

*[Translation]*

**The 2015 Annual General Shareholders' Meeting  
Country Group Holdings Public Company Limited**

**April 29, 2015**

**Lotus Room, LL floor, of the Novotel Lotus Hotel  
1 Soi Sukhumvit 33, Sukhumvit Rd., Klongton Nua, Wattana, Bangkok 10110**

**The Directors who attended the Meeting:**

- |    |                                 |   |
|----|---------------------------------|---|
| 1. | Mr. Sadawut Taechaubol          | Chairperson   |
| 2. | Mr. Dej Namsirikul              | Independent Director  |
| 3. | Mr. Nipon Wisityuthasart        | Independent Director and Chairperson of the Audit Committee   |
| 4. | Mr. Surabhon Kwunchaithunya     | Vice Chairperson, Chairperson of Nomination and Remuneration Committee and Chairperson of Risk Management Committee |
| 5. | Mr. Somkad Sueptrakul           | Director and Chairperson of Investment Committee  |
| 6. | Pol.Lt.Gen.Werapong Chuenpagdee | Independent Director, member of the Audit Committee and Chairperson of the Corporate Governance Committee           |
| 7. | Mr. Tommy Taechaubol            | Director and Chief Executive Officer  |
| 8. | Mr. Pitinun Matitanaviroon      | Independent Director and member of the Audit Committee  |
| 9. | Ms. Nattcharinphon Jesadapisit  | Director  |

**The Directors who did not attend the Meeting:**

**-None-**

**The Executives who attended the Meeting:**

- |    |                             |                                      |
|----|-----------------------------|--------------------------------------|
| 1. | Mr. Jakkrit Jintanon        | Vice President Internal Audit        |
| 2. | Ms. Netchanok Anawan        | Deputy Chief Financial Officer       |
| 3. | Mr. Veeraphat Phetcharakupt | Vice President Investment Department |
| 4. | Ms. Natnicha Kasemvudhi     | Corporate Secretary                  |

**The Attendants :**

- |    |                           |  |
|----|---------------------------|--|
| 1. | Ms. Peangpanor Boonklum   | Weerawong Chinavat & Peangpanor Ltd ( Legal Advisor )<br>and witness on counting votes |
| 2. | Mr. Chavala Tienpasertkij | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.  |

Before the meeting started, Ms. Natnicha Kasemvudhi, Corporate Secretary, stated voting regulations and counting votes are as followed:

1. The opening ballot will be count by 1 share to 1 vote. The shareholder attends the Meeting in person or the shareholder grants the proxy holder the right to vote in the Meeting shall vote on one of these; agree, disagree or abstain on voting and the vote cast cannot be split, unless voting by the Custodian.

2. The proxy holder must vote as the grantor provides in the proxy form only. Vote of the Proxy on any agenda No. which is not in accordance with the vote as specified in this Proxy Form shall be invalid and shall not be vote of the shareholder.
3. If the shareholders who grant the right to the proxy holders do not specify or clearly specify their intention to vote in any agenda, or if there is any agenda consider in the Meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on their behalf as the proxy deems appropriate.
4. The voting process in each agenda.
  - 4.1 The Chairperson and the Corporate Secretary will propose to ballot and will ask the Meeting at every agenda whether any shareholder disagrees or abstains on voting for the proposed agenda.
  - 4.2 If there is no disagreement or abstention, it shall be deemed that the meeting unanimously approved the proposal put to vote. Otherwise, the shareholders who are not agree or abstain must reveal themselves and deliver their ballots to the Company's officer to deduct such un-count vote from the number of all votes. The nets counts of vote shall be accountable for the proposed agenda except in the agenda that is requested for any other voting process.
  - 4.3 The Chairperson or the Corporate Secretary will announce the resolution to the meeting in the end of each agenda. Except that the count of votes delayed by the officer. The Chairperson will continue proceeding and will announce the resolution after vote collection done.
5. In this meeting, the Company appointed Ms. Peangpanor Boonklum Weerawong Chinavat & Peangpanor Ltd ( Legal Advisor ) to be witness on counting votes

After that, Mr. Sadawut Taechaubol, Chairperson, presided at the meeting. The Chairperson welcomed and thanked Shareholders and everyone for attending the Meeting, and asked the Corporate Secretary to announce the quorum.

The Corporate Secretary informed the Meeting that, at 14.30 hours., there were 99 Shareholders representing an aggregate number of 413,520,428 shares and 147 Proxies representing an aggregate number of 1,180,543,616 shares totaling 246 Shareholders and Proxies representing an aggregate number of 1,594,064,044 shares, equivalent to 62.12 % of total paid up shares, and constituted a quorum in accordance with the Company's Article of Association.

The Corporate Secretary preceded the Meeting as follows:

**Agenda No. 1: to adopt the Minutes of the Extraordinary General Shareholders' Meeting No.1/2015**

The Corporate Secretary stated that the Extraordinary General Shareholders' Meeting No.1/2015 was held on March 11, 2015. The Minutes of such Meeting were submitted to the Stock Exchange of Thailand within the required time which a copy had been sent to the shareholder. The Meeting was requested to adopt the said Minutes of the Meeting.

