



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

บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

สำนักงานใหญ่ (HQ)  
1/1 ม.7 ต.บางคูวัด อ.บางคูวัด  
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TAX ID #0107547000133

**Minute of Annual General Meeting for the Year 2022**

**C.I. Group Public Company Limited**

**Friday 29<sup>th</sup>, April 2022**

**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 Friday 29<sup>th</sup> April, 2022 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. Once the approval votes are complied with Articles of Association and the Public Companies Limited’s Act of Votes, would be accounted as approve or certify on such Agenda. The shareholders must raise their hands in case of disapproval or abstention. In such cases, all shareholders must fill 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 the related agenda.

Prior to vote on each agenda, the Chairman would give the shareholders opportunities to ask questions. Currently, the situation on the new surge of the Coronavirus 2019 (COVID-19), the Company will not provide microphones for questioning in the meeting room. Participants who wish to ask questions will be requested to write down and state the name of a shareholder or a proxy and send their questions to our officers. The Company will only answer the questions relevant to the agenda for voting in the meeting room. For other questions, the Company will consider as appropriate. 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), 3 Executive Managements of the Company, 1 Auditors and 1 representative from the Thai Investor Association attended the meeting.



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The directors who attended the meeting are:

- |                               |   |
|-------------------------------|---|
| 1. Pol. Gen. Prung Boonpadung | Chairman of the Board and Chairman of Audit Committee |
| 2. Mr. Aree Poomsanoh         | Vice Chairman and Chairman of the Executive Committee |
| 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              |

The directors who absence from the meeting is:

-None-

The top management who attended the meeting are:

- |                                |                          |
|--------------------------------|--------------------------|
| 1. Mr. Sawai Chatchairungruang | Chief Financial Officer  |
| 2. Mr. Bannat Nakpan           | Managing Director        |
| 3. Ms. Rattanakamol Poomsanoh  | Deputy Managing Director |

The director of the sub-committee who attended the meeting is:

The company has no other sub-committee as yet.

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

The meeting was commenced at 13.30 hours.

Pol. Gen. Prung Boonpadung, Chairman of the meeting, expressed his gratitude to the shareholders for attending the meeting and informed that 25 shareholders presented in person and by proxy, altogether hold 322,930,309 shares or equivalent to 37.34 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 2021 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 20<sup>th</sup>, 2021**

The Chairman requested the meeting to certify the minute of the Annual General Meeting of the Shareholders No.1/2021 dated April 20th, 2021, 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.



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

**Resolution:** After due consideration, the meeting, with the majority number of votes as follows, certified the minutes of the Annual General Meeting of Shareholders No. 1/2021 dated April 20<sup>th</sup>,2021

Approved	322,930,309	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

**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 31<sup>st</sup>, 2021 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 2021 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 2021 in the Form 56-1 One Report (page 132), QR Code, which were enclosed with the meeting invitation and summarized key financial results for the fiscal year 2021 for the meeting in Agenda 2.

The Board assigned Mr. Bannat Nakpan, Managing Director, to summarize the results of the company's business operation for the fiscal year 2021 again for acknowledgement of the meeting as follows:

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

Unit: Million Baht

Comparing Statements of Comprehensive Income of the Company and Subsidiaries Between the Year Ended December 31, 2021 and 2020			
	2021	2020	% Increase (decrease)
Current Assets	362.254	339.481	6.708
Total Assets	864.324	874.755	(1.192)
Current Liabilities	559.728	434.116	28.935
Total Liabilities	624.554	512.348	21.900
Total Shareholders' Equity	239.770	362.407	(33.840)
Total Revenues	1,098.709	964.364	13.931
Cost of sales and services	970.698	906.160	7.122
Gross Profit	128.011	58.204	119.935
Selling Expenses	69.990	61.364	14.057
Administrative Expenses	123.101	112.398	9.522
Profit (Loss) for the years	(142.133)	(129.999)	(9.334)
Basic Earnings (Loss) Per Share	(0.1641)	(0.1503)	(9.182)



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The Board assigned Ms. Rattanakamol Poomsanoh, Deputy Managing Director, to inform the meeting regarding business operation as follows:

The Company's main business is air conditioning and refrigeration (HVACR) which is divided into 3 parts as follows: 1.) HVACR's parts manufacturing 2.) Mechanical and electrical service which includes system design and installation of air-conditioning (M&E Solutions) and 3.) Distributor of walls, roofs, insulated panels of Kingspan brand, including design and installation (High Performance Building Material Solutions).

