



**The Resolution of the Shareholders' Annual General Meeting
Of 2014
AP (Thailand) PCL.
On 30th April 2014
At Grand ballroom, The Westin Grande Sukhumvit Hotel
Sukhumvit Road, Bangkok**

List of Directors who attended the Meeting

1. Mr. Chatchaval	Bhanalaph	Chairman of the Board
2. Mr. Anuphong	Assavabhokhin	Vice Chairman and Chief Executive Officer
3. Mr. Phanporn	Dabbarangsi	Chairman of the Audit Committee
4. Mr. Nontachit	Tulayanonda	Audit Director
5. Mr. Kosol	Suriyaporn	Audit Director
6. Mr. Pornwut	Sarasin	Director
7. Mr. Chaiyarat	Thampeera	Director
8. Ms. Kittiya	Pongpujaneekul	Director
9. Mr. Visanu	Suchartlumpong	Director
10. Mr. Wason	Naruenatpaisan	Director
11. Mr. Pichet	Vipavasuphakorn	Director and Managing Director

And Mr. Vilas Pilakasiri acting as the meeting secretary.

Name of Attended Persons

1. Ms. Satida	Ratananurak	Representative of the Company's auditor from EY Office Limited
2. Mr. Pumipat	Sinacharoen	Company Secretary

The Meeting commenced at 14.30 hrs.

The Master of Ceremony introduced the members of the Board of Directors and the auditor to the meeting.

Mr. Chatchaval Bhanalaph, Chairman of the Board of Directors, acting as the Chairman of the Meeting inaugurated the meeting and Mr. Vilas Pilakasiri, Secretary to the Board of the Directors, acting as a secretary of the Meeting announced the quorum and the details of voting process to the Meeting;

Mr. Vilas announced that;

- 219 shareholders were present in person, representing 8,426,390 shares;
- 304 shareholders were present by proxies, representing 1,496,725,173 shares;
- Altogether accounting for 523 shareholders, representing 1,505,151,563 shares;
- Equivalent to 52.63% of the total 2,859,920,138 paid-up shares.

Thus constituting a quorum in accordance with the Company's Articles of Association.



The voting procedure was announced to the meeting.

Mr. Vilas introduced the voting collection and calculation service from Thailand Securities Depository Co., Ltd. which has no benefit with the Company and was acting as a mediator in the meeting registration and vote calculation, to create transparency in the meeting process according to the Good Governance policy.

The Meeting was conducted in accordance with the agenda as follows:

Agenda 1 **To approve and adopt the minutes made at 2013 AGM held on 30 April 2013**

The Chairman submitted to the Meeting for its approval and adoption of the Minutes of the previous AGM which was attached with the Notice of the AGM and mailed to the shareholders.

The Chairman then asked the Shareholders if there were any question or comment.

None of the Shareholders raised any question or opinion; therefore, the Chairman requested the Meeting to pass the resolution.

Resolution **the Meeting resolved to approve and adopt the Minutes made at 2013 AGM held on 30 April 2013 where,**

- **1,505,279,171 approving votes, equivalent to 99.99% of the shareholders participating in the meeting.**
- **No disapproving votes**
- **85,100 abstaining votes**
- **From 1,505,364,271 total votes**

Agenda 2 **To Acknowledge the Company's 2013 Operating Results**

The Chairman requested Mr. Anuphong Assavabhokhin, CEO of the Company to declare the Company's 2012 operating result. Mr. Anuphong informed that the Company acknowledged the total revenue in 2013 at Baht 19,989 million with gross profit margin of 33.7%, net profit of Baht 2,013 million. Earnings per share is Baht 0.70.

At the end of 2013, the Company acknowledged the total asset of Baht 34,410 million with the shareholders' equity of Baht 14,007 million, net debt was Baht 14,451 million, and net debt to equity was 1.04.

The Chairman asked the Shareholders if there were any question or comment.

