



*(English Translation)*

24 December 2014

Subject : Revision of the Terms and Conditions of SIRI-W2 (the item no. 1.2.1 and 1.2.2)

To : President  
The Stock Exchange of Thailand

This is made in reference to the issuance and allocation of Warrants representing Rights to Purchase Ordinary Shares of Sansiri Public Company Limited No. 2 (SIRI-W2) (the “**Warrants**”) as at 25 November 2014, by Sansiri Public Company Limited (the “**Company**”). In such regard, the Company duly distributed Terms and Conditions Governing Rights and Obligations of the Warrant Issuer and the Warrant Holders of the Warrants representing Rights to Purchase Ordinary Shares of Sansiri Public Company Limited No. 2 (SIRI-W2) (the “**Terms and Conditions**”) to holders of the Warrants.

The Company hereby informs the holders of the Warrants to whom the Warrants were allotted, including any future transferees of the Warrants from any preceding holders of the Warrants, that the Company would like to change into the item no. 1.2.1 and 1.2.2 of the Terms and Conditions as follows:

#### Existing

##### **“1.2.1 Exercise Date**

The last business day of every quarter (March, June, September and December) of each year from the First-Time Exercise Date throughout the term of the Warrants. In this regard, the first Exercise date is scheduled for 30 December 2015 which is the last business day of the first quarter after the First-Time Exercise Date. The last Exercise Date is scheduled for 24 November 2017, which is the same day as the date that the Warrants have reached its 3 year-term after the Issuance Date. **In the case the last Exercise Date is holiday determined by the SET, the last Exercise Date shall be moved to the next business day.**

In exercising the rights to purchase the ordinary shares of the Company, the Warrant Holders will be able to exercise the rights to purchase all or partial ordinary shares. For any Warrant, remained and not being exercised within the specified period, the Company will consider that the Warrant Holders do not wish to exercise their rights, and such Warrants shall be nullified without being exercised.



### 1.2.2 Period for the Notification of the Intention to Exercise the Warrants

The Warrant Holders who wish to exercise their rights to purchase ordinary shares of the Company shall give notification of such intention between 9:00 a.m. and 4:00 p.m. of every Business Day within 5 Business Days prior to the Exercise Date (hereinafter called “**Period for the Notification of the Intention to Exercise the Warrants**”).

The Company shall inform the Warrant Holders of news related to the exercise of the rights, exercise ratio, exercise price, Period for the Notification of the Intention to Exercise the Warrants, and the place to exercise the Warrants through the electronic source of the SET at least 5 Business Days prior to the Period for the Notification of the Intention to Exercise the Warrants.

#### The Notification of the Intention for the last Exercise of the Warrants

The Warrant Holders who wish to exercise their right to purchase ordinary shares of the Company shall give notification of such intention on Business Days between 9:00 a.m. and 4:00 p.m. of Business Day within 15 Business Days prior to the last Exercise Date (hereinafter called “**Period for the Notification of the Intention for the Last Exercise of the Warrants**”).

The Company shall not close the Warrant Holders Register Book to suspend transfer of the Warrants except for the last Exercise Date for which the register book shall have been closed for 21 days prior to the last Exercise Date and shall request the SET to suspend the trading of the Warrants (SP sign). In the case that the day to close the Warrant Holders Register Book is a holiday of the SET; it shall be moved to the next business day.

The Company shall inform the Warrant Holders of the Period for the Notification of the Intention to Exercise the Warrants, exercise ratio, exercise price, and the place to exercise the Warrants through the electronic source of the SET at least 7 Business Days prior to the Period for the Notification of the Intention for the Last Exercise of the Warrants. For the last Exercise of the Warrants, the Company shall send registered mail to the holders whose names appear on the last register book closure on the last day to close the Warrant Holders Register Book and disclose information on such exercise through electronic system of SET at least 7 business days prior to the Period for the Notification of the Intention to Exercise the Warrants.”



## New

### **“1.2.1 Exercise Date**

The last business day of every quarter (March, June, September and December) of each year from the First-Time Exercise Date throughout the term of the Warrants. In this regard, the first Exercise date is scheduled for 30 December 2015 which is the last business day of the first quarter after the First-Time Exercise Date. The last Exercise Date is scheduled for 24 November 2017, which is the same day as the date that the Warrants have reached its 3 year-term after the Issuance Date. **In the case the last Exercise Date is holiday determined by the SET, the last Exercise Date shall be moved to the last working day prior to such holiday, and the Company will not extend the term of the Warrants.**

In exercising the rights to purchase the ordinary shares of the Company, the Warrant Holders will be able to exercise the rights to purchase all or partial ordinary shares. For any Warrant, remained and not being exercised within the specified period, the Company will consider that the Warrant Holders do not wish to exercise their rights, and such Warrants shall be nullified without being exercised.

### **1.2.2 Period for the Notification of the Intention to Exercise the Warrants**

The Warrant Holders who wish to exercise their rights to purchase ordinary shares of the Company shall give notification of such intention between 9:00 a.m. and 4:00 p.m. of every Business Day within 5 Business Days prior to the Exercise Date (hereinafter called “**Period for the Notification of the Intention to Exercise the Warrants**”).

The Company shall inform the Warrant Holders of news related to the exercise of the rights, exercise ratio, exercise price, Period for the Notification of the Intention to Exercise the Warrants, and the place to exercise the Warrants through the electronic source of the SET at least 5 Business Days prior to the Period for the Notification of the Intention to Exercise the Warrants.

#### The Notification of the Intention for the last Exercise of the Warrants

The Warrant Holders who wish to exercise their right to purchase ordinary shares of the Company shall give notification of such intention on Business Days between 9:00 a.m. and 4:00 p.m. of Business Day within 15 Business Days prior to the last Exercise Date (hereinafter called “**Period for the Notification of the Intention for the Last Exercise of the Warrants**”).

The Company shall not close the Warrant Holders Register Book to suspend transfer of the Warrants except for the last Exercise Date for which the register book shall have been closed for 21 days prior to the last Exercise Date and shall request the SET to suspend the trading of the Warrants (SP sign). **In the case that the day to close the Warrant Holders Register Book is a holiday of the SET; it shall be moved to the last working day prior to such holiday.**



The Company shall inform the Warrant Holders of the Period for the Notification of the Intention to Exercise the Warrants, exercise ratio, exercise price, and the place to exercise the Warrants through the electronic source of the SET at least 7 Business Days prior to the Period for the Notification of the Intention for the Last Exercise of the Warrants. For the last Exercise of the Warrants, the Company shall send registered mail to the holders whose names appear on the last register book closure on the last day to close the Warrant Holders Register Book and disclose information on such exercise through electronic system of SET at least 7 business days prior to the Period for the Notification of the Intention to Exercise the Warrants.”

In this regard, holders of the Warrants may request a hard copy of the mentioned modified Terms and Conditions by disclosing such intention toward the Company to the following address:

**Legal Office**

**Sansiri Public Company Limited**

475 Siripinyo Building, Sri Ayudhaya Road,

Kwaeng Thanon Phayathai, Khet Rajthevi, Bangkok 10400

Tel : 0 2201 3816

Fax : 0 2201 3477

Upon receipt of such request, the Company would deliver the modified Terms and Conditions to the requesting holder of the Warrants within 15 days.

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)

Director and Chief Operating Officer