



C.I.GROUP PUBLIC COMPANY LIMITED

The background of the slide is a large, circular image of a modern, multi-story building with a glass and metal facade. Overlaid on this are four smaller circular callouts: the top-left shows an aerial view of a large stadium or arena under construction; the top-right shows a close-up of a complex, metallic, coiled industrial structure; the bottom-right shows a glass-fronted building with a 'Samar' sign; and the bottom-center features the main text 'EMPOWER with CARE' in white on a dark blue circular background.

EMPOWER
with
CARE

INVITATION TO ANNUAL GENERAL MEETING OF SHAREHOLDERS

April 20th, 2020 at The Panorama 1 Room,
14th Floor, The Emerald Hotel 99/1 Rachadapisek Road,
Dindaeng, Bangkok 10400, Thailand.

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**C.I. GROUP
PUBLIC COMPANY LIMITED**
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Subject: Invitation Letter for the Annual General Shareholders Meeting No.1/2020
To: Shareholders of C.I. Group Public Company Limited
Enclosed: 1. The 2019 Annual Report in QR Code and the Financial Statements for the Financial Year 2019.
(Reference for Agenda 2)
2. Invitation Letter of Annual General Meeting 2020

The Board of Directors of C.I. Group Public Company Limited (the "Company") has resolved to set up the Annual General Meeting No.1/2020 on April 20th, 2020 at The Panorama 1 Room, 14th Floor, The Emerald Hotel 99/1 Rachadapisek Road, Dindaeng, Bangkok 10400, Thailand.

The agendas are as follows:

Agenda 1 To Certify the Minutes of the Annual General Meeting of Shareholders on April 24th, 2019.

Comments from the Board of Directors: The Meeting duly considered and unanimously resolved to adopt and approve the minute of the Annual General Meeting of Shareholders No.1/2019 which was held on April 24th, 2019 details are as shown in the enclosed document item 1.

Agenda 2 To Acknowledge the Result of Business Operation of CIG and to Consider and Approve the Audited Financial Statement for the Fiscal Year Ended as of December 31st, 2019.

Comments from the Board of Directors: The Meeting resolved the acknowledgement of the results of business operations of CIG for the year 2019 (see Financial Highlight: Attachment 2) and the audited Financial Statement for the fiscal year ended as of December 31st, 2019 and the Auditor's Opinion is approved details as shown in the 2019 Annual Report, "Financial Statement"

Agenda 3 To Consider and Approve Omission of Payment of Dividend from the Performance of the 2019 Fiscal Year.

Comments from the Board of Directors: The payment of dividend from the performance of the 2019 fiscal year to the shareholders not to be paid due to deficit of the company's performance as states in The Company's Articles of Association related to dividend payment policy (Attachment 3).

Agenda 4 To Consider and Approve the Directors' Remuneration and Meeting Allowance for 2020

Comments from the Board of Directors: The Director's remuneration and meeting allowance had not been approved by the Remuneration Committee due to no such a committee as yet. However, consideration of remuneration and allowance of the directors had been done carefully by comparing with other similar industries together with considering from growth and status of the company's business as well prior to propose. The directors' remuneration for the 2020 fiscal year at the amount of not exceeding Baht 8,000,000, the attendance fee for the Board of Directors of Baht 5,000 per director per time, and the attendance fee for the audit committee of 5,000 Baht per director per time. Details of remuneration payment for each Director of the year 2019 are shown in the 2019 Annual Report, Directors' Remuneration.



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Agenda 5 To Consider and Approve the Appointment of the Auditor and the Auditor's Remuneration for 2020

Comments from the Audit Committee: The Audit Committee has considered nominated auditors by qualifications in accordance with the notifications of The Securities and Exchange Commission and The Stock Exchange of Thailand. Then, propose to the Board of Directors to consider to propose shareholders to consider appointment of Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, (CPA Registration No.4663, 4664 and 5369 respectively) or other CPAs, who are in list of approved auditors by the office of SEC. of Sam Nak-Ngan A.M.C. Co.,Ltd. as CIG's Auditor for the year, ending December 31st, 2020, These auditors are independent no relationship and/or no interest with the company/management and major shareholders. Where the auditing fee will not exceed Baht 1,120,000 per year (not inclusive of other payments related to audit).

Comments from the Board of Directors: Approved the appointment of auditor for 2020 from Sam Nak-Ngan A.M.C. Co.,Ltd as per proposal of the Audit Committee that had already considered thoroughly with approval of the Board of Directors to propose to the Annual General Meeting No.1/2020 to consider Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, (CPA Registration No.4663, 4664 and 5369 respectively) or other CPAs, who are in list of approved auditors by the office of SEC. of Sam Nak-Ngan A.M.C. Co.,Ltd. as CIG's Auditor for the year, ending December 31st, 2020, These auditors are independent no relationship and/or no interest with the company/management and major shareholders which was performed as the auditor of the company last year for 2 fiscal years. Where the auditing fee will not exceed Baht 1,120,000 per year (not inclusive of other payments related to audit). Details of payment to the auditor of the year 2019 is shown in the 2019 Annual Report.

Note: Sam Nak-Ngan A.M.C Co.,Ltd. will also be the sub-company's auditors.

Agenda 6 To consider and approve elect persons to replace directors who completed their rotational terms.

On the AGM 2020, there are one-third of directors will be retired by rotations that are:

- | | |
|------------------------|----------------------|
| 1) Mr.Songphol Annanon | Independent Director |
| 2) Mr.Nadith Rodphet | Independent Director |

The company had been announced in the website of the company inviting investors to propose name of appropriated persons to be elected inclusive of proposing Agendas (if any) but there is no proposing at all. The Board of Directors has followed the selection process by which considering required qualification of directors to be allied with the company's strategies' that is lack in order to create the most effective to the company. During the vote the related Directors not allowed to attend. The Board then proposed to re-elect the directors who are retired by rotation to continue their position which profiles of the nominated persons to be independent director in replacement of those who are retired by rotation are shown in attachment 4 and definition of independent director in attachment 4 in the Invitation Booklet as follows.

- | | |
|------------------------|----------------------|
| 1) Mr.Songphol Annanon | Independent Director |
| 2) Mr.Nadith Rodphet | Independent Director |

Comments from the Board of Directors: Approved the appointment of Directors of the C.I.Group Public Company Limited which are Mr.Songphol Annanon and Mr.Nadith Rodphet to replace directors who are retired by rotation after carefully deliberate.



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Agenda 7 To consider and approve the issuance of Warrants of C.I.Group Public Company Limited No. 8 (CIG-W8)

The company did not pay dividend for the last year performance, therefore, the shareholders will receive some benefits from the issuance and offering of warrants#8 (CIG-W8) to existing shareholders of the Company. Also, the company in needed of budget to expand business.

Comments from the Board of Directors: the Board of Directors resolved to approve the issuance of warrants#8 (CIG-W8) to existing shareholders of the Company in the amount of not exceeding 432,393,391 units at the ratio of 2 existing ordinary share per 1 unit of CIG-W8 (delete any fraction of shares).

The number of shares issued for the exercise of CIG-W8 will not exceed 50 percent of the paid-up capital. It is assigned to the Board of Directors and/or the Authorized Directors and/or the person assigned by the Board of Directors or the Authorized Directors to have the power to consider and adjust any conditions and details of CIG-W8. The details are shown in Details of CIG-W8 offering (Attachment 6). The record date for eligible shareholders who have the right to receive CIG-W8 will be on March 23rd, 2020.

