



INVITATION TO ANNUAL GENERAL MEETING OF SHAREHOLDERS
C.I. GROUP PUBLIC COMPANY LIMITED

on Wednesday, April 30th, 2025, 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.

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**C.I. GROUP
PUBLIC COMPANY LIMITED**

บริษัท ซี.ไอ. กรุ๊ป จำกัด (มหาชน)

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March 29th, 2025

Subject: Invitation Letter for the Annual General Shareholders Meeting 2025
To: Shareholders of C.I. Group Public Company Limited
Enclosed: 1. QR Code: The 2024 Annual Report and the Financial Statements for the Financial Year 2024.
(Reference for Agenda 2)
2. QR Code: Invitation Letter of Annual General Meeting 2025

The Board of Directors of C.I. Group Public Company Limited (the "Company") has resolved to set up the Annual General Meeting 2025 on Wednesday, April 30th, 2025, 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. The agendas are as follows:

Agenda 1 To Consider and Adopt the Minutes of the Extraordinary General Meeting of Shareholders No.2/2024, Which was Held on April 30th, 2024.

Comments from the Board of Directors: The minutes of the meeting were recorded correctly and completely. (Details in the enclosed document item 1.), The Meeting duly considered and unanimously resolved to adopt and approve the minutes of the Extraordinary General Meeting of Shareholders No. 2/2024 which was held on April 30th, 2024.

Agenda 2 To Acknowledge the Company's Operation Results for the Year 2024, and to Consider and Approve the Financial Statement (Balance Sheet) and Comprehensive Income Statement (Profit and Loss Account) Ended December 31st, 2024.

Comments from the Board of Directors: The Meeting resolved the acknowledgement of the results of business operations of CIG for the year 2024 (see Financial Highlight: Attachment 2), and resolved the audited Financial Statement for the fiscal year ended as of December 31st, 2024, and the Auditor's Opinion is approved details as shown in the 2024 Annual Report, "Financial Statement", page 156.

Agenda 3 To Consider and Approve Omission of payment of Dividend from the Performance of the Year 2024.

Comments from the Board of Directors: The payment of dividend from the performance of the 2024 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 (Attachment 3).

Agenda 4 To Consider and Approve the Remuneration of Directors and Meeting Allowance for the Year 2025.

Comments from the Board of Directors: The Director's remuneration and meeting allowance had not been approved by the Remuneration Committee due to no such a committee as yet. However, consideration of remuneration and allowance of the directors had been done carefully by comparing with other similar industries together with considering from growth and status of the company's business as well prior to propose. The directors' remuneration for the 2025 fiscal year at the amount of not exceeding Baht 8,000,000, the attendance fee for the Board of Directors of Baht 5,000 per director per time, and the



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attendance fee for the audit committee of 5,000 Baht per director per time, without any other benefits other than the monetary compensation mentioned above.

In summary, the remuneration of company directors and audit committee members for 2024 are as follows:

Committee	Monthly Remuneration (Baht)	Meeting Allowance (Baht)	Total (Baht)
1. Board of Directors	3,215,917.69	335,000.00	3,550,917.69
2. Audit Committee	480,000.00	100,000.00	580,000.00
	3,695,917.69	435,000.00	4,130,917.69

Details of remuneration payment for each Director of the year 2024 are shown in the 2024 Annual Report, Directors' Remuneration, page 135.

Agenda 5 To Consider and Approve the Appointment of an Auditor and Determine the Audit Fee for the Year 2025.

Comments from the Audit Committee: The Audit Committee has considered nominated auditors by qualifications in accordance with the notifications of The Securities and Exchange Commission and The Stock Exchange of Thailand. Then, propose to the Board of Directors to consider to propose shareholders to consider appointment of Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, Miss Kanyanan Punyawiwat, Mr. Burin Prasongsamrit, Ms. Pimjai Kernkumrai, (CPA Registration No. 4664, 5369, 12733, 12879 and 13975 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, ending December 31th, 2025, These auditors are independent no relationship and/or no interest with the company/management and major shareholders. Where the auditing fee will not exceed Baht 1,180,000 per year (not inclusive of other payments related to audit).

Comments from the Board of Directors: Approved the appointment of auditor for 2024 from Sam Nak-Ngan A.M.C. Co.,Ltd as per proposal of the Audit Committee that had already considered thoroughly with approval of the Board of Directors to propose to the Annual General Meeting of Shareholders 2025 to consider Miss Praphasri Leelasupha, Mr. Naris Saowalagsukul, Miss Kanyanan Punyawiwat, Mr. Burin Prasongsamrit, Ms. Pimjai Kernkumrai, (CPA Registration No.4664, 5369, 12733, 12879 and 13975 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, ending December 31th, 2025, These auditors are independent no relationship and/or no interest with the company/management and major shareholders which was performed as the auditor of the company last year for 7 fiscal years. Therefore, there has been a rotation of new auditors as listed above. Where the auditing fee will not exceed Baht 1,180,000 per year (not inclusive of other payments related to audit), which is the same amount as the previous year. Details are as follows.

	2024 (THB)	2025 (THB)
Financial statement audit fee for the year	500,000	500,000
Fee for reviewing financial statements for 3 quarters	600,000	600,000
Fee for reviewing financial statements in English	80,000	80,000
	1,180,000	1,180,000



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Details of payment to the auditor of the year 2024 is shown in the 2024 Annual Report, page 132.

Note: Sam Nak-Ngan A.M.C Co.,Ltd. will also be the sub-company's auditors.

Agenda 6 To Consider and Approve the Election Persons to Replace Directors Who Completed Their Rotational Terms.

