

- Translation -

No. CGD 60/0017

30 March 2017

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2017

To: All shareholders

Country Group Development Public Company Limited

Enclosures:

1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year of 2016 held 28 April 2016,
2. Annual Report and Financial Statement as of 31 December 2016 (CD-ROM),
3. Profiles of the Company's retiring directors proposed to shareholders for re-election as directors for another term,
4. Profiles of the proposed Auditors for Year 2017,
5. Information of the issuance and offering of the Debentures of the Company,
6. Information Memorandum on the Asset Acquisition and Connected Transaction,
7. Opinion of the Independent Financial Advisory on The Acquisition of Asset and Connected Transaction,
8. Capital Increase Report Form (F 53-4),
9. Information Memorandum on the Offering of the Newly Issued Ordinary Shares of the Company to Specific Investors (Private Placement) for the compensation of Entire Business Transfer,
10. Document or evidence required to be produced for verification to attend the meeting,
11. Profiles of the independent directors whom shareholders may appoint as proxy holders to attend the meeting and the definition of independent director,
12. The Company's Articles of Association concerning the shareholders' meeting and voting,
13. Proxy Form B (Shareholders can download Proxy Forms A and C from the Company's website [www.cgd.co.th](http://www.cgd.co.th)) ,
14. Map of Venue of the Annual General Meeting of Shareholders.

The Board of Directors of Country Group Development Public Company Limited ("CGD Company" or "the Company") has resolved to call the Annual General Meeting of Shareholders for the year 2017, to be held on Thursday, 27 April 2017 at 9:30 a.m. at Ballroom, 4<sup>th</sup> Floor, Bliston Suwan Park View, 9 Soi Tonson Ploenchit Road, Lumpini, Pathumwan, Bangkok, for consideration of various matters on the following agenda:

**Agenda 1**      The matters to be informed by the Chairman

**Agenda 2**      To consider and approve the Minutes of Annual General Meeting for the year 2016 held on 28 April 2016

Fact and rationale:

The 2016 Annual General Meeting of Shareholders held on 28 April 2016, which the Company wrote up the minutes of the meeting and circulated them to all the work units concerned within the timeframe stipulated by law, details of which are given in Enclosure 1.

Board of Directors' opinion:

The Minutes of the Annual General Meeting of Shareholders for the year 2016 held on 28 April 16 were duly and completely recorded according to the matter of facts; and it was deemed expedient to propose the same to the Shareholders' Meeting for consideration and adoption thereof.

Vote required:

This agenda, a resolution required the majority votes of shareholders attending and casting the votes in the meeting.

**Agenda 3**      To acknowledge the Company's operating performance for the year 2016

Fact and rationale:

In accordance with Article 44 of the Company's Articles of Association which requires to present the report on the Company's operating results for the past year to the annual general meeting of shareholders. In this connection, the summary of the operating results for the year 2016 is given in the annual report as per Enclosure 2.

Board of Directors' opinion:

The Board of Directors deems it appropriate to present the 2016 report, which summarizes the Company's operating results for the year 2016 to the annual general meeting of shareholders for acknowledgement. It is not necessary to adopt any resolution.

Vote required:

As this item is for information to shareholders, there will be no voting.

**Agenda 4**      To consider and approve the financial statements for the year ended 31 December 2016

Fact and rationale:

In compliance with Sections 112 and 113 of The Public Company Limited Acts B.E. 2535 and Article 44 of the Company's Articles of Association, the Company has prepared the financial statements for the year ended 31 December 2016, which have been audited by the certified public accountant and approved by the Audit Committee.

It is deemed appropriate to propose the financial statements to the meeting of shareholders for approval. The details are given in the financial statements in the Annual Report 2016, which is sent to shareholders together with this notice of the meeting as per Enclosure 2.

Board of Directors' opinion:

The Board of Directors deems it appropriate to propose the financial statements for the year ended 31 December 2016 to the meeting of shareholders for approval. The financial statements have been audited by the certified public accountant of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and also have been approved by the Audit Committee.

Vote required:

This agenda, a resolution required the majority votes of shareholders attending and casting the votes in the meeting.

**Agenda 5**      To consider and approve to refrain from dividend payment and reserve fund for the year 2016

Fact and rationale:

It is the Company's policy to make the dividend payment at the rate of at least 50 percent of the annual net profit based on the separated financial statements after the deduction of the corporate income tax and the appropriation of the profit to the statutory reserve. However, the Company may consider the dividend payment at the level below the established rate, taking into consideration the Company's performance, financial position and liquidity as well as the necessity to make use of the working capital in managing and expanding the Company's businesses. In case the Company still has an accumulated deficit, no dividend payment shall be made.

In addition, in accordance with Section 116 of The Public Company Limited Acts B.E. 2535 and Article 50 of the Company's Articles of Association, the Company is required to allocate not less than five percent of its annual net profit to a reserve until the reserve reaches at least 10 percent of the registered capital. In accordance with Section 115 of The Public Company Limited Acts B.E. 2535 and Article 49 of the Company's Articles of Association, the dividend payment shall not be made other than out of profits. In case the Company still has an accumulated deficit, no dividend payment shall be made.

