



INVITATION TO EXTRAORDINARY GENERAL MEETING No.2/2022  
C.I. GROUP PUBLIC COMPANY LIMITED



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

บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

สำนักงานใหญ่ (HQ)  
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TAX ID #0107547000133

August 8<sup>th</sup>, 2022

Subject: Invitation Letter for the Extraordinary General Meeting No.2/2022  
To: Shareholders of C.I. Group Public Company Limited  
Enclosed: 1. QR Code: Invitation Letter of Extraordinary General Meeting No.2/ 2022

The Board of Directors of C.I. Group Public Company Limited (the "Company") has resolved to set up the Extraordinary General Meeting No.2/2022 on Friday, September 16<sup>th</sup>, 2022 at 2.00 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 Extraordinary General Meeting of Shareholders No.1/2022 on August 18<sup>th</sup>, 2022.

**Comments from the Board of Directors:** The Meeting duly considered and unanimously resolved to adopt and approve the minute of the Extraordinary General Meeting of Shareholders No.1/2022 which was held on August 18<sup>th</sup>, 2022 details are as shown in the enclosed document item 1.

**Agenda 2** To consider and approve the appointment of new directors and independent directors.

The company has been preparing for adjustment of the management strategy which will invest in a variety of businesses which are more complex in term of management and business itself. The Board of Directors has followed the selection process by which considering required qualification of directors to be allied with the company's strategies' that is lack in order to create the most effective to the company. The Board then proposed to elect 5 directors are shown in attachment 3 and definition of independent director in attachment 2 in the Invitation Booklet as follows.

1)	Mr. Banjoed	Jareyanukeja	Director
2)	Mr. Cherdpong	Siriwit	Director / Independent Director
3)	Mr. Bannat	Nakaphan	Director
4)	Mr. Navawit	Kuvananant	Director
5)	Mr. Sawai	Chatchairungruang	Director

**Comments from the Board of Directors:** the Board of Directors resolved to approve appointment of 5 new Directors of the C.I.Group Public Company Limited which are Mr. Banjoed Jareyanukeja, Mr. Cherdpong Siriwit, Mr. Bannat Nakaphan, Mr. Navawit Kuvananant and Mr. Sawai Chatchairungruang, who are selected by using the selection process of The Board of Director that have knowledge, competent, experiences and qualification to benefit the Company's operations.

**Agenda 3** To consider and approve the issuance and offering of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings.

Since the Company is on expansion businesses strategy, therefore needs capital to support.



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**Comments from the Board of Directors:** the Board of Directors resolved to approve the issuance and offering of the newly issued ordinary shares in the amount not exceeding 1,729,577,364 shares with a par value of THB 0.50 per share to existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) at an offering ratio of 1 existing share to 2 new ordinary shares, a fraction of shares shall be disregarded at the offering price of THB 0.50 per share, which is equal to the par value. The Company will use the money received from the issuance and offering of ordinary shares to reserve funds for debt repayment with financial institutions and as working capital for its operations, as well as business expansion of the Company and its subsidiaries that including but not limited to the following business: (1) Utilities and Infrastructure; (2) Cold Chain Logistic and Supply Chain Management; and (3) Engineering Procurement and Construction with Financing; and (4) other businesses related to construction and financial support within the context of the integrated ecosystem building strategy. In addition, it was resolved to propose to the shareholders' meeting that the Board of Directors and/or the Executive Committee or a person authorized by the Board of Directors be granted the authority to take any actions regarding the allocation of newly issued ordinary shares. Details appear in the Information memorandum regarding the offering of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Attachment 4).

In this regard, it was resolved to schedule the date to determine the names of shareholders who are entitled to subscribe for the newly issued ordinary shares on 23 September 2022 (Record Date). Nevertheless, the granting of such rights to the Company remains uncertain, since it must await approval from the shareholders' meeting.

**Agenda 4** To consider and approve the issuance and offering of the newly issued convertible debentures to the existing shareholders of the Company in proportion to their respective shareholdings.

**Comments from the Board of Directors:** The Board of Directors resolved to approve the issuance and offering of newly issued convertible debentures of the Company with the total amount does not exceed 864,788 units, offering price THB 1,000 per 1 unit of a convertible debenture, where the total offering value is not more than THB 864,788,000 to the existing shareholders of the Company with rights to be allocated in proportion to their respective shareholdings whereby the convertible ratio is 1 unit of convertible debenture: 1,000 shares and the convertible price is THB 1.00. However, the aforesaid convertible ratio and convertible price are higher than the capital market price and can be adjusted according to the conditions that will be set out in the terms of rights. The Company will use the money received from the issuance and offering of convertible debentures to reserve funds for debt repayment with financial institutions and as working capital for its operations, as well as business expansion of the Company and its subsidiaries that including but not limited to the following business: (1) Utilities and Infrastructure; (2) Cold Chain Logistic and Supply Chain Management; and (3) Engineering Procurement and Construction with Financing; and (4) other businesses related to construction and financial support within the context of the integrated ecosystem building strategy. In addition, it was resolved to propose to the shareholders' meeting that the Board of Directors and/or the Executive Committee or a person authorized by the Board of Directors be granted the authority to take any actions regarding the allocation of newly issued convertible debentures. Details appear in the summary of important details of convertible debentures to be issued and offered for sale to the existing shareholders in proportion to their respective shareholdings (Attachment 5).



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In this regard, it was resolved to schedule the date to determine the names of shareholders who are entitled to subscribe for the newly issued convertible debentures on 21 October 2022 (Record Date). Nevertheless, the granting of such rights to the Company remains uncertain, since it must await approval from the shareholders' meeting.

**Agenda 5** To consider and approve the increase of the Company's registered capital in the amount of THB 1,297,182,682 from the current registered capital of THB 432,394,341 to the newly registered capital in the amount of THB 327,598,944 by issuing 2,594,365,364 newly issued ordinary shares at a par value of THB 0.50 per share and consider to approve the amendment of the Memorandum of Association Clause 4 to be in line with the registered capital increase of the Company.

As follows :

No. 4	Registered Capital	1,729,577,023	Baht	(One Billion Seven Hundred and Twenty Nine Million Five Hundred and Seventy Seven Thousand and Twenty Three Baht)
	Divided to	3,459,154,046	shares	(Three Billion Four Hundred and Fifty Nine Million One Hundred and Fifty Four Thousand and Forty Six shares)
	Par Value	0.50	Baht	(Point Fifty Baht)
	Dividend into			
	Ordinary share	3,459,154,046	shares	(Three Billion Four Hundred and Fifty Nine Million One Hundred and Fifty Four Thousand and Forty Six shares)
	Preference share			

**Comments from the Board of Directors:** The Board of Directors resolved to approve to increase of the Company's registered capital of 2,594,365,364 shares with a par value of THB 0.50 per share, equal to THB 1,297,182,682 to accommodate the issuance and offering of the newly issued ordinary shares and the issuance and offering of the newly issued convertible debentures (details in Attachment 6) and approve the amendment to Clause 4 of Company's Memorandum of Association in accordance with the increase of registered capital.

**Agenda 6** To consider and approve the allocation of the newly issued ordinary shares to accommodate the issuance and offering of the ordinary shares and convertible debentures to the existing shareholders in proportion to their respective shareholdings.

**Comments from the Board of Directors:** The Board of Directors resolved to approve the allocation of the newly issued ordinary shares in the amount of 2,594,365,364 with a par value of THB 0.50 per share to accommodate the issuance and offering of the newly issued ordinary shares and the issuance and offering of the newly issued convertible debentures , as the details set out below:

- 1.) Allocation of newly issued ordinary shares to support the issuance and offering of newly issued ordinary shares in the total amount not exceeding 1,729,577,364 shares with a par value of THB 0.50 per share, totaling THB 864,788,682 to existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) by allocating in the ratio of 1 existing ordinary share to 2 newly issued shares, a fraction of shares shall be disregarded, at the offering price of 0.50 Baht per share which is equal to the par value.



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- 2.) Allocation of newly issued ordinary shares to support the issuance and offering of convertible debentures in the total amount not exceeding 864,788,000 shares with a par value of THB 0.50 per share, representing a total amount of convertible bonds not exceeding 864,788 units, offering price THB 1,000 per 1 unit of convertible debentures. The total offering value is not more than THB 864,788,000 to the existing shareholders of the Company, who are entitled to be allocated according to their respective shareholdings (Right Offering), by setting a conversion ratio, 1 unit of convertible debentures can be converted into 1,000 ordinary shares at an exercise price of THB 1.00 per share. However, the aforesaid convertible ratio and convertible price are higher than the capital market price and can be adjusted according to the conditions that will be set out in the terms of rights.

**Agenda 7** To consider and approve the credit line for issuance and offering of debentures in the amount of THB 6,000 million (or in an equivalent amount in other currencies).

**Comments from the Board of Directors:** The Board of Directors resolved to approve the credit line for issuance and offering of debentures in the amount of THB 6,000 million (or in an equivalent amount in other currencies). In addition to consider and authorize the Board of Directors and/or other persons who are entrusted by the Board of Directors to be entitled to consider and determine details and other conditions in relation to the issuance and offering of the debentures, such as name of debentures, type of offering of debentures, the amount of the debentures to be issued and offered for sell in each series, type of debentures, collateral, offering price per unit, term of maturity, redemption period, early redemption conditions, interest rate, principal and interest payment method, allocation method and details of the offering, etc. This includes the registration of such debentures with the Thai Bond Market Association or other secondary markets, having the power to apply for approval from the relevant agency and appointing the advisors or relevant parties for the issuance and offering of debentures as well as negotiation, agreement and execution of related documents and contracts as well as taking any action necessary and relating to the issuance and offering of debentures.

**Agenda 8** 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 10) to present to the company prior to attend the meeting.

The shareholders could authorize an Independent Director as named in the Attachment 7 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.

