

**PROPERTY PERFECT**

**Property Perfect Public Company Limited**

**2018**

Invitation to Attend the Annual General Meeting of Shareholders  
for the fiscal year 2018 on Thursday, 26 April 2018 at 10.00 Hrs.  
at Bu-nga Room, 3<sup>rd</sup> Floor, Golden Tulip Sovereign Hotel Bangkok  
No. 92 Soi Sangcham, Rama IX Road, Bangkok

No. PP. 089/2018

16 March 2018

- Subject : Invitation to attend the Annual General Meeting of Shareholders for the fiscal year 2018.
- Attention : Shareholders of Property Perfect Public Company Limited.
- Enclosures : 1. Copy of Minutes of Annual General Meeting of Shareholders for the fiscal year 2017.
2. Annual Report for the fiscal year 2017, the Statement of Financial Position and the Statements of Comprehensive Income and the Auditor's Report as at 31 December 2017 (in CD-ROM).
3. Name list and profiles of the persons nominated to be elected as directors to replace those retiring by rotation.
4. Amount of Attendance Fees paid to Board of Directors and various Committees in the fiscal year 2017.
5. Details of long-term Debentures to be issued and offered.
6. Definition of Independent Director.
7. Scope of Duties and Responsibilities of the Audit Committee.
8. Profiles of Independent Directors (acting as Proxy of the Shareholders).
9. Articles of Association related to the Annual General Shareholders Meeting.
10. Documents or evidence required to identify the right to attend the Annual General Meeting of Shareholders for the fiscal year 2018.
11. Proxy Form "B".
12. Location Map of the venue of the Shareholders Meeting.

The Board of Directors of Property Perfect Public Company Limited has resolved to call the Annual General Meeting of Shareholders for the fiscal year 2018 on Thursday, 26 April 2018, at 10.00 hrs., at Bu-nga Room, 3<sup>rd</sup> Floor, Golden Tulip Sovereign Hotel Bangkok, No. 92 Soi Saengcham, Rama IX Road, Kwaeng Huaykwang, Khet Huaykwang, Bangkok Metropolis, to consider the matters in accordance with the following agenda:

**Agenda 1. To acknowledge the matters to be informed.**

(Resolution: This Agenda is for acknowledgement. Therefore, no votes will be cast)

**Opinion of the Board:** The Shareholders meeting is hereby advised to acknowledge the matters to be informed by the Chairman on the date of the Shareholders meeting.

**Agenda 2. To consider and adopt the Minutes of Annual General Meeting of Shareholders of the Company for the fiscal year 2017.**

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

**Background Information:** The Annual General Meeting of Shareholders of the Company for the fiscal year 2017 was held on 27 April 2017, and the minutes of the meeting has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws, which the details of the Minutes are attached hereto (Enclosure 1).

**Opinion of the Board:** The Shareholders meeting is hereby advised to adopt the Minutes of Annual General Meeting of Shareholders of the Company for the fiscal year 2017, which was held on 27 April 2017.

**Agenda 3. To consider and adopt the performance results of the Board of Directors for the previous year and the Annual Report.**

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

**Background Information:** The report of the performance results of the Board of Directors for the previous year 2017 appeared on pages 180-208 in the Annual Report for the fiscal year 2017 (Enclosure 2).

**Opinion of the Board:** The Shareholders meeting is hereby advised to acknowledge and approve the performance results of the Board of Directors for the previous year and the Annual Report for the fiscal year 2017.

**Agenda 4. To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2017.**

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

**Background Information:** In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 and Article 43 of the Company's Articles of Association, which stipulate that the Board of Directors shall arrange for preparation of the Statement of Financial Position and the Statements of Comprehensive Income as of the end of the accounting period of the Company, and shall submit the same to the Shareholders Meeting at the Annual General Meeting for consideration and approval. Therefore, the Board of Directors proposed to the Annual General Meeting of Shareholders to consider and approve the Statement of Financial Position and the Statements of Comprehensive Income for the fiscal year ended 31 December 2017, which have been audited by the Auditor and have been reviewed by the Audit Committee as shown on pages 209-226 in the Annual Report for the year 2017 (Enclosure 2).

**Opinion of the Board:** The Shareholders meeting is hereby advised to consider and approve the Statement of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2017, which have been reviewed by the Audit Committee and audited and certified by the Auditor.

**Agenda 5. To consider and approve the appropriation of profits and payment of dividends for the Company's performance results of the fiscal year 2017.**

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

**Background Information:** The Company earned the net profits from the operation in 2017 for 672,970,796 Baht. Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, and Article 46 of the Company's Articles of Association, the Company is required to allocate not less than five percent of the annual net profits as legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than ten percent of the registered capital.

In addition, the Company has the policy to pay dividends at not lower than 50% of the net profits of the single financial statements after appropriation of legal reserve, provided that the payment of dividends shall also take into consideration various factors; such as the financial position, liquidity, expansion of businesses and other related factors in the administration of the Company. And pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 45 of the Company's Articles of Association, the dividend shall not be paid out of other funds than out of profits and while the Company has accumulated losses. The dividends shall be distributed according to the number of shares, with each share receiving an equal amount, and shall be approved by the shareholders meeting.

The Company earns net profits from operations in the fiscal year 2017 in an amount of 672,970,796 Baht and has no accumulated loss. After deducting part of the profits in an amount of 34,000,000 Baht as a legal reserve, the remaining amount of the profits that could be paid as a dividend is 638,970,796 Baht. And the Board of Directors of the Company has resolved to propose to the Shareholders meeting to consider for payment of dividends for the performance results of the fiscal year 2017 to the Shareholders for 8,667,826,432 shares, at the rate of 0.05 Baht per share, with the total amount of dividends to be paid to the Shareholders not exceeding 433,391,322 Baht being equivalent to 67.82 percent of the net profits after deducting the legal reserve and it is in accordance with the conditions in the policy of dividends payment as announced by the Company whereby the information of the dividends payments for the past years are as follows:

Fiscal year	2017	2016	2015	2014
Net Profit (Net Loss)	672,970,796	511,519,670	276,548,182	366,960,600
Par Value of share of the Company	1 Baht	1 Baht	1 Baht	1 Baht
Dividend payments per share	0.05 Baht	0.04 Baht	0.03 Baht	0.044 Baht

**Opinion of the Board:** The Shareholders meeting is hereby advised to acknowledge the appropriation of a part of profits as a legal reserve in the amount of 34,000,000 Baht and to approve for the Company to pay dividends for the performance results of the fiscal year 2017 to the Shareholders of the Company for 8,667,826,432 shares, at the rate of 0.05 Baht per share, totaling amount of dividends to be paid to the Shareholders not exceeding 433,391,322 Baht. Provided that it is the payment of dividends from the net profits in the amount of 672,970,796 Baht in accordance with the Company's single financial statements which is in accordance with the Company's dividend payment policy. Provided that the said dividends will be paid from the net profits of the Company which are required to pay the Corporate Income Tax at the rate of 20%, whereby the Shareholders who receive the dividends, are able to credit their revenue at the rate of 25% of the dividends. The names of Shareholders who are entitled to receive dividends will be fixed on 15 May 2018 (Record Date), which the Company will pay dividends on 25 May 2017.

**Agenda 6. To consider and approve the payment of remuneration for the year 2018 to the Board of Directors.**

(Resolution: By the votes not less than two-third of the total number of votes of shareholders attending the meeting and having right to vote)

**Background Information:** In compliance with Section 90 of the Public Limited Companies Act B.E. 2535 and Article 14 of the Company's Articles of Association, it provides that in

payment of the remuneration to the Board of Directors of the Company, it requires the approval at the Shareholders Meeting. At the Annual General Meeting of Shareholders of the Company for the fiscal year 2017 held on 27 April 2017, it was approved for the Company to pay remuneration in the form of attendance fees to the Board of Directors of the Company for the fiscal year 2017 in the amount not exceeding 10,000,000 Baht, whereby the Chairman of the Board was assigned to consider an allocation of the remuneration to each of the Directors as appropriate. In this connection, the Company paid the attendance fees to the Board of Directors and various Committees in the fiscal year 2017 as per the details in Enclosure 4, and the information on payment of the Attendance Fees to the Board of Directors for the past years, as follows:

<b>Attendance Fees for the year</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Amount approved by the shareholders' meeting	10,000,000	8,500,000	8,500,000	8,500,000
Attendance Fees paid to Directors	6,600,000	5,740,000	6,170,000	6,460,000
Number of Directors	14 persons	12 persons	12 persons	12 persons

The Board of Directors has considered the remuneration to the Board of Directors as recommended by the Nomination and Remuneration Committee in comparison with the rates of the directors' remuneration of the property development companies of the same level as well as the appropriateness for the scope of duties and responsibilities of the Board of Directors including the numbers of directors to be added, it is hereby proposed to determine the remuneration to the Board of Directors for the fiscal year 2018 in the amount not exceeding 10,000,000 Baht whereby it is the same amount as the attendance fees of the Board of Directors as received in 2017.

**Opinion of the Board:** The Shareholders meeting is hereby advised to approve to pay the remuneration to the Board of Directors of the Company for the fiscal year 2018 in the amount not exceeding 10,000,000 Baht, whereby the Chairman of the Board is assigned to consider an allocation of the remuneration to each of the Directors as appropriate.

**Agenda 7. To consider and approve the payment of remuneration to the Board of Directors.**

(Resolution: By the votes not less than two-third of the total number of votes of shareholders attending the meeting and having right to vote)

**Background Information:** Since the Company has the net profit from its operation in the fiscal year 2017 in the amount of 672,970,796 Baht and the Shareholders meeting has been proposed to consider payment of dividends from the performance results of the year 2017 to the Shareholders in the total amount of not exceeding 433,391,322 Baht, the Board of Directors with the proposal by the approval of the Nomination and Remuneration Committee hereby submitted to the Shareholders meeting to consider payment of the remuneration for the performance results of the year 2017 to the Board of Directors. And according to Section 90 of the Public Limited Companies Act and Article 14 of the Company's Articles of Association, it provides that the payment of remuneration to the Board of Directors of the Company requires an approval of the Shareholders meeting, with the information of the remuneration payment to the Board of Directors for the past years are as follows:

<b>Performance Results of the year</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Net Profit (Net Loss)	672,970,796	511,519,670	276,548,182	366,960,600
Amount of remuneration had been approved	15,000,000	12,000,000	12,000,000	12,000,000
Number of Directors	14 persons	12 persons	12 persons	12 persons

**Opinion of the Board:** The Shareholders meeting is hereby advised to approve for payment of remuneration for the performance results of the year 2017 to the Board of Directors of the Company in the amount not exceeding 15,000,000 Baht, whereby the Chairman of the Board is assigned to consider an allocation of the remuneration to each of the Directors as appropriate.

**Agenda 8. To consider and approve the election of new Directors in place of those retiring by rotation.**

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

**Background Information:** In compliance with Section 71 of the Public Limited Companies Act B.E. 2535 and Article 16 of the Company's Articles of Association, it provides that one-third of the Directors are required to retire from office every year, whereby the Directors who have been in the longest term in office are required to retire by rotation. But they are entitled to be re-elected to resume the positions of the Directors of the Company. The Company has fourteen Directors in total. Therefore, there are five Directors who are to retire from offices by rotation in this occasion, as follows:

- |    |                |             |  |
|----|----------------|-------------|--|
| 1. | Mr. Vidhya     | Nativivat   | Non-Executive Director   |
| 2. | Mr. Wongsakorn | Prasitvipat | Managing Director and Executive Director                           |
| 3. | Mr. Ekamol     | Kiriwat     | Director and Independent Director                                  |
| 4. | Mr. Banlue     | Chantadisai | Director, Independent Director and Chairman of the Audit Committee |
| 5. | Mr. Manit      | Suthaporn   | Director, Independent Director and Audit Committee Member          |

The Nomination and Remuneration Committee has considered the appropriateness in qualifications knowledge, ability and experiences in businesses related to the operations of the Company, with full qualifications required under the Public Companies Act and without any prohibited characteristics, for election as director of the Company, under the criteria of the Office of the Securities and Exchange Commission and other regulatory agencies, which the said five directors were the persons who have the appropriated qualification, knowledge, ability and experience related to the businesses of the Company which they were beneficial the business operation of the Company. The Committee has submitted to the Board of Directors of the Company for re-election of the said five directors to their offices as the directors for another term.

Whereby the name list and profiles of the persons nominated to be elected as Directors in place of those retiring by rotation appeared in Enclosure 3.

In addition, the definition of the Independent Director of the Company as made in equivalent to those prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand appears in Enclosure 6.

**Opinion of the Board:** The Board of Directors hereby advised the Shareholders meeting to approve for the matters of the Directors in accordance with the opinions of the Nomination and Remuneration Committee as follows:

1. Re-election of Mr. Vidhya Nativivat and Mr. Wongsakorn Prasitvipat, being the Directors due to retire by rotation on this occasion, to resume the office as the Directors of the Company for another term.
2. Re-election of Mr. Ekamol Kiriwat being the Director due to retire by rotation on this occasion, to resume the office as the Director and Independent Director of the Company for another term.
3. Re-election of Mr. Banlue Chantadisai and Mr. Manit Suthaporn, being the Directors due to retire by rotation on this occasion, to resume the offices as the Directors, Independent Directors and Audit Committees of the Company for another term.

**Agenda 9. To consider and appoint the auditors of the Company for the fiscal year 2018 and fix the remuneration.**

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

**Background Information:** In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 and the Article 40 of the Company's Articles of Association which provides that every Annual General Meeting of Shareholders shall appoint the auditors and fix the auditing fee. Therefore, it is necessary for the Company to appoint the auditors for the fiscal year 2018 and fix their auditing fee.

The Board of Directors has considered at the deliberation and recommendation of the Audit Committee to be appropriate for the Meeting of the Shareholders to consider as follows:

1. Appointment the auditors of Pricewaterhousecoopers ABAS Company Limited as the Company's auditor for the fiscal year 2018, considering that they are qualified under the regulations of the Office of Securities Exchange Commission, having independent in auditing, have not conflicts of interest with the Company and have standard performance which accepted by general, the details of which are as follows:

<b>Auditor Names</b>	<b>CPA Registration No.</b>	<b>Years of auditing for the Company</b>
1. Mr. Chanchai Chaiprasit	3760	--
2. Mr. Pisit Thangtanagul	4095	--
3. Miss Nopanuch Apichatsatien	5266	--

Whereby any one of the above-mentioned auditors is authorized to audit, perform and set his/her signature in its audit report. Pricewaterhousecoopers ABAS Company Limited and the auditors proposed to be the auditors of the Company and its subsidiary companies have no relationship or any interest with the Company or its subsidiary companies, Managements or related persons in such a way which may have an impact on performing their task independently.

