

- Unofficial Translation -

No. CGD69/0007

31 March 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders

To: Shareholders

Country Group Development Public Company Limited

- Enclosures:**
1. Copy of the minutes of the 2025 Annual General Meeting of Shareholders
 2. 2025 Annual Report (Form 56-1 One Report) in QR Code format
 3. Brief profiles of nominated directors to be elected in replacement of retiring directors
 4. Preliminary information of nominated auditors for the year 2026
 5. List of the independent directors to serve as a proxy and definition of independent director
 6. The Company's Articles of Association in relation to the shareholders' meeting
 7. Documents and evidence of entitlement to attend the shareholders' meeting
 8. Guidelines for attending the shareholders' meeting
 9. Proxy Form A, Proxy Form B and Proxy Form C
 10. Location maps of the 2026 Annual General Meeting of Shareholders
 11. Privacy Notice

The resolution of the Board of Directors' Meeting No. 2/2026 of Country Group Development Public Company Limited ("Company"), held on 27 February 2026, passed a significant matter on convening the 2026 Annual General Meeting of Shareholders, on Tuesday, 28 April 2026, at 10.00 hrs. at Ballroom, 4th Floor, Bliston Suwan Park View Hotel and Residence, No. 9 Soi Tonson, Ploenchit Road, Lumpini Sub-district, 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 2026 Annual General Meeting of Shareholders was 16 March 2026, to consider the following agenda items:

Agenda 1 **To consider and adopt the minutes of the 2025 Annual General Meeting of Shareholders**

Fact and Rationale:

The 2025 Annual General Meeting of Shareholders was held on 21 April 2025, 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 2026 Annual General Meeting of Shareholders consider and adopt the minutes of the 2025 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 2025 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 2025 operating performance shall be appeared in 2025 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 2026 Annual General Meeting of Shareholders consider and acknowledge the Company's 2025 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 2025**

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 2025, 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 2026 Annual General Meeting of Shareholders consider and approve the Company's financial statements for the fiscal year ended 31 December 2025, which have been endorsed by the Audit Committee, whereby the details shall be appeared in 2025 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 2025 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 PLC 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 2025 operating performance based on its separate financial statements for the fiscal year ended 31 December 2025, the Company recorded accumulated loss totaling THB 2,003,442,776, 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 2026 Annual General Meeting of Shareholders consider and acknowledge the omission of dividend payment from the 2025 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 2025.

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 2026**

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 2026 Annual General Meeting of Shareholders, namely:

- 1) Pol. Gen. Werapong Chuenpagdee Independent Director

Member of the Audit Committee

and Chairman of the Nomination and Compensation Committee
- 2) Mr. Gavintorn Atthakor Independent Director

and Member of the Risk Management Committee
- 3) Mr. Jirasak Ponghathaikul 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 15 October 2025 to 15 January 2026. 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, knowledge, abilities, experience, 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 5](#).

In this respect, it is deemed appropriate that the Board of Directors propose to the 2026 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 2026, namely, 1) Pol. Gen. Werapong Chuenpagdee 2) Mr. Gavintorn Atthakor and 3) Mr. Jirasak Ponghathaikul, 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). 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, Pol. Gen. Werapong Chuenpagdee and Mr. Gavintorn Atthakor 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 2026 Annual General Meeting of Shareholders consider and approve the re-election of 3 directors, namely, 1) Pol. Gen. Werapong Chuenpagdee 2) Mr. Gavintorn Atthakor and 3) Mr. Jirasak Ponghathaikul, to resume their position as the Company’ directors for another term. The brief profiles of nominated directors to be elected in replacement of the 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 2026

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 2026 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 2026 Annual General Meeting of Shareholders to consider and approve the determination of directors' remuneration for the year 2026 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	-	-
Risk Management 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 2026 Annual General Meeting of Shareholders consider and approve the determination of director's remuneration for the year 2026, 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 2026

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 2026 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 2026, 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. 8444, and/or
(who has been a certified signatory of the Company's financial statements in 2024 and 2025)
- 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 render an opinion on 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 2026 shall be appeared in Enclosure 4.

In addition, it is deemed appropriate to propose that the Board of Directors propose to the 2026 Annual General Meeting of Shareholders to consider and approve the determination of audit fee for the year 2026 in the amount of not exceeding THB 2,362,500, in exclusive of non-audit fee and out-of-pocket expense which shall be paid upon the actual occurrence, decreased by THB 77,500 from the preceding year or equivalent to 3.18 percent, detailed as follows:

Audit Fee	2026 (Proposed year)	2025	Variation
	THB 2,362,500	THB 2,440,000	Decreased by THB 77,500

Moreover, the Audit Committee deemed it appropriate to propose that Board of Directors propose to the 2026 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 2026, with the audit fee in the amount of not exceeding THB 3,070,000, in exclusive of non-audit fee and out-of-pocket expense which shall be paid upon actual occurrence, increased by THB 9,000 from the preceding year or equivalent to 0.29 percent, due to the business expansion.

