

12 July 2017

Subject: Resolutions of Extraordinary General Meeting of Shareholders No. 1/2017

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. 1/2017 on 12 July 2017 at 1000 hrs., at The Grand Fourwings Convention Hotel, Ballroom, 3rd Floor, No. 333, Srinagarindra Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok. The Meeting resolved the material matters as follows:

1. The Meeting unanimously acknowledged the Minutes of the 2017 Annual General Meeting of Shareholders, convened on 4 April 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	1,118,185,464	100.0000
Disapproved	0	0
Abstained Abstained	-	-
Invalid Ballots	-	-
Total of 285 shareholders	1,118,185,464	100.0000

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

2. The Meeting unanimously approved the acquisition of all shares of Proud Residence Co., Ltd. (“**Proud Residence**”), amounting to 10,000,000 shares at the par value of THB 100 per share which is an amount equivalent to 100 percent of the total number of shares of Proud Residence, from the existing shareholders. The Company shall acquire the shares at the total price of THB 4,000,000,000.

The entering into the said transaction constitutes a Class 2 Asset Acquisition Transaction of a listed company pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions

Deemed as Acquisition or Disposal of Assets (collectively, the “**Notifications on Acquisition or Disposal**”). The transaction value is equivalent to 47.35 percent, being a transaction with the value of equivalent to or higher than 15 percent but lower than 50 percent, calculated by applying the Total Value of Consideration Basis based on the Consolidated Financial Statement ending 31 March 2017 which has been reviewed and audited by a certified public accountant, which is the basis that results in the highest transaction value. In this regard, after accumulating the value of the abovementioned transaction with the other asset acquisition transactions occurring during the past six months prior to the date of the transaction, the value of all asset acquisition transactions of the Company is equivalent to 90.70 percent in accordance with the Total Value of Consideration Basis due to the transaction value of equivalent to or higher than 50 percent but lower than 100 percent which constitutes a Class 1 asset acquisition transaction of a listed company pursuant to the Notifications on Acquisition or Disposal. In addition, the entering into of the transaction constitutes a transaction to purchase or accept transfer of the business of other companies subject to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto).

The Meeting authorized the Executive Committee or the person delegated by the Board of Directors to undertake any act with respect to the acquisition of all shares of Proud Residence, in accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and eligible to vote
Approved	1,118,185,470	100.0000
Disapproved	0	0
Abstained Abstained	0	0
Invalid Ballots	-	-
Total of 290 shareholders	1,118,185,470	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.

- The Meeting unanimously approved the decrease in the registered capital by THB 114.50, from the existing registered capital of THB 780,791,954.50, to THB 780,791,840, by cancelling 229 unissued shares, at the par value of THB 0.50 per share, remaining from the allocation of dividend shares by virtue of the resolution of the 2017 Annual General Meeting of Shareholders, convened on 5 April 2017 (In this regard, the Company has 18,842,866 unissued shares which are

allocated to accommodate the exercise of the warrants and the Company is not required to decrease capital by cancelling such unissued shares), and the amendment to Clause 4 of the Memorandum of Association to be in line with the capital decrease. In this regard, the person delegated by the Board of Directors 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 authorized to amend the terms in the Memorandum of Association in accordance with the registrar's order, in accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and eligible to vote
Approved	1,118,185,569	100.0000
Disapproved	0	0
Abstained Abstained	0	0
Invalid Ballots	-	-
Total of 293 shareholders	1,118,185,569	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.

4. The Meeting unanimously the increase in the registered capital by THB 40,598,585.50, from the existing registered capital of THB 780,791,840, divided into 1,561,583,680 shares, at the par value of THB 0.50, to THB 821,390,425.50, divided into 1,642,780,851 shares, at the par value of THB 0.50, by issuing 81,197,171 newly-issued ordinary shares, at the par value of THB 0.50 in a private placement, and the amendment to Clause 4 of the Memorandum of Association to be in line with the capital increase. In this regard, the person delegated by the Board of Directors 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 authorized to amend the terms in the Memorandum of Association in accordance with the registrar's order, in accordance with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and eligible to vote
Approved	1,118,185,569	100.0000
Disapproved	0	0

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and eligible to vote
Abstained Abstained	0	0
Invalid Ballots	-	-
Total of 293shareholders	1,118,185,569	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.

5. The Meeting unanimously approved the allocation of 81,197,171 newly-issued ordinary shares, at the par value of THB 0.50 per share, in the following manner: (1) the allocation of 56,838,020 ordinary shares at the par value of THB 0.50 per share to Mrs. Jaraspim Liptapanlop, at the price of THB 12.3157 per share, totaling THB 700,000,002.91; (2) the allocation of 12,179,576 ordinary shares at the par value of THB 0.50 per share to Mr. Thongchai Bussarapan, at the price of THB 12.3157 per share, totaling THB 150,000,004.14; and (3) the allocation of 12,179,575 ordinary shares at the par value of THB 0.50 per share to Mrs. Nune Taweessri, at the price of THB 12.3157 per share, totaling THB 149,999,991.83, and authorized the Executive Committee or the person delegated by the Board of Directors to undertake any act with respect to the allocation of the newly-issued ordinary shares, 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	1,118,185,645	100.0000
Disapproved	0	0
Abstained Abstained	-	-
Invalid Ballots	-	-
Total of 294 shareholders	1,118,185,645	100.0000

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

6. The Meeting unanimously approved the increase in the number of directors from 10 to 11 directors and the appointment of Mr. Pitipong Trinurak to be a new director of the Company, 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	1,118,185,645	100.0000
Disapproved	0	0
Abstained Abstained	-	-
Invalid Ballots	-	-
Total of 294 shareholders	1,118,185,645	100.0000

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

Sincerely yours,

(Mr. Peerapong Jaroon-ek)
Chief Executive Officer

Legal Division

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