

# Translation

**Minutes of the Annual General Meeting of Shareholders**  
**No. 24/2017**  
**of Dusit Thani Public Company Limited**  
**Held on Thursday April 27, 2017 at 14.00 hrs. at Dusit Thani Hall**  
**The Dusit Thani Hotel, 946 Rama IV Road, Silom, Bangrak, Bangkok**

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**Mr. Arsa Sarasin**, Chairman of the Board of Directors, chaired the Meeting. The Chairman declared the Meeting open and assigned Ms. Mantanee Surakarnkul, Company Secretary to report to shareholders on the procedures of the meeting, including voting procedures and voting results.

**Ms. Mantanee Surakarnkul**, Company Secretary, informed the Meeting that there were total 384 shareholders consisting of 207 shareholders attended at the meeting in person and 177 shareholders by proxy holders, representing 726,897,176 shares in total and equivalent to 85.5173 percent of registered and issued shares of the Company. There was a quorum in accordance with Public Limited Companies Act, B.E.2535 Section 103 and the Articles of Association of the Company clause 30.

In this meeting, Directors, Executives, Auditors from KPMG Phoomchai Audit Limited, attended the Meeting as follows:

**Directors**

- |   |  |
|---|--|
| 1. Mr. Arsa Sarasin                                   | Chairman / Independent Director  |
| 2. Mr. Chanin Donavanik                               | Vice President / Executive Committee Chairman  |
| 3. Professor Hiran Radeesri                           | Independent Director / Audit Committee Chairman /<br>Compensation Committee Chairman /<br>Governance and Nomination Committee Chairman |
| 4. Mrs. Pranee Phasipol                               | Independent Director / Audit Committee Member /<br>Compensation Committee Member /<br>Governance and Nomination Committee Member       |
| 5. Dr. Kittipong Kittayarak                           | Independent Director / Audit Committee Member  |
| 6. Mr. Vichit Chinwongvorakul                         | Director   |
| 7. Mr. Kenneth Korsirisophon                          | Director   |
| 8. Mrs. Varang Chaiyawan                              | Director / Governance and Nomination Committee<br>Member/ Compensation Committee Member  |
| 9. Mrs. Sinee Thienprasiddhi                          | Director / Executive Director  |
| 10. Mrs. Suphajee Suthumpun                           | Director/ Group Chief Executive Officer /<br>Executive Committee Member  |
| 11. Emeritus Prof.Dr. Khunying<br>Suchada Kiranandana | Independent Director   |

**Directors not in attendance**

- |                                    |                      |
|------------------------------------|----------------------|
| 1. Mr. Pakhawat Kovithvathanaphong | Independent Director |
|------------------------------------|----------------------|

**Executives**

- |                                    |  |
|------------------------------------|--|
| 1. Mr. Akamon Prasoppolsujarit     | Acting Chief Financial Officer           |
| 2. Ms. Pattaneeporn Thienprasiddhi | Vice President – Finance                 |
| 3. Ms. Surang Jirattigalachote     | Managing Director – Property Development |

**Auditors from KPMG Phoomchai Audit Limited**

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|-----------------------------------|--------------------------------------|
| 1. Ms. Vannaporn Jongperadechanon | certified public accountant no. 4098 |
| 2. Ms. Chanarat Chanwa            | certified public accountant no. 9052 |

And there are Financial Advisor, Legal Advisors and Independent Financial Advisors who will report to shareholders on agenda 8 in order to consider and approve the joint investment in Mixed-Use Property Development Project (Mixed-Use Project) as follows:

**Financial Advisor from Maybank Kim Eng (Thailand) Public Company Limited**

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|------------------------------|---|
| 1. Mr. Thaveesith Santatikul | Executive Vice President, Investment Banking Department |
|------------------------------|---|

**Legal Advisors from Weerawong, Chinnavat & Partners Ltd.**

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|---------------------------------|---------------|
| 1. Mr. Weerawong Chittmittrapap | Chairman      |
| 2. Mr. Panuwat Chalongkuamdee   | Legal Advisor |

**Independent Financial Advisors from Silom Advisory Co., Ltd.**

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|-----------------------------|-------------------------------|
| 1. Mr. Pitak Kittiakrastien | Managing Director             |
| 2. Mr. Thonsakul Prajukjit  | Independent Financial Advisor |

In order to conduct the meeting in accordance with the Corporate Governance principles, Miss Hatairat Patanan, Certified Public Accountant from KPMG Phoomchai Audit Limited (KPMG) was assigned to audit voting and vote counting of the shareholders.

Before the meeting started, the Company Secretary informed the Meeting that in this Annual General Meeting of Shareholders, the Company provided an opportunity to shareholders to propose the Annual General Meeting's agenda and to nominate candidates for company directorship in advance from October 1, 2016 to December 31, 2016 via Electronic Company Information Disclosure ("ELCID") of the Stock Exchange of Thailand and posted guidelines on the Company's website but no shareholders proposed both the additional agenda and nominated director candidates.

Criteria of voting, voting procedures and vote counting in the meeting were as follows:

1. For voting in each agenda, any shareholder who may object or abstain from the vote, such shareholder should raise their hand and fill the objection or abstention in the voting card with signature and the Company's officers will collect only objection and abstention cards excluding approve cards. Except voting of agenda 5 which is the appointment of directors to replace whose tenure will end, the Company's officers will collect all voting cards from all shareholders whether to agree, object or abstain in order to conduct the meeting in accordance with the Corporate Governance principles.
2. In the vote counting, the abstention and objection votes will be deducted from the total vote of shareholders who attend the meeting and have the rights to cast their votes. The balance will be considered affirmative votes in that agenda. In considering the vote, voting of shareholders which was authorized to the proxy

holders per proxy form will also be considered. In all agendas which required a resolution, the resolution of the Meeting shall be decided by a majority vote of shareholders attending the Meeting and has the right to cast their votes, except agenda which required by law to have affirmative votes more than majority vote. If in any agendas, there are no objection and abstention votes, Chairman will conclude that the meeting unanimously approved that proposed agenda.

3. For any voting cards which cannot define the purpose of shareholders or proxy holders in voting direction, they will be considered as voided ballot such as marks appeared in both approve and disapprove boxes or unclear marks or strikethrough any clauses without signature, etc.
4. Shareholders and proxy holders shall have one vote per one share.

Since there was a quorum as in accordance with the Articles of Association of the Company, Company Secretary invited the Chairman to conduct the Meeting as per Notice calling for the Annual General Meeting of the Shareholders.

Mr. Arsa Sarasin, Chairman of the Board of Directors, and Chairman of the Meeting declared the Meeting opened and conducted the Meeting in accordance with the agenda as follows:

**Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 23/2016**

**The Chairman** asked the Meeting to consider and adopted the Minutes of the Annual General Meeting of Shareholders No. 23/2016 held on April 28, 2016 as shown in Attachment No. 1 in the Notice of the Annual General Meeting of Shareholders sent to the shareholders. The Minutes was submitted to the Stock Exchange of Thailand within 14 days from the date of the Meeting as statutory required by regulators and submitted to the Ministry of Commerce. The said minutes has also been posted on the Company's website.

**Resolution:** The Meeting unanimously adopted the Minutes of the Annual General Meeting of Shareholders No. 23/2016. Details of voting results were as follows:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>	<b>Voided Ballot</b>	<b>Total</b>
<b>No. of Votes</b>	727,216,956	0	0	0	727,216,956
<b>Percentage</b>	100.0000	0.0000	-	-	100.0000

Remarks: In this agenda, additional 192 shareholders attended the meeting in person and by proxy representing 319,780 shares. Therefore, a total number of 399 shareholders was present in person or by proxy, representing 727,216,956 shares or equal to 85.5549% of total 850,000,000 issued shares of the Company.

**Agenda 2 To acknowledge the Annual Report and the Report of The Board of Directors regarding the performance of the Company for the year 2016**

**The Chairman** assigned Mrs. Suphajee Suthumpun, Director and Group Chief Executive Officer to report the performance of the Company for the year 2016 to the Meeting.

