

Invitation

The 2017 Annual General Meeting of Shareholders

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED

Thursday, April 27th, 2017 at 14.00 hours.

At the Ballroom, 4th floor, Bliston Suwan Park View Hotel,
No. 9, Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok

All shareholders or proxy holders wishing to attend the meeting are requested to present the Registration Form together with your ID card identity and proxy form (if any) to our staff at the registration desk (Attachment no. 8 to the invitation to the Meeting).

No-Gift Policy in accordance with The Good Corporate Governance



March 27, 2017

Subject Invitation to the 2017 Annual General Meeting of Shareholders

Attention Shareholders

Attachments 1. A copy of the 2016 Annual General Meeting of Shareholders Minutes, held on April 29, 2016 (For Agenda No.1)

- 2. 2016 Annual Report (For Agenda No.2 and No.3)
- Profile of Directors proposed for replacing those who are retired by rotation on the 2017 Annual General Meeting of Shareholders (For Agenda No.5)
- 4. Definition of Independent Director (For Agenda No.5)
- 5. Profile of Auditors (For Agenda No.7)
- 6. Capital Increasing Report Form (F 53-4 form) (For Agenda No.10)
- 7. The Company's Articles of Association in relation to the Meeting of Shareholders
- Proxy forms
- Clarifications concerning documents or identifications needs for shareholders and proxies to be eligible to register, attend and vote at the Meeting
- 10. Meeting Venue's Map
- 11. Registration Form for the 2017 Annual General Meeting of the Shareholders

This is to inform you that the Board of Directors of Country Group Holdings Public Company Limited ("The Company") agreed that the 2017 Annual General Meeting of Shareholders will be held on Thursday, April 27, 2017 at 14.00 hours at the Ballroom, 4th floor, Bliston Suwan Park View Hotel, no. 9 Soi Tonson Ploenchit Road Lumpini Pathumwan Bangkok. The meeting agenda will be as follow;

Agenda 1 To consider and approve the Minutes of 2016 Annual General Meeting of the Shareholders held on April 29, 2016.

The Company held the 2016 Annual General Meeting of Shareholders, on April 29, 2016 and submitted the Minutes of meeting to the Stock Exchange of Thailand ("SET") and the Ministry of Commerce within 14 days after the Annual General Meeting of Shareholders. The Company also published the Minutes on Company's website: www.cgholdings.co.th.

Board of Directors' Opinion:

The Board of Directors deem appropriate to propose to the Shareholders' Meeting to approve the Minutes of the 2016 Annual General Meeting of Shareholders held on April 29, 2016, please refer to the minutes of the 2016 Annual General Meeting of Shareholders held on April 29, 2016 (please see <u>Attachment 1 for further details</u>).

Agenda 2 To acknowledge the 2016 Company's performance.

The Company summarized the Company's performance and major changes during 2016 per details in the 2016 Annual Report.

Board of Directors' Opinion:

The Board of Directors agree to propose to the Shareholder's Meeting to acknowledge the Company's performances and its 2016 Annual Report (please see <u>Attachment 2 for further details).</u>

Voting Criteria:

This agenda is to inform shareholders; therefore, a vote is not required.

Agenda 3 To consider and approve the annual audited Financial Statements, as of 31st December 2016, which was approved by the Auditor.

Objective and Rationale

In accordance with Public Limited Companies Act B.E. 2535, section 112 the Company issued its annual financial statements, ending on the 31st of December 2016, which have already been audited and certified by the auditors, to the Shareholders' Meeting to approve.

Audit Committees' Opinion:

The Audit Committee reviewed and agreed with the Company's financial statements, ended on the 31st of December 2016 as appeared on the Annual Report 2016, (please see Attachment 2 for further details, Financial Statements and Notes to Financial Statements), which have already been 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 present the audited Company's financial statements, ended on the 31st of December 2016, to the Shareholders' Meeting for approval.

Board of Directors' Opinion:

The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve the financial statements, ended on the 31st of December 2016, which have already been audited and certified by the auditor and reviewed from the Audit Committee as follow;

Unit: Baht

	Consolidated FS 2016	Separate FS 2016
Total Asset	7,925,211,100	6,940,828,914
Total Liability	1,903,723,356	421,251,816
Total Equity	6,021,487,744	6,519,577,098
Total Revenue	1,356,636,453	394,084,098
Total Expenses	931,318,425	83,160,392
Net Profit	392,069,746	300,700,256
Earnings per share (Baht : Share)	0.0902	0.0693

Voting Criteria:

In order for the Resolution to pass, the resolution must be approved by the majority of the shareholders, who present and entitled to vote.

Agenda 4 To consider and approve the allocation of the profit for the Legal Reserve Fund and the dividend out in 2016.

Objective and Rationale

In 2016, the Company delivered a net profit of Baht 300,700,256 or earning per share of Baht 0.0693, according to the Public Limited Companies Act B.E. 2535, section 116 and Company's' 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. Although in 2016, the Company earned a net profit of Baht 300,700,256, the Company needed to reserve its cash for future investment opportunities. Thus, the Company would like to propose then propose the Shareholders Meeting to partially payout its dividend.

And its Company's dividend payout 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 Company's' Article of Association clause 59 the dividend payment shall be approved by Shareholders.

The Board of Directors agree to propose to the Shareholders' Meeting to approve the allocation of the profit for the Legal Reserve Fund and allocate the remaining fund for dividend payout with details as follow;

Details of Dividend Payment	2015	2016
1. Net Profit (Baht)	661,162,623	300,700,256
2. Allocation for the Legal Reserve Fund (Baht)	33,058,131	15,035,013
3. Dividend Payment per Share (Baht)	0.046	0.02774
4. Total Dividend Payment (Baht)	199,491,341	120,301,953
5. Dividend Payout Ratio (Percentage)	30.17	40.01

The list of Shareholders who are eligible to receive dividend will be specified on March 28, 2017 and concluded by closing the registration book, according to Section 225 of the Securities and Stock Exchange Act, on March 29, 2017, in which the dividend will be paid on May 25, 2017.

The Company shall pay its dividend, calculated from its 2016 net profit. The dividend payout will represent only 40.01% of the Company's Net Profit after corporate taxation in 2016, which is lower than the Company's dividend policy. The reason is because the Company needs to reserve its working capital in order to increase its liquidity for its future investment projects and expansions.

Board of Directors' Opinion:

The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve of the allocation of the Legal Reserve Fund at the amount of Baht 15,035,013 and dividend payout at the amount of Baht 0.02774 per share.

Voting Criteria:

In order for the Resolution to pass, the resolution must be approved by the majority of the shareholders, who present and entitled to vote.

Agenda 5 To consider and approve the proposed Directors to replace those retired by rotation

Objective and Rationale

According to the Public Limited Companies Act B.E. 2535, section 71 and the Company's' Article of Association clause 21, in the 2017 Annual General Meeting, there are 3 retired directors as follow;

Mr. Tommy Taechaubol Director (Authorized Director)
 Mr. Niphon Wisityuthasart Independent Director (Non-Authorized Director)
 Mrs. Jitmanee Suwannapool 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. The Nomination and Remuneration Committees' Opinion considered the retired directors are Mr. Tommy Taechaubol, Mr. Niphon Wisityuthasart and Mrs. Jitmanee Suwannapool. The Committee has considered that 3 of them are eligible, 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 to re-appoint them for another term.

Board of Directors' Opinion:

Board of Directors agreed with the Nomination and Remuneration Committees' Opinion and considered that all the retired directors have appropriate knowledge and skill to the Company's business. They are qualified and not prohibited as defined by the Company's Article of Association or relevant law. Board of Directors agree to propose to the Shareholders' Meeting to consider and approve the re-appointment of all retired directors. The Directors Profile, age, shareholding's percentage, education background, experience, and total contributed time in attending all the meetings are in the profile of the retiring directors (please see <u>Attachment 3 for further details)</u> and definition of Independent Director please see <u>Attachment 4 for further details</u>).

Voting Criteria:

In order for the Resolution to pass, the resolution must be approved by the majority of the shareholders, who present and entitled to vote.

Agenda 6 To consider and approve of the 2016 remuneration of director and sub-committee.

Objective and Rationale

According to the Public Limited Companies Act B.E. 2535, section 90 and the Company's Article of Association clause 28 stipulated that directors are entitled to receive the remuneration as considered by Shareholders' Meeting. Directors are entitled to receive remuneration, attendant fee, transportation fee, welfare and other allowances, including entertainment and any expenses related to the Company's' 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 sees that in the previous year, the Company achieve good financial performance and that the Board of Directors have more responsibilities. Therefore, the Committee propose to increase the remuneration of the Directors from Baht 40,000 to Baht 45,000, while maintaining other positions remuneration to be the same as the 2016's rate. The adjusted Remuneration rate is consistent with other listed companies in similar industry. Thus, the Committee would like to propose to the Shareholders' meeting to consider the approval of the adjusted Remuneration rate for 2017 as follow;

1. The Remuneration of Director and sub-committee.

Position	AGM resolution 2015 (Baht/Month)	AGM resolution 2016 (Baht/Month)	Proposal for AGM resolution 2017 (Baht/Month)
Chairperson	100,000	100,000	100,000
Vice Chairperson	50,000	55,000	55,000
Director	35,000	40,000	45,000
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 remuneration payment as follow;

1) To pay the Remuneration of the Board of Directors, the Audit Committee and other Sub-Committees, only at the lump sum rate per month when there are meetings.

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

3) The new Remuneration will be effective from May 2017 onwards, (after receiving the Shareholders approval).

2. The criteria of the Director's Bonus payment are as follow;

1) The Director's Bonus payment will not exceed 4 times the rate of their 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 at an additional rate of 1 time their bonus.

2) The criteria of Directors bonus payment per their meeting attendance in 2017 are as follow;

- a) Attend the meeting more than 75%, the Director will be paid 100% of bonus.
- b) Attend the meeting equally or less than 75%, the Director will be paid 50% of bonus.
- c) Directors who are qualified for bonus, shall perform their duties as Director for the whole year
 of 2017 (January 1 December 31, 2017)

Board of Directors' Opinion:

The Board of Directors agree that the Board of Directors have more responsibilities and have always in been able to deliver good Company's performance. This is consistent with the Nomination and Remuneration Committees' Opinion and 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. The new Remuneration will be effective from May 2017 onwards,

Voting Criteria:

In order for the Resolution to pass, the resolution must be approved by not less than two-thirds of the total number of votes of the shareholders who are present and entitled to vote.

Agenda 7 To consider and approve of the appointment of Auditor and determination the auditing fee for the vear 2017.

Objective and Rationale

According to the Public Limited Companies Act B.E. 2535, section 120 and the Company's' Article of Association clause 55 stipulated 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 agree to propose to the Shareholders' Meeting to consider the appointment of the auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's auditor in 2017, However, the previous auditor audited and reviewed our Subsidiary's Financial Statement for 5 consecutive accounting years. Thus, in accordance with a good practice of having an independent auditors and complying with the Good Corporate Governance, The Board of Directors propose to appoint the new auditors from Deloitte Touche Tohmotsu Jaiyos Audit Co., Ltd as follow;

1) Mr. Wonlop	Vilaivaravit	CPA Number 6797 and/or
2) Dr. Suwatchai	Meakhaamnouychai	CPA Number 6638 and/or
3) Mr. Permsak	Wongpatcharapakorn	CPA Number 3427 and/or
4) Dr. Suphamit	Techamontrikul	CPA Number 3356

In addition, the Profile of the proposed auditors are in Attachment 5

In the absent of the above-named auditors, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd is authorized to identify one other auditor from the same firm to carry out the work of the Company.

The Auditing Fee for 2017 will be Baht 1,180,000 per year

The Audit Committees' Opinion:

The Audit Committees 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. are qualified to audit the investment and financial business. They are reliable based on their performances in the previous year. Country Group Securities Public Company Limited or the subsidiary of the Company has also appointed Auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

For the Auditing Fee in 2017, the Fee is based upon "Group" rate (the company and its subsidiary) at the amount of Baht 3,500,000, which is equivalent to the rate in 2016. However, it is estimated that the number of transactions for the Company will be more than the previous year. Thus the Fee in 2017 will be increased by Baht 1,180,000 (from Baht 1,000,000), excluding the non-audit fee that the Company shall pay as an incurred expenses. The Company sees that the Auditing fee is at the appropriate rate.

Board of Directors' Opinion

Board of Directors agree with the Audit Committee's Opinion and 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 Company's Auditor in 2017 (as the above mentioned details). The Auditing Fee will be Baht 1,180,000. The fee's details are as follow;

Details for Consideration	Details for Consideration 2016	
Audit Firm	Deloitte Touche Tohmatsu	Deloitte Touche Tohmatsu
	Jaiyos Audit Co., Ltd.	Jaiyos Audit Co., Ltd.
Auditing Fee (Baht)	1,000,000	1,180,000
Non Auditing Fee (Baht)	-	-
Auditors' name /	Mr. Chavala Theinprasertkit /	Mr. Wonlop Vilaivaravit /
Year of Auditor Service	Third year	First year

Voting Criteria:

In order for the Resolution to pass, the resolution must be approved by the majority of the shareholders, who present and entitled to vote.

Agenda 8 To consider and approve of decreasing the Company's registered capital from the existing registered capital of Baht 6,075,927,916 to Baht 5,645,927,916 by eliminating the unsubscribed ordinary shares in the total of 430,000,000 shares with the par value of Baht 1, that have not been issued and offered the ordinary share for Private Placement and 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

According to the resolution of 2016 Annual General Meeting of the Shareholders, held on April 29, 2016, that approved the Company to issue and offer the newly issued ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value of Baht 1 by issuing and offering the ordinary share for Private Placement. 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.