Taking into account the Company's performance for 2016 with details given in the separated financial statements ended 31 December 2016, the Company's net profit for the period amounts to Baht 232,945,049. On the other hand, its accumulated deficit amounts to Baht 730,505,824. The related details are given in the section of the financial statements of the Annual Report 2016 as per Enclosure 2. As a result, the Company not only can appropriate the net profit to the statutory reserve but also cannot make any dividend payment to shareholders.

Board of Directors' opinion:

The Board of Directors deems it appropriate to propose to the meeting of the shareholders for approval of the suspension of the profit appropriation and suspension of the dividend payment of the performance for the year 2016.

Vote required:

This agenda, a resolution required the majority votes of shareholders attending and casting the votes in the meeting.

**Agenda 6**      **To consider the election of directors to replace the directors who retired by rotation**

Fact and rationale:

According to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 20 of the Company's Articles of the Association, at every annual general meeting of shareholders one-third of the directors, or the number of the directors closest to one-third, shall retire. The directors who have served the longest term in office shall retire but they are eligible for re-election.

At the annual general meeting of shareholders for the year 2017, one-third of the directors shall retire. These retiring directors are as follows:

- |                                       |  |
|---------------------------------------|--|
| 1. Pol. Lt. Gen. Werapong Chuenpagdee | Independent Director, member of the Audit Committee<br>and member of the Nomination and Compensation Committee                         |
| 2. Mr. Gavintorn Atthakor             | Independent Director   |
| 3. Mr. Ben Taechaubol                 | Chief Executive Officer, Director,<br>member of the Nomination and Compensation Committee, and<br>Chairman of the Investment Committee |
| 4. Ms. Jaelle Ang Ker Tjia            | Director   |

In selecting candidates to be appointed as members of the Board of Directors, the selected candidates need to be approved by the Nomination and Remuneration Committee first before submitting their names to the Board of Directors for consideration. After consideration, the Board will propose the names of the candidates to the annual general meeting of shareholders for appointment. The selection will take into account a number of criteria including the candidates' knowledge, ability, experience, vision and credibility. Importantly, the candidates must not possess any prohibited characteristics specified by the laws.

Board of Directors' opinion:

With the recommendation of the Nomination and Compensation Committee, the Board of Directors, excluding the directors who had a conflict of interest, has extensively discussed and thoroughly considered all nominated candidates and the qualification as well as past performance of each candidate in the past year to ensure their suitability. The Board of Directors confident that the following four retiring Directors are eminent individuals with

expertise in the different areas. In addition, they have attributes of leadership together with far-sighted vision, good morals and ethical principles. In this connection, the proposed directors which are independent directors and member of audit committee can give opinion freely and in accordance with related regulations. The profiles of the directors proposed for re-election are given in Enclosure 3.

Vote required:

This agenda, a resolution required the majority votes by the way specified in Article 19 of the Company's Articles of the Association.

**Agenda 7**      **To consider and approve the remuneration for Directors for the year 2017**

Fact and rationale:

According to Section 90 of the Public Limited Companies Act B.E. 2535 and Article 25 of the Company's Articles of Association which require the meeting of shareholders to determine the directors' remuneration, the Company has adopted a policy aiming at determining the directors' remuneration at the level that is appropriate and in line with their duties and responsibilities which they will perform in the best interests of the Company, shareholders and different groups of stakeholders. In this connection, the Nomination and Compensation Committee and the Board of Directors consider in detail the appropriateness of various relevant factors which include comparison to practices of companies having the same type of business and the same size as well as the Company's business expansion and performance of the Company. It is deemed appropriate to propose that the meeting of shareholders approve the directors' remuneration equivalent to Baht 5,500,000 for the year 2017, which is the same amount as in 2016.

Board of Directors' opinion:

In line with the opinion of the Nomination and Compensation Committee, the Board of Directors deems it appropriate to propose to the meeting of shareholders for approval of the directors' remuneration, which also covers monthly remuneration and annual bonuses, at the level of not more than Baht 5,500,000 for the year 2017 and there will no remuneration for sub-committee.

Vote required:

This agenda, a resolution required not less than 2/3 of the total number of votes of the shareholders attending the meeting

**Agenda 8**      To consider appointment of the auditors and fix the audit fees for the year 2017

Fact and rationale:

In compliance with the Public Limited Companies Act B.E. 2535 and Article 44 of the Company's Articles of Association which require the annual general meeting of shareholders to appoint an auditor and determine the remuneration of the auditor every year. In this regard, the Board of Directors have considered, with the approval of the Audit Committee, the appointment of the auditor, taking into account the performance, experience, standards and efficiency in carrying out the work, audit expertise, independence of the auditor as well as the remuneration of the auditor. It is deemed appropriate to propose to the meeting of shareholders for approval of the appointment of the auditor and the audit fee, the details of which are as follows:

Either of the auditors as listed below is appointed as the Company's auditor:

1. Ms. Nisakorn Songmanee                      (Certified Public Accountant No. 5035) or
2. Mr. Niti Jungnitnirundr                      (Certified Public Accountant No. 3809) or
3. Mr. Permsak Wongphatcharapakorn (Certified Public Accountant No. 3427) or
4. Mr. Kiatniyom Kuntisook                      (Certified Public Accountant No. 4800)

The above auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd are authorized to audit, review and give opinions on the financial statements of the Company. In case the above-mentioned certified public accountants cannot carry out the work, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. may assign its other certified public accountants to carry out the work on their behalf.

