



C.I. GROUP PUBLIC COMPANY LIMITED

INDEX

ATTACHMENT	DETAIL
1	Copy of Minutes of Annual General Meeting of Shareholders No.1/2022
2	Information of Partial Business Transfer
3	The Profiles of the Independent Directors That are Nominated as an Authorized Person of the Shareholders
4	The Company's Articles of Association Concerning the Shareholders' Meeting
5	Documents or Evidence Showing an Identity of the Shareholder or A Representative of the Shareholder Entitled to Attend the Meeting
6	Proxy Form B
6.1	Proxy Form extra
7	The process of Registration for the Extraordinary General Meeting No. 1/2022
8	Privacy Notice for the Extraordinary General Meeting No. 1/2022
9	Map of the meeting venue of the Extraordinary General Meeting



**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

สาขานนทบุรี
789/75 ม.1 ต.บางตลาด อ.บางตลาด
อ.เมืองนนทบุรี จ.นนทบุรี 20230
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriacha
Chonburi 20230 Thailand

สาขาเทพารักษ์
526/1-3 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

July 11th, 2022

Subject: Invitation Letter for the Extraordinary General Meeting No.1/2022
To: Shareholders of C.I. Group Public Company Limited
Enclosed: 1. QR Code: Invitation Letter of Extraordinary General Meeting No.1/ 2022

The Board of Directors of C.I. Group Public Company Limited (the "Company") has resolved to set up the Extraordinary General Meeting No.1/2022 on Thursday, August 18th, 2022 at 1.30 p.m. 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 29th, 2022.

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 2022 which was held on April 29th, 2022 details are as shown in the enclosed document item 1.

Agenda 2 To Consider and Approve on partial business transfer of C.I. Group Public Company Limited to a subsidiary (CIG Blusolutions Company Limited)

Comments from the Board of Directors: The Meeting duly considered and unanimously resolved to approve on partial business transfer of C.I. Group Public Company Limited to a subsidiary (CIG Blusolutions Company Limited) details are as shown in the enclosed document item 2, due to the partial business, the manufacturing of air-conditioning and refrigeration products, transfer will lead to better business segregation and risk management which not only create sustainable and continuous growth to the business, but also increase the efficiency of the company's operation and management inclusive of increasing opportunities in expanding businesses as the Company's group business plans (Attachment 2).

Agenda 3 Others (if any)

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

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 6) to present to the company prior to attend the meeting.

The shareholders could authorize an Independent Director as named in the Attachment 3 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.

July 25th, 2022 is the record date set by the Company for determination of the shareholders entitled to attend the Extraordinary General Meeting No.1/2022.



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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

สาขานนทบุรี

789/75 ม.1 ต.บางตลาด อ.บางตลาด จ.นนทบุรี 11000
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriacha
Chonburi 20230 Thailand

สาขาเทพารักษ์

526/1-3 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

We would like to invite the shareholders to join the Extraordinary General Meeting No.1/2022 on Thursday, August 18th, 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.

Yours Sincerely,

Pol. Gen.

(Prung Boonpadung)

Chairman of the Board of Directors

Company Secretary

Tel: 0-2976 5290-9

Facsimiles: 0-2598-2331-2

Guideline for the Shareholders for attending the Extraordinary General Meeting No.1/2022 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 Extraordinary General Meeting No.1/2022 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 August 2022 from 08.00 hrs. to 18.00 hrs. via email secretary@cigpcl.com

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 must agree to test for COVID-19 with ATK and provide proof of vaccination 2 injections more than 14 days, or confirmation of injection from the hospital or confirmation document from application.



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.บ้านดง อ.เสนา
อ.เมืองนนทบุรี จ.นนทบุรี 11000
789/75 M.1 Pinthong Industrial Park
Nongkhom, Sriracha
Chonburi 20230 Thailand

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

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Fax +662 976 5023
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Website www.coilinter.com
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Minute of Annual General Meeting for the Year 2022

C.I. Group Public Company Limited

Friday 29th, 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 29th 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.



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

สาขานันทภพ
789/75 ม.1 ต.หนองสาหร่าย อ.พนมดงรัก
จ.สุรินทร์ 32130
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriracha
Chonburi 20230 Thailand

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

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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 20th, 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.

