

March 29, 2016

Subject Invitation to the 2016 Annual General Meeting of Shareholders

Attention Shareholders

- Attachement 1. A copy of Minutes of the 2015 Annual General Meeting of Shareholders held on April 29, 2015 (For Agenda No.1)
2. 2015 Annual Report (For Agenda No.2 and No.3)
3. Profile of Directors proposed for replacing those who are retired by rotation (For Agenda No.5)
4. Profile of Dr. Veeraphat Phetcharakupt who is proposed for appointment to be new director (For Agenda No.6)
5. Profile of Auditors (For Agenda No.8)
6. Capital Increasing Report Form (F 53-4 form) (For Agenda No.14)
7. The Company's Articles of Association in relation to the Meeting of Shareholders
8. Proxy forms
9. Clarifications concerning documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting
10. Map of the Meeting's Venue
11. Registration Form for the 2016 Annual General Meeting of the Shareholders.

This is to inform you that the Board of Directors of Country Group Holdings Public Company Limited has resolved that the 2016 Annual General Meeting of Shareholders to be held on Friday, April 29, 2016 at 9.30 hours at the Lotus Room, LL floor, Lotus Bangkok Hotel, 1 Soi Sukhumvit 33, Sukhumvit Rd., Klongton Nua, Wattana, Bangkok, to consider the meeting agendas as following;

Agenda 1 To consider and approve the Minutes of 2015 Annual General Meeting of the Shareholders held on April 29, 2015.

Objective and Rationale

The Company held the 2015 Annual General Meeting of Shareholders, on April 29, 2015 and the Minutes of such Meeting were submitted to the Stock Exchange of Thailand ("SET") within 14 days after the Annual General Meeting of Shareholders date and published on Company's website, www.cgholdings.co.th, and submitted to Ministry of Commerce within the required time.

Board of Directors' Opinion:

The Board of Directors deem appropriate to propose to the Shareholders' Meeting to approve the Minutes of the 2015 Annual General Meeting of Shareholders held on April 29, 2015, please refer the minutes of the 2015 Annual General Meeting of Shareholders held on April 29, 2015 to Attachment 1.

Agenda 2 To acknowledge of the Company's performance of the year 2015.

Objective and Rationale

The summary of the Company's performance and major changes during the year of 2015 were appeared in the 2015 Annual Report.

Board of Directors' Opinion:

The Board of Directors deem appropriate to propose to the Shareholders' Meeting to acknowledge the Company's performances and operating results of which is appeared in the 2015 Annual Report, please refer to Attachment 2.

Voting:

As this agenda is for shareholders' acknowledgement; therefore, a vote is not required.

Agenda 3 To consider and approve the audited Financial Statements of the year end as of December 31, 2015, which was approved by Auditor.

Objective and Rationale

In accordance with Public Limited Companies Act B.E. 2535, section 112 the Company has prepared financial statements for the year ended December 31, 2015 which have been already audited and certified by the auditors, thus, it is proposed to the Shareholders' Meeting.

Audit Committees' Opinion:

The Audit Committee has reviewed the Company's financial statements for the year ended 31 December 2015 as appeared on the Annual Report 2015, please refer to Attachment 2, Financial Statements and Notes to Financial Statements, which have been already audited and certified by Mr. Chavala Tienpasertkij, a certified public accountant registration No. 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited., and it is recommended to propose the audited Company's financial statements for the year ended December 31, 2015 to the Shareholders' Meeting for approval.

Board of Directors' Opinion:

The Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve of financial statements for the year ended December 31, 2015 which have been already audited and certified by the auditor and verified from the Audit Committee as the summary followings;

	<u>Consolidated FS</u>	<u>Separate FS</u>
	<u>2015</u>	<u>2015</u>
Total Asset	6,928,881,448	6,441,429,793
Total Liability	1,089,458,512	12,079,039
Total Equity	5,839,422,936	6,429,350,754
Total Revenue	1,167,490,690	704,066,302
Net Profit	60,718,613	661,162,623
Earning per share (Baht/Share)	0.0166	0.1825

Voting:

To approve this matter, a resolution must be passed by a majority of the shareholders, who present and entitled to vote.

Agenda 4 To consider and approve of the allocation of the profit for the Legal Reserve Fund and the dividend payment for the year 2015.

Objective and Rationale

Subject to the Company's performance, earning the net profit of Baht 661,162,623 or earning per share of Baht 0.1825, according to the Public Limited Companies Act B.E. 2535, section 116 and Companys' Article of Association clause 61 stipulated that the Company shall allocate the Legal Reserve Fund not less than five percent of its annual net profit less the accumulated losses brought forward and then allocate the remaining profit to be paid as dividend, and the Company's Dividend Payment Policy stated that "Under the normal business' conditions, the Board of Directors shall propose the Shareholders' Meeting to consider to pay annual dividend to shareholder not less than 60 percent of net profit after corporate taxation", and in accordance with the Public Limited Companies Act B.E. 2535, section 115 and the Companys' Article of Association clause 59 the dividend payment shall be approved by Shareholders.

The Board of Directors deem appropriate to propose to the Shareholders' Meeting to approve allocation of the profit for the Legal Reserve Fund and allocate the remaing for dividend payment, as the details follows;

Details of Dividend Payment	2015	2014
1. Net Profit (Baht)	661,162,623	(901,552)
2. Allocation for the Legal Reserve Fund (Baht)	33,058,131	-
3. Dividend Payment Per Share (Baht)	0.046	2014, No Dividend payment.
4. Total Dividend Payment (Baht)	199,491,341	
5. Dividend Payout Ratio	30.17%	

Specifying the name list of Shareholders who are eligible to receive dividend on March 31, 2016 and closing the registration book, according to Section 225 of the Securities and Stock Exchange Act, on April 1, 2016, in which dividend will be paid on Wednesday, May 25, 2016.

In this regards, the Company shall pay dividend from the net profit of the performance of the year 2015, representing a percentage of 30.17 of net profit after corporate taxation in 2015, which is lower than the dividend policy of the Company, due to the Company having necessity to reserve working capital for the liquidity in order to invest in the potential project and to support the expansion of the existing Company's business and in the future.

Board of Directors' Opinion:

The Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve of the allocation of the Legal Reserve Fund in the amount of Baht 33,058,131 and dividend payment in the amount of Baht 0.046 per share.

Voting:

A resolution must be approved by a majority vote of the total number of the shareholders, who present and entitled to vote.

Agenda 5 To consider and approve the Directors proposed for replacing those who are retired by rotation.

Objective and Rationale

According to the Public Limited Companies Act B.E. 2535, section 71 and the Companys' Article of Association clause 21, in the 2016 Annual General Meeting, there are 3 retired directors as follows;

- | | |
|--------------------------------------|--|
| 1) Mr. Surabhon Kwunchaithunya | Director (Authorized Director) |
| 2) Pol. Lt. Gen Werapong Chuenpagdee | Independent Director (Non-Authorized Director) |
| 3) Mr. Dej Namsirikul | Independent Director (Non-Authorized Director) |

The Nomination and Remuneration Committees' Opinion:

According to the Companys' Article of Association clause 21 stipulated that one-third of the directors shall be retired and this year is the second years after the registration of the Company, the retired directors shall be selected by drawing lots. The Nomination and Remuneration Committees' Opinion arranged the drawing lots and the retired directors are Mr. Surabhon Kwunchaithunya, Pol. Lt. Gen Werapong Chuenpagdee and Mr. Dej Namsirikul. The Committee has considered that 3 of them are qualified and not prohibited as defined by the Company's Article of Association or relevant law. In addition, they have performed in the previous year and attended the Board of Directors' Meeting regularly, thus, the Committee has recommended to propose them to re-appoint for another term.

Board of Directors' Opinion:

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve of the re-appointment the 3 retried directors, the Profile of the directors, age, percentage of the Companys'

share holding, Education background, experience, and the amount of time attending the meeting are appeared in profile of the retiring directors, please refer to Attachment 3

Voting:

A resolution must be approved by a majority of the total number of votes of the shareholders, who present and entitled to vote.

Agenda 6 To consider and approve of the increasing number of the Board of Directors and the appointment of new director.

Objective and Rationale

In order to reserve for the expansion of the Companys' Business, it is recommended to propose to the Shareholder's Meeting to increase the number of the Board of Directors from 9 members to be 10 members by appointment the new director, Dr. Veeraphat Phetcharakupt.

The Nomination and Remuneration Committees' Opinion:

The Nomination and Remuneration Committees has considered that the Company has to prepare for the expansion of the Company's business, it is recommended to propose the Sharehodlers' Meeting to consider the approval of increasing the number of the Boards Directors from 9 members to be 10 members.

By appointment the new director, Dr. Veeraphat Phetcharakupt is qualified to be Director and not prohibited as stitulated by the Public Limited Companies Act B.E. 2535, section 68 and the Companys' Article of Association clause 18. In addition, Dr. Veeraphat Phetcharakupt has the finance and investment education background and experience in serveral Financial Institutions.

Board of Directors' Opinion:

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve of increasing the number of the Board of Directors and appoint Dr. Veeraphat Phetcharakupt to be new Director, for his Profile, please refer to Attachment 4.

Voting:

A resolution must be approved by a vote majority of the total number of the shareholders, who present and entitled to vote.

Agenda 7 To consider and approve of the remuneration of director and sub-committe.

Objective and Rationale

According to the Public Limited Companies Act B.E. 2535, section 90 and the Companys' Article of Association clause 28 stipuated that directors are entitled to receive the remuneration as considered by Shareholders' Meeting. Directors are entiled to receive remuneration, attendant fee, transportation fee, welfare and other allowances, including entertainment and any expenses related to the Companys' Working Rules, it is recommended to propose to the Shareholders' meeting to consider the approval.

The Nomination and Remuneration Committees' Opinion:

The Nomination and Remuneration Committee has considered that on 2016, the Company plans to expend its business and investment into the new potential businesses. Hence, the Company will have the business transactions much more than the previous year and consequent to such a director shall be have more responsible.

In addition, the Remuneration rate is consistant with other listed companies in the similar industry, it is recommended to propose the Shareholders' meeting to consider the approval of the Remuneration rate of the year 2016 as follows:

1. The Remuneration of Director and sub-committee.

Position	AGM resolution 2014 (Baht/Month)	AGM resolution 2015 (Baht/Month)	Proposal for AGM resolution 2016 (Baht/Month)
Chairperson	100,000	100,000	100,000
Vice Chairperson	50,000	50,000	55,000
Director	35,000	35,000	40,000
Chairperson of Audit Committee	30,000	30,000	30,000
Member of Audit Committee	20,000	20,000	20,000
Other sub-committees			
- Chairperson	30,000	30,000	30,000
- Committee	20,000	20,000	20,000

The condition of the payment of remuneration shall be followings:

1) To pay the Remuneration of the Board of Directors, the Audit Committee and other Sub-Committees, will be paid only for the members who attend the meeting at the lump sum rate per month.