2. Fixing of the remuneration of the Auditors in the amount not exceeding 2,800,000 Baht. The information of the payment of remuneration of the Auditors for the past years is as follows:

Items	Year 2018	Year 2017	Year 2016	Year 2015
Audit Fee	2,800,000	2,450,000	2,100,000	2,100,000
Increase(decrease) from the past year	350,000	350,000	--	--
Equivalent to	14.29%	16.67%	--	--

**Opinion of the Board:** The Shareholders meeting is hereby advised to appoint the auditors of Pricewaterhousecoopers ABAS Company Limited by Mr. Chanchai Chaiprasit, Certified Public Accountant No. 3760, and/or Mr. Pisit Thangtanagul, Certified Public Accountant No. 4095, and/or Miss Nopanuch Apichatsatien, Certified Public Accountant No. 5266, as the Auditors of the Company for the fiscal year 2018, and fixing the remuneration of the Auditors in the amount not exceeding 2,800,000 Baht.

**Agenda 10. To consider and approve for an issuance of long-term Debentures in an amount not exceeding Five Billion Baht.**

(Resolution: By the votes not less than three-fourths of the total number of votes of shareholders attending the meeting and having right to vote)

**Background Information:** In order for use as the working capital and accommodation of expansion of business of the group of the Companies, including acquiring land bank for development of projects and repayment of debts, the Board of Directors therefore proposed to issue and offer long-term Debentures in an amount not exceeding Five Billion Baht, with the details appearing in the information on the debentures intended to issue and offer in Enclosure 5.

**Opinion of the Board:** The Shareholders meeting is hereby advised to consider and approve for the Company to issue and offer long-term Debentures in an amount not exceeding Five Billion Baht, with the preliminary terms and conditions in the details of the long-term Debentures to be issued and offered in Enclosure 5.

**Agenda 11. To consider other businesses (if any).**

You are hereby invited to attend the meeting on the date, time and place specified above. In this regard, all shareholders or proxies are able to register and submit the document or evidence for examination at the meeting venue from 9.00 hrs. on Thursday, 26 April 2018 onward. Any shareholder who cannot be present at the meeting, may appoint the other person or the independent directors of the Company to be the proxies, whose names and details as shown in Enclosure 8, so as to attend the meeting and vote on your behalf. The Company hereby prepares a Proxy Form B in Enclosure 11, which clearly specifies certain items and authority to be delegated to the proxy. Please fill out the box in front of the name of the person you wish to appoint as your proxy to attend the meeting and vote on your behalf, and sign your name in the proxy form. In addition, there is Proxy Form A, a general and simple proxy form, and Proxy Form C, applicable to foreign shareholders who make an appointment of a custodian in Thailand. You may download proxy form either Proxy Form A or Proxy Form B or Proxy Form C on the Company website at [www.pf.co.th/ir](http://www.pf.co.th/ir). And you are required to select any one out of the Forms as specified above only.



In order to speed up and facilitate the registration process at the Meeting of Shareholders, it is kindly requested that the shareholders and/or the proxies bring the document or evidence for the proving of the person being shareholder or its representative who are eligible to attend the Meeting as per the details of which appears in Enclosure 10 to present them to the registration staff on the date of the meeting.

The Company has fixed the names of Shareholders who are entitled to attend the Annual General Meeting of Shareholders for the fiscal year 2018, on 20 March 2018 (Record Date).

And according to Section 105 of the Public Limited Companies Act B.E. 2535, it provides that a shareholder of the Company may propose additional agenda(s) for consideration at a Shareholders Meeting. However, they shall hold shares in aggregate amounting to not less than one-third of the total issued shares of the Company.

Should the Shareholders have any questions or inquiries concerning the matter in any agenda which the Shareholders wish to request the Board of Directors to explain at the meeting, please submit your questions in advance to the Company at the email address: [sepf@pf.co.th](mailto:sepf@pf.co.th) or facsimile: +662 245 6064

By resolution of the Board of Directors



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Mr. Chainid Adhyanasakul  
Chief Executive Officer

Remark: The Company has disseminated the Notice of the Meeting of Shareholders, together with all related documents which are the same version as sent to the shareholders, on the Company's website: [www.pf.co.th/ir](http://www.pf.co.th/ir)

**PROPERTY PERFECT**

**ENCLOSURE 1**

Copy of Minutes of Annual General Meeting  
of Shareholders for the fiscal year 2017

(Translation)

**PROPERTY PERFECT PUBLIC COMPANY LIMITED**

Minutes of the Annual General Meeting of Shareholders for the fiscal year 2017

**Time and Place.**

Held on Thursday, 27 April 2017, at 10.05 hrs., at Bu-nga Room, 3<sup>rd</sup> Floor, Golden Tulip Sovereign Hotel Bangkok, No. 92 Soi Saengcham, Rama IX Road, Kwaeng Huaykwang, Khet Huaykwang, Bangkok Metropolis.

**Preliminary Proceedings.**

Mr. Pramote Rermyindee, Company Secretary, informed the meeting that 260 Shareholders were present in person and by proxy, representing 5,678,525,515 shares out of the total 8,667,826,432 shares, being equivalent to 65.51 percent of the total number of the issued shares, constituting the quorum as required by the Articles of Association of the Company. Since Dr. Tawatchai Nakhata, the Chairman of the Board of Directors, had illness and could not attend this meeting, and the Company had not appointed the Vice Chairman, the meeting was therefore required to elect a shareholder to act as the Chairman of the meeting. Mr. Pramote then proposed to the meeting to consider an election of Mr. Chainid Adhyanasakul to act as the Chairman of the meeting.

Mr. Chainid Adhyanasakul was then elected as the Chairman of the meeting, and Mr. Chainid thanked the shareholders. He then called the Annual General Meeting of Shareholders for the fiscal year 2017 to order.

And during the meeting, additional Shareholders joined the meeting, making up a total of 298 Shareholders being present in person and by proxy, representing 6,278,756,400 shares out of the total 8,667,826,432 shares, being equivalent to 72.44 percent of the total number of the issued shares.

Prior to proceeding with the meeting, Mr. Pramote introduced the Directors and the Executives of the Company who attended this meeting, as follows:

- |    |               |                 |  |
|----|---------------|-----------------|--|
| 1. | Mr. Chainid   | Adhyanasakul    | Chief Executive Officer, Deputy Chairman of the Executive Committee and Chairman of this meeting.                                  |
| 2. | Mr. Vidhya    | Nativivat       | Chairman of the Nomination and Remuneration Committee  |
| 3. | Miss Sirirat  | Wongwattana     | Executive Committee Member, Nomination and Remuneration Committee Member, Chief Financial Officer and Acting Chief Support Officer |
| 4. | Mr. Wongsakom | Prasitvipat     | Executive Committee Member   |
| 5. | Mr. Wicharn   | Siriwetwarawut  | Executive Committee Member   |
| 6. | Mr. Pornswat  | Katechulasriroj | Executive Committee Member   |

7.	Mr. Ekamol	Kiriwat	Independent Director
8.	Mr. Banlue	Chantadisai	Independent Director and Chairman of the Audit Committee
9.	Mrs. Nuanual	Swasdikula-Na-Ayudhya	Independent Director and Audit Committee Member
10.	Mr. Manit	Suthaporn	Independent Director and Audit Committee Member
11.	Prof.Dr.Suchatvee	Suwansawat	Independent Director and Chairman of the Risk Management Committee
12.	Mr. Surasak	Vacharapongpreecha	Deputy Chief Financial Officer
13.	Mr. Pramote	Rermyindee	Company Secretary

Therefore, the percentage of the Directors attending the meeting was equivalent to 91.67 percent of the total number of the Directors of the Company.

In addition, there were Mr. Khitsada Lerdwana and Mr. Pornanan Kitnawanchai, Auditors from EY Office Limited, attending the meeting for explanation of the facts and answering the inquiries of the Shareholders.

The Chairman informed the meeting about the procedures and the conduct of the meeting, whereby the Chairman of the meeting would carry out the duty of directing the meeting to be in line with the Articles of Association and the Agenda as set out in the notice of the meeting, and would assign Mr. Pramote Rermyindee, the Company Secretary, to conduct the meeting in accordance with the Agenda.

Prior to consideration of the meeting in accordance with the Agenda as stated in the notice, Mr. Pramote notified the meeting that the Company had notified the Shareholders of this Annual General Meeting of Shareholders by three means, as follows:

1. Sending by registered mail the notices of this meeting to every Shareholder;
2. Publication and advertisement of the notice of the Annual General Meeting of Shareholders in daily newspapers; and
3. Sending the information of the Annual General Meeting of Shareholders to the electronic mail system of the Stock Exchange of Thailand and the website of the Company.

Afterwards, Mr. Pramote informed the meeting about details of the procedures of the casting and counting of votes in each agenda of the meeting as follows:

- Each Shareholder has the right to vote according to the number of shares held by him/her, whereby one share is equal to one vote. Shareholder is entitled to cast his/her votes in each agenda to either approve, disapprove or abstain from voting, otherwise the ballots being invalid from voting except that the proxies for foreign investors who have appointed custodians in Thailand to safe keep and take care of their securities, such proxies are required to vote according to the Shareholders indication in the Proxy Form.

- In the vote-counting process of all agendas, the Company will key in the results of voting by Bar Code whereby a resolution will require a majority vote at the meeting, except as stated otherwise by law and the vote-counting would be shown on the monitor to the Shareholders for acknowledgement and in order to facilitate and expedite the vote-counting process in every agenda, with the exception of Agenda 7 regarding the election of Directors, the following shall apply for votes in each agenda:
  - Shareholders, who wish to disapprove or abstain from voting on any agenda, should indicate their votes as such on the ballot as distributed to all Shareholders before entering the meeting room and submit them to the Company officers for vote counting.
  - Shareholders who do not cast votes on the ballot will be assumed to have approved the agenda as proposed by the Board of Directors, and the votes will be counted according to the number of shares they hold without the need to cast votes on the ballot.
- Only in Agenda 7 regarding the election of new directors in place of those retiring by rotation, all Shareholders or proxies must be voting in the ballots and submit them to the Company officers for vote counting. However, any Shareholders who do not so submit the ballot will be assumed to have approved the agenda as proposed by the Board of Directors of the Company.
- To count votes of each agenda, the Company will deduct the total votes casted in disapproval or abstentions as well as the invalid ballots, from the total votes of Shareholders attending at the meeting and being entitled to vote. The result shall be taken as the votes in approval. As for the Shareholders who have entrusted their proxies to the Independent Directors or other persons to attend the meeting and cast their votes in accordance with their wishes the result thereof shall be the votes including the votes in accordance with the wishes of the principals.
- After that, the Chairman would summarize the result of the votes counting in each agenda that each agenda being unanimously approved or approved by majority votes by how many votes, as well as the numbers of disapproved votes, abstained votes and Invalid ballots.

In addition, to ensure the transparency of the holding of the Shareholders Meeting, Mr. Pramote had invited two volunteer Shareholders to inspect the voting and the vote-counting procedure together with the legal counselor and staffs of the Company.

Afterwards, Mr. Pramote conducted the meeting in accordance with the Agendas in the notice as follows:

**Agenda 1. Matters to be informed by the Chairman.**

Mr. Pramote informed the meeting that, in this meeting, the Chairman had no matters to inform the meeting for acknowledgement.

**Agenda 2. Consideration for adoption of the Minutes of Extraordinary General Meeting of Shareholders of the Company No. 1/2016.**

Mr. Pramote requested the meeting to consider and adopt the Extraordinary General Meeting of Shareholders of the Company No. 1/2016, held on 23 December 2016 and the Company had distributed the copy of the said Minutes to the Shareholders for consideration along with the notice of the meeting.

The Chairman had inquired for any opinion from the meeting, and there were no Shareholder raising any objection nor requesting any amendment, the Chairman then proposed to the meeting to pass a resolution.

**Resolution:** *The meeting resolved for the adoption of the Minutes of Extraordinary General Meeting of Shareholders of the Company No. 1/2016, held on 23 December 2016, by a majority vote of the votes of the Shareholders who attended the meeting and voted as follows:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>261</i>	<i>5,675,045,649</i>	<i>99.92</i>
<i>Disapproved</i>	<i>3</i>	<i>4,813,800</i>	<i>0.08</i>
<i>Abstained</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>264</i>	<i>5,679,859,449</i>	<i>100.00</i>

**Agenda 3. Consideration for Adoption of the Performance Results of the Board of Directors for the Previous Year and the Annual Report.**

Mr. Pramote informed the meeting that Mr. Chainid Adhyanasakul, the Chairman of the meeting, would report on details of the performance results of the Board of Directors for the previous year 2016 to the meeting for acknowledgement and consideration.

The Chairman explained to the meeting for acknowledgement that in the previous year of 2016, the Company has made every effort to meet its stipulated target while the overall economic conditions are not conducive to business. Household debt remains high. Commercial banks are still strict in lending to customers with a 30-40 percent decline in lending rates, and despite the government's efforts to stimulate real estate businesses in the end of the year 2015 to the first quarter of 2016, it only speeded up buying decisions. At the end of the second quarter, the demand was obviously slowed down. In the third quarter, the demand came back but there was an unexpected event which was the death of His Majesty King Bhumibol Adulyadej. Amid the atmosphere of sadness of the whole country, the marketing activities and the launch of new projects have to be postponed. The real estate market obviously slowed down once again. The consumers also delayed their

decision making. However, the launch of the new projects in Bangkok and its perimeters in 2016 is able to slightly increase at the rate of 2 percent from 2015, from the increase of the launch of horizontal products at the rate of 16 percent while condominiums are declined at the rate of 7 percent from the postponed in their launch in most projects.

The above situation also affected the launch of the new projects of the Company. In 2016, only 8 new projects have been launched by the Company, at the total amount of 7,980 Million Baht, which are seven horizon projects with the value of 6,580 Million Baht and one condominium project at the amount of 1,400 Million Baht, resulting in a 19 percent drop in sales to 10,757 Million Baht, divided into Detached Houses and Townhouses of 66 percent and condominium of 34 percent. However, the Company's real estate revenue rose 16 percent to 12,465 Million Baht, mainly from condominiums at the amount of 4,988 Million Baht, equivalent to 59 percent increase. This was partly due to the revenue recognition of three Metrolux locations, which are Phaholyothin 1, Kaset and Riverfront. while Detached Houses and Townhouses Projects had transferred at the amount of 6,614 Million Baht, decreased by 4 percent, and the Company also received revenue from the sale of land at the amount of 864 Million Baht, hotel business at the amount of 2,194 Million Baht, rental and service business at the amount of 361 Million Baht, and construction business at the amount of 89 Million Baht. As a result, the Company has total revenue of 15,553 Million Baht, which is 21 percent increase comparing to the year 2015.

