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23 April 2018

Subject Resolutions of Annual General Meeting of Shareholders No. 69

To President
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders No. 69 of Sri Ayudhya Capital Public Company Limited (the "**Shareholders Meeting**"), held on 20 April 2018, at 2:00 p.m., at the Grand Ballroom, 3rd Floor, The Okura Prestige Bangkok, 57 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, has considered and resolved the matters as follows.

1. Approval of the Minutes of Extraordinary General Meeting of Shareholders No. 1/2018 held on 19 January 2018, as proposed.

The Shareholders Meeting resolved to approve the matter, by a majority vote of shareholders who attended the meeting and casted their votes, as follows:

Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders who attended the meeting and casted their votes
Approval	204,577,798	99.9955
Disapproval	9,200	0.0045
Invalid ballot	0	0.0000
Total	204,586,998	100.0000
Abstention*	0	-

*Not included in the denominator for vote counting

2. Acknowledgement of the 2017 annual report of the Board of Directors. (This agenda item is for acknowledgement. Therefore, voting is not required.)
3. Approval of the statement of financial position as at 31 December 2017, statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flow for the year 2017, as proposed.

The Shareholders Meeting resolved to approve the matter, by a majority vote of shareholders who attended the meeting and casted their votes, as follows:

Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders who attended the meeting and casted their votes
Approval	206,276,706	99.9955
Disapproval	9,200	0.0045
Invalid ballot	0	0.0000
Total	206,285,906	100.0000
Abstention*	0	-

*Not included in the denominator for vote counting

4. Approval for the appropriation of profit for the year 2017, acknowledgement of the interim dividend payment and the non-payment of dividends from the operating results of the second half of 2017 (July - December) in order to make a reserve for future business expansion, as proposed.

(Translation)

The Shareholders Meeting resolved to approve the matter, by a majority vote of shareholders who attended the meeting and casted their votes, as follows:

Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders who attended the meeting and casted their votes
Approval	152,368,489	73.8556
Disapproval	53,937,439	26.1444
Invalid ballot	0	0.0000
Total	206,305,928	100.0000
Abstention*	0	-

*Not included in the denominator for vote counting

5. Approval for the issuance and allotment of no more than 125,000,000 units of warrants to purchase ordinary shares in Sri Ayudhya Capital Public Company Limited No.1 (AYUD-W1) to existing shareholders of the Company (Rights Offering), and the delegation of authority to the Board of Directors, the authorized directors, the president, and/or any persons designated by these persons to take actions necessary for, or pertaining to the aforementioned matter, as proposed.

The Shareholders Meeting resolved to approve the matter, by a majority vote of shareholders who attended the meeting and casted their votes, as follows:

Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders who attended the meeting and casted their votes
Approval	176,024,050	85.2673
Disapproval	30,413,850	14.7327
Void ballot	0	0.0000
Total	206,437,900	100.0000
Abstention*	4,900	-

*Not included in the denominator for vote counting

6. Approval for the decrease of the Company's registered capital from Baht 500,000,000 to Baht 250,000,000, by cancelling the registered shares that have not yet been sold, and the amendment to clause 4 of the Company's Memorandum of Association to be consistent with the decrease of the registered capital, as follows:

"Clause 4. Registered capital: Baht 250,000,000 (two hundred fifty million baht)
divided into 250,000,000 shares (two hundred fifty million shares)
par value Baht 1 (one baht)
consisting of
ordinary shares 250,000,000 shares (two hundred fifty million shares)
preference shares - share (-)"

The Shareholders Meeting resolved to approve the matter, with a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote, as follows:

(Translation)

Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders attending the meeting and having the right to vote
Approval	177,506,255	85.9832
Disapproval	28,936,750	14.0168
Abstention	0	0.0000
Invalid ballot	0	0.0000
Total	206,443,005	100.0000

7. Approval for the increase of the Company's registered capital from Baht 250,000,000 to Baht 375,000,000, by issuing 125,000,000 new ordinary shares with a par value of Baht 1 each, and the amendment to clause 4 of the Company's Memorandum of Association to be consistent with the increase of the registered capital, as follows:

"Clause 4. Registered capital: Baht 375,000,000 (three hundred seventy-five million baht)
divided into 375,000,000 shares (three hundred seventy-five million shares)
par value Baht 1 (one baht)
consisting of
ordinary shares 375,000,000 shares (three hundred seventy-five million shares)
preference shares - share (-)"

The Shareholders Meeting resolved to approve the matter, with a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote, as follows:

Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders attending the meeting and having the right to vote
Approval	174,536,255	84.5445
Disapproval	31,906,450	15.4553
Abstention	300	0.0001
Invalid ballot	0	0.0000
Total	206,443,005	100.0000

8. Approval for the allotment of no more than 125,000,000 newly issued ordinary shares with a par value of Baht 1 (one baht) each, to support the exercise of warrants to purchase ordinary shares of Sri Ayudhya Capital Public Company Limited, No.1 (AYUD-W1), as proposed.