Mr. Anuphong clarified the enquiries raised by the shareholders as followed;



[Translation]

- Three projects with the total value of Baht 4.6 billion which were postponed their project launch from 2013 to 2014 and were stated in the page 25 of the 2013 Annual Report of the Company, are
 - SOUL Ratchada 68, a townhouse project,
 - A townhouse project at Paholyothin 34, and
 - A condominium project at Sukhumvit 36/38 where the Company has joint ventured with Mitsubishi Group, Japan.
- The reasons of the increased revenue at the same time of increased fixed cost are
 - The Company has joint ventured with Mitsubishi Group, Japan; therefore, the Company need to increase the human resource,
 - Due to a high competitiveness in the industry's labor market, inevitably resulting to a higher compensations,
 - Postponement of the project launches
- Regarding the delay of the completion date of Rhythm Sathorn project from the beginning of 2014 to the end of 2014 , what was the Company's remedy to the customers
 - The delay was due to the internal problem of the previous contractor; therefore, currently the Company has replaced with the new contractor.
 - However, replacing the contractor during the construction process caused additional expenses and led to a higher construction fee as it needs to raise the fee to attract a new contractor.
 - The remedy will be according to the Sell and Purchase Agreement made between the Company and the customers.
 - The selling price must be reconsidered in order to cover the additional costs of construction and compensation to the customers due to the delay.
 - The new selling price however maintains the competitive capability with the neighboring competitors as well as the profit ratio. This is to protect the benefit of the Company's shareholders.
 - Currently there are approximately 200 units that are terminated the contracts, from the total 900 units.
 - The discontinuity of the nearby BTS station will not effect to the selling of the project since the Bangkok Metropolitan Administration plans to build a skywalk in replace of the terminated station.
 - The project size is not big and certain units will have a river view. The new selling price is still cheaper than the nearby competitors.
- The Company estimates the 2014 acknowledgeable revenue to be Baht 22,000 million. (2013 was Baht 19,000 million). This year the Company plan to buy many land plots in order to carry the revenue onto the following years.
- The definition of "the Revenue Recognition" under "Gross Sales Booking" in page 25 of the Company Annual Report is the sales booking which will be recognized in the following year, not only within the current year. For example, if Gross Sales Bookings is Baht 21,168 million, it means this amount will be recognized for the following 2-3 years.



[Translation]

- It is difficult to solve the contractor issue, given that in the construction business the entrepreneurs usually invest in a little of money while bidding for the big project. This creates a risky chance of mistake. Construction business is in the similar cycle with the property business; last year the construction business grows up so fast that there was a shortage of the contractor. For Sathorn project, the problem was caused by the internal conflict of the contractor. The Company definitely is claiming for the most compensated as possible. However, there is a limit of doing so because if the Company claims for too much money that the contractor cannot pay for or the Company sues the contractor, there can be negative consequence to the Company, for example, our staff may be obstructed in getting into the construction site, or the new contractor may not be able to get in as well. It will cause more delay in completion date and may also cause the negative reputation of the Company in the construction sector.
- The delay of Ngamwongwan project causes from the surrounding community which, at this moment, every developers are facing.
- The delay in project launching causes from the political rallies at the end of the last year; therefore, we decided to postpone the launch. Launching the project at the wrong time will result in bad sales booking and it can be difficult to fix it.
- It is no need to concern of the problems made by the previous contractors at the Sathorn project because the Company set the new requirement to the new contractors that they must guarantee their performance to the Company which rise their concerns in the previous contractors' performance and that they have to inspect well before they accept the job.
- Buying is no longer as rush as a few years ago where as soon as the project was opened for sell, buyers hurriedly bought and it was almost sold out on a day. The Company has studied the market and been well - prepared for the changes of buying behavior. Currently, when a project is opened for sell, the sale booking will be 30 – 40%. Soon when the construction starts, there will be more buys as customers have grown their confidence on the Company. At the time of construction completion, there will be 90% of sale booking. To enhance the sale booking, it can be done by decreasing the down payment, but that will allure the speculation. This is not the Company's way because low down payment will cause troubles in the ownership transferring as customers are likely to refuse the transfer. Condominium projects need to be invested a lot more comparing to townhouse or single-detached house projects because the Company needs to invest by our own money until the construction completes when down payment is very small comparing with the project value, contrary to townhouse and single-detached house projects where revenue can be recognized along the construction process.
- Issue of the surrounding community at Ngamwongwan project was solved by replacing the contractor and installing the protection sheet all over the constructing building. However, there are booking withdrawals for approximately Baht 400 million.
- Cancellation that caused by the banks reject the loan applications of customers are approximately account to 15 – 20% which the Company deems normal. Other



[Translation]

developer companies may have the smaller numbers because they may be more selective in categorizing customers during the booking process.

