

## **Invitation**

### **The 2019 Annual General Meeting of Shareholders**

**COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED**

**Friday, April 26<sup>th</sup>, 2019 at 2.00 p.m.**

**At the Ballroom, 4<sup>th</sup> 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. 7 to the invitation to the Meeting).

**No-Gift Policy in accordance with The Good Corporate Governance**





March 27, 2019

Subject                      Invitation to the 2019 Annual General Meeting of Shareholders

Attention Shareholders

Attachments	<ol style="list-style-type: none"> <li>1. A copy of the 2018 Annual General Meeting of Shareholders Minutes, held on April 27, 2018 (For Agenda 1)</li> <li>2. 2018 Annual Report (For Agenda 2 and 3)</li> <li>3. Profile of Directors proposed for replacing those who are retired by rotation on the 2019 Annual General Meeting of Shareholders (For Agenda 5)</li> <li>4. Definition of Independent Director (For Agenda 5)</li> <li>5. Profile of Auditors (For Agenda 7)</li> <li>6. The Company's Articles of Association in relation to the Meeting of Shareholders</li> <li>7. Proxy forms</li> <li>8. Clarifications concerning documents or identifications needs for shareholders and proxies to be eligible to register, attend and vote at the Meeting</li> <li>9. Meeting Venue's Map</li> </ol>
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This is to inform you that the Board of Directors of Country Group Holdings Public Company Limited (“The Company”) agreed that **the 2019 Annual General Meeting of Shareholders will be held on Friday, April 26, 2019 at 2.00 p.m. at the Ballroom, 4<sup>th</sup> 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 2018 Annual General Meeting of the Shareholders held on April 27, 2018.

The Company held the 2018 Annual General Meeting of Shareholders, on April 27, 2018 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](http://www.cgholdings.co.th).

**Board of Directors' Opinion:**

The Board of Directors agree to propose to the Shareholders' Meeting to approve the Minutes of the 2018 Annual General Meeting of Shareholders held on April 27, 2018, please refer to the minutes of the 2018 Annual General Meeting of Shareholders held on April 27, 2018 (please see *Attachment 1 for further details*).

**Agenda 2 To acknowledge the 2018 Company's performance.**

The Company summarized the Company's performance and major changes during 2018 per details in the 2018 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 2018 Annual Report (please see Attachment 2 for further details).

**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 31<sup>st</sup> December 2018, 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 31<sup>st</sup> of December 2018, 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 31<sup>st</sup> of December 2018 as appeared on the Annual Report 2018, (please see Attachment 2 for further details. Financial Statements and Notes to Financial Statements), which have already been audited and certified by Mr. Wonlop Vilaivaravit, a certified public accountant registration No. 6797 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited., and it is recommended to present the audited Company's financial statements, ended on the 31<sup>st</sup> of December 2018, 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 31<sup>st</sup> of December 2018, which have already been audited and certified by the auditor and reviewed from the Audit Committee as follow;

Unit: Baht

	<b>Consolidated FS 2018</b>	<b>Separate FS 2018</b>
Total Asset	9,160,116,027	7,584,461,272
Total Liability	3,273,376,774	1,149,566,351
Total Equity	5,886,739,253	6,434,894,921
Total Revenue	582,119,231	195,440,325
Total Expenses	676,853,548	177,686,904
Net Profit	(34,947,901)	42,053,373
Earnings per share (Baht : Share)	(0.0081)	0.0097

**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 and omit dividend payment for the year 2018.**

**Objective and Rationale**

In 2018, the Company delivered a net profit of Baht 42,053,373 or earning per share of Baht 0.0097. Therefore, the Company has a legal duty to allocate net income to legal reserve of not less than five percent of the annual net profit. In 2019, the Company need to reserve cash for working capital and to support for investment in the future.

The Board of Directors agree to propose to the Shareholders' Meeting to approve the allocation of the profit for the legal reserve and omit dividend payment with details as follow;

Details of Dividend Payment	2017	2018
1. Net Profit (Baht)	126,314,328	42,053,373
2. Allocation for the Legal Reserve (Baht)	6,315,716	2,102,669
3. Dividend Payment per Share (Baht)	0.035	No dividend payment
4. Total Dividend Payment (Baht)	151,791,640	-
5. Dividend Payment Ratio (Percentage)	120.17	-

**Board of Directors' Opinion:**

The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve the allocation of the legal reserve in the amount of Baht 2,102,669 and omit dividend payment for the year 2018.

**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 2019 Annual General Meeting, there are 4 retired directors as follow;

- 1) Mr. Surabhon Kwunchaithunya Vice Chairperson
- 2) Mr. Dej Namsirikul Independent Director
- 3) Pol.Gen. Werapong Chuenpagdee Independent Director and Audit Committee
- 4) Dr. Veeraphat Phetcharakupt 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. Surabhon Kwunchaithunya, Mr. Dej Namsirikul, Pol.Gen. Weerapong Chuenpagdee and Dr. Veeraphat

Phetcharakupt. The Committee has considered that 4 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 *Attachment 3 for further details*) and definition of Independent Director please see *Attachment 4 for further details*).

**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 2019 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 has considered directors' remunerations and compared with other listed companies in the same industry, it is appropriate to pay at the rate per month, at the same rates which were paid in 2018. Thus, the Committee would like to propose to the Shareholders' meeting to consider the approval of the adjusted Remuneration rate for 2019 as follow;

1. The Remuneration of Director and sub-committee.

Position	AGM resolution 2017 (Baht/Month)	AGM resolution 2018 (Baht/Month)	Proposal for AGM resolution 2019 (Baht/Month)
Chairperson	100,000	100,000	100,000
Vice Chairperson	55,000	55,000	55,000
Director	45,000	45,000	45,000

Position	AGM resolution 2017 (Baht/Month)	AGM resolution 2018 (Baht/Month)	Proposal for AGM resolution 2019 (Baht/Month)
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 2018 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 2018 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 2019 (January 1 – December 31, 2019)

#### **Board of Directors' Opinion:**

The Board of Directors agree 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. The Remuneration will be effective from May 2019 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 year 2019.****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 2019, The Board of Directors propose to appoint the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd as follow;

- |                  |                  |                        |
|------------------|------------------|------------------------|
| 1) Mr. Wonlop    | Vilaivaravit     | CPA Number 6797 and/or |
| 2) Mr. Chavala   | Tienpasertkij    | CPA Number 4301 and/or |
| 3) Dr. Suwatchai | Meakhaamnouychai | CPA Number 6638 and/or |
| 4) Mrs. Nisakorn | Songmanee        | CPA Number 5035        |

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 2019 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 2019, the Fee is based upon "Group" rate (the company and its subsidiary) Thus the Fee in 2019 is Baht 1,180,000 which is equivalent to the rate in 2018, 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 2019 (as the above mentioned details). The Auditing Fee will be Baht 1,180,000. The fee's details are as follow;



Details for Consideration	2018	2019
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Auditing Fee (Baht)	1,180,000	1,180,000
Non Auditing Fee (Baht)	-	-
Auditors' name / Year of Auditor Service	Mr. Wonlop Vilaivaravit / Second year	Mr. Wonlop Vilaivaravit / Third 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 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 29, 2019.

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 *Attachment 9 for further details*). 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](http://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 24, 2019.

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](mailto: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;

- 1) **Mr. Niphon Wisityuthasart, Independent Director and Chairman of the Audit Committee**, aged 79, residing at No. 307/khor, Moo 2, Pa Moke Subdistrict, Pa Moke District, Ang Thong Province;

The Independent Director has interest in **Agenda 6** to consider and approve of the remuneration of director and sub-committee and/ or;

- 2) **Pol. Gen. Werapong Chuenpagdee, Independent Director and Audit Committee Member**, aged 61, residing at No. 79/307, Panya Indra Road, Bang Chan Subdistrict, Khlong Samwa District, Bangkok;

The Independent Director has interest in **Agenda 5** to consider and approve the proposed Directors to replace those retired by rotation and **Agenda 6** to consider and approve of the remuneration of director and sub-committee and/ or;

- 3) **Mrs. Jitmanee Suwannapool, Independent Director and Audit Committee Member**, aged 66, residing at No. 18 Soi Bangkai 3, Bangkai Subdistrict, Bangkai District, Bangkok.

The Independent Director has interest in **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 2019 Annual General Meeting of Shareholders on Friday, April 26, 2019 at 2.00 p.m. **at the Ballroom, 4<sup>th</sup> 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 9 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 1.00 p.m., onward, on the date of the Meeting. For the convenience of register, please bring Registration Form on the date of the Annual General Meeting of the Shareholder 2019.

