

(Translation)

No. CHO 61/2021

2<sup>nd</sup> December 2021

Re: Invitation to the Extraordinary General Meeting No.2/2021 on 13<sup>th</sup> December 2021

Dear Shareholders

Attachments:

1. A copy of the Minutes of the Extraordinary General Meeting No.1/2021 held on 25<sup>th</sup> May 2021 (For Agenda 1)
2. Summary of the important Terms and Conditions of the newly issued Convertible Debentures (For Agenda 2)
3. Capital Increase Report (F53-4) (For Agenda 3)
4. Company Regulations Related to the Shareholder's Meeting
5. Guidelines for attending the Extraordinary General Meeting of Shareholders via electronic media (E-EGM)
6. Form for submitting questions in advance for the shareholders' meeting via electronic media
7. Procedures for using the electronic conferencing system Inventech Connect & Streaming
8. Information on Independent Directors who are the Proxies in the Extraordinary General Meeting No.2/2021
9. Proxy Form (Form A, Form B, and Form C)

The Board of Directors' Meeting of Cho Thavee Public Company Limited (the "**Company**") No.12/2021 on 5<sup>th</sup> December 2021 resolved to call the Extraordinary General Meeting of Shareholders No.2/2021 via only electronic media (E-EGM), which will be held on Monday, 13<sup>th</sup> December 2021 at 02.00 p.m. It will be broadcasted from the meeting room, 3rd floor, branch office (1) of Cho Thavee Public Company Limited, 96/52 Soi Vibhavadi Rangsit, Talat Bang Khen Subdistrict, Lak Si District, Bangkok to consider various matters according to the agendas as follows:

**Agenda 1 To consider certifying the minutes of the Extraordinary General Meeting No.1/2021 on 25<sup>th</sup> May 2021**

Facts and Reasons: The Company held the Extraordinary General Meeting of Shareholders No.1/2021 of Shareholders on 25<sup>th</sup> May 2021 and a copy of the minutes of the meeting enclosed along with this invitation letter (**Attachment 1**).

Opinion of the Board: The Board of Directors had considered and approved that the minutes was correct and complete. Therefore, the Board will propose the minutes of the Extraordinary General Meeting of Shareholders No.1/2021 to the Extraordinary General Meeting of Shareholders No. 2/2021 for certification, as detailed in Attachment 1.

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

**Agenda 2 Consider and approve the issuance and offering of the additional Convertible Debentures by private placement with the total value of not exceeding THB 350 million**

Facts and Reasons: The Board of Directors resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 ("**EGM**") to consider and approve the issuance and offering of additional newly issued convertible debenture of the Company ("**Convertible Debentures**") by determining the total additional offered value of, not exceeding, THB 350,000,000 (when combined with the existing amount in accordance to Extraordinary General Meeting of Shareholders No. 1/2021 of THB 400,000,000, the total offered value

of convertible debentures will be THB 750,000,000) by private placement to Advance Opportunities Fund (“**AO Fund**”) and Advance Opportunities Fund 1 (“**AO Fund 1**”), which are not connected persons to the Company in accordance to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (referred collectively as “**Connected Transaction Notifications**”). However, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company’s shares trading on the Market for Alternative Investments for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume of each consecutive business days (“**Floating Conversion Price**”). However, if the conversion price calculated above is lower than the par value of the Company’s shares at that time, and in the case that the company has accumulated losses as shown in the latest statement of financial position, the Company may set the conversion price of the Convertible Debentures to be lower than the Company’s par value, but must not be less than THB 0.01 per share. The Company must comply with Section 52 of the Public Limited Company Act, which states that companies that have been operating for at least one year, if it appears that there is a loss, shares may be offered for sale lower than the registered share value but must be approved by the shareholders’ meeting and the discount has already been determined.

As detailed in the Summary of Important Terms and Conditions of the Convertible Debentures of Cho Thavee Public Company Limited (**Attachment 2**).

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. 2/2021 to consider and approve the issuance and offering of the newly issued convertible debentures of the Company to specific investors and not a connected person to the Company in the amount not exceeding THB 350 million, 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, as detailed above.

Resolution: This agenda must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and are entitled to vote (Agenda 2 is a continuation of Agenda 3 and Agenda 4, therefore, in order for this agenda to have legal effect, all mentioned agendas must be approved as well)

**Agenda 3 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: The Company has a plan to raise capital by increasing its registered capital, both in terms of capital increase of specified objectives to support the issuance and offering of additional convertible debentures to specific investors. with a total value of not more than THB 350 million and an increase in capital by General Mandate by issuing and offering newly issued shares to existing shareholders based on their shareholdings (Right Offering : RO) in the proportion not exceeding 30% of the Company's paid-up capital. By such increase of capital, the Company will use the fund received from this capital increase for working capital in the Company and enhancing liquidity in the Company's business operations, enhance the strength and stability of the Company's financial position including the repayment of the Company's liabilities and to support normal operations in core businesses and related businesses, including the extension and expansion of the Company's business in the future, including for investment in new projects or investment in extension projects from existing projects and as a source of funds for future investment plans. As detailed in the Capital Increase Report (F53-4) (**Attachment 3**).

For the reasons stated above, the Company, therefore, has to increase the registered capital of the Company from THB 249,427,157 to the registered capital of THB 688,072,313 by issuing, not exceeding, 997,708,628 newly issued ordinary shares at the par value of THB 0.25 per share to accommodate the exercise of the Convertible Debentures conversion rights (both issued and offered in accordance to the Extraordinary General Meeting of Shareholders No. 1/2021 and No. 2/2021) amounting to 476,992,144 shares and to accommodate the issuance and offering of newly issued ordinary shares through General Mandate offer to existing shareholders in proportion to their respective shareholdings (Right Offering: RO) amounting to 520,716,484 shares and approve 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	:	THB 688,072,313 (THB Six hundred eighty-eight million seventy-two thousand three hundred thirteen)
	Divided into	:	2,752,289,252 shares ( Two billion seven hundred fifty-two million two hundred eighty-nine thousand two hundred fifty-four shares)
	Par value per Share	:	THB 0.25 (twenty-five satang)
	Classified as Ordinary shares	:	2,752,289,252 shares ( Two billion seven hundred fifty-two million two hundred eighty-nine thousand two hundred fifty-four shares)
	Preferred shares	:	-none-

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No 2/ 2021 to consider and approve an increase in the Company's registered and 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, as detailed above.

Resolution: This agenda must be approved by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and are entitled to vote (Agenda 3 is a continuation of Agenda 2 and Agenda 4, therefore, in order for this agenda to have legal effect, all mentioned agendas must be approved as well).

#### **Agenda 4 To consider and approve the allocation of newly issued ordinary shares**

##### **Agenda 4.1 To Consider and approve to allocate newly issued ordinary shares to accommodate an issuance and offering of the additional Convertible Debentures to private placement**

Facts and Reasons: The Board of Director's Meeting No.12/2021 resolved to proposed to the Shareholders' Meeting for approved the allocation of not exceeding 476,992,144 newly issued ordinary shares to accommodate the exercise of the Convertible Debentures' conversion rights issued and offered to private placement, namely, AO Fund and AO Fund 1, which are not connected persons to the Company in accordance to the Connected Transaction Notifications. Whereby, (a) 84,175,085 shares are allocated in addition to the previous allocation to accommodate the exercise of Convertible Debentures' conversion rights in accordance to the Extraordinary General Meeting of Shareholders No. 1/2021 on November 25, 2021 and (b) 392,817,059 shares are allocated to accommodate the exercise of Convertible Debentures' conversion rights in accordance this Extraordinary General Meeting of Shareholders No. 2/2021.

In addition, the allocation in (a) is equivalent to 27.48% of the Company's paid-up shares during the Board of Directors' Meeting No. 12/2021 on November 5, 2021 and when combined with remaining shares to accommodate the exercise of convertible debentures in accordance to the Extraordinary General Meeting of Shareholders No. 1/2021, 18,859,008 shares, or 28.56%, which is not more than 50% of the Company's paid-up shares during the Board of Directors' Meeting No. 12/2021 on November 5, 2021.

Moreover, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Market for Alternative Investment for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume of each consecutive business days ("**Floating Conversion Price**"). However, if the conversion price calculated above is lower than the par value of the Company's shares at that time, and in the case that the company has accumulated losses as shown in the latest statement of financial position, the Company may set the conversion price of the Convertible Debentures to be lower than the Company's par value, but must not be less than THB 0.01 per share. The Company must comply with Section 52 of the Public Limited Company Act, which states that companies that have been operating for at least one year, if it appears that there is a loss, shares may be offered for sale lower than the registered share value but must be approved by the shareholders' meeting and the discount has already been determined.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No.2/2021 to consider and approve the allocation of not exceeding 476,992,144 newly issued ordinary shares at the par value of THB 0.25 to accommodate the exercise of the Convertible Debentures' conversion rights issued and offered to private placement, namely, AO Fund and AO Fund 1, which are not connected persons to the Company in accordance to the Connected Transaction Notifications.

Resolution: This agenda must be approved by a majority vote of the shareholders who attended the meeting and casted their vote (excluding abstained votes) (Agenda 4.1 is a continuation of Agenda 2 and Agenda 3, therefore, in order for this agenda to have legal effect, all mentioned agendas must be approved as well).

**Agenda 4.2 To consider and approve the allocation of newly issued ordinary shares from capital increase through General Mandate for offering to existing shareholders (Right Offering)**

Facts and Reasons: The Board of director Meeting No.12/2021 resolved to proposed to the Shareholders' Meeting to consider and approve the allocation of not exceeding 520,716,484 newly issued ordinary shares at the par value of THB 0.25, which is proportionally equivalent to 30% of the Company's paid-up capital during the Board of Directors' Meeting No. 12/2021 on November 5, 2021 to accommodate the issuance and offering of newly issued ordinary shares by General Mandate to existing shareholders based on their shareholdings (Right Offering : RO).

In this regard, the Board of Directors' Meeting is of the opinion to propose to the shareholders' meeting to consider and approve the power of attorney to the Company's Board of Directors and/or Chief Executive Officer and/or persons appointed by the Company's Board of Directors or Chief Executive Officer to allocate the newly issued ordinary shares by General Mandate, including consider and determine and/or amend and/or change conditions and various details in relation to the issuance and offering of such newly issued ordinary shares by General Mandate within the constraints of related laws and has to power of attorney to proceed with various actions necessary and reasonable in connection to the issuance and offering of such newly issued ordinary shares, in which such power of attorney, includes, but is not limited to :

- (1) Consider to allocate and offering newly issued ordinary shares, whether once in full or several times, including, but not limited to consider to determine the subscription rate for offering newly issued ordinary shares to existing

shareholders, determine the offer price, period of offering, method of allocation, payment of shares, other details and conditions in regards to the allocation of newly issued ordinary shares.

- (2) To negotiate, agree, and sign any related documents and to have the power of attorney to proceed with various actions necessary and reasonable in connection to the issuance and offering, including the allocation of newly issued ordinary shares, and is not limited to the contacting, giving of information, signing, applications for approval for the offering of newly issued ordinary shares to private placement, including any evidence with the Securities and Exchange Commission of Thailand, the Stock Exchange, Market for Alternative Investment, Thailand Securities Depository, Ministry of Commerce, and other relevant authorities in relation to, until, the listing of newly issued ordinary shares into the Stock Exchange.

