



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

บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

สำนักงานใหญ่ (HQ)
1/1 ม.7 ต.บางคูวัด อ.บางคูวัด
อ.เมืองปทุมธานี จ.ปทุมธานี 12000
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อ.เมืองปทุมธานี จ.ปทุมธานี 20230
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Minute of Annual General Meeting for the Year 2023

C.I. Group Public Company Limited

Monday 24th, April 2023

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 Monday 24th, April, 2023 at 13.30 hours, at the master meeting room of C.I. Group Public Company Limited 1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand.

Before considering the meeting agendas, the Company Secretary, Ms. Wanphen Khaosuwan, explained methods of voting and vote counting on each agenda as follows.

In each agenda, the shareholders could cast their votes as "approval", "disapproval", or "abstention" in voting cards received at the registration. Voting was based on one vote per share (1 share: 1 vote).

For vote counting, the Company would deduct disapproval or abstention votes from the total number of the shareholders attending the meeting. The remaining votes were regarded as approval of that agenda. Once the approval votes are complied with Articles of Association and the Public Companies Limited's Act of Votes, would be accounted as approve or certify on such Agenda. The shareholders must raise their hands in case of disapproval or abstention. In such cases, all shareholders must fill in their voting cards received at the registration for the company's officers to collect and count the votes.

For the shareholders authored proxies a specific vote on their behalf, the Company already recorded their votes i.e., approval, disapproval, or abstention in computers.

In case a shareholder or a proxy wished to leave the meeting room during vote casting and wish to vote on that agenda or remaining agendas in advance, he/ she could cast his/ her vote in a voting card and submit to an officer. Such cards would be counted in the related agenda.

Prior to vote on each agenda, the Chairman would give the shareholders opportunities to ask questions. 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 8 Directors of the Company (100% of all directors), 1 Executive Management of the Company, 1 Auditor, 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 |
| 2. | Mr. Aree Poomsanoh | Vice Chairman and Chairman of the Executive Committee |
| 3. | Mr. Cherdpong Siriwit | Independent Director and Chairman of Audit Committee |
| 4. | Mr. Taweesak Wangkorkiat | Director and Executive Director |
| 5. | Mr. Theera Poomsanoh | Director and Executive Director |
| 6. | Mr. Banjoed Jareyanukija | Director (Online) |
| 7. | Mr. Bannat Nakaphan | Director, Managing Director and Chief Financial Officer |
| 8. | Mr. Pat Lapanan | Director |

The directors who absence from the meeting is:

-None-

The top management who attended the meeting are:

- | | | |
|----|----------------------------|--------------------------|
| 1. | 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 Mr. Nattapat Wangkorkiat, a shareholder, as an auditor for votes counting of the shareholders or proxies who attend the meeting.

The meeting was recorded by video media at all times.

The meeting was commenced at 13.30 hours.

Pol. Gen. Prung Boonpadung, Chairman of the meeting, expressed his gratitude to the shareholders for attending the meeting and informed that 26 shareholders presented in person and by proxy, altogether hold 619,397,302 shares or equivalent to 35.72 percent of the total issued shares. Since a quorum of the meeting is pursuant to the Articles of Association of the Company, the Chairman then declared the Annual General Meeting for the year 2023 and proposed the meeting to consider the matters on the following agenda.

Agenda 1 To Consider and Adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2023, Which was Held on March 10, 2023.



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The Chairman requested the meeting to certify the minute of the Extraordinary General Meeting of Shareholders No.1/2023, 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.1/2023 on March 10th, 2023.

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.1/2023 on March 10th, 2023.

Approved	1,067,947,703	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	0.00000%
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

Remark: In this agenda, there was 6 additional shareholder with 448,550,401 shares attended the Meeting.

Agenda 2 To Consider and Acknowledge the Company's Operation Results for the Year 2022.

