

NO: CIG 017/2016

March 30th, 2016

Re: To Inform of the BOD Meeting's Resolution No. 3/2016

Dear : President

The Stock Exchange of Thailand

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

We, C.I.Group PCL, would like to inform you of the resolutions of the BOD Meeting no.3/2016 was held on Wednesday, March 30th, 2016 at 10.00 a.m. – 11.45 a.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.2/2016 held on March 28<sup>th</sup>, 2016.
2. Approval of proposing to the AGM 2016 to cancel the General Mandate in the amount of 86,476,860 shares, par value 0.5 baht, or Baht 43,238,430.
3. Approval of proposing to the AGM 2016 to decrease of the registered capital from the registered capital of Baht 583,718,825 to Baht 540,480,395 in order to comply with the cancellation of the General Mandate that was approved. 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 2016 to consider the amendment of Clause 4 of the Company's Memorandum of Association in accordance with the capital reduction.
4. Approval of cancellation Agenda of proposing to the AGM 2016 to approve allocation of shares not exceeding 86,476,860 shares at Baht 0.50 par value for the General Mandate through Private Placement as be approved in the Board of Director Meeting No.2/2559 on March 28th, 2016 due to the referred resolution is not clear enough which might create confusion to investors. Moreover, the company has not have any urgent requirement on increasing capital at this stage.

Thus, the Agenda of the AGM 2016 will be:

Agenda 1 Consideration on the Minute of the AGM Meeting No.1/2015

Agenda 2 Acknowledgement of the fiscal year 2015's operating results and Consideration on approval of the Financial Statement, including Balance Sheet and Income Statement, for the year, ended December 31<sup>st</sup>, 2015

- Agenda 3 Consideration on annual dividend payment for performance of the year 2015.
- Agenda 4 Consideration on annual remuneration and the meeting allowance of the Directors for the year 2016.
- Agenda 5 Consideration on the appointment of CIG's Auditor and determining Audit Fee for the year 2016
- Agenda 6 Consideration on the re-appointment of the retired directors of the Board Members
- Agenda 7 Consideration on cancellation of the General Mandate in the amount of 86,476,860 shares, par value Baht 0.5, or Baht 43,238,430.
- Agenda 8 Consideration on decreasing registered capital of the company from Baht 583,718,825 to Baht 540,480,395.
- Agenda 9 Consideration on amendment of Clause 4 of the Company's Memorandum of Association in accordance with the decrease of the registered capital.
- Agenda 10 Consideration on approval of issuance and offering of warrant #6 (CIG-W6) to existing shareholders of the Company in the amount of not exceeding 216,192,158 units
- Agenda 11 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-W6
- Agenda 12 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 13 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 14 Others (if any)

Please be informed accordingly,

Yours Sincerely,

(Mr.Aree Poomsanoh)  
CEO and Managing Director