

No. CTVDOLL 119/2013

8 October 2013

Re: Invitation to the Extraordinary General Meeting (EGM) No. 1/2013 on 16 October 2013

Dear Shareholder

Enclosures:

1. A copy of the minutes of the Annual General Meeting (AGM) No. 2013 held on 15 March 2013.
2. A draft of Term of Rights of Warrant to purchase Ordinary Shares of the Company No.1 (CHO-W1).
3. A copy of the capital increase report form. (F53-A form).
4. Information on independent directors who are the proxies in the EGM No. 1/2013.
5. Conditions guidelines and practices in attending the meeting, proxy and voting.
6. Bylaws on the shareholders' meeting.
7. The map of the meeting venue: The Emerald Hotel, Ratchadaphisek Road
8. A proxy statement (A, B and C Forms).

Referring to the board of directors meeting of Cho Thavee Dollasien Public Company Limited No. 7/2013 on 19 September 2013 resolved to call the EGM No. 1/2013 on Wednesday, 16 October 2013 at 2.00 pm. at Phet Chompu Room, the 3<sup>rd</sup> floor, The Emerald Hotel, Ratchadaphisek Road, Bangkok (Map in the enclosure 7) to consider various matters according to the agenda as follows;

**Agenda 1 Consideration for approval of the AGM for 2013 held on 15 March 2013**

<u>Facts and Reasons:</u>	The 2013 AGM held on 15 March 2013, when the Company has sent a copy of the minutes of the meeting with the invitation to this meeting (Enclosure 1).
<u>Opinion of the Board:</u>	The board deemed that the minutes had been prepared with integrity, so it proposed to the 2013 AGM to approve them.
<u>Conditions on resolution:</u>	This item required approving with a minimum of one-half of the total votes of the shareholders, who attended and eligible for the meeting.

**Agenda 2 Consideration for approving an issue and offer of the warrants to purchase Ordinary Shares of the Company No. 1, numbered 360,000,000 units allocated to the old shareholders according to the shareholding ratio.**

<u>Facts and Reasons:</u>	The Company has proposed to issue and allocate the warrants to purchase Ordinary Shares of the Company No. 1 ("Warrant No. 1," or "CHO-W1") number 360,000,000 units, which have the basic details as follows:
Type of Security	: Warrants for rights to purchase ordinary shares of Cho Thavee Dollasien Public Company Limited No.1 for the existing shareholders ("Warrant" or "CHO-W1")
Type of Warrant	: Namely and transferable
Numbers of Warrant in Issuance and offering	: 360,000,000 units
Numbers of new ordinary shares to be issued to accommodate the Warrants	: The Ordinary Shares of Cho Thavee Dollasien Public Company Limited (CHO) number 360,000,000 shares (par value of 0.25 baht), or 50 percent of the outstanding shares, or 720,000,000 shares, provided to support the exercise of the warrants totaling the newly issued warrants in case there is an adjustment of the right within the requirement.

**บริษัท ข.ทวี ดอลลาเซียน จำกัด (มหาชน)**

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**CHO THAVEE DOLLASIEN PUBLIC COMPANY LIMITED**

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- Offering Method : The warrants shall be offered to the existing shareholders by the proportion of shareholder (Right Offering) at an offering ratio of 2 existing ordinary shares per 1 unit of the warrant (fraction will be cut off). The record date for the right of shareholders to be allocated the ordinary shares warrants on October 24, 2013 and the names of entitled shareholders will be gathered by closing the share register book pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 on October 25, 2013 and will be issued the ordinary share warrant on October 28, 2013
- Offering price : 0.00 THB (zero THB)
- Terms of Warrant : 3 years from the date of issuance and offering of Warrants
- Date of Issuance and offering : October 28, 2013
- Last Exercise Date : October 27, 2016
- Exercise Ratio : 1 unit of warrant has the right to purchase 1 unit of ordinary share (except for any subsequent adjustments of right of the Warrant)
- Exercise Price : 0.50 Baht (Fifty Stang) per one unit of newly issued ordinary share (subject to change as per right adjustment conditions)
- Exercise Date : The warrant holders can exercise their rights to purchase the company's ordinary shares from the date of Warrants aged at least 1 year. The exercise date will be the last business day of each quarter until the maturity date of Warrants (March, June, September and December). Except that the last Exercise Date is the maturity date on the Warrant. Totally, which can exercise the right throughout the life of the warrants altogether 8 times as follows:

No. 1 30 December 2014	No. 5 30 December 2015
No. 2 31 March 2015	No. 6 31 March 2016
No. 3 30 June 2015	No. 7 30 June 2016
No. 4 30 September 2015	No. 8 27 October 2016

- First day of the exercise. : December 30, 2014
- Last day to exercise. : October 27, 2016 (The expiry date of the warrants)
- Secondary Market for Warrants : The Company shall proceed to list these issued and offered warrants on the MAI Stock Exchange (MAI) (Exchange of the Company's common stocks are traded.)

**Comment of the board**

The board deems appropriate to present to the shareholders to issues the warrants to purchase Ordinary Shares of the Company No.1 ("Warrant No. 1," or "CHO-W1") number 360,000,000 units, according to the details above. And it deemed appropriate to present them to the board and/or the person designated by the board to have the power to change the details, other relevant details related to the issue and offer for sale of newly issued share warrants. It includes signing in the documents and various relevant documents and operations related to the issue and offer of the warrants that can be studying additionally in the enclosure 2.

**Condition of the resolution**

This item must pass the approval by a minimum total vote of three-fourths of attending and voting shareholders (In the case the shareholders approve this item, and then it has to consider the items 3-6 further).