However, the right to receive CIG-W8 is still uncertain depending on the approval of the company shareholders' meeting.

Agenda 8 To consider and approve the increase of the Company's registered capital from THB 432,393,391 to THB 648,590,086.50

The Company is to increase the Company's registered capital to accommodate the exercise of CIG-W8 (see details in Attachment 6 and 7)

Comments from the Board of Directors: Approved to increase of the Company's registered capital of 432,393,391 shares with a par value of THB 0.50 per share, equal to THB 216,196,695.50 to accommodate the exercise of CIG-W8.

Agenda 9 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in accordance with the increase of the Company's registered capital.

The amendment is in coherent with the increase of registered capital which will be changed to:

No.4	Registered Capital	648,590,086.50	Baht	(Six Hundred and Forty Eight Million Five Hundred Ninety Thousand and Eighty-six and Point Fifty Baht)
	Divided to	1,297,180,173	shares	(One Billion Two Hundred Ninety Seven Million One Hundred Eighty Thousand and One Hundred Seventy-Three shares)
	Par Value	0.50	Baht	(Point Fifty Baht)
	Preferred Shares	None		

Comments from the Board of Directors: Approve the amendment to Clause 4 of Company's Memorandum of Association in accordance with the increase of registered capital.

Agenda 10 To consider and approve the allocation of the newly issued ordinary shares of not exceeding 432,393,391 shares to accommodate the exercise of CIG-W8

Comments from the Board of Directors: Approve the allocation of the increased ordinary shares of not exceeding 432,393,391 shares with a par value of THB 0.50 per share to accommodate the right exercise of CIG-W8 in accordance


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with the increased registered capital of the company. It is assigned to the Board of Directors of the company and/or the Authorized Directors and/or the person assigned by the Board of Directors of the company and/or the Authorized Directors to have his power to consider and to determine, the conditions and related details to the offering the shares as mentioned above, including the power to sign on related documents with the power to operate necessarily and reasonably related to the offering of shares of capital increase including but not limited to offering information, submitting the evidence documents to the Securities and Exchange Commission and The Stock Exchange of Thailand, the Thailand Securities Depository Co., Ltd., the Ministry of Commerce or other related units, as well as to take the common stocks of capital increase to register as the registered securities on the MAI.

Agenda 11 Others (if any)

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

Guideline for the Shareholders for attending the 2020 Annual General Meeting of Shareholders in regards to the outbreak of the Coronavirus Disease 2019 (COVID-19)

Reference is made to the discussion between the Securities and Exchange Commission, Thailand ("SEC"), Department of Business Development, Ministry of Commerce, Ministry of Digital Economy and Society and the Stock Exchange of Thailand to seek for the solutions for holding the Shareholders Meeting of the listed company in respect of the continuous outbreak of the Coronavirus Disease 2019 (COVID-19) on 2 March 2020 at SEC.

C.I.Group Public Company Limited (the "Company") seriously pays attention and concerns to such situations and hereby recommends the Guideline for the Shareholders to attend the 2020 Annual General Meeting of Shareholders as follows;

1. For the Shareholders who traveled to/from the high risk countries or have been in contact with people who traveled to/from the high risk countries within 14 days before the date of the meeting or having the conditions reasonably suspected of being infected with the Coronavirus Disease 2019 (COVID-19), please consider to appoint any person as deemed appropriate to act as your proxy or appoint the Independent Director of the Company to attend and vote on your behalf or may register in advance according to the procedures provided in the notice for the protection of rights of the Shareholders to participate and vote in the meeting.
2. Shareholders who are unable to attend the meeting by themselves questions relating to the meeting agenda can be sent 3 days in advance from 15-17 April 2020 from 08.00 hrs. to 18.00 hrs. via email secretary@coilinter.com
3. The Company shall provide the screening area in front of the meeting room to monitor, screen and prevent the potential outbreak which may arise, for the safety and health of all attendees.

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 11) to present to the company prior to attend the meeting.

The shareholders could authorize an Independent Director as named in the Attachment 8 to attend and vote in the meeting on behalf of the shareholders.



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

March 23rd, 2020 is the record date set by the Company for determination of the shareholders entitled to attend the Annual General Meeting of Shareholders No.1/2020.

We would like to invite the shareholders to join the Annual General Meeting of the Shareholders No.1/2020 on Monday, April 20th, 2020 at 13.30 hours at the Panorama 1 Room, 14th Floor, The Emerald Hotel 99/1 Rachadapisek Road, Dindaeng, Bangkok 10400, Thailand.

Yours Sincerely,

Pol. Gen.

(Prung Boonpadung)

Chairman of the Board of Directors

Company Secretary

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Minute of Annual General Meeting for the Year 2019

C.I.Group Public Company Limited

Wednesday 24th, April 2019

The Tharathep Room, 2nd Fl. Tharathep Hall Bldg., Chaophya Park Hotel

247 Rachadapisek Road, Dindaeng, Bangkok 10400, Thailand

Date and Venue

The meeting was held on Wednesday 24th April, 2019 at 13.30 hours, at the Tharathep Room, 2nd Fl. Tharathep Hall Bldg., Chaophya Park Hotel 247 Rachadapisek Road, Dindaeng, Bangkok 10400, Thailand.

Before considering the meeting agendas, the Director and Company Secretary, Mrs. Chankapaw Dissakul, 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: 1vote).

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. The shareholders must raise their hands in case of disapproval or abstention. In such cases, all shareholders must filled-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 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. For the questions that are not related to the specific agenda, the Chairman would provide times for such question by the end of the “Others” agenda besides.

There were 7 Directors of the Company (100% of all directors), 9 Executive Managements of the Company, 1 Auditors and 1 representative from the Thai Investor Association attended the meeting.

The directors who attended the meeting are:

- | | |
|-------------------------------|---|
| 1. Pol. Gen. Prung Boonpadung | Chairman of the Board and Chairman of Audit Committee |
| 2. Mr. Aree Poomsanoh | Vice Chairman and Chairman of the Executive Committee |
| 3. Mr. Taweesak Wangkorkiat | Director and Executive Director |



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|----------------------------|--|
| 4. Mr. Theera Poomsanoh | Director and Executive Director |
| 5. Mrs. Chankapaw Dissakul | Director and Executive Director |
| 6. Mr. Songphol Annanon | Independent Director and Audit Committee |
| 7. Mr. Nadith Rodpetch | Independent Director and Audit Committee |

Top management who attended the meeting was Mr. Sawai Chatchairungrueng, Managing Director and President of Finance and Business Development of C.I. Group and Subsidiaries. The company has no other sub-committee.

In order to generate transparency of the Annual General Meeting to be complied with law and the Company's regulation, the Company did assign Mr. Poonsak Thongsawate, shareholders, as an auditor for votes counting of the shareholders or proxies who attend the meeting.

The meeting was commenced at 13.30 hours.

Pol. Gen. Prung Boonpadung, Chairman, expressed his gratitude to the shareholders for attending the meeting and informed that 29 shareholders presented in person and by proxy, altogether hold 347,482,742 shares or equivalent to 40.18 percent of the total issued shares. Since a quorum of the meeting is pursuant to the Articles of Association of the Company, the Chairman then declared the Annual General Meeting for the year 2019 and proposed the meeting to consider the matters on the following agenda.

