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COUNTRY GROUP

Country Group Development PCL

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No. CGD 57/0063

Date: 18 July, 2014

Subject : Resolutions of the Extraordinary General Meeting of Shareholders No.1/2014
Attention : The President
The Stock Exchange of Thailand

Country Group Development Public Company Limited (“the Company”) would like to inform the resolutions of the Extraordinary General Meeting of Shareholders No.1/2557 held on July 18th, 2014 at 10.00 hrs, at the Victor Room 2-3, Victor Club, 8th Floor, Park Ventures Ecoplex, No.57, Wireless Road, Lumpini, Pathumwan, Bangkok. The significant resolutions can be summarized as follows:

1. Adopt the Minutes of the Annual General Meeting of Shareholders as of 2014 held on April 29, 2014, with the following voting results:

Approved	4,727,948,127	votes,	equivalent to	100.0000%
Disapproved	0	votes,	equivalent to	0.0000%
Abstained	0	votes,	not constituted as vote	

2. Approved the issuance and offering of the Company’s debentures in the amount not exceeding Baht 1,500,000,000 or equivalent value thereof in foreign currencies and approved the authorization to the Board of Directors and/or the Chief Executive Officer and/or persons as assigned by the Board of Director or the Chief Executive Officer to prescribe or amend the conditions and details relating to the issuance and offering for sale of each category/type of debentures at each time and to take any necessary actions in connection with the issuance and offering for sale of such debentures successfully and in accordance with the legal provisions; and to appoint a manager for distribution and warranty of distribution and execution and signing of underwriting agreements and/or other related contracts, execution and submission of applications and documents to the Office of Securities and Exchange Commission (OSEC), the related government agencies and/or any other related persons, etc., with the following voting results:

Approved	4,796,187,253	votes,	equivalent to	100.0000%
Disapproved	0	votes,	equivalent to	0.0000%
Abstained	0	votes,	equivalent to	0.0000%

3. Approved the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 (“Warrants No.3” or “CGD-W3”) for not exceeding 2,445,431,487 units to existing shareholders on a pro rata basis to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of 3 existing shares (at the par value of Baht 1 each) per 1 unit of Warrants No.3 (fractions thereof shall be rounded down). Also, approved the authorization to the Board of Directors and/or the Chief Executive Officer and/or persons as assigned by the Board of Director or the Chief Executive Officer to prescribe or amend details and other conditions of Warrants No.3 and to take any necessary actions and/or in connection with the 3rd issuance and offering for sale of such warrants in all respects, including but not limited to the contact, provision or handover of necessary documents relating to the 3rd issuance and offering for sale of warrants and appointment of the sub-attorneys-in-fact, etc., with the following voting results:

Approved	4,796,187,253	votes,	equivalent to	100.0000%
Disapproved	0	votes,	equivalent to	0.0000%
Abstained	0	votes,	not constituted as vote	

4. Approved the cancellation of the allocation of newly-issued ordinary shares to the specific persons via Private Placement (PP) for 146,000,000 shares in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 2/2013 held on September 3, 2013., with the following voting results:

Approved	4,796,187,253	votes,	equivalent to	100.0000%
Disapproved	0	votes,	equivalent to	0.0000%
Abstained	0	votes,	not constituted as vote	

5. Approved the reduction of the Company’s registered capital by Baht 146,000,000 from the existing registered capital of Baht 7,482,294,461 to Baht 7,336,294,461, by cancelling 146,000,000 unissued registered ordinary shares with a par value of Baht 1 per share so that the Company would be able to increase other numbers of its capital, with the following voting results:

Approved	4,796,187,253	votes,	equivalent to	100.0000%
Disapproved	0	votes,	equivalent to	0.0000%
Abstained	0	votes,	equivalent to	0.0000%

6. Approved the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital, by replacing it with the following wordings:

“Clause 4. Registered capital Baht 7,336,294,461
 (seven thousand, three hundred and thirty-six million, two hundred and ninety-four thousand, four hundred and sixty one Baht)
 Divided into 7,336,294,461 shares
 (seven thousand, three hundred and thirty-six million, two hundred and ninety-four thousand, four hundred and sixty one shares)
 Par value per share Baht 1 (1 Baht)
 Divided into
 Ordinary shares 7,336,294,461 shares
 (seven thousand, three hundred and thirty-six million, two hundred and ninety-four thousand, four hundred and sixty one shares)
 Preferred shares - shares”