The offering of the newly ordinary share shall be conducted in one or several times. It must be conducted 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 which best benefits the Company. In the previous year, the Company does not have any necessity for more capital, this the request to decrease its registered capital. Since the Company plans to increase the capital per details in Agenda 10, 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 and the resolution of the 2016 Annual General Meeting of the Shareholders, the Company has to decrease the registered capital of the Company from the total of Baht 6,075,927,916 to Baht 5,645,927,916 by eliminating the unsubscribed ordinary shares in total of 430,000,000 shares with the par value of Baht 1, that have not been issued and offered the ordinary share for Private Placement. Furthermore, there are the unsubscribed ordinary shares in accommodate the right to exercise the warrant of Company as follow;

- The allocation to issue ordinary share in accommodation of the right to exercise the warrant of Company (CGH-W1)
 947,792,369 Shares
- (2) The allocation to issue ordinary share in accommodation of the right to exercise the warrant of Company (CGH-W2) 361,367,269 Shares

 Total 1,309,159,638 Shares

In order to be consistent with the Company's decrease in its registered capital. 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 follow;

"Clause 4. The registered capital is 5,645,927,916 Baht" (Five Billion, Six Hundred, Forty-five Million, Nine

Hundred, Twenty-Seven Thousand, Nine Hundred and

Sixteen Baht)

Divided into 5,645,927,916 Shares (Five Billion, Six Hundred, Forty-five Million, Nine

Hundred, Twenty-Seven Thousand, Nine Hundred and

Sixteen Baht)

At a par value of 1 Baht (One Baht)

classified into

Ordinary shares 5,645,927,916 Shares (Five Billion, Six Hundred, Forty-five Million, Nine

Hundred, Twenty-Seven Thousand, Nine Hundred and

Sixteen Baht)

Preferred Shares - Shares (-)"

Board of Directors' Opinion:

In order to comply with the laws and the resolution of 2016 Annual General Meeting of the Shareholders, Board of Directors agree to propose to the Shareholders' Meeting to consider and approve to decrease the registered capital of the Company from the total of Baht 6,075,927,916 to Baht 5,645,927,916 by eliminating the unsubscribed ordinary shares in total of 430,000,000 shares with the par value of Baht 1, that have not been issued and offered the ordinary share for Private Placement, and amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the decrease of registered capital as details mentioned above.

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

Voting Criteria:

In order for the Resolution to pass, the resolution must be approved by not less than third-fourth of the total number of votes of the shareholders who are present and entitled to vote.

Agenda 9 To consider and approve the issuing and offering the newly issued ordinary shares of the Company under General Mandate, at the amount of 430,000,000 shares with the par value Baht 1 per share by issuing and offering the ordinary share for Private Placement.

Objective and Rationale

In order to equip the Company with additional ways to raise funds and maintain high liquidity. The Company recommends to propose to the Shareholders' Meeting to consider and approve the issuing and offering of 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 to not more than fifty people in a period of twelve months, and that they are

not related. 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 1.40 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 10, 2017 to March 3, 2017 at Baht 1.55 per share) impact are the following:

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

Price Dilution = (Existing Share Price before Offering - Existing Share Price after Offering)

Existing Share Price before Offering

$$= (1.55-1.54) = 0.65\%$$

$$1.55$$

In which

Existing Share Price before Offering = 1.55 Baht per share

Number of Paid-up Shares = 4,336,768,278 Shares

Offering Price = 1.40 Baht per share

Number of New Shares Issued = 430,000,000 Shares

Existing Share Price after Offering

= (Existing Share Price * Number of Paid-up Shares) + (Offering Price * Newly Shares Issued)

(Number of Paid-up Shares + Newly Shares Issued)

$$= (1.55 * 4,336,768,278) + (1.40 * 430,000,000)$$

$$(4,336,768,278 + 430,000,000)$$

- = 1.54 Baht per share.
- 2. Control Dilution will be calculated according to the following formula:

= 9.02%

Board of Directors' Opinion

Board of Directors agree to propose to the Shareholders' Meeting to consider and approve to issue and offer the newly ordinary share under the General Mandate at the amount of 430,000,000 shares, with the par value Baht 1 per share, by issuing and offering the ordinary share for Private Placement. In this regards, the Board of Directors shall determine the purpose, the offering price and the conditions in order to best benefit the Company while giving fair treatment to its shareholders. And empowering the Board of Directors and/or authorized person by the Board of Directors to perform the as follow;

- 1. The criteria of issuing and offering new issued shares for Private Placement.
 - 1.1 Rationale and necessity to increase the company's capital or allotment of new shares for Private Placement.

The reason for the need to increase in the Company's capital is to support the Company's investment plan in high growth potential businesses for higher and consistent return. This increase in capital will also increase its liquidity.

On the contrary, if the Company issues and offers new ordinary shares to the public, it would take the Company more time and more expenses than to offers shares under General Mandate via Private Placement. The Company will also have to face the risk that the existing shareholders and / or the general public may not purchase the entire newly issues shares.

1.2 Rationale of increasing capital

Offering the newly shares under the General Mandate for Private Placement are appropriate and consistent with the Company's operation. The Company focuses on readying its capital to invest in the potential projects. This results in the Company becoming more liquid and flexible in having sufficient fund for any of its futures investment project.

1.3 Possible consequences against the Company's Performance.

Increasing the Company's capital will strengthen the Company financial and give adequate fund to support its investment within the strategic time frame. If the Company is able to expand its business successfully, the Company will continue to grow which directly correlates to its net profit and subsequently its dividend payout. Shareholders' will benefit from its dividend payout as stipulated in the Policy.

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

2.1 Criteria of Investor

The Company plans to allot the new shares to Private Placement by offering to Institution Investors and / or Private Placement, which amounted not more than 50 (fifty) people within a period of 12 (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 new shares 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 new ordinary shares 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 appointed by Board of Directors to do as follow;

- a. To define the condition and details related to the offering share such as list of allotted shareholders, offering price, number of ordinary shares for issuing and offering, subscription period and payment process. In this regards, Board of Directors shall determine the purpose, offering price and conditions that best benefits of the Company while gives fair treatment to its Shareholders.
- b. To consider and sign any related documents and authorised to conduct the necessary matters relating to the offering of the new shares, 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 new ordinary shares to be securities in SET.

Voting Criteria:

In order for the Resolution to pass, the resolution must be approved by not less than third-fourth of the total number of votes of the shareholders who are present and entitled to vote.

Agenda 10 To consider and approve of increasing the Company's registered capital from the registered capital of Baht 5,645,927,916 to Baht 6,075,927,916 by issuing 430,000,000 newly issued ordinary shares with the par value of Baht 1 per share and 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

The Company is readied to increase the registered capital to accommodate the General Mandate of issuance and offering the new ordinary shares in total of 430,000,000 shares with the par value Baht 1 per share, by issuing and offering the new ordinary shares via Private Placement by offering to Institution Investors and/ or Private Placement, to not more than fifty people within the period of twelve months, and are not classified as the related parties. It is recommended to propose to the Shareholders to consider and approve the increase in registered capital from the total of Baht 5,645,927,916 to the total of Baht 6,075,927,916 by issuing the ordinary share in total of 430,000,000 shares with the par value of Baht 1 and to consider to approve the amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the increase of registered capital as follow;

"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'

The Board of Directors agree to propose to the Shareholders to consider and approve to increase in registered capital of the Company from the total of Baht 5,645,927,916 to the total of Baht 6,075,927,916 by issuing new ordinary shares in total of 430,000,000 shares with the par value of Baht 1 per share with the Increasing Capital Report form (F53-4), (please see <u>Attachment 6</u> for further details) and to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the increase in the registered capital as the mentioned above.

In addition, it was proposed that the authorized person 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 Criteria:

In order for the Resolution to pass, the resolution must be approved by not less than third-fourth of the total number of votes of the shareholders who are present and entitled to vote.

Agenda 11 To consider and approve the allotment of the newly issued ordinary share of the Company under the General Mandate, in the amount of 430,000,000 shares with the par value Baht 1 to accommodate the ordinary shares via Private Placement.

Objective and Rationale

Following the Company consideration to increase the capital in total of 430,000,000 shares with the par value of Baht 1 per share, to accommodate the new ordinary shares via Private Placement in total of 430,000,000 Shares with the par value of Baht 1 per share, by offering to the Institution Investors and/or Private Placement to not more than fifty people within the period of twelve months and are not classified as the related parties.

To be consistent with objective to increasing capital, it is recommended to propose to the Shareholders to consider and approve the allotment of the new ordinary shares in the total of 430,000,000 shares

with the par value of Baht 1 per share to accommodate of issuance and offering of the new ordinary shares via Private Placement by offering to the Institution Investors and/or Private Placement to not more than fifty people within the period of 12 months and not classified as related parties. The offering price of the new shares shall not be less than 90% of the market price, to be calculated using 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. This must occur before the next Annual General Meeting of Shareholders date or before the date that the law requires to hold the next Annual General Meeting of Shareholders (whichever is earlier), the offering of the new ordinary share may be offerd in one or several times depending on the appropriateness of the market and for the best benefit of the Company.

Board of Directors' Opinion:

The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve the issuance and offering of the new issued ordinary shares of the Company under the General Mandate, in amount of 430,000,000 shares with the par value Baht 1 per share to accommodate the issuance and offering of the new ordinary shares 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 the right and fair treatment of the Shareholders. The proposal is also to authorize the Board of Director or its authorized person, empower to perform as follow:

- 1. To consider the allotment of the new ordinary shares via Private Placement by offering to Institution Investor and/or Private Placement which amounted to not more than fifty people over the period of twelve months and not classified as related parties for where there is potential to create values for the Company and Shareholders.
- 2. The offering price of the shares shall not be less than 90% of the market price to be calculated the price using 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 of the new ordinary shares by offering in one or several times, and must occur before the next Annual General Meeting of Shareholders date or before 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 for the best benefit of the Company.
- 4. To consider to define the conditions and details related to the offering share such as offering price, person who will reduce the allotment, number of issuance and offering of the ordinary shares and related details such as 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 in relation 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 of the new shares, including providing information and submitting the evidence to SEC, SET, TSD, MOC or related agencies, as well as listing the newly ordinary shares to be securities in the SET.

Voting Criteria:

In order for the Resolution to pass, the resolution must be approved by not less than third-fourth of the total number of votes of the shareholders who are present and entitled to vote.

Agenda 12 To consider and approve the issuing and offering of the debt securities.

Objective and Rationale

With reference to the resolution of the 2016 Annual General Meeting of Shareholders held on April 29, 2016 that approved the Company to issue and offer the debt securities in the amount not exceeding Baht 2,000,000,000, over the course of the year, the Company has not issued or offered the debt securities. In order to support the expansion plan in the potential business and seeking the chance to generate higher returns, the Company requires to be prepared for source of fund to support its plan. It is recommended to propose to the Shareholders to consider and approve of issuance and offering of the debt securities in the amount not exceeding Baht 2,000,000,000 or the equivalent to this amount in other currencies as a source of funding with details as follow;

Type: All types and all kinds of bonds (with or without collateral), depending on the

market condition 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 the maturity date, depending on the terms and

conditions of each issuance of the bonds.

Board of Directors' Opinion

The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve to issuance and offering of the debt securities in the amount not exceeding Baht 2,000,000,000 with proposed conditions. The Board of Director empower to process as follow;

- To define the detail and other conditions related to the issuance and offering of the debt securities such as interest rate, type of debt securities, number of debt securities for issuance and offering types of collateral, offering price per unit, terms, redemption period, payment process of the principal and interest, allotment process and other details of the offering.
- To deal with, negotiate, and execute the agreements, documentation and application for filing the debt securities, including submitting the documentation or requesting for delay and/or waives of parts or all of the 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 Criteria:

In order for the Resolution to pass, the resolution must be approved by not less than third-fourth of the total number of votes of the shareholders who are present and entitled to vote.

Agenda 13 Other matters (if any)

Board of Director specified the name list of shareholders who are eligible to attend and vote at the Shareholders' meeting (Record date) on March 28, 2017 and closing the registration book on March 29, 2017.

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 see <u>Attachment 8 for further details</u>). In the event that the shareholder 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 Wednesday, April 26, 2017, (please see to <u>Attachment 8 for further details</u>).

Company Secretary Office

Country Group Holdings Public Company Limited

132, Level 20 Sindhorn Tower 3, 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 follow;

 Mr. Niphon Wisityuthasart, Independent Director and Chairman of the Audit Committee, aged
 77, residing at No. 307/khor, Moo 2, Pa Moke Subdistrict, Pa Moke District, Ang Thong Province;

The Independent Director has interest in **Agenda 5** to be proposed for re-appointment to be director for another term (Due to he is proposed to re-election for to be Director) and **Agenda 6** to consider and approve of the remuneration of director and sub-committee and/or;

2) Pol. Lt. Gen. Werapong Chuenpagdee, Independent Director and Audit Committee Member, aged 59, residing at No. 412, Moo 3, Khlong Song Ton Nun Subdistrict, Lad Kra Bang District, Bangkok; The Independent Director has interest in **Agenda 6** to consider and approve of the remuneration of director and sub-committee and/or;

Mrs. Jitmanee Suwannapool, Independent Director and Audit Committee Member, aged 64, residing at No. 18 Soi Bangkae 3, Bangkae Subdistrict, Bangkae District, Bangkok.

The Independent Director has interest in **Agenda 5** to be proposed for re-appointment to be director for another term (Due to she is proposed to re-election for to be Director) and **Agenda 6** to consider and approve of the remuneration of director and sub-committee.

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 2017 Annual General Meeting of Shareholders on Thursday, April 27, 2017 at 14.00 hours at the Ballroom, 4th floor, Bliston Suwan Park View Hotel, no. 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok, please refer to the map of the meeting venue (please see Attachment 10 for further details). The shareholders and proxies may register for the meeting and submit their documentation or evidence for verification at the meeting venue from 13.00 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 2017, (please see Attachment 11 for further details).

Sincerely yours,

(Mr. Sadawut Taechaubol)

Chairperson

[Translation]

The 2016 Annual General Shareholders' Meeting

Country Group Holdings Public Company Limited

April 29, 2016

Lotus Room, LL floor, 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. Surabhon Kwunchaithunya	Vice Chairperson, Chairperson of the Nomination
		and Remuneration Committee, and the Risk.
		Management Committee and member of the
		Investment Committee.
3.	Mr. Dej Namsirikul	Independent Director and member of the Corporate
		Governance Committee.
4.	Mr. Nipon Wisityuthasart	Independent Director.
		Chairperson of the Audit Committee and member of
		the Nomination and Remuneration Committee.
5.	Mr. Tommy Taechaubol	Director, member of the Investment Committee
		and Chief Executive Officer
6.	Mr. Somkad Sueptrakul	Director, Chairperson of the Investment Committee and
		member of the Risk Management Committee.
7.	Mr. Pitinun Matitanaviroon	Independent Director and member of the Audit Committee
8.	Mr. Pisuth Viriyamettakul	Director.

