

March 31, 2020

Subject: Invitation to the Annual General Meeting of Shareholders 2020

To: Shareholders of CPL Group Public Company Limited (“Company”)

The Board of Director of CPL Group Public Company Limited has resolved that the Annual General shareholders’ Meeting for the year 2020 will be held on April 24, 2020, 14.00 hrs. at CPL Group Public Company Limited Meeting Room 3rdFloor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280, Thailand.

Please find the agenda as follows:

Agenda 1 : To consider and adopt the Minute of the General Meeting of Shareholders 2019.

Facts and Rationale:

The company had prepared Minutes of the Annual General Meeting of shareholders 2019 held on April 26, 2019. The meeting is therefore required to certify the said Minutes of the Annual General Meeting of Shareholders as enclosed. (In Enclosure 1)

Opinion of the Board:

After due consideration, the Board of Directors was of the view that the Minutes were accurately and completely recorded and deemed it appropriate to propose that the shareholders meeting endorse Minutes of the Annual General Meeting of Shareholders 2019 which was convened on April 26, 2019 as proposed, in all respects.

Voting Rule:

The resolution for this agenda requires by the majority of votes of shareholders attending the meeting and authorized for voting.

Agenda 2 : To acknowledge the Company’s Business Performance of 2019.

Facts and Rationale:

The Operation results of the company for the year 2019 as reported in the annual report shall be distributed as attachment.

Opinion of the Board:

To acknowledge the operation results for the previous year.

Voting Rule:

This agenda requires no vote of shareholders.

Agenda 3 : To consider and approve the Balance Sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2019.

Facts and Rationale:

The audited balance sheet and statement of income for the year ended December 31, 2019 the report from the Certified Public Accountant shall be distributed, details of which appear in Attachment 2

Opinion of the Board:

The Balance Sheet and the Statement of Income for the year ended December 31, 2019 should be approved.

Voting Rule:

The resolution for this agenda requires the majority of votes of the shareholders attending the meeting and authorized for voting.

Agenda 4 : To consider and approve the allocation or annual profit year 2019 and dividend payment.

Facts and Rationale:

The company has net profit from the operating results for the year 2019 in the amount of 163.89 million baht. The company has a policy to pay dividends by considering the financial statements of the company not less than 40 percent of annual net profit after corporate income tax, legal reserve. The Board of Directors has consider this matter to refrain from paying the dividend for the operating result in 2019

Information of Dividend Payment

Description / Year Paid	2018	2019	2020
1. Amount of Shares (Million share)	418.90	439.84	439.84
2. Net Profit (Loss) (Million baht)	(103.21)	11.98	(163.89)
3 Profit (Loss) per shares	(0.25)	0.03	(0.37)
4. Total Dividend Payment per shares	0.05556	0.02	-

Opinion of the Board:

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for 2019 to refrain from paying the dividend for the operating result in 2019.

Voting Rule:

The resolution for this agenda requires by a majority vote of the shareholders attending the meeting and authorized for voting.

Agenda 5 : To consider and approve the appointment of the directors to replace those who will retire by rotation in 2020.

Facts and Rationale:

The Public Limited Company Regulations 2535 and Article 13 requires that in every Annual General Meeting. In one third of the directors shall retire from office if the number of directors to be divided into three parts, not exactly. Then the number nearest to one third of the Directors must retire in the first year and second year after company registration. Directors who retire by rotation may be re-elected to a new position.

Names of three directors who retired by rotation are

Name	Position
1.Ms. Yun Wen Chen	Director
2.Mr. Nattakit Wongcharoensin	Director
3.Pol.Lt.Gen.Chayoot Thanataweeruch	Audit Committee Member, Independent Director

The company announced the news on the website of The Stock Exchange of Thailand and the company invites shareholders to nominate individuals that have qualified from November 16, 2019 until January 15, 2020 to be elected as directors. However, there was no shareholder nominating any person to be elected as directors of the Company.

Opinion of the Board:

It is deemed appropriate to propose to the shareholders to vote for the 3 directors who retire by rotation to be re-appointed for another term. As detailed below

Name	Position
1.Ms. Yun Wen Chen	Director
2.Mr. Nattakit Wongcharoensin	Director
3.Pol.Lt.Gen.Chayoot Thanataweeruch	Audit Committee Member, Independent Director

Board of Directors has considered the appropriateness of the person who deserves to be appointed as a director of the company by considering various important criteria such as the lack of prohibited qualifications in the position of the Company's director according to the public companies limited Act BE 2535, morality, ethics, knowledge, ability, expertise, experience and appropriateness in the diversity of qualifications of the Company's directors with the information of the 3 directors appearing in the attachment

Voting Rule:

The resolution for this agenda requires by the majority of votes of the shareholders attend the meeting and authorized for voting.