Sincerely yours,



(Mr. Sadawut Taechaubol)

Chairperson

**The 2018 Annual General Shareholders' Meeting**

**Country Group Holdings Public Company Limited**

**April 27<sup>th</sup>, 2018, at 2 p.m.**

**4th floor, Ballroom, Bliston Suwan Park View Hotel**

**Address No.9, Soi Tonson, Ploenchit Road, Lumpini Sub-District, Pathumwan District, Bangkok**

**9 Members of the Board Attending the Meeting or as of 100 Percent of the Board.**

- |    |                                |   |
|----|--------------------------------|---|
| 1. | Mr. Sadawut Taechaubol         | Chairperson   |
| 2. | Mr. Surabhon Kwunchaithunya    | Vice Chairperson  |
| 3. | Mr. Dej Namsirikul             | Independent Director  |
| 4. | Mr. Nipon Wisityuthasart       | Independent Director and Chairperson of the Audit Committee |
| 5. | Pol. Gen. Werapong Chuenpagdee | Independent Director and Audit Committee                    |
| 6. | Mrs. Jitmanee Suwannapool      | Independent Director and Audit Committee                    |
| 7. | Mr. Tommy Taechaubol           | Director and Chief Executive Officer                        |
| 8. | Mr. Pisuth Viriyamettakul      | Director  |
| 9. | Mr. Veeraphat Phetcharakupt    | Director  |

**Unattended Directors**

**- None -**

**The Executives Attending the Meeting:**

- |    |                             |   |
|----|-----------------------------|---|
| 1. | Mr. Thanachote Rungsitivat  | Executive Vice President, Investment Department |
| 2. | Mr. Annop Kettratad         | Vice President, Corporate Strategy Department   |
| 3. | Mr. Kaweewat Pothanun       | Vice President, Investment Department           |
| 4. | Mr. Boonsong Sumnuk         | Senior Manager of Financial and Accounting      |
| 5. | Mr. Pitakphol Roongrojsuwan | Company Secretary                               |

**Other Attendants:**

- |    |                                 |  |
|----|---------------------------------|--|
| 1. | Mr. Wonlop Vilaivaravit         | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.<br>(Auditor of the Company)  |
| 2. | Ms. Jarunya Anantachai          | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. (Auditor)<br>As an observer of the meeting and a witness on counting votes in the meeting. |
| 3. | Ms. Chadamarn Rattanajarungporn | Weerawong Chinavat & Peangpanor Ltd. (Legal Advisor)<br>As an observer and a witness on counting votes in the meeting.                     |

Mr. Sadawut Taechaubol, Chairperson who acts as the chairman of the meeting (hereinafter be called "Chairman") assigned Mr. Pitakphol Roongrojsuwan, Company Secretary, to inform quorum and explain the proceeding of the meeting, voting criteria in each agenda to conduct the meeting in an orderly manner as stated follows:

The Company Secretary informed the meeting that, at 2 p.m., 139 shareholders and proxy holders representing an aggregate number of 3,035,752,700 shares, equivalent to 69.99 % of total paid up shares, and constituted a quorum in accordance with the Company's Article of Association.

### **1. Meeting Proceedings**

The Meeting shall be carried out in order by agenda as informed in the invitation letter for the Annual General Meeting of the shareholders and the operator of the meeting conductor shall explain each agenda prior to voting.

### **2. The Right to Express Opinion**

If any shareholder has opinions or questions, please raise hand and declare his/her name. Then the shareholder can give opinions or questions to get answers from the Meeting.

1) The voting count of each agenda will be on the basis of one share-one vote. Shareholders or proxyholders can merely vote in choices of agree, disagree or abstain and the vote cast cannot be divided partially.

2) In Regard of Proxy Holding

2.1 Proxyholders must vote as only indicated in the proxy form by the grantors. The proxy voting on any agenda which does not meet the requirement in the proxy form will deem invalid and not be considered as vote of the shareholder.

2.2 If the grantor do not specify the intention to vote on any agenda in the proxy form or not specify clearly; in case of the meeting considers or casts vote in agenda not specified in the form; including in case of changing or adding any facts, proxyholders shall be authorized to consider and vote on their behalf as deemed appropriate.

3) For the agreement ballots not collected during the Meeting, the shareholders must return them at the entrance of the meeting room after the Meeting.

### **3. The Voting Process on Each Agenda**

1) The Chairman will propose the shareholders to consider voting in each agenda by asking the Meeting whether any shareholder disagree or abstains.

2) If there is no disagreement or abstention, it shall be deemed that the Meeting unanimously approve the proposed agenda. Otherwise, the shareholders who disagree or abstain must inform the Company's officer of their name and numbers of their votes in the ballots so that their votes would be deducted from all votes of the attendants. The final count shall be accountable for the proposed agenda except any agendas required for other voting process.

3) The Chairman will announce the resolution to the Meeting at the end of each agenda, unless the count of votes is delayed by the counting officers. The chairman will continue proceeding and announced the resolution to the Meeting after the vote collection was complete.

#### **4. The Dispatch of Questions in Advance**

The Company declared in its website to give shareholders the opportunity to send questions in advance to the Company before 20<sup>th</sup> April 2018, at Company Secretary and Legal Division or email: [CompanySec@cgholdings.co.th](mailto:CompanySec@cgholdings.co.th). During that time, no shareholder sent questions to the Company.

#### **5. The Dissemination of the Meeting Invitation Letter**

In order to facilitate the shareholders to access any information of this Annual General Meeting of Shareholders, the Company posted the invitation letter in both Thai and English language on its website and inform the Stock Exchange of Thailand since March 28<sup>th</sup>, 2018.

#### **6. Representative of Individual Shareholders**

In order to comply with Good Corporate Governance, the Company requested Individual Shareholders for volunteering to act as an independent representative and non-partial person to monitor the vote counting. Miss Montida Chavanavanichwoot, a proxyholder volunteered to be an independent representative to observe the vote counting.

Thereafter, The Chairman gave a speech to open the Meeting and notified that as the Company Secretary reported the attendants were complete to be quorum as required on the Company's Article of Association, the Meeting was proceeded as follows:

#### **Agenda 1                      To Consider and Approve the Minutes of the 2017 Annual General Meeting of Shareholders Held on April 27<sup>th</sup>, 2017**

The Chairman stated that the minutes of the 2017 Annual General Shareholders' Meeting was held on April 27<sup>th</sup>, 2017. The minutes of the Meeting were submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days after the Annual General Shareholders' Meeting date as legally required and posted on the Company's website, [www.cgholdings.co.th](http://www.cgholdings.co.th).

The Board of Directors deemed appropriate to propose the Shareholders' Meeting to consider and approve the minutes of the 2017 Annual General Meeting of Shareholders on April 27<sup>th</sup>, 2017, All details were attached in the copy of the 2017 Annual General Meeting of Shareholders on April 27<sup>th</sup>, 2017.

As no questions or opinions were raised, the Chairman requested the Meeting to vote in this agenda and stated that a resolution must be passed with majority votes of shareholders presented and entitled to vote.

**Resolution:**                      The Meeting approved the minutes of the 2017 Annual General Meeting of Shareholders on April 27<sup>th</sup>, 2017 with the majority votes of the shareholders, who were presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,035,752,700	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

## **Agenda 2            To Acknowledge of the Company's Operating Results of the Year 2017**

The Chairman proclaimed that the company had already included the operating results in the 2017 annual report sent to the shareholders. The Board of Directors also considered appropriate to propose the 2017 annual operation report to the general meeting of shareholders. The Chairman then assigned the Chief Executive Officer to clarify further.

Mr. Tommy Taechaubol, Director and Chief Executive Officer, stated that since the Company had restructured itself from the securities company to the holding company involving the investment business, the vision was set to be the company with fast-growing business transaction with various investment strategies. The investment was essentially based on well-structured and highly-experienced notions to yield sustainable benefits to the shareholders. The present company group infrastructure has mostly unchanged from previous year. Mainly, the core company is Country Group Securities Public Company Limited (CGS) and the affiliated companies include Country Group Development Public Company Limited (CGD) which is a real estate development company, MFC Asset Management Public Company Limited (MFC) operates the fund management and Padaeng Industry Public Company Limited (PDI) operating the renewable energy business in which Country Group Holdings Public Company Limited (CGH) has invested for the past two years.

For CGH and the affiliated companies' financial statements for the year ended December 31<sup>st</sup>, 2017, and as the holding company, there are strong points and diversification among every strongly-growing affiliated companies. The details of each company are as follows:

Total CGH asset was 8,804 million Baht, total equity was 6,170 million Baht and the company's revenue 851 million Baht while there were 24 CGH staff. By considering with these numbers, the company's revenue has dwindled; however, that outcome was already expected from the large-scale corporate restructuring by selling some branches to UOB Kay Hian Public Company Limited (UOB). If considered deliberately, the revenue record in 2016 showed that the profit reduced from 542 million Baht to 214 million Baht or by down 60%. The profit deriving from fees, services and investments grew up from 167 million Baht to 221 million Baht or up 32% while the profit sharing was up from 135 million Baht to 243 million Baht or up 80%.

The net profit in 2017 was 235 million Baht, increasing from 86 million Baht in 2016 or up 173%. The Company's profit sharing has constantly been unchanged as targeted by CGH to reduce risks and dependency on the securities company' profits because of the high competitive market and continuing decline of brokerage fee rate. As a result, the investment profits raised from 16% in 2016 to 26% in 2017. The profit sharing rate in the company

investment grew up from 13% to 29% as the revenue structure of CGH progressed in the constant direction, resulting in reducing risks.

Moreover, considering with the included graph, the case of selling some sections of securities business to UOB in 2016, the Company revenue has largely decreased but after the business restructuring and employing more marketing officers, the revenue has returned to increase constantly in second, third and fourth quarters of 2017. However, the Company's main task remains investment in affiliated companies and the prospect of this investment is promising.

In 2015, the profit sharing among affiliated companies was worth 18 million Baht and rocketing to 134 million in 2016 and to 243 million Baht in 2017 or up to 80%. The asset value from the investment accumulated from 2,487 million Baht in 2017 by the date of April 25<sup>th</sup>, 2018 to 3,026 million Baht. Additionally, CGH's Gross Profit Margin (GPM) is 27.55%, similar to the previous year.

The Chief Executive Officer was briefing the Meeting with following details of the Company and the affiliated companies in 2017.

