



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

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

สาขานันทนคร  
789/75 ม.1 อ.ปทุมธานี จ.ปทุมธานี  
อ.หนองปรือ อ.บางบาล จ.สุพรรณบุรี 30230  
789/75 M.1 Pinthong Industrial Park  
Nongkhom, Sriracha  
Chonburi 20230 Thailand

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

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

**Minute of Extraordinary General Meeting No.2/2022**

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

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

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

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

**Date and Venue**

The meeting was held on Friday 16<sup>th</sup>, September, 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.

Before considering the meeting agendas, the Chairman of the Board assigned Ms. Wanphen Khaosuwan (acting as the host of the meeting) 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 7 Directors of the Company (100% of all directors), 3 Executive Managements of the Company, 1 legal advisor and 1 representative from the Thai Investor Association attended the meeting.



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สาขานันทบุรี  
789/75 ม.1 อ.พินทองตา อ.พินทอง  
อ.พินทองตา จ.สุพรรณบุรี 30230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาศรีสะเกษ  
526/1-3 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
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The directors who attended the meeting are:

- |    |                            |                                                       |
|----|----------------------------|-------------------------------------------------------|
| 1. | Pol. Gen. Prung Boonpadung | Chairman of the Board and Chairman of Audit Committee |
| 2. | Mr. Aree Poomsanoh         | Vice Chairman and Chairman of the Executive Committee |
| 3. | Mr. Taweesak Wangkorkiat   | Director and Executive Director                       |
| 4. | Mr. Theera Poomsanoh       | Director and Executive Director                       |
| 5. | Mrs. Chankapaw Dissakul    | Director, Executive Director and Corporate Secretary  |
| 6. | Mr. Songphol Annanon       | Independent Director and Audit Committee (Online)     |
| 7. | Mr. Nadith Rodpetch        | Independent Director and Audit Committee              |

The directors who absence from the meeting is:

-None-

The top management who attended the meeting are:

- |    |                             |                          |
|----|-----------------------------|--------------------------|
| 1. | Mr. Sawai Chatchairungruang | Chief Financial Officer  |
| 2. | Mr. Bannat Nakaphan         | 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 14.00 hours.

Pol. Gen. Prung Boonpadung, Chairman of the meeting, expressed his gratitude to the shareholders for attending the meeting and informed that 27 shareholders presented in person and by proxy, altogether hold 336,325,654 shares or equivalent to 38.89 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.2/2022 and proposed the meeting to consider the matters on the following agenda.

**Agenda 1 To Certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022 on August 18<sup>th</sup>, 2022**

The Chairman requested the meeting to certify the minute of the Extraordinary General Meeting of Shareholders No.1/2022, 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.



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สาขาศรีนครินทร์  
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There is no further question, the Chairman asked the meeting to certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2022 on August 18<sup>th</sup>, 2022.

**Resolution:** After due consideration, the meeting, with the majority number of votes as follows, certified the minutes of the Extraordinary General Meeting of Shareholders No.1/2022 on August 18<sup>th</sup>, 2022.

Approved	336,325,777	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 1 additional shareholder with 123 shares attended the Meeting.

**Agenda 2 To Consider and Approve the Appointment of New Directors and Independent Directors.**

Ms. Wanphen Khaosuwan, the host of the meeting, informed the shareholders that the Board of Directors resolved to approve appointment of 5 new directors, namely Mr. Banjoed Jareyanukeja, Mr. Cherdpong Siriwit, Mr. Bannat Nakaphan, Mr. Navawit Kuvanant and Mr. Sawai Chatchairungruang based upon the new strategy of the Company which will invest in a variety of businesses that are more complex in term of management and business itself. The Board of Director selected the newly members by using selection process which would consider base on appropriate of the Board of Director structure with knowledge, competent, experience and qualification to benefit the Company's operations.

