

Lorbor./17/004

27 February 2017

Subject Notification the resolution of the Board of Directors Meeting No.02/2017
Sri Ayudhya Capital Public Company Limited

To President
The Stock Exchange of Thailand

According to Sri Ayudhya Capital Public Company Limited at the Meeting No. 2/2016 held on 27 February 2017 has passed the resolutions in order to propose significant matters at the Annual General Meeting of Shareholders No. 68 as follows.-

1. To approve for Statement of Financial Position as of 31 December 2016, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2016 that the Auditors have reviewed and approved already and it will be proposed to the Annual General Meeting of Shareholders No. 68 for consideration and approval of the Financial Statements.

2. To approve for 2016 Annual Profit Allocation and Dividend Payment for the turnover of 2016 at rate per share 2.00 baht or 500 million baht in 13 September 2016. The company has paid interim dividend for the first half of 2016 (1 January– 30 June 2016) that the company has paid in rate per share 1.00 baht or 250 million baht. Therefore, the outstanding dividend shall be paid to the shareholders at rate per share 1.00 baht or 250 million baht. Dividend payment is the rate related to dividend payment policy not less than 60 percent of the net profit after tax in each year based on the operating results and dividend payment from the operating results from the turnover in 2016 of 81.30 percent of the net profit after tax and than proposing for approval at the Annual General Meeting of Shareholders No. 68 in order to pay dividend for the operating results of 2016 to the Shareholders which is the total 250,000,000 shares whose name appears in shareholder lists of the company at the date of determination of the Shareholder lists who have a right to attend into the Annual General Meeting of Shareholders No. 68 and have a right to get Dividend on Wednesday, 15 March 2017 (Record Date) and gather the name list as Section 225 of Securities and Exchange Act B.E. 2551. However, there is method of Closing Date held on Thursday, 16 March 2017 at rate per share 1.00 baht by paying dividend to the Shareholders on Monday, 8 May 2017. ***However, the right in getting Dividend is undecided; it needs to wait for approval from the Annual General Meeting of Shareholders.***

However, dividend payment of the company in this period is as follows.-

1. In case of person who receive dividend with tax credit by paying from profits of the business must pay corporate income tax is as follows.
- 20 percent of the net profit of Baht 0.53 per share.
2. In case of person who does not receive dividend due to paying from dividend or privileged profit allocation must be calculated as income for paying corporate income tax of Bath 0.47 per share.

3. To approve of proposing to the Annual General Meeting of Shareholders No. 68 for consideration and nomination directors who retire by rotation and offering themselves re-election to be as Board of Directors in another term are as follows.-

1. Mr. Virojn Srethapramataya (Non-Executive Director)
2. Mr. Laksna Thongthai (Non-Executive Director)
3. Mr. Suwat Suksongkroh (Independent Director)

4. To approve of proposing to the Annual General Meeting of Shareholders No. 68 in order to consideration and approval of the remuneration of Directors which composed of remuneration of directors and directors' bonus are as follows.-

(1) To determine the remuneration by paying remuneration to directors as follows.

- 1) Chairman of the Board at baht 40,000.00 per month
- 2) Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee and Chairman of Compliance Committee at Baht 38,000.00 per month for each
- 3) Chairman of Executive Committee at Baht 35,000.00 per month
- 4) Member of Audit Committee at Baht 35,000.00 per month
- 5) Director and member of Nomination and Remuneration Committee at Baht 35,000.00 per person each month
- 6) Other Directors at Baht 30,000.00 per person each month

With effective from January 1st, 2017 onwards.

(2) Director's Bonus

In 2016, it was proposed for approval of increasing the amount of 114,930.00 baht including payment to all directors of baht 6,729,830.00 or increasing 1.74 percent by requesting to pay in 2017 due to there is changing status of director from Executive Director to be Non-Executive Director.

From 2017 onwards, there is determined the total amount of director's bonus shall be paid to all directors of baht 6,800,000.00 by deducting the expense of the company and the Board shall consider the allocation as appropriate.

The Remuneration, which had been stipulated under (1) and (2) should be applied thoroughly unless the Board of Directors would have otherwise proposed and received the approval from the Shareholders' Meeting to other.

5. To approve in proposing to the Annual General Meeting of Shareholders for considering and approval the nomination of Auditors and determine Audit fees as Audit Committee proposed which shown below.-

- To nominate Dr. Suphamit Techamontrikul and/or Mr. Permsak Wongpatcharakorn and/or Mr. Chawla Tianprasertkij from Deloitte Touche Tohmatsu Jaiyos Limited are Auditor for the year 2017 and determine 2017 Annual Audit fees in amount of 1,720,000.00 baht as the Auditors proposed.

6. To determine the date of the Annual General Meeting of Shareholders No. 68, this shall be held on Monday, 24 April 2017 at 14.00 hrs. at The Grand Ballroom is on 3rd floor, the Okura Prestige Bangkok at 57 Wireless Road, Lumpini, Pathumwan Bangkok 10330 which agendas are as follows.-

Agenda 1: To approve the minutes of the Annual General Meeting of Shareholders No.67 held on 26 April 2016

Agenda 2: To acknowledge the 2016 Annual Report of the Board of Directors

Agenda 3: To consider and approve the Statement of the Financial Position at of 31 December 2016, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2016

Agenda 4: To consider and approve of the 2016 Annual Profit Allocation and acknowledge of Interim Dividend Payment

Agenda 5: To consider of nomination director replaced director who retired by rotation

Agenda 6: To consider the remuneration of directors

Agenda 7: To consider of nomination of auditors and determine audit fees

Agenda 8: To consider other matters (If any)

7. To determine the Shareholder lists who have right to attend into the Annual General Meeting of Shareholders No. 68 and have right to get Dividend on Wednesday, 15 March 2017 (Record Date) and also gathering lists as Section 225 of Securities and Exchange Act by Closing Date on Thursday, 16 March 2017.

8. To notify the results of proposing Agendas at the Meeting and/or proposing the lists in order to consider of nomination directors as the company provide the shareholders to propose the agendas and/or propose the lists for considering of nomination of directors of the company before the Annual General Meeting of Shareholders No. 68 in 2017 in advance from 1 December 2016 to 31 January 2017 which appeared that not have any Shareholders propose Agendas of Agenda at the meeting and/or propose the list of person who will be considered and nominated to be director or propose the questions in advance for the Annual General Meeting of Shareholders No. 68.

Please be informed accordingly

Sincerely yours,

-Chusak Salee-

(Mr.Chusak Salee)

Director