Mrs. Suphajee Suthumpun, Director and Group Chief Executive Officer reported the performance of the Company for the year 2016 as follows:

**1. Dusit's multi-year diversification journey emphasizes on strengthening the Company's foundation to support exponential growth by dividing into 3 stages below:**

- **Year 2016 – 2018 Strengthening Foundations**

- Currently, there are 29 properties in 8 countries and new Hotel Management Agreements of around 50 properties will be additionally signed in 13 countries. New hotels will be gradually opened from 2018 onwards.
- Number of employees in hotel and education businesses are around 6,500 people.
- Set new strategic direction in both short-term and long-term.
- Develop new Vision/Mission/Values to align with the Company's new direction
- Focus on strengthening the group of companies' foundations

- **Year 2019 – 2021 Realizing Potential**

- New iconic flagship Dusit Thani Hotel Bangkok will be completed construction in 2021
- Integration of hospitality and education businesses
- Double number of rooms worldwide

- **Year 2022 – 2024 Unlock Value Creation**

- Completion of new Mixed-Use Project which is expected to generate additional revenues to the Company
- More revenue recognition from the new investments
- Balance of revenue contribution from Thailand and overseas in order to reduce impacts from internal situations

**2. Dusit's new focus is to achieve the vision-mission-values through 3 strategies and strong foundations**

- **Balance:** 50:50 domestic: international revenue
- **Diversify:** generate more income from new business such as Mixed-Use Project
- **Expand:** double number of rooms

**3. Change in Vision, Mission and Values of the Company**

- **Vision:** Proud of our Thai heritage, uniquely delivering gracious hospitality to the world.
- **Mission:** We empower our people to exceed expectations. Always!
- **Values:** Care - Commit - Can Do!

**4. Strengthen our foundations in 5 areas**

- People working efficiently, positive attitudes and heartedly service minded to everyone.
- Efficiency working process
- Technology to serve current and future needs
- Property or hotels that are under maintenance
- Financial Capability

5. **Plan to grow outside Thailand via asset light model.** Achieve greater economy of scale and brand awareness as more properties are added.
  - Currently there are 29 properties in 8 countries. Number of Rolling Opening Properties in each year are: 12 properties in 2018, 15 properties in 2019 and 15 properties in 2020.
6. **FY 2016 snapshot**
  - **Revenue:** Q1-Q3 were on target (growth 1%) but Q4 was weaker than expected resulting in slight increase in total revenue at year end.
  - **Cost:** An increase of depreciation and amortization on completed renovations for hotels at Baht 670 million.
  - **Expenses:** An increase of administrative expenses due to continued investments in resources to support future business expansion.
  - **Operation:** Signed 8 new projects across Thailand, China, Dubai, Indonesia, Myanmar, Philippines, Sri Lanka, and Turkey and opened five new properties in Thailand, China and UAE.
  - **Focus:** Explored short-term investment opportunities such as M&A and franchise model to enhance the Company's performance.
7. **Dusit's certificates of achievements & awards in 2016**
  - Certificate of excellence 2016 by Trip advisor – Dusit Thani Hua Hin
  - EarthCheck Gold Certificate: Dusit D2 Chiangmai, Dusit Princess Chiangmai
  - ASEAN Green Hotel : Dusit Thani Pattaya
  - Thailand MICE Venue Standard award: Dusit Thani Krabi Resort; Dusit Thani Pattaya
  - Thailand Tatler Best Restaurant: Dusit Thani Bangkok
  - Best Thai Restaurant by FACT: Dusit Thani Abu Dhabi
  - Conde Nast Traveller Readers' choice award : Dusit Thani Maldives
  - Ranna Award by Baa Atoll Council: Dusit Thani Maldives
  - Certificate of ESG 100: Dusit International

The Chairman allowed shareholders to raise questions but there are no questions from shareholders.

**Resolution:** The Meeting acknowledged the Annual Report and the Report of The Board of Directors regarding the performance of the Company for the year 2016.

### **Agenda 3 To consider and approve the Audited Balance Sheet (Statement of Financial Position) and Statement of Income for the year ended December 31, 2016**

**The Chairman** assigned Mr. Akamon Prasoppolsujarit, Acting Chief Financial Officer to report to the Meeting to consider and approve the Audited Balance Sheet (Statement of Financial Position) and Statement of Income for the year ended December 31, 2016.

**Mr. Akamon Prasoppolsujarit** reported that the Company's Financial Statements and Consolidated Financial Statements for the year ended 31 December 2016 was audited by

the certified public accountant with unqualified opinions and was reviewed by the Audit Committee and endorsed by the Board of Directors before proposing to the shareholders to consider and approve. Details were in the 2016 Annual Report which was sent to the shareholders together with the Notice of this Annual General Meeting of Shareholders.

Detailed summary was as follows:

The Statements of Financial Position for the year ended December 31, 2016 compared to the same period of 2015 with details in the Annual Report page number 139 – 141 (from the Thai version of annual report) can be summarized as follows:

The total assets of the Company and its subsidiaries was Baht 9,033 million, a decrease of Baht 355 million due to deprecation of buildings and equipment and amortization of other intangible assets which was increased by Baht 512 million. However, this amount was offset with cash and other cash equivalents which was increased by Baht 156 million.

Total liabilities were Baht 3,679 million, a decrease of Baht 305 million, mainly due to repayment of loans of a subsidiary at the amount of USD 7.25 million or Baht 254 million.

Equity of the Company was Baht 4,589 million, a decrease of Baht 4 million from the previous year.

The Statement of Income for the year ended December 31, 2016 compared to that of year 2015 can be summarized as below:

In 2016, total revenues of the Company and its subsidiaries was Baht 5,425 million, comprised revenues from sales and services of Baht 4,974 million, an increase of Baht 79 million or 1.6% from the previous year, total cost amounted to Baht 3,577 million, an increase of Baht 31 million from the previous year due to depreciation and amortization of hotel renovation resulting in the gross profit of Baht 1,397 million or an increase of Baht 48 million. Other income was Baht 451 million, a decrease of Baht 24 million due to the reduction of gains from foreign exchange. Total expenses was Baht 1,707 million, an increase of Baht 176 million due to an increase of selling expenses of Baht 17 million. Administrative expenses increased Baht 138 million, mainly due to the cost of personnels for business expansion in the future. Therefore, net profit of the Company and its subsidiaries for the year 2016 was Baht 153 million, a decrease of Baht 100 million. Net profit attributable to owners of the Company was Baht 114 million and earnings per share were Baht 0.135.

## The Statement of Financial Position for the year ended December 31, 2016 and year 2015

Description	Consolidated		Inc. / (Dec)	Unit: Baht Million		
	Financial			Separate		Inc. / (Dec)
	Statements			financial		
				statements		
	2016	2015		2016	2015	
Total assets	9,033	9,388	(355)	3,955	4,092	(137)
Total liabilities	3,679	3,984	(305)	687	791	(104)
Total equity	5,354	5,404	(50)	3,268	3,301	(33)
Equity attributable to owners of the Company	4,589	4,593	(4)	3,268	3,301	(33)
<b>Book value per share (Baht)</b>	<b>5.43</b>	<b>5.43</b>	<b>0</b>	<b>3.84</b>	<b>3.88</b>	<b>(0.04)</b>

## The Statement of Income for the year ended December 31, 2016 and year 2015

			Unit: Baht Million			
Description	Consolidated Financial Statements		Inc. / (Dec)	Separate financial statements		Inc. / (Dec)
	2016	2015		2016	2015	
Revenue from sales and services	4,974	4,895	79	1,553	1,573	(20)
<b>Less</b> Cost of sales and services	(2,915)	(2,902)	13	(906)	(924)	18
<b>Less</b> Cost of services – depreciation and amortization	(662)	(644)	18	(222)	(229)	7
<b>Gross profit</b>	<b>1,397</b>	<b>1,349</b>	<b>48</b>	<b>425</b>	<b>420</b>	<b>5</b>
%	<b>28.09</b>	<b>27.56</b>		<b>27.37</b>	<b>26.68</b>	
Total other income	451	475	(24)	568	569	(1)
<b>Profit before expenses</b>	<b>1,848</b>	<b>1,824</b>	<b>24</b>	<b>993</b>	<b>989</b>	<b>4</b>
<b>Less</b> Total expenses	(1,707)	(1,531)	176	(860)	(752)	(108)
<b>Profit (loss) before income tax expense</b>	<b>141</b>	<b>293</b>	<b>(152)</b>	<b>133</b>	<b>237</b>	<b>(104)</b>
<b>Loss</b> Income tax expense	12	(40)	52	25	(15)	40
<b>Profit (loss) for the year</b>	<b>153</b>	<b>253</b>	<b>(100)</b>	<b>158</b>	<b>222</b>	<b>(64)</b>
<b>Profit (loss) attributable to owners of the Company</b>	<b>114</b>	<b>199</b>	<b>(85)</b>	<b>158</b>	<b>222</b>	<b>(64)</b>
Profit (loss) attributable to non – controlling interests	39	54	(15)	-	-	-
<b>Earnings (loss) per share</b>						
- Owners of the Company (Baht)	<b>0.135</b>	<b>0.236</b>	<b>(0.10)</b>	<b>0.186</b>	<b>0.261</b>	<b>(0.08)</b>

The Chairman allowed the shareholders to ask questions.

