



INVITATION TO EXTRAORDINARY GENERAL MEETING No.1/2024
C.I. GROUP PUBLIC COMPANY LIMITED

Wednesday, January 17th, 2024, at 14.00 hours
the Master Meeting Room
C.I. Group Public Company Limited

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| ATTACHMENT | DETAIL |
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| 4 | The Profiles of the Independent Directors That are Nominated as an Authorized Person of the Shareholders |
| 5 | The Company's Articles of Association Concerning the Shareholders' Meeting |
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**C.I. GROUP
PUBLIC COMPANY LIMITED**

บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

สำนักงานใหญ่ (HQ)
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January 2nd, 2024

Subject: Invitation Letter for the Extraordinary General Meeting No.1/2024
To: Shareholders of C.I. Group Public Company Limited
Enclosed: 1. QR Code: Invitation Letter of Extraordinary General Meeting No.1/ 2024

The Board of Directors of C.I. Group Public Company Limited (the "Company") has resolved to set up the Extraordinary General Meeting No.1/2024 on Wednesday, January 17th, 2024 at 2.00 p.m. at The master Meeting Room of C.I. Group Public Company Limited 1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand. The agendas are as follows:

Agenda 1 To Consider and Certify the Extraordinary General Meeting of Shareholders No.2/2023, Held on October 9th, 2023.

Comments from the Board of Directors: The Minute of the meeting were recorded correctly and completely. (Details in the enclosed document item 1.), The Meeting duly considered and unanimously resolved to adopt and approve the Minute of the Extraordinary General Meeting of Shareholders No.2/2023, which was held on October 9th, 2023.

Agenda 2 To Consider and Approve the Increase of the Company's Registered Capital and the Amendment of Clause 4 of the Company's Memorandum of Association to Reflect the Increase of the Company's Registered Capital.

As follows:

| | | | | |
|---------------|--------------------|------------------|--------|---|
| Clause 4. | Registered Capital | 2,060,072,163.50 | Baht | (Two Billion Sixty Million Seventy-Two Thousand One Hundred Sixty Three Baht Fifty Satang) |
| | Divided to | 4,120,144,327 | Shares | (Four Billion One Hundred Twenty Million One Hundred Forty-Four Thousand Three Hundred Twenty-Seven shares) |
| | Par Value | 0.50 | Baht | (Fifty Satang) |
| Dividend into | | | | |
| | Ordinary share | 4,120,144,327 | Shares | (Four Billion One Hundred Twenty Million One Hundred Forty-Four Thousand Three Hundred Twenty-Seven shares) |
| | Preferred share | -None- | | |

Comments from the Board of Directors: It was deemed appropriate to approve to propose to the Meeting of Shareholders to consider and approve the increase of the Company's registered capital by 498,793,723 baht from the existing registered capital of 1,561,278,440.50 baht to the new registered capital of 2,060,072,163.50 baht by issuing, not exceeding, 997,587,446 newly issued ordinary shares at the par value of 0.50 baht per share, to accommodate the conversion rights of the Convertible Debentures issued and offered for sale to specific investors, as detailed in the Capital Increase Report Form (F53-4) (Attachment 3), and it was deemed appropriate to approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital.



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Agenda 3 To Consider and Approve the Allocation of Newly Issued Ordinary Shares to Accommodate the Exercise of the Convertible Debentures that Issued and Offered to Specific Investors. (According to the Resolution of the Extraordinary General Meeting of Shareholders No.2/2023 on October 9th, 2023)

Comments from the Board of Directors: It was deemed appropriate to approve the issuance and allocation of the newly issued ordinary shares, whether once or several times, not exceeding 997,587,446 shares with the par value of 0.50 baht per share to accommodate the conversion rights of the Convertible Debentures issued and offered to Sycamore Capital SPC, acting for and on behalf of and for the account of Sycamore Equity Fund SP (subscriber), which are not connected persons of the Company in accordance to the Connected Transaction Notifications.

Agenda 4 To Consider other Matters (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.

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

December 21st, 2023 is the record date set by the Company for determination of the shareholders entitled to attend the Extraordinary General Meeting No.1/2024.

We would like to invite the shareholders to join the Extraordinary General Meeting No.1/2024 on Wednesday, January 17th, 2024 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.2/2023

C.I. Group Public Company Limited

Monday 9th, October 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 9th, October, 2023 at 13.00 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 Company Secretary, Ms. Wanphen Khaosuwat, 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 Financial Advisor, 3 Observers from the Stock Exchange of Thailand 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 |
| 7. | Mr. Pat Lapanan | Director |
| 8. | Mr. Phongcham Samphaongern | Independent Director and Audit Committee |

The directors who absence from the meeting is:

-None-

The top management who attended the meeting are:

- | | | |
|----|----------------------------|--------------------------|
| 1. | Ms. Rattanakamol Poomsanoh | Acting 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 Kachornvit, 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 13.00 hours.

Pol. Gen. Prung Boonpadung, Chairman of the meeting, expressed his gratitude to the shareholders for attending the meeting and informed that 36 shareholders presented in person and by proxy, altogether hold 1,124,408,467 shares or equivalent to 50.76 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.2/2023 and proposed the meeting to consider the matters on the following agenda.

Agenda 1 To Consider and Certify the Minutes of the 2023 Annual General Meeting of Shareholders, held on April 24th, 2023.



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The Chairman requested the meeting to certify the minute of the 2023 Annual General Meeting of Shareholders, 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 2023 Annual General Meeting of Shareholders on April 24th, 2023.

Resolution: After due consideration, the meeting, with the majority number of votes as follows, certified the minutes of the 2023 Annual General Meeting of Shareholders on April 24th, 2023.

| | | | | |
|-------------|---------------|-------|---------------|------------|
| Approved | 1,266,796,267 | 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 3 additional shareholder with 142,387,800 shares attended the Meeting.

Agenda 2 To Consider and Approve the Cancellation of the Resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on 16 September 2022, Re: the Issuance and Offer of the Convertible Debenture to the Existing Shareholders in Proportion to Their Shareholding (Right Offering) and Cancellation of the Resolution of the 2023 Annual General Meeting of Shareholders, Held on 24 April 2023 for the Certain Matter, Re: the Allocation of the Issued Ordinary Shares to Accommodate the Issuance and Offer of the Convertible Debenture to the Existing Shareholders in Proportion to Their Shareholding (Right Offering).

The Company Secretary, informed the shareholders that the Board of Directors resolved that the approve the cancellation of the issuance and offering of convertible Debenture to the existing shareholders in proportion to their shareholding, according to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022, held on September 16th, 2022, and cancellation of the allocation of the issued ordinary shares to accommodate the issuance and offer of the convertible debenture to the existing shareholders in proportion to their shareholding according to the resolution of the 2023 Annual General Meeting of Shareholders held on April 24th, 2022, as the convertible debentures have not yet been issued and offered for sale and expire on September 16th, 2023.

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 cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on 16 September 2022, Re: the issuance and offer of the Convertible Debenture to the existing shareholders in proportion to their shareholding (Right



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Offering) and cancellation of the resolution of the 2023 Annual General Meeting of Shareholders, held on 24 April 2023 for the certain matter, Re: the allocation of the issued ordinary shares to accommodate the issuance and offer of the Convertible Debenture to the existing shareholders in proportion to their shareholding (Right Offering).

Resolution: After due consideration, the meeting, with the majority number of votes, resolved to approve the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on 16 September 2022, Re: the issuance and offer of the Convertible Debenture to the existing shareholders in proportion to their shareholding (Right Offering) and cancellation of the resolution of the 2023 Annual General Meeting of Shareholders, held on 24 April 2023 for the certain matter, Re: the allocation of the issued ordinary shares to accommodate the issuance and offer of the Convertible Debenture to the existing shareholders in proportion to their shareholding (Right Offering) as per the following number of votes:

| | | | | |
|-------------|---------------|-------|---------------|-------------|
| Approved | 1,266,796,467 | votes | equivalent to | 100.000000% |
| Disapproved | 0 | votes | equivalent to | 0.000000% |
| 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.

