



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

สำนักงานใหญ่ (HQ)
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Minute of Annual General Meeting for the Year 2020

C.I.Group Public Company Limited

Monday 20th, April 2020

The Master Meeting Room of C.I. Group Public Company Limited

1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand

Date and Venue

The meeting was held on Monday 20th April, 2020 at 13.30 hours, at the master Meeting Room of C.I. Group Public Company Limited 1/1 M.7 Bangkoowad Road, Bangkoowad, A. Muang Pathumthani, Pathumthani 12000, Thailand.

Before considering the meeting agendas, the Director and Company Secretary, Mrs. Chankapaw Dissakul, explained methods of voting and vote counting on each agenda as follows.

In each agenda, the shareholders could cast their votes as "approval", "disapproval", or "abstention" in voting cards received at the registration. Voting was based on one vote per share (1 share: 1vote).

For vote counting, the Company would deduct disapproval or abstention votes from the total number of the shareholders attending the meeting. The remaining votes were regarded as approval of that agenda. The shareholders must raise their hands in case of disapproval or abstention. In such cases, all shareholders must filled-in their voting cards received at the registration for the company's officers to collect and count the votes.

For the shareholders authored proxies a specific vote on their behalf, the Company already recorded their votes i.e. approval, disapproval, or abstention in computers.

In case a shareholder or a proxy wished to leave the meeting room during vote casting and wish to vote on that agenda or remaining agendas in advance, he/ she could cast his/ her vote in a voting card and submit to an officer. Such cards would be counted in related agenda.

Prior to vote on each agenda, the Chairman would give the shareholders opportunities to ask questions. In case a shareholder or a proxy wishes to express his/ her opinion or ask question he/ she should raise his/ her hand and stated a name of a shareholder or a proxy to the meeting before providing opinions or asking questions. For the questions that are not related to the specific agenda, the Chairman would provide times for such question by the end of the "Others" agenda besides.

There were 7 Directors of the Company (100% of all directors), 5 Executive Managements of the Company, 1 Auditors, 1 financial advisor and 1 representative from the Thai Investor Association attended the meeting.

The directors who attended the meeting are:

1. Pol. Gen. Prung Boonpadung Chairman of the Board and Chairman of Audit Committee (Conference)



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- | | |
|-----------------------------|--|
| 2. Mr. Aree Poomsanoh | Vice Chairman and Chairman of the Executive Committee
(acting as chairman of the meeting) |
| 3. Mr. Taweesak Wangkorkiat | Director and Executive Director |
| 4. Mr. Theera Poomsanoh | Director and Executive Director |
| 5. Mrs. Chankapaw Dissakul | Director and Executive Director |
| 6. Mr. Songphol Annanon | Independent Director and Audit Committee |
| 7. Mr. Nadith Rodpetch | Independent Director and Audit Committee |

Top management who attended the meeting was Mr. Warawut Arunothai, Managing Director. The company has no other sub-committee.

In order to generate transparency of the Annual General Meeting to be complied with law and the Company's regulation, the Company did assign Mr.Nattapat Wangkorkiat, shareholders, as an auditor for votes counting of the shareholders or proxies who attend the meeting.

The Emergency Decree on Public Administration in Emergency Situation, B.E. 2548 (No. 1), on March 25, 2020 set preventive measures for people at high risk of getting infected with COVID-19 which was force majeure to make some Directors and Executives in the category unable to attend the meeting as usual. Therefore attending meeting through electronic (telephone conference) was allowed. Therefore, Pol. Gen. Prung Boonpadung, Chairman of the Board of Directors, assigned Mr. Aree Poomsanoh, Vice Chairman of the Board of Directors acting as chairman of the meeting.

The meeting was commenced at 13.30 hours.

Mr. Aree Poomsanoh, Chairman of the meeting, expressed his gratitude to the shareholders for attending the meeting and informed that 30 shareholders presented in person and by proxy, altogether hold 378,530,966 shares or equivalent to 43.77 percent of the total issued shares. Since a quorum of the meeting is pursuant to the Articles of Association of the Company, the Chairman then declared the Annual General Meeting for the year 2020 and proposed the meeting to consider the matters on the following agenda.

