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CSO/EL 006/2017

April 27, 2017

Subject : Notification of Resolutions of the 2017 Annual General Meeting of the Shareholders
To : Directors and Managers of Stock Exchange of Thailand

Please be informed the resolutions from the Annual General Meeting of Shareholders No. 24/2017 of Dusit Thani Public Company Limited held on April 27, 2017 at 2.00 p.m., at Dusit Thani Hall, Dusit Thani Hotel Bangkok, Rama 4, Silom, Bangrak, Bangkok as follows:

- 1. Unanimously approved the Minutes of the Annual General Meeting of Shareholders No. 23/2016.**

	Approved	Disapproved	Abstained	Voided Ballot
No. of Votes	727,216,956	0	0	0
Percentage	100.0000	0.0000	-	-

- 2. Acknowledged the performance of the Company for the year 2016.**
- 3. Approved the Audited Balance Sheet (Statement of Financial Position) and Statement of Income for the year ended December 31, 2016 by the majority of votes of the shareholders who attend the meeting and cast their votes.**

	Approved	Disapproved	Abstained	Voided Ballot
No. of Votes	749,655,989	100	0	0
Percentage	99.9999	0.0000	-	-

- 4. Approved the appropriation of profit and dividend payment for the year 2016 by the majority of votes of the shareholders who attend the meeting and cast their votes.**

4.1 Acknowledged that the 2016 net profit shall not be allocated as legal reserve since the Company's legal reserve is already 10% of the registered capital as required by law.

4.2 Approved the 2016 dividend payment from the appropriated retained earnings at Baht 0.10 per share equivalent to Baht 85 Million in total.

Dusit Thani Public Company Limited set the Record Date on March 15, 2017 in which the shareholders have the right to attend the 2017 Annual General Meeting of Shareholders and to receive the 2016 dividend. The Company closed the share registration book on March 16, 2017 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551). The 2016 dividend payment will be paid on May 12, 2017.

	Approved	Disapproved	Abstained	Voided Ballot
No. of Votes	749,648,449	19,750	0	0
Percentage	99.9973	0.0026	-	-

5. **Appointed the Directors to replace those whose tenure will end by rotation for another term by the majority of votes of the shareholders who attend the meeting and cast their votes as follows:**

5.1 Dr. Kittipong Kittayarak Independent Director / Audit Committee Member

	Approved	Disapproved	Abstained	Voided Ballot
No. of Votes	749,633,569	29,450	5,180	0
Percentage	99.9960	0.0039	-	-

5.2 Mrs. Sinee Thienprasiddhi Director

	Approved	Disapproved	Abstained	Voided Ballot
No. of Votes	749,633,569	29,450	5,180	0
Percentage	99.9960	0.0039	-	-

5.3 Mrs. Suphajee Suthumpun Director (Group CEO)

	Approved	Disapproved	Abstained	Voided Ballot
No. of Votes	749,633,569	29,450	5,180	0
Percentage	99.9960	0.0039	-	-

5.4 Mrs. Varang Chaiyawan Director

	Approved	Disapproved	Abstained	Voided Ballot
No. of Votes	749,638,749	29,450	0	0
Percentage	99.9960	0.0039	-	-

6. **Approved the Board of Directors' remuneration for the year 2017 by a vote of no less than two-third of the total number of votes of the shareholders who attend the meeting as follows:**

6.1 The monthly and meeting remuneration for the Board of Directors, Sub-Committee and others at the amount of not exceeding Baht 6,500,000 in total. The Board of Directors be authorized to allocate the remuneration of directors in each type as deem appropriate but will not exceed Baht 6,500,000.

6.2 The annual remuneration for the year 2017 not exceeding Baht 850,000 in total. The Board of Directors be authorized to allocate the amount to each Director as appropriate.

