

- Unofficial Translation -

No. CGD 67/0007

24 March 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders

Country Group Development Public Company Limited

- Enclosures:**
1. Copy of the minutes of the 2024 Annual General Meeting of Shareholders
 2. 2024 Annual Report (Form 56-1 One Report) in QR Code format
 3. Brief profiles of nominated directors to replace retiring directors
 4. Preliminary information of nominated auditors for the year 2025
 5. Capital Increase Report Form (F53-4)
 6. List of the independent directors to serve as a proxy and definition of independent director
 7. The Company's Articles of Association in relation to the shareholders' meeting
 8. Documents and evidence of entitlement to attend the shareholders' meeting
 9. Guidelines for attending the shareholders' meeting
 10. Proxy Form A, Proxy Form B and Proxy Form C
 11. Location maps of the 2025 Annual General Meeting of Shareholders
 12. Privacy Notice

The resolution of the Board of Directors' Meeting No. 3/2025 of Country Group Development Public Company Limited ("**Company**"), held on 28 February 2025, passed a significant matter on convening the 2025 Annual General Meeting of Shareholders, on Monday, 21 April 2025, at 10.00 hrs. at Ballroom, 4th Floor, Bliston Suwan Park View Hotel and Residence, No. 9 Soi Tonson, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 and via electronic methods (Hybrid Meeting), in accordance with the terms and criteria stipulated in the law governing electronic meetings, as well as other relevant laws and regulations, therefore, the record date to determine list of shareholder who shall be entitled to attend the 2025 Annual General Meeting of Shareholders was 17 March 2025, to consider the following agenda items:

Agenda 1 **To consider and adopt the minutes of the 2024 Annual General Meeting of Shareholders**

Fact and Rationale:

The 2024 Annual General Meeting of Shareholders was held on 24 April 2024, with the Company having completed the minutes of the meeting and submitted such report to the relevant agencies including disclosed on the Company's website within the specified period. The minutes of the meeting shall be appeared in **Enclosure 1**.

The Board of Directors' opinion:

The Board of Directors deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and adopt the minutes of the 2024 Annual General Meeting of Shareholders.

Resolution:

The resolution for this agenda item requires the majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 2 **To consider and acknowledge the report on the Company's 2024 operating performance**

Fact and Rationale:

In accordance with Article 44(1) of the Company's Articles of Association stipulated that the annual general meeting of shareholders shall consider the report on the Company's operating results for the past year. In this connection, the summary of the Company's 2024 operating performance shall be appeared in 2024 Annual Report (Form 56-1 One Report) as shown in **Enclosure 2**.

The Board of Directors' opinion:

The Board of Directors deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and acknowledge the Company's 2024 operating results.

Resolution:

This agenda item is for acknowledgement and no casting vote shall be required.

Agenda 3 **To consider and approve the Company's financial statements for the fiscal year ended 31 December 2024**

Fact and Rationale:

According to Section 112 of the Public Limited Company Act B.E. 2535 (as amended) ("PLC Act") and Article 47 of the Company's Articles of Association require that a company must prepare balance sheet and profit and loss statements at its fiscal year-end to propose to an annual general meeting of the shareholders for consideration and approval,

whereby the board of directors must propose such balance sheet, including profit and loss statements to auditor for auditing before proposing to the shareholders' meeting.

The Audit Committee's opinion:

The Audit Committee has considered the Company's financial statements for the fiscal year ended 31 December 2024, audited and certified by the Company's auditor from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited ("Deloitte"), and opined that the Company's financial statements are accurate, accountable and complete under a general accepted accounting standard.

The Board of Directors' opinion:

The Board of Directors deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and approve the Company's financial statements for the fiscal year ended 31 December 2024, which have been endorsed by the Audit Committee, whereby the details shall be appeared in 2024 Annual Report (Form 56-1 One Report) under section "Financial Statements" appeared in Enclosure 2.

Resolution:

The resolution for this agenda item requires the majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 4 To consider and acknowledge the omission of dividend payment from the 2024 operating performance and non-appropriation of legal reserve

Fact and Rationale:

According to Section 115 of the PLC Act and Article 49 of the Company's Articles of Association stipulated that the company is restricted to pay dividends only from profit and so long as the company has accumulated loss. Moreover, the dividend payment must be approved by the shareholder's meeting. In this regard, the Company set its policy on dividend payment of at least 50 percent of the net profit after corporate income 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.