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 20th, 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 31st, 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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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

สาขานันทก
789/75 ม.1 ต.หนองสาหร่าย อ.พุนพิน
จ.สุราษฎร์ธานี 82100
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriracha
Chonburi 20230 Thailand

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

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Fax +662 976 5023
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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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1/1 ม.7 ต.บางคูวัด อ.บางคูวัด
อ.เมืองปทุมธานี จ.ปทุมธานี 12000
1/1 M.7 Bangkoowad Road
Bangkoowad, Amphoe Muang
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จ.สุราษฎร์ธานี 82100
789/75 M.1 Pinthong Industrial Park
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Chonburi 20230 Thailand

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อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270
526 /1 M. 3 Teprak Road
Teprak, Amphoe Muang
Samutprakan 10270 Thailand

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

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 31st, 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 Fahkhanthip Company Limited?

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

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 31st, 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 31st, 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.



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.มื่นทอง อ.เมือง
 จ.หนองบัวลำภู 32000
 789/75 M.1 Pinthong Industrial Park
 Nongkham, Sriracha
 Chonburi 20230 Thailand

สาขาเทพารักษ์
 526/1-3 ม.3 ต.เทพารักษ์
 อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270
 526/1 M.3 Teprak Road
 Teprak, 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 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
Total	2,640,000.00	235,000.00	2,875,000.00

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 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:

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 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.

2. 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.

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 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.
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

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.



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

สาขานันทก
789/75 ม.1 นิคมอุตสาหกรรมปิ่นทอง
ต.หนองขาม อ.ศรีราชา จ.ชลบุรี 20230
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriracha
Chonburi 20230 Thailand

สาขาเทพารักษ์
626/1-3 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

- 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.
 - 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



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สำนักงานใหญ่ (HQ)
1/1 ม.7 ถ.บางกอก-ถ.บางกอก
อ.เมืองปทุมธานี จ.ปทุมธานี 12000
1/1 M.7 Bangkoowad Road
Bangkoowad, Amphoe Muang
Pathumthani 12000 Thailand

สาขานันทอง
789/75 ม.1 นิคมอุตสาหกรรมนิคม
ถ.หนองนาถ อ.ศรีราชา จ.ชลบุรี 20230
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriracha
Chonburi 20230 Thailand

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

ATTACHMENT 2

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

Information of Partial Business Transfer

C.I. Group Public Company Limited

1. Partial Business Transfer (PBT)

The Company shall transfer partial business of the Company "Partial Business Transfer" (PBT), which are manufacturing air-conditioning and refrigeration products and assets and all staffs and employees related to that business to CIG Blusolutions Company Limited, a subsidiary for business transfer purpose in which CIG holds 99.97 percent of total shares. The Partial Business Transfer shall be done in compliance with the Royal Decree No. 516 B.E. 2554, concerning tax exemption and Notification of the Director-General of Revenue Department re: Rules, Procedures and Conditions for the Partial Business Transfer of Public Limited Company or Limited Company for the purpose of tax exemption (PBT) and other relevant notifications (Collectively as "PBT Conditions")

This business transfer is the Company's Partial Business Transfer, therefore it has no significant impact to the total assets of the Company. This transaction is not considered as an asset acquisition transaction of listed company under the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 regarding Rules for Entering into Substantial Transactions within the Definition of an Acquisition or Disposal of Assets dated 31 August B.E. 2551 (and its amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand regarding Disclosure and Compliance by Listed Companies relating to Acquisition or Disposal of Assets B.E. 2547 dates 29 October B.E. 2547 (and its amendments) and also does not be followed a related party transaction of listed company under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 regarding Connected Transactions Rules dated 31 August B.E. 2551 (and its amendments) and the Notification of the Board of Governors of the SET regarding Disclosure and Compliance by Listed Companies relating to Connected Transactions B.E. 2546 dates 19 November B.E. 2546 (and its amendments). However, this Business Transfer is considered as a transferring of significant part of the business that will fall under Clause 107 (2) (Kor) of the Public Company Act B.E. 2535 (and its amendments) which requires the shareholders' approval with at least three-fourth of total votes of shareholders attending the meeting and having voting right.

