

27 April 2017

Subject: Notice of Resolution of the Annual General Meeting of Shareholders Year 2017
To: The President of the Stock Exchange of Thailand

As the Annual General Meeting of Shareholders Year 2017 of Country Group Development Public Company Limited (hereinafter "Company") was held on 27 April 2017 at 09.30 a.m., at at Ballroom, 4th Floor, Bliston Suwan Park View 9 Soi Tonson Ploenchit Road Lumpini Pathumwan, Bangkok, the shareholder's meeting had the material resolutions as followings:

1. The Chairman informed the meeting for acknowledgement.
2. Adopted the Minutes of the Annual General Meeting for the year 2016 held on 28 April 2016, with the following details of votes:

| | | | | |
|-----------|---------------|----------------------|------|--|
| Agreed | 5,820,262,588 | votes, equivalent to | 100% | of the total votes of the shareholders who attended the meeting and voted. |
| Disagreed | 0 | votes, equivalent to | 0% | 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. |
| Voided by | 0 | Votes | | |
3. Acknowledged the Company's operating results for the year 2016.
4. Approved the financial statements for the year ended 31 December 2016, with the following details of votes:

| | | | | |
|-----------|---------------|----------------------|------|--|
| Agreed | 5,820,672,829 | votes, equivalent to | 100% | of the total votes of the shareholders who attended the meeting and voted. |
| Disagreed | 0 | votes, equivalent to | 0% | 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. |
| Voided by | 0 | Votes | | |

5. Approved the suspension of profit appropriation to statutory reserve and suspension of dividend payment for the year 2016, with the following details of votes:

| | | | | |
|-----------|---------------|----------------------|------|--|
| Agreed | 5,820,672,829 | votes, equivalent to | 100% | of the total votes of the shareholders who attended the meeting and voted. |
| Disagreed | 0 | votes, equivalent to | 0% | 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. |
| Voided by | 0 | Votes | | |

6. Approved the election of Pol. Lt. Gen. Werapong Chuenpagdee, Mr. Gavintorn Atthakor, Mr. Ben Taechaubol and Ms. Jaelle Ang Ker Tjia to be Company's directors for another term on an individual basis with the following details of votes for each director:

6.1 Pol. Lt. Gen. Werapong Chuenpagdee

| | | | | |
|-----------|---------------|----------------------|----------|--|
| Agreed | 5,489,066,090 | votes, equivalent to | 94.2992% | of the total votes of the shareholders who attended the meeting and voted. |
| Disagreed | 331,836,600 | votes, equivalent to | 5.7008% | of the total votes of the shareholders who attended the meeting and voted. |
| Abstained | 15,139 | votes, equivalent to | - | of the total votes of the shareholders who attended the meeting and voted. |
| Voided by | 0 | Votes | | |

6.2 Mr. Gavintorn Atthakor

| | | | | |
|-----------|---------------|----------------------|----------|--|
| Agreed | 5,489,066,090 | votes, equivalent to | 94.2992% | of the total votes of the shareholders who attended the meeting and voted. |
| Disagreed | 331,836,600 | votes, equivalent to | 5.7008% | of the total votes of the shareholders who attended the meeting and voted. |
| Abstained | 15,139 | votes, equivalent to | - | of the total votes of the shareholders who attended the meeting and voted. |
| Voided by | 0 | Votes | | |

6.3 Mr. Ben Taechaubol

Agreed 5,820,657,690 votes, equivalent to 99.9955% of the total votes of the shareholders who attended the meeting and voted.

Disagreed 245,000 votes, equivalent to 0.0042% of the total votes of the shareholders who attended the meeting and voted.

Abstained 39 votes, equivalent to - of the total votes of the shareholders who attended the meeting and voted

Voided by 15,100 Votes

6.4 Ms. Jaelle Ang Ker Tjia

Agreed 5,489,067,090 votes, equivalent to 94.2992% of the total votes of the shareholders who attended the meeting and voted.

