

No. CIG 003/2015

March 2<sup>nd</sup>, 2015

Re: To inform of the BOD Meeting's resolution no. 1/2015

Dear : President

The Stock Exchange of Thailand

Document Attached: 1. Capital Increase Report Form (F53-4)  
2. Details of CIG-W5 offering

We, C.I.Group PCL, would like to inform you of the resolutions of the BOD Meeting no.1/2015 was held on Saturday, February 28, 2015 at 10.00 a.m. – 12.00 p.m., at C.I.Group Tower Building, Bangkoowad Rd., Ap.Muang, Prathumthani 12000. Details of the resolutions are as follow:

1. Adoption of the Minutes of the BOD Meeting No.4/2014 held on November 7<sup>th</sup>, 2014.
2. Approval of proposing to the AGM 2015 to consider approval of the financial statement for the fiscal year 2014 audited by the auditor of the Company.
3. Approval of proposing to the AGM 2015 to consider approval of the omission of the annual dividend payment for the operation of the year 2014.
4. Approval of proposing to the AGM 2015 to consider approval of the Board of Directors' remuneration for the year 2015, till December 31<sup>st</sup>, 2015, which is not exceeding Baht 8,000,000 (equal to the approved amount in 2014, the Director Meeting allowances is Baht 5,000 per person per meeting and the Audit Committee Directors Meeting allowance is Baht 5,000 per person per meeting).
5. Approval of proposing to the AGM 2015 to consider approval of a resolution on appointing Mr. Virach Aphimeteetamrong, Mr. Chaiyakorn Aunpitipongsa, Mr. Apiruk Ati-anuwat, Mr. Preecha Suan, CPA Registration No.1378 and 3196 and 5202 and 6718 respectively, or other CPAs, who are in list of approved auditors by the office of SEC, of Dr.Virach & Associates office Co.,Ltd. as CIG's Auditor for the year, ending December 31<sup>st</sup>, 2015, where the auditing fee will not exceed Baht 1,160,000 per year.
6. Approval of proposing to the AGM 2015 to consider approval of the re-appointment of the directors as follows:

1. Pol.Gen.Prunng Boonpadung

2. Mrs.Chankapaw Dissakul

7. Approval of proposing to the AGM 2015 to cancel the General Mandate in the amount of 60,104,082 shares, par value 0.5 baht, or Baht 30,052,041.
8. Approval of proposing to the AGM 2015 to decrease of the registered capital from the registered capital of Baht 483,393,859.50 to Baht 432,384,316 in order to comply with the cancellation of the General Mandate that was approved and to comply with the expiration of ESOP-1 and CIG-W4. The registered capital after the decrease will be complied with the current paid-up capital. In addition, the BOD Meeting also approved to propose the AGM 2015 to consider the amendment of Clause 4 of the Company's Memorandum of Association in accordance with the capital reduction.
9. Approval of proposing to the AGM 2015 to approve issuance and offering of warrants#5 (CIG-W5) to existing shareholders of the Company in the amount of not exceeding 216,192,158 units at the ratio of 4 existing ordinary share: 1 unit of CIG-W5 (delete any fraction of shares) at THB 0 (Zero Baht). The Board of Directors or authorized persons has the right to consider and adjust any conditions and details of CIG-W5 the re-allocation of increased ordinary shares, resulting from the unexercised warrants. The details are shown in Details of CIG-W5 offering (attachment 2). The record date for eligible shareholders who have the right to receive CIG-W5 will be on April 28<sup>th</sup>, 2015 and the book closing date for collecting the name of shareholders according to Securities and Exchange Act Section 225 will be on April 29<sup>th</sup>, 2015. The issuance and offering of CIG-W5 is to be approved by the shareholders' meeting.
10. Approval of proposing to the AGM 2015 to approve increasing of the Company's registered capital of 216,192,158 shares with a par value of Baht 0.50 per share, equal to Baht 108,096,079 to accommodate the exercise of CIG-W5.
11. Approval of proposing to the AGM 2015 to approve increasing of the registered capital for General Mandate in amount of 86,476,860 shares at Baht 0.50 par value to be issued through Private Placement. The increase registered capital is Baht 43,238,430
12. Approval of proposing to the AGM 2015 to approve amendment to Clause 4 of the Company's Memorandum of Association in accordance with the increase of registered capital as stated in Agenda 10th and 11th.
13. Approval of proposing to the AGM 2015 to approve issuance and allocation of the increased ordinary shares of not exceeding 216,192,158 shares with a par value of Baht 0.50 per share in accordance with the increased registered capital of the company to accommodate the right exercise of CIG-W5. 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 remaining capital for unexercised warrants, seen appropriate, the conditions and related details to the offering the shares as stated 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.