Last year, the company developed and released new products as follows:

1. Air purifier products can be installed with Fresh Air system, Mixed Air system and Exhaust system, suitable for all applications in buildings such as hospitals, schools, airports and commercial buildings, etc. accreditation TIS.1516-2006, ISO 9001:2015
2. The HERESITE P-413 coating, an anti-corrosion coating used in coil products highly corrosive chillers such as oil rigs. The company is the only certified company in the Southeast Asia.
3. Wall and roof products Brand "Loova" have been adopted from the wall work. Therefore, the company has raw materials used in production which is efficient and aesthetically-focused material that is the strength of this product.

During the past 5 years, the company has developed air conditioner and refrigeration products continuously which gain exceptional of entrepreneurs. The company's main products, coils, are the major parts in air conditioning and refrigeration systems which are normally used in Hyper Market, Cold Storage, Cold Storage / Freezer Room, Distribution Center, Department Store, Office, Commercial Building, shopping mall and etc. In addition, the company also has Air Purifier products used in hospitals, lab rooms and cleanrooms.

The company has developed an ERP system to store data via the cloud on the server to be more flexible in operating. Last year, the company was also awarded the Bronze Medal Ecovadis, a rating of sustainability performance.

However, the situation of the Covid-19 epidemic is still spreading, the company's sales in this business are still growing steadily, with a growth rate of 6.1% last year. The company takes into account various risks that may affect its operating results, therefore, plans and strategies are regularly reviewed in various fields. For example, to reduce the risk of raw material, copper, aluminum and various metals, costs that fluctuate all the time according to world market price and foreign exchange rates, the selling price has been determined by cost plus pricing in accordance with the cost of raw materials, purchasing management and raw material inventory are managed based upon big data. The export sector tends to grow more but is still not meeting the target due to the shortage of containers in addition, transportation costs have increased, resulting in higher selling prices.



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While the construction and project work have a tendency to improve due to the postponed work can be resumed.

The Company has assigned Ms. Chanchana Ratanophas, Investor Relations Advisor, to inform the meeting regarding the business trends as follows: The current situation around the world and in the country has created many obstacles to expanding the market as well as building the stability of the current business. Therefore, the Company foresees with the understanding that adjustments are necessary. Due to potential, the company's experience and reputation can be built upon and increase opportunities, currently, it is in the process of studying how to modify which has various approaches to be consistent and able to support market changes, consumer demand, global geography including various technological changes which initially focusing on approaches that are in line with the company's strengths, such as expanding into the integrated energy and energy saving management business, engineering procurement and contracting / construction businesses by using the potential of HVACR and construction. In addition, recently logistics business becomes an important role in the business both of the companies and in general which has seen significant growth in them including the transition from oil-powered transport vehicles to NGV gas and moving towards to electric power with the potential and network of the company, it is not difficult to become an operator in any of the aforementioned areas. However, managing the organization to have more potential is the key. Therefore, it should be a year of change that the Company will consider the various businesses that the Company has invested in its subsidiaries and the associated company whether still be able to meet the market demand and be able to generate benefits or not? The company will continue to take appropriate actions to reduce the risk of investment as well.

Chairman informed to the meeting regarding progress of Anti-Corruption project which the company has been a member of the Thai Private Sector Collective Action Coalition Against Corruption (CAC) since 2018 for a period of 3 years, which was due in May 2021. The company has requested to renew the membership and has been certified by the Action Coalition Committee to be renewed for another 3 years already which will expire on June 30, 2024.

Chairman proposed to the meeting to consider acknowledge business performance of the year 2021 and then proposed to approve the financial statement of the financial year ended December 31<sup>st</sup>, 2021. Prior to vote, the chairman asked if shareholders have questions.

The shareholder has question as follow:

- Ms. Benyalak Nakpanich, a proxy, asked the following questions:

1.) How much is the investment amount in Fahkhtantip Company Limited?

Mr. Piyapoj Kaewjumlong, Finance and Accounting Advisor, answered to the question that the Company invested in Fahkwantip Company Limited through its subsidiary (CIG (Thailand) Company



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Limited) with a total investment amount of 70.75 million baht, which is the value of land and factory buildings under construction. At present, the fair value according to the appraisal report is 51.18 million baht, which is higher than the fair value of 19.57 million baht, which the Company has recognized the interest from the loss in 2019 retained earnings / loss in proportion to its shareholding (29.67%) amounted to 5.81 million baht, while the machinery under installation is under fair valuation.

2.) How much is the loss of Fahkwanthip Co., Ltd. In 2021?

Mr. Piyapoj Kaewjumlong, Finance and Accounting Advisor, answered the question that the fiscal year 2021, the Company did not recognize the share of loss from the investment in Fahkwantip Company Limited because the Company had already recognized the share of loss in excess of the stake in the associated company. As a result, there is no book value of investment in associated company as of December 31, 2021, which is in accordance with accounting standards.