Disagreed 331,835,600 votes, equivalent to 5.7008% of the total votes of the shareholders who attended the meeting and voted.

Abstained 15,139 votes, equivalent to - of the total votes of the shareholders who attended the meeting and voted

Voided by 0 Votes

7. Approved the directors' remuneration for the year 2017 in the amount of Baht 5,500,000 with the following details of votes:

Agreed 5,820,672,830 votes, equivalent to 99.9958% of the total votes of the shareholders attending the meeting.

Disagreed 245,000 votes, equivalent to 0.0042% of the total votes of the shareholders attending the meeting.

Abstained 0 votes, equivalent to 0% of the total votes of the shareholders attending the meeting.

Voided by 0 Votes

8. Approved the appointment of Ms. Nisakorn Songmanee, the Certified Public Accountant; Registration No.5053, or Mr. Niti Jungnitnirundr, the Certified Public Accountant; Registration No. 3809, or Mr. Permsak Wongpatcharapakorn, the Certified Public Accountant; Registration No.3427, or Mr. Kiatniyom Kuntisook, the Certified Public Accountant; Registration No.4800 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as the auditors with the powers to audit, review and express the opinions on the financial statements of the Company for year 2017. In the absence of the above-named auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd is authorized to identify one other Certified Public Accountant within Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd. to carry out the work, by determining the audit fee for the year 2017 is Baht 2,130,000 excluding other relevant expenses e.g. accommodation and transportation expenses which will be charged on actual basis, with the following details of votes:

| | | | |
|-----------|---------------|--|--|
| Agreed | 5,820,657,931 | votes, equivalent to 99.9955% of the total votes of the shareholders | who attended the meeting and voted. |
| Disagreed | 260,100 | votes, equivalent to 0.0045% 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. |
| Voided by | 0 | Votes | |

9. Approved approve the issuance and offering of the Debentures of the Company as following details:

| | | |
|-----------------|---|---|
| Use of Proceeds | : | To raise capital used for operation and investments including expansion of the business. |
| 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 Debentures in total amount which is not matured at any period of time shall not exceed Baht 5,000 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 | 5,820,724,031 | votes, equivalent to 99.9958% of the total votes of the shareholders attending the meeting and having the right to vote |
| Disagreed | 245,000 | votes, equivalent to 0.0042% 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 |
| Voided by | 0 | Votes |

10. Approve the acquisition and entire business transfer of Profit Ventures Company Limited ("PVL"), which include all assets and liabilities of PVL as well as rights, duty, obligations and responsibilities that PVL has at business transfer date (Collectively "EBT"), and the execution of the relevant agreements. The acquisition price is totaling approximately Baht 1,069,560,703 which comprised of 1) The consideration of value of the EBT is Baht 1,022,816,000 to be settled by the newly issued ordinary shares of the Company for 929,832,727 shares with the offer price of Baht 1.10 per share and 2) the costs associated with the transfer of assets approximately Baht 46,744,703 (If any) which will be paid by cash of the Company with the following details of votes:

Agreed 2,084,563,539 votes, equivalent to 88.0499% of the total votes of the shareholders attending the meeting and having the right to vote

Disagreed 336,000 votes, equivalent to 0.0142% of the total votes of the shareholders attending the meeting and having the right to vote

Abstained 282,581,300 votes, equivalent to 11.9359% of the total votes of the shareholders attending the meeting and having the right to vote

Voided by 0 Votes 0% of the total votes of the shareholders attending the meeting and having the right to vote