In addition, the Company has established a clear investment structure in the property development and hotel business under Grande Asset Hotels and Property Public Company Limited. Meanwhile, the business development plan of the hotel in Japan continues to process to achieve the targeted returns as stipulated. The Board of Directors has been able to achieve the specified target in operating the Company for continued revenue growth and profitability from operation.

After that, Mr. Wongsakorn Prasitvipat explained and presented the visuals for the meeting, in terms of the Company's performance in the previous year 2016, covering the major issues as follows:

1. In 2016, the Company's presale totaled 10,757 Million Baht, from Detached Houses and Townhouses of 6,614 Million Baht and Condominiums (including Hyde Sukhumit Project of Grande Asset) of 3,643 Million Baht, increased by 10 percent from 2015.
2. The Company has recognized the revenue totaling 12,466 Million Baht, including Detached House and Townhouse of 6,614 Million Baht, Condominium of 4,988 Million Baht and revenue from the vacant lands sales of 864 Million Baht, increased by 21 percent from 2015. Due to the backlog of several projects such as three locations of Metrolux Projects, there are only eight new projects launched in the first - third quarter of 2016, from the previous plan that the Company intended to launch up to 18 projects, divided into seven Detached Houses and Townhouses projects at the total value of 6,580 Million Baht and one condominium project at the total value of 1,400 Million Baht. While in the fourth quarter, there was a grievance and an unsuitability circumstances in conducting marketing activities, therefore, the transferring in many projects have to be carried forward to the beginning of the year 2017.

3. The Company expected that in the year 2017, the Company will have the total presale at the amount of 16,600 Million Baht, from Detached Houses and Townhouses of 9,700 Million Baht and Condominiums of 6,900 Million Baht, divided into the Company's project of 5,800 Million Baht and Grande Asset's Project of 1,100 Million Baht.

The revenue recognition will be at the approximate amount of 19,000 Million Baht, divided into Detached Houses and Townhouses of 8,500 Million Baht and Condominiums of 8,500 Million Baht, which are the Company's project of 6,000 Million Baht and Grande Asset's Project of 2,500 Million Baht. The Company is expected to generate revenue growth of 52 percent.

4. The real estate business plan in the year 2017 is as follow:
- The launch of 16 new projects in various locations at the total value of 22,190 Million Baht, divided into 11 Detached Houses and Townhouses projects at the approximate total value of 14,252 Million Baht and 5 Condominium projects at the approximate total value of 7,938 Million Baht.
  - The launch of 2 new flagship locations which is at Chaengwattana Road and Krungthep Kreetha Road. This will generate sales to the Company in the future.
  - Focus more on the target customers with middle-high income since the customers with middle-low income have problem with the denial of loans from financial institutions.
  - The launch of new type of home and new concept of facilities in the projects.

After that, the Chairman proposed to the meeting to consider the performance of the Board of Directors for the previous year 2016.

A Shareholder inquired about the progress and joint venture of the Bangkok Midtown Project on Ratchadaphisek Road, which is the eight-storey shopping center with an approximate area of 150,000 square meters, managed by Centrepont Shopping Mall Company Limited.

The Chairman explained to the meeting that the land plot on Ratchadapisek Road is owned by the affiliate company, We Retail Public Company Limited, which is currently in the process of a joint venture negotiation with a large shopping center operator and the result of the negotiations is expected to be reached within the year 2017.

When there was no additional inquiry from the Shareholders, the Chairman proposed to the meeting to pass a resolution.

**Resolution:** *The meeting resolved for the adoption of the performance results of the Board of Directors for the previous year and the Annual Report for the fiscal year 2016, by a majority vote of the votes of the Shareholders who attended the meeting and voted as follows:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>280</i>	<i>6,276,839,925</i>	<i>100.00</i>
<i>Disapproved</i>	<i>-</i>	<i>-</i>	<i>-</i>



<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Abstained</i>	-	-	-
<i>Total</i>	<b>280</b>	<b>6,276,839,925</b>	<b>100.00</b>

**Agenda 4. Consideration for approval of the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2016.**

Mr. Pramote assigned Mr. Surasak Vacharapongpreecha, Deputy Chief Financial Officer, to explain the details in this agenda to the meeting.

Mr. Surasak Vacharapongpreecha summarized the key items of the Consolidated Financial Statements of the Company and its subsidiary companies for the year ended 31 December 2016 as audited and certified by the auditor and the auditor had rendered its unconditional opinion in the Auditor Report, covering the details in the following issues:

1. Important details of the Statement of Financial Position in comparison with the same items contained in 2015.

Unit : Million Baht

<b>Assets</b>	<b>2016</b>	<b>2015</b>	<b>Change</b>	<b>% Comparison with the total assets</b>
<b>Current assets</b>	<b>29,229</b>	<b>25,571</b>	<b>3,658</b>	<b>59.9%</b>
Cash and cash equivalents	2,449	3,041	(592)	5.0%
Project development costs	25,324	21,660	3,664	51.9%
Others	1,456	870	586	3.0%
<b>Non-current assets</b>	<b>19,561</b>	<b>17,706</b>	<b>1,855</b>	<b>40.1%</b>
Land held for development	6,621	5,896	725	13.6%
Investment properties	2,222	2,287	(65)	4.6%
Leasehold rights	2,025	2,151	(126)	4.2%
Property, plant and equipment-Net	6,417	5,436	981	13.2%
Deferred tax assets	354	406	(52)	0.7%
Others	1,922	1,530	392	3.9%
<b>Total assets</b>	<b>48,790</b>	<b>43,277</b>	<b>5,513</b>	<b>100.0%</b>

Unit : Million Baht

<b>Liabilities and shareholders' equity</b>	<b>2016</b>	<b>2015</b>	<b>Change</b>	<b>% Comparison with the total assets</b>
<b>Current liabilities</b>	<b>13,356</b>	<b>11,821</b>	<b>1,535</b>	<b>27.4%</b>
<b>Non-current liabilities</b>	<b>21,497</b>	<b>17,792</b>	<b>3,705</b>	<b>44.0%</b>
<b>Total liabilities</b>	<b>34,853</b>	<b>29,613</b>	<b>5,240</b>	<b>71.4%</b>

Equity attributable to owners of the Company	11,389	10,951	438	23.4%
Non-controlling interests of the subsidiaries	2,548	2,713	(165)	5.2 %
<b>Total shareholders' equity</b>	<b>13,937</b>	<b>13,664</b>	<b>273</b>	<b>28.6%</b>
<b>Book value per share (Baht)</b>	<b>1.429</b>	<b>1.428</b>		
<b>Total Debt to Equity Ratio</b>	<b>2.50</b>	<b>2.17</b>		

2. Important details of the Statement of Comprehensive Income in comparison with the same items contained in 2015.

Unit : Million Baht	2016	2015	Change	%Change
Revenues from sales and services	15,109	12,049	3,060	25.4%
Cost of sales and services	10,156	8,392	1,764	21.0%
Gross Profit Margin	4,953	3,657	1,296	35.4%
Gross Profit Margin Ratio (%)	32.78 %	30.35 %		

Unit : Million Baht	2016	2015	Change	%Change
Revenues from Real Estate Development	12,465	10,285	2,180	21.2%
Cost of sales	8,145	7,106	1,039	14.6%
Gross profit margin	4,320	3,179	1,141	35.9%
Gross profit margin ratio (%)	34.66%	30.91%		
Revenues from hotel operations	2,194	1,524	670	44.0%
Cost of hotel operations	1,574	1,068	506	47.4%
Gross profit margin	620	456	164	36.0%
Gross profit margin ratio (%)	28.26%	29.92%		
Rental, services and construction income	450	240	210	87.5%
Cost of rental, services and construction	437	218	219	100.5%
Gross profit margin	13	22	(9)	-40.9%
Gross profit margin ratio (%)	2.89%	9.17%		

Unit : Million Baht	2016	2015	Change	%Change
Selling and administrative expenses	3,890	3,597	293	8.1%
Other incomes	421	855	(434)	-50.8%
Financing cost	867	635	232	36.5%
Net Profit	332	267	65	24.3%

Unit : Million Baht	2016	2015	Change	%Change
<b>Net Profit</b>	<b>332</b>	<b>267</b>	<b>65</b>	<b>24.3%</b>
<b>Profit (loss) attributable</b>				
<b>Equity holders of the Company</b>	<b>399</b>	<b>361</b>	<b>38</b>	<b>10.5%</b>
<b>Non-controlling interests of the subsidiaries</b>	<b>(67)</b>	<b>(94)</b>	<b>27</b>	<b>28.7%</b>
<b>Net Profit ratio per total Revenue (%)</b>	<b>2.13%</b>	<b>2.07%</b>		
<b>Basic profit per share attributable to shareholders' equity of the Company (Baht)</b>	<b>0.05208</b>	<b>0.06199</b>		

3. Important details of the Statement of Cash Flows in comparison with the same items contained in 2015.

Unit : Million Baht			
Cash Flow Statement	2016	2015	Change
<b>From operating activities</b>	<b>(1,892)</b>	<b>(635)</b>	<b>(1,257)</b>
<b>From investing activities</b>	<b>(3,630)</b>	<b>(3,913)</b>	<b>283</b>
<b>Cash flow-Net</b>	<b>(5,522)</b>	<b>(4,548)</b>	<b>(974)</b>
<b>From financing activities</b>	<b>4,935</b>	<b>5,104</b>	<b>(169)</b>
<b>Decrease in translation adjustment</b>	<b>(5)</b>	<b>(6)</b>	<b>1</b>
<b>Net Increased (Decreased) Cash</b>	<b>(592)</b>	<b>550</b>	<b>(1,142)</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>3,041</b>	<b>2,491</b>	<b>550</b>
<b>Cash and cash equivalents at end of year</b>	<b>2,449</b>	<b>3,041</b>	<b>(592)</b>

4. Summary of the Important Financial Ratio in comparison with the same items contained in 2015.

Unit : Million Baht		
Cash Flow	2016	2015
<b>Total gross profit margin (%)</b>	<b>32.78%</b>	<b>30.35%</b>
<b>Net profit to total revenue (%)</b>	<b>2.13%</b>	<b>2.07%</b>
<b>Current ratio</b>	<b>2.19</b>	<b>2.16</b>
<b>Total debt to equity ratio</b>	<b>2.50</b>	<b>2.17</b>
<b>Return on equity (%)</b>	<b>3.58%</b>	<b>3.63%</b>
<b>Return on asset (%)</b>	<b>0.72%</b>	<b>0.72%</b>

Mr. Surasak then proposed to the meeting to consider and approve the aforesaid Statement of Financial Position and the Statement of Comprehensive Income.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

***Resolution:*** *The meeting resolved for the approval of the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2016, by a unanimous vote of the votes of the Shareholders who attended the meeting and voted as follows:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>291</i>	<i>6,277,944,657</i>	<i>100.00</i>
<i>Disapproved</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Abstained</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>291</i>	<i>6,277,944,657</i>	<i>100.00</i>

**Agenda 5. Consideration for approval of the Appropriation of Profits and the Payment of Dividends for the Company's Performance Results of the Fiscal Year 2016.**

The Chairman explained to the meeting that, the Company had earned the net profits from the operation (Single financial statements) in the previous year 2016 in the amount of 511,519,670 Baht. The Company was required to allocate part of annual net profits which is not less than 5 percent as legal reserve in accordance with the Public Limited Companies Act and the Articles of Association of the Company. The Board of Directors thus deemed fit to appropriate part of the net profits to the legal reserve in the amount of 26,000,000 Baht and since the Company had no accumulated loss, the Board of Directors considered and proposed to the Shareholders Meeting for consideration of the dividend payment for the Company's performance to the Shareholders of the Company in the amount of 8,667,826,432 shares, at the rate of 0.04 Baht per share, thus the total dividend payable to the Shareholders was not exceeding 346,713,058 Baht, being equivalent to 71.41 percent of the net profit after deducting legal reserve, and being equivalent to the rate of 4.34 percent of Dividend Yield, as calculated from the closing price of shares as of 26 April 2017, being at 0.92 Baht. In addition, the Chairman explained the information of the past records of dividend payment of the Company to Shareholders for acknowledgment, as follows:

<b>Fiscal year</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
Par Value of share of the Company	1 Baht	1 Baht	1 Baht	1 Baht
Dividend payments per share	0.04 Baht	0.03 Baht	0.044 Baht	---

The Company fixed the Record Date to determine the names of Shareholders who were entitled to receive the dividends on 15 May 2017, and the names of the Shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 will be compiled by the method of closing the Share Register on 16 May 2017, whereby such Shareholders were entitled to receive the dividends, and the Company will pay the dividends within 26 May 2017. The Chairman therefore informed to the meeting for consideration.

Mr. Pramote additionally informed the meeting that there were two parts in this agenda to be proposed to the meeting of Shareholders for consideration, as follows:

1. Acknowledgement of the appropriation of part of the profits as a legal reserve in the amount of 26,000,000 Baht; and
2. Consideration and approval for the payment of dividends for the performance results of the fiscal year 2016 to the Shareholders.

The Shareholders inquired and the Board of Directors has answered as follows:

1. A shareholder (Mr. Prayoon Yongsuwimon) inquired about the tax rate on the net profit to be paid as dividend which Mr. Surasak Vacharapongpreecha explained to the Shareholder that the net profit tax rate is at the amount of 20 percent.
2. A Shareholder (Mr. Sa-Ngiam Siripanichsutha) inquired that when looking at the cash flow of the Company, if the Company has to pay a dividend this time at the approximate amount of 350 Million Baht, will the Company have to increase its capital or issue more debentures? As well as the money that the Company has invested in various companies, how is the profit or what is the stake?

The Chairman explained to the Shareholder as follows.

1. At the end of the year 2016, the Company received a resolution to increase its registered capital by 1,300 Million Baht. Until present, the Company has issued and offered for sale the new ordinary shares at the amount of 1,000 Million Baht.
2. The Company obtained the approval to issue subordinated debentures at the amount of USD 100 Million.
3. Revenues from the sale of immovable properties and condominiums.
4. Part of funding sources for construction will derive from the issuance of debentures.