The Directors who did not attend the Meeting:

1.	Pol.Lt.Gen.Werapong Chuenpagdee	Independent Director, member of the Audit Committee and
		Chairperson of the Corporate Governance Committee

The Executives who attended the Meeting:

1.	Dr. Veeraphat Phetcharakupt	Executive Vice President
2.	Ms. Netchanok Anawan	Deputy Chief Financial Officer of 2015
3.	Mr. Boonsong Sumnuk	Senior Manager of Financial and Accounting (Management)
4.	Mrs. Thanika Padungpattanapong	Company Secretary

The Attendants:

1. Mr. Chavala Tienpasertkij Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

(Auditor of the Company)

2. Ms. Naranun Hataivichien Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. (Auditor)

As the observer of the meeting and witness on counting votes in the

meeting.

3. Ms. Thitiporn Boonvorasilp Weerawong Chinavat & Peangpanor Ltd (Legal Advisor)

As the observer of the meeting and witness on counting votes in the

meeting.

Mr. Sadawut Taechaubol, Chairperson who act as the Chairman of the Meeting (hereinafter be called "Chairman") assigned Mrs. Thanika Padungpattanapong, Company Secretary to inform the proceeding of the Meeting, voting guildlines, in each agenda to conduct the Meeting in an orderly manner as follows:

The Corporate Secretary informed the Meeting that, at 9.30 hours., there were 53 Shareholders representing an aggregate number of 824,548,964 shares and 81 Proxyholders representing an aggregate number of 1,539,904,256 shares totaling 134 Shareholders and Proxyholders representing an aggregate number of 2,364,453,220 shares, equivalent to 54.52% of total paid up shares, and constituted a quorum in accordance with the Company's Article of Association.

1. Proceeding of the Meeting.

The Meeting shall be proceeded in order by agenda as informed in the invitation letter for the Annual General Meeting of the shareholders and the operator of the Meeting will inform the details of each agenda before voting.

2. The right to express opinion.

If any shareholder has opinion or question, the shareholder shall raise his/her hand and inform the name. Then the shareholder can give the opinion or ask the question to the Meeting.

- 1) The opening ballot will be count by 1 share to 1 vote. The shareholder attends the Meeting in person or grants the proxyholders, the right to vote in the Meeting shall vote on one of these; agree, disagree or abstain and the vote cast cannot be separated, unless there are voting by the Custodian.
- 2) Proxy
- 2.1 The proxy holder must vote as the grantor provides in the proxy form only. Vote of the proxy on any agenda which is not in accordance with the vote as specified in the proxy form shall be invalid and shall not be count as vote of the shareholder.
- 2.2 If the shareholder grant the right to the proxyholder with not specify or clearly specify the intention to vote on any agenda, or if there is other agenda consider in the Meeting besides the specified agenda in

the proxy form, or if there is any change or amendment to any facts, the proxyholder shall be authorized to consider the matters and vote on their behalf as the proxyholder deems appropriate.

3) In addition, for the agreement ballots which are not be collected during the Meeting, the shareholders must return them after the Meeting.

3. The voting process in each agenda.

- 1) The Chairman will propose to ballot and give the opportunity to such shareholders to vote at every agenda whether any shareholder disagrees or abstains.
- 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 disagree or abstain must reveal themselves and deliver their ballots to the Company's officer to deduct the votes of disagreement or abstention all votes. The final votes shall be accountable for the proposed agenda except the agendas that are required for any other voting process.
- 3) The Chairman will announce the resolution to the Meeting at the end of each agenda, unless the count of votes delayed by the officers. The Chairman will continue proceed and announce the resolution after the officers done the vote collection.

4. The Dispatch of Questions in Advance

The Company has given the opportunity to shareholders to send questions in advance to the Company within 21st April 2016, at Company Secretary Office or email: CompanySec@cgholdings.co.th which appeared that there was no shareholder sending questions.

5. The Dissemination of the Invitation letter for the Meeting

In order to the shareholders to access any information of this Annual General Meeting of Shareholders, the Company has published the invitation letter both Thai and English language on the Company's website and has submitted to the Stock Exchange of Thailand since 29thMarch 2016.

6. Representative of individual Shareholder

In order to comply with Good Corporate Governance, the Company request the volunteer of Individual Shareholder as the independent representative and neutral to observe the count of voting. Mr. Voradej Suruchugul, the proxy holder of Ms. Siriporn Kiripat, volunteers to be the representative of individual shareholder to observe the count of voting.

Company Secretary reported to the Meeting that the agenda for the Annual General Meeting of the Shareholders shall be occurred by agenda as informed in the invitation letter.

Thereafter, Chairman proceeded and informed the Meeting that Company Secretary reported the attendants which completed to be quorum as required on the Company's Article of Association, and preceded the Meeting as follows:

Agenda 1 To consider and approve the minutes of the 2015 Annual General Meeting of Shareholders.

Chairman stated that the minutes of the 2015 Annual General Shareholders' Meetingwas held on April 29, 2015. The minutes of such Meeting were submitted to the Stock Exchange of Thailand within 14 days after the Annual General Shareholders' Meeting date including published on the Company's Website, www.cgholdings.co.th and submitted to the Ministry of Commerce within the required time.

The Board of Directors deem appropriated to propose the Shareholders' Meeting to consider and approve the minutes of the 2015 Annual General Meeting of Shareholders which was held on April 29, 2015, please refer to the minutes of the 2015 Annual General Meeting of Shareholders to Attachment 1, page 18 – 31

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, the resolution must be passed by the majority votes of the shareholders, who presented and entitled to vote.

Resolution: The Meeting approved the minutes of the 2015 Annual General Meeting of Shareholders with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of shareholders who presented and entitled to vote.
Approve	2,424,344,730	99.997
Disapprove	75,000	0.003
Abstain	0	0

Remark: After the Chairman announced the number of shares to the meeting, there were additional 13 shareholders, holding 59,891,510 shares attending the meeting. Therefore, there were totally 147 shareholders attending the meeting, holding 2,424,419,730 shares. The Company gave the opportunity to shareholders to vote. Such as, the numbers of vote in Agenda 1 were increased accordingly.

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

Chairman reported to the Meeting that the Company proposed the Company's performance to the Shareholders together with the Annual Report 2015, additional, the Board of Directors deem appropriated to propose the Company's operating results of the year 2015 to the Shareholders' Meeting for acknowledgement. Hence, Chairman assigned Chief Executive Officer to explain for further details as follows:

1. Summarized of the Company and performance of the year 2015

Since the Shareholder Meeting of the Company had a resolution to approve the restructuring plan of the Securities company, Country Group Securities Public Company Limited (CGS) to be Country Group Holding Public Company Limited (CGH) by replaced CGS to become listed on the SET on 8thJan 2015. The

Company target to become a leading investment company that make strategic investments into good potential assets and companies, which will deliver sustainable growth and consistent returns to stakeholders. Later, the Company acquired the stakes in MFC Asset Management Public Company Limited (MFC) from CGS as part of the business restructuring plan according to the Shareholders Meeting' resolution.

After that, the Company successfully increased its registered share capital from Baht 2,566.23 million to Baht 4,336.77 million by the way of Right Offering at the allocation ratio of 1 existing ordinary share per 1 newly ordinary share. CEO appreciated to all shareholders for the support throughout the accomplished increased capital.

In 2015, the Company acquired majority stakes in Padaeng Industry Public Company Limited (PDI) marking an investment into a new business sector. Therefore, the Company's portfolio are as follows:

- Country Group Securities Public Company Limited (CGS), the Securities Business in the amount of 99.3% of registered capital.
- 2) MFC Asset Management Public Company Limited (MFC), the Asset Management Business in the amount of 24.9% of registered capital.
- 3) Padaeng Industry Public Company Limited (PDI), the Mining and Refining Business in the amount of 20.7% of registered capital.
- 2. Summarized of the Company's Investment Portfolio under the management team

As of 31st December 2015, the Company's investment portfolio was totaling of Baht 6,378 million, consist of Investment in the Subsidiary Company of 54% or Baht 3,463 million, Investment in the Affiliated Companies of 28% or Baht 1,756 million and other investment of 18% which including liquid assets such as B/E or unit trusts approximately of Baht 1,000 million ready to greater opportunity to appropriated investment.

3. Summarized of the Company's Performance of the year 2015

The year of 2015 was a particularly difficult year for the securities business due to the slowdown of the global economy. Hence, the market volumes remained low throughout the entire year. In 2015, the Company was still able to deliver profitability of Baht 60.7 million, a decreased of Baht 323.3 million from the year 2014. This was mainly due to decrease in the revenue. For the year of 2015, the Company had the total revenue of Baht 1,185.9 million, a decrease of Baht 414.5 million compared to the previous year.

Therefore, a decrease in the revenue was mainly result from 2 factors. Firstly, the slowdown of the global economy as resulted to the decline of the brokerage fees from securities business by SET's trading volume rundown from 1,024.7 million to Baht 867.2 million baht. Secondly, in 2014, the Company recognized income from the reversal of an impairment from investment in associated company totaling Baht 205.6 million. However, the Company continually adjusted its business strategy to greater competitive in the securities industry with consistent profitability.

4. Business's objectives and strategies of the Company

The company has set 2 main business strategies details as follows:

1) Investment into the distressed assets or new businesses that yielding superior returns.

The Company has set the policy to invest into the distressed assets or new businesses which have good potential to deliver sustainable returns to the Company and exponentially growth in the future. Furthermore, the Company considered in the business strategies focusing on increase its revenue throughout capital gain from both distressed assets and new businesses.

At the present, the Company is having carefully considered and study the possibility of the strategic investments focusing on diversifying across business sectors and potential businesses, such as renewable energy and real estate among the low interest rate environment. The management team target to create greater operational efficiency with prudently giving careful consideration to the global economic challenges.

2) Asset Management under management of the Company

The Company collaborate closely with subsidiary and associated companies. In 2015, CGS had aggressively impact from the global economy slowdown and the market volumes remained low. The Company have set the proactive strategies in providing other financial products and services, such as Proprietary Trading, Bond Trading, and Private Wealth which will be granted the license from the Office of the Securities and Exchange Commission Thailand (SEC) and expand client bases both domestic and international that will provide for sustained growth and superior return including minimize the risk of overly relying on the brokerage fee. The Company also plans to reduce corporate expenses in order to maintain its income and profitability.

For the Company associated company or MFC, which is Assets Management company. MFC has strong experienced in order to deliver stable return, however it coordinate with management team to offers a new range of products such as Private Equity Trust or REIT, which expands its opportunities in accessing exclusive investment and capital from both domestic and international. Besides, MFC plans to focus on expand client bases and channels by increase 5 branches in 2015 nationwide aims to sustainable growth in the future.

In part of PDI, which is Thailand's leading zinc mining and refining company, marking the further investment into a new business sector in the previous year as PDI has strong effectively capitalize for the return opportunities in the medium to long term. As the last zinc silicate ore produced in 2016, PDI then has strong advantages in net cash position including liquid assets which able to create greater flexibility to invest in the future.

Moreover, PDI reassessed its business structure into three divisions: PDI Eco which JV with Japan's leading industrial waste management business, PDI Materials proves added value materials from recycling, and finally, PDI Energy invests in renewable energy from solar, wind, and biomass power. Accordance to the announcement to SET as PDI Asia Solar Company Limited (a subsidiary of PDI Energy Co., Ltd.) invests in Solar Farm Projects located in Japan.

After the Chief Executive Officer had already reported the operation results of the year 2015, there are no shareholders has opinions or questions. Hence, Chairman informed that this Agenda was the report of the operation result for acknowledgement. Therefore, there was no adoption of resolution.

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

The Chairman reported to the Meeting that 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 audited and certified by the auditors.

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

The Board of Directors deem appropriated to propose to the Shareholders' Meeting to consider and approve of financial statements for the year ended December 31, 2015 which have been audited and certified by the auditor and verified by the Audit Committee.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by a majority votes of the shareholders, who presented and entitled to vote.

Resolution: The Meeting approved the audited Financial Statements of the year ended December 31, 2015, which was approved by Auditor with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Share	Percentage of shareholder who presented and entitled to vote.
Approve	2,747,802,403	99.997
Disapprove	75,000	0.003
Abstain	0	0

Remark: After considered of of Agenda 1 and Agenda 2, there were additional 37 shareholders, holding 323,457,673 shares attending the meeting. Therefore, there were totally 184 shareholders attending the meeting, holding 2,747,877,403 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in Agenda 3 were increased accordingly.

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.

The Chairman reported to the Meeting that subject to the Company's performance of 2015, the Company earning the net profit of Baht 661,162,623 or Baht 0.1825 per share, 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 for the Legal Reserve Fund not less than 5 percent of the annual net profit less the accumulated losses brought forward and then allocate the remaining profit for the dividend payment.

And the Company's Dividend Payment Policy stated that "Under the normal business' conditions, the Board of Directors shall propose the dividend payment to Shareholders not less than 60 percent of the net profit after corporate tax".

Additional, in accordance with the Public Limited Companies Act B.E. 2535, section 115 and the Company's Article of Association clause 59, the dividend payment shall be approved by Shareholders

The Board of Directors deem appropriated to propose to the Shareholders' Meeting to approve the allocation the net profit for the Legal Reserve Fund and the dividend payment, as the details follow;

Net profit in amount of Baht 661,162,623, allocate for the Legal Reserve Fund not less than five percent of the annual net profitor Baht33,058,131 and the dividend payment at the rate of Baht 0.046 per share, the total of dividend payment in amount of Baht 199,491,341, representing a percentage of 30.17 of net profit after corporate tax, which was lower than the dividend payment policy of the Company, due to the Company having necessity to reserve working capital for the liquidity in order to invest in the potential projects and to support the expansion of the existing Company's businesses in the future.