August 22<sup>nd</sup>, 2022 is the record date set by the Company for determination of the shareholders entitled to attend the Extraordinary General Meeting No.2/2022.



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We would like to invite the shareholders to join the Extraordinary General Meeting No.2/2022 on Friday, September 16<sup>th</sup> 2022 at 14.00 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.2/2022 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.2/2022 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 13 - 15 September 2022 from 08.00 hrs. to 18.00 hrs. via email [secretary@cigpcl.com](mailto: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.



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## Minute of Extraordinary General Meeting No.1/2022

C.I. Group Public Company Limited

Thursday 18<sup>th</sup>, August 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 Thursday 18<sup>th</sup> August, 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 Chairman of the Board assigned Ms. Wanphen Khaosuwan (the secretary of the meeting (on behalf)) to explain 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. In case a shareholder or a proxy wishes to express his/ her opinion or ask question he/ she should raise his/ her hand and stated a name of a shareholder or a proxy to the meeting before providing opinions or asking questions. 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 6 Directors of the Company (85.71% of all directors), 3 Executive Managements of the Company, 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. | Mr. Songphol Annanon       | Independent Director and Audit Committee              |
| 6. | Mr. Nadith Rodpetch        | Independent Director and Audit Committee              |

The directors who absence from the meeting is:

- |    |                         |                                  |
|----|-------------------------|----------------------------------|
| 1. | Mrs. Chankapaw Dissakul | Director and Corporate Secretary |
|----|-------------------------|----------------------------------|

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 Extraordinary 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 320,778,939 shares or equivalent to 37.09 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 Extraordinary General Meeting No.1/2022 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 29<sup>th</sup>, 2022**

The Chairman requested the meeting to certify the minute of the Annual General Meeting of the Shareholders of the 2022, 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.



สำนักงานใหญ่ (HQ)  
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1/1 M.7 Bangkooowad Road  
Bangkooowad, Amphoe Muang  
Pathumthani 12000 Thailand

สาขามโนกร  
789/75 ม.1 ต.มโนกร อ.มโนกร จ.ชัยภูมิ 20230  
ถ.หนองขา อ.ศรีราชา จ.ชลบุรี 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  
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Samutprakan 10270 Thailand

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E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

- Mr. Kraiwan Katavanich, a shareholder, suggested to amend wording in the Agenda 7, line number 3 page 14, of the Minutes of the 2022 Annual General Meeting of Shareholders held on April 29, 2022 as follows:

From : The company should provide QR Code in the meeting room so that the attendees can scan the documents.

To : The Company should provide QR Code in the meeting room so that the attendees can read the document.

There is no further question, the Chairman asked the meeting to certify the minutes of the 2022 Annual General Meeting of Shareholders on April 29<sup>th</sup>, 2022.

**Resolution:** After due consideration, the meeting, with the majority number of votes as follows, certified the minutes of the Annual General Meeting of Shareholders on April 29<sup>th</sup>, 2022.

Approved	320,942,139	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

Remark: In this agenda, there was 2 additional shareholder with 163,200 shares attended the Meeting.

**Agenda 2 To Consider and Approve on partial business transfer of C.I. Group Public Company Limited to a subsidiary (CIG Blusolutions Company Limited) and authorize the Executive Committee to manage business transfers.**

Ms. Wanphen Khaosuwan, secretary of the meeting, informed the shareholders that the resolution of the Board of Directors that 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

The Board assigned Ms. Rattanakamol Poomsanoh, Deputy Managing Director, informed to the meeting regarding business transfer plan that the C.I. Group Public Company Limited will transfer the business of manufacturing and distributing air conditioners chiller and components of air conditioning and refrigeration to a subsidiary (CIG Blusolutions Company Limited) by transferring assets related to the business as follows:



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

สาขามีนทอง  
789/75 ม.1 ต.มื่นทอง อ.พยุหะคีรี จ.ชัยภูมิ 20230  
ถ.หนองขาว อ.พยุหะคีรี จ.ชัยภูมิ 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาเทพารักษ์  
526/1-3 ม.3 ต.เทพารักษ์  
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Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

1. Business of the company in the business of manufacturing and distributing air conditioners chiller and components of air conditioning and refrigeration
2. All assets related to and used in the business according to item 1
3. Executives, employees/personnel related to business according to item 1

After the partial transfer of the company's business is completed, The Company will maintain its status as a listed company on the Market for Alternative Investment (MAI) and is also a company that operates as a general business (Operating Company) from the business of designing, installing air conditioning systems and ready-made insulation walls and solutions for energy-saving buildings including mechanical systems Ventilation system and electrical system (Mechanical & Electrical (M&E)). In addition, it remains the main shareholder in CIG Blusolutions Co., Ltd. 99.97%. The transfer of such business will not affect the financial position and operating results of the Company and does not affect the shareholders of the Company.

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 partial business transfer of C.I. Group Public Company Limited to a subsidiary (CIG Blusolutions Company Limited) and authorize the Executive Committee to manage business transfers.

**Resolution:** After due consideration, the meeting, with the majority number of votes, resolved to approve on partial business transfer of C.I. Group Public Company Limited to a subsidiary (CIG Blusolutions Company Limited) and authorize the Executive Committee to manage business transfers.

Approved	320,942,139	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

**Agenda 3 To Consider Other Matters (if any).**

The Chairman provided times for open discussion.

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



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

ATTACHMENT 1

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

สาขานนทอ  
789/75 ม.1 อ.พิกุลทอง อ.พิกุลทอง  
อ.หนองหาน อ.ศรีนครินทร์ จ.อุดรธานี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาเทพารักษ์  
626/1-3 ม.3 ต.เทพารักษ์  
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Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

The meeting adjourned at 14.00 hrs.

Pol.Gen.

Chairman

(Prung Boonpadung)

Secretary of the meeting

(Ms. Wanphen Khaosuwan)

### The Company's Definition of Independent Director


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

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


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

### Profiles of the New Director

(Mr. Banjoed Jareyanukeja)

Name	Mr. Banjoed Jareyanukeja	
Type of director to be appointed	Director	
Age	68 years	
Nationality	Thai	
Education	<ul style="list-style-type: none"><li>- Bachelor's degree, Faculty of Business Administration University of the Thai Chamber of Commerce</li><li>- Master's degree, Master of Public Administration of National Institute of Development Administration</li></ul>	
Director Training Program	<ul style="list-style-type: none"><li>- Director Accreditation Program (DAP) Class 17/2004</li></ul>	
Date, month, year of being appointed as a director	<ul style="list-style-type: none"><li>- None</li></ul>	
Number of years as a director	<ul style="list-style-type: none"><li>- New entry</li></ul>	
Experience	<ul style="list-style-type: none"><li>- Branch Manager, Kasikorn Bank</li><li>- District Manager, Kasikorn Bank</li><li>- Senior Director of Cash and Payments Operations Kasikorn Bank PCL.</li><li>- Director, Progress Gunpai Company Limited</li><li>- Chief Executive Officer, Tamco Capital Company Limited</li><li>- Director of the Wastewater Management Organization</li><li>- Independent Director, PLC.</li><li>- Working group on the formulation of standards and guidelines for payment systems Bank of Thailand</li><li>- Working group on Banknote Management System Development Bank of Thailand</li></ul>	
Positions in other listed companies	<ul style="list-style-type: none"><li>- None</li></ul>	
Positions in other businesses (non-listed company)	<ul style="list-style-type: none"><li>- Chairman, K.B. Capital Company Limited</li></ul>	
Holding a position in a competing company / business related to the company's business	<ul style="list-style-type: none"><li>- None</li></ul>	
Shareholding in C.I. Group Public Company Limited As of July 25, 2022	<ul style="list-style-type: none"><li>- None</li></ul>	
Proportion of the total number of shares with voting rights	<ul style="list-style-type: none"><li>- None</li></ul>	
Legal disputes that are criminal cases in non- misdemeanor courts	<ul style="list-style-type: none"><li>- None</li></ul>	

**Profiles of the New Director**  
**(Mr. Cherdpong Siriwit)**


Name	Mr. Cherdpong Siriwit	
Type of director to be appointed	Director/ Independent Director	
Age	75 years	
Nationality	Thai	
Education	<ul style="list-style-type: none"><li>- Bachelor's degree in Economics (Good Honors) Thammasat University</li><li>- Master's degree M.A Economics, Georgetown University, USA</li></ul>	
Director Training Program	<ul style="list-style-type: none"><li>- Thai Institute of Directors Association (IOD)</li><li>- Director Certification Program (DCP) Class 104/2008</li><li>- Director Accreditation Program (DAP) Class 8/2004</li><li>- The Role of the Chairman Class 10/2004</li><li>- Finance For Non-Finance Director Class 13/2004</li></ul>	
Date, month, year of being appointed as a director	<ul style="list-style-type: none"><li>- None</li></ul>	
Number of years as a director	<ul style="list-style-type: none"><li>- New entry</li></ul>	
Experience	<ul style="list-style-type: none"><li>- Independent Director and Chairman of Audit Committee, IRPC Public Company Limited</li><li>- Chairman, Advance Finance Public Company Limited</li><li>- Chairman, Solartron Public Company Limited</li></ul>	
Positions in other listed companies	<ul style="list-style-type: none"><li>- Independent Director, Audit Committee and Chairman of Risk Management Committee, Thoresen Thai Agencies Public Company Limited</li></ul>	
Positions in other businesses (non-listed company)	<ul style="list-style-type: none"><li>- Committee of the Council of State, Faculty 14 (Commercial and Business)</li></ul>	
Holding a position in a competing company / business related to the company's business	<ul style="list-style-type: none"><li>- None</li></ul>	
Shareholding in C.I. Group Public Company Limited As of July 25, 2022	<ul style="list-style-type: none"><li>- None</li></ul>	
Proportion of the total number of shares with voting rights	<ul style="list-style-type: none"><li>- None</li></ul>	
Legal disputes that are criminal cases in non-misdemeanor courts	<ul style="list-style-type: none"><li>- None</li></ul>	

