

(TRANSLATION)

**Minute of the 2019 Annual General Meeting of Shareholders
Fraser's Property (Thailand) Public Company Limited**

The Meeting was convened on January 25, 2019 at 14.00 hrs. at Ballroom (Zone A), Queen Sirikit National Convention Center 60 New Ratchadapisek Road, Klongtoey Sub-District, Klongtoey District, Bangkok

Mr. Chainoi Puankosoom, Chairman of the Board, presided as the Chairman of the Meeting ("the Chairman") and Miss Lalitphant Phiriyaphant, Chief Financial Officer and Company Secretary, acted as the Secretary to the Meeting. There were directors, top management, the Company's auditor, and legal advisors attending the Meeting as follows:

Directors in attendance:

Mr. Chainoi Puankosoom	Chairman of the Board, Independent Director, Member of the Audit Committee, Chairman of the Compensation Committee and Chairman of the Corporate Governance Committee
Assoc. Prof. Tithiphan Chuerboonchai	Independent Director, Chairman of the Audit Committee, Member of the Corporate Governance Committee and Member of the Risk Management Committee
Mr. Chali Sophonpanich	Director
Mr. Chotiphat Bijananda	Director, Chairman of the Risk Management Committee and Member of the Nomination Committee
Mr. Panote Sirivadhanabhakdi	Director, Chairman of the Executive Committee, Member of the Compensation Committee and Member of the Risk Management Committee
Mr. Uten Lohachitpitaks	Director, Member of the Executive Committee, Member of the Risk Management Committee and Member of the Corporate Governance Committee

Director in absence with apologies:

Mr. Chatchaval Jiaravanon	Independent Director, Member of the Audit Committee, Chairman of the Nomination Committee and Member of the Compensation Committee
Mr. Chai Vinichbutr	Director and Member of the Executive Committee

Top Management in attendance:

Mr. Sapon Racharaksa	Member of the Executive Committee, President and Chief Executive Officer (Acting)
Miss Lalitphant Phiriyaphant	Chief Financial Officer and Company Secretary

The Company's Auditor in attendance:

Miss Patamavan Vadhanakul	KPMG Phoomchai Audit Ltd.
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Legal Advisors in attendance

Miss Thitawan Thanasombatpaisarn	Weerawong, Chinnavat & Partners Ltd.
Miss Chanisa Sajjaporameth	Weerawong, Chinnavat & Partners Ltd.

The Chairman welcomed the shareholders and informed that the Company scheduled the date for determination of shareholders who were entitled to attend the 2019 Annual General Meeting of Shareholders (“AGM”) (Record Date) on December 25, 2018. The Company’s paid-up capital is Baht 1,834,142,375 with the par value of Baht 1 per share, representing 1,834,142,375 shares with the rights to attend the Meeting from total 3,750 shareholders. There were 85 shareholders, holding 483,308 shares attending the Meeting in person, and 85 shareholders, holding 1,726,186,780 shares attending the Meeting by proxy, totaling 170 shareholders, holding 1,726,670,088 shares, representing 94.1404 percent of total issued shares of the Company. A quorum was thus constituted in accordance with the Company’s Articles of Association.

The Chairman declared the 2019 AGM duly convened and individually introduced directors, top management, the Company’s auditor and legal advisors attending the Meeting. The Chairman also asked for a volunteer among the shareholders attending the meeting to act as a witness in the vote counting. Mr. Chanachai Tupnate volunteered to be the witness.

The Chairman informed the meeting that, to promote the good corporate governance and to equally treat all shareholders, before the 2019 AGM, the Company provided shareholders an opportunity to propose any matters for the Board of Directors to consider and add them to the list of agenda item for this Meeting in advance via the Electronic Company Information Disclosure (“ELCID”) of the Stock Exchange of Thailand (“the SET”) and the Company’s website from June 27, 2018 to September 30, 2018, but no shareholders proposed any additional agenda item.

Then, the Chairman assigned Miss Lalitphant Phiriyaphant, Company Secretary, to inform the Meeting the procedures of vote casting and vote counting on each agenda.

Miss Lalitphant Phiriyaphant, Company Secretary, clarified the procedures for vote casting and counting on each agenda as follows:

- Number of voting rights of each shareholder shall be equivalent to number of shares he or she holds in the Company, whereby one share is equivalent to one vote.
- In vote counting for each agenda item, the Company shall count the votes casted by the shareholders attending the meeting in person and by proxy, which is recorded in advance at the registration. If a shareholder does not specify his or her intention on voting with respect to any agenda item in advance or unclearly specifies his or her intention, the proxy shall be entitled to cast votes as he or she deems appropriate by using a ballot.
Shareholder and proxy wishing to vote for disapproval or abstention must mark in the box of disapproval or abstention and affix his or her signature in the ballot, then raise his or her hand to signify staff to collect the ballot for vote counting. Shareholder who does not raise his or her hand shall be considered as vote of approval.
Custodian wishing to split the votes must specify number of shares in the ballot.
- Vote casting in the following manners shall be considered invalid or voided and shall not be counted:
 - 1) Ballot with more than one mark, except for the custodian,
 - 2) Ballot with vote casting expressing conflict of intention.
 - 3) Ballot that has been crossed out
 - 4) Ballot with no signature and
 - 5) Ballot with votes exceeding number of voting rights

Before casting vote on each agenda item, the Chairman shall give shareholders and proxies an opportunity to raise questions or provide opinions on the matter relating to that agenda item as appropriate. Shareholder or proxy wishing to raise questions or provide opinions was requested to raise his or her hand. After the Chairman allows, shareholder or proxy shall state his or her name and surname as well as his or her status, whether being shareholder or proxy, before raising question or providing opinion for the purpose of completion and accuracy of the minutes recording.

In the case that shareholder has questions or wants to provide opinions not concerned with the agenda item under consideration, shareholder is requested to raise questions or provide opinions under the agenda item

arranged for other business. Shareholder shall concisely ask questions and refrain from questioning or commenting on duplicate issues in order to allow other shareholders to exercise their rights. In addition, in order for the Meeting not to wait for voting result of agenda item under discussion, it is proposed that the meeting continue considering the next agenda item. After consideration of the next agenda item is completed, the voting result of the preceding agenda shall be informed. When the voting result of each agenda item is announced, it is considered that the voting result of such agenda item is finalized.

Subsequently, the Chairman conducted the Meeting to consider the following agenda items indicated in the notice calling for the 2019 AGM:

Agenda 1 To certify the Minutes of the 2018 Annual Ordinary General Meeting of the Shareholders, held on March 27, 2018

The Chairman proposed that the Meeting consider and certify the Minutes of the 2018 Annual General Meeting of the Shareholders, held on March 27, 2018. The details of which were set out in the copy of the minutes shown in the notice calling for this AGM sent to shareholders.

No shareholders asked any questions and/or expressed any opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by a majority vote of shareholders attending the Meeting and casting votes.

RESOLUTION: The Meeting, by a majority vote of shareholders attending the Meeting and casting their votes, unanimously resolved to certify the Minutes of the 2018 Annual Ordinary General Meeting of the Shareholders, held on March 27, 2018.