Furthermore, in compliance with Section 116 of the Public Limited Company Act and Article 50 of the Company's Articles of Association, the Company is mandated to allocate a proportion of its annual net profit to a statutory legal reserve in the amount equivalent to no less than 5 percent of the annual net profit, as diminished by any accumulated loss carried forward, until the statutory legal reserve reaches a minimum threshold of 10 percent of the registered capital.

Taking into consideration the Company's 2024 operating performance based on its separate financial statements for the fiscal year ended 31 December 2024, the Company recorded accumulated loss totaling THB 1,352,433,306, therefore, the Company is precluded from allocating a portion of its annual net profit to the legal reserve and, furthermore, is unable to distribute dividends to its shareholders due to the accumulated loss.

The Board of Directors' opinion:

The Board of Directors deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and acknowledge the omission of dividend payment from the 2024 operating performance and non-appropriation of legal reserve due to its accumulated loss pursuant to the Company's separated financial statements for the fiscal year ended 31 December 2024.

Resolution:

This agenda item is for acknowledgement and no casting vote shall be required.

Agenda 5 To consider and approve the re-election of directors who are due to retire by rotation for the year 2025

Fact and Rationale:

According to Section 71 of the PLC Act and Article 20 of the Company's Articles of Association stated that 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 be applied, however, any director retiring by rotation may be re-elected.

Presently, the Company's directors comprise 9 directors in total, whereby 3 directors shall be due to retire by rotation at the 2025 Annual General Meeting of Shareholders, namely:

- | | | |
|----|---------------------------|---|
| 1) | Mr. Vikrom Koornpirochana | Chairman of the Board of Directors

Independent Director |
| 2) | ACM. Permkiat Lavanmal | Chairman of the Audit Committee

Independent Director |
| 3) | Mr. Ben Taechaubol | Member of the Nomination and Compensation Committee

Chairman of the Investment Committee

Director |

In this regards, the Company has formally extended to shareholders the opportunity to submit nominations of individuals who satisfy the requisite qualifications and are unencumbered by any legal disqualifications to be elected as the Company's directors, during 27 September 2024 to 30 December 2024. This initiative was duly disseminated through the Stock Exchange of Thailand ("SET") and the Company's official website. However, no shareholder submitted any nominations for consideration as directors of the Company within the aforementioned period.

The Nomination and Remuneration Committee's opinion

The Nomination and Remuneration Committee, excluding director with vested interest, has conducted a thorough and prudent screening process in accordance with the Company's director nomination criteria, by taking into consideration the qualifications, academic credentials, experience, skills, and expertise of potential candidates, as well as considering the appropriate diversity within the structure of the Board of Directors structure, aligning with the Company's business strategies and direction. Furthermore, the Nomination and Remuneration Committee has considered the qualifications of the 3 directors who are due to retire by rotation and has determined that these individuals possess the requisite qualifications, knowledges, abilities, experiences, and expertise beneficial to the Company's business operations as well as possessing no forbidden characteristics under relevant laws and regulations including the Company's Articles of Association. Moreover, the independent directors are qualified under the Company's definition of independent director, by which the Company's definition of independent director shall be provided in [Enclosure 6](#).

In this respect, it is deemed appropriate that the Board of Directors propose to the 2025 Annual General Meeting of Shareholders to consider and approve the re-election of 3 directors who are due to retire by rotation for the year 2025, namely, 1) Mr. Vikrom Koompirochana, 2) ACM. Permkiat Lavanmal and 3) Mr. Ben Taechaubol, to resume their position as the Company' directors for another term.

