



No. CGD58/0066

21 August 2015

Subject: Notice of Resolution of the Extraordinary General Meeting of Shareholders No. 1/2015

To: The President of the Stock Exchange of Thailand

As the Extraordinary General Meeting of Shareholders No. 1/2015 of Country Group Development Public Company Limited (hereinafter "Company") was held on 21 August 2015 at 09.00 a.m., at Victor Club on the 8th Floor of Park Ventures Ecoplex, No. 57 Wireless Road, Lumpini, Patumwan, Bangkok, the shareholder's meeting had the material resolutions as followings:

1. Adopted the Minutes of the 2015 Annual General Meeting of Shareholders held on 30 April 2015, with the following details of votes

Agreed	4,794,802,440	votes, equivalent to	100%	of the total votes of the shareholders who attended the meeting and voted.
Disagreed	0	votes, equivalent to	0.000%	of the total votes of the shareholders who attended the meeting and voted.
Abstained	0	votes, equivalent to	- %	of the total votes of the shareholders who attended the meeting and voted.

2. Approve full disposal of the investment in APUK Company Limited (APUK) (registered in Guernsey). APUK is a subsidiary which the Company invests in through its wholly owned subsidiary CGD Digital Partners Company Limited (CGDDP). The investment will be sold to MFC Industrial Real Estate Investment Trust (REIT). The Trust is in the process of preparing an application and related documents to be submitted to the Office of the Securities and Exchange Commission (SEC) for approval of the establishment of the REIT. In this connection, the REIT is not a related party to the Company. The total proceeds from the sale of the investment (disposal of the investment in APUK) amounts to GBP 26 million, and the proceeds from the sale which will be deducted by the overseas loan repayments worth about GBP 11.2 million. In this connection, CGDDP will receive a payment for selling the ordinary shares about GBP 14.8 million, with the following details of votes:

Agreed	4,530,709,550	votes, equivalent to	93.8390%	of the total votes of the shareholders attending the meeting and having the right to vote.
Disagreed	1,701,000	votes, equivalent to	0.0352%	of the total votes of the shareholders attending the meeting and having the right to vote.
Abstained	295,763,500	votes equivalent to	6.1258%	of the total votes of the shareholders attending the meeting and having the right to vote.

3. Approved the reduction of the registered capital of the Company as well as approved the amendment of Clause 4 of Memorandum of Association of the Company to be in line with the reduction of registered capital, as following details:

the reduction of the registered capital of the Company from Baht 10,114,953,771 to Baht 9,774,953,771 by cancelling 340,000,000 authorized but unissued ordinary shares at a par value of Baht 1 each (save for the authorized but unissued ordinary shares amounting to 2,438,659,310 shares which have been reserved for exercising of the holders of the Warrants to purchase the ordinary shares of the Company No.3 (CGD W-3) and the amendment of Clause 4 of Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the reduction of the registered capital as follows:

“Clause 4	Registered Capital of	Baht 9,774,953,771	(Nine Billion Seven Hundred Seventy Four Million Nine Hundred Fifty Three Thousand Seven Hundred Seventy One Baht)
	Divided into	9,774,953,771 shares	(Nine Billion Seven Hundred Seventy Four Million Nine Hundred Fifty Three Thousand Seven Hundred Seventy One shares)
	With a par value of	Baht 1	(One Baht) each
	Categorized into		
	Ordinary shares	9,774,953,771 shares	(Nine Billion Seven Hundred Seventy Four Million Nine Hundred Fifty Three Thousand Seven Hundred Seventy One shares)
	Preference shares	- shares	(- shares)”

with the following details of votes:

Agreed	4,530,810,552	votes, equivalent to 93.8411%	of the total votes of the shareholders attending the meeting and having the right to vote.
Disagreed	1,600,000	votes, equivalent to 0.0331%	of the total votes of the shareholders attending the meeting and having the right to vote.
Abstained	295,763,500	votes equivalent to 6.1258%	of the total votes of the shareholders attending the meeting and having the right to vote.

