



**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

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

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

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

NO. CIG 054/2023

June 20th, 2023

Subject Notification of the Resolutions of the Board of Directors Meeting No. 13/2023 to Consider the Acquisition of Assets in Entire Business Transfer from Good Ventures Co., Ltd.

Dear President
The Stock Exchange of Thailand

Enclosures

1. Information Memorandum on the Acquisition of Assets in relation to the Entire Business Transfer from Good Ventures Co., Ltd.

C.I. Group Public Company Limited (the "Company") would like to inform the resolutions of the Board of Directors Meeting no. 13/2023 which was held on 20 June 2023 at 11.00 a.m.- 2.00 p.m. at C.I. Group Tower Building, 1/1 Moo.7, Bangkoowad Rd., Ap.Muang, Pathumthani 12000, whereby the meeting resolved to approve important matters as follows:

1. It was resolved to adopt the minutes of Board of Directors Meeting No. 12/2023 which will be held on 6 June 2023.
2. Resolved to Approve CIG Utilities and Infrastructure Co., Ltd. ("Subsidiary") to the Acquisition of Assets in relation to the Entire Business Transfer from Good Ventures Co., Ltd.

Please be informed accordingly,

Your sincerely,

C.I. Group Public Company Limited

(Mr. Aree Poomsanoh)
Chairman of the Executive

Information Memorandum on the Acquisition of Assets
in relation to the Entire Business Transfer from Good Ventures Co., Ltd

20th June 2023

The Board of Directors' Meeting of C.I.Group Public Company Limited (the "**Company**") No. 13/2023, held on 20th June 2023 resolved to approve CIG Utility and Infrastructure Company Limited ("**CIGU**"), a subsidiary of the Company, to enter into the entire business transfer from Good Venture Company Limited (the "**Transferor**") with the total value of 450 million baht (the "**EBT Transaction**").

In this regard, the entering into the aforementioned transaction is considered as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board Notification No. TorJor. 20/2551 entitled Rules on the Entering into Material Transactions Deemed as the Acquisition or Disposition of Assets dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand ("**SET**") entitled Disclosure of Information and Other Acts of the Listed Company Concerning the Acquisition and Disposition of Assets B.E 2547 (2004) (as amended) (collectively referred to as the "**Major Transaction Rules**"). When considering the size of aforementioned transaction pursuant to each calculation method prescribed under the Major Transaction Rules based on the consolidated financial statements of the Company for the 3 months period ended 31 March 2023, the transaction size is of the highest value of 38.25 per cent when calculated in accordance with the total value of consideration basis, and the Company did not enter into any transaction concerning the asset acquisition during the past 6 months prior to the date of The Board of Directors' Approval for entering into this transaction.

Thus, the transaction is classified as Class 2 pursuant to the Major Transaction Rules as the transaction size is equivalent to or higher than 15 per cent but lesser than 50 per cent. The Company has the duty to

(1) prepare and disclose the Information Memorandum concerning the acquisition of assets for the entering into this transaction to the SET and

(2) distribute the notice to the shareholders of the Company within 21 days from the date of disclosure of this transaction to the SET.

With respect to the EBT Transactions, there is no possible conflicts of interests or related-party transactions pursuant to the Notification of the Capital Market Supervisory Board Notification No. TorJor. 21/2551 entitled Rules on the Connected Transactions (as amended) and the Notification of the Board of Governors of the SET entitled the Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (as amended) (collectively referred to as the "**Connected Transaction Rules**").

In this regard, details of the entering into of the EBT Transaction are summarized as follows:

1. Date Month Year of the Transaction

CIGU will enter into the aforementioned EBT Transaction after The Board of Directors' Approval for entering into this transaction and/or the conditions precedent stated in the Entire Business Agreement have been satisfied or waived in writing by the counterparties, and the transaction is initially anticipated to be completed within December 2023.

2. Relevant Parties and their Relationship with the Company

Transferee : CIGU, the Company's subsidiary

Transferor : Goof Venture Company Limited, a subsidiary company of Express Holding Company Limited (the "**Major Shareholder of Transferor**") which holds shares in a proportion of 99.99 per cent of registered capital.

Major Shareholder of Transferor : There is three shareholders held the shares of Express Holding Company Limited as follows: Ms. Donya Mahanilwong, Mr.Patipat Akkapinya and Mr. Kasitidej Thanomsin which holds shares in a proportion of 99.99 per cent, 1.00 per cent and 1 per cent of registered capital, respectively.

Relationship with the Company : As the disclosure date herein, the Transferor, their related parties and their Ultimate Shareholders has no relationship and is not a connected person of the Company pursuant to the Connected Transaction Rules.

3. General Description of the Transaction

CIGU will pay for the EBT Transaction to the Transferor with the total value of 450 million baht totally or gradually pay in cash and/or cash equivalents which to be completed within December 2023.