2) Employees who entitle to be Director will be received the Remuneration at the same rate of the other Directors. For the other employees who are the member of sub-committees will not be received the Remuneration.

3) It will effective since May 2016 onwards, when the Shareholders' Meeting approved.

2. The criterias of the Director's Bonus payment are as follows:

1) The Director's Bonus payment will not exceeding 4 times of the monthly Remuneration.
The Chairman of Sub-Committees such as Audit Committee, Investment Committee, Nomination and

Remuneration Committee, Risk Management Committee and Good Corporate Governance Committee, will be paid more 1 time of bonus.

- 2) The criterias of the bonus payment as per the percentage of attendance are as follows:
 - a) To attend the meeting more than 75%, will be paid 100% of bonus.
 - b) To attend the meeting equal or less than 75%, will be paid 50% of bonus.
 - c) Directors who are qualified for bonus, shall perform its duty as Director for a whole year of 2016 (January 1 – December 31, 2016)

Board of Directors' Opinion:

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve the Remuneration of Director, Audit Committee, Chairman and Committee of Sub-Committee which are Investment Committee, Nomination and Remuneration Committee, Good Corporate Governance Committee and Risk Management Committee as recommended by Nomination and Remuneration Committee. It will effective from May 2016 onwards,

Voting:

A resolution must be approved by not less than two-thirds of the total number of votes of the shareholders who present and entitled to vote.

Agenda 8 To consider and approve of the appointment of Auditor and determination the auditing fee for the year 2016.

Objective and Rationale

According to the Public Limited Companies Act B.E. 2535, section 120 and the Company's Article of Association clause 55 stipuated that the Annual General Meeting of Shareholders of each year, there shall be an appointment of an auditor and the determination of an auditing fee. As the recommendation of Audit Committee, the Board of Directors have considered to propose the Shareholders' Meeting to consider the appointment of the auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's auditors of the Year 2016 as per the following names:

- | | |
|-----------------------------------|------------------------|
| 1. Mr. Chavala Theinprasertkit | CPA Number 4301 and/or |
| 2. Mr. Permsak Wongpatcharapakorn | CPA Number 3427 and/or |
| 3. Mr. Niti Jungnitnirundr | CPA Number 3809 and/or |
| 4. Ms. Nisakorn Songmanee | CPA Number 5035 |

In addition, the Profile of the proposed auditors, please refer to [Attachment 5](#)

The Auditing Fee of 2016 will be Baht 1,000,000 that is the same rate as 2015.

The Audit Committees' Opinion:

The Audit Committees have considered that the mentioned auditor do not have any related or conflict of interest with the Company, Management, Major shareholders or their related person. In addition, the Auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. have audited skill and perform their duties for prevuios year and the Auditing fee is appropriate rate.

Board of Directors' Opinion

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve to appoint the auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd to be the Companys' Auditor for 2016 as the above mentioned details, the Auditing Fee will be Baht 1,000,000. The Details for consideration are follows:

Details for Consideration	2015	2016
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Auditing Fee (Baht)	1,000,000	1,000,000
Non Auditing Fee (Baht)	-	-
Auditors' name / Year of Auditor Service	Mr. Chavala Theinprasertkit / Second year	Mr. Chavala Theinprasertkit / Third year

Voting:

A resolution must be approved by a vote majority of the total number of the shareholders, who present and entitled to vote.

Agenda 9 To consider and approve the cancellation the warrants to purchase the Company's ordinary shares to Director, Executives, employees and/or the advisors of the Company and its Subsidiaries (CGH-ESOP 1).

Objective and Rationale

According to the 2015 Annual General Meeting held on April 29, 2015, has approved the project CGH-ESOP 1 and the issuance of warrants to purchase the Company's ordinary shares in order to be allocated to Directors, Excutives, employees and / or advisors of the Company and its Subsidiaries. Due to the current economic downturn and more intense competition in the securities business, including the continuing reduction of commission fee on securities trading that impacts the growth of the Companys' Performance and in accordance with the Financial Reporting Standards No. 2 for payment by share-based, it requires the Company to recognize expenses which quite high as a result and impacts directly on earnings of the Company and Shareholders.

Board of Directors' Opinion:

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider the cancellation to CGH-ESOP 1 and the issuance of warrants to purchase ordinary shares of the Company for allotment to Directors, Executives, employees and / or advisors of the Company and its Subsidiaries. Therefore, the Company will consider to provide appropriated incentives to work and a sense of ownership to Directors, Executives and employees of the Company and / or its Subsidiaries to retain key person.

Voting:

The cancellation of the Warrants must be approved by not less than three-fourths of the total number of votes of the shareholders who present and entitled to vote and must not be opposed by shareholders with an aggregate number of shares exceeding ten (10) percent of all eligible votes.

Agenda 10 To consider and approve the decrease of the Company's registered capital from the existing registered capital of Baht 7,015,571,370 to Baht 5,553,543,822 by eliminating the unsubscribed ordinary shares in total of 1,462,027,548 shares with the par value of Baht 1.

Objective and Rationale

Due to the Company plans to increase the capital as details will be proposed in Agenda 14, according to the Public Limited Companies Act B.E. 2535, section 136 stipulated that the Company shall increase its capital by issuance the new shares when all shares have been sold and fully paid-up or, in the case where shares have not fully been sold, the remaining shares must be ones issued in accommodation of convertible debentures or share warrants and the issuance has been approved by a resolution of a meeting of shareholders with the votes of not less than three-fourths of the total number of votes of the shareholders who present and entitled to vote.

Therefore, in order to comply with the law, the Company has to decrease the registered capital of the Company in total of Baht 1,462,027,548 from the total of Baht 7,015,571,370 to the Baht 5,553,543,822 by eliminating the unsubscribed ordinary shares of 1,462,027,548 shares with the par value of Baht 1. The details are as follows:

- | | |
|---|--------------------|
| (1) Unsubscribed ordinary shares from the cancellation of CGH-ESOP 1 | 600,000,000 Shares |
| (2) The remaining ordinary shares from the allocation of newly issued
ordinary share to the existing shareholder proportionate to their
shareholding (Right Offering) | 795,689,964 Shares |
| (3) The remaining ordinary shares from the allocation to issue
in accommodation of the right to exercise the warrant of Company
(CGH-W2) | 66,337,584 Shares |

Furthermore, there are the unsubscribed shares in the total of 1,216,775,544 shares that issued in accommodation of the warrants; for CGH-W1, in the total of 855,408,275 shares and; for CGH-W2, in the total of 361,367,269 shares.

Board of Directors' Opinion:

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve to decrease the registered capital of the Company from the total of Baht 7,015,571,370 to Baht 5,553,543,822 by eliminating the unsubscribed ordinary shares in total of 1,462,027,548 shares with the par value of Baht 1.

Voting;

A resolution must be approved by not less than three-fourths of the total number of votes of the shareholders who present and entitled to vote.

Agenda 11 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the decrease of registered capital.

Objective and Rationale

In order to be consistent with the decrease of the Company's registered capital, from the existing registered capital of Baht 7,015,571,370 to Baht 5,553,543,822 by eliminating the unsubscribed ordinary shares of 1,462,027,548 shares with the par value of Baht 1, as details in Agenda 10, it is recommended to propose to the Shareholders' Meeting to consider the approval to amendment Clause 4 of the Company's Memorandum of Association as follows:

"Clause 4. The registered capital is 5,553,543,822 Baht		(Five Billion, Five Hundred and Fifty-three Million, Five Hundred and Forty-Three Thousand, Eight Hundred and Twenty-Two Baht)
Divided into	5,553,543,822 Shares	(Five Billion, Five Hundred and Fifty-three Million, Five Hundred and Forty-Three Thousand, Eight Hundred and Twenty-Two Shares)
At a par value of 1 Baht (One Baht)		
Classified into		
Ordinary shares	5,553,543,822 Shares	(Five Billion, Five Hundred and Fifty-three Million, Five Hundred and Forty-Three Thousand, Eight Hundred and Twenty-Two Shares)
Preferred Shares	- Shares	(-)"

Board of Directors' Opinion:

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider the approval to amend Clause 4 of the Company's Memorandum of Association as mentioned above, in order to be consistent with the decreasing of the Company's registered capital.

In addition, it is proposed that the authorized person by the Board of 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.

Voting:

A resolution must be approved by the votes not less than three-quarters of all the votes cast by shareholders attending the meeting and having the right to vote.

Agenda 12 To consider and approve for issuing and offering the newly ordinary share in total of 92,384,094 shares, with the par value of Baht 1, in order to issue in accommodation to exercise of the warrant to purchase the ordinary share of the Company (CGH-W1).

Objective and Rationale

Subject to the Company issued the warrant to purchase the ordinary share of the Company no. 1 (CGH-W1) by allocation to the existing shareholders in the total of 855,408,275 units by issued the ordinary shares in accommodation of the warrant of 855,408,275 shares, the exercise rights of Baht 1.80 per share and the ratio is 1 unit of warrant to purchase to 1 ordinary share.

On May 7, 2015, the Company had adjusted the exercised price and ratio of CGH-W1 from Baht 1.80 per share and ratio of 1 unit of warrant to purchase 1 ordinary share to exercise price of Baht 1.624 per share and ratio of 1 unit of warrant to purchase 1.108 ordinary share, due to the Company issued the newly ordinary share offering to the existing shareholders in the price of Baht 1.30 per share that was lower than 90% of market price (weighted average price per ordinary share in seven consecutive working days prior to the date that SET posted XR sign of 1.616 baht per share.)

Therefore, in accommodation the adjustment of the right, it is recommended to propose to the Shareholders' Meeting to consider the approval to issue and offer the newly ordinary share in total of 92,384,094 shares, with the par value of Baht 1 in accommodation to exercise the warrant to purchase the ordinary shares of the Company No. 1 (CGH-W1).

Board of Directors' Opinion:

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider the approval to issue and offer the newly ordinary share in total of 92,384,094 shares, with the par value of Baht 1, in accommodation of exercise the warrant to purchase the ordinary shares of the Company No. 1 (CGH-W1).

Voting:

A resolution must be approved by not less than three-fourths of the total number of votes of the shareholders who present and entitled to vote.

Agenda 13 To consider and approve the issuing and offering the newly issued ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value Baht 1 by issuing and offering the ordinary share for Private Placement.

Objective and Rationale

To increase more funding channel to support the expansion of investment in vary fields, the strengthen liquidity, and the fast funding in order to preparing the capital for potential investment projects, The Company is recommended to propose to the Shareholders' Meeting to consider and approve the issuing and offering the newly ordinary share under the General Mandate in amount of 430,000,000 shares with the par value Baht 1 by issuing and offering the ordinary share for Private Placement by offering to Institution Investors and / or Private Placement, which amounted not more than fifty people in a period of twelve months, and not be a related

party. The number of such shares, representing 9.92 percent of the paid up shares of the Company (as the paid up shares of the Company equal to the total number of 4,336,768,278 shares.)