As there was no more comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution** : The Meeting considered and resolved to adopt the Minutes of the Extraordinary General Shareholders' Meeting No.1/2015 held on March 11, 2015, with the following votes:

- Approve	1,821,530,050	Votes or	100.000	% of the Meeting
- Object	100	Votes or	0.000	% of the Meeting
- Abstain	0	Votes or	0.000	% of the Meeting
Total	1,821,530,150	Votes or	100.000	% of the Meeting

**Agenda No. 2: To acknowledge the 2014 annual operating results of the Company.**

The Corporate Secretary informed the Meeting that the summary of the Company's performance and major changes during the year of 2014, the Board of Directors agreed that the Meeting should acknowledge the Company's 2014 Annual Report and its operating results for the year 2014 which are shown in the 2014 Annual Report and sent to the Shareholders with the invitation letter and summary are as follow;

The Company's performance ended December 31, 2014, accordance with consolidate financial statements the Company's net profit was Baht 384.05 million equivalent to basic income per share of Baht 0.148.

As of December 31, 2013, the Company had the total assets of Baht 5,757.16 million, the Company had total liabilities of Baht 2,269.67 million and owner's equity of Baht 3,487.49 million as details are shown in the 2014 Annual Report of the Company which had sent to every shareholder with the invitation letter prior to this Meeting. The Meeting should consider and acknowledge them. In the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter.

As there was no comment, the Corporate Secretary informed that this agenda is for acknowledgement, therefore, there shall not need the voting for this agenda.

**Agenda No. 3: To consider and approve the audited financial statements of the Company for the year ended December 31, 2014**

The Corporate Secretary stated that the financial statements of the Company ended December 31, 2013 were audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited. The Audit Committee had also considered the said financial statements. The financial statements, the Auditor's comments and the Audit Committee's comment were printed in the 2014 Annual Report, a copy of which had been sent to every shareholder with the invitation letter prior to this Meeting. The Board of Directors had its opinion that the Meeting should approve the said audited financial statements. In the event that the Meeting wished to receive further clarification, the management and the Company's auditors were willing to provide additional information for better clarification on this matter.

As there was no comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution :** The Meeting considered and resolved to approve the audited financial statements of the Company ended December 31, 2014, with the following votes:

- Approve	1,829,930,991	Votes or	100.000	% of the Meeting
- Object	100	Votes or	0.000	% of the Meeting
- Abstain	0	Votes or	0.000	% of the Meeting
Total	1,829,931,091	Votes or	100.000	% of the Meeting

**Agenda No. 4: To consider and approve omission of the appropriation of profit and dividend for the year 2014**

The Corporate Secretary informed the Meeting that the Company's dividend policy was declared on 1991 "Under normal business conditions, it is the policy of the Board to pay dividend of at least 60% of the net profit after tax". The said policy remains unchanged.

Due to the restructuring plan just has been completed on December 25, 2014, therefore the Company has no business operation and revenue in the past year. As a result, the Company's separate financial statements for the year 2014 has net loss by 0.90 Million Baht therefore the Company is unable to set up the legal reserve and pay the dividend for the year 2014. Moreover, in accordance with the Public Limited Companies Act B.E. 2535 under the Section 115 and 116, and the Company's Articles of Association Clause 46 and 48, the company shall allocate of its annual net profit to be a legal reserve. Besides, in the case where the company still has an accumulated loss, no dividends shall be paid.

As there was no comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution :** The Meeting resolved unanimously to omission of the appropriation of profit and dividend for the year 2014, with the following votes:

- Approve	1,864,925,057	Votes or	100.000	% of the Meeting
- Object	100	Votes or	0.000	% of the Meeting
- Abstain	400	Votes or	0.000	% of the Meeting
Total	1,864,925,557	Votes or	100.000	% of the Meeting

**Agenda No. 5: To consider and appoint directors to replace the directors whose term are expired.**

The Corporate Secretary stated that in compliance with Public Limited Companies Act and the Company's Articles of Association, in this Meeting, there are 3 directors whose terms are expired as follows:

- |                                   |                         |
|-----------------------------------|-------------------------|
| 1. Mr. Sadawut Taechaubol         | Authorized Chairman     |
| 2. Mr. Somkad Sueptrakul          | Director (Unauthorized) |
| 3. Ms. Nattcharinphon Jesadapisit | Director (Unauthorized) |

The Nomination and Remuneration Committee has considered qualification and performance of each retiring directors and resolved that 3 retiring directors fully qualified and acted as directors of Committees in the past with good performance. For a continuation of the administration and management of the Company, the Board of Directors should propose to the Shareholders' Meeting to re-elect 3 retiring directors.

The Corporate Secretary stated that, the voting for this agenda, the Meeting would like to elect nominated directors either as a whole or individually, whereas the shareholders do not separate their votes to any nominated director more or less than the others. However, to adhere the principles of good corporate governance the Meeting should vote to elect nominated directors individually.

Mr.Sathaporn Phungnirun, the shareholder attending the meeting in person, suggested on the good corporate governance matters regarding the re-election of nominated directors to replace the directors whose term are expired that the retiring directors do not need to leave the Meeting and proposed to the Meeting whether any shareholders would rather vote on the nominated directors individually, if not, he suggested on the voting as a whole basis.

Ms. Peangpanor Boonklum, Legal Advisor, Weerawong Chinavat & Peangpanor Ltd further clarified that the shareholders are attending the Meeting both in person and by proxy and such shareholders by proxy have voted on the nominated directors both as a whole and individually in advance and the Meeting could not make amendment to those proxies. Ms. Peangpanor Boonklum then asked for further consultation with the responsible team on this matter.

Mr.Sadawut Taechaubol, Chairman of the Board of Directors, summarized that the Meeting would proceed to the voting of the nominated directors individually for the good corporate governance principle. In this agenda, Mr.Sadawut Taechaubol, Chairman of the Board of Directors, asked the retiring directors as the interested person to leave the Meeting and appointed Mr.Surabhon Kwunchaithunya, Vice Chairman of the Board of Directors, as the Chairman of the Meeting.

