

(Translation)

**Minutes of the 2021 Annual General Meeting of Shareholders No. 26/2021
Conducted via Electronic Means (E-AGM) of
Sansiri Public Company Limited**

The 2021 Annual General Meeting of Shareholders (the “Meeting”) was convened on 30 April 2021, at 14.00 hrs., through live broadcasting (“E-AGM”) from Siri Campus, no. 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110.

Prior to commencement of the Meeting

The Company's officer introduced the Board of Directors, the Executives, the Company Secretary and the Company's auditor to the Meeting as follows:

Directors attending the Meeting in person:

- | | |
|-----------------------------|---|
| 1. Mr. Apichart Chutrakul | Chairman of the Board of Directors and
Chairman of the Investment Committee |
| 2. Mr. Srettha Thavisin | Director
Chief Executive Officer (CEO)
President
Chairman of the Corporate Social Responsibility Committee
Vice-Chairman of the Investment Committee and
Chairman of the Executive Committee |
| 3. Mr. Wanchak Buranasiri | Director
Member of the Risk Management Committee
Member of the Investment Committee and
Member of the Executive Committee |
| 4. Mr. Uthai Uthaisangasuk | Director
Member of the Risk Management Committee
Member of the Corporate Governance Committee
Member of the Investment Committee
Member of Executive Committee and
Chief Operating Officer |
| 5. Mr. Kittichai Raktakanit | Independent Director
Chairman of the Corporate Governance Committee
Member of the Audit Committee
Member of the Nomination and Compensation Committee and
Member of the Risk Management Committee |
| 6. Mr. Vichaya Chatikavanij | Director and
Member of the Nomination and Compensation Committee |
| 7. Mr. Supakorn Vejajiva | Director
Member of the Corporate Social Responsibility Committee and
Member of the Investment Committee |

Directors attending the Meeting through ZOOM program:

1. Mr. Jesadavat Priebjrivat Vice-Chairman of the Board of Directors
Independent Director
Chairman of the Audit Committee
Chairman of the Nomination and Compensation Committee and
Chairman of the Risk Management Committee
2. Mr. Supanit Chaiyawat Independent Director
Member of the Audit Committee and
Member of the Risk Management Committee
3. Mr. Weeranant Chuensuwan Independent Director
Member of the Audit Committee and
Member of the Corporate Governance Committee
4. Mr. Porntat Amatavivadhana Independent Director
Member of the Nomination and Compensation Committee
Member of the Corporate Governance Committee and
Member of the Corporate Social Responsibility Committee
5. Mr. Thongchai Jira-alongkorn Director

All 12 directors attended the Meeting accounted for 100 percent.

Certain independent directors were proxies of minor shareholders to attend the Meeting. Such independent directors were considered to have no conflicts of interest as well as no major conflicts of interest in all agenda, except the agenda item 6: “To consider and approve the remuneration for the year 2021 to the Board of Directors and the Sub-Committees”, which was considered the major conflicts of interest.

Chief Financial Officer (CFO) present at the Meeting

Miss Varangkana Artkarasatapon

Auditor present at the Meeting

Miss Pimjai Manitkajohnkit

An auditor of EY Office Limited
(attended through ZOOM program)

Secretary of the Meeting / recorder of the Meeting

1. Mr. Nopporn Boonthanom Company Secretary and Secretary to the Board of Directors
2. Ms. Chinda Eiamsariyarak Assistant Secretary to the Board of Directors

In order to promote the shareholders' right and the equality among shareholders in accordance with the good corporate governance, the Company has offered the shareholders the rights to propose matter to be included as an agenda by announcing the criteria through its website from 1 December 2020 – 31 January 2021. However, there was no such proposed matter for this Meeting.

Before the Meeting started, the Company opened a video which demonstrated the method of system usage for vote casting and method in submitting shareholder’s questions.

Meeting commenced at 2.00 p.m.

Mr. Apichart Chutrakul, the Chairman of the Board of Directors acted as the Chairman of the Meeting (“the Chairman”) gave a speech to welcome and express the gratitude to the shareholders for attending the Meeting. The Chairman then requested Mr. Nopporn Boonthanom, the Secretary of the Company, acted as the Secretary of the Meeting to inform the meeting of the details of this meeting.