The Board of Directors' opinion

The Board of Directors, excluding directors with vested interest, having reviewed the recommendations of the Nomination and Remuneration Committee, has determined that the 3 individuals nominated for election as directors of the Company possess the qualifications stipulated in the Company's Articles of Association, the PLC Act, and the Securities and Exchange Act B.E. 2535 (as amended) ("**Securities and Exchange Act**"). In addition, these individuals possess the requisite knowledges, expertise, and experiences to devote their time and abilities to the optimal advancement of the Company, its shareholders, and all stakeholders. Despite a consecutive independent directorship for more than 9 years, Mr. Vikrom Koompirochana and ACM. Permkiat Lavanmal are knowledgeable and experienced by which benefits to the Company's business. They have consistently contributed valuable competencies, experiences, including the provision of independent opinions, and have diligently discharged their duties with integrity throughout their tenure. Therefore, it is deemed appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and approve the re-election of 3 directors, namely, 1) Mr. Vikrom Koompirochana, 2) ACM. Permkiat Lavanmal

and 3) Mr. Ben Taechaubol, to resume their position as the Company' directors for another term. The brief profiles of nominated directors to replace retiring directors shall be appeared in Enclosure 3.

Resolution:

The resolution for this agenda item requires the majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base, with directors to be elected on an individual basis.

Agenda 6 To consider and approve the determination of directors' remuneration for the year 2025

Fact and Rationale:

According to Section 90 of the PLC Act and the Company's Articles of Association stipulated that a payment of directors' remuneration shall be in accordance with the resolution of the shareholders' meeting based on a vote of not less than two-thirds (2/3) of the shareholders attending the meeting.

The Nomination and Remuneration Committee's opinion:

The Nomination and Remuneration Committee has considered the determination of directors' remuneration for the year 2025 in accordance with the policy on director remuneration, by comparing and referencing listed companies on the SET within the same industry sector, evaluating the Company's business expansion and performance, and taking into account the duties, responsibilities, and performance of the Board of Directors and each sub-committee, therefore, it is deemed appropriate that the Board of Directors propose to the 2025 Annual General Meeting of Shareholders to consider and approve the determination of directors' remuneration for the year 2025 at the same rate as preceding year, in the total amount of THB 6,000,000, inclusive of bonus (if any), by which the details of the remuneration of the Board of Directors and sub-committees shall be as follows:

Position	Fixed remuneration (THB/Month)	Meeting allowance (THB/Meeting)
The Board of Directors		
Chairperson	50,000	-
Director	30,000	-
Audit Committee		
Chairperson	-	40,000
Director	-	35,000

Position	Fixed remuneration (THB/Month)	Meeting allowance (THB/Meeting)
Nomination and Compensation Committee		
Chairperson	-	-
Director	-	-
Investment Committee		
Chairperson	-	-
Director	-	-

Remark:

* The meeting allowance shall be restricted to a maximum of 4 occurrences per annum.

The Board of Directors' opinion:

The Board of Directors, by the recommendation of the Nomination and Remuneration Committee, deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and approve the determination of director's remuneration for the year 2025, as detailed above.

Resolution:

The resolution for this agenda item requires an affirmative vote of not less than two-thirds (2/3) of the shareholders attending the meeting, including abstentions in the calculation base.

Agenda 7 **To consider and approve the appointment of auditor and determination of audit fee for the year 2025**

Fact and Rationale:

According to Section 120 of the PLC Act specified that the auditors must be appointed and the audit fee must be determined at every annual general meeting of shareholders.

The Audit Committee's opinion:

The Audit Committee has considered the qualification, independence and performance including the effectiveness of the auditors, in accordance with the criteria stipulated in the PLC Act as well as other relevant notifications and regulations, therefore, it is deemed appropriate that the Board of Directors propose to the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of auditor from Deloitte as the Company's auditor for the fiscal year ended 31 December 2025, with a list of following auditors who may audit and opine on the Company's financial statements:

- 1) Mr. Mongkol Somphol Certified Public Accountant License No. 7103, and/or
(who has been a certified signatory of the Company's financial statements in 2024)
- 2) Mr. Chavala Tienpasertkij Certified Public Accountant License No. 4301, and/or
(who has been a certified signatory of the Company's financial statements in 2019, 2020 and 2023)
- 3) Miss Kornthong Luangvilai Certified Public Accountant License No. 7210, and/or
(who has not heretofore been a certified signatory of the Company's financial statements)
- 4) Mr. Wee Sujarit Certified Public Accountant License No. 7103
(who has not heretofore been a certified signatory of the Company's financial statements)

In the event any proposing auditors are unable to perform their duty, the Company may allow any auditors from Deloitte to perform the duty in replacement.