**Mr. Supoj Auechailerdkul**, shareholder, asked about the increase in number of hotel management agreements that how much percentage of profit to increase comparing to its cost because this business can generate more revenue to the Company with low cost.

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, explained that the hotel management fee will depend on size of the hotel because the revenue from hotel management business has already reached to the breakeven point in the first 2 years when the cost was still high and there were costs of maintenance and recruiting personnels to support more hotels to be opened in the future.

**Mr. Supoj Auechailerdkul**, shareholder, proposed that the Company should hire retired employees to welcome tourists on behalf of Dusit Thani Hotel at the skytrain in front of the hotel in order to publicize the Company, sell the Company's products, or explain

information of the Company or set up the Company's booth at Lumpini Park to explain the information of Dusit Thani to wider audience.

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, thanked for the recommendation which would be taken into consideration as well as explaining that normally, there have been collaborations between the Company and Lumpini Park for Corporate Social Responsibilities activities.

**Mr. Supoj Auechailerdkul**, shareholder, proposed that the Company should offer discounted room rate for shareholders during low season or before the hotel demolishing.

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, thanked for the recommendation which would be taken into consideration.

**Mr. Amnuay Sirichansawang**, shareholder, asked about the Company's strategy in managing the foreign currency risk such as US dollars, or Peso for long-term loans or revenue from hotel management.

**Mr. Akamon Prasoppolsujarit**, Acting Chief Financial Officer, answered that any investment by the Company in overseas, the Company's financial statements will convert revenues and loans in foreign currency into Thai Baht. Therefore, revenues and expenses in the financial statements are natural hedged.

**Mr. Amnuay Sirichansawang**, shareholder, mentioned that according to the notes to the financial statements, the Company entered into a land lease agreement with Siri Pattaya Company Limited and the agreement will be expired on December 31<sup>st</sup>, 2027 and total rent through the lease agreement is Baht 1,002 million. The rental payment may vary in accordance with fluctuation in the Swiss Franc exchange rate. When the lease agreement is expired, the Company can extend the lease twice for a period of 10 years each with related lease payments to be renegotiated by both parties. He then would like to know when the land lease agreement is expired, there will be risks that the landlord will ask for higher rent or the landlord will develop the land for his own hotel business and why does the rent vary in accordance with fluctuation in the Swiss Franc exchange rate?

**Mrs. Sinee Thienprasiddhi**, Director and Executive Director, explained that the condition in the first land lease agreement was made between Thanpuying Chanut Piyaoui and mother of Doctor Burana Chawalitthamrong whose own Siri Pattaya Company Limited (leaser). The lease agreement stated that once Thai Baht currency is depreciated or appreciated over a fixed percentage of Thai Baht on the date of agreement compared to Swiss Franc, the rental payment needs to be adjusted by calculating from the appreciation/depreciation of Thai Baht currency. The management had tried to delete this condition at the time of extension the land lease agreement but Doctor Burana asked to keep this condition as it was the condition mutually agreed from the beginning. Nevertheless, since the first date of agreement, there is no change in rental rate due to the change in Thai Baht currency.

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, added that the landlord doesn't have any hotel-related business and has a good relationship with the Company. The negotiation of conditions in the land lease agreement for the next 10 years is also well-prepared in advance.



**Mr. Amnuay Sirichansawang**, shareholder, asked that once Dusit Thani Hotel Bangkok is demolished, will there be expenses of equipment which is a one-time write-off and how much will it be? When there is no revenue from Dusit Thani Hotel Bangkok which is approximately 20% of the Company's total revenues, what are other revenues, for instance, revenue from education business or other Mixed-Use Projects?

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, answered that the Company will start demolishing each part of the Mixed-Use Project at a different time, starting from July 2018 which the Company's revenue will unavoidably be affected. However, the Company has structured the Mixed-Use Project to minimize the financial impact to the Company's performance with advice from groups of financial advisors, and legal advisors. Additional details will be explained further in the agenda 8.

**Mr. Akamon Prasoppolsujarit**, Acting Chief Financial Officer replied that the Net book value as of December 31<sup>st</sup>, 2016 was Baht 173 million and hotel depreciation for was Baht 106 million per year. When Dusit Thani Hotel Bangkok will be closed in 2018, an additional depreciation would be Baht 20 million.

**Mr. Rittichai Yuabjaranpon**, shareholder, asked about the revenue contribution from each hotel that the Company managed and revenue structure of hotel management. What is the profit contribution of each business segment. What are criteria in selecting the countries where the Company will sign hotel management agreements. How is the competition situation in this business? Is there any guarantee of income from hotel management business?

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, answered that hotel management fee is a fixed rate and if that managed hotel has good performance, additional incentives will be offered to the Company. Regarding the guarantee of income, it depends on the conditions of each agreement. If the performance of managed hotels recorded loss, the Company has no responsibility on such loss as per the agreement. For criteria in selecting countries where the Company will sign hotel management agreements, the Company considers from brand alignment to Dusit, potential market, certain number of tourists, and good locations. There are both ways of approach, i.e. the Company approaches a hotel owner or a hotel owner approaches the Company. Currently, the Company focuses on managing hotels in Asia-Pacific, South Africa, and the Middle East including starting to Europe such as a hotel in Istanbul, Turkey.

**Mr. Rittichai Yuabjaranpon**, shareholder, asked about the net profit contribution of each business segment, i.e. hotel, education and others.

**Mr. Akamon Prasoppolsujarit**, Acting Chief Financial Officer, replied that the shareholders can see the net profit contributions of each business in the annual report page 245 (from the Thai version) or page 213 (from English version).

**Mr. Basant Kumar Dugar**, shareholder, said that according to the statement of cash flows in the annual report page 144 – 145 (from the English version), the Company is considered by institutional investors as Valued Company as the Company has positive operating cash flow and Growth Company due to the slight negative cash flow from investing activities. The combination of value and growth leads to more investment, higher market capitalization. One suggestion is to manage payment of both short-term and long-term loans, dividend payment to fuel further expansion. The Company's core competency

is higher than cost of borrowing. Earnings is higher than the cost of borrowing or dividend yield, both can be managed in a way to retain liquidity and plowback profitability to the Company.

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, thanked for the recommendation which would be taken into consideration

**Mr. Rittichai Yuabjaranpon**, shareholder, asked how much profit from the revenue of hotel management of Baht 147 million and how much is the minimum rate of hotel management fee.

**Mr. Akamon Prasoppolsujarit**, Acting Chief Financial Officer, answered that as per the Thai version of annual report page 245, revenues from hotel management business of Baht 147 million is a part of revenues from other businesses of Baht 1,329 million with profit of approximately 4% in 2016. For hotel management fee, it depends on the conditions of each agreement with no minimum fixed rate.

**Resolution:** The Meeting unanimously approved the Company's Audited Balance Sheet (Statement of Financial Position) and the Statement of Income for the year ended December 31, 2016. Details of voting results were as follows:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>	<b>Voided Ballot</b>	<b>Total</b>
<b>No. of Votes</b>	749,655,989	100	0	0	749,656,089
<b>Percentage</b>	99.9999	0.0000	-	-	100.0000

Remarks: In this agenda, additional 52 shareholders attended the meeting in person and by proxy representing 22,439,133 shares. Therefore, a total number of 451 shareholders was present in person or by proxy, representing 749,656,089 shares or equal to 88.1948% of total 850,000,000 issued shares of the Company.

#### **Agenda 4 To consider and approve the profit appropriation and dividend payment of the year 2016**

**The Chairman** assigned Ms. Mantanee Surakarnkul to report to the Meeting.

**Ms. Mantanee Surakarnkul**, Company Secretary, reported that in 2016, the Company had net profit Baht 114 million and unappropriated retained earnings in Separate Financial Statements was Baht 654 million and the Company's legal reserve was 10% of the registered capital as required by law.

The Company has the policy to pay dividend to the shareholders in the amount not exceeding net profit per share and not less than 50 percent of consolidated net profit by consideration the result of operating in the Consolidated Financial Statements, including the result of operating and retained earnings presented in the Separate Financial Statements to ensure that the Company is able to pay such dividend following to the requirements under the Public Limited Companies Act B.E. 2535. However, the rate of dividend payment will follow the Company's policy regarding dividend payment.

