



INVITATION TO ANNUAL GENERAL MEETING OF SHAREHOLDERS
C.I. GROUP PUBLIC COMPANY LIMITED



**C.I. GROUP
PUBLIC COMPANY LIMITED**

บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

สำนักงานใหญ่ (HQ)
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March 31st, 2021

Subject: Invitation Letter for the Annual General Shareholders Meeting No.1/2021
To: Shareholders of C.I. Group Public Company Limited
Enclosed: 1. QR Code: The 2020 Annual Report and the Financial Statements for the Financial Year 2020.
(Reference for Agenda 2)
2. QR Code: Invitation Letter of Annual General Meeting 2021

The Board of Directors of C.I. Group Public Company Limited (the "Company") has resolved to set up the Annual General Meeting No.1/2021 on April 20th, 2021 at The master Meeting Room of C.I. Group Public Company Limited 1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand. The agendas are as follows:

Agenda 1 To Certify the Minutes of the Annual General Meeting of Shareholders on April 20th, 2020.

Comments from the Board of Directors: The Meeting duly considered and unanimously resolved to adopt and approve the minute of the Annual General Meeting of Shareholders No.1/2020 which was held on April 20th, 2020 details are as shown in the enclosed document item 1.

Agenda 2 To Acknowledge the Result of Business Operation of CIG and to Consider and Approve the Audited Financial Statement for the Fiscal Year Ended as of December 31st, 2020.

Comments from the Board of Directors: The Meeting resolved the acknowledgement of the results of business operations of CIG for the year 2020 (see Financial Highlight: Attachment 2) and the audited Financial Statement for the fiscal year ended as of December 31st, 2020 and the Auditor's Opinion is approved details as shown in the 2020 Annual Report, "Financial Statement"

Agenda 3 To Consider and Approve Omission of Payment of Dividend from the Performance of the 2020 Fiscal Year.

Comments from the Board of Directors: The payment of dividend from the performance of the 2020 fiscal year to the shareholders not to be paid due to deficit of the company's performance as states in The Company's Articles of Association related to dividend payment policy (Attachment 3).

Agenda 4 To Consider and Approve the Directors' Remuneration and Meeting Allowance for 2021

Comments from the Board of Directors: The Director's remuneration and meeting allowance had not been approved by the Remuneration Committee due to no such a committee as yet. However, consideration of remuneration and allowance of the directors had been done carefully by comparing with other similar industries together with considering from growth and status of the company's business as well prior to propose. The directors' remuneration for the 2021 fiscal year at the amount of not exceeding Baht 8,000,000, the attendance fee for the Board of Directors of Baht 5,000 per director per time, and the attendance fee for the audit committee of 5,000 Baht per director per time. Details of remuneration payment for each Director of the year 2020 are shown in the 2020 Annual Report, Directors' Remuneration.



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Agenda 5 To Consider and Approve the Appointment of the Auditor and the Auditor's Remuneration for 2021

Comments from the Audit Committee: The Audit Committee has considered nominated auditors by qualifications in accordance with the notifications of The Securities and Exchange Commission and The Stock Exchange of Thailand. Then, propose to the Board of Directors to consider to propose shareholders to consider appointment of Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, (CPA Registration No.4663, 4664 and 5369 respectively) or other CPAs, who are in list of approved auditors by the office of SEC. of Sam Nak-Ngan A.M.C. Co.,Ltd. as CIG's Auditor for the year, ending December 31st, 2021, These auditors are independent no relationship and/or no interest with the company/management and major shareholders. Where the auditing fee will not exceed Baht 1,120,000 per year (not inclusive of other payments related to audit).

Comments from the Board of Directors: Approved the appointment of auditor for 2020 from Sam Nak-Ngan A.M.C. Co.,Ltd as per proposal of the Audit Committee that had already considered thoroughly with approval of the Board of Directors to propose to the Annual General Meeting No.1/2021 to consider Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, (CPA Registration No.4663, 4664 and 5369 respectively) or other CPAs, who are in list of approved auditors by the office of SEC. of Sam Nak-Ngan A.M.C. Co.,Ltd. as CIG's Auditor for the year, ending December 31st, 2021, These auditors are independent no relationship and/or no interest with the company/management and major shareholders which was performed as the auditor of the company last year for 3 fiscal years. Where the auditing fee will not exceed Baht 1,120,000 per year (not inclusive of other payments related to audit). Details of payment to the auditor of the year 2020 is shown in the 2020 Annual Report.

Note: Sam Nak-Ngan A.M.C Co.,Ltd. will also be the sub-company's auditors.

Agenda 6 To consider and approve elect persons to replace directors who completed their rotational terms.

On the AGM 2021, there are one-third of directors will be retired by rotations that are:

- 1) Pol.Gen.Prunng Boonpadung Independent Director
- 2) Mrs.Chankapaw Dissakul Director

The company had been announced in the website of the company inviting investors to propose name of appropriated persons to be elected inclusive of proposing Agendas (if any) but there is no proposing at all. The Board of Directors has followed the selection process by which considering required qualification of directors to be allied with the company's strategies' that is lack in order to create the most effective to the company. During the vote the related Directors not allowed to attend. The Board then proposed to re-elect the directors who are retired by rotation to continue their position which profiles of the nominated persons to be independent director in replacement of those who are retired by rotation are shown in attachment 4 and definition of independent director in attachment 4 in the Invitation Booklet as follows.

- 1) Pol.Gen.Prunng Boonpadung Chairman / Chairman of the Audit Committee
- 2) Mrs.Chankapaw Dissakul Director

Comments from the Board of Directors: Approved the appointment of Directors of the C.I.Group Public Company Limited which are Pol.Gen.Prunng Boonpadung and Mrs.Chankapaw Dissakul to replace directors who are retired by rotation after carefully deliberate. By which, Pol.Gen.Prunng Boonpadung, Independent Director, has been in the position for 10 years with



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his expertise and experience the board agreed to appoint in the position for 3 years more or 13 years in the roll. The Independent Director has right to comment freely and be complied with related rules and regulation.

Agenda 7 To approve reduction of the company registered capital from THB 648,590,086.50 to THB 432,394,341 and approve the amendment of Clause 4 of Company's Memorandum of Association regarding to the reduction of registered capital

As follows:

No.4	Registered Capital	432,394,341	Baht	(Four Hundred and Thirty Two Million Three Hundred Ninety Four Thousand and Three Hundred Forty one Baht)
	Divided to	864,788,682	shares	(Eight Hundred and Sixty Four Million Seven Hundred Eighty Eight and Six Hundred Eighty Two shares)
	Par Value	0.50	Baht	(Point Fifty Baht)
	Preferred Shares	None		

Comments from the Board of Directors: the Board of Directors resolved to approve the capital reduction from expiration of CIG-W8 and approved to amend the Memorandum of Association of the Company No. 4 to be complied with the decrease of the registered capital and the company paid-up capital.

Agenda 8 Others (if any)

The shareholders and the Board of Directors may discuss any other issue.

Guideline for the Shareholders for attending the 2020 Annual General Meeting of Shareholders in regards to the outbreak of the Coronavirus Disease 2019 (COVID-19)

Reference is made to the discussion between the Securities and Exchange Commission, Thailand ("SEC"), Department of Business Development, Ministry of Commerce, Ministry of Digital Economy and Society and the Stock Exchange of Thailand to seek for the solutions for holding the Shareholders Meeting of the listed company in respect of the continuous outbreak of the Coronavirus Disease 2019 (COVID-19) on 2 March 2020 at SEC.

