



INVITATION TO EXTRAORDINARY GENERAL MEETING No.1/2023  
C.I. GROUP PUBLIC COMPANY LIMITED

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

บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

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February 21<sup>st</sup>, 2023

Subject: Invitation Letter for the Extraordinary General Meeting No.1/2023  
To: Shareholders of C.I. Group Public Company Limited  
Enclosed: 1. QR Code: Invitation Letter of Extraordinary General Meeting No.1/ 2023

The Board of Directors of C.I. Group Public Company Limited (the "Company") has resolved to set up the Extraordinary General Meeting No.1/2023 on Friday, March 10<sup>th</sup>, 2023 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** Acknowledge of the Minutes of the Extraordinary General Meeting of Shareholders No.2/2022 on September 16<sup>th</sup>, 2022.

The Minutes of the meeting have been submitted to the Stock Exchange of Thailand within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 2/2022 and also published on the Company's website. <https://www.cigpcl.com> since September 29, 2022, and the Company did not receive any proposal to amend the minutes of the meeting.

**Comments from the Board of Directors:** The minutes of the meeting were recorded correctly and completely. (Details in the enclosed document item 1.), It was deemed appropriate to propose the minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 16, 2022 for the Extraordinary General Meeting of Shareholders to acknowledge.

**Agenda 2** To consider and approve the change in terms and conditions of convertible debentures No. 1/2023 of C.I. Group Public Company Limited issued and offered to existing shareholders in proportion to their respective shareholdings.

According to the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 16, 2022, it was resolved to approve the issuance and offering of convertible debentures to existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (excluding the shares subscribed for the newly issued shares (Right Offering)) in the amount not exceeding 864,788 units at the offering price of 1,000 baht per 1 unit of convertible debentures.

By setting the conversion ratio, 1 unit of convertible debentures can be converted into 1,000 ordinary shares, conversion right exercise price of 1.00 baht per share, maturity of 5 years from the date of issuance of convertible debentures interest rate of 6% per annum, can start converting 2 years from the date of issuance of convertible debentures or on the expiration date of convertible debentures. The terms of the right to convert may result in The company's convertible debentures are not attractive due to the waiting period that is too long before shareholders or investors can exercise their rights to convert.



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Therefore, it was proposed that the Extraordinary General Meeting of Shareholders consider changing the terms and conditions for the issuance and offering of convertible debentures in the essence of the conversion date as the following details

Subject	Description (original) According to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022	Details (new) Proposed to change this time
conversion date	Convertible bonds can begin 2 years from the date of issuance of convertible bonds or on the expiration date of convertible bonds.	Can exercise the right to convert every day (only on business days between 9:00 a.m. to 4:00 p.m.) from the maturity date of 3 months from the issuance date of the convertible debentures until 15 days prior to the redemption date of the convertible debentures.  The Company will register the shares received from the conversion with the Securities Depository Center (TSD) within 7 business days after the bondholder exercises the conversion right.

In this regard, the financial advisor for the issuance and offering of convertible debentures at this time (Advisory Alliance and Partners Company Limited) opined that for the Company to perform correctly according to the relevant criteria Should propose for approval the change in the terms and conditions for the issuance and offering of convertible debentures In the essence of the conversion date to the shareholders' meeting once more.

Therefore requesting the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the change in the terms and conditions of the convertible debentures No. 1/2023 of CI Group Public Company Limited issued and offered to shareholders original according to shareholding proportion In the essence of the conversion date.

**Comments from the Board of Directors:** the Board of Directors resolved to approve the change in the terms and conditions for the issuance and offering of convertible debentures. In the essence of the conversion date The Board of Directors has considered and is of the opinion that the change in the terms and conditions of the convertible debentures offered to the existing shareholders in proportion to their shareholding in the topic "Conversion Date", the Company's convertible debentures to be issued and offered will attract more attention from shareholders and investors. This will benefit the company and its shareholders by strictly adhering to relevant rules and laws.