**Profiles of the New Director**  
**(Mr. Bannat Nakaphan)**


Name	Mr. Bannat Nakphan	
Type of director to be appointed	Director	
Age	41 years	
Nationality	Thai	
Education	<div>- Bachelor's degree in Accounting, University of the Thai Chamber of Commerce</div> <div>- Bachelor's degree in Laws, Sukhothai Thammathirat Open University</div>	
Director Training Program	<div>- None</div>	
Date, month, year of being appointed as a director	<div>- None</div>	
Number of years as a director	<div>- New entry</div>	
Experience	<div>- Managing Director, C.I. Group Public Company Limited</div> <div>- Director, CIG Development Company Limited</div> <div>- Director, Environmental Solution Integrator Co., Ltd.</div>	
Positions in other listed companies	<div>- None</div>	
Positions in other businesses (non-listed company)	<div>- Director, CIG Development Company Limited</div> <div>- Director, Environmental Solution Integrator Co., Ltd.</div>	
Holding a position in a competing company / business related to the company's business	<div>- None</div>	
Shareholding in C.I. Group Public Company Limited As of July 25, 2022	<div>- None</div>	
Proportion of the total number of shares with voting rights	<div>- None</div>	
Legal disputes that are criminal cases in non-misdemeanor courts	<div>- None</div>	



**Profiles of the New Director**  
**(Mr. Navawit Kuvanant)**

Name	Mr. Navawit Kuvanant	
Type of director to be appointed	Director	
Age	30 years	
Nationality	Thai	
Education	- Bachelor's Degree of Entrepreneurship Bangkok University	
Director Training Program	- None	
Date, month, year of being appointed as a director	- None	
Number of years as a director	- New entry	
Experience	<ul style="list-style-type: none"><li>- General Manager, Phuket Harbour Company Limited, Thailand</li><li>- Director, Platinum Trading Company Limited, Thailand</li><li>- Chief Executive Officer, ICOIN Thailand Crypto Exchange, Thailand</li></ul>	
Positions in other listed companies	- None	
Positions in other businesses (non-listed company)	<ul style="list-style-type: none"><li>- Director, Kow Yoo Hah Group, Thailand</li><li>- Managing Director, Isuzu Connect Company Limited, Thailand</li><li>- Managing Director, Deejing Auto Company Limited, Thailand</li><li>- Managing Director, Big Power Engineering Company Limited, Thailand</li><li>- Representative of Dongfang Electric International Corporation (DEC), China</li></ul>	
Holding a position in a competing company / business related to the company's business	- None	
Shareholding in C.I. Group Public Company Limited As of July 25, 2022	- None	
Proportion of the total number of shares with voting rights	- None	
Legal disputes that are criminal cases in non-misdemeanor courts	- None	

**Profiles of the New Director**  
**(Mr. Sawai Chatchairungruang)**

Name	Mr. Sawai Chatchairungruang	
Type of director to be appointed	Director	
Age	63 years	
Nationality	Thai	
Education	- Master's degree of Business Administration Chulalongkorn University	
Director Training Program	- Director Certification Program (DCP) Class 208/2015 - Ethical Leadership Program (ELP) รุ่น 1/2017 - BSI Class 3/2017	
Date, month, year of being appointed as a director	- None	
Number of years as a director	- New entry	
Experience	- Managing Director and President of Corporate Finance and Business Development, C.I. Group Public Company Limited. - Director and Managing Director, Siam Railway Development Co., Ltd. - Director and Managing Director, CIG (Thailand) Co., Ltd. - Director, CIG Development Co., Ltd.	
Positions in other listed companies	- Chairman of the Board of Directors / Chairman of the Audit Committee / Independent Director, Ziga Innovation Public Company Limited. - Executive Committee, C.I. Group Company Limited.	
Positions in other businesses (non-listed company)	- None	
Holding a position in a competing company / business related to the company's business	- None	
Shareholding in C.I. Group Public Company Limited As of July 25, 2022	- None	
Proportion of the total number of shares with voting rights	- None	
Legal disputes that are criminal cases in non-misdemeanor courts	- None	

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**Information Memorandum Regarding Offering of  
Newly Issued Ordinary Shares to Existing Shareholders in Proportion to Their Respective Shareholdings  
C.I. Group Public Company Limited  
8 August 2022**

**1. Details of the offering of newly issued ordinary shares**

**1.1 The number of newly issued ordinary shares**

Not exceeding 1,729,577,364 shares at a par value of THB 0.50 per share, or equivalent to 200% of the Company's issued and paid-up shares as of 8 August 2022.

**1.2 Determination of the offering price and market price**

The offering price is THB 0.50 per share referred from the industry circumstance and according to the par value at the time of offering the newly issued ordinary shares including the consideration of the price to book value (P / BV) ratio of listed companies. As of 31 December 2021, the Company has shareholders' equity equal to THB 229,712,000 or equivalent to the book value of THB 0.27 per share.

**1.3 Offering and allocation method**

Issuance and offering of newly issued ordinary shares in the amount not exceeding 1,729,577,364 shares with a par value of THB 0.50 per share to existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) at an offering ratio of 1 existing share to 2 new ordinary shares, a fraction of shares shall be disregarded at the offering price of THB 0.50 per share, which is equal to the par value.

The existing shareholders are entitled to subscribe for newly issued ordinary shares in excess of their shares allocation in proportion to their respective shareholdings (oversubscription). However, the existing shareholders who oversubscribe shall be allocated the oversubscribed shares only when there are remaining unallocated shares after the first allocation to all existing shareholders who subscribed for shares in proportion to their respective shareholdings.

In the event that there are remaining unallocated shares after the first round allocation, the Company shall allocate such remaining shares proportionate to shareholding percentage to each oversubscribing shareholder at the same offering price as the share allotment proportionate to their shareholding, detailed as follows:

- 1) In the event that the remaining shares from the offering to existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) after the first round allocation are equal to or more than the total number of oversubscribed shares, the Company shall allocate all oversubscribed shares to shareholders who express their intent to oversubscribe and make a subscription payment for such shares.
- 2) In case the remaining shares from the offering to existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) after the first round allocation are less than the total number of oversubscribed shares, the Company shall allocate oversubscribed shares as follows:
  - (a) The Company shall allocate remaining oversubscribed shares proportionate to the shareholding percentage of each oversubscribing shareholder, calculated by multiplying the existing shareholding percentage of each oversubscribing shareholder by the number of remaining unallocated shares will result in the number of shares to be allocated to each oversubscribing shareholders (in case there is a fraction of share as a result from the calculation, such fraction of share shall be disregarded). In any case, the number of oversubscribed shares to be allotted to each oversubscribing shareholder shall not exceed the number of shares that such oversubscribing shareholders subscribe to and make subscription payments for.
  - (b) In the event that there are remaining unallocated shares after the allocation in accordance with (a), the Company shall allocate such remaining shares proportionate to the shareholding percentage to each oversubscribing shareholder that has not yet received the oversubscribed shares, up to their full oversubscription amount, which is calculated by multiplying the existing shareholding percentage of each oversubscribing shareholder by the number of remaining unallocated shares (in case there is a fraction of share as a result from the calculation, such fraction of share shall be disregarded). The Company shall repeat the allotment of unallocated shares in accordance with (b) until there are no unallocated shares remaining.

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In the event that the allocation of shares in excess of rights shall not result in any subscribing allocated shares and reach or cross the point that need to make a tender offer pursuant to the law and relevant regulations.

The Board of Directors and/or the Executive Committee or a person authorized by the Board of Directors are entitled to take any actions regarding the allocation of newly issued ordinary shares. This includes, but is not limited to, the authority listed below:

- 1) Specify terms and conditions or amend other details relating to the offering of newly issued ordinary shares including but not limited to the amount of newly issued ordinary shares offered to the existing shareholders, the record date to determine the names of the shareholders who are entitled to subscribe of newly issued ordinary shares, the proportion of the offered shares (offering ratio of existing shares to newly issued ordinary share), offering price and the calculation of the offering price, allocation methods for shares in excess of the rights, subscription period and subscription payment, as well as other terms and conditions and details relating to the offering of newly issued ordinary shares in accordance with related laws and regulations on issuance and offering securities;
- 2) Negotiate, agree, sign, amend, and certify relevant documents and agreements including performing any actions that are necessary and appropriate and relating to the offering of the Company's newly issued ordinary shares;
- 3) Execute applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the allocation of these ordinary shares of the Company including but not limited to contact with or submit documents to officers or representatives of any relevant organization (both domestic or overseas), as well as listing the ordinary shares on the Stock Exchange of Thailand and any other actions necessary for and related to the allocation of the newly issued ordinary shares of the Company to offer and sell shares to its existing shareholders under the terms of applicable laws;
- 4) Register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and have the power to undertake any necessary actions in compliance with the instruction of the registrar in order to duly complete the registration;

- 5) Appoint and assign any person to act as the attorney-in-fact to perform anything necessary, in connection with the foregoing matters; and
- 6) Perform any other necessary and appropriate actions in connection with the issuance of an offer for sale and allocation of the newly issued ordinary shares in order for the above-mentioned actions to be accomplished.

#### 1.4 Shareholders who will be allocated newly issued ordinary shares

The Company scheduled the date to determine the names of shareholders who are entitled to subscribe for the newly issued ordinary shares on 23 September 2022 (Record Date), and that the subscription period will take place during 10 - 21 October 2022 totaling 15 business days respectively. Nevertheless, the granting of such rights to the Company remains uncertain, since it must await approval from the shareholders' meeting.

