเภอ/เขต..... รหัสไปรษณีย์.....

Amphoe/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ช ทวี จำกัด (มหาชน)

Being a shareholder of Cho Thavee Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

holding the total amount of shares, and having the right to vote equal to votes as follows:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

ordinary share shares, having the right to vote equal to votes,

หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

preference share shares, having the right to vote equal to votes.

(3) ขอมอบฉันทะให้

Hereby appoint

(1)..... อายุ..... ปี อยู่บ้านเลขที่.....

age years, resides at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code , or

(2)..... อายุ..... ปี อยู่บ้านเลขที่.....

age years, resides at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code , or

(3)..... อายุ..... ปี อยู่บ้านเลขที่.....

age years, resides at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวันที่ 25 พฤษภาคม เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Shareholders No.1/2021 on May 25th, 2021 at 2.00 pm will conduct broadcasting live only or such other date, time and place if the meeting is rescheduled.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

แบบหนังสือมอบฉันทะ แบบ ข.

(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp Baht 20)

Proxy Form B.

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(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

เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We.....Nationality
อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Reside at.....Road.....Tambol/Khwaeng
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Amphoe/Khet.....Province.....Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ช ทวี จำกัด (มหาชน)
Being a shareholder of Cho Thavee Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of.....shares, and having the right to vote equal to.....votes as follows:
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
ordinary share.....shares, having the right to vote equal to.....votes,
หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
preference share.....shares, having the right to vote equal to.....votes.

(3) ขอมอบฉันทะให้
Hereby appoint

(1).....อายุ.....ปี อยู่บ้านเลขที่.....
age.....years, reside at.....
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road.....Tambol/Khwaeng.....Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province.....Postal Code....., or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....
age.....years, resides at.....
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road.....Tambol/Khwaeng.....Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province.....Postal Code....., or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....
age.....years, resides at.....
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road.....Tambol/Khwaeng.....Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....
Province.....Postal Code.....

หรือ นายอนุสรณ์ ธรรมใจ กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 55 ปี อยู่บ้านเลขที่ 7/528 หมู่ 9 แขวงศาลาธรรมสพน์ เขตทวีวัฒนา กรุงเทพมหานคร 10170

Or Mr. Anuson Tamajai, Chairman of Audit Committee and Independent Director, age 55 years old, resides at 7/528 Moo 9, Sala Thammasop, Thawi Watthana, Bangkok 10170

หรือ นายอาสา ประทีปเสน กรรมการอิสระและกรรมการตรวจสอบ อายุ 61 ปี อยู่บ้านเลขที่ 314/122 หมู่ที่ 5 แขวงทุ่งครุ เขตทุ่งครุ กรุงเทพมหานคร 10140

Or Mr. Asa Prateepaser, Audit Committee and Independent Director, age 61 years old, resides at 314/122 Moo 5 Thung Khru, Bangkok 10140

หรือ นายชัชวาล เจริญวิจารณ์กุล กรรมการอิสระและกรรมการตรวจสอบ อายุ 57 ปี อยู่บ้านเลขที่ 32/98 ซอยรุ่งเรือง แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10320

Or Mr. Chatchawan Triamvicharnkul, Audit Committee and Independent Director, age 57 years old, resides at 32/98 Soi Rung-rueng, Samsennok, Huaykwang, Bangkok 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวันที่ 25 พฤษภาคม 2564 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Shareholders No.1/2021 on May 25th, 2021 at 2.00 pm will conduct broadcasting live only or such other date, time and place if the meeting is rescheduled.