Therefore, the Board of Directors proposed to the Meeting to acknowledge and approve the followings:

- a) Acknowledge that the 2016 net profit shall not be allocated as legal reserve since the Company has the full legal reserve amount as required by law.
- b) Approve the 2016 dividend payment from the appropriated retained earnings at Baht 0.10 per share equivalent to Baht 85 million in total. This dividend payment

is not exceeded the retained earnings of Separate Financial Statements of the Company which was Baht 654 million as of December 31, 2016. The dividend will be paid from the retained earnings after deduction of corporate income tax at the rate of 30 percent. Therefore, the dividend tax credit will be equivalent to dividend multiplied by 3/7 in which the individual shareholder would be entitled to use dividend tax credit for tax refund. (Individual shareholder shall be entitled to dividend tax credit under Section 47 bis of the Revenue Code).

For the 2016 dividend payment, the Company set the Record Date on Wednesday March 15, 2017 by gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551). The Company closed the share registration book on Thursday March 16, 2017 and the 2016 dividend payment will be paid on Friday May 12, 2017.

The Chairman allowed the shareholders to ask questions but there were no questions from shareholders.

**Resolution:** The Meeting acknowledged that the 2016 net profit shall not be allocated as legal reserve since the Company has the full legal reserve amount as required by law and the 2016 dividend payment from the appropriated retained earnings at Baht 0.10 per share equivalent to Baht 85 million in total as proposed by the Board of Directors. The 2016 dividend payment will be paid to shareholders on Friday May 12, 2017.

The Meeting approved by the majority of votes of shareholders who attended the meeting and cast their votes. Details of voting results were as follows:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>	<b>Voided Ballot</b>	<b>Total</b>
<b>No. of Votes</b>	749,648,449	19,750	0	0	749,668,199
<b>Percentage</b>	99.9973	0.0026	-	-	100.0000

Remarks: In this agenda, additional 8 shareholders attended the meeting in person and by proxy representing 12,110 shares. Therefore, a total number of 459 shareholders was present in person or by proxy, representing 749,668,199 shares or equal to 88.1963% of total 850,000,000 issued shares of the Company.

## **Agenda 5 To appoint the Directors to replace whose tenure will end**

**The Chairman** assigned Ms. Mantanee Surakarnkul to report to the meeting.

**Ms. Mantanee Surakarnkul**, Company Secretary, reported that according to Clause 14 of the Company's Articles of Association, in every Annual General Meeting of Shareholders, one-third of all directors must be retired by rotation. At this meeting, four directors whose tenure will end were as follows:

Item	Name	Position
1	Dr. Kittipong Kittayarak	Independent Director / Audit Committee Member
2	Mrs. Sinee Thienprasiddhi	Director/ Executive Committee Member
3	Mrs. Suphajee Suthumpun	Director (Group Chief Executive Officer)
4	Mrs. Varang Chaiyawan	Director/ Governance and Nomination Committee Member/ Compensation Committee Member

The Company provided an opportunity to shareholders to nominate candidates for company directorship from October 1, 2016 to December 31, 2016 through ELCID of the Stock Exchange of Thailand and posted guidelines on the Company's website but no proposal from shareholders submitting director candidates.

The Board of Directors considered the directors whose tenure will end by applying the nomination guideline set out by the Board of Directors which must have appropriate qualifications and not having qualifications prohibited by any applicable rules and laws. The criteria of consideration will include knowledge, skills, expertise, vision, business ethics and good attitude benefit the Company's business with their full capabilities. Thus, the Board of Directors agreed with the Governance and Nomination Committee to propose to the 2017 Annual General Meeting of Shareholders that the four directors whose tenure will end should be reelected as the Directors in another term.

The curricula vitae of the four directors above, number of holding the Company's shares, position as Director or executive level in the other listed company and other business are attached in the notice of the Annual General Meeting of Shareholders which were already sent to shareholders.

The Chairman allowed shareholders to ask questions but there were no questions from shareholders.

**Resolution:** The Meeting approved the appointment of the four directors whose tenure will end, namely 1) Dr. Kittipong Kittayarak, 2) Mrs. Sinee Thienprasiddhi, 3) Mrs. Suphajee Suthumpun and 4) Mrs. Varang Chaiyawan as director for another term as follows:

1. Dr. Kittipong Kittayarak  
Details of voting results were as follows:

	Approved	Disapproved	Abstained	Voided Ballot	<u>Total</u>
<b>No. of Votes</b>	749,633,569	29,450	5,180	0	749,668,199
<b>Percentage</b>	99.9960	0.0039	-	-	100.0000

2. Mrs. Sinee Thienprasiddhi  
Details of voting results were as follows:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>	<b>Voided Ballot</b>	<b><u>Total</u></b>
<b>No. of Votes</b>	749,633,569	29,450	5,180	0	749,668,199
<b>Percentage</b>	99.9960	0.0039	-	-	100.0000

3. Mrs. Suphaje Suthumpun  
Details of voting results were as follows:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>	<b>Voided Ballot</b>	<b><u>Total</u></b>
<b>No. of Votes</b>	749,633,569	29,450	5,180	0	749,668,199
<b>Percentage</b>	99.9960	0.0039	-	-	100.0000

4. Mrs. Varang Chaiyawan  
Details of voting results were as follows:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>	<b>Voided Ballot</b>	<b><u>Total</u></b>
<b>No. of Votes</b>	749,638,749	29,450	0	0	749,668,199
<b>Percentage</b>	99.9960	0.0039	-	-	100.0000

#### **Agenda 6 To determine the Board of Directors' remuneration for the year 2017**

**The Chairman** assigned Ms. Mantanee Surakarnkul to report to the Meeting.

**Ms. Mantanee Surakarnkul**, Company Secretary, reported that according to Clause 24 of the Company's Articles of Association, directors shall be entitled to receive remuneration in the form of reward, meeting remuneration, pension, bonus or other benefits in accordance with the Articles of Association or consideration of the shareholders' meeting.

The meeting and monthly remuneration and annual remuneration which was paid in 2016 were as follows:

- a) The 2016 monthly and meeting remuneration of the Board of Directors, Sub-Committee and others was approved at the Annual General Meeting of Shareholders No.23/2016 not exceeding Baht 6,000,000 and the actual payment in 2016 was Baht 4,540,000.
- b) The 2016 annual remuneration was approved by the Annual General Meeting of Shareholders No. 23/2016 to pay the annual remuneration to the Board of Directors in 2016 (based on dividend payment for the year 2015) not exceeding Baht 1,020,000 and actual payment was Baht 1,019,980.

According to the recommendation from Compensation Committee by considering the appropriateness including duties and responsibilities of Board of Directors and Sub-Committee, the Board of Directors proposed to the Shareholders to consider the 2017 remuneration of the Board of Directors as follows:

## 1. Meeting and monthly remuneration

The meeting and monthly remuneration of the Board of Directors, Sub-Committee and others for the year 2017 is proposed to be not exceeding Baht 6,500,000 in total, or an increase of Baht 500,000 or 8.33% of the amount approved by the shareholders in 2016 due to expansion of the Company's business; therefore, the Company may need to have more number of meetings as well as new establishment of Sub-Committee to consider various projects of the Company. The Board of Directors is authorized to allocate the remuneration of directors in each type as deem appropriate but will not exceed Baht 6,500,000.

## 2. Annual remuneration: The annual remuneration is considered from business performance of the Company and dividend payment to shareholders

If the Annual General Meeting of Shareholders in 2017, the shareholders approve the dividend payment for the year 2016 at the total amount of Baht 85 million, the Board of Directors proposes to the shareholders to approve the annual remuneration in 2017 (based on dividends paid to the Shareholders in 2016) not exceeding Baht 850,000 or approximately 1% of dividend payment and proposes to authorize the Board of Directors to allocate the amount to each Director as appropriate.

The Directors who were shareholders abstained their votes in this agenda.

According to the Public Limited Companies Act Section 90, the remuneration of directors shall be approved by the shareholders at a vote of no less than two-thirds of the total number of votes of the shareholders and proxy holders who attend the meeting.