**Resolutions:** *After the meeting had considered, the meeting resolved as follows:*

1. ***Acknowledgement of the appropriation of part of the profits as a legal reserve in the amount of 26,000,000 Baht.***
2. ***Approval for the Company to pay dividends from the performance results of the Company to the Shareholders of the Company in the amount of 8,667,826,432 shares, at the rate of 0.04 Baht per share, totaling amount of dividends to be paid to the Shareholders would be not exceeding 346,713,058 Baht, whereby the Record Date to determine the names of Shareholders who were entitled to receive the dividends were fixed on 15 May 2017, and the names of the Shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 were compiled by the method of closing the Share Register on 16 May 2017 whereby such Shareholders were entitled to receive the dividends, and the Company would pay the dividends within 26 May 2017.***

*The meeting of Shareholders had resolved for approval by a majority vote of the votes of the Shareholders who attended the meeting and voted as follows:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>273</i>	<i>6,195,123,869</i>	<i>98.67</i>
<i>Disapproved</i>	<i>20</i>	<i>83,520,792</i>	<i>1.33</i>
<i>Abstained</i>	<i>1</i>	<i>20,000</i>	<i>0.00</i>
<i>Total</i>	<i>294</i>	<i>6,278,664,661</i>	<i>100.00</i>

**Agenda 6. Consideration for approval of payment of the remuneration to the Board of Directors.**

Mr. Pramote informed the meeting that Mr. Vidhya Nativivat, Chairman of the Nomination and Remuneration Committee, would explain the details in this agenda to the meeting for consideration.

Mr. Vidhya Nativivat explained to the meeting that under the Public Limited Companies Act and the Articles of Association of the Company, the payment of remuneration to the Board of Directors of the Company required an approval from the Shareholders Meeting. The Board of Directors with the consideration and resolution of the Nomination and Remuneration Committee considered the amount of the remuneration and hereby submitted to the Shareholders Meeting to consider the payment of the remuneration for the performance results of the year 2016 to the Board of Directors of the Company in the amount not exceeding 12,000,000 Baht, whereby the Chairman of the Board was assigned to consider an allocation of the remuneration to each of the Directors as appropriate.

Mr. Vidhya additionally explained to the meeting about the details of remuneration paid to the Board of Directors in the past years as follows:

<b>Performance Results of the year</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Net Profit (Net Loss)</b>	511,519,670	276,548,182	366,960,600	(153,343,739)
<b>Amount of remuneration had been approved</b>	12,000,000	12,000,000	12,000,000	---

Mr. Vidhya then proposed to the meeting for consideration.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

And before consideration and voting on this agenda, Mr. Pramote informed the meeting that for the transparency of the voting in this Agenda, the five following Shareholders who are also the Directors, with a total shareholding of 701,910,275 shares, shall not vote in this agenda.

No.	Name-Surname	Amount of Shares
1	Mr. Chainid Adhyanasakul	580,659,675
2	Mr. Vidhya Nativivat	107,760,000
3	Dr. Tawatchai Nakhata	12,990,000
4	Mr. Banlue Chantadisai	500,000
5	Miss Sirirat Wongwattana	600
<b>Total</b>		<b>701,910,275</b>

**Resolution:** *After the meeting had considered, the meeting resolved for the approval for the Company to pay the remuneration for the performance results of the year 2016 to the Board of Directors of the Company in the amount not exceeding 12,000,000 Baht, whereby the Chairman of the Board was assigned to consider an allocation of the remuneration to each of the Directors as appropriate.*

*The Shareholders Meeting resolved for the approval by a majority vote of more than two-thirds of all votes of the Shareholders who attended the meeting and voted, whereby five Shareholders who were also the Directors, holding 701,910,275 shares, did not vote in this agenda:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>285</i>	<i>5,569,804,053</i>	<i>99.88</i>
<i>Disapproved</i>	<i>1</i>	<i>6,427,133</i>	<i>0.12</i>
<i>Abstained</i>	<i>3</i>	<i>523,200</i>	<i>0.00</i>
<i>Total</i>	<i>289</i>	<i>5,576,754,386</i>	<i>100.00</i>
<i>Shareholders who are also the directors do not vote</i>	<i>5</i>	<i>701,910,275</i>	
<i>Total</i>	<i>294</i>	<i>6,278,664,661</i>	

**Agenda 7. Consideration for election of new Directors in place of those retiring by rotation and election of the additional new directors.**

Mr. Pramote explained to the meeting that under the Public Limited Company Act and the Articles of Association of the Company, one-third of the Directors were required to retire from offices every year, whereby the Directors who had been in the longest term in office were required to retire by rotation. However, they were entitled to be re-elected to resume the positions of the Directors of the Company. The Board of Directors comprised of 12 members, therefore, there were four Directors who were to retire from offices by rotation in this occasion, as follows:

- |    |               |                |                         |
|----|---------------|----------------|-------------------------|
| 1. | Dr. Tawatchai | Nakhata        | Chairman of the Board   |
| 2. | Mr. Chainid   | Adhyanasakul   | Chief Executive Officer |
| 3. | Miss Sirirat  | Wongwattana    | Director                |
| 4. | Mr. Wicharn   | Siriwetwarawut | Director                |

Moreover, at present, the Company is expanding its investments and development of its businesses. Therefore, it is deemed appropriate to propose to the Shareholders' meeting to determine that the Board of Directors of the Company shall consist of 14 persons and to consider an election of Mr. Phairat Senachack and Mr. Thongchai Jira-alongkorn who has appropriate qualification, knowledge, ability and experience related to the businesses of the Company and would benefit the business operations of the Company, to be an additional directors of the Company.

The Nomination and Remuneration Committee had held the meeting for consideration of the appropriateness in terms of qualifications, knowledge, ability and experiences in businesses related to the operations of the Company, with full qualifications required under the Public Companies Act and without any prohibited characteristics, for election as director of the Company, under the criteria of the Office of the Securities and Exchange Commission, The Stock Exchange of Thailand and other regulatory agencies, and submitted to the Board of Directors of the Company for the consideration of the persons to be nominated as Directors of the Company in place of those retiring by rotation and the additional new directors.

The Board of Directors with the suggestion of the Nominating Committee hereby proposed to the Shareholders Meeting for consideration as follows:

- (1) Re-election of Dr. Tawatchai Nakhata, Mr. Chainid Adhyanasakul, Miss Sirirat Wongwattana and Mr. Wicharn Siriwetwarawut, being the Directors due to retire by rotation in this occasion, to resume the offices of the Directors of the Company for another term.
- (2) Election of Mr. Thongchai Jira-alongkorn and Mr. Phairat Senachack as the additional new directors of the Company.

Then, Mr. Pramote explained and presented visuals in support of his explanation on the brief background of the Directors and the person nominated to be elected as Director, totaling six persons, to the meeting for consideration, whereby the details of the backgrounds of the said persons had been distributed to the Shareholders together with the notice. Mr. Pramote additionally explained to the meeting that the said four Directors including Mr. Phairat Senachack, were not the directors in the other companies which conducting the same business and in competition with the Company. As for Mr. Thongchai Jira-alongkorn, he is a director in Sansiri Public Company Limited which is the company conducting the same business and in competition with the Company.

And before consideration of this agenda, the Chairman (Mr. Chainid Adhyanasakul), Miss Sirirat Wongwattana and Mr. Wicharn Siriwetwarawut, the Directors subject to the retirement by rotation were nominated for re-appointment as directors for another term, including Mr. Phairat Senachack, who was the person nominated for election of new Directors to the Board of Directors of the Company in place of the Director due to retire by rotation, they had also expressed their wishes to leave the meeting room so that the Shareholders Meeting would consider and approve freely.



The Chairman invited the said Directors and the person nominated for director election, totaling five persons, to leave the meeting room temporarily. Whereby the Chairman assigned Mr. Ekamol Kiriwat, Independent Director, to act as the Chairman in this agenda on his behalf until the consideration of this agenda is completed.

Before the voting for election of the Directors, Mr. Pramote explained to the meeting that for the voting for election of the Directors in this agenda, all Shareholders or proxies must exercise their right to vote in the election for each of the six different nominees, each Shareholder is eligible to cast his/her votes, to either approve or disapprove or abstain from voting in the voting ballots distributed by the Company. After the Shareholders had voted on the election of Directors, all Shareholders or proxies should submit their voting ballots to the officers of the Company for vote counting and announcement of the resolution. However, any Shareholders who did not submit the ballot would be assumed to have approved as proposed by the Board of Directors.

The Chairman (Mr. Ekamol) inquired the meeting about the election of the said Directors and no shareholders raised questions. The Chairman (Mr. Ekamol) proposed to the meeting for consideration and election of each of the Director.

**Resolutions:** *After the meeting had considered, the meeting resolved for the approval of the election of each of the following directors by a majority vote of all votes of the Shareholders who attended the meeting and voted as follows:*

1. *Re-election of Dr. Tawatchai Nakhata, Mr. Chainid Adhyanasakul, Miss Sirirat Wongwattana and Mr. Wicharn Siritwetwarawut, being the Directors due to retire by rotation on this occasion, to resume the office as the Directors of the Company for another term.*
2. *Election of Mr. Thongchai Jira-alongkorn and Mr. Phairat Senachack as the additional new directors of the Company.*

**(1) Dr. Tawatchai Nakhata**

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>295</i>	<i>6,278,713,200</i>	<i>100.00</i>
<i>Disapproved</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Abstained</i>	<i>2</i>	<i>23,200</i>	<i>0.00</i>
<i>Total</i>	<i>297</i>	<i>6,278,736,400</i>	<i>100.00</i>

**(2) Mr. Chainid Adhyanasakul**

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>295</i>	<i>6,278,713,200</i>	<i>100.00</i>
<i>Disapproved</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Abstained</i>	<i>2</i>	<i>23,200</i>	<i>0.00</i>
<i>Total</i>	<i>297</i>	<i>6,278,736,400</i>	<i>100.00</i>

**(3) Miss Sirirat Wongwattana**

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<b>281</b>	<b>6,139,747,449</b>	<b>97.79</b>
<i>Disapproved</i>	<b>14</b>	<b>138,965,751</b>	<b>2.21</b>
<i>Abstained</i>	<b>2</b>	<b>23,200</b>	<b>0.00</b>
<b>Total</b>	<b>297</b>	<b>6,278,736,400</b>	<b>100.00</b>

**(4) Mr. Wicharn Siriwetwarawut**

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<b>295</b>	<b>6,278,713,200</b>	<b>100.00</b>
<i>Disapproved</i>	<b>-</b>	<b>-</b>	<b>-</b>
<i>Abstained</i>	<b>2</b>	<b>23,200</b>	<b>0.00</b>
<b>Total</b>	<b>297</b>	<b>6,278,736,400</b>	<b>100.00</b>

**(5) Mr. Thongchai Jira-alongkorn**

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<b>210</b>	<b>5,261,502,229</b>	<b>83.80</b>
<i>Disapproved</i>	<b>85</b>	<b>1,017,210,971</b>	<b>16.20</b>
<i>Abstained</i>	<b>2</b>	<b>23,200</b>	<b>0.00</b>
<b>Total</b>	<b>297</b>	<b>6,278,736,400</b>	<b>100.00</b>

**(6) Mr. Phairat Senachack**

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<b>294</b>	<b>6,272,286,067</b>	<b>99.90</b>
<i>Disapproved</i>	<b>1</b>	<b>6,427,133</b>	<b>0.10</b>
<i>Abstained</i>	<b>2</b>	<b>23,200</b>	<b>0.00</b>
<b>Total</b>	<b>297</b>	<b>6,278,736,400</b>	<b>100.00</b>

Therefore, the Board of Directors would comprise of 14 members as follows:

- |                          |                        |                                |
|--------------------------|------------------------|--------------------------------|
| <b>1. Dr. Tawatchai</b>  | <b>Nakhata</b>         | <b>Chairman of the Board</b>   |
| <b>2. Mr. Chainid</b>    | <b>Adhyanasakul</b>    | <b>Chief Executive Officer</b> |
| <b>3. Mr. Vidhya</b>     | <b>Nativivat</b>       | <b>Director</b>                |
| <b>4. Miss Sirirat</b>   | <b>Wongwattana</b>     | <b>Director</b>                |
| <b>5. Mr. Wongsakorn</b> | <b>Prasitvipat</b>     | <b>Director</b>                |
| <b>6. Mr. Wicharn</b>    | <b>Siriwetwarawut</b>  | <b>Director</b>                |
| <b>7. Mr. Pornswat</b>   | <b>Katechulasriroj</b> | <b>Director</b>                |
| <b>8. Mr. Phairat</b>    | <b>Senachack</b>       | <b>Director</b>                |
| <b>9. Mr. Thongchai</b>  | <b>Jira-alongkorn</b>  | <b>Director</b>                |

<i>10. Mr. Ekamol</i>	<i>Kiriwat</i>	<i>Director and Independent Director</i>
<i>11. Mr. Banlue</i>	<i>Chantadisai</i>	<i>Director, Independent Director and Chairman of the Audit Committee</i>
<i>12. Mrs. Nuanual</i>	<i>Swasdikula-Na-Ayudhya</i>	<i>Director, Independent Director and Audit Committee Member</i>
<i>13. Mr. Manit</i>	<i>Suthaporn</i>	<i>Director, Independent Director and Audit Committee Member</i>
<i>14. Prof. Dr. Suchatvee Suwansawat</i>		<i>Director, Independent Director and Chairman of the Risk Management Committee</i>

**Agenda 8. Consideration for approval of payment of the remuneration for the year 2017 to the Board of Directors.**

Mr. Pramote informed the meeting that Mr. Vidhya Nativivat, Chairman of the Nomination and Remuneration Committee, would explain the details in this agenda to the meeting for consideration.

Mr. Vidhya Nativivat explained to the meeting that in payment of the remuneration to the Board of Directors of the Company shall require the approval from the Shareholders Meeting. The Annual General Meeting of Shareholders of the Company for the fiscal year 2016 held on 28 April 2016 resolved to approve for the Company to pay remuneration in the form of Attendance Fees to the Board of Directors of the Company for the fiscal year 2016 in the amount not exceeding 8,500,000 Baht and for the remuneration in the fiscal year 2016, the Board of Directors had considered as recommended by the Nomination and Remuneration Committee of the Company by comparing with the rates of the directors' remuneration in the property development business of the same level, as well as the appropriateness of the scope of duties and responsibilities of the Board of Directors, the amount of the additional new directors and it was hereby proposed to the Shareholders Meeting to determine the remuneration for the Board of Directors of the Company for the fiscal year 2017 in the amount not exceeding 10,000,000 Baht, whereby the Chairman of the Board was assigned to consider an allocation of the remuneration to each of the Directors as appropriate.

