



(English Translation)

28 February 2012

Subject : Dividend payment, Issuance and Offering of the Ordinary Share- Purchase Warrants to the Directors and Employees of the Company and its Subsidiaries # 7 and convening of the Annual General Meeting of Shareholder # 17/2012

To : President
The Stock Exchange of Thailand

Enclosures : (1) Summary of the Plan to Issue and Offer the Ordinary Share-Purchase Warrants of Sansiri Public Company Limited to the Directors and Employees of the Company and its Subsidiaries # 7 (ESOP # 7 scheme)
(2) Capital Increase Report Form
(3) The details of the debenture scheme to be issued and offered by the Company

The Board of Directors of Sansiri Public Company Limited (“the Company”) in its meeting # 3/2012 held on 27 February 2012 at 16th Floor, Siripinyo Building, no. 475 Sri Ayutthaya Road, Thanon Phayathai Subdistrict, Rajthevi District, Bangkok, has approved the following resolutions:

Item 1. To propose for approval at the Annual General Meeting of Shareholders for the audited balance sheets, profit and loss statements for the year ended 31 December 2011.

Item 2. To approve the allocation of the net profit for the legal reserves as well as the declaration of dividend payment, and proposing the same at the Annual General Meeting of Shareholders for its approval, as follows:

2.1 Allocation of the net profit from 2011 operating results in the amount of 100,754,064.47 Baht for the legal reserves, providing that the said legal reserves fund was allocated from the net profit in the consolidated financial statement of the Company.

2.2 To pay annual dividend for the operational results from 1 January 2011 to 31 December 2011 at the rate of 0.14 Baht (Fourteen Stang) per share. The approved dividend will be paid to the shareholders on 16 May 2012.



However, the right to receive the dividend is still not definite as it subject to the approval of the shareholders' meeting.

Item 3. To propose for approval at the Annual General Meeting of Shareholders for the re-elect of the directors who must retire on expiration of their terms as directors of the Company as follows:

- (1) Mr. Mana Noppun - Chairman of the Audit Committee
(Independent Director)
- (2) Mr. Apichart Chutrakul - Vice Chairman of the Board
- (3) Mr. Srettha Thavisin - President
- (4) Mr. Wanchak Buranasiri - Director

Item 4. To propose for approval at the Annual General Meeting of Shareholders for the remuneration for the year 2012 to the Board of Directors and Audit Committee at the rate as follows:

4.1 The remuneration to the Board of Directors

- The remuneration shall be paid in the form of meeting allowance, (at the same rate paid in year 2011), amounting to 20,000 Baht for each director per one meeting. However, the meeting allowance will not be paid more than 2 times in one month, i.e. if the meetings are held more than 2 times in any particular month, the meeting allowance will be paid for only the first 2 meetings.

- To fix the special remuneration for the year 2012 to the seven non-executive directors as follows:

Name	Position	Special Remuneration Rate
Mr. Kovit Poshyananda	Chairman of the Board (Independent Director)	1,500,000 Baht
Mr. Mana Noppun	Independent Director	1,000,000 Baht
Mr. Jesadavat Priebjrivat	Independent Director	1,000,000 Baht
Mr. Wirat Uanarumit	Independent Director	1,000,000 Baht
Mr. Kriengkrai Thiennukul	Director	1,000,000 Baht
Mrs. Nujchanart Panthawangkun	Director	1,000,000 Baht
Mr. Porntat Amatavivadhana	Independent Director	1,000,000 Baht



4.2 The remuneration to the Audit Committee shall be paid in form of salary, (at the same rate paid in year 2011), amounting to 50,000 Baht per month for Chairman and amounting to 30,000 Baht per month for other members.

Item 5. To propose for approval at the Annual General Meeting of Shareholders for the appointment of Miss Rungnapa Lertsuwankul, holder of auditor's license No. 3516 or Miss Sumalee Reewarabandith, holder of auditor's license No. 3970 or Miss Vissuta Jariyathanakorn, holder of auditor's license No. 3853 or Mr. Sophon Permsirivallop, holder of auditor's license No. 3182 of Ernst & Young Office Limited as the Company's auditor with the auditing fee for the fiscal year ending 31 December 2012, by fixing the auditing fee in the amount of 1,950,000 Baht.

Item 6. To propose for approval at the Annual General Meeting of Shareholders for the decrease of the registered capital of the Company, which will be made from the existing registered capital of 11,641,589,650.96 Baht to be the new registered capital of 11,641,569,085.56 Baht by canceling its registered but un-issued share in the number of 19,220 shares as they were left over after the allotment of the stock dividend.