## 2. Objectives of the capital increase

The overall capital increase's objectives are to be utilised as a reserve fund for paying off financial institutions' debt and as working capital for the Company, including the Company's and its subsidiaries' potential future commercial growth. This includes, but is not limited to, investments in the following businesses: (1 ) Infrastructure and Utilities, (2 ) Cold Chain Logistic and Supply Chain Management, (3 ) Engineering Procurement and Construction with Financing, and (4 ) other construction-related companies and financial support under **the strategy to build a comprehensive ecosystem**. The specific capital increase purposes are divided into different categories as follows:

- 2.1 The money which will be raised from the issuance of newly issued ordinary shares is given to existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) in the amount of THB 864,788,682 for paying for the debts to the financial institutions, conducting businesses for other business expansions in the future and using it as the revolving fund that includes but not limited to the following business:

#### (1) Investments in Infrastructure and Utility Sectors

There was an energy and utility crisis brought on by the hostilities in Russia and Ukraine. All kinds of industrial firms have seen large increases in their energy expenses as a result of this conflict. The effectiveness of energy management becomes the primary variable affecting the Company's

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ability to survive in the business. As a result, the management has been looking for partners who have the potential and expertise in the energy sector to join the Company. Additionally, it offers the company adequate energy and utility enterprises to increase profits while lowering costs of the utilities and infrastructure improvements which includes, but is not limited to (1.1) Convert Commercial Vehicles to Electric Vehicles for Logistics, and (1.2) Zero Carbon Sustainable Industrial Estate.

**(2) Cold Chain Logistic and Supply Chain Management**

**Cold Chain Management** refers to a supply chain that is managed or subjected to certain temperature conditions for which each type of produce or product, the appropriate relative humidity, environment, surroundings, packing technique, or packaging should be applied. Harvesting, storing, processing, or packaging, transportation, and distribution are all parts of the supply chain. The shelf life of the product can be increased while maintaining its quality by minimizing operational time management in the supply chain.

This business is an expansion of the existing business related to the air conditioning technology and equipment sector by developing it into a stable and growing company. It also expands its service base by making advantage of the Company's technological, intellectual, and other strengths. Additionally, a comprehensive ecosystem development plan is combined with joint ventures with possible investors, networks with extensive business experience, and preparedness in a comprehensive ecosystem-building strategy.

**(3) Engineering Procurement and Construction with Financing**

Based on the engineering business background of the Company, it has provided its joint venture partners with construction potential considerable financial backing for the project. This is to be able to serve clients that are working on businesses that promote sustainability and benefit society. This business can be expanded to other businesses, including the company's current business as well as the energy and utilities business, in which the Company participates in the investment including other related businesses such as hospital construction business, clean energy industrial estate construction business, investment in the business of refrigeration, refrigerated vehicles, and cold storage (Cold Chain Management), as well as other businesses that have the potential to generate satisfactory revenues in the future. These revenues are to be

used to pay off financial institution debt and other contingent liabilities and use as operating capital for the Company.

#### (4) Other Businesses Related to Construction and Financial Support

The Company may take advantage of this chance to participate in companies where the group offers construction services and financial support in order to provide the construction industry with funding for the project under clause (3) which is with the potential to provide the Company with prospects and growth in the future, such as the hospital business, the medical device industry business, or any industrial sectors with consistent growth and measurable and predictable returns.

The summary of the objectives of the capital increase according to the types of capital raising and the usage of the funds are as follows:

No	Description	Required Amount	% of Capital Increases	Period
1	To utilize for repayment of loans and as working capital	89,788,682.00	10.38%	By the 4 <sup>th</sup> quarter in 2022
2	To invest in the energy and utility businesses	225,000,000.00	26.02%	By the 4 <sup>th</sup> quarter in 2022
3	To invest in supply chain management businesses	50,000,000.00	5.78%	By the 4 <sup>th</sup> quarter in 2022
4	To invest in construction and financial support businesses	500,000,000.00	57.82%	By the 4 <sup>th</sup> quarter in 2022
	<b>Total</b>	<b>864,788,682.00</b>	<b>100.00%</b>	

### 3. Dilution Effect and worthiness compared to the effect

#### 3.1 Control Dilution

After the offering of newly issued ordinary shares to existing shareholders in proportion to their respective shareholdings (Rights Offering), the shareholders who will not subscribe to newly issued ordinary shares shall be affected by control dilution in 2 scenarios:

Scenario 1 shall be affected by control dilution as follows:

There is no effect because it is the issuance and allocation of the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Right Offering).



Scenario 2 shall be affected by control dilution as follows:

The existing shareholders of the Company who will not subscribe to the newly issued ordinary shares will be affected by the voting rights of the existing shareholders (Control Dilution) by not exceeding the rate of 66.67 %

The dilution is calculated by the number of newly issued ordinary shares offered to the existing shareholders in proportion to their respective shareholdings (Right Offering) divided by the sum of (1) the number of the Company's issued and paid-up shares and (2) the number of newly issued ordinary shares offered to the existing shareholders in proportion to their respective shareholding (Rights Offering).

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding}}{\text{Number of the Company's issued and paid-up shares} + \text{Number of newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding}} \\
 &= \frac{1,729,577,364}{864,788,682 + 1,729,577,364} \\
 &= 66.67 \%
 \end{aligned}$$

### 3.2 Price Dilution

After the offering of newly issued ordinary shares to existing shareholders in proportion to their respective shareholdings (Rights Offering), the shareholders who will not subscribe to newly issued ordinary shares shall be affected by price dilution in 2 scenarios:

Scenario 1 shall be affected by price dilution as follows:

There is no effect because it is the issuance and allocation of the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Right Offering).

Scenario 2 shall be affected by price dilution as follows:

The existing shareholders of the Company who will not subscribe to the newly issued ordinary shares will be affected by the price dilution by not exceeding the rate of 7.35 %

Whereas:

Market Price = The assumption of the market price before the offering is THB 0.5619 per share, a weighted average market price for 15 consecutive business days prior to the date on which the director resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2022 for consideration and approval of the allocation of the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholding from 14 July 2022 to 5 August 2022 (Information from SETSMART of [www.setsmart.com](http://www.setsmart.com))

$$\text{Market Price After the Offering} = \frac{(\text{Market Price} \times \text{Number of the Company's issued and paid-up shares}) + (\text{Offering Price} \times \text{Number of newly issued ordinary shares offered})}{\text{Number of the Company's issued and paid-up shares} + \text{Number of newly issued ordinary shares offered}}$$

$$\begin{aligned} \text{Market Price After the Offering} &= \frac{(0.5619 \times 864,788,682) + (0.5 \times 1,729,577,364)}{(864,788,682 + 1,729,577,364)} \\ &= \text{THB 0.5206 per share} \end{aligned}$$

### 3.3 Earnings Per Share Dilution

After the offering of newly issued ordinary shares to existing shareholders in proportion to their respective shareholdings (Right Offering), shall have an effect on earnings per share dilution of the shareholders who will not subscribe to the newly issued ordinary shares in 2 scenarios:

Scenario 1 shall have an effect on earnings per share dilution as follows:

There is no effect because it is the issuance and allocation of the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering).

Scenario 2 shall have an effect on earnings per share dilution as follows:

No effect because the company has a loss, therefore no Earnings Per Share.

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#### 4. Opinion of the Board of Directors in relation to the capital increase

##### 4.1 Reason and necessity of capital increase

The Board of Directors is of the opinion that the Company is necessary to increase its registered capital and issue new ordinary shares to be offered to the existing shareholders in proportion to their respective shareholdings (Right Offering), as well as to support the issuance and offering of convertible debentures to the shareholders in proportion (Rights Offering) as the Company has a plan to use the money received from the offering for the capital increase to use for the purpose according to the details mentioned in Clause 2.

In addition, considering the different ways of offering shares, the Board of Directors has considered and is of the opinion that the issuance and offering of the new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) is an appropriate fundraising approach and in line with the objective of this capital increase, which will make the company receive capital in a short time. In addition, the offering of capital increase shares to the existing shareholders in proportion to their respective shareholdings (Right Offering) gives the shareholders of the participating companies the right to subscribe to the newly issued shares; and have the right to receive returns from the performance of the Company together in the future.

##### 4.2 Possibility of a plan to use the proceeds from the capital increase

The Company expects to complete the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) within 2022\*; the Company will use the money received from the capital increase to use for the purpose as detailed in Clause 2.

Remark: The period for which the Company will receive the money may change according to the time of the subscription date, which depends on the date of the Extraordinary General Meeting of Shareholders.

##### 4.3 Reasonableness of the capital increase, plans for the use of proceeds from the offering, and the adequacy of funding sources

The Board of Directors is of the opinion that the issuance and offering of the newly issued ordinary shares to shareholders in proportion to their respective shareholdings (Right Offering) is reasonable and in the best interest of the Company and all shareholders as the Company plans to use the money raised from this fundraising for the purpose specified in the details mentioned in Clause 2.

However, in the event that all the newly issued ordinary shares that the Company issued and offered for sale at this time are fully subscribed. The Company will be able to raise funds in the amount of approximately 864,788,682 Baht, which the Company plans to use the money for debt repayment to financial institutions as well as business operations to support other business expansions in the future and to be utilized as working capital by the Company in the future, which the company expects to earn extra income and returns and enhance the Company's operations. in the best interests of the Company and its shareholders, as described in Clause 2.

#### **4.4 Expected impact on the Company's business operations as well as the financial position and the performance of the Company**

The Board of Directors is of the opinion that the issuance and offering of newly issued ordinary shares to shareholders in proportion to their respective shareholdings (Right Offering) is the implementation of the company's financing plan. This will enable the Company to use the proceeds from the capital increase for the purpose according to the details mentioned in Clause 2 above. The action mentioned above will be beneficial to the Company's business operations and it is beneficial to the Company to strengthen its cash flow and financial position, which will reduce the Company's debt-to-equity ratio and help to strengthen the Company's financial liquidity. However, the capital increase from the issuance and offering of capital increased shares this time. This will result in a better overall financial status of the Company, which will result in a stable financial position of the Company.

