



(English Translation)

2 May 2013

Subject : Resolution of the Annual General Meeting of Shareholders No. 18/2013  
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. 18/2013 held on 30 April 2013 at 2.00 p.m., at Kamolthip # 2-3, on the 2<sup>nd</sup> 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 Shareholders No. 17/2012 held on 20 April 2012.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,061,342,156 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	5,061,337,156	votes, equivalent to 99.999901 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	5,000	votes, equivalent to 0.000099 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	36,772,364	votes

**Item 2.** Certified the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2012.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,514,312,070 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	5,514,307,070	votes, equivalent to 99.999909 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	5,000	votes, equivalent to 0.000091 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	65,564	votes

**Item 3.** Approved the Company's balance sheets, profit and loss statements for the fiscal year 2012 which have been audited by the auditor of the Company ended 31 December 2012.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,514,302,070 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	5,514,297,070	votes, equivalent to 99.999909 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	5,000	votes, equivalent to 0.000091 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	75,564	votes

**Item 4.** Approved the allocation of the net profit from 2012 operating results in the amount of 176,478,815.86 Baht for the legal reserves as well as approved the dividend payment for 2012 performance at the rate of 0.17 Baht (Seventeen Stang) per share. The Company has fixed the Record Date on which shareholders have the right to receive dividend as 15 March 2013 and fixed the share register book closing date as 18 March 2013 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 17 May 2013.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,542,243,335 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	5,542,180,335	votes, equivalent to 99.998863 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	63,000	votes, equivalent to 0.001137 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	65,564	votes

**Item 5.** Approved the re-electing of four directors who retired by rotation, i.e. Mr. Jesadavat Priebjrivat, Mr. Kriengkrai Thiennukul, Mrs. Nujchanart Panthawangkun and Mr. Porntat Amatavivadhana, to be as directors of the Company for the next term.

**(1) Mr. Jesadavat Priebjrivat**

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,542,163,335 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	5,541,188,835	votes, equivalent to 99.982417 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	974,500	votes, equivalent to 0.017583 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	145,564	votes

**(2) Mr. Kriengkrai Thiennukul**

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,542,163,335 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	5,535,932,335	votes, equivalent to 99.887571 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	6,231,000	votes, equivalent to 0.112429 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	145,564	votes

**(3) Mrs. Nujchanart Panthawangkun**

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,542,163,335 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	4,565,827,974	votes, equivalent to 82.383497 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	976,335,361	votes, equivalent to 17.616503 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	145,564	votes

**(4) Mr. Porntat Amatavivadhana**

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,542,163,335 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	5,541,188,835	votes, equivalent to 99.982417 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	974,500	votes, equivalent to 0.017583 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	145,564	votes

**Item 6.** Determined the remuneration for the year 2013 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 2012), 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 2013 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. Mana Noppun	Independent Director	1,500,000 Baht
Mr. Jesadavat Priebjrivat	Independent Director	1,500,000 Baht
Mr. Wirat Uanarumit	Independent Director	1,500,000 Baht
Mr. Kriengkrai Thiennukul	Director	1,500,000 Baht
Mrs. Nujchanart Panthawangkun	Director	1,500,000 Baht
Mr. Porntat Amatavivadhana	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 2012), 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 5,542,308,899 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 5,504,131,985 votes, equivalent to 99.311173 percent of the total votes of shareholders attending the Meeting.
- Disapproved with 38,042,082 votes, equivalent to 0.686394 percent of the total votes of shareholders attending the Meeting.
- Abstained 134,832 votes, equivalent to 0.002433 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 Ernst & Young Office Limited as the Company's auditor with the auditing fee for the fiscal year ending 31 December 2013, 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 5,542,194,067 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	5,541,219,567	votes, equivalent to 99.982417 percent
		<u>of the total votes of shareholders attending the Meeting and casting vote.</u>
• Disapproved with	974,500	votes, equivalent to 0.017583 percent
		<u>of the total votes of shareholders attending the Meeting and casting vote.</u>
• Abstained	114,832	votes

**Item 8.** Approved the issue and offering of debenture in not exceeding 4,000,000,000 (Four 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” 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 5,542,510,295 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	5,431,545,431	votes, equivalent to 97.997931 percent
		<u>of the total votes of shareholders attending the Meeting and having the right to vote.</u>
• Disapproved with	110,809,300	votes, equivalent to 1.999262 percent
		<u>of the total votes of shareholders attending the Meeting and having the right to vote.</u>
• Abstained	155,564	votes, equivalent to 0.002807 percent
		<u>of the total votes of shareholders attending the Meeting and having the right to vote.</u>

Yours sincerely,

(Mr. Wanchak Buranasiri)  
Director and Chief Operating Officer