Mr. Nopporn Boonthanom, the Secretary of the Company, informed the Meeting that whereas at present, there is a new wave of pandemic of the Coronavirus disease 2019 (COVID-19) and in concerning with the health of every shareholders and relevant, therefore, the Company determined to conduct the Annual General Meeting of Shareholders via electronic means in compliance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) by selecting an E-AGM service provider in compliance with the standards of hosting electronic meeting platform prescribed by the Electronic Transactions Development Agency (ETDA).

As of 16 March 2021 (the Record Date to determine the name of the shareholders who were entitled to attend the Meeting), the Company had a total of 49,909 shareholders holding an aggregate of 14,862,734,320 shares.

At the beginning of the Meeting, there were 154 shareholders and proxies holding an aggregate of 6,295,266,939 shares attending the Meeting and eligible to vote, or equivalent to 42.356 percent which exceeded one-third of the total issued shares of the Company, and thus constituted the quorum in accordance with Article 32 under the Articles of Association of the Company

Then, Mr. Nopporn Boonthanom, the Secretary of the Company, clarified the procedures for vote casting and counting on each agenda, as follows:

(1) For this electronic meeting, the shareholders attending the meeting can view the live broadcast throughout the Meeting and results of each agenda. Before the Meeting started, the Company opened a video which demonstrated the method of system usage for vote casting and method in submitting shareholder's questions.

(2) Each shareholder shall have the votes in the amount equal to the number of shares held by it being one vote per share.

(3) With respect to the vote casting and the vote counting on each agenda, the Company shall count the votes of the shareholders attending the Meeting through E-AGM and by proxy, which is recorded in advance at the registration when the proxies registered to attend the Meeting. If a shareholder does not specify his or her intention on voting with respect to any agenda in advance or unclearly specifies his or her intention, the proxy shall be entitled to cast votes as he or she deems appropriate by clicking on to the voting menu.

Prior to the voting on each agenda, the Chairman encouraged shareholders an opportunity to ask questions and express their opinions concerning such agenda as the Chairman deems appropriate. The Shareholders or proxies may submit questions by typing them through the system's chat box, as illustrated at the start of the meeting. Such inquiries will be considered by the company and answered in the relevant agenda item.

The Chairman then declared the Meeting open and conducted the Meeting as specified in the Invitation to the Meeting as follows.

Agenda 1. Certified the Minutes of the Annual General Meeting of Shareholder No. 25/2020 held on 24 July 2020.

The Chairman informed the Meeting that for the Annual General Meeting of Shareholders No. 25/2020 held on 24 July 2020, details of which were in a copy of the minutes circulated to the shareholders prior to this Meeting, also published on the Company's website www.sansiri.com, the Board of Directors thus proposed the Meeting to consider and approve such minutes.

This agenda item requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to certify the Minutes of the Annual General Meeting of Shareholder No. 25/2020 held on 24 July 2020.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,295,924,964 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,295,924,964 (100.00%)	0 -	0 -	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 2. Certified the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2020.

The Chairman asked Mr. Wanchak Buranasiri, member of the Executive Committee, to present relevant information to the Meeting and Mr. Wanchak Buranasiri reported to the Meeting that the operating results of the Company of the year 2020 and the Board of Directors' annual report were appeared in the annual report, which have been circulated to the shareholders prior to this Meeting. Further, he presented to the Meeting the overall operating results of the year 2020 and the annual plan of the year 2021 with key information as follows:

Key financial information

At the end of 2020, Sansiri and its subsidiaries owned the total assets in the amount of Baht 112,632 million, an increase of 4,296 Million Baht from the previous years, or approximately 4 percent increase, by which were a result from the following categories:

- Project cost for property development and sales, and Property waiting to be developed approximately 74 percent
- Cash, Cash equivalents and Current Asset approximately 11 percent
- Non-current asset approximately 9 percent
- Land, facility and equipment, and property for investment approximately 6 percent

The debt of Sansiri and its subsidiaries as of 31 December 2020 were 73,435 Million Baht total, in which was approximately 4 percent decrease from the previous year, whilst their equity was 39,197 Million Baht, which was an increase of 7,322 Million Baht.