C.I.Group Public Company Limited (the "Company") seriously pays attention and concerns to such situations and hereby recommends the Guideline for the Shareholders to attend the 2020 Annual General Meeting of Shareholders as follows;

1. For the Shareholders who traveled to/from the high risk countries or have been in contact with people who traveled to/from the high risk countries within 14 days before the date of the meeting or having the conditions reasonably suspected of being infected with the Coronavirus Disease 2019 (COVID-19), please consider to appoint any person as deemed appropriate to act as your proxy or appoint the Independent Director of the Company to attend and vote on your behalf or may register in advance according to the procedures provided in the notice for the protection of rights of the Shareholders to participate and vote in the meeting.

2. Shareholders who are unable to attend the meeting by themselves questions relating to the meeting agenda can be sent 3 days in advance from 15-17 April 2020 from 08.00 hrs. to 18.00 hrs. via email secretary@cigpcl.com



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3. The Company shall provide the screening area in front of the meeting room to monitor, screen and prevent the potential outbreak which may arise, for the safety and health of all attendees.

The shareholders who would like to appoint a proxy to attend and vote on behalf of them in this meeting, please authorize by using the Proxy Form (Attachment 9) to present to the company prior to attend the meeting.

The shareholders could authorize an Independent Director as named in the Attachment 6 to attend and vote in the meeting on behalf of the shareholders.

Shareholders or proxy please present important proof documents in order to register either before or on the date of meeting.

March 31st, 2021 is the record date set by the Company for determination of the shareholders entitled to attend the Annual General Meeting of Shareholders No.1/2021.

We would like to invite the shareholders to join the Annual General Meeting of the Shareholders No.1/2021 on Tuesday, April 20th, 2021 at 13.30 hours at the master Meeting Room of C.I. Group Public Company Limited 1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand.

Yours Sincerely,

Pol. Gen.

(Prung Boonpadung)

Chairman of the Board of Directors

Company Secretary

Tel: 0-2976 5290-9

Facsimiles: 0-2598-2331-2

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ATTACHMENT

DETAIL

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8	Documents or Evidence Showing an Identity of the Shareholder or A Representative of the Shareholder Entitled to Attend the Meeting
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11	Map of the meeting venue of the Annual General Meeting of Shareholders



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Minute of Annual General Meeting for the Year 2020

C.I.Group Public Company Limited

Monday 20th, April 2020

The Master Meeting Room of C.I. Group Public Company Limited

1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand

Date and Venue

The meeting was held on Monday 20th April, 2020 at 13.30 hours, at the master Meeting Room of C.I. Group Public Company Limited 1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand.

Before considering the meeting agendas, the Director and Company Secretary, Mrs. Chankapaw Dissakul, explained methods of voting and vote counting on each agenda as follows.

In each agenda, the shareholders could cast their votes as "approval", "disapproval", or "abstention" in voting cards received at the registration. Voting was based on one vote per share (1 share: 1 vote).

For vote counting, the Company would deduct disapproval or abstention votes from the total number of the shareholders attending the meeting. The remaining votes were regarded as approval of that agenda. The shareholders must raise their hands in case of disapproval or abstention. In such cases, all shareholders must filled-in their voting cards received at the registration for the company's officers to collect and count the votes.

For the shareholders authored proxies a specific vote on their behalf, the Company already recorded their votes i.e. approval, disapproval, or abstention in computers.

In case a shareholder or a proxy wished to leave the meeting room during vote casting and wish to vote on that agenda or remaining agendas in advance, he/ she could cast his/ her vote in a voting card and submit to an officer. Such cards would be counted in related agenda.

Prior to vote on each agenda, the Chairman would give the shareholders opportunities to ask questions. In case a shareholder or a proxy wishes to express his/ her opinion or ask question he/ she should raise his/ her hand and stated a name of a shareholder or a proxy to the meeting before providing opinions or asking questions. For the questions that are not related to the specific agenda, the Chairman would provide times for such question by the end of the "Others" agenda besides.

There were 7 Directors of the Company (100% of all directors), 5 Executive Managements of the Company, 1 Auditors, 1 financial advisor and 1 representative from the Thai Investor Association attended the meeting.

The directors who attended the meeting are:

1. Pol. Gen. Prung Boonpadung

Chairman of the Board and Chairman of Audit Committee
(Conference)



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- | | |
|-----------------------------|--|
| 2. Mr. Aree Poomsanoh | Vice Chairman and Chairman of the Executive Committee
(acting as chairman of the meeting) |
| 3. Mr. Taweesak Wangkorkiat | Director and Executive Director |
| 4. Mr. Theera Poomsanoh | Director and Executive Director |
| 5. Mrs. Chankapaw Dissakul | Director and Executive Director |
| 6. Mr. Songphol Annanon | Independent Director and Audit Committee |
| 7. Mr. Nadith Rodpetch | Independent Director and Audit Committee |

Top management who attended the meeting was Mr. Warawut Arunothai, Managing Director. The company has no other sub-committee.

In order to generate transparency of the Annual General Meeting to be complied with law and the Company's regulation, the Company did assign Mr.Nattapat Wangkorkiat, shareholders, as an auditor for votes counting of the shareholders or proxies who attend the meeting.

The Emergency Decree on Public Administration in Emergency Situation, B.E. 2548 (No. 1), on March 25, 2020 set preventive measures for people at high risk of getting infected with COVID-19 which was force majeure to make some Directors and Executives in the category unable to attend the meeting as usual. Therefore attending meeting through electronic (telephone conference) was allowed. Therefore, Pol. Gen. Prung Boonpadung, Chairman of the Board of Directors, assigned Mr. Aree Poomsanoh, Vice Chairman of the Board of Directors acting as chairman of the meeting.

The meeting was commenced at 13.30 hours.

Mr. Aree Poomsanoh, Chairman of the meeting, expressed his gratitude to the shareholders for attending the meeting and informed that 30 shareholders presented in person and by proxy, altogether hold 378,530,966 shares or equivalent to 43.77 percent of the total issued shares. Since a quorum of the meeting is pursuant to the Articles of Association of the Company, the Chairman then declared the Annual General Meeting for the year 2020 and proposed the meeting to consider the matters on the following agenda.

Agenda 1 To Certify the Minutes of the Annual General Meeting of Shareholders on April 24th, 2019

The Chairman requested the meeting to certify the minute of the Annual General Meeting of the Shareholders No.1/2019 dated April 24th, 2019, as per the document enclosed with the Notice of the Meeting sent in advance and asked if there should be any amendments to the minute of the meeting.

No shareholder raised any objection or proposed an amendment on the minute. The Chairman asked the meeting to certify the minutes.



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ATTACHMENT 1

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Resolution: After due consideration, the meeting, with the majority number of votes as following, certified the minutes of the Annual General Meeting of Shareholders No. 1/2019 dated April 24th,2019

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 2 To Acknowledge the Result of Business Operation of CIG and to Consider and Approve the Audited Financial Statement for the Fiscal Year Ended as of December 31st, 2019 and the Auditor's Opinion.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the company's statement of financial position and statements of comprehensive income for the year ended 31 December 2019 have been audited and approved by a certified auditor and has been certified by Audit Committee as well as company Directors. The company has included its financial results for the fiscal year 2019 in an annual report, QR Code, which were enclosed with the meeting invitation and summarized key financial results for the fiscal year 2019 for the meeting in Agenda 2.