Mr.Surabhon Kwunchaithunya, Vice Chairman of the Board of Directors, informed the Corporate Secretary to further proceed the Meeting.

As there was no more comment, the Corporate Secretary announced the Directors' names individually and requested the Shareholders and/or proxies to vote in the voting forms. After announcement of the voting, the Corporate Secretary invited those 3 directors to be back into the meeting room.

**Resolution :** The Meeting resolved to re-elect the 3 directors, who retired by rotation namely (1) Mr. Sadawut Taechaubol (2) Mr. Somkad Sueptrakul and (3) Ms. Nattcharinphon Jesadapisit with the following votes:

**Mr. Sadawut Taechaubol**

- Approve	1,564,070,697	Votes or	99.425	% of the Meeting
- Object	9,041,900	Votes or	0.575	% of the Meeting
- Abstain	302,245,163	Votes or	0.000	% of the Meeting
Total	1,875,357,760	Votes or	100.000	% of the Meeting

**Mr. Somkad Sueptrakul**

- Approve	1,564,070,697	Votes or	99.425	% of the Meeting
- Object	9,041,900	Votes or	0.575	% of the Meeting
- Abstain	302,245,163	Votes or	0.000	% of the Meeting
Total	1,875,357,760	Votes or	100.000	% of the Meeting

**Ms. Nattcharinphon Jesadapisit**

- Approve	1,564,070,697	Votes or	99.425	% of the Meeting
- Object	9,041,900	Votes or	0.575	% of the Meeting
- Abstain	302,245,163	Votes or	0.000	% of the Meeting
Total	1,875,357,760	Votes or	100.000	% of the Meeting

**Agenda No. 6: To consider and approve Remuneration of Board of Directors and Sub-Committees**

The Corporate Secretary informed the Extraordinary General Meeting No. 1/2014, held on June 12, 2014, had resolved to approve the directors and audit committee's meeting allowances which would be paid at the lump sum rate on month which arrange the meeting, and pay only for the directors who attend the meeting and are not

the employees of the company and would be effective only after the completion of the Business Restructuring Plan\* at the followings rates:

Board of Directors' meeting allowances:

–	Chairman	Baht 100,000,
–	Vice Chairman	Baht 50,000,
–	Director	Baht 35,000,

Audit Committee's allowances:

–	Chairman of the Audit Committee	Baht 30,000 additional to the directors' remuneration,
–	Audit Committee Member	Baht 20,000 additional to the directors' remuneration.

Futhermore, the meeting also resolved to approve the remunerations of Sub-Committees, which are Investment Committee, Nomination and Remuneration Committee, Corporate Governance Committee and Risk Management Committee only for the chairman and members of each subcommittee who are not employees of the Company. The Sub-Committees' meeting allowances will be paid for the members who attend the meeting at the lump sum rate per month equate with the rate of audit committee allowances.

The Nomination and Remuneration Committee has considered directors' remunerations for year 2014 and is of the view that the present remuneration rate is appropriate and in line with other listed companies in the same industry, it is proposed that remuneration of directors for the board of directors and sub-committees for the year 2015 remain at the same rate as that of the year 2014.

The Corporate Secretary further informed the Meeting that the Board of Directors deems appropriate to propose to the Shareholders' Meeting to approve the remuneration of the Board of Directors, the Audit Committees and chairman and members of Sub-Committees, which are Investment Committee, Nomination and Remuneration Committee, Corporate Governance Committee and Risk Management Committee, paid at the rate per month, at the same rates which were paid in 2014, effective from May 2015 onwards, at the same rate as that of the year 2014. In the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter.

Mr.Sathaporn Phungnirun, the shareholder attending the meeting in person, asked whether adjustment of the remuneration of the Board of Directors on the following year would reflect and in relating to the dividend payment on the following year or not.

Mr.Sadawut Taechaubol, Chairman of the Board of Directors, explained that the remuneration of the Board of Directors could be increased if the Company earn more profit to reflect the higher responsibility of the directors and the rate shall be in accordance with the following dividend payment.

As there was no comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution :** The Meeting resolved to approve the directors' meeting allowances, the audit committee allowances and the remuneration of chairman and members of Subcommittees, paid at the rate per month, at the same rates which were paid in 2014, effective from May 2015 onwards, with the following votes:

-	Approve	1,471,180,838	Votes or	100.000	% of the Meeting
-	Object	100	Votes or	0.000	% of the Meeting
-	Abstain	0	Votes or	0.000	% of the Meeting
	Total	1,471,180,938	Votes or	100.000	% of the Meeting

**Note :** Mr. Sadawut Taechaubol owns the shares in the amount of 302,245,163, Mr. Surabhon Kwunchaithunya owns the shares in the amount of 10 ,Mr. Somkad Sueptrakul owns the shares in the amount of 10, Mr. Tommy Taechaubol owns the shares in the amount of 101,318,242 and Mr. Pitinun Matitanaviroon owns the shares in the amount of 683,333 are specially involve in this agenda. Therefore they have no right to vote.

**Agenda No. 7: To consider the appointment of the Company’s auditors and fix audit fee for the year 2015**

The Corporate Secretary informed the Meeting that in accordance with the Public Limited Company Act B.E 2535 which required the Annual General Shareholders’ Meeting to appoint Company’s auditors and fix audit fee. The Audit Committee recommended Board to appoint the auditor of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, to be the auditors of the Company for the year 2015 has namely hereto:

- |                                   |                                     |
|-----------------------------------|-------------------------------------|
| 1. Mr. Chavala Tienpasertkij      | C.P.A. Registration No. 4301 and/or |
| 2. Mr. Niti Jungnitnirundr        | C.P.A. Registration No. 3809 and/or |
| 3. Mr. Permsak Wongpatcharapakorn | C.P.A. Registration No. 3427 and/or |
| 4. Ms. Nisakorn Songmanee         | C.P.A. Registration No. 5035        |

In addition, these auditors have neither relationship with, nor interest in, the Company, Executives, Major Shareholders or Related Persons of the said persons. The audit fee for the year 2015 Baht 1,000,000 which is the higher rate than in 2014 (From May 15- December 31, 2014) in the amount of Baht 560,000. In the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter.

