

Capital Increase Report Form (F 53-4)

Capital Increase Report Form
C.I. Group Public Company Limited
March 2nd, 2015

We, C.I. Group Public Company Limited (hereinafter referred to as “the Company”), hereby report of the resolution of the Board of Directors no. 1/2015, held on February 28th, 2015 in respect of a capital decrease/increase as well as share allotment as follows:

1. Capital decrease

The Board of Directors has resolved to approve the capital decrease by 102,019,087 shares at the par value of THB 0.50, equal to THB 51,009,543.50 from THB 483,393,859.50 to THB 432,384,316 by deleting un-issued shares.

2. Capital increase:

The Board of Directors’ Meeting had resolved to approve the increase of the registered capital of the Company by 302,669,018 shares with a par value of THB 0.50, to accommodate the exercise of CIG-W5 and the capital increase under General Mandate, altogether equal to THB 151,334,509.

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
Specifying the purpose of utilizing proceeds	Ordinary	216,192,158	0.50	108,096,079
General Mandate	Ordinary	86,476,860	0.50	43,238,430

3. Allotment of new shares:

The Board of Directors’ Meeting had resolved to approve the allocation of not exceeding 302,669,018 new ordinary shares with a par value of THB 0.50 each, as follows:

3.1 Allotment details

- If specifying the purpose of utilizing proceeds

Allocation to	No. of shares	Ratio (old : new)	Price per share (THB)	Subscription and payment period
1. To reserve for the exercise of CIG-W5 ⁽¹⁾	Not exceeding 216,192,158	4 : 1	<ul style="list-style-type: none"> ● Allotted to existing shareholders at the ratio of 4 existing share : 1 unit of CIG-W5 (delete any fraction) ● Exercise price THB 1.15 per share and the exercise ratio equals to 1 unit of CIG-W5 : 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-W5 is shown in the attachment 2

- If specifying the purpose of utilizing proceeds

Allocation to	Type of shares	Number of shares (shares)	Percentage of paid-up capital	Note
Private placement	Ordinary	Not exceeding 86,476,860	10.00	-

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

Fraction from the allotment of warrants will be deleted.

3.3 The number of shares remaining from the allotment

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

The Annual General Meeting of shareholders' 2015 will be held on April, 20th, 2015, at 1.30 pm at the Meeting Room No.2, Queen Sirikit National Convention Center, 60 New Rachadapisek Road, Klongtoey, Bangkok 10110, Thailand. The Record Date which shareholders have the right to attend the Annual General Meeting is on March 27th, 2015 and the share register book closing date is on March 30th, 2015 for gathering shareholder's names under the Section 225 of the Securities and Exchange Act B.E. 2535.

5. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

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

5.2 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.

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

6.1 To reserve for future investment and business expansion.

6.2 Working capital.

6.3 To benefit shareholders

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

7.1 Reinforce the capital for new investments and business expansion.

7.2 Better financial shape of the Company.

7.3 The Company's profitability in the future could be improved following new investments and business expansion.

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

The fund received from the capital increase shall be used for business expansion and working capital. The fund would also support new investments and business expansion, which is expected to improve the Company's capital structure and sustainable profitability. Accordingly, the Company's equity could be improved.

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

The Company shall submit the application form for approval of new ordinary shares 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

Date	Process
March 27 th , 2015	The record date to determine the shareholders eligible to attend Annual General Meeting of Shareholders' 2015.
March 30 th , 2015	The book closing date to determine the shareholders eligible to attend Annual General Meeting of Shareholders' 2015.
April 20 th , 2015	Annual General Meeting of Shareholders' 2015 to approve related agenda.

April 28 th , 2015	The record date to determine the shareholders eligible to receive CIG-W5
April 29 th , 2015	The book closing date to determine the shareholders eligible to receive CIG-W5
May 7 th , 2015	The issuance and offering date of CIG-W5.

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. Thaweesak Wangkorkiat)