



COUNTRY GROUP

Country Group Development PCL

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No. CGD 57/0039

29 April, 2014

Subject : Notice of the resolutions of the Annual General Shareholder's Meeting Year 2014
To : The President
The Stock Exchange of Thailand

As the Annual General Shareholder's Meeting Year 2014 of Country Group Development Public Company Limited was held on April 29, 2014 10.00 a.m. at Victor room 2-3 Victor Club , 8th floor Park Venture Ecoplex No 57 Wireless Road, Lumpini, Patumwan, Bangkok, the shareholder meeting had the material resolutions as followings :-

1. Adopted the Minutes of the Extraordinary General Shareholder's Meeting No. 2/2013, with the following voting results:

Agreed	4,397,789,723	voted, equivalent to	99.9984 %	of total votes
Disagreed	70,000	voted, equivalent to	0.0016 %	of total votes
Abstained	0	voted, equivalent to	0 %	of total votes

2. Acknowledged the Company's operating results for the year 2013.

3. Approved the balance sheet and statements of income for the year 2013, with the following voting results:

Agreed	4,415,449,824	voted, equivalent to	99.9984 %	of total votes
Disagreed	70,000	voted, equivalent to	0.0016 %	of total votes
Abstained	0	voted, equivalent to	0.0000 %	of total votes

4. Approved the suspension of dividend payment from the Company's operating results of the year 2013, with the following voting results:

Agreed	4,472,439,124	voted, equivalent to	99.9984 %	of total votes
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Disagreed	70,100	voted, equivalent to	0.0016 % of total votes
Abstained	0	voted, equivalent to	0.0000 % of total votes

5. Approved the election of Mr. Sadawut Taechaubol, Miss Jaelle Ang Ker Tjia, Air Chief Marshal Permkiat Lavanamal, and Police Major General Werapong Chuenpagdee to be Company's directors for another term on an individual basis with the votes for each director as follows:

5.1 Mr. Sadawut Taechaubol

Agreed	4,472,820,250	voted, equivalent to	99.9984 % of total votes
Disagreed	70,000	voted, equivalent to	0.0016 % of total votes
Abstained	100	voted, equivalent to	0.0000 % of total votes

5.2 Miss. Jaelle Ang Ker Tjia

Agreed	4,472,820,250	voted, equivalent to	99.9984 % of total votes
Disagreed	70,000	voted, equivalent to	0.0016 % of total votes
Abstained	100	voted, equivalent to	0.0000 % of total votes

5.3 Air Chief Marshal Permkiat Lavanamal

Agreed	4,471,390,895	voted, equivalent to	99.9665 % of total votes
Disagreed	1,499,355	voted, equivalent to	0.0355 % of total votes
Abstained	100	voted, equivalent to	0.0000 % of total votes

5.4 Police Major General Werapong Chuenpagdee

Agreed	4,472,739,095	voted, equivalent to	99.9966 % of total votes
Disagreed	151,155	voted, equivalent to	0.0034 % of total votes
Abstained	100	voted, equivalent to	0.0000 % of total votes

6. Approved the directors' remuneration for the year 2014, specification for monthly remuneration and annual bonus in a remuneration package not exceeding to THB 5,500,000 with the following voting results:

Agreed	1,903,212,445	voted, equivalent to	99.9963 % of total votes
Disagreed	70,000	voted, equivalent to	0.0037 % of total votes
Abstained	0	voted, equivalent to	0.0000 % of total votes

7. Approved the appointment of Mrs.Nisakorn Songmanee CPA License No.5035 or Dr.Suppamit Thechamontrikul CPA License No.3356 or Mr.Permsak Wongpatcharakorn CPA License No.3427 or Mr.Niti Jeungnijirun CPA License No.3809 from Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd. to be auditors of the Company and Company's subsidiaries Year 2014, by empowering the auditor to conduct an audit and express an opinion on the Company's financial statements. In the absence of the above-named auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd is authorized to identify one other Certified Public Accountant within Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd. to carry out the work, by defining the audit fee for the year 2014 is THB 1,750,000 with the following voting results:

Agreed	4,461,542,150	voted, equivalent to	99.7447 % of total votes
Disagreed	1,418,200	voted, equivalent to	0.0317 % of total votes
Abstained	10,000,000	voted, equivalent to	0.2236 % of total votes

8. Approved the appointment of Mrs.Nisakorn Songmanee CPA License No.5035 or Dr.Suppamit Thechamontrikul CPA License No.3356 or Mr.Permsak Wongpatcharakorn CPA License No.3427 or Mr.Niti Jeungnijirun CPA License No.3809 from Deloitte Touche Tohmatsu Jaiyos Co.,Ltd. to be auditors of the Company and Company's subsidiaries Year 2013 in addition, by empowering the auditor to conduct an audit and express an opinion on the Company's financial statements. In the absence of the above-named auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd is authorized to identify one other Certified Public Accountant within Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd. to carry out the work, by defining the audit fee for the year 2013 in addition is THB 900,000 with the following voting results:

Agreed	4,470,138,150	voted, equivalent to	99.9369 % of total votes
Disagreed	2,822,200	voted, equivalent to	0.0631 % of total votes
Abstained	0	voted, equivalent to	0.0000 % of total votes

9. Approved the amendment to Clause 18 of the Article of Association regarding authorized directors who sign binding the Company as following:

Before "Clause 18, number or name of the authorized director who can sign to bind the company, 2 directors sign together with the seal of the Company. The Board of directors has power to determine and change the name of authorized directors who sign to bind the Company.

The Board of Directors shall be empowered to appoint one of director or more or others to perform any specifications instead of the Board of Directors, and The Board of Directors may revoke, change the power.”

Change to “ Clause 18, number or name of director who can sign to bind the company, the Shareholder’s Meeting and/or the Board of Director may determine and fix one of the director or more sign to bind the company with the seal of company. The Board of Director has a power to determine, change the name of authorized director who sign to bind the company.

The Board of Directors shall be empowered to appoint one of director or more or others to perform any specifications instead of the Board of Directors, and The Board of Directors may revoke, change the power, with the following voting results:

Agreed	4,472,921,476	voted, equivalent to	99.9984 % of total votes
Disagreed	70,000	voted, equivalent to	0.0016 % of total votes
Abstained	100	voted, equivalent to	0.0000 % of total votes

Please be informed accordingly.

Yours faithfully,

(Mr. Ben Taechaubol)
Director and Chief Executive Officer