The Board assigned Mr.Warawut Arunothai, Managing Director, to summarize result of the company's business operation for the fiscal year 2019 again for acknowledgement of the meeting as follows:

Financial Performance in conclusion of C.I.Group Public Company Limited

Unit: Million Baht

Comparing of Statements of Comprehensive Income of the Company and Subsidiaries Between the Year Ended December 31, 2019 and 2018			
	2019	2018	% increase (decrease)
Current Assets	459.065	507.264	(9.502)
Total Assets	1,021.746	1,168.096	(12.529)
Current Liabilities	453.466	423.220	7.147
Total Liabilities	528.611	469.068	12.694
Total Shareholders' Equity	493.135	699.028	(29.454)
Total Revenues	1,466.633	1,090.390	34.505
Cost of sales and services	1,405.166	942.226	49.133
Gross Profit	61.467	148.164	(58.514)
Selling Expenses	69.499	72.935	(4.711)
Administrative Expenses	110.989	92.324	20.217
Profit (Loss) for the years	(198.573)	(52.874)	(275.559)
Basic Earnings (Loss) Per Share	(0.2296)	(0.0611)	(275.777)



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The Board assigned Ms.Rattanakamol Poomsanoh, Deputy Managing Director, to inform the meeting regarding business operation of the year 2019 and what will be in 2020. In summary, for the coil business, the company has expanding business into a manufacturer of chiller and air handling units (AHU). Last year the company released new products such as unit cooler, condensing unit (CDU), air cooled condenser (ACC) etc. and concentrate on creating the company's brand to the market. Furthermore, did improve management system and improve the sales team. In the year 2020, the company plans to use new innovations to develop the products to be more efficient, such as designing smaller coils with the same performance while saving space and add filter of germ or bacteria features. For example, CDU for outdoor environment, unit cooler- slim type, unit cooler-dual discharge, fan coil unit-DX, AHU-single skin. Currently, the company is also a large air purifier manufacturer which able to percolate small particles up to 2.5 microns (PM 2.5) that can be used in large meeting rooms or places with a lot of people and able to connect with mobile phone or tablet for remote control and having consulting service to advise, design, and replace coils to customers who concern with air quality whereas want to save budget in order to extend air conditioners life.

For the construction, bidding and other project business including being a distributor of insulation panel of Kingspan Insulated Panel from Australia, is continuously working. The company would concentrate to attend only on high performance construction such as roofing of Suvarnabhumi airport (extension project), cold room with energy saving etc.

Chairman informed to the meeting regarding progress of Anti-Corruption project which the company has been doing that, on 22nd December, 2016, the company did sign off on agreement to join in the Private Sector Collective Action Coalition Against Corruption Committee: CAC, and get certified as a member of CAC on 17th May, 2018.

Chairman proposed to the meeting to consider acknowledge business performance of the year 2019 and then proposed to approve the financial statement of the financial year ended December 31st, 2019. Prior to vote, the chairman asked if shareholders have questions.

The shareholder has question as follow:

- Ms.Poonsri Kancharouankunwong, representative from the Thai Investor Association, asked the following question:
 - i. Please explain in detail on the issues that the auditor states conditional opinions related to there is not sufficient evidence to audit the investment in an associate company as mentioned in the note No.15 of the financial statements regarding machines, under installation, costs in the amount of 283.02 million baht. Why did no payment document?

Mr.Piyapoj Kaewjumlong, Finance and Accounting Manager, answered to the question that due to the company has invested in Fakwantip Co.,Ltd., through a subsidiary, CIG (Thailand) Co., Ltd., form the rehabilitation plan which is an ethanol factory that was constructed for more than 10 years. From the start that the company join the investment, such documents were not in file at all,



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PUBLIC COMPANY LIMITED**
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so it quite difficult to find evidence of machinery acquisition. However, will proceed and hire an independent property appraiser to assess the property soonest.

- ii. The company is a producer of air conditioner parts and construction, why providing loans to subsidiaries, associates, third parties and other businesses by charging interest at the rate of 1.5% to 15% per annum which became overdue payment causing full allowance for doubtful accounts?

Mr. Warawut Arunothai, Managing Director, answered to the question that because the company is interested in investing in new possible business asides of ethanol producer of Fahkhwantip Co., Ltd., there are online sales and the bio-tubes. The first phase, the company decided to provide loans instead of holding shares immediately to reduce the risk. When the project progresses fruitfully, generates revenue and profits, the borrower agreed to give right to the company to decide to invest in the project in agreed proportion. Unfortunately, some projects did not have progress as plan, the project has been slowed down. Thus, the company had not yet be paid back which of cause the company has been following up continuously.

- iii. Why the net unbilled revenue at the end of the year 2019 is 107.96 million baht, which is 3 times higher than the year 2018 but the allowance for doubtful accounts is 1.8 million baht?

Mr.Piyapoj Kaewjumlong, Finance and Accounting Manager, answered to the question that the said income which is three times increased from the previous year was from the Suvannabhum project which calculated project value from percentage of job progress which by the time was 95% but still unable to collect the money from China State Construction Engineering (Thailand) Co., Ltd. (sub-contractor of Airports of Thailand PCL.) which was set an allowance for doubtful accounts for such collection.

- iv. From operations loss in the construction business and hotel business, what is the company's policy or strategy for solving problems?

Mr.Piyapoj Kaewjumlong, Finance and Accounting Manager, answered to the question that the income in the year 2019 of the subsidiary company's hotel business that decreased from the previous year due to reduction of Chinese tour group customers. However, the hotel did get more customers from the European zone. In order to solve the problem the CIG Development Co., Ltd. (subsidiary) has signed agreement which guarantees 40 rooms per day during the hi-season and 30 rooms per day for low-season with two agencies from Russia to increase sales. Currently, the hotel has also been rewarded from 3 star to 4 star standards.

Mr. Warawut Arunothai, Managing Director, also answered to the question that for the construction business, there was a problem with the progress report, which the company has drawdown payment to the main contractor but not in accordance with the work schedule for which



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the main contractor, China State Construction Engineering (Thailand) Co., Ltd., was able to bill to the employer, Airports of Thailand PCL. Therefore resulting in excessive construction costs. Also, there was costs occurs from re-work in some part. Currently, 95% of the work has been completed and is in the process of expediting to delivery work as soon as possible to minimize losses.

- v. From the sales of 2018 in the amount of 1,090.39 million baht and the year 2019 of 1,466.63 million baht which was increased 376.24 million baht, but why is the gross profit margin down from 13.58 percent to only 4.16 percent?

Mr. Warawut Arunothai, Managing Director, answered to the question that for the main business, air conditioners and refrigeration parts manufacturing, in the past 3 years, from 2017 - 2019, the gross profit margin has continuously increased which are 14%, 15.7% and 17.6% respectively which indicating that the efficiency of the management of air conditioners and refrigeration parts business has been improving. While in the year 2019, the company has recognized gross loss from the construction business, the Suvannabhumi project, therefore, the gross profit margin decreased to 4.16 percent.

There is no further question, the Chairman concluded that the meeting acknowledges the result of business operation of the company for the fiscal year 2018 and then proposed to approve the financial statement of the financial year ended December 31st, 2019.

Resolution : After due consideration, the meeting, acknowledges the result of business operation of the company for the fiscal year 2019 as is and resolved that the financial statement of the financial year ended December 31st, 2019 be approved.

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 3 To Consider and Approve Omission of Payment of Dividend from the Performance of the 2019 Fiscal Year.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that the payment of dividend from the performance of the 2019 fiscal year to the shareholders not to be paid due to deficit of the company's performance as states in The Company's Articles of Association related to dividend payment policy.