**Agenda 3 Others (if any)**

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

The shareholders who would like to appoint a proxy to attend and vote on behalf of them in this meeting, please authorize by using the Proxy Form (Attachment 7) to present to the company prior to attend the meeting.

The shareholders could authorize an Independent Director as named in the Attachment 4 to attend and vote in the meeting on behalf of the shareholders.



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

February 21<sup>st</sup>, 2023 is the record date set by the Company for determination of the shareholders entitled to attend the Extraordinary General Meeting No.1/2023.

We would like to invite the shareholders to join the Extraordinary General Meeting No.1/2023 on Friday, March 10<sup>th</sup>, 2023 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



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## 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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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



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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.

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 Kuvananant 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   | Kuvananant        | 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

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 Kuvant and Mr. Sawai Chatchairungruang.

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	-



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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	-

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:

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	utility businesses To invest in the energy and	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%
Total		1,729,576,682.00	100.00%

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



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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	-

**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 Khaosuwan, 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.



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**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:

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 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 Khaosuwan, 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:



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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.

**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 Khaosuan, 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 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 approved 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 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





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

ATTACHMENT 1

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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

### 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.

## Summary of Important Details of the Convertible Debentures No.1/2023

## C.I. Group Public Company Limited

Topic	Details
Issuer of convertible debentures	C.I. Group Public Company Limited (the “Company”)
Type of Business	The company is a manufacturer of evaporator coils, condenser coils and chilled water coils which are important parts in all kind of heat exchangers. Most of manufacturing orders are made to order basis for domestic and international market.
Name of Convertible debentures	Convertible Debentures of C.I. Group Public Company Limited No. 1/2023 Due 2028 with the issuer has the right to redemption before maturity.
Type	Convertible Debentures specified name of the holders have the conversion rights into newly issued ordinary shares of the Company, not subordinated, without insurance, and have a representative of the bondholders and the issuer of convertible bonds has the right to redeem it before the maturity date.
Credit rating of convertible debentures	No credit rating
Convertible debentures risk level	Level 8
Objectives	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 consist of the following amounts: <ul style="list-style-type: none"> <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> </ul> </li> </ul>

Topic	Details
	<ul style="list-style-type: none"> <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> <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.</li> </ul>
Source of fund for repayment	Return on investment from businesses expansion
Company Symbol	CIG
Convertible bonds Symbol	CIG284A
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
Issue Date	5 April 2023
Maturity Date	5 April 2028
Duration	5 years from the date of issuance of convertible debentures
Interest rate	6.00% per annum
Interest payment	4 times a year with interest payments made every 3 months of every year from the date of issue of the convertible debentures 5 July, 5 October, 5 January and 5 April until the maturity date
Subscription date	13 March 2023 to 4 April 2023
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

Topic	Details
	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	<p>Not exceed 864,788,000 shares, par value of 0.50 Baht, represent 100 percent of the Company's paid-up capital (or 33.33 percent of full right offering subscription in regarding to the Resolution of Extraordinary Shareholder Meeting No. 1/2566 on the date of 10 March 2023) 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. 4/2023 on the date of 4 February 2023 or 33.33 percent of full right offering subscription in regarding to the Resolution of Extraordinary Shareholder Meeting No. 1/2566 on the date of 10 March 2023).</p> <p>In order that Board of Directors shall specify the issued value of convertible debentures, the portion of allocation and the number of common shares supporting the conversion of convertible debentures to comply with the regulations of The Securities and Exchange Commission (SEC), the number of common shares supporting the conversion of convertible debentures do not exceed than 50 percent of paid-up capital.</p>
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.
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	<p>The convertible debentures can be converted into shares every day (only for business day at 9.00 – 16.00 ) after the end of 3 month from the issuing date and before 15 days of the expiration date of the convertible dentures.</p> <p>The company shall register the shares, which the conversion right have been exercised, with Thailand Securities Depository Co., Ltd. (TSD) within 7 business days from the date of the conversion right exercise.</p>
Exercise period and exercise schedule	<p>The convertible debentures can be converted into shares every day (only for business day at 9.00 – 16.00 ) after the end of 3 month from the issuing date and before 15 days of the expiration date of the convertible dentures.</p> <p>The company shall register the shares, which the conversion right have been exercised, with Thailand Securities Depository Co., Ltd. (TSD) within 7 business days from the date of the conversion right exercise.</p>

