

(F 53-4)

Capital Increase Report Form
Country Group Development Public Company Limited.
Date July 14, 2015

We, Country Group Development Public Company Limited., (“Company”) wishes to report the resolution of the Board of Directors meeting No.6/2015 on July 14, 2015, on share increase as follows.

1. Capital reduction and Capital increase

The Board approved to propose to the Extraordinary General Meeting of Shareholders No.1/2015 to consider and approve the reduction of the registered capital of the Company from Baht 10,114,953,771 to Baht 9,774,953,771 by cancelling 340,000,000 authorized but unissued ordinary shares at a par value of Baht 1 each (save for the authorized but unissued ordinary shares amounting to 2,438,659,310 shares which have been reserved for exercising of the holders of the Warrants to purchase the ordinary shares of the Company No.3 (CGD W-3). Moreover, the Board approved to propose to the Extraordinary General Meeting of Shareholders No.1/2015 to consider and approve the increase of the registered capital of the Company from Baht 9,774,953,771 to Baht 10,814,953,771 by issuing 1,040,000,000 new ordinary shares at a par value of Baht 1 each in the following manner.

Increase of capital	Type of shares	Amount of shares	Par value (Baht per share)	Total (Bath)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceed	Common share	1,040,000,000	1.00	1,040,000,000
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allocation of the newly-issued ordinary shares

The Board has the resolution to allocate increase ordinary share of 1,040,000,000 shares with the par value of Baht 1.00 with the details as follows:



COUNTRY GROUP

2.1 Details of the allocation

Allocate to	Amount of shares	Selling price per share (Baht)	Reserved time and share price	Note
2.1.1 For being reserved for the exercise of the Warrants to be issued and offered to the directors and employees of the Company and/or its subsidiaries (CGD-ESOP#1)	Not more than 40,000,000	Baht 0.00	Please see Note (1)	Please see Note (1)
2.1.2 For offering through Private Placement (PP)	Not more than 1,000,000,000	Please see Note (2)	Please see Note (2)	Please see Note (2)

Note:

- (1) the allocation of the newly issued ordinary shares in the amount of 40,000,000 shares for being reserved for the exercise of the Warrants to be issued and offered to the directors and employees of the Company and/or its subsidiaries (CGD-ESOP#1) in accordance with the approval of the Annual General Meeting of Shareholders 2015 dated 30 April 2015; and
- (2) the allocation of the newly issued ordinary shares in the amount of 1,000,000,000 shares for offering through Private Placement (PP), pursuant to the Notification of the Capital Market Advisory Board TorChor. 28/2551 Re: Application for Approval of Offer for Sale of Newly Issued Shares (as amended). The Private Placement subscriber(s) shall not be the connected person of the Company. And the offering price shall not be considered as the offer for sale of newly issued shares with discount i.e. the offering price must not be lower than 90 percent of the market price pursuant to the Notification of the Office of the Securities and Exchange Commission No. SorChor. 39/2551 Re: Calculation of Offer Price of Securities and Determination of Market Price for Consideration of Offer for Sale of Newly Issued Shares with Discount and also must not be lower than the par value of Baht 1 each. The market price shall be calculated upon the weighted average price of shares traded in the Stock Exchange of Thailand retrospectively 7 consecutive trading days prior to the day on which the offering price is determined i.e. the first day on which the Company shall offer the newly issued ordinary shares through private placement each time. In this regard, the offering process must be completed within 12 months from the day on which the Meeting of Shareholders resolved to approve the issuance and offering of such newly issued ordinary shares. Whereas, such offering of all newly issued shares might be done either at one time or from time to time subject to the appropriate status of financial market and capital market in order to maintain the utmost benefits of the Company.

In addition, the Board of Directors' Meeting has resolved to propose to the Extraordinary General Meeting of Shareholders No.1/2015 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 have the power to determine the terms and conditions necessary for and in connection with the offering of newly issued ordinary shares in all respects i.e. the person(s) entitled to be allocated the newly issued ordinary shares, the number of newly issued ordinary shares to be issued and offered each time, the period of offering, the offering price and the payment for the newly issued ordinary shares etc. including to have the power to determine, amend, change details as well as changing the period of offering, subscription and payment for the newly issued ordinary shares and to have the power to sign any relevant documents and implement any acts necessary for and in connection with the offering of the newly issued ordinary shares in all respects.

2.2 The operation of the company in the case there is fractions.

The fractions must be discarded.



3. **Specify the Extraordinary General Shareholder Meeting to request the approval to increase the share and allocation of capital increase share**

The convening of the Extraordinary General Meeting of Shareholders No. 1/2015 which will be held on August 21, 2015 at 09.00 a.m. at Victor Club, 8th floor Park Venture Ecoplex No.57 Wireless Road, Lumpini, Patumwan, Bangkok. The Record Date for determining the name of the shareholders who shall have the rights to attend the Extraordinary General Meeting of Shareholders No. 1/2015 is fixed on July 31, 2015, and the share registration book will be closed to collect names of those shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) on August 3, 2015.

4. **The request to increase the share/allocating of capital increase share for related government agency and the condition of the permission (if any)**

- 4.1 The company will submit the request for capital increase registration and register to change the paid capital with the department of business development, Ministry of Commerce

- 4.2 The company will bring the capital increase share to be registered security in the Stock Exchange of Thailand.

5. **Objective of capital increase and to use the increased capital**

- 5.1 To be used as working capital and financed the business operations of the Company. Currently, the Company plans to invest in the various projects relating to real estate, which is now under the feasibility study. If there is a possibility, the Company will invest in those projects in a short time.

6. **The benefit that the company would receive from increasing capital/allocating capital increase share**

- 6.1 To increase working capital for business operations.

- 6.2 To strengthen capital structure and financial status in coping with business expansion plan.

7. **The benefit that the shareholders would receive from increasing share/allocating capital increase share**

- None -

8. Schedule of action where the Company's Board of Directors pass the resolution to approve capital decrease, increase and share allotment

Item	Procedure	Month/Date/Year
1.	The Board of Director meeting No. 6/2015 to approve the allocation of increase capital	July 14, 2015
2.	The date to inform the resolution of the Board of Director meeting to the Stock Exchange of Thailand	July 14, 2015
3.	The date to determine the names of the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2015 (Record Date)	July 31, 2015
4.	The date to collect the names of the shareholders by means of the share register book closure	August 3, 2015
5.	The Extraordinary General Meeting of Shareholders No. 1/2015	August 21, 2015
6.	The date to inform the resolution of the Extraordinary General Meeting of Shareholders No. 1/2015 to the Stock Exchange of Thailand	August 21, 2015
7.	Proceed with the registration of the capital increase with the Department of Business Development, Ministry of Commerce	Within 14 days from the date on which approval is granted by the Shareholders' Meeting

The Company hereby certifies that the information contained in this report is accurate and complete in all respects.

Sign _____ Authorized Signatory Director

Mr. Ben Taechaubol

Director and Chief Executive Officer