

[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:

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| 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:

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| 1. | Pol.Lt.Gen.Werapong Chuenpagdee | Independent Director, member of the Audit Committee and Chairperson of the Corporate Governance Committee |
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The Executives who attended the Meeting:

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|----|--------------------------------|---|
| 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 guidelines, 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 29th March 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 countof 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 preceeded 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' Meeting was 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 8th Jan 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:

- 1) 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 profit Baht 33,058,131 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 business and renewable 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 immediate action when there is the opportunity for 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:

- Each shareholder or proxy has the number of votes as the number of shares held by such shareholder.
- 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 divided by person.
- 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 person in 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 Companies' 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 |
| 2. Pol. Lt. Gen Werapong Chuenpagdee | Independent Director |
| 3. 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 Company's Article of Association and/or other related laws. Additional, 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 directors abstain for this periodic. The Chairman informed that in order to comply with the principle of the Good Corporate Governance (Mr. Surabhon Kwunchaithunya and Mr. Dej Namsirikul) the proposed Directors were required to leave the Meeting and abstain for this Agenda (Pol.Lt.Gen.Werapong Chuenpagdee did not attend 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 Shareholders' 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 Chairperson of 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 Baht 35,000.
- 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 intention 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 lump sum amount per annum 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-committees of 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 sub-committees 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 Companies' Article of Association, the Meeting was proposed to consider the 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 fee of 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 previous 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:

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

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, Executives, 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 intendment 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.

(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)	<u>66,337,584 Shares</u>
Total of the unsubscribed shares	1,462,027,548 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.

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

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

"Clause 4. The registered capital is 5,553,543,822 Baht (Five Billion, Five Hundred and Fifty-three Million, Five Hundred and Forty-Three Thousand, Eight Hundred and Twenty-Two Baht)

Divided into 5,553,543,822 Shares (Five Billion, Five Hundred and Fifty-three Million, Five Hundred and Forty-Three Thousand, Eight Hundred and Twenty-Two Shares)

At a par value of 1 Baht (One Baht)

Classified into

Ordinary shares 5,553,543,822 Shares (Five Billion, Five Hundred and Fifty-three Million, Five Hundred and Forty-Three Thousand, Eight Hundred and Twenty-Two Shares)

Preferred Shares - Shares (-)"

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 accommodation 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 accommodation 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 accommodation 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.
Approve	3,136,431,305	99.998
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 shares and criterias to issue and offer the newly shares to 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 relevant 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, throughout listing the newly ordinary shares to be listed 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 and 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 addition, to consider and execute on any related documentation and authorised to conduct the necessary and appropriated relevant 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 ordinary 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 the amendment 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.
Approve	3,136,626,793	99.998
Disapprove	75,000	0.002
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 offering the 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 Shareholders' 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:

1. 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 relevant 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:

- 1) To define the details and other conditions related to the issuing and offering the debt securities such as interest rate, type of debt securities, number of debt securities for issuing and offering such 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.

- 2) 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 under the proposed conditions. The Board of Directors empower to process as follows:

- 1) To define the details and other conditions related to the issuing and offering the debt securities such as interest rate, type of debt securities, number of debt securities for issuing and offering such 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.
- 2) 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.
Approve	3,136,627,797	99.998
Disapprove	75,000	0.002
Abstain	0	0

Agenda 19 Other (if any)

-None-

The Meeting had completed all agendas. Shareholders then enquired for further 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", lectured 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. Moreover, 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 enquired 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 is 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.