



COUNTRY GROUP

Country Group Development PCL

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Translation

June 2, 2014

Subject : The allocation of shares for private placement No.1
To : President
The Stock Exchange of Thailand

Regarding to the resolutions of Extraordinary Meeting of Shareholders No.2/2013 of Country Group Development Public Company Limited, held on September 3, 2013 approved the allocation of new ordinary shares of 500,000,000 (Five Hundred Million) offering to the specific persons via private placement and/or institutional investors and/or specific investors. The offering price was calculated by the weighted average trading price of the Company's shares traded on the Stock Exchange of Thailand 7 consecutive trading days but no more than 15 consecutive trading days prior to the date of offering price each time ("market price"). However, the said shares offering shall be completed within 12 months from the date of approval of the Shareholder's Meeting, resolved to approve the sale of the said new shares which could be made at one time in full or from time to time, subject to the condition of finance and capital market for the Company's utmost benefit.

The Board of Directors shall be empowered to determine the conditions and/or details necessary for the sale of shares.

For flexibility and high competitive in real estate business and any emergency or urgent that is necessary to timely manage the company's projects. The Board of Directors Meeting, held on April 29, 2014 had approved to authorize Chief Executive Officer in consideration to the conditions and detail necessary for the sale of shares, for example, the number of shares to be offered each time, offering price, subscription period, payment period etc. and report to the Board of Directors immediately.

Due to the Company necessary investment for working capital in each of the company's projects, therefore, Chief Executive Officer has approved the allotment of shares to private placement in the first time for 163,000,000 shares, the details are as follow:

1. Determining offering price of Bht 1.25 per share, which is not lower than 90% of the market price of the company's share. The market price is calculated by weighted average of the

company's closing share price with duration of 7 consecutive business days, before the date of offering price determination and not lower than par value of Bht 1 per share. Between May 22, 2014 – May 30, 2014, the weighted average of closing share price equaled to Bht 1.195 as details below:

Date	Closing Price (Baht per Share) (1)	Trading Value (Baht) (2)	Weighted (Baht) (1)*(2)
22-May-2014	1.18	55,550,990	65,550,168
23-May-2014	1.15	20,812,870	23,934,800
26-May-2014	1.14	21,611,730	24,637,372
27-May-2014	1.16	36,863,450	42,761,602
28-May-2014	1.20	97,702,130	117,242,556
29-May-2014	1.20	37,769,510	45,323,412
30-May-2014	1.23	100,608,260	123,748,160
The weight average closing price	1.195	370,918,940	443,198,070

2. Determining subscription period and paid-up for the private placement between May 1, 2014 – May 30, 2014

3. Allocation of new ordinary shares to the private placement's subscription as follows

No.	Name - Surname	Occupation	No. of shares	Offer price /share	Total Amount (Baht)
1	Mrs.Jurairat Ratanasiriwilai	Independent investor	24,000,000	1.25	30,000,000
2	Mr.jareun Siraprapanurat	Independent investor	5,000,000	1.25	6,250,000
3	Mrs.Tippa Tantiwanich	Independent investor	5,000,000	1.25	6,250,000
4	Mrs.Suchada Supanich	Independent investor	5,000,000	1.25	6,250,000
5	Mr.Bancha Wongjongjaiharn	Independent investor	5,000,000	1.25	6,250,000
6	Mrs.Pornтип Limtongchai	Independent investor	5,000,000	1.25	6,250,000
7	Mrs.Ladda Kongkiatkrai	Independent investor	20,000,000	1.25	25,000,000
8	Mr.Kasidit Himakorn	Independent investor	32,000,000	1.25	40,000,000
9	Mrs.Vanida Vichitkarn	Independent investor	5,000,000	1.25	6,250,000
10	Mr.Karan Suwatanawiroj	Independent investor	5,000,000	1.25	6,250,000
11	Mr.Rawee Akarajaranya	Independent investor	5,000,000	1.25	6,250,000

No.	Name - Surname	Occupation	No. of shares	Offer price /share	Total Amount (Baht)
12	Mr.Pongsakorn Yingtanapiboon	Independent investor	5,000,000	1.25	6,250,000
13	Miss Kanokporn Yingtanapiboon	Independent investor	5,000,000	1.25	6,250,000
14	Mrs.Suwimol Yingtanapiboon	Independent investor	10,000,000	1.25	12,500,000
15	Mr.Noratep Wanapirom	Independent investor	12,000,000	1.25	15,000,000
16	Mrs.Phusadee Panichkul	Independent investor	5,000,000	1.25	6,250,000
17	Mr.Somsak Lertkajornkitti	Independent investor	5,000,000	1.25	6,250,000
18	Mrs.Anchalee Lertkajornkitti	Independent investor	5,000,000	1.25	6,250,000
Total			163,000,000	1.25	203,750,000

4. The relationship between investor and the Company, an investor is not related to the Company. The number of shares to raise capital is not eligible for the Tender offer.