Restructuring CGS by selling branches to UOB, from owning total numbers of 45 branches to 7 remaining branches, proved to reduce costs to 50%. During two quarters, the business expanded and new financial products emerged such as Block Trade which grew up to be one of top five of value compared to other securities companies and other kinds of business were also more emphasized including SBL, Structure Product and Selling Agent. For the Research section of CGS, the standard has actively been lifted by signing the Contact of Partnership to be the first securities company in Thailand in cooperating with Smart Karma operating Program FinTech in reviewing related analysis texts worldwide while there are 6 countries involving with Smart Karma. Additionally, CGS's business potential has been strengthened in consulting business by joining Global Alliance Partners (GAP) to open ways to widen opportunities in consulting and planning for new customers.

PDI is a new company that CGH has invested in the past two years during the PDI restructuring program. After running zinc business for 40 years, PDI needs restructuring as the zinc is used up. Policy formulation for new 3 businesses was initiated, namely, 1) Renewable Energy, 2) Business for recycling metal dust in the steel smelting process and 3) industrial waste elimination. The MOU signing with Japan was accomplished in order to cope with the industrial waste elimination in Northern Region of Thailand. In 2017, PDI performance in 6 projects of solar farms proved effective with total of 30 megawatts and power purchase started after the investment of 1,300 million Baht. Nevertheless, PDI had to restructure and reduce staff from 678 to 189 employees in 2017.

MFC, a fund management company managed strong fund steadily. In 2017, MFC had to controlled assets up to 29,251 million Baht and all total of assets under management was 454,410 million Baht. 19 new funds were added by fundraising of more than 10,000 million Baht. Moreover, the provident fund management was categorized as assets under management (AUM) in second place.

The Chief Executive Officer accordingly presented the Meeting about purposes and strategies in 2018 as follows:

CGH arranged fundraising via bill of exchange (B/E) of 1,070 million Baht in the previous year in order to prepare for the investment. However, the investment was cautiously considered according to the world economy situation,

heightened interest and shares. For affiliates in the company group, the organizational improvement was adopted for more efficiency and more profits with purposes and strategies as follows:

The improvement strategies to have more efficiency in CGS were that; 1) attempting to raise profits up to the same level of the previous performance prior to selling branches as the company's main goal; 2) adjusting the standard by increasing institution customers nationally and internationally as emphasizing more on businesses like SBL, Derivative and Private Fund. Additionally, in May, the headquarter location will expand to one more floor of the building. Expectedly, this year the staff number will increase to more than 100 persons. Most of them will be Front End officers with role of boosting profits to CGS.

PDI closed mines and reduced employees in the previous year. And this year all assets unrelated to new business have been sold such as lands, buildings or factories. All of those are related to zinc business and no longer needed; thus, the sale of them must be sped up to accumulate investing money which will be expectedly acquired to about three or four billion Baht in order to start new business. Abided by the Company's policy for yielding profits quickly, PDI committed to expand the solar farm business from 50 megawatts scale to 200 megawatts scale within year of 2018 by seeking the purchase of fully-developed business in Thailand and Japan or neighboring countries while starting business for recycling metal dust in the steel smelting process in this year.

Presently, CGD covers the real estate business, service, education and retail business in Thailand with total asset of 43,000 million Baht. CGH invested in this company as realizing its growth prospect. For a new project alongside the Chao Phraya River, the constructing structure with 73 floors will be expectedly completed in October this year. After that, the transfer of ownership procedure will proceed and, accordingly, the revenue recognition memo will show considerable amount of profit in the fourth quarter.

Growing up consistent with the market conditions, MFC has had schemes of new funds and currently gains advantages from the managing role in Thailand's Future Fund in which the government supports for the investment in Thailand's infrastructure.

Finally, CGH shall invest in many affiliates for risk diversification and constant revenue generation for the shareholders.

Mrs. Usa Suteelaxnaporn, a proxyholder, asked three questions in the Meeting as below:

- 1) Why were the securities of Raimon Land Public Company Limited (RML) purchased while the purchasing value was not high enough?
- 2) In case that the exercise price of CGH-W3 warrant is set at 2.00 Baht, what is the plan and how to achieve the expected price?
- 3) Details of schemes and expected return statements of all affiliated companies.

Mr. Tommy Taechaubol, Director and Chief Executive Officer clarified that there was good opportunity to sell RML securities. Firstly, the big lot of shares came from a fund which was scheduled to sell shares with significantly decreased prices so the company decided to purchase shares. After a while, a major shareholder of RML requested to buy them and then the company managed to sell them and obtained satisfactory profit amount of 65 million Baht in short period.



For the setting of the exercise price, the company considered valuation of business that it invested in affiliated companies such as CGD, MFC and PDI whose corporate valuation tend to increase steadily and impact the business valuation of CGH as well.

The expected return of its business may be hardly assumed; however, the trend might be considered instead. For CGS, the revenue trend would be getting better because of the corporate restructure. For other affiliated companies, the trend of the expected return would be unchanged while PDI was expected to yield favorable profit.

As nobody asked or expressed additional opinions, the Chairman explained that in this agenda, only performance report was presented and no voting was implemented.

**Agenda 3      To Consider and Approve the Audited Financial Statements of the Year Ended December 31<sup>st</sup>, 2017 Which was audited by Auditor**

The Chairman reported to the Meeting that in accordance with Public Limited Companies Act B.E. 2535, section 112, the Company had prepared financial statements for the year ended December 31<sup>st</sup>, 2017 which had been already audited and certified by the auditors as for proposing to the Meeting of Shareholders to get approval.

The Audit Committee reviewed the Company's financial statements for the year ended December 31<sup>st</sup>, 2017 as detailed on the attached Annual Report 2017 in different 2 topics; namely, Financial Statements and Notes to Financial Statements which have been audited and certified by Mr. Wonlop Vilaivaravit, a certified public accountant registration No. 6797 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<sup>st</sup>, 2017 to the Shareholders' Meeting for approval.

The Board of Directors deemed appropriate to propose to the Shareholders' Meeting to consider and approve of financial statements for the year ended December 31<sup>st</sup>, 2017 which have been audited and certified by the auditor and verified by the Audit Committee, all essential points in summary as follows:

	<b>Consolidated FS 2017</b>	<b>Separate FS 2017</b>
Total Asset	8,803,728,225	7,827,475,062
Total Liability	2,614,105,151	1,203,924,020
Total Equity	6,189,623,074	6,623,551,042
Total Revenue	850,507,440	295,395,858
Total Expenses	627,564,503	189,186,758
Net Profit	234,631,332	126,314,328
Earnings per share (Baht : Share)	0.0540	0.0291

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority of the total number of votes of the shareholders presenting and entitled to vote.

**Resolution:** The Meeting approved the audited Financial Statements of the year ended December 31<sup>st</sup>, 2017, which was approved by Auditor with the majority votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,037,069,984	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

**Remark:** After the Meeting certified the Agenda 2, there were more attending 5 shareholders with 1,317,284 shares. Therefore, the total number of shareholders attending the meeting was 144 shareholders with 3,037,069,984 shares. Also, the Company allowed the shareholders to exercise their right to vote; the numbers of votes in agenda 3 were increased accordingly.

**Agenda 4                      To Consider and Approve Profit Allocation for the Legal Reserve and the Dividend Payment in 2017**

The Chairman reported that in 2017 the Company delivered a net profit of 126,314,328 Baht or earning per share of 0.0291 Baht and 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 not less than five percent of its annual net profit less the accumulated losses brought forward and then allocate the remaining profit to be paid as dividend. And the Company's dividend 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 deemed appropriate to allocate profit to the Legal Reserve and pay annual dividend to shareholders as detailed below:

The amount of 6,315,716 Baht or five percent of the net profit worth 126,314,328 Baht would be allocated to the Legal Reserve and the dividend payment would be at the rate of 0.035 Baht per share with the total payment amount of 151,791,640 Baht or 120.17 percent of the net profit after the 2017 corporate tax deduction, which is higher than the number stated in the Company's dividend policy.

Details of Dividend Payment	2016	2017
1. Net Profit (Baht)	300,700,256	126,314,328
2. Allocation for the Legal Reserve (Baht)	15,035,013	6,315,716
3. Dividend Payment per Share (Baht)	0.02774	0.035
4. Total Dividend Payment (Baht)	120,301,953	151,791,640
5. Dividend Payment Ratio (Percentage)	40.01	120.17

The list of Shareholders who are eligible to receive dividend was specified on March 30<sup>th</sup>, 2018 and the dividend will be paid on May 25<sup>th</sup>, 2018. The Company will pay its dividend, calculated from its 2017 net profit and cumulative profit. The dividend payment will represent 120.17% of the Company's Net Profit after corporate taxation in 2017, which is higher than the number stated in the Company's dividend policy.

The Board of Directors agreed to propose to the Shareholders' Meeting to consider and approve the allocation of the Legal Reserve in the amount of 6,315,716 Baht and dividend payment at the amount of 0.035 Baht per share.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority of the total number of votes of the shareholders presenting and entitled to vote.

**Resolution:** The Meeting approved the allocation of the profit for the Legal Reserve and the dividend payment in 2017 with the majority votes of shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presented and Entitled to Vote
Approve	3,037,069,984	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

#### **Agenda 5 To Consider and Approve the Proposed Directors to Replace Those Retired by Rotation**

The Chairman reported to the Meeting that in this agenda, Mr. Sadawut Taechaubol as the Chairman of the Meeting had conflicts of interest; instead, Mr.Surabhon Kwunchaithunya, Vice Chairman was assigned to take the role of the Chairman of the Meeting.

After that, Mr. Saduwat Taechaubol and Mr.Pitsuth Viriyamettakul who both had conflict of interest left the meeting room.