Voting result concluded the resolution of the Meeting as follows:

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,816,149	100.0000
Approved	1,725,828,749	100.00
Disapproved	0	0.0000
Abstained	987,400	-
Voided Ballot	0	0.0000

Remark: In this agenda, there were additional 17 shareholders attending the Meeting in person and by proxy, holding 146,061 shares. Therefore, a total number of 187 shareholders was present, holding 1,726,816,149 shares, representing 94.1484 percent of total 1,834,142,375 issued shares of the Company.

Agenda 2 To acknowledge the Company’s performance for the fiscal year starting from 1 January 2018 to 30 September 2018

The Chairman invited the shareholders to view the video regarding the performance of the Company for the fiscal year starting from 1 January 2018 to 30 September 2018 and delegated Mr. Sapon Racharaksa, President, to report a summary of the performance of the Company for the fiscal year starting from 1 January 2018 to 30 September 2018 to the Meeting.

Mr. Sapon reported to the Meeting that in the first nine month of the year 2018, total revenue of the Company grew by 79 percent compared to the 12-month operating results in 2017, mainly resulting from rental and related services fee, management fee of TICON Real Estate Investment Trust (“TREIT”), share of profit from investment and sale of assets to TREIT. Net profit was Baht 668 million, increasing by 38 percent compared to the 12-month operating results in 2017. Earnings per share was Baht 0.36.

As at September 30, 2018, the Company had total assets of Baht 42,999 million. Cash and current investment increased by 146 percent YOY. Interest-Bearing Debt-to-Equity Ratio was low at 0.34x which showed the readiness to gear up new investment by using loans. Net add was 102,800 sq.m. Portfolio occupation rate increased by 70 percent for factory and 76 percent for warehouse.

During January 2018 – September 2019, there were significant changes and business development that were entering into joint venture agreement to operate data center business, entering into joint venture agreement to operate co-working spaces business, entering into joint venture agreement to bid plots of land on Bangna-Trad Road, KM. 32 to develop industrial township, and resolution of the Board of Directors to approve the change of the Company's name to Frasers Property (Thailand) Public Company Limited which is a part of the preparation for structuring the company to support its growth and future business expansion comprising industrial property business, technology business and solutions business.

Besides, the Company operates the business with transparency under the framework of laws, integrity, ethics and good corporate governance principles, and promotes anti-corruption. With respect to the good corporate governance, in 2018 the Company received a VERY GOOD level of recognition from the Corporate Governance Report of Thai Listed Companies conducted by the Thai Institute of Directors (IOD).

Mrs. Vipha Suvanich, shareholder, asked about target of revenue and growth of each business according to the strategic plan and Mr. Sopon's position as Acting Chief Executive Officer.

Mr. Sopon answered that the Company is in the process of structuring the business and investing in new businesses. Therefore, targets of all revenue and growth are still from the industrial property business. With respect to the technology business, it may take around 2-3 years to be able to estimate revenue and profits. Regarding the solutions business, it is about creating additional value of services by focusing on the needs of customers; therefore, there might be no income occurring.

Mr. Panote Sirivadhanabhakdi, Chairman of the Executive Committee, thanked the shareholder for the support to Mr. Sopon and clarified that the Company is in the process of structuring the organization; name of position may be unclear and duplicated. However, the Company shall bring this into improvement.

Mr. Panote added that the industrial property is still the core business of the Company. For technology business, it is the new business and needs long-term investment, so revenue and growth rate cannot be estimated. With respect to the solutions business, it does not require big investment as it can create additional value from existing assets.

Mrs. Vipha additionally asked how many customers of the Company changed to rent properties from TREIT and how this affected the Company.

Mr. Sopon answered that the Company has not recorded the exact number of clients. However, the Company shall bring this into further action.

Since no other shareholders asked any additional questions and/or expressed any additional opinions, the Chairman informed the Meeting that this agenda is for acknowledgement, so vote casting is not required.

RESOLUTION: The Meeting acknowledged the performance of the Company for the fiscal year starting from 1 January 2018 to 30 September 2018.

Agenda 3 To consider and approve the audited financial statements of the Company for the fiscal period ended September 30, 2018

The Chairman proposed that the Meeting consider and approve the audited financial statements of the Company for the fiscal period ended September 30, 2018 which was reviewed by the auditor of the Company. The auditor was of the opinion that the financial statements were prepared fairly and accurately, in all material aspects, in accordance with the Thai Financial Reporting Standards and audited by the Audit Committee. The details of which were set out in the annual report sent to shareholders.

No shareholders asked any questions and/or expressed any opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by a majority vote of shareholders attending the Meeting and casting votes.

RESOLUTION: The Meeting, by a majority vote of shareholders attending the Meeting and casting their votes, unanimously resolved to approve the audited financial statements of the Company for the fiscal period ended September 30, 2018.

Voting result concluded the resolution of the Meeting as follows:

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,818,324	100.0000
Approved	1,726,813,324	100.00
Disapproved	0	0.0000
Abstained	5,000	-
Voided Ballot	0	0.0000

Remark: In this agenda, there were additional 5 shareholders attending the Meeting in person and by proxy, holding 2,175 shares. Therefore, a total number of 192 shareholders was present, holding 1,726,818,324 shares, representing 94.1485 percent of total 1,834,142,375 issued shares of the Company.

Agenda 4 To consider and approve allotment for legal reserve and dividend payment in cash

The Chairman proposed that the Meeting consider and approve the allotment for legal reserve and dividend payment in cash and delegated Mr. Sopon Racharaksa, President, to inform the Meeting the details of this agenda item.

Mr. Sopon reported to the Meeting that the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) provides that the Company shall allocate no less than five percent of its annual net profit, less the accumulated losses brought forward (if any) to be a reserve fund until this fund attains an amount of no less than 10 percent of the registered capital.

Presently, the Company has its registered capital of Baht 2,751,213,562, the reserve shall be no less than Baht 275.12 million. At the end of the year 2018, the Company had a legal reserve amounting Baht 273.74 million. Hence, the Company allocated Baht 1.38 million for a reserve fund.

For the dividend payment, the Company has policy on dividend payment to shareholders amounting no less than 40 percent of net profit after tax deduction shown in the consolidated financial statement. The dividend payment shall be subject to the Company's performance, financial status and other factors relating to the Company's administration. In 2018, the Board of Directors deemed it appropriate to propose that the shareholders approve the dividend payment from the Company's net profit at the rate of Baht 0.27 per share, representing 75.3 percent of equity holders of the Company. In this regard, the Company scheduled the date to

record names of shareholders who are entitled to the dividend payment on December 25, 2018 and the date for dividend payment on February 7, 2019. The dividend payment is from the net profit that is exempt from corporate income tax. The shareholders entitled to the dividend payment, therefore, shall not receive tax credit as prescribed under the Revenue Code.

No shareholders asked any questions and/or expressed any opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by a majority vote of shareholders attending the Meeting and casting votes.

RESOLUTION: The meeting, by a majority vote of shareholders attending the Meeting and casting their votes, unanimously resolved to approve allotment for legal reserve amounting Bath 1.38 million and dividend payment in cash at the rate of Baht 0.27 per share. In this regards, the date of dividend payment was scheduled on February 7, 2019.