In respect of the profit and loss statement, in 2020 Sansiri and its subsidiaries had earned 34,707 Million Baht in revenue, which was an approximately 34 percent increased from 25,859 Million Baht of the previous year as a consequence to the increase in sales incomes. However, administrative expenses in 2020 was at 6,460 Million Baht a 38 percent increase from the previous year. In 2020, Sansiri has earned 3,196 Million Baht in profit before financial expenses and tax, or a decrease of approximately 17 percent from the previous year to 1,673 Million Baht in net profit, in which is a decrease of approximately 30 percent from the previous year.

The gross profit margin in sales in 2020 was at 25.03 percent, a marginally decrease from the previous years. The ratio of net profit was decreased from 9.25 percent to 4.82 percent, the ratio of return on equity decreased from 7.63 percent to 4.71 percent. Moreover, the gearing ratio decreased from 1.82 times to 1.42 times provided that the interest bearing debt in 2020 is at 55,520 Million Baht, comprising 19,816 Million Baht or 36 percent for the project finance, 31,662 Million Baht or 57 percent for the unsecured debentures, and 4,042 Million Baht or 7 percent of others loan.

Earnings per share in 2020 was slightly decrease from Baht 0.17 to Baht 0.12, dividend per share was Baht 0.04 which paid to the shareholders on 20 May 2021.

Ratio of revenue from business operation in 2020

In 2020, the Company had total revenue of 34,707 Million Baht comprise of 30,731 Million Baht are from real estate development projects, 3,102 Million Baht from real estate service business, and 874 Million Baht from other sources.

In respect of revenue from the real estate development projects for sale in 2020 at 30,559 Million Baht consisted of approximately 47 percent from single-house projects, approximately 9 percent from townhome, approximately 4 percent from mix and approximately 40 percent from condominium projects. The 12 new launch projects in 2020, or 14,930 Million Baht in total value, which comprised 3 single-house projects with approximate value of 5,297 Million Baht being 35 percent of the total value, 3 townhome with approximate value of 2,535 Million Baht being 17 percent of the total value, 5 mix projects with approximate value of 5,612 Million Baht being 38 percent of the total value, and 1 condominium projects (developed by Sansiri Plc.) with approximate value of 1,485 Million Baht being 10 percent of total value.

Annual Plan for 2020

In relation to the 2021 annual plan, the Company has adopted the following significant strategies;

- Focus on the development of products and services to meet the needs of a full range of housing and covers all price ranges by expanding the product in a more tangible price range so everyone will have the opportunities to become homeowners.
- Focus more on the low-rise housing market which has the real demand.
- Emphasizes the launch of small projects for flexibility and agility in inventory and liquidity management.
- Focus on maintaining liquidity and debt levels to strengthen the organization under the unpredictable economic conditions.
- Continue to improve the organizational structure to strengthen the work efficiency of employees.
- Continue to promote sustainable development through 'Sansiri Green Mission', starting from product design, service and operational processes.
- Communicate through the idea "Year of Hope" by establishing a position as an organization that creates hope for all stakeholders through products, services, management and projects to give back to society.

The 24 new launch projects in 2021, or 25,940 Million Baht in total value, which comprised 7 single-house projects with approximate value of 12,316 Million Baht being 47 percent of the total value, 9 townhome with approximate value of 6,832 Million Baht being 26 percent of the total value, and 3 mix projects with its approximate value of 2,670 Million Baht being 10 percent of the total value, and 5 condominium projects with approximate value of 4,121 Million Baht being 16 percent of total value.

In 2021, the presale target has increased approximately 19 percent from 26,156 Million Baht to 31,000 Million Baht.

The total presale backlog of Sansiri was valued to be approximately 24,613 Million Baht (information as of 4 April 2021), comprising of the presale backlog of Baht 16,229 Million in 2021, Baht 5,185 Million in 2022, 3,009 Million Baht in 2023, and 191 Million in 2024.