As there was no comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution :** The Meeting resolved to to appoint 1) Mr. Chavala Tienpasertkij C.P.A. Registration No. 4301 and/or 2) Mr. Niti Jungnitnirundr C.P.A. Registration No. 3809 and/or 3) Mr. Permsak Wongpatcharapakorn C.P.A. Registration No. 3427 and/or 4) Ms. Nisakorn Songmanee C.P.A. Registration No. 5035 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as the auditors of the Company for the year 2015 and the audit fee will be fixed at Baht 1,000,000, with the following votes:

- Approve	1,875,931,077	Votes or	100.000	% of the Meeting
- Object	100	Votes or	0.000	% of the Meeting
- Abstain	0	Votes or	0.000	% of the Meeting
Total	1,875,931,177	Votes or	100.000	% of the Meeting

**Agenda No. 8: To approve the amendment of operating under restructuring plan and pursuant to Registration Statement of the Securities offering and Tender offer (Form 69/247-1)**

The Corporate Secretary informed the Meeting that currently, the competitiveness of the securities business has become highly competitive and is likely to be more competitive in the future. In order for Country Group Securities Public Company Limited (“CGS”) to maintain the revenue from securities investment and enhance other revenues apart from the brokerage fee, the Board of Directors has agreed to propose the Shareholders’ Meeting to approve the amendment of operating under restructuring plan and pursuant to Registration Statement of the Securities offering and Tender offer (Form 69/247-1) as follows;

From: “Transfer of Investment Division and employees who have the duty in the investment business under CGS as a unit in CGH”

To: “ Investment Division and employees who have the duty in the investment business under CGS still work under CGS”

The Corporate Secretary further informed the Meeting that the Board of Directors deems appropriate to propose the Shareholders’ Meeting to approve the amendment of operating under restructuring plan and pursuant to Registration Statement of the Securities offering and Tender offer (Form 69/247-1) to determine the Investment Division and employees who have the duty in the investment business under CGS still work under CGS, whereby such amendments are not material and will not affect the rights of the shareholders of the Company or CGS in any aspect. These amendments are required to proceed for the sake of business operation of the group Company which will give benefit to all shareholders of the Company and CGS. In the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter.

As there was no comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution :** The Meeting resolved to approve the amendment of operating under restructuring plan and pursuant to Registration Statement of the Securities offering and Tender offer (Form 69/247-1) to determine the Investment Division and employees who have the duty in the investment business under CGS still work under CGS, whereby such amendments are not material and will not affect the rights of the shareholders of the Company or CGS in any aspect. These amendments are required to proceed for the sake of business operation of the group Company which will give benefit to all shareholders of the Company and CGS, with the votes of the following votes which were not less than three-fourths of the total number of votes of shareholders attending the Meeting who have the right to vote.

- Approve	1,867,009,450	Votes or	99.518	% of the Meeting
- Object	9,041,900	Votes or	0.481	% of the Meeting
- Abstain	0	Votes or	0.000	% of the Meeting
Total	1,876,051,350	Votes or	100.000	% of the Meeting

**Agenda No. 9: To approve the issuance and offering of warrants to purchase the Company’s ordinary shares to the directors, executives, employees and/or advisors of the Company and/or its Subsidiaries under ESOP Warrants Program No. 1 (CGH-ESOP1) only for the different from CGS-ESOP2 as specified in the Company’s restructuring plan (present only the different parts of the restructuring plan)**

The Corporate Secretary informed the Meeting that due to CGH-ESOP1 program has certain features in its terms and conditions differing from CGS-ESOP2 therefore the 2015 Annual General Meeting shall reconsider and approve the details of CGH-ESOP1 according to the Business Restructuring Plan to issue and offer the warrants to purchase the Company’s ordinary shares to the directors, executives, employees and/or advisors of the Company under CGH-ESOP1 which details are shown in the copies which had sent to every shareholder with the invitation letter prior to this Meeting.

The Board of Directors deems appropriate to propose the Shareholders’ Meeting to approve the issuance and offering of warrants to purchase the Company’s ordinary shares to the directors, executive, employees and/or advisors of the Company and/or its subsidiary under ESOP Warrants Program No. 1 (CGH-ESOP1) which terms



and conditions of CGH-ESOP1 differing from CGS-ESOP2 are as mentioned above in the amount not exceeding 600,000,000 units for free, 1 unit of warrant will be entitled to purchase 1 new ordinary share at the price of Baht 1.80, the detail shown in Enclosure No. 4 and authorize the Board of Directors, the Executive Committee to allocate warrant shares of employee who ceases to be a director or employee and/or advisors of the Company and/or its subsidiary due to being dismissed or resigning to other director or employee and/or advisors of the Company and/or its subsidiary. The allocation of such shares cannot be allotted to a particular employee that would result in the total amount of more than 5 percent of total offering warrant issuance.