However, the allocation of newly issued ordinary shares by General Mandate above must be completed within the date that the Company will hold the Annual General Meeting of Shareholders 2022.

Please consider in more detail the Capital Increase Report (F 53-4) (**Attachment 3**).

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No.2/2021 to consider and approve the allocation of the newly issued ordinary shares of the Company not exceeding 520,716,484 shares with the par value of THB 0.25 per share which is proportionally equivalent to 30% of the Company's paid-up capital during the Board of Directors' Meeting No. 12/2021 on 5<sup>th</sup> November 2021 to accommodate the issuance and offering of newly issued ordinary shares by General Mandate to existing shareholders based on their shareholdings (Right Offering : RO ), including authorizing the Board of Directors to determine details, amend or take any necessary actions in connection with the issuance and offering of newly issued ordinary shares to comply with the law, as detailed above.

Resolution: This agenda must be approved by a majority vote of the shareholders who attended the meeting and casted their vote (excluding abstained votes) (Agenda 4.2 is a continuation of Agenda 3, therefore, in order for this agenda to have legal effect, all mentioned agendas must be approved as well).

**Agenda 5 To consider and approve the amendment of the Company's objectives clause 69**

Facts and Reasons: According to the Public Company Limited Act B.E. 2535 and the Company's Articles of Association, amending the Company's objectives must be approved by the shareholders' meeting.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No.2/2021 to consider and approve the amendment of the Company's objectives clause 69 to make Company operations distinct, specific, and/or explicit to be used in business operations or ventures in accordance to the goals. Various clauses of the existing objectives are broad, although covers the business, needs interpretation and/or amendment to meet the Company's future needs. The amendment is as follows:

Business Objective of the Company (Present)	Business Objective of the Company (Amended)
clause 69. Participation in investment for establishing a company or in other	clause 69. Participation in investment for establishing a company or in other

<p>forms, acquisitions (TAKE OVER) in various forms, mergers and acquisitions (Mergers and Acquisitions : M&amp;A)</p>	<p>forms, acquisitions (TAKE OVER) in various forms, mergers and acquisitions (Mergers and Acquisitions : M&amp;A), <b>Special Purpose Acquisition Companies "SPAC", company establishment and listed on the Stock Exchange of Thailand or abroad and fundraising from investors without specifying a clear business plan (Blank check). This may be a company that was set up to invest in other businesses especially or intending to merge or acquiring other businesses in Thailand or abroad as well as establishing a company to perform or in any way supporting the fundraising in the form of Special Purpose Acquisition Companies "SPAC".</b></p>
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In addition, it was resolved to propose to the Extraordinary General Meeting of Shareholders to consider and approve the delegation of powers to the Chief Executive Officer or the person assigned by the Chief Executive Officer to consider the amendments, additions, or improvements to the wording of the objectives, including having the power to take any action as necessary and in connection with such action as it deems appropriate and to comply with the law regulations and interpretation of relevant government agencies including in accordance with the advice or order of the Registrar or an official for the purpose of completing the registration of the amendment.

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

**Agenda 6 Any other matters (if any)**

Opinion of the Board: In considering other matters, 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 for shareholders who wishes to let the Meeting consider other businesses aside from the agendas that were proposed by the Board of Directors.

The Company determines the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.2/2021 (Record date) on 22<sup>nd</sup> November 2021.

The Company hereby invite shareholders to attend the Extraordinary General Meeting of Shareholders No. 2/2021 of Shareholders via electronic media (E-EGM) in regards to the date and time mentioned above. The E-EGM system shall be opened since 12.00 p.m. until the meeting time. The Company asks the shareholders and/or proxy holders to study the registration procedures and requirements and submit all relevant documents required for identity proofing to receive a Username and Password before the meeting date, as well as study the voting procedures and procedures to attend the meeting as detailed in **Attachment 5** and **Attachment 7** in order to reserve the rights and benefits of shareholders.

In case that the shareholders are unable to attend the meeting in person and has the intention to grant a proxy to the Company's independent director. Shareholders can appoint 2 independent directors of the Company as their proxy, whose names are listed below, to act as their proxy and casting votes as detailed in

**Attachment 8** as (1) Mr. Asa Prateepaser (2) Mr. Chatchawan Triamvicharnkul. Therefore, shareholders shall fill details in the proxy form (Form B or Form C for custodian) in **Attachment 9** with the grantor's signature and attach stamp duty (THB 20) and then deliver such document and relevant documents to the address hereto;

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

And for convenience to inspect the documents, the Company asks the shareholders and proxies to deliver the documents and questions to the Company within 10<sup>th</sup> December 2021 and to ensure the effectiveness of the Extraordinary General Meeting of Shareholders No. 2/2021, shareholders are invited to submit questions in relation to the meetings' agenda in advance. In addition, the Company would like foreign shareholders to submit questions to the Company prior, so the Company can summarize those questions and translate them into Thai language which the shareholders' meeting can understand. Foreign shareholders can send their questions, together with their name/address/contact detail (if any) to the Email: [info@cho.co.th](mailto:info@cho.co.th) or registered mail to "Company Secretary" as per the address mentioned above. Moreover, the Company will use verify Username in the registration and vote counting process in the meeting, therefore, shareholders and/or proxy holders are required to identity proof with other supporting documents as mentioned in **Attachment 7**.

Please be informed accordingly and we will highly appreciate your attendance on the date and time stated above.

Sincerely yours,



(Mrs. Phenphimol Vejvarut)  
Chairman



**(Translations)**

**Minutes of the 2021 Extraordinary General Meeting of Shareholders no. 1/2021  
Cho Thavee Public Company Limited  
By Teleconferences through Electronic Devices  
On Tuesday 25<sup>th</sup> May 2021 at 2.00 pm.  
At the branch office meeting room (1), 3<sup>rd</sup> floor  
96/25 Vibhavadi Rangsit Road, Talat Bang Khen Subdistrict, Laksi District, Bangkok 10120**

**List of the Directors participating in the Meeting**

There were 6 out of 7 directors or 85.7% of total directors who attended the Extraordinary General Meeting. 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 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               |

**List of the Directors participating via E-meeting**

- |                                    |   |
|------------------------------------|---|
| 5. Ms. Asana Taweesaengsakulthai   | Director  |
| 6. Mr. Siriwat Taweesaengsakulthai | Director, Corporate Governance, Risk Management, Nomination and Compensation Committee, and CSR Committee |

**List of the Directors not participating in the Meeting**

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|------------------------|--|
| 1. Mr. Anusorn Tamajai | Independent Director and Chairman of Audit Committee |
|------------------------|--|

**List of Executive Directors participating via E-meeting**

- |                              |  |
|------------------------------|--|
| 1. Mr. Narong Ongartmaneerut | Executive Director /Senior Executive Vice President /                        |
| 2. Mrs. Panthong Nowa        | Executive Director / Executive Vice President / Chief Financial Officer      |
| 3. Mr. Phard Pimrin          | Executive Director / Executive Vice President / Chief Information Officer    |
| 4. Mr. Apichai Chumsri       | Executive Director/ Executive Vice President / Chief Risk Management Officer |
| 5. Mr. Nataporn Mungjanthar  | Compliance / Assistant Manager of Legal Department                           |

**Representatives of Financial Advisor** from S1Win Consultant Co., Ltd.

1. Mr. Sawin Laosethakul
2. Mr. Daniel Fong

**Representative of Financial Advisor** from Asset Pro Management Co., Ltd

1. Mr. Suphol Kaploydee

**Representative of Thai Investors Association:** Mr. Suvit Chan-Amporn

**Vote counting observer:** Ms. Yinghathai Ponphangaga the Company's secretary

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**

- ❖ Since this meeting has through electronic means, ballot papers were not printed to the attendees.
- ❖ In voting, shareholders and proxies shall go to the E-Voting menu, then consider to vote on each agenda item according to the agenda item proposed by the Chairman, by voting "agree" or "disagree" or "abstain" during the voting period for each agenda (1 minute). In case of not voting in any way, the system will assume that you vote for approval immediately.
- ❖ In case of shareholders intend to amend the vote, you can do this by clicking on the new score again. If the agenda has been closed for voting (1 minute expiration), the shareholders will not be able to vote or change the voting. For attendees through mobile devices or tablets, please switch from Zoom program back to Chrome program to vote in E-Voting menu.
- ❖ When you have finished voting, please return to the E-meeting menu or Zoom program to continue watching the video and audio of the meeting.
- ❖ For the voting in each agenda item, each shareholder 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 custodian who act on behalf of foreign shareholders can vote for agree, disagree or abstain at the

same time in each agenda item, the vote to be casted equal to shares held by each foreign shareholder.

**Vote counting:** for convenience and speed of counting votes:

- ❖ The system will collect votes by counting from those who voted through E-Voting and those who voted in advance through the proxy form. Moreover, the shareholders could not vote back on the agenda that the meeting had already resolved.
- ❖ 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.
- ❖ In this regard, voting will take into account the votes cast by the shareholders and intention according to the proxy form as well.
- ❖ The voting results of each agenda will be announced immediately after completion of the vote counting for each agenda item.
- ❖ If there are equal votes, the Chairman shall cast additional vote as a casting vote.

**Process to asking questions during the meeting**

- ❖ In case of shareholders wish to ask via message can be done as follows:
  - You go to the Chat menu in the Zoom program to type a message.
  - Press the Enter button to send the message to the system.
- ❖ In case of shareholders wish to ask via conversation can be done as follows:
  - Go to the Participant menu at the bottom of the Zoom program and press the Raise Hand button.
  - When the host announces your name the staff will open the mic for you to inquire. You will need to press the unmute button and turn on the mic on your device. In the event that the shareholders cannot speak through the mic (Within 1 minute), please type your question via Chat instead so the moderator can read your question to the meeting on your behalf.
  - In asking a question each time either through typing a message or through a conversation, please inform your name-surname and indicate whether you are a shareholder or a proxy before starting every question for the benefit of recording the meeting accurately and completely.
  - The company allows the meeting attendees to submit questions on each agenda. In case no attendees inquire within 2 minutes, the company will proceed the meeting. Or if shareholders have additional questions, you can type questions into the Chat channel, staff will read your question later.

The agenda item 1 and 5 shall be approved by the majority vote of shareholders attending the Meeting and casting vote, excluding abstain vote calculation. If there are equal votes, the Chairman shall cast an additional vote as a casting vote. The agenda item 2-4 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** at 2.00 p.m.