The total presale backlog of our joint ventures (JV) with BTS Group Holdings Public Company Limited (“BTS Groups”) and Tokyu Corporation (“Tokyu Groups”) was valued to be approximately 5,396 Million Baht (information as of 4 April 2021), comprising of the presale backlog of Baht 2,244 Million in 2021, Baht 2,858 Million in 2022, and Baht 295 Million in 2023.

Progress with Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC)

The Collective Action Coalition (CAC) certified Sansiri Public Company Limited as a member of the Thailand’s Private Sector Collective Action Coalition Against Corruption, effective from 12 February, 2018. In 2020, the Company submitted an application for a three-year extension of its certification as a member of the Private Sector Collective Action Coalition Against Corruption, which was granted on 30 September 2023 and will expire on September 30, 2023.

This agenda item requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to certify the Company’s Annual Report and the Board of Directors’ Report of the work done for the period of 2020.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,296,319,664 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,284,070,865 (99.8055%)	0 -	12,248,799 (0.1945%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 3. To consider and approve the Company’s balance sheets, profit and loss statements for the fiscal year 2020 ending 31 December 2020.

The Chairman asked Mr. Wanchak Buranasiri, member of the Executive Committee to present relevant information to the Meeting and Mr. Wanchak Buranasiri reported to the Meeting that in compliance with Section 112 of the Public Limited Company Act B.E. 2535 and Article 39 of the Company’s Articles of Association requiring that the Board of Directors shall arrange to have the financial statements and the profit and loss statement prepared at the end of the Company’s fiscal year to be proposed for approval at the annual general Meeting, now the Meeting was proposed to consider and approve the balance sheets and the profit and loss statement for the fiscal year 2020 ending on 31 December 2020 audited by the authorized auditor, as appeared in the annual report which have been circulated to the shareholders prior to this Meeting.

This agenda item requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the Company's balance sheets, profit and loss statements for the fiscal year 2020 which have been audited by the auditor of the Company ended 31 December 2020.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,296,319,664 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,284,070,865 (99.8055%)	0 -	12,248,799 (0.1945%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 4. To consider and approve the allocation of the net profit for the legal Reserves and approve the annual dividend payment for the operational results from 1 January 2020 to 31 December 2020.

The Chairman asked Mr. Wanchak Buranasiri, member of the Executive Committee to present relevant information to the Meeting and Mr. Wanchak Buranasiri reported to the Meeting that the Company shall have to allocate not less than 5 percent of the annual net profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10 percent of the registered capital. The Board of Directors is considered appropriate for the Meeting of Shareholders to approve the allocation of the net profit from 2020 operating results in the amount of 83.65 Million Baht for the legal reserves.

For the dividend payment, the Board of Directors is considered appropriate for the Meeting of Shareholders to approve to pay dividend from 2020 operating results to the shareholders at the rate of 0.04 Baht (Four Stang) per share by setting the record date on 16 March 2021 to determine the list of shareholders who have the right to receive dividend. The approved dividend will be paid to the shareholders on 20 May 2021.

The Board of Directors deemed the above payout ratio as appropriate, being in line with the Company's dividend payment policy.

This agenda item requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the allocation of the net profit for the legal Reserves and approve the annual dividend payment for the operational results from 1 January 2020 to 31 December 2020 as follows:

(1) Allocation of the net profit from 2020 operating results in the amount of 83.65 Million Baht for the legal reserves, providing that the said legal reserves fund was allocated from the net profit in the consolidated financial statements.

(2) To pay dividend from 2020 operating results to the ordinary shareholders at the rate of 0.04 Baht (Four Stang) per share, making the total dividend payment of 594.5 Million Baht to the shareholders, by setting the record date on 16 March 2021 to determine the list of shareholders who have the right to receive dividend. The approved dividend will be paid to the shareholders on 20 May 2021.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,296,319,664 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,296,319,664 (100.00%)	0 -	0 -	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 5. To consider and elect the directors in replacement of those retiring by rotation.