(4) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564
Agenda 1 Consider and approve the minutes of Annual General Meeting of Shareholders 2021
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- รับรอง ไม่รับรอง
Acknowledge Against
- วาระที่ 2 พิจารณานุมัติการออกและเสนอขายหุ้นกู้แปลงสภาพ โดยมีมูลค่ารวมไม่เกิน 400 ล้านบาท
Agenda 2 To consider and approve the issuance and offering of Convertible Debentures with a value not exceeding 400 million Baht.
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 3 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท และการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ. 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
Agenda 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.
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ. 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
Agenda 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.
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 5 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท
Agenda 5 To consider and approve the allocation of newly issued ordinary shares.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote as per my/our intention as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

- วาระที่ 6 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 6 Any other matters (if any)
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote as per my/our intention as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ไม่ชัดเจนหรือในกรณีที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/ Signed.....ผู้มอบฉันทะ/Grantor
 (.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

หมายเหตุ

1. หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะ คือ
 Evidence to be attached with this Proxy Form is:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.
- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
 Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

2. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
 The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
 In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ช ทวี จำกัด (มหาชน)

The appointment of proxy by the shareholder of Cho Thavee Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวันที่ 25 พฤษภาคม 2564 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Extraordinary General Meeting of the Shareholders No.1/2021 on May 25th, 2021 at 2.00 pm will conduct broadcasting live only or such other date, time and place if the meeting is rescheduled.

วาระที่.....เรื่อง.....
Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire 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.....
Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire 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.....
Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire 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.....
Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

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

แบบหนังสือมอบฉันทะ แบบ ก.

Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กักสโตเดียน (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

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I/We Nationality

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

Reside at Road Tambol/Khwaeng

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

Amphoe/Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

as a Custodian for

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ช ทวี จำกัด (มหาชน)

being a shareholder of Cho Thavee Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding the total amount of shares, and having the right to vote equal to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

ordinary share shares, having the right to vote equal to votes,

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

preference share shares, having the right to vote equal to votes.

(2) ขอมอบฉันทะให้

Hereby appoint

(1).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code , or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code , or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, resides at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวันที่ 25 พฤษภาคม 2564

เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Extraordinary General Meeting of the Shareholders No.1/2021 on May 25th, 2021 at 2.00 pm will conduct broadcasting live only

or such other date, time and place if the meeting is rescheduled.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
To grant the total amount of shareholding and having the right to vote
- มอบฉันทะบางส่วน คือ
To grant the partial shares as follows:
- | | | |
|---|---|--------|
| <input type="checkbox"/> หุ้นสามัญ | หุ้น และมีสิทธิออกเสียงลงคะแนนได้ | เสียง |
| ordinary share | shares, and having the right to vote equal to | votes, |
| <input type="checkbox"/> หุ้นบุริมสิทธิ | หุ้น และมีสิทธิออกเสียงลงคะแนนได้ | เสียง |
| preference share | shares, and having the right to vote equal to | votes. |
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด
- Total amount of voting rights

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564
Agenda 1 Consider and approve the minutes of Annual General Meeting of Shareholders 2021
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- | | |
|---------------------------------|------------------------------------|
| <input type="checkbox"/> รับรอง | <input type="checkbox"/> ไม่รับรอง |
| Acknowledge | Against |
- วาระที่ 2 พิจารณานุมัติการออกและเสนอขายหุ้นผู้แปลงสภาพ โดยมีมูลค่ารวมไม่เกิน 400 ล้านบาท)
Agenda 2 To consider and approve the issuance and offering of Convertible Debentures with a value not exceeding 400 million Baht.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 3 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท และการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ. 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
Agenda 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.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 4 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ. 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
Agenda 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.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 5 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) To grant my/our proxy to vote as per my/our intention as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

- วาระที่ 6 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 6 Any other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) To grant my/our proxy to vote as per my/our intention as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be the vote of a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy
(.....)

ลงชื่อ/ Signed.....ผู้รับมอบฉันทะ/ Proxy
(.....)

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกันกับหนังสือมอบฉันทะ คือ

Evidence to be attached with this Proxy Form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
ALLONGE OF PROXY FORM C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ช ทวี จำกัด (มหาชน)

The appointment of proxy by the shareholder of Cho Thavee Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวันที่ 25 พฤษภาคม 2564 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Extraordinary General Meeting of the Shareholders No.1/2021 on May 25th, 2021 at 2.00 pm will conduct broadcasting live only or such other date, time and place if the meeting is rescheduled.

วาระที่.....เรื่อง.....
 Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire 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.....
 Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire 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.....
 Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire 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.....
 Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
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 (b) To grant my/our proxy to vote at my/our desire as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |