



## **Invitation Letter**

### **Extraordinary General Meeting of Shareholders**

**No. 1/2559**

SAMMAKORN PUBLIC COMPANY LIMITED

Thursday 20<sup>th</sup> October, 2016 at 10.30 am. at Montathip 1 Room, 1<sup>st</sup> Floor

Anantara Siam Bangkok Hotel

No. 155 Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330



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23 September 2016

Re : Invitation to the 1/2016 Extraordinary General Meeting of Shareholders

To : Shareholders of Sammakorn Public Company Limited

Due to the resolution of the Board of Directors of Sammakorn Public Company Limited in holding Extraordinary General Meeting of Shareholders No.1/2016 on Thursday 20 October 2016 at 10.30 hrs. at Montathip 1 Room, 1<sup>st</sup> Floor, Anantara Siam Bangkok Hotel, No. 155 Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330 for consideration on different issues according to the following meeting agenda.

**Agenda 1 Certify the Annual General Meeting of Shareholders for the year 2016**

**The Board's Opinion.** The Board of Directors opines that the Minutes of the Annual General Meeting of Shareholders 2016, held on 7 April 2016 as attached in Attachment 1 have been recorded comprehensively and accurately and recommends the adoption of the minutes.

**Agenda 2 Approved the acquisition of Pure Sammakorn Development Company Limited ("PSDC")**

**shares in proportion of 44.13% of registered and paid-up capital from the current major shareholder.**

**The Board's Opinion.** To restructure the shareholding of a related subsidiary company to be in accordance with good corporate governance, the Board approved the acquisition of Pure Sammakorn Development Company Limited ("PSDC") shares in proportion of 44.13% of registered and paid-up capital or equal to 1,147,499 shares from total shares at 2,6000,000 shares from the current major shareholder, RPCG Public Company Limited ("RPC") which currently hold 284,417,180 ordinary shares (48.25 percent) of SAMCO.

The size of an acquisition of PSDC's ordinary shares is only 4.52 percent according to the net income approach which is less than 15 percent, it does not have to be disclosed accordance with the Notification of the Capital Market Supervision Board No: Tor Jor 20/2008 Re: Rules for Significant Transactions Constituting an Acquisition or Disposal of Assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2004

An investment in PSDC's ordinary shares from RPC is a connected transaction as RPC is a major shareholder of the company. This investment is an investment that exceed 20 million Baht and its size is equal to 6.92 percent of Net Tangible Asset of the company which is more.


**Agenda 3 Consider other issues (if any).**

For more convenience and rapidity in registration for attendance of Extraordinary General Meeting of Shareholders, the shareholder and/or the proxy shall kindly bring right evidence when attending the meeting, and Proxy according to the enclosure in the event that he or she is authorized to represent the meeting attendance and voting, to be presented to the registration officer on the meeting date or delivered to the Company prior-meeting.

The shareholder can ask for examining Letter of Invitation for Extraordinary General Meeting of Shareholders and documentation in the Company's website from 5 October 2016.

Forwarded for your acknowledgement and you are invited to attend the Meeting on the aforesaid date, time and place. If you desire to appoint other person to represent for the meeting attendance and voting in this time of the Meeting, please completely fill the detail in Proxy according to the enclosure together with documentation.

Sincerely yours,



(Mrs. Khaimook Prahmanee)

Company Secretary

By the directive of the Board

**Minutes of Annual General Meeting of Shareholders for 2016**  
**of**  
**Sammakorn Public Company Limited**

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The meeting was held on 7 April 2016 at 10.30 hrs. at Pimarnman Room, 2nd Floor, Anantara Siam Bangkok Hotel, No. 155 Ratchadamri Road, Lumpini Sub-district, Pathum Wan District, Bangkok Metropolis 10330.

Mr. Bibit Bijaisoradat, the Director on behalf of Chairman of the Meeting called to order and delivered the gratitude to the shareholders who attended Annual General Meeting of Shareholders for 2016 and notified for acknowledgement that 80 shareholders for 8,884,599 shares attended the Meeting by themselves and 79 shareholders for 395,652,937 shares authorized others to attend the Meeting in lieu of them, totaling to 159 shareholders who attended by themselves or by proxy whereas number of shares were counted for 404,537,536 shares or 68.6343% of total number of sold shares. The quorum was constituted according to the Articles of Association of the Company in Clause 32. which determines that “in shareholders’ meeting, the shareholders and proxy by shareholders shall attend the Meeting for not less than 25 people or not less than moiety of total number of shareholders under requirement of total counted shares for not less than 1/3 of total number of sold shares so that it is constituted quorum.”

The Chairman assigned Mr. Kittipol Pramroj Na Ayudhya, the Managing Director to carry on the meeting. The Managing Director notified for acknowledgement that in this time of meeting, eight directors who attended the meeting were as follows.

- |    |                             |   |
|----|-----------------------------|---|
| 1. | Mr. Anuthip Krairiks        | Independent Director and Nomination and Remuneration Committee Member   |
| 2. | Mr. Sitthichai Chantravadee | Independent Director and Audit Committee Member, and Risk Management Committee Member   |
| 3. | Mr. Sumit Chanmatee         | Director and Nomination and Remuneration Committee Member   |
| 4. | Mr. Tawatchai Chongdarakul  | Independent Director, Audit Committee Member, Risk Management Committee Member, and Chairman of Nomination and Remuneration Committee |
| 5. | Mr. Bibit Bijaisoradat      | Director and Executive Committee Chairman   |
| 6. | Mr. Satja Janetumnugul      | Director and Executive Director   |
| 7. | Mr. Tawat Ungsuprasert      | Director and Executive Director   |

8. Mr. Kittipol      Pramoj Na Ayudhya      Managing Director

The top executive, the representative from Thai Investors Association, and the auditor from EY Office Company Limited, also attended the meeting. However, two directors who did not attend the Meeting included Mr. Kavi Ansvananda, the Chairman of the Board, due to the stay for treatment at the hospital at this moment, and Mr. Paron Israsena Na Ayudhya, the Independent Director, the Chairman of the Audit Committee and Chairman of the Risk Management Committee, due to task engagement.

Before entering into meeting agenda, the Managing Director notified the Meeting for acknowledgement that the Company has disseminated the documentation for this time of meeting in the Company's Website and also informed Stock Exchange of Thailand on 7 March 2016 by informing voting practice in each agenda based on the criteria of Stock Exchange of Thailand as follows.

In voting in the Shareholders' Meeting, Clause 34 of the Company's Articles of Association determines that a shareholder shall have votes equaling to number of holding or authorized shares whereas one share has one vote. In each agenda of the meeting, the shareholder is entitled to vote for only one of the three ways including agreeing, disagreeing or abstaining.

In the event that any shareholder has special interest in any issue, that shareholder is not entitled to vote in that issue except voting for election of the director that is deemed not to have special interest.

Vote count in each agenda is as follows.

Agenda 1 ,Agenda 3 to Agenda 5 and Agenda 7 shall consider the majority of total number of votes of shareholders who attend the meeting and vote as the meeting's resolution.

Agenda 6 shall consider not less than 2/3 votes of total number of votes of shareholders who attend the meeting as the meeting's resolution.

Agenda 2 is the agenda of notification for acknowledgement.

In vote count in each agenda, the Company shall use number of shares of the latest meeting attendants at the voting time as the calculation basis. The Company deems that the attendant who has no intention to object or abstain has agreed resolution according to the proposed agenda without the requirement of his or her vote in ballot. If no one disagrees or abstains, the Company shall conclude that the said agenda that every shareholder has unanimous resolution for approval as proposed. However, if any shareholder intends to object or abstain, the Company shall ask that shareholder who intends to object or abstain to vote in distributed ballot while registering by marking with check mark ☒ in square box in the blank required by him or her in ballot, and ask him or her to show his or her hands so that the Company's officer shall collect ballot for vote count. The Company will deduct disagreed and/or abstained votes from total number of votes with meeting attendance and voting for conclusion of voting result in each agenda.

Moreover, for the proxy from Proxy Form B or the custodian who is the proxy from foreign investors according to Proxy Form C of which voting has already been specified by the proxy to be



agreed or disagreed or abstained in Proxy in any agenda, the proxy or custodian shall not vote in the agenda of which voting has already been specified by the proxy. The Company shall count his or her vote from Proxy for everyone's conveniences. However, for the proxy or custodian of which voting has not been specified in Proxy, the proxy is requested to vote in each agenda as if the self-meeting attending shareholder.

The Company shall inform the Meeting about voting result in each agenda. The counted voting result is the vote including the vote according the intention of the shareholder who attends the meeting by himself or herself or by proxy. In the event that many voters disagree or abstain, the Company may carry on the agenda in next meeting during waiting for vote count result and shall inform the shareholders vote count result for immediate acknowledgement after completion of vote count.

During meeting, if any shareholder intends to additionally inquire in each agenda, the shareholders kindly inform name and surname as the Company's information to record the minutes of meeting. If any shareholder require to inquire the information irrelevant to agenda which is carrying in the Meeting at that time, the shareholder kindly inquire the said query in Agenda 8 which is an agenda given the shareholders the opportunity by the Company to enable to inquire, discuss and express the opinions in various issues.

After informing the shareholders for acknowledgement on voting practice, the Managing Director proposed the Meeting for consideration on the meeting agenda as follows.

### **1. To Approve Minutes of Annual General Meeting for 2015**

The Managing Director proposed the Meeting to consider and approve Minutes of Annual General Meeting for 2015 held on 2 April 2015. The Company has already prepared Minutes of Meeting and delivered to Stock Exchange of Thailand and Ministry of Commerce within deadline required by law, with the copy of the Minutes of Meeting enclosed herewith and disseminated in the Company's website. The Board of Directors verified the recording of the last Minutes of Meeting prior to submission to the Stock Exchange and the registrar of public limited company, Department of Business Development, Ministry of Commerce, and deemed as accurate according to the Meeting's resolution in all respects.

The Board of Directors therefore proposed the Meeting to kindly consider certifying the Minutes of Annual General Meeting of Shareholders for 2015 according to the copy delivered to the shareholders. The resolution in this agenda shall be approved from the Shareholders' Meeting with majority votes of total votes of the shareholders who attended the Meeting and voted in the copy of Minutes of Meeting delivered to the shareholders for acknowledgement together with Meeting Invitation Letter.

The Managing Director gave the shareholders the opportunity to interrogate.

A shareholder proposed to the Company to hand out souvenirs in Annual General Meeting of the Shareholders and the Managing Director accepted the proposal for consideration.

None of any shareholders additionally inquired or requested for amendment.

**The Meeting's Resolution** The Minutes of Annual General Meeting of the Shareholders for 2015 was certified without the request of any shareholder for amendment with unanimous votes under below resolution result.

Agreed	455,101,511	Votes	or in percentage	100.0000
Disagreed	-	Votes	or in percentage	0.0000
Abstained	-	Votes	or in percentage	0.0000

(The shareholders by self-meeting attendance and by proxy were 182 shareholders, totaling to 455,101,511 shares or 77.2130% of number of sold shares.)

## **2. To Acknowledge Report of the Board of Directors and Report of the Audit Committee for 2015**

The Managing Director proposed the report of the Board of Directors and the report of the Audit Committee for the Company's overall operation in the year of 2015 appeared in Annual Report delivered to all shareholders together with Notice to Call for the Meeting. The Company's overall operation in the year of 2015 was concluded for the shareholders' acknowledgement and gave the shareholders the opportunity to interrogate.

The Managing Director reported the summary of the overall operation for the year of 2015 as follows.

The Company's total revenues in 2015 were approximately 1,500 million Baht with growth rate of 31% from 2014, consisting of horizontal project for 900 million Baht in similarity to 2014. However, in 2015, total recognized revenues from condominium project were 350 million Baht. This project completed the construction at year-end of 2015. Other revenues were derived from lease fee and service charge for 250 million Baht. For profit in 2014, it increased to be 122 million Baht from 102 million Baht.

In the overview of the real estate market for 2015, the government sector's measure stimulated real estate in the year-end period of 2015. Household debt and strictness of credit granting were the main hindrance of real estate sector. However, the clarity has been available on proposal of investment plans for public utility system of the government sector whether in rail system, motorway road and airport. Nevertheless, the period of construction must be followed up. In last year, world oil price was quite low, positively affecting in respect of cost. The Company has not yet been affected from the entry to AEC. Conclusively, the economy in 2015 is gradually

recovering. The figure was referred from Real Estate Information Center of the Government Housing Bank as the transfer of ownership of residence in Bangkok Metropolitan Region both for old houses and new houses. The transfer value for 2015 was 484,115 million Baht, decreasing from 2014 for 9.32% but increasing in number of units. If compared with the proportion of ownership transfer among condominium, single house, town house, twin house and commercial building since 2011, the proportion of the ownership transfer of condominium was 40%, only insignificant decreasing in 2014. The proportion of the ownership transfer of single house was at approximately 17-18%. However in 2014, it increased for 19% under high unit price of the single price. The proportion of the ownership transfer of townhouse in 2015 increased for 35% due to low unit price of town house, resulting in decrease in figure of ownership transfer figure but increasing in number of units.

At present, the Company has emphasized on the construction of horizontal projects around Bangkok Metropolitan Region, S9 Condominium Sammakorn Project located at Nonthaburi side nearby Bang Rak Yai BTS Station. The new projects will be opened, including single house project of Sammakorn Chaiyaphruek-Chaengwattana Project under debuting expectation in Q2 of 2016, and town home of Sammakorn Avenue Ram Intra-Wongwaen Project currently under construction of public utility. Sammakorn projects are located at the northern zone of Bangkok and extended to the western and eastern zones. Sammakorn Rangsit Khlong VII re-improved the project entrance and is opening new phase in the front zone of the Project. The beginning price is approximately 6 million Baht. The Company has started using prefabrication system in construction, resulting in faster construction, cleaner construction area and consequentially improved quality. Apart from the residential projects, the Company has also operated three community mall businesses. In 2016, the ownership of Premier Sammakorn Business Center has been transferred to the Company. It has been an old business center and constructed for 20 years ago whereas the land lease contract entered with the Company was expired. At present, it has been under improvement preparation.

Last year, the Company has continuously performed marketing activities in two booth displays at Queen Sirikit National Convention Center, press conference event organizing, and co-activity organizing with Anantara Siam Bangkok Hotel for drawing lots of recreation at Maldives by the house buyers. In part of social activities, the Company has donated unusable computer devices to Suankaew Foundation, and has continuously organized co-activities with Stock Market for school development, delivery of concrete yard floors, toilets and dams. For internal activities, the Company has organized the activities for employee participation in exercise and also donated money from sales of t-shirts to World Vision Foundation of Thailand.

The Managing Director gave the shareholders the opportunity to interrogate.

The shareholder inquired the following queries.

- Whichever project has generated the best sales volume and how its movement has been.

- Total value of condominium projects, the amount of total revenues recognized in the first quarter and the remaining value.

- In Annual Report in Page 79, Clause 11, the lands waiting for development at the year-end of 2014 was valued for 968 million Baht. At the year-end of 2015, it increased to be 1,400 million Baht. This was whether due to additional purchase of lands for development of horizontal projects.

The Managing Director replied the above queries of the shareholder as follows.

- Several good selling projects included Aqua Divina Project which is located at Ramkhamhaeng 94 Alley, Sammakorn Chaiyaphruek-Chaengwattana Project which is located at western zone, and Sammakorn Nimit Mai Project with remaining of the front zone.

- Total value of condominium projects was approximately 1,100 million Baht and the last year's recognized revenues were approximately 350 million Baht. In Q1, the figure could not be informed to the shareholders.

- The increase in value of lands waiting for development has been from the additional purchased lands for horizontal project development.

None of the shareholders additionally inquired. The Managing Director therefore requested the Meeting's acknowledgement on the Company's overall operation and report of the Audit Committee in the year of 2015 without requirement of the shareholders to resolve in this agenda since it has been the notification agenda.

### **3. To Consider and Approve Annual Financial Statements for 2015 Ended on 31 December 2015**

The Managing Director presented the graph of total sales volume summary for 2015 in the approximated amount of 1,678 million Baht and also proposed the shareholders to consider the Company's financial statements already audited and certified by the auditor under unqualified opinion. The said financial statements were considered by the Audit Committee and given consent by the Board of Directors whereas they were delivered by the Company to its shareholders for prior-consideration. The summary of Annual Financial Statements for 2015 was reported to the shareholders as follows.

#### **Separate Financial Statements**

In statement of financial position as at 31 December 2015, the part of current assets consisted of cash and cash equivalents for 21.23 million Baht, temporary investment for 200.29 million Baht, account receivables and other receivables for 16.21 million Baht, short-term loan for subsidiaries for 16.00 million Baht, immovable property project development cost for 1,214.72 million Baht, advance payment for the contractors for 5.43 million Baht, and other current assets for 2.07 million Baht. Then, total current assets were 1,475.95 million Baht. The part of non-current assets consisted of items of lands waiting for development for 1,409.88 million Baht, capital in subsidiaries for 145.75 million Baht, immovable property for investment for 306.36 million Baht, plant and equipment for 62.07 million Baht, asset of deferred income tax for 24.32 million Baht, and other non-current assets for 3.13 million Baht. Then, total non-current assets were 1,951.51 million Baht and total assets were 3,427.47 million Baht.

In part of liabilities, the Company's total current liabilities were 842.13 million Baht and total non-current liabilities were 265.90 million Baht. Then, total liabilities were 1,108.03 million Baht.

The shareholders' equity was 589.41 million Baht, premium on ordinary share was 636.26 million Baht, and retained-appropriated earnings were 58.94 million Baht. Total shareholders' equity was 2,319.44 million Baht. Then, total liabilities and shareholders' equity were 3,427.47 million Baht.

In statement of comprehensive income for 2015, the Company's revenue from sales of immovable property was 1,252.77 million Baht, revenue from lease and service was 103.59 million Baht and other revenues were 13.49 million Baht. Total revenue was 1,369.85 million Baht.

The part of expenses consisted of cost from sales of immovable property for 855.33 million Baht, cost from lease and service for 78.90 million Baht, selling expenses for 124.33 million Baht, and administrative expenses for 137.25 million Baht. Then total expenses were 1,195.81 million Baht and profit before financial expense and income tax expense for 174.03 million Baht.

The financial expense was 22.32 million Baht, income tax was 32.82 million Baht, total comprehensive profit and loss was 118.89 million Baht and earning per share was 0.20 Baht.

#### Consolidated Financial Statements

In statement of financial position as at 31 December 2015, the part of current assets consisted of cash and cash equivalents for 22.87 million Baht, temporary investment for 200.29 million Baht, account receivables and other receivables for 29.36 million Baht, immovable property project development cost for 1,214.72 million Baht, advance payment for the contractors for 5.43 million Baht, other current assets for 3.56 million Baht. Then, total current assets were

1,476.24 million Baht. The part of non-current assets consisted of items of lands waiting for development for 1,409.88 million Baht, immovable property for investment for 749.71 million Baht, plant and equipment for 73.99 million Baht, asset of deferred income tax for 28.90 million Baht, other non-current assets for 9.96 million Baht. Then total non-current assets were 2,272.44 million Baht. Total assets were 3,748.69 million Baht.

In part of liabilities, the Company's total current liabilities were 915.36 million Baht and total non-current liabilities were 458.79 million Baht, and then total liabilities were 1,374.15 million Baht. Debt to Equity Ratio was 0.58.

The shareholders' equity was 589.41 million Baht, premium on ordinary share was 636.26 million Baht, retained-appropriated earnings was 58.94 million Baht, and the part of the person with interest and without domination of its subsidiaries was 88.15 million Baht. Then total shareholders' equity was 2,374.54 million Baht. Total liabilities and shareholders' equity were 3,748.69 million Baht.

In statement of comprehensive income for 2015, the Company's revenue from sales of immovable property was 1,252.77 million Baht, revenue from lease and service was 236.56 million Baht, and other revenues were 19.65 million Baht. Total revenues were 1,508.98 million Baht.

In part of expenses, they included 855.33 million Baht of cost of immovable property, 173.67 million Baht of cost from lease and service, 130.42 million Baht of selling expenses, 157.32 million Baht of administrative expenses. Total expenses were 1,316.74 million Baht. Profit before financial expense and income tax was 192.24 million Baht.

Financial expense was 35.47 million Baht and income tax expense was 34.26 million Baht. Total comprehensive profit and loss was 122.51 million Baht and earning per share was 0.21 Baht.

The Managing Director gave the shareholders the opportunity to interrogate.

The shareholders inquired the following.

- In Annual Report in Page 79, Clause 11 of Notes of Financial Statements, what is the meaning of the rate of capital provision for 4% per annum specified by the star symbol?

Miss Waraporn Prapasirikul, the certified public accountant, clarified that according to the principles of the accounting, it means that the Company has borrowed money under the asset purchase objective. In this event, it is land that must take time for project development. The occurred interest can be recorded as cost of asset instead of expense.

- In Annual Report in Page 86, Clause 20 of Notes to Financial Statements, what is the determined rate which is deducted to interest rate of long-term loan and whether it is higher or lower than 4% per annum?



Miss Waraporn Prapasirikul, the certified public accountant, clarified that it is the average figure that may not be equal to the figure of loan amount due to availability of several loan limits and several rates.

- In Clause 14 of Notes to Financial Statements, what is the difference of immovable property for investment of both companies?

The Managing Director clarified that in part of the Company, the lands have been available for lease and in part of the subsidiaries, the space-leasing buildings of Pure Place Center have included three branches in total.

Miss Waraporn Prapasirikul, the certified public accountant, clarified about the classification of transaction based on the principles of accounting, In the event of the immovable property available for lease utilization, it shall be in the immovable property for investment category. However, in the event of immovable property for development of project for sales, it shall be in the land waiting for development or cost of project available for development for sales. These have been the classification issue. In respect of value presentation for immovable property for investment, the Company has selected the accounting policy for presentation based on cost price. Therefore, the information in financial statements and statement of financial position shall be presented based on cost price method. Theoretically, the Company shall disclose the information at fair value.

After none of any other queries, the Managing Director requested the shareholders to consider and approve statement of financial position as at 31 December 2015 already certified by the auditor.

**The Meeting's Resolution** Statement of financial position and statement of comprehensive income as proposed by the Managing Director were approved with unanimous votes under below resolution result.

Agreed	455,222,514	Votes	or in percentage	100.0000
Disagreed	-	Votes	or in percentage	0.0000
Abstained	-	Votes	or in percentage	0.0000

(The shareholders by self-meeting attendance and by proxy were 217 shareholders, totaling to 455,222,514 shares or 77.2335% of number of sold shares.)

#### **4. To Consider and Approve Annual Dividend Payment for Overall Operation for 2015**

The Managing Director reported that according to the Company's dividend payment policy for approximately 60% of net profit from overall operation, the Company's net profit for 2015 was 118.89 million Baht from separate financial statements and earnings per share was 0.20 Baht. The legal reserve was not retained due to reserve completion. The Board of Directors

therefore proposed the Meeting to consider and approve annual dividend payment for 2015 in the rate of 0.12 Baht per share in total amount of 70.73 million Baht or 59.49% of net profit under the schedule of dividend payment on 4 May 2016 to the shareholders who have been listed on Record Date on 20 April 2016 for the persons with right of dividend receipt and Book Closing Date for share transfer suspension on 21 April 2016. The Meeting was requested for consideration and approval.

The Managing Director gave the shareholders the opportunity to interrogate.

Mr. Sathaporn Phangniran, the shareholder, inquired and suggested the following.

1.What was the reason that the Company's sales volume in number of units increased but total revenue decreased?

2.The Company's dividend payment policy is 60% but this year, the dividend was paid for just 59.49% at 0.12 Baht per share, decreasing from last year for 0.03 Baht per share. Can the Company pay equally to last year?

3.The Company should find the alliance which owns high potential lands for long-term leasing project such as being alliance with the Treasury Department and the Crown Property Bureau, etc.

The Managing Director clarified that the dividend payment shall be considered by examining overall market and business trend. In last year, high dividend could be paid due to numerous sales volumes of condominiums and satisfactory selling. However, once commencing the ownership transfer at the end of the year for 2015, the cancellation ratio was quite high up to 38%. The cancellation ratio of horizontal portion was approximately 18%. In addition, the figure reflected at the year-end that overall market was increasingly risky. In this year, the Company therefore paid dividend according to its policy of 60%. In part of leasehold, the market may not much be responded since Thai people have still desired to have their own residences. According to the alliance, the said policy of the Company was initiated at Khon Kaen to develop community mall adjacent to Khon Kaen University. The Company was the partner with local company at Khon Kaen in the said project. However, the city planning issue was encountered since it is an educational land under risk of the business center development. Therefore, the said project was cancelled.

**The Meeting's Resolution** Dividend from overall operation for 2015 was approved for payment at the rate of 0.12 Baht per share on 4 May 2016 to shareholders listed on Record Date on 20 April 2016 for the persons who have been entitled to receive dividend and Book Closing Date for share transfer suspension on 21 April 2016 with unanimous votes under below resolution result.



Agreed	455,222,514	Votes	or in percentage	100.0000
Disagreed	-	Votes	or in percentage	0.0000
Abstained	-	Votes	or in percentage	0.0000

(The shareholders by self-meeting attendance and by proxy were 217 shareholders, totaling to 455,222,514 shares or 77.2335% of number of sold shares.)

## **5. To Consider Election of Directors in Replacement of Retired Directors by Rotation**

The Managing Director reported that pursuant to Clause 16 in the Company's Articles of Association, it determines that in every time of Annual General Meeting, the one-third numbers of directors shall resign. If the number of directors can be identically divided into three portions, the directors in the number which is nearest to one-third portion shall resign. He assigned Mr. Tawatchai Chongdarakul, the Chairman of the Nomination and Remuneration Committee, to propose the details for the Meeting's acknowledgement.

Mr. Tawatchai Chongdarakul, the Chairman of the Nomination and Remuneration Committee, stated to report that the Company executed pursuant to the policy of Stock Exchange and Thai Institute of Directors (IOD) by opening the opportunity for shareholders to have right to propose the meeting agenda and nominate the qualified person to take the post of director. The criteria was disseminated for prior-acknowledgement of the shareholders on right and nomination method for taking the post of director to the Board of Directors on the Company's Website from 13 October 2015 to 13 December 2015 so that the Nomination and Remuneration Committee could consider screening and selecting the person nominated by the shareholder. The result appeared that none of shareholders nominated anyone to take the post of director for consideration. In this year, the retired directors by rotation pursuant to the Article were four persons as follows.

1. Mr. Paron Isarasena Na Ayudhya Director
2. Mr. Satja Janetumnugul Director
3. Mr. Tawat Ungsuprasert Director
4. Mr. Kittipol Pramoj Na Ayudhya Director

However, since Mr. Paron Isarasena Na Ayudhya notified his intention to resign by rotation and the number of directors has been adequate for management, any person has not been required for nomination in replacement of him. The Nomination and Remuneration Committee therefore considered on the qualification, knowledge and competence of all three retired directors

by rotation to resume the director position. In addition, to comply with the principle of good corporate governance, all of three retired directors by rotation who have been regarded as the stakeholders in this agenda shall leave the meeting room until the shareholders will complete the consideration on this agenda.

The Company selected the persons based on the complete element of the Board of Directors, consisting of qualification, experience and expertise useful for the Company's operation, according to nomination process. The nominated person shall be qualified without legal prohibited characteristic pursuant to Public Limited Company Law and Proclamations of Securities and Exchange Commission and Stock Exchange. The Nomination and Remuneration Committee considered the appropriateness of each director upon consent of the Board with unanimous resolution to propose the shareholders' meeting to consider appointing the three retired directors by rotation to resume taking the post of director since they deemed that all of the three persons have been complete qualified persons according to the Company's requirement. The detail and qualification of the nominated directors to resume taking the post of director were appeared in Shareholder's Meeting Invitation Letter in Page 16 to 18 already delivered to the shareholders. To be in line with the principle of good governance in voting in this agenda, the individual director was elected whereas all of the three directors with interest abstained their votes in the agenda to elect themselves as the Board of Directors.

The Chairman of Nomination and Remuneration Committee gave the opportunity for shareholders to interrogate.

None of any shareholders interrogated.

### **The Meeting's Resolution**

The shareholders individually voted to elect all three retired directors by rotation to resume to hold the director position for another term with majority of total number of votes of the shareholders who attended the Meeting with voting rights under below resolution result.

#### **1. Mr. Satja Janetamnugul**

Agreed	455,222,514	Votes	or in percentage	100.0000
Disagreed	-	Votes	or in percentage	0.0000
Abstained	-	Votes	or in percentage	0.0000

#### **2. Mr. Tawat Ungsuprasert**

Agreed	455,222,514	Votes	or in percentage	100.0000
Disagreed	-	Votes	or in percentage	0.0000
Abstained	133,000	Votes	or in percentage	0.0307

#### **3. Mr. Kittipol Pramroj Na Ayudhya**

Agreed	454,409,181	Votes	or in percentage	99.8213
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Disagreed	-	Votes	or in percentage	0.0000
Abstained	813,333	Votes	or in percentage	0.1786

(The shareholders by self-meeting attendance and by proxy were 217 shareholders, totaling to 455,222,514 shares or 77.2335% of number of sold shares.)

The Managing Director reported to conclude the list of nine directors as follows.

- |    |                |                   |   |
|----|----------------|-------------------|---|
| 1. | Mr. Kavi       | Angsananon        | Chairman of the Board   |
| 2. | Mr. Anuthip    | Krairiks          | Independent Director and Nomination and Remuneration Committee Member   |
| 3. | Mr. Sitthichai | Chantravadee      | Independent Director, Audit Committee Member, and Risk Management Committee Member  |
| 4. | Mr. Tawatchai  | Chongdarakul      | Independent Director, Audit Committee Member, Risk Management Committee Member, and Chairman of Nomination and Remuneration Committee |
| 5. | Mr. Sumit      | Charnmatee        | Director and Nomination and Remuneration Committee Member   |
| 6. | Mr. Bibit      | Bijaisoradat      | Director and Chief Executive Officer  |
| 7. | Mr. Satja      | Janetumnugul      | Director and Executive Director   |
| 8. | Mr. Tawat      | Ungsuprasert      | Director and Executive Director   |
| 9. | Mr. Kittipol   | Pramoj Na Ayudhya | Managing Director   |

The list and number of the signatory authorized directors who bind with the Company has been unchanged whereas two-fourth of the said directors consisting of Mr. Bibit Bijaisoradat or Mr. Satja Janetumnugul or Mr. Tawat Ungsuprasert or Mr. Kittipol Pramoj Na Ayudhya, shall countersign and affix the Company's seal.

## **6. To Consider and Approve Remuneration of the Board of Directors and Subcommittee for 2016**

The Managing Director reported that Nomination and Remuneration Committee thoroughly considered on the scope of duty and responsibility of the Board of Directors and Subcommittee under details in Section of Corporate Governance in Annual Report. In addition, the overview of economic situation was also considered in comparison with remuneration of the Board of Directors both in the same type of business and other businesses with similar size. He

therefore deemed as proper to propose the shareholders to determine remuneration of the Board of Directors and Subcommittee for 2016 to equal to 2015 as follows.

Remuneration of the Board of Directors

Chairman of the Board	336,000 Baht per year or 28,000 Baht per month
Director	240,000 Baht per year or 20,000 Baht per month

Remuneration of Audit Committee

Chairman of the Committee	252,000 Baht per year or 21,000 Baht per month
Committee Member	228,000 Baht per year or 19,000 Baht per month

The remuneration of the audit committee member with qualification for verification on reliability of financial statements is 19,000 Baht per time /per quarter of the conference with the auditor.

Remuneration as Meeting Allowance of Risk Management Committee and Nomination and Remuneration Committee

Chairman of the Committee	21,000 Baht per time of the meeting
Committee Member	19,000 Baht per time of the meeting
Remuneration of the Executive Board	72,000 Baht/person/year
Special remuneration for 2015 (except the Managing Director)	100,000 Baht/person

Therefore, the Meeting was requested for consideration and approval on remuneration of the Board of Directors and Subcommittee whereas the director with interest abstained his or her vote in this agenda.

**The Meeting's Resolution** Remuneration of the Board of Directors and Subcommittee was approved as proposed by the Board of Directors with votes for not less than two-third of total number of votes of the meeting-attending shareholders under below resolution result.

Agreed	453,836,171	Votes	or in percentage	99.6954
Disagreed	-	Votes	or in percentage	0.0000
Abstained	1,386,343	Votes	or in percentage	0.3045

(The shareholders by self-meeting attendance and by proxy were 217 shareholders, totaling to 455,222,514 shares or 77.2335% of number of sold shares.)

**7. To Consider and Approve Appointment of Auditor for 2016 and Determination of Remuneration**

The Managing Director reported that the Board of Directors under suggestion and consideration of the Audit Committee deemed as proper to propose the shareholders to consider and approve the appointment of the auditor from EY Office Company Limited by Miss Waraporn

Prapasirikul, the certified public accountant no. 4579 and/or Mr. Supachai Phanyawattano, the certified public accountant no. 3930 and/or Miss Siraporn Ouaanunkun, the certified public accountant no. 3844 as the Company's auditors in 2016 for another one year to be the 11<sup>th</sup> year in wage rate of 843,000 Baht, equaling to 2015, which has been divided into annual audit fee for 408,000 Baht and quarterly financial statements verification fee for total of 3 quarters in the amount of 435,000 Baht.

An incognito shareholder commented to disagree with the middle (male) auditor without reason explanation but would like to keep EY Office Company Limited informed.

**The Meeting's Resolution** The appointment of EY Office Company Limited by Miss Waraporn Prapasirikul, the certified public accountant no. 4579 and/or Mr. Supachai Phanyawattano, the certified public accountant no. 3930 and/or Miss Siraporn Ouaanunkun, the certified public accountant no. 3844 as the Company's auditors for 2016 was approved. In addition, the remuneration for audit and verification of the Company's financial statements for 843,000 Baht was also approved under below resolution result.

Agreed	455,123,714	Votes	or in percentage	99.9782
Disagreed	98,800	Votes	or in percentage	0.0217
Abstained	-	Votes	or in percentage	0.0000

(The shareholders by self-meeting attendance and by proxy were 217 shareholders, totaling to 455,222,514 shares or 77.2335% of number of sold shares.)

## **8. Other Issues**

Mr. Vorapoj Larppoonsab, the representative of Thai Investors Association, inquired about the progress of the participation in Collective Action Coalition of the Private Sector against Corruption whenever the Company has planned to be certified from CAC Project.

The Managing Director replied that the Company has submitted the issue in certain period of time. However, the Company shall be assured that it is practicable upon the entry into the process whereas time must be taken for preparation. Now, the Company has not yet been prepared but it will attempt to manage as best as possible.

A shareholder stated that due to the considerable variation of this year's world situation whether in politics, economy and society, the said shareholder was anxious that both domestic and foreign economy will unlikely grow. This could be seen from Japan and Europe which have required for granting negative interest policy. For Sammakorn, has it encountered with any problem and has the sales met its target after one quarter?

The Managing Director replied that the nature of the pulse of real estate shall be considered from GDP of the overall economy particularly horizontal residence that few people will purchase for investment. The Company's core product is horizontal residence. Therefore, the

people who actually purchase will make their purchasing decisions only if they are assured of the overall economy that it will tend not to affect their incomes. It could be seen that at the beginning of the year, the government sector estimated GDP at 3.7 but some sources estimated GDP at 3.3. GDP has still been positive and similar to last year. However, the growth rate has still been regarded as not too bad.

A shareholder inquired that the Company has emphasized its core product on horizontal single houses. However, the purchasing power of the single house has been decelerated and Sammakorn has adjusted its strategy to develop condominium project at Rattanathibet Road and town home project at Ram Intra Road. Therefore, the said shareholder would like to know how many percent those condominiums, town homes and single houses have been sold.

The Managing Director replied that the condominium project's sales volume in the first period was 70%. After building completion and commencement of ownership transfer, 38% of the contracts were cancelled. The Company took the cancelled units for resale. In part of townhome project, it has not yet been debuted and expected to be opened for sales in Q2 or the beginning of Q3. For single house, the Company has arranged different segments of all three types of products by the way that the average market price of single house has been at approximately 4 million Baht but Sammakorn's price has been at 6 million Baht and over. In part of town home segment, out price will be higher than the market by the way that the market price of town home has been at approximately 1.7 million Baht but Sammakorn's price has begun at 2.5 million Baht for two-storey town home and 3 million Baht for three-storey town home. For condominium, Sammakorn's price has been in the moderate price level by the way that average market price has been at approximately 1 million Baht and Sammakorn's price has been approximately 1.6-1.7 million Baht.

Mr. Sathaporn Phanniran, the shareholder, proposed his opinion that the Company should try to study the development of 30-year long term lease project to support the government officers under mutual alliance with the Treasury Department and the Crown Property Bureau as aforesaid at the beginning.

The Managing Director replied this query that if interest rate is higher, the leasing project will have more opportunity. At present, the interest rate is low; the amortization of the loan amount for 1 million Baht must be performed for 7,000-8,000 Baht per month which is similar to the monthly rent rate as long as interest rate is low. Everyone may rather desire to borrow to purchase his or her own residence.

A shareholder inquired about Civil State Project whether Sammakorn is advantageous or participates in this project.

The Managing Director replied this query that work team is conducting the study of the single project which is Sammakorn S9 Condominium Project due to the commencement of the customer's inquiry. However, there have been the limitations such as the customer shall not ever own the title of residence before and shall be the first purchase at the price of not more than 1.5 million Baht. Therefore, not all units are in the criteria and this has seldom affected the essence of the Company.

A shareholder inquired about the progress on the purchasing power of Sammakorn S9 Condominium Project in March 2016.

The Managing Director replied this query that the Company has still been confident on location and the selling price has not been different from the market under continuous interest of the people. It must be accepted on considerable condominium supply at Purple Line. However, it may be prominent again in May period that MRT will start serving. It was deemed that demand will gradually begin shifting upward. The last month period was considered as satisfactory on target.

After none of shareholders inquired and proposed any other issue for consideration, the Managing Director therefore requested for approval of the Chairman of the Meeting to adjourn the Meeting.


The Chairman stated to deliver the gratitude to the shareholders who attended the Meeting and proposed useful opinions as well as approved the proposal of the Board of Directors in different issues without trouble.

The Meeting was adjourned at 12.55 hrs.

Signed  Chairman of the Meeting

(Mr. Bibit Bijaisoradat)

Chairman of the Meeting

Signed  Secretary of the Meeting

(Mrs. Khaimook Prammanee)

Company Secretary



**Clarification of Proxy, Registration and Document Presentation Prior-Meeting Attendance  
Voting and Voting Result Count  
in Extraordinary General Meeting of Shareholders No.1/2016  
Sammakorn Public Company Limited  
on 20 October 2016**

**A. Proxy**

The Company has delivered Proxy Form B for consideration by the shareholder who cannot attend the meeting by himself or herself whether he or she will authorize other person or authorize the independent director whose background has been enclosed herewith by the Company as the Proxy for meeting attendance and voting in the shareholders' meeting in lieu of him or her.

However, in the event that the shareholder must authorize in general way, Proxy (Form A) can be selected for use; or in the event that the shareholder who is the foreign investor and appoints Custodian in Thailand as share depositary and overseer, Proxy Form C which can be downloaded at website : [www.sammakorn.co.th](http://www.sammakorn.co.th) can be selected for use.

1. Authorizing other person as the Proxy
  - The Principal shall authorize just one Proxy as the person who attends the meeting and votes. The number of shares cannot be separated to several proxies for voting separation.
  - The Proxy kindly fills details in Proxy with accurate and complete signatures of the Principal and the Proxy.
  - The Proxy shall submit Proxy to the Company's officer at the meeting venue prior-the Proxy's meeting attendance.
2. Authorizing the Company's director as the Proxy
  - The Principal kindly specify name and detail of the Company's director as the Proxy according to below details.
    - (1) **Mr. Sittichai Chantravadee, 66 years old, Chairman of Audit Committee and Risk Management Committee Member**  
**Residing at address no. 189/9 Soi Saphan Khwa, Bangsue, Bangkok 10800.**
    - (2) **Mr. Tawatchai Chongdarakul, 55 years old, Chairman of Risk Management Committee, Chairman of Nomination and Remuneration Committee and Audit Committee Member**  
**Residing at address no. 35 Rom Klao Road, Soi Rom Klao 6, Minburi, Bangkok 10510**
  - In authorizing the Company's director, kindly specify names and details of both directors of the Company since in the event that any director cannot attend the Meeting, the director who attends the Meeting shall be the Proxy for meeting attendance and voting in the Shareholders' Meeting in lieu of you.
  - The Proxy kindly fills his or her detail in Proxy and signs for Proxy, put it in Acceptance Business Service Envelope and seal the envelope for delivery via post without requirement of postage stamp affixture to the Company Secretary prior-the meeting date

**B. Registration and Presentation of Document Prior-Meeting Attendance**

The Company shall begin checking the completeness of Proxy and open for registering from 9.30 hrs. henceforth at Montathip 1 Room, 1<sup>st</sup> Floor, Anantara Siam Bangkok Hotel, Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330 according to the enclosed map.