The Chairman asked Mr. Nopporn Boonthanom, the Secretary of the Company to present relevant information to the Meeting and Mr. Nopporn Boonthanom clarified to the Meeting that in according to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 16 of the Company's Articles of Association, one-third of the directors must retire from office at the Annual General Meeting of Shareholders. The Company had twelve directors in total, therefore, there are four directors who have to retire by rotation this year are as follows:

- 1) Mr. Vichaya Chatikavanij - Director
- 2) Mr. Thongchai Jira-alongkorn - Director
- 3) Mr. Supanit Chaiyawat - Independent Director
- 4) Mr. Uthai Uthaisangsuk - Director

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, the Company provides opportunities for the shareholders the rights to propose qualified candidate to be nominated as the Company's director by announcing the criteria of such proposal on the Company's website during 1 December 2020 – 31 January 2021. For this Meeting, there is no director nominee proposed by the shareholders.

The Board of Directors has carefully considered and thoroughly screened in compliance with criteria and procedures on the recommendation of the Nomination and Remuneration Committee and deems it appropriate to propose for approval at the meeting of shareholders to re-elect the 4 directors who have to retire by rotation this year to retain office for another term, details appeared in the Invitation to attend the AGM which have been circulated to the shareholders prior to this Meeting. The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the directors to retire by rotation this year, namely, Mr. Vichaya Chatikavanij, Mr. Thongchai Jira-alongkorn, Mr. Supanit Chaiyawat and Mr. Uthai Uthaisanguk are re-elected to continue their office as thoroughly screened and proposed by the Nomination and Compensation Committee.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,296,319,664 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Name of Directors	Type of Directorship	Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
1. Mr. Vichaya Chatikavanij	Director	5,802,691,440 (92.1601%)	493,627,224 (7.8399%)	1,000 (0.0000%)	-none- -
2. Mr. Thongchai Jira-alongkorn	Director	5,819,310,388 (92.4240%)	477,005,076 (7.5759%)	4,200 (0.0001%)	-none- -
3. Mr. Supanit Chaiyawat	Independent Director	6,262,944,564 (99.4699%)	33,370,900 (0.5300%)	4,200 (0.0001%)	-none- -
4. Mr. Uthai Uthaisanguk	Executive Director	5,817,112,388 (92.3891%)	469,325,376 (7.4540%)	9,881,900 (0.1569%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

In light of this, Mr. Supanit Chaiyawat which were appointed to serve as directors for another term, also qualified to be the independent director.

Agenda 6. To consider and approve the remuneration for the year 2021 to the Board of Directors and the Sub-Committees.

The Chairman asked Mr. Nopporn Boonthanom, the Secretary of the Company, to present relevant information to the Meeting and Mr. Nopporn Boonthanom clarified to the Meeting that the Board of Directors has considered the remuneration to the directors and the member of sub-committees as recommended by the Nomination and Compensation Committee of the Company, it is proposed to determine the remuneration for the year 2021 to the Board of Directors, and Sub-Committee as the meeting allowance at the same rate paid in year 2020 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 2020), 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 special remuneration for the year 2021 to seven non-executive directors with the total amount of 2.1 Million Baht as below:

Non-executive directors	Position	Special Remuneration Rate
Mr. Jesadavat Priebjrivat	Vice Chairman and Independent Director	300,000 Baht
Mr. Thongchai Jira-alongkorn	Director	300,000 Baht
Mr. Porntat Amatavivadhana	Independent Director	300,000 Baht
Mr. Supanit Chaiyawat	Independent Director	300,000 Baht
Mr. Kittichai Raktakanit	Independent Director	300,000 Baht
Mr. Vichaya Chatikavanij	Director	300,000 Baht
Mr. Weeranant Chuensuwan	Independent Director	300,000 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 2020).

(2) The remuneration to the other Sub-Committees

It shall be paid in form of meeting allowance (at the same rate paid in year 2020).

The past payment record for the remuneration is as below:

Positon	Type of remuneration	Year 2021
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

Remark : The Company has considered not to set the remuneration for the Investment Committee and the Executive Committee.

This agenda item requires affirmative resolution of not less than two-thirds of the total number of votes of shareholders attending the meeting.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions, where the shareholders did so as follows:

Mr. Rattarwit Wongsin as a proxy of Mrs. Morakot Yipintsoi had a question regarding how much the director's c Special Remuneration in 2020 was set at.

