

(Translation)

No. CTVDOLL 014/2015

March 17th, 2015Re: Invitation to the 2015 Annual General Meeting (AGM) on April 28th, 2015

Dear Shareholders

Enclosures:

1. A copy of the minutes of the annual general meeting (AGM) No. 2014 held on April 9th, 2014. (For agenda 1)
2. A 2014 annual report included company and its subsidiary financial statement ended 31 December 2014 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 2015 with 2014. (For agenda 7)
7. Detail of external auditor for 2015 and 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 2015 AGM.
11. A proxy statement (A, B and C Forms).
12. The request form of 2014 Annual Report and/or sustainability report (Printed)
13. The map of the meeting venue: The Emerald Hotel, Ratchada.
14. Registration form necessary for attend the meeting.

Referring to the board meeting of Cho Thavee Dollasien PLC No. 3/2015 on 28 February 2015 resolved to call the 2015 AGM on Tuesday, 28 April 2015 at 14.00 hours at Phet Chompu Room, the 3rd floor, The Emerald Hotel, Ratchada Phisek Road, Bangkok (Map in the enclosure 13) to consider various matters according to the agenda as follows:

Agenda 1 Consideration for certify of the AGM for 2014 on April 9th, 2014

Facts and reasons: The AGM for 2014 on April 9th, 2014, when the Company has sent a copy of the minutes of the meeting with the invitation letter to this meeting (Enclosure 1).

Opinion of the Board: The minutes are correct and completed. Therefore, the Board recommends shareholders to certify AGM for 2014.

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 2014 company and its subsidiary performance statement

Facts and Reasons: The summary of the 2014 company and its subsidiary performance statement ended on 31 December 2014 as the total revenue 1,521 million baht, net profit 97.31 million baht. The performance statement detail as per the annual report (enclosure 2).

Opinion of the Board: The Board recommends shareholders to acknowledge the 2014 company and its subsidiary performance statement ended on December 31, 2014 which have been audited by the auditor, detail as per the annual report with enclosure 2.

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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 2014 of company and its subsidiary and acknowledge of management letter from external auditor

Facts and reasons: The board have prepared the 2014 company and its subsidiary financial statement ended on 31 December 2014 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 2014 company and its subsidiary financial statement ended on 31 December 2014 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 2014 net profit allocation to legal reserve and dividend payment from 2014 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 before expenses deduction according to International Financial Reporting Standard No.2 (2015 Edition) "Share-based Payment" after 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 2014 performance as follow:

- 4.1 Allocation to legal reserve at the rate of not less than 5% of the net profit as 2.04% in this first year of the register capital of 3.99 million baht.
- 4.2 Allocation to dividend payment total 49 million baht from the net profit before expenses deduction according to International Financial Reporting Standard No.2 (Edition 2015) "Share-based Payment" after deduction of all types of reserved fund as required in the Company's Articles of Association and as required by law.
The Company will let share holder know the dividend payment per share, after Exercise 2nd of CHO.W1 with in April 7, 2015.
- 4.3 Net from allocation will be un-appropriated.
- 4.4 The dividend payment allocation from 2014 non-BOI operation.

The right to receive the dividend is still uncertain until it has been approved by the 2015 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 lot. In subsequent years, the longest serving directors shall retire.

There are 2 retiring directors by rotation as follows:

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

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

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

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 was considered together by the Corporate Governance, Risk Management, Nomination and Remuneration Committees, No. 1/2015, held on January 15, 2015, through the company's Board of Directors. 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 November 6, 2014 – January 15, 2015, 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:

3. Mr. Suradech Taweesaengsakulthai Director, President and Chief Executive Officer and Secretary of the Board of Directors
4. Mr. Anusorn Tamajai Independent director and Audit Committee Chairman

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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 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.

Agenda 7 Consideration to approve the Board of Directors' remuneration for 2015

Facts and reasons: According to the meeting resolutions of the Corporate Governance, Risk Management, Nomination and Remuneration Committees, No. 1/2015, held on January 15, 2015. The company's Board of Directors reached a consensus on proposing the meeting to consider approving the remuneration to the company's directors, members of Audit Committees and Corporate Governance, Risk Management, Nomination and Remuneration Committees for the appropriately roles and responsibilities, as the same rate as year 2014. This agreement will be proposed to the Shareholders' Meeting for approval accordingly.

Opinion of the board: The Board commented shareholders to approve the remuneration of 2015 for the board of directors remuneration, the audit committee remuneration and monthly remuneration for the audit committee only, the rates are same as 2014, the total is not over than 1.7 million baht per year, and annually remuneration (bonus) for the Board of Directors amount of not exceeding 4 million bath, and the chairman of the Board could allocate the Board of Directors' Bonus to each member. 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 2015 audit 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 audit 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. Last year, the company did the recruitment, selection and appointment a new auditor. Then, this year the company should appoint the same Auditors.

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 2015 audit fees of not over than 2.292 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.

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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 November 6, 2014 – January 15, 2015, 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.

Furthermore, the board meeting designated the names of the shareholders eligible to attend the 2015 AGM (Record date) on 16 March 2015, and collect the names according to the Securities and Exchange Act BE 2535, Section 225, by closing the registry on 17 March 2015.

In the case the 2015 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 11 May 2015 and collect the names according to the Section 225 of the Securities and exchange Act BE 2535. It shall be made by closing the registry on 12 May 2015 and payment on 27 May 2015.

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 01.00 pm. 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

Cho Thavee Dollasien Public Company Limited

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