Agenda 3 To Consider and Approve the Decrease of the Company's Registered Capital by Canceling the Unissued Ordinary Shares of the Company and the Amendment of Clause 4 of the Company's Memorandum of Association to Reflect the Reduction of the Company's Registered Capital.

The Company Secretary, informed the shareholders that the Board of Directors resolved the Company has unissued shares as follows:

| Reduce the Registered Capital | Share | Number of share (share) | Par value (Baht : Share) | Registered capital (Baht) | Remarks |
|---|-----------------|-------------------------|--------------------------|---------------------------|--|
| Ordinary shares to increase capital to existing shareholders in proportion to their shareholding (Right Offering) which has expired on 28 June 2023 | Ordinary shares | 386,259,901 | 0.50 | 193,129,950.50 | the resolutions of the 2023 Annual General Meeting of Shareholders held on 24 April 2023 |
| Accommodate the exercise of the warrant to purchase newly issued | Ordinary shares | 1,862 | 0.50 | 931.00 | the resolutions of the 2023 Annual General Meeting of Shareholders held on 24 April 2023 |



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| Reduce the Registered Capital | Share | Number of share (share) | Par value (Baht : Share) | Registered capital (Baht) | Remarks |
|--|-----------------|-------------------------|--------------------------|---------------------------|---|
| ordinary shares of the Company No. 9 (CIG-W9) | | | | | |
| Accommodate the exercise of the warrant to purchase newly issued ordinary shares of the Company No. 10 (CIG-W10) | Ordinary shares | 64,376,654 | 0.50 | 32,188,327.00 | the resolutions of the 2023 Annual General Meeting of Shareholders held on 24 April 2023 |
| 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 | | 1,315,426,417 | | 657,713,208.50 | |

The Board of Directors resolved that the approve a decrease of the Company's registered capital at the amount of 657,713,208.50 baht from the registered capital of 1,949,805,439.50 baht to the new registered capital of 1,292,092,231 baht by cancelling 1,315,426,417 unsold ordinary shares with par value of 0.50 baht 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 | 1,292,092,231 | Baht | (One Billion Two Hundred Ninety-Two Million Ninety-Two Thousand Two Hundred and Thirty-One Baht) |
| | Divided into | 2,584,184,462 | Shares | (Two Billion Five Hundred Eighty-Four Million One Hundred Eighty-Four Thousand Four Hundred and Sixty-Two Shares) |
| | Par value | 0.50 | Baht | (Fifty satang) |
| | Divided into | | | |
| | Ordinary shares | 2,584,184,462 | Shares | (Two Billion Five Hundred Eighty-Four Million One Hundred Eighty-Four Thousand Four Hundred and Sixty-Two Shares) |
| | Preference shares | None | | None |

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 a decrease in the Company's registered capital from THB 1,949,805,439.50 to THB 1,292,092,231 and the amendments to clause 4 of the Memorandum of Association of the Company

Resolution: After due consideration, the meeting resolved to approve a decrease in the Company's registered capital from THB 1,949,805,439.50 to THB 1,292,092,231, by way of deducting 1,315,426,417 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 | 1,266,796,467 | 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 4 To Consider and Approve the Issuance and Offering of Newly Issued Convertible Debentures to Specific Investors.

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. The Board of Directors resolved to propose to the meeting to approve the issuance and offering of newly issued convertible debentures to specific investors, namely Sycamore Capital SPC, acting for and on behalf of and for the account of Sycamore Equity Fund SP (subscriber) by determining the total offered value of, not exceeding, 400,000,000 baht. However, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Market for Alternative Investment (mai) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights. In addition, since the Company has accumulated losses shown in the statements of financial position and income for the year ended June 30th, 2023, the Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act.

The Chairman then proposed to the shareholders' meeting would like to authorize the Board of Directors, executives and/or persons assigned by the Board of Directors to have the authority to take any action relating to the allocation of the newly issued convertible debentures to such specific investors.

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 the issuance and offering of newly issued convertible debentures to specific investors by determining the total offered value of, not exceeding, 400,000,000 baht, and authorize the Board of Directors, executives and/or persons assigned by the Board of Directors to have the authority to take any action relating to the allocation of the newly issued convertible debentures to such specific investors.

Resolution: After due consideration, the meeting resolved to approve the issuance and offering of newly issued convertible debentures to specific investors, namely Sycamore Capital SPC, acting for and on behalf of and for the account of Sycamore Equity Fund SP (subscriber) by determining the total offered value of, not exceeding, 400,000,000 baht with details as per proposed everything and authorize the Board of Directors, executives and/or persons assigned by the Board of Directors to have the authority to take any action relating to the allocation of the newly issued convertible debentures to such specific investors by votes as follows:

| | | | | |
|-------------|---------------|-------|---------------|------------|
| Approved | 1,266,796,923 | 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 5 To Consider and Approve the Increase of the Company's Registered Capital and the Amendment of Clause 4 of the Company's Memorandum of Association to Reflect the Increase of the Company's Registered Capital.

The Company Secretary, informed the shareholders that the Board of Directors resolved to reserve for the Convertible Debentures in the amount of 538,372,419 shares 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 THB 269,186,209.50 from THB 1,292,092,231 to THB 1,561,278,440.50, by way of issuing 538,372,419 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 increase registered capital as follow:

| | | | | |
|-----------|--------------------|------------------|--------|--|
| Clause 4. | Registered capital | 1,561,278,440.50 | Baht | (One Billion Five Hundred Sixty-One Million Two Hundred Seventy-Eight Thousand Four Hundred Forty Baht Fifty Satang) |
| | Divided into | 3,122,556,881 | Shares | (Three Billion One Hundred Twenty-Two Million Five Hundred Fifty-Six Thousand Eight Hundred Eighty-One shares) |
| | Par value | 0.50 | Baht | (Fifty satang) |
| | Divided into | | | |



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| | | | |
|-------------------|---------------|--------|--|
| Ordinary shares | 3,122,556,881 | Shares | (Three Billion One Hundred Twenty-Two Million Five Hundred Fifty-Six Thousand Eight Hundred Eighty-One shares) |
| Preference shares | 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 1,292,092,231 to THB 1,561,278,440.50 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 in the amount of THB 269,186,209.50 from THB 1,292,092,231 to THB 1,561,278,440.50, by way of issuing 538,372,419 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 | 1,266,797,323 | 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% |

Remark: In this agenda, there was 1 additional shareholder with 400 shares attended the Meeting.

Agenda 6 To Consider and Approve the Allocation of Newly Issued Ordinary Shares to Accommodate the Exercise of the Convertible Debentures that Issued and Offered to Specific Investors.

The Company Secretary, informed the shareholders that the Board of Directors resolved to approve the allocate 538,372,419 newly issued ordinary shares, with a par value of THB 0.50 per share, reserve for the issuance and offering of newly issued convertible debentures to specific investors, namely Sycamore Capital SPC, acting for and on behalf of and for the account of Sycamore Equity Fund SP (subscriber), 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 debentures 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.



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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 allocate 538,372,419 newly issued ordinary shares, with a par value of THB 0.50 per share, reserve for the exercise of Convertible Debentures, 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.