The business transfer will be valued at book value or adjusted book value or fair value depended on type of assets at the transfer date to comply with PBT Conditions. The Net Values of Assets (Total Assets to be transferred subtract Total Liabilities to be transferred) are expected to be around 400 Million Baht (The exact value depends on the period of transfer)

Furthermore, after the Partial Business Transfer, the Company shall hold the status as listed company in the Market for Alternative Investment (MAI). The Company is still operating company and has design, installation of air conditioning system, solutions for energy-saving building, an Mechanical and Engineering Solution business, as



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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

สาขานันทอง
789/75 ม.1 ต.หนองสาหร่าย อ.สนม
อ.สนม จ.สุพรรณบุรี 20230
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriracha
Chonburi 20230 Thailand

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

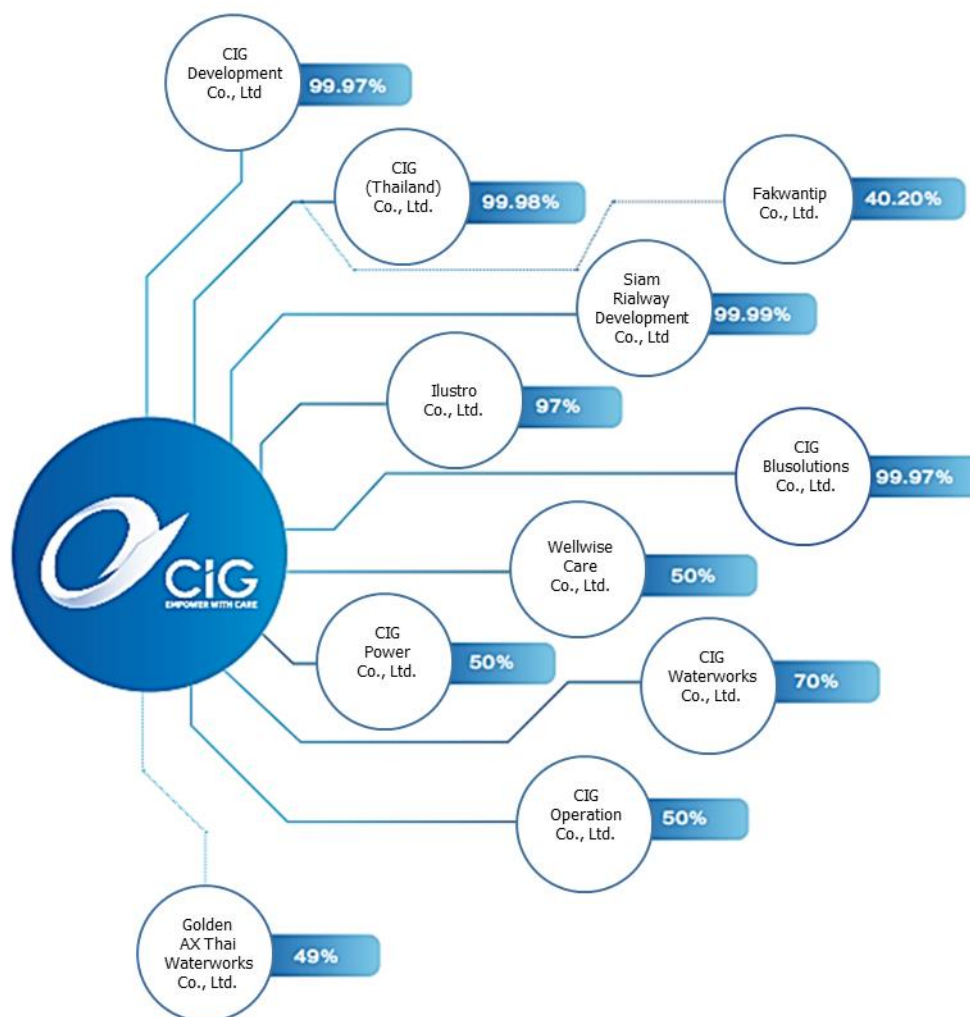
ATTACHMENT 2

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

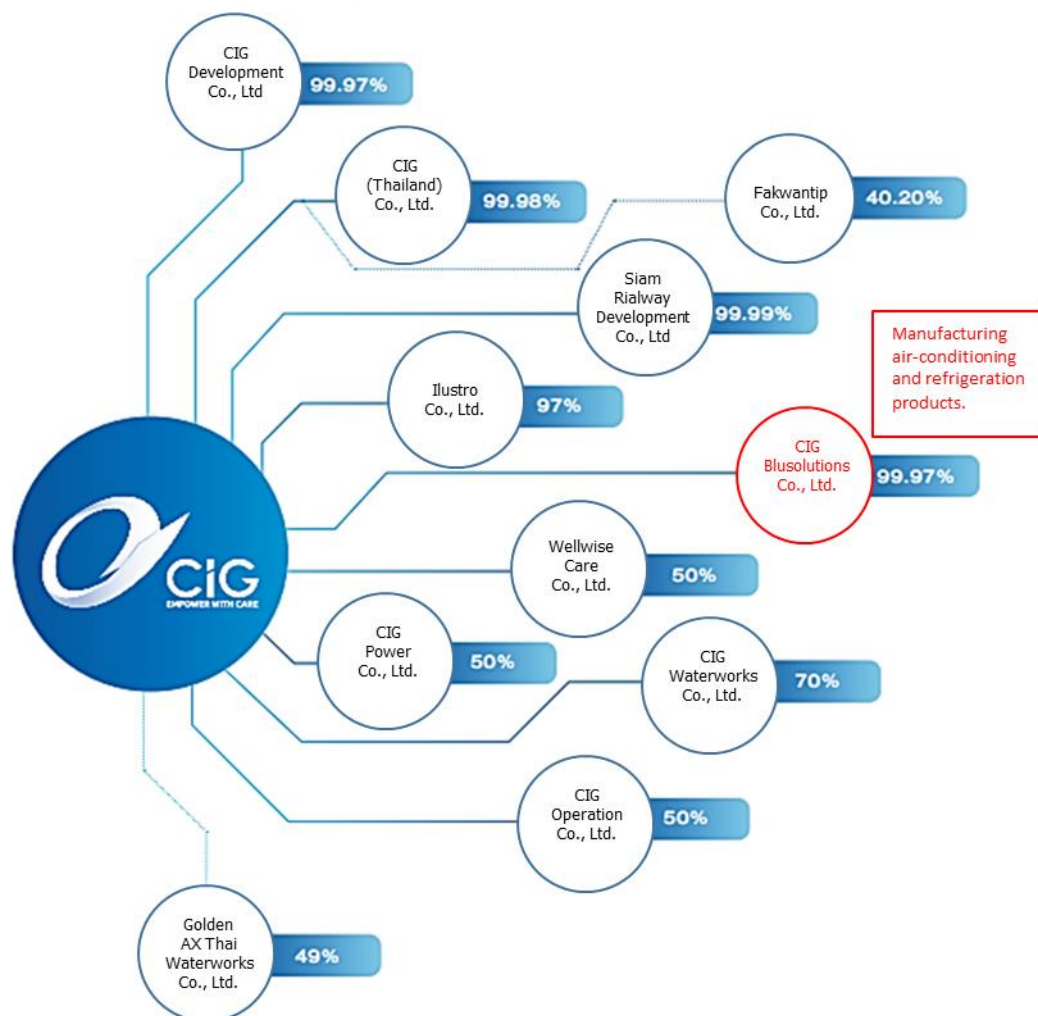
well as supply and installation of insulated panel business as the core business. The Company is still a major shareholder in CIG Blusolutions Co., Ltd. at 99.97 percent shares.

2. Pre and Post Partial Business Transfer Diagram.

Current Structure (Pre – Partial Business Transfer)



Post Restructuring



3. Key Information of the incorporated Subsidiary.

Name : CIG Blusolutions Co., Ltd. ("CIG Blusolutions Co., Ltd.")

Authorized Capital: Initial Authorized Capital 1 Million Baht, consist of 10,000 common shares, Par value per share 100 Baht.

Shareholder: The Company will hold 99.97 percent of the total shares in CIG Blusolutions Co., Ltd. and the Company's directors, management and connected parties shall hold 0.03 percent.

Objective: Manufacturing of air-conditioning and refrigeration products.