On the AGM 2025, there are one-third of directors will be retired by rotations that are:

- 1) Mr. Pat Lapanan Director
- 2) Mr. Phongcharn Samphaongern Independent Director
- 3) Mr. Thammarong Supphakitcharak Independent Director

The company had been announced in the website of the company inviting investors to propose name of appropriated persons to be elected inclusive of proposing Agendas (if any) but there is no proposing at all. The Board of Directors has followed the selection process 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. During the vote the related Directors not allowed to attend. The Board then proposed to re-elect the directors who are retired by rotation to continue their position which profiles of the nominated persons to be independent director in replacement of those who are retired by rotation are shown in attachment 5 and definition of independent director in attachment 4 in the Invitation Booklet as follows.

- 1) Mr. Pat Lapanan Director
- 2) Mr. Phongcharn Samphaongern Independent Director
- 3) Mr. Thammarong Supphakitcharak Independent Director

Comments from the Board of Directors: Approved the appointment of Directors of the C.I.Group Public Company Limited which are Mr. Pat Lapanan, Mr. Phongcharn Samphaongern and Mr. Thammarong Supphakitcharak to replace directors who are retired by rotation after carefully deliberate. By which, Mr. Phongcharn Samphaongern, Independent Director, has been in the position for 1 years with his expertise and experience the board agreed to appoint in the position for 3 years more or 4 years in the roll. Mr. Thammarong Supphakitcharak, Independent Director, has been in the position for 1 year with his expertise and experience the board agreed to appoint in the position for 3 years more or 4 years in the roll. The Independent Director has right to comment freely and be complied with related rules and regulation.

Agenda 7 Any Other Matter (if any)

The shareholders and the Board of Directors may discuss any other issue.

The shareholders who would like to appoint a proxy to attend and vote on behalf of them in this meeting, please authorize by using the Proxy Form (Attachment 9) to present to the company prior to attend the meeting.

The shareholders could authorize an Independent Director as named in the Attachment 6 to attend and vote in the meeting on behalf of the shareholders.

Shareholders or proxy please present important proof documents in order to register either before or on the date of meeting.



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April 10th, 2025, is the record date set by the Company for determination of the shareholders entitled to attend the Annual General Meeting of Shareholders 2025.

We would like to invite the shareholders to join the Annual General Meeting of the Shareholders 2025 on Wednesday, April 30th, 2025, 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.

Yours Sincerely,

Pol. Gen.

(Prung Boonpadung)

Chairman of the Board of Directors

Company Secretary

Tel: 0-2976 5290-9

Facsimiles: 0-2598-2331-2



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Minute of Extraordinary General Meeting No.2/2024

C.I. Group Public Company Limited

Tuesday 30th, April 2024

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 Tuesday 30th, April, 2024 at 15.30 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 Company Secretary, Ms. Wanphen Khaosuwan, 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: 1 vote).

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. Once the approval votes are complied with Articles of Association and the Public Companies Limited's Act of Votes, would be accounted as approve or certify on such Agenda. The shareholders must raise their hands in case of disapproval or abstention. In such cases, all shareholders must fill 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 the 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. The Company will only answer the questions relevant to the agenda for voting in the meeting room. For other questions, the Company will consider as appropriate. 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 10 Directors of the Company (100% of all directors), 3 Executive Management of the Company, and 1 representative from the Thai Investor Association attended the meeting.



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The directors who attended the meeting are:

- | | | |
|-----|-------------------------------|---|
| 1. | Pol. Gen. Prung Boonpadung | Chairman of the Board |
| 2. | Mr. Aree Poomsanoh | Vice Chairman and Chairman of the Executive Committee |
| 3. | Mr. Cherdpong Siriwit | Independent Director and Chairman of Audit Committee |
| 4. | Mr. Taweesak Wangkorkiat | Director and Executive Director |
| 5. | Mr. Theera Poomsanoh | Director and Executive Director |
| 6. | Mr. Banjoed Jareyanukija | Director |
| 7. | Mr. Pat Lapanan | Director |
| 8. | Mr. Phongcham Samphaongern | Independent Director and Audit Committee |
| 9. | Mr. Thammarong Suppakitcharak | Independent Director and Audit Committee |
| 10. | Mr. Bannat Nakaphan | Director and Managing Director (Online) |

The directors who absence from the meeting is:

-None-

The top management who attended the meeting are:

- | | | |
|----|----------------------------|--------------------------|
| 1. | Ms. Rattanakamol Poomsanoh | Deputy Managing Director |
|----|----------------------------|--------------------------|

The director of the sub-committee who attended the meeting is:

The company has no other sub-committee as yet.

In order to generate transparency of the Extraordinary General Meeting to be complied with law and the Company's regulation, the Company did assign Mrs. Laddawan Kachornvit, a shareholder, as an auditor for votes counting of the shareholders or proxies who attend the meeting.

The meeting was recorded by video media at all times.

The meeting was commenced at 15.30 hours.

Pol. Gen. Prung Boonpadung, Chairman of the meeting, expressed his gratitude to the shareholders for attending the meeting and informed that 52 shareholders presented in person and by proxy, altogether hold 1,226,694,038 shares or equivalent to 37.85 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 Extraordinary General Meeting No.2/2024 and proposed the meeting to consider the matters on the following agenda.



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Agenda 1 The Matter of the Chairman will be Informed to the Meeting.

The Chairman informed the meeting that the company has scheduled the Annual General Meeting of Shareholders for the year 2024 at 14:00 hrs. and the Extraordinary General Meeting of Shareholders No. 2/2024 at 15:30 hrs. Both meetings are scheduled on the same day, which is Wednesday, April 30th, 2024, in order to facilitate the shareholders in attending both meetings at the same time.

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 the Matter of the Chairman informed to the meeting without any resolution.

Resolution: After due consideration, the meeting acknowledges the result that the Chairman's proposal.

Agenda 2 To Consider and Approve the Issuance and Offering of Newly Issued Ordinary Shares to Specific Investors (Private Placement).

