



(English Translation)

30 March 2021

Subject : Invitation to attend the Annual General Meeting of Shareholders No. 26/2021

To : All Shareholders of the Company

Enclosures : 1. A copy of Minutes of the Annual General Meeting of Shareholders No. 25/2020
2. Annual Report and the Board of Directors' Report for the year 2020 (QR Code) as shown in Barcode Registration Form
3. Procedures for QR Code Download for Annual Report 2020
4. Procedures for Identity verification and process to attend the Shareholders Meeting via Electronic Means (E-Meeting) and How to attend the Meeting by Proxy
5. Definition of Independent Director of Sansiri Public Company Limited
6. Name list and biography of directors to be elected as directors to replace those retiring by rotation
7. Scope of Duties and Responsibilities of the Sub-Committee
8. Profiles of Independent Directors to be used with Proxy of Shareholders
9. Articles of Association relevant to the meeting
10. Proxy Form (Form B. only)
11. Capital Increase Report Form (F53-4)
12. Procedures for sending any query in advance

The Board of Directors of Sansiri Public Company Limited has resolved that the Annual General Meeting of Shareholders No. 26/2021 will be held on 30 April 2021 at 14.00 hours, by broadcasting live at Siri Campus Building, no. 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok.

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, the Company provides opportunities for the shareholders the rights to propose matter to be included as an agenda ahead of the meeting by announcing the criteria of such proposal on the Company's website during 1 December 2020 to 31 January 2021. For this meeting, there is no suggested agenda item proposed by the shareholders. Therefore, the Board of Directors sets forth the following agenda items for consideration and approval:

Agenda 1. To consider and certify the Minutes of the Annual General Meeting of Shareholder No. 25/2020 held on 24 July 2020.

Background Information and Reason

The Annual General Meeting of Shareholders No. 25/2020 was held on 24 July 2020, and the minutes of the meeting has been recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws. It was also disclosed in the Company's website, www.sansiri.com. The minutes of said meeting is attached hereto ([Enclosure 1](#)).

Opinion of the Board

The Meeting should certify the Minutes of the Annual General Meeting of Shareholders No. 25/2020 held on 24 July 2020 which the Board of Directors has deemed it properly recorded.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 2. To consider and certify the Company’s annual report and the board of directors’ report of the work done for the period of 2020.

Background Information and Reason

The report of the work done for the period of 2020 are appeared in the Company’s annual report and the board of directors’ report ([Enclosure 2](#)) which had already been distributed to the shareholders as attached hereto.

Opinion of the Board

The Meeting should certify such Company’s annual report and the board of directors’ report of the work done for the period of 2020.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 3. To consider and approve the Company’s balance sheets, profit and loss statements for the fiscal year 2020 ending 31 December 2020.

Background Information and Reason

According to the Section 112 of the Public Limited Companies Act B.E. 2535 and Article 39 of the Company’s Articles of Association, which stipulate that the board of directors shall arrange for preparation of the balance sheet, profit and loss statements as of the end of the accounting period of the Company, and shall submit the same to the shareholders meeting at the Annual General Meeting to consider approving the balance sheet, profit and loss statements for the year ended 31 December 2020 as shown in the 2020 annual report ([Enclosure 2](#)), which have been audited by the Certified Public Account and had already been distributed to the shareholders as attached hereto.

The past balance sheets, profit and loss statements record is as below:

Items	Year 2020	Year 2019
Total Assets (Million Baht)	112,632	108,336
Total Liabilities (Million Baht)	73,435	76,461
Total Shareholders' Equity (Million Baht)	39,197	31,875
Total Revenue (Million Baht)	34,707	26,291
Net Profit (Million Baht)	1,673	2,392
Earnings per Share (Baht)	0.11	0.17
Book Value per Share (Baht)	2.64	2.24

Opinion of the Board

The Meeting should approve the balance sheets, profit and loss statements for the year ended 31 December 2020 which have been audited by the Certified Public Account.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the voting rights of shareholders who attend and have the right to vote in the meeting.

Agenda 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 2020 to 31 December 2020.**Background Information and Reason**

Under Section 116 of the Public Limited Companies Act B.E. 2535, and Article 42 of the Company's Article of Association, the Company shall have to allocate not less than 5 percent of the annual net profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10 percent of the registered capital.

Dividend Payment Policy

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.