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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

สาขานันทอง
789/75 ม.1 ต.หนองสาหร่าย อ.เสนา
อ.เมืองนนทบุรี จ.นนทบุรี 11000
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriracha
Chonburi 20230 Thailand

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

ATTACHMENT 2

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

4. Rationales and Reasons for the Partial Business Transfer

The Partial Business Transfer is aimed to reach the Company's strategic plan in order to establish business sustainability in long term growth, to increase opportunities to further expand its business and to enhance the effectiveness of the Company's operation and management. The details rationales and reasons are as followed:

4.1 To separate and manage the Company's business risks

The company currently operates several business segments. This Partial Business Transfer of manufacturing of air-conditioning and refrigeration business to the subsidiary will lead to better business segregation and risk management according to the expected return on each particular business, and to limit any future transactions risk which could hinder or impact other core businesses of the Company.

4.2 To increase more opportunities in expanding businesses and joint ventures or strategic partner.

The Company's Partial Business Transfer will increase company's liquidity and flexibility to invest in new businesses. In addition, the Company's Partial Business Transfer will increase opportunities in finding joint ventures or strategic partner, in forms of ordinary person, corporate, or financial institutions who are interested or have expertise in each particular business without investing or taking other CIG's group businesses risks. This will consequently enhance the attractiveness to invest in such business, the Company's competitiveness, and also increase the shareholders' returns in the long term.

4.3 To increase the effectiveness of business operation and organization management.

The Company's Partial Business Transfer will increase effectiveness of business operation and organization management of CIG's group to be more flexible and appropriate with each particular business. Furthermore, The Company's Partial Business Transfer will segregate business risk that creates more flexibility in management. Apart from that, the Company could use the financial report of those segregated businesses to analyzing the financial position and efficiency with higher accuracy and efficiency.

5. Partial Business Transfer Processes can be summarized as follows:

5.1 The Extraordinary general meeting of Shareholders (EGM) will be held on 18 August 2022 in order to approve the Partial Business Transfer (PBT) and other relevant measures.

5.2 At the date of transfer, the Company shall partially transfer its business which includes the manufacturing of air-conditioning and refrigeration business and assets and all staffs and employees related to that business, transact at book value or adjusted book value or fair value depended on type of assets and liabilities as discussed with related government authorities or related regulators to comply with the PBT Conditions. The Partial Business Transfer are expected to be around 400 Million Baht (The exact value depends on the period of transfer)



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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

สาขานันทอง
789/75 ม.1 ต.นันทอง อ.นันทอง จ.สุราษฎร์ธานี 80230
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriracha
Chonburi 20230 Thailand

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

ATTACHMENT 2

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

However, the Company might further propose to taxes exempted on Assets transfer which related to the PBT conditions.

5.3 After finishing the Partial Business Transfer processes, the Company shall hold the status as listed company in the Market for Alternative Investment - MAI. The Company is still operating company and has design, installation of air conditioning system, solutions for energy-saving building, an Mechanical and Engineering Solution business, as well as supply and installation of insulated panel business as the core business. The Company is still a major shareholder in CIG Blusolution Co., Ltd. at 99.97 percent.

5.4 The partial business transfer to its subsidiary shall start within August 2022 and will be completed within the fiscal year of 2022. Nevertheless, the Executive Board of Directors is empowered to perform any necessary actions regarding partial business transfer to its subsidiary including but not limited to price determination of partial business transfer, preparation and signing of partial business transfer agreement and/or any requested documents that concerned or related to the partial business transfer, determination of Subsidiary's Capital increases according to the value of transferred business to comply with PBT conditions and also to prepare and/or submit any application and/or document to the related authorities.

6. Corporate Governance and Management.

The partial business transfer will include a transferring of assets related to manufacturing of air-conditioning and refrigeration products as well as employees to its subsidiary. The governance and controlling of its subsidiary shall be done through the subsidiary's corporate policies which authorized by the Company, and the board of directors and management of its subsidiary shall be the same group of former directors and managements who operating such transferred businesses in the Company.

In addition, after the Partial Business Transfer, the Company's governance structure and management structure shall be the same. The Company, as major shareholder, shall govern its subsidiary by nominating subsidiary's board of directors, executives and chief executive officer those designated directors and managements shall be qualified by related regulations of Securities Exchange Commission ("SEC") and Stock Exchange of Thailand ("SET"). The Company shall manage the businesses with transparency on the practice of good corporate governance, and comply with all regulations of relevant government authorities or related regulators.