In this respect, the 4 nominated auditors have been certified by the Office of Securities and Exchange Commission, whereby none of them have performed as the Company's auditor for 7 fiscal years. Moreover, they do not have any relationship and conflict of interest with the Company, subsidiaries, executives, major shareholders or related persons of the foregoing parties, and shall independently perform their duties in auditing and opine the Company's financial statements. Therefore, the proposed auditors possess the complete qualifications in accordance with the relevant notifications of the Capital Market Supervisory Board, in which the preliminary information of nominated auditors for the year 2025 shall be appeared in Enclosure 4.

In addition, it is deemed appropriate to propose that the Board of Directors propose to the 2025 Annual General Meeting of Shareholders to consider and approve the determination of audit fee for the year 2025 in the amount of not exceeding THB 2,440,000, in exclusive of non-audit fee and out-of-pocket expense which shall be paid upon the actual occurrence, increased by THB 230,000 from the preceding year or equivalent to 10.41 percent, detailed as follows:

Audit Fee	2025 (Proposed year)	2024	Variation
	THB 2,440,000	THB 2,210,000	Increased by THB 230,000

The Audit Committee deemed it appropriate to propose that Board of Directors propose to the 2025 Annual General Meeting of Shareholders to consider and acknowledge the appointment of auditor from Deloitte as the auditors of Company's subsidiaries for the year 2025, with the audit fee in the amount of not exceeding THB 2,871,000, in exclusive

of non-audit fee and out-of-pocket expense which shall be paid upon actual occurrence, decreased by THB 420,000 from the preceding year or equivalent to 12.76 percent.

The Board of Directors' opinion:

The Board of Directors, by the endorsement of the Audit Committee, deemed appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and approve the appointment of auditors from Deloitte, consisting Mr. Mongkol Sompol (Certified Public Accountant License No. 8444) and/or Mr. Chavala Tienpasertkij (Certified Public Accountant License No. 4301) and/or Miss Kornthong Luangvilai (Certified Public Accountant License No. 7210) and/or Mr. Wee Sujarit (Certified Public Accountant License No. 7103), as the Company's auditor and determination of auditor remuneration for the year 2024, in the amount of not exceeding THB 2,440,000, in exclusive of non-audit fee and out-of-pocket expense which shall be paid upon actual occurrence, as well as consider and acknowledge the appointment of auditor from Deloitte as the auditors of Company's subsidiaries for the year 2025, with the audit fee in the amount of not exceeding THB 2,871,000, in exclusive of non-audit fee and out-of-pocket expense which shall be paid upon actual occurrence.

Resolution:

The resolution for this agenda item requires the majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

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

Fact and Rationale:

According to Section 136 of the PLC Act stipulated that the company may increase its registered capital by issuing new shares, subject to a resolution passed by the shareholders' meeting with an affirmative vote of not less than three-fourths (3/4) of the shareholders attending the meeting and entitling to vote.

In this respect, to enhance the Company's liquidity and financial flexibility, it is deemed appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and approve the increase in the Company's registered capital in the amount of THB 504,233,872.05 from the existing registered capital of THB 5,042,338,720.50 to THB 5,546,572,592.55 by issuing newly issued ordinary shares of not exceeding 826,612,905 shares, at a par value of THB 0.61 per share, to accommodate the allocation of newly issued ordinary shares under a general mandate to private placement, as detailed in Capital Increase Report Form (F53-4) shown in **Enclosure 5**.

Furthermore, it is deemed appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital, by substituting the existing clause with the following phrase:

"Clause 4. Registered capital	THB 5,546,572,592.55	(Five billion, five hundred forty-six million, five hundred seventy-two thousand, five hundred ninety-two Baht and fifty-five Satang)
Divided into	9,092,741,955 shares	(Nine billion, ninety-two million, seven hundred forty-one thousand, nine hundred and fifty-five shares)
Par value per share	THB 0.61	(Sixty-one Satang)
Categorized into:		
Ordinary shares	9,092,741,955 shares	(Nine billion, ninety-two million, seven hundred forty-one thousand, nine hundred and fifty-five shares)
Preferred shares	- shares	(-)"

Hereby, the authority shall be granted to the authorized signatory and/or Chief Executive Officer of the Company, or any individual(s) designated by Chief Executive Officer or the authorized signatory of the Company, to have the authority to consider and determine the conditions and details pertaining to the aforementioned registered capital increase, as well as to amend any wording or text in the minutes of the shareholders' meeting, the memorandum of association, applications and/or any related documents, and/or to undertake any actions to comply with the laws, regulations, rules, and orders of the registrar in submitting the registration of the increase in the Company's registered capital and the amendment to the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

The Board of Directors' opinion:

The Board of Directors deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and approve the increase in the Company's registered capital and the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital, to accommodate the allocation of newly issued ordinary shares under the general mandate to private placement.

