



(English Translation)

27 April 2016

Subject : Resolution of the Annual General Meeting of Shareholders No. 21/2016

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. 21/2016 held on 26 April 2016 at 2.30 p.m., at Kamolthip Ballroom, on the 2nd Floor, the Sukosol Hotel, No. 477 Sri 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 Shareholder No. 20/2015 held on 29 April 2015.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,297,965,475 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	6,297,965,475	votes, equivalent to 100.0000 percent
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• Disapproved with	0	vote, equivalent to 0.0000 percent
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• Abstained	21,086,336	votes
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Item 2. Certified the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2015.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,305,943,255 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	6,305,528,283	votes, equivalent to 99.9934 percent
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• Disapproved with	414,972	votes, equivalent to 0.0066 percent
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• Abstained	21,394,069	votes
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Item 3. Approved the Company's balance sheets, profit and loss statements for the fiscal year 2015 which have been audited by the auditor of the Company ended 31 December 2015.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,306,643,255 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	6,306,061,617	votes, equivalent to 99.9908 percent of the total votes of shareholders attending the Meeting.
• Disapproved with	581,638	votes, equivalent to 0.0092 percent of the total votes of shareholders attending the Meeting.
• Abstained	20,694,069	votes

Item 4. Approved the allocation of the net profit from 2015 operating results in the amount of 175,277,947.30 Baht for the legal reserves as well as approved the dividend payment for 2015 performance at the rate of 0.12 Baht (Twelve Stang) per share. The Company has fixed the Record Date on which shareholders have the right to receive dividend as 17 March 2016 and fixed the share register book closing date as 18 March 2016 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 19 May 2016.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,327,727,265 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	6,327,727,265	votes, equivalent to 100.0000 percent of the total votes of shareholders attending the Meeting.
• Disapproved with	0	vote, equivalent to 0.0000 percent of the total votes of shareholders attending the Meeting.
• Abstained	793,069	votes

Item 5. Approved the three directors to retire by rotation in 2016, namely (1) Mr. Kovit Poshyananda, the Chairman of the Board (Independent Director), (2) Mr. Thongchai Jira-alongkorn and (3) Mr. Supanit Chaiyawat, a member of the Audit Committee (Independent Director) are re-elected to continue their office, and Mr. Vichaya Chatikavanij is elected as a new director in replacement of Mr. Kriengkrai Thiennukul who must retire on expiration of his term in 2016.

(1) Mr. Kovit Poshyananda

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,327,698,870 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	5,690,426,157	votes, equivalent to 89.9288 percent of the total votes of shareholders attending the Meeting.
• Disapproved with	637,272,713	votes, equivalent to 10.0712 percent of the total votes of shareholders attending the Meeting.
• Abstained	895,030	votes

(2) Mr. Thongchai Jira-alongkorn

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,327,709,970 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	6,302,732,104	votes, equivalent to 99.6053 percent of the total votes of shareholders attending the Meeting.
• Disapproved with	24,977,866	votes, equivalent to 0.3947 percent of the total votes of shareholders attending the Meeting.
• Abstained	883,930	votes

(3) Mr. Supanit Chaiyawat

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,327,696,637 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	6,323,688,137	votes, equivalent to 99.9367 percent of the total votes of shareholders attending the Meeting.
• Disapproved with	4,008,500	votes, equivalent to 0.0633 percent of the total votes of shareholders attending the Meeting.
• Abstained	897,263	votes

(4) Mr. Vichaya Chatikavanij

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,327,734,060 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	6,303,374,160	votes, equivalent to 99.6150 percent of the total votes of shareholders attending the Meeting.
• Disapproved with	24,359,900	votes, equivalent to 0.3850 percent of the total votes of shareholders attending the Meeting.
• Abstained	859,840	votes

Therefore, the Company would like to announce the list of the Board of Directors as at 26 April 2016 as follows:

(1) Mr. Kovit	Poshyananda	- Chairman of the Board (Independent Director)
(2) Mr. Apichart	Chutrakul	- Vice Chairman and Chief Executive Officer
(3) Mr. Jesadavat	Priebjrivat	- Chairman of the Audit Committee (Independent Director)
(4) Mr. Srettha	Thavisin	- Director and President
(5) Mr. Wanchak	Buranasiri	- Director and Chief Operating Officer
(6) Mr. Thongchai	Jira-alongkorn	- Director
(7) Mr. Porntat	Amatavivadhana	- Director (Independent Director)
(8) Mr. Supanit	Chaiyawat	- Member of the Audit Committee (Independent Director)
(9) Mr. Kittichai	Raktakanit	- Member of the Audit Committee (Independent Director)
(10) Mr. Vichaya	Chatikavanij	- Director

Item 6. Determined the remuneration for the year 2016 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 2015), 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 2016 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)	2,000,000 Baht
Mr. Jesadavat Priebjrivat	Independent Director	1,500,000 Baht
Mr. Kriengkrai Thiennukul	Director	1,500,000 Baht
Mr. Thongchai Jira-alongkorn	Director	1,500,000 Baht
Mr. Porntat Amatavivadhana	Independent Director	1,500,000 Baht
Mr. Supanit Chaiyawat	Independent Director	1,500,000 Baht
Mr. Kittichai Raktakanit	Independent Director	1,500,000 Baht

(2) The remuneration to the Audit Committee shall be paid in form of salary (at the same rate paid in year 2015), i.e. 50,000 Baht per month for the Chairman of the Audit Committee and 30,000 Baht per month for other members.

For this agenda item, there were shareholders attending the Meeting in an aggregate of 6,328,610,300 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 6,096,478,007 votes, equivalent to 96.3320 percent of the total votes of shareholders attending the Meeting.

- Disapproved with 229,756,214 votes, equivalent to 3.6304 percent of the total votes of shareholders attending the Meeting.

- Abstained 2,376,079 votes, equivalent to 0.0375 percent of the total votes of shareholders attending the Meeting.

Item 7. Appointed Mr. Sophon Permsirivallop, holder of auditor's license No. 3182 or Miss Rungnapa Lertsuwankul, holder of auditor's license No. 3516 or Miss Pimjai Manitkajohnkit, holder of auditor's license No. 4521 or Mr. Chayapol Suppasedtanon, holder of auditor's license No. 3972 of EY Office Limited as the Company's auditor with the auditing fee for the fiscal year ending 31 December 2015, by fixing the auditing fee in the amount of 2,000,000 Baht.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,328,003,898 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	6,324,598,732	votes, equivalent to 99.9462 percent of the total votes of shareholders attending the Meeting.
• Disapproved with	3,405,166	votes, equivalent to 0.0538 percent of the total votes of shareholders attending the Meeting.
• Abstained	606,402	votes

Item 8. Approved the issue and offering of debenture in not exceeding 7,000,000,000 (Seven Billion) Baht or equivalent in other currencies, having the principle terms and conditions as appeared in the document, re: “The details of the debenture scheme to be issued and offered by the Company” 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 6,328,610,300 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	6,307,001,093	votes, equivalent to 99.6585 percent of the total votes of shareholders attending the Meeting and having the right to vote.
• Disapproved with	1,017,371	votes, equivalent to 0.0161 percent of the total votes of shareholders attending the Meeting and having the right to vote.
• Abstained	20,591,836	votes, equivalent to 0.3254 percent of the total votes of shareholders attending the Meeting and having the right to vote.

Item 9. Approved the decrease of the registered capital of the Company, which will be made from the existing registered capital of 19,278,911,911.88 Baht to be the new registered capital of 19,251,140,783.06 Baht by canceling its registered but un-issued shares, 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	19,251,140,783.06	Baht
	Divided into	17,991,720,358	shares
	With the par value of	1.07	Baht each
	Shares are classified into:-		
	Ordinary Shares of	17,991,720,358	shares
	Preference Shares	-	shares”

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 6,328,610,300 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 6,327,952,067 votes, equivalent to 99.9896 percent of the total votes of shareholders attending the Meeting and having the right to vote.
- Disapproved with 33,733 votes, equivalent to 0.0005 percent of the total votes of shareholders attending the Meeting and having the right to vote.
- Abstained 624,500 votes, equivalent to 0.0099 percent of the total votes of shareholders attending the Meeting and having the right to vote.

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Operating Officer