- There are 3 projects joint ventured with Mitsubishi Group;
 - Rhythm Sukhumvit 36
 - Rhythm Asoke project 2
 - Aspire Ratchada – WongsawangAnd there may be more projects to be joint ventured in the future.
- Benefit gained from joint venture
 - Mitsubishi Group has sent may staff to assist us. We have sent our staff to learn from them as well.
 - We have gained knowledge in project administration, construction management, design, and property management.
- The Company never thinks of running a construction by ourselves as there would be considerable problems. We had better cooperate with the contractors which we must be careful when selecting such contractors. We understand that shareholders want to see the Company grows, but our trade partners may not be able to grow fast enough to serve us. We will not entirely bind our business with any single contractor.
- We decided to enter into the joint venture with Mitsubishi Group because Japan has its sufficient way to manage the space due to limited land area as well as Thailand. Moreover, Japan is also good at planning the infrastructure.
- Mitsubishi Group does not run a construction themselves. They also have the outsource contractors.
- The news saying that condominium market is oversupply does not worry us because, comparing to the economic status in the year 1997, at the present it is still looking much better. Many small entrepreneurs cease their business as they were not granted loans for buying lands from financial institutions. Speculation is also small. We have studied our building dwellers, 80% of all units are occupied. Besides there are 40% of house rental in Bangkok and the expansion of mass transit system will support the growth of the market.
- The Company always prioritize the DE ratio (Debt per Equity) to be at 1:1. When the economic situation is not good, we will cease our plan to buy a land. However we must maintain the balance because when we cease the plan, we will have nothing to develop and make the revenue in the next few years.
- We have our own market analysis team where they work on the study of location, customers' needs and data system.
- Our 2 subsidiaries with their main business of property management are
 - Smart service and management Co., Ltd. with the 2013 revenue of Baht 100 million and net profit of Baht 9 million.
 - Bangkok CitiSmart Co., Ltd. with the 2013 revenue of Baht 90 million and net profit of Baht 5 million.
- Damage cost caused by the delay at Sathorn project is not yet concluded as survey has not been made to every customer if they wish to terminate the contracts and we have not yet set the new price which will effect the damage cost.



None of the Shareholders raised any question or opinion; therefore, the Chairman requested the Meeting to proceed to the next agenda.

Agenda 3***To approve the audited financial statements of the Company as at 31 December 2013***

The Chairman informed the Meeting that Mr. Anuphong has already declared the Company's operating result in 2013 to the Meeting and the annual reports and financial statements of the Company were already distributed to the Shareholders in advance.

The Chairman asked the shareholders if there were any question or comment.

Mr. Anuphong answered the shareholders' inquiries as follows.

- The allowance for doubtful accounts of Baht 2.2 million has been set since the company was registered in the Stock Exchange of Thailand. It has no effect to the profit and loss statement and such debt can no longer be recognized as revenue.
- The current liability of the company which is Baht 3,000 million larger than the current asset (which is not inventory) is not the misuse of the financial operation; it is the solution to the complicated and extended procedure of the ownership transfer. It can be explained that initially the company will register a land mortgage with the bank for long term loan in order to develop a project. At the time that the project is nearly completed, our staff will appoint bank authorizers and customers to release the mortgage and transfer the ownership, unit by unit, which takes long time and involves too many people resulting in a complicated procedure because in one project there are a lot of units for sell. Therefore, we will apply for short term loans to release the mortgage on the entire land for the ownership transfer process. Consequently, the company will use the short term loan instead of long term loan for a short period like 3 months. However, there is certain amount of long term loan available for the company to use as soon as it is needed. The cost of capital of the company as of the previous year was 4.2%.
- The interest arisen before the recognition of revenue of each project can be regarded as a capital, but when such project can recognize its revenue, the interest will be regarded as the expense.
- The increasing interest value in 2013 is a result of the business expansion and increasing profit. If the DE ratio remains unchanged, the debt rate should increase along with the equity rate.
- "Non Performing Asset" in the Inventory which accounts for Baht 37 million is the buy-back product which the company has bought back from the customers. It is a small amount comparing to the total inventory of Baht 30,784 million.