#### **5. Testimonials of the board of directors regarding the capital increase**

In the event that the Company's directors fail to perform duties in accordance with the law, objectives, and articles of association of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company in matters relating to the capital increase. By doing or refraining from doing any act that does not perform such duty and causing damage to the Company, the Company can claim compensation from the said director. However, if the Company does not claim such compensation, shareholders holding a total of not less than 5% of the total paid-up shares may notify the Company to make a claim and if the Company does not take action as informed by the shareholders, such shareholders can sue for damages from the said director on behalf of the Company, according to Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments thereto).

In addition, if any action or omission of the director which does not perform duties in accordance with the law, objectives, and articles of association of the Company, as well as the resolutions of the shareholders' meeting

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with honesty and care to protect the interests of the Company. In matters relating to the capital increase causing the directors, executives, or related persons to gain unlawful benefits, the Company may sue the directors to be responsible for returning such benefits to the Company or shareholders holding shares and having voting rights of not less than 5 percent of the total number of voting rights of the Company. It will notify the Company to do so. If the Company fails to act as informed by the shareholder within 1 month from the date of receipt of the notification, such shareholder can exercise the right to claim the benefit from the director on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act. B.E. 2535 (including any amendments).

## Important Details of the Convertible Debentures

C.I. Group Public Company Limited

8 August 2022

Topic	Details
Issuer of convertible debentures	C.I. Group Public Company Limited (the “Company”)
Objective	To reserve equity for use the money received from the issuance and offering of convertible debentures to reserve funds for debt repayment with financial institutions and as working capital for its operations, as well as business expansion of the Company and its subsidiaries that including but not limited to the following business: (1) Utilities and Infrastructure; (2) Cold Chain Logistic and Supply Chain Management; and (3) Engineering Procurement and Construction with Financing; and (4) other businesses related to construction and financial support within the context of the integrated ecosystem building strategy.
Plan to use the proceeds from the offering of convertible debentures	<ul style="list-style-type: none"> <li>● To add the working capital in the currently running business as well as the future business expected to bear more income and returns and improve the Company performance which is greatly benefit the Company and the Company shareholders, which is consisted of the following amounts: <ul style="list-style-type: none"> <li>➤ ;</li> <li>➤ to invest in Energy and Utility Business, not more than 325 million Baht;</li> <li>➤ to invest in Cold Chain Logistic and Supply Chain Management Business, not more than 150 million Baht.</li> <li>➤ to invest in the Engineering Procurement and Construction with Financing, not more than 200 million Baht; and</li> <li>➤ to invest in the industrial businesses and others, not more than 120 million Baht.</li> </ul> </li> <li>● To repay loans with financial institutions and other binding debts and as working capital for its operations at not greater than 69.79 million baht. of the Stock Exchange of Thailand regarding the acquisition and disposal of assets.</li> </ul>
Type	Name-holders convertible debentures have the conversion rights into newly issued ordinary shares of the Company, not subordinated, without insurance, and have a representative of the debenture holders and the issuer of convertible debentures has the right to redeem it before the maturity date.

Topic	Details
Value of convertible debentures offered for sale	Not more than 864,788,000 Baht
Face Value	1,000 Baht per 1 unit of convertible debentures
Number of convertible debentures	Not more than 864,788 units
Method of offering and allocation	The Company will offer and allot the whole number to the existing shareholders of the Company who have the right to be allocated in proportion to their shareholding. The existing shareholder can subscribe to the convertible debentures at the allotted amount, lesser, more or waive the right not to subscribe to the convertible debentures at offer for sale this time. The Company will allocate the convertible debentures to the shareholders who subscribe at the allotted amount first. If there are convertible debentures left from the allotted amount, the Company will allot the remaining convertible debentures to the shareholders who subscribe and pay for the convertible debentures in excess of their rights until there are no convertible debentures left to allot.
Proportion of allocated to existing shareholders	1,000 existing shares: 1 unit of convertible debentures. In the event that there is a fraction from the calculation, it will be eliminated in all cases. Any person of the Company's shareholders holding less than 1,000 shares will not have the right to subscribe to the convertible debentures under their rights (but can subscribe for more than their rights).
Stocks allocated to accommodate the conversion of convertible debentures	864,788,000 shares, par value of 0.50 Baht, represent 100 percent of the Company's paid-up capital after exercising the conversion right under the convertible debentures based on the assumption that the whole amount of the conversion right is exercised, or represent 100 percent of shares sold as of the Board of Directors' Meeting No. 4/2022 on the date of 6 August 2022.
Age of convertible debentures	5 years from the date of issuance of convertible debentures
Interest rate	6% per year
Interest payment	4 times a year with interest payments made every 3 months (quarterly) of every year from the date of issue of the convertible debentures
Restrictions on the transfer of convertible debentures	- None -
Convertible price	1.00 Baht per share or other price from the conversion price adjustment according to the conditions that will be set out in the terms of rights.

Topic	Details
Convertible ratio	1 unit of convertible debenture: 1,000 shares, or other rates resulting from adjustment of conversion price according to the conditions set forth in the terms and conditions.
Convertible date	Can begin to convert for 2 years from the date of issue of convertible debentures and on the date of expiration of the convertible debentures.
Exercise period and exercise schedule	Can be convertible for 2 years from the date of issue of the convertible debentures or the date of expiration of the convertible debentures.
Expiration date	5 years from the date of issuance of convertible debentures
Redemption at expiration date for convertible debentures	<p>In the event that a convertible debenture holder desires to exercise the conversion rights the convertible debentures into the Company's newly issued ordinary shares. The holders of convertible debentures have the right to exercise their conversion rights them into shares until the 15th business day before the maturity date ("<b>Last Exercise Date</b>") without the conversion. However, at the last exercise of the convertible debentures each convertible debenture holder has two options, which are:</p> <ul style="list-style-type: none"> <li>a) <u>Request for redemption in cash in full.</u> Each debenture holder will receive cash in the amount of 1,000 Baht per 1 unit of convertible debentures, which is equal to the value of the convertible debenture with the final interest payment; and</li> <li>b) <u>Request for redemption by converting the convertible debentures.</u> (The value of the convertible debentures equal to 1,000 Baht per unit) by redeeming the remaining convertible debentures in full amount to the Company's newly issued ordinary shares at a convertible price of 1.00 Baht per share (or other prices resulting from the conversion price adjustment according to the conditions that will be set out in the next right). However, if there is a fraction of shares from the conversion calculation, the convertible debenture holders will receive cash back instead of a fraction of that shares. The fraction of the number of shares is multiplied by the conversion price. In this regard, the Company will calculate to leave no more than two decimal places left (if the third position is greater than or equal to five, the Company will round the second decimal place up and round the second decimal down. If the third position is less than five). In addition, the Company will pay the accrued interest to convertible debenture holders up to (but not included) the conversion date.</li> </ul>



Topic	Details
	However, each debenture holder will have to choose options a) or b) only one cannot split the convertible debentures they hold to choose options a) and b).
Redemption value of convertible debentures	Convertible debentures have a total redemption value equal to the par value of the convertible debentures, regardless of whether the convertible debentures are redeemed one time or several times.
The right of call/put option	The Company has the right to redeem the convertible debentures before the maturity date (Call Option).
Representative of the holder of convertible debentures	During appointment
Registration of convertible debentures	Thai Bond Market Association (ThaiBMA) (Optional)
Secondary market of convertible ordinary shares	The Stock Exchange of Thailand
Dilution Effect	<p>1. Effects on the stock's market price (price dilution) will not occur because the determined conversion price will not be lower than the current market price at the time of issuance of the convertible debentures.</p> <p>2. Effects on the voting rights of the existing shareholders and profit share (control dilution) will not occur because the whole amount of the convertible debentures is offered to the existing shareholders of the Company with the right to be allocated. However, in the event that the conversion rights the convertible debentures not the original shareholder of the Company, this whole amount will affect the voting rights of the existing shareholders and profit share (control dilution) after the exercise of conversion rights. Based on the assumption that the rights are all exercised, details of the calculation are as follows:</p> $\text{Control Dilution} = \frac{\text{Number of shares reserved for convertible debenture}}{\text{Paid-up shares} + \text{Number of shares reserved for convertible shares}}$ $= \frac{864,788,000}{864,788,682 + 864,788,000}$ $= 0.49\%$

Topic	Details
	<p>3. Effects on EPS Dilution based on the assumption that all the conversion rights are exercised. The effects on EPS Dilution can be calculated as follows:</p> <p>It does not affect to profit sharing because the company has a loss.</p>
<p>The reason for issuing new shares to accommodate the change in the exercise of conversion rights</p>	<p>To protect the interests of the holders of the convertible debentures not to be inferior than the previous one, the Company will adjust the exercise price and the exercise ratio in accordance with any events set out in the Capital Market Supervisory Board Notification No. Tor Chor. 17/2561 Re: Application for and Approval for Offer for Sale of Newly Issued Debt Instruments as of 17 January 2018 (and as amended), including;</p> <ol style="list-style-type: none"> <li>1. When there is a change in the par value of the Company's shares as a result of a share merger or split of shares;</li> <li>2. When the Company offers new shares at a low price;</li> <li>3. When the Company offers convertible debentures at low prices or offering warrants to purchase shares at low prices;</li> <li>4. When the Company pays all or part of the dividends in newly issued shares to the shareholders;</li> <li>5. When the Company pays dividends in money which exceeds the rate stipulated in the terms and conditions; and</li> <li>6. When there is any other event similar to No. 1. to No. 5. above that causes any benefit that the holders of convertible debentures will receive when they exercise their conversion rights less than before</li> </ol> <p>In the event of a change in the exercise of conversion rights for any reason, if additional newly issued shares are required to accommodate the change in the exercise of such rights. The Company will be able to issue new shares to resolution of the shareholders' meeting approves the issuance of shares in order to adequately support the changes in exercising the conversion rights to the Securities and Exchange Commission.</p>

(F 53-4)

**Capital Increase Report Form**  
**C.I. Group Public Company Limited**  
**8 August 2022**

C.I. Group Public Company Limited (the “Company”) would like to report on the resolutions of the Board of Directors Meeting No. 4/2022 which was held on 6 August 2022 regarding the increase of registered capital and allocation of newly issued shares as follows:

**1. Capital Increase**

The Board of Directors Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2022 to consider and approve the increase of the Company's registered capital from the original THB 432,394,341 to THB 1,729,577,023 by issuing 2,594,365,364 newly issued ordinary shares with a par value of THB 0.50 per share, totaling THB 1,297,182,682 to accommodate the issuance and offering of the ordinary shares of 1,729,577,364 shares and the convertible debentures in the amount of 864,788,000 shares by increasing the capital in the manner described below.