Mr. Vidhya additionally explained to the meeting about information of the Attendance Fees paid to the Board of Directors in the past years, as follows:

<b>Attendance Fees for the year</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Amount approved by the shareholders' meeting	8,500,000	8,500,000	8,500,000
Attendance Fees paid to Directors	5,740,000	6,170,000	6,460,000

Mr. Vidhya therefore proposed to the meeting for consideration.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution, and for the transparency, the five Shareholders who are also the Directors, holding 701,910,275 shares, do not vote in this agenda.

**Resolution:** *After the meeting had considered, the meeting resolved for the approval for the Company to pay the remuneration to the Board of Directors of the Company for the fiscal year 2017 in the amount not exceeding 10,000,000 Baht, whereby the Chairman of the Board was assigned to consider an allocation of the remuneration to each of the Directors as appropriate.*

*The meeting of Shareholders resolved for the approval by a majority vote of more than two-thirds of all votes of the Shareholders who attended the meeting and voted, whereby five Shareholders who were also the Directors, holding 701,910,275 shares, did not vote in this agenda:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>290</i>	<i>5,576,322,925</i>	<i>99.99</i>
<i>Disapproved</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Abstained</i>	<i>3</i>	<i>523,200</i>	<i>0.01</i>
<i>Total</i>	<i>293</i>	<i>5,576,846,125</i>	<i>100.00</i>
<i>Shareholders who are also the directors do not vote</i>	<i>5</i>	<i>701,910,275</i>	
<i>Total</i>	<i>298</i>	<i>6,278,756,400</i>	

**Agenda 9. Consideration of appointment of the Auditors of the Company for the fiscal year 2017 and fixing the remuneration.**

The Chairman assigned Mr. Banlue Chantadisai, Chairman of the Audit Committee, to explain the details in this Agenda to the meeting for consideration.

Mr. Banlue Chantadisai informed the meeting that pursuant to the Public Limited Company Act and the Articles of Association of the Company which stated that there shall be an appointment of the auditors and fixing the auditing fee in every Annual General Meeting of Shareholders whereby the Shareholders Meeting may re-appoint the current auditors.

The Board of Directors had deliberated as considered and proposed by the Audit Committee that it considered appropriate for the meeting of the Shareholders to appoint the auditors of EY Office Limited as the Company's auditor for the fiscal year 2017, considering that they were qualified as prescribed by the Office of Securities Exchange Commission, having expertise in auditing, and having shown satisfactory performance, he therefore proposed to the meeting for consideration of the appointment of the Auditors of the Company for the fiscal year 2017, as follows:

Auditor Names		CPA Registration No.	Years of auditing for the Company
1. Mr. Supachai	Phanyawattano	3930	1 year (2016)
2. Mr. Khitsada	Lerdwana	4958	1 year (2015)
3. Mrs. Chonlaros	Suntiasvaraporn	4523	--

Whereby any one of the above-mentioned auditors would be authorized to audit, perform and set his/her signature in its audit report and to consider the fixing of the remuneration of the Auditors in the amount of not exceeding 2,450,000 Baht. Moreover, EY Office Limited would also be the auditor of the Company's subsidiaries. The information of the payment of remuneration of the Auditors for the past years is as follows:

Items	Year 2017	Year 2016	Year 2015	Year 2014	Year 2013
Audit Fee	2,450,000	2,100,000	2,100,000	2,000,000	2,050,000
Increase (decrease) from the past year	350,000	--	100,000	(50,000)	
Equivalent to	16.67%	--	5.00%	(2.44%)	

EY Office Limited and the auditors proposed to be the auditors of the Company and its subsidiary companies have no relationship or any interest with the Company or its subsidiary companies, Managements or related persons in such a way which may have an impact in performing their task independently. Mr. Banlue proposed to the meeting for consideration.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

**Resolution:** *After the meeting had considered, the meeting resolved for the approval by a majority vote of the votes of the Shareholders who attended the meeting and voted for the appointment of the Auditors of EY Office Limited whereby Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930 and/or Mr. Khitsada Lerdwana, Certified Public Accountant No. 4958 and/or Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant No. 4523, will be the Auditors of the Company for the fiscal year 2017, and fixing the remuneration of the Auditors in the amount not exceeding 2,450,000 Baht, as follows:*

<b>Resolutions</b>	<b>No. of Voters</b>	<b>No. of votes resolved (1 vote = 1 share)</b>	<b>% of the number of the total votes attending the meeting and voting</b>
<b>Approved</b>	<b>296</b>	<b>6,278,733,200</b>	<b>100.00</b>
<b>Disapproved</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Abstained</b>	<b>2</b>	<b>23,200</b>	<b>0.00</b>
<b>Total</b>	<b>298</b>	<b>6,278,756,400</b>	<b>100.00</b>

**Agenda 10. Consideration for approval of an issuance of long-term Debentures in an amount not exceeding Five Billion Baht.**

Mr. Pramote assigned Miss Sirirat Wongwattana, Director and Chief Financial Officer, to explain the details in this agenda to the meeting for consideration.

Miss Sirirat Wongwattana explained and presented visuals in support of her explanation to the meeting for acknowledgement that the issuance of the Debentures in this occasion is to be used as the working capital and to accommodate the expansion of business of the group of the Companies, including acquiring lands for the development of projects and repayment of debts. The Board of Directors therefore proposed to the meeting to consider and approve for the Company to issue debentures in an amount not exceeding Five Billion Baht, with the details as explained by Miss Sirirat for consideration by the Shareholders, the details appeared in the notices of the meeting which had already been submitted to the Shareholders.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

***Resolution:*** *The Shareholders Meeting had resolved for the approval by a majority vote of more than three-fourths of the total number of votes of the Shareholders who attended the meeting and were eligible to vote, as follows:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>296</i>	<i>6,278,733,200</i>	<i>100.00</i>
<i>Disapproved</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Abstained</i>	<i>2</i>	<i>23,200</i>	<i>0.00</i>
<i>Total</i>	<i>298</i>	<i>6,278,756,400</i>	<i>100.00</i>

***Approval for the Company to issue and offer long-term Debentures in an amount not exceeding Five Billion Baht, with the following particulars:***

<i>Type</i>	<i>All types and all forms of debentures (subordinated and/or unsubordinated, secured or unsecured debentures), depending on prevailing market conditions at such time the debentures being issued and offered in each occasion.</i>
<i>Currency</i>	<i>Baht and/or any foreign currency using the exchange rate prevailing at such time the debentures are issued and offered in each occasion.</i>
<i>Total value of Debenture</i>	<i>Total amount not exceeding Five Billion Baht or equivalent in other currencies.</i>
<i>Maturity</i>	<i>Not over 8 years of date of issuance of Debentures in each occasion.</i>

<b>Offering</b>	<i>The Debentures will be offered in one or several occasions, and/or as a project, as a public offering and/or a private placement and/or to any foreign and/or local institutional investors and/or high net worth investors. Such offerings may be made in one time or several times in accordance with the notifications of the Capital Market Supervisory Board (“CSB”) and/or other related rules and regulations in force at the time the debentures are issued and offered.</i>
<b>Premature Redemption</b>	<i>The holders of the Debentures and the Company may or may not be entitled to the right to premature redemption, subject to the terms and conditions of each issuance.</i>
<b>Interest Rate</b>	<i>Subject to the prevailing market conditions at the time of issue and offering or under terms and conditions of the Debentures issued at such time, it shall also be subject to notifications of the CSB and/or other related notifications, rules and regulations in force at such time the debentures are issued and offered.</i>
<b>Authorization</b>	<i>In relation to restrictions conditions and other details necessary and related to the issuance and offering of the Debentures; such as, its name, type, face value, offering price per unit, interest rate, appointment of Debentureholders' Representative, offering amount of each issuance, total amount, term, principal repayment method, allocation procedures, type of security, details of offering, period of redemption, redemption prior to maturity and registration of listing on the secondary market, etc., including applications for the approval from the agencies concerned, appointment of the advisor or other person concerning the issuance of the Debentures in accordance with the regulations concerned including doing any acts as necessary and related to the issuance and offering the Debentures of the Company, they are empowered to the authorized directors acting on behalf of the Company and/or the person(s) authorized by the authorized director(s) to consider and determine.</i>

#### **Agenda 11. Consideration other businesses.**

There were no further business to transact, the Chairman thanked the Shareholders who gave continued support to the Company, and called the meeting to be adjourned at 12.00 hrs.

(Signed) \_\_\_\_\_ -Signature- \_\_\_\_\_ Chairman of the Meeting  
(Mr. Chainid Adhyanasakul)

(Signed) \_\_\_\_\_ -Signature- \_\_\_\_\_ Company Secretary  
(Mr. Pramote Rermyindee)

**PROPERTY PERFECT**

**ENCLOSURE 2**

Annual Report for the fiscal year 2017,  
the Statement of Financial Position and  
the Statements of Comprehensive Income and  
the Auditor's Report as at 31 December 2017

*(in CD-ROM)*




**PROPERTY PERFECT**


**ENCLOSURE 3**

Name list and profiles of the persons  
nominated to be elected as directors to replace  
those retiring by rotation


**Name list and profiles of Directors nominated to be elected  
as directors in place of those retiring by rotation**

<b>Name-Surname</b>	<b>Mr. Vidhya Nativivat</b>	
<b>Type of proposed director</b>	Non-Executive Director	
<b>Present Position in the Company</b>	Director and Chairman of Nomination and Remuneration Committee	
<b>Age</b>	64 years (March 1954)	
<b>Nationality</b>	Thai	
<b>Education Background and Training</b>	<ul style="list-style-type: none"> <li>- Master of Law, The George Washington University, U.S.A.</li> <li>- Bachelor of Law, Thammasat University.</li> <li>- Director Accreditation Program (DAP) 77/2009, Thai Institute of Directors Association (IOD).</li> </ul>	
<b>Years of Directorship in the Company</b>	14 years (2004)	
<b>Current Position in Other Organization</b>		
<ul style="list-style-type: none"> <li>● In listed companies</li> <li>● In non-listed companies</li> </ul>	<p>-None-</p> <ul style="list-style-type: none"> <li>- Managing Director, Bunchong And Vidhya Law Office Co., Ltd.</li> <li>- Director, Baan Bannavan Co., Ltd.</li> <li>- Director, Bannavan Huai Khwang Co., Ltd.</li> <li>- Director, NJT Property Co., Ltd.</li> <li>- Director, Bannavan Ratchada Co., Ltd.</li> </ul>	
<ul style="list-style-type: none"> <li>● In other organization that may cause any conflict of interests to the Company</li> </ul>	-None-	
<b>Work Experience</b>	<p>2004 - Present Director and Chairman of Nomination and Remuneration Committee, Property Perfect Public Company Limited</p> <p>1986 - Present Managing Director, Bunchong And Vidhya Law Office Co., Ltd.</p> <p>2014 - Present Director, Baan Bannavan Co., Ltd.</p> <p>2016 – Present Director, Bannavan Huai Khwang Co., Ltd.</p> <p>2017 – Present Director, NJT Property Co., Ltd.</p> <p>2018 Director, Bannavan Ratchada Co., Ltd.</p>	
<b>Number of shares held in the Company</b>	107,760,000 shares or equivalent to 1.24 percent of paid-up capital (including the shares held by spouse and minor children)	
<b>Meeting Attendance</b>	<ul style="list-style-type: none"> <li>- 8 times of total 8 times of Board of Directors Meeting.</li> <li>- 2 times of total 2 times of the Nomination and Remuneration Committee Meeting.</li> </ul>	
<b>Other</b>	No history record on committing a criminal offence on property with dishonesty.	

**Name list and profiles of Directors nominated to be elected  
as directors in place of those retiring by rotation**

<b>Name-Surname</b>	<b>Mr. Wongsakorn Prasitvipat</b>	
<b>Type of proposed director</b>	Executive Director	
<b>Present Position in the Company</b>	Managing Director and Executive Director	
<b>Age</b>	58 years (June 1960)	
<b>Nationality</b>	Thai	
<b>Education Background and Training</b>	<ul style="list-style-type: none"> <li>• Master of Business Administration, Chulalongkorn University</li> <li>• Bachelor of Architect, Chulalongkorn University</li> <li>• Real Estate Course (RECU#10), Chulalongkorn University</li> <li>• Director Certification Program (DCP) 126/2016, Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Years of Directorship in the Company</b>	2 years 8 months (August 2015)	
<b>Current Position in Other Organizations</b>		
<ul style="list-style-type: none"> <li>• In listed companies</li> <li>• In non-listed companies</li> <li>• In other organization that may cause any conflict of interests to the Company</li> </ul>	<p>- None-</p> <p>Director - Chiang Mai Development Co., Ltd.</p> <p>Director - Centre point Shopping Mall Co., Ltd.</p> <p>-None-</p>	
<b>Work Experience</b>	<p><b><u>Property Perfect Public Company Limited</u></b></p> <p>2015-Present Director, Managing Director, Executive Director</p> <p>2014-May 18 Executive Director, Chief Business Development Officer</p> <p>2011-2014 Executive Director, Act for Chief Business Development Officer, Deputy Chief Business Development Officer</p> <p>2008-2010 Asst. Chief Operating Officer</p> <p>1993-2007 Director of Design &amp; Project Development Division</p>	
<b>Number of shares held in the Company</b>	-None-	
<b>Meeting Attendance</b>	8 times of total 8 times of Board of Directors Meetings.	
<b>Other</b>	No history record on committing a criminal offence on property with dishonesty.	