Mr. Wanchak Buranasiri, Member of the Executive Committee responded to the question that in 2020 the Special Remuneration for the non-executive directors was set at 700,000 Baht per person and reduced to 300,000 Baht per person in 2021.

Then, there were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the remuneration for the year 2021 to the Board of Directors and the Sub-Committee of the Company as proposed.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,296,319,770 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 (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
5,996,833,938 (95.2435%)	297,382,499 (4.7231%)	2,103,333 (0.0334%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 7. To consider and appoint the auditor and fix the auditing fee for the year 2021.

The Chairman asked Mr. Nopporn Boonthanom, the secretary of the Company to present relevant information to the Meeting. and Mr. Nopporn Boonthanom clarified to the Meeting that in accordance with the applicable law and the Company's Articles of Association, the annual general Meeting shall appoint an auditor and fix the auditor's remuneration every year. Thus, it is necessary to appoint the auditor for the fiscal year ending on 31 December 2021 and fix the auditor's remuneration.

In this light, the Board of Directors, as considered and advised by the Audit Committee, saw appropriate to propose to the Meeting for approval on the appointment of EY Office Limited to be the Company's auditor for the fiscal year ending on 31 December 2021 as it has considered and been of an opinion that such auditor possesses the qualifications as required by the Office of the Securities and Exchange Commission, has expertise in auditing and procured a satisfactory performance. The auditing fee was set at 2.5 Million Baht, this amount excludes the non-audit fee, which the Company will pay based on the actual amount as advised by the Audit Committee, the details of which are as follows:

Name of auditors	CPA Registration Number	Years of auditing for the Company
1. Miss Rungnapa Lertsuwankul	3516	Signed as the Company's auditor in the Company's audited financial statements for the fiscal year 2015 and 2017
2. Mrs. Gingkarn Atsawarangsalit	4496	Never signed the Company's audited financial statements
3. Miss Pimjai Manitkajohnkit	4521	Signed as the Company's auditor in the Company's audited financial statements for the fiscal year 2018 - 2020
4. Ms. Rosaporn Decharkom	5659	Never signed the Company's audited financial statements

Any one of the above-mentioned auditors shall be authorized to audit, perform and set his/her signature in its audit report. The auditing fee was set at 2.5 Million Baht. This amount excludes the non-audit fee, which the Company will pay based on the actual amount, the details of which are as follows:

The remuneration of the auditor	Year 2021 (Proposed year)	Year 2020
Audit Fee	2.5 Million Baht	2.5 Million Baht
Other service fees (Non-audit fee)	None	None

Moreover, EY Office Limited is also the auditor of the Company's subsidiaries. EY Office Limited and the auditors proposed as auditor of the Company and its subsidiary companies have no relationship or any interest with the Company or its subsidiary companies, Managements, Major Shareholders or related persons, which may have an impact on performing task independently.

This agenda item requires majority vote of shareholders attending the meeting and eligible to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions, where the shareholders did so as follows:

Ms. Srisuphang Lekjaisue as a proxy of Ms. Tisarat Iamvisit had a question whether the auditing fee of 2.5 Million Baht was for Sansiri Public Company Limited only or also included auditing fee for affiliated companies of Sansiri Public Company Limited.

Mr. Nopporn Boonthanom, the secretary of the Company responded to the question that the auditing fee of 2.5 Million Baht was for Sansiri Public Company Limited only. The auditing fee for affiliated companies of Sansiri Public Company Limited for year 2020 was approximately 10 Million Baht.

Resolution:

Upon due consideration, the Meeting resolved to approve the appointment of Miss Rungnapa Lertsuwankul, holder of auditor's license No. 3516 or Mrs. Gingkarn Atsawarangsalit holder of auditor's license No. 4496 or Miss Pimjai Manitkajohnkit holder of auditor's license No. 4521 or Miss 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 2021, by fixing the auditing fee in the amount of 2.5 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 6,296,319,770 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,294,318,770 (99.9682%)	2,001,000 (0.0318%)	0 -	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 8. To consider and approve the decrease of the registered capital of the Company, which will be made from the existing registered capital of 21,146,125,722.40 Baht to be the new registered capital of 20,343,625,722.40 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.