The Company Secretary, informed the shareholders that the Board of Directors resolved which will give the Company flexibility and financial readiness for the business operations of the Company. The Board of Directors resolved to propose to the meeting to approve the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) in the amount of 810,301,832 shares, allocated to 5 private placement investors with the following details (1) Mr. Komet Pechanunt amount of 400,301,832 shares (2) Mrs. Bussarakham Pohkeaw amount of 210,000,000 shares (3) Masterkool International Public Company Limited amount of 70,000,000 shares (4) Mr. Kriangkrai Siravanitchakarn amount of 65,000,000 shares and (5) Mr. Chockchai Saringkarnchayathawat amount of 65,000,000 shares. However, the offering price in the private placement shall not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Market for Alternative Investment (mai) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the date on which the offering price is determined. In addition, since the Company has accumulated losses shown in the statements of financial position and income for the year ended December 31st, 2023, the Company may determine the offering price of newly issued ordinary shares lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act.

However, if unable to calculate the weighted average price or in cases where, after considering the liquidity of stock trading, there is reasonable cause to believe that the weighted average price is not suitable to be used as the market price. The company will therefore use the following prices in order (1) The price through the process of opening for the investor to present their intention to purchase the newly ordinary shares of the Company at the desired price



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(Book Building) (2) The fair price assessed by the financial advisor who is on the account at the office The SEC gave its approval. In the case where the price under (1) cannot be used.

The Chairman then proposed to the shareholders' meeting would like to authorize the Board of Directors to have the authority to take any action relating to the allocation of the newly issued ordinary shares to specific investors (Private Placement)

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

The shareholder has question as follow:

- Mr. Hangchai Akkhawatsakul, a shareholder, asked the following questions:
 1. Has the Executive Committee estimated the offering price of the newly issued ordinary shares or the pricing framework that should be offered to the private placement (PP) investors, and if so, at what amount?

Mr. Aree Poomsanoh, Vice Chairman of the Board of Directors and Chairman of the Executive Committee, responded to the inquiry, stating that the exact offering price cannot be disclosed at this time. However, it will not be lower than 90% of the market price.

2. When is the deadline for the company to offer the newly issued ordinary shares to new investors?

Mr. Aree Poomsanoh, Vice Chairman of the Board of Directors and Chairman of the Executive Committee, responded to the question, stating that the timeline is set for 1 year after receiving approval from the shareholders' meeting. However, if there is no private placement (PP) transaction made during this approval period, the company can cancel the offering. If necessary, the matter will have to be proposed to the shareholders' meeting again.

3. Is Masterkool International Public Company Limited, which is the 3rd private placement (PP) investor, a listed company on the stock exchange, a subsidiary, or a company that operates the same type of business as CIG?

Miss Rattanakamol Poomsanoh, Deputy Managing Director, responded to the question, stating that Masterkool International Public Company Limited is a listed company on the Market for Alternative Investment (MAI). It operates a business in evaporative air cooler fans, which is not a conflicting business with the company but can also complement the company's business.

There is no other question, the Chairman then proposed to the meeting to approve the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) in the amount of 810,301,832 shares, and



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authorize the Board of Directors, to have the authority to take any action relating to the allocation of the newly issued ordinary shares to specific investors (Private Placement).

Resolution: After due consideration, the meeting resolved to approve the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) in the amount 810,301,832 shares, at the par value of THB 0.50 per share, with details as per proposed everything and authorize the Board of Directors to have the authority to take any action relating to the allocation of the newly issued ordinary shares to specific investors (Private Placement) by votes as follows:

Approved	1,226,093,838	votes	equivalent to	99.95107%
Disapproved	400,200	votes	equivalent to	0.03262%
Abstained	200,000	votes	equivalent to	0.01631%
Void	0	votes	equivalent to	0.00000%

Agenda 3 To Consider and Approve the Shareholders' Meeting for Consideration and Approval, an Increase in the Company's Registered Capital in the Amount of THB 405,150,916 From THB 2,060,072,163.50 to THB 2,465,223,079.50 by Way of Issuing 810,301,832 Newly Issued Ordinary Shares, at the Par Value of THB 0.50 Per Share, and the Amendments to Clause 4 of the Memorandum of Association of the Company, to Make it Consistent with the Company's Increased Registered Capital.

The Company Secretary, informed the shareholders that the Board of Directors resolved to reserve the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) in the amount of 810,301,832 shares with a par value of THB 0.50 per share. The Board of Directors resolved that the approve an increase in the Company's registered capital in the amount of THB 405,150,916 from THB 2,060,072,163.50 to THB 2,465,223,079.50, by way of issuing 810,301,832 newly issued ordinary shares, at the par value of THB 0.50 per share, and the amendments to clause 4 of the Memorandum of Association of the Company, to make it consistent with the Company's increase registered capital as follow:

Clause 4.	Registered capital	2,465,223,079.50	Baht	(Two billion four hundred and sixty-five million two hundred and twenty-three thousand seventy-nine baht and fifty satang)
	Divided into	4,930,446,159	Shares	(Four billion nine hundred and thirty million four hundred and forty-six thousand one hundred and fifty-nine shares)
	Par value	0.50	Baht	(Fifty satang)
	Divided into			
	Ordinary shares	4,930,446,159	Shares	(Four billion nine hundred and thirty million four hundred and forty-six thousand one hundred and fifty-nine shares)



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Preference shares None None

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

The shareholder has question as follow:

- Mr. Hangchai Akkhwatsakul, a shareholder, inquired whether the number of shares reserved to support the exercise of convertible debentures is sufficient for the remaining amount that will be exercised in the future.

Mr. Aree Poomsanoh, Vice Chairman of the Board of Directors and Chairman of the Executive Committee, responded to the question, stating that currently, the number of reserved ordinary shares is insufficient for the exercise of convertible debentures.

