

NO: CHO 078/2025

14 November 2025

Subject: Notification of the Auditor's Report not expressing an Opinion on the Financial Statements for the Third Quarter of 2025

To: The President
The Stock Exchange of Thailand

Reference: Information Disclosure Letter No. CHO 069/2025; Subject: Additional Clarification on the Auditor's Disclaimer of Opinion on the Financial Statements for the Second Quarter of 2025

CHO THAVEE Public Company Limited (the "Company") hereby informs its consolidated and separate financial statements for the third quarter of 2025, ended 30 September 2025, the auditor issued a disclaimer of opinion due to uncertainties that may cast significant doubt on the Company's ability to continue as a going concern. This matter is a continuation of the auditor's disclaimer of opinion on the Company's financial statements for the second quarter of 2025, for which the Company provided the latest update as referenced above.

The Company would like to provide the following clarification regarding its most recent action plans and corrective measures:

1. As disclosed in note 2 to the financial statements, the use of going concern basis of accounting, which indicates that the Group and the Company incurred net loss for the nine-month period ended September 30, 2025, amounting to Baht 967 million and Baht 1,250 million, respectively. As of that date, the Group and the Company had deficits of Baht 3,788 million and Baht 3,786 million, and current liabilities exceeded current assets by Baht 951 million and Baht 900 million, respectively.

- **Response:** The Company has formulated a firm capital enhancement plan through the issuance of THB 900 million in convertible debentures to a reputable foreign financial institution. This transaction will immediately strengthen the Company's shareholders' equity and generate direct cash inflows, as the convertible debentures carry no principal repayment obligation, allowing the Company to reinforce its liquidity position without incurring additional debt burden.

The Company maintains strong confidence in this long-term funding partner, which has consistently provided financial support to the Company since May 2021—demonstrating nearly four consecutive years of commitment and reliability.

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In parallel, the Company is progressing with preparations for the issuance and offering of newly issued ordinary shares to existing shareholders (Rights Offering: RO), which is targeted for completion within January 2026, subject to approval by the Extraordinary General Meeting of Shareholders No. 1/2025, scheduled for 16 December 2025. This capital plan represents a decisive step to reinforce the Company's financial position and support its ongoing operational stability.

2. As disclosed in note 11 to the financial statements, as at September 30, 2025, the Company was unable to maintain the interest-bearing debt-to-equity ratio as prescribed in the credit facility agreement with the first financial institution. The Company has notified the first financial institution to request a waiver from maintaining the debt-to-equity ratio for non-interest-bearing liabilities and is currently awaiting the first financial institution's consideration of such financial covenant waiver. In additions, the Company was unable to meet the debt repayment schedule under the debt restructuring agreement with the second financial institution. Furthermore, as disclosed in paragraph 3) of this section of my report, in September 2024, the first financial institution filed a civil lawsuit against the Company for defaulting on repayment of the loan agreement. These matters also resulted in a cross-default on loan agreement with the third financial institution. These events caused the total loans from the three financial institutions amounting to Baht 435 million and accrued interest of Baht 70 million, to become due and payable immediately. The Company presented these debts as current liabilities. In September 2025, the Company entered into a compromise settlement agreement with the first financial institution, under which the first installment will commence in December 2025 onwards, and the outstanding debt must be fully settled within one year from the agreement date. In addition, the Company is in the process of negotiating revisions to the repayment plan and debt restructuring plan with the second and third financial institutions. Both institutions are currently considering the proposed plans, and further progress is expected in the first quarter of 2026.

- Response: The Company has formally requested a waiver from its banks to temporarily relax the requirement for the non-interest-bearing debt to equity ratio and is currently under review for a financial covenant waiver.

As of 30 September 2025, the Company had total borrowings from financial institutions amounting to THB 831 million. The Company has not met certain repayment obligations and is in default under the loan agreements with three financial institutions, with an aggregate exposure of THB 505 million, consisting of principal of THB 435 million and accrued interest of THB 70 million (calculated based on overdue interest).

The following provides a summary of the covenant breaches with the financial institutions and the progress of the Company's remedial actions:

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Details of Loan Covenant Breaches and Company's Progress

Financial Institution	As of Sep 30, 2025 (Unit: THB million)			Collateral	Details of Breach	Company's Progress
	Principal	Accrued Interest	Total			
1	91	30 (calculated based on default interest)	121	Two factory land plots located in Mueang Kao Subdistrict, Mueang Khon Kaen District, currently used for assembly and auto parts manufacturing	- The Company was unable to fully repay the principal of the Promissory Note (PN) of THB 68 million, which matured in February 2024, resulting in the temporary suspension of the Overdraft (OD) facility of THB 20 million. - The Company has breached the financial covenant relating to the interest-bearing debt to equity ratio, which should not exceed 3:1, effective from the third quarter 2024 financial statements. - On 6 September 2024, the financial institution initiated a civil lawsuit against the Company	The Company entered into negotiations with the financial institution on 5 September 2025 and subsequently executed a settlement agreement, under which the repayment schedule has been restructured over a one-year period, with the first installment scheduled for December 2025..