The Chairman informed the meeting that as the company posted a net loss for the year 2019, the Chairman then proposed to consider and approve not paying dividend for the operation of the year 2019.



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The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no question; the Chairman then proposed the meeting to approve on not paying dividend for the operation of the year 2019.

Resolution: After due consideration, the meeting, with the majority number of votes, resolved to approve omission of payment of dividend for the operation of the year 2019 as per the following number of votes:

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 4 To Consider and Approve the Directors' Remuneration and Meeting Allowance for the Year 2020.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that the approve the annual remuneration and meeting allowance of the Directors and the Audit Committee for the year 2020 at the amount of not exceeding Baht 8,000,000 a year (the same as last year) the attendance fee for the Board of Directors of Baht 5,000 per director per time, and the attendance fee for the audit committee of 5,000 Baht per director per time, exclusive of the remuneration and welfare which Directors received as Company's employee or staff of the company. Though the remuneration did not be considered by the Remuneration Committee as there is no referred committee, the remuneration has been carefully considered in the Board of Director Committee by comparing with others in the same industry and together with business expansion and profit growth rate prior to propose the annual remuneration as is.

In the year 2019, the company paid compensation to the Board of Directors, and the audit committee that attended each meeting and monthly compensation according to position In total amount of 2,940,000 baht, details as follows

attendance Fee	300,000	Baht
Monthly Compensation	2,640,000	Baht

The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no question; the Chairman then proposed the meeting to approve the annual remuneration and meeting allowance of the Directors for the year 2020.

Resolution: The meeting resolved to approve the annual remuneration and meeting allowance of the Directors and the Audit Committee for the year 2020 not exceeding 8 Million Baht a year, the same as last year. The



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amount excluded the remuneration and welfare which Directors receive as company's employee or staff of the company which should be proposed to the Board of Directors for approval.

The meeting approved with the majority number of vote detail is as following:

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 5 To Consider and Approve Appointment of Auditor and the Auditor's Remuneration for 2020.

The Chairman informed the meeting that the Board assigned the Audit Committee to choose and then proposed to appoint the selected external auditors and the auditing fee of the company for the year 2020 to the shareholders for approval in this meeting. The detail is as follows:

1. Appointment of auditors from Sam Nak-Ngan A.M.C. Co.,Ltd. namely, Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, (CPA Registration No.4663, 4664 and 5369 respectively) or other CPAs, who are in list of approved auditors by the office of SEC. of Sam Nak-Ngan A.M.C. Co.,Ltd. as the auditors of the Company for the financial year 2020. The referred auditors have accepted performance with match qualification with the Company's Articles of Association and neither of them had any relationship or transaction with the Company that may create a conflict of interest.

Note: This auditors also will audit the company's subsidiary.

2. Setting the auditing fee for the year 2020 at the total amount of Baht 1,120,000 (exclusive of other service fees). The details of payments for auditor's fees in the year 2019 are as follows.

Auditing Fee	Amount (Baht)
1.) Fee for checking financial statements for the year	440,000
2.) Fees for reviewing interim financial statements	600,000
3.) Fees for reviewing financial statements in English	80,000
Total	1,120,000

The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no question, the Chairman then proposed to the meeting to approve the appointment of such auditors and auditing fees for the financial year 2020.



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Resolution: The meeting resolved to approve the appointment of such auditors and auditing fees for the financial year 2020. The detail is as followed:

1. Appointment of auditors from Sam Nak-Ngan A.M.C. Co.,Ltd. namely, Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, (CPA Registration No.4663, 4664 and 5369 respectively) or other CPAs, who are in list of approved auditors by the office of SEC. of Sam Nak-Ngan A.M.C. Co.,Ltd. as the auditors of the Company for the financial year 2020.
2. Setting the auditing fee for the year 2020 at the total amount of Baht 1,120,000 (exclusive of other service fees).

The meeting approved with the majority number of vote detail is as following:

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 6 To consider and approve elect persons to replace directors who completed their rotational terms.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that the approve the appointment the Board of Directors of 2 persons, namely Mr. Songphol Annanon and Mr. Nadith Rodphet in replacement of those who are due to retire by rotation, both independent directors has held the position for 9 years by which considering required qualification of directors to be allied with the company's strategies' that is lack in order to create the most effective to the company and also independence no business relationship with the company, subsidiary company, associated company, major shareholder or the controlling person and is not a shareholder of the company. The Board then proposed to re-elect the directors who are retired by rotation to continue their position

The Board of Directors did consider thoroughly on suitability which necessary to the company management inclusive with qualification knowledge capability and skill as required for Directors position. Moreover, the Board of Directors had arranged a process to nominate candidate to be replaced in the position of the retired directors from the rotation as follows:

1. Announce in company website, Allow the minority shareholders to nominate persons qualified for the Director position. No minority shareholders have nominated any qualified person.
2. Informing retired Directors to request for repetitive term if they intend to continue to be the company's Directors for another period.

The Chairman proposed to the meeting election of Independent Directors in replacement of those who retired by rotation namely:

- | | | | |
|----|--------------|---------|----------------------|
| 1) | Mr. Songphol | Annanon | Independent Director |
| 2) | Mr. Nadith | Rodphet | Independent Director |



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The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no other question, the Chairman then proposed to the meeting to elect Directors in replacement of who retired by rotation in this year 2020 person by person.

Resolution: After due consideration, the meeting resolved to elected the Directors to replace those who will be retired by rotation in 2020, 2 persons as nominated by the Board of Directors namely Mr. Songphol Annanon and Mr. Nadith Rodphet.

Such resolutions were passed with the number of majority votes as per the following details:

1. Mr. Songphol	Annanon	Independent Director		
Approved	377,960,766	votes	equivalent to	99.8494%
Disapproved	200	votes	equivalent to	0.0001%
Abstained	570,000	votes	equivalent to	0.1506%
Void	0	votes	equivalent to	0
2. Mr. Nadith	Rodphet	Independent Director		
Approved	378,530,766	votes	equivalent to	99.9999%
Disapproved	200	votes	equivalent to	0.0001%
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 7 To Consider and Approve the issuance of Warrants of C.I.Group Public Company Limited No. 8 (CIG-W8)

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that the company did not pay dividend for the last year performance, therefore, the shareholders will receive some benefits from the issuance and offering of warrant No.8 (CIG-W8) to existing shareholders of the Company. Also, the company in needed of budget to expand business. The Board of Directors proposed shareholders to approved the issuance and offering of warrants No.8 (CIG-W8) to existing shareholders of the Company in the amount of not exceeding 432,393,391 units at the ratio of 2 existing ordinary share: 1 unit of CIG-W8 (delete any fraction).

The number of shares issued for the exercise of CIG-W8 will not exceed 50 percent of the paid up capital, the Board of Directors and/or the Authorized Directors and/or the person assigned by the Board of Directors or the Authorized Directors to have the power to consider and adjust any conditions and details of CIG-W8. The details are shown in Details of CIG-W8 offering (Attachment 6). The record date for eligible shareholders who have the right to



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receive CIG-W8 is on March 23rd, 2020. The issuance and offering of CIG-W8 will be effective after the approval of the Annual General Meeting of Shareholders' 2020.