**Name list and profiles of Directors nominated to be elected  
as directors in place of those retiring by rotation**


<b>Name-Surname</b>	Mr. Banlue Chantadisai	
<b>Type of proposed director</b>	Non-Executive Director and Independent Director	
<b>Present Position in the Company</b>	Director, Independent Director and Chairman of Audit Committee	
<b>Age</b>	68 years (March 1950)	
<b>Nationality</b>	Thai	
<b>Education</b>	- M.B.A., University of Chicago Business School, U.S.A.	
<b>Background and Training</b>	- B.Sc., Massachusetts Institute of Technology, U.S.A. - Joint Public-Private Sector Course, National Defense College, Class 15. - Directors Certification Program (DCP), 2001, Thai Institute of Directors Association (IOD) - Advanced Audit Committee Program 2017, Thai Institute of Directors Association (IOD) - Leadership Program, Class 5, 2007, Capital Market Academy (CMA) - Financial Institutions Directors' Education Programme 2018, The Iclif Leadership and Governance Centre, Malaysia	
<b>Years of Directorship in the Company</b>	3 years (April 2015)	
<b>Current Position in Other Organization</b>		
<ul style="list-style-type: none"> <li>• In listed companies</li> <li>• In non-listed companies</li> </ul>	-None- 2017 - Present Independent Director, Risk Management Committee, and Chairman of Audit Committee, Bangkok Bank Berhad, Malaysia 2013 - Present Member of University Affair Promotion Board, Navamindradhiraj University 2006 - Present Chairman of the Board, Lynn Phillips Mortgage Credit Foncier Company Limited.	
<ul style="list-style-type: none"> <li>• In other organization that may cause any conflict of interests to the Company</li> </ul>	-None-	
<b>Work Experience</b>	2015 - Present Independent Director and Chairman of Audit Committee, Property Perfect Public Company Limited 2010 - 2015 Independent Director and Chairman of the Audit Committee, Grande Asset Hotels and Property Public Company Limited. 2006 - 2010 Chief Financial Officer, IRPC Public Company Limited. 1998 - 2006 Executive Vice President, Bangkok Bank Public Company Limited.	

<b>Number of shares held in the Company</b>	500,000 shares or equivalent to 0.001 percent of paid-up capital (including the shares held by spouse and minor children)
<b>Meeting Attendance</b>	- 8 times of total 8 times of Board of Directors Meeting. - 6 times of total 6 times of the Audit Committee Meetings.
<b>Other</b>	No history record on committing a criminal offence on property with dishonesty.

**Additional information to consider the election of Independent Director**

- **Kin Relationship with executive directors or major shareholders of the Company and Subsidiaries.**  
-None-
- **Relationship with the Company / Subsidiaries / Associates or any business registrations that may cause conflict of interest at the present.**  
-None-
- **Significant business relationship that may restrain one from performing his job independently.**  
-None-

**Name list and profiles of Directors nominated to be elected  
as directors in place of those retiring by rotation**

<b>Name-Surname</b>	Mr. Manit Suthaporn	
<b>Type of proposed director</b>	Non-Executive Director and Independent Director	
<b>Present Position in the Company</b>	Director, Independent Director and Audit Committee	
<b>Age</b>	64 years (January 1954)	
<b>Nationality</b>	Thai	
<b>Education</b>	- LL.M., Chulalongkorn University	
<b>Background and Training</b>	- Bachelor of Law, Thammasat University. - Thailand National Defense College (TNDC) Program, Class 399, Thailand National Defense College - Directors Certification Program (DCP), Class 134/2010, Thai Institute of Directors Association (IOD)	
<b>Years of Directorship in the Company</b>	3 years (April 2015)	
<b>Current Position in Other Organization</b>		
<ul style="list-style-type: none"> <li>• In listed companies</li> <li>• In non-listed companies</li> <li>• In other organization that may cause any conflict of interests to the Company</li> </ul>	2015 - Present Legal Counselor, IRPC Public Company Limited -None- -None-	
<b>Work Experience</b>	2015 - Present Independent Director and Audit Committee, Property Perfect Public Company Limited 2007 - 2014 Senior Executive Vice President Corporate Legal, IRPC Public Company Limited 2004 - 2006 Deputy Permanent Secretary, Head of the mission of Justice Promotion Cluster, Ministry of Justice	
<b>Number of shares held in the Company</b>	-None-	
<b>Meeting Attendance</b>	- 8 times of total 8 times of Board of Directors Meeting. - 6 times of total 6 times of the Audit Committee Meeting.	
<b>Other</b>	No history record on committing a criminal offence on property with dishonesty.	

**Additional information to consider the election of Independent Director**

- **Kin Relationship with executive directors or major shareholders of the Company and Subsidiaries.**  
-None-
- **Relationship with the Company / Subsidiaries / Associates or any business registrations that may cause conflict of interest at the present.**  
-None-
- **Significant business relationship that may restrain one from performing his job independently.**  
-None-

**Name list and profiles of Directors nominated to be elected  
as directors in place of those retiring by rotation**

<b>Name-Surname</b>	Mr. Ekamol Kiriwat		
<b>Type of proposed director</b>	Non-Executive Director and Independent Director		
<b>Present Position in the Company</b>	Director and Independent Director		
<b>Age</b>	73 years (May 1945)		
<b>Nationality</b>	Thai		
<b>Education Background and Training</b>	<ul style="list-style-type: none"> <li>- M.B.A. (Finance), Harvard Graduate School of Business Administration, U.S.A.</li> <li>- B.A. Magna Cum Laude (Economics), Dartmouth College, U.S.A.</li> <li>- Directors Certification Program (DCP), 2005, Thai Institute of Directors Association (IOD)</li> </ul>		
<b>Years of Directorship in the Company</b>	3 years (April 2015)		
<b>Current Position in Other Organization</b>			
<ul style="list-style-type: none"> <li>• In listed companies</li> <li>• In non-listed companies</li> <li>• In other organization that may cause any conflict of interests to the Company</li> </ul>	2011 - Present -None- -None-	Independent Director, The Siam Commercial Bank Plc.	
<b>Work Experience</b>	2015 - Present 2005 - 2015 2008 - 2011 1997 - 2000 1992 - 1995 1990 - 1995	Director and Independent Director, Property Perfect Public Company Limited Chairman and Independent Director, K.C. Property Plc. Chairman and Independent Director, Seamico Securities Plc. Member of Court of Governors, Bank of Thailand Secretary General, The Office of the Securities and Exchange Commission (SEC) Deputy Governor, Bank of Thailand	
<b>Number of shares held in the Company</b>	-None-		
<b>Meeting Attendance</b>	6 times of total 8 times of Board of Directors Meeting.		
<b>Other</b>	No history record on committing a criminal offence on property with dishonesty.		



**Additional information to consider the election of Independent Director**

- **Kin Relationship with executive directors or major shareholders of the Company and Subsidiaries.**  
-None-
- **Relationship with the Company / Subsidiaries / Associates or any business registrations that may cause conflict of interest at the present.**  
-None-
- **Significant business relationship that may restrain one from performing his job independently.**  
-None-

**PROPERTY PERFECT**

ENCLOSURE 4

Amount of Attendance Fees paid to  
Board of Directors and various Committees  
in the fiscal year 2017

**Property Perfect Public Company Limited**  
**Amount of Attendance Fees paid to the Board of Directors**  
**and other Committees in year 2017**

No.	Name-Surname	Board of Directors	Audit Committee	Directors-Nominating Committee	Risk Management Committee	Total
1	Dr. Tawatchai Nakhata	800,000	-	-	-	800,000
2	Mr. Chainid Adhyanasakul	400,000	-	-	-	400,000
3	Mr. Vidhya Nativivat	400,000	-	100,000	-	500,000
4*	Mr. Phairat Senachack	250,000	-	-	-	250,000
5	Mr. Wongsakorn Prasitvipat	400,000	-	-	-	400,000
6	Miss Sirirat Wongwattana	350,000	-	60,000	-	410,000
7	Mr. Wicharn Siriwetwarawut	400,000	-	-	-	400,000
8	Mr. Pornswat Katechulasriroj	400,000	-	-	-	400,000
9*	Mr. Thongchai Jira-alongkorn	250,000	-	-	-	250,000
10	Mr. Ekamol Kiriwat	300,000	-	-	-	300,000
11	Mr. Banlue Chantadisai	400,000	300,000	-	-	700,000
12	Mr. Manit Suthaporn	400,000	180,000	-	-	580,000
13	Mrs. Nuanual Swasdikula-Na-Ayudhya	350,000	180,000	-	-	530,000
14	Prof. Dr. Suchatvee Suwansawat	350,000	-	-	150,000	500,000
15	Mr. Boonliam Luangnakthongdee	-	-	-	90,000	90,000
16	Mr. Chirdsak Kukiattinun	-	-	-	90,000	90,000
<b>Total</b>		<b>5,450,000</b>	<b>660,000</b>	<b>160,000</b>	<b>330,000</b>	<b>6,600,000</b>

**Remark**

Directors No. 4 and 9 were elected as the new directors of the Company in April 2017.

**PROPERTY PERFECT**

ENCLOSURE 5

Details of long-term Debentures to be issued  
and offered

## Details of Long-term Debentures Planned to be issued and offered

Type	All types and all forms of debentures (subordinated and/or unsubordinated, secured or unsecured debentures), depending on prevailing market conditions at such time the debentures being issued and offered in each occasion.
Currency	Baht and/or any foreign currency using the exchange rate prevailing at such time the debentures are issued and offered in each occasion.
Total value of Debenture	Total amount not exceeding Five Billion Baht or equivalent in other currencies.
Maturity	Not over 8 years of date of issuance of Debentures in each occasion.
Offering	The Debentures will be offered in one or several occasions, and/or as a project, as a public offering and/or a private placement and/or to any foreign and/or local institutional investors and/or high net worth investors. Such offerings may be made in one time or several times in accordance with the notifications of the Capital Market Supervisory Board (“CSB”) and/or other related rules and regulations in force at the time the debentures are issued and offered.
Premature Redemption	The holders of the Debentures and the Company may or may not be entitled to the right to premature redemption, subject to the terms and conditions of each issuance.
Interest Rate	Subject to the prevailing market conditions at the time of issue and offering or under terms and conditions of the Debentures issued at such time, it shall also be subject to notifications of the CSB and/or other related notifications, rules and regulations in force at such time the debentures are issued and offered.
Authorization	In relation to restrictions conditions and other details necessary and related to the issuance and offering of the Debentures; such as, its name, type, face value, offering price per unit, interest rate, appointment of Debentureholders' Representative, offering amount of each issuance, total amount, term, principal repayment method, allocation procedures, type of security, details of offering, period of redemption, redemption prior to maturity and registration of listing on the secondary market, etc., including applications for the approval from the agencies concerned, appointment of the advisor or other person concerning the issuance of the Debentures in accordance with the regulations concerned including doing any acts as necessary and related to the issuance and offering the Debentures of the Company, they are empowered to the authorized directors acting on behalf of the Company and/or the person(s) authorized by the authorized director(s) to consider and determine.
Objectives	<ul style="list-style-type: none"> <li>● For use as the working capital and accommodation of expansion of business of the group of the Companies.</li> <li>● For acquiring land bank for development of projects.</li> <li>● For repayment of debts.</li> </ul>

**PROPERTY PERFECT**

**ENCLOSURE 6**

Definition of Independent Director

## **Definition of Independent Director**

The Independent Director refers to a director whose qualifications are in line with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, as follows:

(1) holding shares not exceeding one per cent of the total number of shares having the voting rights of the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company, including the shares held by related persons of such independent director.

(2) neither being nor used to be an executive director, employee, staff, advisor who receives fixed salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholders or controlling person of the Company.

(3) not having relationships by blood or by legal registration as father, mother, spouse, sibling, and child, including spouse of the children of the other directors, executives, major shareholders, controlling persons or persons to be nominated as director, executive or controlling persons of the Company or its subsidiary.

(4) neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company, in the manner which may interfere with his/her independent judgment, including not neither being nor used to be a significant shareholder or controlling person of the person having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company.

(5) neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company and not being a significant shareholder, controlling person or partner of an audit firm which have auditors of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company works for.

(6) neither being nor used to be a provider of any professional services including legal advisor or financial advisor who receives the services fee exceeding two million Baht per year from the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company, and not being a significant shareholder, controlling person or partner of the provider of such professional services.

(7) not being a director who has been appointed as a representative of the director of the Company, major shareholder or shareholders who are related to the major shareholder.

(8) not doing the same business and being a significantly competitive business with the business of the Company or subsidiary or not being a significant partner in the partnership nor being a director with participation in the management, employee, staff, advisor who receives the fixed salaries or holding shares more than one per cent of the total number of shares having the voting rights of the other company which does the same business and being a significantly competitive business with the business of the Company or subsidiary.

(9) not having any other characteristics which make him incapable of expressing independent opinions with regard to the Company's business affairs.

After being appointed as independent director with the qualifications under clauses (1) to (9), such independent director may be assigned by the board of directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholders or controlling person of the Company.

The definition of Independent Director of the Company is equal to the minimum requirement of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.



**PROPERTY PERFECT**

**ENCLOSURE 7**

**Scope of Duties and Responsibilities of  
the Audit Committee**

## **Scope of Duties and Responsibilities of the Audit Committee**

1. To review the Company financial reporting process to ensure that it is accurate and adequately disclosed;
2. To review the Company internal control system and internal audit system to ensure that they are suitable, adequate and efficient. To determine the Internal Audit Unit has independency, as well as to approve the appointment, transfer, and dismissal of the Chief of Internal Audit Unit or any other similar unit in charge of an internal audit;
3. To review the Company compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company business;
4. To consider, select, and nominate an independent person to be the Company Auditor, and to propose suitable remuneration, as well as attending a meeting with an auditor at least once a year without Company Management;
5. To review the connected transactions, or the transactions that may lead or have potential to lead to the conflict of interests, to ensure that these transactions are in full compliance with the relevant laws, and the Exchange's regulations, and are reasonable, and are for the highest benefit of the Company;
6. To prepare and disclose in the Company's annual report, an Audit Committee's Report which must be signed by the Chairman of the Audit Committee. The report must at least contain the following information:
  - (a) an opinion on the accuracy, completeness, fairness, and reliability of the Company financial report,
  - (b) an opinion on the adequacy of the Company internal control system,
  - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the law relating to the Company's business,
  - (d) an opinion on the suitability of an Auditor,
  - (e) an opinion on the transactions that may lead to conflicts of interests,
  - (f) the number of the Audit Committee meetings, and the attendance record of such meetings attended by each committee member,
  - (g) an opinion or observation of the Audit Committee from the conduct of its duty and responsibility in accordance with the charter, and
  - (h) other transactions which, according to the Audit Committee opinion, should be known to the shareholders, and general investors, subject to the scope of duties and responsibilities assigned by the Company Board of Directors; and

7. To perform any other duty as assigned by the Company's Board of Directors, with the approval of the audit committee.
8. To review and improve the charter of an audit committee and propose to the Company's Board of Directors for approval.
9. To approve an audit plan of internal audit unit and consider approving for the results of the reports as well as the results from any special investigation as requested.

In performing of its duties within the scope of duties, the Audit Committee has the right to request for the meeting, order to Management, Head of Unit and the related Employees to be presented and express their opinions, attend a meeting or provide any documents as necessary as well as seeking opinion from any other professional counsel when it is deemed necessary with the expenses of the company.