Voting result concluded the resolution of the Meeting as follows:

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,818,325	100.0000
Approved	1,726,818,325	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	0.0000

Remark: In this agenda, there were additional 1 shareholder attending the Meeting in person, holding 1 share. Therefore, a total number of 193 shareholders was present, holding 1,726,818,325 shares, representing 94.1485 percent of total 1,834,142,375 issued shares of the Company.

Agenda 5 To consider and approve the election of new Board of Directors’ members to replace the directors retiring by rotation

The Chairman proposed that the Meeting consider and approve the election of new Board of Directors members to replace the directors retiring by rotation and informed the Meeting that the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and the Company’s Articles of Association provides that at every annual general meeting of shareholders, one-third of directors who have held office longest shall vacate office in sequence. In the year 2019, there are three directors retiring by rotation, namely: Mr. Chali Sophonpanich (Director), Mr. Chatchaval Jiaravanon (Independent Director) and Mr. Chai Vinichbutr.

To comply with the good corporate governance principles of the Company and to enable the shareholders to independently cast vote, Mr. Chali Sophonpanich requested to leave the meeting room during the consideration of this agenda item. Mr. Chatchaval Jiaravanon and Mr. Chai Vinichbutr, due to being abroad, requested with apologies to be absent from the Meeting.

The Chairman then informed the Meeting that during the period of 27 June 2018 – 30 September 2018, the Company invited shareholders to propose names of qualified persons to be elected as directors via the ELCID of the SET and the Company’s website. After such invitation period, there were no shareholders proposing any person to be elected as director.

Considering and endorsing with the proposal of the Nomination Committee, directors, excluding directors with interest, deemed it appropriate to propose that the shareholders’ meeting elect Mr. Chali Sophonpanich, Mr. Chatchaval Jiaravanon and Mr. Chai Vinichbutr, directors retiring office by rotation to hold office as directors for another term, since these three directors are knowledgeable, competent, and fully qualified under the Public Limited Companies Act and

possess no prohibited characteristics of directors as required by the Office of the Securities and Exchange Commission (“the SEC”). Moreover, Mr. Chatchaval Jiaravanon is qualified to hold office as an Independent Director and Member of the Audit Committee since he is able to render opinions independently in the meetings and is in compliance with relevant rules, regulations and laws.

Mrs. Vipa Suvanich, shareholder, commented that based on the record of the meeting attendance, many directors did not regularly attend the meetings or attended only 50 percent of the total meetings. The directors should give an importance on the Board of Directors meeting of the Company. Otherwise, the company should consider nominating other people who can dedicate their time for the Company to be director instead.

Mr. Panote Sirivadhanabhakdi, Chairman of the Executive Committee, thanked the shareholder and clarified that some directors including himself mostly worked overseas, so were not able to attend the meeting sometimes. Nevertheless, directors always consult among each other about businesses of the Company. In addition, the management always asks for advice and opinions from every director before making business decisions. The Board of Directors realize the importance of meeting attendance and will try to make it better.

Mr. Sopon Racharaksa, President, added that directors and the management work closely together. The management always asks for advice and opinions from the Board of Directors before making business decisions. Although, some directors could not attend the meeting in person, they took part via electronic channels to provide helpful opinions and advice to the Company.

Since no other shareholders asked any additional questions and/or expressed any additional opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by a majority vote of shareholders attending the Meeting and casting votes.

RESOLUTION: The Meeting, by a majority vote of shareholders attending the Meeting and casting their votes, resolved to elect Mr. Chali Sophonpanich and Mr. Chatchaval Jiaravanon to hold office for another term and unanimously resolved to elect Mr. Chai Vinichbutr to hold office for another term.

Voting result concluded the resolution of the Meeting as follows:

1) Mr. Chali Sophonpanich

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,818,325	100.0000
Approved	1,725,772,338	99.9394
Disapproved	1,045,987	0.0605
Abstained	0	-
Voided Ballot	0	0.0000

2) Mr. Chatchaval Jiaravanon

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,818,325	100.0000
Approved	1,725,772,338	99.9394
Disapproved	1,045,987	0.0605
Abstained	0	-
Voided Ballot	0	0.0000

3) Mr. Chai Vinichbutr

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,818,325	100.0000
Approved	1,726,818,325	100.0000
Disapproved	0	0.0000
Abstained	0	-
Voided Ballot	0	0.0000

Agenda 6 To consider and approve compensation for the Company directors for the year 2019

The Chairman propose that the Meeting consider and approve the compensation for the Company directors for the year 2019 and informed the Meeting that to motivate the directors in creating addition value to the Company, the Compensation Committee took into consideration of the directors' compensation, based on duties and responsibilities of each director, performance of the Company, business expansion and effective period of the remaining amount of compensation, and compared with the average compensation rate of directors of other listed companies from the survey report on the compensation of directors of the listed companies prepared by Thai Institute of Directors.

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the compensation for directors and members of sub-committees for the year 2019 the meeting allowance in the same amount as for the year 2018 and when combining with extra compensation, life and health insurance, total compensation for directors for the year 2019 shall not exceed Baht 15,000,000 which is equal to the amount approved by the 2018 AGM.

No shareholders asked any questions and/or expressed any opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by votes of no less than two-third of the total votes casted by shareholders attending the Meeting.

RESOLUTION: The Meeting, by votes of no less than two-third of the total votes casted by shareholders attending the Meeting, resolved to approve compensation for the Company directors for the year 2019 in the total amount of not exceeding Baht 15,000,000.

Voting result concluded the resolution of the Meeting as follows:

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,826,918	100.0000
Approved	1,726,821,918	99.9997
Disapproved	0	0.0000
Abstained	5,000	0.0002
Voided Ballot	0	0.0000

Remark: In this agenda, there were additional 14 shareholder attending the Meeting in person and by proxy, holding 8,593 share. Therefore, a total number of 207 shareholders was present, holding 1,726,826,918 shares, representing 94.1490 percent of total 1,834,142,375 issued shares of the Company.

Agenda 7 To consider and approve the appointment of the Company’s external auditors and determine the audit fee for the year 2019

The Chairman proposed that the Meeting consider and approve the appointment of the Company’s external auditors and determine the audit fee for the year 2019, then delegated Assoc. Prof. Tithiphan Chuerboonchai, Chairman of the Audit Committee, to inform the Meeting the details of this agenda item.

Assoc. Prof. Tithiphan reported to the Meeting that Section 120 of the Public Limited Companies Act B.E. 2535 (1992) provides that the annual general meeting of shareholders shall appoint an auditor and determine an audit fee of the company every year. In appointing the auditor, the former auditor may be re-appointed. In addition, the Notification of the Office of the Securities and Exchange Commission provides that listed companies shall rotate auditor once the auditor has performed duties in reviewing, auditing and providing opinion to the Company’s financial statements for a period of 7 consecutive years. The Company can reappoint the former auditor after at least 5 consecutive fiscal years.