The offering price of the issued shares shall not be less than 90% of the market price, which is calculated, by a weighted average price of the Company's shares trading on the SET, dating back at least seven consecutive working days, but not more than fifteen consecutive working days before each offering price date. It must be conducted within the next Annual General Meeting of Shareholders date or within the next date that the law requires to hold the Shareholders' Meeting (whichever is earlier), which will offer the newly ordinary share in one or several times, depending on the appropriateness of the market and the best benefit of the Company.

The effect on the Shareholders from the offering the newly ordinary share under the assumption that the Company is able to offer the newly share in a whole amount of 430,000,000 shares at a price of Baht 1.67 per share, which is the offering discount of 10% from the average weighted price of share at the market price in SET dating back to fifteen consecutive working days, from February 24, 2016 to March 15, 2016 at Baht 1.85 per share) impact are the following:

1. The price dilution will be calculated according to the following formula:

$$\begin{aligned} \text{Price Dilution} &= \frac{(\text{Existing Share Price before Offering} - \text{Existing Share Price after Offering})}{\text{Existing Share Price before Offering}} \\ &= \frac{(1.85 - 1.83)}{1.85} = 1.08\% \end{aligned}$$

In which

Existing Share Price before Offering	=	1.85	Baht per share
Number of Paid-up Shares	=	4,336,768,278	Shares
Offering Price	=	1.67	Baht per share
Number of New Shares Issued	=	430,000,000	Shares
Existing Share Price after Offering			

$$\begin{aligned} &= \frac{(\text{Existing Share Price} * \text{Number of Paid-up Shares}) + (\text{Offering Price} * \text{Newly Shares Issued})}{\text{Number of Paid-up Shares} + \text{Newly Shares Issued}} \\ &= \frac{(1.85 * 4,336,768,278) + (1.67 * 430,000,000)}{(4,336,768,278 + 430,000,000)} \end{aligned}$$

= 1.83 Baht per share.

2. Control Dilution will be calculated according to the following formula:

$$\begin{aligned} \text{Control Dilution} &= \frac{(\text{Offering Shares})}{(\text{Number of Paid Up Shares} + \text{Number of Offering Shares})} \\ &= \frac{(430,000,000)}{(4,366,768,278 + 430,000,000)} \\ &= 9.02\% \end{aligned}$$

Board of Directors' Opinion

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve to issue and offer the newly ordinary share under the General Mandate in amount of 430,000,000 shares with the par value Baht 1 by issuing and offering the ordinary share for Private Placement. In this regards, Board of Directors shall determine the purpose, offering price and conditions in order to the best benefit of the Company regarding to the right and fair treatment of the shareholders. To authorize the Board of Director or its authorized person, empower to perform as follows:

1. The criterias of issuing and offering of newly shares for Private Placement.

1.1 Rationale and necessity to increase capital or allotment of new shares for Private Placement.

The purpose of the increasing capital is the Company plans to invest in potential businesses to seek the chance to generate more returns. It is necessary to increase the capital in order to support mentioned expansion investment, as well as the strengthen liquidity for working capital in the business.

In case of the issuing and offering of newly ordinary share to the public, there are processes, consuming time and spending expenses higher than offering share under General Mandate for Private Placement There is also risk of the existing shareholders and / or the general public may not purchase the newly share of the Company in fully funding amount.

1.2 Rationale of Increasing capital

Offering the newly share under the General Mandate for Private Placement are appropriate and consistent with our operation that focusing for the readiness of capital to invest in the potential projects. It is more flexible and promptly for funding as well as sufficient working captial for investment. The Company is able to access the capital directly to reach the Company's investment plan.

1.3 Effect that may be incurred against the Company's Performance.

The increasing capital will provide the Company strengthen financial and there is fund appropriated to expand the investment within time and plan. If the Company is able to expand the business with the expected returns, the Company will has the good performance and continuing growth which directly to our net profit and Shareholders' benefit by dividend payment as stipulated in the Policy.

2. Details of offering the ordinary share under the General Mandate for the Private Placement.

2.1 Criterias of Investor

The Company plans to allot the newly share to Private Placement by offering to Institution Investors and / or Private Placement, which amounted not more than fifty people within a period of twelve months, who are not a related party, potential for funding and valuable for the Company and Shareholders.

2.2 Price and offering

The offering price of the newly share shall not be less than 90% of the market price and be calculated by a weighted of average price of the Company's shares trading on the SET, dating back at least

seven consecutive working days, but not more than fifteen consecutive working days before the offering price date each time.

The offering of the newly ordinary share shall be in one or several times. It must conduct within the next Annual General Meeting of Shareholders date or within the date that the law requires to hold the next Shareholders' Meeting (whichever is earlier), depending on the appropriateness of the market and the best benefit of the Company.

In this regards, it is proposed the Shareholders' Meeting to authorize the Board of Directors and/or the authorized person who appointing by Board of Directors empower to perform as follows:

a. To consider to define the condition and details related to the offering share such as person who will be allotment, offering price, number of issuing and offering ordinary shares such as time, subscription period and payment process. In this regards, Board of Directors shall determine the purpose, offering price and conditions for the best benefit of the Company regarding to the right and fair treatment of the Shareholders.

b. To consider and execute on any related documentation and authorised to conduct the necessary and appropriated relevant to the offering the newly share, including to provide information and submitting the evidence to The Securities and Exchange Commission ("SEC"), SET, Thai Securities Deposit Co.,Ltd. ("TSD"), Ministry of Commerce ("MOC") or related agencies, throughout listing the newly ordinary shares to be securities in SET.

Voting:

A resolution must be approved by not less than three-fourths of the total number of votes of the shareholders who present and entitled to vote.

Agenda 14 To consider and approve the increase of the Company's registered capital from the existing registered capital of Baht 5,553,543,822 to Baht 6,075,927,916 by issuing 522,384,094 newly issued ordinary shares with a par value of Baht 1 per share.

Objective and Rationale

In accommodation of the exercise of the warrant to purchase the ordinary share of the Company no. 1 (CGH-W1) in total of 92,384,094 shares with the par value Baht 1 and in accommodation of the issuing and offering the newly ordinary share under the General Mandate in total of 430,000,000 shares with the par value Baht 1, by issuing and offering the newly share to Private Placement by offering to Institution Investors and / or Private Placement, which amounted not more than fifty people within a period of twelve months, who are not the related party. The Company requires to increase the registered capital, it is recommended to propose to the Shareholders' Meeting to consider and approve the increasing registered capital from the total of Baht 5,553,543,822 to the total of Baht 6,075,927,916 by issuing the ordinary share in total of 1,462,027,548 shares with the par value of Baht 1.

Board of Directors' Opinion'

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve to increasing registered capital of the Company from the total of Baht 5,553,543,822 to the total of Baht 6,075,927,916 by issuing ordinary share in total of 522,384,094 shares with the par value of Baht 1 with the Increasing Capital Report form (F53-4), please refer to Attachment 6

Voting:

A resolution must be approved by not less than three-fourths of the total number of votes of the shareholders who present and entitled to vote.

Agenda 15 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the increase of registered capital.

Objective and Rationale

In order to be consistent with the increasing of the Company's registered capital, from the existing registered capital in total of Baht 5,553,543,822 to Baht 6,075,927,916 by issuing the ordinary shares in total of 522,384,094 shares with the par value of Baht 1, as detail mentioned in Agenda 14, it is recommended to propose to Shareholders' Meeting to consider and approve to amend Clause 4 of the Company's Memorandum of Association as follows:

"Clause 4. The registered capital is 6,075,927,916 Baht	(Six Billion, Seventy-Five Million, Nine Hundred and Twenty-Seven Thousand, Nine Hundred and Sixteen Baht)
Divided into 6,075,927,916 Shares	(Six Billion, Seventy-Five Million, Nine Hundred and Twenty-Seven Thousand, Nine Hundred and Sixteen Shares)
At a par value of 1 Baht (One Baht)	
Classified into	
Ordinary shares 6,075,927,916 Shares	(Six Billion, Seventy-Five Million, Nine Hundred and Twenty-Seven Thousand, Nine Hundred and Sixteen Shares)
Preferred Shares - Shares	(-)"

Board of Directors' Opinion:

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve to amend Clause 4 of the Company's Memorandum of Association as the mentioned above in order to be consistent with the increasing of the Company's registered capital.

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

Voting:

A resolution must be approved by not less than three-fourths of the total number of votes of the shareholders who present and entitled to vote.

Agenda 16 To consider and approve for allotment the newly issued ordinary shares of the Company in amount of 92,384,094 shares with the par value Baht 1 in accommodation of the exercise right of warrant to purchase the ordinary share of the Company no. 1 (CGH-W1).

Objective and Rationale

In order to be consistent with the objective of increasing registered capital in total of 522,384,094 shares with the par value of Baht 1, in accommodation of the exercise right of warrant to purchase the ordinary share of the Company no. 1 (CGH-W1) in total of 92,384,094 shares with the par value of Baht 1 and in accommodation of issuing and offering the newly share under the General Mandate in total of 430,000,000 shares with the par value Baht 1 by issuing and offering to Private Placement by offering to Institution Investors and / or Private Placement, which amounted not more than fifty people within a period of twelve months, and not be the related party as proposed to the Shareholders' Meeting in Agenda 14 above. It is proposed to the Shareholders' Meeting to consider and approve the allotment of the newly ordinary share in total of 92,384,094 shares in accommodation of the exercise right of warrant to purchase the ordinary share of the Company no. 1 (CGH-W1), due to the Company had adjusted the exercised right from Baht 1.80 per share and ratio of 1 unit of warrant to purchase 1 ordinary share to exercise rights of Baht 1.624 per share and ratio of 1 unit of warrant to purchase 1.108 ordinary share. Therefore, the combination of the shares in accommodation of the exercise right of warrant to purchase the ordinary share of the Company no. 1 (CGH-W1), in total of 855,408,275 shares and the issued shares, in accommodation of CGH-W1 will be 947,792,369 shares.

Board of Directors' Opinion:

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve for the allotment of the newly issued ordinary share of the Company in total of 92,384,094 shares with the par value Baht 1 in accommodation of the exercise right of warrant to purchase the ordinary share of the Company no. 1 (CGH-W1).

Voting:

A resolution must be approved by not less than three-fourths of the total number of votes of the shareholders who present and entitled to vote.

Agenda 17 To consider and approve for the allotment of the newly issued ordinary share of the Company under General Mandate, in the amount of 430,000,000 shares with the par value Baht 1 in accommodation of the ordinary share for Private Placement.

Objective and Rationale

In case of the Company has considered the increasing capital in total of 522,384,094 shares with the par value of Baht 1, in accommodation of the exercise right of CGH-W1 in total of 92,384,094 shares with the

par value of Baht 1 and in accommodation of the newly ordinary share for Private Placement in total of 430,000,000 Shares by offering to the Institution Investors and/or Private Placement which amounted to not more than fifty people within a period of twelve months and not be the related party.

