

No. SN/SET/IR 2019.00166

## 26 April 2019

Re: Notification of the Resolutions of the Annual General Meeting of Shareholdersfor the Year 2019

To: The President

The Stock Exchange of Thailand

Sena Development Public Company Limited ("Company") would like to notify of the resolutions of the Annual General Meeting of Shareholders for the Year 2019, held on 26 April 2019. At the commencement of the Meeting, there were 94 shareholders attending in person and by proxy, holding a total of 835,968,086 shares, or 58.83% of the Company's shares which have been sold. The significant resolutions considered can be summarized as follows:

Approved the Minutes of the Minutes of the Annual General Meeting of Shareholders for the Year

The Meetingapproved the resolution, by the majority vote of the total shareholders who attended the Meetingand eligible to vote, consisting of the following:

Total	852,021,730	votes	representing	100.00	%
Voided	0	votes	representing	0.00	%
Abstain	761,753	votes	representing	0.09	%
Disagree	0	votes	representing	0.00	%
Agree	851,259,977	votes	representing	99.91	%

Remark For this agenda, there were additional 17 shareholders holding together 16,053,644 shares present from the commencement of the Meeting.

2. Acknowledged the Board of Director's report of the Company's performance for the year 2018

<u>Remark</u> For this agenda, there were additional 20 shareholders holding together 1,630,312 shares present from the previous agenda.



3. Approved the Financial Statement for the year 2018 ended 31 December 2018

The Meetingapproved the resolution, by the majority vote of the total shareholders who attended the Meeting and eligible to vote, consisting of the following:

Disagree Abstain	0 1,742,172	votes votes	representing representing	0.00	%
Voided	0	votes	representing	0.00	%
Total	853,678,260	votes	representing	100.00	%

Remark For this agenda, there were additional 4 shareholders holding together 26,218 shares present from the previous agenda.

4. Approved the appropriation of net profit in the amount of THB 20,367,332.00 as legal reserve according to the law and approved payment of dividendsfor the performance of the accounting period January 1, 2018 - December 31, 2018 in the approximate amount of Baht 384,051,888.40 or Baht 0.270310 per share. The proposed dividend consists of profit derived from the Company's business, not promoted by the Board of Investment in the approximate amount of Baht 384,051,888.40. As the Company had paid interim dividends in the total amount of Baht 155,924,872.77 or Baht 0.109757 per share, according to the resolution of the Board of Directors' Meeting No.6/2018 which was held on 14 August 2018. Therefore, the remaining dividend to be paid for the performance of the year 2018 is in the approximate amount of Baht 228,127,367.71, or Baht 0.160553 per share, as detailed below;

The revenue received from dividends shall be subject to withholding tax at the rate stipulated by law. The Company has scheduled the record date on 8 May 2019, to determine the shareholders entitled to receive the dividend. The payment of dividends shall be made to shareholders within 24 May 2019.

The Meetingapproved the resolution, by the majority vote of the total shareholders who attended the Meeting and eligible to vote, consisting of the following:

Agree	853,102,541	votes	representing	99.91	%
Disagree	331	votes	representing	0.00	%
Abstain	761,758	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	853,864,630	votes	representing	100.00	%



Remark For this agenda, there were additional 7 shareholders holding together 186,370 shares present from the previous agenda.

5. Approved the re-appointment of Mr. Vichien Ratanabirabongsa, Police General Achirawit Supanpesach, Mr. Summa Kitsin, and Mrs.Weraporn Chaisiriyasawat, who will retire by rotation, as directors for another term.

The Meetingapproved the resolution, by the majority vote of the total shareholders who attended the Meeting and eligible to vote, consisting of the following:

(1) Mr. Vichien Ratanabirabongsa to be re-elected for another term as Director/ Independent Director

Agree	853,238,616	votes	representing	99.91	%
Disagree	158	votes	representing	0.00	%
Abstain	803,066	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,041,840	votes	representing	100.00	%

Remark For this agenda, there were additional 6 shareholders holding together 177,210 shares present from the previous agenda.