None of the Shareholders raised any question or opinion; therefore, the Chairman requested the Meeting to pass the resolution.



Resolution the Meeting resolved to approve and adopt the Company's Balance Sheet, Profit and Loss Statement as at 31st December 2013 where,

- 1,507,878,692 approving votes, equivalent to 99.99% of the shareholders participating in the meeting.
- 6,720 disapproving votes
- 115,100 abstaining votes
- From 1,508,000,512 total votes

Agenda 4 To Approve the Dividend Payment for the Year 2013 and Acknowledge the Allocation for Legal Reserve

The Chairman requested Mr. Anuphong to continue this agenda. Mr. Anuphong notified the Meeting that the Company's 2013 net profit was Baht 2,013 million or Baht 0.70 per share. The Company's dividend pay-out policy is not more than 50% of net profit. Therefore, the Board of Directors proposed the Shareholders to approve the dividend payment for the year 2013 operating results, at Baht 0.25 per share, equivalent to 36% of earnings per share. The dividend payment date will be made on 28th May, 2014. The record date to determine shareholders' names for the right to receive the Dividend shall be on 9th May, 2014, and according to Clause 225 of the Security and Exchange Act, the closing date of share register book shall be on 12th May, 2014.

Whereby, shareholders paying personal income tax are entitled to a tax credit for the received dividend in accordance with Section 47 bis of the Revenue Code of Thailand. The dividend of Baht 0.25 per share, paid from the retained earnings with 30% Corporate Income Tax, can be credited at 30/70.

Regarding the allocation for legal reserve, the Company has allocated the legal reserve at the required amount by law of 10% of the registered capital of the Company. As a result, the Company has no need for legal reserve allocation.

The Chairman asked the shareholders if there were any question or comment.

None of the Shareholders raised more question or opinion; therefore, the Chairman requested the Meeting to pass the resolution.

Resolution the Meeting resolved to approve the dividend payment for the year 2013 and acknowledge the allocation for legal reserve where,

- 1,507,845,692 approving votes, equivalent to 99.99% of the shareholders participating in the meeting.
- 6,720 disapproving votes
- 148,100 abstaining votes



- From 1,508,000,512 total votes

Agenda 5 ***To approve the appointment of the auditor for 2014 and auditor's fees***

The Chairman informed the Meeting that based on the suggestion and consideration of the Audit Committee, Board of Directors proposed to appoint EY Office Limited (formerly Ernst & Young Office Limited)

by Ms. Siriwan Suratepin C.P.A. Registration No. 4604,
and/or

Mr. Wichart Lokatekrawee, C.P.A. Registration No. 4451,
and/or

Mrs. Saifon Inkaew, C.P.A. Registration No. 4434,
to be the company's auditor for the year 2014.

These three persons have no relationship and conflict of interest with the Company/ subsidiaries/ management and major shareholders of the Company.

The proposed auditor's fee was Baht 2,000,000 (Auditor's fee for 2013 was Baht 1,950,000).

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

Besides, EY Office Limited also served as an auditor of the Company's subsidiaries with the total fee of Baht 3,040,000. (Auditor's fee for 2013 was Baht 2,450,000).

EY Office Limited has been appointed to be the auditor of the Company and the Company's subsidiaries for 8 years, therefore, Ernst and Young not only has good understanding of the Company's business, but also collaborates very well with the Company.

The Chairman asked the Shareholders if there were any question or comment.

Mr. Anuphong answered the shareholders' inquiries as follows.

- The audit fee increases due to more workload as we have joint ventured with Mitsubishi Group and our partner requests for the quarterly financial statements.
- The audit fee is not open for bidding but we have inspected the market price every year. We see that there is a high competition among the audit service renders and each renders do their best to keep their existing clients.
- This auditing team has just worked for us for two years.

None of the Shareholders raised any question or opinion; therefore, the Chairman requested the Meeting to pass the resolution.