The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

The shareholder has question as follow:

- Ms.Poonsri Kancharouankunwong,, representative from the Thai Investor Association, asked the following question:

vi. The company Issued a warrant as funds for business expansion and as return to the shareholders, please explain how the money that the company received from issuance of the warrants to the existing shareholders and the issuance of the ESOP to offer to the directors and employees of the Company In the past was return to the shareholders and in which way since the company had not paid dividend for many years ?

Mr. Aree Poomsanoh, Vice Chairman, answered to the question that the company still has an accumulated loss, therefore could not pay dividend. Therefore, the company decided to issue a warrant to the existing shareholders in return besides. The return of warrant would occur from selling the received warrant or exercise to the ordinary shares in order to hold more shares. The company expects that during the exercise period, the ordinary shares price is higher than exercise price which means more interest to exercise. Then, the company would get money from exercising of the shareholder to expand the business.

There is no other question, the Chairman then proposed to the meeting to approve issuance and offering of CIG-W8 to existing shareholders of the Company at THB 0 (Zero Baht) in the amount of not exceeding 432,393,391 units

Resolution: The meeting resolved to approve issuance and offering of CIG-W8 to existing shareholders of the Company at THB 0 (Zero Baht) in the amount of not exceeding 432,393,391 units at the ratio of 2 existing ordinary share: 1 unit of CIG-W8 at THB 0 (Zero Baht) (delete any fraction). CIG-W8 has the maturity from the issuance and offering date (June 1st, 2020 to February 12th, 2021) (approximately 8 months and 12 days). The exercise ratio is 1 (one) units of CIG-W8: 1 (one) new shares at 1 Baht per share with details as per proposed everything by votes as follows:

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0



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TAX ID #0107547000133

Agenda 8 To Consider and Approve the Increase of the Company's registered capital from THB 432,393,391 to THB 648,590,086.50

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that the Company is to increase the Company's registered capital of 432,393,391 shares with a par value of THB 0.50 per share to accommodate the exercise of CIG-W8. The Board of Director agreed to propose to the Annual General Meeting to approved of increasing of the Company's registered capital of 432,393,391 shares with a par value of THB 0.50 per share, equal to THB 216,196,695.50 to accommodate the exercise of CIG-W8

The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no other question, the Chairman then proposed to the meeting to approved to increase of the Company's registered capital from THB 432,393,391 to THB 648,590,086.50

Resolution: The meeting resolved to approve to increase of the Company's registered capital of 432,393,391 shares with a par value of THB 0.50 per share, equal to THB 216,196,695.50

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 9 To Consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in accordance with the increase of the Company's registered capital.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that to approve the amendment to Clause 4 of the Company's Memorandum of Association in accordance with the increase of the registered capital as follows:

No.4	Registered Capital	648,590,086.50	Baht	(Six Hundred and Forty Eight Million Five Hundred Ninety Thousand and Eighty-six and Point Fifty Baht)
	Divided to	1,297,180,173	shares	(One Billion Two Hundred Ninety Seven Million One Hundred Eighty Thousand and One Hundred Seventy-Three shares)
	Par Value	0.50	Baht	(Point Fifty Baht)
	Preferred Shares	None		



**C.I. GROUP
PUBLIC COMPANY LIMITED**
บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

สำนักงานใหญ่ (HQ)
1/1 ม.7 ถนนพหลโยธิน แขวงจตุจักร
อำเภอจตุจักร กรุงเทพฯ 12000
1/1 M.7 Bangkoowad Road
Bangkoowad, Amphoe muang
Pathumthani 12000 Thailand

สาขามีนทอง
789/75 ม.1 ถนนอุตสาหกรรมปิ่นทอง
ตำบลหนองปรือ อำเภองาม จ.สุพรรณบุรี 20230
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriracha
Chonburi 20230 Thailand

สาขาเทพารักษ์
526/1 ม.3 ถนนพหลโยธิน
อำเภอเมืองสมุทรปราการ จ.สมุทรปราการ 10270
526 /1 M. 3 Teparak Road
Teparak, Amphoe Muang
Samutprakan 10270 Thailand

Tel +662 976 5290
Fax +662 976 5023
E-mail cigroup@coilinter.com
Website www.coilinter.com
TAX ID #0107547000133

The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no other question, the Chairman then proposed to the meeting to approve the amendment to Clause 4 of Company's Memorandum of Association in accordance with the increase of registered capital.

Resolution: The meeting resolved to approve the amendment to Clause 4 of Company's Memorandum of Association in accordance with the increase of registered capital by votes as follows:

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 10 To Consider and approve the allocation of the newly issued ordinary shares of not exceeding 432,393,391 shares to accommodate the exercise of CIG-W8

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that agreed to propose to the Annual General Meeting to approve the allocation of the increased ordinary shares of not exceeding 432,393,391 shares with a par value of THB 0.50 per share to accommodate the right exercise of CIG-W8 in accordance with the increased registered capital of the company. It is assigned to the Board of Directors of the company and/or the Authorized Directors and/or the person assigned by the Board of Directors of the company and/or the Authorized Directors to have his power to consider and to determine, the conditions and related details to the offering the shares as mentioned above, including the power to sign on related documents with the power to operate necessarily and reasonably related to the offering of shares of capital increase including but not limited to offering information, submitting the evidence documents to the Securities and Exchange Commission and The Stock Exchange of Thailand, the Thailand Securities Depository Co., Ltd., the Ministry of Commerce or other related units, as well as to take the common stocks of capital increase to register as the registered securities on the MAI.

The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no other question, the Chairman then proposed to the meeting to approve allocation of the increased ordinary shares of not exceeding 432,393,391 shares with a par value of THB 0.50 to accommodate the issuance and offering of CIG-W8.

Resolution: The meeting resolved to approve allocation of the newly issued ordinary shares of not exceeding 432,393,391 shares with a par value of THB 0.50 to accommodate the issuance and offering of CIG-W8 with details as per proposed everything by votes as follows:



**C.I. GROUP
PUBLIC COMPANY LIMITED**
บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

สำนักงานใหญ่ (HQ)
1/1 ม.7 ต.บางคูวัด อ.บางคูวัด
อ.เมืองปทุมธานี จ.ปทุมธานี 12000
1/1 M.7 Bangkoowad Road
Bangkoowad, Amphoe muang
Pathumthani 12000 Thailand

สาขามีนทอง
789/75 ม.1 ต.นฤมิตรพัฒนา
อ.เมืองจันทบุรี จ.จันทบุรี 20230
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriracha
Chonburi 20230 Thailand

สาขาเทพารักษ์
526/1 ม.3 ต.เทพารักษ์
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270
526 /1 M. 3 Teparak Road
Teparak, Amphoe Muang
Samutprakan 10270 Thailand

Tel +662 976 5290
Fax +662 976 5023
E-mail cigroup@coilinter.com
Website www.coilinter.com
TAX ID #0107547000133

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 11 To Consider Other Matters (if any).

The Chairman provided times for open discussion.

There is no other question, the Chairman expressed his gratitude to the shareholders for attending the meeting and for their views and suggestions which the Board would take into consideration, and then declared the meeting is closed.

The meeting adjourned at 15.00 hrs.

(Mr. Aree Poomsanoh)

Vice Chairman

(Mrs. Chankapaw Dissakul)

Company Secretary

Financial Highlight

C.I. Group Public Company Limited and Subsidiaries

Unit : Million Baht

2020

Revenue from operation	
- Revenue from sales	828.38
- Revenue from services	139.84
Total	968.22
Cost of Good Sold	(906.16)
Gross Profit Margin	62.06
Other Revenue	8.99
Operating Expenses	(146.41)
Interest Expenses	(19.48)
Income Taxes	2.37
Net Profit	(129.99)

The Company's Articles of Association Relating to the Dividend Payment Policy

Dividend Payment Policy of the Company

44. Not to pay dividend from other type of cash except profit. In case the company still have accumulated deficit, the company must not pay dividend.