The Board assigned Mr. Bannat Nakaphan, Managing Director, to summarize the results of the company's business operation for the fiscal year 2022 for acknowledgement of the meeting as follows:

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

Unit: Million Baht

Comparing Statements of Comprehensive Income of the Company and Subsidiaries Between the Year Ended December 31, 2022 and 2021			
	2022	2021	% Increase (decrease)
Current Assets	379.930	362.254	4.879
Total Assets	778.526	864.324	(9.927)
Current Liabilities	605.771	559.728	8.226
Total Liabilities	667.701	624.555	6.908
Total Shareholders' Equity	110.825	239.770	(53.779)
Total Revenues	1,027.174	1,098.709	(6.511)
Cost of sales and services	885.844	970.398	(8.713)
Gross Profit	141.330	128.311	10.146
Selling Expenses	66.980	69.990	(4.301)
Administrative Expenses	162.714	123.401	31.858
Profit (Loss) for the years	(124.567)	(142.133)	12.359
Basic Earnings (Loss) Per Share	(0.1417)	(0.1641)	13.650



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Chairman informed to the meeting regarding progress of Anti-Corruption project which the company has been certified as a member of the Private Sector Collective Action Coalition against Corruption (CAC) since 2018. The company has consistently complied with the anti-corruption policy. In 2022, The Company has not been complained about the policy.

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

There is no question; the Chairman proposed to the meeting to consider and acknowledge the Company's operation results for the year 2022 without any resolution.

Resolution: After due consideration, the meeting acknowledges the result of business operation of the company for the fiscal year 2022.

Agenda 3 To Consider and Approve the Financial Statement (Balance Sheet) and Comprehensive Income Statement (Profit and Loss Account) Ended December 31, 2022.

Ms. Wanphen Khaosuwan, the Company Secretary, informed the shareholders that the company's statement of financial position and statements of comprehensive income for the year ended 31 December 2022 have been audited and approved by a certified auditor and has been certified by Audit Committee as well as company Directors. The company has included its financial results for the fiscal year 2022 in the Form 56-1 One Report (page 119), QR Code, which were enclosed with the meeting invitation.

Chairman proposed to the meeting to approve the financial statement of the financial year ended December 31st, 2022. Prior to vote, the chairman asked if shareholders have questions.

There is no further question, the Chairman concluded that the meeting to approve the financial statement of the financial year ended December 31st, 2022.

Resolution: After due consideration, the meeting resolved that the financial statement of the financial year ended December 31st, 2022 be approved.

Approved	1,067,947,903	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	0.00000%
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

Remark: In this agenda, there was 1 additional shareholder with 200 shares attended the Meeting.



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Agenda 4 To Consider and Approve the Suspension of Dividend Payment for the Year 2022.

Ms. Wanphen Khaosuwat, the Company Secretary, informed the shareholders that the Board of Directors resolved that the payment of dividend from the performance of the 2022 fiscal year to the shareholders not to be paid due to deficit of the company's performance as states in The Company's Articles of Association related to dividend payment policy.

The Chairman informed the meeting that as the company posted a net loss for the year 2022, the Chairman then proposed to consider and approve not paying dividend for the operation of the year 2022.

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

There is no question; the Chairman then proposed the meeting to approve on not paying dividend for the operation of the year 2022.

Resolution: After due consideration, the meeting, with the majority number of votes, resolved to approve omission of payment of dividend for the operation of the year 2022 as per the following number of votes:

Approved	1,067,947,903	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	0.00000%
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

Agenda 5 To Consider and Approve the Remuneration of Directors and Meeting Allowance for the Year 2023.

Ms. Wanphen Khaosuwat, the Company Secretary, informed the shareholders that the Board of Directors resolved that the approve the annual remuneration and meeting allowance of the Directors and the Audit Committee for the year 2023 at the amount of not exceeding Baht 8,000,000 a year (the same as last year) the attendance fee for the Board of Directors of Baht 5,000 per director per time, and the attendance fee for the audit committee of 5,000 Baht per director per time, without any benefit other than monetary compensation, exclusive of the remuneration and welfare which Directors received as Company's employee or staff of the company. Though the remuneration did not be considered by the Remuneration Committee as there is no referred committee, the remuneration has been carefully considered in the Board of Director Committee by comparing with others in the same industry and together with business expansion and profit growth rate prior to propose the annual remuneration as is.

In the year 2022, the company paid compensation to the Board of Directors, and the audit committee that attended each meeting and monthly compensation according to position in total amount of 3,625,000 baht, details as follows



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Directors' Remuneration for 2022			
	Gratuity (Baht)	Meeting Allowance (Baht)	Amount (Baht)
1. Directors	2,625,000.00	440,000.00	3,065,000.00
2. Audit Committee	485,000.00	75,000.00	560,000.00
Total	3,110,000.00	515,000.00	3,625,000.00

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

There is no question; the Chairman then proposed the meeting to approve the annual remuneration and meeting allowance of the Directors for the year 2023.

