

-Translation-

(F 53-4)

**Capital Increase Report Form
Country Group Development Public Company Limited.
Date March 16, 2015**

We, Country Group Development Public Company Limited., (“Company”) wishes to report the resolution of the Board of Directors meeting No.3/2015 on March 16, 2015, on share increase and increase share allocation as follows.

1. Capital increase

The Board of Directors meeting has the resolution to propose to the 2015 Annual General Meeting of shareholders to approve the reduction of the registered capital of the Company from Baht 10,081,725,948 to Baht 9,774,953,771 by cancelling 306,772,177 authorized but unissued ordinary shares at a par value of Baht 1.00 each, the canceled shares will be the reserved share for CGD-W3 amount of 6,772,177 shares and the increased share for Private Placement amount of 300,000,000 shares. In addition, The Board of Directors meeting has the resolution to propose to the 2015 Annual General Meeting of shareholders to approve the increase of the registered capital of the Company from Baht 9,774,953,771 to Baht 10,114,953,771 by issuance of 340,000,000 new ordinary shares at a par value of Baht 1.00 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	340,000,000	1.00	340,000,000
<input type="checkbox"/> General Mandate	-	-	-	-

2. Allocation of the newly-issued ordinary shares

The meeting of The Board of Directors has the resolution to allocate increase ordinary share of 340,000,000 shares with the par value of Baht 1.00 which is the total of Baht 340,000,000 with the details as follows.

2.1 Details of the allocation

Allocate to	Amount of shares	Ratio (original:new)	Selling price per share (baht)	Reserved time and share price
2.1.1 Private Placement	Not more than 300,000,000	Please see Note 1	Please see Note 1	Please see Note 1
2.1.2 To reserve for ESOP Warrant	Not more than 40,000,000	-	Please see the details of CGD-ESOP#1	-

Note:

1. the issuance and offering of common share, totally 300,000,000 shares at the par value of Baht 1.00 to “Private Placement (PP)” in 2.1.1 as per the Announcement of the Capital Market Supervisory Board No.Tor.Jor.28/2551 on the Application an Approval of Offering for Sale of Newly Issued Shares; whereas, such persons shall not be the related parties of the Company. The Board of Directors or Chief Executive Officer shall be empowered to determine and fix the conditions and/or details necessary for the sale of shares, for example, the number of shares to be offered each time, offering price, subscription period, payment period etc. Said person(s) shall also be empowered to sign any relevant document and to do any act and thing necessary and in connection with the offering of the said shares. The offer prices of common stock rights issue shall not be lower than 90% of the market prices, as per the Announcement of the Office of the Securities and Exchange Commission (OSEC) No. Sor.Jor. 39/2551 on Calculation of the Office Prices of Securities and Determination of Market Prices for Consideration of Offering for Sale of Newly Issued Shares at Low Prices but Not Lower than the Par Value of Baht 1.00 per Share; whereby, the offer prices of shares shall be calculated based on the weighted average prices of the Company’s shares traded in the Stock Exchange of Thailand

(SET) for at least 7 (seven) consecutive working days but not exceeding 15 (fifteen) consecutive working days prior to the dates of determination of the offer prices at each time.

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 2015 Annual General Meeting of Shareholders which will be held on April 30, 2015 at 09.00 a.m. at Anoma Grand Room, the 3rd floor Anoma Hotel, 99 Rachdamri Road, Pathumwan, Bangkok. The Record Date for determining the name of the shareholders who shall have the rights to attend the 2015 Annual General Meeting of Shareholders is fixed on April 2, 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 April 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 in the various projects and new business relating to the media.

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. 3/2015 to approve the allocation of increase capital	March 16, 2015
2.	The date to inform the resolution of the Board of Director meeting to the Stock Exchange of Thailand	March 17, 2015
3.	The date to determine the names of the shareholders entitled to attend the 2015 Annual General Meeting of Shareholders (Record Date)	April 2, 2015
4.	The date to collect the names of the shareholders by means of the share register book closure	April 3, 2015
5.	The 2015 Annual General Meeting of Shareholders	April 30, 2015

Item	Procedure	Month/Date/Year
6.	The date to inform the resolution of the 2015 Annual General Meeting of Shareholders to the Stock Exchange of Thailand	April 30, 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 meeting of the shareholders

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