Agenda 1 To Certify the Minutes of the Annual General Meeting of Shareholders on April 24th, 2019

The Chairman requested the meeting to certify the minute of the Annual General Meeting of the Shareholders No.1/2019 dated April 24th, 2019, as per the document enclosed with the Notice of the Meeting sent in advance and asked if there should be any amendments to the minute of the meeting.

No shareholder raised any objection or proposed an amendment on the minute. The Chairman asked the meeting to certify the minutes.



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Resolution: After due consideration, the meeting, with the majority number of votes as following, certified the minutes of the Annual General Meeting of Shareholders No. 1/2019 dated April 24th,2019

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

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 31st, 2019 and the Auditor's Opinion.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the company's statement of financial position and statements of comprehensive income for the year ended 31 December 2019 have been audited and approved by a certified auditor and has been certified by Audit Committee as well as company Directors. The company has included its financial results for the fiscal year 2019 in an annual report, QR Code, which were enclosed with the meeting invitation and summarized key financial results for the fiscal year 2019 for the meeting in Agenda 2.

The Board assigned Mr.Warawut Arunothai, Managing Director, to summarize result of the company's business operation for the fiscal year 2019 again for acknowledgement of the meeting as follows:

Financial Performance in conclusion of C.I.Group Public Company Limited

Unit: Million Baht

Comparing of Statements of Comprehensive Income of the Company and Subsidiaries Between the Year Ended December 31, 2019 and 2018			
	2019	2018	% increase (decrease)
Current Assets	459.065	507.264	(9.502)
Total Assets	1,021.746	1,168.096	(12.529)
Current Liabilities	453.466	423.220	7.147
Total Liabilities	528.611	469.068	12.694
Total Shareholders' Equity	493.135	699.028	(29.454)
Total Revenues	1,466.633	1,090.390	34.505
Cost of sales and services	1,405.166	942.226	49.133
Gross Profit	61.467	148.164	(58.514)
Selling Expenses	69.499	72.935	(4.711)
Administrative Expenses	110.989	92.324	20.217
Profit (Loss) for the years	(198.573)	(52.874)	(275.559)
Basic Earnings (Loss) Per Share	(0.2296)	(0.0611)	(275.777)



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The Board assigned Ms.Rattanakamol Poomsanoh, Deputy Managing Director, to inform the meeting regarding business operation of the year 2019 and what will be in 2020. In summary, for the coil business, the company has expanding business into a manufacturer of chiller and air handling units (AHU). Last year the company released new products such as unit cooler, condensing unit (CDU), air cooled condenser (ACC) etc. and concentrate on creating the company's brand to the market. Furthermore, did improve management system and improve the sales team. In the year 2020, the company plans to use new innovations to develop the products to be more efficient, such as designing smaller coils with the same performance while saving space and add filter of germ or bacteria features. For example, CDU for outdoor environment, unit cooler- slim type, unit cooler-dual discharge, fan coil unit-DX, AHU-single skin. Currently, the company is also a large air purifier manufacturer which able to percolate small particles up to 2.5 microns (PM 2.5) that can be used in large meeting rooms or places with a lot of people and able to connect with mobile phone or tablet for remote control and having consulting service to advise, design, and replace coils to customers who concern with air quality whereas want to save budget in order to extend air conditioners life.

For the construction, bidding and other project business including being a distributor of insulation panel of Kingspan Insulated Panel from Australia, is continuously working. The company would concentrate to attend only on high performance construction such as roofing of Suvarnabhumi airport (extension project), cold room with energy saving etc.

Chairman informed to the meeting regarding progress of Anti-Corruption project which the company has been doing that, on 22nd December, 2016, the company did sign off on agreement to join in the Private Sector Collective Action Coalition Against Corruption Committee: CAC, and get certified as a member of CAC on 17th May, 2018.

Chairman proposed to the meeting to consider acknowledge business performance of the year 2019 and then proposed to approve the financial statement of the financial year ended December 31st, 2019. Prior to vote, the chairman asked if shareholders have questions.