Resolution: The meeting resolved to approve the annual remuneration and meeting allowance of the Directors and the Audit Committee for the year 2023 not exceeding 8 million Baht a year, the same as last year. The amount excluded the remuneration and welfare which Directors receive as company's employees or staff of the company which should be proposed to the Board of Directors for approval.

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

Approved	1,067,949,123	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0.0000%
Abstained	0	votes	equivalent to	0.0000%
Void	0	votes	equivalent to	0.0000%

Remark: In this agenda, there was 2 additional shareholder with 1,220 shares attended the Meeting.

Agenda 6 To Consider and Approve the Appointment of an Auditor and Determine the Audit Fee for the Year 2023.

The Chairman informed the meeting that the Board assigned the Audit Committee to choose and then proposed to appoint the selected external auditors and the auditing fee of the company for the year 2023 to the shareholders for approval in this meeting. The details are as follows:

1. Appointment of auditors from Sam Nak-Ngan A.M.C. Co.,Ltd. namely, Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, Miss Kanyanan Punyawiwat, Mr. Burin Prasongsamrit, (CPA Registration No.4663, 4664, 5369, 12733 and 12879 respectively) or other CPAs, who are in list of approved auditors by the office of SEC. of Sam Nak-Ngan A.M.C. Co.,Ltd. as the auditors of the Company for the financial year 2023. The referred auditors have accepted performance with match qualification with the Company's Articles of Association and



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neither of them had any relationship or transaction with the Company that may create a conflict of interest.

Note: This auditor will also audit the company's subsidiary.

- Setting the auditing fee for the year 2023 at the total amount of Baht 1,000,000 (exclusive of other service fees). The details of payments for auditor's fees in the year 2022 are as follows.

Auditing Fee	Amount (Baht)
1.) Fee for checking financial statements for the year	440,000
2.) Fees for reviewing interim financial statements	600,000
3.) Fees for reviewing financial statements in English	80,000
Total	1,120,000

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

The shareholder has question as follow:

- Mr. Hangchai Akkhawatsakul, a shareholder: How has the audit fee of the company increased or decreased compared to the previous year? In the opinion, the audit fee should be reduced because nowadays there is a computer processing system (AI) to help in auditing shorten the inspection time. The Company should state comparison of the audit fees of the previous year and the current year in the invitation letter clearly.

Ms. Wanphen Khaosuwan, the Company Secretary, answered to the question that the audit fee for the year 2022 was 1,120,000 baht and for the year 2023 will be in the amount of 1,000,000 baht, with a decrease of 10.71 percent. Due to suggestion, the company will clearly show the comparison of the audit fee in the Invitation Letter next year.

There is no question, the Chairman then proposed to the meeting to approve the appointment of such auditors and auditing fees for the financial year 2023.

Resolution: The meeting resolved to approve the appointment of such auditors and auditing fees for the financial year 2023. The details are as follows:

- Appointment of auditors from Sam Nak-Ngan A.M.C. Co.,Ltd. namely, Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, Miss Kanyanan Punyawiwat, Mr. Burin Prasongsamrit, (CPA Registration No.4663, 4664, 5369, 12733 and 12879 respectively) or other CPAs, who are in list of approved auditors by the office of SEC. of Sam Nak-Ngan A.M.C. Co.,Ltd. as the auditors of the Company for the financial year 2023.



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- 2. Setting the auditing fee for the year 2023 at the total amount of Baht 1,000,000 (exclusive of other service fees).

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

Agenda 7 To Consider and Approve the Election of New Director.

The Company Secretary, informed the shareholders that the Board of Directors resolved that the approve the appointment the Board of Directors of 2 persons, namely Ms. Yaowarote Klinboon and Ms. Pimonyupa Suvarnajata, The company has been preparing for adjustment of the management strategy which will invest in a variety of businesses which are more complex in term of management and business itself.

The Board of Directors considered thoroughly on suitability which necessary to the company management inclusive with qualification knowledge capability and skill as required for Director's position.

The Chairman proposed to the meeting election of Independent Directors namely:

- 1) Ms. Yaowarote Klinboon Director / Independent Director
- 2) Ms. Pimonyupa Suvarnajata Director / Independent Director

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

There is no other question, the Chairman then proposed to the meeting to elect Directors person by person.

Resolution: After due consideration, the meeting resolved to elected the Directors, 2 persons as nominated by the Board of Directors namely Ms. Yaowarote Klinboon and Ms. Pimonyupa Suvarnajata.

