



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

สำนักงานใหญ่ (HQ)  
1/1 ม.7 ต.บางคูวัด อ.บางคูวัด  
อ.เมืองปทุมธานี จ.ปทุมธานี 12000  
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TAX ID #0107547000133

No. CIG 012/2017

March 6<sup>th</sup>, 2017

Re: To inform of the BOD Meeting's resolution no. 2/2017

Dear : President

The Stock Exchange of Thailand

Attachment : 1. Capital Increase Report Form (F53-4)

2. Details of the Right Offering of the Warrants of the Company #7 (CIG-W7)

3. Information Memorandum regarding with the Allocation of New Ordinary Shares

We, C.I.Group PCL, would like to inform you of the resolutions of the BOD Meeting no.2/2017 was held on Saturday, March 4th, 2017 at 10.00a.m. – 12.00a.m., at No. 335, Phahol Yothin 69/1, Anusawari, Bang Khen, Bangkok 10220, Thailand. Details of the resolutions are as follow:

1. Adoption of the Minutes of the BOD Meeting No.1/2017 held on February 28<sup>th</sup>, 2017.
2. Approval of proposing to the AGM 2017 to decrease of the registered capital from the registered capital of Baht 648,576,474 to Baht 540,489,270 in order to comply with the expiration of CIG-W5. 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 2017 to consider the amendment of Clause 4 of the Company's Memorandum of Association in accordance with the capital reduction.
3. Approval of proposing to the AGM 2017 to approve issuance and offering of warrants #7 (CIG-W7) to existing shareholders of the Company in the amount of not exceeding 216,195,708 units at zero THB at the ratio of 5 existing ordinary shares per 1 unit of CIG-W7 (delete any fraction of shares). The number of shares issued for the exercise of CIG-W6 and CIG-W7 combined will not exceed 50 percent of the paid-up capital. It is assigned to the Board of Directors and/or the person assigned by the Board of Directors to have the power to consider and adjust any conditions and details of CIG-W7. The details are shown in Details of CIG-W7 offering (Attachment 2). The record date for eligible shareholders who have the right to receive CIG-W7 will be on April 3, 2017 and the book closing date for collecting the name of shareholders according to Securities and Exchange Act Section 225 will be on April 4, 2017.

However, the right to receive CIG-W7 is still uncertain depending on the approval of the company shareholders' meeting.



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4. Approval of proposing to the AGM 2017 to approve increase of the Company's registered capital of 216,195,708 shares with a par value of THB 0.50 per share, equal to THB 108,097,854 to accommodate the exercise of CIG-W7 and to approve amendment to Clause 4. of the Company's Memorandum of Association in accordance with the increase of registered capital. (Attachment 1)
5. Approval of proposing to the AGM 2017 to approve issuance and allocation of the increased ordinary shares of not exceeding 216,195,708 shares with a par value of THB 0.50 per share in accordance with the increase of registered capital of the company to accommodate the right exercise of CIG-W7.

It is assigned to the Board of Directors and/or the person assigned by the Board of Directors of the company 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. 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 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.

6. Approval of adding agendas related to the issuance and offering of CIG-W7 of the AGM 2017 which shall be held on Monday, April 24<sup>th</sup>, 2017, at 1.30 p.m. at Meeting Room 3, Queen Sirikit National Convention Center, 60 New Rachadapisek Road, Klongtoey, Bangkok 10110, Thailand.

After adding new agendas, the Agenda for the meeting will be :

The Agenda for the meeting will be:

- Agenda 1 Consideration on the Minute of the EGM Meeting No.1/2016
- Agenda 2 Acknowledgement of the fiscal year 2016's operating results and approve Financial Statement end of 31<sup>st</sup> December, 2016
- Agenda 3 Consideration on annual **no dividend** payment for performance of the year 2016.
- Agenda 4 Consideration on annual remuneration and the meeting allowance of the Directors for the year 2017.
- Agenda 5 Consideration on the appointment of CIG's Auditor and determining Audit Fee for the year 2017



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Agenda 6 Consideration on the re-appointment of the retired directors of the Board Members

Agenda 7 Consideration on approval of decreasing the Company's registered capital of THB 648,576,474 to THB 540,489,270 and amendment to Clause 4 of the Company's Memorandum of Association in accordance with the decreasing of the Company's registered capital.