Mrs. Phenphimol Vejvarut, Chairman of the Board ("Chairman"), presiding over the meeting opened the meeting and welcomed all shareholders and proxies via electronic meeting (E-EGM) of Cho Thavee Public Company Limited ("the Company")

The Chairman assigned Miss Wimwipa Sriprae 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 along with introducing the management team of the Company and Vote Counting Observer. Then, The Moderator clarified the details and meeting methods for shareholders and proxies to acknowledge along with notifying the number of shareholders and proxies who attended the meeting as follows:

There were 36 shareholders and proxy holders present at the Meeting, holding shares in aggregate totally 638,520,116 shares or equivalent 48.30% of the total paid-up shares of the Company as the quorum according to the Company's Articles of Association. There were 12 shareholders and 24 proxy-holders present the Meeting. It is considered that there are shareholders and proxies attended the meeting more than 25

people and the number of shares totaling more than one-third (1/3) of the total paid-up shares of the Company. The quorum of the shareholders' meeting was constituted according to the law and Article 37 of the Company's Articles of Association. The voting, inquiring or expressing opinions method during the meeting can be done as follows:

1. Attendees through the E-EGM system can view the presentation and score on each agenda according to the screen shown. In the case of the shareholders give a proxy to an independent director of the company or others attending the meeting according to the proxy which the shareholders have voted in advance in the proxy form, the company recorded the votes as determined by the shareholders in advance.
2. Due to the COVID-19 epidemic in Thailand, the Board of Directors has approved the holding of the Extraordinary General Meeting of Shareholders No. 1/2021 via electronic media (E-EGM) at the meeting room of the branch office 1 of the Company under the Emergency Decree on Electronic Media Meeting B.E.2563 and the regulations of the relevant Thai listed company regulators with details sent in the notice of the meeting to shareholders and Published through the SET Link system of the Stock Exchange of Thailand and the Company's website.
3. The Meeting via the Company's E-EGM system is a single system (E-Meeting / E-Voting / E-Processing) which The Company has assigned OJ International Company Limited, an independent agency that is a system service provider that personally assessed with the Electronic Transactions Development Agency by providing registration services Process the vote counting system in the meeting. At the same time, the company informed the operator manual for the E-AGM Username and Password back to the shareholders and proxies one day before the meeting date With an IT Service agency to support.
4. In the E-EGM system meeting according to Article 39 of the Articles of Association, the resolution of the shareholders' meeting is required by the majority votes or as specified in each agenda item of the shareholders and proxies attending the meeting having the right to vote by counting 1 share to 1 vote. The chairman of the meeting shall have one more vote. Decisive by speaking at a meeting and ready to save the image and the votes in the voting of that agenda shareholders and proxies Voting can be made through the E-EGM system in the disagree channel or abstain. By counting the votes, the company will deduct the against and abstained votes leaving the total number of votes of the meeting in that agenda. In the event that the shareholders and the proxy does not perform any mark, the Company will consider that it has approved the agenda proposed by the Board of Directors. Shareholders who have special interests in any matter will have no right to vote on that matter.
5. In the event that the shareholders or proxies attend the meeting in the system after the agenda has been considered, will have the right to vote according to the agenda that has not yet begun to be considered. The number of shareholders and proxies and the votes in each agenda may not be equal since there may be some attendees in the system to add or leave first when the company closes the score processing system for each agenda. The system cannot go back and forth for transparency and fairness.
6. In conducting the meeting, the Company conducts the meeting according to the agenda as shown in the invitation letter delivered to all shareholders. If the shareholders and any proxy wishing to ask additional questions in each agenda, please give your name and last name as information for the company. If it is a question other than that agenda, the shareholders were asked to ask questions on Agenda 6: Other matters and so that the meeting can proceed according to the agenda. To change the order of the meeting must require a vote of not less than two-thirds (2/3) of the number of shareholders attending the meeting.
7. At present, there were 7 directors in the company and 6 persons attended this meeting, accounting for 85.7%, which is more than one-third (1/3) and all 6 persons remained until the meeting was closed.

The moderator informed the shareholders that to ensure the transparency of the vote counting, the Board of Directors assigned the company' secretary Ms.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 as per CG Principle. The meeting then began with the following agenda items.

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

The moderator proposed the meeting to consider approving the minutes of the AGM2021 held on April 21<sup>st</sup>, 2021. Which was made within 14 days from the date of the meeting and delivered the said minutes to the Stock Exchange of Thailand and the Ministry of Commerce as required by law. Including published on the Company's website [www.cho.co.th](http://www.cho.co.th) "The shareholders' meeting" and sent a copy of the minutes of the meeting to the shareholders together with the invitation to the meeting. (Enclosure No. 1)

The moderator proposed the meeting to consider certifying the Minutes of the AGM2021.

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 was 1 additional shareholder attending the meeting with 40,750 shares, resulting in the total 37 shareholders attending the meeting, equal to the total shares of 638,560,866 shares.

The meeting has considered and certified the minutes of the AGM2021 held on April 21<sup>st</sup>, 2021 as proposed by the majority vote of shareholders attending the Meeting and casting vote, excluding abstain vote calculation.

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

<u>Approved</u>	638,560,866 votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0 vote	equivalent to	0.0000 percent
<u>Total Votes</u>	638,560,866 votes	equivalent to	100.0000 percent
<u>Abstain</u>	0 vote	(no counting vote)	
<u>Voided ballots</u>	0 vote		

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

The moderator was clarified to the meeting that according to the Board of Directors' Meeting No.3/2021 resolved 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 ("CD") of the Company in the amount not exceeding 400,000,000 baht to specific investors, these include Advance Opportunities Fund ("AO Fund) and Advance Opportunities Fund 1 ("AO Fund1"). Both are not qualify as a connected person with the Company. According to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules on Connected Transactions The details are summarized on the terms and conditions of the convertible debentures as follows:

<b>Subject</b>	<b>Details</b>
Issuer of Convertible Debentures	Cho Thavee Public Company Limited ("CHO")
Type of Convertible Debentures	Senior Unsecured Convertible Debentures ("Convertible Debentures"; CD)
Currency	THB
Total Principal amount	Not exceeding Baht 400,000,000 Baht as it can be break down to 4 Tranches as below; 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

Subject	Details
	<p>5.0 million Baht per set;</p> <p>3. Tranche 3 not exceeding 100 million Baht which is divided in to 20 sets and 5.0 million Baht per set;</p> <p>4. Tranche 4 not exceeding 100 million Baht which is divided in to 10 sets and 10.0 million Baht per set.</p>
Conversion Condition	<p>The company which issued the CD 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 CD.</p> <p>However, the timeframe of the conversion is within 3 years after shareholders' meeting approved the issuance. But it can be reconsidered by shareholders if the company would like to extend these matter.</p>
Interest Rate	2.00% 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	Principal amount of the Convertible Debentures divided by the conversion price
Conversion price	<p>Not lower than 90.00% of Market Price which does not in the case the price is lower than the offering price offered pursuant to the Notification No. TorChor.72/2015 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"> <li>○ If the Common stock that result from the Debenture Conversion converts with lower than 90.00% 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") to sell the stock derived from CD Conversion in the period on 1 year after the investor received such stock (Silent Period). In such, after 6 months the investor can sell 25.00% of the amount of those silent period stock regard with the guideline of the Stock Exchange of Thailand as per The term, condition, and the acceptance of the common stock or prefer stock to listed on the exchange B.E.2558 dated 11 May 2015 (and the amendment).</li> <li>○ 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".</li> </ul>
Conversion Period	The holder of the Convertible Debentures may exercise their rights of conversion

Subject	Details
	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% of the total paid-up shares of the Company after exercised base on fully dilute basis)
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 MAI Stock Market 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 (PP-10 basis) as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 17/2561 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments (the "Notification No. TorChor. 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.
Allocation Method	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 the institutional investors pursuant to Clause 4 (10) of the Notification of the Securities and Exchange Commission KorChor. 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. TorChor.17/2561.
The event of the Company has to issued new share to accomplish the conversion	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.
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 consisting of impact to market price of the shares (Price Dilution) and impact to voting rights of the existing shareholders (Control Dilution).</p> <p><b>(1) Price Dilution</b>  Price Dilution = <math>(Po - PE) / Po</math>  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  Pe = Conversion Price of Convertible Debentures which is equivalent to Baht 0.5993 per share (discount 90% of Po)  PE = Share price after the issuance of Convertible Debentures, where  <math>PE = ((Po * Qo) + (Pe * Qe)) / (Qo + Qe)</math>  Qo = Number of existing shares which is equivalent to 1,321,905,217 shares</p>

Subject	Details
	<p>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, so  <math>PE = (0.6659 \times 1,321,905,217) + (0.5993 \times 432,675,407) / (1,321,905,217 + 432,675,407)</math>            PE = Baht 0.6495 per share</p> <p>Price Dilution = <math>(Po - PE) / Po = (0.6659 - 0.6495) / 0.6659 = 2.47\%</math></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><b>(2) Control Dilution</b>            Control Dilution = <math>Qe / (Qo + Qe)</math>            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 = <math>432,675,407 / (1,321,905,217 + 432,675,407) = 24.66\%</math></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.

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

- (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



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- (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.

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 Chan-Amporn - Proxies Shareholder Rights Volunteer of The Investors Association asked** that Why did the Company choose an investor from Advance Opportunity Fund and whether the Company considered other investors or not?
- ❖ **Mr. Suradech Taweesaengkulthai - President and Chief Executive Officer answered** that The Company has considered two investors, one from the United States of America. When considering the criteria of having a representative in Thailand, Experience in the implementation of Convertible Debenture (CD) in Thailand successfully, and compliance with the criteria set by the Securities and Exchange Commission (SEC), the Company then considered selecting Advance Opportunity Fund, which is the best choice.
- ❖ **Mr. Suvit - Proxies Shareholder Rights Volunteer of The Investors Association asked**
  1. In what ways will the money received from the issuance of convertible bonds be used? How much is the portion used for debt repayment and how much will the Company be able to save on interest expenses per year?
  2. After the conversion rights are exercised how will the management structure change?
- ❖ **Mr. Suradech - President and Chief Executive Officer answered**
  1. Planned to repay debt of approximately 100 million baht, the rest will be carried out in various projects of the Company, including additional investment of approximately 100 million baht will save 5% on interest expenses per year for 100 million baht.
  2. There is no change in the management structure after the exercise of the conversion rights.

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. (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) as follows:

**Resolution:** Prior to the voting, no additional shareholders attending the meeting, resulting in the total 37 shareholders attending the meeting, equal to the total shares of 638,560,866 shares.

The meeting has considered and approved for the issuance and offering of Convertible Debentures with a value not exceeding 400 million Baht. According to the details proposed in all respects by the majority vote of not less than 3/4 (three-fourth) of the total vote of shareholders attending the meeting and have the right to votes.

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

<u>Approved</u>	638,560,866 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>	638,560,866 votes	equivalent to	100.0000 percent
<u>Voided ballots</u>	0 vote		

**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.**

The moderator was clarified to the meeting that 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 allotment of dividend share, from CHO-W2 exercising reserved and from reserve of General Mandate. 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.

The moderator proposed the Meeting 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

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

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. (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.) as follows:

**Resolution:** Prior to the voting, no additional shareholders attending the meeting, resulting in the total 37 shareholders attending the meeting, equal to the total shares of 638,560,866 shares.

The meeting has considered and approved the decrease in registered capital of the Company and amendment of Clause 4 of the Company's Memorandum of Association pertaining the registered capital in the amount 258,522,628.25 baht by canceling 1,034,090,513 ordinary shares with a par value of 0.25 baht, which is the remainder 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 but the Company has not extended any additional time. And approved 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. According to the proposed details in all respects by the majority vote of not less than 3/4 (three-fourth) of the total vote of shareholders attending the meeting and have the right to votes.