There is no other question, the Chairman then proposed to the meeting to approve an increase in the Company's registered capital from THB 2,060,072,163.50 to THB 2,465,223,079.50 and the amendments to clause 4 of the Memorandum of Association of the Company

Resolution: After due consideration, the meeting resolved to approve an increase in the Company's registered capital in the amount of THB 405,150,916 from THB 2,060,072,163.50 to THB 2,465,223,079.50, by way of issuing 810,301,832 newly issued ordinary shares, at the par value of THB 0.50 per share, and the amendments to clause 4 of the Memorandum of Association of the Company, to make it consistent with the Company's increased registered capital by votes as follows:

Approved	1,226,293,838	votes	equivalent to	99.96738%
Disapproved	400,200	votes	equivalent to	0.03262%
Abstained	0	votes	equivalent to	0.00000%
Void	0	votes	equivalent to	0.00000%

Agenda 4 To Consider and Approve the Allocation of 810,301,832 Shares of the Newly Issued Ordinary, at the Par Value of THB 0.50, to Reserve the Issuance and Offering of Newly Issued Ordinary Shares to Specific Investors (Private Placement).

The Company Secretary, informed the shareholders that the Board of Directors resolved to approve the allocate 810,301,832 newly issued ordinary shares, with a par value of THB 0.50 per share, reserve the issuance and offering of newly issued ordinary shares to specific investors (Private Placement), where the Board of Directors shall be authorized to undertake any actions in connection with the allocation of the newly issued ordinary shares to specific investors (Private Placement), including, but not limited, to determining and amending the details with respect to the allocation of the newly issued ordinary shares, e.g., method for the allocation of the newly issued ordinary shares



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whether in single or sequential allocations, offering period, offering price, payment conditions, and any other conditions and details in connection with such allocation of the newly issued ordinary shares.

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 allocate 810,301,832 newly issued ordinary shares, with a par value of THB 0.50 per share, reserve the issuance and offering of newly issued ordinary shares to specific investors (Private Placement), and the authorization of the Board of Directors to undertake actions in connection with the allocation of the newly issued ordinary shares of the Company.

Resolution: After due consideration, the meeting resolved to approve the allocation of the Company's newly-issued ordinary shares not exceed 810,301,832 shares, with a par value of THB 0.50 per share, reserve the issuance and offering of newly issued ordinary shares to specific investors (Private Placement), and the authorization of the Board of Directors to undertake actions in connection with the allocation of the newly issued ordinary shares of the Company by votes as follows:

Approved	1,226,293,838	votes	equivalent to	99.96738%
Disapproved	400,200	votes	equivalent to	0.03262%
Abstained	0	votes	equivalent to	-
Void	0	votes	equivalent to	-

Agenda 4 To Consider Other Matters (if any).

The Chairman provided times for open discussion.

- 1) Mr. Hangchai Akkhawatsakul, a shareholder, further expressed his opinion, stating that with the existing knowledge and capabilities of the company, he would like the board of directors to promote the company's potential for stable business operations in the future.

There was 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 adjourned.



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The meeting was adjourned at 16.30 hrs.

Pol.Gen.

(Prung Boonpadung)

Chairman

(MS. Wanphen Khaosuwana)

Company Secretary

Financial Highlight

C.I. Group Public Company Limited and Subsidiaries

Unit : Million Baht

2023

Revenue from operation	
- Revenue from sales	395.57
- Revenue from services	40.93
Total	436.50
Cost of good sold	(412.44)
Gross profit margin	24.06
Other income	8.81
Selling and distribution expenses	(38.84)
Administrative expenses	(99.11)
Loss on impairment of assets	(50.67)
(Increase) reversal expected credit loss	(50.07)
Loss from excess value of total assets acquired on investment in associate	(189.70)
Finance costs	(27.86)
Share of loss on investment in associate	(3.38)
Equity loss from investment in joint venture	(2.76)
Income tax expenses	(1.97)
Loss for the year	(431.49)

The Company's Articles of Association Relating to the Dividend Payment Policy

Dividend Payment Policy of the Company

44. Not to pay dividend from other type of cash except profit. In case the company still have accumulated deficit, the company must not pay dividend.

45. The Board of Director may announce to pay interim dividend to the shareholders occasionally if the board considered that the company has got enough profit to do as is. When the board decides to pay interim dividend to the shareholders, the board must report to the shareholders meeting in the upcoming meeting.

46. When the company or the Board of Directors decide to pay dividend, the company must do as follow:
- a) Pay dividend as per number of shares equally within one month from the shareholders meeting date or approval date from the board.
 - b) Send a notice to the shareholders and
 - c) Announce the dividend payment through a newspaper at least once.

The shares that are belong to the company, the company has no right to get dividend.

The Company's Definition of Independent Director


The Company redefined the term "independent director" to be in line with the principles of good corporate governance and guidelines laid down by the Securities and Exchange Commission and the Stock Exchange of Thailand to help bolster confidence among investors and to maintain a good management balance.

Independent Director is a director who free from majority shareholders and from any relationship in a manner that may restrict his expression of opinions. He must also have the following qualifications:


1. Does not take part in the management, or is not a staff or employee or advisor who receives regular salaries or has control over the Company, its subsidiaries or associated companies, majority shareholders or authorized persons of the Company (unless left the position for more than 2 years prior to the date be selected).
2. Is not a related person, relative by relationship or by legal registered as father mother spouse brothers/sisters and child inclusive of child' spouses of any member of management or majority shareholder authorize persons or candidate to be management or authorize person of the Company, its subsidiaries or associated companies.
3. Has no business relationship with the Company, its subsidiaries or associated companies, majority shareholder or authorize person in a manner that may limit his independence in performing his duty as a director including has or had not hold significant shares amount or authorize person of any company whose having business relationship with the Company, its subsidiaries or associated companies, majority shareholder or authorize person of the Company unless has left the position not less than 2 years prior to be selected. "Business Relation" as states previously is inclusive of any normal practices of business in order to manage business, rent or rental immovable property, related in any assets or services or providing money support by loan, guarantee or providing asset as debt guarantee and any other related behavior which will make the Company or another parties in debt from three percent of net tangible asset of the Company or from twenty million baths up depends which is lower. Calculation of the referred debt is allied with calculation of related transaction of SEC regarding related transaction criteria. By which "debt" must inclusive of debt that was occurred one year prior to having business relationship with the same person.
4. Does or did not be auditor of the Company its subsidiaries or associated companies, majority shareholder or authorize person and not holds of the auditor's company authorize person or partner of the auditor's company who assigns auditor of the Company its subsidiaries or associated company unless left the position not less than 2 years prior to be selected.
5. Does not a staff or employee or advisor who receives regular salaries or a provider of professional legal service or finance any other professional service who earn more than 2 million baths per year from the Company, its subsidiaries or associated, majority shareholder or authorized person and must not hold significant shares, be an authorized person or partner of the referred services company unless left the position not less than 2 years prior to be selected.
6. Is not appointed as nominee to protect the interest of any director, majority shareholder or shareholder who is a related person to a majority shareholder of the Company.
7. Is not doing the same business which could be competitor of the Company or its subsidiaries or not be a partner director management employee and staffs who earn regular salaries or hold more than half of shares with right to vote of the potential company as states.
8. Has no any other unqualified which may effect to independently perform duties and express opinions or report the operating results of the Company.

Profiles of the Retiring Director Proposed for Re-Election


(Mr. Pat Lapanan)

Name – last name	Mr. Pat Lapanan	
Type of director to be proposed for appointment	Director	
Age	60 years old	
Nationality	Thai	
Education	- MBA. (Finance), National Institute of Development Administration (NIDA)	
Training Course for Directors	- Director Accreditation Program (DAP) Class 213/2024	
Date of the appointment as director	- 14 November 2022	
No. years on the board (as of 31 December 2023)	- 2 years 1 month	
Experience	<ul style="list-style-type: none"> - Branch Manager, Bank of TISCO - Branch Manager, Bank M.C.C. - Securities Officer, Bank of Phatharatharakit 	
Positions in other listed companies	- Director, TWZ Corporation Public Company Limited	
Positions in non-listed companies	<ul style="list-style-type: none"> - Business and government relations consultant, Redone Network (Thailand) Co.,Ltd. - Member of the Executive Committee, Nakhonratchasima Honda Automobile Co.,Ltd. - Manager, Ratchasima Reclaimed Rubber Co.,Ltd. - Manager, Muang Ngarm Rubber Co.,Ltd. - Consultant, Muang Ngarm Group 	
Positions in rival companies / company-related companies	- None	
CIG shareholding (as of 31 December 2024)	- 50,000 Ordinary Shares (Include share of spouse)	
% of total shares with voting rights	- 0.0014% Ordinary Shares	
Legal dispute in criminal cases (other than criminal cases with petty offences)	- None	
Meeting attendance in 2024	- 7 out of 7 Board Meetings	
Performance during tenure	- Setting policy and business plan. Control and monitor the overall performance of the company toward the company's goals.	
Rule of Director Recruitment	- The Company has considered and agrees that Mr. Pat Lapanan qualifies to be a director in accordance with related laws, the Company's Articles of Association.	

Profiles of the Retiring Director Proposed for Re-Election**(Mr. Phongcharn Samphaongern)**

Name – last name	Mr. Phongcharn Samphaongern	
Type of director to be proposed for appointment	Director / Independent Director	
Age	65 years old	
Nationality	Thai	
Education	- Master of Public Administration Program National Institute of Development Administration (NIDA)	
Training Course for Directors	- None	
Date of the appointment as director	- 30 May 2023	
No. years on the board (as of 31 December 2023)	- 1 year 7 months	
Experience	- Independent Director / Audit Committee, TWZ Corporation Public Company Limited - Acting Managing Director, Small and Medium Enterprise Development Bank of Thailand	
Positions in other listed companies	- Acting Chairman, Independent Director / Chairman of Audit Committee, TWZ Corporation Public Company Limited	
Positions in non-listed companies	- None	
Positions in rival companies / company-related companies	- None	
CIG shareholding (as of 31 December 2024)	- None	
% of total shares with voting rights	- None	
Legal dispute in criminal cases (other than criminal cases with petty offences)	- None	
Meeting attendance in 2024	- 7 out of 7 Board Meetings - 7 out of 7 Audit Committee Meeting	
Performance during tenure	- Setting policy and business plan. Control and monitor the overall performance of the company toward the company's goals.	
Rule of Director Recruitment	- The Company has considered and agrees that Mr. Phongcharn Samphaongern qualifies to be a director in accordance with related laws, the Company's Articles of Association.	

Profiles of the Retiring Director Proposed for Re-Election**(Mr. Thammarong Supphakitcharak)**

Name – last name	Mr. Thammarong Supphakitcharak	
Type of director to be proposed for appointment	Director / Independent Director	
Age	76 years old	
Nationality	Thai	
Education	- Bachelor of Laws, Ramkhamhaeng University	
Training Course for Directors	- None	
Date of the appointment as director	- 8 November 2023	
No. years on the board (as of 31 December 2024)	- 1 year 1 month	
Experience	<ul style="list-style-type: none"> - Chairman of the Subcommittee on Legal and Appeals, Rubber Authority of Thailand (term expired) - Consultant, Asia and Pacific Center for Development and Training for Persons with Disabilities (APCD) 	
Positions in other listed companies	- None	
Positions in non-listed companies	<ul style="list-style-type: none"> - Senior Lawyer, Sermsakwet and Friends Law Company Limited - Director, Assoc. Prof. Suwat Saenkhatiyarat Foundation 	
Positions in rival companies / company-related companies	- None	
CIG shareholding (as of 31 December 2024)	- None	
% of total shares with voting rights	- None	
Legal dispute in criminal cases (other than criminal cases with petty offences)	- None	
Meeting attendance in 2024	<ul style="list-style-type: none"> - 6 out of 7 Board Meetings - 6 out of 7 Audit Committee Meeting 	
Performance during tenure	- Setting policy and business plan. Control and monitor the overall performance of the company toward the company's goals.	
Rule of Director Recruitment	- The Company has considered and agrees that Mr. Thammarong Supphakitcharak qualifies to be a director in accordance with related laws, the Company's Articles of Association.	