The meeting attendants shall present the following documents for registering prior-meeting attendance (as the case may be).

**1. Shareholder who is a natural person**

- 1.1 In the event that the shareholder attends the Meeting by himself or herself, the document issued by the administrative agency with appearance of the non-expired



photo of the shareholder such as identification card, driving license or passport shall be presented.

1.2 In the event that the shareholder authorizes the Proxy to attend the Meeting

- (a) Proxy according to form enclosed with Notice to Call the Meeting which are completely and accurately filled, signed by the Principal and the Proxy, and affixed with 20 Baht stamp duty.
- (b) Copy of photograph of document of the shareholder issued by the administrative agency with detail in Clause 1.1 above, and certified true copy by the Principal.
- (c) Document of the Proxy issued by the administrative agency shall contain detail in 1.1 above.

**2. Shareholder who is a juristic person**

2.1 In the event that the representative of the shareholder attends the Meeting by himself or herself

- (a) Document of the representative issued by the administrative agency shall contain details pursuant to Clause 1.1 above.
- (b) Copy of photograph of Certificate of Juristic Person Registration of the Shareholder certified true copy by the representative of the juristic person with statement indicating that the representative is the meeting attendant who has power to act on behalf of juristic person which is the shareholder.

2.2 In the event that shareholder who authorizes the Proxy to attend the Meeting

- (a) Proxy according to Form enclosed with Notice to Call the Meeting of which the statements are accurately and completely filled with signatures of the Principal and the Proxy and stamping of 20 Baht stamp duty.
- (b) Copy of photograph of Certificate of Juristic Person Registration of the Shareholder which is certified true copy by juristic person with statements indicating that the representative of the juristic person who signs in the Proxy has power to act on behalf of juristic person which is the shareholder.
- (c) Document of the Proxy issued by administrative agency shall contain detail in Clause 1.1 above.

**3. Shareholder who is not Thai nationality or is juristic person which is established pursuant to foreign law.**

The contents in Clause 1. and Clause 2. are taken for application mutatis mutandis with the shareholder or the meeting attendant who is not Thai nationality or is juristic person that is established pursuant to foreign law as the case may be subject to the following.

(a) Certificate of Juristic Person may be the document issued by administrative agency of the country where that juristic person is situated or by the officer of that juristic person. However, there shall be the details of the juristic person's name, authorized signatory for binding juristic person and condition or restriction of signing power, location of the principal office.

(b) Document of which its original in English is unavailable shall be translated in English to be enclosed with and the representative of that juristic person shall certify the accuracy of the translation.

**C. Voting and Count of Voting Result**

The Chairman of the Meeting shall inform the method of voting and count of voting result for the Meeting's acknowledgement prior entering into the meeting agenda.

**1. Voting**

- One share is counted as one vote.
- For voting in each agenda, the Chairman shall inquire the Meeting whether which shareholder disagrees or abstains, he or she shall show his or her hands.
  - If any shareholder shows his or her hands to disagree or abstain, the shareholder shall record the disagreed or abstained resolution in ballot distributed by the office prior-meeting attendance and the Chairman shall return the ballot of the shareholder who disagrees or abstains to the office for checking and counting vote. It is deemed that the

shareholder who does not show his or her hands in the Meeting resolves for approval according to the proposal of the Chairman for the Meeting's considering and resolving.

- If none of any shareholder shows his or her hands to disagree or abstain, it is deemed that the Meeting unanimously resolves for approval according to the proposal of the Chairman for the Meeting's considering and resolving unless the event that the shareholder has already marked in Proxy that he or she intends to resolve disagreement or abstention in any respect, the Company shall also record such disagreed or abstained vote in resolution of each agenda.
- The shareholder who authorizes the Proxy to attend the Meeting in lieu of him or her and permits the Proxy to vote according to his or her intention as specified by him or her in Proxy, the Company shall record and collect vote as specified by the shareholder in such Proxy in advance at the time that the Proxy has already registered in order to facilitate the Proxy to be unnecessary to fill ballot in the Meeting again. Such vote is taken for combination with the aforesaid voting.

## **2. Count of Voting Result**

- According to the count of voting result in each agenda, the Company shall count votes of the shareholders in the meeting and of the shareholders who authorize their Proxies that are recorded by the Company in advance at the time of registration of the Proxies for meeting attendance, for disagreed and abstained voting and deduct them from total number of shares of the meeting attendants with voting rights in each agenda.

- The Chairman shall announce voting result in each agenda for the Meeting's acknowledgement after completion of voting in each agenda. The number of agreed, disagreed and abstained votes and their proportion in percentage shall be separated.

.....

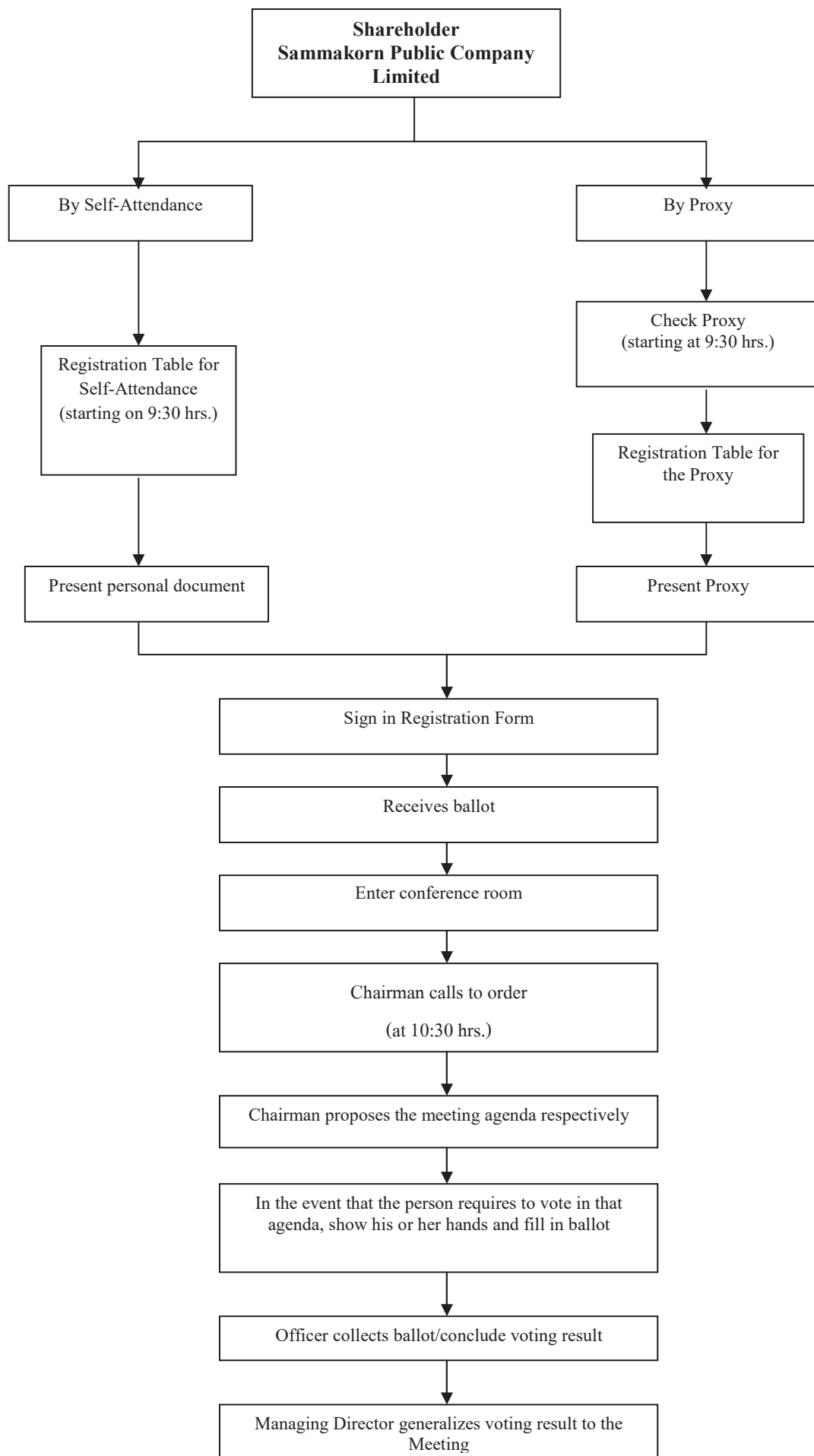
## Information of Independent Directors Proposed to be Shareholders' Proxies

