

Ref. CNT/SET/015/2023

17 November 2023

To: Shareholders of Christiani & Nielsen (Thai) Public Company Limited

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2023 (E-EGM)

- Attachments:
1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 90 held on 21st April 2023.
 2. To consider and approve the issuance and offering of debentures of the Company
 3. Guidelines for attending the Meeting by electronic means and completing the Proxy Form.
 4. Profile of Independent Directors for shareholders' proxies and Proxy Form B.
 5. Articles of Association Re: Shareholders Meeting and Directors.
 6. Privacy Notice for the Extraordinary General Meeting of Shareholders No. 1/2023 (E-EGM)
 7. E-EGM 1/2023 Flowchart for attending the Meeting by electronic means and completing the Proxy Form.

The Board of Directors of Christiani & Nielsen (Thai) Public Company Limited has resolved and hereby gives notice that the Extraordinary General Meeting of Shareholders No. 1/2023 (E-EGM), will be held on Friday, 15 December 2023 at 10:00 hours by electronic means ("E-EGM"), to consider the following Agenda:

AGENDA

1. To adopt the Minutes of the Annual General Meeting of Shareholders No. 90 held on Friday 21st April 2023.

Facts and Reasons

A copy of the Minutes of the Annual General Meeting No. 90 held on Friday 21st April 2023, has been submitted to the Stock Exchange of Thailand within 14 days and also disclosed on the Company's Website. (Attachment 1)

Board's Opinion

The Minutes of the Annual General Meeting No. 90 held on Friday 21st April 2023 should be adopted by the Shareholders.

Voting Required

This agenda requires majority vote of the Shareholders attending the AGM and being eligible to vote.

2. To consider and approve the issuance and offering of debentures of the Company.

Facts and Reasons

1. Approving to propose the shareholders' meeting to consider and approve the issuance and offering of the debentures with a total amount not exceeding THB 800,000,000, with details as follows:

Uses of Proceeds	:	For general business operations and/or repayment of debts and/or company's investments and/or working capital and/or any purposes which is subjected to the consideration and decision of the Board of Directors.
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Type of Debentures	:	Bond and fixed income instruments (not limited to bond, short-term bond, bills of exchange and short-term bills of exchange) in any types and forms, name-registered or no name-registered bond, secured or unsecured, guaranteed or non-guaranteed, subordinated or unsubordinated, callable or non-callable, issued with bondholders' representative or without bondholders' representative, having maturity or without maturity (perpetual), which depends on market sentiments at each issuance and offering periods.
Currency	:	Thai Baht and/or foreign currency using exchange rates at the time of each issuance and offering of the Debentures.
Value of Debentures	:	The principal amount of bond and fixed income instruments (not limited to bond, short term bond, bills of exchange and short-term bills of exchange) not exceeding THB 800,000,000 or equivalent in foreign currencies. In addition, the company will be able to issue and offer the bond and fixed income instruments (not limited to bond, short term bond, bills of exchange and short term bills of exchange) in one time and/or several times and/or in program, to issue and offer the bond and fixed income instruments (not limited to bond, short-term bond, bills of exchange and short-term bills of exchange) in order to replace the existing bond and fixed income instruments (not limited to bond, short-term bond, bills of exchange and short-term bills of exchange), which have any form of redemption, in a Revolving Basis, which the outstanding bond and fixed income instruments (not limited to bond, short-term bond, bills of exchange and short-term bills of exchange) shall not, at all time, exceed the approved amount as above.
Tenor	:	Based on market conditions.
Interest Rate	:	Based on market conditions.
Offering	:	<p>(1) Debentures can be offered in one or several occasions, and/or as project and/or as revolving.</p> <p>(2) Public Offering and/or offering via Private Placement and/or offering to domestic and/or foreign Financial Institution all at once or on several occasion in compliance with the notification of the Securities Exchange Committee or notification, ministerial regulation, rules, and other related regulations which is effective on the date of the issuance and offering of the Debentures.</p>
Authorization	:	<p>The Board of Directors or the Board of Executive Committee or the Managing Director or the person who the Board of Director or the Board of Executive Committee or the Managing Director who is assigned to be authorized to perform the issuance and offering of the Debentures including but not limited to the following actions:</p> <p>(1) To determine the details with regard to the Debentures, including the type, offering amount, tenor, interest rate, offering amount per unit, period of the offering, method of offering, method of allocation, terms of redemption, and other related details as it deems appropriate.</p> <p>(2) To appoint a financial advisor and/or advisor related to the issuance and offering of the Debentures and/or credit rating agency of the securities issuer and/or of the securities, Bondholders' Representative and/or Bond Registrar as well as to execute, amend, enter into negotiation of any agreement and/or documents, including to file documentation or evidence with the office of the Securities and Exchange Commission, Bank of Thailand, Stock Exchange of Thailand, Thai Bond Market Association and/or other agencies relating to the</p>