In this regard, Mr.Surabhon Kwunchaithunya as the acting Chairman of the Meeting in this agenda proceeded the meeting and reported that according to the Public Limited Companies Act B.E. 2535, section 71 and the Company's' Article of Association clause 21, in the 2018 Annual General Meeting, there are 2 retired directors as follow;

- 1) Mr. Sadawut Taechaubol                      Chairperson              (Authorized Director)
- 2) Mr. Pisuth Viriyamettakul                      Director              (Non-Authorized Director)

The Nomination and Remuneration Committees' Opinion considered that according to the Company's Article of Association clause 21 stipulated that one-third of the directors shall be retired by rotation, the Committee considered Mr. Sadawut Taechaubol and Mr. Pisuth Viriyamettakul who both were due to retired and concluded that they were 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.

The Board of Directors agreed with the Nomination and Remuneration Committees' Opinion and considered that both retired directors had appropriate knowledge and skills beneficial to the Company's business. They are qualified and not prohibited as defined by the Company's Article of Association or relevant law. The Board of Directors agree to propose to the Shareholders' Meeting to consider and approve the re-appointment of them. The Directors' profiles, ages, shareholding's percentages, education background, experience, and total contributed times in attending all the meetings are included in Attachment 3 and the definition of dependent committee appeared in Attachment 4 (The Board of Directors always intends to maintain transparency and good corporate governance so this agenda is exempt from voting)

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority of the total number of votes of the shareholders presenting and entitled to vote.

Later, the Chairman invited Mr. Sadawut Taechaubol and Mr. Pisuth Viriyamettakul, who both had conflicts of interest, to return to the meeting room.

**Resolution:** The Meeting approved the voting for the proposed Directors to replace those retired by rotation with the majority votes of shareholders presented and entitled to vote as follows:

- (1) Mr. Sadawut Taechaubol, Chairperson of the Board, was re-appointed with the majority votes of the shareholders, who were presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of Shareholders Presented and Entitled to Vote
Approve	2,432,672,958	100.00
Disapprove	0	0.00
Abstain	604,490,326	0.00
Invalid	0	0.00

- (2) Mr. Pisuth Viriyamettakul, Director, was re-appointed with the majority votes of the shareholders, who were presented and entitled to vote, as follows:

Resolution	Number of Shares	Percentage of Shareholders Presented and Entitled to Vote
Approve	3,032,163,284	100.00
Disapprove	0	0.00
Abstain	5,000,000	0.00
Invalid	0	0.00

**Remark:** After the Meeting certified the Agenda 4, there was one more shareholder with 93,300 shares attending the meeting. Therefore, the total number of shareholders attending the meeting was 145 shareholders with 3,037,163,284 shares. Also, the Company allowed them to have the right to vote; the numbers of votes in agenda 5 were increased accordingly.

Both Directors who were appointed by the approval of the 2018 Annual General Shareholders' Meeting had complete qualifications according to the Public Limited Companies Act B.E. 2535 as well as knowledge, ability and experience in business related to the Company's operations.

**Agenda 6 To Consider and Approve of the 2018 Remuneration of Directors and Sub-Committees**

The Chairman reported to the Meeting that according to the Public Limited Companies Act B.E. 2535, section 90 and the Company's Article of Association clause 28 stipulated that directors were entitled to receive the remuneration according to the Shareholder's Meeting resolution, including 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 so It deemed appropriate to propose to the Shareholder Meeting to consider and approve this agenda.

The Nomination and Remuneration Committee considered the remuneration rate of the Directors and Sub-committees compared and referred to other listed companies in the same industry. It was understood that the present rate was still appropriate so that it deemed appropriate to propose to the Shareholders' Meeting to consider and approve the 2018 remuneration package as listed below:

1. The remuneration of Directors and Sub-Committees

<b>Position</b>	<b>AGM Resolution 2016 (Baht/Month)</b>	<b>AGM Resolution 2017 (Baht/Month)</b>	<b>Proposal for AGM Resolution 2018 (Baht/Month)</b>
Chairperson	100,000	100,000	100,000
Vice Chairperson	55,000	55,000	55,000
Director	40,000	45,000	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 2017onwards, after receiving the Shareholders approval.

2. The Criteria of Committee Bonus Payment as shown:

- 1) The Director's Bonus payment will not exceed 4 times higher than their monthly remuneration rate while the Chairman of sub-committees such as Audit Committee, Investment Committee, Nomination and Remuneration Committee, Risk Management Committee and Good Corporate Governance Committee, will obtain bonus one time higher than their monthly remuneration rate.
- 2) Calculation of the bonus payment rate of Directors attending the 2018 Meeting as follows:
  - a) Attend the meeting more than 75%, each Director will be paid 100% of calculated bonus.
  - b) Attend the meeting equally or less than 75%, each Director will be paid 50% of calculated bonus.
  - c) Directors who are qualified for bonus, shall perform their duties as Director all through the year of 2018 (from January 1<sup>st</sup> to December 31<sup>st</sup>, 2018)

The Board of Directors deemed appropriate to propose to the Shareholders' Meeting to consider and approve the remuneration package of Directors, Audit Committee, Chairman and members of sub-committees including Investment Committee, Nomination and Remuneration Committee, Good Corporate Governance Committee and Risk Management Committee as recommended by Nomination and Remuneration Committee. The new remuneration package will be effective from May 2018 onwards.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by not less than two-thirds of the total number of votes of the shareholders presenting and were entitled to vote.

**Resolution:** The Meeting approved the 2018 remuneration package of Directors and sub-committees with not less than two-thirds of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Share	Percentage of Shareholders Presenting and Entitled to Vote
Approve	2,212,055,534	72.84
Disapprove	0	0.00
Abstain	825,107,750	27.16
Invalid	0	0.00

The Board of Directors always intends to maintain transparency and good corporate governance so this agenda is exempt from voting.

**Agenda 7      To Consider and Approve the Appointment of Auditors and Determination of 2018 Auditing Fee**

The Chairman reported to the Meeting that according to the Public Limited Companies Act B.E. 2535, section 120 and the Company's Article of Association clause 55 stipulated that the Meeting was proposed to consider the

appointment of auditors and the determination of the auditing fee every year, the Audit Committee and Board of Directors deemed appropriate to propose selected auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to the Shareholder's Meeting to be the Company's auditors of the Year 2018. This proposal was agreed that auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Would be appointed to be the Company's auditors of Year 2018 as listed below:

- |                                   |                        |
|-----------------------------------|------------------------|
| 1) Mr. Wonlop Vilaivaravit        | CPA Number 6797 and/or |
| 2) Mr. Chavala Tienpasertkij      | CPA Number 4301 and/or |
| 3) Dr. Suwatchai Meakhaamnouychai | CPA Number 6638 and/or |
| 4) Mrs.Nisakorn Songmanee         | CPA Number 5035        |

In addition, profiles and working experience of the proposed auditors, please refer to Attachment 5.

In the absence of the above-named auditors, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd is authorized to identify one other auditor of its company to fill the duty instead.

The Auditing Fee for 2018 will be 1,180,000 Bath per year.

The Audit Committee considered that the mentioned auditors did not related or have conflict of interest with the Company, Management, major shareholders or their related persons. 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 2018, the Auditing Fee is based upon "Group" rate (the company and its subsidiaries) at the amount of 1,180,000 Baht, which is equivalent to the rate in 2017, excluding the non-audit fee that the Company shall pay as an incurred expense. The Company sees that the Auditing fee is at the appropriate rate.

In this regard, 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 2018 as the above-mentioned details. The Auditing Fee will be 1,180,000 Baht in this year as deliberated for consideration below:

Details for Consideration	2017	2018
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Auditing Fee (Baht)	1,180,000	1,180,000
Non Auditing Fee (Baht)	-	-
Auditors' name / Year of Auditor Service	Mr. Wonlop Vilaivaravit / First year	Mr. Wonlop Vilaivaravit / Second year

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority of the total number of votes of the shareholders presenting 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 Auditor in 2018 as follows:

- |                                   |                        |
|-----------------------------------|------------------------|
| 1) Mr. Wonlop Vilaivaravit        | CPA Number 6797 and/or |
| 2) Mr. Chavala Tienpasertkij      | CPA Number 4301 and/or |
| 3) Dr. Suwatchai Meakhaamnouychai | CPA Number 6638 and/or |
| 4) Mrs.Nisakorn Songmanee         | CPA Number 5035        |

And the Auditing Fee will be not exceeding 1,180,000 Baht in 2018, with the resolution passed with majority votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,037,461,029	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

**Agenda 8      To Consider and Approve of Decreasing the Company's Registered Capital from the Existing Registered Capital of 6,075,927,916 Baht to 4,698,271,244 Baht by Eliminating the Unsubscribed Ordinary Shares in the Total of 1,377,656,672 Shares with the Par Value of 1 Baht**

The Chairman reported to the Meeting that according to the resolution of 2017 Annual General Meeting of the Shareholders, held on April 27<sup>th</sup>, 2017, that approved the Company to issue and offer new ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value of 1 Baht by issuing and offering the ordinary share for Private Placement. In the previous year, the Company did not issue and offer new ordinary shares so it had to request to decrease its registered capital.

In addition, the warrant to purchase ordinary shares of Country Group Holdings Public Company Limited No. 1 (CGH-W1) was terminated from listing status on January 6, 2018. Therefore, there are 947,656,672 new ordinary shares remaining from the exercise of CGH-W1.

Since the Company plans to increase the registered capital as detailed in Agenda 11, according to the Public Limited Companies Act B.E. 2535, section 136 stipulated that the Company shall increase its capital by issuing 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 were presented and entitled to vote.

