



**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  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขามีนทอง  
789/75 ม.1 ต.นิคมอุตสาหกรรมนิคมทอง  
ต.หนองขาบ อ.ศรีราชา จ.ชลบุรี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาเทพารักษ์  
526/1 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Teparak Road  
Teparak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

No. CIG 002/2020

February 25<sup>th</sup>, 2020

Re: To inform of the BOD Meeting's resolution no.1/2020

Dear : President

The Stock Exchange of Thailand

Attachment : 1. Preliminary details of the Warrants of C.I.Group Public Company Limited No. 8 (CIG-W8)  
2. Capital Increase Report Form (F53-4)  
3. Information Memorandum regarding with the Allocation of New Ordinary Shares  
4. F24-1

We, C.I.Group PCL, would like to inform you of the resolutions of the BOD Meeting no.1/2020 was held on Tuesday, February 25<sup>th</sup>, 2020 at 12.00a.m. – 2.00p.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.7/2019 held on November 12<sup>th</sup>, 2019.
2. Resolved the acknowledgement of the results of business operations of CIG for the year 2019 and the audited Financial Statement for the fiscal year ended as of December 31<sup>st</sup>, 2019 and the Auditor's Opinion is approved.
3. Approval of omission of Payment of Dividend from the Performance of the 2019 Fiscal Year due to deficit of the company's performance.
4. Approval of proposing to the AGM 2020 to consider approval of the Board of Directors' remuneration for the year 2020, till December 31<sup>st</sup>, 2020, which is not exceeding Baht 8,000,000 (equal to the approved amount in 2019, 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 2020 to consider approval of a resolution on appointing 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 2020, ending December 31<sup>st</sup>, 2020, where the auditing fee will not exceed Baht 1,120,000 per year.
6. Approval of proposing to the AGM 2020 to consider approval of the re-appointment of the directors as follows:

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



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

สำนักงานใหญ่ (HQ)  
1/1 ม.7 ต.บางคูวัด อ.บางคูวัด  
จ.เมืองปทุมธานี จ.ปทุมธานี 12000  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขานันทบุรี  
789/75 ม.1 ต.หนองสาหรณ์ อ.หนองสาหรณ์  
จ.สุรินทร์ 32100  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาพาราณสี  
526/1 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Tearak Road  
Tearak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

7. Approved re-appointment of the audit committee who retired by rotation as follow:
- |                             |                             |
|-----------------------------|-----------------------------|
| 1) Pol.Gen.Prung Boonpadung | Chairman of Audit Committee |
| 2) Mr.Songphol Annanon      | Audit Committee Director    |
| 3) Mr.Nadith Rodpetch       | Audit Committee Director    |
8. Approval of proposing to the AGM 2020 to approve issuance and offering of Warrants of C.I.Group Public Company Limited No. 8 (CIG-W8) in the amount of not exceeding 432,393,391 units to existing shareholders of the Company at the ratio of 2 existing ordinary shares per 1 unit of CIG-W8 (delete any fraction of shares) at zero THB. The record date for eligible shareholders who have the right to receive CIG-W8 will be on March 23<sup>rd</sup>, 2020. However, the right to receive CIG-W8 is still uncertain depending on the approval of the company shareholders' meeting.

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 criteria, conditions, and other details related to 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.

The details are shown in Preliminary details of the Warrants of C.I.Group Public Company Limited No. 8 (CIG-W8) (Attachment 1).

9. Approval of proposing to the AGM 2020 to approve the increase of the Company's registered capital of 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 per share to accommodate the exercise of CIG-W8 and to approve the amendment to Clause 4. of the Company's Memorandum of Association in accordance with the increase of registered capital. Details are shown in Capital Increase Report Form (F53-4) (Attachment 2)
10. Approval of proposing to the AGM 2020 to approve issuance and allocation of the increased ordinary shares of not exceeding 432,393,391 shares with a par value of THB 0.50 per share in accordance to accommodate the exercise of CIG-W8.

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 the authority to consider and to determine and amend criteria, conditions and other details related to the issuance and allocation of the newly issued ordinary shares as stated above, as well as to enter into, negotiate and sign in any relevant documents, and perform any other necessary and appropriate actions related to the issuance and



**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  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขานันทบุรี  
789/75 ม.1 ต.หนองสาหร่าย อ.พุนพิน  
จ.สุราษฎร์ธานี 82100  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาสมุทรปราการ  
526/1 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Teparak Road  
Teparak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

allocation of the newly issued ordinary shares under the relevant regulations and notifications 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 newly issued ordinary shares to register as the listed securities on the MAI.

Please consider Information Memorandum regarding the Allocation of New Ordinary Shares (Attachment 3).

11. Approval on having the AGM 2020 on Monday, April 20<sup>th</sup>, 2020, at 1.30 p.m. at The Panorama 1 Room, 14<sup>th</sup> Floor, The Emerald Hotel 99/1 Rachadapisek Road, Dindaeng, Bangkok 10400, Thailand.

