

Ref. CGD58/0013

February 26, 2015

Subject: The changing of name and amendment of responsibility of the Sub-Committee
To: The President
The Stock Exchange of Thailand

Country Group Development Public Company Limited (the "Company") would like to inform that the Board of Director Meeting No. 2/2015 held on February 26, 2015 has approved a change of name of the "**Compensation Committee**" to be the "**Nomination and Compensation Committee**" and approved the amendment of its responsibility to be as follows:

Responsibilities on Nomination Function

1. To formulate criteria and policy in nominating directors, members of sub-committees and the Chief Executive Officer.
2. To consider and nominate appropriate persons to be appointed as directors, and members of sub-committees and the Chief Executive Officer for approval by the Board of Directors and/or the Shareholder Meeting.
3. To report to the Board of Directors the results of the meetings or other matters that the Board of Directors should be informed.
4. To perform any tasks assigned by the Board of Directors.

Responsibilities on Remuneration Function

1. To appraise the performance of the Directors, member of sub-committee and the Chief Executive Officer.
2. To evaluate the compensation for the Directors and member of sub-committee based on a fair and reasonable scheme and propose to the Shareholder Meeting for approval. The compensation includes salary, meeting allowance, annual bonus, and other monetary and non-monetary benefits.
3. To evaluate the compensation for the Chief Executive Officer based on a fair and reasonable scheme and propose to the Board of Director Meeting for approval. The compensation includes salary, meeting allowance, annual bonus, and other monetary and non-monetary benefits. In addition, evaluate the compensation for high-level management based on a fair and reasonable scheme and propose to the Board of Director Meeting for approval.
4. To review the compensation for the Directors, member of sub-committee, the Chief Executive Officer as well as review the compensation structure for high-level management based on individual performance, company performance, practices in the same sector and other listed companies and their responsibilities.
5. To perform any tasks assigned by the Board of Directors.

Please be informed accordingly.

Yours sincerely,



(Mr. Ben Taechaubol)
Director and Chief Executive Officer