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Financial Institution	As of Sep 30, 2025 (Unit: THB million)			Collateral	Details of Breach	Company's Progress
	Principal	Accrued Interest	Total			
					concerning default under the loan agreement, seeking repayment of the loan principal together with accrued interest on overdue amounts. Should the Company be unable to settle the obligations in full, the bank may enforce its rights over the pledged collateral or liquidate other Company assets to recover the outstanding debt.	
2	164	28	192	Land Title Deed No. 902, located in Nai Mueang Subdistrict, Mueang District, Khon Kaen Province, with an area of 1 ngan and 21.2 square wah, including	The principal repayment of THB 54 million, scheduled for 31 December 2024, was intended to qualify the Company for a debt reduction (haircut) of THB 110 million. However, the Company has not yet made the scheduled	The Company has engaged in negotiations with the financial institution and is currently in discussions to restructure the prepayment of interest and debt repayments. The Company has

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Financial Institution	As of Sep 30, 2025 (Unit: THB million)			Collateral	Details of Breach	Company's Progress
	Principal	Accrued Interest	Total			
				existing buildings and appurtenances, is currently leased to an external party.	principal payment.	submitted a debt restructuring plan, which is under review by the financial institution, and progress is expected in the first quarter of 2026.
3	180	7	187	Land of 11 rai owned by Khon Kaen Cho Thavee (1993) Co., Ltd., located on Mittraphap Road, Nai Mueang Subdistrict, Mueang Khon Kaen District. Currently unused, pending development under the Company's EV project	Loan agreement contains a cross-default clause: default on any loan with any financial institution (regardless of amount) triggers immediate repayment obligation of all outstanding principal and interest. As the Company has defaulted with Financial Institutions 1 and 2, this has caused a cross-default breach under this facility.	The Company has engaged in negotiations with the financial institution and is currently in discussions to restructure the prepayment of interest and debt repayments. The Company has submitted a debt restructuring plan, which is under review by the financial institution, and progress is expected in the

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Financial Institution	As of Sep 30, 2025 (Unit: THB million)			Collateral	Details of Breach	Company's Progress
	Principal	Accrued Interest	Total			
						first quarter of 2026.
Total	435	57	492			

3. As disclosed in note 20 to the financial statements, in September 2024, the first financial institution filed a civil lawsuit against the Company for defaulting on the loan agreement, demanding the Company to repay the outstanding loans including default interest. If the Company is unable to repay the outstanding debts, the collateral property will be foreclosed and sold to settle the debts. If the proceeds are insufficient, other assets of the Company will be seized and sold to fully settle the debts. In September 2025, the Company entered into a compromise settlement agreement, under which the first installment will commence in December 2025 onwards, and the outstanding debt must be fully settled within one year from the date of the compromise settlement agreement.

- Response: The Company has conducted negotiations and submitted a debt restructuring plan for the financial institution's consideration. Most recently, the Company has reached a settlement agreement, under which the repayment schedule has been restructured over a one-year period, with the first installment scheduled for December 2025.

4. As disclosed in note 20 to the financial statements, other creditors have also filed civil lawsuits against the Company for defaulting on debt repayments. The Company has been negotiating settlements or entering into debt compromise agreements by gradually repaying the debts.

As at the date of the auditor's report, the Group and the Company have prepared plans to address the financial positions and liquidity issue. However, the plans remain subject to multiple material uncertainties, which depend on the ability to implement the operational improvement plan, and the success of various plans, including the result of negotiations for waivers of loans agreement breaches with financial institutions and debenture holders, the results of negotiations for debt repayment extension, the results of debt restructuring negotiations, the plan to seek approval for debenture repayment extensions from debenture holders, the plan to obtain loans from directors, the plan to increase capital, and the plan to secure additional funding sources.

These circumstances indicate that material uncertainties exist that may cast significant doubt on the Group's and the Company's ability to continue as going concerns. The accompanying consolidated and separate financial statements do not include any adjustments related to recoverability of recorded assets and the amounts and classifications of liabilities that might be necessary should the Group and the Company be unable to continue as going concerns.

