



COUNTRY GROUP
DEVELOPMENT

Country Group Development Public Company Limited

Invitation to the Annual General Meeting
of Shareholders for the year of 2022

On Wednesday, 27 April 2022, at 9.00 hrs.

Via electronic devices (E-AGM)

- Unofficial Translation -

No. CGD 65/0015

25 March 2022

Subject: Invitation to the Annual General Meeting of Shareholders for the year of 2022

To: Shareholders of Country Group Development Public Company Limited

- Enclosures:
1. Annual Registration Statement / Annual Report (Form 56-1 One Report) for year 2021
 2. Profile of directors retiring by rotation who are nominated to be re-elected as directors for another term
 3. Profile of the proposed auditors for year 2022
 4. Capital Increase Report Form (F 53-4)
 5. Documents or evidences verifying the identity of the shareholder or a representative of the shareholder entitle to attend the meeting
 6. Information of Independent Directors proposed for Appointment as Proxy and Definition of Independent Director
 7. The Company's Articles of Association relating the General Meeting of Shareholders
 8. Proxy Form B. (Proxy Form A. and C. can be downloaded via the Company's website; www.cgd.co.th in investor relations part)
 9. Guidelines for attending of Electronic Meeting by Inventech Connect

The Board of Directors of Country Group Development Public Company Limited ("**Company**") invites you to attend the Annual General Meeting of Shareholders for the year of 2022 ("**Meeting**") on **Wednesday, 27 April 2022, at 9.00 hrs. via electronic devices (E-AGM)**, to consider the following agenda items.

Agenda 1 To acknowledge the Company's 2021 operating results

Background and Rationale: In accordance with Article 44 of the Company's Articles of Association, the report on the Company's operating results for the past year is required to present to the Annual General Meeting of shareholders. In this connection, the summary of the operating results for the year 2021. Details are as appeared in Annual Registration Statement / Annual Report (Form 56-1 One Report) for year 2021 (**Enclosure 1**).

Opinion of the Board of Directors: It is appropriate to propose to the Meeting to consider and acknowledge the Company's 2021 operating results.

Passing of a Resolution: As this agenda is for acknowledgement, there is no voting.

Agenda 2 To consider and approve the Audited Financial Statements for the year ended 31 December 2021

Background and Rationale: In compliance with Sections 112 and 113 of The Public Company Limited Acts B.E. 2535 (as amended), and Article 47 of the Company's Articles of Association, the Company has prepared the financial statements for the year ended 31 December 2021, audited by the certified public accountant and endorsed by the Audit Committee. It is deemed appropriate to propose the Meeting to consider and approve the Audited Financial Statements for the year ended 31 December 2021. Details are as appeared in page 125 to page 209 of Annual Registration Statement / Annual Report (Form 56-1 One Report) for year 2021 (**Enclosure 1**).

Opinion of the Board of Directors: It is appropriate to propose to the Meeting to consider and approve the Company's Audited Financial Statements for the year ended 31 December 2021, audited by the Company's auditor, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and endorsed by the Audit Committee.

Passing of a Resolution: The resolution in this agenda requires the majority votes of the total vote by the shareholders attending the meeting and casting their votes.

Agenda 3 **To consider and approve the suspension of allocation of profit as legal reserve and the suspension of dividend payment of the operating results for the fiscal year ended on 31 December 2021**

Background and Rationale: The Company has a policy in relation to dividend payment to the shareholders, of at least 50 percent of the annual net profit after taxes and legal reserve allocation, based on the Company's separate financial statements. However, the Company may make a lower dividend rate than the one specified above, taking into consideration the Company's performance, financial position, liquidity, necessity for working capital management, and business expansion. In the case where the company still has an accumulated loss, no dividends shall be paid.

According to Section 116 of the Public Limited Companies Act, B.E. 2535 (as amended), and Article 50 of the Company's Articles of Association, the Company is required to allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital. As well, under Section 115 of the Public Limited Company Act B.E. 2535 (as amended) and Article 49 of the Company's Articles of Association, no dividend shall be paid out of funds other than profit. In the case where the Company still sustains an accumulated loss, no dividend shall be paid.