Agenda 1 To Certify the Minutes of the Annual General Meeting of Shareholders No.1/2018

The Chairman requested the meeting to certify the minute of the Annual General Meeting of the Shareholders No.1/2018 dated April 24th, 2018, 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.

No shareholder raised any objection or proposed an amendment on the minute. The Chairman asked the meeting to certify the minutes.

Resolution: After due consideration, the meeting, with the majority number of votes as following, certified the minutes of the Annual General Meeting of Shareholders No. 1/2018 dated April 24th, 2018

Approved	347,547,742	votes	equivalent to	100.00%
Disapproved	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-
Void	-	votes	equivalent to	-

Remark: In this agenda, there was 1 additional shareholder with 65,000 shares attended the Meeting.


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Agenda 2 To Acknowledge the Result of Business Operation of CIG and to Consider and Approve the Audited Financial Statement for the Fiscal Year Ended as of December 31st, 2018 and the Auditor's Opinion.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the company's statement of financial position and statements of comprehensive income for the year ended 31 December 2018 have been audited and approved by a certified auditor and has been certified by Audit Committee as well as company Directors. The company has included its financial results for the fiscal year 2018 in an annual report, CD-ROMs, which were enclosed with the meeting invitation and summarized key financial results for the fiscal year 2018 for the meeting in Agenda 2.

The Board assigned Mr.Piyapoj Kaewjumlong (Finance and Accounting Manager) to summarize result of the company's business operation for the fiscal year 2018 again for acknowledgement of the meeting as follows:

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

Unit: Million Baht

Comparing of Statements of Comprehensive Income of the Company and Subsidiaries Between the Year Ended December 31, 2018 and 2017			
	2018	2017	% เปลี่ยนแปลงเพิ่มขึ้น (ลดลง)
Current Assets	507.265	480.895	5.484
Total Assets	1,181.365	1,154.209	2.353
Current Liabilities	424.324	358.552	18.344
Total Liabilities	469.067	402.322	16.590
Total Shareholders' Equity	712.298	751.888	(5.265)
Total Revenues	1,104.423	900.246	22.680
Cost of sales and services	942.227	752.107	25.278
Gross Profit	162.196	148.139	9.489
Selling Expenses	72.935	58.490	24.697
Administrative Expenses	118.583	117.308	1.087
Profit (Loss) for the years	(39.605)	(33.173)	(19.389)
Basic Earnings (Loss) Per Share	(0.046)	(0.038)	(21.053)

The Board assigned Ms.Rattanakamol Poomsanoh, Deputy Managing Director, to inform the meeting regarding business operation of the year 2018 and what will be in 2019. In summary, for the coils business with intention to expand into air-condition and refrigeration producers including of air handling unit (AHU), by applying new innovation such as internet of things system working on cloud by installing into air-conditioner or refrigeration system in order to gathering and processing information and connecting with mobile phone for remote control, to develop existing products to step into Thailand 4.0. Beside of develop in term of products, we plan to develop our services



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such as design, installation and advisor. For auction, construction and other projects in 2019, the company would generate revenue from this business much more such as high performance building construction, roofing construction of Suvarnabhumi airport (extension project), cold room, data center and auction of government construction project for example the underground manhole and duct bank and Baan Mai power station construction

Chairman informed to the meeting regarding progress of Anti-Corruption project which the company has been doing that, on 22nd December, 2016, the company did sign off on agreement to join in the Private Sector Collective Action Coalition Against Corruption Committee: CAC, and get certified as a member of CAC on 17th May, 2018.

Chairman proposed to the meeting to consider acknowledge business performance of the year 2018 and then proposed to approve the financial statement of the financial year ended December 31st, 2018. Prior to vote, the chairman asked if shareholders have questions.

The shareholder has question as follow:

- Mrs. Kunsee Pruthisarikorn, shareholder, asked following questions:
 - i. In the year 2018, there was loss from investment in manpower and hotel business while overall performance such as HVAC and construction business still shows profits, so please explain a chance of making profit of the company in 2019.

Ms.Rattanakamol Poomsanoh, Deputy Managing Director, answered to the question that in the past few years since the company decided to enter into building contractor business and government project auction, thus we needed to prepare relevant human resource, computer system and so on. Especially in the year 2018 the company won an auction of the extension of Suvarnabhumi airport's roof construction project from the China State Construction Engineering (Thailand) Co., Ltd., so the company need to buy materials and equipment, hire foreman and workers, construct the work site and etc. Whereas the company still could not acknowledge of revenue from the project as yet as it was during preliminary stage. By that created loss to the company in the year 2018. However, in 2019, the company would start creating revenue from the refer Suvarnabhumi project. Due to entering into building contractor inclusive of continuously develop and improvement on products innovation, the company would need to continue on investment. Moreover, due to overall world economic condition and un-stable of domestic economy would effect to the company performance either positive or negative way. In order to manage risks, we did control our costs, plan and monitor continuously to confidence shareholders and all stakeholders.



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There is no question, the Chairman concluded that the meeting acknowledges the result of business operation of the company for the fiscal year 2018 and then proposed to approve the financial statement of the financial year ended December 31st, 2018.

Resolution : After due consideration, the meeting, acknowledges the result of business operation of the company for the fiscal year 2018 as is and resolved that the financial statement of the financial year ended December 31st, 2018 be approved.

Approved	347,909,392	votes	equivalent to	100.00%
Disapproved	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-
Void	-	votes	equivalent to	-

Remark: In this agenda, there were 4 additional shareholders with 361,650 shares attended the Meeting.

Agenda 3 To Consider and Approve the Payment of Dividend for Financial Results of the Year 2018.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that the payment of dividend from the performance of the 2018 fiscal year to the shareholders not to be paid due to deficit of the company's performance as states in The Company's Articles of Association related to dividend payment policy.

The Chairman informed the meeting that as the company posted a net loss for the year 2018, the Chairman then proposed to consider and approve not paying dividend for the operation of the year 2018.

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

There is no question; the Chairman then proposed the meeting to approve on not paying dividend for the operation of the year 2018.

Resolution: After due consideration, the meeting, with the majority number of votes, resolved to approve not paying dividend for the operation of the year 2018 as per the following number of votes:

Approved	347,909,392	votes	equivalent to	100.00%
Disapproved	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-
Void	-	votes	equivalent to	-



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Agenda 4 To Consider and Approve on Annual Remuneration and Meeting Allowance of the Directors for the Year 2019.

The Chairman proposed the meeting to consider and approve the annual remuneration and meeting allowance of the Directors and the Audit Committee for the year 2019 to be not exceed 8 Million Baht a year (the same as last year) exclusive of the remuneration and welfare which Directors received as Company's employee or staff of the company. Though the remuneration did not be considered by the Remuneration Committee as there is no referred committee, the remuneration has been carefully considered in the Board of Director Committee by comparing with others in the same industry and together with business expansion and profit growth rate prior to propose the annual remuneration as is.

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

There is no question; the Chairman then proposed the meeting to approve the annual remuneration and meeting allowance of the Directors for the year 2019.