In order to consistent with objective to increasing capital, it is recommended to propose the Shareholders' Meeting to consider and approve of the allotment of the newly ordinary share in the total of 430,000,000 shares with the par value of Baht 1 and in accommodation of issuing and offering the newly ordinary share to Private Placement by offering to the Institution Investors and/or Private Placement which amounted to not more than fifty people within a period of twelve months and not be the related party. The offering price of the newly shares shall not be less than 90% of the market price and be calculated the offering price by a weighted average price of the Company's shares trading on the SET, dating back at least seven consecutive working days, but no more than fifteen consecutive working days before the offering price date each time. It must conduct within the next Annual General Meeting of Shareholders date or within the date that the law requires to hold the next Annual General Meeting of Shareholders (whichever is earlier), which such offering the newly ordinary share may offer in one or several times depending on the appropriateness of the market and the best of the Company.

Board of Directors' Opinion:

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve to the issuing and offering the newly issued ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value Baht 1 in accommodation of the issuing and offering the newly ordinary share to Private Placement. In this regards, Board of Directors shall determine the purpose, offering price and conditions for the best benefit of the Company regarding to the right and fair treatment of the Shareholders. To authorize the Board of Director or its authorized person, empower to perform as follows:

1. To consider the allotment the newly ordinary share for Private Placement by offering to Institution Investor and/or Private Placement which amounted to not more than fifty people in a period of twelve months and not be the related party, potential for investment, and valuable for the Company and Shareholders.

2. The offering price of the shares shall not be less than 90% of the market price and be calculated the price of the offering by a weighted average price of the Company's shares trading on SET, dating back at least seven consecutive working days, but no more than fifteen consecutive working days before each offering price date.

3. To consider the offering the newly ordinary share by offering in one or several times, it must conduct within the next Annual General Meeting of Shareholders date or within the date that the law requires to hold the next Annual General Meeting of Shareholders (whichever is earlier), depending on the appropriateness of the market and the best of the Company

4. To consider to define the conditions and details related to the offering share such as offering price, person who will be allotment, number of issuing and offering ordinary shares such as time, subscription period and payment process. In this regards, Board of Directors shall determine the purpose, offering price and conditions for the best benefit of the Company regarding to the right and fair treatment of the Shareholders.

5. To consider and execute on any related documentation and empower to conduct the necessary and appropriated relevant to the offering the newly share, including to providing information and submitting the evidence to SEC, SET, TSD, MOC or related agencies, throughout listing the newly ordinary shares to be securities in SET.

Voting:

A resolution must be approved by not less than three-fourths of the total number of votes of the shareholders who present and entitled to vote.

Agend 18 To consider and approve to the issuing and offering of the debt securities.

Objective and Rationale

In order to support the expansion plan in the potential business and seeking the chance to generate higher returns, the Company requires to prepare a source of fund for support growing plan, it is recommended to propose the Shareholders' meeting to consider and approve of issuing and offering the debt securities in the amount not exceeding than Baht 2,000,000,000 or the equivalent to this amount in other currencies as a funding channels, the details are follows:

- Type : All types and all kinds of bonds (with or without collateral), depending on the appropriateness of the market conditions at the time that each bond is issued and offered
- Total value : Not exceeding Baht 2,000,000,000 or in an equivalent amount in another currency.
- Term : Not over 5 years since the date of each issuance
- Offering : To offer for domestic and/or nationwide, though a public offering and/or Institutional Investor and/or private placement offering, at the same time or at a different time.
- Call Redemption : The debenture-holder and the Company may or may not have the right to redeem their bonds before their maturity date, depending on the terms and conditions of each issuance of bonds.

Board of Directors' Opinion

Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve to issue and offer the debt securities in the amount not exceeding than Baht 2,000,000,000 as proposed conditions. The Board of Director empower to processes as follows:

- 1) To define the details and other conditions related to the issuing and offering the debt securities such as interest rate, type of debt securities, number of debt securities for issuing and offering such time, type of collector, offering price per unit, term, redemption period, payment process of the principal and interest, allotment process and details of offering.
- 2) To deal with, negotiate, and execute the agreements, documentation and application for filing the debt securities, including submitting the documentation or delay application to the government agencies or agencies relating to the issuing and offering the debt securities including listed in Secondary Market both domestic and international.

Voting:

A resolution must be approved by not less than three-fourths of the total number of votes of the Shareholders who present and entitled to vote.

Agenda 19: Other matters (if any)

Board of Director specifying the name list of shareholders who are eligible to attend and vote the Shareholders' Meeting (Record date) on March 31, 2016 and closing the registration book on April 1, 2016

In the event that you are unable to attend the Meeting and wish to appoint another sui juris person to attend the Meeting and cast the votes on your behalf, please fill in your details and affix your signature in either Proxy Form A or B, please refer Attachment 8. In the event that the shareholders are foreign investors who have appointed a custodian in Thailand as a deposit agent of the shares, such shareholders can download Proxy Form C from the Company's website at www.cgholdings.co.th. In this regard, the Company require your cooperation to send the Proxy Form, the copy of identifying card and related documents to attend and vote at the Meeting to the Company within Thursday, April 28, 2015, please refer to Attachment 9

Company Secretary Office

Country Group Holdings Public Company Limited

132, Level 9 Sindhorn Tower 1, Wireless Road, Lumpini

Pathumwan, Bangkok 10330

Tel. 0 2256 7999 ext. 1707-1709

Fax 0 2256 7888

Email address: CompanySec@cgholdings.co.th

If the Shareholder desires to appoint an Independent Director of the Company to act as your proxy in the Meeting, the Company hereby informs you that the Company has Independent Directors who have no relationships with any executives or major shareholders of the Company, and have no parts in the management, not being a professional service provider, and have no business relationships with the Company, as follows:


1. **Mr. Nipon Wisityuthasart**, Independent Director and Chairman of the Audit Committee, aged 76, residing at No. 307/khor, Moo 2, Pa Moke Subdistrict, Pa Moke District, Ang Thong Province; the Independent Director has interest in **Agenda 9** (to be allocated warrants under CGH-ESOP 1 in the amount of 10,000,000 units) and/or;
2. **Pol. Lt. Gen. Werapong Chuenpagdee**, Independent Director and Audit Committee Member, aged 57, residing at No. 412, Moo, Khlong Song Ton Nun Subdistrict, Lad Kra Bang District, Bangkok; the Independent Director has interest in **Agenda 9** (to be allocated warrants under CGH-ESOP 1 in the amount of 10,000,000 units) and **Agenda 5** (to be proposed for re-appointment to be director for another term) and/or;
3. **Mr. Pitinun Matitanaviroon**, Independent Director and Audit Committee Member, aged 36, residing at No. 17 Soi Prasadsuk, Chongnonsee Subdistrict, Yannawa District, Bangkok. the

Independent Director has interest in **Agenda 9** (to be allocated warrants under CGH-ESOP 1 in the amount of 1,000,000 units).

In this regard, with respect to the appointment of an Independent Director, please provide the names and details of at least two independent directors that will be able to act as a proxy and attend the meeting to vote on your behalf if another Director is are unable to attend.

You are cordially invited to attend the 2016 Annual General Meeting of Shareholders on Friday, April 29 2016, at 9.30 hours., at Lotus Room, LL Floor, Lotus Hotel, No. 1, Soi Sukhumvit 33, Sukhumvit Road, Khlongton Nuea Subdistrict, Wattana District, Bangkok, please refer to the map of the meeting venue [Attachment 10](#). The shareholders and proxies may register for the meeting and submit their documentation or evidence for verification at the meeting venue from 8.30 hours, onward, on the date of the Meeting. For the convenience of register, please bring Registration Form for the Annual General Meeting of the Shareholder 2016, please refer to [Attachment 11](#).

Sincerely yours,



(Mr. Sadawut Taechaubol)

Chairperson

[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)
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:

- 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. Permsak Wongpatcharapakorn | C.P.A. Registration No. 3427 and/or |
| 3. Mr. Niti Jungnitnirundr | C.P.A. Registration No. 3809 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 requite 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 entitles 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.Chavlaith 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

Information on proposed directors to replace those whose term are expired 2016

Name-Surname	Surabhon Kwunchaithunya
Position	Vice Chairman (Authorized)
Date of Birth	April 29, 2494
Age	65 year-old
Holding the Company's share	None
In the position since	<ul style="list-style-type: none"> - Vice Chairman (Appointed on 15/05/14) - Chairman of the Nomination and Remuneration Committee (Appointed on 24/06/14) - Chairman of Risk Management Committee (Appointed on 24/06/14) - Investment Committee (Appointed on 24/06/14)



Important Current Positions

4 Listed Companies

- Vice Chairman, Chairman of the Nomination and Remuneration Committee, Chairman of Risk Management Committee and Investment Committee of Country Group Holdings Public Company Limited
- Director, Executive Director, Chairman of the Nomination and Remuneration Committee and Good Corporate Governance Committee of MFC Asset Management Public Company Limited
- Independent Director and Chairman of the Audit Committee of Tycoons Worldwide Group (Thailand) Public Company Limited
- Chairman of the Audit Committee of Prinsiri Public Company Limited

1 Non-Listed Companies

- Director and Vice Executive Chairman of Country Group Securities Public Company Limited

Education

- Master of Business Administration (MBA) (sponsored by the University's scholarship), University of Washington, USA
- Bachelor of Engineering in Industrial Engineering (sponsored by the University's scholarship), University of Washington, USA
- Bachelor of Engineering in Electrical Engineering, University of Washington, USA

Director Role Training by Thai Institute of Directors Association

- Director Accreditation Program
- Director Certification Program

- Role of the Chairman Program
- Corporate Governance for Capital Market Intermediaries
- Certificate, Capital Market Academy, Leadership Program
- Securitization by Fannie Mae of USA
- Finance and Banking by HSBC (Hong Kong)

Previous Experiences

- Director, Chairman of Risk Management Committee and Member of Discipline Committee
- Director, Thailand Futures Exchange Public Company Limited


The meeting attendance in 2015

- | | | |
|--|-------|-------|
| ● Shareholder's Meeting | 2/2 | times |
| ● Board of Director's Meeting | 15/15 | times |
| ● Board of Investment's Meeting | 10/10 | times |
| ● Board of Nomination and Remuneration Committee | 2/2 | times |

Forbidden Qualification

- None

Information on proposed directors to replace those whose term are expired 2016

Name-Surname	Pol.Lt.Gen.Werapong Chuenpagdee	
Position	Director (Not Authorized)	
Date of birth	March 8, 2501	
Age	57 year-old	
Holding the Company's share	None	
In the position since	Independent Director (Appointed on 22/05/2015) Audit Committee (Appointed on 24/06/2015) Chairman of the Good Corporate Governance (Appointed on 24/06/2015)	