Dividend Payment for the Fiscal Year Ended 31 December 2020

The operational results in 2020 (from 1 January 2020 to 31 December 2020) shown that the Company had net profit only the part of Equity holders of the Company as appeared in the consolidated financial statement of the Company for the period ending 31 December 2020 of 1,673 Million Baht, and had no accumulated loss. Thus, the Company may consider paying out dividend to the shareholders pursuant to the Section 115 of the Public Limited Companies Act B.E. 2535, and Article 41 of the Company's Article of Association. The Company has resolved to approve the interim dividend omission from the operating results of the first six-month period of the year 2020 since the Company has to preserve its cash flow to support the potential impact in regard to the outbreak of the new Coronavirus disease (COVID-19). Therefore, the Company paid the annual dividend payment to the shareholders at the rate of 0.04 Baht (Four Stang) per share from the net profit in the consolidated financial statements of the Company, which is in line with the Company's dividend payment policy as mentioned above. The Company has already set aside funds for the legal reserve in the amount of 83.65 Million Baht (equivalent to 5 percent of the annual net profit as required by law), providing that the said legal reserved fund is allocated from the net profit in the consolidated financial statements of the Company.

The past payment record is as below:

Details of Dividend Payment	Year 2020 (Proposed year)	Year 2019
1. Net profit (consolidated financial statements)	1,673.1 Million Baht	2,392.4 Million Baht
2. Net profit after deduction of legal reserve	1,589.4 Million Baht	2,337.7 Million Baht
3. Number of Share	- the interim dividend omission	- 1 st interim dividend : 14,142.7 million shares* (excluding the repurchased shares in the number of 720.0 million shares)
	- the annual dividend : 14,862.7 million shares	- 2 nd interim dividend : 14,142.7 million shares* (excluding the repurchased shares in the number of 720.0 million shares)
4. Dividend paid per share	0.04 Baht per share	0.08 Baht per share
	- the interim dividend omission	- 1 st interim dividend : 0.02 Baht per share
	- the annual dividend : 0.04 Baht per share	- 2 nd interim dividend : 0.06 Baht per share
5. Amount of dividend payment	- the interim dividend : -none-	- 1 st interim dividend : 282.8 Million Baht
	- the annual dividend : 594.5 Million Baht	- 2 nd interim dividend : 848.5 Million Baht
Total dividend payment	594.5 Million Baht	1,131.3 Million Baht
6. Dividend Payout Ratio for the whole year per net profit (based on consolidated financial statements) after deduction of all reserves as required	37.4%	48.4%

Opinion of the Board

The Meeting should approve the appropriation of annual net profit as legal reserves and the annual dividend payment as follows:

(1) Allocation of the net profit from 2020 operating results in the amount of 83.65 Million Baht for the legal reserves, providing that the said legal reserves fund was allocated from the net profit in the consolidated financial statements.

(2) To pay dividend from 2020 operating results to the ordinary shareholders at the rate of 0.04 Baht (Four Stang) per share, making the total dividend payment of 594.5 Million Baht to the shareholders, which was 37.4 percent of the 2020 net profit, by setting the record date on 16 March 2021 to determine the list of shareholders who have the right to receive dividend. The approved dividend will be paid to the shareholders on 20 May 2021.

The Board of Directors deemed the above payout ratio as appropriate, being in line with the Company's dividend payment policy.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the voting rights of shareholders who attend and have the right to vote in the meeting.

Agenda 5. To consider and elect the directors in replacement of those retiring by rotation.

Background Information and Reason

According to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 16 of the Company's Articles of Association, one-third of the directors must retire from office at the Annual General Meeting of Shareholders. At present, the Company had twelve directors in total, therefore, there are four directors who have to retire by rotation this year. In this regard, 1 out of 4 directors who are due to retire by rotation are qualified as the independent director as prescribed in the definition of the independent director of the Company in which conforms with the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, is as detailed in ([Enclosure 5](#)) as attached hereto. The 4 directors who are due to retire by rotation are as follows:

- | | |
|---------------------------------|------------------------|
| 1) Mr. Vichaya Chatikavanij | - Director |
| 2) Mr. Thongchai Jira-alongkorn | - Director |
| 3) Mr. Supanit Chaiyawat | - Independent Director |
| 4) Mr. Uthai Uthaisangsuk | - Director |

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, the Company provides opportunities for the shareholders the rights to propose qualified candidate to be nominated as the Company's director by announcing the criteria of such proposal on the Company's website during 1 December 2020 to 31 January 2021. For this meeting, there is no director nominee proposed by the shareholders.

Opinion of the Nomination and Compensation Committee

The Nomination and Compensation Committee undertook nomination procedures by considering the board composition and skill matrix together with the appropriateness of qualifications regarding knowledge, capability and experience of the four retired directors. It is of the view that the candidates hold the knowledgeable, expertise and experience, have adequately devoting their time and effort in performing the duties and being the leadership with full qualification required under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and other regulatory agencies. They have also never been an employee or partner of the external audit office appointed by the Company within the past 2 years. Therefore, the Nomination and Compensation Committee (by the members of the Nomination and Compensation Committee having no conflict of interest) has proposed to the Board of Directors that the four directors who have to retire by rotation should be re-elected to continue their office.

Opinion of the Board

The Board (exclusive of those with vested interests on this matter) has carefully considered and thoroughly screened in compliance with criteria and procedures and deems it appropriate to propose for approval at the the meeting of shareholders to re-elect the 4 directors who have to retire by rotation this year, namely Mr. Vichaya Chatikavanij, Mr. Thongchai Jira-alongkorn, Mr. Supanit Chaiyawat and Mr. Uthai Uthaisangsuk to retain office for another term.

The details of which are appeared in the name list and biography of directors to be elected as directors to replace those retiring by rotation, ([Enclosure 6](#)) as attached hereto.

In this regard, The Board of Directors deemed that the independent director, Mr. Supanit Chaiyawat, candidates also being capable of expressing their opinion independently in accordance with the relevant guidelines. Further, their ability, experience and skills could promote and be well support to the Company.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 6. To consider and approve the remuneration for the year 2021 to the Board of Directors and the Sub-Committees.

Background Information and Reason

The Board of Directors has considered the remuneration to the directors and the member of sub-committees as recommended by the Nomination and Compensation Committee of the Company which is in alignment with the directors’ remuneration of comparable real estate as well as the appropriate for the scope of duties and responsibilities of the Board of Directors and the Audit Committee, it is proposed to determine the remuneration for the year 2021 to the Board of Directors, and Sub-Committee as follows:

The remuneration to the Board of Directors

(1) Monetary Remuneration

(1.1) Fixed Remuneration

The meeting allowance (at the same rate paid in year 2020), 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.

The past payment record for the remuneration is as below:

Meeting Allowance	Year 2021 (Proposed year)	Year 2020
Chairman of the Board	20,000 Baht / meeting	20,000 Baht / meeting
Directors	20,000 Baht / person / meeting	20,000 Baht / person / meeting

(1.2) Special Remuneration to non-executive directors

The Board of Directors by the recommendation of the Managements considered and had an opinion that, besides the contribution to the steady growth of the Company in the past several years from its Managements and employees, the non-executive directors also played an important role in creating the said growth. Therefore, it should propose at the meeting of shareholders to consider and determine the special remuneration for the year 2021 to seven non-executive directors with the total amount of 2.1 Million Baht.

The past payment record for the remuneration is as below:

Special Remuneration to non-executive directors	Year 2021 (Proposed year)	Year 2020
Mr. Jesadavat Priebjrivat	300,000 Baht	700,000 Baht
Mr. Thongchai Jira-alongkorn	300,000 Baht	700,000 Baht
Mr. Porntat Amatavivadhana	300,000 Baht	700,000 Baht
Mr. Supanit Chaiyawat	300,000 Baht	700,000 Baht
Mr. Kittichai Raktakanit	300,000 Baht	700,000 Baht
Mr. Vichaya Chatikavanij	300,000 Baht	700,000 Baht
Mr. Weeranant Chuensuwan	300,000 Baht	-none-

(2) Others Benefits

Others Benefits	Year 2021 (Proposed year)	Year 2020
Chairman of the Board	-	-
Directors	-	-

The remuneration to the Sub-Committee shall be paid as follow;

- (1) The remuneration to the Audit Committee
It shall be in form of monthly remuneration (at the same rate paid in year 2020).
- (2) The remuneration to the other Sub-Committees
It shall be paid in form of meeting allowance (at the same rate paid in year 2020).