In 2018, Miss Patamavan Vadhanakul, Certified Public Accountant (“CPA”) No. 9832 of KPMG Phoomchai Audit Ltd. (“KPMG”) was the auditor of the Company and affixed signature in the financial statement report for the first year.

For the year 2019, the Audit Committee and the Board of Directors selected the auditor of the Company by taking into account the past performance, experience, preparedness in performing duties, acceptable working standard as well as the audit fee proposed by the auditor and deemed it appropriate to propose that the shareholders’ meeting appoint the following auditors of KPMG to be the Company’s auditor. The following auditors are authorized to audit and affix signature in the Company’s audit report. In case that any auditor cannot perform duty, the other auditor shall perform.

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|--------------------------------|--------------|----|
| 1. Miss Sureerat Thongarunsang | CPA No. 4409 | or |
| 2. Miss Nittaya Chetchotiros | CPA No. 4439 | or |
| 3. Miss Patamavan Vadhanakul | CPA No. 9832 | |

The proposed three auditors possess qualifications required by the SEC and work at the big four audit company which is famous, reliable and has acceptable standard. KPMG and the said auditors have no relationship and interest with the Company, its subsidiaries, executives, major shareholders or persons related to those persons. Therefore, they are independent for audit.

Regarding the audit fee for the year 2019, the Board of Directors by taking into account the opinions of the Audit Committee, deemed it appropriate to propose that the shareholders’ meeting consider and approve the audit fee in the amount of not exceeding Baht 1,420,000,

increasing by Baht 120,000 from the year 2018. The increase of the audit fee for the year 2019 was due to the increase of the the Company's fiscal period from nine months to 12 months. Nevertheless, the proposed audit fee excluded expenses not concerned with the audit.

No shareholders asked any questions and/or expressed any opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by a majority vote of shareholders attending the Meeting and casting votes.

RESOLUTION: The meeting, by a majority vote of shareholders attending the Meeting and casting their votes, unanimously resolved to approve the appointment of Miss Sureerat Thongarunsang, CPA No. 4409 or Miss Nittaya Chetchotiros, CPA No. 4439 or Miss Patamavan Vadhanakul, CPA No. 9832 of KPMG Phoomchai Audit Ltd. as the Company's auditor for the year 2019 with the audit fee of Baht 1,420,000.

Voting result concluded the resolution of the Meeting as follows:

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,826,918	100.0000
Approved	1,726,780,493	99.9976
Disapproved	41,425	0.0023
Abstained	5,000	-
Voided Ballot	0	0.0000

Agenda 8 To consider and approve the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than 35,000 million Baht, increasing from 25,000 million Baht

The Chairman proposed that the Meeting consider and approve the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than Baht 35,000 million, increasing from Baht 25,000 million and delegated Miss Lalitphant Phiriyaphant, Chief Financial Officer, to inform the Meeting the details of this agenda item.

Miss Lalitphant reported to the Meeting that the Company has continual plans to invest in various projects, both in Thailand and abroad, which require more investment. The issuance of debentures is a good choice of fund raising of the Company because the cost is lower than long-term loans from financial institutions. In addition, it is able to set a fixed coupon rate in a long term which would benefit to the Company at a time that interests are likely to increase in the future.

The 2015 AGM resolved to approve that the Company issue and offer debentures with the maximum outstanding amount at any time totaling not more than Baht 25,000 million. As at September 30, 2018, the total debentures amount issued and offered by the Company was Baht 14,220 million. Therefore, the outstanding amount the Company can issue is Baht 10,780 million.

The Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than Baht 35,000 million, increasing from Baht 25,000 million. Details of the issuing and offering of debentures are as follows:

Objectives	To fund operations, business expansion and/or repay a certain portion of the Company's debts
Type	Amortization or bullet payment, secured or unsecured, subordinated or unsubordinated debentures including derivative debentures with or without debenture holder's representative, subject to the prevailing market conditions at the time of issuing and offering
Amount	The total outstanding amount of debentures at any time will not exceed 35,000 million Baht
Maturity	Subject to the prevailing market conditions at the time of issuing and offering
Offering	Offered domestically and/or outside Thailand to the public and/or institutional investors and/or investors in special characteristic in whole or in part which could be single or multiple offerings
Interest	Subject to the prevailing market conditions at the time of issuing and offering
Early redemption	Debenture holders and/or the Company may or may not hold the right to redeem the debentures prior to maturity, depending upon the conditions of each issue of the debentures
Other conditions	To authorize the Board of Directors and/or the Executive Committee and/or persons entrusted by the Delegation of Authority to make decision on all relevant matters in regard to the issuance of the debentures

Miss Lalitphant answered the question of Mrs. Irawom Anant, shareholder, regarding the appropriateness of the company's financing by issuing debentures that in the event that the coupon rate tends to increase, it is good opportunity for the Company to set a fixed coupon rate. In issuing debentures, the Company shall consider again the appropriateness of amount, tenor and coupon rate. However, cost of debentures issuance is lower than loans from financial institutions.

Mr. Panote Sirivadhanabhakdi, Chairman of the Executive Committee added that in issuing the debentures, the Board of Directors shall execute with the best interest of the Company.

Miss Lalitphant answered the question of Mr. Krailerk Potiapiyanvisut, shareholder, regarding the cost and the remaining maturity period of debentures which have been issued, current outstanding amount and current average financing cost comparing with cost of debentures issuance that the remaining maturity period is 6 years. Average cost of debentures issuance shall be lower than cost of loans.

Since no other shareholders asked any additional questions and/or expressed any opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by a vote of no less than three-quarters of the total votes casted by shareholders attending the Meeting and eligible to vote.

RESOLUTION: The Meeting, by a vote of no less than three-quarters of the total votes casted by shareholders attending the Meeting and eligible to vote, resolved to approved the issuing and offering of debentures with the maximum outstanding amount at any time totaling not more than Baht 35,000 million, increasing from Baht 25,000 million.

Voting result concluded the resolution of the Meeting as follows:

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,827,128	100.0000
Approved	1,726,822,128	99.9997
Disapproved	0	0.0000
Abstained	5,000	0.0002
Voided Ballot	0	0.0000

Remark: In this agenda, there were additional 9 shareholders attending the Meeting in person and by proxy, holding 210 shares. Therefore, a total number of 216 shareholders was present, holding 1,726,827,128 shares, representing 94.1490 percent of total 1,834,142,375 issued shares of the Company.

Agenda 9 To consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the registered capital

The Chairman informed the meeting that the agenda item no. 9, 10 and 11 are concerned with the approval request for the increase of the Company registered capital under the General Mandate and the authorization to the Board of Directors to have authority in making decisions regarding issuance and allocation of new capital increase shares, such as determining amount, price, date, time of offering and other relevant conditions. The agenda item no. 9 is regarding the approval request for the reduction of the Company's registered capital to support the increase of the registered capital under the General Mandate; the agenda item no. 10 is regarding the approval request for the increase of the Company's registered capital under the General Mandate; and the agenda item 11 is regarding the approval request for the allocation of newly-issued ordinary shares under the General Mandate.