Table of Rate of Remuneration of the Board of Directors and Sub-Committee (the same current rate)

Unit: Baht			
Type of Board and Committee	Position	Monthly Fee (Per Month: person)	Meeting Fee (Per meeting : person)
Board of Directors	Chairman	15,000	20,000
	Board Member	10,000	15,000
Audit Committee	Chairman	20,000	10,000
	Member	10,000	10,000
Compensation Committee	Chairman	None	20,000
	Member	None	10,000
Governance and Nomination Committee	Chairman	None	20,000
	Member	None	10,000

Details of Proposed Remuneration of Directors in 2017 Compared With Those of 2016

Unit: Baht

Description		The Proposed Amount for the Year 2017 For Shareholders Approval	Percent +/- From the Approved Amount in 2016	The Approved Amount by Shareholders in 2016	The Actual Payment in 2016
Remuneration of the Board of Directors	Meeting Fee <sup>1</sup>	2,590,000	+23.33	2,100,000	1,385,000
	Monthly Fee	1,500,000	0	1,500,000	1,470,000
	<b>Total</b>	<b>4,090,000</b>	<b>+13.61</b>	<b>3,600,000</b>	<b>2,855,000</b>
Remuneration of Sub-Committee and Others	Audit Committee	840,000	0	840,000	710,000
	Compensation Committee	120,000	-40	200,000	30,000
	Governance and Nomination Committee	120,000	-40	200,000	100,000
	Board Advisors <u>and</u> Other Sub-Committee (if any)	1,330,000	+14.65	1,160,000	845,000
	<b>Total</b>	<b>2,410,000</b>	<b>+0.42</b>	<b>2,400,000</b>	<b>1,685,000</b>
<b>Remuneration ( excluding annual remuneration) (1)</b>		<b>6,500,000</b>	<b>+8.33</b>	<b>6,000,000</b>	<b>4,540,000</b>
<b>Annual Remuneration (2)</b>		<b>850,000</b>	<b>-16.66</b>	<b>1,020,000</b>	<b>1,019,980</b>
<b>Total Remuneration (not exceeding) (1 +2)</b>		<b>7,350,000</b>	<b>+4.70</b>	<b>7,020,000</b>	<b>5,559,980</b>

Remark <sup>1</sup>In 2016, there were nine Board of Directors meeting and one non-executive board of directors meeting.

The Chairman allowed shareholders to ask questions but there were no questions from shareholders.

**Resolution:** The Meeting approved the 2017 remuneration of the directors as proposed by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. Details of voting results were as follows:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>	<b>Voided Ballot</b>	<b>Total</b>
<b>No. of Votes</b>	716,959,329	29,450	32,679,420	0	749,668,199
<b>Percentage</b>	95.6368	0.0039	4.3591	0.000	100.0000

The Directors who were shareholders and abstained their votes were as follows:

Mr. Chanin Donavanik	holding	526,000 shares
Mrs. Sinee Thienprasiddhi	holding	560,240 shares
Mr. Vichit Chinwongvorakul	holding	<u>31,588,000</u> shares
Total		<u>32,674,240</u> shares

#### **Agenda 7 To appoint the auditor and fix the remuneration for the year 2017**

**The Chairman** assigned Mr. Akamon Prasoppolsujarit, Acting Chief Financial Officer, to report to the Meeting.

**Mr. Akamon Prasoppolsujarit**, Acting Chief Financial Officer, reported that in order to comply with Section 120 of the Public Limited Companies Act B.E. 2535 which stipulates that the Annual General Meeting of Shareholders each year shall appoint the auditor and determines an audit fee of the Company.

The Audit Committee selected KPMG Phoomchai Audit Limited (KPMG) to be the Auditor of the Company and subsidiary companies for the year 2017 due to its high standard, expertise and good working record with reasonable fee. The Board of Directors agreed with the Audit Committee to appoint auditor from KPMG Phoomchai Audit Limited (KPMG) to be the Auditor of the Company and resolved to propose to the Annual General Meeting of Shareholders to approve as follows:

1. appoint KPMG Phoomchai Audit Limited (KPMG) to be the Auditor of the Company with auditors's names appeared in the Notice of the Annual General Meeting of Shareholders as follows:

<b>Names</b>	<b>CPA Nos.</b>
1.Miss Vannaporn Jongperadechanon <b>or</b> (she signed the Financial Statements of the Company for the Year 2016 as the first year)	4098
2.Miss Vipavan Pattavanvivek <b>or</b> (she never signs the Financial Statements of the Company.)	4795
3.Miss Patamavan Vadhanakul (she never signs the Financial Statements of the Company.)	9832

One of the three auditors mentioned above are authorized to audit and sign the audit report of the Company. In case that any auditor cannot perform her duty, the other auditor shall perform.

The auditors who are proposed to the shareholders for appointment are independent and are not shareholders of the Company and subsidiary companies.



2. To fix the audit's fee for the year 2017

The audit fee for Statutory Financial Statements for the year 2017 is Baht 1,135,000 and Interim Financial Statements for three quarters is Baht 420,000 per quarter, totaling Baht 1,555,000.

The audit fee for year 2017 of Dusit Thani Public Company Limited compared with year 2016 and 2015 were as follows:

<b>Audit Fee</b>	<b>Year 2017 KPMG</b>	<b>Year 2016 KPMG</b>	<b>Year 2015 KPMG</b>
Statutory Financial Statements	1,135,000	965,000	965,000
Interim Financial Statements, 3 Quarters	420,000	510,000	510,000
<b>Total (Baht)</b>	<b>1,555,000</b>	<b>1,475,000</b>	<b>1,475,000</b>

The audit fee for the year 2017 is 5.4% increased from that of 2016 due to the expansion of the Company's business; therefore, scope of work and responsibilities of the auditor would increase.

In addition, the auditors of KPMG Phoomchai Audit Limited are also the auditors of subsidiary companies in Thailand for the financial year 2017 per details in the Notice of the Annual General Meeting of Shareholders.

In the past financial year, the Company and the subsidiary companies had the Non-Audit fee as follows:

<b>No.</b>	<b>Company</b>	<b>Types of Other Services</b>	<b>Service Render</b>	<b>Remuneration of other Services</b>	
				<b>Paid during the year</b>	<b>Be paid in future</b>
1	Dusit Thani Public Company Limited	Consulting services related to the tax for investment in overseas	KPMG Phoomchai Tax Limited	- (Baht)	336,000 (Baht)
2	DMS Property Investment Pvt. Ltd.	Consulting services related to filing income tax	KPMG, Male, Republic of Maldives	2,500 (USD)	4,800 (USD)

The Chairman allowed shareholders to ask questions but there were no questions from shareholders.

**Resolution:** The Meeting approved the appointment of auditors being Miss Vannaporn Jongperadechanon CPA No. 4098 or Miss Vipavan Pattavanvivek CPA No. 4795 or Miss Patamavan Vadhanakul CPA No. 9832 from KPMG Phoomchai Audit Limited to be the Company's auditors. One of the three auditors mentioned above has authorization to audit and sign the audit report of the Company. In case that any auditor cannot perform her duty, the other auditor shall perform. The audit fee for the year ended December 31, 2017 is approved at at Baht 1,555,000 as proposed with the majority of votes of shareholders who attended the meeting and cast their votes. Details of voting results were as follows:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>	<b>Voided Ballot</b>	<b>Total</b>
<b>No. of Votes</b>	749,633,569	29,450	5,180	0	749,668,199
<b>Percentage</b>	99.9960	0.0039	-	-	100.0000

**Agenda 8 To consider and approve the joint investment in Mixed-Use Property Development Project (Mixed-Use Project)**

The Chairman assigned Mrs. Suphajee Suthumpun, Director and Group Chief Executive Officer to report to the Meeting.

Mrs. Suphajee Suthumpun, Director and Group Chief Executive Officer, reported to the Meeting as follows:

**Objective and rationale**

The Board of Directors Meeting No. 2/2017 held on 28 February 2017 approved to propose to the Shareholders' Meeting to consider and approve the joint investment in the Mixed-Use Property Development Project ("Mixed-Use Project") which will consist of a hotel, a residence, a retail shopping center and an office building; to be developed on 23-2-2.72 rais of land located at the intersection of Silom Road and Rama IV Road. The total investment value will not exceed Baht 36,700 million. The Company will enter into a 30-year land lease agreement (excluding the construction period of 7 years commencing from 1 July 2017) with The Crown Property Bureau ("The CPB") and at the end of the term, the Company will be entitled to extend the term for another period of 30 years. The Company plans to develop such land as a large Mixed-Use Project which will consist of a hotel, a residence, a retail shopping center and an office building with plans to elevate Dusit Thani Hotel Bangkok. This is the investment in the potential Project to gain good returns from the joint investment with Central Pattana Public Company Limited ("CPN"), which is an expert in property development and is one of the largest property developers. The joint investment will also promote and support the business operation of the Mixed-Use Project.

**Project Background**

Dusit Thani Bangkok, a leading 5-star hotel which was luxurious, highest in Bangkok and represented unique Thai heritage at that time, has been established for 50 years and provided services for 48 years. With the intention of Thanpuying Chanut Piyaoui, the founder, who would like to build the hotel comparable to the leading hotel in overseas, yet it must be symbolized as Thai heritage and iconic.

