

March 31, 2021

Subject: Invitation to the Annual General Meeting of Shareholders 2021 by Teleconference using Electronic Device (E-AGM).

To: All Shareholders.

Enclosures:

Documents accompanying Agenda

1. Copy of the Minutes of the 2020 Annual General Meeting of Shareholder held on April 24, 2020 (Documents accompanying Agenda Item 1)
2. The One Report 2020, together with the Financial Statement of the company for the financial year ended December 31, 2020 (Documents accompanying Agenda Item 2 – 3) via QR Code
3. Profiles of candidates nominated for election as directors of the Company (Documents accompanying Agenda Item 5)
4. Profiles of the proposed Auditors for the year 2021. (Documents accompanying Agenda Item 7)

Documents accompanying the Meeting

5. Notification of Meeting (Please see the separate document)
6. Registration documents, registration and meeting processes and voting procedures and vote counting.
7. Proxy Form A. B. and C.
8. Profiles of independent directors to serve as proxy of the shareholder and qualification of Independent Directors.
9. Articles of Association of the Company concerning shareholder's meeting.

The Board of Director of CPL Group Public Company Limited has resolved that the Annual General shareholders' Meeting for the year 2021 will be held on April 28, 2021, 14.00 hrs. through electronic media according to the Emergency Decree on Electronic Meeting B.E.2563, live from at CPL Group Public Company Limited Meeting Room 3rdFloor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Mueang, Samutprakarn 10280, Thailand. Please find the agenda as follows:

Agenda 1 : To consider and adopt the Minute of the General Meeting of Shareholders 2020.

Facts and Rationale:

The company had prepared Minutes of the Annual General Meeting of shareholders 2020 held on April 24, 2020. 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 2020 which was convened on April 24, 2020 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 2020.

Facts and Rationale:

The Operation results of the company for the year 2020 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, 2020.

Facts and Rationale:

According to the Public Limited Companies Act 1992 (including amendments), Section 112 and Article 29 of the Company's Articles of Association, the company is required to prepare a company performance report and prepare a balance sheet and profit and loss from the previous year to propose to the shareholders' meeting for consideration and approval.

Opinion of the Board:

It is deemed appropriate to propose to the Annual General Meeting of Shareholders approved the statement of financial position and income statement as at 31 December 2020, which the Company's certified public accountant has audited and certified and has been reviewed by the Audit Committee as detailed in Enclosure 2.

The summary of the consolidated financial statements compared with the previous year.

Description	Baht	
	2020	2019
Total assets	2,132,410,521.54	2,231,110,697.50
Total liability	1,196,582,810.01	1,316,371,020.70
Shareholder equity	935,827,705.53	914,739,676.80
Total revenue	1,593,545,715.90	2,430,098,909.62
Net profit (Loss)	18,869,622.12	(163,886,756.28)
Earnings (Loss) per shares	0.04	(0.37)

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 2020 and dividend payment.

Facts and Rationale:

In accordance with Section 116 of the Public Limited Companies Act 1992 (as well as amended) and according to Article 36 of the Company's Articles of Association, the Company must allocate a portion of the annual net profit as a reserve. not less than 5% of the annual net profit deducted by the accumulated loss brought forward (if any) until this reserve is not less than 10% of the registered capital. The company has a policy to pay dividends from its annual performance at the rate of 60% of the annual net profit after tax and after deducting all kinds of reserves as required by law and as required by regulations. The Board of Directors will consider the dividend payment to the shareholders and the payment of dividends. It must not significantly affect the normal operation however the company may pay less dividends than the policy stipulated above. This depends on the financial status, liquidity and need for working capital or expansion future business according to the Board of Directors, shareholders deems appropriate to propose a dividend payment at the annual general meeting next year from the operation year.