**บริษัท ช.ทวี ดอลลาเซียน จำกัด (มหาชน)**

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**Agenda 3 Consideration for approving the recapitalization from 180,000,000 baht to 270,000,000 baht by issuing recapitalized common shares number 360,000,000 shares, at the par value of 0.25 baht.**

<u>Facts and Reasons:</u>	The Company proposed for approval of the recapitalization from 180,000,000 baht to 270,000,000 baht by issuing the common share recapitalization of 360,000,000 shares at the par of 0.25 baht to support the exercise of the right to conversion of the common share warrants, phase 1 (CHO-W1).
<u>Opinion of the board</u>	The board deems appropriate to present to the shareholders for approval of the recapitalization according to the details above to support the right to conversion CHO-W1.
<u>Condition of Resolution</u>	This item must pass the approval by the minimum votes of three-fourths of the total attending and eligible shareholders.

**Agenda 4. Consideration for approval of amending the memorandum of association, the Article 4, to be consistent with the recapitalization**

<u>Facts and Reasons:</u>	The Company proposed to amend the memorandum of association, the Article 4, to be consistent with the recapitalization with the details as follows:
Article 4.	Registered capita : 270,000,000 baht (Two Hundred Seventy Million baht only) It is divided into : 1,080,000,000 shares (One Billion, Eighty Million shares. Par value : 0.25 baht (Twenty-Five Satang)
It is divided into	Common shares : 1,080,000.00 shares (One Billion, Eighty Thousand Million shares) Preferred shares : (-) -None-

<u>Opinion of the Board</u>	The board deems appropriate to present it to the shareholders to consider approving the amendment of the memorandum of association, the Article 4, to be consistent with the recapitalization according to the details above. Also it deems appropriate to nominate the people that the board designates to register the amendment of the memorandum of association at the Department of Business Development, Ministry of Commerce, to have the power to amend and add a statement to comply with the order of the registrar.
<u>Condition of Resolution</u>	This item has to pass approval by the votes a minimum of three-fourths of the total votes of the attending and eligible shareholders.

**Agenda 5. Consideration for approving the allocation of the common share recapitalization**

<u>Facts and Reasons:</u>	The Company proposed to allocate the common share recapitalization numbers 360,000,000 shares at the par value of 0.25 baht to support the exercise its common share warrants, phase 1 (CHO-W1).
<u>Opinion of the Board</u>	The board deems appropriate to present to the shareholders to consider approving the common share recapitalization number 360,000,000 shares at the par value of 0.25 baht to support exercise the common share warrant for recapitalization, phase 1 (CHO-W1) and deemed appropriate to authorize the board and/or the designated person from the board to have a power to set terms and conditions related to the allocation and offer of the common share recapitalization. It includes signing the various documents and the power to do various necessary things related to the common share recapitalization (consideration from the recapitalization report F53-4 in the enclosure 3).

Condition of Resolution

This item has to pass approval by a minimum vote of three-fourths of the total votes of the attending and eligible shareholders.

**Agenda 6.****Consideration of other matters (if any)**Facts and Reasons:

This item is designated so the shareholders can ask a question and/or give beneficial advice to the board or the management (if any).

Opinion of the Board

The board deems appropriate to open an opportunity for the shareholders to ask a question and present an idea on other matters, which is not put in the various items without resolving in this item.

Furthermore, the board meeting designated the names of the shareholders eligible to attend the EGM No. 1/2013 (Record date) on 4 October 2013, and collect the names according to the Securities and Exchange Act 1992, Section 225, by closing the registry on 7 October 2013.

In the case the EGM No. 1/2013 approves to issue and allocate the warrants, phase 1 (CHO-W1), the board of directors designate the names of the shareholders who are entitled to be allocated the warrant, phase 1 (record date) on 24 October 2013 and collect the names according to the Section 225 of the Securities and exchange Act 1992. It shall be made by closing the registry on 25 October 2013 and issuing the warrants to the eligible shareholders on 28 October 2013.

The Company would like to invite the shareholders to attend the meeting according to the day, time and venue. In the case you cannot attend the meeting in person you can appoint a proxy to attend it according to either proxy statement type A or B (referring to the enclosure 8).

However, the Company would like to recommend using the proxy according to the B Form that specifies the various items to give authorization clearly. You may appoint an independent director, or other people as specified in the B Form to attend the meeting and voting on your behalf. Nevertheless, the Company shall send details on the independent directors according to the Enclosure 4. In the case of appointing an independent director as a proxy, please send the proxy statement to Khun Somnuk Sangin by fax number 02 973 4385 or email: [somnuk@ctvdoll.co.th](mailto:somnuk@ctvdoll.co.th) or mail to the address of the Company a minimum of 3 days before the meeting. In the case of sending by fax or email, please deliver the original proxy by mail to the Company address (inquire additionally to Khun Daosawai Jutarseang, tel. 04-334-1412-8 ext.118, mobile phone 08-1670-3546).

Our Company would like to inform the shareholders please comply with the conditions guidelines and practices on attending the meeting, proxy and voting, which can be studied from the enclosures 5, delivered with the meeting invitation. Meanwhile, the shareholders or the proxies can register and submit the documentary evidence for verification at the point of registration from 12.00 hours onwards at the EGM No. 1/2013. However, the Company shall provide convenience on the stamp duty for the proxy statement at the point of registration.

Sincerely yours,

(Mrs. Phenphimol Vejvarut)  
Chairman

Cho Thavee Dollasien Public Company Limited

**บริษัท ข.ทวี ดอลลาเซียน จำกัด (มหาชน)**

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