The shareholder has question as follow:

- Ms.Poonsri Kancharouankunwong, representative from the Thai Investor Association, asked the following question:
 - i. Please explain in detail on the issues that the auditor states conditional opinions related to there is not sufficient evidence to audit the investment in an associate company as mentioned in the note No.15 of the financial statements regarding machines, under installation, costs in the amount of 283.02 million baht. Why did no payment document?

Mr.Piyapoj Kaewjumlong, Finance and Accounting Manager, answered to the question that due to the company has invested in Fakwantip Co.,Ltd., through a subsidiary, CIG (Thailand) Co., Ltd., form the rehabilitation plan which is an ethanol factory that was constructed for more than 10 years. From the start that the company join the investment, such documents were not in file at all,



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so it quite difficult to find evidence of machinery acquisition. However, will proceed and hire an independent property appraiser to assess the property soonest.

- ii. The company is a producer of air conditioner parts and construction, why providing loans to subsidiaries, associates, third parties and other businesses by charging interest at the rate of 1.5% to 15% per annum which became overdue payment causing full allowance for doubtful accounts?

Mr. Warawut Arunothai, Managing Director, answered to the question that because the company is interested in investing in new possible business asides of ethanol producer of Fahkhwantip Co., Ltd., there are online sales and the bio-tubes. The first phase, the company decided to provide loans instead of holding shares immediately to reduce the risk. When the project progresses fruitfully, generates revenue and profits, the borrower agreed to give right to the company to decide to invest in the project in agreed proportion. Unfortunately, some projects did not have progress as plan, the project has been slowed down. Thus, the company had not yet be paid back which of cause the company has been following up continuously.

- iii. Why the net unbilled revenue at the end of the year 2019 is 107.96 million baht, which is 3 times higher than the year 2018 but the allowance for doubtful accounts is 1.8 million baht?

Mr.Piyapoj Kaewjumlong, Finance and Accounting Manager, answered to the question that the said income which is three times increased from the previous year was from the Suvannabhum project which calculated project value from percentage of job progress which by the time was 95% but still unable to collect the money from China State Construction Engineering (Thailand) Co., Ltd. (sub-contractor of Airports of Thailand PCL.) which was set an allowance for doubtful accounts for such collection.

- iv. From operations loss in the construction business and hotel business, what is the company's policy or strategy for solving problems?

Mr.Piyapoj Kaewjumlong, Finance and Accounting Manager, answered to the question that the income in the year 2019 of the subsidiary company's hotel business that decreased from the previous year due to reduction of Chinese tour group customers. However, the hotel did get more customers from the European zone. In order to solve the problem the CIG Development Co., Ltd. (subsidiary) has signed agreement which guarantees 40 rooms per day during the hi-season and 30 rooms per day for low-season with two agencies from Russia to increase sales. Currently, the hotel has also been rewarded from 3 star to 4 star standards.

Mr. Warawut Arunothai, Managing Director, also answered to the question that for the construction business, there was a problem with the progress report, which the company has drawdown payment to the main contractor but not in accordance with the work schedule for which



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the main contractor, China State Construction Engineering (Thailand) Co., Ltd., was able to bill to the employer, Airports of Thailand PCL. Therefore resulting in excessive construction costs. Also, there was costs occurs from re-work in some part. Currently, 95% of the work has been completed and is in the process of expediting to delivery work as soon as possible to minimize losses.

- v. From the sales of 2018 in the amount of 1,090.39 million baht and the year 2019 of 1,466.63 million baht which was increased 376.24 million baht, but why is the gross profit margin down from 13.58 percent to only 4.16 percent?

Mr. Warawut Arunothai, Managing Director, answered to the question that for the main business, air conditioners and refrigeration parts manufacturing, in the past 3 years, from 2017 - 2019, the gross profit margin has continuously increased which are 14%, 15.7% and 17.6% respectively which indicating that the efficiency of the management of air conditioners and refrigeration parts business has been improving. While in the year 2019, the company has recognized gross loss from the construction business, the Suvannabhumi project, therefore, the gross profit margin decreased to 4.16 percent.