Important Current Position

2 Listed Companies

- Independent Director, Audit Committee and Chairman of the Good Corporate Governance Committee of Country Group Holdings Public Company Limited
- Audit Committee and Compensation Committee of Country Group Development Public Company Limited

2 Non-Listed Companies

- Director of Foo Sin Mining Industry Company Limited
- Deputy Commissioner of Commissioner of provincial police region 4, The Royal Thai Police
- Director of Country Group Securities Public Company Limited

Education

- Master of Public Administration, National Institute of Development Administration (NIDA)
- Master of Public Administration Chulalongkorn University
- Bachelor of Public Administration from the Royal Police Cadet Academy

Director Role Training by Thai Institute of Directors Association

- Director Accreditation Program
- Director Certification Program
- Audit Committee Program
- Financial Statement for Directors
- Role of the Compensation Committee
- Corporate Governance for Capital Market Intermediaries

Previous Experiences

- Legal and Management Advisor, Por Kaew Engineering Company Limited
- Director, Thai Hua Rubber Public Company Limited
- Deputy Commissioner, Commissioner of provincial police region 8

The Meeting attendance in 2015

- Shareholder's Meeting 2/2 times
- Board of Director's Meeting 14/15 times
- Audit Committee 3/4 times

Forbidden Qualification

- None

Information on proposed directors to replace those whose term are expired 2016

Name-Surname	Dej Namsirikul	
Position	Director (Not Authorized)	
Date of birth	November 21, 2495	
Age	80 year-old	
Holding the Company's share	None	
In the position since	Independent Director (Appointed May 22, 2015) Good Corporate Governance Committee (Appointed on June 24, 2015)	

Important Current Position

1 Listed Companies

- Independent Director and Good Corporate Governance Committee, Country Group Holdings Public Company Limited

2 Non-Listed Companines

- Chairman of Union Pattaya Properties Company Limited
- Independent Director, Audit Committee and Vice Chairman of Country Group Securities Public Company Limited
- Chairman of Union Power Properties Company Limited

Education

High School Diploma, Assumption Bangrak

Director Role Training by Thai Institute of Directors Association

Director Accreditation Program

Previous Experiences

Board of Director Advisory of Bangkok Bank Public Company Limited


The Meeting attendance in 2015

- Shareholder's Meeting 2/2 times
- Board of Director's Meeting 15/15 times

Forbidden Qualification

- None

Profile of Dr. Veeraphat Phetcharakupt as proposal to appointment to be new director

Name-Surname	Dr. Veeraphat Phetcharakupt	
Type of Director	Director	
Age	36 year-old	
Nationality	Thai	
Education / Training	<ul style="list-style-type: none"> ● Doctor of Philosophy in Finance, University of Essex, 2008 ● Master of Science in Finance, University of Essex, 2004 ● Bachelor of Business Administration in Banking and Finance, Chulalongkorn University ● Chartered Financial Analyst (CFA Level III) ● Director Accreditation Program, Thai Institute of Director Association 	
Working Experience (5 years backward)	<ul style="list-style-type: none"> ● 2015 – Present Country Group Holdings PCL. Executive Vice President, Investment Department ● 2013 - 2015 MFC Advisory Co., Ltd Acting President / Director ● 2011 – 2013 MFC Asset Management PCL. Vice President of Private Equity Department ● 2009- 2011 Bank of Ayutthaya PCL Investment Banking Department ● 2014 - Present Asian Insulator PCL. Independent Director / Audit Committee 	
Positioning in other company (Present)	None	
Positioning in other businesses that may be incurred conflict of interest against Company or conduct business or being partner in Limited Partnership or Unlimited Partnership / Director in other business that conduct the similar businesses.	None	
Shareholding in Company / Subsidiaries / Affiliates	None	
Relationship or related interest in Company / Subsidiaries / Affiliates / Executives / Major Shareholder or related person.	None	

Profile of Auditors

Name-Surname	Chavala Tienpasertkij
Age (years)	47
Education	<ul style="list-style-type: none"> ● Master of Management, Mahidol University ● Master of Accountancy, Chulalongkorn University ● Bachelor of Accountancy (Honors), Bangkok University
Certified Public Accountant (Thailand)	4301
Registration Number	
Office	<p>Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</p> <p>Rajanakarn Building 25th floor, No. 3, South Sathorn Road,</p> <p>Yannawa, Sathorn, Bangkok 10120</p> <p>Tel: 02 6765700 Fax: 02 6765768</p>
Work experience in the last 5 years	
<ul style="list-style-type: none"> ● 1990 – Present 	<p>Audit Partner</p> <p>Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</p>
Professional experience	<ul style="list-style-type: none"> ● Certified Public Accountant, Thailand ● Auditor approved by of The Securities and Exchange Commission (SEC), Thailand ● Member, Federation of Accounting Professions (FAP), Thailand ● Audit Development leader ● Guest speaker of the Federal Accounting Professions at Thai government institutions ● Subsidiary Committee of the Accounting Standard Setting Body, Federation of Accounting Professions (FAP), Thailand



Name-Surname

Permsak Wongpatcharapakorn

Age (years)

57

Education

- Bachelor Degree in Accountancy,
Chulalongkorn University
- Post-Graduate Diploma in Auditing, Chulalongkorn
University

Certified Public Accountant (Thailand)

3427

Registration Number

Office

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Rajanakarn Building 25th floor, No. 3, South Sathorn Road,
Yannawa, Sathorn, Bangkok 10120
Tel: 02 6765700 Fax: 02 6765768

Work experience in the last 5 years

- 1998 – Present
- 2006 – Present

Audit Partner
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Audit Leader and Company's Director
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

Professional experience

- 1997-2005
- 2005-Present

Member of the Auditing Standard Committee,
Institute of Certified Accountants and Auditors of Thailand
Member of the Federation of Accounting Professions under the
Royal Patronage of His Majesty the King (FAP)



Name-Surname

Niti Jungnitnirundr

Age (years)

57

Education

- Bachelor Degree in Accountancy,
Chulalongkorn University
- Post-Graduate Diploma in Auditing, Chulalongkorn University
- Master Degree in Accountancy,
Chulalongkorn University

Certified Public Accountant (Thailand)

3809

Registration Number

Office

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Rajanakarn Building 25th floor, No. 3, South Sathorn Road,
Yannawa, Sathorn, Bangkok 10120
Tel: 02-676-5700 Fax: 02-676-5768

Work experience in the last 5 years

- | | |
|--|--|
| <ul style="list-style-type: none"> ● 1996 – Present | <ul style="list-style-type: none"> ● Audit Partner
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| <ul style="list-style-type: none"> ● 2006 – Present | <ul style="list-style-type: none"> ● Company's Director
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |

Professional experience

- | | |
|--|--|
| <ul style="list-style-type: none"> ● 2005-Present | <ul style="list-style-type: none"> ● Sub-Committee member of Thailand CPA Examination,
Federation of Accounting Professions under the Royal
Patronage of His Majesty the King (FAP) |
| <ul style="list-style-type: none"> ● 2011-Present | <ul style="list-style-type: none"> ● Member of Accounting Profession Development Committee,
FAP |
| <ul style="list-style-type: none"> ● 2005-Present | <ul style="list-style-type: none"> ● Member of the Federation of Accounting Professions under
the Royal Patronage of His Majesty the King (FAP) |

**Name-Surname**

Nisakorn Songmanee

Age (years)

48

Education

- Master of Financial Accounting Degree from Chulalongkorn University
- Bachelors in Business Administration (majoring in Accounting) from Rajamangala of Technology
- Graduate Diploma in auditing from Chulalongkorn University

Certified Public Accountant (Thailand)

5035

Registration Number**Office**

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Rajanakarn Building 25th floor, No. 3, South Sathorn Road,
Yannawa, Sathorn, Bangkok 10120
Tel: 02 6765700 Fax: 02 6765757

Work experience in the last 5 years

- 1989 – Present

Audit Partner

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

Professional experience

- Certified Public Accountant, Thailand
- Auditor approved by of The Securities and Exchange Commission (SEC), Thailand
- Member, Federation of Accounting Professions (FAP), Thailand

Country Group Holdings Public Company Limited

16th March 2016

We, Country Group Holdings Public Company Limited (the "Company"), hereby report on the resolution of board of directors meeting no. 3/2016, held on 16th March 2016 (**Board Meeting**), in respect of a capital increase and share allotment as follows:

1. Capital decrease and increase:

The Board of Directors resolved:

1) To decrease the registered capital of the Company from the existing registered capital of Baht 7,015,571,370 to Baht 5,553,543,822 by cancelling the unsubscribed shares of the Company of 1,462,027,548 shares, at the par value of Baht 1.

2) To increase the registered capital of the Company from Baht 5,553,543,822 to Baht 6,075,927,916 by issuing 522,384,094 newly issued ordinary shares, at the par value of Baht 1. Details of the capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB million)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	92,384,094	1.00	92,384,094
<input checked="" type="checkbox"/> General mandate	Ordinary	430,000,000	1.00	430,000,000

2. Allotment of new shares:**2.1 If specifying the purpose of utilizing proceeds**

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Reserve for the exercise of the Warrants to Purchase the Ordinary Shares of the Company CGH -W1	92,384,094 shares	-	-	-	Remarks 1

Remark 1:

Referring to the adjustment of exercise price and exercise ratio for the warrants to purchase the ordinary shares of Country Group Holdings Public Company Limited No.1 (CGH –W1) from the Exercise Rights of Baht 1.80 per share and ratio of 1 unit of warrant to purchase 1 ordinary share to Exercise Rights of Baht 1.624 per share and ratio of 1 unit of warrant to purchase 1.108 ordinary shares.

2.2 General Mandate

Allotted to	Type of shares	Number of shares (shares)	Percentage of paid-up capital ^{1/}	Note
Existing shareholders	Ordinary	-	-	-
	Preferred	-	-	-
General public	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	430,000,000 shares	Not Exceeding 10%	Remarks
	Preferred	-	-	-

Remarks

The Board of Directors or its designated person(s) is authorized to consider the offer of the new shares in one or several tranches but such offer must be made before the next AGM to determine the details of the allotment such as offer price amount of issuing and offering ordinary share, period, and payment etc. as well as to determine the “market price” as required by the relevant notification of the SEC. If the Company offers the new shares to any investor who is considered to be connected person(s) under the applicable notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand, the Company will comply with the relevant requirements and disclose the relevant information as per the relevant notifications.

The number of new shares above shall be 9.92% of the total issued shares of the Company. As at the date that the Board of Directors approved the capital increase in form of general mandate, the total issued shares of the Company equal to 4,336,768,278 shares.