The Chairman asked Mr. Nopporn Boonthanom, the secretary of the Company to present relevant information to the Meeting and Mr. Nopporn Boonthanom clarified to the Meeting that the Company has its registered but un-issued share totaling 750,000,000 shares, which shall be cancelled the detail of which are as follows:

- (1) amount of 300,000,000 shares being reserved for the exercise of the right under the warrant ESOP # 7 which were expired since 31 August 2020.
- (2) amount of 450,000,000 remain shares which are the exceeding shares reserved for the exercise of the right under the warrants to be issued and offered for a private placement.

Therefore, the Company intends to ask for approving of the decrease of the registered capital of the Company, which will be made from the existing registered capital of 21,146,125,722.40 Baht to be the new registered capital of 20,343,625,722.40 Baht by canceling its registered but un-issued share, totaling 750,000,000 shares. This process does not have any impact on the shareholders since it is a registered capital but un-issued share, including no refund from any decrease of the registered capital to shareholders. As a result of such decrease, the Company intends to ask for the amendment to Clause 4 of the Memorandum of Association of the Company to be accorded with the decrease of the registered capital, details appeared in the Invitation to attend the AGM which have been circulated to the shareholders prior to this Meeting. The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution of not less than 3/4 (three quarters) of the total number of votes of shareholders attending the meeting.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions, where the shareholders did so as follows:

Ms. Srisuphang Lekjaisue as a proxy of Ms. Tisarat Iamvisit asked how capital decrease would benefit shareholders.

Mr. Nopporn Boonthanom, the secretary of the Company responded to the question that the decrease of the registered capital of Sansiri Public Company Limited is in accordance with the law. As the capital increased in 2020 is for the certain objectives, when it was not use as planned, it is necessary to decrease the registered capital as required by law. This does not have any impact on the shareholders since it is a registered capital not a paid-up capital.

Resolution:

Upon due consideration, the Meeting resolved to approve the decrease of the registered capital of the Company, which will be made from the existing registered capital of 21,146,125,722.40 Baht to be the new registered capital of 20,343,625,722.40 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. The details of which are as follows:

“Clause 4. The registered capital of	20,343,625,722.40	Baht
Divided into	19,012,734,320	shares
With the par value of	1.07	Baht each
Shares are classified into:-		
Ordinary Shares of	19,012,734,320	shares
Preference Shares	-	shares”

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,296,319,770 shares.

The resolution was passed by more than 3/4 (three quarters) of the voting rights of shareholders who attend and have the right to vote in the meeting as per the details below:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,296,319,770 (100.00%)	0 -	0 -	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 9. To consider and approve the extension of the allocation of the Company's newly issued ordinary shares in General Mandate under the conditions for such allocation of the newly issued ordinary shares which approved by the 2020 Annual General Meeting of Shareholders on 24 July 2020

The Chairman asked Mr. Nopporn Boonthanom, the secretary of the Company to present relevant information to the Meeting and Mr. Nopporn Boonthanom clarified to the Meeting that whereas the Annual General Meeting of Shareholders No. 25/2020 held on 24 July 2020 had approved up to 1,400 million newly issued ordinary shares of the Company will be allotted with the par value of Baht 1.07 (or approximately 9 percent of the Company's paid-up capital as of the date of the resolution by the Company's Board of Directors Meeting to increase the capital in general mandate) through a private placement, partially or wholly, at once or in session.

However, such allocation of newly issued ordinary shares in General Mandate will be due on the date of the 2021 Annual General Meeting of Shareholders. Therefore, the Board of Director has resolved to propose for approval at the 2021 Annual General Meeting of Shareholders for the extension of the allocation of the Company's newly issued ordinary shares in General Mandate under the conditions for such allocation of the newly issued ordinary shares which approved by the 2020 Annual General Meeting of Shareholders on 24 July 2020 in all respects, details appeared in the Invitation to attend the AGM which have been circulated to the shareholders prior to this Meeting. The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution of not less than 3/4 (three quarters) of the total number of votes of shareholders attending the meeting

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the extension of the allocation of the Company's newly issued ordinary shares in General Mandate up to 1,400 million shares to be offered through a private placement with the par value of 1.07 Baht which will be due on the date of the 2021 Annual General Meeting of Shareholders. The conditions for such allocation of the newly issued ordinary shares will be in accordance with the approval of the 2020 Annual General Meeting of Shareholders held on 24 July 2020 in all respects.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 6,296,319,770 shares.