There is no further question, the Chairman concluded that the meeting acknowledges the result of business operation of the company for the fiscal year 2018 and then proposed to approve the financial statement of the financial year ended December 31st, 2019.

Resolution : After due consideration, the meeting, acknowledges the result of business operation of the company for the fiscal year 2019 as is and resolved that the financial statement of the financial year ended December 31st, 2019 be approved.

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 3 To Consider and Approve Omission of Payment of Dividend from the Performance of the 2019 Fiscal Year.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that the payment of dividend from the performance of the 2019 fiscal year to the shareholders not to be paid due to deficit of the company's performance as states in The Company's Articles of Association related to dividend payment policy.

The Chairman informed the meeting that as the company posted a net loss for the year 2019, the Chairman then proposed to consider and approve not paying dividend for the operation of the year 2019.



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The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no question; the Chairman then proposed the meeting to approve on not paying dividend for the operation of the year 2019.

Resolution: After due consideration, the meeting, with the majority number of votes, resolved to approve omission of payment of dividend for the operation of the year 2019 as per the following number of votes:

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 4 To Consider and Approve the Directors' Remuneration and Meeting Allowance for the Year 2020.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that the approve the annual remuneration and meeting allowance of the Directors and the Audit Committee for the year 2020 at the amount of not exceeding Baht 8,000,000 a year (the same as last year) the attendance fee for the Board of Directors of Baht 5,000 per director per time, and the attendance fee for the audit committee of 5,000 Baht per director per time, exclusive of the remuneration and welfare which Directors received as Company's employee or staff of the company. Though the remuneration did not be considered by the Remuneration Committee as there is no referred committee, the remuneration has been carefully considered in the Board of Director Committee by comparing with others in the same industry and together with business expansion and profit growth rate prior to propose the annual remuneration as is.

In the year 2019, the company paid compensation to the Board of Directors, and the audit committee that attended each meeting and monthly compensation according to position In total amount of 2,940,000 baht, details as follows

attendance Fee	300,000	Baht
Monthly Compensation	2,640,000	Baht

The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no question; the Chairman then proposed the meeting to approve the annual remuneration and meeting allowance of the Directors for the year 2020.

Resolution: The meeting resolved to approve the annual remuneration and meeting allowance of the Directors and the Audit Committee for the year 2020 not exceeding 8 Million Baht a year, the same as last year. The



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amount excluded the remuneration and welfare which Directors receive as company's employee or staff of the company which should be proposed to the Board of Directors for approval.

The meeting approved with the majority number of vote detail is as following:

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 5 To Consider and Approve Appointment of Auditor and the Auditor's Remuneration for 2020.

The Chairman informed the meeting that the Board assigned the Audit Committee to choose and then proposed to appoint the selected external auditors and the auditing fee of the company for the year 2020 to the shareholders for approval in this meeting. The detail is as follows:

1. Appointment of auditors from Sam Nak-Ngan A.M.C. Co.,Ltd. namely, 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 the auditors of the Company for the financial year 2020. The referred auditors have accepted performance with match qualification with the Company's Articles of Association and neither of them had any relationship or transaction with the Company that may create a conflict of interest.

Note: This auditors also will audit the company's subsidiary.

2. Setting the auditing fee for the year 2020 at the total amount of Baht 1,120,000 (exclusive of other service fees). The details of payments for auditor's fees in the year 2019 are as follows.

Auditing Fee	Amount (Baht)
1.) Fee for checking financial statements for the year	440,000
2.) Fees for reviewing interim financial statements	600,000
3.) Fees for reviewing financial statements in English	80,000
Total	1,120,000

The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no question, the Chairman then proposed to the meeting to approve the appointment of such auditors and auditing fees for the financial year 2020.