The past payment record for the remuneration is as below:

Positon	Type of remuneration	Year 2021 (Proposed year)	Year 2020
Chairman of the Audit Committee	monthly remuneration	50,000 Baht / meeting	50,000 Baht / meeting
Member of the Audit Committee	monthly remuneration	30,000 Baht / person / meeting	30,000 Baht / person / meeting
Chairman of the Nomination and Compensation Committee	meeting allowance	20,000 Baht / meeting	20,000 Baht / meeting
Member of the Nomination and Compensation Committee	meeting allowance	20,000 Baht / person / meeting	20,000 Baht / person / meeting
Chairman of the Risk Management Committee	meeting allowance	20,000 Baht / meeting	20,000 Baht / meeting
Member of the Risk Management Committee	meeting allowance	20,000 Baht / person / meeting	20,000 Baht / person / meeting
Chairman of the Corporate Governance Committee	meeting allowance	20,000 Baht / meeting	20,000 Baht / meeting
Member of the Corporate Governance Committee	meeting allowance	20,000 Baht / person / meeting	20,000 Baht / person / meeting
Chairman of the CSR Committee	meeting allowance	20,000 Baht / meeting	20,000 Baht / meeting
Member of the CSR Committee	meeting allowance	20,000 Baht / person / meeting	20,000 Baht / person / meeting

Remark : The Company has considered not to set the remuneration for the Investment Committee and the Executive Committee.

The Sub-Committee of the Company has the scope of duties and responsibilities as appeared in the [Enclosure 7](#) attached hereto.

In year 2020, the total remuneration of the Board of Directors was 7.18 Million Baht, the total remuneration of the Audit Committee was 1.41 Million Baht, the total remuneration of the Nomination and Compensation Committee was 240,000 Baht, the total remuneration of the Risk Management Committee was 300,000 Baht, the total remuneration of the Corporate Governance Committee was 240,000 Baht, and the total remuneration of the CSR Committee was 180,000 Baht, details of the remuneration of each director are as shown in the 2020 annual report ([Enclosure 2](#)).

Opinion of the Board

The Meeting should approve the remuneration to the Board of Directors and the Sub-Committee of the Company as per details above which recommended by the Nomination and Compensation Committee.

Voting

Pursuant to the law, this matter requires affirmative resolution of not less than two-thirds of the total number of votes of shareholders attending the meeting.

Agenda 7. To consider and appoint the auditor and fix the auditing fee for the year 2021.

Background Information and Reason

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 and the Article 36 of the Company's Articles of Association which state that every Annual General Meeting of Shareholders shall appoint auditor and fix the auditing fee. Therefore, it is necessary to appoint the auditor for the fiscal year ending 31 December 2021 and fix their auditing fee.

The Board of Directors has considered as proposed by the Audit Committee, it is considered appropriate for the meeting of shareholders to appoint EY Office Limited as the Company's auditor for the fiscal year ending 31 December 2021, considering that they are qualified under the regulations of the Office of Securities Exchange Commission, having expertise in auditing, and have shown satisfactory performance. The past payment record for the auditing fee is as below:

Name of auditors	CPA Registration Number	Years of auditing for the Company
1. Miss Rungnapa Lertsuwankul	3516	Signed as the Company's auditor in the Company's audited financial statements for the fiscal year 2015 and 2017
2. Mrs. Gingkarn Atsawarangsalit	4496	Never signed the Company's audited financial statements
3. Miss Pimjai Manitkajohnkit	4521	Signed as the Company's auditor in the Company's audited financial statements for the fiscal year 2018 - 2020
4. Ms. Rosaporn Decharkom	5659	Never signed the Company's audited financial statements

Any one of the above-mentioned auditors shall be authorized to audit, perform and set his/her signature in its audit report. The auditing fee was set at 2.5 Million Baht. This amount excludes the non-audit fee, which the Company will pay based on the actual amount, the details of which are as follows:

The remuneration of the auditor	Year 2021 (Proposed year)	Year 2020
Audit Fee	2.5 Million Baht	2.5 Million Baht
Other service fees (Non-audit fee)	None	None

Moreover, EY Office Limited is also the auditor of the Company's subsidiaries. EY Office Limited and the auditors proposed as auditor of the Company and its subsidiary companies have no relationship or any interest with the Company or its subsidiary companies, Managements, Major Shareholders or related persons, which may have an impact on performing task independently.