Agenda 8 Consideration on approval of issuance and offering of warrant #7 (CIG-W7) to existing shareholders of the Company in the amount of not exceeding 216,195,708 units

Agenda 9 Consideration on approval of increasing the Company's registered capital of 216,195,708 shares with a par value of THB 0.50 per share, equal to THB 108,097,854 and amendment to Clause 4 of the Company's Memorandum of Association in accordance with the increasing of the Company's registered capital.

Agenda 10 Consideration on approval of allocation of the increased ordinary shares of not exceeding 216,195,708 shares with par value of THB 0.50 per share for the exercise of CIG-W7

Agenda 11 Others (if any)

The recorded date will be on Monday, April 3<sup>rd</sup>, 2017 to determine the list of shareholders and the shareholders' registration and book-closing date will be on Tuesday, April 4<sup>th</sup>, 2017 in order to list shareholders' name on the Script Less System according to Clause 225 of the Securities and Exchange Act, which is the same schedule.

Please be informed accordingly,

Yours Sincerely,

(Mr.Aree Poomsanoh)  
CEO and Managing Director



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Attachment 1

Capital Increase Report Form (F 53-4)

**Capital Increase Report Form**  
**C.I. Group Public Company Limited**  
**March 6<sup>th</sup>, 2017**

We, C.I. Group Public Company Limited (“the Company” or “CIG”), hereby report of the resolution of the Board of Directors no. 2/2017, held on March 4<sup>th</sup>, 2017 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 Annual General Meeting of Shareholders 2017 to;

1.1 Approve to decrease of the registered capital of the Company by 216,174,408 shares with a par value of THB 0.50, equal to THB 108,087,204 from THB 648,576,474 to THB 540,489,270 in order to comply with the expiration of CIG-W5. The registered capital after the decrease will be complied with the current paid-up capital.

1.2 Approve to increase of the registered capital of the Company by 216,195,708 shares with a par value of THB 0.50, to accommodate the exercise of CIG-W7 by THB 108,097,854 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	216,195,708	0.50	108,097,854

**2. Allotment of new shares:**

The Board of Directors’ Meeting had resolved to approve the allocation of not exceeding 216,195,708 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-W7 <sup>(1)</sup>	Not exceeding 216,195,708 shares	5: 1	: Allotted at the ratio of 5 existing ordinary share per 1 unit of CIG-W7 (delete any fraction of shares) at zero THB : Exercise price THB 2.00 per share and the exercise ratio equals to 1 unit of CIG-W7:1 share.	Can be exercised on the last bank business day each month throughout the life of the warrant.

Note (1) The details of CIG-W7 is shown in Attachment 2



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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 2017 will be held on April 24<sup>th</sup>, 2017, at 1.30 pm at the Meeting Room 3, 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 April 3<sup>rd</sup>, 2017 and the share register book closing date is on April 4<sup>th</sup>, 2017 for gathering shareholder's names under the Section 225 of the Securities and Exchange Act B.E. 2535.

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.

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

5.1 To reserve for future investment and 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 new investments and business expansion.

6.2 Better financial shape of the Company.

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

7. 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.

8. 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.



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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
April 3, 2017	The record date to determine the shareholders eligible to attend Annual General Meeting of Shareholders 2017 and the shareholders eligible to receive CIG-W7.
April 4, 2017	The book closing date to determine the shareholders eligible to attend Annual General Meeting of Shareholders 2017 and the shareholders eligible to receive CIG-W7.
April 24, 2017	Annual General Meeting of Shareholders 2017 to approve related agenda.
May 31, 2017	The issuance and offering date of CIG-W7.

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)



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Attachment 2

Details of the Right Offering of the Warrants of  
C.I. Group Public Company Limited #7 to Existing Shareholders (CIG-W7)