Since the said three agenda items are related, if any agenda item is not approved by the shareholders' meeting, it shall assume that the agenda item previously approved is cancelled and the remaining agenda item shall not be considered. In this regard, it shall conclude that the agenda item no. 9, 10 and 11 are not approved by the shareholders' meeting.

The Chairman then proposed that the Meeting consider and approve the reduction of the Company's registered capital and the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the registered capital and delegated Miss Lalitphant Phiriyaphant, Chief Financial Officer, to report the Meeting the details of this agenda item.

Miss Lalitphant reported to the Meeting that the Public Limited Companies Act B.E. 2535 provides that the company may increase capital from its registered capital when all of its shares have been issued and paid-up in full. At present, the Company has its registered capital of Baht 2,751,213,562 and paid-up capital of Baht 1,834,142,375. As a result, the Company has to reduce its registered capital in the amount of Baht 917,071,187, by cancelling its 917,071,187 authorized but unissued ordinary shares at a par value of Baht 1 per share.

In addition, to reflect the reduction of the registered capital, the Board of Directors deemed it appropriate to propose that the shareholders' meeting consider and approve the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital by cancelling the existing provision and replacing it with the following provision:

“Clause 4. Registered capital	1,834,142,375 Baht	(One thousand eight hundred and thirty-four million one hundred forty-two thousand three hundred and seventy-five Baht)
Divided into	1,834,142,375 shares	(One thousand eight hundred and thirty-four million one hundred forty-two thousand three hundred and seventy-five shares)
With par value of	1 Baht	(One Baht)
Divided into:		
Ordinary shares	1,834,142,375 shares	(One thousand eight hundred and thirty-four million one hundred forty-two thousand three hundred and seventy-five shares)
Preference shares	None	-”

and authorize the Board of Directors or the person(s) assigned by the Board of Directors to have the power to undertake any act necessary for and relevant to the amendment to Clause 4. of the Company’s Memorandum of Association regarding the registered capital.

Mr. Methee An-adirekkun, shareholder, provided opinion that the Company has the outstanding amount of debentures of Baht 10,000 million approximately. In addition, the Company proposed that the shareholders’ meeting approve the increase of the outstanding amount of debenture of Baht 10,000 million. Most importantly, cost of debentures issuance is quite low if compared with other financing methods. The Company, therefore, should consider issuing of debentures more than increasing of the registered capital.

Mr. Panote Sirivadhanabhakdi, Chairman of the Executive Committee, clarified that coupon rate depends on market conditions and satisfaction of investors at a time of issuing. All kinds of fund raising have their limitations. Fund raising by mean of capital increase under the General Mandate is considered as one of the good financing opportunities of the Company. Nevertheless, the Board of Directors shall consider choosing the best and most suitable method of fund raising which will not cause the shareholders to lose benefits.

Miss Lalitphant answered the question of Mr. Tara Cholapranee, shareholder, regarding the amount of the capital increase under the General Mandate in the amount of Baht 1,100,485,424, instead of Baht 550,242,712, which is the maximum amount the Company can allocate under the conditions of the General Mandate that the Department of Business Development, Ministry of Commerce determines that to register the capital increase, the company shall combine the number of shares to be allocated in all 3 methods.

Mr. Thara, therefore, suggested that the company should submit a letter to the SET to coordinate with the Department of Business Development, Ministry of Commerce to amend the conditions of the capital increase to be in line with the conditions of the General Mandate.

Since no other shareholders asked any additional questions and/or expressed any additional opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by a vote of no less than three-quarters of the total votes casted by shareholders attending the Meeting and eligible to vote.

RESOLUTION: The Meeting, by a vote of no less than three-quarters of the total votes casted by shareholders attending the Meeting and eligible to vote, resolved to approve the reduction of the Company's registered capital and the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the registered capital as well as to authorize the Board of Directors or the person(s) assigned by the Board of Directors to have the power to undertake any act necessary for and relevant to the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital.

Voting result concluded the resolution of the Meeting as follows:

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,828,240	100.0000
Approved	1,726,819,550	99.9994
Disapproved	3,690	0.0002
Abstained	5,000	0.0002
Voided Ballot	0	0.0000

Remark: In this agenda, there were additional 9 shareholders attending the Meeting in person and by proxy, holding 1,112 shares. Therefore, a total number of 225 shareholders was present, holding 1,726,828,240 shares, representing 94.1491 percent of total 1,834,142,375 issued shares of the Company.

Agenda 10 To consider and approve the increase of the Company's registered capital under the General Mandate and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the registered capital

The Chairman proposed that the Meeting consider and approve the increase of the Company's registered capital under the General Mandate and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the registered capital and delegated Miss Lalitphant Phiriyaphant, Chief Financial Officer, to inform the Meeting the details of this agenda item.

Miss Lalitphant reported to the Meeting that the increase of the Company's registered capital under the General Mandate could be done in the following manners:

- 1) Right offering
- 2) Public offering
- 3) Private Placement

In addition, the SET determined conditions of the General Mandate as follows:

1. The allocation of the newly-issued ordinary shares by any or several methods under 1), 2), and 3), the increased paid-up capital shall not exceed 30 percent of the total paid-up capital, as at the date on which the Board of Directors approves the capital increase.
2. The allocation of the newly-issued ordinary shares by any methods under 2), and 3), the increased paid-up capital shall not exceed 20 percent of the total paid-up capital, as at the date on which the Board of Directors approves the capital increase.

With this regard, the newly-issued ordinary shares under the method of 2) and 3) shall not be allocated to the connected persons and the offering price shall not be lower than 90 percent of Market Price. Market Price means the weight average of the Company's ordinary shares price

trading on the Stock Exchange of Thailand for 7-15 consecutive trading days prior to the date of determined offering price.

The Board of Directors deemed it appropriate to propose that the shareholder's meeting considered and approved the increase of the Company's registered capital under the General Mandate in the amount of Baht 1,100,485,424, from the existing registered capital of Baht 1,834,142,375 to the new registered capital of Baht 2,934,627,799, by issuing 1,100,485,424 newly-issued ordinary shares at a par value of Baht 1 per share.

In addition, to reflect the increase of the registered capital, the Board of Directors deemed it appropriate to propose that the shareholders' meeting considered and approved the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital by cancelling the existing provision and replacing it with the following provision:

"Clause 4. Registered capital	2,934,627,799 Baht		(Two thousand nine hundred and thirty-four million six hundred twenty-seven thousand seven hundred and ninety-nine Baht)
Divided into	2,934,627,799 shares		(Two thousand nine hundred and thirty-four million six hundred twenty-seven thousand seven hundred and ninety-nine shares)
With par value of	1	Baht	(One Baht)
Divided into:			
Ordinary shares	2,934,627,799 shares		(Two thousand nine hundred and thirty-four million six hundred twenty-seven thousand seven hundred and ninety-nine shares)
Preference shares	None	shares	-"

and authorized the Board of Directors or the person(s) assigned by the Board of Directors to have the power to undertake any act necessary for and relevant to the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital.

Mr. Krailerk Potiapiyanvisut, shareholder, asked about the budget plan of CAPEX in 2019 since the Company proposed that the shareholders' meeting approve the fund raising by way of debentures issuance and the General mandate with total amount of Baht 30,000 million approximately.

