



(English Translation)

30 April 2014

Subject : Resolution of the Annual General Meeting of Shareholders No. 19/2014

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. 19/2014 held on 29 April 2014 at 2.00 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 Shareholders No. 18/2013 held on 30 April 2013.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 3,998,109,516 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	3,997,981,516	votes, equivalent to 99.996798 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	128,000	votes, equivalent to 0.003202 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	400,800	votes

Item 2. Certified the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2013.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 3,997,749,516 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	3,997,520,516	votes, equivalent to 99.994272 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	229,000	votes, equivalent to 0.005728 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	760,800	votes

Item 3. Approved the Company's balance sheets, profit and loss statements for the fiscal year 2013 which have been audited by the auditor of the Company ended 31 December 2013.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 3,997,043,964 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	3,996,714,964	votes, equivalent to 99.991769 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	329,000	votes, equivalent to 0.008231 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	1,380,800	votes

Item 4. Approved the allocation of the net profit from 2013 operating results in the amount of 96,453,670.41 Baht for the legal reserves as well as approved the dividend payment for 2013 performance at the rate of 0.10 Baht (Ten Stang) per share. The Company has fixed the Record Date on which shareholders have the right to receive dividend as 17 March 2014 and fixed the share register book closing date as 18 March 2014 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 27 May 2014.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 3,997,949,764 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	3,997,260,120	votes, equivalent to 99.982750 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	689,644	votes, equivalent to 0.017250 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	475,000	votes

Item 5. Approved the re-electing of four directors who retired by rotation, i.e. Mr. Kovit Poshyananda, Mr. Mana Noppun, Mr. Apichart Chutrakul and Mr. Wirat Uanarumit, to be as directors of the Company for the next term.

(1) Mr. Kovit Poshyananda

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 3,996,998,264 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	3,574,535,331	votes, equivalent to 89.430495 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	422,462,933	votes, equivalent to 10.569505 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	1,426,500	votes

(2) Mr. Mana Noppun

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 3,996,978,264 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	3,995,281,487	votes, equivalent to 99.957549 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	1,696,777	votes, equivalent to 0.042451 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	1,596,500	votes

(3) Mr. Apichart Chutrakul

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 3,996,822,382 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	3,994,809,987	votes, equivalent to 99.949503 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	2,018,277	votes, equivalent to 0.050497 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	1,596,500	votes

(4) Mr. Wirat Uanarumit

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 3,996,822,382 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	3,182,671,791	votes, equivalent to 79.630053 percent of the total votes of shareholders attending the Meeting and casting vote.
• Disapproved with	814,150,591	votes, equivalent to 20.369947 percent of the total votes of shareholders attending the Meeting and casting vote.
• Abstained	1,599,400	votes

Item 6. Determined the remuneration for the year 2014 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 2013), 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 2014 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 paid in year 2013), 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 3,997,679,964 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 3,993,698,859 votes, equivalent to 99.940429 percent of the total votes of shareholders attending the Meeting.
- Disapproved with 2,380,505 votes, equivalent to 0.059571 percent of the total votes of shareholders attending the Meeting.
- Abstained 1,600,600 votes, equivalent to 0.040038 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 2014, 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 3,996,980,664 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	3,995,493,464	votes, equivalent to 99.962792 percent
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• Disapproved with	1,487,200	votes, equivalent to 0.037208 percent
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• Abstained	1,444,100	votes
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Item 8. Approved the issue and offering of debenture in not exceeding 5,000,000,000 (Five 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 3,998,424,764 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	3,738,187,920	votes, equivalent to 93.491516 percent
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• Disapproved with	9,663,344	votes, equivalent to 0.241679 percent
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• Abstained	250,573,500	votes, equivalent to 6.266805 percent
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Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Operating Officer