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April 24<sup>th</sup>, 2017

Subject: Resolutions of the Annual General Meeting of Shareholders No. 68

To: President  
Stock Exchange of Thailand

Regarding to the Annual General Meeting of Shareholders No. 68 of Sri Ayudhya Capital Public Company Limited held on April 24<sup>th</sup>, 2017 at 14.00 hrs. at Grand Ballroom at the Okura Prestige Bangkok Hotel on 3<sup>rd</sup> 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.67 held on April 26<sup>th</sup>, 2016 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	133,124,909	100.0000
Disapprove	0	0.0000
Abstain	0	0
Void Ballot	0	-
Total	133,124,909	100.0000

2. To acknowledge the 2016 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 as of December 31<sup>st</sup>, 2016, Statement of Comprehensive Income, Statement of Changes in Owner's Equity and Statement of Cash Flow for the year 2016 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	133,125,418	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Ballot	0	-
Total	133,125,418	-

4. To approve the profit allocation for the year 2016 and acknowledge Interim Dividend payment Details of the Dividend payment in 2016 as follows.-

To approve the dividend payment of the second half accounting period of the year 2016 with rate per share of Baht 1.00(One baht only) to the Shareholders on Monday, May 8<sup>th</sup>, 2017; If combine with Interim Dividend for the first half period of the year 2016 which the company paid on September 13<sup>th</sup>, 2016 with the rate per share of Baht 1.00 (One baht only). The total dividend payment for the fiscal year 2016 with rate per share at Baht 2.00(Two baht only) with the vote of:-

<u>Resolution</u>	<u>Number of votes</u> (1 share=1 vote)	<u>Percentage of the total votes of the Shareholders</u> <u>attending the meeting and</u> <u>casting their votes</u>
Approve	133,181,325	100.0000
Disapprove	0	0
Abstain	0	0
Void Ballot	0	-
Total	133,181,325	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 three directors; Mr. Virojn Srethapramotaya (Non-Executive Director), Mr. Laksna Thongthai (Non-Executive Director), and Mr. Suwat Suksongkroh (Independent Director), with the vote of:-

<u>Name of Directors</u> <u>Type of Director</u>	<u>Resolutions</u>	<u>Number of votes</u>	<u>Percentages of the number</u> <u>of shareholders present and</u> <u>entitled to vote</u>
1. Mr. Virojn Srethapramotaya (Non-Executive Director)	Approve	133,180,746	99.9950
	Disapprove	6,600	0.0049
	Abstain	0	0.0000
	Void Ballot	0	-
	Total	133,187,346	100.0000
2. Mr. Laksna Thongthai (Non-Executive Director)	Approve	133,180,746	99.9950
	Disapprove	6,600	0.0049
	Abstain	0	0.0000
	Void Ballot	0	-
	Total	133,187,346	100.0000
3. Mr. Suwat Suksongkroh (Independent Director)	Approve	131,923,346	99.0751
	Disapprove	1,231,500	0.9248
	Abstain	0	0.0000
	Void Ballot	0	-
	Total	133,154,846	100.0000

6. To approve the remuneration of directors which composed of the directors' remuneration and directors' bonus as proposed which details are as follows.-

(1) Directors' remuneration

- 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 1<sup>st</sup>, 2017 onwards.

(2) Directors' bonus

In 2016, it was proposed for approval of increasing the amount of 114,930.00 baht (One hundred and fourteen thousand, nine hundred and thirty baht) including payment to all directors of baht 6,729,830.00 (Six million, seven hundred and twenty-nine thousand, eight hundred and thirty baht) 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 (Six million and eight hundred thousand baht) 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.

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

<u>Resolution</u>	<u>Number of votes</u> (1 share=1 vote)	<u>Percentage of the total votes of the</u> <u>Shareholders attending the meeting and</u> <u>casting their votes</u>
Approve	133,132,257	99.9837
Disapprove	6,600	0.0049
Abstain	15,000	0.0112
Void Ballot	0	-
Total	133,153,857	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 in the Fiscal Year 2017, 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)

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<u>Resolution</u>	<u>Number of votes</u> (1 share=1 vote)	<u>Percentage of the total votes of the</u> <u>Shareholders attending the meeting and</u> <u>casting their votes</u>
Approve	133,192,359	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Ballot	0	-
Total	133,192,359	100.0000

Please be informed accordingly,

Your Faithfully,

**-Rowan D' Arcy-**

(Mr. Rowan D' Arcy)  
President and CEO