Miss Lalitphant clarified that for the year 2019, the Company has investment plans which may use up to Baht 20,000 million.

Since no other shareholders asked any additional questions and/or expressed any additional opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by a vote of no less than three-quarters of the total votes casted by shareholders attending the Meeting and eligible to vote.

RESOLUTION: The Meeting, by a vote of no less than three-quarters of the total votes casted by shareholders attending the Meeting and eligible to vote, resolved to approve the increase of the Company's registered capital under the General Mandate and the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the registered capital as well as to authorize the Board of

Directors or the person(s) assigned by the Board of Directors to have the power to undertake any act necessary for and relevant to the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital.

Voting result concluded the resolution of the Meeting as follows:

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,828,240	100.0000
Approved	1,720,126,326	99.6118
Disapproved	861,390	0.0498
Abstained	5,840,524	0.3382
Voided Ballot	0	0.0000

Agenda 11 To consider and approve the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,100,485,424 shares at a par value of Baht 1 per share

The Chairman proposed that the Meeting consider and approve the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,100,485,424 shares at a par value of Baht 1 per share and delegated Miss Lalitphant Phiriyaphant, Chief Financial Officer to inform the Meeting the details of this agenda item.

Miss Lalitphant reported to the Meeting that the Board of Directors deemed it appropriate to propose that the shareholders' meeting considered and approved the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,100,485,424 shares, at a par value of Baht 1 per share, in the following manners:

- (1) not exceeding 550,242,712 shares, representing 30 percent of the Company's paid-up capital, by way of a rights offering;
- (2) not exceeding 366,828,475 shares, representing 20 percent of the Company's paid-up capital, by way of a public offering;
- (3) not exceeding 183,414,237 shares, representing 10 percent of the Company's paid-up capital, by way of a private placement.

and authorized the Board of Directors with full power and authority to do the followings:

- to consider the offering for sale of the Company's newly-issued ordinary shares whether for the shares to be offered in a single or multiple offerings. In allocating the newly-issued ordinary shares by any or several methods under (1), (2), and (3), the increased paid-up capital shall not exceed 30 percent of the total paid-up capital, or 550,242,712 shares, as at the date on which the Board of Directors approves the capital increase. Nevertheless, in the case of the allocation in accordance with the methods under (2) and (3), the increased paid-up capital shall not exceed 20 percent of the total paid-up capital, or 366,828,475 shares, as at the date on which the Board of Directors approves the capital increase;
- to determine the objectives, date and time of the offering, an offering price, and details and conditions in relation to the allocation of the Company's newly-issued ordinary shares, provided that (a) the newly-issued ordinary shares shall not be allocated to the connected persons under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546

in relation to the offer for sale of the newly-issued shares to public offering or private placement, and (b) the offering price shall not be a price below the market price pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to public offering or private placement. In this regard, the determination of offering price to be offered to the private placement shall be the best price under the market conditions during the offer for sale of shares, whereby the offering price shall not be lower than 90 percent of Market Price in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval of Offer for Sale of Newly-Issued Shares by Listed Companies in a Private Placement (“Market Price” means the weight average of the Company’s ordinary shares price trading on the Stock Exchange of Thailand for 7-15 consecutive trading days prior to the date of determined offering price.); and

- to negotiate and execute any relevant documents or agreements, including performing any acts necessary for the purpose of the offering of newly-issued ordinary shares of the Company, as well as to authorize the top executive to have the power to undertake such actions.

However, the allocation of the newly-issued ordinary shares shall be completed within the date on which the Company holds its next annual general meeting of the shareholders or within the date on which the laws require the Company to hold its next annual general meeting of the shareholders, whichever is earlier.

No shareholders asked any questions and/or expressed any opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by a majority vote of shareholders attending the Meeting and casting votes.

RESOLUTION: The Meeting, by a majority vote of shareholders attending the Meeting and casting their votes, resolved to approve the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,100,485,424 shares, at a par value of Baht 1 per share, in the following manners:

- (1) not exceeding 550,242,712 shares, representing 30 percent of the Company’s paid-up capital, by way of a rights offering;
- (2) not exceeding 366,828,475 shares, representing 20 percent of the Company’s paid-up capital, by way of a public offering;
- (3) not exceeding 183,414,237 shares, representing 10 percent of the Company’s paid-up capital, by way of a private placement.

In this connection, the Board of Directors deemed it appropriate to propose to the shareholders meeting to authorise the Board of Directors of the Company with full power and authority to do the followings:

- to consider the offering for sale of the Company’s newly-issued ordinary shares whether for the shares to be offered in a single or multiple offerings. In allocating the newly-issued ordinary shares by any or several methods under (1), (2), and (3), the increased paid-up capital shall not exceed 30 percent of the total paid-up capital, or 550,242,712 shares, as at the date on which the Board of Directors approves the capital increase. Nevertheless, in the case of the allocation in accordance with the methods under (2) and (3), the increased paid-up capital shall not exceed 20 percent of the total paid-up capital, or 366,828,475 shares, as at the date on which the Board of Directors approves the capital increase;

- to determine the objectives, date and time of the offering, an offering price, and details and conditions in relation to the allocation of the Company's newly-issued ordinary shares, provided that (a) the newly-issued ordinary shares shall not be allocated to the connected persons under the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546 in relation to the offer for sale of the newly-issued shares to public offering or private placement, and (b) the offering price shall not be a price below the market price pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to public offering or private placement. In this regard, the determination of offering price to be offered to the private placement shall be the best price under the market conditions during the offer for sale of shares, whereby the offering price shall not be lower than 90 percent of Market Price in accordance with the Notification of the Capital Market Supervisory Board No. Tor.Chor. 72/2558 Re: Approval of Offer for Sale of Newly-Issued Shares by Listed Companies in a Private Placement ("Market Price" means the weight average of the Company's ordinary shares price trading on the Stock Exchange of Thailand for 7-15 consecutive trading days prior to the date of determined offering price.); and
- to negotiate and execute any relevant documents or agreements, including performing any acts necessary for the purpose of the offering of newly-issued ordinary shares of the Company, as well as to authorize the top executive to have the power to undertake such actions.

Voting result concluded the resolution of the Meeting as follows:

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,829,040	100.0000
Approved	1,720,127,126	99.9499
Disapproved	861,390	0.0500
Abstained	5,840,524	-
Voided Ballot	0	0.0000

Remark: In this agenda, there were additional 2 shareholders attending the Meeting in person and by proxy, holding 800 shares. Therefore, a total number of 227 shareholders was present, holding 1,726,829,040 shares, representing 94.1491 percent of total 1,834,142,375 issued shares of the Company.

Agenda 12 To consider and approve the change of the Company's name, trading symbol, and seal and the amendment to Clause 1. of the Memorandum of Association of the Company regarding the Company's name in order to be in line with the change of the Company's name

The Chairman proposed that the Meeting consider and approve the change of the Company's name, trading symbol, and seal and the amendment to Clause 1. of the Memorandum of Association of the Company regarding the Company's name in order to be in line with the change of the Company's name and delegated Mr. Sapon Rachraksa, President, to inform the Meeting the details of this agenda item.