**PROPERTY PERFECT**

**ENCLOSURE 8**

Profiles of Independent Directors  
(acting as Proxy of the Shareholders)

### Details of Independent Director (Proxy for Shareholders)

<b>Name</b>	<b>Mrs. Nuanual Swasdikula-Na-Ayudhya</b>
<b>Position</b>	Director, Independent Director and Audit Committee
<b>Nationality</b>	Thai
<b>Occupation</b>	Businesswoman
<b>Age</b>	69 years



#### Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 20 March 2018)

- None-

**Address** No. 107 Soi Charansanitwong 67, Kwaeng Bangphlat,  
Khet Bangphlat, Bangkok Metropolis

**Education** - Bachelor of Law, Thammasat University  
**Background and Training** - Member of the Thai Bar, Bureau of Legal Studies  
of the Council of Thai Bar Members  
- Mini MBA, Thammasat University  
- Financial Institute for Executive V, Thai Banks Association  
- Wor.Por.Ror.Oor. Class 411, National Defense College

**Work Experience** **Property Perfect Public Company Limited**  
2015 – Present Independent Director and Audit Committee  
2009 – 2015 Independent Director and  
Chairman of the Risk Management Committee

**Thai Military Bank Public Co., Ltd.**  
1996 – 2008 Assistant to President.  
1994 – 1996 Senior Department Manager, Commercial Credit  
Department and Construction Credit Department  
1992 – 1994 Department Manager,  
Commercial Credit Department  
1991 – 1992 Department Manager,  
Industrial Credit and Commercial Department  
1990 – 1991 Department Manager,  
Business Development Department

#### Direct and indirect interest in any transaction which the Company, or its subsidiaries is a party.

- None-

## Details of Independent Director (Proxy for Shareholders)

<b>Name</b>	<b>Mr. Manit Suthaporn</b>
<b>Position</b>	Director, Independent Director and Audit Committee
<b>Nationality</b>	Thai
<b>Occupation</b>	Businessman
<b>Age</b>	64 years



### Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 20 March 2018)

- None-

**Address** No. 242/151, Soi Kanchanapisek 0015, Kwaeng Salathammasop, Khet Thawiwatthana, Bangkok Metropolis

**Education Background and Training**

- LL.M., Chulalongkorn University
- Bachelor of Law, Thammasat University.
- Thailand National Defense College (TNDC) Program, Class 399, Thailand National Defense College
- Directors Certification Program (DCP), Class 134/2010, Thai Institute of Directors Association (IOD)

**Work Experience**

2015-Present	Independent Director and Audit Committee Property Perfect Public Company Limited
2015-Present	Legal Counselor, IRPC Public Company Limited
2007 – 2014	Senior Executive Vice President Corporate Legal, IRPC Public Company Limited
2004 – 2006	Deputy Permanent Secretary, Head of the mission of Justice Promotion Cluster Ministry of Justice

### Direct and indirect interest in any transaction which the Company, or its subsidiaries is a party.

- None-

### Remark

This Director is a connected person in Agenda 8, “To consider and elect new Directors in place of those retiring by rotation” because this director is due to retire in this year and has been nominated to be re-elected for another directorship term.

### Details of Independent Director (Proxy for Shareholders)

<b>Name</b>	<b>Prof. Dr. Suchatvee Suwansawat</b>
<b>Position</b>	Director, Independent Director and Chairman of the Risk Management Committee
<b>Nationality</b>	Thai
<b>Occupation</b>	Businessman
<b>Age</b>	46 years



#### Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 20 March 2018)

- None-

**Address** No. 99/442, Serithai Road, Kwaeng Kannayao, Khet Kannayao, Bangkok Metropolis.

#### Education Background and Training

- Ph.D. in Civil and Environmental Engineering, Massachusetts Institute of Technology (MIT), USA
- Master of Science (MS.) in Technology and Policy, Massachusetts Institute of Technology (MIT), USA
- Master of Science, in Civil and Environmental Engineering, The University of Wisconsin-Madison USA
- Bachelor of Engineering (B.Eng.) in Civil Engineering, Honors, King Mongkut's Institute of Technology Ladkrabang
- Audit Committee Program (ACP) 27/2009; Director Certification Program (DCP) 105/2008; Thai Institute of Directors (IOD)
- Certificate of Top Executives in Business and Industrial Development, Institute of Business and Industrial Development. (#1)
- Certificate of Real Estate Development (#43)
- Certificate of Top Executives, Capital Market Academy (#13)
- University Governance, Programmed: UGP (#9) Knowledge Network Institute of Thailand
- Executive Development Program (#11), Thai Listed Companies Association
- Monitoring Fraud Risk Management, MFM
- Financial Statement for Directors, FSD
- Monitoring the Internal Audit Function, MIA

<b>Work Experience</b>	2014- Present	Independent Director and Chairman of the Risk Management Committee
	2015- Present	President, King Mongkut's Institute of Technology Ladkrabang
	2014- 2016	President of the Association of Engineering Institute of Thailand (EIT)
	2011-2015	Director of Board of Investment of Thailand
	2012-2013	President of National Housing Authority
	2009-2010	Chairman of the Airport Rail Link monitoring committee

**Direct and indirect interest in any transaction  
which the Company, or its subsidiaries is a party.**

- None-



**PROPERTY PERFECT**

**ENCLOSURE 9**

Articles of Association related to  
the Annual General Shareholders Meeting

## **Articles of Association related the Shareholders Meeting**

### **1. Calling of the Shareholders Meeting.**

**Clause 33** The Board of Directors shall hold the Shareholders' Meeting as an Annual General Meeting within 4 months from the end of the accounting year of the Company.

Other Shareholders' Meetings than as mentioned above shall be called Extraordinary General Meetings. The Board of Directors may call Extraordinary General Meetings whenever it thinks fit. Or the shareholders holding aggregate shares amounting to not less than 20% of the total amount of shares issued, or the shareholders of not less than 25 persons holding aggregate shares amounting to not less than 10% of the total amount of shares issued, may at any time sign up in a written request to the Board of Directors to summon a Shareholders' Meeting as an Extraordinary General Meeting; provided that the reason for calling the meeting must be clearly specified in such a request. The Board of Directors shall hold the Shareholders' Meeting within 1 month from the date of having received the shareholders' request.

**Clause 34** The Chairman of the Board or the director designated by him shall specify date, time, and place for a Shareholders' Meeting, which place of the meeting may be located in other area than the location where the head office of the Company is situated or the nearby provinces.

**Clause 35** In calling a Shareholders' Meeting, the Board of Directors shall prepare a notice of the meeting stating place, date, time, agenda and matters to be proposed to the meeting, together with the details as appropriate whereby it must be clearly stated whether they are the matters proposed for acknowledgment, for approval or for consideration as the case may be, and the opinions of the Board of Directors in such matters must also be provided. The notice shall be sent to the shareholders and the Registrar for information, not less than 7 days before the date of the meeting, and shall be published in the newspapers for a period of 3 consecutive days and not less than 3 days before the date of the meeting.

### **2. The Quorum.**

**Clause 36** At the Shareholders' Meeting, the quorum shall consist of the shareholders and the proxies (if any) attending the meeting not less than 25 persons or not less than a half of the total number of the shareholders and whose aggregate shares amounting to not less than one-third of the total amount of shares issued.

In case it appears that at any Shareholders' Meeting, when the appointed time passes for 1 hour, the number of shareholders attending the meeting cannot form the quorum as provided, the meeting, if summoned upon the request of the shareholders, shall be canceled. If the Shareholders' Meeting has not been summoned upon the request of the shareholders, another meeting shall be summoned and the notice of such meeting shall be sent to the shareholders not less than 7 days before the date of the meeting. And at such subsequent meeting, no quorum shall be required.

**Clause 37** At the Shareholders' Meeting, a shareholder may appoint another person as his/her proxy to attend and vote on his/her behalf. The instrument appointing a proxy shall be dated and signed by the appointing shareholder and be pursuant to the form as prescribed by the Registrar.

The instrument appointing a proxy must be deposited with the Chairman of the Board or the director designated by him at the place of the meeting before the proxy attends the meeting.

**Clause 38** The Chairman of the Board shall act as the chairman of the Shareholders' Meeting. In the case of the Chairman of the Board being absent or unable to perform his duty, if there is a Vice Chairman, the Vice Chairman shall then act as the chairman of the meeting; and if there is no Vice Chairman or he could not perform his duty, the shareholders attending thereat shall elect one shareholder among themselves as the chairman of the meeting.

## **Articles of Association related the Shareholders Meeting**

### **3. Voting.**

*Clause 39* The resolutions of the shareholders' meeting shall be the following votes:-

- (1) In normal cases, the votes of the majority of the shareholders who attend the meeting and cast their votes shall prevail. In the case of equality of the vote, the chairman of the meeting shall have an additional vote as a casting vote:
- (2) In the following cases, the votes of not less than 75% of the total number of votes of the shareholders who attend the meeting and cast their votes shall prevail:
  - (a) The sale or transfer of the essential part of the business of the Company to other person, either in whole or in part;
  - (b) The purchase or taking transfer of the business of other company or private company;
  - (c) The performance, amendment or termination of agreement relating to the granting of lease of the essential part of the business of the Company, either in whole or in part;
  - (d) The entrustment of other person to manage the business of the Company;
  - (e) The merger of the business with other person for the purpose of sharing profit and loss;
  - (f) The addition to or amendment of the Memorandum of Association or the Articles of Association;
  - (g) The increase or the reduction of the Company's capital, or the issue of debentures;
  - (h) The amalgamation and dissolution of the Company.

### **4. Agenda of the Meeting.**

*Clause 40* At the Annual General Meeting, the following matters shall be carried out:-

- (1) To consider the report of the Board of Directors as proposed to the meeting showing the result of the Company's performance during the previous fiscal year.
- (2) To consider and approve the Balance Sheet and the Profit and Loss Accounts.
- (3) To consider the apportionment of the profits.
- (4) To consider the election of directors in place of those who must retire at the expiry of their terms.
- (5) To appoint auditor(s) and fixing the remuneration.
- (6) Other businesses.

### **5. Remuneration of Directors, Election of Directors and Retired Directors by rotation.**

*Clause 14* The Board of Directors of the Company shall consist of not less than 5 directors, and not less than half of the number of directors shall have residence in the Kingdom.

The director is entitled to receive the remuneration from the Company in the forms of money reward, meeting allowance, pension, bonus, or other forms of benefits in accordance with the Articles of Association or the consideration of the shareholders' meeting which the remuneration may be either determined as a fixed sum or laid down as a criterion, and shall be determined from time to time or continuously effective until further change. In addition, the directors have the rights to receive allowance, and other welfare benefits in accordance with the Company's regulations.

The foregoing paragraph shall not prejudice the rights of the Company's officers or employees elected to become directors to entitle them to receive the remuneration and benefits as the officers or employees of the Company.

## **Articles of Association related the Shareholders Meeting**

**Clause 15** The Board of Directors shall be elected by the Shareholders' Meeting subject to the following rules and procedures:

15.1 Each shareholder shall have one vote for each share held by him.

15.2 In the election of directors, the shareholders may cast votes for individual director on a one-by-one basis or on several-directors basis deemed appropriate by the shareholders. In each voting, the shareholders must cast all the votes he has under sub-clause 15.1 above, the votes shall not be split for any one more or less.

15.3 The voting for election of directors shall be decided by a majority vote. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

**Clause 16** At any the Annual Shareholders' Meeting, one-third of the directors, or, if the number is not a multiple of three, then the number nearest to one-third, must retire from offices. A retiring director under this clause is eligible for re-election.

The directors to retire in the first and second years following the registration of transformation into public company shall be determined by drawing lost. In subsequent years, the directors who hold office the longest term shall retire.

### **6. Allocation of the Profit and Payment of Dividend.**

**Clause 45** No dividend shall be made out of other money than from the profits. In case the Company has an accumulated loss, no dividend shall be distributed.

The dividends shall be distributed in accordance with the number of shares, in equal amount for each share.

The Board of Directors may distribute interim dividends to the shareholders periodically when it considers that the Company has sufficient profits to do as such, and it shall report the same to the subsequent Shareholders' Meeting.

The payment of dividends shall be made within 1 month from the date the Shareholders' Meeting or the Board of Directors has resolved, as the case may be. In this regard, it is required to send a written notice to the shareholders and publish the notice of the payment of dividends in the newspaper.

**Clause 46** The Company must allocate a portion of the annual net profit as reserve fund in the amount of not less than 5% of the annual net profit less the accumulated loss carried forwards (if any), until this reserve fund shall reach the amount of not less than 10% of the registered capital.

**PROPERTY PERFECT**

**ENCLOSURE 10**

Documents or evidence required to identify the right to attend the Annual General Meeting of Shareholders for the fiscal year 2018

**The Required documents or evidence to identify the right to attend the Annual General Meeting of Shareholders for the fiscal year 2018**

**For a Natural Person**

1. *A Thai Nationality.*
  - 1.1 The identification card of the shareholder issued by governmental authorities or state enterprises.
  - 1.2 In case of granting of Proxy, copies of identification card of the shareholder and proxy.
  
2. *A Non-Thai Nationality.*
  - 2.1 The passport or personal alien document of the shareholder.
  - 2.2 In case of granting of Proxy, copy of passport or personal alien document of the shareholder and proxy.

**For Juristic Person**

1. *A Juristic Person registered in Thailand.*
  - 1.1 Certificate issued by the Department of Business Development no longer than 60 days; and
  - 1.2 Copies of identification card or passport or personal alien document both of the authorized director(s) signing in the Proxy Form and the proxy thereof.
  
2. *A Juristic Person registered outside Thailand.*
  - 2.1 Certificate issued no longer than one year; and
  - 2.2 Copy of passport of the authorized director(s) signing in the Proxy Form and the identification card or passport of proxy.

A copy of the aforesaid documents is required to be certified true copy. In case of any documents or evidence executed outside Thailand, such documents or evidence are required to be notarized by a Notary Public.

**Remark** In compliance with the Policy of Board of Directors of The Stock Exchange of Thailand Re: The Procedure for Holding of the Shareholders' Meeting of the Listed Company.