Resolution: After due consideration, the meeting resolved to approve the allocation of the Company's newly-issued ordinary shares not exceed 538,372,419 shares, with a par value of THB 0.50 per share, been allocated the Convertible Debentures, 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 | 1,266,797,323 | votes | equivalent to | 100.00000% |
| Disapproved | 0 | votes | equivalent to | 0.00000% |
| Abstained | 0 | votes | equivalent to | - |
| Void | 0 | votes | equivalent to | - |

Agenda 7 To Consider and Approve the Issuance and Offering of Debentures in the Amount of 6,000 Million Baht (Six Billion Baht) (or Equivalent Value in Other Currencies) to the Approval of the Amount for Create Debts to Support Projects and/or Working Capital and/or to Generate All Forms of Income. Including a Guarantee for a Credit Line for Subsidiaries and/or Associates and/or Project Customers in the Amount of 6,000 Million Baht (Six Billion Baht) (or the Equivalent Value in Other Currencies) to Support Projects that Generate Income for the Company and/or Its Subsidiaries and/or Associated Companies and/or Project Customers.

The Company Secretary, informed the shareholders that the Board of Directors resolved to approve the issuance and offering of debentures in the amount 6,000 million baht (six billion baht) (or equivalent value in other currencies) of the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on 16 September 2022, to the approval of the amount for create debts to support projects and/or working capital and/or to generate all forms of income. Including a guarantee for a credit line for subsidiaries and/or associates and/or project customers in the amount of 6,000 million baht (six billion baht) (or the equivalent value in other currencies) to support projects that generate income for the Company and/or its subsidiaries and/or associated companies and/or project customers.

The Chairman then proposed to the shareholders' meeting would like to 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 provision of debt limits, to support projects and/or working capital and/or to create all



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forms of income. Including guarantees of credit lines for subsidiaries and/or associated companies and/or project customers. This includes but is not limited to in the case of issuing debt instruments, such as name of debt instrument, type of offering of debt instrument, the amount of the debt instruments to be issued and offered for sell in each series, type of debt instrument, 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 debt instruments with the Thai Bond Market Association or other secondary market, having the power to apply for approval from the relevant agency and appointing the advisors or relevant parties for the issuance and offering of debt instruments 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 debt instruments.

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 debentures in the amount 6,000 million baht (six billion baht) (or equivalent value in other currencies), to the approval of the amount for create debts to support projects and/or working capital and/or to generate all forms of income. Including a guarantee for a credit line for subsidiaries and/or associates and/or project customers in the amount of 6,000 million baht (six billion baht) (or the equivalent value in other currencies) to support projects that generate income for the Company and/or its subsidiaries and/or associated companies and/or project customers, and the authorization of 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 provision of debt limits

Resolution: After due consideration, the meeting resolved to approve the issuance and offering of debentures in the amount 6,000 million baht (six billion baht) (or equivalent value in other currencies), to the approval of the amount for create debts to support projects and/or working capital and/or to generate all forms of income. Including a guarantee for a credit line for subsidiaries and/or associates and/or project customers in the amount of 6,000 million baht (six billion baht) (or the equivalent value in other currencies) to support projects that generate income for the Company and/or its subsidiaries and/or associated companies and/or project customers, and the authorization of the Board of Directors and/or other persons who are entrusted by the Board of Directors to have the authority to take any action relating by votes as follows:

| | | | | |
|-------------|---------------|-------|---------------|------------|
| Approved | 1,266,797,323 | 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% |



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Agenda 8 To Consider Other Matters (if any).

The Chairman assigned Ms. Xanxana Ratanopas, Financial Advisor, reported to the meeting that the company's operational plan for various investment projects through subsidiaries in 2023-2024, summarized as follows:

| No. | Investment Projects | Investment Value (Million Baht) | Plan, Estimates and Target | | | |
|-----|--|--|----------------------------|---|----------------------------|--|
| | | | Quarter 4/2023 | | 2024 | |
| | | | Estimated Income = 90 MB. | | Estimated Income = 450 MB. | |
| | | | Proportion | Source of Income | Proportion | Source of Income |
| 1. | <p>VE Logistic (CIG Utility and Infrastructure Co.,Ltd. (Subsidiary) recieving the business transfer of Good Ventures Co.,Ltd.)</p> <p>- Raising funds and providing financial support together with SINOMACH Hainan Development Co., Ltd. and business partners, where the company will receive a return of 1.5% from being a project sponsor (Financial Sponsor) and providing the credit line (Front End) 3%</p> <p><u>Note:</u> This is an estimate of the income that will occur, while still in the process of managing electric vehicles for transportation</p> | 450 | 71% | <p>Revenue from Finance</p> <p>Sponsors and Front End is estimated at 100 trucks (from a total of 1,100 signed memorandums of understanding, together with 1,000 pickup trucks and 10,000 motorcycles).</p> | 50% | <p>Revenue from Finance</p> <p>Sponsors and Front End is estimated at 200 trucks (from a total of 1,100 signed memorandums of understanding, together with 5,000 pickup trucks and 30,000 motorcycles).</p> |
| 2. | <p>Impact Green Utility Holding Co., Ltd. (IGU)</p> <p>The Company invested through a subsidiary company, purchasing shares in Asia Halcyon (Thailand) Company Limited (AHYT) (Affiliated companies held by IGU)</p> <p><u>Note:</u> AHYT invests in electric charging stations and battery swap stations, collaborates</p> | 225 | 5% | <p>Revenue from Finance</p> <p>Sponsoring and Front End, procurement of equipment for 4 battery swapping stations, 12 spare batteries, and setting up a technical team for installation.</p> | 35% | <p>Revenue from Finance</p> <p>Sponsors and Front End, Procurement of equipment for 10 battery swapping stations, 30 spare batteries, setting up a technical team for installation, including the share of income from battery rental is approximately 11.11%.</p> |



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| No. | Investment Projects | Investment Value (Million Baht) | Plan, Estimates and Target | | | |
|-----|--|--|----------------------------|---|----------------------------|--|
| | | | Quarter 4/2023 | | 2024 | |
| | | | Estimated Income = 90 MB. | | Estimated Income = 450 MB. | |
| | | | Proportion | Source of Income | Proportion | Source of Income |
| | with state enterprise organizations both domestically and abroad by investing in and leasing vehicles, electric power / batteries. | | | | | |
| 3. | Joint venture between J Ling Solutions Co., Ltd. (JLS) and CIG Utility and Infrastructure Co., Ltd. (subsidiary). Develop the project and provide financial support by SINOMACH and other JLS partners to develop projects. (1) Cold Chain Distribution Channels and Markets to Easy Manage Co.,Ltd. (EASYM) and (2) Electric charging station project and battery swap station (Area - Invested by EASYM, Equipment – Invested by AHYT) | - | 24% | Revenue from Financial Sponsoring and Front End for (1) Cold Chain Distribution Channels and Markets and (2) 4 Electric charging station project and battery swap stations. | 15% | Revenue from Finance Sponsoring and Front End for (1) Cold Chain Distribution Channels and Markets and (2) 10 Electric charging station project and battery swap stations. |

It is to be noted that the estimated revenue for the 4th quarter of 2023 as mentioned above may not meet the target due to delays in the process of obtaining electricity purchase permits for the development of electric charging stations and battery swapping stations, the registration of electric vehicles from abroad, negotiations with landowners to lease space for station installation, and the development of projects in collaboration with government agencies may take longer than planned.

Mr. Cherdpong Siriwit, Independent Director and Chairman of the Audit Committee, further reported to the meeting that following the guidelines from the Securities and Exchange Commission (SEC) dated September 12th, 2023, regarding the understanding of the roles and responsibilities of the Audit Committee and good practices to prevent and mitigate inappropriate behavior of registered companies, the Audit Committee agrees to expand its role in overseeing fundraising activities. There should be monitoring of the use of funds raised according to the disclosed

objectives and policy for appointing representatives to the board of invested companies to oversee management according to the company's policy, and to continuously report on the progress of operations.