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

1. Ms. Yaowarote	Klinboon	Director / Independent Director		
Approved	1,067,949,123	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	0.00000%
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-



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

บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

สำนักงานใหญ่ (HQ)
1/1 ม.7 ต.บางคูวัด อ.บางคูวัด
อ.เมืองปทุมธานี จ.ปทุมธานี 12000
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Pathumthani 12000 Thailand

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

สาขาเทพารักษ์
526/1-3 ม.3 ต.เทพารักษ์
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2. Ms. Pimonyupa Suvarnajata Director / Independent Director

Approved	1,067,949,579	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	0.00000%
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

Remark: In this agenda, there was 1 additional shareholder with 456 shares attended the Meeting.

Agenda 8 To Consider and Approve the Issuance and Offering for Sale of 289,030,750 Units of Warrants Representing the Right to Purchase Ordinary Shares of C.I. Group PCL. No. 9 (CIG-W9) (“Warrants W9”), to the Existing Shareholders According to Their Shareholding Proportions.

The Company Secretary, informed the shareholders that the Board of Directors resolved which will give the Company flexibility and financial readiness for the business operations of the Company and its subsidiaries in the future. The Board of Directors resolved to propose to the meeting to approve the issuance and offering of CIG-W9 of the Company in the amount 289,030,750 units, to the existing shareholders according to their shareholding proportions at the allocation ratio of 6 existing ordinary shares to 1 unit of the warrants (if there is a fraction, it will be discarded).

The number of shares issued for the exercise of CIG-W9 will not exceed 50 percent of the paid up capital, the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or Executive Committee is Authorized Directors to have the power to consider and adjust any conditions and details of CIG-W9. The details are shown in Details of CIG-W9 offering (Attachment 6). The record date for eligible shareholders who have the right to receive CIG-W9 is on March 27, 2023. The issuance and offering of CIG-W9 will be effective after the approval of the Annual General Meeting of Shareholders' 2023.

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

The shareholder has question as follow:

- Mr. Hangchai Akkhawatsakul, a shareholder, asks that since in the past the Company had issued warrants several times, let’s share whether if there is any warrant that has not expired or not?

Ms. Wanphen Khaosuwon, the Company Secretary, answered to the question that all of the warrants to purchase ordinary shares of the Company has expired and the company has already registered the capital reduction for all unexercised rights.

There is no other question, the Chairman then proposed to the meeting to approve issuance and offering of CIG-W9 to existing shareholders of the Company at THB 0 (Zero Baht) in the amount 289,030,750 units and authorize the Board of Directors and/or the Executive Committee and/or persons assigned by the Board of Directors and/or



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PUBLIC COMPANY LIMITED**

บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

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Executive Committee to have the power to determine and amend conditions and other details necessary and appropriate in relation to the issuance and offering of CIG-W9 Warrants

Resolution: After due consideration, the meeting resolved to approve issuance and offering of CIG-W9 to existing shareholders of the Company at THB 0 (Zero Baht) in the amount 289,030,750 units at the ratio of 6 existing ordinary share: 1 unit of CIG-W9 at THB 0 (Zero Baht) (delete any fraction). CIG-W9 is 5 years from the issuance date. The exercise ratio is 1 (one) units of CIG-W9: 1 (one) new shares at 0.50 Baht per share with details as per proposed everything and authorize the Board of Directors and/or the Executive Committee and/or persons assigned by the Board of Directors and/or Executive Committee to have the power to determine and amend conditions and other details necessary and appropriate in relation to the issuance and offering of CIG-W9 Warrants by votes as follows:

Approved	1,107,979,579	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	0.00000%
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

Remark: In this agenda, there was 2 additional shareholder with 40,030,000 shares attended the Meeting.

Agenda 9 To Consider and Approve the Issuance and Offering for Sale of 144,515,375 Units of Warrants Representing the Right to Purchase Ordinary Shares of C.I. Group PCL. No. 10 (CIG-W10) (“Warrants W10”), to the Existing Shareholders Who Subscribe for and Receive Allocations of Newly-Issue Ordinary Shares According to Their Shareholding Proportions.

The Company Secretary, informed the shareholders that the Board of Directors resolved which will give the Company flexibility and financial readiness for the business operations of the Company and its subsidiaries in the future. The Board of Directors resolved to propose to the meeting to approve the issuance and offering of CIG-W10 of the Company in the amount 144,515,375 units, to the existing shareholders who subscribe for and receive allocations of newly-issue ordinary shares according to their shareholding proportions at the allocation ratio of 6 existing ordinary shares to 1 unit of the warrants (if there is a fraction, it will be discarded).