1. Details of the Warrants

Type:	Right to purchase ordinary shares of C.I. Group Public Company limited #7 ("warrants" or "CIG-W7")
Category of Warrants:	Named and transferable
Amount of Warrants offered:	Not exceeding 216,195,708 shares
Offering Method:	Allocated to existing shareholders of the Company whose names appeared on the Record Date on April 3, 2017 and collected the shareholders' name under Section 225 of the Securities and Exchange Act B.E. 2535 regarding the closing method on April 4, 2017. The warrants shall be allocated at the ratio of 5 existing ordinary shares : 1 unit of CIG-W7 (delete any fraction) The number of ordinary shares reserved to accommodate the exercise of the CIG-W6 and CIG-W7 shall not exceed 50 percent of paid-up shares.
Offering Price:	-None- (THB 0 per unit)
Exercise ratio and Price:	1 unit of CIG-W7 : 1 ordinary shares at THB 2.00 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 216,195,708 shares at a par value of THB 0.50 or equal to 25 percent of the paid-up capital of the Company as of February 28, 2017, by 864,786,382 shares.
Maturity of Warrants:	Approximately 1 year 8 months and 14 days from the issued date. (May 31, 2017 – Feb 14, 2019)
Issued Date:	May 31, 2017
Offering Period:	Within 1 year (one year) following the approval of the Shareholders' Meeting. 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 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 is on June 30, 2017.



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Last Exercise Date:	The last exercise date will be on February 14, 2019.
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 Market for Alternative Investment. (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 number 11 (4) (b) of Notification of the SEC no. TorJor. 34/2008, including the case that the Company pays dividends of more than 80% of its net profit after tax of the Company's separate financial statement for each accounting period during the term of warrants, the Board of Directors and/or the person assigned by the Board of Directors to consider and determine conditions and details related to the adjustment of the exercised ratio and the exercised price.
Condition in case of unexercised warrants:	The Company will terminate all of the warrants that are unexercised after the last exercise date.
Other Conditions:	The Board of Directors and/or the person assigned by the Board of Directors are authorized to determine and change conditions of 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 and also to negotiate and sign in any relevant documents and agreements and perform any other necessary actions related to the warrants and the issuance, including applying for warrants and ordinary shares issued from the exercise of the warrants to list on the MAI and also applying for an approval from relevant authorities and performing any other necessary actions related to the issuance of the warrants.





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**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-W7 in full amount

Case 2 Other individuals who are not the existing shareholders exercise the rights of CIG-W7 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%	NA	NA
Case 2.	20.00%	NA	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 (Feb 10<sup>th</sup> – Mar 3<sup>rd</sup> 2017), which is THB 0.65 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-W7 has no price dilution, since the exercise price of CIG-W7 (THB 2.00 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-W7 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 = 
$$[(\text{shares reserved for this warrant offering}) + (\text{shares reserved for the prevailing convertible debenture or warrants excluding shares reserved for ESOP-CD or ESOP-warrant})] / (\text{Number of paid-up and issued shares of the Company, including number of other newly issued shares to be offered simultaneously with this warrant offering})$$

$$= (216,195,708 + 216,192,158) / 864,786,382 = 50.00\%$$

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-W7) = 216,195,708 shares
- shares reserved for the prevailing warrants (CIG-W6) = 216,192,158 shares
- paid-up and issued shares of the Company = 864,786,382 shares
- other newly issued shares to be offered simultaneously with this warrant offering = None



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Attachment 3

Information Memorandum regarding with the Allocation of New Ordinary Shares

C.I. Group Public Company

March 6<sup>th</sup>, 2017

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-W7. The details as follow;

**1. Offering Details:**

The Company will issue and offer of not exceeding 216,195,708 shares at the par value of THB 0.50 per share to accommodate the exercise of CIG-W7 at zero THB, not exceeding 216,195,708 shares allotted to the existing shareholders at the ratio of 5 existing ordinary shares per 1 unit of CIG-W7 (delete any fraction of shares).

It is assigned to the Board of Directors and/or the person assigned by the Board of Directors to have the power to consider and adjust any conditions and details of CIG-W7. The details are shown in Details of CIG-W7 offering (Attachment 2). The record date for eligible shareholders who have the right to receive CIG-W7 will be on April 3<sup>rd</sup>, 2017 and the book closing date for collecting the name of shareholders according to Securities and Exchange Act Section 225 will be on April 4<sup>th</sup>, 2017.

However, the right to receive CIG-W7 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 is to reserve for issuance of CIG-W7. The Company will be used as working capital and reserve for future investment and business expansion.

**3. Shareholder Effects from Share Issuance**

The issuance of CIG-W7 may impact shareholders as mentioned in the Attachment 2, Details of the Right Offering of the Warrants of the Company #7 (CIG-W7). (Attachment 2)

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

The Company will increase the capital for accommodation the exercise of CIG-W7 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-W7 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



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equity of the Company will improve. In addition, the issuance of CIG-W6 with zero THB is to benefit existing shareholders of the Company.

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. Thaweesak Wangkorkiat)