

12 April 2015

Subject: Notice of the amendment to Memorandum of Association of Clause 4 to be in line with the increase of the registered capital

To: The President of the Stock of Exchange of Thailand

As the Annual General Meeting of Shareholders Year 2015 of Country Group Development Public Company Limited (hereinafter "**Company**") was held on 30 April 2015, the shareholder's meeting had the resolution in the Agenda 12 to reduce the Company's registered capital in the amount of Baht 306,772,177 by cancellation of the 306,772,177 unsold ordinary shares with a par value of Baht 1.00 per share comprising of 6,772,177 ordinary shares remaining from the unallocated warrants and 300,000,000 ordinary shares which have not been issued and offered for sale through private placement. The shareholder's meeting also had the resolution in the Agenda 13 to consider and approve the additional amendments to Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the registered capital of the Company from Baht 10,081,725,948 to Baht 9,774,953,771. In order to comply with the reduction of the Company's registered capital, the Company is required to make additional amendments to Clause 4 of its Memorandum of Association by using the following content as replacement:

Clause 4. Registered capital:	Baht 9,774,953,771 (Nine Billion Seven Hundred Seventy-Four Million Nine Hundred Fifty-Three Thousand Seven Hundred Seventy-One Baht)
Amount of Share:	9,774,953,771 shares (Nine Billion Seven Hundred Seventy-Four Million Nine Hundred Fifty-Three Thousand Seven Hundred Seventy-One shares)
Par value:	Baht 1.00 (One Baht)
Divided into:	
Ordinary shares	9,774,953,771 shares (Nine Billion Seven Hundred Seventy-Four Million Nine Hundred Fifty-Three Thousand Seven Hundred Seventy-One shares)
Preference shares	- shares ()

As a result, the Company already decreased the registered capital by registering the amendment to the Memorandum of Association as per the above content to Department of Business Development, Ministry of Commerce on 8 May 2015.

Furthermore, the Annual General Meeting of Shareholders Year 2015 also had the resolution in the Agenda 15 to increase the registered capital in the amount of Baht 340,000,000 to accommodate the issuance of warrants to employees under the CGD-WB program for the amount of 40,000,000 shares and the issuance and offer for sale of ordinary shares from capital increase through private placement (PP) in the amount of 300,000,000 shares. As a result, the registered capital of the Company will be increased to Baht 10,114,953,771. Additionally, the Company had a resolution in the Agenda 16 to consider and approve the additional amendments to Clause 4 of the Company's Memorandum of Association to be in line with the increase of its registered capital which there must be the amendment to Company's registered capital from the amount of Baht 9,774,953,771 to Baht 10,114,953,771. In order to comply with the increase of the Company's registered capital, the Company is required to make additional amendments to Clause 4 of its Memorandum of Association by using the following content as replacement:

Clause 4. Registered capital:	Baht 10,114,953,771 (Ten Billion One Hundred and Fourteen Million Nine Hundred and Fifty-Three Thousand Seven Hundred and Seventy-One Baht)
Amount of Share:	10,114,953,771 shares (Ten Billion One Hundred and Fourteen Million Nine Hundred and Fifty-Three Thousand Seven Hundred and Seventy-One shares)
Par value:	Baht 1.00 (One Baht)
Divided into:	
Ordinary shares	10,114,953,771 shares (Ten Billion One Hundred and Fourteen Million Nine Hundred and Fifty-Three Thousand Seven Hundred and Seventy-One shares)
Preference shares	- shares ()

Presently, the Company has already increased the registered capital by registering the amendment to the Memorandum of Association as per the above content to Department of Business Development, Ministry of Commerce on 11 May 2015.

Please be informed accordingly.

Yours sincerely,
- Signature -

(Mr. Ben Taechaubol)
Director and Chief Executive Officer