Mr. Sopon invited the Meeting to view the video about the rebranding and reported to the Meeting that the reasons and necessities for changing the name of the Company are in order to be in line with the Company's strategy in restructuring for the purposes of preparedness for future growth and business expansion. In addition, Frasers Property is a well-known global organization in many regions. Being under Frasers Property's brand will enhance the efficiency of and competitive advantages for the Company's business. The Board of Directors, therefore, deemed it appropriate to propose that the Meeting consider the change of the name, securities symbol, and seal of the Company to be as follows:

Name written in Thai: บริษัท เฟรเซอร์ส พร็อพเพอร์ตี้ (ประเทศไทย) จำกัด (มหาชน)

Name written in English: Frasers Property (Thailand) Public Company Limited

Trading Symbol: "FPT"

Seal:



In this regard, the change of the Company's name is considered as the first step and a significant step for the implementation of the Company's business plan to become a smart integrated property platform with the strategy to develop and operate other types of real estate business, technology related and smart solutions businesses, utility-based business, service income-based business, and sustainability-based business, for the purpose of the enhancing efficiency of and competitive advantages for the Company's business and achieving long term sustainable profit growth.

Mr. Sopon further informed the Meeting that as the name of the Company is one of those set out in the Memorandum of Association, the change of name requires the Company to amend Clause 1. of the Memorandum of Association regarding the name of the Company for the purposes of consistency. The amended Clause 1. shall be as follows:

"Clause 1. The Company name is "บริษัท เฟรเซอร์ส พร็อพเพอร์ตี้ (ประเทศไทย) จำกัด (มหาชน)" and the English name is "Frasers Property (Thailand) Public Company Limited"

With regard to registration of the change of the Company's name and amendment to the Memorandum of Association of the Company with the Department of Business Development, Ministry of Commerce, it is deemed appropriate to authorize the Board of Directors or the person(s) assigned by the Board of Directors to have the power to undertake any necessary actions to complete the relevant registration, as well as to have the power to make amendments and additions to the wordings in the registration documents in the case where the registrar of the public limited companies gives orders and/or recommendations to amend certain wordings in such documents in order to comply with the orders of the registrar of the public limited companies without materially affecting the change of the Company's name and the amendment to the Company's Memorandum of Association.

Mr. Sopon answered the question of Mr. Tara Cholapranee, shareholder, that Frasers Property has granted the Company the right to use its name without any cost.

Mr. Tara additionally asked whether the Company will be able to compare the performance between Frasers Property Singapore and Frasers Property Thailand.

Mr. Panote Sirivadhanabhakdi, Chairman of the Executive Committee, clarified that Frasers Property Singapore has experience in managing assets with the value of over Baht 870,000

million, having employees of over 6,000 persons, and the total sales volume of over Baht 100,000 million, and the Company has joined Frasers Property Singapore in its capacity. Notwithstanding the foregoing, Frasers Property Singapore is of the view that real estate development is a type of business that relies on localization. By incorporating the synergy of the brand “Fraser” into the Company as the top player in the country, a large platform will be formed and the strength and experience of the Company, as the business base in the country, will be broadened. As of today, the Company has the benchmark which is appropriate for continuing growth. It is the Company’s belief that our benchmark will be improved and it will continue to grow locally and internationally (localization and internalization).

Since no other shareholders asked any additional questions and/or expressed any additional opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by a vote of no less than three-quarters of the total votes casted by shareholders attending the Meeting and eligible to vote.

RESOLUTION: The Meeting, by a vote of no less than three-quarters of the total votes casted by shareholders attending the Meeting and eligible to vote, unanimously resolved to approve the change of the name, securities symbol, and seal of the Company, and the amendment to Clause 1. of the Memorandum of Association regarding the Company’s name in order to be in line with the change of the Company’s name, as well as to authorize the Board of Directors or the person(s) assigned by the Board of Directors to have the power to undertake any act necessary for and relevant to the amendment to Clause 1. of the Memorandum of Association regarding the Company’s name.

Voting result concluded the resolution of the Meeting as follows:

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,829,144	100.0000
Approved	1,726,829,144	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000

Remark: In this agenda, there were additional 4 shareholders attending the Meeting in person and by proxy, holding 104 shares. Therefore, a total number of 231 shareholders was present, holding 1,726,829,144 shares, representing 94.1491 percent of total 1,834,142,375 issued shares of the Company.

Agenda 13 To consider and approve the amendment to Article 1., Article 2., Article 28., and Article 43. of the Articles of Association of the Company in order to be in line with the change of the Company’s name and seal, and the Public Limited Companies Act B.E. 2535 (1992) as amended

The Chairman proposed that the Meeting consider and approve the amendment to Article 1., Article 2., Article 28., and Article 43. of the Articles of Association of the Company in order to be in line with the change of the Company’s name and seal, and the Public Limited Companies Act B.E. 2535 (1992) as amended and delegated Miss Lalithphant Phiriyaphant, Company Secretary, to inform the Meeting the details of this agenda item.

Miss Lalithant reported to the Meeting that due to the change of the name and seal of the Company as proposed in Agenda Item 12, and the Order of the Head of the National Council for Peace and Order No. 21/2560 (2017) (the “Order No. 21/2560”) Re: Amendments to the Laws for the Ease of Doing Business, enforceable on 4 April, 2017 which were prescribed to amend Section 100 of the Public Limited Companies Act B.E. 2535 (1992) with regard to the

power of the shareholders to call an extraordinary general meeting of shareholders in the case that the Board of directors does not convene an extraordinary general meeting of shareholders as requested by the shareholders. As a result, the Company was required to amend Articles 1., Articles 2., Articles 28., and Articles 43. of the Articles of Association in order to be in line with the change of the name and seal of the Company and the Public Limited Companies Act B.E. 2535 (1992) as amended. The details on the amendments were as follows:

Existing Articles:

“Article 1. These Articles of Association shall be called the Articles of Association of TICON Industrial Connection Public Company Limited.”

“Article 2. The term “Company” in these Articles of Association shall mean TICON Industrial Connection Public Company Limited.”

“Article 28. The board of directors shall convene an annual general meeting of shareholders within four months of the last day of the fiscal year of the Company. The shareholders’ meetings other than those specified in the first paragraph shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders at any time as it is deemed appropriate, or when shareholders holding shares in aggregate of not less than one-fifth of the total issued shares or not less than twenty five shareholders holding shares in aggregate of not less than one-tenth of the total issued shares may jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting at any time, provided that the reasons for calling such meeting shall be clearly stated in the said notice. In this case, the board of directors shall proceed to call a shareholders’ meeting to be held within one month from the date of the receipt of such notice from the shareholders.”

“Article 43. The Company’s seal shall hereunder be as follows:”



Amended Articles shall read as follows:

“Article 1. These Articles of Association shall be called the Articles of Association of Frasers Property (Thailand) Public Company Limited.”

“Article 2. The term “Company” in these Articles of Association shall mean Frasers Property (Thailand) Public Company Limited.”