Taking into consideration the Company's 2021 performance based on its separate financial statements as at 31 December 2021, the Company's lost profit was Baht 362,329,123. However, as at 31 December 2021, the Company still had an accumulated loss of Baht 525,639,930. Details are as appeared in the Annual Registration Statement / Annual Report (Form 56-1 One Report) for year 2021 (**Enclosure 1**), under the Section on Financial Statements, page 125 to page 209. As a result, not only the Company was unable to allocate part of the annual net profit as reserve fund but also was unable to make any dividend payment to shareholders.

Opinion of the Board of Directors: It is appropriate to propose to the Meeting to consider and approve the suspension of allocation of profit as legal reserve and the suspension of dividend payment of the operating results for the fiscal year ended on 31 December 2021.

Passing of a Resolution: The resolution in this agenda requires the majority votes of the total vote by the shareholders attending the meeting and casting their votes.

Agenda 4 **To consider and approve the election of the directors in replacement of the directors who retire by rotation**

Background and Rationale: According to Section 71 of the Public Limited Companies Act, B.E. 2535 (as amended), and Article 20 of the Company's Articles of Association, at every annual ordinary meeting, one-third (1/3) 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 section may be re-elected.

In the 2022 Annual General Meeting of Shareholders, three directors shall retire, which are:

- | | | |
|-------------------------------|---------------|-------------------------------------------------------------------|
| 1. Mr. Vikrom | Koompirochana | Chairman of the Board of Directors, and Independent Director |
| 2. Pol.Gen.Phatcharavat | Wongsuwan | Vice Chairman of the Board of Directors, and Independent Director |
| 3. Air Chief Marshal Permkiat | Lavanamal | Chairman of the Audit Committee and Independent Director |

For nominating the directors, the Company made an announcement to invite the shareholders to propose the names of qualified candidates and not prohibited by laws in advance for the positions of the directors in the Meeting via the Company's website and the SET's channel during 13 December 2021 to 14 January 2022. However, neither the agenda nor the names of the nominated person have been proposed.

The Nomination and Remuneration Committee has thoroughly and carefully conducted the review of its screened under the Company's nomination policy to selected qualified and suitable individuals to be proposed to hold

the position of the Company's directors in accordance with the qualifications, working experiences, skills and expertise, as well as the proportion of the Board members, including the performance of the directors during the past year. The Nomination and Remuneration Committee considers that the three persons are fully qualified as directors and had duly performed their duties as the members of the Company's Board of Directors and Sub-Committees well throughout the time. In addition, the Nomination and Remuneration Committee considers that the directors will independently express their opinion and in compliance with relevant regulations.

Moreover, the Nomination and Remuneration Committee has further considered the qualifications and performances of independent director beyond 9 years according to the Corporate Governance Code for listed companies 2017 of the Office of the Securities and Exchange Commission, and ensured that Mr. Vikrom Koompirochana, Chairman of the Board of Directors, and Air Chief Marshal Permkiat Lavanamal, Chairman of the Audit Committee and Independent Director, should continue serving as independent directors of the Company as well as is completely qualified as independent director and also has knowledge, competence, experience and proficient in business administration and accounting which shall be beneficial to the Company's business operation as well as being able to give independent opinions and recommendations for the best interest of the Company and in compliance with the relevant regulations and laws.

For the best interests of the Company, the Nomination and Remuneration Committee, excluding the directors who are proposed for re-election, casted their votes individually to propose to the Board of Directors to propose to the Shareholders' Meeting to consider the re-election of the three retired directors, Mr. Vikrom Koompirochana, who has been the Chairman of the Board of Directors, and Independent Director of the Company since 30 May 2006 until now for 15 years 10 consecutive months, whether the proposal has approved by the Shareholders' Meeting the term of serve as independent director will be in a total of 18 years 10 months, Pol.Gen.Phatcharavat Wongsuwan, who has been the Vice Chairman of the Board of Directors, and Independent Director of the Company since 22 September 2017 until now for 4 years 6 consecutive months, whether the proposal has approved by the Shareholders' Meeting the term of serve as independent director will be in a total of 7 years 6 months, and Air Chief Marshal Permkiat Lavanamal, who has been the Chairman of the Audit Committee and Independent Director of the Company since 8 September 2021 until now for 6 consecutive months, whether the proposal has approved by the Shareholders' Meeting the term of serve as independent director will be in a total of 3 years 6 months (been the Independent Director of the Company since 29 October 2013 until now for 8 years 5 consecutive months, whether the proposal has approved by the Shareholders' Meeting the term of serve as independent director will be in a total of 11 years 5 months), as the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, Chairman of the Audit Committee, and Independent Directors of the Company for another term.