Currently, the situation has been substantially changed from the past, that is to say, a great number of the leading new 5-star hotels have been opened for services and Bangkok Mass Transit system on Silom-Rama IV Road both sky train and subway, causing more business competition in the market. Dusit Thani Hotel was seen as an old 5-star hotel with the standard and structure built in the past 50 years. At present, some infrastructure of the hotel such as security, disaster protection, environmental conservation building as well as hotel room's size and height are difficult to renovate due to the limitation of physical structure. Therefore, the Company has prudently studied the options: 1) Close and renovate hotel – the Company has discussed with the engineer about closing the hotel to renovate for 2-3 years. During the hotel renovation, there will be no revenue to the Company and employees will face the impact. Besides, it could not get rid of its risk and problems of hotel renovation 2) Demolish and rebuild hotel – it will take around 3-4 years in order to meet

the need of modern structure and standard, and it cannot fix the problem of loss of revenue

3) Mixed-Use Project – It consists of hotel, residence and retail shopping center. Each part of them can generate the revenue stream in different time. In terms of the Residential Project, the Company would receive the installment payment and deposit, resulting in cash inflows and realized gains in a short term. While the revenues from hotel and retail shopping center and office building Project will be realized in a long term. The Company has considered many options which ones would generate more benefit. As per the various advisors' opinion, the Mixed-Use Project will provide the benefit to the Company and has minimum impact.

In terms of the land, Dusit Thani Bangkok Hotel is located at the intersection of Silom Road and Rama IV Road, entering into a land lease agreement with the CPB, which will expired in March 2018. However, the Company has foreseen the opportunity to gain the additional area of 5 rais where other tenants' land lease agreement with the CPB already expired, amounting to total new land of 23 rais, whereby the Company will have the potential to execute any additional actions. The additional land of 5 rais was the location of Thai Life Insurance, Olympia building and 9 units of commercial buildings. If the shareholders approved this agenda, the Company will start to demolish them first. The Company proposed this Project to the CPB which was entrusted by the CPB to lease the land with a leasing term of 30 years and at the end of the term, the Company will be entitled to extend the agreement for another 30 years excluding the construction period of 7 years. The Company aims to develop the area appropriately and construct the Project with the best outcome. There are 5 principles for this Project: 1) Maintain the original intention of Thanpuying Chanut Piyaoui 2) Continue the legacy of Dusit 3) Preserve unique Thai heritage 4) Connect with major transportation hub 5) Environment friendly to have greenery space in this Project.

Regarding the effect during the construction period, Dusit brand has still existed as the Company signed two additional hotel management agreements in Bangkok, one hotel is located at Chatuchak and the other is located at Chaengwattana areas. Both will be opened within the next 2 years. In addition, existing hotels in Bangkok are Dusit Princess Srinakarin Hotel and a franchised-agreement hotel, Pathumwan Princess Hotel located near MBK shopping center. For overseas hotels, the Company has signed more hotel management agreements. Concerning to Dusit symbols which are Benjarong restaurant, Mayflower - a Chinese restaurant-, Thien Doung - a Vietnamese restaurant-, Devarana Spa and Dusit Gourmet, the Company will carry on those symbols to serve customers' needs outside the hotel itself. In terms of our personnel, the Company doesn't have a policy to lay off any employees. During the hotel construction period, the Company will therefore transfer employees from each department to work in other local or overseas hotels in the group according to employees' needs. In case, the hotel personnel who are not in restaurants or the aforementioned departments, they will be serving as team for the other pre-opening hotels.

The Company signed a joint-venture agreement with CPN because the Company needed an expertise in retail shopping development to build confidence in the ongoing Projects as well as to be a co-invest partner of the Project. In addition, the Company designed an investment structure which would relief the financial impact, for example, the assignment of land lease right for the Office Building to CPN in order to get premium as income to the Company. As for retail shopping center, Vimarn Suriya Co., Ltd. ("HRRJV") will start building the bare-shell retail shopping center while Suanlum Property Co., Ltd.

(“REJV”) will lease the bare-shell retail shopping center to design and develop to offer the retail rental space to lessee that will generate income excluding the income from other business expansion. However, regarding the income from hotel, approximately twenty percent of total income will be dropped during hotel construction while other businesses will help relieving the overall Company’s performance. This Project will have the exit to Rama IV Road and Silom Road including connected ways to BTS sky train and MRT subway which would require permission from the government sectors.

### Project Design and Project Highlights

The Project will consist of a hotel, a retail shopping center, an A-grade office building, and a premium residence including green space. It will connect with public transports such as sky train, subway, and nearby express way and located at the opposite of the park in the heart of the city. Lumpini Park’s panoramic view can be seen from all buildings.

#### Timeline

July 2017	New land lease agreement to be effective. Start demolishing buildings from the East (Olympia building, Thai Life Insurance building) to prepare for construction of a new hotel.
July 2018	Start construction and development of a new hotel at the East and demolishing the existing hotel and office building.
July 2019	Start construction and development for other parts of the Project.
2021	Soft opening of the new hotel.
2022	Opening of retail shopping center and office building.
2023	Start ownership transfer of residence to buyers.

### Guidelines to the Mixed-Use Project

Focusing on the Company’s and shareholders’ benefit:

1. To minimize investment fund by the Company
2. To have sufficient cash flow and have borrowing power for the investment in this Project
3. To have minimum effect to the Company’s performance (profit & loss and financial ratio) during construction period
4. To avoid capital increase from the Company’s shareholders
5. To gain benefits from a consolidation of performance from the subsidiary companies
6. To appropriately maintain the controlling power of the Project

In addition, the Company has selected a joint-investor who has expertise in operating retail shopping center/ office building, and has the same development policy for the Mixed-Use Project with a strong background and business expansion’s direction toward international markets to jointly invest in this Project.

After Mrs. Suphajee Suthumpun, Director and Group Chief Executive Officer, informed the Project Background, she asked the Financial Advisor from Maybank Kim Eng Securities (Thailand) Co., Ltd. to report to the Meeting.

**Mr. Thaveesith Santatikul**, Financial Advisor of Maybank Kim Eng Securities (Thailand) Co., Ltd., reported that he was one of the working teams to coordinate with the executives and other advisors. For the partner selection process of the Mixed-Use Project, the advisors has sought potential partners by considering many factors, for example, expertise in shopping center development, working team, financial and legal strategy. Hence, the Board of Directors approved the selection of CPN as the partner of this Project.

Central Pattana Public Company Limited (“CPN”) is a listed company registered in the Stock Exchange of Thailand with market capitalization of Baht 255,816 million (as of 29 March 2017). CPN engages in development and renting areas of retail shopping centers and other related businesses such as office building, hotel, residence and food centers as well as investing in CPN Retail Growth Leasehold Property Fund and acting as a property manager of the said Property Fund. Currently, CPN owns 29 retail shopping centers: 13 malls in Bangkok and 16 malls in other provinces. Therefore, CPN is a suitable business partner to develop this Project for a long-term growth.

#### **Investment Transactions of hotel, residence, retail shopping center project and office building Project**

- a) To jointly invest in the Property Development Project which will consist of a hotel, a residence and a retail shopping center (the “Project HRR”) with an investment through Vimarn Suriya Co., Ltd. (“HRRJV”) at the shareholding proportion of 60% with the remaining 40% being held by Central Pattana Public Company Limited (“CPN”) and/or its subsidiary. HRRJV has the rights to lease land from the CPB which the Company is lessee then the Company will consider to sublease the land to HRRJV or assign land lease right to HRRJV as deemed appropriate. HRRJV will construct and develop a hotel, residence and retail shopping center. The value of such land lease right and the HRR Project will not exceed Baht 21,900 million.
- b) To jointly invest in the retail shopping center project (“Project Retail”) through an investment of bare shell retail center lease to another company which is Suanlum Property Co., Ltd. (“REJV”). The Company will hold 15% of the total shares in REJV 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.
- 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 CPB; and then OJV will sub lease the land to Saladang Property Management Company Limited (“Office Co”) for the development and construction of Project Office. The Company will sell 90% of registered capital of OJV to CPN and/or its subsidiary.

#### **Benefits of the Transactions**

- 1. The right to lease the land from the CPB for another 30+30 years (excluding the Project’s construction period of 7 years) on the land plot at Silom and Rama 4 Road intersection which is a strategic location in the city center and connection between public transportation including BTS and MRT.
- 2. Provide decent return in a short period not only from the sale of residence but also generate recurring income over the long term from the hotel and retail shopping center which support the Company’s strength and profit.