In addition the Shareholders' Meeting shall authorize the Board of Directors, the Executive Committee and/or the person(s) entrusted by the Executive Committee to determine and fix the conditions and/or details necessary for the offering of this Warrant, for example, the issuance date of warrants, the offering of Warrants, etc. Said person(s) shall also be empowered to sign any relevant document and to do any act and thing necessary and in connection with the offering of the said warrants including but not limited to provide information or documents to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand ("SET"), Thailand Securities Depository Co., Ltd., the Ministry of Commerce or any other relevant authorities as well as to list the new reserved ordinary shares from the exercise of Warrants on the SET. In the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter.

Mr.Sathaporn Phungnirun, the shareholder attending the meeting in person, asked for the clarification of the difference between "Unentitled" and "Abstain"

Ms. Peangpanor Boonklum, Legal Advisor, Weerawong Chinavat & Peangpanor Ltd explained that the unentitled shareholders which are interested person shall be excluded from the whole votes counting, for example, in the event of total 100 votes in a meeting and 10 votes are interested person, the votes counting shall be counted only from those 90 votes where such 10 votes are excluded from the counting. On the basis of 90 votes as the total votes of a meeting, if there are 20 votes that are abstained, these abstains shall be uncounted from the voting in the agenda that requires majority vote of the shareholders attending the meeting who have the right to vote under the law and in accordance with the Company's Articles of Association. In the event of the agenda that requires three-fourths of the total number of votes of shareholders attending the meeting who have the right to vote by the law, the 20 abstained votes shall be included in the total number of votes counting.

As there was no comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution** : The Meeting resolved to approve the issuance and offering of warrants to purchase the Company's ordinary shares to the directors, executive, employees and/or advisors of the Company and/or its subsidiary under ESOP Warrants Program No. 1 (CGH-ESOP1) which terms and conditions of CGH-ESOP1 differing from CGS-ESOP2 are as mentioned above in the amount not exceeding 600,000,000 units for free, 1 unit of warrant will be entitled to purchase 1 new ordinary share at the price of Baht 1.80, the detail shown in Enclosure No. 4 and authorize the Board of Directors, the Executive Committee to allocate warrant shares of employee who ceases to be a director or employee and/or advisors of the Company and/or its subsidiary due to being dismissed or resigning to other director or employee and/or advisors of the Company and/or its subsidiary. The allocation of such shares cannot be allotted to a particular employee that would result in the total amount of more than 5 percent of total offering warrant issuance. In addition the Shareholders' Meeting shall authorize the Board of Directors, the Executive Committee and/or the person(s) entrusted by the Executive Committee to determine and

fix the conditions and/or details necessary for the offering of this Warrant, for example, the issuance date of warrants, the offering of Warrants, etc. Said person(s) shall also be empowered to sign any relevant document and to do any act and thing necessary and in connection with the offering of the said warrants including but not limited to provide information or documents to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand (“SET”), Thailand Securities Depository Co., Ltd., the Ministry of Commerce or any other relevant authorities as well as to list the new reserved ordinary shares from the exercise of Warrants on the SET., with the votes of the following votes which were not less than three-fourths of the total number of votes of shareholders attending the Meeting who have the right to vote and without objection more than 10% of total votes of shareholders attending the meeting and entitle to vote.

- Approve	1,298,981,012	Votes or	88.257	% of the Meeting
- Object	9,041,900	Votes or	0.614	% of the Meeting
- Abstain	163,781,700	Votes or	11.128	% of the Meeting
Total	1,471,804,612	Votes or	100.000	% of the Meeting

**Agenda No. 10: To approve an issuance and allocation of warrants to buy ordinary shares of the Company No.2 (CGH-W2) to the Existing shareholders of the Company**

The Corporate Secretary informed the Meeting that in order to require the shareholders of the Company, after the Company’s capital increase according to the resolution the Extraordinary General Shareholders’ Meeting No.1/2015 held on March 11, 2015. The Company will issue the warrants in the amount not exceeding 427,704,853 units to the existing shareholders of the Company whose name are in the share register book on the record date, determined by the Company’s Board of Directors. The record date shall be the day after the accomplishment of the sale of newly issued shares to existing shareholders proportionate to their shareholding (Right Offering) and the amendment of the Company’s registered capital with the Ministry of Commerce. The Company will issue this warrant to the existing shareholders in the ratio of 12 existing shares per 1 unit of warrant with the offering price of 0 Baht per unit, fractions thereof shall be rounded down. 1 unit of warrant has the right to purchase 1 new ordinary share with the exercise price of 1.60 Baht, the detail is shown in Enclosure No.5. In the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter.

Mr.Sathaporn Phungnirun, the shareholder attending the meeting in person, asked that whether this capital increase included the CGH-ESOP 1 or not.

Ms. Nattcharinphon Jesadapisit, Director explained that the 600,000,000 units of CHG-ESOP1 are included in 427,704,853 units since the Company’s capital increase in the restructuring plan.

Mr.Kiat, the shareholder attending the meeting in person, asked whether the Company would issue the interim dividend in this year or not.

Mr.Sadawut Taechaubol, Chairman of the Board of Directors, explained that the Company’s revenue, profit, and the financial positions is needed to be considered by the Board of Directors for the issuance of the interim dividend in this year.

As there was no comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution :** The Meeting resolved to approve an issuance allocation of warrants to buy ordinary shares of the Company No.2 (CGH-W2) to the Existing shareholders of the Company proportionate to their shareholding as

proposed, with the votes of the following votes which were not less than half of the total number of votes of shareholders attending the Meeting who have the right to vote.