The profile of each retired director and definition and qualifications of Independent Director of the Company was submitted together with Meeting invitation (**Enclosure 2 and Enclosure 6**).

Opinion of the Board of Directors:

The Board of Directors, excluding the directors who are proposed for re-election, has thoroughly considered and carefully conducted its review of the screened process under the Company's nomination policy and ruled that the three nominated directors are fully qualified as directors and had duly performed their duties as the members of the Company's Board of Directors and Sub-Committees well. In addition, the Board of Directors considers that the directors will independently express their opinion and in compliance with relevant regulations.

The Board of Directors agreed with the recommendation made by the Nomination and Remuneration Committee to propose the Shareholders' Meeting to re-elect the three retired directors, Mr. Vikrom Koompirochana, who has been Chairman of the Board of Directors, and Independent Director of the Company, Pol.Gen.Phatcharavat Wongsuwan, who has been Vice Chairman of the Board of Directors, and Independent Director, and Air Chief Marshal Permkiat Lavanamal, who has been Chairman of the Audit Committee and Independent Director of the Company, as the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, Chairman of the Audit Committee, and Independent Directors of the Company for another term.

Passing of a Resolution:

The resolution in this agenda requires the majority votes of the total vote by the shareholders attending the meeting and casting their votes.

Agenda 5 **To consider and approve the determination of directors' remuneration for the year 2022**

Background and Rationale: According to the Public Limited Companies Act, B.E. 2535 (as amended), Section 90, a payment of remuneration of the directors shall be in accordance with the resolution of the meeting of shareholders based on a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

In order to ensure that the Company's will receive the appropriateness and fair remuneration, the Nomination and Remuneration Committee has considered the director remuneration for the year 2022, by taking into account the benchmark rates of peers in the industry, as well as the Company's business expansion, the performance of the Company, including scope and responsibility of each committee as well as the performance of the Board of Directors and Sub-Committees, and endorsed the matter to be proposed to the Board of Directors for further proposal to the Annual General Meeting of Shareholders to approve the directors' remuneration for the year 2022, in which the amount does not exceed Baht 6,000,000, same as the directors' remuneration for the year 2021 approved by the Annual General Meeting of Shareholders. The details are as follows:

Position	Fixed Remuneration (Baht /Month)	Monthly Remuneration (Baht /Month)	Meeting Allowance (Baht /Month)
Board of Directors			
Chairman	50,000	-	-
Director	-	30,000	-
Audit Committee			
Chairman	40,000	-	-
Member	-	35,000	-
Sub-Committees*			
Chairman	-	-	-
Member	-	-	-

Remark:

*Sub-committees include Nomination and Compensation Committee and Investment Committee.

**In the case where a director holds more than one position, such director shall be entitled to receive remuneration for only one position with the highest remuneration.

The remuneration of directors and members of sub-committees for the year 2022, including special remuneration (if any), shall not exceed Baht 6,000,000, which is the same rate compared to the previous year. The Board of directors shall be authorized to allocate special remuneration as deemed appropriate by taking into account the operating results of the Company, duties and responsibilities of each directors. There shall be no other benefits for the directors and members of sub-committees.

Details of remuneration of each director for the year 2021 are as appeared in the "Remuneration of the Board of Directors and Executives", page 44 of the Annual Registration Statement / Annual Report (Form 56-1 One Report) for year 2021 (**Enclosure 1**).

Opinion of the Board of Directors: Concurred with the recommendation of the Nominating and Remuneration, it is appropriate to propose to the Meeting to consider and approve the determination of director's remuneration for the year 2022 as proposed above.

Passing of a Resolution: The resolution in this agenda requires a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Agenda 6 **To consider and approve the appointment of the auditor for the Financial Statements for the year 2022, and determination of the remuneration**

Background and Rationale: To comply with the Public Company Act, B.E. 2535 (As amended), Section 120, with regard to the appointment of auditor and determination of auditor remuneration by the Meeting of Shareholder, and the Notification of the Securities and Exchange Commission. No. TorJor. 44/2013 regarding rules, criteria and procedures for disclosure of financial status and operating results of securities issuing companies (as amended) requires that Company ensure the rotation of their auditors whether auditors have performed their duties for 7 consecutive accounting years or not. In this regards, the Company may appoint the retired auditors by rotation for the auditors who continuously performed the duties at least 5 consecutive accounting years.