The Chairman provided times for open discussion.

- 1) Mr. Piyaphong Prasatthong, a shareholder, had a question: Why was there a cancellation of the issuance and offering of convertible bonds to existing shareholders in proportion to their shareholding? And why was there a change in the issuance and offering of convertible bonds to specific investors, from Advance Opportunities Fund (AO Fund) to Sycamore Capital SPC?

Ms. Xanxana Ratanopas, Financial Advisor, answered the question: The cancellation of the convertible bonds that were to be offered to existing shareholders in proportion to their shareholding occurred because the said convertible bonds had not been issued and offered and had already expired as of September 16th, 2023. In the change of investors, the original investor, Advance Opportunities Fund (AO Fund), had notified the company of the cancellation of the investment. Therefore, the company proceeded to change the fund to Sycamore Capital SPC.

- 2) Mr. Wirat Trongpittayakun, a proxy holder, had a question: Following the request from the Stock Exchange for the company to clarify information in the financial statements for Q2/2023 dated September 29, 2023, regarding the default on a loan repayment to a financial institution, did the Stock Exchange have any further comments on the matter after the company clarified on October 2nd, 2023, that it was a misunderstanding on the part of the auditor?

Ms. Xanxana Ratanopas, Financial Advisor, answered the question: The Stock Exchange had requested the company to provide additional information to make it clearer. The company specified that there was no default on the debt repayment; rather, the existing debt structure contract had an extension in the repayment period. The company would update the information in the financial statements for Q3/2023 going forward.

- 3) Mr. Hangchai Akkhawatsakul, a shareholder, had additional comments suggesting that in raising capital through various means such as issuing warrants or convertible bonds, management, executives, and the board of directors should ensure it aligns with the objectives of capital increase for the maximum benefit of the company and its shareholders.

There was 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 adjourned.



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

ATTACHMENT 1

สำนักงานใหญ่ (HQ)
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The meeting was adjourned at 14.30 hrs.

Pol.Gen.


(Prung Boonpadung)

Chairman



(MS. Wanphen Khaosuwana)

Company Secretary

**Summary of the Important Terms and Conditions of the Convertible Debentures
of C.I. Group Public Company Limited**

| Heading | Details |
|---|---|
| Convertible Debentures Issuer | C.I. Group Public Company Limited (the “ Company ”) |
| Type of Convertible Debentures | Senior Unsecured Convertible Debentures with the conversion right to convert into the Company’s ordinary shares (“ Convertible Debentures ”). |
| Currency | Baht |
| Total amount of principal of the Convertible Debentures | Not exceeding 400,000,000 Baht divided into 2 tranches, as follows: (1) Convertible Debentures Tranche 1 has the value of not more than 200 million Baht divided into 40 sets, 5 million Baht per set. (2) Convertible Debentures Tranche 2 has the value of not more than 200 million Baht divided into 40 sets, 5 million Baht per set. |
| Conditions of the Issuance of Convertible Debentures | The Company will gradually issue the Convertible Debentures by tranche, each tranche, respectively. In each issuance of the tranche of Convertible Debentures, the Company will gradually issue each set in each tranche according to the agreement between Company and the Investors. The issuance of convertible debentures is subject to the completion of the conditions precedent which are: Permission from the Securities and Exchange Commission and other relevant agencies, including the terms and conditions of the Convertible Debentures. |
| Interest Rate | 0% ¹ |
| Term | 3 years after the issuance date of the first Tranche |
| Payback Condition | Repay in lump sum after the maturity date of each Tranche according to the terms and conditions of each Convertible Debenture. In such, for each Tranche the term is 3 years after issuance of the first tranche. However, the outstanding CDs shall be converted on Maturity Date. |
| Early Redemption of Convertible Debentures | The Convertible Debentures holders may or may not have rights to redeem the Convertible Debentures before its maturity date and/or the Convertible Debentures issuer may or may not have rights to redeem the Convertible Debentures before its maturity date too. The redemption has to be followed by the terms and conditions of each Convertible Debentures in accordance with the rules, regulations, laws, and/or permissions from related authorized governmental agencies. |

¹ As a result of Sycamore Capital SPC (“the Fund” or the “Investor”), the main investment objective is to purchase debentures to convert them into the Company’s common shares. At a price that is 10 percent discount from the market price, therefore, the benefits that the fund Expected to receive is profit from stock prices (Capital Gain). As a result, income from interest on debentures is not significant for the fund’s investment. Therefore, the fund sets the interest rate on convertible debentures at 0 percent.

| Heading | Details |
|---|--|
| Conversion Ratio | Principle amount of the Convertible Debentures divided by the conversion price. |
| Conversion price (origin and appropriateness of pricing or conversion rates) | <p>Not lower than 90% of the market price, therefore it is not considered an offer for sale of newly issued shares at a price lower than the market price as prescribed in the Notification of the Securities and Exchange Commission No. SorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments to a Private Placement and Offering of Convertible Debentures to Specific Person ("Notification No. Tor Jor. 16/2565")</p> <p>"Market Price" is calculated based on the weighted average price of the Company's shares trading on the Market for Alternative Investment (mai) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights, in accordance with the criteria set forth in the Notification No. TorJor. 16/2565 and the Notification No. SorChor. 46/2565 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price ("Announcement No. SorChor. 46/2565")</p> <p>In addition, since the Company has accumulated losses shown in the statements of financial position and income for the year ended September 30, 2023, the Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act (Section 52 of the Public Company Act stipulates that a company that has been in operation for not less than one year, if there is a loss, shares may be offered for sale at a price lower than the par value, but must be approved by the shareholders' meeting and with a definite discount rate)</p> <p>Market price will be calculated by specifying 2 decimal places. If the 3rd decimal place is 5 or more, it will be rounded up.</p> <p>The conversion price of the convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.</p> <p>Remarks:</p> <ul style="list-style-type: none"> ○ In the case that the accommodating shares are insufficient, the Company will follow the guideline in the topic "The event that the Company has to issue new shares to accommodate the change in the exercise of conversion rights". |
| Conversion Period | The Convertible Debentures holders may exercise their conversion rights of the Convertible Debentures every day until the close of business hours 1 week prior to the Convertible Debenture maturity date. |
| Number of ordinary shares accommodated for conversion | 1. 538,372,419 shares to accommodate the exercise of the conversion rights of the aforementioned convertible debentures, representing 24.31% of the paid-up capital of the Company as of the Board of Directors' Meeting No. 15/2023 on August 29 th , 2023 (Approved at the Extraordinary General Meeting of Shareholders No. 2/2023 on |

| Heading | Details |
|--|--|
| | <p>October 9, 2023). At present, 531,746,032 shares of conversion rights have been exercised. There are still 6,626,387 shares remaining to support the exercise of rights.</p> <p>2. 997,587,446 shares to accommodate the exercise of the conversion rights of the aforementioned convertible debentures, representing 36.32% of the paid-up capital of the Company as of the Board of Directors' Meeting No. 19/2023 on December 7th, 2023.</p> <p>When combined with the number of shares allocated to accommodate (1) The exercise of warrants to purchase ordinary shares of the Company No. 9 (CIG-W9) and (2) The exercise of warrants to purchase ordinary shares of the Company No. 10 (CIG-W10) and (3) The exercise of conversion rights of convertible debentures, according to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2023, totaling 1,373,381,442 shares, representing 50.00%, which is not exceeding 50% of the paid-up capital of the Company as of that date.</p> <p>Therefore, the total number of common shares allocated to support the conversion is 1,004,213,833 shares.</p> <p>Sycamore Capital SPC, acting on behalf of and for the account of Sycamore Equity Fund SP (subscriber), will not exercise the Convertible Debenture rights to the extent of crossing the tender offer ration.</p> |
| Secondary market for ordinary shares as a result of the conversion | The Company shall arrange to list the ordinary shares issued as a result of the conversion on the Market for Alternative Investment (mai) or any exchange that the Company's securities are listed on. |
| Restrictions on transfer of the Convertible Debentures | <p>As this issuance and offering of the Convertible Debentures is considered as an offering to no more than 10 specific investors within 4-month period as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments through a private placement and the offering of convertible debentures to persons with specific characteristics ("Notification No. Tor Jor. 16/2565") Therefore, the transfer of the Convertible Debentures to any person at any time throughout its tenure shall not cause the number of the holders to exceed 10 specific investors within 4 month period, provided that the number of the holders shall be calculated from investors holding the Convertible Debentures on private placement basis (whether such investors hold the newly issued convertible debentures or receive the convertible debenture from the transfer by any existing Convertible Debentures holders) and actual debenture holders, except by way of inheritance.</p> |
| Allocation Method | Allocated by private placement, once or several times, to Sycamore Capital SPC, acting for and on behalf of and for the account of Sycamore Equity Fund SP, which is an institutional investor pursuant to Clause 5 (10) of the |

