



(Translation)

26 April 2011

Subject : Resolution of the Annual General Meeting of Shareholders No. 16/2011

To : President
The Stock Exchange of Thailand

Sansiri Public Company Limited would like to report the resolutions of the Annual General Meeting of Shareholders No. 16/2011 held on 25 April 2011 at 14.00 hours, at Kamolthip Room # 2-3, on the 2nd Floor, Siam City Hotel, No. 477 Si Ayutthaya Road, Thanon Phyathai Sub-district, Rajthevi District, Bangkok. The Meeting has resolved matters as summarized below:

Item 1. Certified the Minutes of the Annual General Meeting of Shareholders No. 15/2010 held on 30 April 2010.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 920,378,702 shares.

The resolution was passed by the majority votes of the total votes of shareholders attending the Meeting and casting vote as follows:

Approved with	920,378,702 votes, equivalent to 100 percent
Disapproved with	-0- votes, equivalent to -0- percent
Abstained	142,510 votes

Item 2. Certified the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2010.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 920,813,136 shares.

The resolution was passed by the majority votes of the total votes of shareholders attending the Meeting and casting vote as follows:

Approved with	920,813,036 votes, equivalent to 99.99999 percent
Disapproved with	100 votes, equivalent to 0.00001 percent
Abstained	162,010 votes



Item 3. Approved the Company's balance sheets, profit and loss statements which have been audited by the auditor of the Company ended 31 December 2010.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 920,832,636 shares.

The resolution was passed by the majority votes of the total votes of shareholders attending the Meeting and casting vote as follows:

Approved with	912,640,252 votes, equivalent to 99.11033 percent
Disapproved with	8,192,384 votes, equivalent to 0.88967 percent
Abstained	142,510 votes

Item 4. Approved the appropriation of net profit from 2010 operating results, amounting to 121,068,528.89 Baht as legal reserves, and approved the dividend payment for 2010 performance as follows:

4.1 To pay stock dividend to the existing shareholders of the Company in the number of 250,993,282 shares, with the par value of 4.28 Baht per share at the ratio of 6 existing shares per 1 stock dividend, equivalent to the payment of Baht 1.061775 per share. In case where there is a decimal fraction of shares remaining from the calculation of the stock dividend ratio, it would be round off and a cash dividend at the rate of 1.061775 per share will be paid instead.

4.2 To pay dividend in cash at the rate of 0.117975 per share in order to cover the payment of withholding tax at the rate of 10 percent.

The Shareholder will receive both of stock dividend and cash dividend totaling 1.17975 Baht per share. The approved stock dividend and cash dividend will be paid to the shareholders within 20 May 2011.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 920,819,136 shares.

The resolution was passed by the majority votes of the total votes of shareholders attending the Meeting and casting vote as follows:

Approved with	920,813,136 votes, equivalent to 99.99935 percent
Disapproved with	6,000 votes, equivalent to 0.00065 percent
Abstained	156,010 votes



Item 5. Approved the decrease of the registered capital of the Company, which will be made from the existing registered capital of 15,991,205,802.64 Baht to be the new registered capital of 9,977,496,273.04 Baht by canceling its registered but un-issued share in the number of 1,405,072,320 shares, and to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be accorded with the decrease of the registered capital as follows:

“Clause 4. The registered capital of 9,977,496,273.04 Baht
Divided into 2,331,190,718 shares
With the par value of 4.28 Baht each
Shares are classified into:-
Ordinary Shares of 2,331,190,718 shares
Preference Shares - shares”

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 921,002,246 shares.