The Board of Directors' had reviewed and considered the qualification, knowledge, experience, reliability and working record of each auditor including the appropriate audit fee then resolved to propose to the Board of Directors to consider and concur the appointment of auditor for financial statements of the Company for the year 2022 ending on 31 December 2022 as listed below,

- 1) Mr. Yongyuth Lertsurapibul Certified Public Accountant License No.6770, or
(Signed the Financial Statements of the Company for the year 2021)
- 2) Mr. Chavala Tienpasertkij Certified Public Accountant License No. 4301, or
(Signed the Financial Statements of the Company for the year 2019 and 2020)
- 3) Mrs. Nisakorn Songmanee Certified Public Accountant License No.5035, or
(Signed the Financial Statements of the Company for the year 2014, 2015, 2017, and 2017)
- 4) Miss Kornthong Luangvilai Certified Public Accountant License No.7210
(Never signed the Financial Statements of the Company)

Any of these auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. shall be appointed as the Company's auditor and the auditor remuneration for the year 2022 ending on 31 December 2022 shall be determined, in an amount of not exceeding Baht 2,100,000, which reduced from the previous year by Baht 50,000. The auditor remuneration is exclusive of other fees (Non-audit fee) which will be billed per actual.

Detail of profiles of the proposed auditors for year 2022 are as appeared in **Enclosure 3** of the invitation to the Meeting.

In case the certified public accountants whose names mentioned above could not perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is authorised to assign its other certified public accountants to carry out the work on their behalf.

Comparative information on the payment of Auditor's remuneration in the previous year

Details	2022 (Proposed year)	2021	Change (percent)
Audit fees	Baht 2,100,000	Baht 2,150,000	Decreased of Baht 50,000 (2.33)
Non-audit fee	None	None	0

The four auditors are qualified of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., are auditors approved by the SEC. They are qualified, and have no relationship with or any vested interest in the Company, executives, major shareholders, or any related persons, therefore, are independent in the audit and provision of opinion on the Company's financial statements. In addition, none of the aforementioned auditors has acted as the auditor of the Company for more than 7 consecutive fiscal years or not.

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., is also nominated to be the auditor(s) for the Company's subsidiaries for the fiscal year 2022.

Details of audit fee and non-audit fee paid to the auditor, related business to auditors and other auditors for the year 2022 ended on 31 December 2022 can be found in the "Auditor Remuneration", page 108 of the Annual Registration Statement / Annual Report (Form 56-1 One Report) for year 2021 (**Enclosure 1**).

Opinion of the Board of Directors:

The Board of Directors, concurred the endorsement of the Audit Committee is deemed as appropriate to propose to the Meeting to appoint either Mr. Yongyuth Lertsurapibul, Certified Public Accountant License No. 6770, or Mr. Chavala Tienpasertkij, Certified Public Accountant License No. 4301, or Mrs. Nisakorn Songmanee, Certified Public Accountant License No. 5035, or Miss Kornthong Luangvilai, Certified Public Accountant License No. 7210 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company and to determine the auditor remuneration in the amount of not exceeding Baht 2,100,000 for the audit of the Financial Statements for the year 2022 ending on 31 December 2022.

Passing of a Resolution:

The resolution in this agenda requires the majority votes of the total vote by the shareholders attending the meeting and casting their votes.

Agenda 7

To consider and approve the decrease of the Company's registered capital by cancelling the unissued registered ordinary shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital

Background and Rationale:

To be in compliance with the Public Limited Companies Act B.E.2535 (as amended), and for the company to further increase its capital for other amounts, the Company is required to reduce the Company's registered capital in the amount of Baht 1,512,149,447.20 from the existing registered capital of Baht 7,587,313,710.78 to Baht 6,075,164,263.58 by cancelling the unissued registered ordinary shares in the number of 2,478,933,520 shares with a par value of Baht 0.61 per share (except for the ordinary shares that are reserved for (1) the exercise of rights to purchase ordinary shares of the Company under the warrants of CGD-W5 in the amount of 1,653,157,161 shares, and CGD-ESOP in the amount of 40,000,000 shares).