3. Schedule for a shareholders' meeting to approve the capital increase/allotment

- ☐ The Annual General Meeting of Shareholders No. 1/2016, is scheduled to be held on 29th April 2016 at 9.30 AM at Lotus Room, LL floor, the Lotus Bangkok Hotel, 1 Soi Sukhumvit 33, Sukhumvit Road, Klongton Nua, Wattana, Bangkok 10110.
- ☒ The record date for determining the shareholders entitled to attend the AGM is fixed on 31 March 2016, provided that the names of the shareholders will be gathered in accordance with Section 225 of the Securities and Exchange Act by closing the share register book on 1 April 2016.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

- 4.1 The Company will register the increase of registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce of Thailand.
- 4.2 The Company will apply for approval from the Stock Exchange of Thailand to accept its newly issued shares as listed securities for trading on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

- 5.1 The purpose of capital increase with specifying purpose of proceed utilization is to reserve for the exercise of the Warrants to Purchase the Ordinary Shares of the Company CGH -W1
- 5.2 The proceeds derived from offer of new shares will be used for the Company's business as follows:
- (1) to utilize as working capital for its business operation
 - (2) to support the investment expansion Of Company

6. Benefits which the Company will receive from the capital increase/share allotment:

This capital increase will enhance and strengthen of the capital base to support the investment expansion of the Company and also increase the liquidity with well prepared in term of capital for investment in potential project, which will benefit and generate profit to the Company, and building the value added to shareholders in the long term.

7. Benefits which shareholders will receive from the capital increase/share allotment:

7.1 Dividend Policy:

The Company has dividend payout ratio at least 60% of net profit after deducting corporate tax. However, the Company may pay dividend less than mentioned above if Company requires the utilization of the net profit for expanding its business

7.2 Rights to Receive Dividends

(a) Subscribers of new shares issued will be entitled to receive dividends from the Company's business operations from the date that the subscribers' name is registered as the shareholders of the Company.

(b) Subscribers of warrants shall be shareholders of the Company when the Company has registered its paid-up capital with the Department of Business Development and shall be entitled to receive dividends when the Company considers paying dividend to shareholders afterwards.

8. Other details necessary for shareholders to approve the capital increase/share allotment:

- None -

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1	The Board of Directors' Meeting No. 3/2016	16 March 2016
2	The record date to determine the shareholders' right to attend the Annual General Meeting of Shareholders No. 1/2016	31 March 2016
3	The closing date of share register book to gather the shareholders' names who can attend the Annual General Meeting of Shareholders No. 1/2016 under Section 225 of the Securities and Exchange Act B.E. 2535	1 April 2016
4	The Annual General Meeting of Shareholders No.1/2016	29 April 2016
5	Proceed with the registration of the capital increase with the Ministry of Commerce	Within 14 days from the date on which approval is granted by the meeting of the shareholders

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

(To be signed by the
directors who are authorized to
sign on behalf of the Company,
with the Company's seal affixed)

Signed _____ Authorized director
(Mr. Sadawut Taechaubol)
Position Chairperson

The Company's Articles of Association concerning the Meeting of Shareholders

18. The directors shall have the following qualifications:

- (1) Be natural persons and shall be sui juris;
- (2) Not be bankrupt, incompetent or quasi-incompetent;
- (3) Not have been imprisoned by a final judgment to a term of imprisonment for an offense against property with dishonest intent;
- (4) Not have been expelled or removed from the official service, a state organization or a state agency on the ground of dishonest performance of duties;

20. The directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures as follows:

- (1) Each shareholder shall have one vote from one shares held.
- (2) Each shareholder may cast the total number of votes under (1) for electing one or more persons as director or directors, and in the case of electing more persons as directors, votes may be appropriated to any person in any number at the shareholder's pleasure;
- (3) the persons who received the highest votes in the respective order are elected as directors in accordance with the intended number of directors; and, in the case where any persons so elected in a next lower order have equal votes such that the number of the elected persons exceeds the number of directors intended to be elected, the chairman of the meeting shall have an additional vote as casting vote.

21. At every annual ordinary meeting, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate.

A director who vacates office under this clause may be re-elected.

The directors vacating from office in the first and second years after the registration of the company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate.

28. The directors shall be entitled to receive the remuneration in accordance with resolutions of meetings of shareholders with vote of not less than two-thirds of the total votes of the shareholders present at the meeting and the board of directors shall be entitled to receive remuneration meeting allowance, transportation fee, welfare and other compensations including the right to be reimbursed against entertainment and other expenses concerning their conduct of business according the company's rules and regulations.

Content under paragraph one, it shall not impact to any rights that Director, who is staff and/or employee, to receive his/her remuneration and benefit as staff and/or employee of the Company.

39. The board of directors must cause an annual ordinary meeting of shareholders to be held within four months as from the date on which the accounting year of the company ends.

Meetings of shareholders other than the one under paragraph one shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting whenever it deems appropriate.

Shareholders holding shares in the aggregate number of not less than one-fifth of the total number of shares sold, or not less than twenty five shareholders holding shares in the aggregate number of not less than one-tenth of the total number of shares sold, may, by subscribing their names, make a written requisition to the board of directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the board of directors must cause a meeting of shareholders to be held within one month as from the date of receipt the written request from the shareholders.

40. In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper in three consecutive days and not less than three days prior to the date of the meeting.

Therefore, the place for the meeting must be in the province where the principal business office of the company is located or other place the board of director shall determine.

41. At a meeting of shareholders, the presence of not less than twenty-five shareholders and their proxies (if any) or not less than one half of the total number of shareholders, with the aggregate number of shares of not less than one-third of the number of shares sold, is required to constitute a quorum.

In the case where, at any meeting of shareholders, it appears that after an hour from the appointed time the quorum is not constituted by the presence of shareholders as prescribed under paragraph one, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting of shareholders had not been summoned upon the requisition of shareholders, another meeting shall be summoned, and in this case, a written notice summoning the meeting shall be sent to the shareholders not less than seven days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.

42. The chairperson of the board shall preside over a meeting of shareholders. In the case where the chairperson of the board is not present or is unable to perform the duty, a vice chairperson shall preside over the meeting. If there is no vice chairperson or there is a vice chairperson but the vice chairperson is unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting.
43. The voting in the shareholder meeting, such shareholder has one (1) vote for 1 share held. In case any shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election or deprivation of directors and a resolution of the meeting of shareholders shall requires votes as follows:

- (1) in a normal case, a majority of votes of the shareholders present and voting at the meeting is required, provided that in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;

(2) in any of the following cases, votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote are required:

- (a) selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
- (b) purchasing or taking a transfer of the undertaking of any private company or public company to be owned by the company;
- (c) concluding, modifying or terminating any contract concerning the granting of a lease of the company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;
- (d) Amendment memorandum of association or article of association
- (e) Increase or reductions of capital of the company.
- (f) Dissolution.
- (g) Issuance of Debenture.
- (h) Amalgamation with other company.

A secret ballot may be made when demanded by at least two shareholders before voting and the meeting of shareholder have a resolution to vote by secret ballot.

If a secret ballot is duly demanded, the chairman may direct such manner taken.

44. The matters require for calling annual general shareholders' meeting as follows:

- (1) To acknowledge the annual operating results of the Company in the previous year.
- (2) to consider and approve the balance sheet and profit and loss of the previous accounting year.
- (3) to consider and approve to omission of the appropriation of profit and dividend.
- (4) To consider and appoint directors to replace the directors whose term are expired.
- (5) To consider and approve Remuneration of Board of Directors
- (6) To consider the appointment of the Company's auditors and fix audit fee
- (7) Other business.

55. At an annual general meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company from time to time.

The auditor must not be a director, member, employee or a person holding any office of the company.

The annual general meeting shall appoint an auditor and determine the auditing fee of the company from time to time.

The auditor shall not be a director, staff, employee or person holding any position or having any duty in the company.

If the auditor appointed by the annual general meeting is not approved by the office of Securities and Exchange Commission, the board of directors shall conduct following actions:

- (1) Call for an extraordinary meeting to appoint a new auditor; or
- (2) Propose and select the auditor to obtain approval from the office of Securities and Exchange Commission and call for the shareholder meeting to appoint such auditor.

59. No dividends may be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid.

Dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution, unless in case the company issue the debenture and grant the debenture to take dividend difference from ordinary share. Provided that payment of dividends must be upon approval by a meeting of shareholders.

The board of directors may from time to time pay to the shareholders such interim dividends if the board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.

Payment of dividends shall be made within one month as from the date of the resolution of the meeting of shareholders or of the meeting of the board of directors, as the case may be and the shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper at least three (3) consecutive days.

61. The company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

Proxy Form A (Simple Form)Duty
Stamp
Baht 20

Written at _____

Date _____ Month _____ Year _____

(1) I/We, _____ Nationality _____ Residing at _____ Road _____
 _____ Sub-District _____ District _____ Province _____ Postal Code _____

(2) Being a shareholder of **Country Group Holdings Public Company Limited**, holding the total number of _____ shares, and have the rights to vote equal to _____ votes.

(3) Hereby appoint

- ☐ 1. Mr. Niphon Wisityuthasart, Independent Director and Chairman of the Audit Committee, aged 76, residing at No. 307/khor, Moo 2, Pa Moke Subdistrict, Pa Moke District, Ang Thong Province; **or**
- ☐ 2. Pol. Lt. Gen. Werapong Chuenpagdee, Independent Director and Audit Committee Member, aged 57, residing at No. 412, Moo , Khlong Song Ton Nun Subdistrict, Lad Kra Bang District, Bangkok; **or**
- ☐ 3. Mr. Pitinun Matitanaviroon, Independent Director and Audit Committee Member, aged 36, residing at No. 17 Soi Prasadsuk, Chongnonsee Subdistrict, Yannawa District, Bangkok.

Remark Independent directors designated as proxies above has special interest in Agenda No. 9 because they were allocated warrants under CGH-ESOP 1

Pol.Lt.Gen Werapong Chuenpagdee has special interest in Agenda No. 5 because he is proposed to re-elect for Director. (Details were shown in Attach No.3)

- ☐ 4. _____ Age ____ Residing at _____ Road _____
 Sub-District _____ District _____ Province _____
 Postal Code _____ **or**
- ☐ 5. _____ Age ____ Residing at _____ Road _____
 Sub-District _____ District _____ Province _____
 Postal Code _____

Anyone of the above as my/our Proxy to attend and vote in **the 2016 Annual General Meeting of Shareholders be held on Friday, April 29, 2016 at 9.30 hours at the Lotus Room, LL floor, of the Lotus Bangkok Hotel, 1 Soi Sukhumvit 33, Sukhumvit Rd., Klongton Nua, Wattana, Bangkok 10110**, or at any adjournment thereof to any other date, time and venue.

Any act(s) undertaken by the Proxy at such Meeting shall be deemed as my/our own act(s) in every respect.

Signed _____ Grantor Signed _____ Proxy
 (_____) (_____)

Signed _____ Proxy Signed _____ Proxy
 (_____) (_____)

Notes:

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf. All votes of a shareholder may not be allocated to several proxies to vote separately.