| Heading | Details |
|---|---|
| | Notification of the Securities and Exchange Commission No. KorJor. 39/2564 Re: Determination of Definitions of Institutional Investor, Ultra-High Net Worth Investor and High Net Worth Investor and this private placement of convertible debentures is in accordance with the Notification No. Tor Jor. 16/2565. |
| The event that the Company has to issue new shares to accommodate the change in the exercise of conversion rights | The Company may register the increase in capital to accommodate the conversion by the resolution of shareholders' meeting or compensate in cash to the Convertible Debentures holder in regards with the terms and conditions of the Convertible Debentures. |
| Impact on Shareholders | <p>In consideration of the impacts on the Company's shareholders, it will be taken into consideration the impact of the Convertible Debentures in case the Company issued and offered Convertible Debentures to investors. In this regard, two aspects of the impacts on the shareholders of the Company will be taken into consideration, which are, impact to the market price of shares (Price Dilution) and impact to the voting rights of existing shareholders (Control Dilution), with details as follows:</p> <p><u>In the event that the CIG-W9 and CIG-W10 warrants are not exercised</u></p> <p>(1) Price Dilution can be calculated from the following formula:</p> $\text{Price Dilution} = (\text{Po} - \text{PE}) / \text{Po}$ <p>Whereas;</p> <p>Po = The existing share price, which is 0.1074 Baht per share, is based on the weighted average price of the Company's shares listed on the Market for Alternative Investment (mai) for the past 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the meeting of shareholder to consider and approve the issuance of newly issued ordinary shares to accommodate the conversion of convertible debentures to a private placement, which is between November 15, 2023 and December 6, 2023.</p> <p>Pe = The conversion price of convertible debentures at 90% of the market price assuming equal to Po, which is 0.0966 Baht per share.</p> <p>PE = share price after the offering of convertible debentures, where;</p> $\text{PE} = ((\text{Po} \times \text{Qo}) + (\text{Pe} \times \text{Qe})) / (\text{Qo} + \text{Qe})$ <p>Qo = Existing shares, which equal to 2,746,762,885 shares (excluding shares reserved for the exercise of warrants)</p> <p>Qe = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 997,587,446 shares.</p> <p>Therefore</p> |

| Heading | Details |
|---------|---|
| | <p> $PE = (0.1074 \times 2,746,762,885) + (0.0966 \times 997,587,446) / (2,746,762,885 + 997,587,446)$ </p> <p>PE = 0.1045 Baht per shares</p> <p>Price Dilution = $(Po - PE) / Po = (0.1074 - 0.1045) / 0.1074 = 2.66\%$</p> <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, will affect the stock's market price by 2.66%, which is the case when the Company issued and offered the most convertible debentures at the conversion price equal to 90% of the Po.</p> <p>(2) Control Dilution can be calculated from the following formula:</p> <p>Control Dilution = $Qe / (Qo + Qe)$</p> <p>Whereas;</p> <p>Qo = Existing shares, which equal to 2,746,762,885 shares (excluding shares reserved for the exercise of warrants)</p> <p>Qe = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 997,587,446 shares.</p> <p>Control Dilution = $(997,587,446 / (2,746,762,885 + 997,587,446))$</p> <p>= 26.64%</p> <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, the control dilution of the shareholders will be 26.64%.</p> <p><u>In the event that the CIG-W9 and CIG-W10 warrants are exercised</u></p> <p>(1) Price Dilution can be calculated from the following formula:</p> <p>Price Dilution = $(Po - PE) / Po$</p> <p>Whereas;</p> <p>Po = The existing share price, which is 0.1074 Baht per share, is based on the weighted average price of the Company's shares listed on the Market for Alternative Investment (mai) for the past 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the meeting of shareholder to consider and approve the issuance of newly issued ordinary shares to accommodate the conversion of convertible debentures to a private placement, which is between November 15, 2023 and December 6, 2023.</p> <p>Pe = The conversion price of convertible debentures at 90% of the market price assuming equal to Po, which is 0.0966 Baht per share.</p> <p>PE = share price after the offering of convertible debentures, where;</p> <p>PE = $((Po \times Qo) + (Pe \times Qe)) / (Qo + Qe)$</p> <p>Qo = Existing shares, which equal to 3,122,553,996 shares</p> |

| Heading | Details |
|---|--|
| | <p>Qe = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 997,587,446 shares.</p> <p>Therefore</p> $PE = (0.1074 \times 3,122,553,996) + (0.966 \times 997,587,446) / (3,122,553,996 + 997,587,446)$ <p>PE = 0.1048 Baht per shares</p> <p>Price Dilution = $(Po - PE) / Po = (0.1074 - 0.1048) / 0.1074 = 2.42\%$</p> <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, will affect the stock's market price by 2.42%, which is the case when the Company issued and offered the most convertible debentures at the conversion price equal to 90% of the Po.</p> <p>(2) Control Dilution can be calculated from the following formula:</p> $\text{Control Dilution} = Qe / (Qo + Qe)$ <p>Whereas;</p> <p>Qo = Existing shares, which equal to 3,122,553,996 shares (excluding shares reserved for the exercise of warrants)</p> <p>Qe = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 997,587,446 shares.</p> $\text{Control Dilution} = (997,587,446 / (3,122,553,996 + 997,587,446)) = 24.21\%$ <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, the control dilution of the shareholders will be 24.21%.</p> |
| Other Information | The details described above are the summary of the terms and conditions of the Convertible Debentures and are still subject to change. Further relevant details will be stipulated in the terms and conditions of the Convertible Debentures. |
| Objectives of issuing convertible debentures and plans for utilizing proceeds | Please consider the objectives of issuing convertible debentures and plans for utilizing proceeds as detailed in the Capital Increase Report Form (F53-4) (<u>Attachment 2</u>) |
| Board of Directors' Opinions | |
| Reason, necessity, and suitability for the issuance of convertible debentures, including analyzing the Company's ability to | The Board of Directors is of the opinion that fundraising by issuing and offering convertible debentures is a good choice to increase the Company's capital, to increase liquidity, and for fast fundraising to adapt to the rapidly changing stock market and environment conditions. This will benefit the Company's business operations in order to increase its financial liquidity and to expand investments when the Company has a |