Description / Year Paid	2018	2019	2020
1. Amount of Shares (Million share)	439.84	439.84	439.84
2. Net Profit (Loss) (Million baht)	11.98	(163.89)	18.87
3 Profit (Loss) per shares	0.03	(0.37)	0.04
4. Total Dividend Payment per shares	0.02	-	0.02

Opinion of the Board:

From the company's performance for the year 2020, the company has a net profit of 18.87 million baht, the Board considered and agreed to propose to the 2020 Annual General Meeting of Shareholders to approve the dividend payment for the year 2020 at the rate of 0.02 per share. Baht (before income tax), totaling 8,796,885.68 baht or 46.62%

In this regard, a dividend of 0.02 baht per share will pay the net profit of the business subject to corporate income tax at a rate of 20%. Individual shareholders can apply for tax credit from annual dividend payments at the rate of 20/80 of the dividends received. The Board of Directors set the record date for the shareholders' names to receive dividends on March 10, 2021 and the annual dividend payment is scheduled on May 10, 2021. However, the right to pay the annual dividend. Uncertainty remains until shareholder approval is obtained at the 2021 Annual General Meeting of Shareholders.

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 2021.

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.

At present the company has 9 directors. Therefore, 3 directors have to retire by rotation this year with the names as follow:

Name	Position
1.Mr. Suwatchai Wongcharoensin	Director, Chair of the Board
2.Mr. Puvasith Wongcharoensin	Director, Executive Director, Chief Executive Officer
3.Dr. Mongkol Laowarapong	Audit Committee Member, Independent Director Chair of Nomination and Remuneration committee

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, 2020 until January 15, 2021 to be elected as directors. However, there was no shareholder nominating any person to be elected as directors of the Company. The Nomination and Remuneration Committee considered the suitability of the person who deserves to be appointed as the Company's director considering important criteria such as the absence of prohibited qualifications in the position of director of the Company according to the Public Company Limited Act, 1992, morality, knowledge, competence, expertise, experience and suitability in diversity of qualifications of company directors as a whole the Nomination and Remuneration Committee there was an opinion suggesting to reappoint the directors who retired by rotation to serve as directors of the Company for another term.

Opinion of the Board:

Board of Directors (The directors with interests did not participate in the consideration) considered the opinion of the Board Nomination and remuneration for the suitability and maximum benefit of the company. There was of the opinion that the directors who retired by rotation have all the qualifications and do not have any prohibited characteristics as prescribed by the law. And is a qualified person with knowledge, ability and experience in various businesses including the affairs of the Company whereby persons nominated for appointment as independent directors are able to express their opinions independently. In accordance with the relevant guidelines Moreover, the persons nominated for this time have gone through a scrutiny process or careful consideration of the Board of Directors, and therefore recommends that the shareholders approve the appointment of the directors who retire by rotation upon return serving as a director of the company for another term.

For Dr. Mongkol Laoworaphong having served as an independent director of the Company for more than 9 years, the Board of Directors has considered the suitability, qualifications and experience of him. He has suitable qualifications and has sufficient experience in performing duties as an independent director. The profiles of persons nominated for appointment as directors of the Company as shown in the documents for consideration of Agenda 5 and the qualifications of the Company's independent directors which are higher than the minimum requirements of the Board of the Securities and Exchange Commission and the Stock Exchange of Thailand as shown in Enclosure 8.

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 2021.

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	2021
1. Board of Director / Sub Committee		
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. Total Remuneration	Not exceed 6 MB	Not exceed 6 MB
3. Actual Paid	4.88 MB	-

Opinion of the Board:

Agreed to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the directors' remuneration for the year 2021 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 2021.

Facts and Rationale: In compliance with Section 120 of the Public Company Act B.E. 1992 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. In this regard, the Notification of the Capital Market Supervisory Board No. Tor Chor. 75/2 2018 Re: Rules, Conditions and Procedures for Disclosure of Financial Position Information And the performance of the company issuing securities, effective from January 1, 2019, requires the company to arrange the rotation of auditors in case any auditor has performed the duty of reviewing, auditing or demonstrating until 7 periods have been completed. Accounts, whether they are contiguous or not The company may appoint that auditor to be the Company's auditor after at least 5 consecutive fiscal years.