The resolution was passed by more than 3/4 (three quarters) of the voting rights of shareholders who attend and have the right to vote in the meeting as per the details below:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
6,263,030,037 (99.4713%)	33,185,400 (0.5271%)	104,333 (0.0017%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 10. Other businesses (if any).

The Chairman informed the Meeting that in accordance with Section 105 of the Public Limited Company Act (as amended), shareholders with not less than one-third of the total issued shares may propose any other agenda for the Meeting to consider.

As there was no other agenda proposed for this Agenda 10, the Chairman declared to the Meeting that all agendas have been completed considered.

Then, the Chairman offered an opportunity to the shareholders for inquiries and proposes any suggestions, which were not included in any agenda.

Mr. Rattarwit Wongsin as a proxy of Mrs. Morakot Yipintsoi asked what are the interesting and significant development projects that Sansiri Public Company Limited is currently developing.

Mr. Uthai Uthaisangsuk, Director and Chief Operating Officer responded that in 2021 Sansiri Public Company Limited will be launching 24 new projects worth 26,000 Million Baht. By 2nd quarter of 2021 the total of 7 new projects will be launched which includes an exclusive project “Bugaan” a 3 storey single detached house with only 14 units starting price at 30 Million Baht. The Muve condominium projects in 4 exclusive locations including Kasetsart University area which will be launched first. Siri Place projects located on Bangna-Trad road will be launched and follow by 7 projects in 3rd quarter and 10 projects in 4th quarter.

Mr. Rattarwit Wongsin as a proxy of Mrs. Morakot Yipintsoi asked whether Sansiri Public Company Limited is developing project for elderly in order to support Old Age Society.

Mr. Uthai Uthaisangsuk, Director and Chief Operating Officer responded that Sansiri Public Company Limited is developing a Wellness project which will answered the need of 3 Generation living.

Mr. Thanpisit Jeerwchayanon, a shareholder attending the meeting in person, asked what are the strategies of Sansiri Company Limited regarding the law on increasing the proportion of foreigners ownership.

Mr. Uthai Uthaisangsuk, Director and Chief Operating Officer responded that Sansiri Public Company Limited already have strategies regarding foreign buyers in placed as shown in the number of foreign customers. If such law comes into force, Sansiri can develop the project immediately.

Ms. Supaktha Tengjaw, a shareholder attending the meeting in person, asked how Sansiri Public Company Limited was impacted by the new wave of pandemic of the Coronavirus disease 2019 (COVID-19) and if the government is unable to supply enough vaccines to meet its need, will there be any long-term effects?

Mr. Uthai Uthaisangsuk, Director and Chief Operating Officer responded that the Company was affected as well as the others operators, however, if the majority of people have been vaccinated, the situation will be subsided and quickly resumed to normal.

As it appeared no additional inquiries or agenda from shareholders, Mr. Apichart Chutrakul, the Chairman of the Meeting, declared the Meeting closed and thanked all shareholders for attendance.

The Meeting was closed at 3.17 p.m.

In this light, after its commencement, more shareholders continuously registered to attend the Meeting, giving rise to additional 160 shareholders attending the Meeting by himself or by proxies holding 6,296,334,770 shares in total being 42.3632 percent of the entire issued shares of the Company.

Signed -Mr. Apichart Chutrakul - Chairman of the Meeting
(Mr. Apichart Chutrakul)

Signed -Mr. Nopporn Boonthanom- Secretary of the Meeting
(Mr. Nopporn Boonthanom) / Recorder of the Meeting

Signed -Miss Chinda Eiamsariyarak- Recorder of the Meeting
(Miss Chinda Eiamsariyarak)