Resolution: The meeting resolved to approve the annual remuneration and meeting allowance of the Directors and the Audit Committee for the year 2019 not exceeding 8 Million Baht a year, the same as last year. The amount excluded the remuneration and welfare which Directors receive as company's employee or staff of the company which should be proposed to the Board of Directors for approval.

The meeting approved with the majority number of vote detail is as following:

Approved	347,909,392	votes	equivalent to	100.00%
Disapproved	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-
Void	-	votes	equivalent to	-

Agenda 5 To Consider and Approve Appointment of Auditor and Determining Audit Fee for the Year 2019.

The Chairman informed the meeting that the Board assigned the Audit Committee to choose and then proposed to appoint the selected external auditors and the auditing fee of the company for the year 2019 to the shareholders for approval in this meeting. The detail is as follows:

1. Appointment of auditors from Sam Nak-Ngan A.M.C. Co.,Ltd. namely, Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, (CPA Registration No.4663, 4664 and 5369 respectively) or other CPAs, who are in list of approved auditors by the office of SEC. of Sam Nak-Ngan A.M.C. Co.,Ltd. as the auditors of the Company for the financial year 2019. The



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referred auditors have accepted performance with match qualification with the Company's Articles of Association and neither of them had any relationship or transaction with the Company that may create a conflict of interest.

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

2. Setting the auditing fee for the year 2019 at the total amount of Baht 1,120,000 (exclusive of other service fees). The details of payments for auditor's fees are shown in company's Annual Report for the financial year 2018 under the auditor's fee article.

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 to the meeting to approve the appointment of such auditors and auditing fees for the financial year 2019.

Resolution: The meeting resolved to approve the appointment of such auditors and auditing fees for the financial year 2019. The detail is as followed:

1. Appointment of auditors from Sam Nak-Ngan A.M.C. Co.,Ltd. namely, Mr. Ampol Chamnongwat, Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, (CPA Registration No.4663, 4664 and 5369 respectively) or other CPAs, who are in list of approved auditors by the office of SEC. of Sam Nak-Ngan A.M.C. Co.,Ltd. as the auditors of the Company for the financial year 2019.
2. Setting the auditing fee for the year 2019 at the total amount of Baht 1,120,000 (exclusive of other service fees).

The meeting approved with the majority number of vote detail is as following:

Approved	347,909,392	votes	equivalent to	100.00%
Disapproved	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-
Void	-	votes	equivalent to	-

Agenda 6 To Elect Persons to Replace Directors Who Completed Their Rotational Terms.

The Chairman proposed to the meeting election of Independent Directors in replacement of those who retired by rotation namely:

- 1) Mr.Aree Poomsanoh Director
- 2) Mr.Taweesak Wangkorkiat Director
- 3) Mr.Theera Poomsanoh Director



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The Company Secretary informed that The Board of Directors did consider thoroughly on suitability which necessary to the company management inclusive with qualification knowledge capability and skill as required for Directors position. Moreover, the Board of Directors had arranged a process to nominate candidate to be replaced in the position of the retired directors from the rotation as follows:

1. Announce in company website, Allow the minority shareholders to nominate persons qualified for the Director position. No minority shareholders have nominated any qualified person.
2. Informing retired Directors to request for repetitive term if they intend to continue to be the company's Directors for another period.

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

There is no other question, the Chairman then proposed to the meeting to elect Directors in replacement of who retired by rotation in this year 2019 person by person.

Resolution: After due consideration, the meeting resolved to elected the Directors to replace those who will be retired by rotation in 2019, 3 persons as nominated by the Board of Directors namely Mr.Aree Poomsanoh, Mr.Taweesak Wangkoroiat and Mr.Theera Poomsanoh.

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

1. Mr. Aree Poomsanoh	Vice Chairman of the Board
Approved 348,046,892	votes equivalent to 100.00%
Disapproved -	votes equivalent to -
Abstained -	votes equivalent to -
Void -	votes equivalent to -

Remark: In this agenda, there were 1 additional shareholders with 137,500 shares attended the Meeting.

2. Mr. Taweesak Wangkorkiat	Director
Approved 348,046,892	votes equivalent to 100.00%
Disapproved -	votes equivalent to -
Abstained -	votes equivalent to -
Void -	votes equivalent to -



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3. Mr. Theera Poomsanoh	Director			
Approved	348,046,892	votes	equivalent to	100.00%
Disapproved	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-
Void	-	votes	equivalent to	-

Agenda 7 To Approve Reduction of the Company Registered Capital from THB 648,587,124 to THB 432,393,391 and Approve the Amendment of Clause 4 of Company's Memorandum of Association Regarding to the Reduction of Registered Capital

The Company Secretary reports the comments of the Board of Directors, as the CIG-W6 and CIG-W7 was expired, details as shown in the following table, The Board of Directors propose shareholders to approve the capital reduction from THB 648,587,124 to THB 432,393,391 to accommodate with the company paid-up capital.

Capital Reduction	Share Type	Remain Amount (Shares)	Par Value (THB per Share)	Total (THB)
CIG-W6	Ordinary Share	216,191,758	0.50	108,095,879
COG-W7	Ordinary Share	216,195,708	0.50	108,097,854

And approve to amend the Memorandum of Association of the Company No. 4 to comply with the decrease of the registered capital as follows:

No.4	Registered Capital	432,393,391	Baht	(Four Hundred and Thirty Two Million Three Hundred Ninety Three Thousand and Three Hundred Ninety one Baht)
	Divided to	864,786,782	shares	(Eight Hundred and Sixty Four Million Seven Hundred Eighty Six and Seven Hundred Eighty Two shares)
	Par Value	0.50	Baht	(Point Fifty Baht)
	Preferred Shares	None		

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

The shareholder has question as follow:

- Mrs. Kunsee Pruthisarikorn, shareholder, asked following questions:



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- ii. Please explain why the company needs to reduce registered capital and whether this related to reduction from premium on share or not?

Mr.Aree Poomsanoh, Vice Chairman and Chairman of the Executive Board, answer to the question that since the past few years the company had been issuing and offering warrants which are CIG-W6 and CIG-W7 which would force the company to increase registered capital to accommodate the exercise of the said warrants. By which, recently the both warrants were expired with extra shares left from exercising. Thus, the company must reduce registered capital to be complied with the company's paid up capital. Regarding reduction from premium on shares, we need to consider when appropriate which should be when business performance of the company is getting better and could generate profit stably.

There is no other question, the Chairman then proposed to the meeting to approve reduction of the company registered capital from THB 648,587,124 to THB 432,393,391 and approve to amend the Memorandum of Association of the Company No. 4 to comply with the decrease of the registered capital to accommodate with the company paid-up capital.

Resolution: The meeting resolved to approve reduction of the company registered capital from THB 648,587,124 to THB 432,393,391 to accommodate with the company paid-up capital and resolved to approve amendment of Clause 4 of Company's Memorandum of Association regarding to the reduction of registered capital by votes as follows:

Approved	348,046,892	votes	equivalent to	100.00%
Disapproved	-	votes	equivalent to	-
Abstained	-	votes	equivalent to	-
Void	-	votes	equivalent to	-

Agenda 8 To Consider Other Matters (if any).

The Chairman provided times for open discussion.

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



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The meeting adjourned at 16.00 hrs.