Resolution:

The resolution for this agenda item requires an affirmative vote of not less than three-fourths (3/4) of the shareholders attending the meeting and entitling to vote, including abstentions in the calculation base.

Agenda 9 **To consider and approve the allocation of newly issued shares under a general mandate to private placement**

Fact and Rationale:

In accordance with the proposal heretofore presented to the 2025 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital in the amount of THB 504,233,872.05 from the existing registered capital of THB 5,042,338,720.50 to THB 5,546,572,592.55 by issuing newly issued ordinary shares of not exceeding 826,612,905 shares, at a par value of THB 0.61 per share, in this respect, it is deemed appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and approve the allocation of newly issued shares under the general mandate in the amount of not exceeding 826,612,905 shares, at the par value of THB 0.61 per share (equivalent to approximately 10 percent of the Company's paid-up capital as at the Board of Directors' Meeting No.3/2025 held on 28 February 2025) to private placement, at once or in installments, whereby, the person(s) to be allotted such newly issued ordinary shares shall not be connected persons under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 RE: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand RE: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546. Accordingly, the allocation of newly issued ordinary shares to private placement shall not constitute an offering of shares at a discounted price under the Notification of the Capital Market Supervisory Board No. Tor Chor. 28/2565 RE: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement Individuals (as amended) ("Notification No. TorChor. 28/2565").

In this regard, the Board of Directors has been authorized to determine the offering price of the newly issued ordinary shares to private placement, which must not be lessor than the market price of the Company's ordinary shares. The market price of the Company's ordinary shares is defined as the weighted average price of the Company's shares for a period of not less than 7 consecutive business days but not more than 15 consecutive business days prior to the date the Board of Directors resolves to determine the offering price (with the market price rounded to two decimal places, rounding up if the third decimal place is 5 or higher). Moreover, the Company shall complete the share offering within 5 business days from the date the Board of Directors resolves to determine the offering price for each instance. In addition, in case the Board of Directors deemed appropriate, considering the utmost interests of the Company, the Board of Directors may determine the offering price with a discount of not more than 10 percent of the calculated market price as mentioned above. In determining such discount, the Board of Directors shall consider the prevailing market conditions in accordance with Notification No. Tor Chor. 28/2565.

Furthermore, any offering of newly issued ordinary shares to private placement shall not, under any circumstances, result in any shareholder (including persons under Section 258 of the Securities and Exchange Act related to such shareholder) holding shares of the Company in a manner that triggers a mandatory tender offer under the Notification of the Capital

Market Supervisory Board No. TorChor. 12/2554 RE: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (as amended) (unless such shareholder is granted an exemption from making a tender offer for all securities of the business), or in a manner that violates the foreign shareholding restrictions as stipulated in the Company's Articles of Association.

The Company, therefore, may determine the offering price of newly issued ordinary shares lessor than its par value, but not lower than THB 0.01 per share, due to the accumulated losses as presented in its financial statements for the fiscal year ended 31 December 2024. In this regard, the Company has a duty to comply with Section 52 of the PLC Act.

Hence, the offering of newly issued ordinary shares to private placement, in any case, constitutes an offering of ordinary shares at a price of not less than 90 percent of the market price as specified above. Therefore, the shares shall be exempt from the prohibition of share sales within the silent period as stipulated by the Notification of Stock Exchange of Thailand RE: Rules, Conditions, and Procedures for Considering Applications for Listing Newly Issued Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558.