As a consequence, to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be conformed to the decrease of the registered capital.

Furthermore, after the cancellation of the said shares, the Company still has 3,729,900,070 registered and un-issued shares being reserved for the exercising right of the warrant issued pursuant to SIRI-W1, ESOP # 5 and ESOP # 6 scheme. Then, the registered capital of the Company will be 11,641,569,085.56 Baht, divided into 10,879,971,108 shares at the par value of 1.07 Baht per share.

Item 7. To propose for approval at the Annual General Meeting of Shareholders for the Plan to Issue and Offer the Ordinary Share-Purchase Warrants of Sansiri Public Company Limited to the Directors and Employees of the Company and its Subsidiaries # 7 (ESOP # 7 scheme), the details of which are appeared in the Enclosure (1) attached herewith.



Item 8. To propose for approval at the Annual General Meeting of Shareholders for the increase of the registered capital of the Company, which will be made from the existing registered capital of 11,641,569,085.56 Baht to be the new registered capital of 12,021,419,085.56 Baht by issuing 355,000,000 newly ordinary shares with the par value of 1.07 Baht and allocation of such newly issued shares to be reserved for the exercising right of the warrant issued pursuant to the Warrants to purchase ordinary shares of the Company under ESOP # 7 scheme

As a consequence, to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be conformed to the increase of the registered capital.

In this regard, the Company provided the Capital Increase Report Form as appeared in the Enclosure (2) attached herewith.

Item 9. To propose for approval at the Annual General Meeting of Shareholders for the issuance and offering of debenture, the details of which are appeared in the Enclosure (3) attached herewith.

Item 10. To set date for an Annual General Meeting of Shareholders # 17/2012 will be held on 20 April 2012 at 2.00 p.m., at Kamolthip Ballroom on the 2nd Floor, Siam City Hotel, No. 477 Sri Ayutthaya Road, Rajthevi, Bangkok 10400 in order to consider the following agenda:

- Agenda Item 1. To consider and certify the Minutes of the Extraordinary Meeting of the Shareholders # 1/2011 held on 27 September 2011.
- Agenda Item 2. To consider and certify the Company's annual report and the board of directors' report of the work done for the period of 2011.
- Agenda Item 3. To consider and approve the Company's balance sheets, profit and loss statements for the fiscal year 2011 which have been audited by the auditor of the Company ended 31 December 2011.



- Agenda Item 4. To consider and approve the allocation of the net profit for the legal Reserves and approve the annual dividend payment for the operational results from 1 January 2011 to 31 December 2011.
- Agenda Item 5. To consider electing directors replacing those retiring by rotation.
- Agenda Item 6. To consider and approve the remuneration for the year 2012 to the Board of Directors and the Audit Committee.
- Agenda Item 7. To consider and appoint the auditor and fix the auditing fee for the year 2012
- Agenda Item 8. To consider and approve the decrease of the registered capital of the Company by canceling its registered but un-issued share (to cancel the 19,220 shares as they were left over after the allotment of the stock Dividend) as well as approve the amendment to Clause 4 of the Memorandum of Association of the Company to be conformed to the decrease of the registered capital.
- Agenda Item 9. To consider and approve the Plan to Issue and Offer the Ordinary Share-Purchase Warrants of Sansiri Public Company Limited to the Directors and Employees of the Company and its Subsidiaries # 7 (ESOP # 7 scheme)
- Agenda Item 10. To consider and approve the increase of the registered capital of the Company and allocation of newly issued shares as well as approve the amendment to Clause 4 of the Memorandum of Association of the Company to be conformed to the increase of the registered capital.



Agenda Item 11. To consider and approve the issuance and offering of debenture.

Agenda Item 12. Other Business (if any)

Additionally, the Company had offered an opportunity for shareholders to propose agenda items for the 2012 Annual General Meeting in advance from 1 - 31 December 2011, in accordance with the policy to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, the details, criteria and procedures of which are on the Company's website <http://www.sansiri.com>. However, no shareholders proposed any agenda items for the 2012 Annual General Meeting. Therefore, there were no agenda items from shareholders.

Item 11. To fixed the Record Date on which shareholders have the right to attend the 2012 Annual General Meeting of Shareholders and to receive dividend as 16 March 2012 and fixed the share register book closing date as 19 March 2012 for gathering shareholder's names under the Section 225 of the Securities and Exchange Act B.E. 2535 (amended B.E. 2551). Schedule of meeting is appeared as follows:

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Operating Officer