| Heading | Details |
|--|--|
| <p>repay shareholders who do not exercise their conversion rights at maturity date.</p> | <p>need in a timely manner. It also helps to reduce the financial cost of the Company in the event that the capital increase is used to pay off debts, including increasing the stability and sustainability of the financial position of the Company, which will undoubtedly strengthen and stabilize the Company's financial position. It also restructures the appropriateness of the Company's capital structure. The Company can use the money to generate income from investments and business development of the Company and/or invest in new businesses that are related to or supports the business that is currently operating. This will generate returns for the company and shareholders in the future. In addition, this fundraising will also benefit the company and shareholders, as detailed in the Capital Increase Report Form (F53-4) (Attachment 2). However, in the event that the Company has issued convertible debentures and the convertible debenture holders do not exercise their convertible rights at maturity date, the Company expects that its future cash flow should be sufficient for business operations. In addition, if necessary, the Company may issue and offer newly issued ordinary shares to shareholders or private placement, which is another solution. However, the Company will consider the appropriateness during that particular time to decide again.</p> |
| <p>Possibility of the plan for utilizing funds</p> | <p>The Company expects to proceed with the issuance and offering of convertible debenture to investors as well as to receive money from the sale of such convertible debenture within 1 year from the date that the shareholders' meeting approved to offer for sale the convertible debenture. However, if the Company does not receive money from this capital increase, the Company may lose the opportunity to expand its business according to the Company's business plan in the future.</p> |
| <p>Expected impacts on the Company's business operations, including its financial position and operating results due to the capital increase</p> | <p>Increasing the Company's registered capital by issuing convertible debentures will strengthen both its financial structure and increase its financial flexibility to invest in future projects. Therefore, such capital increase will not adversely affect the business operation, financial position, and performance of the Company.</p> |
| <p>Directors' Testimonials</p> | <p>In the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B.E. 2535 and if the performance of such duties causes the Board of Directors or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).</p> |

(F53-4)

Capital Increase Report Form
C.I. Group Public Company Limited
December 7th, 2023

C.I. Group Public Company Limited (“**Company**”) hereby inform the resolutions of the Board of Directors Meeting No. 19/2023, held on December 7th, 2023, regarding the capital decrease, capital increase, and allocation of newly issued shares as follows:

1. Capital Increase

The Board of Directors' Meeting approved to propose to the Meeting of Shareholders to consider and approve the increase of the Company's registered capital by 498,793,723 Baht from the existing registered capital of 1,561,278,440.50 Baht to the new registered capital of 2,060,072,163.50 Baht by issuing, not exceeding, 997,587,446 newly issued ordinary shares at the par value of 0.50 Baht per share, to accommodate the conversion rights of the Convertible Debentures issued and offered for sale to specific investors (according to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2023, on October 9th, 2023), details are as follows:

| Capital Increase | Type of securities | Number of shares (shares) | Par value (Baht per share) | Total (Baht) |
|---|-----------------------|---------------------------|----------------------------|---------------------|
| <input checked="" type="checkbox"/> Specifying the purpose of utilizing funds | Ordinary Preferred | 997,587,446 - | 0.50 - | 498,793,723.00 - |
| <input type="checkbox"/> General Mandate | Ordinary Preferred | - - | - - | - - |

- Specifying the purpose of utilizing the capital: please fill in all of the following items except item No. 2.2
- General Mandate: please fill in only items No.2.2, No.3, and No.4

2. Allocation of Newly Issued Shares

2.1 Specifying the purpose of utilizing funds

| Allocated To | Number of Shares | Ratio (Old: New) | Selling Price (Baht Per Share) | Subscription and payment period | Remark |
|---|----------------------------------|--|--|---|---|
| To accommodate to exercise of conversion rights for the Convertible Debentures offered to Sycamore Capital SPC, acting for and on behalf of and for the account of Sycamore Equity Fund SP (subscriber) | Not exceeding 997,587,446 shares | Conversion ratio is equal to the principal amount of the convertible debenture to be converted divided by the conversion price | Not less than 90% of the market price (conversion price) | The Company will specify later, please consider the remarks below | Please consider the remarks below, no. 2 - 5, and the Summary of Important Terms and Conditions of the Convertible Debentures, Attachment 1 |

| Allocated To | Number of Shares | Ratio (Old: New) | Selling Price (Baht Per Share) | Subscription and payment period | Remark |
|--------------------------------|------------------|------------------|--------------------------------|---------------------------------|--------|
| (Please consider remark no. 1) | | | | | |

¹Pricing criteria = The offering price of shares is not lower than 90% of the market price of the Company's ordinary shares. The market price of the Company's ordinary shares is equal to the weighted average price of the Company's shares in the Market for Alternative Investment (mai) for the past period of not less than 7 consecutive business days but not more than 15 consecutive business days prior the date on which the convertible debenture holders will be able to exercise their rights to convert the debentures.

Remark:

1. The Subscriber is an exempted company incorporated on 5 July 2019 and registered as a segregated portfolio company in the Cayman Islands, acting on behalf of and for the account of Sycamore Equity Fund SP (a segregated portfolio set up under Sycamore Capital SPC). As at the date of this Agreement, the Subscriber has appointed Lucerne Asset Management Pte. Ltd., a capital markets services license holder granted by the Monetary Authority of Singapore to serve as the discretionary investment manager of all the investments of the Subscriber. The Subscriber is desirous of subscribing the RCPS (Redeemable Convertible Preference Shares)¹ issued by the Company for investment purposes only which is in line with the investment objective of the Subscriber to achieve medium to long-term capital appreciation through investments in primarily quoted shares and options (but with the ability to also invest in warrants, rights issue, preference shares, notes, convertible instruments and derivatives from time to time) to assist small and medium capitalisation, publicly listed companies with a continued stable source of longer-term funding. Sycamore Capital SPC, acting for and on behalf of and for the account of Sycamore Equity Fund SP is an Institutional Investor pursuant to the Clause 5 (10) of the Notification of the Securities and Exchange Commission No. KorJor. 39/2564 Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor.
2. The Board of Directors' Meeting approved to propose to the Meeting of Shareholders to consider and approve the increase of the Company's registered capital by 498,793,723 Baht from the existing registered capital of 1,561,278,440.50 Baht to the new registered capital of 2,060,072,163.50 Baht by issuing, not exceeding, 997,587,446 newly issued ordinary shares at the par value of 0.50 Baht per share, to accommodate the conversion rights of the Convertible Debentures issued and offered for sale to specific investors.
3. The Board of Directors' Meeting approved to propose to the Meeting of Shareholders to consider and approve the issuance and allocation of the newly issued ordinary shares, whether once or several times, not exceeding 997,587,446 shares with the par value of 0.50 Baht per share to accommodate the conversion rights of the Convertible Debentures issued and offered to Sycamore Capital SPC, acting for and on behalf of and for the account of Sycamore Equity Fund SP (subscriber), which are not connected persons of the Company in accordance to the Connected Transaction Notifications. However, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Market for Alternative Investment (mai) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion

¹ Redeemable Convertible Preference Shares means convertible debentures that can be refunded. Under the main objective of the Fund is to purchase debentures to convert into ordinary shares of the Company that can be traded on the stock exchange at a conversion price with a 10 percent discount from the market price.

rights, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 16/2565, the Notification of the Office of the Securities and Exchange Commission No. SorChor. 46/2565 and the Notification No. Tor Jor. 28/2565. In addition, since the Company has accumulated losses shown in the statements of financial position and income for the year ended September 30th, 2023, the Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act (Section 52 of the Public Company Act stipulates that a company that has been in operation for not less than one year, if there is a loss, shares may be offered for sale at a price lower than the par value, but must be approved by the shareholders' meeting and with a definite discount rate). Details are shown in the Summary of the Important Terms and Conditions of the Convertible Debentures of C.I. Group Public Company Limited (**Attachment 1**)

Remarks: Market price will be calculated by specifying 2 decimal places. If the 3rd decimal place is 5 or more, it will be rounded up. The conversion price of the convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.