7. Impacts of Partial Business Transfer to financial position and performance of the Company.

The Partial Business Transfer, by transferring the manufacturing of air-conditioning and refrigeration products to its subsidiary, will have no effect to financial position and financial performance of the Company because it is a Partial Business transfer to its subsidiary, in which the Company holds total shares; therefore, the consolidated financial statements of the Company will be indifferent from that of the former company before the Partial Business



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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

สาขานันทอง
789/75 ม.1 ต.หนองสาหร่าย อ.พยุหะคีรี จ.สุพรรณบุรี 20230
789/75 M.1 Pinthong Industrial Park
Nongkham, Sriracha
Chonburi 20230 Thailand

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

ATTACHMENT 2

Tel +662 976 5290
Fax +662 976 5023
E-mail cigroup@coilinter.com
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Transfer, except the cost incurred during transferring processes, such as related taxes and fees. Thus, the Business Restructuring shall not significantly affect financial position and performance of the Company.

8. Impacts of the Partial Business Transfer to shareholders of the Company.

The Partial Business Transfer, by transferring the manufacturing of air-conditioning and refrigeration products to its subsidiary, after finishing the transfer processes, the Company shall hold total shares of subsidiary and the shareholders' structure on the Company shall not be changed. Thus, the business transfer shall not affect current shareholders of the company.

9. Opinion of the Board of Director on the transaction


The Board of Directors foresees that the Partial Business Transfer, by transferring the manufacturing of air-conditioning and refrigeration products to its subsidiary, will lead to better business segregation and more efficient risk management, not only create sustainable and continuously stable growth to the Company, but also increase the efficiency of company's operation and management and increase more opportunities in expanding businesses, pertaining to the Company group business plans. Therefore, the Board of Directors considers this transaction appropriate and rationale, and thereby approves the transaction.

10. Opinion of the Audit Committee or Director which is different from the Board of Directors.

- None -

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 : 73 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 : 11 years 1 months (as of 30 June 2022) CIG shareholding (as of 30 June 2022) : 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 : 52 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 : 11 years 1 month (as of 30 June 2022) CIG shareholding (as of 30 June 2022) : 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 12.00 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 73 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 52 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 Extraordinary General Meeting No.1/2022 on August 18th, 2022, 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 29th, 2022☐ Approve☐ Disapprove☐ Abstain

Agenda 2 To Consider and Approve on partial business transfer of C.I. Group Public Company Limited to a subsidiary (CIG Blusolutions Company Limited)

☐ Approve☐ Disapprove☐ Abstain

Agenda 3 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 Extraordinary General Meeting (EGM) No.1/2022 on Thursday, August 18th, 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 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.....