- Approve	1,876,094,216	Votes or	100.000	% of the Meeting
- Object	100	Votes or	0.000	% of the Meeting
- Abstain	0	Votes or	0.000	% of the Meeting
Total	1,876,094,316	Votes or	100.000	% of the Meeting

#### **Agenda No. 11: To approve the decrease of the Company's registered capital**

The Corporate Secretary stated that the Extraordinary General Meeting of Shareholders No.1/2015 on 11 March 2015, the Meeting has approved the Company to increase the registered capital of Baht 2,566,229,121 to issue and offer the newly issued shares to the existing shareholders in proportion to their shareholding (RO), making the total registered capital of the Company to be increased to Baht 6,587,866,517, the Company has already registered the capital increase at the Ministry of Commerce. However, due to the Company has proposed the Shareholders' Meeting to consider and issue CGH-W2 as detailed in Agenda No.10, resulting that the Company must issue more ordinary shares to accommodate the exercise of rights of the warrants. Therefore, the Company must increase its capital for another Baht 427,704,853 and the new registered capital of the Company will be at Baht 7,015,571,370.

However, Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) states that the Company will be entitled to increase its registered capital only after all of its shares have been issued and the corresponding payment of shares has been made, or in case of some shares still remain unissued, those shares must be reserved for the convertible debentures or warrants. As such, since the Company has already registered the increase of capital pursuant to the resolution of the Extraordinary General Meeting of Shareholders No.1/2015 at the Ministry of Commerce, the capital of the Company equals to Baht 6,587,866,517 divided into 6,587,866,517 shares, for which 2,566,229,121 shares are unissued and not for accommodating the convertible debentures or warrants (these shares are for the offer for sale of RO). The Company is unable to proceed to increase its registered capital in the amount of Baht 427,704,853 immediately as it is not in compliance with Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) but the Company must proceed to reduce its capital by writing off the unissued shares prior to doing so.

According to the Extraordinary General Shareholders' Meeting No.1/2015 held on March 11, 2015 has resolved to approve the increase of the registered capital of the Company by Baht 2,566,229,121 in order to allocate newly issued ordinary shares to the existing shareholders proportionate to their shareholding (Right Offering) which the registered capital total is Baht 6,587,866,517 In addition, the Business Restructuring Plan of the Company as approved by the 2014 Annual General Meeting of Shareholders of CGS on 29 April 2014 and approved by the Extraordinary General Meeting of Shareholders No. 1/2014 of the Company dated 12 June 2014 has prescribed that, upon the completion of the business restructuring, the Company will proceed to decrease its registered capital of Baht 10,000 which was the initial capital of the Company, for which CGS holds 9,850 shares and other minority shareholders, consisting of 15 executives and employees of CGS hold the remaining 150 shares.

Due to the decrease of capital by the amount of Baht 10,000 must be done by way of writing off 10,000 issued shares as held by CGS and those 15 executives and employees of CGS in accordance with Section 141 of the

Public Limited Companies B.E.2535 (as amended). As such, the Company must deliver a letter informing the resolution on the decrease of capital to all creditors of the Company as known by the Company within 14 days from the date the resolution passed by the meeting of shareholders. In this regard, the Company must vacate a period for objection by the creditors for 2 months from the date of receipt of the notification of the aforesaid resolution, as well as to publish the resolution of the meeting of shareholders in the newspaper within 14 days. In light of this, such decrease of capital may obstruct the Company from registering the change in its capital to accommodate the issuance and offering for sale of the newly issued shares to the existing shareholders in proportion to their shareholding (RO) including the increase of capital to accommodate the right to exercise CGH-W2 as per the plan of the Company. This may give the negative impact to the Company's business. Therefore, the Company deemed it appropriate to postpone the decrease of such initial capital at Baht 10,000 of the Company pursuant to the Business Restructuring Plan and will propose to the meeting of shareholders for further approval in the next meeting. In this regard, the postponement of the decrease of the said initial capital does not affect or cause any damage to the Company, CGS including shareholders of the Company and CGS in any aspect. In the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter.

As there was no comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution :** The Meeting considered and resolved to approve the reduction of the Company's registered capital in the amount of Baht 2,566,229,121 from the existing registered capital of Baht 6,587,866,517 to Baht 4,021,637,396 by canceling the unissued shares of the Company at the amount of 2,566,229,121 shares, at the par value of Baht 1 per share, with the votes of the following votes which were not less than 3/4 of total votes of shareholders attending the meeting and entitle to vote:

- Approve	1,876,171,367	Votes or	100.000	% of the Meeting
- Object	100	Votes or	0.000	% of the Meeting
- Abstain	0	Votes or	0.000	% of the Meeting
Total	1,876,171,467	Votes or	100.000	% of the Meeting

**Agenda No. 12: To approve the amendment of Clause 4 of the Company's Memorandum of Association in order to reflect the Company's capital decrease**

The Corporate Secretary stated that in order to be consistent with the reduction of the Company's registered capital, from the existing registered capital of Baht 6,587,866,517 to Baht 4,021,637,396 by canceling the Company's unissued shares, as detailed in Agenda No. 11, it is proposed to shareholders to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to read as follows:

“Clause 4. The registered capital is 4,021,637,396 Baht (Four Billion Twenty One Million Six Hundred Thirty Seven Thousand Three Hundred and Ninety Six Baht)

Divided into 4,021,637,396 Shares (Four Billion Twenty One Million Six Hundred Thirty Seven Thousand Three Hundred and Ninety Six Shares)

At a par value of	1 Baht (One Baht)
Classified into	
Ordinary shares	4,021,637,396 Shares (Four Billion Twenty One Million Six Hundred Thirty Seven Thousand Three Hundred and Ninety Six Shares)
Preferred Shares	- Shares (-)"

In addition, it was proposed that the persons authorized by the authorized directors, proceed to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce and be authorized to correct and add statements in accordance with the order of the Registrar.