Profile Data of Independent Directors and Audit Committee that Company Nominated the Name as the Authorized Person from Shareholders

1. Mr. Cherdpong Siriwit

Type of Director : Chairman of the Audit Committee / Independent Director	
Age : 78 years old	
Nationality : Thai	
Address : 1/1 Moo 7 Bangkoowad rd., T.Bangkoowad, A.Muang Prathumtani 12000 ,Thailand	
Education : Master's degree M.A. Economics, Georgetown University, USA.	
No. years on the board : 2 years 6 months (as of 31 March 2025)	
CIG shareholding (as of 31 March 2025)	: None
Conflict of interest in this meeting	: None.
Type of relationship of Independent Director	
1. Relationship with management/major shareholder of the company/subsidiary company : None	
2. Nature of relationship with the company/subsidiary or juristic entity which may give rise to conflict of interest, at present or in the past 2 years.	
(1) Involved in personnel management or serve(d) as advisor and received(d) monthly salary. : None	
(2) Provide(d) professional service : None	
(3) Had significant business relationship : None	

2. Mr. Phongcharn Samphaongern

Type of Director : Independent Director	
Age : 65 years old	
Nationality : Thai	
Address : 1/1 Moo 7 Bangkoowad rd., T.Bangkoowad, A.Muang Prathumtani 12000 ,Thailand	
Education : Master of Public Administration Program, National Institute of Development Administration (NIDA)	
No. years on the board : 1 year 10 months (as of 31 March 2025)	
CIG shareholding (as of 31 March 2025)	: None
Conflict of interest in this meeting	: None.
Type of relationship of Independent Director	
1. Relationship with management/major shareholder of the company/subsidiary company : None	
2. Nature of relationship with the company/subsidiary or juristic entity which may give rise to conflict of interest, at present or in the past 2 years.	
(1) Involved in personnel management or serve(d) as advisor and received(d) monthly salary. : None	
(2) Provide(d) professional service : None	
(3) Had significant business relationship : None	

The Company's Articles of Association Relating to the Shareholders' Meeting

Shareholders Meeting

31. Board of Directors must set the Annual General Meeting of Shareholders within 4 months from year ended accounting period of the company.
32. Any other meetings besides of the Annual General Meeting shall be called extraordinary meetings.
33. An extraordinary meeting could be held by:
 - (a) Board of Directors who could call for an extraordinary meeting at any times. or
 - (b) Shareholders who hold the company' shares all together not less than one fifth of all paid-up shares or not less than 25 shareholders who hold the company' shares all together not less than 1 to 10 of all paid-up shares sending a request with clear reasons to the Board of Directors to call for an extraordinary meeting at any time which the Board of Directors must set up the meeting as per the shareholders request within 1 month from the date received.
34. In order to call for a shareholders meeting, the Board of Directors should:
 - (a) Prepare Invitation Letter which clearly states meeting places, date, time, rules, agenda, something to propose to the meeting with appropriate details that clearly states which is for acknowledgement, approve or consideration together with the Board of Directors' opinion in each agenda and
 - (b) Sending the Invitation to Annual General Meeting to shareholders not less than 7 days prior to the meeting and
 - (c) Advertise the invitation above in newspaper 3 days long not less than 3 days prior to the meeting.
35. The Annual General Meeting of Shareholders must have not less than 25 shareholders and proxies (if Any) or not less than a half of total number of shareholders which must hold not less than one third of paid up shares to attend, then the meeting shall be constituted quorum. Whereas the shares are held by the company will not be counted as quorum of the meeting.

In case that the number of the shareholders attending the meeting does not reach the amount state as in the paragraph above at an hour past the appointment time:

- (a) If the meeting was called due to shareholders requirement, the meeting, then, shall be restrained.
- (b) If the meeting was called not by shareholders requirement, the Board of Directors shall call for a meeting again by sending invitation to shareholders not less than 7 days prior to the meeting without advertising in newspaper. In the latter case, it is not necessary that the amount of the shareholders be as stated in the first paragraph to make the quorum of the meeting.

37. The resolution of the shareholders meeting shall comprise the following votes:
- (a) All ordinary resolution shall require a simple majority of the total of votes cast by the majority shareholders and proxies (if any) presenting at the meeting and have rights to exercise their votes. In case the votes are tied, the Chairman of the meeting shall have a casting vote.
 - (b) For the following case, the resolution shall be passed by the majority of not less than three-fourths of the total votes of shareholders and proxies (if any) presenting at the meeting and having the voting right. By which one share is equal to one vote.
 - (1) Sell or transfer in whole or in substantial parts of the business of the company to other person.
 - (2) Purchase or accept the transfer of the business of other company or private company.
 - (3) Execute, amend or terminate the agreement relating to lease out in whole or in substantial parts of the business of the company.
 - (4) Assign the other person to manage the business of the company.
 - (5) Joint venture with others with the objective of sharing profit and loss
 - (6) Amendment of Memorandum of Association or the company's regulations
 - (7) The company capital's increase or decrease
 - (8) Issuance and proposal of debentures stipulated by law in accordance with Article 145 of the Public Limited Company Acts, B.E. 2535 (1992).
 - (9) Merging the company stipulated by law in accordance with Article 146 of the Public Limited Company Acts, B.E. 2535 (1992).
 - (10) Abrogating the company stipulated by law in accordance with Article 154 of the Public Limited Company Acts, B.E. 2535 (1992).
 - (11) The issuance of new shares for payment of debts and the debt-to-equity conversion plan in accordance with the Article 54/1 of the Public Limited Company Acts (II), B.E.2544 (2001).