Remark

1. Details of the appointment of the proposed auditors as the Company's auditors are as follows:
  - 1.1 Ms. Nisakorn Songmanee was appointed as the Company's auditor for the year 2013 - 2016 and signed the Company's financial statement in the year 2013 - 2016.
  - 1.2 Mr. Niti Jungnitnirundr was appointed as the Company's auditor for the year 2013 - 2016.
  - 1.3 Mr. Permsak Wongphatcharapakorn was appointed as the Company's auditor for the year 2013 – 2016.
  - 1.4 Mr. Kiatniyom Kuntisook has been proposed to be the Company's auditor for the first time in 2017.
3. In 2017, the Company has agreed to propose Ms. Nisakorn Songmanee or Mr. Niti Jungnitnirundr or Mr. Permsak Wongphatcharapakorn or Mr. Kiatniyom Kuntisook from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditors of Company's subsidiaries in Thailand.

The profiles of the proposed auditors for Year 2017 are shown in **Enclosure 4**.

Approve the audit fee at Baht 2,130,000 for the year 2017. The fee does not include other related expenses such as accommodation and travels, whose reimbursement will be based on actual expenses.

| Details for consideration | Year 2016 | Year 2017 | Increase | % increase |
|---------------------------|-----------|-----------|----------|------------|
| Audit fee                 | 2,050,000 | 2,130,000 | 80,000   | 4          |
| Non-audit fee             | -         | -*        | -        | -          |

\* Non-audit fee is based on actual expenses (if any)

The Audit Committee's opinion:

The audit Committee agree that proposed certified public accountants do not have any relationship or conflict of interest with the Company, executives, major shareholders or related parties in the way that may have any impact on their independence in the performance of their work. In addition, the Auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. have audited skill and perform their duties well for previous year and the Auditing fee is appropriate rate.

The Board of Directors' opinion:

In line with the opinion of the Audit Committee, deems it appropriate to propose to the meeting of shareholders for approval of the appointment of the above-mentioned certified public accountants from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the financial statements of the Company for the year 2017. They are authorized to audit, review and given opinions on the financial statements of the Company. In case the above-mentioned certified public accountants cannot carry out the work, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is required to assign its other certified public accountants to carry out the work on their behalf. It is also proposed that the meeting of shareholders approve the audit fee worth Baht 2,130,000 for 2017.

Vote required:

This agenda, a resolution required the majority votes of shareholders attending and casting the votes in the meeting.

**Agenda 9      To consider and approve the issuance and offering of the Debentures of the Company**

Fact and rationale:

To raise capital used for operation and investments including expansion of the business. The Company, therefore, intended to issue and offers the Debentures in total amount which is not matured at any period of time shall not exceed Baht 5,000 million or the equivalent amount in other currencies. Details of the issuance and offering of the Debentures of the Company are shown in Enclosure 5.

The Board of Directors' opinion:

The Board of Directors approved to propose to the Annual General Meeting of Shareholders for the year of 2017 to consider and approve the issuance and offering of the Debentures in total amount which is not matured at any period of time shall not exceed Baht 5,000 million or the equivalent amount in other currencies.

In addition, the Board of Directors' Meeting has resolved to propose to the Annual General Meeting of Shareholders for the year of 2017 to consider and approve the authorization to the Board of Directors and/or the Chief Executive Officer or the person(s) entrusted by the Board of Directors and/or the Chief Executive Officer to determine or amend the conditions and details relating to the issuance and offering of each type/ each kind of the Debentures each time including to have the power to implement any acts and things necessary for and in connection with the issuance and offering of the Debentures to be completed and in compliance with the applicable law, as well as to have the power to appoint the underwriter, to enter into and execute the Underwriting Agreement, or Placement Agreement and/or other relevant agreements, to prepare and submit the application and other documents to the Office of the Securities and Exchange Commission, other relevant authorities, and/or other relevant person(s) etc.

Vote required:

This agenda requires the vote of not less than 3/4 of the number of shareholders who attend the meeting and have the right to vote.

**Agenda 10**      **To approve the purchase and acceptance of the entire business transfer of Profit Ventures Co., Ltd. which is deem as the acquisition of assets and the connected transaction**

Fact and rationale:

The company has realized the potential of land development in Chachoengsao province which is asset of Profit Ventures Co., Ltd. ("PVL"). It is deemed appropriate to propose to the meeting of shareholders for approval of the purchasing and acceptance of the entire business transfer (EBT) of PVL including with the execution of the relevant agreements. According to this transaction, CGD will acquire all assets and liabilities of PVL as well as rights, duty, obligations and responsibilities that PVL has at business transfer date. At the present, PVL does not have any operations but its major asset is land in Chachoengsao province which total areas are 79-3-63 rai (Comprise of 7 lands with Title deeds no. 2688, 2890, 8555, 14019, 14020, 14031, 25925) located in Bang Phra Tumbol, Muang District (See detail in the Enclosure 6) ("Land in Chachoengsao") (Collectively "**Entire business transfer**"). The acquisition price is approximately Baht 1,069,560,703 which comprised of 1) The consideration of value of the EBT is Baht 1,022,816,000 to be settled by the newly issued ordinary shares of the Company for 929,832,727 shares with the offer price of Baht 1.10 per share. The transaction is expected to be completed within July 2017 and 2) the costs associated with the transfer of assets (if any) approximately Baht 46,744,703 which will be paid by cash of the Company. After the completion of EBT transaction, CGD plans to develop a land into Mixed-use complex with the budgeted of project investment cost of approximately Baht 883.93 million, when included with the considering aforementioned EBT of PVL, the total size of assets acquisition will be approximately Baht 1,953.49 million. This total transaction size is considered as the acquisition of assets transaction according to the Notification of the Capital Market