Proxy Form B (Specific Details Form)

Duty
Stamp
Baht 20

Written at _____

Date _____ Month _____ Year _____

(1) I/We, _____ Nationality _____ Residing at _____ Road _____
Sub-District _____ District _____ Province _____
Postal Code _____

(2) Being a shareholder **Country Group Holdings Public Company Limited**, holding the total number of _____ shares, and have the rights to vote equal to _____ votes.

(3) Hereby appoint

- ☐ 1. Mr. Nippon Wisityuthasart, Independent Director and Chairman of the Audit Committee, aged 76, residing at No. 307/khor, Moo 2, Pa Moke Subdistrict, Pa Moke District, Ang Thong Province; **or**
- ☐ 2. Pol. Lt. Gen. Werapong Chuenpagdee, Independent Director and Audit Committee Member, aged 57, residing at No. 412, Moo , Khlong Song Ton Nun Subdistrict, Lad Kra Bang District, Bangkok; **or**
- ☐ 3. Mr. Pitinun Matitanaviroon, Independent Director and Audit Committee Member, aged 36, residing at No. 17 Soi Prasadsuk, Chongnonsee Subdistrict, Yannawa District, Bangkok.

Remark Independent directors designated as proxies above has special interest in Agenda No. 9 because they were allocated warrants under CGH-ESOP 1

Pol.Lt.Gen. Werapong Chuenpagdee has special interest in Agenda 5 because he is proposed to re-elect for Director. (Details were shown in Enclosure 3)

- ☐ 4. _____ Age ____ Residing at _____ Road _____
Sub-District _____ District _____ Province _____
Postal Code _____
- ☐ 5. _____ Age ____ Residing at _____ Road _____
Sub-District _____ District _____ Province _____
Postal Code _____

Anyone of the above as my/our Proxy to attend and vote in **the 2016 Annual General Meeting of Shareholders be held on Friday, April 29, 2016 at 9.30 hours at the Lotus Room, LL floor, of the Lotus Bangkok Hotel, 1 Soi Sukhumvit 33, Sukhumvit Rd., Klongton Nua, Wattana, Bangkok 10110**, or at any adjournment thereof to any other date, time and venue.

(4) I/We hereby authorize the Proxy to vote on my/our behalf in this Meeting as follows:

Agenda No. 1: To consider and approve the Minutes of The Annual General Meeting of the Shareholders for the year 2015 as of April 29, 2015

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 2: To consider for acknowledgement of the Company's performance of the year 2015.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 3: To consider and approve the audited Financial Statements of the year ended December 31, 2015, which was approved by Auditor.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 4: To consider and approve of the allocation of the profit for the Legal Reserve Fund and the dividend payment for the year 2015.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 5: To consider and approve of the Directors proposed for replacing those who are retired by rotation in this year to be directors of the Company.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Appointment directors as a whole
- ☐ Approve ☐ Not approve ☐ Abstain
- ☐ Appointment each director individually
- (1) **Mr. Surabhon Kwunchaithunya**
- ☐ Approve ☐ Not approve ☐ Abstain
- (2) **Pol. Lt. Gen Werapong Chuenpagdee**
- ☐ Approve ☐ Not approve ☐ Abstain
- (3) **Ms. Dej Namsirikul**
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 6: To consider and approve of the increasing number of director and the appointment of new director.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf to increasing number of director as follows:
- ☐ Approve ☐ Not approve ☐ Abstain
- ☐ To appoint new director **Dr. Veeraphat Phetcharakupt**
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 7: To consider and approve of the remuneration of director and sub-committee

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 8: To consider and approve of the appointment of Auditor and determination the auditing fee for the year 2016.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 9: To consider and approve the cancellation the warrants to purchase the Company's ordinary shares to director, executives, employees and/or the advisor of the Company and its subsidiaries (CGH-ESOP 1).

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 10: To consider and approve the decrease of the Company's registered capital from the existing registered capital of Baht 7,015,571,370 to Baht 5,553,543,822 by eliminating the unsubscribed ordinary shares in total of 1,462,027,548 shares with the par value of Baht 1.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 11: To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the decrease of registered capital.

- ☐ The proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 12: To consider and approve for issuing and offering the newly ordinary share in total of 92,384,094 shares, with the par value of Baht 1 in order in accommadation of the exercise of the warrant to purchase the ordinary share of the Company (CGH-W1).

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 13: To consider and approve the issuing and offering the newly issued ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value Baht 1 in accommadation of the by issuing and offering the ordinary share for Private Placement.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 14: To consider and approve the increase of the Company's registered capital from the existing registered capital of Baht 5,553,543,822 to Baht 6,075,927,916 by issuing 522,384,094 newly issued ordinary shares with a par value of Baht 1 per share.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 15: To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the increase of registered capital.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 16: To consider and approve for allotment the newly issued ordinary shares of the Company in amount of 92,384,094 shares with the par value Baht 1 in accommodation of the exercise right of warrant to purchase the ordinary share of the Company no. (CGH-W1).

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 17: To consider and approve for the allotment of the newly issued ordinary shares of the Company under General Mandate, in the amount not exceeding 430,000,000 shares with the par value Baht 1 in accommodation of the exercise right of warrant to purchase the ordinary share for Private Placement.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 18: To consider and approve to the issuing and offering of the debt securities.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 19: Other matters (if any).

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

(5) Vote of the Proxy on any agenda item which is not in accordance with the vote as specified in this Proxy Form shall be invalid and shall not be my/our vote as the shareholder.

(6) If I/we do not specify or clearly specify my/our 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 my/our behalf as the proxy deems appropriate.

Any act(s) undertaken by the Proxy at such Meeting shall be deemed as my/our own act(s) in every respect except for vote of the Proxy which is not accordance with the vote as specified in this Proxy Form.

Signed	_____	Grantor	Signed	_____	Proxy
	()		()
Signed	_____	Proxy	Signed	_____	Proxy
	()		()

Notes:

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf. All votes of a shareholder may not be allocated to several proxies to vote separately.
2. In the event that there are additional agendas further to the above mentioned, the grantor may use the annex form of proxy attached therefore.
3. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or select each nominated director individually.

Annex to the Proxy Form B

Grant of proxy as a shareholder of **Country Group Holdings Public Company Limited** at **the 2016 Annual General Meeting of Shareholders be held on Friday, April 29, 2016 at 9.30 hours at the Lotus Room, LL floor, of the Lotus Bangkok Hotel, 1 Soi Sukhumvit 33, Sukhumvit Rd., Klongton Nua, Wattana, Bangkok 10110**, or at any adjournment thereof to any other date, time and venue.

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. : _____To consider the re-election of directors whose terms expire.

Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	

Proxy Form C (For foreign shareholders who have custodians in Thailand Only)

Duty
stamp
Baht 20

Written at _____

Date ____ Month _____ Year _____

(1) I/We, _____ Nationality _____ Residing at _____
Road _____ Sub-District _____ District _____
Province _____ Postal Code _____

Acting as the Custodian for _____ being a shareholder of **Country Group Holdings Public Company Limited**, holding the total number of _____ shares, and have the rights to vote equal to _____ votes.

(2) Hereby appoint

- ☐ 1. Mr. Nipon Wisityuthasart, Independent Director and Chairman of the Audit Committee, aged 76, residing at No. 307/khor, Moo 2, Pa Moke Subdistrict, Pa Moke District, Ang Thong Province; **or**
- ☐ 2. Pol. Lt. Gen. Werapong Chuenpagdee, Independent Director and Audit Committee Member, aged 57, residing at No. 412, Moo , Khlong Song Ton Nun Subdistrict, Lad Kra Bang District, Bangkok; **or**
- ☐ 3. Mr. Pitinun Matitanaviroon, Independent Director and Audit Committee Member, aged 36, residing at No. 17 Soi Prasadsuk, Chongnonsee Subdistrict, Yannawa District, Bangkok.

Remark Independent directors designated as proxies above has special interest in Agenda No. 9 because they were allocated warrants under CGH-ESOP1

Pol.Lt.Gen. Werapong Chuenpagdee has special interest in Agenda 5 because he is proposed to re-elect for Director. (Details were shown in Enclosure 3)

- ☐ 4. _____ Age _____ Residing at _____
Road _____ Sub-District _____ District _____
Province _____ Postal Code _____ **or**
- ☐ 5. _____ Age _____ Residing at _____
Road _____ Sub-District _____ District _____
Province _____ Postal Code _____

Anyone of the above as my/our Proxy to attend and vote in **the 2016 Annual General Meeting of Shareholders be held on Friday, April 29, 2016 at 9.30 hours at the Lotus Room, LL floor, of the Lotus Bangkok Hotel, 1 Soi Sukhumvit 33, Sukhumvit Rd., Klongton Nua, Wattana, Bangkok 10110**, or at any adjournment thereof to any other date, time and venue.

(3) I/We authorize the Proxy to attend and vote at the Meeting as follows:

- ☐ The proxy is authorized for all shares held and entitled to vote.
- ☐ The proxy is authorized for partial shares of _____ shares, entitled to voting right _____ votes.

(4) I/We hereby authorize the Proxy to vote on my/our behalf in this Meeting as follows:

Agenda No. 1: To consider and approve the Minutes of The Annual General Meeting of the Shareholders for the year 2015

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 2: To consider for acknowledgement of the Company's performance of the year 2015.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 3: To consider and approve the audited Financial Statements of the year ended December 31, 2015, which was approved by Auditor.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 4: To consider the approval of the allocation of the profit for the Legal Reserve Fund and the dividend payment for the year 2015.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 5: To consider the approval of the appointment of the directors of the Company who would be retired by rotation in this year to be directors of the Company.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Appointment directors as a whole
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain
 - ☐ Appointment each director individually
 - (1) Mr. Surabhon Kwunchaithunya**
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain
 - (2) Pol. Lt. Gen Werapong Chuenpagdee**
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain
 - (3) Ms. Dej Namsirikul**
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 6: To consider the approval of the increasing number of director and the appointment of new director.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf to increasing number of director as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain
- ☐ To appoint new director **Mr. Veeraphat Phetcharakupt**
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 7: To consider the approval of the remuneration of director and sub-committee for the year 2016.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 8: To consider the approval of the appointment of Auditor and determination the auditing fee for the year 2016.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 9: To consider and approve the cancellation the warrants to purchase the Company's ordinary shares to director, executives, employees and/or the Advisor of the Company and its subsidiaries (CGH-ESOP 1).

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 10: To consider and approve the decrease of the Company's registered capital from the existing registered capital of Baht 7,015,571,370 to Baht 5,553,543,822 by eliminating the unsubscribed ordinary shares in total of 1,462,027,548 shares with the par value of Baht 1.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 11: To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the decrease of registered capital.

- ☐ The proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 12: To consider and approve for issuing and offering the newly ordinary share in total of 92,384,094 shares, with the par value of Baht 1 in order to reserve to exercise of the warrant to purchase the ordinary share of the Company (CGH-W1).