Pol.Gen

(Prung Boonpadung)

Chairman

(Mrs.Chankapaw Dissakul)

Company Secretary

Financial Highlight

C.I. Group Public Company Limited and Subsidiaries

Unit : Million Baht

2019

Revenue from operation	
- Revenue from sales	887.61
- Revenue from services	579.03
Total	1,466.63
Cost of Good Sold	(1,405.17)
Gross Profit Margin	61.47
Other Revenue	89.11
Operating Expenses	(69.50)
Interest Expenses	(19.12)
Income Taxes	16.49
Net Profit	(198.57)

The Company's Articles of Association Relating to the Dividend Payment Policy

Dividend Payment Policy of the Company

44. Not to pay dividend from other type of cash except profit. In case the company still have accumulated deficit, the company must not pay dividend.

45. The Board of Director may announce to pay interim dividend to the shareholders occasionally if the board considered that the company has got enough profit to do as is. When the board decides to pay interim dividend to the shareholders, the board must report to the shareholders meeting in the upcoming meeting.

46. When the company or the Board of Directors decide to pay dividend, the company must do as follow:

- a) Pay dividend as per number of shares equally within one month from the shareholders meeting date or approval date from the board.
- b) Send a notice to the shareholders and
- c) Announce the dividend payment through a newspaper at least once.

The shares that are belong to the company, the company has no right to get dividend.


The Company's Definition of Independent Director

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

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


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

Profiles of the Retiring Director Proposed for Re-Election Profiles of the retiring Director proposed for re-election.
(Mr.Songphol Annanon)

Name – last name	Mr.Songphol Annanon	
Type of director to be proposed for appointment	Independent Director	
Age	48 years old	
Nationality	Thai	
Education	- MSA in International Business, Central Michigan University	
Training courses for directors	- Director Accreditation Program (DAP) Class 90/2011, Thai Institute of Directors (IOD)	
Date of the appointment as director	- May 10 th , 2011	
No. years on the board	- 9 years	
Experience	<ul style="list-style-type: none">- Partner : Dr.Ukrit Mongkolnavin Law Office- Senior Lawyer : Dej-Udom & Associates- Lawyer : Chongchai Teangtham Law & Accounting Office- Lawyer : Chairapee Law Office- Audit Committee : Scan Global Public Company Limited	
Positions in other listed companies	- Audit Committee of C.I.Group Public Company Limited	
Positions in non-listed companies	<ul style="list-style-type: none">- Director : Annanon Law Office- Senior Lawyer : Punyariddhi Law Office	
Positions in rival companies / company-related companies	- None	
CIG shareholding (as of December 31 st , 2019)	- None	
% of total shares with voting rights	- None	
Legal dispute in criminal cases(other than criminal cases with petty offences)	- None	
Meeting attendance in 2019	<ul style="list-style-type: none">- 7 out of 7 Board Meetings- 5 out of 5 Audit Committee Meeting	
Performance during tenure	- Setting policy and business plan. Control and monitor the overall performance of the company toward the company's goals.	
Rule of Director Recruitment	- The Company has considered agrees that Mr.Songphol Annanon qualifies to be an independent director in accordance with related laws, the Company's Articles of Association.	

Profiles of the retiring Director proposed for re-election.

(Mr.Nadith Rodphet)

Name – last name	Mr.Nadith Rodphet	
Type of director to be proposed for appointment	Independent Director	
Age	49 years old	
Nationality	Thai	
Education	- MBA, Thammasat University	
Training courses for directors	- Director Accreditation Program (DAP) Class 90/2011, Thai Institute of Directors (IOD)	
Date of the appointment as director	- May 10 th , 2011	
No. years on the board	- 9 years	
Experience	<ul style="list-style-type: none">- Country Finance Manager : Avanade (Thailand) Co.,Ltd.- Internal Audit Manager & Financial Controller : Millennium Auto Group- Finance Director : SME Trade Promotion Company Limited- Business Manager : Metro Infinium (Thailand) Company Limited- Audit Committee : Scan Global Public Company Limited	
Positions in other listed companies	- Audit Committee of C.I.Group Public Company Limited	
Positions in non-listed companies	- Financial Controller : Netizen Company Limited	
Positions in rival companies / company-related companies	- None	
CIG shareholding (as of December 31 st , 2019)	- None	
% of total shares with voting rights	- None	
Legal dispute in criminal cases(other than criminal cases with petty offences)	- None	
Meeting attendance in 2019	<ul style="list-style-type: none">- 5 out of 7 Board Meetings- 4 out of 5 Audit Committee Meeting	
Performance during tenure	- Setting policy and business plan. Control and monitor the overall performance of the company toward the company's goals.	
Rule of Director Recruitment	- The Company has considered agrees that Mr.Nadith Rodphet qualifies to be an independent director in accordance with related laws, the Company's Articles of Association.	

Preliminary details of the Warrants of
C.I.Group Public Company Limited No. 8 (CIG-W8)

1. Details of the Warrants

Type:	Warrants of C.I.Group Public Company Limited No. 8 ("Warrants" or "CIG-W8")
Category of Warrants:	Named and transferable
Amount of Warrants offered:	Not exceeding 432,393,391 units
Offering Method:	Allocated to existing shareholders of the Company whose names appeared on the Record Date on March 23, 2020. The Warrants shall be allocated at the ratio of 2 existing ordinary shares : 1 unit of CIG-W8 (delete any fraction).
Offering Price:	-None- (THB 0 per unit)
Exercise ratio and Price:	1 unit of CIG-W8 : 1 ordinary shares at THB 1.00 per share, except in case of the adjustment to the term of right.
No. of New Ordinary Shares Issued to accommodate the Warrants:	Not exceeding 432,393,391 shares at a par value of THB 0.50 or equal to 50 percent of the paid-up shares of the Company as of February 25, 2020, by 864,786,782 shares.
Issued Date:	June 1, 2020
Maturity of Warrants:	8 months 12 days from the Issued Date. (June 1, 2020 – February 12, 2021)
Offering Period:	Within 1 year following the approval of the Shareholders' Meeting. The Board of Directors and/or the Authorized Directors and/or the person assigned by the Board of Directors or the Authorized Directors have the authority to consider and determine any other details and conditions.
Exercise Period:	The Warrants can be exercised on a monthly basis which is on the last bank business day of each month throughout the life of the Warrants. The first exercise date will be on June 30, 2020.
Last Exercise Date:	The last exercise date will be on February 12, 2021.
Last Exercise Notice Period:	Not less than 15 days before the last exercise date.
Secondary Market of Warrants:	The Company shall submit the application form to be listed securities on the MAI
Secondary Market of New Ordinary Shares Accommodated to Warrants:	The Company shall submit the application form to be listed securities on MAI

Adjustment of the Exercise of Warrants :	In case there are the causes that affects right of warrants as stated in the item 11 (4) (Kor) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2551 Re: Application for Permission and Permission to Offer the Warrants representing the Rights to Purchase New Shares and the Newly Issued Shares Reserved for the Accommodation of the Exercise of the Warrants. The Board of Directors and/or the Authorized Directors and/or the person assigned by the Board of Directors or the Authorized Directors have the authority to consider and determine conditions and details related to the adjustment of the exercise ratio and the exercise price.
Condition in case of unexercised warrants:	The Company will terminate all of unexercised Warrants after the last exercise date.
Other Conditions:	The Board of Directors and/or the Authorized Directors and/or the person assigned by the Board of Directors or the Authorized Directors are authorized to determine and amend criteria, conditions, and other details related to the Warrants which may cause the issuance new ordinary shares and the changes of the exercise price and/or the exercise ratio of the Warrants as well as to enter into, negotiate and sign in any relevant documents and agreements and perform any other necessary and appropriate actions related to the Warrants including the issuance, offering, and listing the Warrants and the reserved ordinary shares from the exercise of the Warrants on the MAI, as well as to proceed for the necessary approval from relevant authorities as required by law.

