

No. ORI.65/2017

1 November 2017

Subject: Resolutions of Extraordinary General Meeting of Shareholders No. 2/2017

Attention: President
Stock Exchange of Thailand

Reference is made to the fact that Origin Property Public Company Limited (the “**Company**”) convened Extraordinary General Meeting of Shareholders No. 2/2017 (the “**Meeting**”) on Wednesday, 1 November 2017, at 10:00 hrs. at Bangkok International Trade & Exhibition Centre (BITEC), Room No. MR 211-213, 2nd Floor, No. 88, Bang Na-Trad Road (Km.1), Bang Na District, Bangkok 10260. The Meeting passed the resolutions as follows:

- The Meeting resolved to endorse the Minutes of Extraordinary General Meeting of Shareholders No. 1/2017, in accordance with the following votes:

| Result | No. of votes (1 share = 1 vote) | Percentage of shareholders attending the meeting and casting their votes |
|---------------------------|--|---|
| Approved | 1,196,088,765 | 99.9999 |
| Disapproved | 1,400 | 0.0001 |
| Abstained | - | - |
| Invalid Ballots | - | - |
| Total of 227 shareholders | 1.196,090,165 | 100.0000 |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

- The Meeting resolved to acknowledge the interim dividend payment and a change to the dividend policy.

Remark: This agenda item is only for acknowledgement, therefore, no voting is required.

3. The Meeting resolved to approve the issuance of the Warrants to Purchase Newly-Issued Ordinary Shares of the Company No. 1 (the “Warrants” or “ORI-W1”) amounting to 406,574,337 units, in order to allocate to the shareholders of the Company proportionate to their respective shareholdings (Rights Offering), at the ratio of 4 existing ordinary shares (at the par value of THB 0.50 per share) to 1 unit(s) of the Warrants (4:1). In addition, the Meeting resolved to authorise the Executive Committee or its delegated person: (1) to consider, determine, amend and change the conditions and details relating to the allocation of the Warrants, e.g., the issuance date, offering details, allocation methods, term of the Warrants, exercise period, end of exercise period; (2) to sign application forms for permission and evidence necessary for and relevant to the issuance of the Warrants, including but not limited to contact, provide information, and file applications for approval, waiver, documentation and evidence, with government agencies or agencies relevant to the issuance of the Warrants, as well as to list the Warrants on the Stock Exchange of Thailand; and (3) to undertake any appropriate and necessary act with respect to the issuance and offer for sale of the Warrants. The resolution is passed in accordance with the following votes:

| Result | No. of votes (1 share = 1 vote) | Percentage of shareholders attending the meeting and entitled to cast their votes |
|---------------------------|--|--|
| Approved | 1,201,678,720 | 100.00 |
| Disapproved | 0 | 0.0000 |
| Abstained | 1,400 | - |
| Invalid Ballots | 0 | - |
| Total of 241 shareholders | 1,201,678,720 | 100.0000 |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and entitled to cast their votes.

4. The Meeting resolved to approve the increase in the registered capital by THB 203,287,168.50, from the existing registered capital of THB 821,390,425.50, to THB 1,024,677,594, by issuing 406,574,337 newly-issued ordinary shares with the par value of THB 0.50 per share, in order to accommodate the exercise of the ORI-W1 Warrants, and the amendment to Clause 4 of the Memorandum of Association on the registered capital to be in line with the capital increase. The person delegated by the Board of Directors or the Chief Executive Officer, who has the duty to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, shall be authorised to amend the terms in the Memorandum of Association in accordance with the registrar’s order. The resolution is passed in accordance with the following votes:

(Translation)



Origin Property Public Company Limited

496, Moo 9, Samrong Nuea Subdistrict, Mueang Samut Prakan District

Samut Prakan Province 10270

| Result | No. of votes (1 share = 1 vote) | Percentage of shareholders attending the meeting and casting their votes |
|---------------------------|--|---|
| Approved | 1,201,681,922 | 99.9999 |
| Disapproved | 0 | 0.0000 |
| Abstained | 1,400 | 0.0001 |
| Invalid Ballots | 0 | - |
| Total of 244 shareholders | 1,201,683,322 | 100.0000 |

Remark: The resolution on this agenda item shall be passed by the votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

In this regard, there are 16,483,504 ordinary shares which have not been offered for sale which are reserved to accommodate the exercise of the Warrants to Purchase Ordinary Shares issued to directors, executives, and employees of the Company and its subsidiaries (4,039,234 units of ORI-WA, and 12,444,270 units of ORI-WB), whereby the Company is not required to decrease its capital by cancelling such shares which have not been sold before conducting the capital increase.

5. The Meeting unanimously resolved to approve the allocation of 406,574,337 newly-issued shares of the Company at the par value of THB 0.50 per share, in order to accommodate the exercise of the Warrants, at the exercise price under the Warrants of THB 20 per share. In addition, the Meeting authorised the Executive Committee or its delegated person to consider, determine, amend, and change the conditions and details with respect to the allocation, as well as to execute any relevant documents and to undertake any necessary and appropriate act relating to the allocation, including but not limited to providing information and filing an application form, waiver, documentation, and evidence with government agencies or relevant agencies, and the listing of the ordinary shares to be listed securities on the Stock Exchange of Thailand. The resolution is passed in accordance with the following votes:

| Result | No. of votes (1 share = 1 vote) | Percentage of shareholders attending the meeting and casting their votes |
|---------------|--|---|
| Approved | 1,203,529,922 | 100.0000 |
| Disapproved | 0 | 0.0000 |
| Abstained | 1,400 | - |

(Translation)



Origin Property Public Company Limited

496, Moo 9, Samrong Nuea Subdistrict, Mueang Samut Prakan District

Samut Prakan Province 10270

| | | |
|---------------------------|---------------|----------|
| Invalid Ballots | - | - |
| Total of 145 shareholders | 1,203,529,922 | 100.0000 |

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

Please be informed accordingly.

Sincerely yours,

(Mr. Peerapong Jaroon-ek)
Director and Chief Executive Officer
Authorised Signatory