Regarding to the law, the Company, therefore, must decrease the registered capital of the Company from the total of 6,075,927,916 Baht to 4,698,271,244 Baht by eliminating the unsubscribed ordinary shares in total of 1,377,656,672 shares with the par value of 1 Baht as follows;



(1) The allocation to issue ordinary share in accommodation of the right to exercise the warrant of Company (CGH-W1)	947,656,672 Shares
(2) The allocation to issue ordinary share in accommodation for Private Placement	<u>430,000,000</u> Shares
Total	<u>1,377,656,672</u> Shares

In order to comply with the laws and the resolution of 2017 Annual General Meeting of the Shareholders, the Board of Directors agreed to propose to the Shareholders' Meeting to consider and approve decreasing the registered capital of the Company from the total of 6,075,927,916 Baht to 4,698,271,244 Baht by eliminating the unsubscribed ordinary shares in total of 1,377,656,672 shares with the par value of 1 Baht as details mentioned above.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote.

**Resolution:** The Meeting approved the decrease of the Company's registered capital from the existing registered capital from the total of 6,075,927,916 Baht to 4,698,271,244 Baht by eliminating the unsubscribed ordinary shares in total of 1,377,656,672 shares with the par value of 1 Baht. The Meeting approved this agenda with more than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,777,029	99.973
Disapprove	0	0.00
Abstain	834,000	0.027
Invalid	0	0.00

**Remark:** After the Meeting certified the Agenda 7, there was one more shareholder with 150,000 shares attending the Meeting. Therefore, the total number of shareholders attending the meeting was 149 shareholders with 3,037,611,029 shares. Also, the Company allowed them to have the right to vote; the numbers of votes in agenda 8 were increased accordingly.

**Agenda 9 To Consider and Approve to Amend Clause 4 of the Company's Memorandum of Association to be in line with the Decrease of the Registered Capital**

The Chairman reported to the Meeting that in order to be consistent with the Company's decrease in its registered capital, it was recommended to propose to the Shareholders' Meeting to consider the approval to amend Clause 4 of the Company's Memorandum of Association as follows;

"Clause 4. The registered capital is 4,698,271,244 Baht (Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four Baht)

Divided into	4,698,271,244 Shares	
	(Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four shares)	
At a par value of	1 Baht	(One Baht)
Classified into		
Ordinary shares	4,698,271,244 Shares	
	(Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four shares)	
Preferred Shares	-	Shares (-)"

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

The Board of Directors agreed that in order to be consistent with the Company's decrease in its registered capital, it deemed appropriate to propose to the Shareholders' Meeting to consider and approve for amendment to Clause 4 of the Company's Memorandum of Association as details mentioned above.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote.

**Resolution:** The Meeting agreed to approve to amend Clause 4 of the Company's Memorandum of Association by deleting existing facts and changing to new facts as follows;

"Clause 4. The registered capital is 4,698,271,244 Baht (Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four Baht)

Divided into	4,698,271,244 Shares	
	(Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four shares)	
At a par value of	1 Baht	(One Baht)
Classified into		
Ordinary shares	4,698,271,244 Shares	
	(Four Billion, Six Hundred, Ninety-eight Million, Two Hundred, Seventy-one Thousand, Two Hundred and Forty-four shares)	
Preferred Shares	-	Shares (-)"

As a result, it was agreed that the authorized person by the Directors, proceeded to register the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce and to

correct and add statements or take any actions in accordance with the order of the Registrar. The Meeting agreed to approve the resolution passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of shareholders Presenting and Entitled to Vote
Approve	3,037,611,029	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

**Agenda 10      To Consider and Approve the Issuing and Offering of Warrants to Purchase the Company's Ordinary Shares No.3 (CGH-W3) in the Amount Not Exceeding 1,445,634,658 Units, as Allotting to the Existing Shareholders Proportionally**

The Chairman reported to the Meeting that according to the proposal of issuing and offering the warrants to purchase the Company's ordinary shares No.3 (CGH-W3) in the amount not exceeding 1,445,634,658 units to the existing shareholders of the Company whose name in the share register book on the record date, determined by the Company's Board of Directors, the Company will issue the warrants proportionate to the existing shareholders in the ratio of 3 existing shares per 1 unit of warrant with the offering price of 0 Baht per unit, fractions thereof shall be rounded down as 1 unit of warrant has the right to purchase 1 new ordinary share with the exercise price of 2.00 Baht.

The Board of Directors proposed to the Shareholders to consider and approve the issuing and offering of warrants to purchase the Company's ordinary shares No.3 (CGH-W3) to allot to the existing shareholders proportionally as proposed and the Board of Directors should be authorized to determine criteria, conditions, and other details related to the Warrants including issuing and offering aspects, negotiating, signing in any relevant documents and agreements, performing any other necessary actions related to the Warrants, listing the reserved ordinary shares from the exercise of Warrants on the Stock Exchange of Thailand (SET), as well as proceeding for the necessary approval from relevant authorities.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority of the total number of votes of the shareholders presenting and entitled to vote.

**Resolution:**      The Meeting agreed to approve the issuing and offering the warrants to purchase the Company's ordinary shares No.3 (CGH-W3) in the amount not exceeding 1,445,634,658 units to allot to the existing shareholders of the Company proportionally with the majority votes of shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,777,029	100.00
Disapprove	0	0.00
Abstain	834,000	0.00
Invalid	0	0.00

**Agenda 11 To Consider and Approve for Increasing Registered Capital from the Existing Capital 4,698,271,244 Baht to 6,143,905,902 Baht by Issuing 1,445,634,658 New Ordinary Share with the Par Value of 1 Baht**

The Chairman reported to the Meeting that in order to issue and offer warrants for purchasing the Company's ordinary shares No.3 (CGH-W3) in the amount not exceeding 1,445,634,658 units to the existing shareholders of the Company, the Company needed to increase in its registered capital so that it was recommended to propose to the Shareholders to consider and approve the increase in the registered capital from the total of 4,698,271,244 Baht to the total of 6,143,905,902 Baht by issuing the ordinary share in total of 1,445,634,658 shares with the par value of 1 Baht.

The Board of Directors deemed appropriate to propose to the Shareholders to consider and approve to add the amount of 1,445,634,658 Baht in registered capital of the Company so it would increase from the total of 4,698,271,244 Baht to the total of 6,143,905,902 Baht by issuing new ordinary shares in total of 1,445,634,658 shares with the par value of 1 Baht per share.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote.

**Resolution:** The Meeting agreed to approve the issuing and offering the warrants to purchase the Company's ordinary shares No.3 (CGH-W3) in the amount not exceeding 1,445,634,658 units to allot to the existing shareholders of the Company proportionally with more than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,878,529	99.973
Disapprove	0	0.00
Abstain	834,000	0.027
Invalid	0	0.00

**Remark:** After the Meeting completed voting in the Agenda 10, there was one more shareholder with 101,500 shares attending the Meeting. Therefore, the total number of shareholders attending the meeting was 150 shareholders with 3,037,712,529 shares. Also, the Company allowed them to have the right to vote; the numbers of votes in agenda 11 were increased accordingly.

**Agenda 12      To Consider and Approve for Amending Clause 4 of the Company's Memorandum of Association to be in line with the Increase of the Registered Capital**

The Chairman reported to the Meeting that in order to be consistent with the Company's increase 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 6,143,905,902 Baht (Six Billion, One Hundred, Forty-Three Million, Nine Hundred and Five Thousand, Nine Hundred and Two Baht)

Divided into                      6,143,905,902 Shares

(Six Billion, One Hundred, Forty-Three Million, Nine Hundred and

Five Thousand, Nine Hundred and Two Shares)

At a par value of              1 Baht    (One Baht)

classified into

Ordinary shares              6,143,905,902 Shares

(Six Billion, One Hundred, Forty-Three Million, Nine Hundred and

Five Thousand, Nine Hundred and Two Shares)

Preferred Shares              -        Shares        (-)

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

The Board of Directors agreed that In order to be consistent with the Company's increase in its registered capital, it was appropriate to propose to the Shareholders' Meeting to consider the approval to amendment Clause 4 of the Company's Memorandum of Association as mentioned above.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote.

**Resolution:**      The Meeting agreed to approve to amend Clause 4 of the Company's Memorandum of Association by deleting existing facts and changing to new facts as follows;

"Clause 4. The registered capital is 6,143,905,902 Baht (Six Billion, One Hundred, Forty-Three Million, Nine Hundred and Five Thousand, Nine Hundred and Two Baht)

Divided into                      6,143,905,902 Shares

(Six Billion, One Hundred, Forty-Three Million, Nine Hundred and

Five Thousand, Nine Hundred and Two Shares)

At a par value of              1 Baht (One Baht)

classified into

Ordinary shares 6,143,905,902 Shares

(Six Billion, One Hundred, Forty-Three Million, Nine Hundred

and

Five Thousand, Nine Hundred and Two Shares)

Preferred Shares - Shares (-)

As a result, it was agreed that the authorized person by the Directors, proceeded to register the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce and to correct and add statements or take any actions in accordance with the order of the Registrar. The Meeting agreed to approve the resolution passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,037,712,529	100.00
Disapprove	0	0.00
Abstain	0	0.00
Invalid	0	0.00

**Agenda 13 To Consider and Approve for Allotting Newly-Issued Ordinary Shares of the Company in Amount of 1,445,634,658 Shares to Reserve for Exercise Right of Warrant to Purchase the Ordinary Share of the Company (CGH-W3)**

The Chairman reported to the Meeting that according to Agenda 11 to consider and approve for increasing registered capital from the existing capital 4,698,271,244 Baht to 6,143,905,902 Baht by issuing 1,445,634,658 ordinary shares with the par value of 1 Baht to reserve for the exercise right of warrant to purchase the ordinary share of the Company No.3 (CGH-W3).