Capital Increased	Type of shares	Number of shares	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of using funds	Ordinary shares	2,594,365,364	0.50	1,297,182,682
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

**2. Allocation of Newly Issued Ordinary Shares**

**2.1 Specifying the Purpose of Using Funds**

Allocate to	The number of shares	Offering Ratio	Selling Price (THB per share)	Date and time of subscription and payment of shares	Remarks
Existing ordinary shareholders of the Company in proportion to their shareholding (Rights Offering)	1,729,577,364	1 existing share: 2 new ordinary shares	0.50	10 – 21 October 2022 <sup>1/</sup>	Please consider the remarks below

Allocate to	The number of shares	Offering Ratio	Selling Price (THB per share)	Date and time of subscription and payment of shares	Remarks
To support the conversion of convertible debentures	864,788,000	1,000 existing shares: 1 unit of convertible debentures	Shareholders will purchase convertible debentures at the price of THB 1,000 per unit.	7 – 21 November 2022 <sup>1/</sup>	Please consider the remarks below

1/ May be changed depending on the shareholders' meeting

**Remark:**

The Board of Directors Meeting No. 4/2022 which was held on 6 August 2022 resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2022, which will be held on 16 September 2022 for consideration and approval of the following business matters:

1) It was resolved to approve the issuance of the newly issued ordinary shares in the amount not exceeding 1,729,577,364 shares with a par value of THB 0.50 per share, totaling THB 864,788,682, to be issued and offered to the existing shareholders of the Company in proportion to their respective shareholdings at the offering price of THB 0.50 per share, which is the par value. By allocating at the ratio of 1 existing ordinary share to 2 newly issued ordinary shares. In the case of fractions of shares, such fractions shall be rounded off and shareholders can subscribe to newly issued ordinary shares in excess of their rights, by allocating unsubscribed newly issued ordinary shares in the first allocation of the remaining shares to the shareholders who oversubscribe and the subscription price has been paid for all shares, by allocating the remaining shares to be in accordance with the original shareholding ratio of the shareholders who oversubscribe for each of those shares every round ("Right Offering").

In the case of subscription for newly issued ordinary shares to offer shares to existing shareholders in proportion to their shareholdings (Right Offering), this results in any subscriber holding shares reaching or crossing the point required by law to make a statement tenders for all securities of the Company. The subscriber is obliged to act in accordance with the relevant laws and regulations.

2) It was resolved to approve the issuance and offering of the newly issued convertible debentures of the Company and granted the right to convert convertible debentures into ordinary shares of the Company. The total amount does not exceed 864,788 units, the offering price is THB 1,000 per 1 unit of convertible debentures. The total offering value is not more than

THB 864,788,000 to the existing shareholders of the Company with rights to be allocated in proportion to their respective shareholdings (Right Offering) (Excluding the shares subscribed for the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding (Right Offering) in Clause 1.) (**“convertible debentures offered for sale to the existing shareholders”**).

In this regard, the aforementioned convertible debentures of not more than 864,788 units shall be allocated to the existing shareholders of the Company with rights to be allocated in proportion to their respective shareholdings (Right Offering) (Excluding the shares subscribed for the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding (Right Offering) in Clause 1.) in the allocation ratio of 1,000 existing shares per 1 unit of convertible debentures. If there is a fraction from the calculation, it must be eliminated in all cases by any of the shareholders of the Company who holds less than 1,000 shares will not have the right to subscribe for convertible debentures (but can subscribe in excess of their rights) and existing shareholders who are entitled to allocation can subscribe for convertible debentures according to their rights less than right or beyond their rights or waive the right not to subscribe for convertible debentures offered for sale at this time. The Company will allocate the convertible debentures to the shareholders who subscribe according to their rights until they are fully completed first. If there are convertible debentures remaining from the allocation according to the right, the Company will allocate the remaining convertible debentures to the shareholders who subscribe and pay for the convertible debentures more than their rights (until there are no convertible debentures left to be allocated) in accordance with the following rules:

- (1) In the event that the remaining convertible debentures are more than the total number of shareholders who have oversubscribed, all oversubscription shareholders will be allocated according to the needs of the oversubscribing shareholders.
- (2) In the event that the remaining convertible debentures are less than the total number of oversubscribing shareholders, the oversubscribing shareholders will be allocated the oversubscribed convertible debentures in proportion to their shareholding. The same cycle will continue until there are no more convertible debentures that are oversubscribed.

In addition, the Company has the right to use its discretion to consider not offering or not allocating convertible debentures to any existing shareholders, if the offering or allocation of such convertible debentures may result in (A) a violation of any law or regulation of Thailand or abroad or the regulations of the Company; (B) resulted in the Company have a duty to perform or have to take any action in addition to those required to comply with the regulations relating to the issuance and offering of securities under Thai law; or (C) not in accordance with the methods, rules, and conditions specified in the allocation of the Company. However, the Company has the right, in its sole discretion, to offer and allocate such convertible debentures to certain existing shareholders outside Thailand by virtue of the exemptions available under foreign law.

3) It was resolved to approve the increase of the Company's registered capital total amount of THB 1,297,182,682 from the original registered capital of THB 432,394,341 divided into ordinary shares 864,788,682 shares with a par value of THB 0.50 per share to be the new registered capital total amount of THB 1,729,577,023 with a par value of THB 0.50 per share divided into ordinary shares to 3,459,154,046 shares by issuing 2,594,365,364 newly issued ordinary shares with a par value of THB 0.50 per share to accommodate the issuance and offering of the ordinary shares of 1,729,577,364 shares and the convertible debentures in the amount of 864,788,000 shares to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering).

4) It was resolved to the allocation of the newly issued ordinary shares in the amount of 2,594,365,364 with a par value of THB 0.50, as the details set out below:

4.1 Allocation of newly issued ordinary shares to support the issuance and offering of newly issued ordinary shares in the total amount not exceeding 1,729,577,364 shares with a par value of THB 0.50 per share, totaling THB 864,788,682 to existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) by allocating in the ratio of 1 existing ordinary share to 2 newly issued shares, a fraction of shares shall be disregarded, at the offering price of 0.50 Baht per share which is equal to the par value.

4.2 Allocation of newly issued ordinary shares to support the issuance and offering of convertible debentures in the total amount not exceeding 864,788,000 shares with a par value of THB 0.50 per share, representing a total amount of convertible bonds not exceeding 864,788 units, offering price THB 1,000 per 1 unit of convertible debentures. The total offering value is not more than THB 864,788,000 to the existing shareholders of the Company, who are entitled to be allocated according to their respective shareholdings (Right Offering) (Excluding the shares subscribed for the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding (Right Offering) in Clause 1.), by setting a conversion ratio, 1 unit of convertible debentures can be converted into 1,000 ordinary shares at an exercise price of THB 1.00 per share. However, the aforesaid convertible ratio and convertible price are higher than the capital market price and can be adjusted according to the conditions that will be set out in the terms of rights.

To calculate the proportion of ordinary shares to support the whole amount of the newly issued ordinary shares, the Company has calculated based on 4 scenarios according to the subscription of the newly issued ordinary shares of the existing shareholders which can be divided into the following scenarios below:

In case no subscription of Right Offering

In case of 50% subscription of Right Offering

In case of 75% subscription of Right Offering

In case of full subscription of Right Offering

- **Company actions in the case of fractional shares:**

In the case there are fractions of shares, such fractions shall be rounded off.

## 2.2 General Mandate

Allotted to	Type of shares	Number of shares (million shares)	Percent per paid-up registered capital	Remark
Existing Shareholders	Ordinary shares	-	-	-
To support conversion / Exercise the rights of the warrant to purchase capital increase shares that can be transferred.	Preferred shares	-	-	-
Public Offering	Ordinary shares	-	-	-
	Preferred shares	-	-	-
Private Placement	Ordinary shares	-	-	-
	Preferred shares	-	-	-

<sup>1/</sup> Percent of paid-up capital as of the date the Board of Directors resolved to increase the capital by General Mandate.

### 3. Determination of the date of the Extraordinary General Meeting of Shareholders for approval of the capital increase and allocation of newly issued shares

The date of the Extraordinary General Meeting of Shareholders for the year 2021 was scheduled on 16 September 2022 at 14:00 hours at the master meeting room of C.I. Group Public Company Limited, no. 1/1, Moo 7, Bangkoowad Road, Bangkoowad Sub-district, Muang Pathumthani District, Pathumthani Province, 12000 by:

- ☐ Determine the closing date of the registration to suspend the transfer of shares for the right to attend the shareholders' meeting from the ..... day until the said shareholders' meeting is completed.

- ☒ Determine the names of shareholders who are entitled to attend the shareholders' meeting, shareholders who are entitled to be offered the newly issued ordinary shares, and shareholders who are entitled to subscribe to convertible debentures (Record Date) on 22 August 2022.

**4. Approval for the capital increase to relevant government agencies and conditions for applying for permission (if any)**

- 4.1 The Company will register the capital increase and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date that the Extraordinary General Meeting of Shareholders resolved to approve the increase of registered capital, and proceed to register the change of paid-up capital within 14 days from the date of receipt of payment for the shares in full.
- 4.2 The Company will obtain the Stock Exchange of Thailand's permission to list its newly issued ordinary shares from the allocation of shares.