	Approved	Disapproved	Abstained	Voided Ballot
No. of Votes	716,959,329	29,450	32,679,420	0
Percentage	95.6368	0.0039	4.3591	0.000

7. **Approved the appointment of Miss Vannaporn Jongperadechanon or Miss Vipavan Pattavanvivek or Miss Patamavan Vadhanakul from KPMG Phoomchai Audit Limited as the auditor of the Company for the year 2017 with the remuneration Baht 1,555,000 by the majority of votes of the shareholders who attend the meeting and cast their votes.**

	Approved	Disapproved	Abstained	Voided Ballot
No. of Votes	749,633,569	29,450	5,180	0
Percentage	99.9960	0.0039	-	-

8. **Approved the joint-investment in the mixed-use property development project (Mixed-Use Project) by a vote of no less than three-fourths of the total votes of shareholders who attend the meeting and cast their votes as follows:**

8.1 Approved the execution of Land Lease Agreement with The Crown Property Bureau, with a term of 30 years (excluding the Project's construction period of 7 years) and at the end of the term, the Company will be entitled to extend the term for another 30 years on the same terms and conditions in order to invest in the Mixed-Use Project and to approve the investment in the Mixed-Use Project by the Company or a subsidiary of the Company on the land located at the intersection of Silom and Rama IV Road, with a total project value of not exceeding THB 36,700 million (including the cost of construction of the hotel, the residence and the retail shopping center and the value which Suanlum Property Company Limited, the joint venture for the retail shopping center development project ("REJV"), will sub-lease bare shell retail from Vimarn Suriya Company Limited., the joint venture of hotel, residence, and retail shopping center (the "HRRJV"). The details are as follows:

a) To jointly invest in the property development project which will consist of the acquisition of lease right and the development of a hotel, a residence and a retail shopping center (the "Project HRR") through HRRJV at the shareholding proportion of 60% with the remaining 40% being held by Central Pattana Public Company Limited ("CPN") and/or its subsidiary. The value of such lease right and the HRR Project will not exceed THB 21,900 million, of which the Company's portion will not exceed THB 14,200 million. Currently, HRRJV is already incorporated and the Company holds 100% of the registered capital. The Company will gradually sell its shares in HRRJV to CPN and the final shareholding ratio in HRRJV between the Company and CPN will be 60:40. The total consideration from the disposition of stake to CPN will be approximately Baht 165 million¹ and the Company will receive investment return as a 60% shareholding in HRRJV.

b) To jointly invest in the retail shopping center development project ("Project Retail") through REJV. The Company will hold 15% of the total shares and the remaining 85% will be held by CPN and/or its subsidiary. The value of Project Retail will not exceed THB 8,900 million, of which the Company's portion will not exceed THB 1,340 million. Currently, REJV is already incorporated and the Company holds 100% of the registered capital. The Company will gradually sell its shares in REJV to CPN and the final shareholding between the Company and CPN will be 15:85. The total consideration from the disposition of stake to CPN will be

approximately Baht 640 million¹ and the Company will receive investment return as a 15% shareholding in REJV.

c) To jointly invest in the office project (“Project Office”) through Phraram 4 Development Company Limited (“OJV”) which the Company will assign the lease right for Project Office to OJV in order for OJV to enter into the Land Lease Agreement directly with The Crown Property Bureau; and then OJV will sub lease the land to Saladang Property Management Company Limited for the development and construction of Project Office. The Company will sell 90% of registered capital of OJV to CPN and/or its subsidiary. The total value of disposition will not exceed THB 2,700.9 million and the Company will receive investment return as a 10% shareholding in OJV.

8.2 Approved the authorization to the Board of Directors or the Chairman of the Executive Committee or Group Chief Executive Officer and/or any person who is authorized by such authorized persons to have the authority to prescribe the details, amend and/ or change terms and conditions relating to the followings matters:

- The investment in Project HRR, Project Retail and Project Office which includes authority to contact, discuss, negotiate, make any adjustments or changes and/or agree, execute and submit any documents and confirmations in connection with such investments in Project HRR, Project Retail and Project Office;
- To make any changes and/or agree, negotiate, and execute the land lease agreement with The Crown Property Bureau including relevant documents and agreements relating to the land lease agreement;
- To contact, negotiate, provide information and/or submit applications or waivers for any permits, and documents or other information to any governmental authorities or related agencies, financial institutions and individuals or organizations which is related to the investment in Project HRR, Project Retail and Project Office; and
- To undertake any necessary actions related to the investments in Project HRR, Project Retail and Project Office.

The authorized actions must be undertaken for the protection of the benefit of the Company and its shareholders’ benefits as well as for the utmost benefit of the Company and its shareholders.


Remarks ¹ The total consideration may be subject to change depending on the amount of investment in the future.

	Approved	Disapproved	Abstained	Voided Ballot
No. of Votes	749,637,599	29,450	5,180	0
Percentage	99.9953	0.0039	0.0006	0.0000

9. Other matters.

None.

Yours faithfully,


Miss Mantanee Surakarnkul
Company Secretary