Hereby, the Board of Directors shall be authorized to undertake any actions necessary and related to the allocation of newly issued ordinary shares under the general mandate, including the authority to determine and/or amend and/or modify the terms and details pertaining to such allocation within the framework of applicable laws. This authority includes, but is not limited to, the discretion to allocate and offer the newly issued ordinary shares, at once or in installments, as well as to perform any and all actions necessary and related to such offering, such as the purpose of the offering, the offering price, the offering period, the allocation ratio, the allocation method and payment for shares, the solicitation of private placement investors, and so forth, including the modification of the offering period, the subscription and payment period for the newly issued ordinary shares, the determination of terms and details related to the allocation of the newly issued ordinary shares, and the determination of any other terms and details related to the allocation of the newly issued ordinary shares as deemed appropriate. Furthermore, the Board of Directors and/or the Chief Executive Officer, or persons designated by the Board of Directors or the Chief Executive Officer, are hereby authorized as follows:

- (1) To determine other necessary and relevant details regarding the allocation of the Company's newly issued ordinary shares as appropriate and consistent with applicable notifications, rules, or laws;
- (2) To contact, negotiate, enter into, execute, amend, agreements, application documents, exemption requests, notices, evidence, and any other instruments or documents related to the capital increase and allocation of the Company's newly issued ordinary shares, including, but not limited to, the certification of relevant documents, the related registrations with the Ministry of Commerce, the contact and submission of applications, exemption requests, notices, documents and evidence to government agencies or relevant authorities, the amendment or modification of applications or statements in related documents, and the listing of the Company's newly issued ordinary shares as listed securities on the SET;

- (3) To perform any other actions necessary, related, and/or consequential to the capital increase and allocation of the Company's newly issued ordinary shares, in compliance with applicable laws and/or regulations.

In this respect, the aforementioned offering of newly issued ordinary shares shall be completed by the date of the Company's subsequent annual general meeting of shareholders or by the date stipulated by the laws for holding the subsequent annual general meeting of shareholders (whichever comes first).

Therefore, additional information regarding the increase in the Company's registered capital shall be included on Capital Increase Report Form (F53-4) in Enclosure 5.

The Board of Directors' opinion:

The Board of Directors deemed it appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and approve the allocation of newly issued shares under the general mandate in the amount of not exceeding 826,612,905 shares, at the par value of THB 0.61, to private placement, as detailed above.

Resolution:

The resolution for this agenda item requires the majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

Agenda 10 Other business (if any)

Furthermore, in accordance with the principles of good corporate governance, the Company provided an opportunity for shareholders to propose agenda items in advance for the 2025 Annual General Meeting of Shareholders through the Company's website and the SET's website, during the period from 27 September 2024 to 30 December 2024. However, no shareholder proffered any agenda items to the Company.

The Company cordially invites the shareholders to attend the 2025 Annual General Meeting of Shareholders, which will be held on 21 April 2025, at 10.00 hrs., at Ballroom, 4th Floor, Bliston Suwan Park View Hotel and Residence, No. 9 Soi Tonson, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330, by which the location maps of the 2025 Annual General Meeting of Shareholders shall be shown in Enclosure 11, or via electronic methods (Hybrid Meeting). Therefore, guidelines for attending the shareholders' meeting including vote casting, query submission and vote counting shall be appeared in Enclosure 9. In addition, please review further details on documents and evidence of entitlement to attend the shareholders' meeting as appeared in Enclosure 8.

For the convenience of the Company's shareholders, shareholders may designate an alternative representative to attend and vote at the meeting on their behalf, by submit a duly completed proxy form, specifically Form A, Form B, or Form C, as prescribed in Enclosure 10, to the Company's address. Should any shareholders wish to appoint an independent

director of the Company as proxy, please find the list of the independent directors to serve as a proxy shown in Enclosure 6 to attend and vote at the meeting on their behalf.

In addition, in case shareholders wish to express any inquiries regarding the agenda matters to be clarified, please submit the said inquiries to “Company Secretary, Country Group Development Public Company Limited, No. 898 Ploenchit Tower, 20th floor, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330, email: comsec@cgd.co.th, Tel: 02-658-7888” in advance to be received by 18 April 2025 stating the shareholder's name and contactable address, telephone number and email (if any). In this respect, the Company shall compile all inquiries for subsequent clarification.

Yours respectfully,

Country Group Development Public Company Limited

- Signature -

(Mr. Ben Taechaubol)

Authorized Director and Chief Executive Officer