

(Translation)

4 April 2017

**Subject:** Resolutions of the 2017 Annual General Meeting of Shareholders

**Attention:** President  
Stock Exchange of Thailand

Reference is made to the fact that Origin Property Public Company Limited (the “**Company**”) convened the 2017 Annual General Meeting of Shareholders (the “**Meeting**”) on 4 April 2017, at 1400 hrs., at the Ballroom, 3<sup>rd</sup> Floor, the Grand Fourwings Convention Hotel, No. 333, Srinagarindra Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok. In this regard, the resolutions passed by the Meeting are summarized as follows:

1. The Meeting certified the Minutes of Extraordinary General Meeting of Shareholders No. 2/2016, convened on 21 December 2016, in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and casting their votes</b>
Approved	789,745,916	100.0000
Disapproved	0	0.0000
Abstained	-	-
Invalid Ballots	-	-
Total of 168 shareholders, representing 789,745,916 votes.		

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

2. The Meeting acknowledged the 2016 operational results of the Company and the Annual Report of the Board of Directors.

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

3. The Meeting approved the Statements of Financial Position and Comprehensive Income Statement for the year ending 31 December 2016 which have been audited by the certified public accountant, in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and casting their votes</b>
Approved	790,220,361	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

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

4. The Meeting approved the appropriation of the net profit as a legal reserve and the dividend payment from the operational results of 2016, in the following manner:

4.1 to appropriate the profit of THB 22,131,243 as a legal reserve from the operational results of 2016, representing 3.2 percent of the net profit, resulting in an accumulated legal reserve of THB 55,288,743 in total, equivalent to 10 percent of the registered capital.

4.2 to make a dividend payment from the operational results of the latter three-month period of 2016 at the rate of THB 0.24 per share, totaling not exceeding THB 264,469,893.02, whereby this dividend payment will be made both in newly-issued ordinary shares and in cash, in the following manner:

- 1) The dividend payment is to be made in not exceeding 440,783,155 newly-issued ordinary shares, at the par value of THB 0.50 per share, to the shareholders at the rate of 2.5 existing shares to 1 dividend share (any fraction of a share will be disregarded), totaling not exceeding THB 220,391,577.50, or equivalent to the dividend payment of 0.20 THB per share.

In this regard, in the case of a fraction of a share which cannot be allocated in the dividend shares, the dividend payment for such fraction will be made in cash, at the rate of THB 0.20 per share.

- 2) The dividend payment is to be made in cash, at the rate of THB 0.04 per share, or equivalent to not exceeding THB 44,078,315.52.

In this regard, the Company scheduled 19 April 2017 as the date to record the names of the shareholders who are entitled to the dividend payment (Record Date); 20 April 2017 as the date to list the names of the shareholders in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto),

whereby the Company will post an XD Sign on 17 April 2017; and 3 May 2017 as the date for dividend payment.

The resolution was passed in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and casting their votes</b>
Approved	790,220,361	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

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

5. The Meeting approved the decrease in the registered capital by THB 272.50, from the existing registered capital of THB 552,887,427, to THB 552,887,154.50, by cancelling 545 registered ordinary shares at the par value of THB 0.50 per share which are remaining from the allocation of dividend shares by virtue of Extraordinary General Meeting of Shareholders No. 2/2016. In addition, the Meeting approved the amendment to Clause 4 of the Memorandum of Association in order to be in line with the capital decrease. In this regard, the person delegated by the Board of Directors to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the terms in accordance with the registrar's order. The resolution was passed in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and eligible to vote</b>
Approved	790,202,028	99.9977
Disapproved	0	0.0000
Abstained	18,333	0.0023
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

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

6. The Meeting approved the issuance and offer for sale of 13,500,000 units of the Warrants to Purchase Ordinary Shares of the Company (the “**Warrants**”) to the directors, executives, and employees of the Company and its subsidiaries, as well as the authorization of the Executive Committee of the Company to determine other details and conditions with respect to the issuance and offer for sale of the Warrants, in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and eligible to vote</b>
Approved	790,202,028	99.9977
Disapproved	0	0.0000
Abstained	18,333	0.0023
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

- Remarks: 1. The resolution on this agenda item shall be passed by a vote of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.
2. In the counting of votes in respect of this agenda item, the Company did not count 129,936 shares which is equivalent to 129,936 votes of the interested shareholders who are not entitled to cast votes on this agenda item.

7. The Meeting approved the increase in the registered capital by THB 227,904,800, from the existing registered capital of THB 552,887,154.50 which can be divided into 1,105,774,309 ordinary shares, at the par value of THB 0.50 per share, to THB 780,791,954.50 which can be divided into 1,561,583,909 ordinary shares, at the par value of THB 0.50 per share, by issuing 455,809,600 newly-issued ordinary shares, at the par value of THB 0.50 per share; and the amendment to Clause 4 of the Memorandum of Association in order to be in line with the capital increase. In this regard, the person delegated by the Board of Directors to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the terms in accordance with the registrar’s order. The resolution was passed in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and eligible to vote</b>
Approved	790,220,361	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Invalid Ballots	0	-

Total of 174 shareholders, representing 790,220,361 votes.
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- Remarks: 1. The resolution on this agenda item shall be passed by a vote of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.
2. In the counting of votes in respect of this agenda item, the Company did not count 129.936 shares which is equivalent to 129,936 votes of the interested shareholders who are not entitled to cast votes on this agenda item.

