

- Translation -

No. GL/2019/005

5 April 2019

Subject: Resolutions of the 2019 Annual General Meeting of Shareholders (AGM)

To: The President  
The Stock Exchange of Thailand

The resolutions of the 2019 AGM of Grand Canal Land Public Company Limited, held on 5 April 2019 are filed for your acknowledgment as follows:

1. Acknowledgment of the Minutes of 2018 Annual General Meeting of Shareholders (AGM)
2. Acknowledgment of the Company's performance outcomes of 2018
3. Approval of the audited financial statements for the year ended 31 December 2018 which have been certified by the auditor by majority vote of the shareholders who attend the Meeting and have the right to vote, with the following vote breakdown:

Approved	6,337,589,684	votes
Disapproved	-	votes
Abstained	-	votes
Invalid ballots	-	votes

4. Approval of the non-payment of dividend against the 2018 performance outcomes and the allocation of the net profits as the legal reserve with the total amount of Baht 8,800,000, by majority vote of the shareholders who attend the Meeting and casting votes, with the following vote breakdown:

Approved	6,336,276,232	votes
Disapproved	1,507,034	votes
Abstained	-	votes
Invalid ballots	-	votes

5. Approval of the appointment of directors in place of those due to complete their terms in 2019 by majority vote of the shareholders who attend the Meeting and have the right to vote director individually. Below are vote breakdowns on the matter.

1) Assoc. Prof. Prapanpong Vejjajiva

Approved 6,337,783,266 votes

Disapproved - votes

Abstained - votes

Invalid ballots - votes

2) Mr. Vithaya Chavananand

Approved 6,337,783,266 votes

Disapproved - votes

Abstained - votes

Invalid ballots - votes

3) Miss Nopporn Tirawattanagool

Approved 6,337,783,266 votes

Disapproved - votes

Abstained - votes

Invalid ballots - votes

6. Approval of the remuneration for the Board of Directors for 2019 with the same rate as 2018 by votes of not less than two-thirds of the shareholders who attend the Meeting and have the right to vote, with the following vote breakdown:

Approved 6,337,783,266 votes

Disapproved - votes

Abstained - votes

Invalid ballots - votes

The details of Board remuneration this year are as follows:

1) Board of Director meeting allowance

- Chairman	Baht 15,000	per meeting
- Vice Chairman	Baht 15,000	per meeting
- Chairman of the Audit Committee	Baht 15,000	per meeting
- Member of the Audit Committee	Baht 12,000	per meeting
- Director	Baht 12,000	per meeting

2) Monthly remuneration

- Chairman	Baht 63,500	per month
- Vice Chairman	Baht 63,500	per month
- Chairman of the Audit Committee	Baht 63,500	per month
- Member of the Audit Committee	Baht 57,000	per month
- Director	Baht 44,500	per month

3) Audit Committee meeting allowance

- Chairman of the Audit Committee	Baht 12,000	per meeting
- Member of the Audit Committee	Baht 10,000	per meeting

4) Nomination and Remuneration Committee meeting allowance

- Chairman of the Nomination and Remuneration Committee	Baht 12,000	per meeting
- Member of the Nomination and Remuneration Committee	Baht 10,000	per meeting

5) Other benefits -None-

7. Approval of the appointment of the external auditor representing KPMG Phoomchai Audit Limited, with any of these names undertaking the audit and expressing opinions on the consolidated financial statements for 2019:

- 1) Ms. Vannaporn Jongperadechanon CPA registration number 4098
- 2) Ms. Bongkot Amsageam CPA registration number 3684
- 3) Ms. Vilaivan Pholprasert CPA registration number 8420
- 4) Mrs. Sasithorn Pongadisak CPA registration number 8802

and a decision on Baht 3,140,000 as the audit fee on the Company and its subsidiaries. The AGM also delegated approval authority to the Management to appoint the external auditor and determine incidental review fees of subsidiaries, associates, joint ventures, and mutual fund incurred in 2019 by majority vote of the shareholders who attend the Meeting and have the right to vote, with the following vote breakdown:

Approved	6,337,783,366	votes
Disapproved	-	votes
Abstained	-	votes
Invalid ballots	-	votes

8. Approval of the additional issuance of debenture in the amount not exceeding Baht 6,000 million by the vote of not less than three-fourths of the shareholders who attend the Meeting and have the right to vote, with the following vote breakdown:

Approved	6,337,783,566	votes
Disapproved	-	votes
Abstained	-	votes
Invalid ballots	-	votes

9. Approval of the amendment to the Company's Articles of Association, article 29 regarding to the arrangement of the Extraordinary General Meeting called by shareholders to align it with the amendment to the Public Limited Companies Act, B.E.2535 (1992) section 100 by the vote of not less than three-fourths of the shareholders who attend the Meeting and have the right to vote, with the following vote breakdown:

Approved	6,337,783,566	votes
Disapproved	-	votes
Abstained	-	votes
Invalid ballots	-	votes

Your acknowledgment of these matters would be appreciated.

Sincerely,

- *Somphoch Thitipalati* -  
(Mr. Somphoch Thitipalati)  
Company Secretary