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

<u>Approved</u>	638,560,866 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>	638,560,866 votes	equivalent to	100.0000 percent
<u>Voided ballots</u>	0 vote		

**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.**

The moderator was clarified to the meeting that 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.

The moderator proposed the Meeting 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.

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

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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. (Agenda 4 is a continuation of Agenda 2 to Agenda 3 and Agenda 5, therefore, in order for this agenda to have legal effect, all mentioned agendas are subject to approval as well.) as follows:

**Resolution:** Prior to the voting, no additional shareholders attending the meeting, resulting in the total 37 shareholders attending the meeting, equal to the total shares of 638,560,866 shares.

The meeting has considered and approved the increase in registered capital of the Company 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 amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital. According to the proposed details in all respects by the majority vote of not less than 3/4 (three-fourth) of the total vote of shareholders attending the meeting and have the right to votes.

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

<u>Approved</u>	638,560,866 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>	638,560,866 votes	equivalent to	100.0000 percent
<u>Voided ballots</u>	0 vote		

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

The moderator informed the shareholders that The Board of directors' 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 are as follows:

Allocation to	Number of Shares	Ratio (Old : New)	Offering Price (Baht per share)	Subscription and payment period	Remark
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 principal 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	Reserved for the exercise of the Convertible Debentures to be issued by way of private placement (Please consider Remark No.1 and the Summary of Key Terms and Conditions of the Convertible Debentures pursuant to Attachment 1.)

**Remarks:**

1. 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

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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. TorChor.17/2561 Re: Application for and Approval of the Offer for Sale of Newly Issued Debt Instruments (the "Notification No. TorChor. 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. TorChor. 21/2551 Re: Rules on Connected Transactions. The conversion price of the Convertible Debentures shall not be lower than 90% 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 7-15 consecutive business day (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.

2. AO Fund and AO Fund 1 are the 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 AO Fund 1 which is located in Singapore and register as Asset Management Company registered with Monetary Authority of Singapore Therefore, AO Fund and AO Fund 1 are considered as an institutional investor pursuant to Clause 4(10) of the Notification of the Securities and Exchange Commission No. KorChor. 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. TorChor. 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 following 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.
    - a. 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 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.

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

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

- a. 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;
- b. 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;
- c. 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).

**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 and AO Fund 1 will be utilized as follows:

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

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

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

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

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.
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.

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 by the majority vote the total vote of shareholders attending the meeting and has the right to votes which excluding the abstaining vote (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) as follows:

**Resolution:** Prior to the voting, no additional shareholders attending the meeting, resulting in the total 37 shareholders attending the meeting, equal to the total shares of 638,560,866 shares.

The meeting has considered and approved the allocation of newly issued ordinary shares in the number not exceeding 432,675,407 shares with a par value of 0.25 Baht per share to reserve for the exercising of the conversion right of the Convertible Debentures by AO Fund and AO Fund 1 as proposed by the majority vote of shareholders attending the Meeting and casting vote, excluding abstain vote calculation.

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

<u>Approved</u>	638,560,866 votes	equivalent to	100.0000 percent
<u>Disapproved</u>	0 vote	equivalent to	0.0000 percent
<u>Total Votes</u>	638,560,866 votes	equivalent to	100.0000 percent
<u>Abstain</u>	0 vote	(no counting vote)	
<u>Voided ballots</u>	0 vote		

**Agenda item 6 Any other matters (if any)**

The moderator was clarified to the meeting that other matters to consider for shareholders to inquire, discuss and/or provide suggestions to the Board of Directors and/or the Company's management.

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

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 requested** the management to reassure the shareholders that the proceeds from the issuance of convertible debentures will be allocated for maximum benefit and the decision to use the said money through a committee with an audit committee who participates.
- ❖ **Mr. Suradech - President and Chief Executive Officer** gave confidence to the shareholders that we would like the shareholders to relieve their concerns. Since the company plan to implement the first step, CHO Transformation of the Company in the next 3 months. Then, in the second step, the shareholders' cooperation must be requested to attend the meeting and jointly consider the Company's work plans in the event that the company consider to hold the next Extraordinary General Meeting of Shareholders of the Company every baht has been spent and every penny worthwhile. At the same time, the Board of Directors have considered the use of money and borrow the money of the convertible debentures carefully Issuance of convertible debentures. This is an important second step in the implementation of the Company's plan. During the COVID-19 outbreak situation from now on, about 3 months from now, when the company has taken action on

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Upskill-Reskill Company personnel and CHO Transformation have been completed for further dissemination through the SET Link system of the Stock Exchange of Thailand.

- ❖ **Ms. Satri Wisitsurawong – Shareholder asked** about financial statements for Q1/2021 the Company's revenue has decreased by half. I do not know the company has a guideline or action plan to make it profitable and able to pay dividends. I would like to know both the short-term, medium, and long-term plans for the future and direction of business.
- ❖ **Mr. Suradech - President and Chief Executive Officer answered that** Due to the Company's action plan presented in detail with complete information through listed company activities, meeting the advertisers or "Opportunity Day" Quarter 1, 2021 on May 24, 2021, the shareholders are kindly requested the information can be detailed via <https://www.set.or.th/streaming/vdos-oppday> Or via the YouTube <https://www.youtube.com/watch?v=cGbArG2rJ6c>

Since there were no shareholder inquiries or any additional suggestions. The moderator informed the meeting that the company has improved the number of shareholders' votes and the proxies attending the meeting in each agenda and electronic traffic information of all attendees is collected by arrange to record audio and text of the meeting participants. And other relevant information in accordance with the Emergency Decree on Electronic Media Conference 2020 and including compliance with relevant criteria in the meeting. According to the company regulations and regulators of Thai listed companies such as the SEC, Ministry of Commerce and the Stock Exchange of Thailand including preparing the E-EGM meeting system according to the announcement of the Ministry of Information Technology and communication on the security standards of the Electronic Conference 2014 to be consistent with the reality and it is in accordance with the principles of good corporate governance of the company.

**The meeting adjourned**

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 3.19 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 Important Terms and Conditions of the Convertible Debentures of  
Cho Thavee Public Company Limited

Heading	Details
Convertible Debentures Issuer	Cho Thavee Public Company Limited (“Company”)
Type of Convertible Debentures	Convertible Debentures with the conversion right to convert into the Company’s ordinary shares, senior and unsecured (Senior Unsecured Convertible Debentures) (“Convertible Debentures”).
Currency	Thai Baht (THB)
Total amount of principal of the Convertible Debentures	<p>Not exceeding THB 350,000,000 divided into 3 tranches, as follows:</p> <p>(1) Convertible Debentures Tranche 1 has the value of not more than THB 100 million divided into 20 sets, THB 5 million per set.</p> <p>(2) Convertible Debentures Tranche 2 has the value of not more than THB 100 million divided into 20 sets, THB 5 million per set.</p> <p>(3) Convertible Debentures Tranche 3 has the value of not more than THB 150 million divided into 15 sets, THB 10 million per set.</p>
Conditions of the Issuance of Convertible Debentures	<p>The Company will gradually issue the Convertible Debentures by tranche, each tranche, respectively. In each issuance of the tranche of Convertible Debentures, the Company will gradually issue each set in each tranche according to the Company’s financial needs. The issuance of convertible debentures is subject to the completion of the conditions precedent which are: Permission from the Securities and Exchange Commission and other relevant agencies, including the terms and conditions of the Convertible Debentures.</p> <p>However, the timeframe of the conversion is within 1 year after shareholder’s meeting approved the issuance. If the Company did not issue all the Convertible Debentures within 1 year, the Company may request a resolution of the shareholders’ meeting to issue the unissued convertible debentures according to the Company’s financial needs.</p>
Interest Rate	2.00 percent per annum, provided that the interest will be paid on a quarterly basis from the date the Convertible Debentures was issued.
Maturity Period	3 years after the issuance of each tranche

Payback Condition	Repay in lump sum after each due date of the specific tranche according to the terms and conditions of the Convertible Debenture. In such, for each tranche the maturity period is 3 years after the issuance.
Redeem Rights before Due Date	The Convertible Debentures holders may or may not have rights to redeem the Convertible Debentures before due date and/or the Convertible Debentures issuer 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 certain convertible debentures 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 (origin and appropriateness of pricing or conversion rates)	<p>Not lower than 90% of the market price, therefore it is not considered an offer for sale of newly issued shares at a price lower than the market price as prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Approval of newly issued shares to private placement.</p> <p>The market price is calculated based on the weighted average price of the Company's shares trading on the Market for Alternative Investment for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume of each consecutive business days ("Floating Conversion Price"). However, if the conversion price calculated above is lower than the par value of the Company's in case of the Company has retained losses as shown in latest the Statement of Financial Position and Income Statement, the Company may set the conversion price of the convertible debentures below the Company's par value, but must not be less than THB 0.01 per share. The Company must comply with Section 52 of the Public Limited Company Act B.E. 2535 (as amended) ("Public Limited Company Act") (Section 52 of the Public Limited Company Act stipulates that a company which has been in operation for not less than one year, if it appears that there is a loss, shares may be offered for sale lower than the registered share value, but such discount must be approved by the shareholders' meeting and the discount rate must be clearly determined)</p> <p>Remarks:</p>

	<ul style="list-style-type: none"> <li>○ If the ordinary shares resulted from the exercise of conversion rights of the Convertible Debentures has a conversion price of less than 90% of the market price at the date of conversion (the market price is calculated based on the weighted average price of the Company’s shares traded on the Market for Alternative Investment for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the date that the convertible bond holders exercise their conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume of each consecutive business days). The Company has the duty to prohibit AO Fund and AO Fund 1 (“Investors”) from exercising such conversion rights within 1 year from the date the investors receive such convertible securities (Silent Period). After the date the investor receives the convertible securities for a period of 6 months, the investors will be able to gradually sell the prohibited shares in the amount of 25% of the total number of shares prohibited in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of the Request for Ordinary Shares or Preferred Shares as for the capital increase as listed securities B.E. 2558 dated May 11, 2015 (as amended).</li> <li>○ In the case that the accommodating shares are insufficient, the Company will follow the guideline in the topic “The event that the Company has to issue new shares to accommodate the change in the exercise of conversion rights***”.</li> </ul>
Conversion Period	The Convertible Debentures holders may exercise their conversion rights of the Convertible Debentures every day until the close of business hours 1 week prior to the Convertible Debenture maturity date.
Number of ordinary shares accommodated for conversion	Allocation of the newly issued ordinary shares, whether once or several times, not exceeding 392,817,059 shares with the par value of THB 0.25 per share (27.48% of the Company’s paid-up shares during the Board of Directors’ Meeting on November 5, 2021 and when combined with ordinary shares additionally issued to accommodate the exercise of convertible debentures in accordance to the Extraordinary General Meeting of Shareholders No. 1/2021 on November 25, 2021, 84,175,085 shares, and remaining ordinary shares to accommodate the exercise of convertible debentures in accordance to the Extraordinary General Meeting of Shareholders No. 1/2021, 18,859,008 shares, or 28.56%, which is not more than 50%

	of the Company's paid-up shares during the Board of Directors' Meeting on November 5, 2021).
Secondary market for ordinary shares as a result of the conversion	The Company shall arrange to list the ordinary shares issued as a result of the conversion on the Stock Exchange of Thailand or any exchange that the Company's securities are listed on.
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 4-month period as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 17/2561 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments (" <b>Notification No. TorJor. 17/2561</b> "). 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 4 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.
Allocation Method	Allocated by private placement, once or several times, to Advance Opportunities Fund (AO Fund) and Advance Opportunities Fund 1 (AO Fund 1), which is an institutional investor pursuant to Clause 4 (10) of the Notification of the Securities and Exchange Commission KorJor. 4 / 2 5 6 0 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 4 3 and 5 6 of the Notification No. TorJor. 17/2561.
The event that the Company has to issue new shares to accommodate the change in the exercise of conversion rights	The Company may register the increase in capital to accommodate the conversion by the resolution of shareholders' meeting or compensate in cash to the Convertible Debentures holder in regards with the terms and conditions of the Convertible Debentures.
Impact on Shareholders	In consideration of the impacts on the Company's shareholders, it will be taken into consideration the impact of the Convertible Debentures in case the Company issued

and offered Convertible Debentures to investors. In this regard, two aspects of the impacts on the shareholders of the Company will be taken into consideration, which are, impact to the market price of shares (Price Dilution) and impact to the voting rights of existing shareholders (Control Dilution), with details as follows:

1.1) In case that the Company increases capital to accommodate for the first exercise of the Convertible Debentures' conversion rights for unutilized Convertible Debentures amounting to THB 60 million from the total of THB 400 million

(1) Price Dilution can be calculated from the following formula:

$$\text{Price Dilution} = (\text{Po} - \text{PE}) / \text{Po}$$

Whereas,

Po = Existing share price which is equivalent to Baht 0.9898 per share, calculated based on the weighted average price of the Company's shares trading on Market for Alternative Investment for 15 consecutive business days prior to the date the Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the issuance of the newly issued ordinary shares to accommodate for the exercise of the Convertible Debentures' conversion rights by private placement during the period from October 14, 2021 to November 4, 2021.

Pe = Conversion Price of Convertible Debentures, 90% of the market price assumed to be equal to Po which is equivalent to THB 0.8908 per share

PE = Share price after the issuance of Convertible Debentures,

Whereas,

$$\text{PE} = ((\text{Po} * \text{Qo}) + (\text{Pe} * \text{Qe})) / (\text{Qo} + \text{Qe})$$

Qo = Number of existing shares which is equivalent to 1,735,721,616 shares

Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 84,175,085 shares

Therefore,

$$\text{PE} = (0.9898 \times 1,735,721,616) + (0.8908 \times 84,175,085) / (1,735,721,616 + 84,175,085)$$

PE = Baht 0.9852 per share

$$\text{Price Dilution} = (P_o - P_E) / P_o = (0.9898 - 0.9852) / 0.9898 = 0.46\%$$

In case that all convertible debentures are fully exercised, the impact to the market price of the shares will be 0.46% which incurred from issuing convertible debentures at 90% of  $P_o$ .

1.2) In case that the Company increases capital to accommodate for the second exercise of the Convertible Debentures' conversion rights for the newly issued and offered Convertible Debentures of the value THB 350 million

(1) Price Dilution can be calculated from the following formula:

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

Whereas,

$P_o$  = Existing share price which is equivalent to Baht 0.9898 per share, calculated based on the weighted average price of the Company's shares trading on the Market for Alternative Investment for 15 consecutive business days prior to the date the Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the issuance of the newly issued ordinary shares to accommodate for the exercise of the Convertible Debentures' conversion rights by private placement during the period from October 14, 2021 to November 4, 2021.

$P_e$  = Conversion Price of Convertible Debentures, 90% of the market price assumed to be equal to  $P_o$  which is equivalent to THB 0.8908 per share

$P_E$  = Share price after the issuance of Convertible Debentures,

Whereas,

$$P_E = ((P_o * Q_o) + (P_e * Q_e)) / (Q_o + Q_e)$$

$Q_o$  = Number of existing shares which is equivalent to 1,8735,721,616 shares

$Q_e$  = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 392,817,059 shares

Therefore,

$$P_E = (0.9898 \times 1,735,721,616) + (0.8908 \times 392,817,059) / (1,735,721,616 + 392,817,059)$$

$P_E$  = Baht 0.9715 per share

$$\text{Price Dilution} = (P_o - P_E) / P_o = (0.9898 - 0.9715) / 0.9898 = 1.85\%$$

In case that all convertible debentures are fully exercised, the impact to the market price of the shares will be 1.85% which incurred from issuing convertible debentures at 90% of  $P_o$ .

1.3) In case that the Company increases capital to accommodate for the first exercise of the Convertible Debentures' conversion rights for unutilized Convertible Debentures amounting to THB 60 million from the total of THB 400 million + increases capital to accommodate for the second exercise of the Convertible Debentures' conversion rights for the newly issued and offered Convertible Debentures of the value THB 350 million

(1) Price Dilution can be calculated from the following formula:

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

Whereas,

$P_o$  = Existing share price which is equivalent to Baht 0.9898 per share, calculated based on the weighted average price of the Company's shares trading on the Market for Alternative Investment for 15 consecutive business days prior to the date the Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the issuance of the newly issued ordinary shares to accommodate for the exercise of the Convertible Debentures' conversion rights by private placement during the period from October 14, 2021 to November 4, 2021.

$P_e$  = Conversion Price of Convertible Debentures, 90% of the market price assumed to be equal to  $P_o$  which is equivalent to THB 0.8908 per share

$P_E$  = Share price after the issuance of Convertible Debentures,

Whereas,

$$P_E = ((P_o * Q_o) + (P_e * Q_e)) / (Q_o + Q_e)$$

$Q_o$  = Number of existing shares which is equivalent to 1,735,721,616 shares

$Q_e$  = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 495,851,152 shares

Therefore,

$$PE = (0.9898 \times 1,735,721,616) + (0.8908 \times 495,851,152) / (1,735,721,616 + 495,851,152)$$

PE = Baht 0.9678 per share

$$\text{Price Dilution} = (Po - PE) / Po = (0.9898 - 0.9678) / 0.9678 = 2.22\%$$

In case that all convertible debentures are fully exercised, the impact to the market price of the shares will be 2.22% which incurred from issuing convertible debentures at 90% of Po.

2.1) In case that the Company increases capital to accommodate for the first exercise of the Convertible Debentures' conversion rights for unutilized Convertible Debentures amounting to THB 60 million from the total of THB 400 million

(2) Control Dilution can be calculated from the following formula:

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

Whereas,

Qo = Number of existing shares which is equivalent to 1,735,721,616 shares

Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 84,175,085 shares

$$\text{Control Dilution} = 84,175,085 / (1,735,721,616 + 84,175,085)$$

4.63%

In case that all convertible debentures are fully exercised, the shareholders of the Company will be diluted of its shareholding (Control Dilution) at the rate of 4.63%.

2.2) In case that the Company increases capital to accommodate for the second exercise of the Convertible Debentures' conversion rights for the newly issued and offered Convertible Debentures of the value THB 350 million

(2) Control Dilution can be calculated from the following formula:

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

Whereas,



Qo = Number of existing shares which is equivalent to 1,735,721,616 shares  
Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 392,817,059 shares

$$\text{Control Dilution} = 392,817,059 / (1,735,721,616 + 392,817,059) = 18.45\%$$

In case that all convertible debentures are fully exercised, the shareholders of the Company will be diluted of its shareholding (Control Dilution) at the rate of 18.45%.

2.3) In case that the Company increases capital to accommodate for the first exercise of the Convertible Debentures' conversion rights for unutilized Convertible Debentures amounting to THB 60 million from the total of THB 400 million + increases capital to accommodate for the second exercise of the Convertible Debentures' conversion rights for the newly issued and offered Convertible Debentures of the value THB 350 million

(3) Control Dilution can be calculated from the following formula:

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

Whereas,

Qo = Number of existing shares which is equivalent to 1,735,721,616 shares  
Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 495,851,152 shares

$$\begin{aligned} \text{Control Dilution} &= 495,851,152 / 1,735,721,616 + 495,851,152 \\ &= 22.22\% \end{aligned}$$

In case that all convertible debentures are fully exercised, the shareholders of the Company will be diluted of its shareholding (Control Dilution) at the rate of 22.22%.

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.
Objectives of issuing convertible debentures and plans for utilizing proceeds	Please consider the objectives of issuing convertible debentures and plans for utilizing proceeds as detailed in the Capital Increase Report Form (F53-4) (Attachment 3)
<b>Board of Directors' Opinions</b>	
Reason, necessity, and suitability for the issuance of convertible debentures, including analyzing the Company's ability to repay shareholders who do not exercise their conversion rights at maturity date.	The Board of Directors is of the opinion that fundraising by issuing and offering convertible debentures is a good choice to increase the Company's capital, to increase liquidity, and for fast fundraising to adapt to the rapidly changing stock market and environment conditions. This will benefit the Company's business operations in order to increase its financial liquidity and to expand investments when the Company has a need in a timely manner. It also helps to reduce the financial cost of the Company in the event that the capital increase is used to pay off debts, including increasing the stability and sustainability of the financial position of the Company, which will undoubtedly strengthen and stabilize the Company's financial position. It also restructures the appropriateness of the Company's capital structure and to increase financial liquidity, which results in a lower financial cost for the Company. The Company can use the money to generate income from investments and business development of the Company and/or invest in new businesses that are related to or supports the business that is currently operating. This will generate returns for the company and shareholders in the future. In addition, this fundraising will also benefit the company and shareholders. However, in the event that the Company has issued convertible debentures and the convertible debenture holders do not exercise their convertible rights at maturity date, the Company expects that its future cash flow should be sufficient for business operations, stability in the Company's financial position, and financial institutions should provide credit facilities to the Company again if business conditions return to normal. In addition, if necessary, the Company may issue and offer newly issued ordinary shares to shareholders or private placement, which is another solution. However, the Company will consider the appropriateness during that particular time to decide again by taking into account, to the utmost, the benefits the Company and shareholders will receive as detailed in the capital increase report form (Attachment 2).