11. Approve the reduction of the registered capital of the Company from Baht 10,814,953,771 to Baht 7,336,295,227 by cancelling 3,478,658,544 unsold shares at a par value of Baht 1 each 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 of | Registered Capital | Baht 7,336,295,227 | (Seven Billion Three Hundred Thirty Six Million Two Hundred Ninety Five Thousand Two Hundred Twenty Seven Baht) |
| | Divided into | 7,336,295,227 shares | (Seven Billion Three Hundred Thirty Six Million Two Hundred Ninety Five Thousand Two Hundred Twenty Seven shares) |
| | With a par value of | Baht 1 per share | (one Baht) each |
| | Categorized into | | |
| | Ordinary shares | 7,336,295,227 shares | (Seven Billion Three Hundred Thirty Six Million Two Hundred Ninety Five Thousand Two Hundred Twenty Seven shares) |
| | Preference shares | - shares | (- shares)” |

with the following details of votes:

| | | | |
|-----------|---------------|-------------------------------|--|
| Agreed | 5,821,026,872 | votes, equivalent to 99.9958% | of the total votes of the shareholders attending the meeting and having the right to vote |
| Disagreed | 245,000 | votes, equivalent to 0.0042% | 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 |
| Voided by | 0 | Votes | 0% of the total votes of the shareholders attending the meeting and having the right to vote |

12. Approve the increase of the Company's registered capital at amount Baht 1,629,832,727, from the existing registered capital of Baht 7,336,295,227 to Baht 8,966,127,954, by issuing 1,629,832,727 new ordinary shares, with a par value of Baht 1.00 per shares which divided into 2 parts as follow;

12.1 Approve the increase of the Company's registered capital by means of Specifying the purpose of utilizing at amount Baht 929,832,727, by issuing 929,832,727 newly issued ordinary shares, with a par value of Baht 1.00 per share, for the allotment of newly issued ordinary shares to specific investors (Private Placement) for the compensation of entire business transfer of Profit Ventures Company Limited with the following details of votes:

| | | | |
|-----------|---------------|-------------------------------|--|
| Agreed | 2,084,675,639 | votes, equivalent to 88.0543% | of the total votes of the shareholders attending the meeting and having the right to vote |
| Disagreed | 246,000 | votes, equivalent to 0.0104% | of the total votes of the shareholders attending the meeting and having the right to vote |
| Abstained | 282,566,200 | votes, equivalent to 11.9353% | of the total votes of the shareholders attending the meeting and having the right to vote |
| Voided by | 0 | Votes | 0% of the total votes of the shareholders attending the meeting and having the right to vote |

12.2 Approve the increase of the Company's registered capital by means of General Mandate at amount Baht 700,000,000 by issuing 700,000,000 newly issued ordinary shares, with a par value of Baht 1 per share, for the allotment of newly issued ordinary shares to specific investors (Private Placement) for the General mandate with the following details of votes:

Agreed 5,538,459,672 votes, equivalent to 95.1417% of the total votes of the shareholders attending the meeting and having the right to vote

Disagreed 246,000 votes, equivalent to 0.0042 % of the total votes of the shareholders attending the meeting and having the right to vote

Abstained 282,566,200 votes, equivalent to 4.8540% of the total votes of the shareholders attending the meeting and having the right to vote

Voided by 0 Votes 0% of the total votes of the shareholders attending the meeting and having the right to vote

13. Approve 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 Registered capital of Baht 8,966,127,954 (Eight Billion Nine Hundred Sixty Six Million One Hundred Twenty Seven Thousand Nine Hundred Fifty Four Baht)

Divided into 8,966,127,954 shares (Eight Billion Nine Hundred Sixty Six Million One Hundred Twenty Seven Thousand Nine Hundred Fifty Four shares)

With a par value of Baht 1 per share (one Baht)

Categorized into

Ordinary shares 8,966,127,954 Shares (Eight Billion Nine Hundred Sixty Six Million One Hundred Twenty Seven Thousand Nine Hundred Fifty Four shares)

Preference shares - shares (- shares)"

with the following details of votes:

Agreed 2,084,675,639 votes, equivalent to 88.0543% of the total votes of the shareholders attending the meeting and having the right to vote

Disagreed 246,000 votes, equivalent to 0.0104 % of the total votes of the shareholders attending the meeting and having the right to vote