(2) Police General Achirawit Supanpesach to be re-elected for another term as Director/ Independent Director

Agree	853,238,774	votes	representing	99.91	%
Disagree	1,000	votes	representing	0.00	%
Abstain	802,066	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,041,840	votes	representing	100.00	%

(3) Mr. Summa Kitsin to be re-elected for another term as Director/ Independent Director



Agree	853,239,774	votes	representing	99.91	%
Disagree	0	votes	representing	0.00	%
Abstain	802,066	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,041,840	votes	representing	100.00	%

(4) Mrs. Weraporn Chaisiriyasawat to be re-elected for another term as Director

Agree	853,239,774	votes	representing	99.91	%
Disagree	0	votes	representing	0.00	%
Abstain	802,066	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,041,840	votes	representing	100.00	%

6. Approved the remuneration for directors and audit committee for year 2019in the amount not exceeding Baht 3,880,000, as follows:

Meeting Allowance	Baht/ Person/ Mee	eting Attendance
Remuneration of the Directors		
Chairman of the Board of Directors	60,000	Baht
Independent Directors	40,000	Baht
Directors	10,000	Baht
Remuneration of the Audit Committee		
Chairman of the Audit Committee	40,000	Baht
Audit Committee Member	20,000	Baht
Remuneration of the Nomination and Remuneration		
Committee		
Chairman of the Nomination and Remuneration Committee	20,000	Baht
Nomination and Remuneration Committee Member	10,000	Baht
Remuneration of the Risk Management Committee		
Chairman of theRisk Management Committee	20,000	Baht
Risk Management Committee Member	10,000	Baht
Remuneration of the Corporate Governance Committee		
Chairman of the Corporate Governance Committee	20,000	Baht
Corporate Governance Committee Member	10,000	Baht



The Meetingapproved the resolution, by not less than two-thirds of the total shareholders who attended the Meeting, consisting of the following:

Agree	853,958,771	votes	representing	99.91	%
Disagree	0	votes	representing	0.00	%
Abstain	803,069	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,761,840	votes	representing	100.00	%

Remark For this agenda, there was additional 1 shareholder holding 720,000 shares present from the previous agenda.

7. Approved the appointment of Mr. Jadesada Hungsapruek, CPA Registration No. 3759 ,and/or Mr. Jirote Siriroroj, CPA Registration No. 5113, and/or Miss Kannika Wibhanurat, CPA Registration No.7305 from Karin Audit Co., Ltd., as auditors of the Company for the year 2019, and fix the audit fee for the 2019 fiscal year in the total amount of Baht 2,080,000.

The Meetingapproved the resolution, by the majorityvote of the total shareholders who attended the Meeting and eligible to vote, consisting of the following:

Agree	853,987,629	votes	representing	99.91	%
Disagree	0	votes	representing	0.00	%
Abstain	774,211	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,761,840	votes	representing	100.00	%

8. Approved the amendment to Article 22, 23, 24 and Article 30(Gor) of the Company's Articles of Association by cancelling the current wordings and using the proposed wordings as follows:

	No.	Current Articles of Association	Amendment of the Articles of Association
Ī	22	Meetings of the Board of Directors may	Meetings of the Board of Directors may be held at any
		be held at any place within the area	place within the area that head office or the Company
		that head office or the Company	situated or has been decided by Chairperson or the
		situated or has been decided by	person assigned
		Chairperson or the person assigned.	However, in case that the Chairperson or the person



		assigned considered appropriate, the attendance at
		meetings via Electronic communications of the Company
		directors is permitted.
23	In case of convening the Meetings of	In case of convening the Meetings of the Board of
	the Board of Directors the Chairperson	Directors whichever by presenting in person or via
	or the person assigned is required to	Electronic communications, the Chairperson or the person
	deliver the appointment letter to the	assigned is required to deliver the appointment letter to
	directors not less than 7 days prior to	the directors not less than 7 days prior to the date of the
	the date of the meeting. The exemption	meeting. The exemption is made to cases of necessity
	is made to cases of necessity and	and urgency to preserve the right or benefit of the
	urgency to preserve the right or benefit	Company. The notification of the appointment of the
	of the Company. The notification of the	meeting by other methods and designation on earlier date
	appointment of the meeting by other	of the meeting may be made. However, in case that the
	methods and designation on earlier	convening of the Meetings of the Board of Directors is
	date of the meeting may be made.	conducting through Electronic communications, the
		notification of the appointment of the meeting is allowed to
		deliver via e-mails.
24	The quorum of the meeting of the	The quorum of each meeting of the Board of Directors
	Board of Directors shall consist of	whichever by presenting in person or via Electronic
	directors not less than half of total	communications shall consist of directors not less than
	amount of directors.	half of total amount of directors.
	The Chairperson shall be appointed as	The Chairperson shall be appointed as the Chairperson of
	the Chairperson of the meeting. In	the meeting. In case the Chairperson of the Board is not
	case the Chairperson of the Board is	available in the meeting or is unable to perform his duty, if
	not available in the meeting or is	there incurs a Vice-Chairperson of the Board he/she is
	unable to perform his duty, if there	required to become a Chairperson. If the Vice-
	incurs a Vice-Chairperson of the Board	Chairperson is not available or available but he/she is
	he/she is required to become a	unable to perform his duty, the directors present in the
	Chairperson. If the Vice-Chairperson is	meeting are required to select one director to become the
	not available or available but he/she is	Chairperson of the meeting.
	unable to perform his duty, the	In case of the Electronic Meeting Board of Directors, the
	directors present in the meeting are	Meeting must be held in accordance with the Notification
	required to select one director to	of the Ministry of Information and Communication
	become the Chairperson of the	Technology Re: Standards for Electronic Conferencing