Opinion of the Board

The Meeting should appoint Miss Rungnapa Lertsuwankul, holder of auditor's license No. 3516 or Mrs. Gingkarn Atsawarangsalit, holder of auditor's license No. 4496 or Miss Pimjai Manitkajohnkit, holder of auditor's license No. 4521 or Miss 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 2021, by fixing the auditing fee in the amount of 2.5 Million Baht according to the proposal which had been appropriately recommended by the Audit Committee.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 8. To consider and approve the decrease of the registered capital of the Company, which will be made from the existing registered capital of 21,146,125,722.40 Baht to be the new registered capital of 20,343,625,722.40 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.

Background Information and Reason

The Company shall cancel its registered but un-issued share, totaling 750,000,000 shares, the detail of which are as follows:

- (1) to cancel the 300,000,000 shares being reserved for the exercise of the right under the warrant ESOP # 7 which were expired since 31 August 2020.
- (2) to cancel the 450,000,000 remain shares which are the exceeding shares reserved for the exercise of the right under the warrants to be issued and offered for a private placement.

It was necessary for the Company to propose the Meeting of Shareholders to approve the decrease of the registered capital of the Company, which will be made from the existing registered capital of 21,146,125,722.40 Baht to be the new registered capital of 20,343,625,722.40 Baht by canceling its registered but un-issued share, totaling 750,000,000 shares. Such decrease of the registered capital will not affect the shareholders since it is the reduction of authorized but unissued shares, and there is no payment from such capital reduction to the shareholders. As a consequence, it was necessary for the Company to propose the Meeting of Shareholders to approve the amendment to Clause 4 of the Memorandum of Association of the Company to be conformed to the decrease of the registered capital.

Opinion of the Board

The Meeting should approve the decrease of the registered capital of the Company, which will be made from the existing registered capital of 21,146,125,722.40 Baht to be the new registered capital of 20,343,625,722.40 Baht by canceling its registered but un-issued share, totaling 750,000,000 shares 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. This process is deemed appropriate and does not affect the company and its shareholders. The details of which are as follows:

“Clause 4. The registered capital of	20,343,625,722.40	Baht
Divided into	19,012,734,320	shares
With the par value of	1.07	Baht each
Shares are classified into:-		
Ordinary Shares of	19,012,734,320	shares
Preference Shares	-	shares”

Voting

Pursuant to the law, this matter requires affirmative resolution with the affirmative vote of not less than three quarters of the voting rights of shareholders who attend and have the right to vote in the meeting.

Agenda 9. To consider and approve the extension of the allocation of the Company's newly issued ordinary shares in General Mandate under the conditions for such allocation of the newly issued ordinary shares which approved by the 2020 Annual General Meeting of Shareholders on 24 July 2020

Background Information and Reason

The Annual General Meeting of Shareholders No. 25/2020 held on 24 July 2020 had approved up to 1,400 million newly issued ordinary shares of the Company will be allotted with the par value of Baht 1.07 (or approximately 9 percent of the Company's paid-up capital as of the date of the resolution by the Company's Board of Directors Meeting to increase the capital in general mandate) through a private placement, partially or wholly, at once or in session.

However, such allocation of newly issued ordinary shares in General Mandate will be due on the date of the 2021 Annual General Meeting of Shareholders. Therefore, the Board of Director has resolved to propose for approval at the 2021 Annual General Meeting of Shareholders for the extension of the allocation of the Company's newly issued ordinary shares in General Mandate under the conditions for such allocation of the newly issued ordinary shares which approved by the 2020 Annual General Meeting of Shareholders on 24 July 2020 in all respects. The details of the capital increase are as follows: (detail are shown in the capital increase report form (F53-4) ([Enclosure 9](#))).

- Up to 1,400 million newly issued ordinary shares of the Company will be allotted with the par value of Baht 1.07 (or approximately 9 percent of the Company's paid-up capital as of the date of the resolution by the Company's Board of Directors Meeting to increase the capital in general mandate through a private placement, partially or wholly, at once or in session. Persons to be allotted the ordinary shares in general mandate through the private placement must not be connected persons under Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions, dated 31 August 2008 (and as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003), dated 19 November 2003 (and as amended). These investors must be in a stable financial situation, have true potential to invest in the Company, and have knowledge, ability, experience, and potential that will be beneficial for, or support, the Company's operations. This offering of the ordinary shares in general mandate through the private placement is not an offering of newly-issued shares for sale at a price lower than 90 percent of the market price. Market price means the weighted average price of ordinary shares of the Company on the SET at least over the previous 7, but no more than 15, consecutive business days before the date the offering price is determined. The date of the determination of the offering price must be no more than 3 business days before the first date of offering the shares to investors.