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Resolution: The meeting resolved to approve the appointment of such auditors and auditing fees for the financial year 2020. The detail is as followed:

1. Appointment of auditors from Sam Nak-Ngan A.M.C. Co.,Ltd. namely, 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 the auditors of the Company for the financial year 2020.
2. Setting the auditing fee for the year 2020 at the total amount of Baht 1,120,000 (exclusive of other service fees).

The meeting approved with the majority number of vote detail is as following:

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 6 To consider and approve elect persons to replace directors who completed their rotational terms.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that the approve the appointment the Board of Directors of 2 persons, namely Mr. Songphol Annanon and Mr. Nadith Rodphet in replacement of those who are due to retire by rotation, both independent directors has held the position for 9 years by which considering required qualification of directors to be allied with the company's strategies' that is lack in order to create the most effective to the company and also independence no business relationship with the company, subsidiary company, associated company, major shareholder or the controlling person and is not a shareholder of the company. The Board then proposed to re-elect the directors who are retired by rotation to continue their position

The Board of Directors did consider thoroughly on suitability which necessary to the company management inclusive with qualification knowledge capability and skill as required for Directors position. Moreover, the Board of Directors had arranged a process to nominate candidate to be replaced in the position of the retired directors from the rotation as follows:

1. Announce in company website, Allow the minority shareholders to nominate persons qualified for the Director position. No minority shareholders have nominated any qualified person.
2. Informing retired Directors to request for repetitive term if they intend to continue to be the company's Directors for another period.

The Chairman proposed to the meeting election of Independent Directors in replacement of those who retired by rotation namely:

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



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The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no other question, the Chairman then proposed to the meeting to elect Directors in replacement of who retired by rotation in this year 2020 person by person.

Resolution: After due consideration, the meeting resolved to elected the Directors to replace those who will be retired by rotation in 2020, 2 persons as nominated by the Board of Directors namely Mr. Songphol Annanon and Mr. Nadith Rodphet.

Such resolutions were passed with the number of majority votes as per the following details:

1. Mr. Songphol	Annanon	Independent Director		
Approved	377,960,766	votes	equivalent to	99.8494%
Disapproved	200	votes	equivalent to	0.0001%
Abstained	570,000	votes	equivalent to	0.1506%
Void	0	votes	equivalent to	0
2. Mr. Nadith	Rodphet	Independent Director		
Approved	378,530,766	votes	equivalent to	99.9999%
Disapproved	200	votes	equivalent to	0.0001%
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 7 To Consider and Approve the issuance of Warrants of C.I.Group Public Company Limited No. 8 (CIG-W8)

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that the company did not pay dividend for the last year performance, therefore, the shareholders will receive some benefits from the issuance and offering of warrant No.8 (CIG-W8) to existing shareholders of the Company. Also, the company in needed of budget to expand business. The Board of Directors proposed shareholders to approved the issuance and offering of warrants No.8 (CIG-W8) to existing shareholders of the Company in the amount of not exceeding 432,393,391 units at the ratio of 2 existing ordinary share: 1 unit of CIG-W8 (delete any fraction).

The number of shares issued for the exercise of CIG-W8 will not exceed 50 percent of the paid up capital, 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 power to consider and adjust any conditions and details of CIG-W8. The details are shown in Details of CIG-W8 offering (Attachment 6). The record date for eligible shareholders who have the right to



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receive CIG-W8 is on March 23rd, 2020. The issuance and offering of CIG-W8 will be effective after the approval of the Annual General Meeting of Shareholders' 2020.

The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

The shareholder has question as follow:

- Ms.Poonsri Kancharouankunwong,, representative from the Thai Investor Association, asked the following question:
 - vi. The company Issued a warrant as funds for business expansion and as return to the shareholders, please explain how the money that the company received from issuance of the warrants to the existing shareholders and the issuance of the ESOP to offer to the directors and employees of the Company In the past was return to the shareholders and in which way since the company had not paid dividend for many years ?

Mr. Aree Poomsanoh, Vice Chairman, answered to the question that the company still has an accumulated loss, therefore could not pay dividend. Therefore, the company decided to issue a warrant to the existing shareholders in return besides. The return of warrant would occur from selling the received warrant or exercise to the ordinary shares in order to hold more shares. The company expects that during the exercise period, the ordinary shares price is higher than exercise price which means more interest to exercise. Then, the company would get money from exercising of the shareholder to expand the business.