8. The Meeting approved the allocation of 455,809,600 newly-issued ordinary shares at the par value of THB 0.50 per share, in the following manner:

8.1 to allocate 440,783,155 newly-issued ordinary shares to accommodate the dividend payment made in newly-issued ordinary shares to the shareholders at the rate of 2.5 existing shares to 1 dividend share, totaling not exceeding THB 220,391,577.50, or equivalent to the dividend payment of 0.20 THB per share. In the case of a fraction of a share which cannot be allocated in the dividend shares, the dividend payment for such fraction will be made in cash, at the rate of THB 0.20 per share.

8.2 to allocate 1,526,445 newly-issued ordinary shares to accommodate the rights adjustment of the Warrants to Purchase Ordinary Shares issued to the Directors, Executives, and Employees of the Company and its Subsidiaries (ESOP Warrants : ORI WA).

8.3 to allocate 13,500,000 newly-issued ordinary shares to accommodate the exercise of the Warrants to Purchase Ordinary Shares issued to the Directors, Executives, and Employees of the Company and its Subsidiaries (ESOP Warrants : ORI WB).

In addition, the Meeting approved the authorization of the Executive Committee of the Company or a person delegated by the Executive Committee to determine other details with respect to the allocation of the newly-issued ordinary shares in accordance with the proposed details in all respects, with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and casting their votes</b>
Approved	790,220,361	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

- Remarks: 1. The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

2. In the counting of votes in respect of this agenda item, the Company did not count 129,936 shares which is equivalent to 129,936 votes of the interested shareholders who are not entitled to cast votes on this agenda item.
9. The Meeting approve the reappointment of the four directors who are due to retire by rotation, i.e. (1) Air Chief Marshal Bureerat Ratanavanich, (2) Mr. Mayta Chanchamcharat, (3) Mr. Niwat Lamunpandh, and (4) Mr. Chinapat Visuttiapat, to hold office as directors for another term, in accordance with the following votes:

9.1 Air Chief Marshal Bureerat Ratanavanich

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and casting their votes</b>
Approved	790,220,361	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

9.2 Mr. Mayta Chanchamcharat

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and casting their votes</b>
Approved	790,220,361	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

9.3 Mr. Niwat Lamunpandh

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and casting their votes</b>
Approved	790,220,361	100.0000

Disapproved	0	0.0000
Abstained	0	-
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

9.4 Mr. Chinapat Visuttiapat

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and casting their votes</b>
Approved	790,220,361	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

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

10. The Meeting approved the determination of the directors' remuneration for the year 2017, in accordance with the following details:

10.1 Monthly remuneration of the Board of Directors

Chairman of the Board of Directors THB 30,000 / month

Directors THB 15,000 / month

10.2 Meeting allowance for the Board of Directors and each of the subcommittees

Unit : THB

	<b>Chairman</b>	<b>Member</b>
	<b>2017</b>	<b>2017</b>
Board of Directors	40,000	25,000
Audit Committee	30,000	20,000
Nomination and Remuneration Committee	15,000	10,000
Risk Management Committee	15,000	10,000

Remark: The directors who are executives of the Company will not be entitled to the meeting allowance in any situation.

The resolution was passed in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting</b>
Approved	785,462,761	99.3979
Disapproved	4,757,600	0.6021
Abstained	0	0.0000
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

Remark: The resolution on this agenda item shall be passed by a vote of no less than two-thirds of the total votes cast by the shareholders attending the Meeting.

11. The Meeting approved the appointment of EY Office Limited as the audit firm of the Company, having Miss Wissuta Jariyathanakorn, Certified Public Account No. 3853, and /or Miss Sumalee Reewarabundi, Certified Public Account No. 3970, and/or Miss Thippawan Nananuwat, Certified Public Account No. 3459 as the Company and its subsidiaries's auditors. In addition, the Meeting approved the determination of the audit fee for the year 2017 at THB 5,100,000 (Company THB 2,000,000, subsidiaries (15 companies) THB 3,100,000). In this regard, in the case that the said auditors fail to perform their duties, EY Office Limited shall arrange for its other auditors to conduct the auditing and provide opinions on the financial statements of the Company in place of the appointed auditors. The resolution was passed in accordance with the following votes:

<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and casting their votes</b>
Approved	789,063,061	99.8535
Disapproved	1,157,300	0.1465
Abstained	0	-
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

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

12. The Meeting approved the issuance and offer for sale of the debentures of the Company in an amount not exceeding THB 2,000 million, and that the authorized directors, the Executive Committee, or a person delegated by the Executive Committee shall be authorized to determine other details with respect to the issuance and offer for sale of the debentures, in accordance with the following votes:



<b>Result</b>	<b>No. of votes (1 share = 1 vote)</b>	<b>Percentage of shareholders attending the meeting and eligible to vote</b>
Approved	784,763,761	99.3095
Disapproved	5,456,600	0.6905
Abstained	0	0.0000
Invalid Ballots	0	-
Total of 174 shareholders, representing 790,220,361 votes.		

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

Please be informed and disclose this information to the shareholders accordingly.

Sincerely yours,

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