45. The Board of Director may announce to pay interim dividend to the shareholders occasionally if the board considered that the company has got enough profit to do as is. When the board decides to pay interim dividend to the shareholders, the board must report to the shareholders meeting in the upcoming meeting.

46. When the company or the Board of Directors decide to pay dividend, the company must do as follow:

- a) Pay dividend as per number of shares equally within one month from the shareholders meeting date or approval date from the board.
- b) Send a notice to the shareholders and
- c) Announce the dividend payment through a newspaper at least once.

The shares that are belong to the company, the company has no right to get dividend.

The Company's Definition of Independent Director

The Company redefined the term "independent director" to be in line with the principles of good corporate governance and guidelines laid down by the Securities and Exchange Commission and the Stock Exchange of Thailand to help bolster confidence among investors and to maintain a good management balance.

Independent Director is a director who free from majority shareholders and from any relationship in a manner that may restrict his expression of opinions. He must also have the following qualifications:

1. Does not take part in the management, or is not a staff or employee or advisor who receives regular salaries or has control over the Company, its subsidiaries or associated companies, majority shareholders or authorized persons of the Company (unless left the position for more than 2 years prior to the date be selected).
2. Is not a related person, relative by relationship or by legal registered as father mother spouse brothers/sisters and child inclusive of child' spouses of any member of management or majority shareholder authorize persons or candidate to be management or authorize person of the Company, its subsidiaries or associated companies.
3. Has no business relationship with the Company, its subsidiaries or associated companies, majority shareholder or authorize person in a manner that may limit his independence in performing his duty as a director including has or had not hold significant shares amount or authorize person of any company whose having business relationship with the Company, its subsidiaries or associated companies, majority shareholder or authorize person of the Company unless has left the position not less than 2 years prior to be selected. "Business Relation" as states previously is inclusive of any normal practices of business in order to manage business, rent or rental immovable property, related in any assets or services or providing money support by loan, guarantee or providing asset as debt guarantee and any other related behavior which will make the Company or another parties in debt from three percent of net tangible asset of the Company or from twenty million baths up depends which is lower. Calculation of the referred debt is allied with calculation of related transaction of SEC regarding related transaction criteria. By which "debt" must inclusive of debt that was occurred one year prior to having business relationship with the same person.
4. Does or did not be auditor of the Company its subsidiaries or associated companies, majority shareholder or authorize person and not holds of the auditor's company authorize person or partner of the auditor's company who assigns auditor of the Company its subsidiaries or associated company unless left the position not less than 2 years prior to be selected.
5. Does not a staff or employee or advisor who receives regular salaries or a provider of professional legal service or finance any other professional service who earn more than 2 million baths per year from the Company, its subsidiaries or associated, majority shareholder or authorized person and must not hold significant shares, be an authorized person or partner of the referred services company unless left the position not less than 2 years prior to be selected.
6. Is not appointed as nominee to protect the interest of any director, majority shareholder or shareholder who is a related person to a majority shareholder of the Company.
7. Is not doing the same business which could be competitor of the Company or its subsidiaries or not be a partner director management employee and staffs who earn regular salaries or hold more than half of shares with right to vote of the potential company as states.
8. Has no any other unqualified which may effect to independently perform duties and express opinions or report the operating results of the Company.

Profiles of the Retiring Director Proposed for Re-Election


(Pol.Gen. Prung Boonpadung)

Name – last name	Pol.Gen. Prung Boonpadung	
Type of director to be proposed for appointment	Independent Directors	
Age	72 years old	
Nationality	Thai	
Education	- Doctor of Philosophy (Development Administration) (Ph.D.) Suan Sunandha Rajabhat University	
Training Course for Directors	- Director Accreditation Program (DAP) 90/2011 - Role of the Chairman Program (RCP) 27/2012 - Ethical Leadership Program (ELP) 2/2015 - Advanced Audit Committee Program (AACP) 21/2015 - Driving Company Success with IT Governance (ITG)1/2016 - Family Business Governance (FBG) 5/2016 - Successful Formulation & Execution of Strategy (SFE) 27/2016 - Directors Certification Program (DCP) 240/2017 - Risk Management Program Corporate Leaders (RCL) 6/2017 - Financial Statements for Directors (FSD) 32/2017 - Risk Management Program for Corporate Leaders (RCL) 6/2017 - Directors Certification Program (DCP) 240/2017	
Date of the appointment as director	- 13 May 2011	
No. years on the board	- 10 years	
Experience	- Chief of Royal Court Security Police - Deputy Commissioner General Royal Thai Police - Board of University Council : Suan Sunandha Rajabhat University - Chairman of the board of Promotion Committee : Suan Sunandha Rajabhat University - Police Sub-committee : Human Resources Department - President of the Sub-Committee of Ethic: Parliament	
Positions in other listed companies	- None	
Positions in non-listed companies	- Advisor : The Foundation of Thai-Chinese International School - President of the Parent and Teacher Association Of Demonstration School of Suan Sunandha Rajabhat University	
Positions in rival companies / company-related companies	- None	

CIG shareholding (as of December 31, 2020)	- None
% of total shares with voting rights	- None
Legal dispute in criminal cases(other than criminal cases with petty offences)	- None
Meeting attendance in 2020	<ul style="list-style-type: none"> - 5 out of 5 Board Meetings - 4 out of 4 Audit Committee Meeting
Performance during tenure	- Setting policy and business plan. Control and monitor the overall performance of the company toward the company's goals.
Rule of Director Recruitment	- The Company has considered and agrees that Pol.Gen Prung Boonpadung qualifies to be a director in accordance with related laws, the Company's Articles of Association.


Profiles of the Retiring Director Proposed for Re-Election

(Mrs. Chankapaw Dissakul)

Name – last name	Mrs. Chankapaw Dissakul	
Type of director to be proposed for appointment	Director	
Age	54 years old	
Nationality	Thai	
Education	- MBA (Financial/Economics/Business Administration), Emporia State University, USA	
Training Course for Directors	<ul style="list-style-type: none">- Director Accreditation Program (DAP) 60/2006- Company Secretary Program Class (CSP) 47/2012- Ethical Leadership Program (ELP) 1/2015- Director Certificate Program (DCP) 223/2016- Board Matters and Trends (BMT) 3/2017	
Date of the appointment as director	- 13 March 2006	
No. years on the board	- 15 years	
Experience	<ul style="list-style-type: none">- General Manager/Marketing Manager/Administrative Manager , C.I. Group Public Company Limited- Director and Member of the Executive Committee, De Lamai Co.,Ltd.	
Positions in other listed companies	- None	
Positions in non-listed companies	- Director : CIG Blusolutions Co.,Ltd.	
Positions in rival companies / company-related companies	- None	
CIG shareholding (as of December 31, 2020)	- 705,768 shares	
% of total shares with voting rights	- 0.08%	
Legal dispute in criminal cases(other than criminal cases with petty offences)	- None	
Meeting attendance in 2020	- 4 out of 5 Board Meetings	
Performance during tenure	- Setting policy and business plan. Control and monitor the overall performance of the company toward the company's goals.	
Rule of Director Recruitment	- The Company has considered and agrees that Mrs. Chankapaw Dissakul qualifies to be a director in accordance with related laws, the Company's Articles of Association.	