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 13: To consider and approve the issuing and offering the newly issued ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value Baht 1 by issuing and offering the ordinary share for Private Placement.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 14: To consider and approve the increase of the Company's registered capital from the existing registered capital of Baht 5,553,543,822 to Baht 6,075,927,916 by issuing 522,384,094 newly issued ordinary shares with a par value of Baht 1 per share.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 15: To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the increase of registered capital.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
 - ☐ Approve
 - ☐ Not approve
 - ☐ Abstain

Agenda No. 16: To consider and approve for allotment the newly issued ordinary shares of the Company in amount of 92,384,094 shares with the par value Baht 1 to reserve for the exercise right of warrant to purchase the ordinary share of the Company no. (CGH-W1).

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 17: To consider and approve for the allotment of the newly issued ordinary shares of the Company under General Mandate, in the amount not exceeding 430,000,000 shares with the par value Baht 1 to reserve for the exercise right of warrant to purchase the ordinary share for Private Placement.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 18: To consider and approve to the issuing and offering of the debt securities.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 19: Other matters (if any).

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy may consider and vote on my/our behalf as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

(5) Vote of the Proxy on any agenda item which is not in accordance with the vote as specified in this Proxy Form shall be invalid and shall not be my/our vote as the shareholder.

(6) If I/we do not specify or clearly specify my/our 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 my/our behalf as the proxy deems appropriate.

Any act(s) undertaken by the Proxy at such Meeting shall be deemed as my/our own act(s) in every respect except for vote of the Proxy which is not accordance with the vote as specified in this Proxy Form.

Signed _____ Grantor Signed _____ Proxy
) () (

Signed _____ Proxy Signed _____ Proxy
) () (

Notes:

1. This Proxy Form C shall be applicable only for the shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. Evidences to be enclosed with this Proxy Form C are:
 - Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - Certified evidence that the person signing the Proxy Form is authorized to engage in custodian business.
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf. All votes of a shareholder may not be allocated to several proxies to vote separately.
4. In the event that there are additional agendas further to the above mentioned, the grantor may use the annex form of proxy attached therefore.
5. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or select each nominated director individually.

Annex to the Proxy Form C

Grant of proxy as a shareholder of **Country Group Holdings Public Company Limited** at the **2016 Annual General Meeting of Shareholders** be held on **Friday, April 29, 2016 at 9.30 hours at the Lotus Room, LL floor, of the Lotus Bangkok Hotel, 1 Soi Sukhumvit 33, Sukhumvit Rd., Klongton Nua, Wattana, Bangkok 10110**, or at any adjournment thereof to any other date, time and venue.

Agenda No. _____ **Subject** _____

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy may consider and vote on my/our behalf as follows:

☐ Approve _____ votes ☐ Not approve _____ votes ☐ Abstain _____ votes

Agenda No. _____ **Subject** _____

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy may consider and vote on my/our behalf as follows:

☐ Approve _____ votes ☐ Not approve _____ votes ☐ Abstain _____ votes

Agenda No. _____ **Subject** _____

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy may consider and vote on my/our behalf as follows:

☐ Approve _____ votes ☐ Not approve _____ votes ☐ Abstain _____ votes

Agenda No. _____ **Subject** _____

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy may consider and vote on my/our behalf as follows:

☐ Approve _____ votes ☐ Not approve _____ votes ☐ Abstain _____ votes

Agenda No. _____ **Subject** _____

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy may consider and vote on my/our behalf as follows:

☐ Approve _____ votes ☐ Not approve _____ votes ☐ Abstain _____ votes

Agenda No. _____ **Subject** _____

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy may consider and vote on my/our behalf as follows:

☐ Approve _____ votes ☐ Not approve _____ votes ☐ Abstain _____ votes

Agenda No. _____ **Subject** _____

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☐ Approve _____ votes ☐ Not approve _____ votes ☐ Abstain _____ votes

Agenda No. _____ **Subject** _____

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy may consider and vote on my/our behalf as follows:

☐ Approve _____ votes ☐ Not approve _____ votes ☐ Abstain _____ votes

Agenda No. : _____ **To consider the re-election of directors whose terms expire.**

Name of Director	_____	
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain
Name of Director	_____	
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain
Name of Director	_____	
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain
Name of Director	_____	
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain
Name of Director	_____	
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain
Name of Director	_____	
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain
Name of Director	_____	
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain
Name of Director	_____	
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain
Name of Director	_____	
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain

**Clarifications concerning documents and evidence identifying shareholders and proxies eligible to register,
attend and vote at the Meeting**

According to Country Group Holdings Public Company Limited shall convene the 2016 Annual General Meeting of Shareholders on 29 April 2016 at 9.30 hours At Lotus Room LL Floor, The Lotus Bangkok Hotel, No. 1 Sukhumvit Road, Klongton Nua, Wattana, Bangkok. The Company shall process a meeting with the regards of transparency, fairness and benefits for shareholders, then considers appropriate to impose procedures on review of documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting as follows:

1. Proxy

The Department of Business Development, the Ministry of Commerce issued a notification Re: Prescription of a Proxy Form (No. 5) B.E. 2550; the Company has therefore prepared a proxy form for shareholders who cannot attend the Meeting. A proxy may be your person or any independent director.

1.1 The Company attaches to the Notice a Proxy Form B. which prescribes certain particulars

1.2 In the event shareholders wish to apply a Proxy Form A. being a simple proxy form, or Proxy Form C. for foreign investors appointing custodians as depositary, both Forms can be downloaded from the Company Website <http://investor.ais.co.th>. In all cases, please produce the Registration Form or Proxy Form B. on which a Barcode is affixed on the date of Meeting.

Shareholders may apply either Form A or B while foreign investors appointing custodians as depositary in Thailand can select Form A, B or C.

2. Documents to be proceeded prior to the Meeting

2.1 Person

a) Personal attendance: ID Card, Civil Servant Card, or Driving License supported by any documents in case of change thereto; please produce the Registration Form as well.

b) Proxy:

(1) Any Proxy Form duly filled in and signed by shareholder and proxy;

(2) Copy of ID Card, Civil Servant or Driving License duly certified by shareholder and proxy;

(3) Copy of ID Card, Civil Servant or Driving License duly certified by proxy at point of registration.

In the event shareholder wishes to apply Proxy Form A, please also produce the Registration Form or Proxy Form A on which a Barcode has been affixed on the date of the Meeting.

2.2 Juristic Entity

a) Personal attendance by director.

(1) Any Proxy Form duly filled in and signed by shareholder and proxy;

- (2) Copy of valid company certificate not exceeding 3 months duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized; - Copy (ies) of ID Card or others issued by competent authorities duly certified by such director(s).

b) Proxy:

- (1) Any Proxy Form duly filled in and signed by authorized director(s) of shareholder and proxy;
- (2) Copy of valid company certificate not exceeding 3 months duly certified by authorized director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is(are) duly authorized;
- (3) Copy (ies) of ID Card or others issued by competent authorities to director(s) who is(are) director(s) duly certified by him/her/them;
- (4) Copies of ID Card or others issued by competent authorities to proxy duly certified together with originals thereof at point of registration.

In the event shareholder wishes to apply Proxy Form A, please also produce the Registration Form or Proxy Form B on which a Barcode has been affixed on the date of the Meeting.

c) Custodian appointed as depositary by foreign investors

- (1) Documents as under juristic entity in clause 2.2 a. and b. shall be prepared;
- (2) In the event custodian has been authorized to sign on proxy, the following documents shall be produced:
 - A power of attorney appointing such custodian to sign on proxy;
 - A confirmation letter that signatory has been licensed to engage in custodian business.

In the event shareholder wishes to apply Proxy A or Proxy C, please also produce the Registration Form or Proxy Form B on which a Barcode has been affixed on the date of the Meeting. If an original document is not made in English, please attach the English translation duly certified by director(s) of such juristic entity.

3. Registration

The Company shall proceed with registration not less than two hours prior to the Meeting or from 8.30 hours, on 29 April 2016 at the venue with a map attached to the Notice.

4. Casting Votes Criteria

4.1 General Agenda

- a) A vote in each agenda shall be one share one vote. Shareholders shall only vote for: agree, disagree or abstain while splitting of votes is not allowed, except in the case of custodian.
- b) Proxy:
 - (1) Proxy shall cast a vote only as specified in the Proxy; non-compliance shall not constitute a valid vote by shareholders.

- (2) In the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Meeting considers or votes on any issue other than those specified on the Proxy, or there would be any amendment to or change in facts, then proxy shall have discretion to consider and vote as appropriate.

4.2 Director Agenda

According to Article 21 of the Company's Articles of Association, the Meeting of shareholders shall elect directors in accordance with the rules and procedures as follows:

- a. Every shareholder shall have one vote for each share of which he is the holder;
- b. Each shareholder may exercise all the votes he has under a. above to elect one or several director(s). In the event of electing several directors, he may not allot his votes to each unequally.
- c. The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the Meeting shall be entitled to a second or casting vote.

5. Procedures on Casting Votes

Company Secretary shall explain casting vote: one share per one vote under the following procedures:

- 5.1 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.
- 5.2 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.
- 5.3 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.

Map of the Shareholder's Meeting Location
Country Group Securities Public Company Limited

The Lotus Room, LL Floor, of the Lotus Bangkok Hotel
 1 Soi Sukhumvit 33, Sukhumvit Rd., Klongton Nua, Wattana, Bangkok 10110
 Tel : +66 (2) 610 0111 Fax : +66 (2) 262 1700



แบบฟอร์มลงทะเบียนเข้าร่วมการประชุมสามัญผู้ถือหุ้นประจำปี 2559
Registration Form for the Annual General Meeting of the Shareholder 2016

ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

Nationality

เลขทะเบียนผู้ถือหุ้น

Shareholder's Registration No.

เป็นผู้ถือหุ้นของ บริษัท คันทรี กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน)

being a shareholder of **Country Group Holdings Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม

holding the total amount of

หุ้นสามัญ

ordinary share

หุ้นบุริมสิทธิ

preferential share

หุ้น

shares

หุ้น

shares

หุ้น

shares

ณ ห้องโลตัส ชั้น LL โรงแรมโลตัส กรุงเทพฯ

เลขที่ 1 ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร 10110

At Lotus Room LL Floor, The Lotus Bangkok Hotel

1 Sukhumvit Road, Klongton Nua, Wattana, Bangkok

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่จะมาประชุม

โปรดนำเอกสารฉบับนี้ พร้อมหลักฐานแสดงตน และหนังสือมอบฉันทะ (ถ้ามี)

มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย (สิ่งที่ส่งมาด้วย 8 ของหนังสือเชิญประชุม)

For your convenience, shareholders or proxy holders wishing to attend the meeting,
kindly present this document together with the evidence of your identity and proxy form (if any)
to our staff at the registration desk. (Attachment no. 8 to the invitation to the Meeting)