meeting.

Security or as proclaimed by other related authorities.

For the Directors who attended such Electronic Meeting
Board of Directors and conducted pursuant to the
standards of the Electronic Meeting are considered as a
quorum, and such Electronic Meeting can be executed
equivalent to the Board of Directors Meeting as identified
in applicable law and the Articles of Association.

30 (Gor) The shareholders holding altogether not less than one-fifth (1/5) of all issued shares or not less than 25 shareholders holding altogether not less than one-tenth of all issued shares may make a requisition in writing to the Board of Directors to summon an extraordinary general shareholders' meeting by clearly specifying therein a reason for such requisition. The Board must summon an extraordinary general shareholders' meeting within 1 month from the date the shareholders' request is received.

The shareholder or the shareholders holding altogether not less than one-tenth (1/10) of all issued of all issued shares may make a requisition in writing to the Board of Directors to summon an extraordinary general shareholders' meeting by clearly specifying therein a subject andreason for such requisition. The Board must summon an extraordinary general shareholders' meeting within forty-five (45) days from the date the shareholders' request is received.

In case that the Board of Directors are not arranged the meeting within the period specified in clause 1, the requisite shareholders or the shareholders holding altogether to the amount as identified are eligible to summon a meeting within forty-five (45) days from the date specified in clause 2. This case shall be considered as the shareholders' meeting summoned by the Board of Directors, any cost incurred in accordance to such Meeting shall be borne by the Company in a proper manner.

In case that the shareholders' meeting summoned by the shareholders in clause 2 is not constituting a quorum, any cost incurred in accordance to such shareholders' meeting shall be borne by the aforementioned shareholders in clause 2 and compensate to the Company.



Also, the Meeting approved the delegation of authorities to the Company's authorized directors or the person(s) entrusted by him to be authorized to modify, add and amend the wordings in such Articles of Association, as it deems necessary and appropriate, in order to be in compliance with the order of the public limited company's registrar for the purpose of registration of the Articles of Association with the Ministry of Commerce.

The Meetingapproved the resolution by not less than three-fourths of the total shareholders who attended the Meeting and eligible to vote, consisting of the following:

Agree	853,999,082	votes	representing	99.91	%
Disagree	0	votes	representing	0.00	%
Abstain	762,758	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,761,840	votes	representing	100.00	%

- 9. Approved the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 11 (SENA-WK)with no consideration. The details are as follows:
  - Warrants to purchase ordinary sharesNo. 11 (SENA-WK) not exceeding 3,050,000 units with a par value of Baht 1 per share. The term of warrants is 3 years from the date of issuance and offering, by one time offer to 18executives and employees of the Company and/or its subsidiaries where the executives and employees who receive more than 5% of SENA-WK issued are 7 persons, and no director receive more than 5% of SENA-WKissued.

Also, the Meeting approved to authorize the Board of Directors and/or the person(s) entrusted by the Board of Directors to perform as follows:

- a) To consider, make and change terms, conditions and other details with the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 11 (SENA-WK) as the law requires, and in non-material terms, such as the date, time and method of issuance and offering of warrants. How to exercise the rights under the warrant;
- b) To enter into negotiations, agree to sign documents and contracts associated;



- c) To sign the application form, application for waiver, and other necessary documents relating to the allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 11 (SENA-WK). This includes contacting and applying for permission or request for the waiver of such documents and evidences to government agencies or related agencies; and
- d) To perform any other actions necessary and relevant to the issuance and offering of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No.
   11 (SENA-WK) as appropriate.

