

Reference: CGD58/0068

3 September 2015

Subject: Notification of the resolution of the Board of Directors' Meeting (waiver the right to buy capital-increasing shares of the subsidiary)

To: President
The Stock Exchange of Thailand

Enclosure: Information Memorandum concerning Asset Disposal (waiver the right to buy capital-increasing shares of the subsidiary)

At its Board of Directors Meeting No. 8/2015 held on 3 September 2015, Country Group Development Public Company Limited has passed important resolutions as follows:

1. Approval for Landmark Holdings Company Limited ("LH") to increase its share capital from 147,000,000 baht to 210,000,000 baht by issuing 6,300,000 new shares at a par value of 10 baht per share. The offer price is set at USD 60,000,000 or USD 9.523809524 per share, equivalent to 2,077,019,987.70 baht or 329.685712333 baht per share (calculated from the exchange rate agreed at 1 USD = 34.616999795 baht).
2. Approval for the Company to waive the right to buy capital-increasing shares of LH allocated as per its shareholding ratio in a number of 6,300,000 shares to BCEGT Thai International Company Limited ("BCEGT") at a total purchasing price of USD 60,000,000 or USD 9.523809524 per share, equivalent to 2,077,019,987.70 baht or 329.685712333 baht per share (calculated from the exchange rate agreed at 1 USD = 34.616999795 baht).

Details are shown in the information memorandum on asset disposal attached herewith.

Please be informed accordingly.

Yours faithfully,

Country Group Development Public Company Limited

(Mr. Ben Taechaubol)

Director and Chief Executive Officer

Information Memorandum on the Acquisition and Disposal of Assets
Of Landmark Holdings Company Limited

A 99.99% owned subsidiary of Country Group Development Public Company Limited

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The highest value of the Company’s transaction calculated is equal to approximately 25.26% as compared to the consolidated financial statements of the Company for the period ended 30 June 2015, which is higher than 15%, but lower than 50%, so it is categorized as **Type 2** transaction of asset acquisition according to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 regarding the Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the amendments thereof as well as the Notification of the Board of Governors of the Stock Exchange of Thailand (SET) regarding the Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposition of Assets, B.E. 2547 (2004), and its amendments (collectively referred to as “Acquisition/Disposal Notifications”). Therefore, the Company has to report to the Stock Exchange and send the Information Memorandum to shareholders within 21 days from the SET’s disclosure date.

1. **Transaction Date**

After being approved by the Board of Directors Meeting No. 8/2015 dated 3 September 2015 and it is expected that LH will complete the offering for sale all of its capital-increasing shares within the fourth quarter of 2015.

2. **Parties and Relationship with the Listed Company**

Buyer : BCEG Thai International Company Limited

Relationship : BCEGT has no relationship and is not a connected person with the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Criteria for Entering into a Connected Transaction

Details of the Buyer

1) List of shareholders (as per a copy of list of shareholder of the buyer as of 21 August 2015)

No.	First – Last Name/ Company	Number of Shares	% of Shareholding
1	Mr. Prajit Rungruangpaithoon	92,500	26.43
2	Mr. Somsak Rungruangpaithoon	86,000	24.57
3	BCEG Thai International Co., Ltd.	171,500	49.00
Total ordinary shares		350,000	100.00

2) Name List of the Board of Directors (as per a copy of certificate of incorporation of the buyer dated 21 August 2015)

- (1) Mr. Cheng Jingming
- (2) Mr. Wang Linzeng
- (3) Mr. Ma Tiasan
- (4) Mr. Prajit Rungruangpaithoon

3. General Description of the Transaction

The Company will waive the right to subscribe a total of 6,300,000 capital-increasing shares of Landmark Holdings Co., Ltd. to BCEGT at the purchasing price of USD 60,000,000 or USD 9.523809524 per share, equivalent to 2,077,019,987.70 baht or 329.685712333 baht per share (calculated from the exchange rate agreed at 1 USD = 34.616999795 baht). Such shares account for 30% of the registered capital of LH after the capital increase. BCEGT is not related to any major shareholder or any of the Company's directors and executives so the abovementioned transaction is not regarded as a related transaction.

After such capital increase, BCEGT will hold 30% of LH's registered capital and LH's registered capital will increase from 147 million baht to 210 million baht.

4. Transaction Size

Details of transaction size calculation:

Calculation Basis	Formula	Transaction Size (%)
1. Net Tangible Assets (NTA)	$30.00\% * 237,314,739^{(1)}$ $1,211,210,007^{(2)}$	5.88
2. Net Profit	This calculation basis cannot be used because the Company suffers a loss.	
3. Total Value of Consideration	$2,077,019,987.70^{(3)}$ $8,222,004,220^{(4)}$	25.26
4. Total value of securities	This calculation basis cannot be used because no securities are issued.	