Supervisory Board No. Tor Jor 20/2551 Re: Rule of Significant Transaction Constitution an Acquisition or Disposal of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (as amended) (the “Acquisition and Disposition Notification”). The value of total consideration of the transaction is 17.17 percent, compared to the Company’s total consolidated assets as of 30 September 2016 (including with other acquisition transaction during the past six months), which is the maximum size of the calculation on the basis of the Transaction Acquisition and Disposition Notification and is considered the Acquisition Transaction Type 2 which the maximum size of the transaction is higher than 15 percent but lower than 50 percent. Therefore, the Company must disclose the acquisition information to the SET and circulate a notification to the shareholders but no propose for further approval from the Shareholders. However, the EBT is the acquisition of another company by the Company, in order to comply Section 107 (2) (Kor) of the Public Limited Companies Act 2535 (as amended), the Company must get approval from the Shareholders’ Meeting with the vote of not less than 3/4 of the number of shareholders who attend the meeting and have the right to vote. Moreover, to allow the Company’s shareholders has the right to consider this transaction, the Company will propose for further approval from the Shareholders’ Meeting based on the Acquisition and Disposition Notification basis. Therefore, CGD has a responsibility as follow

- (1) Disclose the acquisition information to the SET and
- (2) Send invitation letter to the Company’s shareholder 14 days in advance and
- (3) Get approval from the Shareholders’ Meeting with the vote of note less than 3/4 of the number of shareholders who attend the meeting and have the right to vote, excluding the shareholders with vested interests and
- (4) Appoint an Independent Financial Advisor in order to give the opinion of the acquisition transaction

In addition to this EBT transaction, CGD will issue new shares to PVL which is considered as the connected transaction according to the **Notification of the Capital Market Supervisory Board No. Tor Jor 21/2551 Re: Rules on Connected Transaction and the Notification of the Office of the Securities and Exchange Commission Re: Disclosure of Information and Other Acts of Listed Company Concerning the Connected Transactions, B.E. 2546 (as amended) (collectively referred to as “Connected Transaction Notification”)** because the shareholders of PVL are Mr. Sadawut Taechaubol, Mr. Ben Taechaubol and Mr. Tommy Taechaubol. The transaction size is 49.39 percent of Net Tangible Assets (NTA), calculated from the Company’s consolidated financial statements as of September 30<sup>th</sup>, 2016 which more than 3 percent of the Company’s NTA (including with other connected transaction during the past six months). Therefore, the Company has obligations to:

- (1) Disclose the connected transaction information to the SET and
- (2) Send invitation letter to the Company’s shareholder 14 days in advance and
- (3) Get approval from the Shareholders’ Meeting with the vote of note less than 3/4 of the number of shareholders who attend the meeting and have the right to vote, excluding the shareholders with vested interests and

- (4) Appoint an Independent Financial Advisor in order to give the opinion of the connected transaction

The detail of acquisition and connected transactions are in the Enclosure 6 and Independent Financial Advisor report which is Enclosure 7

The Board of Directors' opinion: (excluding 2 Board of directors with vested interests which are Mr. Sadawut Taechaubol and Mr. Ben Taechaubol)

The Board of directors deems it appropriate to approve the acquisition and entire business transfer ("EBT") of Profit Ventures Company Limited which is considered to be the acquisition of assets transaction and he connected transaction because this transaction is in-line with the Company's business plan to expand its business in the real estate sector. Such project (Post-EBT transaction) has evaluated the feasibility and gets the Internal Rate of Return of the project (Project IRR) approximately 23 percent which is worth of investment for the Company and shareholders in the long term. Such project will also generate recurring income in the form of rental income to the Company. Moreover, the transaction will be settled by issuing new ordinary shares of the Company instead of cash payment. Thus, the Company has no burden over significant amount of capital funding and no related financing costs which may cause unfavorable effect to the Company's performance. However, the offering and allocation of newly issued ordinary shares to specific persons through private placement may have Price dilution and Control dilution effects as follow.

#### *Price Dilution*

The offering price is market price which calculated from weighted average price of the Company's share in SET dating back 15 consecutive working days prior to the Board of Directors Meeting therefore there is no price dilution effect.

|                             |   |   |
|-----------------------------|---|---|
| Price dilution              | = | $\frac{(\text{Market price} - \text{Market price after offering})}{\text{Market price}}$  |
| By                          |   |   |
| Market price                | = | The weighted average price of the Company's share dating back 15 consecutive business days prior to the Board of Directors Meeting no. 1/2017 at February 7 <sup>th</sup> , 2017 that is the period between January 17, 2017 to February 6, 2017 which equal to Baht 1.10 per share (Source: SETSMART of SET) |
| Market price after offering | = | $\frac{[(\text{Market price} \times \text{No. of paid shares}) + (\text{Private placement price} \times \text{No. of Private placement shares})]}{(\text{No. of paid shares} + \text{No. of Private placement shares})}$  |
|                             | = | $\frac{[(1.10 \times 7,336,295,227) + (1.10 \times 929,832,727)]}{(7,336,295,227 + 929,832,727)}$   |
|                             | = | 1.10  |
| Price dilution              | = | 0% (no dilution)  |

