

No. CGD60/0032

5 June 2017

Subject: The issuance of the newly issued shares to Profit Ventures Company Limited as the consideration in respect of the Entire Business Transfer and the registration of the amendment of the paid-up capital

To: The President
The Stock Exchange of Thailand

Pursuant to the Annual General Meeting of the Shareholders for the year 2017 of Country Group Development Public Company Limited (“the Company”) held on 27 April 2017 has resolved to 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 to specific investors (Private Placement), namely Profit Ventures Company Limited (“PVL”), as consideration in respect of entire business transfer and to specific investors (Private Placement) for the General mandate as details specified below;

- 1) Allocate the newly issued ordinary shares to specific investor (Private Placement), namely PVL, by means of specifying the purpose of utilizing of 929,832,727 shares with par value of Baht 1.00 per share at the price of Baht 1.10, resulting in a total value of Baht 1,069,560,703 as the consideration in respect of the Entire Business Transfer from the Company to PVL in lieu of cash.
- 2) Allocate the newly issued ordinary shares to specific investor (Private Placement) by means of General Mandate of 700,000,000 shares with a par value of Baht 1 per share.

The Company would like to inform that on 2 June 2017, the Company has already offered and allocated the newly issued ordinary shares to specific investor (Private Placement) , namely PVL, by means of specifying the purpose of utilizing of 929,832,727 shares with par value of Baht 1.00 per share at the price of Baht 1.10, resulting in a total value of Baht 1,022,816,000 as the consideration in respect of the Entire Business Transfer from the Company to PVL in lieu of cash. In addition, the Company has registered the amendment of the paid-up capital to the Department of Business Development, the Ministry of Commerce on 2 June 2017.

In this respect, PVL has registered the dissolution to the Department of Business Development, the Ministry of Commerce on 2 June 2016 and the PVL’s liquidator distributed the 929,832,727 shares of the Company to PVL’s shareholders in proportion to their shareholding under the liquidation process. The shareholding structure of the Company before and after the acceptance of business transfer and the issuance of the newly issued shares to PVL with reference to list of shareholder as at 17 March 2017 as detail below;

Name of shareholders	Before the increased capital and allocated shares		Number of newly issued shares allocated to PVL shareholders in proportion.		After the increased capital and allocated shares ^{1/}	
	Number of shares	%	Number of shares	%	Number of shares	%
1. Mr. Sadawut Taechaubol	1,275,000,000	17.38	371,933,091	40.00	1,646,933,091	19.92
2. Mr. Ben Taechaubol	1,025,693,333	13.98	371,933,091	40.00	1,397,626,424	16.91
3. Country Group Holding PCL.	684,223,700	9.33	-	-	684,223,700	8.28
4. Mr. Tommy Taechaubol	468,867,000	6.39	185,966,545	20.00	654,833,545	7.92
5. Mr. Jirasak Ponghathaikul	268,548,385	3.66	-	-	268,548,385	3.25
6. Mr. Songchai Achariyahiranchai	182,740,400	2.49	-	-	182,740,400	2.21
7. ABN AMRO NOMINEES SINGAPORE PTE LTD	166,025,700	2.26	-	-	166,025,700	2.01
8. Thai NVDR Company Limited	161,803,021	2.21	-	-	161,803,021	1.96
9. Mr. Samreang Manoonphol	157,302,500	2.14	-	-	157,302,500	1.90
10. CREDIT SUISSE AG, HONG KONG BRANCH	142,000,000	1.94	-	-	142,000,000	1.72
Total	4,532,204,039	61.78	929,832,727	100.00	5,462,036,766	66.08

Remark: ^{1/} Based on the assumption that the Company's shareholders has not changed their shareholding form 17 March 2017 onwards.

Furthermore, in order to be consistent with the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) which has been enforced since 16 May 2015, the Company is required to inform the market price of the Company's shares between 7-15 days consecutive trading days prior the first day of the share offering. Therefore, the Company has calculated the market price for 15 trading days (the weighted average price which are the share price trading on the Stock Exchange of Thailand for 15 consecutive trading days prior the first day of the share offering) from 12 May 2017 to 1 June 2017. The details are as follows;

Day	Date	Closing price (Baht per share)	Trading Value (share)	Trading Volume (Baht)
1	01 June 2560	1.01	3,019,288	3,059,790
2	31 May 2560	1.01	823,400	831,630
3	30 May 2560	1.01	645,500	651,960
4	29 May 2560	1.01	3,530,100	3,558,190
5	26 May 2560	1.00	3,639,300	3,651,640
6	25 May 2560	1.01	21,812,800	22,525,290
7	24 May 2560	1.01	3,228,800	3,286,240
8	23 May 2560	1.01	2,209,700	2,248,300
9	22 May 2560	1.02	2,516,700	2,537,220
10	19 May 2560	1.00	2,057,100	2,053,800
11	18 May 2560	0.99	1,217,000	1,216,000
12	17 May 2560	1.00	727,400	727,400
13	16 May 2560	1.00	1,548,100	1,547,030
14	15 May 2560	1.00	2,782,600	2,772,890
15	12 May 2560	1.02	3,810,900	3,833,430
Total			53,568,688	54,500,810
The weighted average price for 15 trading days (Baht per share)				1.02
90% of the weighted average price for 15 trading days (Baht per share)				0.92

* Data from SETSMART

Since the offering price of Baht 1.10 is higher than 90 percent of the weighted average price, it is not the transaction that offering price is lower than 90 percent of the weighted average price. Thus, the silent period is not applied to this case.

Please be informed accordingly.

Yours sincerely,

- Signature -

(Mr. Ben Taechaubol)

Director and Chief Executive Officer