

LorBor./16/015

April 26th, 2016

Subject: Resolutions of the Annual General Meeting of Shareholders No. 67

To: President
Stock Exchange of Thailand

Regarding to the Annual General Meeting of Shareholders No. 67 of Sri Ayudhya Capital Public Company Limited held on April 26th, 2016 at 14.00 hrs. at Grand Ballroom at the Okura Prestige Bangkok Hotel on 3rd floor, 57 Wireless Rd., Lumpini, Pathumwan, Bangkok 10330 has passed the following resolutions:-

1. To Approve and adopt the Minutes of the Annual General Meeting of Shareholders No.66 held on April 21st, 2015 with the following votes:-

| <u>Resolution</u> | <u>Number of votes</u> (1 share=1vote) | <u>Percentage of the total votes of the Shareholders</u> <u>attending the meeting and</u> <u>casting their votes</u> |
|-------------------|---|--|
| Approve | 145,079,759 | 100.0000 |
| Disapprove | 0 | 0.0000 |
| Abstain | 0 | 0.0000 |
| Void Ballot | 0 | - |
| Total | 145,079,759 | 100.0000 |

2. To acknowledge the 2015 Annual Report of the Board of Directors (This agenda is to be informed so it is no need to be voted)

3. To Approve the Statement of the Financial Position at December 31st, 2015, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2015 with the vote of:-

| <u>Resolution</u> | <u>Number of votes</u> (1 share=1vote) | <u>Percentage of the total votes of the Shareholders</u> <u>attending the meeting and</u> <u>casting their votes</u> |
|-------------------|---|--|
| Approve | 145,157,359 | 100.0000 |
| Disapprove | 0 | 0.0000 |
| Abstain | 0 | 0.0000 |
| Void Ballot | 0 | - |
| Total | 145,157,359 | 100.0000 |

4. To approve the profit allocation for the year 2015 and acknowledge Interim Dividend payment Details of the Dividend payment in 2015 as follows.-

To approve the dividend payment of the second half accounting period of the year 2015 with rate per share of Baht 1.00(One baht only) to the Shareholders on Monday, May 9th, 2016; If combine with Interim Dividend for the first half period of the year 2015 which the company has already paid in September 7th, 2015 with the rate per share of Baht 1.00 (One baht only). The total dividend payment for the fiscal year 2015 with rate per share at Baht 2.00(Two baht only) with the vote of:-

| Resolution | Number of votes (1 share=1 vote) | Percentage of the total votes of the Shareholders attending the meeting and casting their votes |
|-------------|-------------------------------------|---|
| Approve | 146,538,914 | 100.0000 |
| Disapprove | 0 | 0.0000 |
| Abstain | 0 | 0.0000 |
| Void Ballot | 0 | - |
| Total | 146,538,914 | 100.0000 |

5. To Approve the election of the Directors to succeed those completing of their term who will be re-elected to this positions another term, there were four directors; Mr. Veraphan Teepsuwan (Non-Executive Director), Mr. Bryan James Smith (Non-Executive Director), Ms. Nopporn Tirawatthanakul (Non-Executive Director), and Mr. Chusak Salee (Executive Director), with the vote of:-

| Name of Directors Type of Director | Resolutions | Number of votes | Percentages of the number of shareholders present and entitled to vote |
|--|-------------|-----------------|---|
| 1. Mr. Veraphan Teepsuwan (Non-Executive Director) | Approve | 146,538,914 | 100.0000 |
| | Disapprove | 0 | 0.00000 |
| | Abstain | 0 | 0.00000 |
| | Void Ballot | 0 | - |
| | Total | 146,538,914 | 100.0000 |
| 2. Mr. Bryan James Smith (Non-Executive Director) | Approve | 146,532,314 | 99.9954 |
| | Disapprove | 6,600 | 0.0045 |
| | Abstain | 0 | 0.0000 |
| | Void Ballot | 0 | - |
| | Total | 146,538,914 | 100.0000 |
| 3. Ms. Nopporn Tirawatthanakul (Non-Executive Director) | Approve | 146,531,314 | 99.9948 |
| | Disapprove | 7,600 | 0.0051 |
| | Abstain | 0 | 0.0000 |
| | Void Ballot | 0 | - |
| | Total | 146,538,914 | 100.0000 |
| 4. Mr. Chusak Salee (Executive Director) | Approve | 146,532,914 | 100.0000 |
| | Disapprove | 0 | 0.0000 |
| | Abstain | 0 | 0.0000 |
| | Void Ballot | 0 | - |
| | Total | 146,532,914 | 100.0000 |

6. Approved the Directors' Remuneration which composed of the Director's Remuneration and Director's Bonus as proposed which details are as follows.-

(1) Transportation fee for Directors

- 1) Chairman of the Board at baht 40,000.00 per month
- 2) Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee and Chairman of Corporate Governance 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 Committees at Baht 35,000.00 per month for each.
- 6) Other Directors at Baht 30,000.00 per person each month

Effective from January 1st, 2016 onwards.

(2) Director's Bonus

Director's Bonus requires to all Directors by aggregation per year 6, 614,950.00 baht (Six million, six hundred and fourteen thousand, nine hundred and fifty baht only) by deducting the company's expense and shall be allocated to each person as it proper.

Regularly, the rate of Remuneration as set out in the first and second round until the Board has requested and received approval from the Shareholders to change into something else

The Annual Shareholders' Meeting has passed a resolution with a following votes.-

| Resolution | Number of votes (1 share=1 vote) | Percentage of the total votes of the Shareholders attending the meeting and casting their votes |
|-------------|-------------------------------------|---|
| Approve | 146,532,314 | 99.9954 |
| Disapprove | 6,600 | 0.0045 |
| Abstain | 0 | 0.0000 |
| Void Ballot | 0 | - |
| Total | 146,538,914 | 100.0000 |

7. Approve the appointment of the Auditors and determined the amount of the Audit fee by Dr. Suphamit Techamontrikul CPA No. 3356 and/or Mr. Permsak Wongpatcharapakorn CPA No. 3427 and/or Mr.Chawla Tienpasertkij CPA No.4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to become the company Auditors for the year 2016, with the Audit fee of Baht 1,720,000.00 (One million and seven hundred and twenty thousand baht only) excluding any other expenses incurred according to the actual payment such as transportation fee, allowances, overtime, insurance fee, which would be calculated according to the actual payment (if any) with the vote of:-

| Resolution | Number of votes (1 share=1 vote) | Percentage of the total votes of the Shareholders attending the meeting and casting their votes |
|-------------|-------------------------------------|---|
| Approve | 146,538,914 | 100.0000 |
| Disapprove | 0 | 0.0000 |
| Abstain | 0 | 0.0000 |
| Void Ballot | 0 | - |
| Total | 146,538,914 | 100.0000 |

Please be informed accordingly,

Your Faithfully,

- *Chusak Salee*-

(Mr. Chusak Salee)
Managing Director