Topic	Details
	For the last conversion right exercise, the convertible denture holders have to exercise the conversion right at least 15 days before the last conversion right exercise date.
The irrevocable conversion right	The convertible denture holders cannot revocable the conversion right when the conversion right has been exercised except for the written consent by the issuer has been granted.
Maturity 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> <p>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</p> <p>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.</p> <p>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).</p>

Topic	Details
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. The Representative of the holder of convertible debentures shall be appointed after the Board of Directors approve the record date of the shareholders who has the right to subscribe the convertible debentures and then immediately inform the Stock Exchange of Thailand (SET).
Registrar 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
Convertible debentures subscription location	C.I. Group Public Company Limited, 1/1 Moo 7, Bangkoowad Road, Amphoe Mueang, Pathum Thani 12000; and/ or the assigned Agent
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> $\text{Control Dilution} = \frac{\text{Number of shares reserved for convertible debenture}}{\text{Paid-up shares} + \text{Number of shares reserved for convertible shares}}$ $= \frac{864,788,000}{864,788,682 + 864,788,000}$

Topic	Details
	<p>= 0.49%</p> <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>
<p>Others</p>	<p>The issuer shall propose to the Shareholders Meeting to authorize the Board of Directors and/or the Executive Committee and/or Managing Director or a person authorised by the Board of Directors to take any actions regarding the terms and conditions, the allocation of convertible debentures and any necessary and continuous action for the convertible debenture issuing in order</p>




Topic	Details
	<p>to comply with the relevant regulations which includes, but not limited to the authority listed below:</p> <ol style="list-style-type: none"> <li data-bbox="647 387 1418 1182">1) Specify or adjust details, other methods and conditions related to the issuance and offering of convertible debentures as appropriate whether it is a one-time issue or offer for sale several times. This includes but is not limited to the issued value of the convertible debentures, the portion of allocation to the shareholders (to comply with the regulations of SEC), the terms and conditions of the convertible debentures, the date of issue of the convertible debentures, par value of convertible debentures, offering price, the number of common shares to support the conversion of convertible debentures, interest rate, calculation and payment method, conversion price, conversion rate, term of use, right of conversion, redemption price, the redemption period, the expiration date of the exercise of convertible rights, the method of allocation of the convertible debentures, or the determination of events that the Company must issue additional new shares to accommodate the change in the exercise of convertible rights, conditions for the adjustment of the right to convert;</li> <li data-bbox="647 1205 1418 1899">2) Negotiate, agree, enter into, amend, add, endorse, and certify documents, contracts, permission requests, waiver requests, evidence, disclosures, sales reports, and other necessary and relevant documents. with the issuance and allocation of convertible debentures, and the allocation of newly issued ordinary shares to support the exercise of convertible debenture holders' conversion rights. This includes correspondence, filing, amendments, additions, signing of licensing requests, waivers, evidence, disclosures, sales results reports, and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thai Bond Market Association, the Company, Thailand Securities Depository Company Limited, government agencies, and/or agencies related to the issuance and offering of convertible debentures, listing the newly issued ordinary shares from the exercise of convertible rights to be listed on the Stock Exchange of Thailand;</li> <li data-bbox="647 1921 1418 1995">3) Appoint and assign any person to act as the attorney-in-fact to perform anything necessary, in connection with the foregoing matters; and</li> </ol>