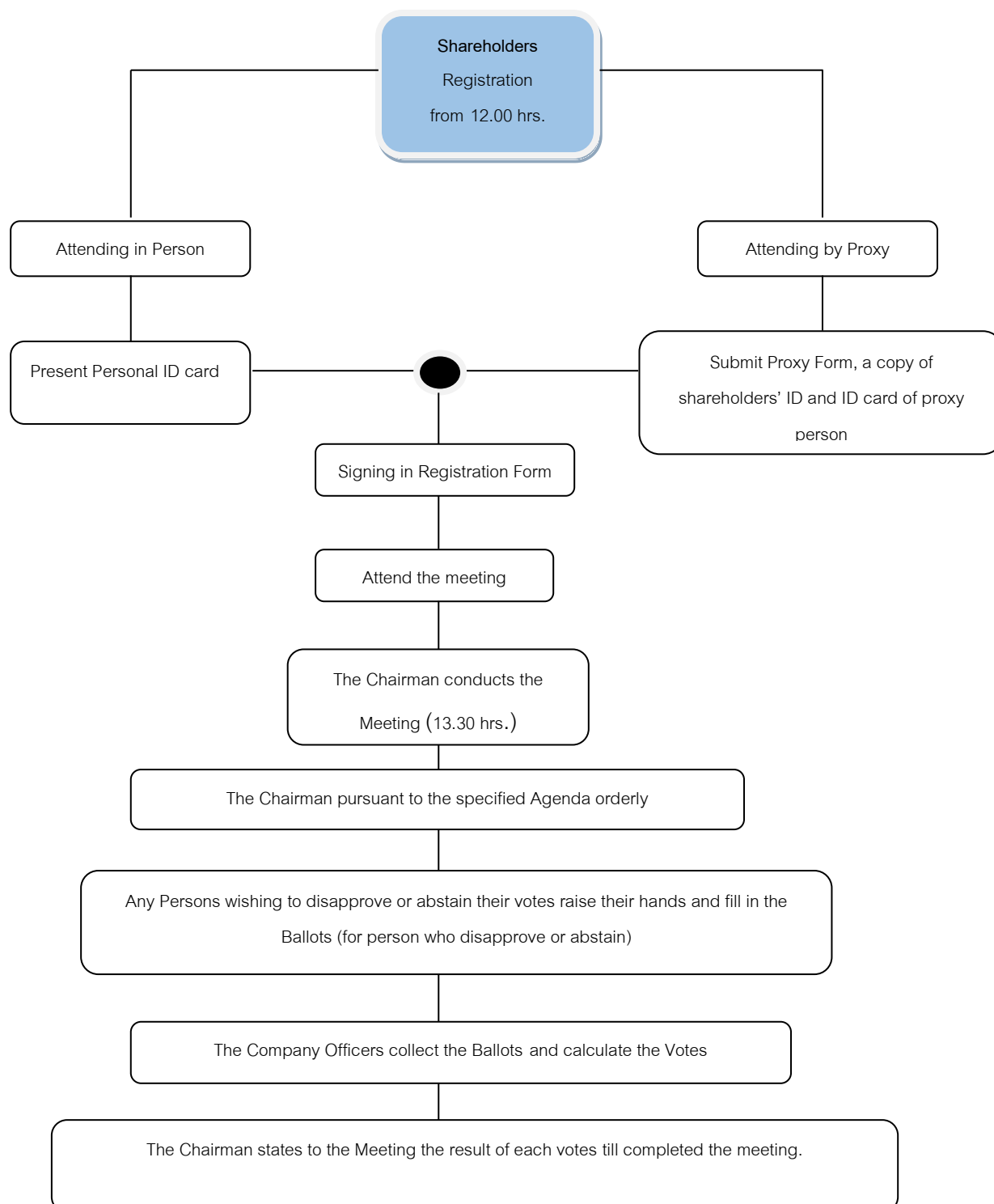
Signed.....Proxy Holder

(.....)

Date.....

Steps for Attending the Extraordinary General Meeting No.1/2022

The C.I. Group Public Company Limited

August 18th, 2022

Privacy Notice for the Extraordinary General Meeting No. 1/2022

C.I. Group Public Company Limited (“the Company”) greatly aware of the personal data protection in accordance to the Privacy Data Protection Act B.E. 2562.

1. The Collection of Personal Data

It is necessary for the Company to collect your personal data that submit to the Company i.e. name, surname, address, telephone number, photo, identification number, shareholders' registration and information related to electronic systems access and usage such as Email, IP Address (in case of online access to the meeting).

The Company will record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders.

In the case of granting a proxy, it is necessary for the Company to collect the copy of shareholder's personal identification card which may contain religion information that is considered as Sensitive Data. The Company has no intention to collect such Sensitive Data. Accordingly, you can redact such data.

2. The Collection of Personal Data

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with the specified purposes. However, the Company may collect your Personal Data from any other sources, which mean securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures required by law.

3. Purposes for the collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your Personal Data for the purposes to call the Extraordinary General Meeting No. 1/2022. Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

4. The Personal Data retention period

The Company will retain your Personal Data only for the necessary duration, and will collect, use and disclose your Personal Data, as defined in this Privacy Notice

If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

5. Your Rights as a Data Subject

As the owner of Personal Data (“Data Subject”), you have the rights as stipulated in the Privacy Protection Act B.E 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company for the compliance of the purposes as mentioned in this notice such as technology's service provider, regulators or government agencies or by the order of regulatory officials

7. Contact channels

Enquires or questions on the Personal Data Protection can be addressed to the following channels: C.I.Group Public Company Limited, The Corporate Secretary, 1/1 Moo.7 Bangkoowad Road, Bangkoowad, Muang Pathumthani 12000, e-mail: secretary@cigpcl.com

THE EXTRAORDINARY GENERAL MEETING 1/2022 VENUE