2. Impacts to shareholders can be divided into 3 types as follows

- 1) Control Dilution
- 2) Price Dilution
- 3) EPS Dilution

In considering the impacts to shareholders, there are 2 cases of impacts as follows

Case 1 The existing shareholders exercise their rights of CIG-W8 in full amount

Case 2 Other individuals who are not the existing shareholders exercise the rights of CIG-W8 in full amount

The impacts can be summarized as follows

Cases	Control Dilution not exceeding to	Price Dilution not exceeding to	EPS Dilution not exceeding to
Case 1.	0.00%	0.00%	NA
Case 2.	33.33%	0.00%	NA

Remarks

- Control Dilution = new shares issued / (number of paid up shares + new shares issued)
- Price Dilution is based on the 15-day average price (3-24 Feb 2020), which is THB 0.20 per share

$$\text{Price Dilution} = (\text{Market Price before new shares issuance} - \text{Market Price after new shares issuance}) /$$

$$\text{Market Price before new shares issuance; where}$$

$$\text{Market Price after issuance} = ((\text{Market Price before issuance} \times \text{number of paid up shares}) + (\text{Exercise Price} \times \text{number of new issued shares})) / (\text{number of paid up shares} + \text{number of new issued shares})$$

The issuance of CIG-W8 has no price dilution, since the exercise price (THB 1.00 per share) is higher than the average price of CIG.
- EPS Dilution = (EPS before new shares issuance – EPS after new shares issuance) / EPS before new shares issuance, where EPS after new shares issuance = net profit / (number of paid up shares + new shares issued)

The issuance of CIG-W8 has no EPS dilution, since the Company operation was losses.
- Rounding figures in the calculation and table.

3. Calculation of accommodating shares:

Portion of accommodating shares = [(shares reserved for this warrant offering) + (shares reserved for the prevailing convertible debenture or warrants excluding shares reserved for ESOP-CD or ESOP-warrant)] / (Number of paid-up and issued shares of the Company, including number of other newly issued shares to be offered simultaneously with this warrant offering)

$$= (432,393,391 + 0) / 864,786,782 = 50.00\%$$
Remarks

- CD = Convertible Debenture
- ESOP = the offering of securities to directors or employees according to the Notification of the Capital Market Supervisory Board regarding the offering of newly issued securities to directors or employees
- shares reserved for this warrant offering (CIG-W8) = 432,393,392 shares
- paid-up and issued shares of the Company = 864,786,782 shares
- other newly issued shares to be offered simultaneously with this warrant offering = None

Information Memorandum regarding with the Allocation of New Ordinary Shares

C.I. Group Public Company

February 25th, 2020

The Board of Directors' Meeting of C.I. Group Public Company Limited ("the Company" or "CIG") has approved the issuance and offering of new ordinary shares to accommodate the exercise of CIG-W8. The details as follows:

1. Offering Details:

The Company will issue and offer of not exceeding 432,393,391 ordinary shares at the par value of THB 0.50 per share to accommodate the exercise of CIG-W8, not exceeding 432,393,391 units allotted to the existing shareholders at the ratio of 2 existing ordinary shares per 1 unit of CIG-W8 (delete any fraction of shares) at zero THB.

It is assigned to the Board of Directors and/or the Authorized Directors and/or the person assigned by the Board of Directors or the Authorized Directors to have the authority to determine and amend conditions and details of CIG-W8. The details are shown in Preliminary details of the Warrants of C.I.Group Public Company Limited No. 8 (CIG-W8). The record date for eligible shareholders who have the right to receive CIG-W8 will be on March 23rd, 2020.

However, the right to receive CIG-W8 is still uncertain depending on the approval of the company shareholders' meeting.

2. Objectives of Share Issuance and Capital Utilization Plan

The objectives of share allotment are to reserve for issuance of CIG-W8. The Company will be used as working capital and reserve for future business expansion.

3. Shareholder Effects from Share Issuance

The issuance of CIG-W8 may impact shareholders as mentioned in the Attachment 1, Preliminary details of the Warrants of C.I.Group Public Company Limited No. 8 (CIG-W8).

4. Opinion of the Board of Directors regarding the capital increase

The Company will increase the capital for accommodation the exercise of CIG-W8 which the Board of Directors of the Company has considered and given the opinion that the capital increase and plan for utilizing proceeds are reasonable due to the Company will use the money from the exercise of CIG-W8 as working capital as well as the business expansion in the future. The proceeds would reinforce working capital of the Company and improve the financial structure of the Company. If everything is as planned, it is expected that the probability and

equity of the Company will improve. In addition, the issuance of CIG-W8 with zero THB is to benefit existing shareholders of the Company.

5. Opinion of the Audit Committee and/or any Directors which may be different with the Board of Directors

-None-

6. Declaration of the Board of Directors regarding the capital increase

The Board of Directors would like to declare that the Board of Directors has performed its duties with honesty and has carefully preserve the benefits of the Company in relation to the capital increase. However, in case any director(s) does not perform in honest manner and for the Company's benefits regarding to the capital increase, and such manner has resulted in any adversely affect to the Company, shareholder(s) has the right to sue the director(s) on behalf of the Company in accordance with Article 85 of Public Limited Companies Act B.E. 2535. In addition, if such manner has wrongfully benefited any director(s) or his/her related party, shareholder(s) has the right to sue the director(s) on behalf of the Company in accordance with Article 89/18 of Securities and Exchange Act B.E. 2535

By considering the fact and reason above, the Board of Directors has resolved to approve the capital increase agenda of the Company.

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



Signed..... authorized director

(Mr. Aree Poomsanoh)

(the Company's seal affixed)



Signed..... authorized director

(Mr. Taweesak Wangkorkiat)

Capital Increase Report Form (F 53-4)

Capital Increase Report Form
C.I. Group Public Company Limited
February 25th, 2020

We, C.I. Group Public Company Limited ("the Company" or "CIG"), hereby report of the resolution of the Board of Directors no.1/2020, held on February 25th, 2020 in respect of a capital increase as well as share allotment as follows:

1. Capital Increase

The Board of Directors' Meeting had resolved to propose to the AGM 2020 to approve the increase of the registered capital of the Company by THB 216,196,695.50 from THB 432,393,391 to THB 648,590,086.50 by issuing 432,393,391 shares with a par value of THB 0.50, to accommodate the exercise of CIG-W8 as follow;

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
Specifying the purpose of utilizing proceeds	Ordinary	432,393,391	0.50	216,196,695.50

2. Allotment of new shares:

The Board of Directors' Meeting had resolved to approve the allocation of not exceeding 432,393,391 new ordinary shares with a par value of THB 0.50 each, as follows:

2.1 Allotment details

- Specifying the purpose of utilizing proceeds

Allocation to	No. of shares	Ratio (old : new)	Price per share (THB)	Subscription and payment period
To reserve for the exercise of CIG-W8 ⁽¹⁾	Not exceeding 432,393,391 shares	2 : 1	: Allotted at the ratio of 2 existing ordinary shares per 1 unit of CIG-W8 (delete any fraction of shares) at zero THB : Exercise price THB 1.00 per share and the exercise ratio equals to 1 unit of CIG-W8:1 share.	Can be exercised on the last bank business day each month throughout the life of the warrant.