### Control Dilution

After the offering transaction, the shares of existing shareholders decrease around 11.25%

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{No. of offering shares}}{(\text{No. of paid-up shares} + \text{No. of offering shares})} \\
 &= \frac{929,832,727}{(7,336,295,227 + 929,832,727)} \\
 &= 11.25\%
 \end{aligned}$$

Furthermore, the Board of directors deems it appropriate to propose to the meeting of the shareholders for approval of the empowerment to the Board of directors and/or Chief Executive Officer and/or the person(s) entrusted by the Board of directors or Chief Executive Officer to negotiate, consider, adjust and proceed any matters necessary for EBT of PVL including with to sign the contract, memorandum of understanding, other related documents and also to contact with relevant parties.

### Vote required:

This agenda requires the vote of not less than 3/4 of the number of shareholders who attend the meeting and have the right to vote, excluding the shareholders with vested interests. Shareholders with vested interests for this transaction (Based on Book closing date as at 21 December 2016) are Mr. Sadawut Taechaubol (17.38% shareholding), Mr. Ben Taechaubol (13.98% shareholding), Mr. Tommy Taechaubol (5.51% shareholding) and Country Group Holdings PCL. (9.36% shareholding)

However, in case that the Annual General Meeting of shareholders for the year 2017 dissolves the EBT transaction of PVL in Agenda 10, CGD will not propose shareholders to approve the increase of the Company's registered capital by means of Specifying the purpose of utilizing in Agenda 12.1 and the allocation of the newly issued ordinary shares to specific investors (Private Placement), whom is deem as connected persons, in Agenda 14.1. In case that the Annual General Meeting of shareholders for the year 2017 dissolves the Agenda 12.1 or 14.1, the EBT transaction in Agenda 10 will be cancelled also because such transactions are associable transaction. However, CGD will continue to propose shareholders to approve the increase of the Company's registered capital by means of General mandate in Agenda 12.2, the amendment to Clause 4 in the memorandum of association to be in-line with the increase of the Company's registered capital by means of General mandate in Agenda 13 and the allocation of the newly issued ordinary shares by means of General mandate shares to specific investors (Private Placement), whom is not deem as connected transaction, in Agenda 14.2 which CGD will present the change in Registered capital and Paid-up capital in the shareholders meeting.

Agenda 11 To consider and approve decrease of the Company's registered capital by cancelling unsold shares and the amendment to clause 4 of the memorandum of association to be in line with the decrease of the Company's registered capital

Fact and rationale:

To be in compliance with the Public Limited Companies Act B.E.2535 (as amended), the Company is required to reduce its registered capital from Baht 10,814,953,771 to Baht 7,336,295,227 by cancelling 3,478,658,544 unsold shares at a par value of Baht 1 each before any further increase of its capital. In addition, the Company is required to make amendment of Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the reduction of registered capital as follows:

|           |                       |                      |   |
|-----------|-----------------------|----------------------|---|
| "Clause 4 | Registered Capital of | Baht 7,336,295,227   | (Seven Billion Three Hundred Thirty Six Million Two Hundred Ninety Five Thousand Two Hundred Twenty Seven Baht)   |
|           | Divided into          | 7,336,295,227 shares | (Seven Billion Three Hundred Thirty Six Million Two Hundred Ninety Five Thousand Two Hundred Twenty Seven shares) |
|           | With a par value of   | Baht 1               | (One Baht) each   |
|           | Categorized into      |                      |   |
|           | Ordinary shares       | 7,336,295,227 shares | (Seven Billion Three Hundred Thirty Six Million Two Hundred Ninety Five Thousand Two Hundred Twenty Seven shares) |
|           | Preference shares     | - shares             | (- shares)"   |

The Board of Directors' opinion:

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for the year 2017 for approval of the decrease of the Company's registered capital and the amendment of Clause 4 of Memorandum of Association of the Company to be in line with the reduction of registered capital

Vote required:

This agenda requires the vote of not less than 3/4 of the number of shareholders who attend the meeting and have the right to vote.

**Agenda 12**      **To approve the increase of the Company's registered capital**

The Company will increase the registered capital of total Baht 1,629,832,727 from the existing registered capital of Baht 7,336,295,227 to Baht 8,966,127,954 by issuing 1,629,832,727 newly issued ordinary shares, with a par value of Baht 1 per share, for the allotment of newly issued ordinary shares to specific investors (Private Placement), which is Profit Ventures Company Limited ("PVL"), for the compensation of entire business transfer and to specific investors (Private Placement) for the General mandate.

**12.1**      **To approve the increase of the Company's registered capital by means of Specifying the purpose of utilizing**

**Fact and rationale:**

The Company will acquire and do Entire Business Transfer ("EBT") of PVL. The acquisition price is approximately Baht 1,069,560,703 which comprised of 1) The consideration of value of the EBT is Baht 1,022,816,000 to be settled by the newly issued ordinary shares of the Company for 929,832,727 shares with the offer price of Baht 1.10 per share. The transaction is expected to be completed within July 2017 and 2) the costs associated with the transfer of assets approximately Baht 46,744,703 (If any) which will be paid by cash of the Company (The detail is as per Agenda 10). Therefore, the Company has to increase the registered capital to compensate for EBT transaction of PVL. The Company will propose shareholders to approve the increase of the Company's registered capital of 929,832,727 shares with par value of Baht 1.00 per share.