3. Diversify from Company's current core business of hotel into other real estate businesses including residential building and retail shopping center.
4. Expand the hotel business which is the core business of the Company to increase competitiveness and strengthen Dusit Thani brand.
5. To promote the image of the Company due to its iconic symbol and uniquely Thai cultural style.
6. To add up large greenery space for Bangkok and align with that of Lumpini Park.
7. Develop the Mixed-Use Project to be a center of transportation or Mass Transit Hub.
8. A joint venture in Mixed-Use Project with CPN, one of the largest real estate enterprises in Thailand, having good reputation and expertise in retail shopping center business will help promote and support the operation of the Mixed-Use Project. In addition, the Company and CPN both have long experience in international business operations.

After the Financial Advisor had reported the guidelines of partner selection and shareholding structure, Mrs. Suphajee Suthumpun, Director and Group Chief Executive Officer, asked the Independent Financial Advisor from Silom Advisory Co., Ltd. to report to the Meeting as follows:

**Mr. Thonsakul Prajukjit**, Independent Financial Advisor of Silom Advisory Co., Ltd. reported that the acquisition and disposition of assets can be divided into three major transactions as follows:

1. Investment in the Mixed-Use Project consisting of hotel, residence and bare shell of retail business through HRRJV
2. Investment in retail business through REJV
3. Investment in OJV with an aim to hold the land lease right for Project Office, then to sublease the land to OfficeCo to develop and construct Office building

#### **Pros & Cons**

##### **Pros**

1. Overall transactions of acquisition and disposal of assets create value added to the Company
2. Self - funding from sub contract transactions for further investment
3. High expertise development and management of the Mixed-Use Property Development Project
4. Renewals of the rights on the existing area to continuously generate operating cash flows to the Company
5. Diversification of investment
6. Generate income from management fee

##### **Cons**

1. Requirement of intensive capital investment
2. Limited project period at 60 years
3. Drop of revenue from the operational cease of Dusit Thani Bangkok Hotel

However, as per the executives and financial advisors information to the shareholders, the Company will have other income e.g. sale of residences, assignment of the land lease right to CPN which will compensate the dropped revenue.

#### **Transaction Risks**

1. Risk from the delay on sale of residence as planned – a sensitivity analysis was conducted by IFA under the scenario that the sale schedule is adjusted from 6 years to 7 years, the forecasted cash flow is still sufficient, and sales schedule and price

are in line with residences market research in which the Company has studied and planned for the Project.

2. Risk from the postponement of building construction – Even a sensitivity analysis was conducted by the IFA under the scenario that construction will be delayed for 12 months, the transaction value is still positive.
3. Risk from the absence of OfficeCo share purchase agreement – The Company has no intention to invest the Office Project. The Company and CPN have negotiated and agreed that CPN shall be responsible for the construction and development of the Project. The OfficeCo Share Purchase Agreement has been drafted and on process to be signed.

Details of investment transactions process of the Project and each part of investment Project were presented to the Meeting.

#### **The Valuation of Each Investment Transaction \***

<b>Transaction</b>	<b>Unit : THB million</b>
Investment in HRRJV	611.14
Investment in REJV	84.33
Investment in OJV	94.27
<b>Total</b>	<b>789.74</b>

\* Remark: The Independent Financial Advisor (IFA) calculated value of each transaction based on the expected cash inflow from dividends to use as the discount rate and evaluate net present value. The IFA conducts a valuation with the assumptions under conservative basis.

- The total net present value from the transactions is Baht **789.74** million. IFA opines that the **transaction is appropriate**.
- At the conclusion, the IFA opines that **“the acquisition and disposal of assets on the Mixed-Use Project are appropriate and the shareholders should approve the transaction.”**

After the FA and IFA reported the information to shareholders. The Chairman assigned Ms. Mantanee Surakarnkul, Company Secretary, to read the proposal for consideration prior to the shareholders’ inquiries as follows:

1. To consider and approve 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 Baht 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 Baht 21,900 million, of which the Company’s portion will not

exceed Baht 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 million<sup>1</sup> 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 Baht 8,900 million, of which the Company’s portion will not exceed Baht 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 million<sup>1</sup> 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 sublease 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 Baht 2,700.9 million and the Company will receive investment return as a 10% shareholding in OJV.

2. To consider and approve the authorization to the Board of Directors, or the Chairman of the Executive Committee or the 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 following 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 any 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.



Remark<sup>1</sup>: The total consideration may be subject to change depending on the amount of investment in the future.

**The Chairman** granted the opportunity to the shareholders for inquiries.

**Mr. Amnuay Sirichansawang**, shareholder, inquired as follows:

1. The Company has cost and debts to be written off. Will that affect the Company?
2. The Mixed-Use Project consists of a hotel, residence, retail shopping center and office building. How much would be the return in percentage of each segment? Why will the Company hold only 10 percent stake in OJV? Will the Company loss the benefits if the return from the office building turns good? He opined that the Company should increase more percentage stake in OJV.

**Mr. Akamon Prasoppolsujarit**, Acting Chief Financial Officer, replied no.1 that at the year end 2016, the Net Book Value of the Company was Baht 173 million, the hotel's depreciation was Baht 106 million per year. In case, the hotel will be closed its operation in the mid of next year, the depreciation will increase by Baht 20 million.

**Mr. Thonsakul Prajukjit**, Independent Financial Advisor of Silom Advisory Co.,Ltd. replied no. 2 that the Mixed-Use Project will consist of a hotel, residence, retail shopping center and office building. Its cash flow of the Project will be supported to each other and its cash inflow will use for development of residential project. The appropriateness of Project must be considered in overall picture due to the fact that its cash flow was related and could not be split into each project. Moreover, the Company had no intention to invest in the office building. CPN will be the project developer.

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, added that in the part of office building, the Company will not invest in a large amount of money and will not need to spend much cash outflow for the project construction in order to avoid more burden to the Company. If our partner has the potential to construct the Project, that one can proceed first. In case, the Company would like to acquire shares in the future, it will have a call option to additionally acquire up to 15% stake in Office Co.

**Mr. Supoj Eauchailerdkul**, shareholder, appreciated the Board of Directors to have this Project since this hotel was well located. According to the Board of Directors' explanation, this project concept will maximize the land utilization. However, he would like to inquire as follows:

1. Will the Company require share capital increase for the Mixed- Use Project?
2. How much is the Company's net investment value for this Mixed-Use Project?
3. Will the controlling power in the hotel and residence Project be under the Company?

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, informed no.1 and no.3 as follows:

1. The Company will not increase share capital for the Mixed-Use Project.
3. In terms of the controlling power in the hotel under Dusit Brand, the Company has full power in the hotel and also for the residential project. In fact, the Company has experienced in residential management in overseas countries, i.e., in China and Dubai.

**Mr. Thaveesith Santatikul**, Financial Advisor of Maybank Kim Eng Securities (Thailand) Co., Ltd. replied no.2 that the net investment in the Mixed-Use Project by the Company will be approximately Baht 1,500 million, consisting of HRR Project approximately Baht 1,000 million and REJV Project approximately Baht 500 million. The Company already forecasted the cash flow of the Company that it would be sufficient for the investment as the debt to equity ratio of the Company is less than 1 time. When combining with other projections, the Company has sufficient cash flow plus credit lines

from commercial banks, therefore, the Company can invest in the Mixed-Use Project without capital increase.

**Mr. Weerawat Prueksanubal**, shareholder, inquired that currently, there are many huge mixed-use projects, did the Company consider that there would be over supply? If there will have problems in the future, what will be the Company's back up plan. (he raised the question in a note given to Mrs. Suphajee Suthumpun).

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, replied that the Company asked the Financial Advisor to do market survey on the cost, demand, and supply of the residence and found that the project size and action plans of the Company are reasonable and expects no problems on supply. Moreover, the Advisors presented the information on the leasehold residential projects, for example, The Magnolia Ratchadamri, which has the leasehold period of 30 years, opening the sale from 2012 with the selling price of Baht 215,200-260,000 per square metre. At present, the Magnolia project was sold out 90% and St. Regis project has started the sale in 2013 with the selling price of Baht 266,700-272,700 per square metre with the leasehold period of 30 years as well. The Company has studied the residential project with prudence and conservative basis. Besides, the Company has lease right of 60 years, excluding the Project's construction period of 7 years. In case, the residential project could not be sold as targeted, the Company would take the remaining units to manage as Service Pool.

**Ms. Chanida Muttahutthakorn**, proxy of Ms. Sukanya Muttahutthakorn, inquired what total investment value of not exceeding Baht 36,700 million consisted of. After gradually selling its shares in HRRJV and REJV to CPN, how the Company would receive that cash from CPN, how much total equity and loan for this Project would be.

