



(English Translation)

2 March 2015

Subject : Dividend payment and convening of the Annual General Meeting of Shareholder
No. 20/2015

To : President
The Stock Exchange of Thailand

The Board of Directors of Sansiri Public Company Limited (“the Company”) in its meeting No. 3/2015 held on 27 February 2015 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 2014.

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 2014 operating results in the amount of 169,647,553.71 Baht for the legal reserves, providing that the said legal reserves fund was allocated from the net profit in the consolidated financial statements.

2.2 To pay annual dividend for the operational results from 1 January 2014 to 31 December 2014 at the rate of 0.12 Baht (Twelve Stang) per share. The approved dividend will be paid to the shareholders on 19 May 2015.

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. Srettha Thavisin - Director (President)
- (2) Mr. Wanchak Buranasiri - Director
- (3) Mr. Jesadavat Priebjrivat - Member of the Audit Committee
(Independent Director)
- (4) Mr. Porntat Amatavivadhana - Member of the Audit Committee
(Independent Director)

Item 4. To propose for approval at the Annual General Meeting of Shareholders for the remuneration for the year 2015 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 2014), 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 2015 to the seven non-executive directors as follows:

Name	Position	Special Remuneration Rate
Mr. Kovit Poshyananda	Chairman of the Board (Independent Director)	2,000,000 Baht
Mr. Mana Noppun	Independent Director	1,500,000 Baht
Mr. Jesadavat Priebjrivat	Independent Director	1,500,000 Baht
Mr. Kriengkrai Thiennukul	Director	1,500,000 Baht
Mr. Thongchai Jira-alongkorn	Director	1,500,000 Baht
Mr. Porntat Amatavivadhana	Independent Director	1,500,000 Baht
Mr. Supanit Chaiyawat	Independent Director	500,000 Baht



4.2 The remuneration to the Audit Committee shall be paid in form of salary, (at the same rate paid in year 2014), 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 Mr. Sophon Permsirivallop, holder of auditor's license No. 3182 or Miss Rungnapa Lertsuwankul, holder of auditor's license No. 3516 or Miss Pimjai Manitkajohnkit, holder of auditor's license No. 4521 or Mr. Chayapol Suppasedtanon, holder of auditor's license No. 3972 of Ernst & Young Office Limited as the Company's auditor with the auditing fee for the fiscal year ending 31 December 2015, by fixing the auditing fee in the amount of 2,000,000 Baht.

Item 6. To propose for approval at the Shareholders Meeting for the decrease of the registered capital of the Company, which will be made from the existing registered capital of 19,823,634,538.57 Baht to be the new registered capital of 19,278,911,911.88 Baht by canceling its registered but un-issued share, totaling 509,086,567 shares, the detail of which are as follows:

(1) to cancel the 92,702,361 shares being reserved for the exercise right of warrant SIRI-W1 which were expired since 20 January 2015.

(2) to cancel the 208,192,103 remain shares which are the exceeding shares reserved to be offered for sale to the existing shareholders in proportion of their shareholding (the Right Offering).

(3) to cancel the 208,192,103 remain shares which are the exceeding shares reserved for the exercise right of warrant SIRI-W2 to be allocated on a pro rata basis to the existing shareholders of the Company who subscribe for the new ordinary shares being allotted on a pro rata basis (Right Offering).

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



Item 7. To set date for an Annual General Meeting of Shareholders No. 20/2015 will be held on 29 April 2015 at 2.00 p.m., at Kamolthip Ballroom on the 2nd Floor, The Sukosol 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 Shareholders No. 1/2014 held on 12 September 2014.
- 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 2014.
- Agenda Item 3. To consider and approve the Company's balance sheets, profit and loss statements for the fiscal year 2014 which have been audited by the auditor of the Company ended 31 December 2014.
- 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 2014 to 31 December 2014.
- Agenda Item 5. To consider electing directors replacing those retiring by rotation.
- Agenda Item 6. To consider and approve the remuneration for the year 2015 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 2015.



Agenda Item 8. To consider and approve the decrease of the registered capital of the Company , which will be made from the existing registered capital of 19,823,634,538.57 Baht to be the new registered capital of 19,278,911,911.88 Baht by canceling its registered but un-issued share, as well as to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be accorded with the decrease of the registered capital.

Agenda Item 9. Other Business (if any).

Additionally, the Company had offered an opportunity for shareholders to propose agenda items for the 2014 Annual General Meeting in advance from 1 December 2014 to 31 January 2015, 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 2015 Annual General Meeting. Therefore, there were no agenda items from shareholders.

Item 8. To fixed the Record Date on which shareholders have the right to attend the Annual General Meeting of Shareholders No. 20/2015 and to receive dividend as 17 March 2015 and fixed the share register book closing date as 18 March 2015 for gathering shareholder's names under the Section 225 of the Securities and Exchange Act B.E. 2535 (amended B.E. 2551).

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Operating Officer