



(English Translation)

30 April 2018

Subject : Resolution of the Annual General Meeting of Shareholders No. 23/2018

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. 23/2018 held on 27 April 2018 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. 22/2017 held on 20 April 2017.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,006,308,107 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)
7,006,308,107 (100.0000 percent)	0 (0.0000 percent)	124,670	23,000

Item 2. Certified the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2017.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,984,198,858 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)
6,984,198,858 (100.0000 percent)	0 (0.0000 percent)	39,378,070	-none-

Item 3. Approved the Company's balance sheets, profit and loss statements for the fiscal year 2017 which have been audited by the auditor of the Company ended 31 December 2017.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,984,110,158 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)
6,984,110,158 (100.0000 percent)	0 (0.0000 percent)	39,466,770	-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 2017 operating results in the amount of 145,094,875.44 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 2017 performance at the rate of 0.12 Baht (Twelve Stang) per share, of which the Company paid interim dividend on 8 September 2017 at the rate of 0.05 Baht (Five Stang) per share from total of 14,285,501,270 shares and will pay the remaining dividend at the rate of 0.07 Baht (Seven Stang) per share from total of 14,862,734,320 shares, making the total dividend payment of 1,754,666,465.90 Baht to the shareholders, which was 65.48 percent of the 2017 net profit (after deduction of legal reserve). The Company has fixed the Record Date on which shareholders have the right to receive dividend as 14 March 2018. The approved dividend will be paid to shareholders on 11 May 2018.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,025,881,524 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)
7,025,881,524 (100.0000 percent)	0 (0.0000 percent)	213,370	-none-

and the Meeting acknowledged the interim dividend at the rate of 0.05 Baht (Five Stang) per share paid on 8 September 2017

Item 5. Approved the election of the directors according to the proposal made by the Nomination and Compensation Committee as follows:

(1) To re-elect the directors who have to retire by rotation this year, namely, Mr. Jesadavat Priebjrivat, Mr. Thongchai Jira-alongkorn, Mr. Porntat Amatavivadhana and Mr. Vichaya Chatikavanij to retain office for another term.

(2) To elect Mr. Uthai Uthaisangsuk and Mr. Supakorn Vejajiva as the additional new directors of the Company.

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. Jesadavat Priebjrivat	Independent Director	6,979,449,791 (99.3393 percent)	46,420,366 (0.6607 percent)	230,370	-none-
2. Mr. Thongchai Jira-alongkorn	Non-Executive Director	6,883,276,365 (97.9704 percent)	142,593,792 (2.0296 percent)	230,370	-none-
3. Mr. Porntat Amatavivadhana	Independent Director	6,981,044,327 (99.3620 percent)	44,825,830 (0.6380 percent)	230,370	-none-
4. Mr. Vichaya Chatikavanij	Non-Executive Director	6,897,309,428 (98.1702 percent)	128,560,700 (1.8298 percent)	230,399	-none-
5. Mr. Uthai Uthaisangsuk	Executive Director	6,899,225,057 (98.1974 percent)	126,645,100 (1.8026 percent)	230,370	-none-
6. Mr. Supakorn Vejajiva	Executive Director	6,899,175,028 (98.1967 percent)	126,695,100 (1.8033 percent)	230,399	-none-

Item 6. Determined the remuneration for the year 2018 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 2017), amounting to 20,000 Baht for each director per one meeting. However, the meeting allowances 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 2018 to the seven non-executive directors as follows:

Name	Position	Special Remuneration Rate
Mr. Kovit Poshyananda	Chairman of the Board (Independent Director)	1,500,000 Baht
Mr. Jesadavat Priebjrivat	Independent Director	1,200,000 Baht
Mr. Thongchai Jira-alongkorn	Director	1,200,000 Baht
Mr. Porntat Amatavivadhana	Independent Director	1,200,000 Baht
Mr. Supanit Chaiyawat	Independent Director	1,200,000 Baht
Mr. Kittichai Raktakanit	Independent Director	1,200,000 Baht
Mr. Vichaya Chatikavanij	Director	1,200,000 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 2017), 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 (at the same rate paid in year 2017), amounting to 20,000 Baht for each director per one meeting.
- (3) The remuneration to the Risk Management Committee
The remuneration shall be paid in form of meeting allowance (at the same rate paid in year 2017), amounting to 20,000 Baht for each director per one meeting.
- (4) The remuneration to the Corporate Governance Committee
The remuneration shall be paid in form of meeting allowance (at the same rate paid in year 2017), amounting to 20,000 Baht for each director per one meeting.
- (5) The remuneration to the CSR Committee
The remuneration shall be paid in form of meeting allowance (at the same rate paid in year 2017), amounting to 20,000 Baht for each director per one meeting.

For this agenda item, there were shareholders attending the Meeting in an aggregate of 7,029,113,167 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)
6,357,452,329 (90.4446 percent)	671,511,168 (9.5533 percent)	149,670 (0.0021 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 Manitkajohnkit, holder of auditor's license No. 4521 or Mr. Chayapol Suppasedtanon, holder of auditor's license No. 3972 or Miss Rosaporn Decharkom, holder of auditor's license No. 5659 or Mrs. Gingkarn Atsawarangsalit, holder of auditor's license No. 4496 or Miss Sumana Punpongsanon, holder of auditor's license No. 5872 Miss Orawan Techawatanasirikul, holder of auditor's license No. 4807 or Miss Kirdsiri Kanjanaprakasit, holder of auditor's license No. 6014 of EY Office Limited as the Company's auditor with the auditing fee for the fiscal year ending 31 December 2018, by fixing the auditing fee in the amount of 2,200,000 Baht according to the proposal recommended by the Audit Committee.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,029,294,860 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)
7,027,053,129 (99.9681 percent)	2,241,731 (0.0319 percent)	124,670	-none-

Item 8. Approved the increase of debentures issuance amount as well as the amendment of condition for issuance and offering of debentures by 4,000 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 and 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, totaling will be up to 30,000 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 having the right to vote in an aggregate of 7,029,419,530 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)
7,020,452,411 (99.8725 percent)	8,382,449 (0.1192 percent)	584,670 (0.0083 percent)	-none-

Item 9. Approved the decrease of the registered capital of the Company, which will be made from the existing registered capital of 19,251,140,783.06 Baht to be the new registered capital of 16,224,125,722.40 Baht by canceling its registered but un-issued share, 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 16,224,125,722.40 Baht
 Divided into 15,162,734,320 shares
 With the par value of 1.07 Baht each
 Shares are classified into:-
 Ordinary Shares of 15,162,734,320 shares
 Preference Shares - shares”

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 7,029,532,202 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)
7,029,221,368 (99.9956 percent)	101,000 (0.0014 percent)	209,834 (0.0030 percent)	-none-

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
 Director and Chief Financial Officer