CIGU will accept the transfer of the entire business of logistics platform which be called as "**VE Logistics Platform**". This logistics platform has been developed for logistics service of motor vehicles both electric vehicles and other motor vehicles driving the efficiency, speediness and punctuality of logistics which are significant to supply chain management. VE Logistics Platform will be principally developed for Cold Chain Logistics constructively to main business of the Company, which aimed to cold chain trucks, cold chain vans and cold storage warehouses' construction, thoroughly the potential growth of the Company and long-term revenue. In addition to EBT Transaction, CIGU will acquire the assets and rights as following (collectively referred to as the "**EBT Consideration**").

(1) The right pursuant to Control Room Sublease Agreement and its proprietary right with the total value of 1.5 million baht

(2) The right pursuant to Logistics Software Copyright Permission Agreement and its long live usage right with the total value of 18.16 million baht

(3) The right pursuant to Management Services and Platform Services Agreement which the ownership of VE Logistics Platform will be received Platform Services Fee from Solar Southern Express Company Limited (“SSS”), the logistics service entity. From the start date of logistics service to 31 December 2029, CIGU will be received service fee rate from cold chain trucks at least 1 baht/ton/kilometer, cold chain vans at least 0.25 baht/ton/kilometer and other trucks at least 1,100 baht/day (collectively referred to as the “Right of VE Logistics Platform Services Fee”). SSS agree to service to the ownership of VE Logistics Platform since 16 June 2023 to 31 December 2029 with charging the Management Fee at 30 per cent of EBIT before Management Fee deduction. Moreover, SSS also agree to guarantee Accumulated EBITDA of VE Logistics Platform to the ownership and agree to reimburse the different between Actual Accumulated EBITDA and Guaranteed Accumulated EBITDA in the amount of and not exceed 450 million baht in period of year 2025 to 2029. Nevertheless, the Major Shareholder of Transferor also guarantee to reimburse to the ownership of VE Logistics Platform in the same criteria.

Regarding to the right pursuant to Management Services and Platform Services Agreement aforementioned, this may be more value in the future if the synergy among SSS, J-Ling Solution Company Limited (“JLS”), Elenergy Company Limited (“ELENERGY”) and Impact Green Utility Holding Company Limited (“IGU”) with the total value of 3,500 million baht will be successfully operated. The synergy projects comprise of (1) Cold Chain Distribution Channels and Agricultural Markets Project, which the project owner expect to be completed within 2026 (2) Solar Rooftop Power Plant Project, which the project owner expect to be completed within 2026 and (3) Electric Vehicles Logistics Pilot Project, which the project owner expect to be completed within 2024.

In addition to, under the principal of EBT Transaction, the Transferee have to entire acquire the asset and liability of the Transferor. As the Transferor has been established on 9 March 2023 which is no any liability; therefore, CIGU will acquire only the EBT Consideration.

4. Transaction Size

Regarding to the EBT Transaction is considered as an acquisition of assets pursuant to the Major Transaction Rules, the calculation of the transaction size based on the consolidated financial statements of the Company for the 3 months period ended 31 March 2023 is as follows:

The detail of consolidated financial statements of the Company for the 3 months period ended 31 March 2023

Details	(Unit: Million Baht)
(1) Total Assets	1,176.37
(2) Intangible Assets ^{/1}	44.75
(3) Total Liabilities	648.21
(4) Non-controlling Equities	(1.01)
Net Tangible Assets ((NTA) = (1) – (2) – (3) – (4))	484.43
Net Profit (Loss)	(131.87)

หมายเหตุ: ^{/1} including deferred income tax

Calculation of the Transaction Size

Criteria on Calculation	Formula of Calculation	Percentage of Transaction Value
1. Net Tangible Assets (NTA)	$(\text{NTA of investment} \times \text{Acquired Proportion})$ NTA of the company	No purchasing of shares as consideration
2. Net Profit (4 ไตรมาสล่าสุด)	$(\text{Net Profit of investment} \times \text{Acquired Proportion})$ Net profit of the company	No purchasing of shares as consideration and the Company has loss
3. Total Value of Consideration	$\frac{\text{Value of the acquired asset}}{\text{Total assets of the company}}$	= 450 million baht / 1,176.37 million baht = 38.25%
4. Values of Securities	$\frac{\text{Shares issued for payment of assets}}{\text{Paid-up shares of the company}}$	No issuance of shares as consideration

As the Company did not enter into any transaction concerning the asset acquisition during the past 6 months prior to the date of The Board of Directors' Approval for entering into this transaction; therefore, the transaction size is of the highest value of 38.25 per cent when calculated in accordance with the total value of consideration basis.

Thus, the transaction is classified as Class 2 pursuant to the Major Transaction Rules as the transaction size is equivalent to or higher than 15 per cent but lesser than 50 per cent. The Company has the duty to

(1) prepare and disclose the Information Memorandum concerning the acquisition of assets for the entering into this transaction to the SET and

(2) distribute the notice to the shareholders of the Company within 21 days from the date of disclosure of this transaction to the SET.

With respect to the EBT Transactions, there is no possible conflicts of interests or related-party transactions pursuant to the Connected Transaction Rules.

5. Details of Acquired Asset

After the completion of the EBT Transaction, CIGU will acquire the EBT Consideration stated in item 3.