The company' shares which are held by the company itself shall have no right to vote and not be counted as resolution vote of the shareholders meeting.

Documents or Evidence Identifying of the Shareholder or a Representative of the Shareholder

The Policy of the Board of The Stock Exchange of Thailand, dated 19th February 1999, relating to good practices for holding of a shareholders' meeting, aims to establish for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. Accordingly, the Company believed that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholders entitled to attend the meeting which should be observed by the shareholders, would cause transparency fair and benefits to the shareholders, However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by basis, at the Company's sole discretion.

1. Natural person

1.1 Thai nationality

- a) Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer)
- b) In case of proxy, a copy of the shareholder's Identification Card and identification card or passport (in case of a foreigner) of the proxy.

1.2 Non-Thai nationality

- a) Passport of the shareholder
- b) In case of proxy, a copy of the shareholder's passport and identification card or passport (in case of a foreigner) of the proxy.

2. Juristic person

2.1 Juristic person registered in Thailand

- a) Corporate affidavit, issued within 30 days by Commercial Registration Department, Ministry of Commerce
- b) A copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including Identification Card or passport (in case of a foreigner) of the proxy.

2.2 Juristic person registered outside of Thailand

- a) Corporate affidavit; and
- b) A copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form together with Identification Card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of and documents or evidence produced or executed outside of Thailand such documents or evidence should be notarized by a Notary Public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 12.00 pm.

PROXY FORM (Form B)

Shareholders' Registration No.

Written at.....

Date.....Month.....Year.....

(1) I/WeNationality.....Age.....years

Address.....Road.....Tambol/Kwaeng.....

Ampur/Khet.....Province.....Postal Code.....

(2) As a shareholder of **C.I.Group Public Company Limited** holding the total amount ofshares Ordinary share.....shares and have the right to vote equal to.....votes

(3) I/We hereby appoint

 1. Mr. Cherdpong Siriwit, Chairman of the Audit Committee / Independent Director, age 78 years,

at 1/1 Moo 7, Bangkoowad Road, Tambol Bangkoowad, Ampur Muang, Pathumtani 12000 or

Special interests are different from other directors on the agenda : - None - 2. Mr. Phongcharn Samphaongern, Independent Director / Audit Committee, age 66 years,

at 1/1 Moo 7, Bangkoowad Road, Tambol Bangkoowad, Ampur Muang, Pathumtani 12000 or

Special interests are different from other directors on the agenda : - None - 3. Mr./Mrs./Ms..... Age.....years

Address.....Road.....Tambol/Kwaeng.....

Ampur/Khet.....Province.....Postal Code.....

Only one of them as my/our proxy to attend and vote in the Annual General Meeting of Shareholders 2025 on Wednesday, April 30th, 2025, 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. or at any adjournment thereof to any other date, time, and venue.

(4) I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

 (a) The Proxy is entitled to consider and vote on my/our behalf as deem appropriated. (b) The Proxy shall vote in accordance with my intention as follows:

Agenda 1 To Consider and Adopt the Minutes of the Extraordinary General Meeting of Shareholders No.2/2024, Which was Held on April 30th, 2024.

 Approve Disapprove Abstain

Agenda 2 To Acknowledge the Company's Operation Results for the Year 2024, and to Consider and Approve the Financial Statement (Balance Sheet) and Comprehensive Income Statement (Profit and Loss Account) Ended December 31th, 2024.

Approve Disapprove Abstain

Agenda 3 To Consider and Approve Omission of Payment of Dividend from the Performance of the Year 2024.

Approve Disapprove Abstain

Agenda 4 To Consider and Approve the Remuneration of Directors and Meeting Allowance for the Year 2025.

Approve Disapprove Abstain

Agenda 5 To Consider and Approve the Appointment of an Auditor and Determine the Audit Fee for the Year 2025.

Approve Disapprove Abstain

Agenda 6 To Consider and Approve the Election Persons to Replace Directors Who Completed Their Rotational Terms.

6.1 Mr. Pat Lapanan

Approve Disapprove Abstain

6.2 Mr. Phongcharn Samphaongern

Approve Disapprove Abstain

6.3 Mr. Thammarong Suphakitcharak

Approve Disapprove Abstain

Agenda 7 Any Other Matter (if any)

Approve Disapprove Abstain

(5) If the Proxy's voting at any agendas does not comply with the details specified in this proxy form, it shall be not correct and not be my/our voting as the shareholder.

(6) In case I/We do not specify the intention on voting at any agendas or specify but not clearly, or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or

addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriately in all respects.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects

Signature.....Shareholder
(.....)

Signature.....Proxy
(.....)

- Remark:**
1. The Proxy Form be stamped with the duty stamp Baht 20.-
 2. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
 3. In case there are many other agendas to consider, excluding the above specified agendas, the shareholder can specify it in the attached supplemental proxy form.
 4. Please submit the copy of identification card of the shareholder or the corporate registration certificate with authorized signatures of the directors, together with this proxy form.

THE CONTINUED LIST OF PROXY

The proxy on behalf of the shareholder of C.I. GROUP PUBLIC COMPANY LIMITED

At the Meeting of the Annual General Meeting of Shareholders (AGM) 2025 on Wednesday, April 30th, 2025, 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 or on the date and at the place as may be postponed or changed.

Agenda

Agree votes Disagree votes Abstained votes

Agenda

Agree votes Disagree votes Abstained votes

Agenda

Agree votes Disagree votes Abstained votes

Agenda

Agree votes Disagree votes Abstained votes

I/we hereby certify that the above details in the continued list of the proxy are true and correct.