Note (1) The details of CIG-W8 is shown in Attachment 1

2.2 The Company's plan in case where there is a fraction of shares remaining

Fraction from the allotment of warrants will be deleted.

2.3 The number of shares remaining from the allotment

- None -

3. Schedule for the shareholders' Meeting to approve the capital increase/ share allotment

The Annual General Meeting of shareholders 2020 will be held on April 20th, 2020, at 1.30 p.m. at The Panorama 1 Room, 14th Floor, The Emerald Hotel 99/1 Rachadapisek Road, Dindaeng, Bangkok 10400, Thailand. The Record Date which shareholders have the right to attend the Meeting is on March 23rd, 2020.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto

4.1 The Company shall register the increase of capital and paid-up capital with the Ministry of Commerce.

4.2 The Company shall submit the application form for approval of new ordinary shares to the Stock Exchange of Thailand, where such new ordinary shares shall be listed on MAI.

5. Objectives of the capital increase and the use of funds from the capital increase.

5.1 To reserve for future business expansion.

5.2 Working capital.

5.3 To benefit shareholders

6. Benefits to the Company related to the capital increase/share allotment.

6.1 Reinforce the capital for business expansion.

6.2 Better financial shape of the Company.

6.3 Liquidity and profitability in the future could be improved following business expansion and also shareholders' equity.

7. Benefits to the shareholders related to the capital increase/share allotment.

7.1 Dividend Policy, the Company has policy to pay dividend to shareholders not less than 50% of net profit in the company financial Statement after deduction of all types of reserves required by the Company's Articles of Association and the laws.

7.2 Exercise of new shares from this Warrants will be entitled to receive dividends from the Company's business operations starting when the aforesaid persons have been registered as the shareholders of the Company.

8. Other details necessary for shareholders to approve the capital increase/share allotment.

The Company shall submit the application form for approval of Warrants to the Stock Exchange of Thailand as well as listing approval and procedure on MAI.

9. Schedule of actions where the board of directors of the Company passes a resolution approving the capital increase or allotment of new shares

<u>Date</u>	<u>Process</u>
March 23, 2020	The record date to determine the shareholders eligible to attend AGM 2020 and eligible to receive CIG-W8

April 20, 2020	AGM 2020
Within 14 days after the date of shareholders' resolution	Process to register the increase of capital resolution with the Ministry of Commerce
June 1, 2020	The issuance and offering date of CIG-W8

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



Signed..... authorized director

(Mr. Aree Poomsanoh)

(the Company's seal affixed)




Signed..... authorized director

(Mr. Taweesak Wangkorkiat)

Profile Data of Independent Directors and Audit Committee that Company Nominated the Name as the Authorized Person from Shareholders

1. Pol.Gen. Prung Boonpadung

Type of Director : Independent Director / Chairman of the Audit Committee Age : 71 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 : 8 years 11 months CIG shareholding (as of 31 December 2019) : 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.Songphol Annanon

Type of Director : Independent Director / Audit Committee Age : 48 years old Nationality : Thai	
Address : 1/1 Moo 7 Bangkoowad rd., T.Bangkoowad, A.Muang Prathumtani 12000 ,Thailand Education : Master of Science in Administration Concentration in International Business, Central Michigan, United States No. years on the board : 9 years 1 month CIG shareholding (as of 31 December 2019) : 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.

ATTACHMENT 9

- (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 of 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.

ATTACHMENT 11

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, Independent Director / Chairman of the Audit Committee, age 71 years,at 1/1 Moo 7, Bangkoowad Road, Tambol Bangkoowad, Ampur Muang, Pathumtani 12000 **or**Special interests are different from other directors on the agenda. : - None -☐ 2. Mr. Songphol Annanon, Independent Director /Audit Committee, age 48 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 Annual General Meeting No.1/2020 on Monday, April 20th, 2020, 13.30 hours at The Panorama 1 Room, 14th Floor, The Emerald Hotel 99/1 Rachadapisek Road, Dindaeng, Bangkok 10400, Thailand or at any adjournment thereof to any other date, time, and venue.

(4) I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

☐ (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriated.☐ (b) The Proxy shall vote in accordance with my intention as follows:**Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders on April 24th, 2019**☐ Approve☐ Disapprove☐ Abstain**Agenda 2 To acknowledge the result of business operation of CIG and to consider and approve the audited Financial Statement for the fiscal year ended as of December 31st, 2019 and the auditor's opinion.**☐ Approve☐ Disapprove☐ Abstain

- Agenda 3 To consider and approve Omission of Dividend from the performance of the 2019 fiscal year.**
☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 4 To consider and approve the Directors' remuneration and meeting allowance for 2020**
☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 5 To consider and approve the appointment of the auditor and the auditor's remuneration for 2020**
☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 6 To consider and approve elect persons to replace directors who completed their rotational terms.**
- Mr.Songphol Annanon**
☐ Approve ☐ Disapprove ☐ Abstain
- Mr.Nadith Rodphet**
☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 7 To consider and approve the issuance of Warrants of C.I.Group Public Company Limited No. 8 (CIG-W8)**
☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 8 To consider and approve the increase of the Company's registered capital from THB 432,393,391 to THB 648,590,086.50**
☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 9 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in accordance with the increase of the Company's registered capital.**
☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 10 To consider and approve the allocation of the newly issued ordinary shares of not exceeding 432,393,391 shares to accomodate the exercise of CIG-W8**
☐ Approve ☐ Disapprove ☐ Abstain
- Agenda 11 Others (if any)**
☐ Approve ☐ Disapprove ☐ Abstain

- (5) If the Proxy's voting at any agendas does not comply with the details specified in this proxy form, it shall be not correct and not be my/our voting as the shareholder.
- (6) In case I/We do not specify the intention on voting at any agendas or specify but not clearly, or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriately in all respects.

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

Signature.....Shareholder

(.....)

Signature.....Proxy

(.....)