**5. Objectives of the Capital Increase**

The overall capital increase's objectives are to be utilised as a reserve fund for paying off financial institutions' debt and as working capital for the Company, including the Company's and its subsidiaries' potential future commercial growth. This includes, but is not limited to, investments in the following businesses: (1) Infrastructure and Utilities, (2) Cold Chain Logistic and Supply Chain Management, (3) Engineering Procurement and Construction with Financing, and (4) other construction-related companies and financial support under the strategy to build a comprehensive ecosystem. The specific capital increase purposes are divided into different categories as follows:

- 5.1 The money which will be raised from the issuance of newly issued ordinary shares is given to existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) in the amount of THB 864,788,682 for paying for the debts to the financial institutions, conducting businesses for other business expansions in the future and using it as the revolving fund that includes but not limited to the following business:

**(1) Investments in Infrastructure and Utility Sectors**

There was an energy and utility crisis brought on by the hostilities in Russia and Ukraine. All kinds of industrial firms have seen large increases in their energy expenses as a result of this conflict. The effectiveness of energy management becomes the primary variable affecting the Company's ability to survive in the business. As a result, the management has been looking for partners who have the potential and expertise in the energy sector to join the Company. Additionally, it offers the company adequate energy and utility enterprises to increase profits while lowering costs of the utilities and infrastructure improvements



which includes, but is not limited to (1.1) Convert Commercial Vehicles to Electric Vehicles for Logistics, and (1.2) Zero Carbon Sustainable Industrial Estate.

(2) **Cold Chain Logistic and Supply Chain Management**

**Cold Chain Management** refers to a supply chain that is managed or subjected to certain temperature conditions for which each type of produce or product, the appropriate relative humidity, environment, surroundings, packing technique, or packaging should be applied. Harvesting, storing, processing, or packaging, transportation, and distribution are all parts of the supply chain. The shelf life of the product can be increased while maintaining its quality by minimizing operational time management in the supply chain.

This business is an expansion of the existing business related to the air conditioning technology and equipment sector by developing it into a stable and growing company. It also expands its service base by making advantage of the Company's technological, intellectual, and other strengths. Additionally, a comprehensive ecosystem development plan is combined with joint ventures with possible investors, networks with extensive business experience, and preparedness in a comprehensive ecosystem-building strategy.

(3) **Engineering Procurement and Construction with Financing**

Based on the engineering business background of the Company, it has provided its joint venture partners with construction potential considerable financial backing for the project. This is to be able to serve clients that are working on businesses that promote sustainability and benefit society. This business can be expanded to other businesses, including the company's current business as well as the energy and utilities business, in which the Company participates in the investment including other related businesses such as hospital construction business, clean energy industrial estate construction business, investment in the business of refrigeration, refrigerated vehicles, and cold storage (Cold Chain Management), as well as other businesses that have the potential to generate satisfactory revenues in the future. These revenues are to be used to pay off financial institution debt and other contingent liabilities and use as operating capital for the Company.

#### (4) Other Businesses Related to Construction and Financial Support

The Company may take advantage of this chance to participate in companies where the group offers construction services and financial support in order to provide the construction industry with funding for the project under clause (3) which is with the potential to provide the Company with prospects and growth in the future, such as the hospital business, the medical device industry business, or any industrial sectors with consistent growth and measurable and predictable returns.

- 5.2 The money which will be received from the issuance of convertible debentures to the existing shareholders of the Company of 864,788,000 convertible debentures aims at paying for the debts of the financial institutions, supporting business expansions in the future, and using it as a revolving fund in the case that money obtained from selling newly issued ordinary shares is not enough.

The summary of the objectives of the capital increase according to the types of capital raising and the usage of the funds are as follows:

No	Description	Required Amount	% of Capital Increases	Period
1	To utilise for repayment of loans and as working capital	159,576,682.00	9.23%	By the 4 <sup>th</sup> quarter in 2022
2	To invest in the energy and utility businesses	550,000,000.00	31.80%	By the 4 <sup>th</sup> quarter in 2022
3	To invest in supply chain management businesses	200,000,000.00	11.56%	By the 4 <sup>th</sup> quarter in 2022
4	To invest in construction and financial support businesses	700,000,000.00	40.47%	By the 4 <sup>th</sup> quarter in 2022
5	To invest in industrial and other businesses	120,000,000.00	6.94%	By the 1 <sup>st</sup> quarter in 2023
	<b>Total</b>	<b>1,729,576,682.00</b>	<b>100.00%</b>	

#### Remarks

The use of funds may be changed according to the amount of fundraising and the appropriateness of investments in each situation to invest in any new business projects in the future that the Company considers to have good returns and benefits to the Company and the shareholders, the Company will continue to comply with the rules of the Stock Exchange of Thailand on the acquisition and disposal of assets.

#### 6. Benefits that the company will receive from the capital increase/shares allocation

- 6.1 Increase working capital for the Company's business operations
- 6.2 Strengthen the capital building and financial position of the Company to support the expansion of the Company's business. As a result, the Company has more income and profit from operating the business, which will enable the Company to pay dividends to shareholders in the future if the profit target is achieved.

- 6.3 Reduce interest expenses and reduce liquidity, because some of the capital increase will be used to repay loans from financial institutions and debentures to reduce the risk that the Company will default on loans and debentures; and also reduce the burden of paying interest.
- 6.4 Issuance of newly issued ordinary shares and convertible debentures will enable the Company to repay debts to financial institutions in due course.

**7. Benefits that the shareholders will receive from the capital increase/allocation of newly issued shares**

- 7.1 Increase liquidity, shareholders have the convenience of trading securities from increased liquidity.
- 7.2 Dividend Policy, shareholders will receive a return in the form of dividends as the Company proceeds to increase capital and will bring working capital to invest in the air conditioning devices and technologies business, the energy and utility businesses, and related businesses that have the potential to generate satisfactory returns in the future for the Company. This will result in the Company having more profit from operating results. However, the Company has the policy to pay dividends to shareholders at the rate of not less than 40 percent of net profit after tax and legal reserve. In this regard, the Board of Directors has the power to consider exempting from the implementation of the said policy or changing such policy from time to time, under the conditions that such action must be in the best interests of the shareholders, such as use as a reserve for loan repayment, as an investment for expanding the Company's business, or in the event of a change in market conditions. This may affect the Company's cash flow in the future.
- 7.3 The Company receives more capital to allow the Company to continue its business and increase the ability to invest in other businesses that will help strengthen the financial position, which will increase the Company's securities value in the long run.

**8. Any other necessary details for the shareholders for decisions to approve the capital increase/allocation of newly issued shares**

- 8.1 The capital increase and allocation of newly issued ordinary shares to accommodate the exercise of convertible debentures offered for sale to the existing ordinary shareholders of the Company will cause impacts on the Company's shareholders, with details in attachments 1-3 (under Dilution Effect) of the report of resolutions of the Board of Directors No. 4/2022
- 8.2 Shareholders will be allocated 1,000 existing ordinary shares per 1 unit of convertible debentures. If there are fractions from the calculation, those fractions must be eliminated in all cases. Any shareholders of the Company

holding less than 1,000 shares will not have the right to subscribe for convertible debentures (but can subscribe for more than their rights).

## 9. Opinion of the Board of Directors

### 9.1 Rationale and necessity of the capital increase

The Board of Directors is of the opinion that the Company is necessary to increase its registered capital and issue new ordinary shares to be offered to the existing shareholders in proportion to their respective shareholdings (Right Offering), as well as to support the issuance and offering of convertible debentures to the shareholders in proportion (Rights Offering) as the Company has a plan to use the money received from the offering for the capital increase to use for the purpose according to the details mentioned in Clause 5.

In addition, considering the different ways of offering shares, the Board of Directors has considered and is of the opinion that the issuance and offering of new ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering); including the issuance and offering of convertible debentures to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) is an appropriate fundraising approach and in line with the objective of this capital increase, which will make the company receive capital in a short time. In addition, the offering of capital increase shares to the existing shareholders in proportion to their respective shareholding proportions gives the shareholders of the participating companies the right to subscribe to the newly issued shares; and have the right to receive returns from the performance of the Company together in the future.

### 9.2 Possibility of a plan to use the proceeds from the offering of the shares

The Company expects to complete the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) within 2023\*; the Company will use the money received from the capital increase to use for the purpose as detailed in Clause 5.

**Remark:** The period for which the Company will receive the money may change according to the time of the subscription date, which depends on the date of the Extraordinary General Meeting of Shareholders.

### 9.3 Reasonableness of the capital increase

The Board of Directors is of the opinion that the issuance and offering of the newly issued ordinary shares to shareholders in proportion to their respective shareholdings (Right Offering) and the issuance and offering of

the newly issued convertible debentures to shareholders in proportion to their respective shareholdings (Right Offering) are reasonable and in the best interest of the Company and all shareholders as the Company plans to use the money raised from this fundraising for the purpose specified in the details mentioned in Clause 5.

However, in the event that all the newly issued ordinary shares that the Company issued and offered for sale at this time are fully subscribed. The Company will be able to raise funds in the amount of approximately 864,788,682 Baht, which the Company plans to use the money for debt repayment to financial institutions as well as business operations to support other business expansions in the future and to be utilised as working capital by the Company in the future. In addition, for the issuance and offering of the newly issued convertible debentures, In the event that the shareholders exercise their rights to purchase the newly convertible debentures in full. The Company will be able to raise funds of approximately THB 864,788,000, which the Company planned to utilise to invest in the currently operating business, as well as future businesses that the Company expects to generate increased returns and an improvement in the Company's operation in the best interests of the Company and its shareholders, as described in clause 5.