5. Impact to shareholders (Dilution Effect) that may arise from the capital increase to the private as mentioned of totaling 163,000,000 shares as follow:

-	The existing number of existing paid-up capital	6,982,294,461 shares
-	Number of shares to the Private Placement	163,000,000 shares
-	Total	7,145,294,461 shares

Market price after capital increase through private placement is Bht 1.1961, the dilution of private placement was -0.105 %, Control Dilution was 2.28 %

6. The sharesholding structure

No	Name of shareholders	Share before PP (May 30, 2014)		Share after PP No. 1	
		Share	%	Share	%
Major Shareholder, Top 10					
1	Mr. Ben Taechaubol	1,325,693,333	18.99	1,325,693,333	18.55
2	Mr. Songchai Autcharyahirunchai	959,340,800	13.74	959,340,800	13.43
3	Mr. Sadawut Taechaubol	925,000,000	13.25	925,000,000	12.95
4	Mr. Jirasak Ponghathaikul	268,548,385	3.85	268,548,385	3.76

No	Name of shareholders	Share before PP (May 30, 2014)		Share after PP No. 1	
		Share	%	Share	%
5	Thai NVDR Co., Ltd.	208,195,188	2.98	208,195,188	2.91
6	Mr. Tommy Taechaubol	185,000,000	2.65	185,000,000	2.59
7	Mrs. Louis Diskul Na Ayudhya	185,000,000	2.65	185,000,000	2.59
8	Mr. Bee Taechaubol	139,000,028	1.99	139,000,028	1.95
9	ABN AMRO Nominees Singapore PTE LTD	126,636,600	1.81	126,636,600	1.77
10	Mr.Somchai Vechakorn	83,100,900	1.19	83,100,900	1.16
Shareholders received PP No. 1					
1	Mrs.Jurairat Ratanasiriwilai	14,918,800	0.21	38,918,800	0.54
2	Mr.jareun Siraprapanurat	-	-	5,000,000	0.07
3	Mrs.Tippa Tantiwanich	-	-	5,000,000	0.07
4	Mrs.Suchada Supanich	-	-	5,000,000	0.07
5	Mr.Bancha Wongjongjaiham	-	-	5,000,000	0.07
6	Mrs.Porntip Limtongchai	-	-	5,000,000	0.07
7	Mrs.Ladda Kongkiatkrai	-	-	20,000,000	0.28
8	Mr.Kasidit Himakorn	-	-	32,000,000	0.45
9	Mrs.Vanida Vichitkarn	-	-	5,000,000	0.07
10	Mr.Karan Suwatanawiroj	-	-	5,000,000	0.07
11	Mr.Rawee Akarajaranya	-	-	5,000,000	0.07
12	Mr.Pongsakorn Yingtanapiboon	-	-	5,000,000	0.07
13	Miss Kanokporn Yingtanapiboon	-	-	5,000,000	0.07
14	Mrs.Suwimol Yingtanapiboon	-	-	10,000,000	0.14
15	Mr.Noratep Wanapirom	-	-	12,000,000	0.17
16	Mrs.Phusadee Panichkul	-	-	5,000,000	0.07
17	Mr.Somsak Lertkajornkitti	-	-	5,000,000	0.07
18	Mrs.Anchalee Lertkajornkitti	-	-	5,000,000	0.07

7. The above investor is not connected person as defined in the notification of the Board of Governors of the Stock Exchange of Thailand regarding disclosure of information and listed companies' compliance connected Transactions B.E.2546 (2003) and/or the notification of the Capital Market Supervisory Board concerning rules on connected transactions.

8. Benefits received from the person as mentioned other than the capital increase, none.

9. The person who has been allocated in accordance, the Chief Executive Officer was interface by themselves.

10. There are no conditions or agreement on the holding period on the allotted shares to the person as mentioned above, and the mentioned person is not a part of the Company management in anyway.

11. The need for use of capital, the Company is required to use the money to supply enough reserves to continue the Company's projects, and for the continuously growing business as the defined policy of Company.

Yours sincerely,

(Mr.Ben Taechaubol)

Director and Chief Executive Officer