The Agenda for the meeting will be:

- Agenda 1 To Certify the Minutes of the Annual General Meeting of Shareholders on April 24<sup>th</sup>, 2019.
- 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 31<sup>st</sup>, 2019.
- Agenda 3 To Consider and Approve Omission of Payment of Dividend from the Performance of the 2019 Fiscal Year.
- Agenda 4 To Consider and Approve the Directors' Remuneration and Meeting Allowance for 2020
- Agenda 5 To Consider and Approve the Appointment of the Auditor and the Auditor's Remuneration for 2020
- Agenda 6 To consider and approve elect persons to replace directors who completed their rotational terms.
- Agenda 7 To consider and approve the issuance of Warrants of C.I.Group Public Company Limited No. 8 (CIG-W8)
- 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
- 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.
- 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
- Agenda 11 Others (if any)



**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  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขานนทบุรี  
789/75 ม.1 ต.นครปฐม  
อ.เมืองนนทบุรี จ.นนทบุรี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาเทพารักษ์  
526/1 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Teparak Road  
Teparak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

The recorded date to determine the list of shareholders will be on Monday, March 23<sup>rd</sup>, 2020.

Please be informed accordingly,

Yours Sincerely,

(Mr.Aree Poomsanoh)  
Chairman of the Executive



**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  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขามีนทอง  
789/75 ม.1 ต.นวมฤตสารคาม  
อ.เมืองยโสธร จ.ยโสธร 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาเทพารักษ์  
526/1 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526/1 M. 3 Tearak Road  
Tearak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail cigroup@coilinter.com  
Website www.coilinter.com  
TAX ID #0107547000133

Attachment 1

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



**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  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขามีนทอง  
789/75 ม.1 ต.หนองสาหรณ์ อ.เมือง  
จ.สุรินทร์ 32100  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาเทพารักษ์  
526/1 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Tearak Road  
Teparak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

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.



**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  
 1/1 M.7 Bangkoowad Road  
 Bangkoowad, Amphoe muang  
 Pathumthani 12000 Thailand

สาขามีนทอง  
 789/75 ม.1 ต.หนองสาหรณ์ อ.เมือง  
 อ.เมืองยโสธร จ.ยโสธร 30230  
 789/75 M.1 Pinthong Industrial Park  
 Nongkham, Sriracha  
 Chonburi 20230 Thailand

สาขาเทพารักษ์  
 526/1 ม.3 ต.เทพารักษ์  
 อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
 526 /1 M. 3 Teparak Road  
 Teparak, Amphoe Muang  
 Samutprakan 10270 Thailand

Tel +662 976 5290  
 Fax +662 976 5023  
 E-mail cigroup@coilinter.com  
 Website www.coilinter.com  
 TAX ID #0107547000133

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

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

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



**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  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขาศูนย์กลาง  
789/75 ม.1 ต.หนองสาหร่าย อ.หนองสาหร่าย จ.สุพรรณบุรี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาทะพาณิชย์  
526/1 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Teprak Road  
Teprak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail cigroup@coilinter.com  
Website www.coilinter.com  
TAX ID #0107547000133

Attachment 2

Capital Increase Report Form (F 53-4)

**Capital Increase Report Form**  
**C.I. Group Public Company Limited**  
**February 25<sup>th</sup>, 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 25<sup>th</sup>, 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 <sup>(1)</sup>	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 -





**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  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขามีนทอง  
789/75 ม.1 ต.หนองสาหรณ์ อ.เมือง  
จ.สุรินทร์ 32100  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาเทพารักษ์  
526/1 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Teparak Road  
Teparak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

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 20<sup>th</sup>, 2020, at 1.30 p.m. at The Panorama 1 Room, 14<sup>th</sup> 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 23<sup>rd</sup>, 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.



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

สำนักงานใหญ่ (HQ)  
1/1 ม.7 ต.บางคูวัด อ.เมืองปทุมธานี จ.ปทุมธานี 12000  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขานันทบุรี  
789/75 ม.1 ต.หนองสาหรณ์ อ.หนองขาหย่าง จ.ชัยภูมิ 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาสมุทรปราการ  
526/1 ม.3 ต.เทพารักษ์ อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Teparak Road  
Teparak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

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. Thaweesak Wangkorkiat)



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

สำนักงานใหญ่ (HQ)  
1/1 ม.7 ต.บางคูวัด อ.เมืองปทุมธานี จ.ปทุมธานี 12000  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขามีนทอง  
789/75 ม.1 ต.นาคหลวง อ.ศรีราชา จ.ชลบุรี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาเทพารักษ์  
526/1 ม.3 ต.เทพารักษ์ อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Teprak Road  
Teprak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

Attachment 3

Information Memorandum regarding with the Allocation of New Ordinary Shares

C.I. Group Public Company

February 25<sup>th</sup>, 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) (Attachment 1). The record date for eligible shareholders who have the right to receive CIG-W8 will be on March 23<sup>rd</sup>, 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) (Attachment 1).