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- Response: The Company has successfully negotiated and executed settlement agreements with its creditors. It is currently making repayments in accordance with the terms of these agreements. The details of the creditors are as follows:

Item	Financial Institution Creditor 1	Financial Institution Creditor 2	Trade Creditor 1	Trade Creditor 2
1. Filing Date / Date of Lawsuit	6 Sep 2024	28 Aug 2025	17 Aug 2023	15 Nov 2024
2. Counterparty Information (For corporate counterparties, major shareholders indicated)	Cho Thavee Public Company Limited	- Cho Thavee Thermotech Co., Ltd. (subsidiary) - Cho Thavee Public Company Limited (guarantor)	Cho Thavee Public Company Limited	Cho Thavee Public Company Limited
3. Summary of Dispute				
3.1 Event/ Cause of Dispute	Default on PN due Feb 2024; creditor filed lawsuit in Khon Kaen Provincial Court on 6 Sep 2024	Default on loan obligations (Promissory Note & OD)	On February 22, 2023, the Company defaulted on installment payments under the hire-purchase agreement. The creditor subsequently filed a lawsuit on August 17, 2023.	On August 29, 2024, the Company defaulted on trade payable obligations. The creditor filed a lawsuit with the Bangkok Civil Court on November 15, 2024.
3.2 Claim Amount	THB 118,629,236 plus 18% p.a.	THB 3,214,566 plus 15% p.a.	THB 49,334,395 plus 15% p.a.	THB 30,200,703 plus 15% p.a.

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Item	Financial Institution Creditor 1	Financial Institution Creditor 2	Trade Creditor 1	Trade Creditor 2
(Principal and Interest)	interest	interest	interest	interest
4. Company's Response and Key Next Steps	Settlement agreement executed; repayment over 1 year starting Dec 2025	The court scheduled a mediation hearing to formalize a settlement agreement, with the next session set for 22 December 2025.	The Company reached a settlement agreement, which was endorsed by the Court on November 13, 2023. The Company has partially repaid under the compromise terms.	The Company reached a settlement agreement, which was endorsed by the Court on May 6, 2025. The Company has made repayments under the compromise terms, with full repayment to be completed by August 31, 2026.
5. Potential Impacts				
5.1 Impact on Operations	Liquidity constraints and suspension of credit facilities	Liquidity constraints and suspension of credit facilities.	Reputational and trade credit impact.	Impact on borrowing capacity and company liquidity
5.2 Estimated Liability / Provision	THB 118 million plus statutory default interest until fully repaid	THB 3,214,566 plus statutory default interest until fully repaid	THB 49,334,395 plus statutory default interest until fully repaid	THB 30,200,703 plus statutory default interest until fully repaid

5. As disclosed in note 7 to the financial statements, the consolidated and separate financial statement of the Company for the nine-month period ended September 30, 2025, included an investment in direct and indirect associated companies based on the associated companies financial statements, which had not

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been reviewed by an auditor as the associated companies are not under the control of the Company's management. The carrying amount of the investment as at September 30, 2025 in the consolidated financial statements, accounted for using the equity method amounted to Baht 2.00 million and in the separate financial statement amounted to Baht 2.82 million (net of an allowance for impairment of investment amounted to Baht 150.82 million), representing 0.12% and 0.18% of total assets in the consolidated and separate financial statements, respectively, and the equity of net loss of the associated companies in the consolidated financial statements for the nine-month period ended September 30, 2025, amounted to Baht 142.89 million, representing 14.77% of net consolidated loss. I was unable to review to satisfy myself as to balance of the value of the investments in the associated companies.

- Response: The aforementioned financial information is currently under review by the foreign auditor and is being examined. The audit process is expected to be completed by December 2025.

The Company remains fully committed to resolving the current situation, with a clear objective to reinforce long-term financial stability and enhance its competitive strength going forward. The Company is in the process of recalibrating its operational plans to align with available resources, with the aim of increasing revenue generation from its core businesses. The Company is also expediting actions to recognize returns from both domestic and international investment projects, thereby strengthening overall liquidity. In parallel, the Company is engaging in discussions with relevant creditors to renegotiate repayment terms where appropriate, enabling the Company to continue its operations without disruption.

The Company further wishes to clarify that the auditor's disclaimer of opinion on the consolidated and separate financial statements for the second quarter of 2025, ended 31 December 2025, was not caused by any management-imposed limitation of scope.

The Company will continue to provide updates through the disclosure channels of the Stock Exchange of Thailand in accordance with all applicable regulations.

Yours Sincerely,

Cho Thavee Public Company Limited

-Mr.Suradech Taweesaengsakulthai-
President and Chief Executive Officer

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