



(English Translation)

16 December 2016

Subject : The Entry into the Connected Transaction

To : President
The Stock Exchange of Thailand

Enclosure : Information Memorandum on the Connected Transaction regarding the purchase of the condominium unit of the Company by the Chief Executive Officer with having discount relating to the welfare benefits for the employees

The Board of Directors of Sansiri Public Company Limited (“the Company”) in its meeting No. 10/2016 held on 15 December 2016 resolved to approve the Company to enter into the transaction of sell and purchase the condominium unit of the Company, i.e. a condominium unit in The XXXIX Project, Unit no. 003101 (Unit Code no. PH2), on the 31st floor (“the Purchased Unit”) with Mr. Apichart Chutrakul (the Chief Executive Officer), a connected person of the Company, at the selling price of 84,592,193 baht with the discount rate at 10% of the selling price. The said discount is granted in according with the rules relating to the welfare benefits for the employees regarding the purchasing real property of Sansiri Public Company Limited and its subsidiaries. The net selling price (after deducting discount) is 76,132,974 baht, the details of which are appeared in the Enclosure attached herewith.

The above connected transaction relating to assets or service, having the total value of the transaction of 76,132,974 baht or equivalent to 0.29% of the net tangible asset value of the Company as at 30 September 2016, which is greater than 0.03% but less than 3.00% of the net tangible asset value of the Company. Therefore, the Company is required to obtain the approval from the Board of the Directors’ meeting before the entry into the transaction and to disclose the information relating to the transaction to the Stock Exchange of Thailand.

Please be informed accordingly.

Yours sincerely,

(Mr. Wanchak Buranasiri)
Director and Chief Operating Officer

**Information Memorandum on the Connected Transaction
regarding the purchase of the condominium unit of the Company by the Chief Executive Officer
with having discount relating to the welfare benefits for the employees**

1. Transaction Date

The Company will sell and transfer the Purchased Unit to Mr. Apichart Chutrakul, the Chief Executive Officer within 30 December 2016.

2. Relevant parties

Purchaser : Mr. Apichart Chutrakul
Seller : Sansiri Public Company Limited
Relationship : Mr. Apichart Chutrakul being Chief Executive Officer
of Sansiri Public Company Limited

3. Nature and Details of the Connected Transaction

The Company will enter into the transaction of sell and purchase the condominium unit of the Company, i.e. a condominium unit in The XXXIX Project, Unit no. 003101 (Unit Code no. PH2), on the 31st floor with Mr. Apichart Chutrakul (the Chief Executive Officer), a connected person of the Company, at the selling price of 84,592,193 baht with the discount rate at 10% of the selling price which is granted in according with the rules relating to the welfare benefits for the employees regarding the purchasing real property of Sansiri Public Company Limited and its subsidiaries. The net selling price (after deducting discount) is 76,132,974 baht.

4. Total Value and Criteria for the Determination of Transaction Value

The above connected transaction relating to assets or service, having the total value of the transaction of 76,132,974 baht or equivalent to 0.29% of the net tangible asset value of the Company as at 30 September 2016, which is greater than 0.03% but less than 3.00% of the net tangible asset value of the Company.

5. Director Having Conflict of Interest and/or Director Being Connected Person

Mr. Apichart Chutrakul is the director having the conflict of interest, who did not attend the meeting and cast his votes for this agenda item.

6. Opinion of the Audit Committee

The Audit Committee's Meeting No. 5/2016 held on 15 December 2016 considered the matters and was of the opinion that the transaction as mentioned above is reasonable due to the fact that the purchase of the condominium unit of the Company with having discount is made in according with the rules relating to the welfare benefits for the employees regarding the purchasing real property of Sansiri Public Company Limited and its subsidiaries.

7. Opinion of the Board of Directors

The Board of Directors' Meeting No. 10/2016 held on 15 December 2016 resolved to approve the Company to enter into the connected transaction by taking into account the opinion of the Audit Committee and viewed that such transaction is made pursuant to the rules relating to the welfare benefits for the employees which has been prescribed and announced by the Company in general.