4. Approved the increase of the registered capital of the Company as well as approved the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the capital increase, as following details:

The increase of the registered capital of the Company from Baht 9,774,953,771 to Baht 10,814,953,771 by issuing 1,040,000,000 new ordinary shares at a par value of Baht 1 each and the amendment of Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the increase of registered capital as follows:

"Clause 4	Registered Capital of	Baht 10,814,953,771	(Ten Billion Eight Hundred Fourteen Million Nine Hundred Fifty Three Thousand Seven Hundred Seventy One Baht)
	Divided into	10,814,953,771 shares	(Ten Billion Eight Hundred Fourteen Million Nine Hundred Fifty Three Thousand Seven Hundred Seventy One shares)
	With a par value of	Baht 1	(One Baht) each
	Categorized into		
	Ordinary shares	10,814,953,771 shares	(Ten Billion Eight Hundred Fourteen Million Nine Hundred Fifty Three Thousand Seven Hundred Seventy One shares)
	Preference shares	- shares	(- shares)"

with the following details of votes:

Agreed	4,498,339,152	votes, equivalent to 93.1685%	of the total votes of the shareholders attending the meeting and having the right to vote.
Disagreed	34,071,500	votes, equivalent to 0.7057%	of the total votes of the shareholders attending the meeting and having the right to vote.
Abstained	295,763,500	votes equivalent to 6.1258%	of the total votes of the shareholders attending the meeting and having the right to vote.

5. Approved the allocation of the newly issued ordinary shares, as following details:
  - 5.1 the allocation of the newly issued ordinary shares in the amount of 40,000,000 shares for being reserved for the exercise of the Warrants to be issued and offered to the directors and employees of the Company and/or its subsidiaries (CGD-WD); and
  - 5.2 the allocation of the newly issued ordinary shares in the amount of 1,000,000,000 shares for offering through Private Placement (PP), pursuant to the Notification of the Capital Market Advisory Board TorChor. 28/2551 Re: Application for Approval of Offer for Sale of Newly Issued Shares (as amended). The Private Placement subscriber(s) shall not be the connected person of the Company.

with the following details of votes:

Agreed	4,505,811,162	votes, equivalent to 99.4107%	of the total votes of the shareholders who attended the meeting and voted.
Disagreed	26,711,000	votes, equivalent to 0.5893%	of the total votes of the shareholders who attended the meeting and voted.
Abstained	295,763,500	votes, equivalent to - %	of the total votes of the shareholders who attended the meeting and voted.

- 6 Approved approve the issuance and offering of the Debentures of the Company as following details:

Use of Proceeds	:	For operation and expansion of the business including being working capital of the Company
Type	:	All types and all kinds of debentures which can be subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, with or without debenture holders' representative or derivative notes/ debentures, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures.
Amount	:	The principal amount of the Debentures will not exceed Baht 2,000 Million or the equivalent amount in other currencies.
Offering	:	The Debentures will be offered domestically to the public and/or on the private placement basis and/or to the institutional investors and/or the major investors either in whole or in part which could be single or multiple offerings.



- Interest : Subject to the prevailing market conditions at the time of issue and offering.
- Maturity : For short term debentures: not exceeding 270 days. For long term debentures: not exceeding 10 years.
- Early Redemption : Subject to conditions of the debentures at each time of issuance.
- Other Conditions : Additional restrictions and conditions of the Debentures such as the type of Debentures to be issued each time, par value, offering price per unit, interest rate, appointment of debenture holders' representative, issuance and offering method, allocation method, details of the offering, early redemption, registration on the secondary markets (if any), shall be further determined and fixed by the Board of Directors and/or the Chief Executive Officer or the person(s) entrusted by the Board of Directors and/or the Chief Executive Officer.

with the following details of votes:

Agreed	4,794,315,262	votes, equivalent to 99.2962 %	of the total votes of the shareholders attending the meeting and having the right to vote.
Disagreed	33,980,500	votes, equivalent to 0.7038%	of the total votes of the shareholders attending the meeting and having the right to vote.
Abstained	0	votes equivalent to 0%	of the total votes of the shareholders attending the meeting and having the right to vote.

Please be informed accordingly.

Yours sincerely,

(Mr. Ben Taechaubol)  
Director and Chief Executive Officer