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

The name lists of Shareholder who were eligible to receive dividend were specified on March 31, 2016 and closing the registration book, according to Section 225 of the Securities and Stock Exchange Act, was on April 1, 2016, in which dividend will be paid on Wednesday, May 25, 2016.

Ms. Jit Sawitkul, the proxyholder of Thai Investors Association, enquired for the allocation plan of the partial profit for increasing liquidity and expansion of the other potential businesses, besides the mentioned plan in Agenda 2 and 3. The Chairman explained that now, the Company plans for the several investment projects such as investments in mutual funds, real estate businessed and renewal energy businesses which is now under the feasibility study and the details are still unclear, therefore it is necessary revolving working capital, in order to be able to immediated action when there is the opportunity or an appropriated investment.

Thereafter, there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by a majority votes of the shareholders, who presented and entitled to vote.

Resolution: The Meeting approved the allocation of the net profit for the Legal Reserve Fund in the amount of Baht 33,058,131 and the dividend payment in the amount of Baht 0.046 per share with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	2,747,803,762	99.997
Disapprove	75,000	0.003
Abstain	0	0

Remark: After considered of Agenda 3, there were additional 8 shareholders, holding 1,359 shares attending the meeting. Therefore, there were totally 192 shareholders attending the meeting, holding 2,747,878,762 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in Agenda 4 were increased accordingly.

Agenda 5 To consider and approve the election of the Company's directors in place of the directors who are retired by rotation.

The Chairman reported to the Meeting that this Agenda is to elect the Company's Directors for replacing the directors who are retired by rotation according to the laws and Article of Association stipulated the Criteria the Election of Directors and assigned the Company Secretary informed to the Meeting.

For the Election of Directors, is subject to the Article of Association, Clause 21 stipulated that the Shareholder Meeting shall elect the Directors as the Criteria and Procedure follows:

- a. Each shareholder or proxy has the number of votes as the number of shares held by such shareholder.
- b. Each shareholder or proxy may cast the total number of votes under (a) for electing one or more than person one as a director or directors, and in the case of electing more than one person as directors, votes shall not be devided by person.
- c. The person who received the highest votes in the respective order are elected as director in accordance with the intended number of directors; and, in the case where any personin a next lower order have equal votes and the number of the elected persons exceed the number of the intended directors, then an election shall be casted by the Chairman.

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 the Nomination and Remuneration Committee by the drawing lots and the retired directors are as follows:

1. Mr. Surabhon Kwunchaithunya Director

Pol. Lt. Gen Werapong Chuenpagdee Independent Director
 Mr. Dej Namsirikul Independent Director

The Nomination and Remuneration Committee and the Board of Directors had considered that 3 of them are qualified subject to the Public Limited Companies Act B.E. 2535 and not prohibited qualification as defined by the Companys' Article of Association and/or other related laws. Addional, they are eligible related to the business's operation of the Company. They also performed in the previous year and attended the Board of Directors' Meeting regularly, thus, the Committee recommended to propose to re-appoint them for another term, as the details presented on the Profile of Directors, please refer to Attachment 3, page 32 – page 36.

Ms. Jit Sawitkul, the proxy holder of Thai Investors Association enquired whether the proposed directorsabstain for this periodic. The Chairman informed that in order to comply with the principle of the Good Corporate Governace (Mr. Surabhon Kwunchaithunya and Mr. Dej Namsirikul) the proposed Directors were required to leave the Meeting and adstain for this Agenda (Pol.Lt.Gen.Werapong Chuenpagdee did not attened the Meeting).

Thereafter, there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by a majority votes of the shareholders, who presented and entitled to vote. The Chairman requested the Meeting to consider and elect the Director individually.

Resolution: The Meeting approved 3 Directors to re-appoint in place of the directors who are retired by rotation, as follows:

(1) Mr. Surabhon Kwunchaithunya, Director, with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	3,122,303,765	99.998
Disapprove	75,000	0.002
Abstain	0	0

(2) Pol. Lt. Gen Werapong Chuenpagdee, Independent Director, with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	3,122,303,765	99.998
Disapprove	75,000	0.002
Abstain	0	0

(3) Mr. Dej Numsirikul, Independent Director, with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	3,122,303,765	99.998
Disapprove	75,000	0.002
Abstain	0	0

Remark: After considered of Agenda 4, there were additional 5 shareholders holding 374,500,003 shares attending the meeting. Therefore, there were totally 197 shareholders attending the meeting, holding of 3,122,378,765 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of votes in Agenda 5 were increased accordingly.

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

The Chairman reported to the Meeting that the Nomination and Remuneration Committee had considered to prepare the for the Company business expansions, it was recommended to the Shareholdlers' Meeting to consider the approval of increasing the number of the Board of Directors from 9 members to be 10 members, by appointment the new director, Dr. Veeraphat Phetcharakupt who 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 deem appropriated to propose to the Shareholders' Meeting to consider and approve the increasing number of the Board of Directors from 9 members to be 10 members and the appointment of Dr. Veeraphat Phetcharakupt to be new Director, as recommendation of the Nomination and Remuneration Committee, for the Profile of Dr. Veeraphat Phetcharakupt, please refer to Attachment 4, page 37.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda a resolution must be passed by a majority votes of the shareholders, who presented and entitled to vote.

Resolution: The Meeting approved the increasing number of the Board of Directors from 9 members to be 10 members with the majority votes of the shareholders, who presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	3,124,851,265	99.998
Disapprove	75,000	0.002
Abstain	0	0

And the appointment of Dr. Veeraphat Petchrakupt, asnew Director with the majority votes of the shareholders, who presented and entitled to vote, as follows

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	3,124,851,265	99.998
Disapprove	75,000	0.002
Abstain	0	0

Remark: After considered of Agenda 5, there were additional 4 shareholders holding 2,547,500 shares attending the meeting. Therefore, there were totally 201 shareholders attending the meeting, holding 3,124,926,265 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in Agenda 6 were increased accordingly.

Agenda 7 To consider and approve the Remuneration of Directors and sub-committee.

The Chairman reported to the Meeting that 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 according to the Shareholder's Meeting resolution.

The Nomination and Remuneration Committee considered that on 2016, the Company plans to expand existing businesses and invest into new potential businesses. Hence, the Company will have the business transactions much more than the previous year, consequently, Directors shall have more responsibility.

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 that was increased from 2015 as follows:

- 2. The Remuneration of Directors and sub-committees on 2016 are following:
- The Remuneration of the Chairpersonof Baht 100,000 per month which is the same rate.
- The Remuneration of Vice Chairperson of Baht 55,000 per month, the previous rate was Baht 50,000.
- The Remuneration of Directors of Baht 40,000 per month, the previous rate was Baht35,000.
- The Remuneration of the Chairman of the Audit Committee and the Chairman of other sub-committees would be paid Baht 30,000 more per month when there has the Meeting which is the same rate.
- The Remuneration of the members of the Audit Committee and the members of other sub-committees would be paid Baht 20,000 more per month when there has the Meeting which is the same rate

The conditions of the Remuneration payment are as follows:

- (1) To pay the Remuneration of the Board of Directors, the Audit Committee and other Sub-Committees, would 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 paid the Remuneration at the same rate of other Directors. For the employees who entitle to be the member of sub-committees will not be paid the Remuneration.
- (3) It will effective from May 2016 onwards, after 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 than 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 1 time more of bonus.
 - (2) The criterias of the bonus payment as per the percentage of attendance meeting 2016 are as follows:
 - a) To attend the meetings more than 75%, will be paid 100% of bonus.
 - b) To attend the meetings equally 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 (1 January 2016 31 December 2016)

Board of Directors deem appropriated to propose to the Shareholders' Meeting to consider and approve the Remuneration of Directors, Audit Committee, Chairman and members of sub-committees which are Investment Committee, Nomination and Remuneration Committee, Good Corporate Governance Committee and Risk Management Committee. It will effective from May 2016 onwards

In this regards, in order to comply with the Principle of Good Corporate Governance, Board of Directors who have the right to receive the Remuneration, are intendition to show transparency by abstain the vote for this Agenda. (In amount of 821,474,406 shares)

Ms. Jit Sawitkul, proxy holder of the Thai Investors Association enquired whether there were other non-cash allowance such as entertainment fee, or transportation fee. Etc. The Chairman informed that there is no other non-cash allowance. Then Ms. Jit Sawitkul recommended that the Remuneration should be proposed in the lum sump amount per annual in order to, Board of Directors are able to manage and allocate in an appropriated. The Chairman welcome for this recommendation and will consider for applying.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by not less than two-thirds of the total number of votes of the shareholders who presented and entitled to vote.

Resolution: The Meeting approved the Remuneration of Directors and sub-committees of the year 2016 as follows:

- 1. The Remuneration of Directors and sub-committeesof the year 2016 as follows:
- The Remuneration of the Chairperson of Baht 100,000 per month.
- The Remuneration of Vice Chairperson of Baht 55,000 per month.
- The Remuneration of Directors of Baht 40,000 per month.
- The Remuneration of the Chairman of the Audit Committee and the Chairman of other subcommittees would be paid Baht 30,000 more per month when there are the Meeting.
- The Remuneration of the members of the Audit Committee and the members of other sub-committees would be paid Baht 20,000 more per month when there are the Meeting.

The conditions of the Remuneration payment 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 other Directors. For the employees who entitle to be the member of sub-committees will not be received the Remuneration.
- 3) It will effective from May 2016 onwards, after the Shareholders' Meeting approved.

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

- 1) The Director's Bonus payment will not exceeding than 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 1 time more of bonus.
- 2) The criterias of the bonus payment as per the percentage of attendance meeting 2016 are as follows:
 - a) To attend the meetings more than 75%, will be paid 100% of bonus.
 - b) To attend the meetings 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
 (1 January 2016 - 31 December 2016)

The Meeting approved this Agenda by not less than two-thirds of the total number of votes of the shareholders who presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	2,314,662,235	99.997
Disapprove	75,000	0.003
Abstain	821,474,406	0

Remark: After considered of Agenda 6, there were additional 9 shareholders, holding 11,285,376 shares attending the meeting. Therefore, there were totally 210 shareholders attending the meeting, holding 3,136,211,641 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in Agenda 7 were increased accordingly.

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

The Chairman reported to the Meeting that according to the Laws and the Companys' Article of Association, the Meeting was proposed to consider appointment of auditors and the determination of the auditing fee of the year 2016. The Audit Committee considered to propose the selected auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to the Shareholder's Meeting to be the Company's auditors of the Year 2016 as the following names:

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

In addition, the profile and working experience of the proposed auditors, please refer to Attachment 5, page 38-41 and determination the auditing feeof the year 2016 will be Baht 1,000,000 which is the same rate as year 2015.

The Audit Committee considered that the mentioned auditors do not have any related or conflict of interest to the Company, Managements, Major shareholders or their related person. In addition, the Auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. have professional audited skill and perform their duties for previuos year and the Auditing fee is appropriated.

In this regards, the Board of Directors agreed with the proposal of the Audit Committee and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd to be the Company's Auditor for the year 2016 as the

above mentioned details, the Auditing Fee will be Baht 1,000,000. in this year, Mr. Chavala Theinprasertkit entitles to be the Company's auditor for the third year.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by a majority votes of the shareholders, who presented and entitled to vote.

Resolution: The Meeting approved to appoint the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's auditors of the Year 2016 as the following names:

Mr. Chavala Theinprasertkit CPA Number 4301 and/or
 Mr. Niti Jungnitnirundr CPA Number 3809 and/or
 Mr. Permsak Wongpatcharapakorn CPA Number 3427 and/or

4. Ms. Nisakorn Songmanee CPA Number 5035

And the Auditing Fee will be Baht 1,000,000. in 2016, with the resolution passed by a majority votes of the shareholders, who presented and entitled to vote as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	3,136,136,641	99.998
Disapprove	75,000	0.002
Abstain	0	0

Agenda 9 To consider and approve the cancellation of 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).

The Chairman reported to the Meeting that according to the 2015 Annual General Meeting which was held on April 29, 2015, the project issuance of warrants to purchase the Company's ordinary shares was approved in order to be allocated to Directors, Excutives, employees and / or advisors of the Company and its Subsidiaries (CGH-ESOP 1).

Due to the current economic slowdown and more intense competition in the securities business, including the continuing reduction of commission fee on securities trading that impacts the growth of the Company's performance and in accordance with the Financial Reporting Standards No. 2 for payment by share-based, it requires the Company to recognize higher expenses which is directly impacts on earnings of the Company and Shareholders.

Therefore, the Board of Directors deem appropriated to propose to the Shareholders' Meeting to consider and approve the cancellation of 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 (CGH-ESOP 1).

Therefore, the Company will consider to provide other appropriated incentives as a sense of ownership to Directors, Executives and employees of the Company and / or its Subsidiaries to retain key employees.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by not less than three-fourths of the total number of votes of the shareholders who presented and entitled to vote and must not be opposed by shareholders with an aggregate number of shares exceeding than 10 percent of all eligible votes.

In this regards, in order to comply with the Principle of Good Corporate Governance, Board of Directors who have the right to receive the Remuneration, are intendition to show transparency by abstain the vote for this Agenda. (In amount of 821,474,406 shares)

Resolution: The Meeting approved to cancel 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) with the votes not less than three-fourths of the total number of votes of the shareholders who presented and entitled to vote and must not be opposed by shareholders with an aggregate number of shares exceeding than 10 percent of all eligible votes.

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.
Approve	2,314,943,389	99,997
Disapprove	75,000	0.003
Abstain	821,474,406	0

Remark: After considered of Agenda 7 and Agenda 8, there were additional 4 shareholders holding 281,154 shares attending the meeting. Therefore, there were totally 214 shareholders attending the meeting, holding 3,136,492,795 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in Agenda 9 were increased accordingly.

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.

The Chairman reported to the Meeting that due to the Company desires 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 issued in accommodation of convertible debentures or warrant to purchase and the issuance has been approved by the shareholders.