Possibility of the plan for utilizing funds	The Company expects to proceed with the issuance and offering of newly issued shares to investors as well as to receive money from the sale of such newly issued shares within 1 year from the date that the shareholders' meeting approved to offer for sale the newly issued shares. However, if the Company does not receive money from this capital increase, the Company may lose the opportunity to expand its business according to the Company's business plan.
Directors' Testimonials	In the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act and if the performance of such duties causes the Board of Directors or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

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

**Cho Thavee Public Company Limited**

(Mr.Suradech Taweesaengsakulthai)

Chairman of the Executive Committee and Chief Executive Officer

(F53-4)

**Capital Increase Report Form**  
**Cho Thavee Public Company Limited**  
 5 November 2021

Cho Thavee Public Company Limited (“Company”) hereby report the resolution of the Board of Directors’ Meeting No. 12/2021 held on November 5, 2021 in regards to the capital increase and allocation of such shares as follows:

**1. Capital Increase**

The Board of Directors’ Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 12/2021 to consider and approve the Company’s registered capital increase of THB 249,427,157 from the existing registered capital of THB 438,645,156 to the new registered capital of THB 688,072,313 by issuing not more than 997,708,628 newly issued ordinary shares with the par value of THB 0.25 per share to accommodate the exercise of the Convertible Debentures’ conversion rights (both issued and offered in accordance to the Extraordinary General Meeting of Shareholders No. 1/2021 and 2/2021) and the issuance and offering of newly issued ordinary shares by General Mandate to existing shareholders based on their shareholdings (Right Offering : RO ), the details are as follows:

Type of Capital Increase	Type of Securities	Number of shares	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary	476,992,144	0.25	119,248,036
	Preferred	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary	520,716,484	0.25	130,179,121
	Preferred	-	-	-

As of now, the Company has a registered capital of THB 438,645,156 with the paid-up capital of THB 433,930,404

- Specifying the purpose of utilizing the capital: Please consider the details following items except item No. 2.2
- General Mandate: Please consider the details. No.2.2, No.3, and No.4

**2. Allocation of capital increase shares**

**2.1 Specifying the purpose of utilizing the capital**

Allocated to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
Advance Opportunities Fund (“AO Fund”) and Advance Opportunities	Not exceeding 476,992,144 shares	Conversion ratio is equal to the	Not less than 90% of the market price	The Company will specify later, please consider	Please consider the remarks below, no. 2 – 4,

Allocated to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
Fund 1 (“AO Fund 1”) (Please consider remarks no. 1)		principal amount of the convertible debenture to be converted divided by the conversion price	(conversion price)	the remarks below	and the Summary of Important Terms and Conditions of the Convertible Debentures of Cho Thavee Public Company Limited, Attachment 1.

**หมายเหตุ:**

1. AO Fund and AO Fund 1 are both Open-ended Funds, which limits its exemption of liability in the Cayman Islands. AO Fund and AO Fund 1 are both structured as mutual funds regulated by the Monetary Authority of the Cayman Islands. AO Fund and AO Fund 1 have a medium to long term investment objective by using financial instruments to financially support small and medium-sized companies listed on the Stock Exchange of Thailand. AO Fund and AO Fund 1’s investment strategy is to provide funding to different companies to be used as working capital, for expansion, for merger, as stipulated in debt restructuring. In addition, AO Fund and AO Fund 1 are both funds that have invested in convertible bonds issued and sold by more than 13 companies listed on the Stock Exchange in Thailand since 2011.

Zico Asset Management Private Limited (“ZICOAM”) is a fund manager of AO Fund and AO Fund 1 which is registered in Singapore and is an Asset Management Company registered with the Monetary Authority of Singapore. ZICOAM has been appointed by AO Fund and AO Fund 1 to be the fund manager and appraiser of all types of investments of AO Fund and AO Fund 1. Therefore, AO Fund and AO Fund 1 is 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 private placement is in accordance with Clauses 43 and 56 of the Notification No. TorJor. 17/2561.

2. The Board of Directors’ Meeting No. 12/2021 approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 (“EGM”) to consider and approve the issuance and offering of additional newly issued convertible debenture of the Company (“Convertible Debentures”) by determining the total additional offered value of, not exceeding, THB 350,000,000 (when combined with the existing amount in accordance to Extraordinary General Meeting of Shareholders No. 1/2021 of THB 400,000,000, the total offered value will be THB 750,000,000) by private placement to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”), which are not connected persons to the Company in accordance to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions

B.E. 2546 (referred collectively as “**Connected Transaction Notifications**”). However, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company’s shares trading on the Market for Alternative Investments for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume of each 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 shall issue additional compensation shares in such a way that the calculation of all shares to be issued at par value is in accordance with the conversion price, as detailed in the Summary of Important Terms and Conditions of the Convertible Debentures of Cho Thavee Public Company Limited ([Attachment 2](#)).

In this regard, the Board of Directors’ Meeting is of the opinion to propose to the shareholders’ meeting to consider and approve the power of attorney to the Chief Executive Officer and/or persons appointed by the Chief Executive Officer to determine the details, amend, or take any actions as necessary for and in relation to 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 following actions:

- (1) To determine or amend the details, methods and other conditions in relation to 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 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 of conversion rights. However, the Chief Executive Officer and/or persons appointed by the Chief Executive Officer, as a power of attorney will determine the best convertible price according to the market conditions during the period when the debenture holders will exercise their conversion rights, to maintain the best interest of the Company and shareholders as a whole.
- (2) To appoint advisors and other persons (e.g. financial advisor and legal advisor) related to contacting and providing information as well as filing documents, registration documents, waiver documents, and evidence with the relevant authorities or any other events in relation to 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 relation to the issuance, offering, and allocation of the Convertible Debentures, the allocation of newly issued shares in order to accommodate 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, government 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 Market for Alternative Investment;  
and

- (4) To perform any actions as necessary and appropriate for and in relation to the issuance, the offering, and the allocation of the Convertible Debentures in order to ensure the successful completion of the actions specified above.
3. The Board of Directors' Meeting No. 12/2021 approved to propose to the EGM to consider and approve the Company's registered capital increase of THB 249,427,157 from the existing registered capital of THB 438,645,156 to the new registered capital of THB 688,072,313 by issuing not more than 997,708,628 newly issued ordinary shares with the par value of THB 0.25 per share to accommodate the exercise of the Convertible Debentures' conversion rights (both issued and offered in accordance to the Extraordinary General Meeting of Shareholders No. 1/2021 and 2/2021) and the issuance and offering of newly issued ordinary shares by General Mandate to existing shareholders based on their shareholdings (Right Offering : RO )
4. The Board of Directors' Meeting No. 12/2021 approved to propose to the EGM to consider and approve the allocation of the newly issued ordinary shares, whether once or several times, not exceeding 997,708,628 shares with the par value of THB 0.25 per share, with details as follows:
  - (1) Allocate not exceeding 476,992,144 newly issued ordinary shares to accommodate to the exercise of the Convertible Debentures' conversion rights that is issued and offered to private placement, namely, AO Fund and AO Fund 1, which are not connected persons to the Company in accordance to the Connected Transaction Notifications. Whereby, (a) 84,175,085 shares are allocated in addition to the previous allocation to accommodate the exercise of Convertible Debentures' conversion rights in accordance to the Extraordinary General Meeting of Shareholders No. 1/2021 on May 25, 2021 and (b) 392,817,057 shares are allocated to accommodate the exercise of Convertible Debentures' conversion rights in accordance this Extraordinary General Meeting of Shareholders No. 2/2021.

In addition, the allocation in (a) is equivalent to 27.48% of the Company's paid-up shares during the Board of Directors' Meeting No. 12/2021 on November 5, 2021 and when combined with remaining shares to accommodate the exercise of convertible debentures in accordance to the Extraordinary General Meeting of Shareholders No. 1/2021, 18,859,008 shares, or 28.56%, which is not more than 50% of the Company's paid-up shares during the Board of Directors' Meeting No. 12/2021 on November 5, 2021.

Moreover, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Market for Alternative Investment for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume of each 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 shall issue additional compensation shares in such a way that the calculation of all shares to be issued at par value is in accordance with the

conversion price, as detailed in the Summary of Important Terms and Conditions of the Convertible Debentures of Cho Thavee Public Company Limited (**Attachment 2**)

- (2) Allocate not exceeding 520,716,484 newly issued ordinary shares at the par value of THB 0.25, which is proportionally equivalent to 30% of the Company's paid-up capital during the Board of Directors' Meeting No. 12/2021 on November 5, 2021 to accommodate the issuance and offering of newly issued ordinary shares by General Mandate to existing shareholders based on their shareholdings (Right Offering: RO).

In this regard, the Board of Directors' Meeting is of the opinion to propose to the shareholders' meeting to consider and approve the power of attorney to the Company's Board of Directors and/or Chief Executive Officer and/or persons appointed by the Company's Board of Directors or Chief Executive Officer to allocate the newly issued ordinary shares by General Mandate, including consider and determine and/or amend and/or change conditions and various details in relation to the issuance and offering of such newly issued ordinary shares by General Mandate within the constraints of related laws and has to power of attorney to proceed with various actions necessary and reasonable in connection to the issuance and offering of such newly issued ordinary shares, in which such power of attorney, includes, but is not limited to :

- (1) Consider to allocate and offering newly issued ordinary shares, whether once in full or several times, including, but not limited to consider to determine the subscription rate for offering newly issued ordinary shares to existing shareholders, determine the offer price, period of offering, method of allocation, payment of shares, other details and conditions in regards to the allocation of newly issued ordinary shares.
- (2) To negotiate, agree, and sign any related documents and to have the power of attorney to proceed with various actions necessary and reasonable in connection to the issuance and offering, including the allocation of newly issued ordinary shares, and is not limited to the contacting, giving of information, signing, applications for approval for the offering of newly issued ordinary shares to private placement, including any evidence with the Securities and Exchange Commission of Thailand, the Stock Exchange, Market for Alternative Investment, Thailand Securities Depository, Ministry of Commerce, and other relevant authorities in relation to, until, the listing of newly issued ordinary shares into the Stock Exchange.

However, the allocation of newly issued ordinary shares by General Mandate above must be completed within the date that the Company will hold the Annual General Meeting of Shareholders 2022.

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

In the case of fractional shares as a result of converting the Convertible Debentures into ordinary shares, disregard such fractions.

#### **2.1.2 Conditions**



The success of the issuance, offering, and allocation of convertible debentures is subject to a range of conditions, including the completion of due diligence of AO Fund in its business and operations, including, but is not limited to, due diligence on the Anti-Money Laundering Policy, Anti-Corruption Policy and Sanctions.

**2.2 General Mandate**

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital <sup>1/</sup>	Remarks
Existing Shareholders	Ordinary	520,716,484	30	Please consider the remarks below
	Preferred	-	-	-
To accommodate the conversion/the exercise of the Warrants	Ordinary	-	-	-
	Preferred	-	-	-
Public Offering	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	-	-	-
	Preferred	-	-	-

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

**Remarks**

The Board of Directors Meeting No. 12/2021 resolved to propose to the Extraordinary General Meeting of Shareholders. to consider and approve for allocate not exceeding 520,716,484 newly issued ordinary shares at the par value of THB 0.25, which is proportionally equivalent to 30% of the Company's paid-up capital during the Board of Directors' Meeting No. 12/2021 on November 5, 2021 to accommodate the issuance and offering of newly issued ordinary shares by General Mandate to existing shareholders based on their shareholdings (Right Offering: RO).