Profile Data of Independent Directors and Audit Committee that Company Nominated the Name as the Authorized Person from Shareholders

1. Pol.Gen. Prung Boonpadung

Type of Director : Independent Director / Chairman of the Audit Committee Age : 72 years old Nationality : Thai	
Address : 1/1 Moo 7 Bangkoowad rd., T.Bangkoowad, A.Muang Prathumtani 12000 ,Thailand Education : Doctor of Philosophy (Development Administration) (Ph.D.) Suan Sunandha Rajabhat University No. years on the board : 9 years 11 months CIG shareholding (as of 31 December 2020) : None Conflict of interest in this meeting : None.	
Type of relationship of Independent Director 1. Relationship with management/major shareholder of the company/subsidiary company : None 2. Nature of relationship with the company/subsidiary or juristic entity which may give rise to conflict of interest, at present or in the past 2 years. (1) Involved in personnel management or serve(d) as advisor and received(d) monthly salary. : None (2) Provide(d) professional service : None (3) Had significant business relationship : None	

2. Mr.Songphol Annanon

Type of Director : Independent Director / Audit Committee Age : 49 years old Nationality : Thai	
Address : 1/1 Moo 7 Bangkoowad rd., T.Bangkoowad, A.Muang Prathumtani 12000 ,Thailand Education : Master of Science in Administration Concentration in International Business, Central Michigan, United States No. years on the board : 10 years 1 month CIG shareholding (as of 31 December 2020) : None Conflict of interest in this meeting : None.	
Type of relationship of Independent Director 1. Relationship with management/major shareholder of the company/subsidiary company : None 2. Nature of relationship with the company/subsidiary or juristic entity which may give rise to conflict of interest, at present or in the past 2 years. (1) Involved in personnel management or serve(d) as advisor and received(d) monthly salary. : None (2) Provide(d) professional service : None (3) Had significant business relationship : None	

The Company's Articles of Association Relating to the Shareholders' Meeting

Shareholders Meeting

31. Board of Directors must set the Annual General Meeting of Shareholders within 4 months from year ended accounting period of the company.
32. Any other meetings besides of the Annual General Meeting shall be called extraordinary meetings.
33. An extraordinary meeting could be held by:
 - (a) Board of Directors who could call for an extraordinary meeting at any times. or
 - (b) Shareholders who hold the company' shares all together not less than one fifth of all paid-up shares or not less than 25 shareholders who hold the company' shares all together not less than 1 to 10 of all paid-up shares sending a request with clear reasons to the Board of Directors to call for an extraordinary meeting at any time which the Board of Directors must set up the meeting as per the shareholders request within 1 month from the date received.
34. In order to call for a shareholders meeting, the Board of Directors should:
 - (a) Prepare Invitation Letter which clearly states meeting places, date, time, rules, agenda, something to propose to the meeting with appropriate details that clearly states which is for acknowledgement, approve or consideration together with the Board of Directors' opinion in each agenda and
 - (b) Sending the Invitation to Annual General Meeting to shareholders not less than 7 days prior to the meeting and
 - (c) Advertise the invitation above in newspaper 3 days long not less than 3 days prior to the meeting.
35. The Annual General Meeting of Shareholders must have not less than 25 shareholders and proxies (if any) or not less than a half of total number of shareholders which must hold not less than one third of paid up shares to attend, then the meeting shall be constituted quorum. Whereas the shares are held by the company will not be counted as quorum of the meeting.

In case that the number of the shareholders attending the meeting does not reach the amount state as in the paragraph above at an hour past the appointment time:

 - (a) If the meeting was called due to shareholders requirement, the meeting, then, shall be restrained.
 - (b) If the meeting was called not by shareholders requirement, the Board of Directors shall call for a meeting again by sending invitation to shareholders not less than 7 days prior to the meeting without advertising in newspaper. In the latter case, it is not necessary that the amount of the shareholders be as stated in the first paragraph to make the quorum of the meeting.
37. The resolution of the shareholders meeting shall comprise the following votes:
 - (a) All ordinary resolution shall require a simple majority of the total of votes cast by the majority shareholders and proxies (if any) presenting at the meeting and have rights to exercise their votes. In case the votes are tied, the Chairman of the meeting shall have a casting vote.

- (b) For the following case, the resolution shall be passed by the majority of not less than three-fourths of the total votes of shareholders and proxies (if any) presenting at the meeting and having the voting right. By which one share is equal to one vote.
- (1) Sell or transfer in whole or in substantial parts of the business of the company to other person.
- (2) Purchase or accept the transfer of the business of other company or private company.
- (3) Execute, amend or terminate the agreement relating to lease out in whole or in substantial parts of the business of the company.
- (4) Assign the other person to manage the business of the company.
- (5) Joint venture with others with the objective of sharing profit and loss
- (6) Amendment of Memorandum of Association or the company's regulations**
- (7) The company capital's increase or decrease**
- (8) Issuance and proposal of debentures stipulated by law in accordance with Article 145 of the Public Limited Company Acts, B.E. 2535 (1992).
- (9) Merging the company stipulated by law in accordance with Article 146 of the Public Limited Company Acts, B.E. 2535 (1992).
- (10) Abrogating the company stipulated by law in accordance with Article 154 of the Public Limited Company Acts, B.E. 2535 (1992).
- (11) The issuance of new shares for payment of debts and the debt-to-equity conversion plan in accordance with the Article 54/1 of the Public Limited Company Acts (II), B.E.2544 (2001).

The company' shares which are held by the company itself shall have no right to vote and not be counted as resolution vote of the shareholders meeting.

Documents or Evidence Identifying of the Shareholder or a Representative of the Shareholder

The Policy of the Board of The Stock Exchange of Thailand, dated 19th February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believed that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholders entitled to attend the meeting which should be observed by the shareholders, would cause transparency fair and benefits to the shareholders, However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by basis, at the Company's sole discretion.

1. Natural person

1.1 Thai nationality

- a) Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer)
- b) In case of proxy, a copy of the shareholder's Identification Card and identification card or passport (in case of a foreigner) of the proxy.

1.2 Non-Thai nationality

- a) Passport of the shareholder
- b) In case of proxy, a copy of the shareholder's passport and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

2.1 Juristic person registered in Thailand

- a) Corporate affidavit, issued within 30 days by Commercial Registration Department, Ministry of Commerce
- b) A copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including Identification Card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside of Thailand

- a) Corporate affidavit; and
- b) A copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form together with Identification Card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of and documents or evidence produced or executed outside of Thailand such documents or evidence should be notarized by a Notary Public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 12.30 pm.

PROXY FORM (Form B)

Shareholders' Registration No.

Written at.....

Date.....Month.....Year.....

(1) I/WeNationality.....Age.....years

Address.....Road.....Tambol/Kwaeng.....

Ampur/Khet.....Province.....Postal Code.....

(2) As a shareholder of **C.I.Group Public Company Limited** holding the total amount ofshares☐ Ordinary share.....shares and have the right to vote equal to.....votes

(3) I/We hereby appoint

☐ 1. Pol.Gen. Prung Boonpadung, Independent Director / Chairman of the Audit Committee, age 72 years,at 1/1 Moo 7, Bangkoowad Road, Tambol Bangkoowad, Ampur Muang, Pathumtani 12000 **or**Special interests are different from other directors on the agenda : - None -☐ 2. Mr. Songphol Annanon, Independent Director /Audit Committee, age 49 years,at 1/1 Moo 7, Bangkoowad Road, Tambol Bangkoowad, Ampur Muang, Pathumtani 12000 **or**Special interests are different from other directors on the agenda : - None -☐ 3. Mr./Mrs./Ms..... Age.....years

Address.....Road.....Tambol/Kwaeng.....