**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



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

สำนักงานใหญ่ (HQ)  
1/1 ม.7 ต.บางคูวัด อ.เมืองปทุมธานี จ.ปทุมธานี 12000  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขานันทกมล  
789/75 ม.1 ต.หนองสาหร่าย อ.หนองสาหร่าย จ.สุพรรณบุรี 20230  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาเทพารักษ์  
526/1 ม.3 ต.เทพารักษ์ อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Teprarak Road  
Teprarak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

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. Thaweesak Wangkorkiat)



**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  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขามีนทอง  
789/75 ม.1 ต.หนองสาหรณ์ อ.เมือง  
จ.สุรินทร์ 32100  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาเทพารักษ์  
526/1 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Teparak Road  
Teparak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

Attachment 4

F24-1

**Form to Report on Names of Members and Scope of Work of the Audit Committee**

The Board of Directors meeting of C.I.Group Public Company Limited No.1/2020 held on February 25, 2020 resolved the meeting's resolutions in the following manners:

⊗ Re- Appointment :

Chairman of the audit committee : Pol.Gen.Dato'Prung Boonpadung  
Member of the audit committee : Mr.Songphol Annanon  
Mr.Nadith Rodpetch

On 2 year term of designation an effect as of March 28, 2020.

**The audit committee is consisted of :**

1. Chairman of the audit committee	Pol.Gen.Dato' Prung Boonpadung
remaining term in office 2 year and - months	
2. Member of the audit committee	Mr.Songphol Annanon
remaining term in office 2 year and - months	
3. Member of the audit committee	Mr.Nadith Rodpetch
remaining term in office 2 year and – months	
Secretary of the audit committee	Ms.Wanphen Khaosuwan

Enclosed hereto is 3 copies of the certificate and biography of the audit committee. The audit committee number 3 has adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

**Scope of Authority and Duty of the Board of Audit Committee**

1) To ensure that the company has accurately and adequately disclosed its financial statements to public by cooperating with public auditor and directors in charge to prepare financial report quarterly and annually. The Audit Committee may suggest the auditor to examine or investigate any matters considered to be necessary and important during the auditing period.

2) To ensure that there are suitable and effective internal control and auditing system in the company by co-auditing with public auditor and internal auditor.



**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  
1/1 M.7 Bangkoowad Road  
Bangkoowad, Amphoe muang  
Pathumthani 12000 Thailand

สาขานนทบุรี  
789/75 ม.1 ต.นวมฤตยนครนนทบุรี  
อ.เมืองนนทบุรี จ.นนทบุรี 11000  
789/75 M.1 Pinthong Industrial Park  
Nongkham, Sriracha  
Chonburi 20230 Thailand

สาขาสมุทรปราการ  
526/1 ม.3 ต.เทพารักษ์  
อ.เมืองสมุทรปราการ จ.สมุทรปราการ 10270  
526 /1 M. 3 Tearak Road  
Teparak, Amphoe Muang  
Samutprakan 10270 Thailand

Tel +662 976 5290  
Fax +662 976 5023  
E-mail [cigroup@coilinter.com](mailto:cigroup@coilinter.com)  
Website [www.coilinter.com](http://www.coilinter.com)  
TAX ID #0107547000133

- 3) To ensure that the company is operated in accordance with Laws concerning properties and stock exchange, stipulations of Stock Exchange Market and other laws involving company business.
- 4) To select and make suggestions regarding the appointment of company auditor together with the audition fee by taking into consideration the credibility, personnel sufficiency, work volume of auditing firm as well as experience of the personnel to be appointed as company's auditor.
- 5) To consider the disclosure of company information should there be any connected transaction or contradictory transaction to be accurate and complete.
- 6) To conduct other tasks as instructed by the Board of Directors approved by the Audit Committee, i.e. to make revisions on financial policies and risk management, make revisions on compliance with business ethics, make co-revisions with company directors on important issues which need to be disclosed to public stated by laws, for instance, report and analysis of management team.
- 7) To prepare the Audit Committee activity reports by disclosing on company's annual report. The report shall be signed by the Chairman of Audit Committee and should contain following information:
  - Comments on the preparation process and disclosure of information in company's financial statement to be accurate and reliable.
  - Comments on the sufficiency of company's internal control system.
  - Reasons to believe that the company's auditor is appropriate to be re-appointed for another term.
  - Comments on the compliance with Laws concerning properties and stock exchange, stipulations of Stock Exchanges Market and other laws involving company business.
  - Report on other matters that shareholders and investors should be concerned within a scope of duties and responsibilities appointed by the Board of Directors.

**The company hereby certifies that**

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed .....Director

(Mr.Taweesak Wangkorkiat)

Signed .....Director

(Mrs.Chankapaw Dissakul)