The Board of Directors recommended that in order to comply with the law, the Company has to decrease the registered capital 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 shares to the existing shareholders in 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 no.2
 (CGH-W2)
 66,337,584 Shares

Total of the unsubscribed shares

1.462.027.548 Shares

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

Therefore, the Board of Directors deem appropriated 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.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by a majority votes of the shareholders, who presented and entitled to vote.

Resolution: The Meeting approved 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 with a majority votes of the shareholders, who presented and entitled to vote.

Resolution Number of Shares		Percentage of shareholder who presented and entitled to vote.		
Approve	3,136,417,795	99.998		
Disapprove	75,000	0.002		
Abstain 0		0		

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

The Chairman reported that in order to consistent with the decrease of the Company's registered capitalfrom 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 (-)"

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider this agenda and informed that to approve this agenda, a resolution must be passed by a majority votes of the shareholders, who presented and entitled to vote.

Resolution: The Meeting approved the amendment to Clause 4 of the Company's Memorandum of Association in order to consistent with the decrease of the company's registered capital 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)

In which

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 (-)"

In addition, it is proposed that the authorized person by the Board of Directors empower to, proceed to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, including corrected and added statements in accordance with the order of the Registrar.

The resolution was approved the votes more than three-quarters of all vote casts by shareholders who attending the meeting and having the right to vote.

Resolution	Number of Share	Percentage of shareholder who presented and entitled to vote.			
Approve	3,136,417,797	99.998			
Disapprove	75,000	0.002			
Abstain	0	0			

Remark: After considered of Agenda 10, there were additional 1 shareholders, holding 2 shares attending the meeting. Therefore, there were totally 215 shareholders attending the meeting, holding 3,136,492,797 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in Agenda 11 were increased accordingly.

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

The Chairman reported to the Meeting that according 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 newly ordinary shares in accommodation of the warrant to purchase 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 exercised price of Baht 1.80 per share and ratio of 1 unit of warrant to purchase to 1 ordinary share to exercised price of Baht 1.624 per share and ratio of 1 unit of warrant to purchase to 1.108 ordinary share, due to the Company issued the newly ordinary shares offering to the existing shareholders in the exercised 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 accommadation of the exercised right adjustment, the Board of Directors deem appropriated to propose to the Shareholders' Meeting to consider the approval for issuing and offering the newly ordinary shares 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).

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by not less than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution: The Meeting approved for issuing and offering the newly ordinary shares in total of 92,384,094 shares, with the par value of Baht 1, in accommadation to exercise of the warrant to purchase the ordinary share of the Company no.1 (CGH-W1) with the votes more than three-fourths of the total number of votes of the shareholders who presented and entitled to vote as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote. 99.998		
Approve	3,136,431,305			
Disapprove	75,000 0.002			
Abstain 0		0		

Remark: After considered of Agenda 11, there were additional 2 shareholders, holding 13,508 shares attending the meeting. Therefore, there were totally 217 shareholders attending the meeting, holding 3,136,506,305 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of votes in Agenda 12 were increased accordingly.

Agenda 13 To consider and approve the issuing and offering the newly 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 shares for Private Placement.

The Chairman reported to the Meeting that the increase more funding channel is to support the expansion of investment in vary fields, the strengthen liquidity, and the fast funding in order to preparing the capital for the potential investment projects,

The Board of Directors deem appropriate to propose to the Shareholders' Meeting to consider and approve the issuing and offering the newly ordinary shares 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, 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 capital of the Company (as the paid up capital 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). The Company is able to offer the newly ordinary shares in one or several times, depending on the appropriateness of the market and the best benefit to the Company.

The Shareholders are able to study the details of the effects from the offering the newly ordinary sharesand criterias to issue and offer the newly sharesto Private Placement, as shown on the Invitation Letter, page 10-11. Therefore, the Board of Directors shall determine the purpose, offering price and conditions in order to the best benefit to the Company and fair treatment to the shareholders.

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 and define the conditions and details related to the offering shares such as person who will be allotment, offering price, number of issuing and offering ordinary shares, subscription period and payment process. In this regards, Board of Directors shall determine the purpose, of offering price and conditions for the best benefit to the Company and fair treatment to the Shareholders.
- b. To consider and execute on any related documents and empower to conduct the necessary and appropriated relavant to the offering the newly ordinary shares, including provide information and submit the evidence to The Securities and Exchange Commission ("SEC"), SET, Thai Securities Deposit Co.,Ltd. ("TSD"), Ministry of Commerce ("MOC") or related agencies, thoroughout listing the newly ordinary shares to be lised in the SET.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by not less than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution: The Meeting approved the issuing and offering the newly 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 ang granting the Board of Directors empower to define the conditions and details related to the offering shares 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 to the Company and fair treatment to the Shareholders. In additional, to consider and execute on any related documentation and authorised to conduct the necessary and appropriated relavant to the offering the newly ordinary shares, including provide information and submit the evidence and perform any process as per approved by the Shareholders Meeting with the votes more than three-fourths of the total number of votes of the shareholders who presented and entitled to vote as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.			
Approve	3,136,625,593	99.998			
Disapprove	75,000	0.002			
Abstain	0	0			

Remark: After considered of Agenda 12, there were additional 4 shareholders, holding 194,288 shares attending the meeting. Therefore, there were totally 221 shareholders attending the meeting, holding 3,136,700,593 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in Agenda 13 were increased accordingly.

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 ordinary shares with a par value of Baht 1 per share.

The Chairman reported to the Meeting that 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 oridanary shares under the General Mandate in total of 430,000,000 shares with the par value Baht 1, by issuing and offering to Private Placement, 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. Hence, the Company is required to increase the registered capital.

The Board of Directors deem appropriate 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 522,384,094 shares with the par value of Baht 1, with the Increasing Capital Report form (F53-4), please refer to Attachment 6, page 42 – 45.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by not less than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution: The Meeting approved 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 with the vote more than three-fourths of the total number of votes of the shareholders who presented and entitled to vote as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.			
Approve	3,136,626,793	99.998			
Disapprove	75,000	0.002			
Abstain	0	0			

Remark: After considered of Agenda 13, there were additional 2 shareholders, holding 1,200 shares attending the meeting. Therefore, there were totally 223 shareholders attending the meeting, holding 3,136,701,793 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in Agenda 14 were increased accordingly.

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

The Chairman reported to the Meeting that In order to 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 (-)"

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by the votes not less than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution: The Meeting approved theamendment to Clause 4 of the Company's Memorandum of Association in order to consistent with the increase of registered capital 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 (-)"

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

With an approved resolution by the votes more than three-quarters of all the votes cast by shareholders attending the meeting and having the right to vote as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote. 99.998 0.002		
Approve	3,136,626,793			
Disapprove	75,000			
Abstain	0	0		

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).

The Chairman reported to the Meeting that in order to be consistent with the objective of increasing registered capital as proposed to the Meeting in Agenda 14 above, it is proposed to the Shareholders' Meeting to consider and approve the allotment of the newly ordinary shares 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 to 1 ordinary share to exercise rights of Baht 1.624 per share and ratio of 1 unit of warrant to purchase to 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 newly issued ordinary shares, in accommodation of the exercise rights adjustment to be 947,792,369 shares.

The Board of Directors deem appropriated to propose to the Shareholders' Meeting to consider and approve the allotment of the newly issued ordinary shares 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) as the mentioned above.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by the votes not less than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution: The Meeting approved for the allotment of 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) with the votes more than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.		
Approve	3,136,626,797	99.998		
Disapprove	75,000	0.002		
Abstain	0	0		

Remark: After considered of Agenda 14 and Agenda 15, there were additional 1 shareholder, holding 4 shares attending the meeting. Therefore, there were totally 224 shareholders attending the meeting, holding 3,136,701,797 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in Agenda 16 were increased accordingly.

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

The Chairman reported to the Meeting that In order to consistent with objective to increasing capital, it is recommended to propose the Shareholdrs' Meeting on Agenda 14 above.

Board of Directors deem appropriated to propose to the Shareholders' Meeting 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 accommodation of the issuing and offering the newly

ordinary shares to Private Placement, which amounted not more than fifty people in a period of twelve months, and not be a related party.

In this regards, Board of Directors shall determine the purpose, offering price and conditions for the best benefit to the Company and fair treatment to the Shareholders by authorize the Board of Directors or its authorized person, empower to process as follows:

- To consider the allotment of the newly ordinary shares for Private Placement by offering to Institution
 Investors and/or Private Placement which amounted of not more than fifty people in a period of twelve
 months and not be the related party, potential for investment, and valuable to the Company and
 Shareholders.
- 2. The offering price of the issued shares shall not be less than 90% of the market price and be calculated 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 each offering price date.
- 3. To consider the offering of the newly ordinary shares in one or several times, and 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 benefit to 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, time, subscription period and payment process. In this regards, Board of Directors shall determine the purpose, offering price and conditions regarding to the best benefit to the Company and fair treatment to the Shareholders.
- 5. To consider and execute on any related documentation and empower to conduct the necessary and appropriated relavant to the offering the newly ordinary shares, including to providing information and submitting the evidence to SEC, SET, TSD, MOC or related agencies, throughout listing the newly ordinary shares in the SET.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by the votes not less than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution: The Meeting approved 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 issuing and offering the ordinary shares for Private Placement by the votes more than three-fourths of the total number of votes of the shareholders who presented and entitled to vote.

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote.			
Approve	3,136,625,575	99.998			
Disapprove	75,000	0.002			
Abstain	2,222	0			

Remark: After considered of Agenda 16, there were additional 1 shareholder, holding 1,000 shares attending the meeting. Therefore, there were totally 225 shareholders attending the meeting, holding 3,136,702,797 shares. The Company gave the opportunity to such shareholders to vote. As such, the numbers of vote in Agenda 17 were increased accordingly.

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

The Chairman reported to the Meeting that in order to support the expansion plan in the potential business to seek the 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, 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 Investors 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 bond issuance.

Board of Directors deem appropriated to propose to the Shareholders' Meeting to consider and approve the issuing and offering the debt securities in the amount not exceeding than Baht 2,000,000,000 as the proposed conditions. The Board of Directors empower to process as follows:

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 a time, type of collectors, offering price per unit, term, redemption period, payment process of the principal and interest, allotment process and details of offering. To deal with, negotiate, and execute the agreements, documentation and application related to filing the debt securities, including submit the documentation or delay application to the government agencies or agencies related to the issuing and offering the debt securities including listed in Secondary Market in both domestic and international.

As there was no more enquiry or express the opinion, the Chairman requested the Meeting to consider and approve this agenda, a resolution must be passed by not less than three-fourths of the total number of votes of the Shareholders who presented and entitled to vote.

Resolution: The Meeting approved the issuing and offering of the debt securities in the amount not exceeding than Baht 2,000,000,000 underthe proposed conditions. The Board of Directors empower to process as follows:

- 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 a time, type of collectors, offering price per unit, term, redemption period, payment process of the principal and interest, allotment process and details of offering.
- To deal with, negotiate, and execute the agreements, documentation and application related to filing the debt securities, including submit 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.

With an approved resolution by the votes more than three-quarters of all the votes cast by the shareholders who attending the meeting and having the right to vote as follows:

Resolution	Number of Shares	Percentage of shareholder who presented and entitled to vote. 99.998		
Approve	3,136,627,797			
Disapprove	75,000	0.002		
Abstain	0	0		

Agenda 19 Other (if any)

-None-

The Meeting had completed all agendas. Shareholders then enquired for futher information to the Company as follows:

1. Mr. Saroj Jittibopit, the Shareholder, enquired that now, there is a construction cut-out of Four-Season Hotel under the "Country Group" on Charoenkrung Road, whether the Company have any relationship with that project. The Chairman informed that it is the Project of Country Group Development Public Company Limited that partly shareholding by the Company.

2. Ms. Jit Sawitkul, the proxy holder of Thai Investors Association enquired for the improvement progress of the Anti-Corruption Project. The Chairman and Chief Executive Officer informed that on April 22, 2016, the Company arranged the training programme for employees, from both the Company and Country Group Securities Public Company Limited about re: "Good Governance & Anti – Corruption", lactured by Ms. Sirirrat Wasuwat, the for Social Research Officer, ExpertLevel, Office of the National Anti-Corruption Commission. The topics were as follows:

- a. Good Governance: ethics, moral and good governance.
- b. Anti Corruption: Internal Anti-Corruption.

Additional, Ms. Jit Sawitkul, enquired more about the process plan for CAC project step 1. Company Secretary informed that after the mentioned training programme, the Company has announced our intention for the Private Sector Collective Action Coalition against Corruption Council) and dispatched the announcement to the Institution of Director (IOD) on April 26, 2016. At the present, it was under consideration of CAC Council.

3. Ms. Nantana Phuwadavorn, the Shareholder, enquired for the future plan of the Company. Chief Executive Officer informed that the Company now has 2 investment plans i.e. (1) Investment in renewal energy business and / or real estate business, which are likely to continue growing in the future. Morever, low interest rate environment will benefif to both business, and (2) Asset Management, and management our affiliates, including the CGS, MFC and PDI to enhance higher revenue to the Company. Furthermore, Ms. Nantana Phuwadavorn enquired for the Four Season Project at Chao Phraya Riverside, as a potential project and also enquiried for the shareholding structure in this project. Chief Executive Officer informed that the Company invests in the Country Group Development Public Company Limited by holding the stakes in the amount of 7 - 8% of CGD's registered capital. The Company classified its investments as the medium to long term investment due to this project will be finished by 2018, CGD will earn a continuous and consistent revenue from the operation of two hotels. It also earn a revenue from dividends and capital gain from the projects.

The Chairman added that the Company's Policy is focused on investment in the companies or the projects with good a potential performance in the future that can generate a reasonable return, the company has to find source of funds for business expansion, while the global economy is slowdown, if the Company has capital, it able to acquire asset in a reasonable price. However, the Company will try our best to generate sustainable returns to the shareholders.

After the Chairman and Chief Executive Officer answered all questions from the Shareholders, the Chairman then thanked all Shareholders who attended the Meeting and closed the Annual General Shareholder Meeting of the year 2016 at 11.50 a.m.

