

**Giving a Proxy in the Shareholders' Annual General Meeting 2011**

As the company has set a date for the Shareholders' Annual General Meeting 2011 to be held on Wednesday 27<sup>th</sup> April 2011 at 10.00 a.m. at Rachavipa Room, Chaophya Park Hotel 247 Ratchadaphisek Road, Din Daeng District, Bangkok 10400, to consider the meeting agendas as details stated in the Notice of Shareholders' Annual General Meeting 2011.

The company wishes to invite shareholders to participate in the meeting on the above-mentioned date and time. If you are unable to attend the meeting you can give a proxy to other person or any other persons as follows:

1. Mr. Kamol Dhammanichanont, 72 years, Audit Committee and Independent Director

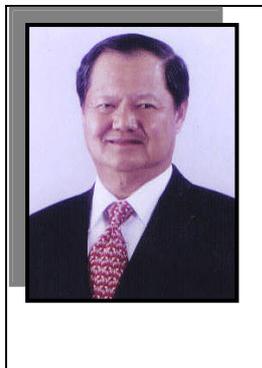
Address : 21/60 Soi Ladprao 15, Jomphol Sub-district, Jatujak District, Bangkok.

to attend the meeting and vote on behalf of you. The above Director does not have interest for the meeting except on the agenda to consider paying the Directors' remuneration.

In this connection, the company has prepared the Letter of Proxy Form B which states the items to give a proxy in details. Please fill in the details of the person you wish to give a proxy to attend the meeting and vote on behalf of you and with your signature affixed on it. You may state your wish to vote in each agenda to agree, disagree or drop the vote in accordance with your decision. Moreover, the company has also sent herewith the Letter of Proxy Form A, a general form which is not complicated and Letter of Proxy Form C, a form to be used in case that the shareholder is a foreign investor who has appointed a custodian in Thailand to take care of the shares. These forms can be downloaded from our website [www.senadevelopment.com](http://www.senadevelopment.com) In case that you give a proxy to any of the above Directors to attend the meeting and to vote on behalf of you, please return the Letter of Proxy to the company within 3 days in order to reach the company prior to the date of meeting.

**CV of Independent Director (The Proxy of shareholder)**

**Senadevelopment (Public) Co., Ltd.**



**Name** : Mr. Kamol Dhammanichanont  
**Position** : Audit Committee and Independent Director  
**Age** : 72 years  
**Nationality** : Thai  
**Address** : 21/60 Soi Ladprao 15, Jomphol Sub-district,  
Jatujak District, Bangkok

**Education:**

- Bachelor's Degree of Accounting, Thammasat Univeristy
- Bachelor's Degree of Commerce, Thammasat University

**Training Course for Director:**

Director Accreditation Program (DAP) Class 26/2004, Thai Institute of Directors  
Audit Committee Program (ACP) Class 3/2004, Thai Institute of Directors

**Relationship with Directors** : Nil  
**Proportion of shares** : Nil  
**Period of holding the position of Director** : 4 years 3 months  
**Holding position of Directors/Administrator in other business:**

Registered company		Other business (Non-registered company)	Holding a position in a competitive business/related to the company's business.
Amount	Director/Administrator		
	- Nil -	- Nil -	- Nil -

**Work Experience:**

2005-present : Audit Committee and Independent Director,  
Sena Development PCL.  
2004-present : Audit Committee  
Single Point Parts (Thailand) PCL.  
2000-2004 : Finance and Accounting Advisor  
Hospital Network Co., Ltd.

**Meeting attended in year 2010** : Board of Directors Meeting 5 times,  
Board of Audit Committee 4 times

**Direct or indirect interest in any business affairs in which the company or subsidiary companies is a party.**

- Nil -

**Qualifications of Independent Director**

The principles for the appointment of Independent Director of the company are of the same definition for Independent Director as given by the Stock Exchange of Thailand consisting of qualifications as follows:

1. Hold the share not more than 1 percent of the total number shares of the company, associated company, joint-venture or the juristic person which may be in conflict which is entitled to vote. This includes the holding of shares of the related person to the Independent Director.
2. Does not be or used to be a Director involved in administration, staff, employee, advisor who receive regular salary or who is empowered to control the company, associated company, joint-venture or juristic person which may be in conflict except the one who has been discharged from the above circumstances for not less than 2 years before the date being appointed.
3. Does not be a person of blood relative or registering by law such as, father, mother, spouse, brother, sister, children including spouse of children of the administrator, main shareholder who can take control over the person who is proposed to be the administrator or the company or associated company.
4. Does not have or used to have business relation with the company, associated company, joint-venture or juristic person in conflict in the way that might obstruct his/her good judgment as well as does not be or used to be the main shareholder, Director other than the Independent Directors or administrator of the person who is related to the business of the company, associated company, joint-venture or juristic person in conflict except the one who has been discharged from the above circumstances for not less than 2 years before the date being appointed.  
The business relation as in para 1 includes the business normal practice with regard to rent or rent of immovable property, asset or service related business or giving or taking financial assistance by borrowing or loaning, guaranteeing, using asset to guarantee liability as well as other practice of the same manner which result in the burden of debt to the company or the party at 3 percent of the total asset or from 20 million baht onward. Calculation of the debt burden shall follow the calculation method of the relevant particulars as announced by the Board of Directors of the Stock Exchange of Thailand in regard to the information disclosure and implementation of registered company on the relevant particulars. The burden of debt, however, will be considered the debt occurred within the period of 1 year before the business relation with the same person take place.
5. Does not be or used to be the auditor of a company, associated company, joint-venture or juristic person of which may be in conflict and not the main shareholder, Director other than the Independent Director, Administrator or partner of an auditing firm where the auditor of which is affiliated with except the one who has been discharged from the above circumstances for not less than 2 years before the date being appointed.
6. Does not be or used to be the service provider of any professions including law advising or financial advising service or be an asset assessor who receives the service fees of more than 2 million baht a year from the company, associated company, joint-venture or juristic person which may be in conflict. In case that the service provider is a juristic person, the status of being main shareholder, Director other than the Independent Director, administrator or partner are to be considered except the one who has been discharged from the above circumstances for not less than 2 years before the date being appointed.

7. Does not be the Director who has been appointed as the representative of the Director of company, main shareholder, or shareholder who is related to the main shareholder of the company.
8. Be able to disclose freely with regard to his/her implementation toward the company.
9. Independent Director with qualifications of item 1-8 may be authorized by the Board of Director to make decision in administrating the company, associated company, joint-venture or juristic person which may be conflict by way of the collective decision.