Signed.....Proxy Grantor

(.....)

Date.....

Signed.....Proxy Holder

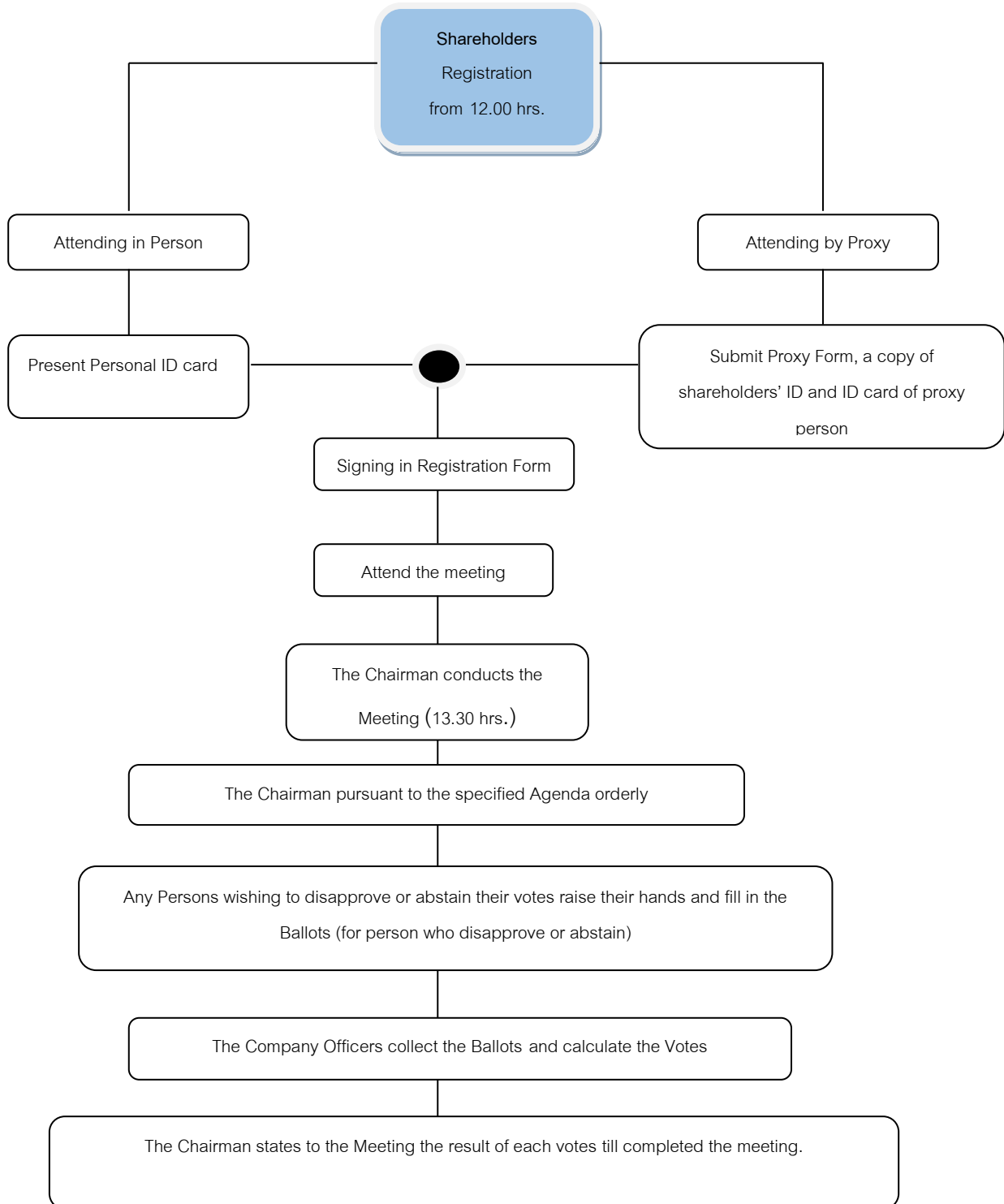
(.....)

Date.....

Steps for Attending the Annual General Meeting of Shareholders 2025

The C.I. Group Public Company Limited

April 30th, 2025



Privacy Notice for the Annual General Meeting of Shareholders 2025

C.I. Group Public Company Limited (“the Company”) greatly aware of the personal data protection in accordance to the Privacy Data Protection Act B.E. 2562.

1. The Collection of Personal Data

It is necessary for the Company to collect your personal data that submit to the Company i.e. name, surname, address, telephone number, photo, identification number, shareholders’ registration and information related to electronic systems access and usage such as Email, IP Address (in case of online access to the meeting).

The Company will record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders.

In the case of granting a proxy, it is necessary for the Company to collect the copy of shareholder’s personal identification card which may contain religion information that is considered as Sensitive Data. The Company has no intention to collect such Sensitive Data. Accordingly, you can redact such data.

2. The Collection of Personal Data

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with the specified purposes. However, the Company may collect your Personal Data from any other sources, which mean securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures required by law.

3. Purposes for the collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your Personal Data for the purposes to call the Annual General Meeting of Shareholders 2025. Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

4. The Personal Data retention period

The Company will retain your Personal Data only for the necessary duration, and will collect, use and disclose your Personal Data, as defined in this Privacy Notice

If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

5. Your Rights as a Data Subject

As the owner of Personal Data (“Data Subject”), you have the rights as stipulated in the Privacy Protection Act B.E 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company for the compliance of the purposes as mentioned in this notice such as technology’s service provider, regulators or government agencies or by the order of regulatory officials

7. Contact channels

Enquires or questions on the Personal Data Protection can be addressed to the following channels: C.I.Group Public Company Limited, The Corporate Secretary, 1/1 Moo.7 Bangkoowad Road, Bangkoowad, Muang Pathumthani 12000, e-mail: secretary@cigpcl.com

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 VENUE