In this regard, the Board of Directors' Meeting is of the opinion to propose to the shareholders' meeting to consider and approve the power of attorney to the Company's Board of Directors to allocate the newly issued ordinary shares by General Mandate, including consider and determine and/or amend and/or change conditions and various details in relation to the issuance and offering of such newly issued ordinary shares by General Mandate within the constraints of related laws and has to power of attorney to proceed with various actions necessary and reasonable in connection to the issuance and offering of such newly issued ordinary shares, in which such power of attorney, includes, but is not limited to :

- (1) Consider to allocate and offering newly issued ordinary shares, whether once in full or several times, including, but not limited to consider to determine the subscription rate for offering newly issued ordinary shares to existing shareholders, determine the offer price, period of offering, method of allocation, payment of shares, other details and conditions in regards to the allocation of newly issued ordinary shares.
- (2) To negotiate, agree, and sign any related documents and to have the power of attorney to proceed with various actions necessary and reasonable in connection to the issuance and offering, including the allocation of newly issued ordinary

shares, and is not limited to the contacting, giving of information, signing, applications for approval for the offering of newly issued ordinary shares to private placement, including any evidence with the Securities and Exchange Commission of Thailand, the Stock Exchange, Market for Alternative Investment, Thailand Securities Depository, Ministry of Commerce, and other relevant authorities in relation to, until, the listing of newly issued ordinary shares into the Stock Exchange.

However, the allocation of newly issued ordinary shares by General Mandate above must be completed within the date that the Company will hold the Annual General Meeting of Shareholders 2022.

**3. Schedule for a shareholders' meeting to approve the capital increase/allocation of capital increase shares**

Schedule the Extraordinary General Meeting of Shareholders No. 2/2021 to be held on December 13, 2021, during 14.00 hrs. via electronic meeting. The details and instructions on how to use the electronic meeting system will be notified by the Company through the notice of the shareholders' meeting and the Company's website, whereby:

- The record date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2021 shall be on November 22, 2021.
- The share register shall be closed to suspend any share transfer for the right to attend the Extraordinary Shareholders' Meeting from.....until the Shareholders' Meeting is adjourned.

**4. Approval for capital increase/share allocation from relevant governmental authorities and conditions of such approval**

- 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. 2/2021 resolves to approve the capital increase and the amendment of the Company's Memorandum and of Association;
- 4.2 The Company shall register the transfer restriction of the issued and offered Convertible Debentures, which limits the transfer of the Convertible Debentures to no more than 10 specific investors within a 4-month period with the Securities and Exchange Commission;
- 4.3 The Company shall apply for approval from the Stock Exchange of Thailand for the listing of the newly-issued ordinary shares as listed securities in Market for Alternative Investment in accordance to the rules and regulations related to the Stock Exchange of Thailand after the Convertible Debentures' holder has converted the Convertible Debentures into the Company's ordinary shares (in the case of such exercise).

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

- 5.1 The Company's objective to raise funds by issuing and offering convertible bonds issued to AO Fund and AO Fund 1, are detailed as follows:

Objectives for utilizing funds	Estimated amount of money used (THB Million)	Period of utilization
1. As working capital for the Company and increases liquidity in the Company's business operations, to strengthen and stabilize the Company's financial position, including to pay off the company's debts	100.00	4 <sup>th</sup> quarter 2021 – 3 <sup>rd</sup> quarter 2022
2. To accommodate the main business operations, related businesses, including the expansion of such businesses in the future, to invest in new various projects and/or projects in relation to existing projects and to be a source of income for future investment plans.	250.00	Within 1-3 years
<b>Total</b>	<b>350.00</b>	

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

5.2 The Company aims to fundraising by issuing and offering newly issued ordinary shares through a general mandate to offer to the existing shareholders in proportion to their respective shareholdings (Right Offering: RO), details are as follows:

Objectives for utilizing funds	Estimated amount of money used (THB)	Period of utilization
For working capital in the company and enhancing liquidity in the Company's business operations to enhance the strength and stability of the Company's financial position including to pay off the company's debts	463,000,000	4 <sup>th</sup> quarter 2021 – 4 <sup>th</sup> quarter 2022
Total	463,000,000	

However, the amount that will be assessed in the case of an offer for sale of the newly issued shares in full assuming the selling price is 90 percent of the market price, the Company will consider other sources of funds other than those received from the capital increase through a general mandate for offering to the existing shareholders in proportion to their shareholding ( Right Offering : RO), such as the issuance and offering of convertible debentures The company shall consideration will be given to the suitability of funding sources to meet the total budget required for the implementation of the project, by upholding the benefits of

the company and shareholders are important. However, the allocated amount and allocated period can be adjusted according to the circumstances of the operation and suitability.

**6. Benefits that the Company will receive from the capital increase/share allocation**

- 6.1 The Company will gain more liquidity from the working capital received from this capital increase. This will help strengthen the Company's financial structure for use in business operations, and gain sufficient capital to operate and expand the Company in the future.
- 6.2 The Company will be able to enhance its financial position and stability for normal operations in its core businesses, related business, and the improvement of the Company's business.
- 6.3 To prepare the Company for business operations, to increase the flexibility of the Company's capital structure, and to have sufficient money for business operation in the present and the future, including the expansion of business in the future, which will help the Company build a stable and sustainable income base for both short- and long-term results.

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

- 7.1 Funds from this issuance of convertible debentures will strengthen the Company's financial structure, as well as to invest, which will enhance the Company's income and profits in the future. If the Company's operational results are better, the shareholders will receive benefits through receiving the Company's dividends according to the Company's dividend payment policy.
- 7.2 The convertible debenture holder who exercise his/her right to convert into the Company's ordinary shares will be entitled to receive dividends from their operations, right to attend the shareholders' meeting, or other rights as the shareholders of the Company, starting from when there is an exercise of right to convert the convertible debentures of the Company to the Company's ordinary shares and his/her name is in the Company's shareholders' register that have been registered with the Ministry of Commerce.

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

For other details necessary for the shareholders' decision, please consider the details in the Summary of Important Terms and Conditions of the Convertible Debentures of Cho Thavee Public Company Limited ([Attachment 2](#))

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

No.	Procedures of the Capital Increase	Date/Month/Year
1	Board of Directors' Meeting No. 12/2021	5 November 2021
2	Date to determine the list of shareholders who has the right to attend the Extraordinary General Meeting of Shareholders No. 2/2021 (Record Date)	22 November 2021
3	Extraordinary General Meeting of Shareholders No. 2/2021	13 December 2021

No.	Procedures of the Capital Increase	Date/Month/Year
4	Registration of the increase of registered capital and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 2/2021 approval.
5	Proceed with the offering and allocation of newly issued ordinary convertible debentures to private investors (Private Placement)	Determined after the approval from the Extraordinary General Meeting of Shareholders No. 2/2021
6	Proceed with the allocation of newly issued ordinary shares to existing shareholders by General Mandate	Determined after the approval from the Extraordinary General Meeting of Shareholders No. 2/2021

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

Cho Thavee Public Company Limited

(Suradech Taweesaengsakulthai)

Chairman of the Executive Committee and Chief Executive Officer

**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 shareholder shall have one vote per share;
- (2) Each shareholder 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 General Meeting of Shareholders, 1/3 of the directors shall be retired. If the number is undividable, then the number closest to 1/3 shall be accounted for.

The retired directors can be re-elected.

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

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

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

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

Chapter 6  
Shareholders' Meeting

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

Other Shareholders' Meetings besides the first paragraph shall be called 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 voting requirements:

- (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  
via electronic media (E-EGM)**

Shareholders who would like to attend the meeting via electronic media can proceed as follows:

**Procedure for submitting a request to attend the meeting via electronic media (A request should be submitted by December 9, 2021 at 5:00 p.m. to allow time for receiving a confirmation e-mail and contacting system administrator. for registration troubleshooting)**

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at: <https://app.inventech.co.th/CHO183520R> or scan QR Code



2. The Shareholders must prepare the following information to fill-in through the system:
  - Identification Card Number/Passport Number for foreigner
  - Shareholders Registration Number (Appear on a notification of meeting)
  - Name and Surname
  - Amount of shares
  - E-Mail Address
  - Mobile Number
  - Additional Attachments
    - For Shareholders who wish to attend the meeting by Electronic Means themselves, please attach the copy of Identification Card /Passport for foreigner and certified true copy, and a photo is also applicable to upload into the system.
    - For Shareholders who wish to attend the meeting by Electronic Means with proxies, please also attached the proxy forms with required documents.
3. After completely filled-in all required information and attachment, please select “I have read and agreed to comply with meeting attendance requirements, and meeting attendance requirements through Inventech Connect” then click “accept on the term of service”.
4. Then click to “submit the request”.
5. After completing the fourth step: An assigned administration team will proof the document. Once your request is approved, the Shareholders will receive an email to notify on the followings:
  - (1) Link of meeting
  - (2) Username and Password for e-Voting

- (3) Link for user manual. The Shareholders can access the system to attend the meeting on the date specified in the notice of the shareholders' meeting. In case the request is rejected, shareholders will receive an email to notify them on the details and the reason for rejection, then the shareholders can resubmit through the system.
6. For Shareholders who would like to attend the Meeting through the Electronic Means by proxy, please appoint any person to act as your proxy or authorize one of the Company's Independent Directors to attend and vote on your behalf.
7. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 3 December 2021 at 8:30 a.m. onward until 13 December 2021 until the end of the meeting (Please pre-register before the meeting date).
8. For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company by 10 December 2021 at 5:00 p.m.

**“Company Secretary, Cho Thavee Public Company Limited  
265 Moo 4 Muang Kao Subdistrict Mueang Khon Kaen  
District Khon Kaen Province 40000”**

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

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

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

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

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

Mobile: .....

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

Question

- 1) .....
- 2) .....
- 3) .....

Signature..... shareholder  
(.....)

**Remark:**

Please submit the completed "E-Meeting Advance Questionnaire Submission Form" to the company within December 10, 2021 at 5:00 p.m. via the following channels:


**Email:** [info@cho.co.th](mailto:info@cho.co.th) or

**Postal:** Company Secretary Cho Thavee Public Company Limited 265 Moo 4 Muang Kao  
Subdistrict Mueang Khon Kaen District Khon Kaen 40000



Manual to attend the Meeting by Electronic Means and login  
for Inventech Connect (Live Streaming)

1. Meeting and Inventech Connect (Live Streaming) systems support Web Browser procedure and operation manual as below:

1.1 Using Inventech Connect (Live Streaming)

<p>Manual Inventech Connect (Live Streaming)  <a href="https://qr.go.page.link/obr8g">https://qr.go.page.link/obr8g</a>                      or QR Code</p>	
---	--

**1.1.1 Steps for using Inventech Connect (Live Streaming):**

- 1) Shareholders click the link to enter the Meeting Room in the approval notification Email for Inventech Connect.
- 2) Then the system will display information for e-Register. Fill-in the Username and Password that received by email, then click “sign-in” button.
- 3) The system will display the Shareholders’ registration information. (\*At this procedure, it will be considered that the Shareholders has already registered to attend the meeting and the number of shares of the Shareholder to be counted as a quorum.)
- 4) After step 3, The Shareholders will be able to watch the live broadcast and can vote as follows:
  - 4.1 Press on the menu (Top left corner) or symbol as in the picture 
  - 4.2 Go to the menu “รับชมถ่ายทอดสด / Live”
  - 4.3 The system will display the menu to access all 4 parts. 1.การถ่ายทอดสด / Live 2.การลงคะแนน / Vote 3.การส่งคำถาม / Question 4.เอกสารการประชุม / File
- 5) If shareholders want to watch live streaming (Live Streaming), they can press the button "Broadcasting / Live"
- 6) When Shareholders want to vote, choose the agenda to vote. Then the system will show all 4 voting buttons i.e. 1. Agree (green colour), 2. Disagree (red colour), 3. Abstain (orange colour), and 4. Do not submit vote (blue colour). If selecting “Do not submit vote” or “Abstain”, the Company will put your votes into the scores determined by the meeting, and voting may be changed until the agenda ends voting results submission.
- 7) If shareholders want to send in questions, shareholders can choose between 2 options 1. Message, shareholders can do this by typing the letters and sending.  2. Voice message, shareholders can press “บันทึกเสียง” to start recording and to stop recording, shareholders can press “หยุดบันทึกเสียง” and send it to us.

