



*(English Translation)*

29 February 2016

Subject : Dividend payment and convening of the Annual General Meeting of Shareholder  
No. 21/2016

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. 3/2016 held on 26 February 2016 at 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 2015.

**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 2015 operating results in the amount of 175,277,947.30 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 2015 to 31 December 2015 at the rate of 0.12 Baht (Twelve Stang) per share. The approved dividend will be paid to the shareholders on 19 May 2016.

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 election of the directors in replacement of those retiring by rotation as follows:

- The Board of Directors considered and had an opinion that the 3 directors to retire by rotation in 2016, namely (1) Mr. Kovit Poshyananda, the Chairman of the Board (Independent Director), (2) Mr. Thongchai Jira-alongkorn and (3) Mr. Supanit Chaiyawat, a member of the Audit Committee (Independent Director) should be re-elected to continue their office, and Mr. Vichaya Chatikavanij should be elected as a new director in replacement of Mr. Kriengkrai Thiennukul who must retire on expiration of his term in 2016.

**Item 4.** To propose for approval at the Annual General Meeting of Shareholders for the remuneration for the year 2016 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 2015), 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 2016 to the seven non-executive directors as follows:

<b>Name</b>	<b>Position</b>	<b>Special Remuneration Rate</b>
Mr. Kovit Poshyananda	Chairman of the Board (Independent Director)	2,000,000 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	1,500,000 Baht
Mr. Kittichai Raktakanit	Independent Director	1,500,000 Baht



4.2 The remuneration to the Audit Committee shall be paid in form of salary, (at the same rate paid in year 2015), 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 EY Office Limited as the Company's auditor with the auditing fee for the fiscal year ending 31 December 2016, by fixing the auditing fee in the amount of 2,000,000 Baht.

**Item 6.** 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 7.** 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 19,278,911,911.88 Baht to be the new registered capital of 19,251,140,783.06 Baht by canceling its registered but un-issued share, i.e. the 25,954,326 shares being reserved for the exercise right of warrant under the ESOP # 6 which remaining un-exercised after the expiration date was elapsed. 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 8.** To set date for an Annual General Meeting of Shareholders No. 21/2016 will be held on 26 April 2016 at 2.30 p.m., at Kamolthip Ballroom on the 2<sup>nd</sup> 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 Annual General Meeting of Shareholder No. 20/2015 held on 29 April 2015.

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 2015.



- Agenda Item 3. To consider and approve the Company's balance sheets, profit and loss statements for the fiscal year 2015 which have been audited by the auditor of the Company ended 31 December 2015.
- 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 2015 to 31 December 2015.
- 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 2016 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 2016.
- Agenda Item 8. To consider and approve the issuance and offering of debenture.
- Agenda Item 9. To consider and approve the decrease of the registered capital of the Company , which will be made from the existing registered capital of 19,278,911,911.88 Baht to be the new registered capital of 19,251,140,783.06 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 10. Other Business (if any).



Additionally, the Company had offered an opportunity for shareholders to propose agenda items for the 2016 Annual General Meeting in advance from 1 December 2015 to 31 January 2016, 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 2016 Annual General Meeting. Therefore, there were no agenda items from shareholders.

**Item 9.** To fix the Record Date on which shareholders have the right to attend the Annual General Meeting of Shareholders No. 21/2016 and to receive dividend as 17 March 2016 and fix the share register book closing date as 18 March 2016 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

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

<b>Type</b>	All types and forms of debentures (secured or unsecured debentures), depending on market prevail conditions at such time the debentures are issued and offered.
<b>Currency</b>	Baht and/or any foreign currency by exchange rate prevailing at such time the debentures are issued and offered.
<b>Total value of Debenture</b>	Not exceeding 7,000,000,000.- Baht (Seven Billion Baht) or equivalent in other currencies
<b>Maturity</b>	Not over 10 years of each issuance
<b>Type Offering</b>	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 .
<b>Premature Redemption</b>	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.
<b>Interest Rate or Yield</b>	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.
<b>Authority to determine other details</b>	<ul style="list-style-type: none"><li>• 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"><li>(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.</li><li>(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.</li><li>(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.</li></ol></li></ul>