[Translation]

Resolution the Meeting resolved to approve the appointment of the auditor for 2014 and auditor's fees, where

- 1,506,789,492 approving votes, equivalent to 99.92% of the total shareholders participating the meeting
- 1,006,720 disapproving votes
- 204,300 abstaining votes
- From 1,508,000,512 total votes

Agenda 6 To Approve the Appointment of the Directors Succeeding Their Terms

The Chairman stated to the Meeting that, according to the Company's Articles of Association, the Directors who complete their terms are as followed:

1. Mr. Siripong Sombutsiri
2. Mr. Shaw Sinhaseni
3. Mr. Nontachit Tulayanonda
4. Mr. Kosol Suriyaporn
5. Mr. Wason Naruenatpaisan

Two nominated directors were unable to participate this meeting, i.e. Mr. Siripong and Mr. Shaw.

The nominated directors abandoned the meeting room to allow free discussion in the Meeting.

The Chairman notified the Meeting that the Nomination and Remuneration Committee and the Company's Board of Directors considered these nominated directors' qualifications meet the requirements of Public Company Act B.E. 1992 and Securities Exchange Commission's ("SEC") regulations, and their useful skills considerably benefit for the Company business; therefore, the shareholders should approve their directorship for the continuing terms.

Three of the nominated directors were qualified as independent directors according to the SEC's regulations, i.e., Mr. Shaw, Mr. Kosol and Mr. Nontachit. The nominated directors were;

1. Mr. Siripong Sombutsiri, presiding as an Executive Director of the Company;
2. Mr. Shaw Sinhaseni, Independent Director, presiding as a Chairman of the Nomination and Remuneration Committee;
3. Mr. Nontachit Tulayanonda, Independent Director, presiding as a member of the Audit Committee;



[Translation]

4. Mr. Kosol Suriyaporn, Independent Director, presiding as a member of the Audit Committee and a Chairman of the Corporate Governance Committee and;
5. Mr. Wason Naruenatpaisan, presiding as an Executive Director and Chief Strategic Property Investment Officer.

It was proposed to reappoint these directors for another term.

The Company already attached these nominated directors' biographies, shareholding, meeting attendances in 2013 and years of directorship with the AGM notice and sent to the shareholders for prior consideration.

The Chairman asked the Shareholders if there were any question or comment.

Mr. Pornwut explained to a shareholder that Mr. Siripong was unable to attend the meeting due to his paternal cremation and Mr. Shaw was unhealthy.

None of the Shareholders raised any question or opinion; therefore, the Chairman requested the Meeting to pass the resolution.

Resolution The Meeting considered appointing each director individually as followed;

Approved to reappoint Mr. Siripong Sombutsiri, where

- 1,452,646,692 approving votes equivalent to 96.33% of the total shareholders participating the meeting
- 55,140,620 disapproving votes
- 213,200 abstaining votes
- From 1,508,000,512 total votes

Approved to reappoint Mr. Shaw Sinhaseni, where

- 1,332,715,030 approving votes equivalent to 88.38% of the total shareholders participating the meeting
- 175,016,582 disapproving votes
- 268,900 abstaining votes
- From 1,508,000,512 total votes

Approved to reappoint Mr. Nontachit Tulayanonda, where

- 1,501,048,892 approving votes equivalent to 99.54% of the total shareholders participating the meeting
- 6,738,420 disapproving votes
- 213,200 abstaining votes
- From 1,508,000,512 total votes



[Translation]

Approved to reappoint Mr. Kosol Suriyaporn, where

- 1,501,037,692 approving votes equivalent to 99.54% of the total shareholders participating the meeting
- 6,749,620 disapproving votes
- 213,200 abstaining votes
- From 1,508,000,512 total votes

Approved to reappoint Mr. Wason Naruenatpaisan, where

- 1,452,648,692 approving votes equivalent to 96.33% of the total shareholders participating the meeting
- 55,138,620 disapproving votes
- 213,200 abstaining votes
- From 1,508,000,512 total votes

The nominated directors reentered and preceded the Meeting.

Agenda 7 To Approve Directors’ Monthly Remuneration

The Chairman requested Mr. Anuphong to continue this agenda of the remuneration of the directors of the year 2013. Based on the suggestion and consideration of the Nominating and Remuneration Committee with the consent of the Board of Directors, monthly remuneration shall be as followed;

- | | |
|--|--------------------------------|
| 1. Chairman of the Board of Directors | Baht 60,000 monthly |
| 2. Chairman of the Audit Committee | Baht 55,000 monthly |
| 3. Director or member of the Audit Committee | Baht 45,000 monthly per person |

The proposed remunerations were of the same rate as last year’s remuneration; they were not adjusted.