In addition, the meeting of the Board of Directors is deemed appropriate to propose to the Meeting to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital as following:

"Clause 4.	Registered capital	Baht 6,075,164,263.58	(Six billion, seventy-five million, one hundred and sixty-four thousand, two hundred and sixty-three Baht and fifty-eight Satang)
	Divided into	9,959,285,678 Shares	(Nine billion, nine hundred and fifty-nine million, two hundred and eighty-five thousand, six hundred and seventy-eight Shares)
	Par value per share	Baht 0.61	(Sixty One Satang)
	Categorized into:		
	Ordinary shares	9,959,285,678 Shares	(Nine billion, nine hundred and fifty-nine million, two hundred and eighty-five thousand, six hundred and seventy-eight Shares)
	Preferred shares	- Shares	(-)"

The Board of Directors and/or Chief Executive Officer and/or a person entrusted by Board of Directors or Chief Executive Officer, shall be authorized to have the powers to registering the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce and have the power to amend and add wording in order to comply with the Registrar's instruction

Opinion of the Board of Directors: It is appropriate to propose to the Meeting to consider and approve the decrease of the Company's registered capital by cancelling the unissued registered ordinary shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital, in which details as above.

Passing of a Resolution: The resolution in this agenda requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to cast their votes.

Agenda 8 **To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital**

Background and Rationale: The objective is to raise funds for the Company's business to utilize as working capital for its business operation and to support the investment expansion of the Company including for settling the Company's debt. Therefore, the Company is to consider and approve the increase of the Company's registered capital in the amount of Baht 503,860,000.00 from the existing registered capital of Baht 6,075,164,263.58 to Baht 6,579,024,263.58, by issuing the newly issued ordinary shares in amount of not exceeding 826,000,000 shares with a par value of Baht 0.61 per share to accommodate the issuance the ordinary shares under the General Mandate in amount of not exceeding 826,000,000 shares. The details are shown in the Capital Increase Report Form (F53-4) **Enclosure 4.**

In addition, the meeting of the Board of Directors is deem appropriate to propose to the Meeting to consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as following:

“Clause 4.	Registered capital	THB 6,579,024,263.58	(Six billion, five hundred and seventy-nine million, twenty-four thousand, two hundred and sixty-three Baht and fifty-eight Satang)
	Divided into	10,785,285,678 Shares	(Ten billion, seven hundred and eighty-five million, two hundred and eighty-five thousand, six hundred and seventy-eight Shares)
	Par value per share	THB 0.61	(Sixty One Satang)
	Categorized into:		
	Ordinary shares	10,785,285,678 Shares	(Ten billion, seven hundred and eighty-five million, two hundred and eighty-five thousand, six hundred and seventy-eight Shares)
	Preferred shares	- Shares	(-)”

The Board of Directors and/or Chief Executive Officer and/or a person entrusted by Board of Directors or Chief Executive Officer shall be authorized to have the powers to registering the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce and have the power to amend and add wording in order to comply with the Registrar’s instruction.

Opinion of the Board of Directors: It is appropriate to propose to the Meeting to consider and approve the increase of the Company’s registered capital and the amendment of Clause 4 of the Company’s Memorandum of Association to be in line with the increase of the Company’s registered capital, in which details as above.

Passing of a Resolution: The resolution in this agenda requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to cast their votes.

Agenda 9 **To consider and approve the allocation of newly-issued ordinary shares under the general mandate capital increase by way of a private placement**

Background and Rationale: Pursuant to the approval on the increase of the Company’s registered capital as set out in agenda 8 above and to comply with the law, it is necessary for the Company to allocate its newly issued ordinary shares in the number of not exceeding, 826,000,000 shares with a par value of Baht 0.61 each to offer to the specific persons by way of a private placement under the general mandate.

