



Chow Bright Ventures Holdings Public Company Limited

No. 2025 08-067

September 5, 2025

Notice of Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025

- Subject** Invitation to the Extraordinary General Meeting of Shareholders No. 1/2025
- Dear** Shareholders of Chow Bright Ventures Holdings Public Company Limited
- Enclosure**
1. Copy of Minutes of the 2025 Annual General Meeting of Shareholders on April 25, 2025.
 2. Documents for Agenda Item 2 Information Memorandum on Partial Business Transfer of Chow Bright Ventures Holdings Public Company Limited.
 3. Details of the Company's Independent Directors/Audit Committee proposed by the Company to act as proxies from shareholders.
 4. Articles of Association of the Company pertaining to the Meeting of Shareholders.
 5. Guideline for Attending Electronic Meeting (E-EGM), Registration Documents to be Presented Prior to Attending Shareholders' Meeting, Proxy Clarification and the Explanation of Voting and Vote Counting
 6. E-EGM Flowchart
 7. Proxy Form B.

The Board of Directors of Chow Bright Ventures Holdings Public Company Limited (the "Company") has scheduled the Extraordinary General Meeting of Shareholders No. 1/2025 on Monday, 22 September 2025, at 14.00 hrs., to be held in the form of an Electronic Meeting (E-EGM) in accordance with the legal requirements. For this meeting, the Company has set the following agenda items for consideration.

Agenda 1 To certify the minutes of the 2025 Annual General Meeting of Shareholders held on 25 April 2025.

Facts and Rationale: The Company had completed the minutes of the 2025 Annual General Meeting of Shareholder on 25th April 2025 within 14 days as from the date of the Annual General Meeting of Shareholder and had submitted to the Ministry of Commerce within the period as specified by law and publicized on the Company's Website (www.chowbright.com) since 8 May 2025 for the shareholders' examination and none of the shareholders requested for amending the minutes. The copy of the minutes of the Annual General Meeting of Shareholder 2025 was attached with this invitation letter, dated 5th September 2025 (**Enclosure 1.**)



Board of Directors' opinion: View as proper to present the minutes of the 2025 Annual General Meeting of Shareholder on 25th April 2025 that the Company's Board of Directors had approved as correct to the Annual General Meeting of shareholder certify the meeting.

Votes required: This agenda must be approved with a Majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 2 To consider and approve the Partial Business Transfer

Facts and Rationale: The Company intends to restructure its business operations in order to transform into a Holding Company. The primary objective is to efficiently manage investments in its subsidiaries and to reduce the complexity of overseeing diverse business operations. The principles and rationales of this restructuring are as follows:

- 1) Increase flexibility in management and enable each business unit to adjust its strategies more quickly and effectively.
- 2) Promote business expansion and growth potential both within related industries and across new industries with greater agility.
- 3) **Enhance shareholder value** through more efficient management and operations.
- 4) Achieve more appropriate financial costs by improving access to funding sources that align with the specific needs of each business.
- 5) Optimize human resource management to suit the unique characteristics of each business, thereby improving operational efficiency and retaining high-quality personnel within the organization.

Through the Company's business restructuring, the Company will undertake a **Partial Business Transfer (PBT)**, which covers certain parts of the Company's operations, specifically the business relating to the production and distribution of steel, comprising:

- Fixed assets located at the factory in Kabinburi Industrial Estate, Prachinburi Province, owned by Chow Bright Ventures Holdings Public Company Limited (formerly known as Chow Steel Industries Public Company Limited).
- Licenses, trademarks, and other privileges such as investment promotion certificates, industrial standards, trademarks, etc., related to the business operations concerning the production and distribution of steel products, in accordance with the procedures prescribed by the relevant government authorities.
- Transfer of employees related to the business operations concerning the production and distribution of steel products, in accordance with the rules and procedures prescribed by the relevant authorities.



(the “**Business Transfer**”) to Chow Steel Manufacturing Company Limited (CSM), a subsidiary in which the Company holds 99.98% of the total shares, to assume the said business. The Company will execute the partial business transfer in accordance with the criteria set forth under the Royal Decree issued under the Revenue Code Governing Tax Exemption (No. 516), B.E. 2554 (2011) and the Director-General of the Revenue Department’s Notification regarding Rules, Procedures, and Conditions for Partial Business Transfer between Public Limited Companies or Limited Companies for Tax Exemption, together with other related notifications concerning such matters (the “Partial Business Transfer – PBT”, collectively referred to as the “**PBT Conditions**”).