<b>Name-Surname</b>	Mr.Sitthichai Chantravadee
<b>Director Type</b>	Independent Director
<b>Current Position</b>	Independent Director, Audit Committee And Risk
<b>Date of appointed as a director</b>	April 7,2005
<b>Date of Birth</b>	October 23,1950
<b>Age</b>	66 years old
<b>Nationality</b>	Thai
<b>Address</b>	189/9 Soi Saphan Khwa, Bangsue, Bangkok.
<b>Education</b>	Bachelor Degree in Accounting Chulalongkorn University. Bachelor Degree in Law Sukhothaithammathirat University. Master Degree in Cost Accounting Chulalongkorn University.
<b>Director Training Program IOD</b>	Audit Topics for Audit Committee Consideration, Fostering A Board and Management Team, Directors Accreditation Program (DAP), Director Certification Program (DCP), Audit Committee Program (ACP), Board Performance Evaluation, Raising The Awareness of Corporate Fraud in Thailand, Monitoring the Internal Audit Function (MIA), Monitoring the Quality of Finance Reporting (MFR), Monitoring the System of Internal Control and Risk Management (MIR), Monitoring Fraud Risk Management (MFM) , ISO 26000 (Social Responsibility), Advance Audit Committee Program (AACP), Director Certification Program Update (DCPU)
<b>Training Others in 2016</b>	-None-
<b>Number of year as Directorship</b>	11 years
<b>Meeting Attendance in 2016</b>	6/6 times for the Board of Directors' Meeting 4/4 times for the Audit Committee Meeting 3/3 times for the Risk Management Committee Meeting
<b>Experience</b>	
1996 - 2000	Corporate Accounting Director, The Siam Cement Pcl.
2001 - 2003	Chairman of The Institute of Internal Auditors of Thailand
2000 - 2010	Director Audit Officer, The Siam Cement PCL.
1976 - Present	Certified Public Accountant
<b>Number of shares held in Company</b>	
<b>as at 31 Dec. 2015</b>	-None-
<b>Others Position</b>	
<b>Listed Companies</b>	-None-
<b>Non-Listed Companies</b>	
<b>Other business which May have</b>	
<b>Conflict of interest</b>	-None-
<b>Controversy in law</b>	No lawsuit within the last 10 years

## Information of Independent Directors Proposed to be Shareholders' Proxies

<b>Name-Surname</b>	Mr.Tawatchai Chongdarakul
<b>Director Type</b>	Independent Director
<b>Current Position</b>	Independent Director, Nomination and Remuneration, Audit Committee And Risk
<b>Date of appointed as a director</b>	January 10,2014
<b>Date of Birth</b>	June 19,1961
<b>Age</b>	55 years old
<b>Nationality</b>	Thai
<b>Address</b>	35 Rom Klao Road, Soi Rom Klao 6, Minburi. Bangkok 10510
<b>Education</b>	Master Degree in Laws Ramkhaeng University. Bachelor Degree in Laws Ramkhaeng University.
<b>Director Training Program IOD</b>	Advance Audit Committee Program (AACP), Directors Accreditation Program(DAP)
<b>Training Others in 2016</b>	Risk Management Program for Corporate Leader (RCL) 4/2016
<b>Number of year as Directorship</b>	2 years
<b>Meeting Attendance in 2016</b>	6/6 times for the Board of Directors' Meeting 4/4 times for the Audit Committee Meeting 3/3 times for the Risk Management Committee Meeting 3/3 times for the Nomination and Remuneration Committee Meeting
<b>Experience</b>	
2005 - Present	Specialists in arbitration and mediation.
2000 - Present	Lawyer's independent professional (Criminal lawyer, Economic crimes Case, General business litigation case)
2000 - Present	Criminal and civil lawyer, Punyariddhi Law office
<b>Number of shares held in Company</b>	
<b>as at 31 Aug. 2016</b>	-None-
<b>Others Position</b>	
<b>Listed Companies</b>	-None-
<b>Non-Listed Companies</b>	
<b>Other business which May have</b>	
<b>Conflict of interest</b>	-None-
<b>Controversy in law</b>	No lawsuit within the last 10 years

**Attendance Step for Extraordinary General Meeting of Shareholders No. 1/2016  
Sammakorn Public Company Limited  
on 20 October 2016**



### **The Company's Regulations concerning on Agendas in the Invitation Letter of Shareholders' Meeting**

34. In voting, every shareholder has one vote per one share, except in case the Company has issued its preference shares, those shall be entitled to have less vote than ordinary shares.

Under the resolution of shareholders' meeting, the votes shall be consisted as follows:

(1) In general case, the majority votes of the shareholders who attend and vote shall be relied on, if the result presents parity, the Chairman of the meeting shall be authorized to draw one additional vote as the casting vote.

(2) In following cases, over than 3/4 of all votes of the attending shareholders entitled to vote must be approved:

(A) The selling or transfer of overall or part of the Company's Business

(B) The acquisition or acceptance of the transfer of other Company's business or private companies;

(C) The action, revision, or cancellation of contract(s) related to the lease of overall or significant part of the Company's business;

(D) The assignation on other people to manage the Company's business; or

(E) The consolidation with other person(s) with the objective of profit & loss sharing;

(F) The amendment of the Memorandum of Association or Regulation(s);

(G) The increase or decrease of the Company's capital or debenture issuance;

(H) The merger or liquidation of the Company.

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**Proxy B. Form**  
**(Form specifying the fixed and clear detailed items for authorization)**  
**Enclosed the Announcement of Department of Business Development**  
**Subject Determination of Proxy Form (Issue No. 5 ) B.E. 2550 (2007)**

**Stamp Duty**  
**20 Baht**

Written at .....

Date.....Month.....Year.....

(1) I .....Nationality.....  
residing at Address No.....Road.....Tambon/Sub-district .....  
Amphoe/District.....Province.....Postal Code .....

(2) as the shareholder of Sammakorn Public Company Limited by holding total shares of  
.....shares and voting for .....votes as follows.

Ordinary Share for .....shares voting for .....votes  
Preferred Share for ..... shares voting for .....votes

(3) authorize

☐ (1) .....having age of .....years old, residing at  
Address No.....Road..... Tambon/Sub-district.....  
Amphoe/District..... Province.....Postal Code.....; or

☐ (2) Mr.Sitthichai Chantravadee Age 66 years old, residing at  
Address No. 189/9 Soi Saphan Khwa, Bangsue, Bangkok, 10800; or

☐ (3) Mr.Tawatchai Chongdarakul Age 55 years old, residing at  
Address No. 35 Rom Klao Road, Soi Rom Klao 6, Minburi, Bangkok 10510.

just any one person to be my representative to represent meeting attendance and voting in Extraordinary General Meeting of Shareholders No. 1/2016 on 20 October 2016 at 10.30 hrs. at Montathip 1 Room, 1<sup>st</sup> Floor, Anantara Siam Bangkok Hotel, No. 155 Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330 or upon postponement to other date, time and place.

(4) I authorize the Proxy to represent voting in this time of Meeting as follows.

☐ **Agenda 1 Certify the Annual General Meeting of Shareholders for the year 2016**

☐ (a) The Proxy is entitled to consider and resolve in lieu of me in all respects as deemed as proper.

☐ (b) The Proxy votes according to my intention as follows.