14. Approval of proposing to the AGM 2015 to approve allocation of shares not exceeding 86,476,860 shares at Baht 0.50 par value for the General Mandate through Private Placement. The BOD will propose to the shareholders to approve the allocation and approve the authorize the Board of Directors and/or any person authorized by the Board of Directors to set the objectives to offer and issue the shares, and any terms and conditions in relation to the offer and issue of the shares. The offer price will not be less than 90 % of weighted average price of shares complied with rules and regulation of SEC and SET. Moreover, assigned person will be authorized to sign any document relating to the offer, and act on any necessary procedure relating to the offer altogether with bringing the increased shares to be listed on MAI. The allocation shall be done within the next AGM or day states by the law of the AGM must be set, depending on which one arrives first.
15. Approval that the AGM 2015 shall be held on Monday, April 20<sup>th</sup>, 2015, at 1.30 p.m. at The Meeting Room No.2, Queen Sirikit National Convention Center, 60 New Rachadapisek Road, Klongtoey, Bangkok 10110, Thailand.

The Agenda for the meeting will be :

- Agenda 1 Consideration on the Minute of the AGM Meeting No.1/2014
- Agenda 2 Acknowledgement of the fiscal year 2014's operating results
- Agenda 3 Consideration on approval of the Financial Statement, including Balance Sheet and Income Statement, for the year, ended December 31<sup>st</sup>, 2014
- Agenda 4 Consideration on annual dividend payment for performance of the year 2014.
- Agenda 5 Consideration on annual remuneration and the meeting allowance of the Directors for the year 2015.
- Agenda 6 Consideration on the appointment of CIG's Auditor and determining Audit Fee for the year 2015
- Agenda 7 Consideration on the re-appointment of the retired directors of the Board Members
- Agenda 8 Consideration on cancellation of the General Mandate in the amount of 60,104,082 shares, par value Baht 0.5, or Baht 30,052,041.
- Agenda 9 Consideration on decreasing registered capital of the company from Baht 483,393,859.50 to Baht 432,384,316.
- Agenda 10 Consideration on amendment of Clause 4 of the Company's Memorandum of Association in accordance with the decrease of the registered capital.

- Agenda 11 Consideration on approval of issuance and offering of warrant #5 (CIG-W5) to existing shareholders of the Company in the amount of not exceeding 216,192,158 units
- Agenda 12 Consideration on approval of increasing the Company's registered capital of 216,192,158 shares with a par value of THB 0.50 per share, equal to THB 108,096,079 to accommodate the exercise of CIG-W5.
- Agenda 13 Consideration on approval of increasing the Company's registered capital as General Mandate by issuing new ordinary shares of not exceeding 86,476,860 shares with a par value of Baht 0.50, equal to THB 43,238,430
- Agenda 14 Consideration on approval of the amendment to Clause 4 of the Company's Memorandum of Association in accordance with the increasing of the Company's registered capital.
- Agenda 15 Consideration on approval of issuance and allocation of the increased ordinary shares of not exceeding 216,192,158 shares with par value of Baht 0.50 per share
- Agenda 16 To approve allocation of not exceeding 86,476,860 shares at Baht 0.50 par value for the General Mandate through Private Placement.
- Agenda 17 Others (if any)

The recorded date will be on Friday, March 27<sup>th</sup>, 2015 to determine the list of shareholders and the shareholders' registration and book-closing date will be on Monday, March 30<sup>th</sup>, 2015 in order to list shareholders' name on the Script Less System according to Clause 225 of the Securities and Exchange Act.

Please be informed accordingly,

Yours Sincerely,

(Mr.Aree Poomsanoh)  
CEO and Managing Director