Sincerely yours,

-Signature-

(Mr. Sadawut Taechaubol)

The Chairman of the Meeting.

Information on proposed directors to replace those whose term are expired 2017

Name-Surname Mr. Tommy Taechaubol

Position Director and Chief Executive Officer (Authorized)

Date of Birth November 8, 1980

Age 33 year-old

Holding the Company's share 215,617,414 Shares (4.97%)

(As of December 31, 2016)

In the position since Director and Chief Executive Officer

(Appointed on 22/05/14)
Investment Committee
(Appointed on 24/06/14)



2 Listed Companies

2015 - Current Director, Executive Director and the Nomination and Remureation Committee of Padaeng

Industry Public Company Limited

2014 - Current Director, Chief Executive Officer and Investment Committee Member of Country Group

Holdings Public Company Limited

2014 - Current Advisor of the Board of Director of MFC Asset Management Public Company Limited

4 Non-Listed Companies

2012 - January 2017 Director of Country Group Securities Public Company Limited

2010 - Current Executive Chairman of Sing Sian Yer Pao Company Limited

2006 - Current Advisor of the Board of Director of MFC Asset Management Public Company Limited

2005 - Current Director of Country Group Company Limited

Education

- Master of Business Administration (MBA) (with Distinction), Sasin Graduate Institute of Business
 Administration of Chulalongkorn University
- Bachelor of Laws, The University of New South Wales, Australia
- Bachelor of Commerce in Finance Major (with Distinction), the University of New South Wales, Australia
- Mini-MBA for Real Estate, the Real Estate Executive Association of Chulalongkorn University

Director Role Training by Thai Institute of Directors Association

- Director Accreditation Program 88/2011
- Corporate Governance for Capital Market Intermedianies 33/2016

Year of Directorship

3 years

Previous Experiences

2010 - 2014 Senior Executive Vice President, Business Delopment Division of MFC Asset Management

Public Company Limited

The meeting attendance in 2016

Shareholder's Meeting
 Board of Director's Meeting
 Board of Investment's Meeting
 times
 times

Positioning in other businesses that may be None

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.

Relationship or related interest in Company / Son of Mr. Sadawut Taechaubol

Subsidiaries / Affiliates / Executives / Major

Shareholder or related person.

Shareholding in Company / Subsidiaries / shareholding Country Group Development PCL 404,135,800 shares

Affiliates (As of December 21, 2016)

Forbidden Qualification subject to Public Company Act

- No legal offensive report during the past 10 years
- No conflict of interest report against the Company in the previous year.

Information on proposed directors to replace those whose term are expired 2017

Name-Surname Mr. Niphon Wisityuthasart

Position Independent Director, Chairman of Audit Committee

Nomination and Remuneration Committee

(Not Authorized)

Date of birth August 20, 1939

Age 77 year-old

Holding the Company's share None

In the position since Independent Director (Appointed on 22/05/2015)

Chairman of Audit Committee (Appointed on 24/06/2015)

Nomination and Remuneration Committee (Appointed on 24/06/2015)

Important Current Position

3 Listed Companies

2014 - Current Independent Director, Chairman of Audit Committee and the Nomination and

Remuneration Committee of Country Group Holings Public Company Limited

2010 - Current Independent Director and Audit Committee of Grand Canel Land Public Company

Limited

1999 - Current Independent Director and Chairman of Audit Committee of Wanachai Group Public

Company Limited

Non-Listed Companines

Education

Master of Public Administration, National Institute of Development Administration (NIDA)

None

- Bachelor of Laws, Thammasat University
- Capital Market Academy Leader Program no. 12
- Thammasat Leadership Program no. 2
- Leadership Program for Metropolitan Development no. 3
- Asian Disaster Preparedness Center Certification (ADPC)

Director Role Training by Thai Institute of Directors Association

Director Accreditation Program 43/2005

Year of Directorship 3 years

Previous Experiences

2011 - March 2016 Independent Director of Country Group Securities Public Company Limited

The Meeting attendance in 2016

Shareholder's Meeting 1/1 times
 Board of Director's Meeting 10/10 times



• Audit Committee 5/5 times

• Nomination and Remuneration Committee 2/2 times

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.

Relationship or related interest in Company / None

Subsidiaries / Affiliates / Executives / Major

Shareholder or related person.

Shareholding in Company / Subsidiaries / None

Affiliates

Forbidden Qualification subject to Public Company Act

- No legal offensive report during the past 10 years
- No conflict of interest report against the Company in the previous year.

Information on proposed directors to replace those whose term are expired 2017

Name-Surname Mrs. Jitmanee Suwannapool

Position Independent Director and Audit Committee Member

(Not Authorized)

Date of birth April 10, 1953

Age 64 year-old

Holding the Company's share None

(Appointed November 11, 2016 in replacement of the resiged Independent

Director, Mr. Pitinun Matitanaviroon)

Important Current Position

3 Listed Companies

2016 - Current Independent Director and Audit Committee Member, Country Group Holdings Public

Company Limited

2015 - Current Independent Director and Audit Committee Member, NCL International Logistic Public

Company Limited

2014 - Current Independent Director and Audit Committee Member, Grand Canel Land Public Company

Limited

3 Non-Listed Companines

2015 - Current Independent Director and Audit Committee of Thailand Previledge Card Company Limited

2015 - Current Honorary Advisor of Committee on Economics, Monetary and Finance, the National

Legislative Assembly

2014 - Current Chairman of People Development for Society and Environment Foudation

Education

- Master of Public Adminstration, National Institute of Development Administration (NIDA)
- Bachelor of Laws, Ramkhumkang University
- Bachelor of Administration (Accounting), Ramkhumkang University

Director Role Training by Thai Institute of Directors Association

Director Certification Program 197/2014

Year of Directorship 5 months

Previous Experiences

2012 - 2013 Advisor of Taxation base, Category Level 10 of Revenue Department (Senior Anaylist of Policy and

Plan)

2010 - 2012 Duputy Vice Precident of Revenue Department

The Meeting attendance in 2016

Shareholder's Meeting 0/0 times
 Board of Director's Meeting 0/0 times

(She has appointed to be CGH's Independent Director on November 14, 2017, replacement of Mr. Pitinun Matitanaviroon)

Positioning in other businesses that may be None 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.

Shareholding in Company / Subsidiaries / None

Affiliates

Relationship or related interest in Company / None

Subsidiaries / Affiliates / Executives / Major

Shareholder or related person.

Forbidden Qualification subject to Public Company Act

- No legal offensive report during the past 10 years
- No conflict of interest report against the Company in the previous year.

Dififition of Independent Director

On the appointment of independent director, the Board shall consider the candidate's eligibility in accordance with the minimum requirements of the SEC and assigned responsibilities stated within the announcement on Eligibilities and Scope of Audit Committee of the SET as follow:

- (1) Holding share of no more than 1% of the number of shares with voting right of the Company, its Subsidiaries, affiliates, or related companies. The shareholding also includes those shares held by the Independent Director's related parties.
- (2) Not holding or never have held a position in the Company as Director involving in employee management or a position or Consultant receiving salary or any other significant positions of the Company unless having been out of such position for at least 2 years before the appointment. The aforementioned condition does not apply to Independent Director with former experience as civil servant of a public sector with major shareholding propotions.
- (3) Not a close family, by blood or by law, i.e. parents, spouse, siblings, children and their spouses, of a member of management, major shareholders with significant control over the Company and its Subsidiaries.
- (4) Never have had business relationship with the Company, its Subsidiaries, affiliates, major shareholder or individual who has authority to control the Company in the way that prohibits free judgement. In addition of never have been a major shareholder of the Company, its Subsidiaries and its affiliates or a person with direct control over the Company's business, unless having been out of such position of a least 2 years before the appointment.
- (5) Never have been an auditor of the Company, its Subsidiaries and its affiliates or a major shareholder or significant authorities or a partner of the audit service provider unless having been out of such position of at least 2 years before the appointment.
- (6) Never have worked in any service profession including legal or financial consuelor that receive service fee of more than Baht 2 million per year from the Company, its Subsidiaires and its affiliates, or major shareholder; and significant shareholder or individual with authority to control or a partner of service profession unless having been out of such position of a least 2 years before the appointment.
- (7) Not the Independent Director who has been appointed on behalf of the Company's Directors, major shareholders or shreholdrs with relation to major shareholders.
- (8) Not being in the business with similar objectives or in competition with the Company and its Subsidiaries. Not being a partner or a director with positions of director involving in employee management or a position or Consultant receiving salary or a shareholder with more than 1% of the total number of shares with voting right of any company with similar objectives or in competition with the Company and its Subsidiaries.
- (9) Not being in any other conditions which may affect free judgement regarding the Company's operations.

Profile of Auditors



The First Auditor

Name-Surname Mr. Wonlop Vilaivaravit

Age (years) 44

Education Bachelor of Accountancy, Assumption University

Certified Public Accountant (Thailand) 6797

Registration Number

Office Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

AIA Sathorn Tower, 23rd -27th Floor 11/1 Sathorn Road, Yannawa, Sathorn

Bangkok 10120
Tel: 02 034 0000
Fax: 02 034 0100

Work experience in the last 5 years

1997 - Present
 Audit Partner

• Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

Professional experience

 Auditor, Deloitte & Touche LLP at San Francisco, California, USA

 Member of the Federation of Accounting Professions of Thailand (FAP)

• Certified Public Accountant, Thailand

Relationship or related interest in Company /
Subsidiaries / Affiliates / Executives / Major
Shareholder or related person.

None



The Second Auditor

Office

1989 - Present

Professional experience

Name-Surname
Dr. Suwatchai Meakhaamnouychai

Age (years)

48

Education

Doctor of Philosophy in Public Administration (International Program)

Master of Professional Accounting (International Program)
 Thammasat University

- Master of Accounting (Financial Accounting), Chulalongkorn
 University
- Master of Business Administration (Financial Management), NIDA
- Bachelor of Science (Accounting), Kasetsart University

Certified Public Accountant (Thailand) Registration Number

Work experience in the last 5 years

6638

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

AIA Sathorn Tower, 23rd - 27th Floor

Ramkhamhaeng University

11/1 South Sathorn Road, Yannawa, Sathorn,

Bangkok 10120, Thailand

Audit Partner

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

- Certified Public Accountant, Thailand
- Auditor approved by of The Securities and Exchange Commission (SEC), Thailand
- Member of the Federation of Accounting Professions under the Royal
 Patronage of His Majesty the King
- Accounting System Planer to Government Agency
- Sub-Committee of Accounting Standard Setting Body Committee of FAP
- Sub-Committee of IFRS, FAP
- Sub-Committee of Technical Accounting Examination Committee of FAP

Relationship or related interest in Company / Subsidiaries /
Affiliates / Executives / Major Shareholder or related person.

None



The Third Auditor

Name-Surname Mr. Permsak Wongpatcharapakorn

Age (years)

Education

● Bachelor Degree in Accountancy,
Chulalongkorn University

Post-Graduate Diploma in Auditing, Chulalongkorn University

Certified Public Accountant (Thailand) Registration Number

Office

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

AIA Sathorn Tower, 23rd-27th Floor 11/1 Sathorn Road, Yannawa, Sathorn

Bangkok 10120
Tel: 02 034 0000
Fax: 02 034 0100

3427

Work experience in the last 5 years

• 1998 - Present

• 2006 - Present

Audit Partner

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

Audit Business Unit 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)

Relationship or related interest in Company / Subsidiaries / Affiliates / Executives / Major Shareholder or related person.

None



The Forth Auditor

Name-Surname Dr. Suphamit Techamontrikul
Age (years) 56
Education

- D.B.A., The Joint Doctoral Program in Business Administration,
 Chulalongkorn University, Thailand
- M.B.A.; Middle Tennessee State University, U.S.A.
- M.S. (Accounting); Middle Tennessee State University, U.S.A.
- B.Acc., Chulalongkorn University, Thailand

Certified Public Accountant (Thailand) Registration Number Office

3356

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. AIA Sathorn Tower 23rd-27th Floor, No. 11/1, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120

Tel: 02 034 0000

Work experience in the last 5 years

• 1998 - Present

Audit Partner

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

- Certified Public Accountant, Thailand
- Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand
- Committee of Accounting Standard Setting Body, the Federation of Accounting Professions
- Committee of Accounting Standard Setting in Comptroller General's Department, the Ministry of Finance
- Committee of Internal Audit System Development in Comptroller General's Department, the Ministry of Finance
- Sub-Committee of the Ethics Code Setting, the Federation of Accounting Professions

Professional experience

Capital increase report form

Country Group Holdings Public Company Limited $$14^{\rm th}$$ March 2017

We, Country Group Holdings Public Company Limited (the "Company"), hereby report on the resolution of board of directors meeting no. 2/2017, held on 14th March 2017 (**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 6,075,927,916 to Baht 5,645,927,916 by cancelling the unsubscribed shares of the Company of 430,000,000 shares, at the par value of Baht 1.
- 2) To increase the registered capital of the Company from Baht 5,645,927,916 to Baht 6,075,927,916 by issuing 430,000,000 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)
☑ General Mandate	Ordinary Share	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
-	-	-	-	-	-

2.2 General Mandate

Allotted to	Type of shares	Number of	Percentage of	Note
		shares (shares)	paid-up capital 1/	
Existing shareholders	Ordinary	-	-	-
	Preferred	-	-	-
General public	Ordinary	-	-	-
	Preferred	-	-	-

Allotted to	Type of shares	Number of shares	Percentage of paid-up capital 1/	Note
		(shares)		
Private Placement	Ordinary	430,000,000	Not Exceeding	Remarks
		shares	10%	
	Preferred	=	=	-

Remark

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

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

- (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.
- (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

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 been titled 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 -

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. 2/2017	14 th March 2017
2	The record date to determine the shareholders' right to attend	28 th March 2017
	the 2017 Annual General Meeting of Shareholders	
3	The closing date of share register book to gather the	29 th March 2017
	shareholders' names who can attend the 2017 Annual General	
	Meeting of Shareholders under Section 225 of the Securities	
	and Exchange Act B.E. 2535	
4	The 2017 Annual General Meeting of Shareholders	27 th April 2017
5	Proceed with the registration of the capital increase with the	Within 14 days from the date on
	Ministry of Commerce	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	Signed <u>-Signature-</u> Authorized directo
directors who are authorized to	(Mr. Sadawut Taechaubol)
sign on behalf of the Company,	Position Chairperson
with the Company's seal affixed)	

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

Chapter 6 Shareholder Meeting

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.