Topic	Details
	<p>4) Take any other necessary and appropriate actions in connection with the issuance of an offer for sale, and allocating convertible bonds in order for the above-mentioned actions to be accomplished.</p>

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 : Chairman of the Board / Independent Director Age : 74 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 10 months (as of 31 March 2023) CIG shareholding (as of 31 March 2023) : None Conflict of interest in this meeting : None.	
Type of relationship of Independent Director 1. Relationship with management/major shareholder of the company/subsidiary company : None 2. Nature of relationship with the company/subsidiary or juristic entity which may give rise to conflict of interest, at present or in the past 2 years. (1) Involved in personnel management or serve(d) as advisor and received(d) monthly salary. : None (2) Provide(d) professional service : None (3) Had significant business relationship : None	

2. Mr. Cherdpong Siriwit

Type of Director : Independent Director / Audit Committee Age : 76 years old Nationality : Thai	
Address : 1/1 Moo 7 Bangkoowad rd., T.Bangkoowad, A.Muang Prathumtani 12000 ,Thailand Education : Master's degree M.A. Economics, Georgetown University, USA. No. years on the board : 0 year 6 months (as of 31 March 2023) CIG shareholding (as of 31 March 2023) : None Conflict of interest in this meeting : None.	
Type of relationship of Independent Director 1. Relationship with management/major shareholder of the company/subsidiary company : None 2. Nature of relationship with the company/subsidiary or juristic entity which may give rise to conflict of interest, at present or in the past 2 years. (1) Involved in personnel management or serve(d) as advisor and received(d) monthly salary. : None (2) Provide(d) professional service : None (3) Had significant business relationship : None	

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

### Shareholders Meeting

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

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

- (a) If the meeting was called due to shareholders requirement, the meeting, then, shall be restrained.
- (b) If the meeting was called not by shareholders requirement, the Board of Directors shall call for a meeting again by sending invitation to shareholders not less than 7 days prior to the meeting without advertising in newspaper. In the latter case, it is not necessary that the amount of the shareholders be as stated in the first paragraph to make the quorum of the meeting.

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

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

\*\*\*\*\*

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

The Policy of the Board of The Stock Exchange of Thailand, dated 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 12.30 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, Chairman of the Board / Independent Director, age 74 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. Cherdpong Siriwit, Independent Director / Audit Committee, age 76 years,  
at 1/1 Moo 7, Bangkoowad Road, Tambol Bangkoowad, Ampur Muang, Pathumtani 12000 or  
Special interests are different from other directors on the agenda : - None -

☐ 3. Mr./Mrs./Ms..... Age.....years  
Address.....Road.....Tambol/Kwaeng.....  
Ampur/Khet.....Province.....Postal Code.....

Only one of them as my/our proxy to attend and vote in the Extraordinary General Meeting No.1/2023 on March 10<sup>th</sup>, 2023, 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 consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 which will be held on 16 September 2022

☐ Approve☐ Disapprove☐ Abstain

**Agenda 2** To consider and approve the change in terms and conditions of convertible debentures No. 1/2023 of C.I. Group Public Company Limited issued and offered to existing shareholders in proportion to their respective shareholdings.

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 3** To consider other matters (if any).

☐ Approve

☐ Disapprove

☐ Abstain

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

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

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

Signature.....Shareholder

(.....)

Signature.....Proxy

(.....)

**Remark:**

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



## THE CONTINUED LIST OF PROXY

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

At the Meeting of the Extraordinary General Meeting (EGM) No.1/2023 on Friday, March 10<sup>th</sup>, 2023 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.....

