



(English Translation)

3 May 2022

Subject : Resolution of the Annual General Meeting of Shareholders No. 27/2022

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. 27/2022 held on 29 April 2022 at 14.00 hours via electronic media (E-AGM) only in accordance with criteria specified in the laws on electronic meeting, by broadcasting live at Siri Campus Building, no. 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok. The Meeting has resolved matters as summarized below:

**Agenda 1.** Certified the Minutes of the Annual General Meeting of Shareholder No. 26/2021 held on 30 April 2021.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,277,883,730 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,272,585,611 (99.9156%)	0 (0.0000%)	5,298,119 (0.0844%)	-none- -

**Agenda 2.** Certified the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2021.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,298,290,467 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,275,350,249 (99.6358%)	0 (0.0000%)	22,940,218 (0.3642%)	-none- -

**Agenda 3.** Approved the Company's balance sheets, profit and loss statements for the fiscal year 2021 which have been audited by the auditor of the Company ended 31 December 2021.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,298,290,467 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,275,333,249 (99.6355%)	1,119 (0.0000%)	22,956,099 (0.3645%)	-none- -

**Agenda 4.** Approved the allocation of the net profit for the legal Reserves and approve the annual dividend payment for the operational results from 1 January 2021 to 31 December 2021 as follows:

(1) Allocation of the net profit from 2021 operating results in the amount of 100.86 Million Baht for the legal reserves, providing that the said legal reserves fund was allocated from the net profit in the consolidated financial statements.

(2) To pay dividend from 2021 operating results to the ordinary shareholders at the rate of 0.06 Baht (Six Stang) per share, making the total dividend payment of 893.1 Million Baht to the shareholders, by setting the record date on 16 March 2022 to determine the list of shareholders who have the right to receive dividend. The approved dividend will be paid to the shareholders on 20 May 2022.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,298,290,467 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,293,009,248 (99.9161%)	1,219 (0.0000%)	5,280,000 (0.0838%)	-none- -

**Agenda 5.** Approved the directors to retire by rotation this year, namely, Mr. Apichart Chutrakul, Mr. Srettha Thavisin, Mr. Kittichai Raktakanit and Mr. Supakorn Vejjajiva are re-elected to continue their office as thoroughly screened and proposed by the Nomination and Compensation Committee.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,298,290,467 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Name of Directors	Type of Directorship	Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
1. Mr. Apichart Chuttrakul	Director	5,967,958,728 (94.7552%)	309,113,539 (4.9079%)	21,218,200 (0.3369%)	-none- -
2. Mr. Srettha Thavisin	Director	6,252,742,848 (99.2768%)	24,404,519 (0.3875%)	21,143,100 (0.3357%)	-none- -
3. Mr. Kittichai Raktakanit	Independent Director	6,183,825,341 (98.1826%)	88,025,026 (1.3976%)	26,440,100 (0.4198%)	-none- -
4. Mr. Supakorn Vejajiva	Director	5,987,329,628 (95.0628%)	284,521,539 (4.5174%)	26,439,300 (0.4198%)	-none- -

**Agenda 6.** Approved the remuneration for the year 2022 to the Board of Directors and the Sub-Committee of the Company as follows:

#### **The remuneration to the Board of Directors**

##### **(1) Monetary Remuneration**

###### **(1.1) Fixed Remuneration**

The meeting allowance (at the same rate paid in year 2021), 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.

###### **(1.2) Special Remuneration to non-executive directors**

The Board of Directors by the recommendation of the Managements considered and had an opinion that, besides the contribution to the steady growth of the Company in the past several years from its Managements and employees, the non-executive directors also played an important role in creating the said growth. Therefore, it should propose at the meeting of shareholders to consider and determine the special remuneration for the year 2022 to seven non-executive directors with the total amount of 3.5 Million Baht as follows:

Special Remuneration to non-executive directors	Year 2022
Mr. Jesadavat Priebjivat	500,000 Baht
Mr. Thongchai Jira-alongkorn	500,000 Baht
Mr. Porntat Amatavivadhana	500,000 Baht
Mr. Supanit Chaiyawat	500,000 Baht
Mr. Kittichai Raktakanit	500,000 Baht
Mr. Vichaya Chatikavanij	500,000 Baht
Mr. Weeranant Chuensuwan	500,000 Baht

(2) Others Benefits : - none -

**The remuneration to the Sub-Committee** shall be paid as follow;

(1) The remuneration to the Audit Committee

It shall be in form of monthly remuneration (at the same rate paid in year 2021).