Chapter 5 Directors

- 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.

Chapter 11 Dividend and Legal Fund

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.

Chapter 9 Finance, Accounting, and Auditing

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.

Attachment 8

Duty Stamp Baht 20

Proxy Form A (Simple Form)

			Written a	ıt		
			Date	Month	Year	
(1)	I/We,	Nationality	7	Residing at	Road	
	Sub-District	District	Provi	nce	Postal Code	
(2)	Being a sharehold				nited, holding the total to vot	
(3)	Hereby appoint					
(0)		Wisityuthasart, Indeper	ndent Directo	or and Chairman	of the Audit Committee	e, aged 77,
					ct, Ang Thong Province; o	
	<u> </u>				Audit Committee Membe	
	residing at 1	No. 412, Moo 3, Khlong So	ong Ton Nun	Subdistrict, Lad K	ra Bang District, Bangkol	ς; or
	☐ 3. Mrs. Jitmane	ee Suwannapool, Indeper	ndent Directo	or and Audit Com	nittee Member, aged 64,	residing at
	No. 18 Soi B	angkae 3, Bangkae Subd	istrict, Bangk	ae District, Bangk	ok	
Rei	mark: Independent	directors designated as p	oroxies above	has special inter	est in and Agenda 6 to co	onsider and
	approve of th	e remuneration of direct	or and sub-c	ommittee		
	Mr. Niphon	Wisityuthasart and Mrs	. Jitmanee S	Suwannapool have	special interest in Age	enda No. 5
	because they	are proposed to re-elect	for Director.	(Details were sho	wn in Attachment No.3)	
	4	Age F	Residing at _	Road		
	Sub-District	District		Provi	nce	<u>.</u>
	Postal Code	or;				
	□ 5	Age F	Residing at _	Road		
	Sub-District	District		Provi	nce	<u>.</u>
	Postal Code					
An	yone of the above a	s my/our Proxy to attend	l and vote in	the 2017 Annaul	General Meeting of Share	eholders be
hel	d on 27 April 2017 a	at 14.00 hours At Ballroo	m, 4th floor,	the Bliston Suwar	Park View Hotel, no. 9	Soi Tonson,
Ple	onchit Road, Lumpi	ni, Pathumwan, Bangkol	k 10330, or a	t any adjournment	thereof to any other date	e, time and
ver	nue.					
An	y act(s) undertaken	by the Proxy at such Me	eting shall be	e deemed as my/ou	ır own act(s) in every resp	oect.
Sig	ned		Grantor	Signed		Proxy
	()	()
Sig	ned		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.

Duty Stamp Baht 20

Proxy Form B (Specific Details Form)

		Written a	t	
		Date	Month	Year
)	Nationality	Resi	ding at	Road
Sub-District	District		Province	
Postal Code	-			
Being a shareholder	Country Group Holding	s Public Comp	any Limited,	holding the total number
	shares, and have the righ	nts to vote equal	to	votes.
Hereby appoint				
☐ 1. Mr. Niphon Wis	sityuthasart, Independent	Director and C	hairman of th	ne Audit Committee, aged 7
residing at No. 3	307/khor, Moo 2, Pa MokeS	Subdistrict, Pa M	oke District, A	ng Thong Province; or
☐ 2. Pol. Lt. Gen. We	erapong Chuenpagdee, In	dependent Direc	tor and Audit	Committee Member, aged 5
residing at No. 4	12, Moo 3, Khlong Song T	'on Nun Subdistr	ict, Lad Kra Ba	ang District, Bangkok; or
☐ 3. Mrs.Jitmanee Su	ıwannapool, Independent	Director and Au	dit Committee	e Member, aged 64, residing a
No. 18 Soi Bangl	кае 3, Bangkae Subdistrict	t, Bangkae Distri	ct, Bangkok	
mark: Independent direc	ctors designated as proxic	s above has spe	cial interest in	ı and Agenda 6 to consider ar
_	muneration of director an	_		v
				interest in Agenda 5 becaus
_	to re-elect for Director. (_	_	_
				ment No.3)
Postal Code	or;		1 TOVINGE	·
	Age Residi	na at	Road	
Sub-District	District		Province	<u>.</u>
Postal Code				
yone of the above as my	y/our Proxy to attend and	vote in the 2017	Annaul Gene	ral Meeting of Shareholders k
ld on 27 April 2017 at 1	4.00 hours At Ballroom,	4th floor, the Bli	ston Suwan P	Park View Hotel, 9 Soi Tonso
eonchit Road, Lumpini, l	Pathumwan, Bangkok 103	30 or at any adj	ournment ther	eof to any other date, time an
nue.		, ,		,
T/TAT 1 . 1 1	ul De la	. 1 . 1 . 10 ! 11 !	7v	n
I/We nereby authorize	the Proxy to vote on my/o	our benail in this	Meeting as fol	llows:
		utes of The Ann	ual General N	Meeting of the Shareholders for
_	2016 as of April 29, 2016	, , ,		
_	consider and vote on my			e in every respect.
	l vote according to my int		_	
☐ Appro	ove	approve	☐ Abstair	1

Agenda	anda No. 2: To consider for acknowledgement of the Company's performance of the year 2016.					
	☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.					
		The	Proxy shall vote according to	my intention as follows:		
			☐ Approve	☐ Not approve	☐ Abstain	
Agenda	No.	3:	To consider and approve	the audited Financial Stat	ements of the year ended December 31,	
			2016, which was approved	by Auditor.		
		The	Proxy may consider and vote	e on my/our behalf as deem	appropriate in every respect.	
		The	Proxy shall vote according to	my intention as follows:		
			☐ Approve	☐ Not approve	☐ Abstain	
Agenda	No.	4:	To consider and approve	of the allocation of the pr	ofit for the Legal Reserve Fund and the	
			dividend payment for the	year 2016.		
		The	Proxy may consider and vote	e on my/our behalf as deem	appropriate in every respect.	
		The	Proxy shall vote according to	my intention as follows:		
			☐ Approve	☐ Not approve	☐ Abstain	
Agenda	No.	5:	To consider and approve	the election of the Comp	any's directors in place of the directors	
			who are retired by rotati	on.		
		The	Proxy may consider and vote	e on my/our behalf as deem	appropriate in every respect.	
		The	Proxy shall vote according to	my intention as follows:		
			Appointment directors as a	whole		
			☐ Approve	☐ Not approve	☐ Abstain	
			Appointment each director i	ndividually		
			(1) Mr. Tommy Taechaubo	ol		
			☐ Approve	☐ Not approve	☐ Abstain	
			(2) Mr. Niphon Wisityutha	asart		
			☐ Approve	☐ Not approve	☐ Abstain	
			(3) Mrs. Jitmanee Suwani	napool		
			☐ Approve	☐ Not approve	☐ Abstain	
Agenda	No.	6:	To consider and approve o	f the remuneration of direc	ctor and sub-committee	
		The	Proxy may consider and vote	e on my/our behalf as deem	appropriate in every respect.	
		The	Proxy shall vote according to	my intention as follows:		
			☐ Approve	☐ Not approve	☐ Abstain	
Agenda	No.	7:	To consider and approve of	f the appointment of Audit	tor and determination the auditing fee for	
			the year 2017.			
		The	Proxy may consider and vote	e on my/our behalf as deem	appropriate in every respect.	
		The	Proxy shall vote according to	my intention as follows:		
			☐ Approve	☐ Not approve	☐ Abstain	

registered capital of Baht 6,075,927,916 to Baht 5,645,927,916 by eliminating the unsubscribed ordinary shares in total of 430,000,000 shares with the par value of Baht 1, that have not been issued and offered the ordinary share for Private Placement and 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 shall vote according to my intention as follows: Approve	Agenda	NO. 8:	to consider and approve	the decrease of the Comp	any's registered capital from the existing
Issued and offered the ordinary share for Private Placement and 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 shall vote according to my intention as follows: Approve			registered capital of Baht	6,075,927,916 to Baht 5,64	5,927,916 by eliminating the unsubscribed
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 shall vote according to my intention as follows: Approve			ordinary shares in total o	f 430,000,000 shares with t	he par value of Baht 1, that have not been
registered capital. The Proxy may consider and vote on my/our behalf as deem appropriate in every respect. The Proxy shall vote according to my intention as follows: Approve			issued and offered the ord	linary share for Private Pla	cement and amendment to Clause 4 of the
The Proxy may consider and vote on my/our behalf as deem appropriate in every respect. The Proxy shall vote according to my intention as follows: Approve			Company's Memorandum	of Association in order	to be consistent with the decrease of
The Proxy shall vote according to my intention as follows:			registered capital.		
Agenda No. 9: 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 shall vote according to my intention as follows: Approve		☐ The	Proxy may consider and vot	e on my/our behalf as deen	n appropriate in every respect.
Agenda No. 9: 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 shall vote according to my intention as follows: Approve		☐ The	Proxy shall vote according t	o my intention as follows:	
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 shall vote according to my intention as follows: Approve			☐ Approve	☐ Not approve	☐ Abstain
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. Approve Not approve Abstain Agenda No. 10: To consider and approve the increase of the Company's registered capital from the existing registered capital of Baht 5,645,927,916 to Baht 6,075,927,916 by issuing 430,000,000 newly issued ordinary shares with a par value of Baht 1 per share and 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. Approve Not approve Abstain Agenda No. 11: 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 a par value Baht 1 in accommadation 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. Approve Not approve Abstain Agenda No. 12: To consider and approve to the issuing and offering of the debt securities. Approve Not approve Abstain Agenda No. 12: To consider and approve to the issuing and offering of the debt securities.	Agenda	No. 9:	To consider and approve	the issuing and offering	the newly issued ordinary shares of the
The Proxy may consider and vote on my/our behalf as deem appropriate in every respect. The Proxy shall vote according to my intention as follows: Approve			Company under General I	Mandate, in amount of 430,	000,000 shares with the par value Baht 1 in
The Proxy shall vote according to my intention as follows: Approve			accommadation of the by	issuing and offering the or	dinary share for Private Placement.
Agenda No. 10: To consider and approve the increase of the Company's registered capital from the existing registered capital of Baht 5,645,927,916 to Baht 6,075,927,916 by issuing 430,000,000 newly issued ordinary shares with a par value of Baht 1 per share and 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 shall vote according to my intention as follows: Approve		☐ The	Proxy may consider and vot	e on my/our behalf as deen	n appropriate in every respect.
Agenda No. 10: To consider and approve the increase of the Company's registered capital from the existing registered capital of Baht 5,645,927,916 to Baht 6,075,927,916 by issuing 430,000,000 newly issued ordinary shares with a par value of Baht 1 per share and 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 shall vote according to my intention as follows: Approve		☐ The	Proxy shall vote according t	o my intention as follows:	
registered capital of Baht 5,645,927,916 to Baht 6,075,927,916 by issuing 430,000,000 newly issued ordinary shares with a par value of Baht 1 per share and 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 shall vote according to my intention as follows: Approve Not approve Abstain Agenda No. 11: 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 a par value Baht 1 in accommadation 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. Approve Not approve Abstain Agenda No. 12: 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 shall vote according to my intention as follows:			☐ Approve	☐ Not approve	☐ Abstain
registered capital of Baht 5,645,927,916 to Baht 6,075,927,916 by issuing 430,000,000 newly issued ordinary shares with a par value of Baht 1 per share and 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 shall vote according to my intention as follows: Approve Not approve Abstain Agenda No. 11: 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 a par value Baht 1 in accommadation 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. Approve Not approve Abstain Agenda No. 12: 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 shall vote according to my intention as follows:	Agenda	No. 10:	To consider and approve	the increase of the Comp	any's registered capital from the existing
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 shall vote according to my intention as follows: Approve			registered capital of Baht 5	i,645,927,916 to Baht 6,075,9	27,916 by issuing 430,000,000 newly issued
capital. The Proxy may consider and vote on my/our behalf as deem appropriate in every respect. The Proxy shall vote according to my intention as follows: Approve Not approve Abstain Agenda No. 11: 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 a par value Baht 1 in accommadation 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 shall vote according to my intention as follows: Approve Not approve Abstain Agenda No. 12: To consider and approve to the issuing and offering of the debt securities. The Proxy shall vote according to my intention as follows:			ordinary shares with a p	ar value of Baht 1 per sl	hare and amendment to Clause 4 of the
☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect. ☐ The Proxy shall vote according to my intention as follows: ☐ Approve ☐ Not approve ☐ Abstain Agenda No. 11: 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 a par value Baht 1 in accommadation 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 shall vote according to my intention as follows: ☐ Approve ☐ Not approve ☐ Abstain Agenda No. 12: 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 shall vote according to my intention as follows:			Company's Memorandum o	f Association in order to be	consistent with the increase of registered
☐ The Proxy shall vote according to my intention as follows: ☐ Approve ☐ Not approve ☐ Abstain Agenda No. 11: 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 a par value Baht 1 in accommadation 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 shall vote according to my intention as follows: ☐ Approve ☐ Not approve ☐ Abstain Agenda No. 12: 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 shall vote according to my intention as follows: ☐ The Proxy shall vote according to my intention as follows:			capital.		
Agenda No. 11: 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 a par value Baht 1 in accommadation 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 shall vote according to my intention as follows: Agenda No. 12: 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 shall vote according to my intention as follows:		☐ The	Proxy may consider and vot	e on my/our behalf as deen	n appropriate in every respect.
Agenda No. 11: 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 a par value Baht 1 in accommadation 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 shall vote according to my intention as follows: Agenda No. 12: 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 shall vote according to my intention as follows:		☐ The	Proxy shall vote according t	o my intention as follows:	
under General Mandate, in the amount not exceeding 430,000,000 shares with a par value Baht 1 in accommadation 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 shall vote according to my intention as follows: Approve Not approve Abstain Agenda No. 12: 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 shall vote according to my intention as follows:			☐ Approve	☐ Not approve	☐ Abstain
in accommadation 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 shall vote according to my intention as follows: Approve Not approve Abstain Agenda No. 12: 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 shall vote according to my intention as follows:	Agenda	No. 11:	To consider and approve for	or the allotment of the new	vly issued ordinary shares of the Company
Placement. The Proxy may consider and vote on my/our behalf as deem appropriate in every respect. The Proxy shall vote according to my intention as follows: Approve Not approve Abstain Agenda No. 12: 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 shall vote according to my intention as follows:			under General Mandate, in	the amount not exceeding	430,000,000 shares with a par value Baht 1
☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect. ☐ The Proxy shall vote according to my intention as follows: ☐ Approve ☐ Not approve ☐ Abstain Agenda No. 12: 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 shall vote according to my intention as follows:			in accommadation of the	exercise right of warrant t	o purchase the ordinary share for Private
☐ The Proxy shall vote according to my intention as follows: ☐ Approve ☐ Not approve ☐ Abstain Agenda No. 12: 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 shall vote according to my intention as follows:			Placement.		
Agenda No. 12: 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 shall vote according to my intention as follows:		☐ The	Proxy may consider and vot	e on my/our behalf as deen	n appropriate in every respect.
Agenda No. 12: 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 shall vote according to my intention as follows:		☐ The	Proxy shall vote according t	o my intention as follows:	
☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect. ☐ The Proxy shall vote according to my intention as follows:			☐ Approve	☐ Not approve	☐ Abstain
☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect. ☐ The Proxy shall vote according to my intention as follows:	Agenda	No. 12:	To consider and approve to	the issuing and offering of	the debt securities.
☐ The Proxy shall vote according to my intention as follows:		_			
☐ Approve ☐ Not approve ☐ Abstain		☐ The	Proxy shall vote according t	o my intention as follows:	
			☐ Approve	☐ Not approve	☐ Abstain
Agenda No. 13: Other matters (if any).	Agenda	No. 13:	Other matters (if any)		
☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.		_		e on my/our behalf as deen	n appropriate in every respect
☐ The Proxy shall vote according to my intention as follows:		_			11 1,
☐ Approve ☐ Not approve ☐ Abstain			_	_	☐ 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 2017 Annaul General Meeting of Shareholders be held on 27 April 2017 at 14.00 hours At Ballroom, 4th floor, the Bliston Suwan Park View Hotel, no. 9 Soi Tonson, Pleonchit Road, Lumpini, Pathumwan, Bangkok 10330, or at any adjournment thereof to any other date, time and venue.