Abstained 282,566,200 votes, equivalent to 11.9353% of the total votes of the shareholders attending the meeting and having the right to vote

Voided by 0 Votes 0% of the total votes of the shareholders attending the meeting and having the right to vote

14. Approved the allocation of 1,629,832,727 newly issued ordinary shares of the Company with a par value of Baht 1.00 per share as follow;

14.1 Approve the allocation by means of specifying the purpose of utilizing of 929,832,727 shares of the Company's issued ordinary shares, with a par value of Baht 1.00 per share, to specific investor (Private Placement), at the offering price of Baht 1.10 per share, totaling to Baht 1,022,816,000 for paying for the entire business transfer to Profit Ventures Company Limited ("PVL"), which value at THB 1,022,816,000 as an alternative to the cash payment.

Furthermore, the Board of Directors deems appropriate to propose authorize the Board of Directors and/or the Chief Executive Officer and/or any person authorized by such person to consider and proceed any matters necessary for, relating to, and/or associating with the propose to offer selling the shares to PVL including the signing of the Agreement, sign applications, notice, instrument or other documents in relation with the capital increase and the allocation of the Company, including certifying relevant documents, communicate, file and/or accept documents with any competent authorities and/or agencies and to list the new common shares on the Stock Exchange of Thailand and carry out any other necessary actions relating to and/or associating with the capital increase and the allocation of the new common shares of the Company, to be in accordance with the laws and/or any related regulations with the following details of votes:

| | | | |
|-----------|---------------|-------------------------------|--|
| Agreed | 2,084,585,639 | votes, equivalent to 88.0505% | of the total votes of the shareholders attending the meeting and having the right to vote |
| Disagreed | 336,000 | votes, equivalent to 0.0142% | of the total votes of the shareholders attending the meeting and having the right to vote |
| Abstained | 282,566,200 | votes, equivalent to 11.9353% | of the total votes of the shareholders attending the meeting and having the right to vote |
| Voided by | 0 | Votes | 0% of the total votes of the shareholders attending the meeting and having the right to vote |

14.2 Approve the allocation by means of General Mandate not exceeding 700,000,000 newly-issued ordinary shares, at the par value of Baht 1 per share with par value of Baht 1.00 per share to specific investor (Private Placement), whereas, such persons shall not be the related parties of the Company. The allocation has to be completed before the date of Company's Annual General Meeting of Shareholders for the year 2018.

In this regard, the shareholders' meeting approve the Board of Directors to be authorized to determine any details with regard to the allocation by means of General Mandate, for example: (1) to consider and determine offering price, market price, whether the newly-issued ordinary shares shall be offered for sale on one occasion or more, and whether the newly-issued ordinary shares shall be offered to any or all persons on the same occasion, the offering period, offering price, payment of shares, and other details and conditions relating to the allocation; (2) to enter into negotiations, agreements, and execute relevant documentation and agreements relating to the allocation, and to undertake any act in connection with the allocation; and (3) to sign application forms for permission, relaxation, and evidence necessary for and relevant to the allocation, as well as to contact and apply for permission for such documentation or relaxation from the relevant government agencies or related agencies, as well as the listing of the newly-issued ordinary shares on the Stock Exchange, and any other action necessary for the purpose of the allocation of the newly-issued ordinary shares, which comply with relevant law and regulation with the following details of votes:



| | | | |
|-----------|---------------|-------------------------------|--|
| Agreed | 5,538,369,672 | votes, equivalent to 95.1402% | of the total votes of the shareholders attending the meeting and having the right to vote |
| Disagreed | 336,000 | votes, equivalent to 0.0058% | of the total votes of the shareholders attending the meeting and having the right to vote |
| Abstained | 282,566,200 | votes, equivalent to 4.8540% | of the total votes of the shareholders attending the meeting and having the right to vote |
| Voided by | 0 | Votes | 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