

(Translation)

No. CTVDOLL 014/2014

March 15, 2014

Re: Invitation to the 2014 Annual General Meeting (AGM) on April 9th, 2014

Dear Shareholders

Enclosures:

1. A copy of the minutes of the Extraordinary General Meeting (EGM) No. 1/2013 on 16 October 2013. (For agenda 1)
2. A 2013 annual report included company and its subsidiary financial statement ended 31 December 2013 and Auditor Report. (For agenda 2,3)
3. A detail of Dividend payment. (For agenda 4)
4. Brief personal profiles of nominated candidates. (For agenda 6)
5. Definition of Independent Director. (For agenda 6)
6. Information on compare remuneration of the Board of Directors for 2014 with 2013. (For agenda 7)
7. External auditor proposal for 2014 audit fee. (For agenda 8)
8. A summary of articles of association relevant to the meeting
9. Terms, conditions and method of practice in attending the meeting, proxy and voting.
10. Information on independent directors who are the proxies in the 2014 AGM.
11. The map of the meeting venue: The Emerald Hotel, Ratchada.
12. A proxy statement (A, B and C Forms).
13. Registration form necessary for attend the meeting.

Referring to the board meeting of Cho Thavee Dollasien PLC No. 2/2014 on 26 February 2014 resolved to call the 2014 AGM on Wednesday, 9 April 2014 at 14.00 hours at Panorama Room1, the 14th floor, The Emerald Hotel, Ratchada Phisek Road, Bangkok (Map in the enclosure 11) to consider various matters according to the agenda as follows:

Agenda 1 Consideration for certify of the EGM No. 1/2013 on 16 October 2013

- Facts and reasons:** The EGM No. 1/2013 on 16 October 2013, when the Company has sent a copy of the minutes of the meeting with the invitation to this meeting (Enclosure 1).
- Opinion of the Board:** The minutes are correct and completed. Therefore, the Board recommends shareholders to certify EGM No. 1/2013 minutes on 16 October 2013.
- Conditions on resolution:** This item required certify with the most of the total votes of the shareholders, who attended and eligible for the meeting.

Agenda 2 Consideration for acknowledge the 2013 performance statement

- Facts and Reasons:** The summary of the 2013 company and its subsidiary performance statement ended on 31 December 2013 as the total revenue 871.78 million baht, net profit 43.62 million baht. The performance statement detail as per the annual report (enclosure 2).

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Opinion of the Board: The Board recommends shareholders to acknowledge the 2013 performance statement ended on December 31, 2013 which have been audited by the auditor, detail as per the annual report with enclosure 2.

Conditions on resolution: This item for acknowledge and no need to vote from shareholder.

Agenda 3 Consideration for approve the financial statement ended 31 December 2013 of company and its subsidiary and acknowledge of management letter from external auditor

Facts and reasons: The board have prepared the 2013 company and its subsidiary financial statement ended on 31 December 2013 which have been audited by the auditor for shareholder approve in the 2014 AGM according to the Section 112 of the public law B.E. 2535 with enclosure 2.

Opinion of the board: The Board recommends shareholders to approve the 2013 company and its subsidiary financial statement ended on 31 December 2013 which have been audited by the auditor. Detail as per the annual report with enclosure 2.

Condition of Resolution: This item required approving with the most of the total votes of the shareholders, who attended and eligible for the meeting.

Agenda 4 Consideration for approve the 2013 net profit allocation to legal reserve and dividend payment from 2013 performance

Facts and reasons: The Company has the policy to pay dividend each year at the rate of not less than 40% of the net profit deduction of all types of reserved fund as required in the Company's Articles of Association and as required by law. If unnecessary, the payment of such dividend shall not significantly affect the Company's normal business operation. (enclosure 3)

Opinion of the Board: The Board recommends shareholders to approve the appropriated from 2013 performance as follow:

4.1 Allocation to legal reserve at the rate of not less than 5% of the net profit as 0.56% in this first year of the register capital of 1.52 million baht.

4.2 Allocation to dividend payment of 0.015 baht per share total 10.8 million baht from the net profit deduction of all types of reserved fund as required in the Company's Articles of Association and as required by law.

4.3 Net from allocation will be unappropriated.

4.4 The dividend payment allocation from 2013 non-BOI operation.
The right to receive the dividend is still uncertain until it has been approved by the 2014 AGM as the detail with the enclosure 3

Condition of Resolution: This item required approving with the most of the total votes of the shareholders, who attended and eligible for the meeting.

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Agenda 5 Consideration for approve the Directors who retire by rotation

Facts and reasons: According to the Section 71 of the public law B.E. 2535 and company article no. 19, at each annual shareholders' General Meeting, 1/3 of the directors shall be retired. If the number is undividable, then the number closest to 1/3 shall be accounted for.

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

There are 2 retiring directors by rotation as follows:

1. Mrs. Phenphimol Vejvarut Chairman
2. Mr. Asa Prateepasen Independent director and audit committee

Opinion of the Board: The Board, not included the related director, recommends shareholders to approve 2 retiring directors by rotation as follows:

1. Mrs. Phenphimol Vejvarut Chairman
2. Mr. Asa Prateepasen Independent director and audit committee

Condition of Resolution: This item required approving with the most of the total votes of the shareholders, who attended and eligible for the meeting.