The Chairman proposed to the meeting appointment of new Directors and Independent Directors of 5 persons, namely:

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

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

- Ms. Umachasaya Charoenchai, representative from the Thai Investor Association, asked the following question:

Mr. Cherdpong Siriwit was nominated as an independent director, therefore would be great to know his idea and vision in supervising the operations of the company in order to maintain interests of the shareholders



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1/1 M.7 Bangkooad Road  
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Pathumthani 12000 Thailand

**สาขานันท**  
789/75 ม.1 อ.เมืองอุตสาหกรรมพิเศษ  
อ.เมืองสระบุรี จ.สระบุรี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

**สาขาทหารบก**  
526/1-3 ม.3 ต.ทหารบก  
อ.เมืองสมุทรสาคร จ.สมุทรสาคร 12270  
526/1 M.3 Teprak Road  
Teprak, Amphoe Muang  
Samutprakan 10270 Thailand

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Mr. Cherdpong Siriwit, who was nominated to be a director/independent director answer to the questions that from the past experience being entrusted with taking key positions in the Ministry of Energy or even taking top positions in the Ministry of Industry demonstrated knowledge and competent to manage large enterprises. The reputation and trust earned would enforce to act with care and honesty in order to supervise the company to be transparent enhancing confidence of the shareholders and stakeholders.

There is no other question, the Chairman then proposed to the meeting appointment of new Directors and Independent Directors person by person.

**Resolution:** After due consideration, the meeting resolved to appointment of 5 new Directors and Independent Directors, as nominated by the Board of Directors namely Mr. Banjoed Jareyanukeja, Mr. Cherdpong Siriwit, Mr. Bannat Nakaphan, Mr. Navawit Kuvanant and Mr. Sawai Chatchairunguang.

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

1. Mr. Banjoed Jareyanukeja Director

Approved	336,325,777	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

2. Mr. Cherdpong Siriwit Director / Independent Director

Approved	336,325,777	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

3. Mr. Bannat Nakaphan Director

Approved	336,325,777	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-



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Pathumthani 12000 Thailand

สาขามันคง  
789/75 ม.1 อ.เมืองอุตสาหกรรมพิเศษ  
อ.เมืองสระ อ.ศรีราชา ร.ชลบุรี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาศรีนคร  
526/1-3 ม.3 ต.เทพารักษ์  
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4. Mr. Navawit Kuvanant Director

Approved	336,325,777	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

5. Mr. Sawai Chatchairungruang Director

Approved	336,325,777	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

**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.**

Ms. Wanphen Khaosuwan, the host of the meeting, informed the shareholders that the Board of Directors resolved that the company in need of budget to expand business, so the Board of Directors proposed shareholders to approved 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. 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 28 October 2022 (Record Date). Nevertheless, the granting of such rights to the Company remains uncertain, since it must await approval from the shareholders' meeting.

The Chairman proposed to the Extraordinary General Meeting of Shareholders to consider granting the Board of Directors and/or the Executive Committee or a person authorized by the Board of Directors authority to take any actions regarding the allocation of newly issued ordinary shares.

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

The shareholder has question as follow:

- Ms. Umachasaya Charoenchai, representative from the Thai Investor Association, asked the following question:



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Bangkookwad, Amphoe Muang  
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สาขามันคง  
789/75 ม.1 อ.เมืองอุตสาหกรรมพิเศษ  
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The purpose of using the money got from this event will be to pay off debts to financial institutions, used as working capital in the business and business expansion through investment in various projects including investment in construction business. Therefore, please declare the ratio of money plan to be used in each purpose and how does the company specialize in construction?