The detail of the increase of the Company's registered capital is in the **Enclosure 8** (Capital increase form or F 53 - 4) and the **Enclosure 9** (Information Memorandum regarding the offering of the newly issued ordinary shares to specific investors or Private Placement)

**The Board of Directors' opinion:** (excluding 2 Board of directors with vested interests which are Mr. Sadawut Taechaubol and Mr. Ben Taechaubol)

The Board of directors deems it appropriate to approve the increase of the Company's registered capital by issuing of 929,832,727 newly issued shares with par value of Baht 1.00 per share.

**Vote required:**

This agenda requires the vote of not less than 3/4 of the number of shareholders who attend the meeting and have the right to vote, excluding the shareholders with vested interests. Shareholders with vested interests for this transaction (Based on Book closing date as at 21 December 2016) are Mr. Sadawut Taechaubol (17.38% shareholding), Mr. Ben Taechaubol (13.98% shareholding), Mr. Tommy Taechaubol (5.51% shareholding) and Country Group Holdings PCL. (9.36% shareholding)

## **12.2 To approve the increase of the Company's registered capital by means of General Mandate**

### **Fact and rationale:**

To achieve sufficient revolving capital for the business operation, investments and business expansion, The Company, therefore, will increase the registered capital of total Baht 700,000,000 by issuing 700,000,000 newly issued ordinary shares, with a par value of Baht 1 per share, for the allotment of newly issued ordinary shares to specific investors (Private Placement) for the General mandate as per detail in **Enclosure 8**, Capital Increase Report Form (F 53-4).

### **The Board of Directors' opinion:**

The Board of Directors deems appropriate to increase the registered capital of total Baht 700,000,000 by issuing 700,000,000 newly issued ordinary shares, with a par value of Baht 1 per share as proposed.

### **Vote required:**

This agenda requires the vote of not less than 3/4 of the number of shareholders who attend the meeting and have the right to vote

## **Agenda 13 To approve amendment to Clause 4 in the memorandum of association to be in line with the increase of the Company's registered capital**

### **Fact and rationale**

According to the Company's plan to increase the registered capital of Baht 1,629,832,727, therefore the registered capital (Post capital decrease of the unissued ordinary shares) will be increased from Baht 7,336,295,227 to Baht 8,966,127,954 as per detail in Agenda 12.

In order to be in line with the increase of the Company's registered capital, the Company has to amend the Clause 4 of the Memorandum of Association which detail as follow

|            |                     |                      |  |
|------------|---------------------|----------------------|--|
| “Clause 4. | Registered capital  | Baht 8,966,127,954   | (eight billion nine hundred sixty six million one hundred of |
|            | of                  |                      | twenty seven thousand nine hundred fifty four Baht)          |
|            | Divided into        | 8,966,127,954 Shares | (eight billion nine hundred sixty six million one hundred    |
|            |                     |                      | twenty seven thousand nine hundred fifty four shares)        |
|            | With a par value of | Baht 1 per share     | (one Baht)   |
|            | Categorized into    |                      |  |
|            | Ordinary shares     | 8,966,127,954 Shares | (eight billion nine hundred sixty six million one hundred    |
|            |                     |                      | twenty seven thousand nine hundred fifty four shares)        |
|            | Preference shares   | - shares             | (- shares)”  |

Moreover, the Company proposes to authorize any person authorized by the Board of Directors to amend the Memorandum of Association to comply with the order of Department of Business Development, the Ministry of Commerce.

The Board of Directors' opinion: (excluding 2 Board of directors with vested interests which are Mr. Sadawut Taechaubol and Mr. Ben Taechaubol)

The Board of Directors deems appropriate to propose the amendment to Clause 4 of memorandum of association to be in line with the increase of the Company's registered capital.

Vote required:

This agenda requires the vote of not less than 3/4 of the number of shareholders who attend the meeting and have the right to vote, excluding the shareholders with vested interests. Shareholders with vested interests for this transaction (Based on Book closing date as at 21 December 2016) are Mr. Sadawut Taechaubol (17.38% shareholding), Mr. Ben Taechaubol (13.98% shareholding), Mr. Tommy Taechaubol (5.51% shareholding) and Country Group Holdings PCL. (9.36% shareholding)

However, in case that the Annual General Meeting of shareholders for the year 2017 dissolves the EBT transaction of PVL in Agenda 10, CGD will not propose shareholders to approve the increase of the Company's registered capital by means of Specifying the purpose of utilizing in Agenda 12.1 and the allocation of the newly issued ordinary shares to specific investors (Private Placement), whom is deem as connected persons, in Agenda 14.1. In case that the Annual General Meeting of shareholders for the year 2017 dissolves the Agenda 12.1 or 14.1, the EBT transaction in Agenda 10 will be cancelled also because such transactions are associable transaction. However, CGD will continue to propose shareholders to approve the increase of the Company's registered capital by means of General mandate in Agenda 12.2, the amendment to Clause 4 in the memorandum of association to be in-line with the increase of the Company's registered capital by means of General mandate in Agenda 13 and the allocation of the newly issued ordinary shares by means of General mandate shares to specific investors (Private Placement), whom is not deem as connected transaction, in Agenda 14.2 which CGD will present the change in Registered capital and Paid-up capital in the shareholders meeting.