The number of shares issued for the exercise of CIG-W10 will not exceed 50 percent of the paid up capital, the Board of Directors and/or the Executive Committee and/or the person assigned by the Board of Directors and/or Executive Committee is Authorized Directors to have the power to consider and adjust any conditions and details of CIG-W10. The details are shown in Details of CIG-W10 offering (Attachment 7). The record date for eligible shareholders who have the right to receive CIG-W10 is on May 2, 2023. The issuance and offering of CIG-W10 will be effective after the approval of the Annual General Meeting of Shareholders' 2023.

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



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There is no other question, the Chairman then proposed to the meeting to approve issuance and offering of CIG-W10 to the existing shareholders who subscribe for and receive allocations of newly-issue ordinary shares according to their shareholding proportions at THB 0 (Zero Baht) in the amount 144,515,375 units and authorize the Board of Directors and/or the Executive Committee and/or persons assigned by the Board of Directors and/or Executive Committee to have the power to determine and amend conditions and other details necessary and appropriate in relation to the issuance and offering of CIG-W10 Warrants

Resolution: After due consideration, the meeting resolved to approve issuance and offering of CIG-W10 to the existing shareholders who subscribe for and receive allocations of newly-issue ordinary shares according to their shareholding proportions at THB 0 (Zero Baht) in the amount 144,515,375 units at the ratio of 6 existing ordinary share: 1 unit of CIG-W10 at THB 0 (Zero Baht) (delete any fraction). CIG-W10 is 5 years from the issuance date. The exercise ratio is 1 (one) units of CIG-W10: 1 (one) new shares at 0.50 Baht per share with details as per proposed everything and authorize the Board of Directors and/or the Executive Committee and/or persons assigned by the Board of Directors and/or Executive Committee to have the power to determine and amend conditions and other details necessary and appropriate in relation to the issuance and offering of CIG-W10 Warrants by votes as follows:

Approved	1,107,979,579	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	0.00000%
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

Agenda 10 To Consider and Approve a Decrease in the Company's Registered Capital in the Amount of THB 862,484,771.50, From THB 1,729,577,023 to THB 867,092,251.50, by Way of Deducting 1,724,969,543 Unpaid and Unissued Ordinary Shares, at the Par Value of THB 0.50 Per Share, and the Amendments to Clause 4 of the Memorandum of Association of the Company, to Make It Consistent With the Company's Increased Registered Capital.

The Company Secretary, informed the shareholders that the Board of Directors resolved the Company currently has 1,724,969,543 authorized but unissued shares as follows:

Reduce the Registered Capital	Share	Number of share (share)	Par value (Baht : Share)	Registered capital (Baht)	Remarks
reserved to accommodate the offering to the existing shareholders proportionate to their respective shareholdings	Ordinary shares	860,181,543	0.50	430,090,771.50	the resolutions of the Extraordinary General Meeting of Shareholders No. 2/2023 held on 16 September 2022



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สาขานันทภพ
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อ.หนองขาบ อ.ศรีราชา จ.ชลบุรี 20230
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Reduce the Registered Capital	Share	Number of share (share)	Par value (Baht : Share)	Registered capital (Baht)	Remarks
the convertible bonds	Ordinary shares	864,788,000	0.50	432,394,000.00	the resolutions of the Extraordinary General Meeting of Shareholders No. 2/2023 held on 16 September 2022
Total		1,724,969,543		862,484,771.50	

The Board of Directors resolved that the approve a decrease in the Company's registered capital from THB 1,729,577,023 to THB 867,092,251.50, by way of deducting 1,724,969,543 unpaid and unissued ordinary shares, at the par value of THB 0.50 per share, and the amendments to clause 4 of the Memorandum of Association of the Company, to make it consistent with the Company's decreased registered capital as follow:

Clause 4.	Registered capital	867,092,251.50	Baht	(Eight hundred and sixty-seven million ninety-two thousand two hundred and fifty-one baht and fifty satang)
	Divided into	1,734,184,503	Shares	(One billion seven hundred and thirty-four million one hundred and eighty-four thousand five hundred and three shares)
	Par value	0.50	Baht	(Fifty satang)
	Divided into			
	Ordinary shares	1,734,184,503	Shares	(One billion seven hundred and thirty-four million one hundred and eighty-four thousand five hundred and three shares)
	Preference shares	None	None	None

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 a decrease in the Company's registered capital from THB 1,729,577,023 to THB 867,092,251.50 and the amendments to clause 4 of the Memorandum of Association of the Company