- 9.4 The Board of Directors is of the opinion that the issuance and offering of the newly issued ordinary shares to shareholders in proportion to their respective shareholdings (Right Offering) and the issuance and offering of the newly issued convertible debentures to shareholders in proportion to their respective shareholdings (Right Offering) is the implementation of the company's financing plan. This will enable the Company to use the proceeds from the capital increase for the purpose according to the details mentioned in Clause 5 above. The implementation of the aforementioned activities will benefit the business operations of the Company and it benefits the Company by enhancing its cash flow stability and financial position. It also helps strengthen the Company's financial liquidity. In this regard, the capital increase resulting from the issuance and offering of capital increase shares will enhance the Company's overall financial status, which will result in the Company's financial stability.

#### 10. Testimonials of the Board of Directors regarding the capital increase

In the event that the Company's directors fail to perform duties in accordance with the law, objectives, and articles of association of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company in matters relating to the capital increase. By doing or refraining from doing any act that does not perform such duty and causing damage to the Company, the Company can claim compensation from the said director. However, if the Company does not claim such compensation, shareholders holding a total of not less than 5% of the total paid-up shares may notify the Company to make a claim and if the Company does not take action

as informed by the shareholders, such shareholders can sue for damages from the said director on behalf of the Company, according to Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments thereto).

In addition, if any action or omission of the director which does not perform duties in accordance with the law, objectives, and articles of association of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company. In matters relating to the capital increase causing the directors, executives, or related persons to gain unlawful benefits, the Company may sue the directors to be responsible for returning such benefits to the Company or shareholders holding shares and having voting rights of not less than 5 percent of the total number of voting rights of the Company. It will notify the Company to do so. If the Company fails to act as informed by the shareholder within 1 month from the date of receipt of the notification, such shareholders can exercise the right to claim the benefit from the director on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act. B.E. 2535 (including any amendments).

Timeframe of action in the event that the Board of Directors has the resolutions to increase capital/allocation of newly issued shares:


No.	Procedures	Dates
1.	The Board of Directors Meeting No. 4/2022	6 August 2022
2.	Date of determination of names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2022.	22 August 2022
3.	Date of determination of names of shareholders who are entitled to receive the newly issued ordinary shares in the offering of shares of the Right Offering (Record Date).	23 September 2022
4.	The Extraordinary General Meeting of Shareholders No. 2/2022 to approve related agendas.	16 September 2022
5.	Registering the increase of registered capital and reporting the amendment of the Company's Memorandum of Association in accordance with the capital increase with the Department of Business Development, the Ministry of Commerce.	30 September 2022
6.	The subscription period of the newly issued ordinary shares.	10 -21 October 2022
7.	Date of determination of names of shareholders who are entitled to subscribe for convertible debentures (Record Date).	21 October 2022
8.	The subscription period of the newly issued convertible debentures.	7 -21 November 2022

**Remark:** The period of the subscription date, there is still uncertainty based on the date of the Extraordinary General Meeting No. 2/2022

The Company hereby certifies that the information contained in this report is true and complete in all respects.

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.	
<b>Type of relationship of Independent Director</b> 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.	
<b>Type of relationship of Independent Director</b> 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 19<sup>th</sup> 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/We .....Nationality.....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 of .....shares☐ 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.2/2022 on September 16<sup>th</sup>, 2022, 14.00 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 Extraordinary General Meeting of Shareholders No.1/2022 on August 18<sup>th</sup>, 2022.☐ Approve☐ Disapprove☐ Abstain

Agenda 2 To consider and approve the appointment of new directors and independent directors.

2.1 Mr. Banjoed Jareyanukeja

☐ Approve☐ Disapprove☐ Abstain

## 2.2 Mr. Cherdpong Siriwit

☐ Approve                      ☐ Disapprove                      ☐ Abstain

## 2.3 Mr. Bannat Nakaphan

☐ Approve                      ☐ Disapprove                      ☐ Abstain

## 2.4 Mr. Navawit Kuvanan

☐ Approve                      ☐ Disapprove                      ☐ Abstain

## 2.5 Mr. Sawai Chatchairungruang

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda 3            To consider and approve the issuance and offering of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings.

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda 4            To consider and approve the issuance and offering of the newly issued convertible debentures to the existing shareholders of the Company in proportion to their respective shareholdings.

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda 5            To consider and approve the increase of the Company's registered capital in the amount of THB 1,297,182,682 from the current registered capital of THB 432,394,341 to the newly registered capital in the amount of THB 327,598,944 by issuing 2,594,365,364 newly issued ordinary shares at a par value of THB 0.50 per share and consider to approve the amendment of the Memorandum of Association Clause 4 to be in line with the registered capital increase of the Company.

☐ Approve                      ☐ Disapprove                      ☐ Abstain

Agenda 6            To consider and approve the allocation of the newly issued ordinary shares to accommodate the issuance and offering of the ordinary shares and convertible debentures to the existing shareholders in proportion to their respective shareholdings.

☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 7** To consider and approve the credit line for issuance and offering of debentures in the amount of THB 6,000 million (or in an equivalent amount in other currencies).

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 8** Others (if any)

☐ Approve

☐ Disapprove

☐ Abstain

(5) If the Proxy's voting at any agendas does not comply with the details specified in this proxy form, it shall be not correct and not be my/our voting as the shareholder.

(6) In case I/We do not specify the intention on voting at any agendas or specify but not clearly, or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriately in all respects.

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

Signature.....Shareholder

(.....)

Signature.....Proxy

(.....)

**Remark:**

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

## THE CONTINUED LIST OF PROXY

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

At the Meeting of the Extraordinary General Meeting (EGM) No.2/2022 on Friday, September 16<sup>th</sup>, 2022 at 14.00 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.....

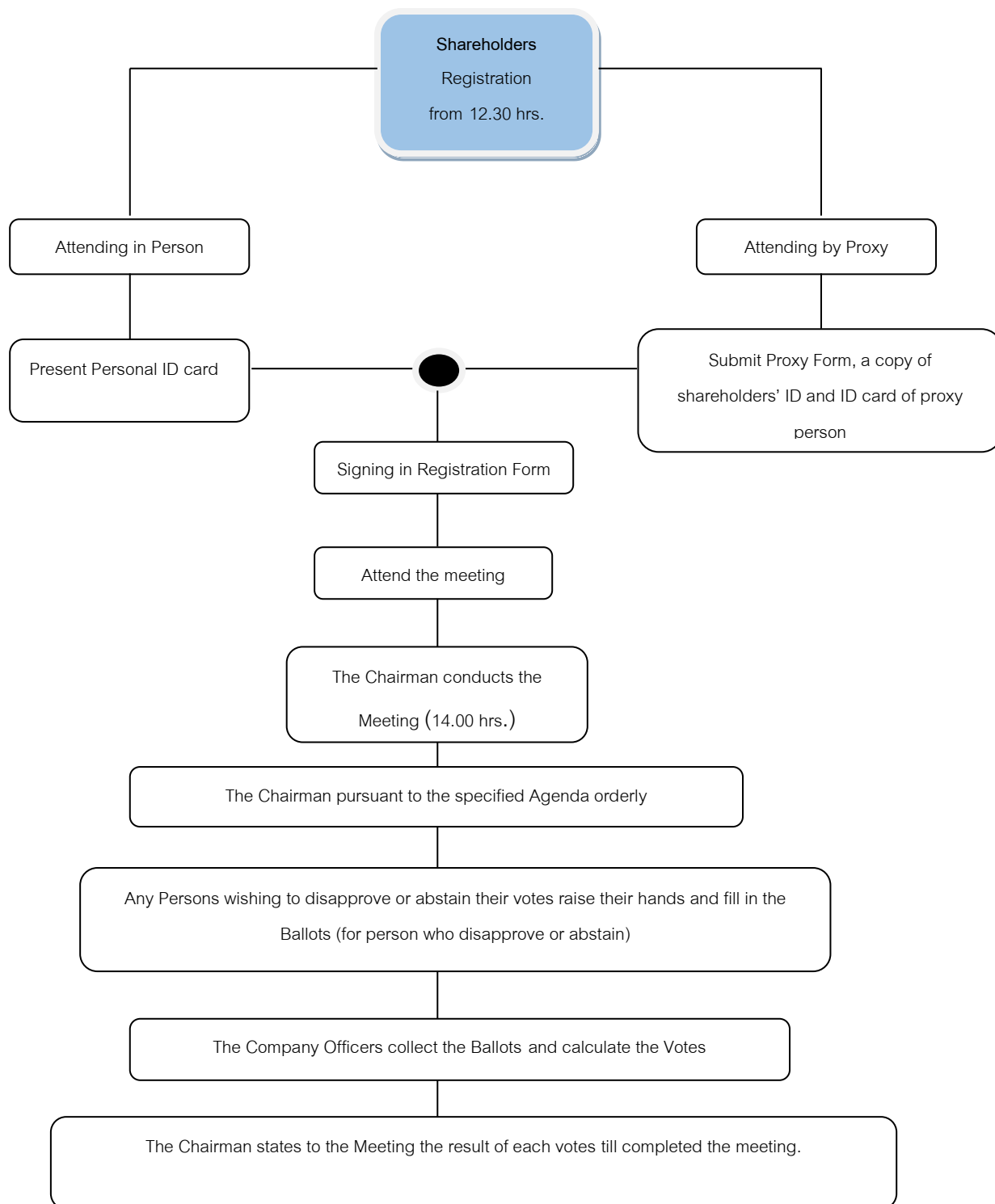
Signed.....Proxy Holder

(.....)

Date.....

## Steps for Attending the Extraordinary General Meeting No.2/2022

The C.I. Group Public Company Limited

September 16<sup>th</sup>, 2022



## Privacy Notice for the Extraordinary General Meeting No. 2/2022

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. 2/2022. 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](mailto:secretary@cigpcl.com)

## THE EXTRAORDINARY GENERAL MEETING NO. 2/2022 VENUE