Ampur/Khet.....Province.....Postal Code.....

Only one of them as my/our proxy to attend and vote in the Annual General Meeting No.1/2021 on Tuesday, April 20th, 2021, 13.30 hours at The master Meeting Room of C.I. Group Public Company Limited 1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand. or at any adjournment thereof to any other date, time, and venue.

(4) I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

☐ (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriated.☐ (b) The Proxy shall vote in accordance with my intention as follows:**Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders on April 20th, 2020**☐ Approve☐ Disapprove☐ Abstain**Agenda 2 To acknowledge the result of business operation of CIG and to consider and approve the audited Financial Statement for the fiscal year ended as of December 31st, 2020 and the auditor's opinion.**☐ Approve☐ Disapprove☐ Abstain

Agenda 3 To consider and approve Omission of Dividend from the performance of the 2020 fiscal year.

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 To consider and approve the Directors' remuneration and meeting allowance for 2021

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 To consider and approve the appointment of the auditor and the auditor's remuneration for 2021

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider and approve elect persons to replace directors who completed their rotational terms.**6.1 Pol.Gen.Prung Boonpadung**

☐ Approve ☐ Disapprove ☐ Abstain

6.2 Mrs.Chankapaw Dissakul

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7 To approve reduction of the company registered capital from THB 648,590,086.50 to THB 432,394,341 and approve the amendment of Clause 4 of Company's Memorandum of Association regarding to the reduction of registered capital

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8 Others (if any)

☐ Approve ☐ Disapprove ☐ Abstain

- (5) If the Proxy's voting at any agendas does not comply with the details specified in this proxy form, it shall be not correct and not be my/our voting as the shareholder.
- (6) In case I/We do not specify the intention on voting at any agendas or specify but not clearly, or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriately in all respects.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects

Signature.....Shareholder

(.....)

Signature.....Proxy

(.....)

Remark:

1. The Proxy Form be stamped with the duty stamp Baht 20.-
2. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
3. In case there are many other agendas to consider, excluding the above specified agendas, the shareholder can specify it in the attached supplemental proxy form.
4. Please submit the copy of identification card of the shareholder or the corporate registration certificate with authorized signatures of the directors, together with this proxy form.

THE CONTINUED LIST OF PROXY

The proxy on behalf of the shareholder of **C.I. GROUP PUBLIC COMPANY LIMITED**

At the Meeting of the Annual General Meeting (AGM) No.1/2021 on Tuesday, April 20th, 2021 at 13.30 hours at The master Meeting Room of C.I. Group Public Company Limited 1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand or on the date and at the place as may be postponed or changed.

☐ Agenda

☐ Agree votes ☐ Disagree votes ☐ Abstained votes

☐ Agenda

☐ Agree votes ☐ Disagree votes ☐ Abstained votes

☐ Agenda

☐ Agree votes ☐ Disagree votes ☐ Abstained votes

☐ Agenda

☐ Agree votes ☐ Disagree votes ☐ Abstained votes

I/we hereby certify that the above details in the continued list of the proxy are true and correct.

Signed.....Proxy Grantor

(.....)

Date.....

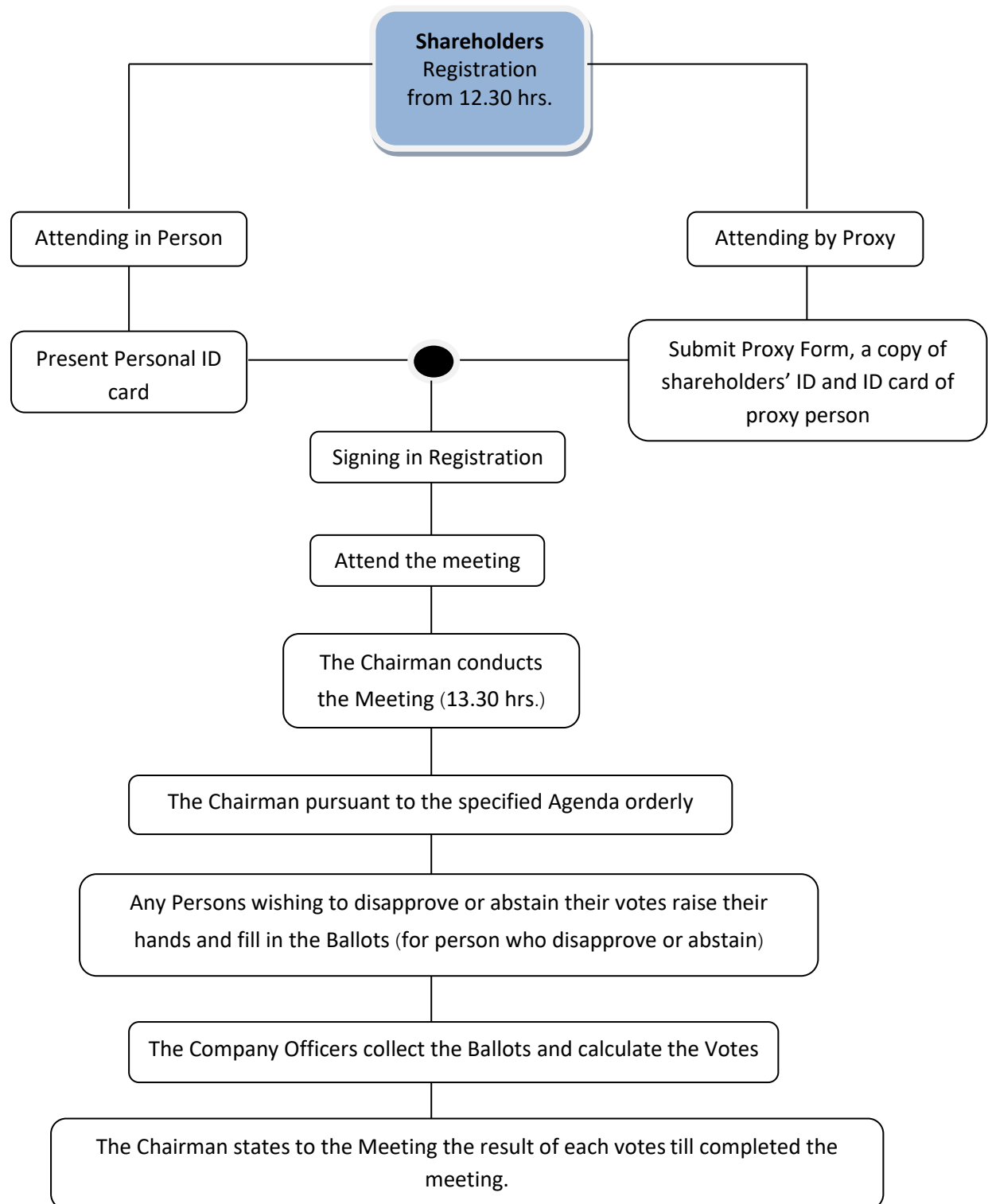
Signed.....Proxy Holder

(.....)

Date.....

Steps for Attending the Annual General Meeting of the Shareholders No.1/2021

The C.I. Group Public Company Limited

Tuesday April 20th, 2021

ANNUAL GENERAL MEETING VENUE