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1/1 ม.7 ต.บางคูวัด อ.บางคูวัด
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Resolution: After due consideration, the meeting resolved to approve a decrease in the Company's registered capital from THB 1,729,577,023 to THB 867,092,251.50, by way of deducting 1,724,969,543 unpaid and unissued ordinary shares, at the par value of THB 0.50 per share, and the amendments to clause 4 of the Memorandum of Association of the Company, to make it consistent with the Company's decreased registered capital by votes as follows:

Approved	1,107,979,579	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	0.00000%
Abstained	0	votes	equivalent to	0.00000%
Void	0	votes	equivalent to	0.00000%

Agenda 11 To Consider and Approve an Increase in the Company's Registered Capital in the Amount of THB 1,082,713,188, From THB 867,092,251.50 to THB 1,949,805,439.50, by Way of Issuing 2,165,426,376 Newly-Issued Ordinary Shares, at the Par Value of THB 0.50 Per Share, and the Amendments to Clause 4 of the Memorandum of Association of the Company, to Make It Consistent With the Company's Increased Registered Capital.

The Company Secretary, informed the shareholders that the Board of Directors resolved to reserve for the issuance and offering of warrants CIG-W9 in the amount of 289,030,750 shares, for the issuance and offering of warrants CIG-W10 in the amount of 144,515,375 shares, to allocation of ordinary shares to the existing shareholders proportionate to their respective shareholding in the amount of 867,092,251 shares and to reserve for the convertible debentures in the amount of 864,788,000 shares (according to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 16, 2022) with a par value of THB 0.50 per share

The Board of Directors resolved that the approve an increase in the Company's registered capital in the amount of THB1,082,713,188 from THB867,092,251.50 to THB1,949,805,439.50, by way of issuing 2,165,426,376 newly issued ordinary shares, at the par value of THB 0.50 per share, representing an increase in registered capital of THB1,082,713,188 and the amendments to clause 4 of the Memorandum of Association of the Company, to make it consistent with the Company's increase registered capital as follow:

Clause 4.	Registered capital	1,949,805,439.50	Baht	(One billion nine hundred and forty-nine million eight hundred and five thousand four hundred and thirty-nine baht and fifty satang)
	Divided into	3,899,610,879	Shares	(Three billion eight hundred and ninety-nine million six hundred and ten thousand eight hundred and seventy-nine shares)
	Par value	0.50	Baht	(Fifty satang)
	Divided into			



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สำนักงานใหญ่ (HQ)
1/1 ม.7 ต.บางคูวัด อ.บางคูวัด
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Ordinary shares	3,899,610,879	Shares	(Three billion eight hundred and ninety-nine million six hundred and ten thousand eight hundred and seventy-nine shares)
Preference shares	None	None	None

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 an increase in the Company's registered capital from THB 867,092,251.50 to THB 1,949,805,439.50 and the amendments to clause 4 of the Memorandum of Association of the Company

Resolution: After due consideration, the meeting resolved to approve an increase in the Company's registered capital from THB 867,092,251.50 to THB 1,949,805,439.50, by way of issuing 2,165,426,376 newly issued ordinary shares, at the par value of THB 0.50 per share, and the amendments to clause 4 of the Memorandum of Association of the Company, to make it consistent with the Company's increased registered capital by votes as follows:

Approved	1,107,979,579	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	0.00000%
Abstained	0	votes	equivalent to	0.00000%
Void	0	votes	equivalent to	0.00000%

Agenda 12 To Consider and Approve the Allocation of the Company's Newly-Issued Ordinary Shares.

The Company Secretary, informed the shareholders that the Board of Directors resolved to approve the allocate 2,165,426,376 newly issued ordinary shares, with a par value of THB 0.50 per share, as follow:

(1) To allocate 289,030,750 newly issued ordinary shares, with a par value of THB 0.50 per share, to accommodate the exercise of 289,030,750 units of the Warrants W9 to be allocated to the existing shareholders proportionate to their respective shareholdings at no cost and at the allocation ratio of six existing issued ordinary shares to one unit of the warrants (any fraction of the warrants from the calculation of the warrants allocation ratio shall be disregarded), where the Board of Directors and/or the Executive Committee and/or any person authorized by the Board of Directors and/or the Executive Committee shall be authorized to undertake actions in connection with the allocation of the newly issued ordinary shares to accommodate the exercise of the Warrants W9, including, but not limited, to: (a) signing applications, documents, and evidence that are necessary for and relevant to such allocation of the newly issued ordinary shares, including contacting and filing such applications and supporting documents and evidence with governmental agencies or relevant bodies in connection with such allocation of the newly issued ordinary