In this regard, the allocation of newly issued ordinary shares to support the exercise of the conversion rights of the aforementioned convertible debentures, representing 36.32% of the paid-up capital of the Company as of the Board of Directors' Meeting No. 19/2023 on December 7th, 2023, when combined with the number of shares allocated to accommodate (1) The exercise of warrants to purchase ordinary shares of the Company No. 9 (CIG-W9) and (2) The exercise of warrants to purchase ordinary shares of the Company No. 10 (CIG-W10) and (3) The exercise of conversion rights of convertible debentures, according to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2023, totaling 1,373,381,442 shares, representing 50.00%, which is not exceeding 50% of the paid-up capital of the Company as of that date.

2.1.1 Company Procedures in the case of fractional shares

In the case of fractional shares as a result of converting the Convertible Debentures into ordinary shares, disregard such fractions.

2.2 General Mandate

| Allocated to | Type of Securities | Number of shares | Percentage of paid-up capital ^{1/} | Remarks |
|---|--------------------|------------------|---|---------|
| Existing Shareholders | Ordinary | - | - | - |
| | Preferred | - | - | - |
| To accommodate the conversion/exercise of the transferable warrants | Ordinary | - | - | - |
| | Preferred | - | - | - |
| Public Offering | Ordinary | - | - | - |
| | Preferred | - | - | - |
| Private Placement | Ordinary | - | - | - |
| | Preferred | - | - | - |

^{1/} The percentage of the paid-up capital as of the date of the Board of Directors' Meeting resolved to increase the Company's capital increase by way of General Mandate.

3. Schedule for the Shareholders' Meeting to Approve the Capital Increase/Allocation of Issued Shares

Schedule the Extraordinary General Meeting of Shareholders No.1/2024 to convene on Wednesday, January 17th, 2024, at 2.00 p.m. and to hold such meeting at Head Office of C.I. Group Public Company Limited, 1/1 Moo 7, Bangkuwat Road, Bangkuwat Subdistrict, Mueang Pathum Thani District, Pathum Thani Province 12000

- ☒ The record date to determine the list of shareholders entitled to attend the shareholders' meeting shall be on Thursday, December 21st, 2023.
- ☐ The share register shall be closed to suspend any share transfer for the right to attend the Extraordinary Shareholders' Meeting from.....until the shareholders' meeting is adjourned.

4. Approval for capital increase/share allocation from relevant governmental agencies and conditions of such approval

- 4.1 Approved by the shareholders' meeting to proceed with the decrease and increase of registered capital, including other related matters
- 4.2 The Company shall register the decrease and increase of registered capital, as well as the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date on which the Extraordinary General Meeting of the Shareholders No. 2/2023 resolved to approve the capital increase, and the amendment of the Company's Memorandum and of Association;
- 4.3 The Company shall register the transfer restriction of the issued and offered Convertible Debentures, which limits the transfer of the Convertible Debentures to no more than 10 specific investors within a 4-month period with the Securities and Exchange Commission;
- 4.4 The Company shall apply for approval from the Stock Exchange of Thailand for the listing of the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand in accordance to the rules and regulations related to the Stock Exchange of Thailand after the Convertible Debentures holder has converted the Convertible Debentures into the Company's ordinary shares (in the case of such exercise).

5. Objectives of capital increase and plans for utilizing proceeds received from the capital increase

The Company raise funds by issuing and offering convertible debentures issued to Sycamore Capital SPC, acting for and on behalf of and for the account of Sycamore Equity Fund SP (subscriber), the objective of such fund raising is stated below, in which the estimated amount of funds to be used does not exceed 99,758,744 Baht within the period of 12 months from the date of receipt of funding:

| Objective of utilizing proceeds | Estimated amount used (Baht) | Period of utilization |
|---|------------------------------|--|
| 1. To be used as working capital in the Company and/or subsidiary, and to enhance liquidity in the Company's business operations. To increase the strength and stability of the Company's financial position. | 49,879,372 Baht | within the period of 12 months from the date of receipt of funding |
| 2. To increase business competitiveness and prepare to support future business | 39,903,498 Baht | |

| Objective of utilizing proceeds | Estimated amount used (Baht) | Period of utilization |
|--|------------------------------|-----------------------|
| opportunities that may occur of the Company and Subsidiaries, to continue in the main business and/or other businesses and/or similar to the main business that the Company operates. The investment conditions are in accordance with the Company's investment policy framework at that time, which the company is in the process of studying such business opportunities | | |
| 3. To repay the Company's loan debt and/or subsidiary | 9,975,874 Baht | |

Remark: amount of such funds calculated from the weighted average price of the Company's shares in the Market for Alternative Investment (mai) for not less than 7 consecutive business days but not more than 15 consecutive business days prior the date of the Board of Directors' resolution. However, the amount of capital may be changed according to the market price on the offering date.

However, the amount of funds and period of allocation can be adjusted in accordance to the circumstances of the business and suitability.

6. Benefits that the Company will receive from the capital increase/share allocation

- 6.1 The Company will have more liquidity as the capital increase will be used as working capital. This will help strengthen its financial position and stabilize the Company's business, by having enough money to operate and expand the Company's business in the future.
- 6.2 Prepare the Company to for business operations, by increasing the flexibility of the Company's capital structure and to have enough money to operate businesses now and in the future, including the expansion of the Company's business. This will enable the Company to create a stable and sustainable income base in both the short and long term.
- 6.3 The Company will be able to enhance its financial position and stability for normal operations in its core businesses, related business, and the improvement of the Company's business as a whole.
- 6.4 Helps the Company maintain its ability to meet financial obligations, such as the payment of various debts, including interest, arising from normal business operations which enhances the ability expand the Company's investment portfolio, which will affect the Company's potential to grow in the future.

7. Benefits that the Shareholders will receive from the capital increase/share allocation

- 7.1 Funds from this capital increase will strengthen the Company's financial structure, as well as to invest, which will enhance the Company's income and profits in the future. If the Company's operational results are better, the shareholders will receive benefits through receiving the Company's dividends according to the Company's dividend payment policy.
- 7.2 The convertible debenture holder who exercise his/her right to convert into the Company's ordinary shares will be entitled to receive dividends from their operations, right to attend the

shareholders' meeting, or other rights as the shareholders of the Company, starting from when there is an exercise of right to convert the convertible debentures of the Company to the Company's ordinary shares and his/her name is in the Company's shareholders' register that have been registered with the Ministry of Commerce.

7.3 Company's Dividend Payment Policy

The Company has a policy to pay dividends each year at the rate of not less than 50% of net profit after legal reserves as stated in the Company's Articles of Association. However, the dividend payment may change from time to time depending on the cash flow, investment plan of the Company and affiliated companies as the Board of Directors deems appropriate.

7.4 Shareholders' Rights

Convertible debenture holders who have exercised their rights to convert into ordinary shares of the Company and those who subscribe for the capital increase shares will be a shareholder of the Company only when the Company has registered the name of the subscriber in the Company's share book and the Company has already registered the amendment of paid-up capital to the Department of Business Development. This includes the right to attend shareholders' meetings and the right to receive dividends.

8. Other details necessary for shareholders' decision making in the approval of the capital increase/share allocation

For other details necessary for the shareholders' decision in regards to the capital increase/allocation, please consider the details in the Summary of the Important Terms and Conditions of the Convertible Debentures of C.I. Group Public Company Limited (**Attachment 1**)


9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/share allocation

| No. | Procedures of the Capital Increase | Date/Month/Year |
|-----|--|---|
| 1 | Board of Directors' Meeting No. 19/2566 | December 7 th , 2023 |
| 2 | Date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2024 (Record Date) | December 21 st , 2023 |
| 3 | the Extraordinary General Meeting of Shareholders No.1/2024 | January 17 th , 2024 |
| 4 | Registration of the decrease and increase of registered capital and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce | Within 14 days from the date of the Extraordinary General Meeting of Shareholders No.1/2024 approve to increase or registered capital |
| 5 | Issuing and offering convertible debentures by private placement (according to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2023 on October 9 th , 2023) | Determined after obtaining approval from the Extraordinary General Meeting of Shareholders No.2/2023 |
| 6 | Registration of the amendment of paid-up capital with the Department of Business Development, Ministry of Commerce and the listing of newly issued shares as a listed securities on the Stock Exchange of Thailand | After the exercise of conversion rights on Convertible Debentures of the Company |

The Company hereby certify that the information contained in this report form is correct and complete in all respects.