- 8) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed, select the agenda you want to review, and then the system will display a graph and a table showing voting information of the selected session.
- 9) If shareholders want to download files, shareholders can press the “เอกสารการประชุม / File”
- 10) In the event that a Shareholder has been authorized by multiple accounts, select “User Icon” and click on the “Switch Account” button to access other accounts. Votes and quorum will not be removed from the meeting.
- 11) Shareholders may leave the meeting by selecting the “User Icon” and click “Leave Meeting” button. \*At step 10-11, if the Shareholder leave the meeting during the meeting, the system will remove the right to vote of the Shareholders from the meeting on the agenda that has not yet been processed.
- 12) The electronic conference system will be available on December 13, 2021 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.
- 13) The functionality of the electronic conferencing system Inventech Connect (Live Streaming) is dependent on the internet system supported by shareholders or proxies. Including equipment and/ or program of the device. Please use the device and/or the following programs to operate the system.
  - Recommended internet speed should be at least 4 Mbps
  - Internet Browser: Firefox or Chrome (recommended) or Safari

**Remarks:**

1. The Shareholders must fill-in the Username and Password received via email to register and join the meeting, at this procedure, it will be considered that the Shareholders has already registered to attend the meeting, (if Shareholders do not register to attend the meeting, your shares will not be counted as a quorum, and you cannot vote or watch the live meeting). Also, if the Shareholders leave the meeting during the meeting by pressing the “leave the meeting” button, the system will remove the votes of the Shareholders from the quorum of the meeting.
2. The Shareholders must prepare the Email Address for e-Request to obtain 1 . Link for the meeting, and 2 . Username and Password for attending the meeting.
3. The required information must be aligned with the information as of the record date that provided by Thailand Securities Depository Co., Ltd (TSD).

*For registration troubleshooting, please contact the system administrator at 02-021-9122, available during 3-13 December 2021 from 8.30 a.m. to 5.30 p.m. or until the end of the meeting*

**CV of Independent Director who is the representative proxy**

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, 61 years old   |
| 1.4 Present address     | 314/122 Village 5, Thung Khru Sub-District,<br>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 |
| <u>Other listed Companies</u> |   |
| -None-                        |   |
| <u>Non-listed Companies</u>   |   |
| 1992 – 2021                   | 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,<br>Sam Sen Nok Sub-District,<br>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)  |

<b>CV of Independent Director who is the representative proxy (Continue)</b>
--

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.



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..... 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

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..... หรือ

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2564 ในวันที่ 13 ธันวาคม 2564 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์เท่านั้น 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. 2/2021 on December 13, 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 ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยก  
 การลงคะแนนเสียงได้

**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.

**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

(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 ..... 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  นายอาสา ประทีปเสน กรรมการอิสระและกรรมการตรวจสอบ อายุ 60 ปี อยู่บ้านเลขที่ 314/122 หมู่ที่ 5 แขวงทุ่งครุ เขตทุ่งครุ กรุงเทพมหานคร 10140

Or Mr. Asa Prateepaser, Audit Committee and Independent Director, age 60 years old, resides at 314/122 Moo 5 Thung Khru, Bangkok 10140

หรือ  นายชัชวาล เตรีมวิจิรัตน์กุล กรรมการอิสระและกรรมการตรวจสอบ อายุ 56 ปี อยู่บ้านเลขที่ 32/98 ซอยรุ่งเรือง แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10320

Or Mr. Chatchawan Triamvicharnkul, Audit Committee and Independent Director, age 56 years old, resides at 32/98 Soi Rung-rueng, Samsennok, Huaykwang, Bangkok 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2564 ในวันที่ 13 ธันวาคม 2564 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์เท่านั้น 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. 2/2021 on December 13, 2021 at 2.00 pm will conduct broadcasting live only or such other date, time and place if the meeting is rescheduled.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- วาระที่ 1 **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564**  
**Agenda 1 Consider to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021**
- (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:
- รับรอง                       ไม่รับรอง  
Acknowledge                      Against
- วาระที่ 2 **พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้แปลงสภาพเพิ่มเติมให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง โดยมีมูลค่ารวมไม่เกิน 350 ล้านบาท**  
**Agenda 2 Consider and approve the issuance and offering of the additional Convertible Debentures by private placement with the total value of not exceeding THB 350 million**
- (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                       จดออกเสียง  
Approve                      Disapprove                      Abstain
- วาระที่ 3 **พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทและการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท**  
**Agenda 3 Consider and approve the Company's registered capital increase and the amendment of the Company's Memorandum of Association Article 4 to reflect the Company's registered capital increase**
- (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                       จดออกเสียง  
Approve                      Disapprove                      Abstain
- วาระที่ 4 **พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุน**  
**Agenda 4 Consider and approve the allocation of the Company's newly issued ordinary shares**
- 4.1 **พิจารณาอนุมัติการจัดสรรหุ้นเพิ่มทุนรองรับการออกและเสนอขายหุ้นกู้แปลงสภาพเพิ่มเติมให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง**  
4.1 **Consider and approve to allocate newly issued ordinary shares to accommodate an issuance and offering of the additional Convertible Debentures to private placement**
- (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                       จดออกเสียง  
Approve                      Disapprove                      Abstain
- 4.2 **พิจารณาอนุมัติการจัดสรรหุ้นเพิ่มทุนตามการเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) เพื่อเสนอขายแก่ผู้ถือหุ้นเดิม (Right Offering)**  
4.2 **Consider and approve to allocate newly issued ordinary shares from Capital increase through a general mandate for offering to existing shareholders (Right Offering)**
- (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                       จดออกเสียง  
Approve                      Disapprove                      Abstain

วาระที่ 5 **พิจารณาอนุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท ข้อ 69**  
**Agenda 5 Consider and approve the amendment of the Company's objectives clause 69**

- (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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใด นอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุก ประการตามที่เห็นสมควร

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 ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

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

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

2. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้  
 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 2/2564 ในวันที่ 13 ธันวาคม 2564 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่  
อื่นด้วย

In the Extraordinary General Meeting of the Shareholders No. 2/2021 on December 13, 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:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  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:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  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:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  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:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

(เปิดอากรแสตมป์ 20 บาท)  
(Duty Stamp Baht 20)

แบบหนังสือมอบฉันทะ แบบ ค.

**Proxy Form C.**

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้กิสโตเดียน (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

ในฐานะผู้ประกอบการจึงเป็นผู้รับฝากและดูแลหุ้น (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

หรือ  นายอาสา ประทีปเสน กรรมการอิสระและกรรมการตรวจสอบ อายุ 60 ปี อยู่บ้านเลขที่ 314/122 หมู่ที่ 5 แขวงทุ่งครุ เขตทุ่งครุ กรุงเทพมหานคร 10140  
Or Mr. Asa Prateepaser, Audit Committee and Independent Director, age 60 years old, resides at 314/122 Moo 5 Thung Khru, Bangkok 10140

หรือ  นายชัชวาล เตรียมวิจารณ์กุล กรรมการอิสระและกรรมการตรวจสอบ อายุ 56 ปี อยู่บ้านเลขที่ 32/98 ซอยรุ่งเรือง แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10320  
Or Mr. Chatchawan Triamvicharnkul, Audit Committee and Independent Director, age 56 years old, resides at 32/98 Soi Rung-rueang, Samsennok, Huaykwang, Bangkok 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม วิสามัญผู้ถือหุ้น ครั้งที่ 2/2564 ในวันที่ 13 ธันวาคม 2564 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์เท่านั้น 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. 2/2021 on December 13, 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:
    - หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
ordinary share shares, and having the right to vote equal to votes,
    - หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
preference share shares, and having the right to vote equal to votes.
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง  
Total amount of voting rights votes.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- วาระที่ 1 **พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564**  
**Agenda 1 Consider to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021**
  - (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:
    - รับรอง                       ไม่รับรอง  
Acknowledge                      Against
- วาระที่ 2 **พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้แปลงสภาพเพิ่มเติมให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง โดยมีมูลค่ารวมไม่เกิน 350 ล้านบาท**  
**Agenda 2 Consider and approve the issuance and offering of the additional Convertible Debentures by private placement with the total value of not exceeding THB 350 million**
  - (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                       จดออกเสียง  
Approve                      Disapprove                      Abstain
- วาระที่ 3 **พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัทและการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท**  
**Agenda 3 Consider and approve the Company's registered capital increase and the amendment of the Company's Memorandum of Association Article 4 to reflect the Company's registered capital increase**
  - (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                       จดออกเสียง  
Approve                      Disapprove                      Abstain
- วาระที่ 4 **พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุน**  
**Agenda 4 Consider and approve the allocation of the Company's newly issued ordinary shares**
  - 4.1 **พิจารณาอนุมัติการจัดสรรหุ้นเพิ่มทุนรองรับการออกและเสนอขายหุ้นกู้แปลงสภาพเพิ่มเติมให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง**  
4.1 Consider and approve to allocate newly issued ordinary shares to accommodate an issuance and offering of the additional Convertible Debentures' conversion rights that is issued and offered to private placement



- (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"/> จดออกเสียง
Approve	Disapprove	Abstain

**4.2 พิจารณานุมัติการจัดสรรหุ้นเพิ่มทุนตามการเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) เพื่อเสนอขายแก่ผู้ถือหุ้นเดิม (Right Offering)**

**4.2 Consider and approve to allocate newly issued ordinary shares from Capital increase through a general mandate for offering to existing shareholders (Right Offering)**

- (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"/> จดออกเสียง
Approve	Disapprove	Abstain

**วาระที่ 5 พิจารณานุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท ข้อ 69**  
**Agenda 5 Consider and approve the amendment of the Company's objectives clause 69**

- (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"/> จดออกเสียง
Approve	Disapprove	Abstain

**วาระที่ 6 พิจารณารายอื่น 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:
 

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ 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 2/2564 ในวันที่ 13 ธันวาคม 2564 เวลา 14.00 น. โดยจัดประชุมผ่านสื่ออิเล็กทรอนิกส์เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่  
 อื่นด้วย

In the Extraordinary General Meeting of the Shareholders No. 2/2021 on December 13, 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:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  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:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง  
 Approve votes Disapprove votes Abstain votes

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

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