It was proposed to the Shareholders to consider and approve to allot the newly issued ordinary shares in the amount of 1,445,634,658 shares to reserve for the exercise right of warrant to purchase the ordinary share of the Company No.3 (CGH-W3).

The Board of Directors deemed appropriate to propose to the Meeting to consider and approve for the allotment in the amount not exceeding 1,445,634,658 newly issued ordinary shares with the par value of 1 Baht as detailed above.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed with majority votes of shareholders presented and entitled to vote.

**Resolution:** The Meeting agreed to approve to allot the newly issued ordinary shares in the amount of 1,445,634,658 shares to reserve for the exercise right of warrant to purchase the ordinary share of the Company No.3 (CGH-W3) with majority votes of shareholders presented and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,878,529	100.00
Disapprove	0	0.00
Abstain	834,000	0.00
Invalid	0	0.00

#### **Agenda 14 To Consider and Approve for Issuance and Offer of Debentures**

The Chairman reported to the Meeting that as the Company had a plan to expand the investment in the potential business and sought opportunities to generate higher returns, it was necessary to search for capital sources to support the plan. It was recommended to get approval from the Board of Directors in order to propose to the Meeting to consider and approve of issuance and offer of debentures in the amount not exceeding 1,000,000,000 Baht (This limit did not include debentures that was issued and offered in 2017 in the amount of 1,079,800,000 Baht) or the equivalent to this amount in other currencies as a source of funding with details as follows;

Type:	All types and all kinds of bonds; with or without collateral, subordinated bonds or senior bonds, secured or unsecured bonds, with or without Bond Holders' Representative.
Total value:	Not exceeding 1,000,000,000 Baht or in an equivalent amount in another currency.
Term:	Not over 5 years since the issue date.
Allotment:	Applicable to local and/or international market, and/or Institutional Investors and/or private placement offering or public offering; the issuing and offering whole lot of bonds for one-time purchase or multiple separate purchases.
Call Option:	The debenture-holder and the Company may or may not have the right to redeem their bonds prior to the maturity date, depending on the terms and conditions of each issuance of the bonds.

Board of Directors deemed appropriate to propose to the Meeting to consider and approve the issuing and offering the debt securities in the amount not exceeding than 1,000,000,000 Baht as the proposed conditions. The Board of Directors was authorized to act as follows:

- 1) To define the details and other conditions related to the issuing and offering the debt securities such as interest rate setting, purchasing types of debt securities, number of debt securities in each issuance, type of collectors, offering price per unit, term, call option period, principal and interest payment process, allotment and offering processes, etc.
- 2) To deal with, negotiate, and execute the agreements, documentation and applications related to filing the debt securities, including to contact and submit permission forms or exemption request forms to the government

agencies or agencies related to the issuing and to have the debt securities registered in both domestic and international Secondary Market.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote.

**Resolution:** The Meeting agreed to approve the issuing and offering the debt securities with more than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,878,529	99.973
Disapprove	0	0.00
Abstain	834,000	0.027
Invalid	0	0.00

**Agenda 15 To Consider and Approve the Amendment of the Company's Article of Association Clause 39**

The Chairman reported to the Meeting that according to the Public Limited Companies Act B.E. 2535, section 100, in which is amended by the Order No.21/2560 of National Council for Peace and Order, titled Amendment of Law to Facilitate the Business Operations issued on April 4<sup>th</sup>, 2017, it deemed appropriate to propose to the Shareholder's Meeting to approve the amendment of the Company's Article of Association clause 39 as detailed below:

**Previous Version**

Clause 39: The Board of Directors must convene the annual general shareholders' meeting within four (4) months since the end date of the Company's fiscal year.

Any shareholders' meeting in other occasions except what under Paragraph one is to be called extraordinary general meeting. The Board of Directors shall convene an extraordinary general meeting any time as deemed appropriate.

A shareholder who owns not less than one-fifth of total issued shares or not less than 25 shareholders with total shares of not less than one-tenth of total issue shares can sign a petition to request the Board of Directors to hold an extraordinary general meeting any time but it should have justifications to request for the meeting in that petition. In this regard, the Board of Directors must convene a shareholders' meeting within one (1) month since the shareholder's petition is acknowledged.



**Amended to**

Clause 39: The Board of Directors must convene the annual general shareholders' meeting within four (4) months since the end date of the Company's fiscal year.

Any shareholders' meeting in other occasions except what under Paragraph One is to be called extraordinary general meeting. The Board of Directors shall convene an extraordinary general meeting any time as deemed appropriate.

A shareholder or several shareholders who own not less than ten (10) percent of total issued shares shall sign a petition to request the Board of Directors to convene an extraordinary general meeting any time but it shall have justifications to request for the meeting in that petition. In this regard, the Board of Directors shall convene a shareholders' meeting within forty-five (45) days since the shareholder's petition is acknowledged.

In case that the Board of Directors does not convene meetings in the scheduled period conforming to Paragraph Three, shareholders who sign the petition or other shareholders joining together with enough numbers of stipulated shares can hold the meeting themselves within forty-five days since the end date stated in Paragraph Three. In this case, it is considered that the shareholders' meeting is called by the Board of Directors and the Company is liable for necessary costs of the meeting and facilities as discretion.

In case that a shareholder's meeting called by the shareholders conforming to Paragraph Four constitutes no quorum according to Clause 41, the shareholders conforming to Paragraph Four jointly have responsibility to pay for all costs incurred by the meeting to the Company

The Board of Directors deemed appropriate to propose to the Meeting to consider and approve the amendment of the Company's Article of Association clause 39 as mentioned above.

As no one raised questions or opinions, the Chairman requested the Meeting to consider and approve this agenda and stated that a resolution must be passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote.

**Resolution:** The Meeting agreed to approve the amendment of the Company's Article of Association clause 39 to be in line with the Public Limited Companies Act B.E. 2535, section 100, in which is amended by the Order No.21/2560 of National Council for Peace and Order, titled Amendment of Law to Facilitate the Business Operations issued on April 4<sup>th</sup>, 2017. the resolution was passed by the votes of not less than three-fourths of the total number of votes of the shareholders presenting and entitled to vote as follows:

Resolution	Number of Shares	Percentage of Shareholders Presenting and Entitled to Vote
Approve	3,036,878,529	99.973
Disapprove	0	0.00
Abstain	834,000	0.027
Invalid	0	0.00

**Agenda 16      Other (if any)**

No consideration in this agenda.

The Meeting had completed all agendas so the Chairman gave an opportunity for the shareholders to raise their opinions and questions but no one did. Then the Chairman thanked all Shareholders who attended the Meeting and closed the Annual General Shareholder Meeting of the year 2018 at 3.15 p.m.

-Signature-

(Mr. Sadawut Taechaubol)

Chairman of the Meeting

-Signature-

(Mr. Pitakphol Roongrojsuwan)

Company Secretary

Minute Taker

**Information on proposed directors to replace those whose term are expired 2019**

<b>Name-Surname</b>	<b>Mr. Surabhon Kwunchaithunya</b>	
<b>Position</b>	Deputy Chairperson, Chairperson of Risk Management Committee and Chairperson of Investment Committee	
<b>Date of Birth</b>	April 29, 1951	
<b>Age</b>	67 years-old	
<b>Holding the Company's share (As of December 31, 2018)</b>	10 Shares	
<b>In the position since</b>	Deputy Chairperson (Appointed on 15/05/2014)	
	Chairperson of Risk Management Committee (Appointed on 24/06/2014)	
	Chairperson of Investment Committee (Appointed on 24/06/2014)	

**Important Current Positions**

**3 Listed Companies**

- 2014 - Present Vice Chairperson, Chairperson of the Risk Management Committee and Chairperson of the Investment Committee, Country Group Holdings PCL
- 2011 - Present Director, Executive Director, Chairperson of the Nomination and Remuneration Committee and Member of the Good Corporate Governance Committee, MFC Asset Management PCL
- 2013 - Present Independent Director and Chairperson of the Audit Committee, Tycoons Worldwide Group (Thailand) PCL

**1 Non-Listed Companies**

- 2016 - Present Chairperson, Country Group Securities PCL

**Education**

- Master of Business Administration (MBA), University of Washington, USA
- Bachelor of Industrial Engineering (sponsored by the University's scholarship), University of Washington, USA
- Bachelor of Electrical Engineering, University of Washington, USA
- Securitization, Fannie Mae of USA
- Certificate for High Level Executive, Capital Market Academy (CMA), Class 11/2010
- Finance and Banking by HSBC (Hong Kong)

**Director Role Training by Thai Institute of Directors Association (IOD)**

- Director Accreditation Program (DAP), Class 14/2004
- Director Certification Program (DCP), Class 44/2004
- Role of Chairman Program (RCP), Class 32/2013
- Corporate Governance for Capital Market Intermediaries (CGI), Class 8/2015

**Year of Directorship** 4 years

**The meeting attendance in 2018**

- Shareholder's Meeting 1/1 times
- Board of Director's Meeting 9/9 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.** None

**Relationship or related interest in Company / Subsidiaries / Affiliates / Executives / Major Shareholder or related person.** None

**Shareholding in Company / Subsidiaries / Affiliates (As of December 31, 2018)** None

**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 2019

**Name-Surname** Mr. Dej Namsirikul

**Position** Independent Director, Chairperson of the Nomination and Remuneration Committee and Member of the Good Corporate Governance Committee

**Date of birth** November 21, 1935

**Age** 83 years-old

**Holding the Company's share** None

**(As of December 31, 2018)**

**In the position since** Independent Director (Appointed on 22/5/2014)  
Chairperson of the Nomination and Remuneration Committee (Appointed on 11/11/2016)  
Member of the Good Corporate Governance Committee (Appointed on 24/6/2014)



### Important Current Position

#### 1 Listed Companies

- 2014 - Present Independent Director, Chairperson of the Nomination and Remuneration Committee and Member of the Good Corporate Governance Committee, Country Group Holdings PCL

#### 4 Non-Listed Companies

- 2010 - Present Chairperson, Unicca Co.,Ltd.
- 1994 - Present Chairperson, Union Power Properties Co.,Ltd.
- 1989 - Present Director, Omnoi Complex Co., Ltd.
- 1982 - Present Director, D.U.K Co., Ltd.