With the following voting results:

Approved	4,796,187,286	votes,	equivalent to	100.0000%
Disapproved	0	votes,	equivalent to	0.0000%
Abstained	0	votes,	equivalent to	0.0000%

7. Approved the issuance and offering of 300,000,000 (three hundred million) newly-issued ordinary shares via Private Placement (PP) to the specific persons and/or institutional investors and/or specific investors, as per the Announcement of the Capital Market Supervisory Board No.Tor.Jor.28/2551 on the Application and Approval of Offering for Sale of newly-issued shares (and Amendments) (“Announcement of Capital Market Supervisory Board No. Tor.Jor. 28/2551”); whereas, such persons shall not be the related parties of the Company; provided that the offer prices of newly-issued ordinary shares 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 1 Baht 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 (whereas, the dates of determination of the offer prices shall include the first dates of offering for sale to investors); provided that the offering for sale thereof shall be completed within 12 (twelve) months as from the date when the Shareholders' Meeting has passed its resolution to approve the issuance and offering for sale of such shares, which may be single or multiple offering for sale, thus, depending on the suitability of the condition of money markets and capital markets so that the Company shall receive the maximum benefits thereof. Also, approved the authorization to the Board of Directors and/or the Chief Executive Officer and/or persons assigned by the Board of Directors or the Chief Executive Officer to consider and prescribe conditions and details relating to the offering for sale of shares; for example, persons who have been allocated with the number of ordinary shares to be issued and offered for sale at each time; period of reservation for purchase thereof; offer prices and payment of shares, etc.; and to sign any related documents and to take any necessary and proper actions in connection with the offering for sale of such newly-issued shares, in all respects, with the following voting results:

Approved	4,796,187,296	votes,	equivalent to	100.0000%
Disapproved	0	votes,	equivalent to	0.0000%
Abstained	0	votes,	not constituted as vote	

8. Approved the increase of the Company's registered capital for another Baht 2,745,431,487 from the existing registered capital of Baht 7,336,294,461 to Baht 10,081,725,948 by issuing 2,745,431,487 new ordinary shares with a par value of Baht 1 per share, with the following voting results:

Approved	4,796,187,296	votes,	equivalent to	100.0000%
Disapproved	0	votes,	equivalent to	0.0000%
Abstained	0	votes,	equivalent to	0.0000%

9. Approved the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, by replacing it with the following wordings:

“Clause 4. Registered capital Baht 10,081,725,948
 (ten thousand and eighty-one million, seven hundred and
 twenty-five thousand, nine hundred and forty-eight Baht)
 Divided into 10,081,725,948 shares
 (ten thousand and eighty-one million, seven hundred and
 twenty-five thousand, nine hundred and forty-eight shares)
 Par value per share Baht 1 (1 Baht)
 Divided into
 Ordinary shares 10,081,725,948 shares
 (ten thousand and eighty-one million, seven hundred and
 twenty-five thousand, nine hundred and forty-eight shares)
 Preferred shares - shares”

With the following voting results:

Approved	4,796,187,296	votes,	equivalent to	100.0000%
Disapproved	0	votes,	equivalent to	0.0000%
Abstained	0	votes,	equivalent to	0.0000%

10. Approved the allocation of 2,745,431,487 newly-issued ordinary shares, at the par value of Baht 1 per share, as follows:

(1) Allocation of the newly-issued ordinary shares, not exceeding 2,445,431,487 shares, at the par value of Baht 1 per share to support the exercise of rights of holders of Warrants No.3 in proportion to their shareholding percentage.

(2) Allocation of the newly-issued ordinary shares, not exceeding 300,000,000 shares, at the par value of Baht 1 per share, to be offered via Private Placement (PP) to the specific persons and/or institutional investors and/or specific investors, as per the Announcement of the Capital Market Supervisory Board No.Tor.Jor.28/2551.

With the following voting results:

Approved	4,796,187,296	votes,	equivalent to	100.0000%
Disapproved	0	votes,	equivalent to	0.0000%
Abstained	0	votes,	not constituted as vote	

Please be informed accordingly.

Respectfully Yours,
Country Group Development Public Company Limited

-Signature-
(Mr. Ben Taechaubol)
Chief Executive Officer