**Mr. Thaveesith Santatikul**, Financial Advisor of Maybank Kim Eng Securities (Thailand) Co., Ltd. replied that the investment value would be cash outflows with the utmost fund injection to be Baht 36,700 million, consisting of HRR Project of Baht 19,300 million including land lease of 60 years to be paid to CPB as well as construction fee of hotel, residence and retail shopping center. In terms of the retail shopping center Project, investment value is approximately Baht 8,900 million, the Company and CPN has jointly invested in a proportion of 15: 85 respectively. The bare shell of retail shopping center would be sub-leased to Suanlum Property Company Limited ("REJV") which will decorate the interior in order to lease out to tenants and get rental charges. In terms of the office building Project, a major investor would be CPN, and the total investment value is approximately Baht 8,500 million, which includes the land lease for the period of 60 years, together with the construction cost which will gradually be paid by the Company. The income would be received from the sale of residence. For the D/E ratio of HRRJV, it is set at the maximum 1.5:1 time and the shareholders' loans may partially be provided. However, the financial management will be considered as deem appropriated.

**Mr. Sukrit Kuratchatchawan**, shareholder, inquired whether the Company heard about the new mixed-use project at Rama 4 which is the location of the old Armed Forces Academic Preparation School, and it is also leased from the Crown Property Bureau and to be developed by Mr. Charoen Sirivadhanabhakdi.

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, replied that the Company absolutely knew this project. The size of this project is three-four times bigger than the Company's Project with an investment of approximately Baht 1.2 hundred billion; however, each project owns unique characteristics, likewise the Company's Project represents Dusit Thai heritage and located on the center of public transportation hub. In the Company's view, every project would like to rebuild this area to become lively and colorful. The Company considers that being good relationship with other projects are more important

and think how those projects can combine characteristics with this Project but the Company's Project has to maintain its unique characteristics.

**Mr. Rittichai Yuabjaranpon**, shareholder, inquired as follows:

1. He would like to re-confirmed that in the next 7 years, the Company will have revenues from the investment in this Mixed-Use Project approximately Baht 789 million or not and will there be any other revenues.
2. He would like to ask for the directors' opinion in regard to the shareholding ratio in HRRJV whether it could be decreased from 60 percent to 51 percent while shareholding ratio in OJV to increase from 10 percent to be larger holding percentage. In principle, the office building project should have more stable revenue than hotel business.

**Mr. Thaveesith Santatikul**, Financial Advisor of Maybank Kim Eng Securities (Thailand) Co., Ltd replied no. 1 that the revenue from investment in the Mixed-Use Project at the amount of Baht 789.74 million was the figures as per calculation by IFA. The Company can bring cash from HRRJV to generate more returns which the Company has primarily forecasted that the net present value would be approximately Baht 1,600 million, increased by Baht 900 million. In the future, the Company will also receive hotel management fee from other hotels at different rates which cannot be disclosed in the IFA's report at the moment. Those hotel management fee will be additional revenues from HRRJV in the future.

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, replied no. 2 that Project HRR consists of hotel, residence and retail shopping center which will generate more revenues than the other two projects (Project Retails and Project Office) in the future. Therefore, the Company should not decrease shareholding ratio in the Project HRR. In the future, the Company may increase shareholding ratio in Saladang Property Management Co., Ltd. ("Office Co"), if the Company has enough cash and would like to increase shareholding stake in Office Co., the Company may negotiate with CPN to have a call option to increase shareholding stake in Office Co. up to 15%.

**Mr. Pongthawat Cheeranawanich**, shareholder, inquired as follows:

1. He thanks the executives to develop this Mixed-Use Project. Although the revenue will drop, the profit may not decrease substantially. He understood that the Company may have gains from the transfer of lease right assignments in the first 3-4 years. Therefore, he would like to enquire that the dividend payment during this period until the re-opening of the hotel would increase or decrease.
2. He would like to know about the timeline of the Mixed-Use Projects in Hua Hin and Korat which he understood that the Company may have ideas to develop the Mixed-Use Projects there.

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, replied no.1 that the Company is the listed company in the Stock Exchange of Thailand which can not disclose the forthcoming profit to the public. In all, the Company's financial performance during the hotel construction period should not be affected. The increase or decrease of dividend payment will be as per financial results. In the future, if the Company's financial performance improves, the dividend payment ratio will also reflect as per financial results. As for question no.2, the concept of the Mixed-Use Project in Hua Hin would be more concreted beginning of next year. The concept is wellness living as long stay residence, provided with activities, such as food and health care, and villa for sale. In part of the Project in Korat, it is under feasibility study. The Company also owns the land located at Koh Samui which may be developed as a Mixed-Use Project and seek a partner for financial support and business operation.

**Mr. Weerawat Prueksanubal**, shareholder, inquired about the future of Dusit Thani Freehold and Leasehold Property Fund. Due to its market price now standing at Baht 6.75 per share from a par value of Baht 10, how the Company will solve this problem. (A question from a shareholder's note given to Mrs. Suphajee Suthumpun).

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, replied that the Securities and Exchange Commission (SEC) has a policy not allowing to set up the additional property fund and encourage business enterprises to move its assets to Real Estate Investment Trust ("REIT") due to the restrictions of regulations to renovate hotels under the property fund. At present, the Company has three hotels under Dusit Thani Freehold and Leasehold Property Fund, namely, Dusit Thani Laguna Phuket, dusitD2 Chiang Mai and Dusit Thani Hua Hin and the Company is studying way out to solve the problem.

There was no further inquiries from shareholders, the Chairman asked the Meeting to consider and approve the agenda 8.

**Resolution:** The Meeting considered and approved the joint investment in the Mixed-Use Property Development Project (Mixed-Use Project) and the authorization to the Board of Directors, or the Chairman of the Executive Committee or the Group Chief Executive Officer and /or any person who is authorized by such authorized person to have the authority to prescribe the details, amend, and/or change terms and conditions relating to the execution as proposed by the Board of Directors with a vote of not less than three-fourths of the total votes of shareholders who attended the meeting and cast their votes. Details of voting results were as follows:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>	<b>Voided Ballot</b>	<b><u>Total</u></b>
<b>No. of votes</b>	749,637,599	29,450	5,180	0	749,672,229
<b>Percentage</b>	99.9953	0.0039	0.0006	0.0000	100.0000

Remarks: In this agenda, additional 4 shareholders attended the meeting in person and by proxy representing 4,030 shares. Therefore, a total number of 463 shareholders was present in person or by proxy, representing 749,672,229 shares or equal to 88.1967% of total 850,000,000 issued shares of the Company.

## **Agenda 9 To consider other matters (if any)**

**The Chairman** allowed shareholders to raise questions or give any suggestion.

**Mr. Amnuay Sirichansawang**, shareholder, inquired about progress and business expansion of the education business in the future.

**Mrs. Suphajee Suthumpun**, Director and Group Chief Executive Officer, answered that currently, there are a lot of competition in hotel schools since tourism and hotel industry's growth rate in Thailand increases significantly. However, a number of students have decreased due to lower birth rate of population in Thailand. Therefore, the Company needs to differentiate its hotel school's business from competitors such as integrating hotel and education business by a cooperation between Dusit Thani College and Dusit Princess Srinakarin to offer students an internship opportunity in the hotel, and dusitD2 Philippines will be a hotel which has hotel school in the 1<sup>st</sup> to 8<sup>th</sup> floor of the building while higher floors are hotels and residence which will be managed by the school

directly. Furthermore, the Company has been working on the feasibility study of education projects in Singapore, Sri Lanka, Oman, and Turkey. At present, Dusit's education business has collaborated with the world's class partners such as the best culinary school from Japan namely Tsuji or Gamberro Rozzo from Italy, or Le Cordon Bleu and Paul Bocuse from France or Hong Kong Polytechnic University from Hong Kong or Lausanne Hotel School from Switzerland. Regarding the technology, the Company has partnered with Microsoft Ltd. in online learning.

As there was no shareholder proposed or asked more questions, the Chairman thanked the shareholders for attending the Meeting and approving the matters as proposed by the Board of Directors, and declared the Meeting adjourned at 17.15 hrs.

Mr. Arsa Sarasin	Chairman of the Meeting
Ms. Mantanee Surakarnkul	Company Secretary
Ms. Ploywadee Chuerlek	Recorder of the Minutes

Remarks: After the meeting started at 14.09 hrs., there were additional shareholders who attended the meeting in person and by proxy holders. The total number of shareholders who attended the Meeting both in person and by proxy when the Meeting adjourned was 463 persons, representing 749,672,229 shares or equal to 88.1967% of total 850,000,000 issued shares of the Company.