6. Value of Consideration, Payment and Condition for Payment

The value of consideration will be paid to the Transferor stated in item 3. is 450 million baht in term of total or gradual payment in cash and/or cash equivalents which to be completed within December 2023 together with acquiring the transferred entire business. The condition for payment is subject to the mutual agreement between the Transferee and the Transferor, cash flow projection and the ability of fund raising of the Company.

7. Total Value of Consideration

The value of the EBT Consideration is equivalent to the total value of consideration as mentioned in item 6.

8. Criteria for Determination of Total Value of Transaction and Consideration

The originated criteria for determination of total value of transaction and consideration has been negotiated and mutually agreed between the Company and the Transferor and derived from the calculation method of Discounted Cash Flow Approach. The Company has engaged Pimommy Company Limited as its financial advisor to appraise value of this transaction. The advisor has adopted the Discounted Cash Flow Approach to appraise the value, which is considered as the most suitable approach, resulting in the appraised value between 1,738.83 to 1,895.05 million baht at discount rate 13.50 per cent per annum. The appraised value has been based on the succession of the right of receiving VE Logistics Platform Services Fee and the guaranteed Accumulated EBITDA complied with the conditions and details of Management Services and Platform Services Agreement as stated in item 3.

In addition to the return of VE Logistics Platform is quite high since its business model is not necessary to raise fund for high investment in fixed assets. However, the ability of VE Logistics Platform to continuously generate sustainable income and profit depends upon the synergy and potentiality of relevant strategic partners, from the reasons that the business model is an intermediary for the linkage among customers, riders, financing firms, suppliers of EV trucks and EV vans. Based on Discounted Cash Flow Approach, the calculation has forecasted the average revenue and average net profit for the period of 2024 – 2029 is around 455.13 million baht per year and 245.00 million baht per year, respectively.

Moreover, the considered key success factors of the transaction acquired VE Logistics Platform including other factors; for example, the adequate of logistics customers, the adequate of EV Swapping & Charging Stations, the considered benefit of strategic partner and the lack of the secondary markets for EV trucks and EV vans at present, etc.

9. Source of Funds

The Company will use fund from the exercised rights to purchase newly issued securities to the Company's shareholders in proportion of their existing securities holding (the "RO") in accordance with the Annual General Meeting of Shareholder in year 2023 with the total value of 433.55 million baht (in case of full subscription) and the Company's cashflow with the value of 16.45 million baht for the entering into the EBT Transaction.

Nevertheless, in case of the RO is not fully subscribed and the fund for the transaction is inadequate, the Company will raise fund with other alternatives.

10. Expected Benefits to the Company

The Company foresees that the EBT Transaction contribute the benefits to the Company both the business expansion or potential growth of business in term of return generated by VE Logistics Platform for cold chain service not only mass market but niche market as huge size of cold container which relied upon the business plan and feasibility study cooperated with the strategic partners as follows:

- Cold Chain Distribution Channels and Agricultural Markets Project will strengthen the revenue for (1) cold storage producing and distribution for large distribution center (2) huge air condition producing and distribution and (3) cold container leasing for truck and small distribution center which are niche market. With more 30-years of experience, the Company has more competitiveness as not rely on the general order. Additionally, the Company has business opportunity to obtain the return from this project which will use 2,850 square metre for cold storage area with 10-15 projects. As a result of the succession, the Company estimate the gross profit around 300 - 450 million baht.

- Solar Rooftop Power Plant Project will enhance assets to the public as green utilities by the synergy with IGU, the Company is on the process to hold IGU's shares around 22.68 per cent registered capital through IGU's parent company in aboard.

- Electric Vehicles Logistics Pilot Project will enhance the strengthen of power demand and revenue for IGU.

11. Conditions of the Transactions

CIGU will enter into the aforementioned EBT Transaction after The Board of Directors' Approval for entering into this transaction and/or the conditions precedent stated in the Entire Business Agreement have been satisfied or waived in writing by the counterparties, and the transaction is initially anticipated to be completed within December 2023.

12. Opinion of the Company's Board of Directors

The Board of Directors' Meeting No. 13/2023, held on 20th June 2023, has considered and viewed that the entering into aforementioned the EBT Transaction is reasonable and beneficial to the Company and its shareholders in long term as aforementioned in item 10., and has considered to resolve that the total value of consideration with the amount of 450 million baht is reasonable because of the guarantee by SSS and the Major Shareholder of Transferor which is proper risk preventive mechanism of unexpected return of investment stated in item 3. Therefore, the Board of Directors has resolved to the consentaneous approval of the entering into the transaction in accordance with the details stated above.

13. Opinion of the Company's Audit Committee and/or the Company's Directors which is Different from the Opinion of the Board of Directors as detailed in item 12

The Audit Committee has considered that there is no opinion different from that of the Board of Directors of the Company.

The Board of Directors certified that the information in this report is fully accurate and complete.

Please be informed accordingly,

Your sincerely

C.I. Group Public Company Limited

.....

(Mr. Aree Poomsanoh)

Chairman of the Executive