Authorized directors, or persons designated by authorized directors will be appointed and authorized to (a) determine other details necessary for, and regarding, the allotment of these ordinary shares of the Company as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws; (b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the allotment of these ordinary shares of the Company including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and listing the ordinary shares on the stock exchange; and (c) do anything necessary and relevant to ensure the successful allotment of the ordinary shares of the Company.

Opinion of the Board

The Meeting should approve the extension of the allocation of the Company's newly issued ordinary shares in General Mandate up to 1,400 million shares to be offered through a private placement with the par value of 1.07 Baht which will be due on the date of the 2021 Annual General Meeting of Shareholders. The conditions for such allocation of the newly issued ordinary shares will be in accordance with the approval of the 2020 Annual General Meeting of Shareholders held on 24 July 2020 in all respects

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 10. Other businesses (if any).

According to Section 105 of the Public Company Limited Act B.E. 2535, any shareholders of the Company may arise the additional agenda for consideration at a meeting of shareholders. However, they shall hold shares in aggregate amounting to not less than one-third of the total issued shares of the Company.

The Company will convene the Annual General Meeting of Shareholders No. 26/2021 via Electronic Means (E-AGM) on Friday 30 April 2021, at 14.00 hours, which will be live broadcast from Siri Campus Building, no. 59 Soi Rim Klong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110 pursuant on Electronic Meeting (E-AGM). All shareholders are cordially invited to attend the meeting via Electronic Means (E-AGM) In which shareholders must register to verify their identity (Shareholders attend the Meeting) or show your intention in case you wish to appoint a proxy and attach relevant documents and evidences **within 23 April 2021**. Once the Company has verified the list of shareholders according to the last Record date, the Company will then send back the username (Username) and the user code (Password) along with Weblink to log in to E-Meeting system to email that sent to the Company.

The Company recommends Shareholders and/or Proxy holder to study registration procedure and submit all relevant document that require to identity proofing, together with study vote casting procedures as detailed in [Enclosure 4](#)

The shareholders who cannot be present at the meeting, may appoint other person or an independent director of the Company to be the proxy, whose names and details as shown in the [Enclosure 8](#) so as to present and vote for you. The Company hereby encloses a proxy Form B as shown in the [Enclosure 10](#), which clearly specifies certain items and authority to be delegated to the proxy. Please fill out the box in front of the name of the person you wish to appoint as your proxy to attend the meeting and vote on your behalf, and sign your name in the proxy from. Alternatively, there are Proxy Form A, a general and simple proxy from, and Proxy Form C, applicable to foreign shareholders, with appointment of a custodian in Thailand. You may download proxy form either Proxy Form A. or Proxy Form B. or Proxy Form C. on the Company website at www.sansiri.com.

Link Or Scan QR Code for Registration

To receive the username and password along with the Weblink to log in the E-Meeting system.

<https://agm1.quidlab.com/registration/>



On the date of the Annual General Meeting of Shareholders No. 26/2021 via Electronic Means (E-Meeting), the Company will allow shareholders to register their attendance in the E-Meeting from 11.00 hours. In which shareholders can log in to E-Meeting system via weblink and fill the username (Username) and the user code (Password)



Should shareholders have any questions concerning the agenda items that may require clarification from our directors and management at the meeting, please submit your questions in advance now until 26 April 2021 to the email address CompanySecretary@sansiri.com as stated in [Enclosure 12](#).

Yours sincerely,
Sansiri Public Company Limited

A handwritten signature in black ink, appearing to be "Apichart Chutrakul".

(Mr. Apichart Chutrakul)
Chairman of the Board

Remarks:

1. The Company has published the invitation letter in Thai and English version together with the Proxy Form A. or Proxy Form B. or Proxy Form C. on the Company's website in which the shareholders can download at www.sansiri.com

2. If you face any technical difficulties about the registration to receive the username (Username) and the user code (Password) along with Weblink to log in to E-Meeting system at link <https://agm1.quidlab.com/registration/> you can get in touch Quidlab Co., Ltd. At via telephone on +66(0)-2-013-4322 or +66(0)-800-087-616, via email : info@quidlab.com.