Ms. Chanchana Ratanophas, Investor Relations Advisor, answered to the questions; The Company itself would not be the operator of the construction but will enter into partnerships with companies that specialize in construction. The proportion of capital increase usage would be as follows:

1	To utilize for repayment of loans and as working capital	159,576,682.00	9.23%
2	To invest in the energy and utility businesses	550,000,000.00	31.80%
3	To invest in supply chain management businesses	200,000,000.00	11.56%
4	To invest in construction and financial support businesses	700,000,000.00	40.47%
5	To invest in industrial and other businesses	120,000,000.00	6.94%
<b>Total</b>		<b>1,729,576,682.00</b>	<b>100.00%</b>

There is no other question, the Chairman then proposed to the meeting to approve the issuance and offering of the newly issued ordinary shares in the amount not exceeding 1,729,577,364 shares and, in addition, approve to grant authorization to the Board of Directors and/or the Executive Committee or a person authorized by the Board of Directors to take any actions regarding the allocation of newly issued ordinary shares.

**Resolution:** The meeting 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 subscription date for the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholding is November 14 to December 2, 2022, totaling 15 working days. Other details are as proposed in all respects. In addition, resolved to grant the Board of Directors and/or the Executive Committee or a person authorized by the Board of Directors an authority to take any actions regarding the allocation of newly issued ordinary shares as per proposed everything by votes as follows:

Approved	336,325,777	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-



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Pathumthani 12000 Thailand

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789/75 ม.1 อ.เมืองอุตสาหกรรมพิเศษ  
อ.หนองเสือ อ.ลำลูกกา จ.ปทุมธานี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาศรีนครินทร์  
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**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.**

Ms. Wanphen Khaosuwana, the host of the meeting, informed the shareholders that the Board of Directors resolved that the company in needed of budget to expand business. The Board of Directors proposed shareholders to approved the issuance and offering of the 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. 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 23 December 2022 (Record Date). Nevertheless, the granting of such rights to the Company remains uncertain, since it must await approval from the shareholders' meeting.

The Chairman proposed to the Extraordinary General Meeting of Shareholders to consider granting the Board of Directors and/or the Executive Committee or a person authorized by the Board of Directors authority to take any actions regarding the allocation of newly issued convertible debentures.

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

There is no other question, the Chairman then proposed to the meeting to approve the issuance and offering of the newly issued convertible debentures of the Company with the total amount does not exceed 864,788 units and, in addition, approve to grant authorization to the Board of Directors and/or the Executive Committee or a person authorized by the Board of Directors to take any actions regarding the allocation of newly issued convertible debentures.

**Resolution:** The meeting resolved to approve the issuance and offering of the 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. The subscription date for the newly issued convertible debentures offered to the existing shareholders in proportion to their shareholding is 9-27 January 2023, totaling 15 working days. Other details are as proposed in all respects. In addition, resolved to grant the Board of Directors and/or the Executive Committee or a person authorized by the Board of Directors an authority to take any actions regarding the allocation of newly issued convertible debentures as per proposed everything by votes as follows:





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Pathumthani 12000 Thailand

สาขานันทกษ  
789/75 ม.1 อ.เมืองอุตสาหกรรมพิเศษ  
อ.หนองปรือ อ.บางละมุง จ.ชลบุรี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาศรีนครินทร์  
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Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

**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 1,729,577,023 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.**

Ms. Wanphen Khaosuan, the host of the meeting, informed the shareholders that the Board of Directors resolved 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, 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 to the existing shareholders in proportion to their respective shareholdings (Right Offering) total 2,594,365,364 shares with a par value of THB 0.50 per share. The Board of Director agreed to propose to the Extraordinary General Meeting to approved of increasing of the Company's registered capital 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 1,729,577,023 and to approve the amendment to Clause 4 of the Company's Memorandum of Association in accordance with the increase of the registered capital as follows:

No. 4	Registered Capital	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			

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

There is no other question, the Chairman then proposed to the meeting to approved 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 1,729,577,023 and approved the amendment of the Memorandum of Association Clause 4 in accordance with the increase of registered capital.





