



(Translation)

23 April 2012

Subject : Resolution of the Annual General Meeting of Shareholders No. 17/2012

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. 17/2012 held on 20 April 2012 at 2.00 p.m., at Kamolthip Ballroom, on the 2<sup>nd</sup> 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 Extraordinary Meeting of the Shareholders No. 1/2011 held on 27 September 2011.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 4,340,719,461 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    | 4,340,719,461 | votes, equivalent to 100.0000 percent of the total votes of shareholders attending the Meeting and casting vote. |
| • Disapproved with | 0             | votes, equivalent to 0.0000 percent of the total votes of shareholders attending the Meeting and casting vote.   |
| • Abstained        | 253,312       | votes  |

**Item 2.** Certified the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2011.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 4,342,962,721 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    | 4,342,962,721 | votes, equivalent to 100.0000 percent of the total votes of shareholders attending the Meeting and casting vote. |
| • Disapproved with | 0             | votes, equivalent to 0.0000 percent of the total votes of shareholders attending the Meeting and casting vote.   |
| • Abstained        | 253,312       | votes  |

**Item 3.** Approved the Company's balance sheets, profit and loss statements for the fiscal year 2011 which have been audited by the auditor of the Company ended 31 December 2011.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 4,342,962,721 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    | 4,342,962,721 | votes, equivalent to 100.0000 percent |
|                    | <hr/>         |                                       |
| • Disapproved with | 0             | votes, equivalent to 0.0000 percent   |
|                    | <hr/>         |                                       |
| • Abstained        | 253,312       | votes                                 |

**Item 4.** Approved the allocation of the net profit from 2011 operating results in the amount of 100,754,064.47 Baht for the legal reserves as well as approved the dividend payment for 2011 performance at the rate of 0.14 Baht (Fourteen Stang) per share. The Company has fixed the Record Date on which shareholders have the right to receive dividend as 16 March 2012 and fixed the share register book closing date as 19 March 2012 for gathering shareholder's names under the Section 225 of the Securities and Exchange Act B.E. 2535 (amended B.E. 2551). The approved dividend will be paid to shareholders on 16 May 2012.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 4,344,893,501 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    | 4,344,863,501 | votes, equivalent to 99.9993 percent |
|                    | <hr/>         |                                      |
| • Disapproved with | 30,000        | votes, equivalent to 0.0007 percent  |
|                    | <hr/>         |                                      |
| • Abstained        | 253,312       | votes                                |

**Item 5.** Approved the re-electing of four directors who retired by rotation, i.e. Mr. Mana Noppun, Mr. Apichart Chutrakul, Mr. Srettha Thavisin and Mr. Wanchak Buranasiri, to be as directors of the Company for the next term.

**(1) Mr. Mana Noppun**

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 4,344,023,501 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 4,343,973,501 votes, equivalent to 99.9988 percent of the total votes of shareholders attending the Meeting and casting vote.
- Disapproved with 50,000 votes, equivalent to 0.0012 percent of the total votes of shareholders attending the Meeting and casting vote.
- Abstained 1,123,312 votes

**(2) Mr. Apichart Chutrakul**

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 4,344,023,501 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 4,343,973,501 votes, equivalent to 99.9988 percent of the total votes of shareholders attending the Meeting and casting vote.
- Disapproved with 50,000 votes, equivalent to 0.0012 percent of the total votes of shareholders attending the Meeting and casting vote.
- Abstained 1,123,312 votes

**(3) Mr. Srettha Thavisin**

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 4,344,893,501 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 4,344,893,501 votes, equivalent to 100.0000 percent of the total votes of shareholders attending the Meeting and casting vote.
- Disapproved with 0 votes, equivalent to 0.0000 percent of the total votes of shareholders attending the Meeting and casting vote.
- Abstained 253,312 votes

**(4) Mr. Wanchak Buranasiri**

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 4,344,893,501 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    | 4,344,843,501 | votes, equivalent to 99.9988 percent of the total votes of shareholders attending the Meeting and casting vote. |
| • Disapproved with | 50,000        | votes, equivalent to 0.0012 percent of the total votes of shareholders attending the Meeting and casting vote.  |
| • Abstained        | 253,312       | votes   |

**Item 6.** Determined the remuneration for the year 2012 to the Board of Directors and Audit Committee at the rate as follows:

(1) The remuneration to the Board of Directors

- The remuneration shall be paid in the form of meeting allowance (at the same rate paid in year 2011), amounting to 20,000 Baht for each director per one meeting. However, the meeting allowance will not be paid more than 2 times in one month, i.e. if the meetings are held more than 2 times in any particular month, the meeting allowance will be paid for only the first 2 meetings.