### Education

- High School Diploma, Assumption Bangrak

### Director Role Training by Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP), Class 98/2012
- Director Certification Program (DCP), Class 225/2016
- Corporate Governance for Capital Market Intermediaries (CGI), Class 5/2015

**Year of Directorship** 4 years

### The Meeting attendance in 2018

- Shareholder's Meeting 1/1 times
- Board of Director's Meeting 7/9 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.**

None

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

None

**Shareholding in Company / Subsidiaries / Affiliates**

None

**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 2019

**Name-Surname** **Pol.Gen. Werapong Chuenpagdee**

**Position** Independent Director, Member of the Audit Committee, Chairperson of the Good Corporate Governance Committee and Member of the Nomination and Remuneration Committee

**Date of birth** March 8, 1958

**Age** 61 years-old

**Holding the Company's share** None



**(As of December 31, 2018)**

**In the position since** Independent Director (Appointed on 22/5/2014)  
Member of the Audit Committee (Appointed on 24/6/2014)  
Chairperson of the Good Corporate Governance Committee (Appointed on 24/6/2014)  
Member of the Nomination and Remuneration Committee (Appointed on 11/11/2016)

### Important Current Position

#### 3 Listed Companies

- 2018 - Present Deputy Chairman and Independent Director, Triton Holding PCL
- 2014 - Present Independent Director, Member of the Audit Committee, Chairperson of the Good Corporate Governance Committee and Member of the Nomination and Remuneration Committee, Country Group Holdings PCL
- 2009 - Present Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee, Country Group Development PCL

#### 5 Non-Listed Companies

- 2018 - Present Independent Director and Chairperson of the Audit Committee, Tribeca Co., Ltd.
- 2017 - Present Chairperson and Independent Director, Arinsiri Land PCL
- 2012 - Present Independent Director and Chairperson of the Audit Committee, Thai Hua Rubber PCL
- 2012 - Present Director, Foo Sin Mining Industry Co., Ltd.
- 2010 - Present Independent Director and Chairperson of the Audit Committee, Sing Sian Yer Pao Co. Ltd.

### Education

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

### Director Role Training by Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP), Class 86/2010
- Director Certification Program (DCP), Class 146/2011
- Financial Statements for Directors (FSD), Class 12/2011
- Role of Compensation Committee (RCC), Class 13/2011
- Corporate Governance for Capital Market Intermediaries (CGI), Class 8/2015

**Year of Directorship** 4 years

**The Meeting attendance in 2018**

- Shareholder's Meeting 1/1 times
- Board of Director's Meeting 9/9 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.** None

**Relationship or related interest in Company / Subsidiaries / Affiliates / Executives / Major Shareholder or related person.** None

**Shareholding in Company / Subsidiaries / Affiliates** None

**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 2019**

<b>Name-Surname</b>	<b>Dr. Veeraphat Phetcharakupt</b>
<b>Position</b>	Director
<b>Date of birth</b>	February 5, 1980
<b>Age</b>	39 years-old
<b>Holding the Company's share</b> <b>(As of December 31, 2018)</b>	None
<b>In the position since</b>	Director (Appointed on 4/5/2016)



**Important Current Position**

**2 Listed Companies**

- 2016 - Present      Director, Country Group Holdings PCL
- 2014 - Present      Independent Director and Member of the Audit Committee, Asian Insulators PCL

**5 Non-Listed Companies**

- 2016 - Present      Director and Chief Executive Officer, Country Group Securities PCL
- 2016 - Present      Director, Genki Capital Co., Ltd.
- 2016 - Present      Director, Genki Power One Co., Ltd.
- 2016 - Present      Director, Sun Change Co., Ltd.
- 2016 - Present      Director, Tech Reform Co., Ltd.

**Education**

- Doctor of Philosophy in Finance, University of Essex
- Master of Science in Finance, University of Essex
- Bachelor of Business Administration Program in Finance and Banking, Chulalongkorn University

**Director Role Training by Thai Institute of Directors Association (IOD)**

- Director Accreditation Program (DAP), Class 113/2014
- Corporate Governance for Capital Market Intermediaries (CGI), Class 19/2017

<b>Year of Directorship</b>	3 years
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**The Meeting attendance in 2018**

- |                               |           |
|-------------------------------|-----------|
| • Shareholder's Meeting       | 1/1 times |
| • Board of Director's Meeting | 9/9 times |

<b>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.</b>	None
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**Relationship or related interest in Company /**  
**Subsidiaries / Affiliates / Executives / Major** None  
**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.

### Definition 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 Subsidiaries 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)

46

#### Education

Bachelor of Accountancy, Assumption University

#### Certified Public Accountant (Thailand)

6797

#### Registration Number

#### Office

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

AIA Sathorn Tower, 23<sup>rd</sup> -27<sup>th</sup> Floor

11/1 Sathorn Road, Yannawa, Sathorn

Bangkok 10120 Tel: 0-2034-0000

### Work experience in the last 5 years

- 2013 – Present

- Audit Partner

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

### Professional experience

- Certified Public Accountant (CPA), Thailand

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

- Auditor approved by the office of SEC

### Relationship or related interest in Company /

None

### Subsidiaries / Affiliates / Executives / Major

### Shareholder or related person.

## Profile of Auditors



### The Second Auditor

#### Name-Surname

Mr. Chavala Tienpasertkij

#### Age (years)

51

#### Education

- Master of Accountancy, Chulalongkorn University
- Master of Management, Mahidol University
- Bachelor of Accountancy (2nd class honors), Bangkok University

#### Certified Public Accountant (Thailand)

4301

#### Registration Number

#### Office

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.  
AIA Sathorn Tower, 23<sup>rd</sup> -27<sup>th</sup> Floor  
11/1 Sathorn Road, Yannawa, Sathorn  
Bangkok 10120 Tel: 0-2034-0000

#### Work experience in the last 5 years

- 2007 – Present

- Audit Partner

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

#### Professional experience

- Certified Public Accountant (CPA), Thailand
- Member of the Federation of Accounting Professions of Thailand (FAP)
- Auditor approved by the office of SEC
- Sub-committee of the International Financial Reporting Standards Setting Body, the Federation of Accounting Professions
- Advisor of Development of material for the CPE self-study curricular - Accounting for Financial Derivatives supported by World Bank
- Author of a text book for CPA training program of the Federation of Accounting Professions, Thailand
- Working Group on special consultant of special manager under project of Financial Sector Restructuring Authority
- Project Manager to provide accounting advise for the adjustment of the financial statements in order to comply with Thai Accounting Standards (TAS) and International Financial Reporting Standards (IFRS)

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

None

## Profile of Auditors



### The Third Auditor

#### Name-Surname

Dr. Suwatchai Meakhaamnouychai

#### Age (years)

50

#### Education

- Doctor of Philosophy in Public Administration (International Program), Ramkhamhaeng University
- Master of Professional Accounting (International Program), Thammasat University
- Master of Accounting (Financial Accounting), Chulalongkorn University
- Master of Business Administration (Financial Management), NIDA
- Bachelor of Law, Thammasat University
- Bachelor of Science (Accounting), Kasetsart University

#### Certified Public Accountant (Thailand) Registration

6638

#### Number

#### Office

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.  
AIA Sathorn Tower, 23<sup>rd</sup> -27<sup>th</sup> Floor  
11/1 Sathorn Road, Yannawa, Sathorn  
Bangkok 10120 Tel: 0-2034-0000

#### Work experience in the last 5 years

- 1989 – Present

- Audit Partner

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

#### Professional experience

- Certified Public Accountants of Thailand
- Thai Barrister-at-Law, Thailand BAR
- Thai Attorney-at-Law (Lawyer), The Law Society of Thailand
- Chartered Financial Analyst (CFA), CFA Institute, USA

#### Relationship or related interest in Company /

None

#### Subsidiaries / Affiliates / Executives / Major Shareholder or related person.

## Profile of Auditors



### The Fourth Auditor

#### Name-Surname

Mrs.Nisakorn Songmanee

#### Age (years)

51

#### Education

- Master of Financial Accounting Degree, Chulalongkorn University, Bangkok, Thailand
- Bachelors in Business Administration (majoring in Accounting) from Rajamangala of Technology

**Certified Public Accountant (Thailand) Registration** 5035

#### Number

#### Office

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.  
AIA Sathorn Tower, 23<sup>rd</sup> -27<sup>th</sup> Floor  
11/1 Sathorn Road, Yannawa, Sathorn  
Bangkok 10120 Tel: 0-2034-0000

### Work experience in the last 5 years

- 1989 – Present

- Audit Partner  
Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

### Professional experience

- Certified Public Accountant (CPA), Thailand
- Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand
- Member of the Federation of Accounting Professions of Thailand (FAP)
- Member of Committee of Accounting System Boards of FAP

### Relationship or related interest in Company /

### Subsidiaries / Affiliates / Executives / Major

### Shareholder or related person.

None

**The Company's Articles of Association concerning the Meeting 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.



**Proxy Form A (Simple Form)**

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

- (1) I/We, \_\_\_\_\_ Nationality \_\_\_\_\_ Residing at \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_
- (2) Being a shareholder of **Country Group Holdings Public Company Limited**, holding the total number of \_\_\_\_\_ shares, and have the rights to vote equal to \_\_\_\_\_ votes.
- (3) Hereby appoint
- ☐ 1. Mr. Niphon Wisityuthasart, Independent Director and Chairman of the Audit Committee, aged 79, residing at No. 307/khor, Moo 2, Pa MokeSubdistrict, Pa Moke District, Ang Thong Province; **or**
- ☐ 2. Pol. Gen. Werapong Chuenpagdee, Independent Director and Audit Committee Member, aged 61, residing at No. 79/307, Panya Indra Road, Bang Chan Subdistrict, Khlong Samwa District, Bangkok; **or**
- ☐ 3. Mrs. Jitmanee Suwannapool, Independent Director and Audit Committee Member, aged 66, residing at No. 18 Soi Bangkae 3, Bangkae Subdistrict, Bangkae District, Bangkok

**Remark: Independent directors designated as proxies above has special interest in and Agenda 6 to consider and approve of the remuneration of director and sub-committee**

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

Anyone of the above as my/our Proxy to attend and vote in **the 2019 Annual General Meeting of Shareholders be held on 26 April 2019 at 2.00 p.m. 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.