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1/1 ม.7 ต.บางกอกใหญ่ อ.บางกอกใหญ่
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shares, as well as listing such newly issued ordinary shares on the SET; and (b) take any other actions that are necessary and appropriate in connection with such allocation of the newly issued ordinary shares

(2) To allocate 867,092,251 newly issued ordinary shares, with a par value of THB 0.50 per share, to the existing shareholders proportionate to their respective shareholdings at the allocation ratio of two existing ordinary shares to one newly issued ordinary share. In addition, the Company has determined the offering price of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholdings at THB 0.50 per share, where the date for determining of the names of shareholders entitled to be allocated the newly issued ordinary shares was scheduled on 2 May 2023 and the dates for the subscription of newly issued ordinary shares were scheduled during 24 May 2023 and 7 June 2023 (totaling ten business days), and where the Board of Directors and/or the Executive Committee and/or any person authorized by the Board of Directors and/or the Executive Committee shall be authorized to undertake actions in connection with the allocation of the newly issued ordinary shares, including, but not limited, to: (a) determining and amending the details with respect to the allocation of the newly issued ordinary shares, e.g., method for the allocation of the newly issued ordinary shares whether in single or sequential allocations, offering period, offering price, payment conditions, and any other conditions and details in connection with the allocation of the newly issued ordinary shares; (b) entering into negotiations and agreements, executing the relevant documents and agreements, executing applications, waivers, and any other documents and evidence necessary for and relevant to said allocation of the newly issued ordinary shares, including providing information and submitting documents and evidence to the Office of the Securities and Exchange Commission, the SET, Thailand Securities Depository Company Limited, the Ministry of Commerce, or other relevant agencies, and listing the newly issued ordinary shares on the SET; and (c) undertaking any other actions necessary for and relevant to said allocation of the newly issued ordinary shares, including the appointment of attorneys-in-fact to undertake actions in (b) to (c)

(3) To allocate 144,515,375 newly issued ordinary shares, with a par value of THB 0.50 per share, to accommodate the exercise of 144,515,375 units of the Warrants W10 to be allocated to the existing shareholders who have subscribed for and been allocated the newly issued ordinary shares proportionate to their respective shareholdings at no cost and at the allocation ratio of six existing ordinary shares to one unit of the warrants (any fraction of the warrants from the calculation of the warrants allocation ratio shall be disregarded), where the Board of Directors and/or the Executive Committee and/or any person authorized by the Board of Directors and/or the Executive Committee shall be authorized to undertake actions in connection with the allocation of the newly issued ordinary shares to accommodate the exercise of the Warrants W10, including, but not limited, to: (a) signing applications, documents, and evidence that are necessary for and relevant to such allocation of the newly issued ordinary shares, including contacting and filing such applications and supporting documents and evidence with governmental agencies or relevant bodies in connection with such allocation of the newly issued ordinary shares, as well as listing such newly issued ordinary shares on the SET; and (b) take any other actions that are necessary and appropriate in connection with such allocation of the newly issued ordinary shares



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บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

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สาขามีนทอง
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อ.หนองขาบ อ.ศรีราชา จ.ชลบุรี 20230
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(4) To allocate 864,788,000 newly issued ordinary shares, with a par value of THB 0.50 per share, to accommodate up to 864,788 units of the convertible bonds in accordance with the resolutions of the Extraordinary General Meeting of Shareholders No. 2/2022 held on 16 September 2022, at the offering price of THB 1,000 per one unit of the convertible bonds and at the total offering price of up to THB 864,788,000, offered to the existing shareholders proportionate to their respective shareholdings, at the conversion ratio of one unit of the convertible bonds to 1,000 ordinary shares and at the conversion price of THB 1 per share, where the Board of Directors and/or the Executive Committee and/or any person authorized by the Board of Directors and/or the Executive Committee shall be authorized to undertake any actions in connection with the allocation of the convertible bonds and the newly issued ordinary shares to accommodate the convertible bonds, including, but not limited, to determining the details with respect to the allocation of the convertible bonds and the newly issued ordinary shares to accommodate the convertible bonds, e.g., method for the allocation of the convertible bonds and the newly issued ordinary shares to accommodate the convertible bonds whether in single or sequential allocations, offering period, offering price, payment conditions, and any other conditions and details in connection with such allocation.