The Executive Directors are not eligible for the monthly remuneration.

The total remuneration paid to the eligible directors per month is Baht 340,000

Remuneration principle was clarified in the notice of the meeting.

The Chairman asked the Shareholders if there were any question or comment.

None of the Shareholders raised any question or opinion; therefore, the Chairman requested the Meeting to pass the resolution.

Resolution the Meeting resolved to approve the proposed directors’ monthly remuneration where,

- 1,507,755,592 approving votes equivalent to 99.98% of the total shareholders participating the meeting
- 6,720 disapproving votes



- **238,200 abstaining votes**
- **From 1,508,000,512 total votes**

Agenda 8 To Approve Directors' Bonus

The Chairman requested Mr. Anuphong to continue this agenda that based on the suggestion and consideration of the Nominating and Remuneration Committee with the consent of the Board of Directors, the director's bonus should be total Baht 4.0 million. The bonus will be paid on the same day of dividend payment.

In this Agenda, shareholders acting as the company's directors or relating with any Company's director are not eligible for voting due to the related transaction.

The Chairman asked the Shareholders if there were any question or comment.

None of the Shareholders raised any question or opinion; therefore, the Chairman requested the Meeting to pass the resolution.

Resolution the Meeting resolved to approve the proposed directors' monthly remuneration where,

- **650,674,276 approving votes equivalent to 99.96% of the total shareholders participating the meeting**
- **25,920 disapproving votes**
- **206,000 abstaining votes**
- **From 650,906,196 total votes**

There were 6 shareholders who were directors or related to directors, accumulating 872,094,316 shares.

The Meeting has resolved all proposed agendas. The Chairman, therefore, asked the Shareholders if there were any question or comment.

Mr. Anuphong answered the shareholders' inquiries as follows.

- The representative from Thai Investor Association proposed the invitation to the company to be an alliance with the association and Institute of Directors in the anti-corruption campaign which the company has taken for further consideration.
- The company has no plan for ESOP issuance for the next 3 years.
- The business expansion to other provinces is now ceased for the market is unstable.
- Although the low-end market contributes a large part in the property market, we consider ourselves not ready for the low-end market. Aspire, however, does not target the lowest-end market.
- This year, the gross profit margin should be better since we aim to control the fixed cost and the staff hunting also decreases.



- The 2014 operating result depends on the political circumstance where nobody can foresee. If the conflict does not last for a long time, nothing is to be concerned about. Another thing to be concerned of is the economy growth because the property business grows along with the economy. We have anticipated the revenue for 2014 of Baht 22,000 million which is highly possible and the net profit should be better as well.
- This year, there will be new project launched,
 - 5 single-detach house projects valued Baht 4,600 million
 - 8 townhouse projects valued Baht 8,300 million
 - 6 condominium projects valued Baht 10,900 millionTotal projects value for Baht 23,800 million. Out of 6 condominium projects, there are 3 joint ventured projects.
- The direction for the next 5 years is unpredictable, but the revolving factors that may be predictable are the economic growth rate, unemployment rate, and gross domestic products. However, if the economy grows over 7%, the small and medium developers will be back and banks may carelessly grant loans in order to catch up with the growing market. Then the 1997 crisis may repeat itself.
- Mass transportation contributes considerably to the growth of property market; new trend of living arises, for example, townhouse within the subway station distance.
- Big developers survive because they have more responsibility to the customers than the smaller ones.
- Place and Park project was no longer developed because it would not return a worthy profit.
- The company keeps its revenue ratio between condominium and low-rise project at 1:1, although it needs to be well planned on the finance and land acquisition because it takes 3 years until the revenue recognition.
- The company has no plan to jointly invest with the land owner because it would be more difficult to be granted a bank's loan or to release the mortgage.

There being no further business, the Chairman spread the gratitude to all shareholders and relevant persons, then the Meeting adjourned at 17:00 hrs.

**Original signed by Mr. Chatchaval Bhanalaph, Chairman of the Board of Directors
and
Mr. Vilas Pilakasiri, Secretary of the Meeting**