- The special remuneration for the year 2012 shall be paid to the four non-executive directors as follows:

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

(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 in an aggregate of 4,345,146,813 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    | 4,344,813,501 | votes, equivalent to 99.9923 percent                      |
|                    |               | of the total votes of shareholders attending the Meeting. |
| • Disapproved with | 80,000        | votes, equivalent to 0.0019 percent                       |
|                    |               | of the total votes of shareholders attending the Meeting. |
| • Abstained        | 253,312       | votes, equivalent to 0.0058 percent                       |
|                    |               | of the total votes of shareholders attending the Meeting. |

**Item 7.** Appointed Miss Rungnapa Lertsuwankul, holder of auditor’s license No. 3516 or Miss Sumalee Reewarabandith, holder of auditor’s license No. 3970 or Miss Vissuta Jariyathanakorn, holder of auditor’s license No. 3853 or Mr. Sophon Permsirivallop, holder of auditor’s license No. 3182 of Ernst & Young Office Limited as the Company’s auditor with the auditing fee for the fiscal year ending 31 December 2012, by fixing the auditing fee in the amount of 1,950,000 Baht.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 4,344,893,501 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    | 4,344,813,501 | votes, equivalent to 99.9982 percent                                       |
|                    |               | of the total votes of shareholders attending the Meeting and casting vote. |
| • Disapproved with | 80,000        | votes, equivalent to 0.0018 percent  |
|                    |               | of the total votes of shareholders attending the Meeting and casting vote. |
| • Abstained        | 253,312       | votes  |

**Item 8.** Approved the decrease of the registered capital of the Company, which will be made from the existing registered capital of 11,641,589,650.96 Baht to be the new registered capital of 11,641,569,085.56 Baht by canceling its registered but un-issued share in the number of 19,220 shares as they were left over after the allotment of the stock dividend, as well as 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	11,641,569,085.56 Baht
	Divided into	10,879,971,108 shares
	With the par value of	1.07 Baht each
	<b>Shares are classified into:-</b>	
	Ordinary Shares of	10,879,971,108 shares
	Preference Shares	- shares”



For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 4,345,146,813 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 4,344,776,169 votes, equivalent to 99.9915 percent of the total votes of shareholders attending the Meeting and having the right to vote.
- Disapproved with 80,000 votes, equivalent to 0.0018 percent of the total votes of shareholders attending the Meeting and having the right to vote.
- Abstained 290,644 votes, equivalent to 0.0067 percent of the total votes of shareholders attending the Meeting and having the right to vote.

**Item 9.** The Plan to Issue and Offer the Ordinary Share- Purchase Warrants of the Company to the directors and employees of the Company and its Subsidiaries # 7 (the ESOP # 7 scheme) was approved by the affirmative vote of not less than three quarters (3/4) of the voting rights of shareholders who attend and have the right to vote in the Meeting.

However, since there were shareholders holding in aggregate of more than 10 percent of the total voting right of the shareholders attending the Meeting object to such issuance and offering of warrants. Therefore, it was deemed that the ESOP # 7 scheme was not approved by the Meeting.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 4,296,032,440 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 3,555,751,736 votes, equivalent to 82.7683 percent of the total votes of shareholders attending the Meeting and having the right to vote.
- Disapproved with 739,990,060 votes, equivalent to 17.2249 percent of the total votes of shareholders attending the Meeting and having the right to vote.
- Abstained 290,644 votes, equivalent to 0.0068 percent of the total votes of shareholders attending the Meeting and having the right to vote.

**Item 10.** Due to that the ESOP # 7 scheme was not approved by the Meeting, it was not necessary for the Company to propose the Shareholders Meeting to consider and approve the increase of the registered capital and the allotment of the shares as the reserved shares for the exercise right of warrants under such scheme, including the amendment to Clause 4 of the Memorandum of Association of the Company regarding the increase of the registered capital.

In this regard, it was deemed that the increase of the registered capital and the allocation of 355,000,000 shares to be reserved for the exercising right of the warrant issued pursuant to the ESOP # 7 scheme, as well as the amendment to Clause 4 of the Memorandum of Association of the Company regarding the increase of the registered capital was cancelled.



**Item 11.** 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 Shareholders.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 4,345,146,813 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 4,344,627,769 votes, equivalent to 99.9881 percent of the total votes of shareholders attending the Meeting and having the right to vote.
- Disapproved with 178,400 votes, equivalent to 0.0041 percent of the total votes of shareholders attending the Meeting and having the right to vote.
- Abstained 290,644 votes, equivalent to 0.0067 percent of the total votes of shareholders attending the Meeting and having the right to vote.
- Invalid ballots 50,000 votes, equivalent to 0.0011 percent of the total votes of shareholders attending the Meeting and having the right to vote.

Yours sincerely,

(Mr. Wanchak Buranasiri)  
Director and Chief Operating Officer