The Corporate Secretary further stated that in the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter.

As there was no comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution :** The Meeting considered and resolved to approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital, from the existing registered capital of Baht 6,587,866,517 to Baht 4,021,637,396 by cancelling the Company's unissued shares at the amount of 2,566,229,121 shares, at the par value of Baht 1 per share, by having the authorized directors or the person authorized by authorized directors, to have the power to register, including correct and give the statement, to the Registrar at the Department of Business Development, the Ministry of Commerce. In the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter, with the votes of the following votes which were not less than 3/4 of total votes of shareholders attending the meeting and entitle to vote:

- Approve	1,876,171,367	Votes or	100.000	% of the Meeting
- Object	100	Votes or	0.000	% of the Meeting
- Abstain	0	Votes or	0.000	% of the Meeting
Total	1,876,171,467	Votes or	100.000	% of the Meeting

**Agenda No. 13: To approve the increase of the Company's registered capital to accommodate the newly issued ordinary shares followed the Resolutions of the Extraordinary General Meeting of Shareholders No. 1/2015 and the exercise of warrants to buy ordinary shares of the Company (CGH-W2)**

The Corporate Secretary stated that to accommodate the newly issued ordinary shares followed the Resolutions of the Extraordinary General Meeting of Shareholders No. 1/2015 with the amount of Baht 2,566,229,121 and the exercise of warrants (CGH-W2) offered to the existing shareholders with the amount of Baht 427,804,453, which total is Baht 2,993,933,974. Therefore, the company shall increase its registered capital from 4,021,637,396 Baht to 7,015,571,370 Baht, by issuing 2,993,933,974 newly issued ordinary shares, with the par value of Baht 1 per share, the detail as the Enclosure No. 6

The Corporate Secretary further stated that in the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter.

As there was no comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution :** The Meeting considered and resolved to approve the increase of the registered capital of the Company by Baht 2,993,933,974 from 4,021,637,396 Baht to 7,015,571,370 Baht, with the par value of Baht 1 per share, with the votes of the following votes which were not less than 3/4 of total votes of shareholders attending the meeting and entitle to vote:

- Approve	1,876,171,367	Votes or	100.000	% of the Meeting
- Object	100	Votes or	0.000	% of the Meeting
- Abstain	0	Votes or	0.000	% of the Meeting
Total	1,876,171,467	Votes or	100.000	% of the Meeting

**Agenda No. 14: To approve the amendment of Clause 4 of the Company's Memorandum of Association in order to reflect the Company's capital increase**

The Corporate Secretary stated that in order to be consistent with the increase of the Company's registered capital, from the existing registered capital of Baht 4,021,637,396 to Baht 7,015,571,370 by issuing 2,993,939,974 newly issued ordinary shares, with the par value of Baht 1 per share, as proposed to shareholders in Agenda No. 13, it is proposed to further consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to read as follows:

"Clause 4. The registered capital is 7,015,571,370 Baht (Seven Billion Fifteen Million Five Hundred Seventy one Thousand Three Hundred and Seventy Baht)

Divided into 7,015,571,370 Shares (Seven Billion Fifteen Million Five Hundred Seventy one Thousand Three Hundred and Seventy Shares)

At a par value of 1 Baht (One Baht)

Classified into

Ordinary shares 7,015,571,370 Shares (Seven Billion Fifteen Million Five Hundred Seventy one Thousand Three Hundred and Seventy Shares)

Preferred Shares - Shares (-)"

In addition, it was proposed that the persons authorized by the authorized directors, proceed to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce and be authorized to correct and add statements in accordance with the order of the Registrar.

The Corporate Secretary further stated that in the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter.

As there was no comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution :** The Meeting considered and resolved to approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital, from the

existing registered capital of Baht 4,021,637,396 to Baht 7,015,571,370, by issuing 2,993,933,974 newly issued ordinary shares, with the par value of Baht 1 per share, by having the authorized directors or the person authorized by authorized directors, to have the power to register, including correct and give the statement, to the Registrar at the Department of Business Development, the Ministry of Commerce, with the votes of the following votes which were not less than 3/4 of total votes of shareholders attending the meeting and entitle to vote:

- Approve	1,876,171,367	Votes or	100.000	% of the Meeting
- Object	100	Votes or	0.000	% of the Meeting
- Abstain	0	Votes or	0.000	% of the Meeting
Total	1,876,171,467	Votes or	100.000	% of the Meeting

**Agenda No. 15: To approve the allocation of the newly issued ordinary shares of the Company**

The Corporate Secretary stated that with reference to Agenda No. 13 regarding the consideration and approval of the increase in the registered capital of the Company, the Company will allocate 2,993,933,974 newly issued ordinary shares with par value of Baht 1 per share as follows;

(1) Allocate 2,566,229,121 newly issued ordinary shares to the existing shareholders proportionate to their shareholding (Right Offering). Besides, in the case where there are remaining shares from the allocation, the Company will allocate and offer the shares remaining to specific person and/or Institution Investor and/or other investors (Private Placement). The details of the abovementioned was approved by the Extraordinary General Meeting of Shareholders No. 1/2015 on March 11, 2015 which is;

The Company will allocate 2,566,229,121 newly issued ordinary shares with par value of Baht 1 per share to the existing shareholders proportionate to their shareholding (Right Offering), in the ratio of 1 existing share per 1 new share, at the offering price Baht 1.30 per share. The existing shareholders shall not subscribe in excess of their allocated shares. In this regard, to authorize the directors who have authorities as appear on the Affidavit are authorized to consider and determine on the condition of offering period, payment of shares, allocation of newly ordinary shares, other details and conditions relating to the allocation.

