



(English Translation)

21 April 2017

Subject : Resolution of the Annual General Meeting of Shareholders No. 22/2017

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. 22/2017 held on 20 April 2017 at 14.00 hours, 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. 21/2016 held on 26 April 2016.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,149,053,075 shares.

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

Total votes of shareholders attending the Meeting and casting vote			
Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
7,148,987,611 (99.9991 percent)	65,464 (0.0009 percent)	54,670	-none-

Item 2. Certified the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2016.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,136,366,708 shares.

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

Total votes of shareholders attending the Meeting and casting vote			
Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
7,136,301,244 (99.9991 percent)	65,464 (0.0009 percent)	19,864,870	-none-

Item 3. Approved the Company's balance sheets, profit and loss statements for the fiscal year 2016 which have been audited by the auditor of the Company ended 31 December 2016.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,136,356,708 shares.

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

Total votes of shareholders attending the Meeting and casting vote			
Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
7,136,291,244 (99.9991 percent)	65,464 (0.0009 percent)	19,874,870	-none-

Item 4. Approved the appropriation of annual net profit as legal reserves and dividend payment as follows:

(1) Allocation of the net profit from 2016 operating results in the amount of 169,010,098 Baht for the legal reserves, providing that the said legal reserved fund is allocated from the net profit in the consolidated financial statement of the Company.

(2) Dividend payment for 2016 performance at the rate of 0.12 Baht (Twelve Stang) per share, of which the Company paid interim dividend at the rate of 0.04 Baht (Four Stang) per share from total shares of 14,285,501,270 on 9 September 2016 amounting to 571,420,050.80 Baht and will pay the remaining dividend at the rate of 0.08 Baht (Eight Stang) per share amounting to 1,142,840,101.60 Baht, making the total dividend payment of 1,714,260,152.40 Baht to the shareholders, which was 53.38 percent of the 2016 net profit. The Company has fixed the Record Date on which shareholders have the right to receive dividend as 14 March 2017 and fixed the share register book closing date as 15 March 2017 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 9 May 2017.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,161,656,856 shares.

The resolution was passed by the majority votes of the total votes of shareholders attending the Meeting and casting vote, and the Meeting acknowledged the interim dividend at the rate of 0.04 Baht (Four Stang) per share paid on 9 September 2016 as follows:

Total votes of shareholders attending the Meeting and casting vote			
Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
7,161,380,326 (99.9961 percent)	276,530 (0.0039 percent)	304,670	-none-

Item 5. Approved the four directors to retire by rotation in 2017, namely (1) Apichart Chutrakul, (2) Mr. Srettha Thavisin (3) Mr. Wanchak Buranasiri and (4) Mr. Kittichai Raktakanit are re-elected to continue their office.

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

Directors who retire by rotation	Type of Directorship	Total votes of shareholders attending the Meeting and casting vote			
		Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
1. Mr. Apichart hutrakul	Executive Director	7,143,472,788 (99.7432 percent)	18,389,498 (0.2568 percent)	357,557	-none-
2. Mr. Srettha Thavisin	Executive Director	7,143,377,788 (99.7448 percent)	18,279,498 (0.2552 percent)	562,557	-none-
3. Mr. Wanchak Buranasiri	Executive Director	7,143,267,788 (99.7432 percent)	18,389,498 (0.2568 percent)	562,557	-none-
4. Mr. Kittichai Raktakanit	Independent Director	7,158,166,522 (99.9513 percent)	3,490,764 (0.0487 percent)	562,557	-none-

Item 6. Determined the remuneration for the year 2017 to the Board of Directors and Audit Committee at the rate as follows:

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 2016), 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.

- To fix the special remuneration for the year 2017 to the seven 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. 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
Mr. Vichaya Chatikavanij	Director	1,500,000 Baht

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

- (1) The remuneration to the Audit Committee
The remuneration shall be in form of Salary (at the same rate paid in year 2016), i.e. 50,000 Baht per month for the Chairman and 30,000 Baht per month for other members.
- (2) The remuneration to the Nomination and Compensation Committee
The remuneration shall be paid in form of meeting allowance, amounting to 20,000 Baht for each director per one meeting.
(Previously, the Company did not determine any remuneration to this committee)
- (3) The remuneration to the Risk Management Committee
The remuneration shall be paid in form of meeting allowance, amounting to 20,000 Baht for each director per one meeting.
(Previously, the Company did not determine any remuneration to this committee)
- (4) The remuneration to the Corporate Governance Committee
The remuneration shall be paid in form of meeting allowance, amounting to 20,000 Baht for each director per one meeting.
(Previously, the Company did not determine any remuneration to this committee)
- (5) The remuneration to the CSR Committee
The remuneration shall be paid in form of meeting allowance, amounting to 20,000 Baht for each director per one meeting.
(Previously, the Company did not determine any remuneration to this committee)

For this agenda item, there were shareholders attending the Meeting in an aggregate of 7,162,236,973 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:

Total votes of shareholders attending the Meeting			
Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,675,710,751 (93.2071 percent)	486,388,552 (6.7910 percent)	137,670 (0.0019 percent)	-none-

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 Manikajohnkit, holder of auditor’s license No. 4521 or Mr. Chayapol Suppasertanon, holder of auditor’s license No. 3972 or Ms. Rosaporn Decharkom, holder of auditor’s license No. 5659 of EY Office Limited as the Company’s auditor with the auditing fee for the fiscal year ending 31 December 2017, 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 7,162,060,116 shares.

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

Total votes of shareholders attending the Meeting and casting vote			
Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
7,161,794,518 (99.9963 percent)	265,598 (0.0037 percent)	189,357	-none-

Item 8. Approved the issue and offering of debenture in not exceeding 10,000 Million 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 7,162,249,473 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:

Total votes of shareholders attending the Meeting and having the right to vote			
Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
7,161,711,277 (99.9925 percent)	157,130 (0.0022 percent)	381,066 (0.0053 percent)	-none-

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Operating Officer