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

Signed \_\_\_\_\_ Grantor      Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )      ( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy      Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )      ( \_\_\_\_\_ )

**Notes:**

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



Duty  
Stamp  
Baht 20

**Proxy Form B (Specific Details Form)**

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

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

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

(3) Hereby appoint

- ☐ 1. Mr.Nippon Wisityuthasart, Independent Director and Chairman of the Audit Committee, aged 79,  
residing at No. 307/khor, Moo 2, Pa Moke Subdistrict, Pa Moke District, Ang Thong Province; **or**
- ☐ 2. Pol.Gen. Werapong Chuenpagdee, Independent Director and Audit Committee Member, aged 61,  
residing at No. 79/307, Panya Indra Road, Bang Chan Subdistrict, Khlong Samwa District, Bangkok; **or**
- ☐ 3. Mrs.Jitmanee Suwannapool, Independent Director and Audit Committee Member, aged 66, residing at  
No. 18 Soi Bangkae 3, Bangkae Subdistrict, Bangkae District, Bangkok

**Remark: Independent directors designated as proxies above has special interest in and Agenda 6 to consider and  
approve of the remuneration of director and sub-committee**

- ☐ 4. \_\_\_\_\_ Age \_\_\_\_ Residing at \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_  
Postal Code \_\_\_\_\_ or;
- ☐ 5. \_\_\_\_\_ Age \_\_\_\_ Residing at \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_  
Postal Code \_\_\_\_\_

Anyone of the above as my/our Proxy to attend and vote in **the 2019 Annual General Meeting of Shareholders be  
held on 26 April 2019 at 2.00 p.m. 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.

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

**Agenda No. 1: To consider and approve the Minutes of The Annual General Meeting of the Shareholders for  
the year 2018 as of 27th April 2018.**

- ☐ 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. 2: To consider for acknowledgement of the Company's performance of the year 2018.**

**Agenda No. 3: To consider the approval of the audited Financial Statement of the year end as of 31st December 2018, which was approved by Auditor.**

☐ 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. 4: To consider the approval of the allocation of the profit for the Legal Reserve and omit dividend payment for the year 2018.**

☐ 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. 5: To consider the approval of the appointment of the directors of the Company who would be retired by rotation in this year to be directors of the Company.**

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

☐ The Proxy shall vote according to my intention as follows:

☐ Appointment directors as a whole

☐ Approve

☐ Not approve

☐ Abstain

☐ Appointment each director individually

(1) **Mr. Surabhon Kwunchaithunya**

☐ Approve

☐ Not approve

☐ Abstain

(2) **Mr. Dej Namsirikul**

☐ Approve

☐ Not approve

☐ Abstain

(3) **Pol.Gen. Werapong Chuenpagdee**

☐ Approve

☐ Not approve

☐ Abstain

(4) **Dr. Veeraphat Phetcharakupt**

☐ Approve

☐ Not approve

☐ Abstain

**Agenda No. 6: To consider the approval of the remuneration of Director and sub-committee for the year 2019.**

☐ 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. 7: To consider the approval of the appointment of Auditor and determination the auditing fee Year 2019.**

☐ 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. 8: Other matters (if any).**

- ☐ 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

- (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 2018 Annual General Meeting of Shareholders be held on 26 April 2019 at 2.00 p.m. at Ballroom, 4<sup>th</sup> floor, the Bliston Suwan Park View Hotel, No. 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330**, or at any adjournment thereof to any other date, time and venue.

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

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

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

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

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

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

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

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

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

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

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

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

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

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

**Agenda No.** \_\_\_\_\_ **Subject** \_\_\_\_\_

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

**Agenda No. :\_\_\_\_\_To consider the re-election of directors whose terms expire.**

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

**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 2019 Annual General Meeting of Shareholders on Thursday, 26 April 2019 at 2.00 p.m. 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](http://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 25 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.

**1. Documents to be proceeded prior to the Meeting**

**1.1 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.

### **1.2 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.

## **2. Registration**

The Company shall proceed with registration not less than one hours prior to the Meeting or from 1.00 p.m., on 26 April 2019 at the venue with a map attached to the Notice.

### **3. Casting Votes Criteria**

#### **3.1 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.

#### **3.2 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.

### **4. Procedures on Casting Votes**

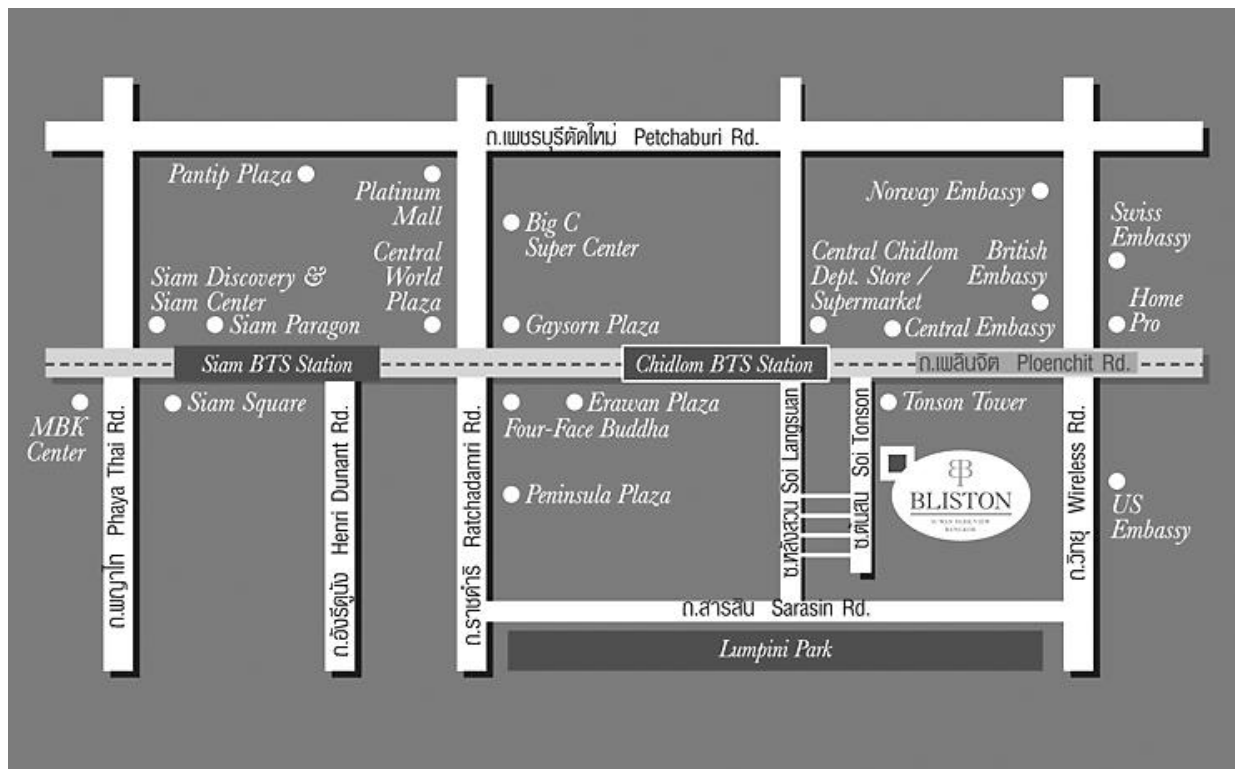
Company Secretary shall explain voting procedure: one share per one vote under the following procedures:

- 4.1 The Chairperson and the Corporate Secretary will propose to ballot and will ask the Meeting at every agenda whether any shareholder disagrees or abstains on voting for the proposed agenda.
- 4.2 If there is no disagreement or abstention, it shall be deemed that the meeting unanimously approved the proposal put to vote. Otherwise, the shareholders who are 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.
- 4.3 The Chairperson or the Corporate Secretary will announce the resolution to the meeting in the end of each agenda. Except that the count of votes delayed by the officer. The Chairperson will continue proceeding and will announce the resolution after vote collection done.

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

At Ballroom, 4<sup>th</sup> 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

1. 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.

**Country Group Holdings Public Company Limited**  
**132 Sindhorn Tower 3, 20<sup>th</sup> Floor, Wireless Road, Lumpini, Pathumwan, Bangkok**

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