There is no other question, the Chairman then proposed to the meeting to approve issuance and offering of CIG-W8 to existing shareholders of the Company at THB 0 (Zero Baht) in the amount of not exceeding 432,393,391 units

Resolution: The meeting resolved to approve issuance and offering of CIG-W8 to existing shareholders of the Company at THB 0 (Zero Baht) in the amount of not exceeding 432,393,391 units at the ratio of 2 existing ordinary share: 1 unit of CIG-W8 at THB 0 (Zero Baht) (delete any fraction). CIG-W8 has the maturity from the issuance and offering date (June 1st, 2020 to February 12th, 2021) (approximately 8 months and 12 days). The exercise ratio is 1 (one) units of CIG-W8: 1 (one) new shares at 1 Baht per share with details as per proposed everything by votes as follows:

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0



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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

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that the Company is to increase the Company's registered capital of 432,393,391 shares with a par value of THB 0.50 per share to accommodate the exercise of CIG-W8. The Board of Director agreed to propose to the Annual General Meeting to approved of increasing of the Company's registered capital of 432,393,391 shares with a par value of THB 0.50 per share, equal to THB 216,196,695.50 to accommodate the exercise of CIG-W8

The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no other question, the Chairman then proposed to the meeting to approved to increase of the Company's registered capital from THB 432,393,391 to THB 648,590,086.50

Resolution: The meeting resolved to approve to increase of the Company's registered capital of 432,393,391 shares with a par value of THB 0.50 per share, equal to THB 216,196,695.50

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

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.

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that to approve the amendment to Clause 4 of the Company's Memorandum of Association in accordance with the increase of the registered capital as follows:

No.4	Registered Capital	648,590,086.50	Baht	(Six Hundred and Forty Eight Million Five Hundred Ninety Thousand and Eighty-six and Point Fifty Baht)
	Divided to	1,297,180,173	shares	(One Billion Two Hundred Ninety Seven Million One Hundred Eighty Thousand and One Hundred Seventy-Three shares)
	Par Value	0.50	Baht	(Point Fifty Baht)
	Preferred Shares	None		



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The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no other question, the Chairman then proposed to the meeting to approve the amendment to Clause 4 of Company's Memorandum of Association in accordance with the increase of registered capital.

Resolution: The meeting resolved to approve the amendment to Clause 4 of Company's Memorandum of Association in accordance with the increase of registered capital by votes as follows:

Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

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

Mrs.Chankapaw Dissakul, the Company Secretary, informed the shareholders that the Board of Directors resolved that agreed to propose to the Annual General Meeting to approve the allocation of the increased ordinary shares of not exceeding 432,393,391 shares with a par value of THB 0.50 per share to accommodate the right exercise of CIG-W8 in accordance with the increased registered capital of the company. 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 mentioned 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.

The Chairman gave the shareholders and proxies the opportunity to ask questions or express opinions on this agenda.

There is no other question, the Chairman then proposed to the meeting to approve allocation of the increased ordinary shares of not exceeding 432,393,391 shares with a par value of THB 0.50 to accommodate the issuance and offering of CIG-W8.

Resolution: The meeting resolved to approve allocation of the newly issued ordinary shares of not exceeding 432,393,391 shares with a par value of THB 0.50 to accommodate the issuance and offering of CIG-W8 with details as per proposed everything by votes as follows:



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Approved	378,530,966	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0
Abstained	0	votes	equivalent to	0
Void	0	votes	equivalent to	0

Agenda 11 To Consider Other Matters (if any).

The Chairman provided times for open discussion.

There is no other question, the Chairman expressed his gratitude to the shareholders for attending the meeting and for their views and suggestions which the Board would take into consideration, and then declared the meeting is closed.

The meeting adjourned at 15.00 hrs.

(Mr. Aree Poomsanoh)

Vice Chairman

(Mrs. Chankapaw Dissakul)

Company Secretary