The Board of Directors' opinion:

The Board of Directors, by the endorsement of the Audit Committee, deemed appropriate to propose that the 2026 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 2026, in the amount of not exceeding THB 2,362,500, 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 2026, with the audit fee in the amount of not exceeding THB 3,070,000, 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 decrease in the Company's registered capital by cancelling the Company's authorized but unissued ordinary shares and the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the decrease 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, whereby, the issuance of new shares under the first paragraph may be performed only after all shares have been issued and fully paid up, or, in the case where shares have not been fully issued, the remaining shares must be those issued to accommodate convertible debentures or warrants to purchase shares.

Pursuant to the resolutions of the 2025 Annual General Meeting of Shareholders, held on April 21, 2025, resolved to approve the increase of the Company's registered capital by THB 504,233,872.05, resulting in a new registered capital of THB 5,546,572,592.55, through the issuance of up to 826,612,905 newly issued ordinary shares, at a par value of

THB 0.61 per share, to accommodate the allocation of shares under a General Mandate via Private Placement. Currently, the Company has 826,612,905 unissued ordinary shares remaining, at the par value of THB 0.61 per share, which were reserved for the aforementioned allocation of shares. Therefore, it is deemed appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve the decrease in the Company's registered capital by THB 504,233,872.05, from the existing registered capital of THB 5,546,572,592.55 to a new registered capital of THB 5,042,338,720.50, by canceling the unissued shares originally reserved for the General Mandate via Private Placement, in the amount of 826,612,905 shares, with the par value of THB 0.61 per share, in order to facilitate future capital increase plans.

Furthermore, it is deemed appropriate to propose that the 2026 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 decrease in the Company's registered capital, by substituting the existing clause with the following phrase:

“Clause 4.	Registered capital	THB 5,042,338,720.50	(Five billion, forty-two million, three hundred and thirty-eight thousand, seven hundred and twenty Baht and fifty Satang)
	Divided into	8,266,129,050 shares	(Eight billion, two hundred and sixty-six million, one hundred and twenty-nine thousand, and fifty shares)
	Par value per share	THB 0.61	(Sixty-one Satang)
	Categorized into:		
	Ordinary shares	8,266,129,050 shares	(Eight billion, two hundred and sixty-six million, one hundred and twenty-nine thousand, and fifty shares)
	Preferred shares	-	shares (-)”

In addition, it is deemed appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve, the delegation of power 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 undertake the registration of the amendment to the Company's Memorandum of Association, including to amend, modify, or adjust any wording or statements in the Minutes of the shareholders' meeting, Memorandum of Association, applications, and/or any related documents. Furthermore, such person is authorized to take any necessary actions to comply with the laws, regulations, and orders of the registrar in connection with the registration of the capital decrease and the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce."

The Board of Directors' opinion:

The Board of Directors deemed it appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve the decrease in the Company's registered capital by cancelling the Company's authorized but unissued ordinary shares and the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the decrease in the Company's registered capital.

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 **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 2026 Annual General Meeting of Shareholders through the Company's website and the SET's website, during the period from 15 October 2025 to 15 January 2026. However, no shareholder proffered any agenda items to the Company.

The Company cordially invites the shareholders to attend the 2026 Annual General Meeting of Shareholders, which will be held on 28 April 2026, at 10.00 hrs., at Ballroom, 4th Floor, Bliston Suwan Park View Hotel and Residence, No. 9 Soi Tonson, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330, by which the location maps of the 2026 Annual General Meeting of Shareholders shall be shown in Enclosure 10, 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 8. In addition, please review further details on documents and evidence of entitlement to attend the shareholders' meeting as appeared in Enclosure 7.

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 9, 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 5 to attend and vote at the meeting on their behalf.

In addition, in case shareholders wish to receive the hard-copy of proxy forms or express any inquiries regarding the agenda matters to be clarified, please notify the Company of such intention within 22 April 2026, in advance, stating name and contactable address, telephone number and email (if any). In this respect, the Company shall compile all inquiries for subsequent clarification.

Kindly attention to : Company Secretary

Country Group Development Public Company Limited

No. 898 Ploenchit Tower, 20th floor, Ploenchit Road

Lumpini Sub-district, Pathumwan District, Bangkok 10330,

Email: comsec@cgd.co.th Tel: 02-658-7888

Yours respectfully,

Country Group Development Public Company Limited

- *signature* -

(Mr. Ben Taechaubol)

Authorized Director and Chief Executive Officer