**PROPERTY PERFECT**

**ENCLOSURE 11**

Proxy Form "B"

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

สำหรับบุคคลธรรมดาและนิติบุคคล

For individual and juristic persons

- กรุณาลงนามมอบฉันทะในหน้า 5  
Please sign your name to appoint a proxy on page 5.
- กรุณาแนบเอกสารที่ต้องใช้ประกอบการมอบฉันทะ ตามรายละเอียดที่ระบุไว้ใน “สิ่งที่ส่งมาด้วย 10”  
Please attach the essential documents to appoint a proxy which is detailed in “Enclosure 10”
- กรุณาส่งเอกสารการมอบฉันทะนี้ทั้งชุดกลับคืนบริษัท  
Please return the set of this proxy form to the Company.
- ผู้ถือหุ้นสามารถมอบฉันทะให้กับกรรมการอิสระของบริษัทได้ โดยดูข้อมูล  
กรรมการอิสระที่เป็นผู้รับมอบฉันทะใน “สิ่งที่ส่งมาด้วย 8”  
Shareholders could appoint the Company’s Independent Directors as the Proxy.  
Please see the details of “Proxy” in the “Enclosure 8”





อากรแสตมป์ 20.- บาท  
Stamp Duty 20.- Baht

หนังสือมอบฉันทะ  
(PROXY FORM)

แบบ ข. (Form B)

เขียนที่ \_\_\_\_\_  
Made at

วันที่ \_\_\_\_\_  
Date

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I(We), Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at No. Road Sub-district  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท พร็อพเพอร์ตี้ เพอร์เฟค จำกัด (มหาชน)  
As a shareholder of **Property Perfect Public Company Limited**,  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding a total number of \_\_\_\_\_ shares, and entitled to vote in the number of \_\_\_\_\_ votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary shares of \_\_\_\_\_ shares, entitled to vote in the number of \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preference shares of \_\_\_\_\_ shares, entitled to vote in the number of \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)  
Hereby grant (The shareholder may appoint an independent director of the Company to be the proxy, per details as shown in the  
Enclosure 8)

(1) \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
age years  
อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at No. Road Sub-district  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code  
หรือ  นางเนียนวล สวัสดิกุล ณ ออยุธยา กรรมการอิสระและกรรมการตรวจสอบ อายุ 69 ปี  
or Mrs. Nuanual Swadikula-Na-Ayudhya Independent Director and Audit Committee age 69 years  
อยู่บ้านเลขที่ 107 ซอยจรัญสนิทวงศ์ 67 แขวงบางพลัด เขตบางพลัด กรุงเทพมหานคร  
Residing at No. 107 Soi Charansanitwong 67, Kwaeng Bangphlat, Khet Bangphlat, Bangkok Metropolis  
หรือ  นายมานิตย์ สุธาพร กรรมการอิสระและกรรมการตรวจสอบ อายุ 64 ปี  
or Mr. Manit Suthaporn Independent Director and Audit Committee age 64 years  
อยู่บ้านเลขที่ 242/151 ซอยกาญจนาภิเษก 0015 แขวงศาลาธรรมสพน์ เขตทวีวัฒนา กรุงเทพมหานคร  
Residing at No. 242/151 Soi Kanjanapisek 0015, Kwaeng Salathammassop, Khet Thawiwatthana, Bangkok Metropolis  
หรือ  ศ.ดร.สุชัชวีร์ สุวรรณสวัสดิ์ กรรมการอิสระและประธานกรรมการบริหารความเสี่ยง อายุ 46 ปี  
or Prof. Dr. Suchatvee Suwansawat Independent Director and Chairman of the Risk Management Committee age 46 years  
อยู่บ้านเลขที่ 99/442 ถนนเสรีไทย แขวงคันนายาว เขตคันนายาว กรุงเทพมหานคร  
Residing at No. 99/442 Serithai Road, Kwaeng Kannayao, Khet Kannayao, Bangkok Metropolis.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น  
ของบริษัทประจำปี 2561 ในวันที่พฤหัสบดีที่ 26 เมษายน 2561 เวลา 10.00 น. ณ ห้องบุหงา โรงแรมโกลเด้น ทิวลิป ซอเวอรินจ์ กรุงเทพ  
เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
**only anyone person** as my (our) proxy to attend and vote on my (our) behalf at the Annual General Meeting of Shareholders for the fiscal year  
2018, to be held on Thursday, 26 April 2018, at 10.00 hrs., at Bu-nga Room, Golden Tulip Sovereign Hotel Bangkok, No. 92 Soi Saengcham,  
Rama IX Road, Kwaeng Huaykwang, Khet Huaykwang, Bangkok Metropolis, or at any adjournment thereof to any other date, time and venue.



(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I (we) hereby grant my (our) proxy to vote at this Meeting as follows:

- วาระที่ 1. เรื่องที่จะแจ้งให้ที่ประชุมทราบ  
Agenda 1. To acknowledge the matters to be informed.
- วาระที่ 2. พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัทประจำปี 2560  
Agenda 2. To consider and adopt the Minutes of Annual General Meeting of Shareholders of the Company for the fiscal year 2017.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 3. พิจารณารับรองผลการดำเนินงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมาและรายงานประจำปี  
Agenda 3. To consider and adopt the performance results of the Board of Directors for the previous year and the Annual Report.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 4. พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัทประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2560  
Agenda 4. To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2017.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 5. พิจารณานุมัติการจัดสรรเงินกำไรและการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2560  
Agenda 5. To consider and approve the appropriation of profits and payment of dividends for the Company's performance results of the fiscal year 2017.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain



- วาระที่ 6. พิจารณานุมัติการจ่ายเงินค่าตอบแทนประจำปี 2561 ให้แก่คณะกรรมการบริษัท  
Agenda 6. To consider and approve the payment of remuneration for the year 2018 to the Board of Directors.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 7. พิจารณานุมัติการจ่ายเงินบำเหน็จให้แก่คณะกรรมการบริษัท  
Agenda 7. To consider and approve the payment of remuneration to the Board of Directors.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 8. พิจารณานุมัติการเลือกตั้งกรรมการใหม่แทนกรรมการที่ออกจากตำแหน่งตามกำหนดวาระ  
Agenda 8. To consider and approve the election of new Directors in place of those retiring by rotation
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- การเลือกตั้งกรรมการทั้งหมด  
Election of all directors.
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- การเลือกตั้งกรรมการเป็นรายบุคคล  
Election of each director.
- (1) ชื่อกรรมการ : นายวิทยา เนติวิวัฒน์  
Director's Name : Mr. Vidhya Nativivat
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- (2) ชื่อกรรมการ : นายวงศกรณ์ ประสิทธิ์วิภาต  
Director's Name : Mr. Wongsakorn Prasitvipat
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- (3) ชื่อกรรมการ : นายเอกกมล คีรีวัฒน์  
Director's Name : Mr. Ekamol Kiriwat
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain



(4) ชื่อกรรมการ : นายบรรลือ จันทาดิศจัย  
 Director's Name : Mr. Banlue Chantadisai  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain

(5) ชื่อกรรมการ : นายมานิตย์ สุธาพร  
 Director's Name : Mr. Manit Suthaporn  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain

วาระที่ 9. พิจารณาแต่งตั้งผู้สอบบัญชีของบริษัทประจำปี 2561 และกำหนดค่าตอบแทน  
 Agenda 9. To consider and appoint the auditors of the Company for the fiscal year 2018 and fix the remuneration.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) My (our) proxy shall vote in accordance with my (our) intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain

วาระที่ 10. พิจารณานุมัติการออกหุ้นกู้ระยะยาวในวงเงินไม่เกิน 5,000 ล้านบาท  
 Agenda 10. To consider and approve for an issuance of Long-term Debentures in an amount not exceeding Five Billion Baht.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) My (our) proxy shall vote in accordance with my (our) intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain

วาระที่ 11. พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
 Agenda 11. To consider other businesses (if any).

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 (a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) My (our) proxy shall vote in accordance with my (our) intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
 Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The vote of the proxy in any agenda which does not follow those specified in this proxy form, it shall be deemed that such vote is incorrect and it does not vote on my (our) behalf as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I (we) do not specify or not clearly specify my (our) intention to vote in any agenda or in case the Meeting considers or votes in the matters other than the matters specified above, including there is the amendment or addition to any facts, the proxy can consider and vote on behalf of me(us) in all respects as he/she may think fit.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy at such meeting, except in case the proxy does not vote as I(we) specified in this proxy, shall be deemed as my (our) own act(s) in every respect.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ  
Signed ( \_\_\_\_\_ ) Grantor

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signed ( \_\_\_\_\_ ) Proxy

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signed ( \_\_\_\_\_ ) Proxy

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signed ( \_\_\_\_\_ ) Proxy

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder shall grant only one proxy to attend and vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda for election of director(s) can vote to elect all directors or each director.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case there are more agendas for consideration at the meeting than the agendas specified above, the grantor of the proxy could additionally specify in the Annex to the Proxy Form B as attached.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
Annex to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พร็อพเพอร์ตี้ เพอร์เฟค จำกัด (มหาชน)  
Grant of proxy as a shareholder of **Property Perfect Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นของบริษัทประจำปี 2561 ในวันพฤหัสบดีที่ 26 เมษายน 2561 เวลา 10.00 น. ณ ห้องบุหงา โรงแรมโกลเด้น ทิวลิป ซอวเอร์นิจ กรุงเทพฯ เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders for the fiscal year 2018, to be held on Thursday, 26 April 2018, at 10.00 hrs., at Bu-nga Room, Golden Tulip Sovereign Hotel Bangkok, No. 92 Soi Saengcham, Rama IX Road, Kwaeng Huaykwang, Khet Huaykwang, Bangkok Metropolis, or at any adjournment thereof to any other date, time and venue.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

วาระที่ 7 เรื่อง เลือกตั้งกรรมการ (ต่อ)  
Agenda 7 Subject Election of directors (continue).

ชื่อกรรมการ (Director's Name): \_\_\_\_\_

- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): \_\_\_\_\_

- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): \_\_\_\_\_

- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): \_\_\_\_\_

- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): \_\_\_\_\_

- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): \_\_\_\_\_

- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

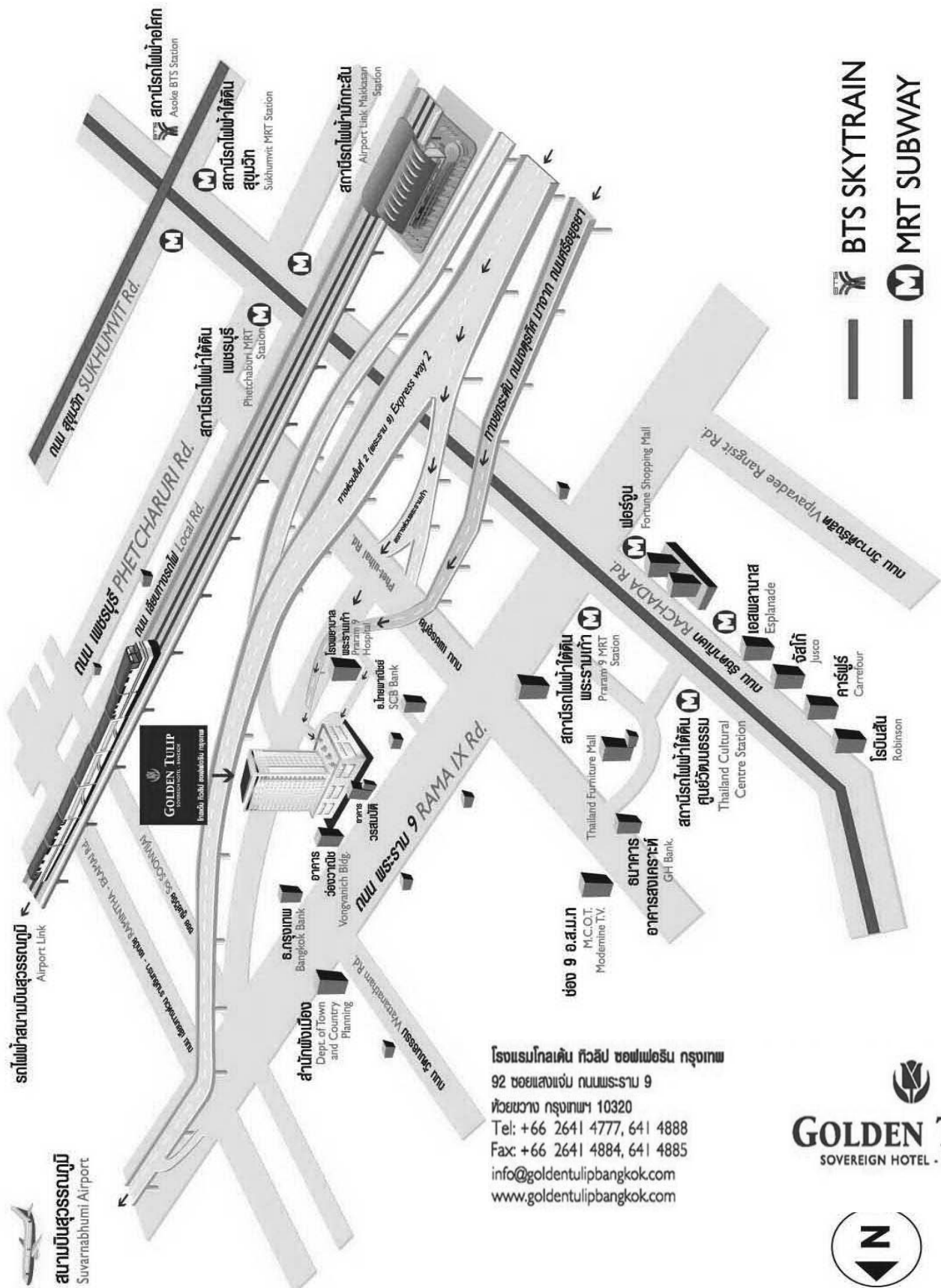
**PROPERTY PERFECT**

**ENCLOSURE 12**

Location Map of the venue of  
the Shareholders Meeting

**แผนที่ของสถานที่จัดการประชุมผู้ถือหุ้น / Map of the venue of the shareholders meeting**

ชั้น 3 ห้องบุหงา โรงแรมโกลเด้น ทิวลิป ซุเวอรินจ์ กรุงเทพฯ  
 เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 เขตห้วยขวาง กรุงเทพมหานคร  
 at 3<sup>rd</sup> Floor, Bu-nga Room, Golden Tulip Sovereign Hotel Bangkok,  
 No. 92, Soi Saengcham, Rama IX Road, Khet Huaykwang, Bangkok Metropolis.



โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน กรุงเทพฯ  
 92 ซอยแสงแจ่ม ถนนพระราม 9  
 ห้วยขวาง กรุงเทพฯ 10320  
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 info@goldentulipbangkok.com  
 www.goldentulipbangkok.com

**GOLDEN TULIP**  
 SOVEREIGN HOTEL - BANGKOK



สนามบินสุวรรณภูมิ  
 Suvarnabhumi Airport

