



(English Translation)

30 April 2019

Subject : Resolution of the Annual General Meeting of Shareholders No. 24/2019

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. 24/2019 held on 29 April 2019 at 14.00 hours, at Kamolthip Ballroom, 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 Shareholder No. 23/2018 held on 27 April 2018.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,387,839,515 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)
5,387,839,515	0	71,300	-none-
(100.0000 percent)	(0.0000 percent)	-	-

**Item 2.** Certified the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2018.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,378,112,690 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)
5,378,112,690	0	18,665,299	-none-
(100.0000 percent)	(0.0000 percent)	-	-

**Item 3.** Approved the Company's balance sheets, profit and loss statements for the fiscal year 2018 which have been audited by the auditor of the Company ended 31 December 2018.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,378,109,690 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)
5,378,109,690	0	18,665,299	3,000
(100.0000 percent)	(0.0000 percent)	-	-

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

(1) Allocation of the net profit from 2018 operating results in the amount of 134.7 Million Baht for the legal reserves, providing that the said legal reserved fund is allocated from the net profit in the separate financial statements of the Company.

(2) Dividend payment for 2018 performance at the rate of 0.12 Baht (Twelve Stang) per share, of which the Company paid interim dividend on 12 September 2018 at the rate of 0.04 Baht (Four Stang) per share from total of 14,862.7 million shares and will pay the remaining dividend at the rate of 0.08 Baht (Eight Stang) per share from total of 14,362.7 million shares (excluding the repurchased shares in the number of 500.0 million shares which had no right to receive the dividend), making the total dividend payment of 1,743.5 Million Baht to the shareholders. The Company has fixed the Record Date on which shareholders have the right to receive dividend as 15 March 2019. The approved dividend will be paid to shareholders on 14 May 2019.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 5,397,600,274 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)
5,397,600,274	0	141,000	-none-
(100.0000 percent)	(0.0000 percent)	-	-

and the Meeting acknowledged the interim dividend at the rate of 0.04 Baht (Four Stang) per share paid on 12 September 2018.

**Item 5.** Approved the three directors to retire by rotation this year, namely, Mr. Apichart Chutrakul, Mr. Supanit Chaiyawat and 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 Chutrakul	Executive	5,358,401,761	38,599,701	739,812	-none-
		Director	(99.2848 percent)	(0.7152 percent)	-	-
2	Mr. Supanit Chaiyawat	Independent	5,381,524,062	15,458,400	758,812	-none-
		Director	(99.7136 percent)	(0.2864 percent)	-	-
3	Mr. Kittichai Raktakanit	Independent	5,369,563,986	27,418,476	758,812	-none-
		Director	(99.4920 percent)	(0.5080 percent)	-	-

**Item 6.** Approved the remuneration for the year 2019 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 2018), 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 2019 to seven non-executive directors with the total amount of 5.8 Million Baht as below:

<b>Special Remuneration to non-executive directors</b>	<b>Special Remuneration Rate</b>
Mr. Kovit Poshyananda	1,000,000 Baht
Mr. Jesadavat Priebjrivat	800,000 Baht
Mr. Thongchai Jira-alongkorn	800,000 Baht
Mr. Pornrat Amatavivadhana	800,000 Baht
Mr. Supanit Chaiyawat	800,000 Baht
Mr. Kittichai Raktakanit	800,000 Baht
Mr. Vichaya Chatikavanij	800,000 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 2018).
- (2) The remuneration to the other Sub-Committees  
It shall be paid in form of meeting allowance (at the same rate paid in year 2018).

The past payment record for the remuneration is as below:

<b>Position</b>	<b>Type of remuneration</b>	<b>Year 2019</b>
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 Committee	meeting allowance	20,000 Baht / meeting
Member of the Corporate Governance Committee	meeting allowance	20,000 Baht / person / meeting
Chairman of the CSR Committee	meeting allowance	20,000 Baht / meeting
Member of the CSR Committee	meeting allowance	20,000 Baht / person / meeting

For this agenda item, there were shareholders attending the Meeting in an aggregate of 3,897,923,910 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 and casting vote			
Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
3,460,308,476	436,635,247	980,087	100
(88.7732 percent)	(11.2017 percent)	(0.0251 percent)	(0.0000 percent)

**Item 7.** Appointed Miss Rungnapa Lertsuwankul, holder of auditor's license No. 3516 or Miss Pimjai Manitkajohnkit, holder of auditor's license No. 4521 or Mr. Chayapol Suppasertanon, holder of auditor's license No. 3972 or Miss Rosaporn Decharkom, holder of auditor's license No. 5659 or Mrs. Gingkam 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 or Mr. Sophon Permsirivallop, holder of auditor's license No. 3182 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 2.3 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 5,397,274,600 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)
5,397,261,571	13,029	690,300	-none-
(99.9998 percent)	(0.0002 percent)	-	-

**Item 8.** 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, and 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 totaling will be up to 4,000 Million Baht, totaling will be up to 40,000 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 5,397,974,900 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 casting vote			
Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
5,383,423,781	13,685,707	865,412	-none-
(99.7305 percent)	(0.2535 percent)	(0.0160 percent)	(0.0000 percent)

**Item 9.** Approved the amendments to 2 articles of the Company’s Articles of Association, i.e. Article 24 regarding the arrangement of meetings of the Board of Directors to additionally include the alternative of e-meetings and Article 30 regarding the right of shareholders in relation to their requests to call for extraordinary general meetings of shareholders for compliance with the amended legal provisions. Details of the proposed amendments to the 2 articles of the Company’s Articles of Association, as appeared in the Proposed Amendment to the Company’s Articles of Association 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 5,397,974,900 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 casting vote			
Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
5,397,417,015	10	454,875	103,000
(99.9897 percent)	(0.0000 percent)	(0.0084 percent)	(0.0019 percent)

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)  
Director and Chief Financial Officer