



(English Translation)

28 February 2017

Subject : Dividend payment and convening of the Annual General Meeting of Shareholder
No. 22/2017

To : President
The Stock Exchange of Thailand

Enclosure : 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 No. 3/2017 held on 27 February 2017, has approved the following resolutions:

Item 1. To approve the amendment to the Company’s dividend payment policy from the existing to as follow:

“The Company has a policy to pay dividends to shareholders twice a year. The first dividend payment is paid as an interim dividend and the second dividend payment as an annual dividend.

The total dividend paid each year will be approximately 50 percent of net profit (based on consolidated financial statement) after deduction of all reserves as required by laws and the Company’s policies. However, such dividend payment may be subject to change as the Board of Directors deems appropriate by taken into consideration of the Company and its affiliates’ cash flow and investment plans, including other necessity and appropriateness.”

Item 2. 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 2016.

Item 3. 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:



3.1 Allocation of the net profit from 2016 operating results in the amount of 169,010,098.30 Baht for the legal reserves, providing that the said legal reserves fund was allocated from the net profit in the consolidated financial statements.

3.2 To pay dividend from 2016 operating results to the ordinary shareholders at the rate of 0.12 Baht (Twelve Stang) per share, of which the Company paid interim dividend at the rate of 0.04 Baht (Four Stang) on 9 September 2016 and will pay the remaining dividend at the rate of 0.08 Baht (Eight Stang) per share to the shareholders, by setting the record date on 14 March 2017 to determine the list of shareholders who have the right to receive dividend, and the share register book closing date as 15 March 2017 for gathering shareholder's names under the Section 225 of the Securities and Exchange Act B.E. 2535 (amended B.E. 2551). The approved dividend will be paid to the shareholders on 9 May 2017.

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

Item 4. The Board (exclusive of those with vested interests on this matter) agreed with the proposal made by the Nomination and Compensation Committee, to propose for approval at the Annual General Meeting of Shareholders to re-elect the four to retire by rotation in 2017 to retain office for another term as follows:

- 1) Mr. Apichart Chutrakul - Director
- 2) Mr. Srettha Thavisin - Director
- 3) Mr. Wanchak Buranasiri - Director
- 4) Mr. Kittichai Raktakanit - Independent Director

Item 5. The Board agreed with the proposal made by the Nomination and Compensation Committee, to propose for approval at the Annual General Meeting of Shareholders for the remuneration for the year 2017 to the Board of Directors and the sub-committees as follows:

5.1 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 2016), 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 2017 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. Jesadavat Priebjrivat	Independent 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	1,500,000 Baht
Mr. Kittichai Raktakanit	Independent Director	1,500,000 Baht
Mr. Vichaya Chatikavanij	Director	1,500,000 Baht

5.2 The remuneration to the Committees shall be paid as follows;

(1) Audit Committee

- The remuneration shall be paid in form of salary, (at the same rate paid in year 2016), amounting to 50,000 Baht per month for Chairman and amounting to 30,000 Baht per month for other members.

(2) Nomination and Compensation Committee

- The remuneration shall be paid in the form of meeting allowance, amounting to 20,000 Baht for each director per one meeting.



(3) Risk Management Committee

- The remuneration shall be paid in the form of meeting allowance, amounting to 20,000 Baht for each director per one meeting.

(4) Corporate Governance Committee

- The remuneration shall be paid in the form of meeting allowance, amounting to 20,000 Baht for each director per one meeting.

(5) CSR Committee

- The remuneration shall be paid in the form of meeting allowance, amounting to 20,000 Baht for each director per one meeting.

Item 6. The Board agreed with the proposal made by the Audit Committee, 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 Suppasertanon, holder of auditor's license No. 3972 or Ms. Rosaporn Decharkom, holder of auditor's license No. 5659 of EY Office Limited as the Company's auditor with the auditing fee for the fiscal year ending 31 December 2017, by fixing the auditing fee in the amount of 2,000,000 Baht.

Item 7. 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*](#) attached herewith.

Item 8. To set date for an Annual General Meeting of Shareholders No. 22/2017 will be held on 20 April 2017 at 2.00 p.m., at Kamolthip Ballroom on the 2nd Floor, The Sukosol Hotel, No. 477 Sri Ayutthaya Road, Rajthevi, Bangkok 10400, by setting the record date on 14 March 2017 to determine the list of shareholders who have the right to attend the , and the share register book closing date as 15 March 2017 for gathering shareholder's names under the Section 225 of the Securities and Exchange Act B.E. 2535 (amended B.E. 2551) in order to consider the following agenda:



- Agenda Item 1. To consider and certify the Minutes of the Annual General Meeting of Shareholder No. 21/2016 held on 26 April 2016.
- 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 2016.
- Agenda Item 3. To consider and approve the Company's balance sheets, profit and loss statements for the fiscal year 2016 which have been audited by the auditor of the Company ended 31 December 2016.
- 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 2016 to 31 December 2016.
- Agenda Item 5. To consider and elect the directors in replacement of those retiring by rotation.
- Agenda Item 6. To consider and approve the remuneration for the year 2017 to the Board of Directors and the Sub-Committees.
- Agenda Item 7. To consider and appoint the auditor and fix the auditing fee for the year 2017.
- Agenda Item 8. To consider and approve the issuance and offering of debenture.
- Agenda Item 9. Other Business (if any).



Additionally, the Company had offered an opportunity for shareholders to propose agenda items for the 2017 Annual General Meeting in advance from 1 December 2016 to 31 January 2017, 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 2017 Annual General Meeting. Therefore, there were no agenda items from shareholders.

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Operating Officer

The details of the debenture scheme to be issued and offered by the Company

Type	All types and forms of debentures (secured or unsecured debentures), depending on market prevail conditions at such time the debentures are issued and offered.
Currency	Baht and/or any foreign currency by exchange rate prevailing at such time the debentures are issued and offered.
Total value of Debenture	Not exceeding 10,000,000,000.- Baht (Ten Billion Baht) or equivalent in other currencies
Maturity	Not over 10 years of each issuance
Type Offering	The debenture issued pursuant to this plan will be offered in all or in part, and/or as a program, and/or revolving nature, as a public offering and/or a private placement and/or to any foreign and/or local institutional investors. Such offerings may be made in one time or several times in accordance with the notifications of SEC and/or Office of the SEC and/or other related rules and regulations in force at the time the debentures are offered .
Premature Redemption	The holders of the debentures and the Company may or may not be entitled to the right to prematurely redeem, subject to the terms and conditions of each issuance.
Interest Rate or Yield	Subject to the prevailing market conditions at the time of issue and offering or under terms and conditions of the debentures issued at such time. This shall also be subject to notifications of SEC and/or the Office of the SEC and/or other related notifications, rules and regulation in force at such time the debentures are issued and offered.
Authority to determine other details	<ul style="list-style-type: none">• The Board of Directors or a person designated by the Board of Directors shall be entrusted with power and authority to do the following :<ol style="list-style-type: none">(1) To determine the details in connection with debentures, among other things, types, names, interest rates, maturity, redemption period, appointing the representative of debentures holder as well as details regarding an offer for sale including but not limited to price, method and period to offer and allot such debentures.(2) To appoint financial advisors, and/or underwriter, and/or credit rating agencies to rate credit of issuer and/or security, and/or other person where such appointment is required under related rules and regulations and or in any event as they deem fit.(3) To contact, negotiate, enter into, execute, and amend contracts and/or documents as well as to contact, furnish information, submit documentation to the Office of the SEC and /or other such debentures and to do any and all acts and things necessary or requisite as they deem fit.