C.I. Group Public Company Limited

-Company's Seal-



(Mr. Aree Poomsanoh)




(Mr. Theera Poomsanoh)

Authorized Director

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 : 12 years 7 months (as of 31 December 2023) CIG shareholding (as of 31 December 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 : 77 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 : 1 year 3 months (as of 31 December 2023) CIG shareholding (as of 31 December 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 19th February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believed that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholders entitled to attend the meeting which should be observed by the shareholders, would cause transparency fair and benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by basis, at the Company's sole discretion.

1. Natural person

1.1 Thai nationality

- a) Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer)
- b) In case of proxy, a copy of the shareholder's Identification Card and identification card or passport (in case of a foreigner) of the proxy.

1.2 Non-Thai nationality

- a) Passport of the shareholder
- b) In case of proxy, a copy of the shareholder's passport and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

2.1 Juristic person registered in Thailand

- a) Corporate affidavit, issued within 30 days by Commercial Registration Department, Ministry of Commerce
- b) A copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including Identification Card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside of Thailand

- a) Corporate affidavit; and
- b) A copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form together with Identification Card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of and documents or evidence produced or executed outside of Thailand such documents or evidence should be notarized by a Notary Public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 12.30 pm.

PROXY FORM (Form B)

Shareholders' Registration No.

Written at.....

Date.....Month.....Year.....

(1) I/WeNationality.....Age.....years

Address.....Road.....Tambol/Kwaeng.....

Ampur/Khet.....Province.....Postal Code.....

(2) As a shareholder of **C.I.Group Public Company Limited** holding the total amount ofshares☐ Ordinary share.....shares and have the right to vote equal to.....votes

(3) I/We hereby appoint

☐ 1. Pol.Gen. Prung Boonpadung, 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 77 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.1/2024 on Wednesday, January 17th, 2024, 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 Extraordinary General Meeting of Shareholders No.2/2023, Held on October 9th, 2023.☐ Approve☐ Disapprove☐ Abstain

Agenda 2 To Consider and Approve the Increase of the Company's Registered Capital and the Amendment of Clause 4 of the Company's Memorandum of Association to Reflect the Increase of the Company's Registered Capital.

☐ Approve☐ Disapprove☐ Abstain

Agenda 3 To Consider and Approve the Allocation of Newly Issued Ordinary Shares to Accommodate the Exercise of the Convertible Debentures that Issued and Offered to Specific Investors. (According to the Resolution of the Extraordinary General Meeting of Shareholders No.2/2023 on October 9th, 2023)

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 4 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.1/2024 on Wednesday, January 17th, 2024 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.....

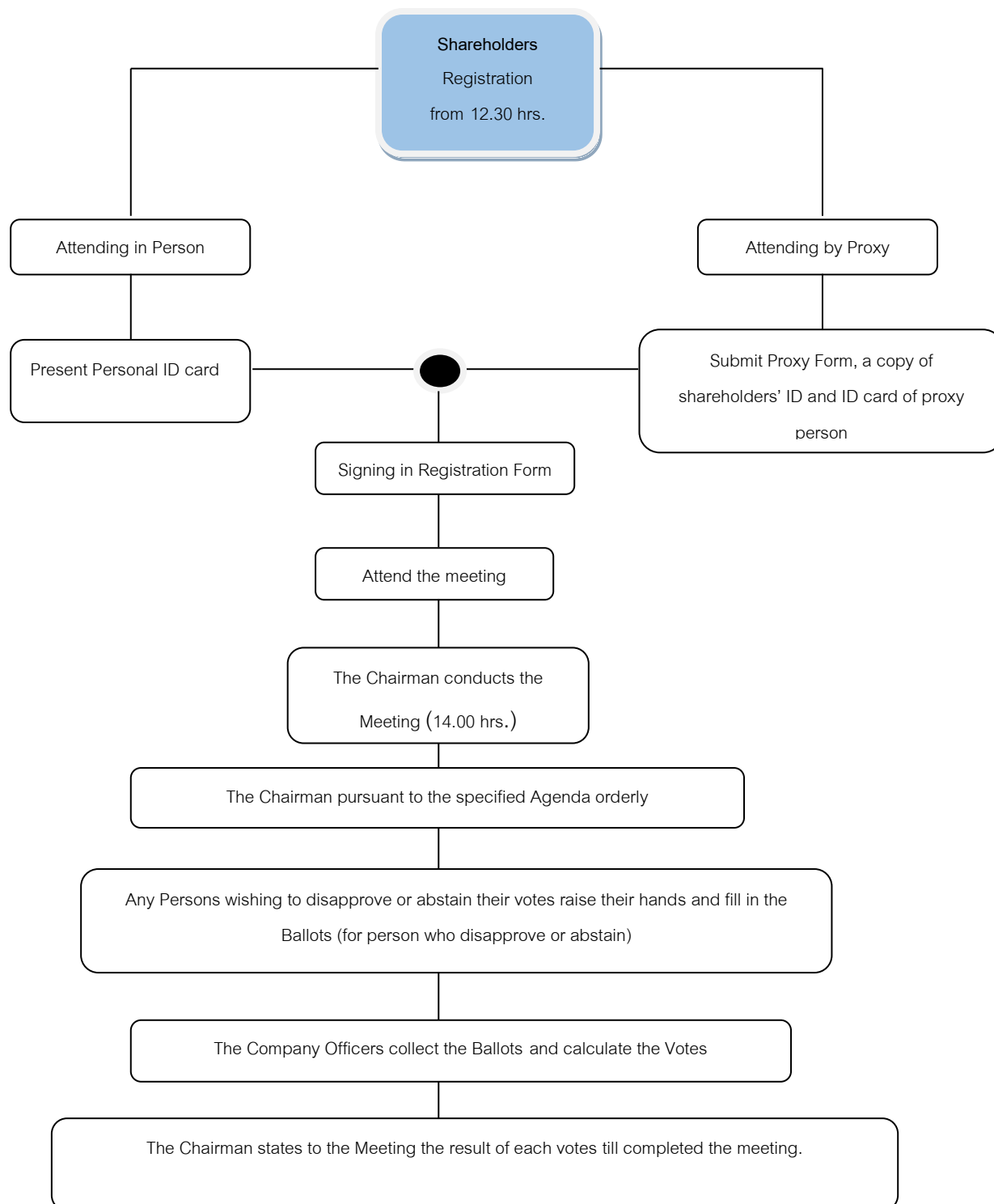
Signed.....Proxy Holder

(.....)

Date.....

Steps for Attending the Extraordinary General Meeting No.1/2024

The C.I. Group Public Company Limited

January 17th, 2024

Privacy Notice for the Extraordinary General Meeting No. 1/2024

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

1. The Collection of Personal Data

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

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

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

2. The Collection of Personal Data

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

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

The Company collects, uses, and discloses your Personal Data for the purposes to call the Extraordinary General Meeting No. 1/2024. Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

4. The Personal Data retention period

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

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

5. Your Rights as a Data Subject

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

6. The Disclosure of Personal Data to a Third Party

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

7. Contact channels

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

THE EXTRAORDINARY GENERAL MEETING NO. 1/2024 VENUE