(2) The remuneration to the other Sub-Committees

It shall be paid in form of meeting allowance (at the same rate paid in year 2021) as

below:

Position	Type of remuneration	Year 2022
Chairman of the Audit Committee	monthly remuneration	50,000 Baht / meeting
Member of the Audit Committee	monthly remuneration	30,000 Baht / person / meeting
Chairman of the Nomination and Compensation Committee	meeting allowance	20,000 Baht / meeting
Member of the Nomination and Compensation Committee	meeting allowance	20,000 Baht / person / meeting
Chairman of the Risk Management Committee	meeting allowance	20,000 Baht / meeting
Member of the Risk Management Committee	meeting allowance	20,000 Baht / person / meeting
Chairman of the Corporate Governance and Sustainability Committee	meeting allowance	20,000 Baht / meeting
Member of the Corporate Governance and Sustainability Committee	meeting allowance	20,000 Baht / person / meeting

*Remark : The Company has considered not to set the remuneration for the Investment Committee and the Executive Committee.*

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,298,290,467 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 (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
5,980,179,628 (94.9493%)	318,018,739 (5.0493%)	92,100 (0.0015%)	-none- -

**Agenda 7.** Approved the appointment of Mrs. Gingkarn Atsawarangsalit, holder of auditor's license No. 4496 or Miss Pimjai Manikajohnkit, holder of auditor's license No. 4521 or Miss Rosaporn Decharkom, holder of auditor's license No. 5659 or Mrs. Nummon Kerdmongkhonchai, holder of auditor's license No. 8368 of EY Office Limited as the Company's auditor with the auditing fee for the fiscal year ending 31 December 2022, by fixing the auditing fee in the amount of 2.5 Million Baht according to the proposal which had been appropriately recommended by the Audit Committee.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,298,290,467 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,277,048,248 (99.6627%)	7,319 (0.0001%)	21,234,900 (0.3372%)	-none- -

**Agenda 8.** Approved the extension of the issuance and offering of the Company's newly issued ordinary shares in General Mandate up to 1,400 million shares to be allocated for offered through a private placement with the par value of 1.07 Baht which due on the date of the 2022 Annual General Meeting of Shareholders. The conditions for such allocation of the newly issued ordinary shares are in accordance with the approval of the 2020 Annual General Meeting of Shareholders held on 24 July 2020 and the 2021 Annual General Meeting of Shareholders on 30 April 2021, respectively, in all respects.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,298,290,467 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,245,372,756 (99.1598%)	52,857,111 (0.8392%)	60,600 (0.0010%)	-none- -

**Agenda 9.** Approved the increase of debentures issuance amount by 10,000 Million Baht in adding. The debentures to be issued together with the issuance and offering debentures of up to 4,000 Million Baht with reference to the approval of the Annual General Meeting of Shareholders No. 18/2013 held on 30 April 2013, up to 5,000 Million Baht with reference to the approval of the Annual General Meeting of Shareholder No. 19/2014 held on 29 April 2014, up to 7,000 Million Baht with reference to the approval of the Annual General Meeting of Shareholder No. 21/2016 held on 26 April 2016, up to 10,000 Million Baht with reference to the approval of the Annual General Meeting of Shareholder No. 22/2017 held on 20 April 2017, up to 4,000 Million Baht with reference to the approval of the Annual General Meeting of Shareholder No. 23/2018 held on 27 April 2018, up to 10,000 Million Baht with reference to the approval of the Annual General Meeting of Shareholder No. 24/2019 held on 29 April 2019, and up to 10,000 Million Baht with reference to the approval of the Annual General Meeting of Shareholder No. 25/2020 held on 24 July 2020 totaling will be up to 60,000 Million Baht, 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 voting in an aggregate of 6,298,290,467 shares.

The resolution was passed by more than 3/4 (three quarters) of the voting rights of shareholders who attend and have the right to vote in the meeting as per the details below:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,225,375,745 (98.8423%)	67,559,722 (1.0727%)	5,355,000 (0.0850%)	-none- -

Please be informed accordingly.

Yours sincerely,

(Mr. Apichart Chutrakul)  
Chairman of the Board