- Notes:
- ⁽¹⁾ The Net Tangible Assets (NTA) based on LH's financial statements as at 31 December 2014
 - ⁽²⁾ The Net Tangible Assets (NTA) based on the Company's financial statements as at 30 June 2015
 - ⁽³⁾ The highest value of transaction in which LH will sell its assets to BCEGT by calculating from the agreed purchasing price of USD 60 millions where USD 1 is equal to 34.616999795 baht.
 - ⁽⁴⁾ The total assets based on the Company's financial statements as at 30 June 2015

The highest value if based on the Total Value of Consideration Basis, which represents 25.26% of the total value of consideration.

5. Details of Disposed Assets

- 5.1 Business Name : Landmark Holdings Co., Ltd.
- 5.2 Nature of business : Real estate development (to develop Chaopraya Estate Project)
- 5.3 Registered capital : Currently 147,000,000 baht
210,000,000 baht (after the capital increase)
- 5.4 Paid-up capital : 147,000,000 baht
- 5.5 Number of sold shares : 6,300,000 shares
- 5.6 Par value : 10 baht
- 5.7 Shares held before the disposal : 99.99%
- 5.8 Shareholding ratio after the disposal : 70.00%

5.9 List of shareholders (as per a copy of LH's list of shareholder as of 13 August 2015)

No.	First – Last Name/ Company	Number of Shares	% of Shareholding
1	Country Group Development Public Company Limited	14,699,997	99.99
2	BCEG Thai International Co., Ltd.	1	<0.01
3	Mr. Ben Taechaubol	2	<0.01
Total ordinary shares		14,700,000	100.00

List of Shareholders after the Capital Increase

No.	First – Last Name/ Company	Number of Shares	% of Shareholding
1	Country Group Development Public Company Limited	14,699,997	70.00
2	BCEG Thai International Co., Ltd.	6,300,001	30.00
3	Mr. Ben Taechaubol	2	<0.01
Total ordinary shares		21,000,000	100.00

5.10 Board of Directors

1) Before the capital increase (as per a copy of the certificate of incorporation dated 11 August 2015)

No.	First – Last Name	Position
1	Mr. Ben Taechaubol	Director

2) After the capital increase

No.	First – Last Name	Position
1	Mr. Ben Taechaubol	Director
2.	Representative of CGD	Director
3.	Representative of BCEGT	Director

5.11 The directors who can sign to bind the Company

1) Before the capital increase

“ Mr. Ben Taechaubol sign”

2) After the capital increase

“ Mr. Ben Taechaubol or the representative of CGD jointly sign with the representative of BCEGT”

6. Total Value of Consideration

The total value of disposal of LH's capital-increasing ordinary shares is USD 60,000,000 or equal to 2,077,019,987.70 baht (calculated from the exchange rate agreed at 1 USD = 34.616999795 baht) as detailed below:

Selling price per share : About USD 9.523809524 or 329.685712333 baht

Number of shares sold : 6,300,000 shares

Total value of consideration : Payment made by cash

7. Value of Disposed Assets

A total of LH's 6,300,000 capital-increasing ordinary shares valued at USD 60,000,000 or 2,077,019,987.70 baht (calculated from the exchange rate agreed at 1 USD = 34.616999795 baht)

8. Basis for determining the consideration

Being the price agreed by both the buyer and the seller

9. **Expected Benefits to the Company as a result of Entering into the Transaction**

- 1) The Company can spend the money from capital-increasing for paying the construction cost of Chaophraya Estate Project.
- 2) The Company earns the capital for developing Chaophraya Estate Project. There is also a reduction in debts and interests to be paid to financial institutions.
- 3) The Company has strengthened partners to ensure that Chaophraya Estate Project will meet the quality requirements and international standards;
- 4) When the contractor is a shareholder of LH, he will also be responsible as a shareholder who wishes to safeguard LH's benefits;
- 5) BCEG International Co., Ltd., a parent company of BCEGT, is a company under BCEG group, which is a well-known partner in construction and can seek funding sources to provide financial support to the construction project; and

10. **Opinions of the Board of Directors**

The Board of Directors views that waiver of the right to buy LH's capital-increasing shares is appropriate and useful for the Company because:

- 1) The shares are sold at a reasonable price, higher than the book value;
- 2) LH can invest such money in the construction of Chaophraya Estate Project, which is capable of generating returns for the Company and its shareholders; and
- 3) The Company can spend the money to be used for buying such capital-increasing shares on other currently existing projects of the Company or make additional investments into other projects to reduce the risk incurred from investing only into Chaophraya Estate Project.

11. **Opinions of the Audit Committee and/or board members, which are different from those of the Board of Directors**

- None -