Remark:

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



THE CONTINUED LIST OF PROXY

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

At the Meeting of the Annual General Meeting (AGM) No.1/2020 on Monday, April 20th, 2020 at 13.30 hours at The Panorama 1 Room, 14th Floor, The Emerald Hotel 99/1 Rachadapisek Road, Dindaeng, Bangkok 10400, 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

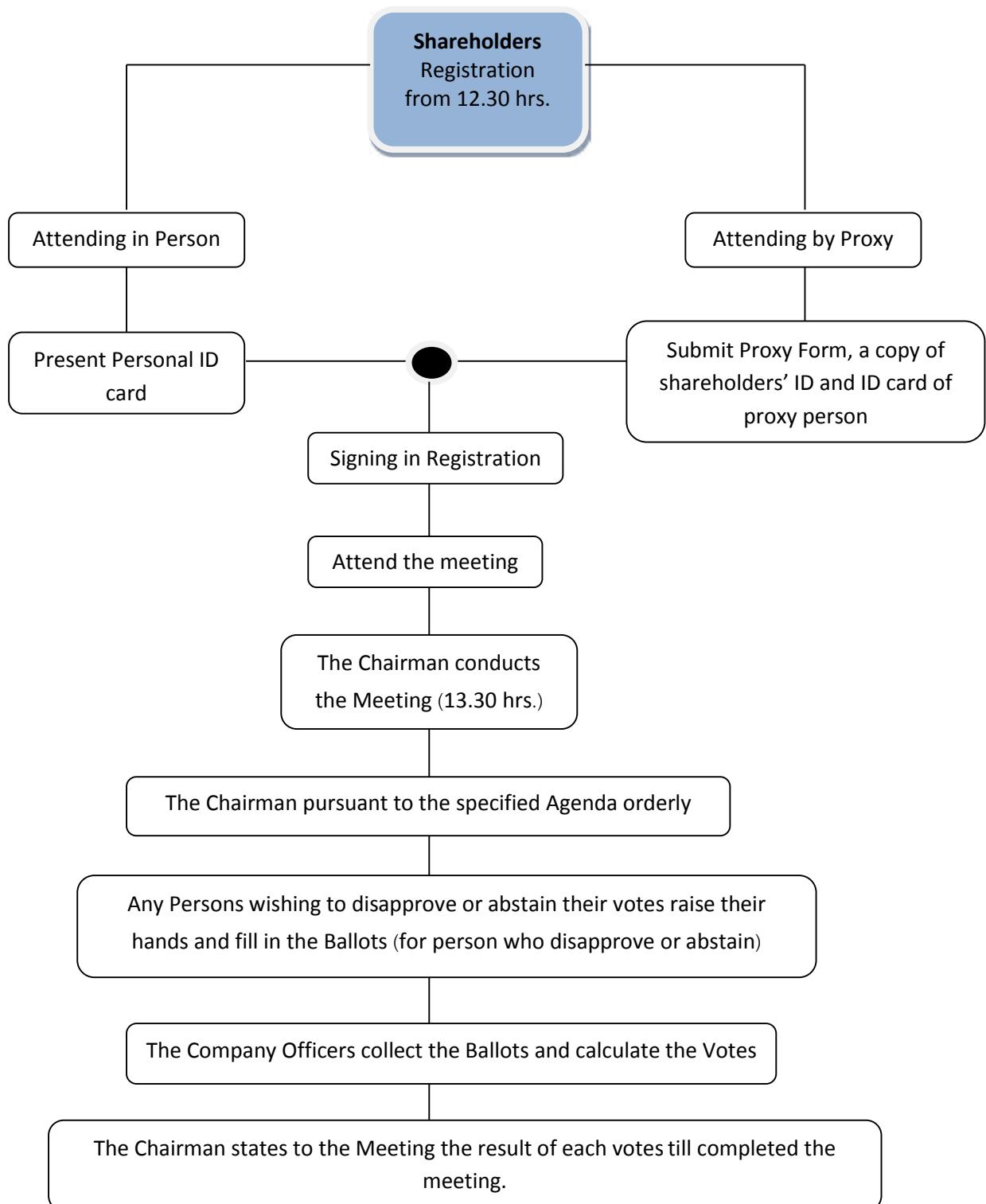
(.....)

Date.....

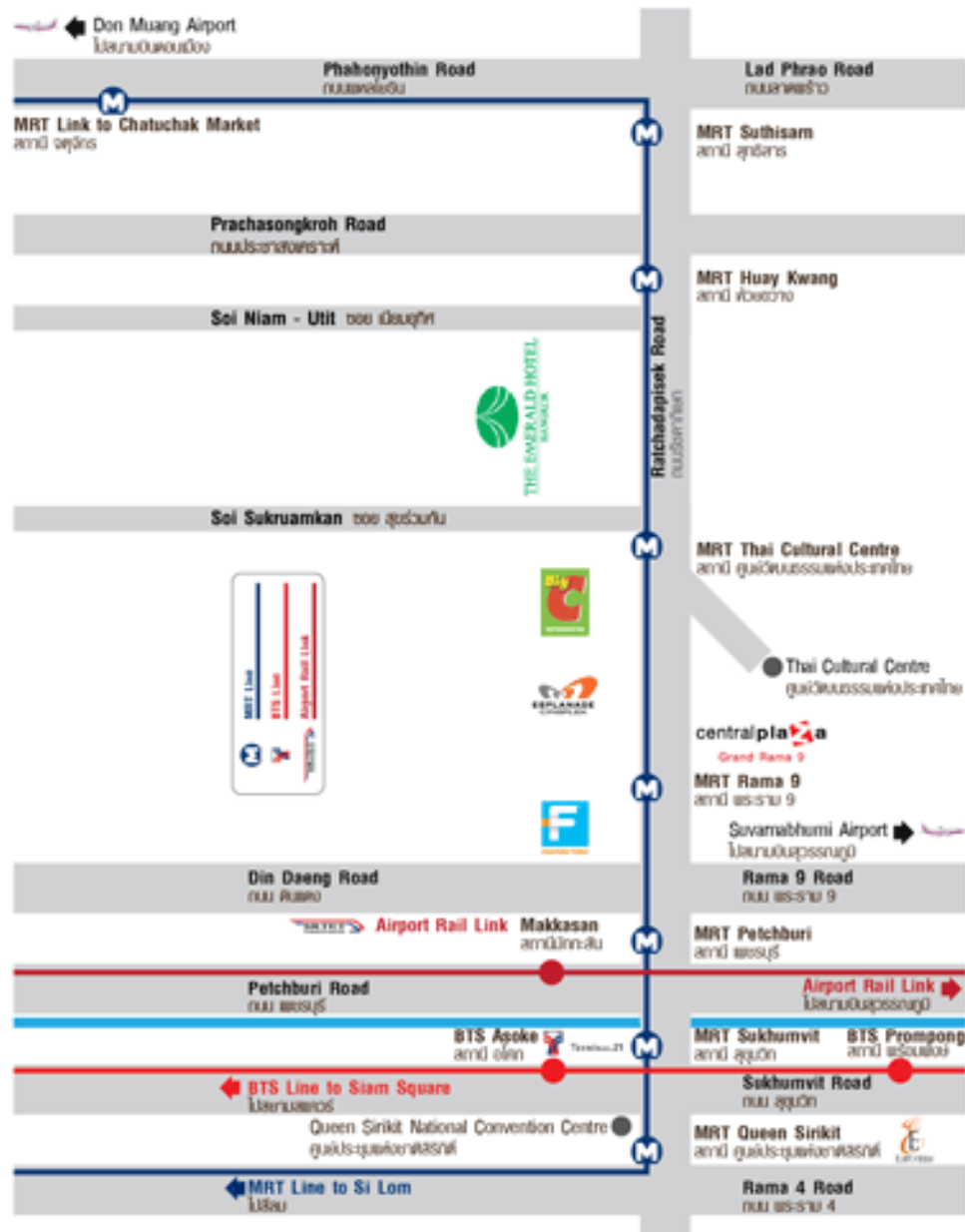


Steps for Attending the Annual General Meeting of the Shareholders No.1/2020

The C.I.Group Public Company Limited

Monday April 20th, 2020

ANNUAL GENERAL MEETING VENUE





C.I.Group Public Company Limited

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