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

บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

สำนักงานใหญ่ (HQ)  
1/1 ม.7 ต.บางพลีใหญ่ อ.บางพลี  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 12000  
1/1 M.7 Bangkookwad Road  
Bangkookwad, Amphoe Muang  
Pathumthani 12000 Thailand

สาขานันทกษ  
789/75 ม.1 อ.ปทุมธานี อ.ปทุมธานี  
อ.หนองปรือ อ.บางบาล จ.สุพรรณบุรี 30230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

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

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

**Resolution:** The meeting resolved to approve to increase of the Company's registered capital of THB 432,394,341 with a par value of THB 0.50 per share, equal to THB 1,297,182,682, to approve the amendment to Clause 4 of Company's Memorandum of Association in accordance with the increase of registered capital by votes as follows:

Approved	336,325,777	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

**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.

Ms. Wanphen Khaosuwan, the host of the meeting, informed the shareholders that 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.

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

There is no other question, the Chairman then proposed to the meeting to approved 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.

**Resolution:** The meeting 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 by votes as follows:

Approved	336,325,777	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

**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).

Ms. Wanphen Khaosuwan, the host of the meeting, informed the shareholders that 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



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

สาขานันทกษ  
789/75 ม.1 อ.เมืองอุตสาหกรรมพิเศษ  
อ.หนองสาหร่าย อ.ศรีราชา จ.ชลบุรี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาศุพรรณภูมิ  
526/1-3 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรสาคร จ.สมุทรสาคร 10270  
526/1 M.3 Teprak Road  
Teprak, Amphoe Muang  
Samutprakarn 10270 Thailand

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

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.

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

There is no other question, the Chairman then proposed to the meeting to approve 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.

**Resolution:** The meeting 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 by votes as follows:

Approved	336,325,777	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	-
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

**Agenda 8 To Consider Other Matters (if any).**

The Chairman provided times for open discussion.

- Mr. Piyapong Prasartthong, a shareholder, placed question in advance, asked the following question:

The capital increase in the form of issuing new ordinary shares to existing shareholders (RO) and issuing convertible debentures is it a method to release of the C mark?

Mr. Bannat Nakaphan, Managing Director, answered to the questions that according to the the information which the Company provided to shareholders, investors and related parties (Public Presentation) to clarify the progress of solving on the C-sign problem on Wednesday, August 31, 2022, where the financial statements, for the six-month period ending June 30, 2022, showing the Company's shareholders' equity less than 50% of the paid-up capital. One of the solutions is to increase the capital by issuing and offering new ordinary shares and the issuance and offering of convertible debentures to the existing shareholders of the company in proportion



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Pathumthani 12000 Thailand

สาขานันทกษ  
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อ.หนองบัว อ.ศรีราชา จ.ชลบุรี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาศุพรรณ  
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อ.เมืองสมุทรสาคร จ.สมุทรสาคร 12270  
526/1 M.3 Tearak Road  
Tearak, Amphoe Muang  
Samutprakran 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
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Website www.coilinter.com  
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to their shareholding. In addition, the company has guidelines for resolving by restructuring the organization and adjusting investment strategies as well.

- Ms. Umachasaya Charoenchai, representative from the Thai Investor Association, asked the following question:

According to the reasons and guidelines for corrective actions in the case of the Company's securities was posted a "C" sign to the Stock Exchange of Thailand on September 1, 2022. Please explain more about the solution in the part of the organizational restructuring and how to adjust the investment strategy?

Mr. Bannat Nakaphan, Managing Director, answered to the questions; The Company is in the process of studying management guidelines for subsidiaries/associates, for example, considering withdrawal of joint ventures in subsidiaries/associated companies whose operating results do not meet the goals. In addition, some part of the Company's business is being transferred to a subsidiary (CIG Blusolutions Co., Ltd.) in order to clearly divide the business lines which will help to manage risk in each business more efficiently.

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

The meeting adjourned at 15.00 hrs.

Pol.Gen.

  
(Prung Boonpadung)

Chairman

(Mrs.Chankapaw Dissakul)

Company Secretary