	<p>issuance and offering of the Debentures, as well as to undertake any acts necessary for to the completion of the issuance, offering and allocation of the debentures.</p> <p>(3) To negotiate, engage, sign, amend contracts and/or documents, as well as communicate, provide information, submit documents, evidence to the Office of the Securities and Exchange Commission, and/or any other relevant agencies involved in issuing and offering the aforementioned Debentures, as well as perform any necessary or related activities as deemed appropriate.</p>
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The Board's Opinion: The Board of Directors deems it appropriate to propose to the 1/2023 EGM to consider approving the issuance and offering of debentures of the Company with the amount of, not exceeding, 800,000,000 (eight hundred million) THB and authorizes the Board of Directors or the Board of Executive Committee or the Managing Director or The person designated by the Board of Directors, the Executive Committee, or the Managing Director to be authorized for performing the issuance and offering of the Debentures to determine or change the conditions and details related to the issuance and offering of each type/form of debentures, such as the name designation, the characteristics of the offering of the debentures, number of debentures issued and offered each time, type and form of the debenture, collateral, offering price per unit, term, redemption period, early redemption, interest rate, payment of the principal and interest, allocation method, and details of the offering, etc.

Voting Required

This agenda requires majority a vote of not less than three-fourths (3/4) of total votes of the Shareholders attending the EGM and being eligible to vote.

All Shareholders are cordially invited to attend the Meeting on the date and at the time and place as mentioned above. The Record Date for the right to attend the 1/2023 EGM shall be 28 November 2023.

The Company recommends that any shareholder or any proxy who wishes to attend the Meeting to carefully study and follow the Guidelines for attending the Meeting by electronic means (**Attachment 3**).

A Proxy Form is enclosed for those shareholders who are unable to attend the Meeting by electronic means. Shareholders may appoint their own proxy or may appoint any one of the following Independent Directors, to attend and vote on their behalf:

- 1) Mr. Kasemsit Pathomsak, Independent Director, Age: 52 years
Address: 727 La Salle Road, Bangna Tai , Bangna District, Bangkok 10260
- 2) Mr. Kris Thirakaosal, Independent Director, Age: 46 years
Address: 727 La Salle Road, Bangna Tai , Bangna District, Bangkok 10260
- 3) Mr. Suriyon Tuchinda, Independent Director, Age: 65 years
Address: 727 La Salle Road, Bangna Tai , Bangna District, Bangkok 10260
- 4) Ms. Renuka Diwali Sharma, Independent Director, Age: 42 years
Address: 727 La Salle Road, Bangna Tai , Bangna District, Bangkok 10260

None of the above Directors has any special interest in any of the agenda items. Shareholders are requested to send the executed Proxy Form (**Attachment 4**) together with required supplementary documents to the Company **by 13th December 2023** via email or mail to the following address:

- By e-mail: ir@cn-thai.co.th OR
- By mail: Investor Relations - Christiani & Nielsen (Thai) Public Company Limited,
at 727 La Salle Road, Bangna Tai, Bangna District, Bangkok 10260

Yours sincerely,

Christiani & Nielsen (Thai) Public Company Limited

-Signature-

(Mr. Surasak Osathanugraha)
Director and Company Secretary