Agenda No.	Subject		
☐ The Proxy may	y consider and vote	e on my/our behalf as deer	m appropriate in every respect.
☐ The Proxy shall	ll vote according to	my intention as follows:	
☐ Appro	ove	☐ Not approve	☐ Abstain
Agenda No.	Subject		
☐ The Proxy may	y consider and vote	e on my/our behalf as deer	m appropriate in every respect.
☐ The Proxy shall	ll vote according to	my intention as follows:	
☐ Appro	ove	☐ Not approve	☐ Abstain
Agenda No.	Subject		
☐ The Proxy may	y consider and vote	e on my/our behalf as deen	m appropriate in every respect.
\square The Proxy shall	ll vote according to	my intention as follows:	
☐ Appro	ove	☐ Not approve	☐ Abstain
Agenda No.	Subject		
☐ The Proxy may	y consider and vote	e on my/our behalf as deer	m appropriate in every respect.
☐ The Proxy shall	ll vote according to	my intention as follows:	
☐ Appro	ove	☐ Not approve	☐ Abstain
Agenda No.	Subject		
_	•		m appropriate in every respect.
☐ The Proxy may	y consider and vote		
☐ The Proxy may	y consider and vote	e on my/our behalf as deer	m appropriate in every respect.
☐ The Proxy may ☐ The Proxy shal	y consider and vote Il vote according to ove	e on my/our behalf as deer my intention as follows:	m appropriate in every respect.
☐ The Proxy may ☐ The Proxy shal ☐ Appro	y consider and vote Il vote according to ove Subject	e on my/our behalf as deer my intention as follows: Not approve	m appropriate in every respect.
☐ The Proxy may ☐ The Proxy shall ☐ Appro Agenda No. ☐ The Proxy may	y consider and vote ll vote according to ove Subject y consider and vote	e on my/our behalf as deer my intention as follows: Not approve	m appropriate in every respect.
☐ The Proxy may ☐ The Proxy shall ☐ Appro Agenda No. ☐ The Proxy may	y consider and vote ll vote according to ove Subject y consider and vote ll vote according to	e on my/our behalf as deer my intention as follows: Not approve e on my/our behalf as deer	m appropriate in every respect. Abstain m appropriate in every respect.
☐ The Proxy may ☐ The Proxy shall ☐ Appro Agenda No. ☐ The Proxy may ☐ The Proxy shall ☐ Appro	y consider and vote ll vote according to ove Subject y consider and vote ll vote according to	e on my/our behalf as deer my intention as follows: Not approve on my/our behalf as deer my intention as follows:	m appropriate in every respect. Abstain m appropriate in every respect.
☐ The Proxy may ☐ The Proxy shall ☐ Appro Agenda No. ☐ The Proxy may ☐ The Proxy shall ☐ Appro Agenda No.	y consider and vote ll vote according to ove Subject y consider and vote ll vote according to ove Subject	e on my/our behalf as deen my intention as follows: Not approve e on my/our behalf as deen my intention as follows: Not approve	m appropriate in every respect. Abstain m appropriate in every respect.
☐ The Proxy may ☐ The Proxy shall ☐ Appro Agenda No. ☐ The Proxy may ☐ The Proxy shall ☐ Appro Agenda No. ☐ The Proxy may	y consider and vote Subject y consider and vote ll vote according to y consider and vote Subject Subject y consider and vote y consider and vote	e on my/our behalf as deen my intention as follows: Not approve e on my/our behalf as deen my intention as follows: Not approve	m appropriate in every respect. Abstain m appropriate in every respect.
☐ The Proxy may ☐ The Proxy shall ☐ Appro Agenda No. ☐ The Proxy may ☐ The Proxy shall ☐ Appro Agenda No. ☐ The Proxy may	y consider and vote Il vote according to ove Subject y consider and vote ll vote according to ove Subject y consider and vote ll vote according to	e on my/our behalf as deer my intention as follows: Not approve e on my/our behalf as deer my intention as follows: Not approve e on my/our behalf as deer	m appropriate in every respect. Abstain m appropriate in every respect.
☐ The Proxy may ☐ The Proxy shale ☐ Appro Agenda No. ☐ The Proxy may ☐ The Proxy shale ☐ Appro Agenda No. ☐ The Proxy may ☐ The Proxy may ☐ The Proxy shale ☐ Appro	y consider and vote Il vote according to ove Subject y consider and vote Il vote according to ove Subject y consider and vote ll vote according to y consider and vote y consider and vote ll vote according to ove	e on my/our behalf as deer my intention as follows: Not approve e on my/our behalf as deer my intention as follows: Not approve e on my/our behalf as deer my intention as follows: my intention as follows:	m appropriate in every respect. Abstain m appropriate in every respect. Abstain m appropriate in every respect.
☐ The Proxy may ☐ The Proxy shale ☐ Appro Agenda No. ☐ The Proxy may ☐ The Proxy shale ☐ Appro Agenda No. ☐ The Proxy may ☐ The Proxy shale ☐ Appro Agenda No. ☐ Appro	y consider and vote Il vote according to ove Subject y consider and vote Il vote according to ove Subject y consider and vote Il vote according to ove Subject Subject Subject Subject	e on my/our behalf as deer my intention as follows: Not approve e on my/our behalf as deer my intention as follows: Not approve e on my/our behalf as deer my intention as follows: Not approve	m appropriate in every respect. Abstain m appropriate in every respect. Abstain m appropriate in every respect.
☐ The Proxy may ☐ The Proxy shall ☐ Appro Agenda No. ☐ The Proxy may ☐ Appro Agenda No. ☐ The Proxy may ☐ The Proxy shall ☐ Appro Agenda No. ☐ The Proxy shall ☐ Appro Agenda No. ☐ The Proxy may	y consider and vote Subject	e on my/our behalf as deer my intention as follows: Not approve e on my/our behalf as deer my intention as follows: Not approve e on my/our behalf as deer my intention as follows: Not approve	m appropriate in every respect. Abstain Abstain Abstain Abstain Abstain

Agenda No. :	_To consider the re-election of director	rs whose terms expire.
Name of Director		
☐ Approve	☐ Not approve	☐ Abstain
Name of Director	·	
☐ Approve	☐ Not approve	☐ Abstain
Name of Director	·	
☐ Approve	☐ Not approve	☐ Abstain
Name of Director		
☐ Approve	☐ Not approve	☐ Abstain
Name of Director	:	
☐ Approve	☐ Not approve	☐ Abstain
Name of Director		
☐ Approve	☐ Not approve	☐ Abstain
Name of Director	·	
☐ Approve	\square Not approve	☐ Abstain
Name of Director	·	
☐ Approve	☐ Not approve	☐ Abstain
Name of Director	·	
☐ Approve	☐ Not approve	☐ Abstain
Name of Director		
☐ Approve	☐ Not approve	☐ Abstain
Name of Director		
☐ Approve	☐ Not approve	☐ 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 Thursday, 27 April 2017 at 14.00 hours At Ballroom, 4th floor, the Bliston Suwan Park View Hotel, no. 9 Soi Tonson, Pleonchit Road, Lumpini, Pathumwan, Bangkok 10330. 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, the Forms can be downloaded from the Company Website www.cgholdings.co.th. In all cases, please produce the Registration Form or Proxy Form herewith and bring this invitation letter on the date of the Meeting.
- 1.3 Please affix the duty stamp Baht 20 and cross with the date on the proxy, in order to comply with the laws or; the Company will serve for.
- 1.4 Please return the proxy to the Company within 26 April 2017 or before starting the meeting, in order to verify the documents before 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: Identification Card, Civil Servant Card, or Driving License supported by any documents in case of change thereto; please produce the Registration Form as well. Please bring this invitation letter on the date of the Meeting.
- b) Proxy:
 - (1) Any Proxy Form duly filled in the accuracy and complete content and signed by shareholder and proxy.
 - (2) Copy of Identification Card, Civil Servant or Driving License duly certified by proxy at point of registration.

In the event shareholder wishes to apply Proxy Form, please also produce the Registration Form attached herewith and bring this invitation letter on the date of the Meeting.

2.2 Juristic Entity

- a) Personal attendance by director.
 - (1) Any Proxy Form duly filled in the accuracy and complete content 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 Identification Card or others issued by competent authorities duly certified by such director(s).

b) Proxy:

- (1) Any Proxy Form duly filled in the accuracy and complete content and signed by authorized director(s) of shareholder and proxy;
- (2) Copy (ies) 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 Identification Card or others issued by competent authorities to director(s) who is (are) director(s) duly certified by him/her/them;
- (4) Copy (ies) of Identification 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, please also produce the Registration Form attached herewith and bring this invitation letter 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 Form, please also produce the Registration Form attached herewith and bring this invitation letter 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 one hours prior to the Meeting or from 13.00 hours, on 27 April 2017 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 20 of the Company's Articles of Association, the Meeting of shareholders shall elect directors in accordance with the rules and procedures as follows:

- (a) Each shareholder shall have one vote from one shares held.
- (b) Each shareholder may cast the total number of votes under (a) 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;
- (c) 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.

5. Procedures on Casting Votes

Company Secretary shall explain voting procedure: 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 disagree 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

At Ballroom, 4th floor, the Bliston Suwan Park View Hotel,
No. 9 Soi Tonson, Pleonchit Road, Lumpini, Pathumwan, Bangkok 10330.

Tel: +662 658 7979 Fax: +662 658 7999



Direction:

By Bus:

Taking the bus no. 2, 40, 501 and 511 $\,$

- Take off the bus at "Soi Ton Son" and walk toward to "Soi Ton Son" or;
 Take off the bus at "Central, Chidlom Branch" cross the road and walk toward to "Soi Ton Son"
- 2. Enter the Soi about 50 meters, the Bliston Suwan Park View Hotel is on your left hand side

By Skytrain (BTS):

Chidlom Station (E1, exit 4) walk toward "Soi Ton Son". The remarkable is the office of Krungsri Ayuthaya Bank is on right hand side and office of Thanachart Bank is on left hand side. Then, to enter the Soi about 50 meters, the Bliston Suwan Park View Hotel is on your left hand side.



แบบฟอร์มลงทะเบียนเข้าร่วมการประชุมสามัญผู้ถือหุ้นประจำปี 2560 Registration Form for the Annual General Meeting of the Shareholder 2017

ข้าพเจ้า สัญชาติ

I/We Nationality

อยู่บ้านเลขที่ เลขทะเบียนผู้ถือหุ้น

Address Shareholder's Registration No.

เป็นผู้ถือทุ้นของ บริษัท คันทรี่ กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน)

being a shareholder of Country Group Holdings Public Company Limited

โดยถือทุ้นจำนวนทั้งสิ้นรวม	หุ้น
holding the total amount of	shares
หุ้นสามัญ	หุ้น
ordinary share	shares
หุ้นบุริมสิทธิ	หุ้น
preferential share	shares

วันพฤหัสบดีที่ 27 เมษายน 2560 เวลา 14:00 น. ห้องบอลรูม ชั้น 4 โรงแรมบลิสตัน สุวรรณ พาร์ค วิว เลขที่ 9 ชอยต้นสน ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330

Thursday 27 April, 2017 at 2.00 pm

At Ballroom, 4th floor, the Bliston Suwan Park View Hotel,

No. 9 Soi Tonson, Pleonchit Road, Lumpini, Pathumwan, Bangkok 10330.

to our staff at the registration desk. (Attachment no. 8 to the invitation to the Meeting)

Country Group Holdings Public Company Limited

132 Sindhorn Tower 3, 20th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok

Tel. +66 2 256 7999 Fax. +66 2 256 7888 www.cgholdings.co.th