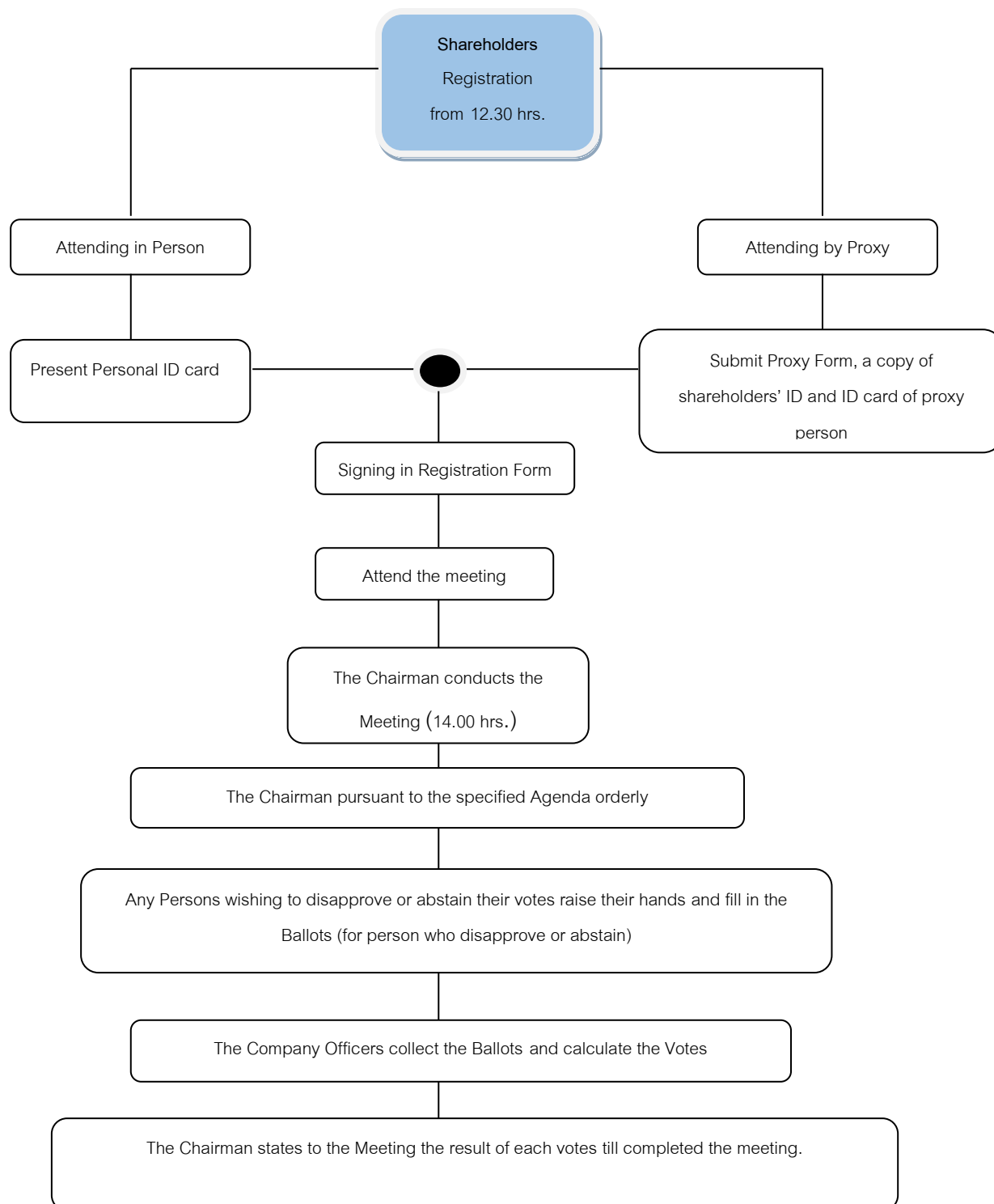
Signed.....Proxy Holder

(.....)

Date.....

## Steps for Attending the Extraordinary General Meeting No.1/2023

The C.I. Group Public Company Limited

March 10<sup>th</sup>, 2023

## Privacy Notice for the Extraordinary General Meeting No. 1/2023

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. 1/2023 VENUE