**Agenda 14**      **To approve the allocation of the Company's newly issued ordinary shares**

According to the plan that The Company will increase the registered capital of total Baht 1,629,832,727 from the existing registered capital of Baht 7,336,295,227 to Baht 8,966,127,954 by issuing 1,629,832,727 newly issued ordinary shares, with a par value of Baht 1 per share, for the compensation of entire business transfer, as per Agenda 10, and to specific investors (Private Placement) for the General mandate. The Company will allocate 1,629,832,727 newly issued ordinary shares, with a par value of Baht 1 per share as follow.

**14.1** **To approve the allocation of the newly issued ordinary shares to specific investor  
(Private Placement), whom is deem as connected persons**

**Fact and rationale:**

The Company will allocate 929,832,727 newly issued ordinary shares, with a par value of Baht 1.00 per share, to specific and connected investor (Private Placement) which is Profit Ventures Co., Ltd ("PVL") with the offering price of Baht 1.10 per share. The total offering value is Baht 1,022,816,000 to compensate for EBT transaction of PVL. At the present, PVL does not have any operations but its major asset is land in Chachoengsao province which total areas are 79-3-63 rai (Comprise of 7 lands with Title deeds no. 2688, 2890, 8555, 14019, 14020, 14031, 25925) located in Bang Phra Tumbol, Muang District (See detail in the **Enclosure 6**) ("Land in Chachoengsao"). In other words, CGD will allocate 929,832,727 newly issued ordinary shares, with total value of Baht 1,022,816,000, instead of the cash payment to settle the EBT transaction of PVL. The transaction is expected to be completed within July 2017. (The company will pay the cost associated with the transfer of assets by cash approximately Baht 46,744,703 (if any))

After the Company completed the capital increase registration with the Ministry of Commerce, PVL will become a shareholder of the Company owning approximately 12.67 percent of total issued and paid-up share of the Company (Pre-capital increase). This Capital increase transaction is considered as the connected transaction with the Transaction's size of 49.39 percent of Net Tangible Assets (NTA), calculated from the Company's consolidated financial statements as of September 30<sup>th</sup>, 2016 which more than 3 percent of the Company's NTA (including with the other connected transaction during the past six months). Therefore, the Company must disclose the Transaction to the SET and propose for further approval from the Shareholders' Meeting with the vote of not less than 3/4 of the number of shareholders who attend the meeting and have the right to vote, excluding the shareholders with vested interests. The Company shall appoint an independent financial advisor in order to give the opinion of the connected transaction.

The offering of the newly issued ordinary shares to a specific investor (Private Placement) at a clearly determined offering price pursuants to the **Notification of the Capital Market Supervisory Board Tor Chor. 72/2558** **Re: Approval for Offering of Newly Issued Shares by Listed Companies to the Specific Investors**, which stipulated that the capital increase and the offering of the newly issued ordinary shares by mean of Private



Placement requires an approval of the Shareholders Meeting as well as an approval from the Office of the Securities and Exchange Commission (the “SEC”) before offering such newly issued ordinary shares.

Furthermore, the offering price to PVL at Baht 1.10 per share is not lower than 90% of the Company’s market price according to the Notification Tor Chor 72/2558. The Company’s market price consider the weighted average price of the Company’s share dating back 15 consecutive business days prior to the Board of Directors Meeting that is the period between January 17, 2017 to February 6, 2017 which equal to Baht 1.1 per share. However, the Company’s market price on the Transaction date may change to be upper or lower than the offering price at Baht 1.10 per share.

After the EBT transaction, PVL shall be dissolved such that the EBT complies with the tax waiver condition of the Revenue Code. Therefore, the newly issued ordinary shares of the Company of 929,832,727 shares shall be distributed to PVL’s shareholders, consist of Mr. Sadawut Taechaubol, Mr. Ben Taechaubol and Mr. Tommy Taechaubol. Therefore, shareholding percentage of Taechaubol group will be increased to 43.97 percent of total paid-up capital after the capital increase. However, Taechaubol group is no obligation to make a tender offer for all securities of the Company pursuant to the **Notification of the Capital Market Supervisory Board No. Tor Chor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (as amend) (“Tor Chor. 12/2554).**

The detail of the allocation of the newly issued ordinary shares to specific investor (Private Placement) will be disclosed in the **Enclosure 9** which is Information Memorandum regarding the offering of the newly issued ordinary shares to specific investor (Private Placement)

The Board of Directors’ opinion:

The Board of Directors deems it appropriate to approve the allocation of the newly issued ordinary shares to specific investors (Private Placement) of 929,832,727 shares with the offering price of Baht 1.10 per share. The total value is Baht 1,022,816,000 to be settled to PVL who is considered as a connected person as per detail above. This transaction is in line with the Company’s business plan to expand the real estate development, generate the recurring income without using cash and no significant liquidity effect. For the capital budgeting of project development which is Baht 883.93 million, the source of fund will be from 70% of financial institution loan and the remaining will be from the Company’s internal cash flow which there is no significant effect to financial status and performance of the Company.