There is no further question, the Chairman concluded that the meeting acknowledges the result of business operation of the company for the fiscal year 2021 and then proposed to approve the financial statement of the financial year ended December 31<sup>st</sup>, 2021.

**Resolution:** After due consideration, the meeting acknowledges the result of business operation of the company for the fiscal year 2021 as is and resolved that the financial statement of the financial year ended December 31<sup>st</sup>, 2021 be approved.

Approved	323,600,109	votes	equivalent to	99.99994%
Disapproved	200	votes	equivalent to	0.00006%
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

Remark: In this agenda, there was 1 additional shareholder with 670,000 shares attended the Meeting.

**Agenda 3 To Consider and Approve Omission of Payment of Dividend from the Performance of the 2021 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 2021 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 2021, the Chairman then proposed to consider and approve not paying dividend for the operation of the year 2021.



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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 2021.

**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 2021 as per the following number of votes:

Approved	323,600,309	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

**Agenda 4 To Consider and Approve the Directors' Remuneration and Meeting Allowance for the Year 2022.**

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 2022 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 2021, 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 2,875,000 baht, details as follows

Directors' Remuneration for 2021			
	Gratuity (Baht)	Meeting Allowance (Baht)	Amount (Baht)
1. Directors	2,160,000.00	175,000.00	2,335,000.00
2. Audit Committee	480,000.00	60,000.00	540,000.00
<b>Total</b>	<b>2,640,000.00</b>	<b>235,000.00</b>	<b>2,875,000.00</b>

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



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There is no question; the Chairman then proposed the meeting to approve the annual remuneration and meeting allowance of the Directors for the year 2022.

**Resolution:** The meeting resolved to approve the annual remuneration and meeting allowance of the Directors and the Audit Committee for the year 2022 not exceeding 8 million Baht a year, the same as last year. The amount excluded the remuneration and welfare which Directors receive as company’s employees or staff of the company which should be proposed to the Board of Directors for approval.

The meeting approved with the majority number of votes detailed is as follows:

Approved	323,600,309	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

**Agenda 5 To Consider and Approve Appointment of Auditor and the Auditor’s Remuneration for 2022.**

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 2022 to the shareholders for approval in this meeting. The details are as follows:

- 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 2022. 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 auditor will also audit the company’s subsidiary.

- Setting the auditing fee for the year 2022 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 2021 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.





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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 2022.

**Resolution:** The meeting resolved to approve the appointment of such auditors and auditing fees for the financial year 2022. The details are as follows:

1. Appointment of auditors from Sam Nak-Ngan A.M.C. Co.,Ltd. namely, Mr. Ampol Chamngwat, 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 2022.
2. Setting the auditing fee for the year 2022 at the total amount of Baht 1,120,000 (exclusive of other service fees).

The meeting approved with the majority number of votes detailed is as follows:

Approved	323,600,309	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

**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 3 persons, namely Mr. Aree Poomsanoh Mr. Taweesak Wangkorkiat and Mr. Theera Poomsanoh to replace directors who are retired by rotation after carefully deliberate.

The Board of Directors considered thoroughly on suitability which necessary to the company management inclusive with qualification knowledge capability and skill as required for Director's position. Moreover, the Board of Directors has arranged a process to nominate candidates 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. Aree Poomsanoh Director
- 2) Mr. Taweesak Wangkorkiat Director
- 3) Mr. Theera Poomsanoh 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 2022 person by person.

**Resolution:** After due consideration, the meeting resolved to elected the Directors to replace those who will be retired by rotation in 2022, 3 persons as nominated by the Board of Directors namely Mr. Aree Poomsanoh Mr. Taweesak Wangkorkiat and Mr. Theera Poomsanoh.

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

1. Mr. Aree Poomsanoh Vice President

Approved	323,600,309	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

2. Mr. Taweesak Wangkorkiat Director

Approved	323,600,309	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

3. Mr. Theera Poomsanoh Director

Approved	323,600,309	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

**Agenda 7 To Consider Other Matters (if any).**

The Chairman provided times for open discussion.

- Mr. Kraiwan Katavanich, a shareholder, had additional recommendations regarding the invitation letter and supporting documents as follows:
  - The company should provide a QR Code in the meeting room so that the attendees can scan the documents.



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- A summary of the invitation letter sent to the shareholders the contents of the COVID screening should be the same as the full invitation letter. This is an important message for shareholders who will attend the meeting to allow time for screening before entering the meeting room.

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.

Pol.Gen.

(Prung Boonpadung)

Chairman

(Mrs. Chankapaw Dissakul)

Company Secretary