Opinion of the Board:

Agreed on the proposal of the Audit Committee to select CWWP Company Limited as the Company's auditing firm. Knowledgeable and experience in performing audit work by performing duties within the scope of authority The Auditor has always given good advice and suggestions to the company including having a good performance which is satisfactory qualifications not contrary to the relevant rules, announcements and regulations by a company that is an audit firm and the auditor

1. Appoint an auditor from CWWP Company Limited to be the Company's auditor in the year 2021 with the list of auditors as follows:

Name	Certified Public Accountant	Number of Year audit for the company
1. Ms. Wanraya Puttasatien	4387	1 (2020)
2. Ms. Waraporn Intaraprasit	7881	-
3. Ms. Chonthicha Lertwilai	12258	-

2. Approve Auditor fee for year 2021 amount of 1,640,000 baht.

Audit Fee for year 2021 as detail below

Description	2019	2020	2021
Auditor Fee	950,000	950,000	920,000
Review quarter statement	660,000	720,000	600,000
Review cash flows statement	60,000	60,000	60,000
English Statement	60,000	60,000	60,000
	1,730,000	1,790,000	1,640,000

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).

Shareholders Information

1. The company has set the names of shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date) on March 10, 2021 in accordance with Section 89/26 of the Securities and Exchange Act B.E. 2535.

2. The Company has invited shareholders who wish to propose matters for the Board of Directors to consider including the agenda of the 2021 Annual General Meeting of Shareholders or to propose qualified persons to be considered as the Company's directors. Shareholders can send such wishes to the company at least 3 months prior to the general meeting of shareholders in accordance with the good corporate governance principles of the Stock Exchange of Thailand, i.e. from 15 November 2020 to 15 January 2021 by: Offers must comply with the Company's regulations, which are posted on the company website. www.cpl.co.th In addition, the company has notified such solicitation through electronic channels of the Stock Exchange of Thailand. There were no shareholders proposing meeting agendas or nominating persons to be elected as directors according to the Company's regulations.

To the company in any way

3. Shareholders have the right to vote in Agenda 1-7, Voting Agenda 1-7 except Agenda 6, which must be approved by not less than two-thirds of the total number of votes of the shareholders. Shares attending the meeting must receive a majority vote of the shareholders who attend the meeting and have the right to vote.

4. At the 2021 Annual General Meeting of Shareholders, the Company will use the electronic voting registration and counting system. In this regard, the Company will invite representatives from the law firms to audit the vote and supervise the meeting to be in accordance with the rules and regulations. Transparent and lawful And the Company's Articles of Association, as well as good corporate governance principles in order to comply with the rules of the shareholders' meeting of the Office of the Securities and Exchange Commission.

We would like to invite all shareholders to attend the meeting in the E-AGM system according to the time measurement and system mentioned. The Company assign Inventech Systems (Thailand) Co., Ltd. to organize electronic meetings. The system of Inventech Systems (Thailand) Co., Ltd. has passed the verification on the security standards of electronic conferencing from the digital economy and society. The company will open for registration into the E-AGM system to attend the general meeting of shareholders from 12.00

The company asks for the cooperation of shareholders and proxies, please study the conditions and methods of registration and prepare documents for identity verification before the meeting date. To obtain a username and password as well as study voting methods and the procedures for attending the meeting, as detailed in Enclosure 5, in order to protect the rights and interests of the holders. share In the event that

shareholders cannot attend the meeting by themselves and intends to appoint an independent director to attend the meeting and vote on behalf of the shareholders. Proxy can be given to 3 independent directors of the company. Details are shown in Enclosure 8 with the signature of the proxy with 20 baht stamp duty and send Proxy Form A, Form B or Form C (custodian) according to Enclosure 7 with relevant documents.

1. By mail: "Company Secretary Office, 700 Moo 6, Sukhumvit Road, Bangpumai Sub-district, Mueang District, Samut Prakan 10280

2.Email: secretary@cpl.co.th, ir@cpl.co.th.

For the convenience of document reviewing Therefore, shareholders and / or proxies are requested to send documents to the company by April 26, 2021 and to ensure the efficiency of the 2021 Annual General Meeting of Shareholders. The company would like to invite shareholders to submit questions regarding the agenda in advance. In this regard, shareholders are requested to send questions including their name/shareholder registration number/telephone number that can be contacted via E-mail "Investor Relations" at ir@cpl.co.th via registered mail to "Company Secretary Office" as above address and because the company will use the username to register and count the votes according to the proportion of the meeting attendees in the meeting as Shareholders or proxies. Please verify your identity with other relevant supporting documents as detailed in Enclosure 5 and 6.

Your sincerely,



(Mr. Suwatchai Wongcharoensin)
Chairman

Company Secretary Office 02 709 – 5633 – 8 Ext 8110 - 8112