The Shareholders Meeting resolved to approve the matter, by a majority vote of shareholders who attended the meeting and casted their votes, as follows:

Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders who attended the meeting and casted their votes
Approval	174,565,755	84.5588
Disapproval	31,877,250	15.4412
Invalid ballot	0	0.0000
Total	206,443,005	100.0000
Abstention*	0	-

*Not included in the denominator for vote counting

(Translation)

9. Approval of the election of directors to replace those retiring by rotation, by electing Mr. Vichit Kornvityakoon (independent director), a director who is due to retire by rotation, to be a director for another term, and electing Mr. Sorasit Soonthornkes, to be independent director and member of Audit Committee in place of Mr. Surachai Prukbamroong; Mr. Suwat Laicharoensup, to be independent director and member of Audit Committee in place of Mr. Metha Suvanarn; and Miss Orathai Rongthongaram, to be director in place of Mr. Arnon Opaspimoltum, who are due to retire by rotation, as proposed.

The Shareholders Meeting resolved to approve the matter, by a majority vote of shareholders who attended the meeting and casted their votes, as follows:

Name of Director (Type of Director)	Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders who attended the meeting and casted their votes
1.Mr. Vichit Kornvityakoon (independent director)	Approval	198,069,305	96.0911
	Disapproval	8,057,200	3.9089
	Invalid ballot	0	0.0000
	Total	206,126,505	100.0000
	Abstention*	316,500	-
2. Mr. Sorasit Soonthornkes (independent director and member of Audit Committee)	Approval	206,117,305	99.9955
	Disapproval	9,200	0.0045
	Invalid ballot	0	0.0000
	Total	206,126,505	100.0000
	Abstention*	316,500	-
3. Mr. Suwat Laicharoensup (independent director and member of Audit Committee)	Approval	206,097,505	99.9859
	Disapproval	29,000	0.0141
	Invalid ballot	0	0.0000
	Total	206,126,505	100.0000
	Abstention*	316,500	-
4. Miss Orathai Rongthongaram (executive director)	Approval	206,045,905	99.9827
	Disapproval	35,600	0.0173
	Invalid ballot	0	0.0000
	Total	206,081,505	100.0000
	Abstention*	361,500	-

*Not included in the denominator for vote counting

10. Approval for the determination of the directors' remuneration comprising the directors' remuneration and bonus, as proposed. The details of the directors' remuneration is specified below.-

1. Directors' remuneration

- (1) Chairman of the Board at Baht 40,000 per month
- (2) Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee and Chairman of Compliance Committee at Baht 38,000 per person and per month
- (3) Chief Executive Officer at Baht 35,000 per month
- (4) Member of Audit Committee at Baht 35,000 per person and per month
- (5) Director and member of Nomination and Remuneration Committee at Baht 35,000 per person and per month
- (6) Other directors at Baht 30,000 per person and per month

(Translation)

It shall be effective since 1 January 2018 onwards.

2. Directors' bonus

For 2018 onwards, the total directors' bonus is stipulated at Baht 6,800,000.00 (six million, eight hundred thousand baht) per annum, which shall be considered as the Company's expenditures. The Board of Directors will consider and allocate this amount to each director as appropriate.

The determination of directors' remuneration and bonus, as stipulated under (1) and (2), shall continue to be used until the Board of Directors proposes the matter to the shareholders meeting and is granted approval from shareholders meeting to change to otherwise.

The Shareholders Meeting resolved to approve the matter, by a vote of not less than two-thirds of total number of votes of shareholders who attended the Meeting, as follows:

Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders who attended the meeting
Approval	206,194,505	99.8796
Disapproval	20,000	0.0097
Abstention	190,000	0.0920
Not entitled to vote	38,500	0.0186
Invalid ballot	0	0.0000
Total	206,443,005	100.0000

11. Approval for the appointment of auditors and the determination of an auditing fee as proposed, by approving to appoint Mrs. Nisakorn Songmanee CPA No.5035 and/or Mr. Permsak Wongpatcharapakorn CPA No.3427 and/or Mr.Chavala Tienpasertkij CPA No.4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the Company's auditors for the year 2018, from 1 January 2018 to 31 December 2018 and approving to determine the auditing fee of Baht 1,720,000.00 (one million, seven hundred and twenty thousand baht) for year 2018, which excludes other actual expenses incurred (if any), as proposed.

The Shareholders Meeting resolved to approve the matter, by a majority vote of shareholders who attended the meeting and casted their votes, as follows:

Vote	Number of votes (1 share = 1 vote)	% of the total number of votes of shareholders who attended the meeting and casted their votes
Approval	206,239,605	99.9955
Disapproval	9,200	0.0045
Invalid ballot	0	0.0000
Total	206,248,805	100.0000
Abstention*	194,200	-

*Not included in the denominator for vote counting

For your information.

Yours sincerely,

(Mr. Chusak Salee)
Director