



COUNTRY GROUP

Country Group Development PCL

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Translation

June 19, 2014

Subject : The allocation of shares for private placement No.2
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.

The Company has allocated the increasing capital shares to private placement No.1 amount 163,000,000 shares (As reported to SET on June 3, 2014) and this time, Chief Executive Officer has approved the allocation of increasing capital shares for private placement No.2 amount 191,000,000 shares (the remaining unallocated shares amount 146,000,000 shares). The details for private placement No.2 are as follows:

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) (1)	Trading Value (Baht) (2)	Weighted (Baht) (1)*(2)
22-May-14	1.18	55,550,990	65,550,168
23-May-14	1.15	20,812,870	23,934,800
26-May-14	1.14	21,611,730	24,637,372
27-May-14	1.16	36,863,450	42,761,602
28-May-14	1.20	97,702,130	117,242,556
29-May-14	1.20	37,769,510	45,323,412
30-May-14	1.23	100,608,260	123,748,160
The weighted average closing price	1.195	370,918,940	443,198,070

2. Determining subscription period and paid-up for the private placement No. 2 between June 2, 2014 – June 18, 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. Sida Sethisuwan	Independent investor	24,000,000	1.25	30,000,000
2	Mr. Pakornkiat Rituyanon	Independent investor	10,000,000	1.25	12,500,000
3	Mr. Pittaya Piriymetha	Independent investor	5,000,000	1.25	6,250,000
4	Mr. Chachchai Tungtum	Independent investor	21,000,000	1.25	26,250,000
5	Miss Pattera Pairachawet	Independent investor	20,000,000	1.25	25,000,000
6	Mr. Kiet Srijomkhwan	Independent investor	24,000,000	1.25	30,000,000
7	Miss Nartchalee Niyomruek	Independent investor	5,000,000	1.25	6,250,000
8	Miss Ubonwan Vinyunantakul	Independent investor	5,000,000	1.25	6,250,000

No.	Name - Surname	Occupation	No. of shares	Offer price /share	Total Amount (Baht)
9	Mrs. Bupaa Sretyabudee	Independent investor	5,000,000	1.25	6,250,000
10	Mrs. Parichat Aksharanugraha	Independent investor	5,000,000	1.25	50,000,000
11	Mr. Amnat Choempraphai	Independent investor	40,000,000	1.25	12,250,000
12	Mr. Narong Pairuchvet	Independent investor	10,000,000	1.25	15,000,000
13	Mr. Kosit Kositsakul	Independent investor	12,000,000	1.25	6,250,000
14	Mrs. Slintip Leophairatana	Independent investor	5,000,000	1.25	6,250,000
Total			191,000,000	1.25	238,750,000

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 191,000,000 shares as follow:

-	The existing number of existing paid-up capital	7,145,294,461 shares
-	Number of shares to the Private Placement No. 2	191,000,000 shares
-	Total	7,336,294,461 shares

Market price after capital increase through private placement No. 2 is Bht 1.1961, the dilution of private placement was - 0.120 %, Control Dilution was 2.604 %

6. The shareholding structure

Private Placement No. 2 amount 191,000,000 shares

No	Name of shareholders	Share after PP No.1		Share after PP No. 2	
		Share	%	Share	%
Major Shareholder, Top 10					
1	Mr. Ben Taechaubol	1,325,693,333	18.55	1,325,693,333	18.07
2	Mr. Songchai Autchariyahirunchai	959,340,800	13.43	959,340,800	13.08
3	Mr. Sadawut Taechaubol	925,000,000	12.95	925,000,000	12.61
4	Mr. Jirasak Ponghathaikul	268,548,385	3.76	268,548,385	3.66
5	Thai NVDR Co., Ltd.	208,195,188	2.91	208,195,188	2.84
6	Mr. Tommy Taechaubol	185,000,000	2.59	185,000,000	2.52
7	Mrs. Louis Diskul Na Ayudhya	185,000,000	2.59	185,000,000	2.52

Major Shareholder, Top 10					
8	Mr. Bee Taechaubol	139,000,028	1.95	139,000,028	1.89
9	ABN AMRO Nominees Singapore PTE LTD	126,636,600	1.77	126,636,600	1.73
10	Mr.Somchai Vechakorn	83,100,900	1.16	83,100,900	1.13
Shareholders received PP No. 2					
1	Mrs. Sida Sethisuwan	-	-	24,000,000	0.33
2	Mr. Pakornkiat Rituyanon	-	-	10,000,000	0.14
3	Mr. Pittaya Piriymetha	-	-	5,000,000	0.07
4	Mr. Chachchai Tungtum	-	-	21,000,000	0.29
5	Miss Pattera Pairachawet	-	-	20,000,000	0.27
6	Mr. Kiet Srijomkhwan	-	-	24,000,000	0.33
7	Miss Nartchalee Niyomruek	-	-	5,000,000	0.07
8	Miss Ubonwan Vinyunantakul	-	-	5,000,000	0.07
9	Mrs. Bupaa Sretyabudee	-	-	5,000,000	0.07
10	Mrs. Parichat Aksharanugraha	-	-	5,000,000	0.07
11	Mr. Amnat Choempraphai	-	-	40,000,000	0.55
12	Mr. Narong Pairuchvet	-	-	10,000,000	0.14
13	Mr. Kosit Kositsakul	-	-	12,000,000	0.16
14	Mrs. Slintip Leophairatana	-	-	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 persons who have been allocated were contacted directly by the Chief Executive Officer.

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