Besides, in the case where there are remaining shares from the allocation as abovementioned, the Company will allocate and offer the shares remaining to specific person and/or Institution Investor and/or other investors (Private Placement) at the price which will not lower than Baht 1.66 and such price shall not be lower than 90 percent of the Market Price and of which the Market Price shall be calculated from the weighted average price of the Company's ordinary shares trading on the Stock Exchange of Thailand for 14 consecutive business days before the date of the Board of Directors' Meeting No. 2/2015 held on January 28, 2015 resolved this agenda (the weighted average price of the Company's share as mentioned period which is equivalent to Baht 1.84 per share). The offering period shall be done within 12 months after the date that the Extraordinary General Meeting of Shareholders No.1/2015 resolves to issue and offer the newly ordinary shares. It shall be whether single or sequential allocation depends on the suitability of money market and capital market for the highest benefit of the Company. The Extraordinary General Meeting of Shareholders No.1/2015 shall authorized the Board of directors and/or the authorized director and/or any person authorized by the Board of directors and/ or the authorized director are authorized to consider and determine the amendment and change of condition and details relevant to the allocation, including but not limited to, the offering price, the amount to be issued, subscription period and payment of shares etc. including to execute relevant documentation and agreements and to undertake any act in connection with the allocation and to apply or file the documentation and evidence to the Securities and

Exchange Commission, Thailand Securities Depository, Ministry of Commercial or any other relevant agencies, as well as the listing of the newly issued shares on the Stock Exchange of Thailand.

The date for the determination of the names of the shareholders who will be entitled to subscribe for and receive the allocation of the newly issued ordinary shares for existing shareholders through the right offering (Record Date) will be fixed by the Board of Directors, the authorized directors and/or any other person authorized by the Board of Directors after receiving and approval in the relevant matters from the Shareholders' Meeting.

(2) Allocate 427,704,853 newly issued ordinary shares to accommodate the exercise of warrants (CGH-W2) offered to the existing shareholders proportionate to their shareholding as details in Agenda No. 10.

In addition the Shareholders' Meeting shall authorize the Board of Directors, the Executive Committee and/or the person(s) entrusted by the Executive Committee to determine and fix the conditions and/or details necessary for the offering of these Warrants, for example, the issuance date of warrants, the offering of Warrants, etc. Said person(s) shall also be empowered to sign any relevant document and to do any act and thing necessary and in connection with the offering of the said warrants including but not limited to provide information or documents to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand ("SET"), Thailand Securities Depository Co., Ltd., the Ministry of Commerce or any other relevant authorities as well as to list the new reserved ordinary shares from the exercise of Warrants on the SET.

In the event that the Meeting had any queries or needed further clarification, the management was willing to provide additional information for better clarification on this matter.

As there was no more comment, the Corporate Secretary requested the Meeting to consider this agenda.

**Resolution :** The Meeting considered and resolved to approve the allocation of 2,993,933,974 newly issued ordinary shares of the Company, with the par value of Baht 1 per share, as the abovementioned details as proposed, with the votes of the following votes which were approved by the majority of the total number of votes of shareholders attending the Meeting and casting their votes.:

- Approve	1,876,171,367	Votes or	100.000	% of the Meeting
- Object	100	Votes or	0.000	% of the Meeting
- Abstain	0	Votes or	0.000	% of the Meeting
Total	1,876,171,467	Votes or	100.000	% of the Meeting

#### **Agenda No. 16 : Other matters (if any)**

Mr.Chavlait Praweneworakul, the shareholder attending the meeting in person, asked that why the existing shareholders could not subscribe in excess of their allocated shares?

Mr.Surabhon Kwunchaithunya, Vice Chairman of the Board of Directors, explained that to be fair for every shareholder. If there are the newly issued ordinary shares left from the subscription , the remaining shares will be allocate to private placement and the offering price would be higher than this.

Ms. Petcharad Tungdamrongkul, the power attorney of Thai Investor Association asked that is the Company planning to attend the Anti-Corruption Program?



Mr.Surabhon Kwunchaithunya, Vice Chairman of the Board of Directors, explained that Country Group Securities Public Company Limited has already committed to attend this program. The Company just has been set up, however the Company intend to take part in this program surely.

Mr.Sathaporn Phungnirun, the shareholder attending the meeting in person, asked that how the investment in PDI and how many directors of the Company will be sit in PDI.

Mr.Tommy Taechaubol, Director and Chief Executive Officer, explained that PDI has the strong financial statements and PDI experts in mining business. In 2014, PDI made profit around 450 million Baht. In this year, if the zinc's price is stable, it is expected that there will be profit continually. However, the zinc is running out soon within 2 years. Then, PDI prepares to invest in new energy business and other industries both in domestic and international which could make profit for the Company in long term. The Company and subsidiary are investing in PDI at 15.01 % of paid-up capital of PDI.

Mr.Sadawut Taechaubol, Chairman of the Board of Directors, further explained that PDI experts in mining business, even though the zinc is run out, PDI may import zinc. Another thing is that the Company will send our representative to be director of PDI in order to support the performance of PDI as same as the Company done for MFC, and if PDI is grow up, the Company may consider increasing investing in PDI.

As there were nobody proposing for other matters or giving more comment, the Chairperson thanked the Shareholders and everyone who attended the Meeting. He declared the Meeting closed at 16.10 hours.

- *Sadawut Taechaubol* -

(Mr. Sadawut Taechaubol)

Chairperson

- *Natnicha Kasemvudhi* -

(Ms. Natnicha Kasemvudhi)

Corporate Secretary