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

The shareholder has question as follow:

- Mr. Hangchai Akkhwatsakul, a shareholder, asked the following question:
 - 1.) How does the warrants to purchase ordinary shares of the Company No. 10 (CIG-W10) be subscribed? How is it different from CIG-W9?

Mr. Karinvich Olivero, legal advisor, answered to the question that the CIG-W9 is a warrant allocated to existing shareholders of the Company in proportion to their shareholding with free of charge whereas the date for determining the names of shareholders entitled to be allocated the Warrants W9 (Record Date) was on 27 March 2023. CIG-W10 are warrants allocated to existing shareholders who subscribe and are allocated newly issued ordinary shares in proportion to their shareholding with free of charge while the date for determining the names of shareholders entitled to be allocated the Warrants W10 (Record Date) will be on 2 May 2023.
 - 2.) Why has the list of shareholders who are entitled to be allocated W9 Warrants (Record Date) on March 27, 2023, which has not yet been approved by the shareholders' meeting? By that may cause the rights of shareholders to be unequal. Therefore, it should be approved by the shareholders' meeting first which will make determination of any rights for shareholders after approval in the meeting much clearer. In addition, at the shareholders' meeting, it is still uncertain whether it will be approved. Therefore, in order to maintain the rights of minority shareholders and practice correctly



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according to good governance principles the company should consider determining any rights after get approval from the shareholders' meeting.

Ms. Yaowarote Klinboon answered to the question that the SET and the SEC have given listed companies an opportunity to set the record date of any entitlement prior to approval from the shareholders' meeting. But there must be a statement clearly stating that "The Record Date will be effective upon approval from the shareholders' meeting only." The Company has an objective to set the Record Date of CIG-W9 to be March 27, 2023 prior to get approved by the meeting. In order to give the right to the existing shareholders of the company who are not the new shareholders to exercise the rights of the newly issued ordinary shares (RO) and if in the future the company will designate the rights to the shareholders again. It will be done after it has been approved by the shareholders' meeting.

There is no other question, the Chairman then proposed to the meeting to approve an increase in the Company's registered capital from THB 867,092,251.50 to THB 1,949,805,439.50 and the amendments to clause 4 of the Memorandum of Association of the Company

Resolution: After due consideration, the meeting resolved to approve the allocation of the Company's newly-issued ordinary shares not exceed 2,165,426,376 shares, with a par value of THB 0.50 per share, to accommodate the exercise of the rights under the Warrants W9 to the existing shareholders proportionate to their respective shareholdings, to the existing shareholders proportionate to their respective shareholdings, to accommodate the exercise of the rights under the Warrants W10 to the existing shareholders who have subscribed for and been allocated the newly issued ordinary shares proportionate to their respective shareholdings and to accommodate the convertible bonds in accordance with the resolutions of the Extraordinary General Meeting of Shareholders No. 2/2022 held on 16 September 2022, and the authorization of the Board of Directors and/or the Executive Committee and/or any person authorized by the Board of Directors and/or the Executive Committee to undertake actions in connection with the allocation of the newly issued ordinary shares of the Company by votes as follows:

Approved	1,107,979,579	votes	equivalent to	100.00000%
Disapproved	0	votes	equivalent to	0.00000%
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

Agenda 13 To Consider Other Matters (if any).

The Chairman provided times for open discussion.

- 1) Mr. Hangchai Akkhawatsakul, a shareholder, had additional recommendations regarding the agenda for the approval of the minutes, most listed companies do not have an agenda for certifying the minutes of the meeting, which is only an acknowledgment agenda and the SET,



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SEC considered the minutes of the meeting notified to shareholders through the information system of the Stock Exchange of Thailand within 14 days after the shareholders' meeting. If there is no objection, the report will be considered certified. The listed company therefore does not have to certify the minutes of the meeting at the shareholders' meeting again. However, on behalf of the Thai Shareholders Association still focusing on and requesting cooperation for listed companies to certify the minutes of the meeting at the shareholders' meeting and encouraged the organization of onsite meetings in order to preserve the rights of minority shareholders.

- 2) Mr. Kraiwan Katavanich, a shareholder, had additional recommendations suggestions for recording meeting minutes, that the company should record the minutes of the meeting completely In case of disputes at the meeting. The attendees offered their opinions on various matters until they could be concluded as a resolution in the meeting.

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

(MS. Wanphen Khaosuwan)

Company Secretary