Opinion of the Board of Directors: It is appropriate to propose to the Meeting to consider and approve to allocate the newly issued ordinary shares in the number of not exceeding 826,000,000 shares with a par value of Baht 0.61 each, (or equal to 9.99 percent of the paid-up capital of the Company on 25 February 2022) to offer to the specific persons by way of a private placement under the general mandate which can be issued and offering in entirety or in portions and offering at once or occasionally from time to time. The allocation of the newly issued ordinary shares to the specific persons by way of the private placement shall not be offering at a low price according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through

Private Placement (as amended), and it can be issued and offered in entirety or in portions and offering at once or occasionally from time to time. The allocation of the newly issued ordinary shares to the specific persons by way of the private placement shall not be offering at a low price according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended).

In this regards, the Board of Directors shall be authorized to have the powers to consider on determination, and/or amend, and/or change any condition and details of any matters related to this matter under the relevant regulations. The authorization shall include without limitation to the followings:

- 1) To consider on the allocation and offer the newly issued ordinary shares at once or occasionally from time to time including proceed with any necessary matters and related to offering the newly issued ordinary shares e.g. set the record date, objective of the issuance and offering of such ordinary shares, specify offering price, subscription period, ratio for allotment, allotment method and the payment process, searching of investors in private placement etc. including change of subscription period, payment and receive payment of such newly issued ordinary shares, determine any conditions and details regarding allocation of newly issued ordinary shares which include without limitation to considering on determination of ratio of purchase for offering the newly issued ordinary shares to the existing shareholders, specify offering price, subscription period, the purchase, the payment process, allotment method and determine any conditions and details which related to the allocation of the newly issued ordinary shares as deemed appropriate.
- 2) To sign applications, notice, instrument or other documents in relation with the capital increase and the allocation of the Company's newly issued ordinary shares, including certifying relevant documents, communicate, file and/or accept documents with any competent authorities and/or agencies and to list the new common shares on the Stock Exchange of Thailand.
- 3) To carry out any other necessary actions relating to and/or associating with the capital increase and the allocation of the newly issued ordinary shares of the Company, to be in accordance with the laws and/or any related regulations.

In addition, the aforesaid allocation under the general mandate must be completed within the next date of the Annual General Meeting of Shareholders or within 30 April 2023, whichever date is earlier.

The details of the capital increase and the allocation of the newly issued ordinary shares of the Company under the general mandate appears in the Capital Increase Report Form (F53-4), **Enclosure 4**.

Passing of a Resolution: The resolution in this agenda requires the majority votes of the total vote by the shareholders attending the meeting and casting their votes.

Agenda 10 Other business (if any)

Opinion of the Board of Directors: There will be no further proposed agenda to the Meeting of Shareholders and no voting for a resolution in this agenda in order to give the shareholders an opportunity to make enquiries to the Board of Directors (if any).

The Company had provided the shareholders an opportunity to propose an agenda in advance for the Annual General Meeting of Shareholders for the year of 2022 via the Company's website during 13 December 2021 to 14 January 2022, according to the principle of good corporate governance for listed companies; however, there was no shareholder proposing an agenda to be considered at the 2021 Annual General Meeting of Shareholders.

The Company determined the shareholders' names on 15 March 2022 (Record Date) who will be entitled to attend the Annual General Meeting of Shareholders for the year of 2022.

Details of guidelines for attending of Electronic Meeting are as appeared in **Enclosure 9**. All shareholders shall be invited to attend the meeting according to the date, and time via electronic devices thereof as above-mentioned. In case of any shareholder intended to authorize an independent director of the Company (name list of independent directors was as per **Enclosure 6** to attend the meeting and to cast votes on his/her behalf, such shareholder have to fill out and sign the Proxy Form attached hereto and have to affix 20-Baht duty stamps; and submit the Proxy Form, including supporting documents thereof to "**The Office of Company Secretary**, Country Group Development Public Company Limited, No. 898 Ploenchit Tower, 20th floor, Ploenchit Road, Lumpini, Pathumwan Bangkok 10330", for at least 1 working day before the date of the Meeting.

To generate maximum benefit from the meeting and to reserve the rights of the shareholders, if any shareholders have any queries regarding the meeting agenda, please send the questions in advance to "**The Office of Company Secretary** at Comsec@cgd.co.th or by fax to (662)-658-7880." Please identify your contact details. The Company will compile all the queries for further clarifications accordingly.

Yours respectfully,

Country Group Development Public Company Limited

- Signature -

(Mr. Ben Taechaubol)

Director and Chief Executive Officer