“Article 28. The board of directors shall convene an annual general meeting of shareholders within four months of the last day of the fiscal year of the Company. The shareholders’ meetings other than those specified in the first paragraph shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders at any time as it is deemed appropriate, or when one or several shareholder(s) holding shares in aggregate of not less than ten percent of the total issued shares may at any time jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting, provided that matters and reasons for calling such meeting shall be clearly stated in the said notice. In such case, the board of directors shall convene a shareholders’ meeting within forty-five days from the date of the receipt of such notice from the shareholders.

In the case where the board of directors does not convene the meeting within the period specified under paragraph two, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five days from the end of the period under paragraph two. In this case, such shareholders' meeting shall be deemed to be called by the board of directors, and the Company shall be responsible for any necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the case where, at a shareholders' meeting called by the shareholders under paragraph three, the number of shareholders attending the meeting does not constitute a quorum as prescribed in these Articles of Association, the shareholders under paragraph three shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting."

"Article 43. The Company's seal shall hereunder be as follows:"



With regard to registration of the amendment to the Articles of Association of the Company with the Department of Business Development, Ministry of Commerce, it is deemed appropriate to authorize the Board of Directors or the person(s) assigned by the Board of Directors to have the power to undertake any necessary actions to complete the relevant registration, as well as to have the power to make amendments and additions to the wordings in the registration documents in the case where the registrar of the public limited companies gives orders and/or recommendations to amend certain wordings in such documents in order to comply with the orders of the registrar of the public limited companies without materially affecting the amendment to the Company's Articles of Association.

The Chairman asked the Meeting whether there were any shareholders wishing to raise questions or express opinions regarding this agenda item.

Mr. Tara Cholapranee, shareholder, asked why the Company stated in the Notice calling for the Meeting that the new seal of the Company shall be presented in the Meeting instead of putting the new seal in the Notice calling for this Meeting.

Mr. Sopon Racharaksa, President, clarified that at the time when the Notice calling for this Meeting was being prepared, the new seal of the Company was not yet finalized.

Mr. Tara suggested that the Company attached supplemental sheet(s) and provided the same to shareholders before attending the Meeting for the purposes that the shareholders could consider it in the Meeting.

The Chairman thanked the shareholder for the suggestion and informed that the Company would take his suggestion into consideration.

Since no other shareholders asked any additional questions and/or expressed any additional opinions, the Chairman, therefore, proposed that the Meeting cast vote and informed the Meeting that the resolution of this agenda item shall be passed by a vote of no less than three-quarters of the total votes casted by shareholders attending the Meeting and eligible to vote.

RESOLUTION: The Meeting, by a vote of no less than three-quarters of the total votes casted by shareholders attending the Meeting and eligible to vote, resolved to approve the amendment to Articles 1., 2., 28., and 43. of the Articles of Association of the Company in order to be in line with the change of the Company's name and seal and the Public Limited Companies Act B.E. 2535 (1992) as amended, as well as to authorize the Board of Directors or the person(s) assigned by the Board of Directors to have the power to undertake any act necessary for and relevant to the amendment to Articles 1., 2., 28., and 43. of the Articles of Association

Voting result concluded the resolution of the Meeting as follows:

	Number of votes (1 shares / 1 vote)	Percentage
Shareholders attending the meeting and casting their votes	1,726,829,144	100.0000
Approved	1,726,824,144	99.9997
Disapproved	0	0.0000
Abstained	5,000	0.0002
Voided Ballot	0	0.0000

Agenda 14 Other business (if any)

The Chairman stated that this agenda item was arranged for shareholders to propose any other businesses in addition to the agenda items specified in the notice calling for this Annual General Meeting of Shareholders. In accordance with the second paragraph of Section 105 under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment B.E. 2551 thereto), it is provided that "...the shareholders holding share amounts not less than one-third of the total numbers of issued shares may request the meeting to consider matters other than those indicated in the notice..."

Nevertheless, for the purpose of transparency of the Meeting and to equally grant the rights to all shareholders, there should be no proposal of any agenda item apart from those indicated in the notice calling for this Annual General Meeting of Shareholders, as the shareholders had studied the information with respect to all agenda items and some of the shareholders had casted their votes in advance. In addition, the Company complied with the good corporate governance principles of the SET by giving the shareholders an opportunity, by disclosing the relating details via the ELCID of the SET and the Company's website, to propose any matters for the Board of Directors to consider and add them to the list of agenda item for this Meeting in advance from 27 June 2018 to 30 September 2018. After the given period, there were no shareholders proposing any additional agenda items.

The Chairman asked whether there were any shareholders wishing to propose any other matters apart from those indicated in the notice calling for this Annual General Meeting of Shareholders to the Meeting for consideration. There were no shareholders proposed any other matters.

The Chairman then informed that the Meeting completed consideration of all agenda items indicated in the notice calling for this Annual General Meeting of Shareholders and asked the Meeting if there were any comments or questions. There was shareholder asking the following questions:

Mr. Tara Cholapranee, shareholder, asked about the plan of the Company to sell assets to TREIT in 2019 in addition to financing by the issuance of debentures and the capital increase under the General Mandate and the investment plan to other countries in the region. He also suggested that the Company should arrange for

the Annual General Meeting of Unitholders of TREIT before organizing the Annual General Meeting of Shareholders of the Company so that the Company, as one of the TREIT unitholders, shall acknowledge performance of TREIT first.

Mr. Sapon Racharaksa, President, answered that the Company has investment plans requiring a lot of fund. Therefore, the Company has plan to sell assets to TREIT as well. However, the company will select the best financing method by considering the appropriateness of costs and the existing portfolio of the Company. With respect to the investment plans to other countries in the region, Mr. Sapon stated that the Company has already invested in Indonesia. In addition, the cooperation with the Frasers Property Group will help the Company to expand its investment to foreign countries more easily.

Mr. Panote Sirivadhanabhakdi, Chairman of the Executive Committee, added that in addition to Indonesia, Frasers Property Group is studying investment in Vietnam which is a potential market for industrial property development. Since the expansion into overseas markets is a challenging opportunity, the Company has adjusted the management and organizational structure to prepare the readiness for these matters. He then thanked the shareholder for advice on meeting arrangement of TREIT and accepted to bring the suggestion into consideration.

The Chairman asked the Meeting if there were any additional questions or comments. No shareholders provided any additional opinions or asked any additional questions. The Chairman, therefore, expressed his appreciation for all shareholders attending the Meeting and providing useful comments, then declared the Meeting adjourned at 16.30 hrs.

After the commencement of the Meeting at 14.00 hrs., there were additional 61 shareholders and proxies, holding 159,056 shares, registered to attend the Meeting. As such, there were total 231 shareholders attending the Meeting, holding 1,726,829,144 shares, representing 94.1491 percent of total 1,834,142,375 issued shares of the Company.

Signed - Chainoi Puankosoom - Chairman of the Meeting
(Mr. Chainoi Puankosoom)

Signed - Lalitphant Phiriyaphant - Company Secretary and Minutes Taker
(Miss Lalitphant Phiriyaphant)