Furthermore, the Board of directors deems it appropriate to propose to the meeting of the shareholders for approval of the empowerment to the Board of directors and/or Chief Executive Officer and/or the person(s) entrusted by the Board of directors or Chief Executive Officer to consider and proceed any matters necessary for, relating to, and/or associating with the capital increase and the allocation of the newly issued ordinary shares of the Company such as to determine conditions and other details relating to the allocation of the newly issued ordinary shares, the offering period and the subscription.

Vote required:

This agenda requires the vote of not less than 3/4 of the number of shareholders who attend the meeting and have the right to vote, excluding the shareholders with vested interests. Shareholders with vested interests for this transaction (Based on Book closing date as at 21 December 2016) are Mr. Sadawut Taechaubol (17.38% shareholding), Mr. Ben Taechaubol (13.98% shareholding), Mr. Tommy Taechaubol (5.51% shareholding) and Country Group Holdings PCL. (9.36% shareholding)

**14.2 To approve the allocation of the newly issued ordinary shares by means of General Mandate shares to specific investors (Private Placement), whom is not deem as connected persons**

Fact and rationale:

The Company will allocate by means of General Mandate not exceeding 700,000,000 newly-issued ordinary shares, at the par value of Baht 1 per share (Not exceed than 10 percent of the paid-up capital as at the date of resolution of the Board of Directors to increase the capital) with par value of Baht 1.00 per share to specific investor (Private Placement), whereas, such persons shall not be the related parties of the Company; provided that the offer prices of newly issued ordinary shares shall not be lower than 90% of the market prices, as per the **Announcement of the Office of the Securities and Exchange Commission (“SEC”) No. Tor. Jor. 72/2558**. The market price consider the weighted average price of the Company’s share trading on the Stock Exchange of Thailand (“SET”) during 7 - 15 consecutive business days prior to the offering date. In this connection, the Company has to fix the share price not over 3 business days prior to the offering date

In this regard, the shareholders’ meeting approve the Board of Directors to be authorized to determine any details with regard to the allocation by means of General Mandate, for example: (1) to consider and determine offering price, market price, whether the newly-issued ordinary shares shall be offered for sale on one occasion or more, and whether the newly-issued ordinary shares shall be offered to any or all persons on the same occasion, the offering period, offering price, payment of shares, and other details and conditions relating to the allocation; (2) to enter into negotiations, agreements, and execute relevant documentation and agreements relating to the allocation, and to undertake any act in connection with the allocation; and (3) to sign application forms for permission, relaxation, and evidence necessary for and relevant to the allocation, as well as to contact and apply for permission for such documentation or relaxation from the relevant government agencies or related agencies, as well as the listing of the newly-issued ordinary shares on the Stock Exchange, and any other action necessary for the purpose of the allocation of the newly-issued ordinary shares, which comply with relevant law and regulation.

The allocation by means of General Mandate as mention above has to be completed before the date of Company’s Annual General Meeting of Shareholders for the year 2018.

After completion of newly-issued ordinary shares allotment, paid-up capital from the allotment of newly issued ordinary shares to specific investors (Private Placement) shall not exceed 700,000,000 shares (not exceed 10 percent of the paid-up capital as at the date of resolution of the Board of Directors to increase the capital) In addition

The details on the allocation of the newly-issued ordinary shares are set out in Enclosure 8 the Capital Increase Report Form (F 53-4) as attached.

The Board of Directors' opinion:

The Board of Directors deems it appropriate to approve the allocation by means of General Mandate not exceeding 700,000,000 newly-issued ordinary shares, at the par value of Baht 1 per share with par value of Baht 1.00 per share to specific investor (Private Placement), and the authorization as mention above. However, after the allocation of the newly-issued ordinary shares to private placement investors by means General mandate, the shares of existing shareholders will decrease around 8.71%.

$$\begin{aligned}
 \text{Control dilution} &= \frac{\text{No. of offering shares}}{(\text{No. of paid-up shares} + \text{No. of offering shares})} \\
 &= \frac{700,000,000}{(7,336,295,227 + 700,000,000)} \\
 &= 8.71\%
 \end{aligned}$$

Vote required:

This agenda, a resolution required the majority votes of shareholders attending and casting the votes in the meeting.

**Agenda 15      Other business (if any)**

All shareholders shall be invited to attend the Meeting according to the date, time and venue thereof as above-mentioned; whereas, the Company shall start the registration at 08.30 a.m. In case of any shareholder intended to authorize an independent director of the Company (name list of independent directors was as per Enclosure 11) to attend the Meeting and to cast votes on his/her behalf, such shareholder have to fill out and sign the Proxy Form attached hereto and have to affix 20-Baht duty stamps; and submit the Proxy Form, including supporting documents thereof to "Compliance Section, Country Group Development PCL., No.898 Ploenchit Tower, 20th Floor, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330" for at least 1 working day prior to the date of the Meeting.

Provided that, in case, any shareholder wishes to make further inquiries or requiring explanations in any issue as per the Meeting Agenda proposed herein, please contact Mr. Punyawut Somboon at Telephone No. 02-658-7888 (ext. 115).

Moreover, the Company has prescribed the list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2017, the convened on March 16<sup>th</sup>, 2017; and the list of shareholders shall be collected as per Section 225 of the Securities and Exchange Act B.E.2535 (including its Amendments) by means of book closing on March 17<sup>th</sup>, 2017.

Please be informed accordingly.

Sincerely yours,

Country Group Development Public Company Limited

- Signature -

Mr. Ben Taechaubol

Chief Executive Officer