☐ Agreed

☐ Disagreed

☐ Abstained

☐ **Agenda 2 Approved the acquisition of Pure Sammakorn Development Company**

**Limited ("PSDC") shares in proportion of 44.13% of registered and paid-up capital from the current major shareholder.**

☐ (a) The Proxy is entitled to consider and resolve in lieu of me in all respects as deemed as proper.

☐ (b) The Proxy votes according to my intention as follows.

☐ Agreed

☐ Disagreed

☐ Abstained

☐ **Agenda 3** Consider other issues (if any).

- ☐ (a) The Proxy is entitled to consider and resolve in lieu of me in all respects as deemed as proper.  
☐ (b) The Proxy votes according to my intention as follows.

☐ Agreed    ☐ Disagreed    ☐ Abstained

(5) Voting of the Proxy in any agenda which is not in line with what is specified in this Proxy is deemed that such voting is inaccurate and is not my voting on behalf of the shareholder.

(6) In the event that I do not specify my intention for voting in any agenda or unclearly specify, or in the event that in the Meeting, any issue apart from the issue specified above is considered or resolved, including the event that any fact is revised, altered or added, the Proxy is entitled to consider and resolve in lieu of me in all respects as deemed as proper.

Any undertaking acted by the Proxy in the meeting unless the event that the Proxy does not vote as specified by me in Proxy is deemed as if my action in all respects.

Signed.....Attorney  
( )

Signed.....Proxy  
( )

Signed.....Proxy  
( )

Signed..... Proxy  
( )

Remark

1. The shareholder who authorizes shall authorize just one Proxy as the meeting attendant with voting. The number of shares cannot be divided to several Proxies for voting separation.
2. In the event that there is additional agenda for consideration in the Meeting more than the agenda specified above, the proxy can additionally specify in the counterfoil of Proxy Form B. according to the Form.



### Counterfoil of Proxy B. Form

Authorization on behalf of the shareholder of Sammakorn Public Company Limited

In Extraordinary General Meeting of Shareholders No. 1/2016 on 20 October 2016 at 10.30 hrs. at Montathip 1 Room, 1<sup>st</sup> Floor, Anantara Siam Bangkok Hotel, No. 155 Rajdamri Road, Lumpini, Pathumwan , Bangkok 10330 or upon postponement on other date, time and place

.....

- ☐ **Agenda No..... Subject.....**
- ☐ (a) The Proxy is entitled to consider and resolve in lieu of me in all respects as deemed as proper.
- ☐ (b) The Proxy votes according to my intention as follows.
- ☐ Agreed ☐ Disagreed ☐ Abstained

- ☐ **Agenda No..... Subject.....**
- ☐ (a) The Proxy is entitled to consider and resolve in lieu of me in all respects as deemed as proper.
- ☐ (b) The Proxy votes according to my intention as follows.
- ☐ Agreed ☐ Disagreed ☐ Abstained

- ☐ **Agenda No..... Subject.....**
- ☐ (a) The Proxy is entitled to consider and resolve in lieu of me in all respects as deemed as proper.
- ☐ (b) The Proxy votes according to my intention as follows.
- ☐ Agreed ☐ Disagreed ☐ Abstained

- ☐ **Agenda No..... Subject.....**
- ☐ (a) The Proxy is entitled to consider and resolve in lieu of me in all respects as deemed as proper.
- ☐ (b) The Proxy votes according to my intention as follows.
- ☐ Agreed ☐ Disagreed ☐ Abstained

- ☐ **Agenda No..... Subject.....**
- ☐ (a) The Proxy is entitled to consider and resolve in lieu of me in all respects as deemed as proper.
- ☐ (b) The Proxy votes according to my intention as follows.
- ☐ Agreed ☐ Disagreed ☐ Abstained

- ☐ **Agenda No..... Subject Election of Directors (continued)**

Director's Name .....

☐ Agreed ☐ Disagreed ☐ Abstained

Director's Name .....

☐ Agreed ☐ Disagreed ☐ Abstained

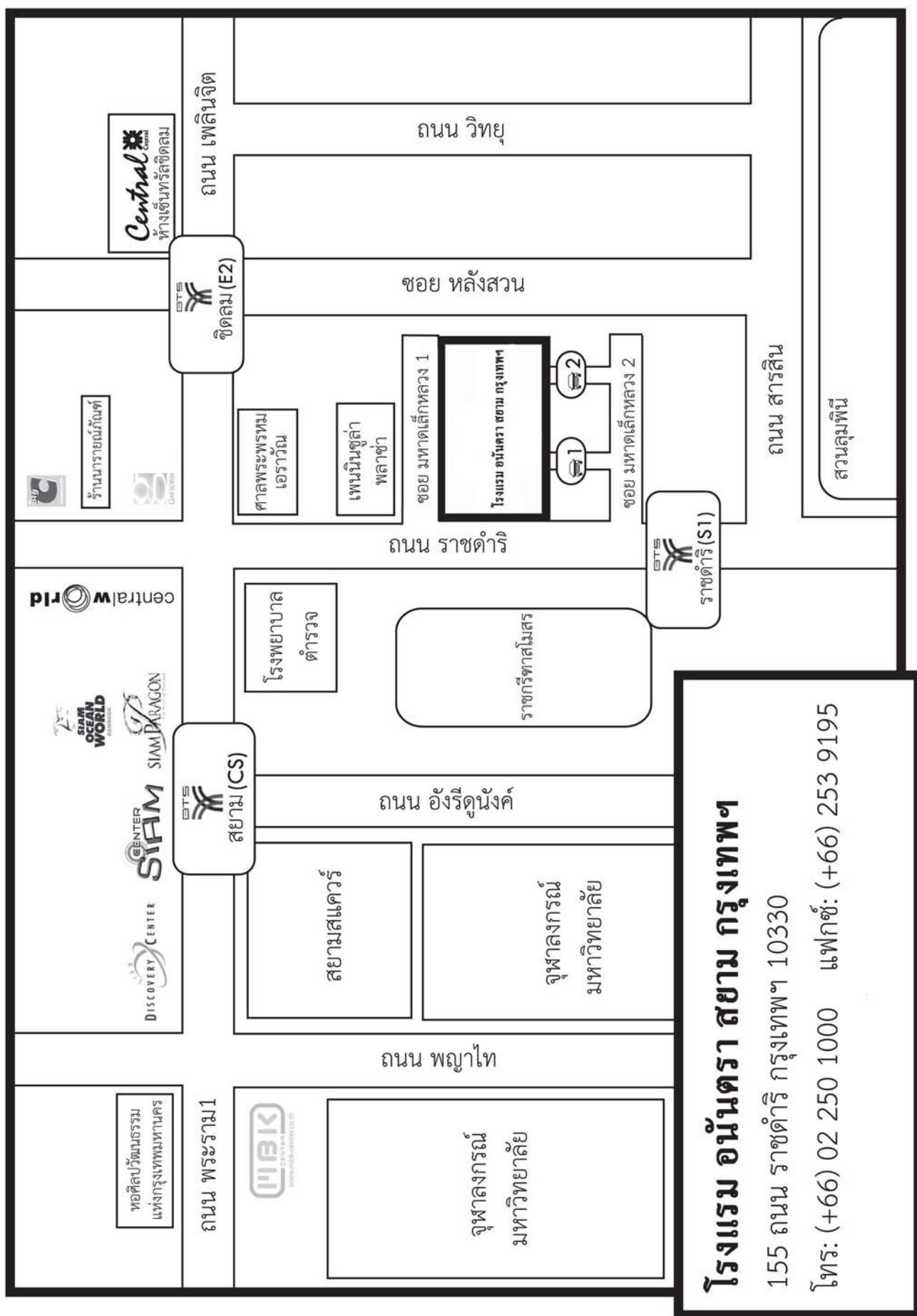
Director's Name.....

☐ Agreed ☐ Disagreed ☐ Abstained

Director's Name.....

☐ Agreed ☐ Disagreed ☐ Abstained

## โรงแรม อนันตรา สยาม กรุงเทพฯ





SAMMAKORN PUBLIC COMPANY LIMITED  
86 Pure Place Ramkhamhaeng, 3rd Floor  
Ramkhamhaeng Road, Saphansoong Bangkok 10240  
ISO 9001:2008

(02) 106 8300 [contact@sammakorn.co.th](mailto:contact@sammakorn.co.th) [www.sammakorn.co.th](http://www.sammakorn.co.th)