Agenda 6 Consideration to elect directors in replacement

Facts and reasons: The criteria for selection of persons to be appointed as a director by the board, because the company does not have a nominating committee. The selected individuals are eligible according to Public law act B.E. 2535 and the announcement of Securities and Exchange commission and Capital Market commission and the Stock Exchange of Thailand related. And the company announced a shareholders' invitation to nominate qualified candidates for a directorship at company website as www.ctvdoll.co.th from December 4, 2013 – January 15, 2014, subject shareholders' invitation to propose items for the AGM agenda, and nominate qualified candidates for a directorship for the board consideration, and despite the invitation, neither candidates nor agenda items were proposed. And according to company act, the retired director can be re-electing to replace director again.

Opinion of the board: The Board, not included the related director, commented the retired directors are qualified according to the Section 68 of Public law act B.E. 2535 who expertise, and experience for company benefits. The Board recommends shareholders to approve 2 retiring directors by rotation in replacement as follows:

1. Mrs. Phenphimol Vejvarut Chairman
2. Mr. Asa Prateepasen Independent director and audit committee

The details of age, year of director, proportion of shares, graduation experience and work at other company as director or management, number of attending of the BOD as the enclosure 4 and definition of independent director according to Capital Market commission act as the enclosure 4,5.

Condition of Resolution: This item required approving with the most of the total votes of the shareholders, who attended and eligible for the meeting.

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Agenda 7 Consideration to approve the Board of Directors' remuneration for 2014

Facts and reasons: The board had considered the 2014 remuneration for the board of directors from the 2013 company performance, director performance and accountability, because the company does not have a nominating committee. The board applied the previous practice by considering the remuneration in the same business or industry, or near by the company.

Opinion of the board: The Board commented shareholders to approve the remuneration of 2014 for the board of directors meeting remuneration, the audit committee meeting remuneration and monthly remuneration for the audit committee only, the rate is same as 2013, the total is not over than 1.1 million baht per year, and annually remuneration (bonus) is not over than 2% of the net profits after deducting legal reserve and others. The total is not over than 4 million baht, and the chairman of the BOD. is authorized in determining the allocation to each director. Detail as per enclosure 6.

Condition of Resolution: This item required approving with the 2/3 of the total votes of the shareholders, who attended and eligible for the meeting.

Agenda 8 Consideration to appoint an auditor and to consider the 2014 auditor fees.

Facts and reasons: According to the Section 120 of the public law B.E. 2535 required the AGM appoint an auditor and consider the auditor fees every year, and the announcement of Securities and Exchange commission no. gorjor. 39/2548 subject criteria condition and disclosure report of financial statement and listed company performance report (no. 20) assigned to the rotation auditor when audit for the 5 consecutive years. This year, the company does the recruitment, selection and appointment an auditor.

Opinion of the board: The Board commented shareholders to appoint Mr. Sudwin Panyawongkhanti Certified Public Accountant (Thailand) No. 3534, Mrs. Anutai Poomsurakul Certified Public Accountant (Thailand) No. 3873 and Mr. Vichien Khingmontri Certified Public Accountant (Thailand) No. 3977 of PricewaterhouseCoopers ABAS Ltd. as the Group's auditors, any one of them being authorized to conduct the audit and express an opinion on the financial statements of the Group. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorized to identify one other Certified Public Accountant and qualified by SEC. act within PricewaterhouseCoopers ABAS Ltd. to carry out the work and the 2014 auditor fees of not over than 1.87 million baht per year. The detail as per enclosure 7.

Condition of Resolution: This item required approving with the most of the total votes of the shareholders, who attended and eligible for the meeting.

Agenda 9 Consideration of other matters (if any)

Opinion of the Board: The company didn't had any other matters to consider, and announced a shareholders' invitation to propose items for the AGM agenda at company website as www.ctvdoll.co.th from December 4, 2013 – January 15, 2014, despite the invitation, never have any agenda items were proposed. However, according to the Section 105 column 2 of the public law B.E. 2535 (revised 2544) as the 1/3 of sold shareholder will ask the meeting to consider the other matters exclude the invitation letter agenda. The Board commented to add this agenda for the shareholder who want to consider other matters in this meeting.

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Furthermore, the board meeting designated the names of the shareholders eligible to attend the 2014 AGM (Record date) on 13 March 2014, and collect the names according to the Securities and Exchange Act BE 2535, Section 225, by closing the registry on 14 March 2014.

In the case the 2014 AGM approves the dividend payment, the board of directors designate the names of the shareholders who are entitled to receive dividend payment (record date) on 24 April 2014 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 April 2014 and payment on 7 May 2014.

The Company would like to invite the shareholders to attend the meeting according to the day, time and venue. The Company will open for shareholder to register from 12.00 am., shareholder who attend the meeting in person, please bring your register documents as per enclosure 13 for your attend the meeting right.

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 12).

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 10. In the case of appointing an independent director as a proxy, please send the proxy statement to Ms. Yinghathai Ponphangnga by Fax number 0 4334 1410, 0 2973 4385 or email: yinghathai@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 Ms. Yinghathai Ponphangnga, Tel. 0 4334 1412-8 Ext. 116, mobile phone 08 1670 1913).

For your benefit and to fully protect your rights, please send us your inquiries regarding the meeting and agenda items prior to the meeting date at yinghathai@ctvdoll.co.th or Tel. at 0 4334 1412-8 Ext. 116 or Fax. 0 4334 1410, 0 2973 4382, please give your name and address for our collect and explanation.

Please be inform accordingly and please attend the meeting according to the day time and venue that mentioned above with many thanks.

Sincerely yours,

(Mrs. Phenphimol Vejvarut)
Chairman

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