The partial business transfer to the said subsidiary constitutes a business restructuring of the Company and therefore has no material impact on the total assets of the Group. Furthermore, such transaction does not constitute a disposition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets, dated 31 August 2008 (as amended), and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies Concerning the Acquisition or Disposition of Assets, B.E. 2547 (2004), dated 29 October 2004 (as amended). In addition, the transaction does not constitute a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated 31 August 2008 (as amended), and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Operations of Listed Companies on Connected Transactions, B.E. 2546 (2003), dated 19 November 2003 (as amended). However, the partial business transfer is deemed a transfer of a material part of the Company’s business under Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992) (as amended), which requires approval from the shareholders’ meeting with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

Please kindly consider the details of the partial business transfer as set out in the Information Memorandum regarding the Partial Business Transfer of Chow Bright Ventures Holdings Public Company Limited (**Enclosure 2.**)

Board of Directors’ opinion: It is deemed appropriate to propose that the shareholders’ meeting consider and approve the Company’s business restructuring through the partial business transfer to its subsidiary. The Board of Directors believes that this PBT plan is appropriate and reasonable, as it will provide a clearer business structure, enable more effective risk and resource management, enhance growth opportunities and partnership potential, and align with the Group’s long-term strategic objectives.



In addition, the Board of Directors of the Company has approved and deems it appropriate to propose that the shareholders' meeting consider and approve authorizing the Executive Committee, or the Chief Executive Officer, or any person designated by the Executive Committee and/or the Chief Executive Officer to have the authority to carry out all necessary actions in connection with the PBT and the establishment/increase of capital of the subsidiary, including but not limited to: Determining the transfer price within the approved framework; Negotiating and executing contracts or documents; Amending, revising, or supplementing the details and conditions of contracts and registration documents; Filing applications with government authorities; Adjusting non-material technical details; and Performing any other acts, documents, or actions necessary for the partial business transfer of the Company. This authority also includes the power to determine or modify the terms, prices, and timelines related to or arising from the partial business transfer, in order to ensure that the Company's restructuring is conducted in compliance with applicable laws and regulations and to maximize benefits for the Group, including but not limited to the actions described above.

- (a) Carry out any and all actions related or necessary to the partial business transfer transaction, including but not limited to determining or changing the date of the partial business transfer, in order to comply with the rules, procedures, and conditions for partial business transfers between public limited companies or limited companies, as well as other relevant notifications issued by the Revenue Department.
- (b) Review, revise, and/or adjust the plan and/or procedures of the business restructuring through the partial business transfer, as deemed necessary and appropriate, in order to suit the circumstances, avoid any potential impacts on the partial business transfer transaction, and ensure the transaction is carried out smoothly and efficiently.
- (c) Prepare, negotiate, and execute the partial business transfer agreement and/or any agreements related to the partial business transfer, as well as prepare and execute any applications and documents related to the partial business transfer. This includes liaising for the preparation of such applications or documents and submitting the applications and/or documents to the relevant authorities.

Votes required: This agenda must be approved with the votes of not less than three-fourth (3/4) of the total number of votes of shareholders attending the meeting and having the voting rights.



Agenda 3 Others (if any)

You are hereby invited to attend the Extraordinary General Meeting of Shareholders No. 1/2025 in the form of an Electronic Meeting (E-EGM) as stated above. If you are unable to attend the meeting in person, you may appoint a proxy to attend and vote on your behalf. You may authorize one of the following independent directors to act as your proxy: Assoc. Prof. Kalyaporn Pan-ma-rerng, Independent Director and Chairman of the Audit Committee; or Mr. Noppadon Jason Chirasanti, Independent Director and Audit Committee Member; or Mr. Kanawath Aran, Independent Director and Audit Committee Member. The proxy may vote on your behalf in accordance with the proxy form attached to this notice.

Best regards,

(Dr.Pruchya Piumsomboon)

Chairman of the Board

(Mr.Anavin Jiratomsiri)

Chief Executive Officer



Note:

1. The Company has published the invitation to the meeting in both Thai and English versions, as well as the proxy forms (Form A., Form B., and Form C.) (**Enclosure 7.**) on the Company's website. Shareholders can download these documents from the website www.chowbright.com under the menu Investor Relations → Shareholder Information → Extraordinary General Meeting of Shareholders No. 1/2025, starting from 5 September 2025 onward.
2. Shareholders or appointed proxies who wish to attend the meeting must submit identification documents as specified to the Company. Once the Company has verified the information against the record of shareholders entitled to attend the meeting as of the Record Date, the electronic meeting service provider will send a link to join the meeting along with a user guide to the email address you have provided to the Company. The link will be sent one (1) business day prior to the meeting, i.e., **by 19 September 2025.**
3. If a shareholder is unable to attend the meeting in person and wishes to appoint an independent director or an audit committee member as their proxy, please refer to **Enclosure 3.** for more information. The Company kindly requests that the proxy form be submitted to the Company at least three (3) business days prior to the meeting to allow sufficient time for verification of the documents. The envelope should be addressed to:

Miss Sirirat Khongpeng (Company Secretary)
Chow Bright Ventures Holdings Company Limited
No.2525 FYI Center Tower 2, 10th Floor, Unit 2/1007-1008,
Rama 4 Road, Khlongtoei, Khlongtoei Bangkok 10110