Agenda 6 : To consider and approve the remuneration of the Company Board of director's for the year 2020.

Facts and Rationale:

According to Article 14 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other benefits. According to regulations or as The shareholders' meeting will consider which may be defined as a certain amount or placed as a basis and will be scheduled from time to time or will be effective forever until there is a change, and in addition, allowances and benefits according to the company regulations

Nomination and Remuneration Committee has considered and proposed the criteria for determining the remuneration of directors from the operating results performance and responsibility of directors by comparing with reference to businesses in the same category as the company or similar. Which the company has paid remuneration to the directors in the form of compensation, meeting allowance and director bonus with the following payment policies:

Data for Consider	2020	2019
1. Board of Director		
1.1 Monthly	20,000.- THB	20,000.- THB
1.2 Meeting Attendance		
Chairman	15,000.- THB	15,000.- THB
Member	10,000.- THB	10,000.- THB
2. Sub Committee		
2.1 Meeting Attendance		
Chairman	15,000.- THB	15,000.- THB
Member	10,000.- THB	10,000.- THB
3. Total Remuneration	Not exceed 6 MB	Not exceed 6 MB

Opinion of the Board:

Agreed to propose to the Annual General Meeting of Shareholders for the year 2020 to consider and approve the directors' remuneration for the year 2020 as meeting fees and directors' bonus with a total amount not exceeding 6 million baht, which is the same rate from the previous year. If any director who are the Company's employee will receive monthly remuneration excluded the remuneration as an employee of the company.

Voting Rule:

The resolution for this agenda requires two – third of votes of the shareholders attending the meeting and authorized for voting.

Agenda 7: To consider the appointment of the auditor and the audit fee for year 2020.

Facts and Rationale: In compliance with Section 120 of the Public Company Act B.E. 2535 which specify that the Shareholder's Meeting shall appoint the auditor and fix the auditor's remuneration annually and the same auditor of the past years could be appointed again.

The Audit Committee considered and proposed the appointment of the Company's auditor regarding their professional experiences in auditing field and to fix the annual fee for the year 2019 regarding the audit workload as well as benchmarking with the audit fee of other companies as follows :

The Company: CWWP Co.,Ltd.

Names of auditors Ms. Wanraya Puttasatien Certified Public Accountant No. 4387 and/or
Ms. Waraporn Intaraprasit Certified Public Accountant No. 7881 and/or
Ms. Chonthicha Lertwilai Certified Public Accountant No. 12258

Audit Fee for year 2020 as detail below

Description	2020	2019	2018
Auditor Fee	950,000	930,000	900,000
Review quarter statement	720,000	690,000	660,000
Review cash flows statement	60,000	40,000	40,000
English Statement	60,000	60,000	60,000
	1,790,000	1,740,000	1,680,000

Opinion of the Board:

The Board of Directors No. 5/2019 held on November 12, 2019 to consider the appointment of auditors and remuneration of the auditors for the year 2020 as approved by the Board Audit Committee and had resolved to propose to the annual general meeting shareholders for the year 2019 to appoint auditor and remuneration of the auditor for the year 2020.

Voting Rule:

The resolution for this agenda requires the majority of votes of the shareholders attending the meeting and authorized for voting.

Agenda 8 : Any other business (if any).

In additional, the company fixed the Record Date to determine the names of shareholders who have the right to attend the 2020 Annual General Meeting of shareholders' meeting on March 10, 2000.

For shareholder who are at risk of those infected with COVID – 19 or who are unable to attend the meeting for any season an intend to appoint a proxy to attend the meeting or authorize to Independent director who are nominates as a proxy of Shareholders as Attachment 5, please complete and duly execute one of three proxy Form A, Form B, or Form C (Recommendation to use Form B) as Attachment 6 or download the proxy form from our website www.cpl.co.th in Investor Section.

Should there be any question concerning the agenda items to be clarified by company, shareholder can forward question in advance to e-mail address: secretary@cpl.co.th or facsimile number: 02 709-6033.

The company will prepare Revenue Stamps service for the shareholders who appoint their proxies. For this meeting, the company has invited the auditor who is independent and has no conflict of interests with the company, to attend the meeting in order to answer any question regarding the financial statements of the company.

The Company would like to invite all shareholders to attend the meeting on the date, time and place as mentioned above.

The registration staff on the meeting dates will be ready from 12.00 a.m onwards.

Your sincerely,



(Mr. Suwatchai Wongcharoensin)

Chairman