The resolution was passed by more than three-quarters of the total votes of shareholders attending the Meeting and having the right to vote as follows:

Approved with 920,771,236 votes, equivalent to 99.97492 percent
Disapproved with -0- votes, equivalent to -0- percent
Abstained 231,010 votes, equivalent to 0.02508 percent

Item 6. Approved the increase of the registered capital of the Company, which will be made from the existing registered capital of 9,977,496,273.04 Baht to be the new registered capital of 11,641,589,650.96 Baht by issuing 388,806,864 newly ordinary shares with the par value of 4.28 Baht and allocation of newly issued shares, the details of which are as follows:

6.1 Allocation of 250,993,282 newly issued shares to be reserved for stock dividend.



6.2 Allocation of 137,813,582 newly issued shares to be reserved for adjustment of rights under the condition of the Warrants to purchase ordinary shares of the Company (SIRI-W1, ESOP # 5 and ESOP # 6) as the declaration of dividend payment in form of stock dividend will result in the change and further adjustment of exercise ratio and exercise price of such Warrants. The adjustment of rights of the Warrants will come into effect from the date on which the buyer of the Company's ordinary shares will not be entitled to receive the stock dividend (XD) onward. The Company shall inform the SET, the SEC, and the Warrant Registrar of the adjustment stating the details of the calculation of adjustment and the reasons for adjustment within 15 days after the effective date of such adjustment of exercise price and exercise ratio.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 920,996,246 shares.

The resolution was passed by more than three-quarters of the total votes of shareholders attending the Meeting and having the right to vote as follows:

Approved with	920,765,236 votes, equivalent to 99.97492 percent
Disapproved with	69,000 votes, equivalent to 0.00749 percent
Abstained	162,010 votes, equivalent to 0.01759 percent

Item 7. Approved the amendment to Clause 4 of the Memorandum of Association of the Company to be accorded with the increase of the registered capital as follows:

“Clause 4. The registered capital of 11,641,589,650.96 Baht
Divided into 2,719,997,582 shares
With the par value of 4.28 Baht each
Shares are classified into:-
Ordinary Shares of 2,719,997,582 shares
Preference Shares - shares”



For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 921,002,246 shares.

The resolution was passed by more than three-quarters of the total votes of shareholders attending the Meeting and having the right to vote as follows:

Approved with	920,765,236 votes, equivalent to 99.97427 percent
Disapproved with	6,000 votes, equivalent to 0.00065 percent
Abstained	231,010 votes, equivalent to 0.02508 percent

Item 8. Approved the re-electing of four directors who retired by rotation, i.e. Mr. Kovit Poshyananda, Mr. Wirat Uanarumit, Mr. Kriengkrai Thiennukul and Mrs. Nujchanart Panthawangkun, to be as directors of the Company for the next term.

(1) Mr. Kovit Poshyananda

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 920,992,036 shares.

The resolution was passed by the majority votes of the total votes of shareholders attending the Meeting and casting vote as follows:

Approved with	920,887,036 votes, equivalent to 99.98859 percent
Disapproved with	105,000 votes, equivalent to 0.01141 percent
Abstained	162,110 votes

(2) Mr. Wirat Uanarumit

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 920,992,036 shares.

The resolution was passed by the majority votes of the total votes of shareholders attending the Meeting and casting vote as follows:

Approved with	920,956,036 votes, equivalent to 99.99609 percent
Disapproved with	36,000 votes, equivalent to 0.00391 percent
Abstained	162,110 votes

(3) Mr. Kriengkrai Thiennukul

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 920,992,036 shares.

The resolution was passed by the majority votes of the total votes of shareholders attending the Meeting and casting vote as follows:

Approved with	920,956,036 votes, equivalent to 99.99609 percent
Disapproved with	36,000 votes, equivalent to 0.00391 percent
Abstained	162,110 votes

(4) Mrs. Nujchanart Panthawangkun

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 920,992,036 shares.

The resolution was passed by the majority votes of the total votes of shareholders attending the Meeting and casting vote as follows:

Approved with	920,956,036 votes, equivalent to 99.99609 percent
Disapproved with	36,000 votes, equivalent to 0.00391 percent
Abstained	162,110 votes

Therefore, the Company would like to announce the list of the Board of Directors as at 25 April 2011 as follows:

- | | | |
|---------------------|----------------|-------------------------------------------------------------|
| (1) Mr. Kovit | Poshyananda | - Chairman of the Board
(Independent Director) |
| (2) Mr. Apichart | Chutrakul | - Vice Chairman and Chief Executive Officer |
| (3) Mr. Mana | Noppun | - Chairman of the Audit Committee
(Independent Director) |
| (4) Mr. Jesadavat | Priebjrivat | - Member of the Audit Committee
(Independent Director) |
| (5) Mr. Wirat | Uanarumit | - Member of the Audit Committee
(Independent Director) |
| (6) Mr. Srettha | Thavisin | - Director and President |
| (7) Mr. Wanchak | Buranasiri | - Director and Chief Operating Officer |
| (8) Mr. Kriengkrai | Thiennukul | - Director |
| (9) Mrs. Nujchanart | Panthawangkun | - Director |
| (10) Mr. Porntat | Amatavivadhana | - Director (Independent Director) |

Item 9. Determined the remuneration for the year 2011 to the Board of Directors and Audit Committee at the rate as follows:

9.1 The remuneration to the Board of Directors

- The remuneration shall be paid in the form of allowance, at the same rate, i.e. 20,000 Baht for each director per one meeting. However, it should not paid more than 2 times in one month, i.e. if the meetings are held more than 2 times in any particular month, the allowance will be paid for only the first 2 meetings.

- The special remuneration for the year 2011 shall be paid to the four non-executive directors as follows:

Name	Position	Special Remuneration Rate (Baht)
Mr. Kovit Poshyananda	Chairman of the Board / Independent Director	1,500,000
Mr. Mana Noppun	Independent Director	1,000,000
Mr. Jesadavat Priebjrivat	Independent Director	1,000,000
Mr. Wirat Uanarumit	Independent Director	1,000,000
Mr. Kriengkrai Thiennukul	Director	1,000,000
Mrs. Nujchanart Panthawangkun	Director	1,000,000
Mr. Porntat Amatavivadhana	Independent Director	1,000,000

9.2 The remuneration to the Audit Committee shall be paid in form of salary, at the same rate, i.e. 50,000 Baht per month for the Chairman and 30,000 Baht per month for other members.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 921,154,146 shares.

The resolution was passed by the more than two-third of the total votes of shareholders attending the Meeting (Section 90 of Public Limited Companies B.E. 2535) as follows:

Approved with	920,887,036 votes, equivalent to 99.97100 percent
Disapproved with	55,500 votes, equivalent to 0.00603 percent
Abstained	211,610 votes, equivalent to 0.02297 percent



Item 10. Appointed the following persons as auditors and fix the auditing fee for the year 2011.

	<u>Name</u>		<u>CPA No.</u>	<u>Auditing Firm</u>
	1. Miss Rungnapa	Lertsuwankul	3516	Ernst & Young Office Limited
or	2. Miss Sumalee	Reewarabandith	3970	Ernst & Young Office Limited
or	3. Miss Vissuta	Jariyathanakorn	3853	Ernst & Young Office Limited
or	4. Mr. Sophon	Permsirivallop	3182	Ernst & Young Office Limited

with the auditing fee for the year 2011, amounting to 1,800,000 Baht.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 920,923,036 shares.

The resolution was passed by the majority votes of the total votes of shareholders attending the Meeting and casting vote as follows:

Approved with	920,887,036 votes, equivalent to 99.99609 percent
Disapproved with	36,000 votes, equivalent to 0.00391 percent
Abstained	231,110 votes

Item 11. Approved the amendment of Article 51 of the Articles of Association of the Company, with respect to the change of the Company's seal as follow:

Article 51. The Company's seal are affixed as follow:





For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 921,154,146 shares.

The resolution was passed by more than three-quarters of the total votes of shareholders attending the Meeting and having the right to vote as follows:

Approved with	920,887,036 votes, equivalent to 99.97100 percent
Disapproved with	6,000 votes, equivalent to 0.00065 percent
Abstained	261,110 votes, equivalent to 0.02835 percent

Item 12. Approved the issue and offering of debenture, having the principle terms and conditions as appeared in the details of plan to issue and offer debenture which had already been distributed to the share holders.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 922,534,255 shares.

The resolution was passed by more than three-quarters of the total votes of shareholders attending the Meeting and having the right to vote as follows:

Approved with	920,906,645 votes, equivalent to 99.82357 percent
Disapproved with	1,386,000 votes, equivalent to 0.15024 percent
Abstained	241,610 votes, equivalent to 0.02619 percent

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Operating Officer