In this regard, the shareholders' meeting approved the allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 11 (SENA-WK) are as follows:

(9.1) approved to allocate the warrants to purchase ordinary shares No. 11 (SENA-WK) to executives and employees of the Company and/or its subsidiaries. Each executive and employee is entitled to receive the allocated warrants not more than 5% of the total number of warrants.

The Meetingapproved the resolution, not less than three-fourths of shareholders who attended the Meeting and eligible to vote and not have more than 10% of the total votes of all shareholders present at Meeting objecting this issuance of warrants, consisting of the following:

Agree	840,981,342	votes	representing	98.39	%
Disagree	12,970,428	votes	representing	1.52	%
Abstain	810,070	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,761,840	votes	representing	100.00	%

(9.2) approved to allocate the warrants to purchase ordinary shares No. 11 (SENA-WK) to executives and employees of the Company and/or its subsidiaries for 7 persons. Each executive and employee is entitled to receive the allocated warrants more than 5% of the total number of warrants. Names and allocation details are stipulated below:

The Meetingapproved the resolution, by not less than three-fourths of the total shareholders who attended the Meetingand eligible to vote and not have more than 5% of the total votes of all shareholders present at Meeting objecting this issuance of warrants, consisting of the following:



(9.2.1) approved to allocate the warrants to purchase ordinary shares No. 11 (SENA-WK) in the amount of 200,000 units or equivalent to 6.6% of the total number of warrants issued in this occasion to Mr. Chaiyot Sae-jung.

Agree	841,182,358	votes	representing	98.41	%
Disagree	12,768,412	votes	representing	1.49	%
Abstain	811,070	votes	representing	0.09	%
Voided	0	votes	representing	0	%
Total	854,761,840	votes	representing	100.00	%

(9.2.2) approved to allocate the warrants to purchase ordinary shares No. 11 (SENA-WK) in the amount of 200,000 units or equivalent to 6.6% of the total number of warrants issued in this occasion to Ms. Pornpas Boonwong.

Agree	841,182,358	votes	representing	98.41	%
Disagree	12,768,412	votes	representing	1.49	%
Abstain	811,070	votes	representing	0.09	%
Voided	0	votes	representing	0	%
Total	854,761,840	votes	representing	100.00	%

(9.2.3) approved to allocate the warrants to purchase ordinary shares No. 11 (SENA-WK) in the amount of 200,000 units or equivalent to 6.6% of the total number of warrants issued in this occasion to Ms. Porradee Rattanarujikorn.

Agree	840,981,342	votes	representing	98.39	%
Disagree	12,969,428	votes	representing	1.52	%
Abstain	811,070	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,761,840	votes	representing	100.00	%

(9.2.4) approved to allocate the warrants to purchase ordinary shares No. 11 (SENA-WK) in the amount of 200,000 units or equivalent to 6.6% of the total number of warrants issued in this occasion to Ms. Praneet Tichantuke.

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Agree	841,182,358	votes	representing	98.41	%
Disagree	12,768,412	votes	representing	1.49	%
Abstain	811,070	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,761,840	votes	representing	100.00	%

(9.2.5) approved to allocate the warrants to purchase ordinary shares No. 11 (SENA-WK) in the amount of 200,000 units or equivalent to 6.6% of the total number of warrants issued in this occasion to Ms. Sasinan Wichotkantapong.

Agree	841,182,358	votes	representing	98.41	%
Disagree	12,768,412	votes	representing	1.49	%
Abstain	811,070	votes	representing	0.09	%
Voided	0	votes	representing	0	%
Total	854,761,840	votes	representing	100.00	%

(9.2.6) approved to allocate the warrants to purchase ordinary shares No. 11 (SENA-WK) in the amount of 200,000 units or equivalent to 6.6% of the total number of warrants issued in this occasion to Ms. Marisa Phumchit.

Agree	840,981,342	votes	representing	98.39	%
Disagree	12,969,428	votes	representing	1.52	%
Abstain	811,070	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,761,840	votes	representing	100.00	%

(9.2.7) approved to allocate the warrants to purchase ordinary shares No. 11 (SENA-WK) in the amount of 200,000 units or equivalent to 6.6% of the total number of warrants issued in this occasion to Mr. Sompong Rattanaekkapap.



Total	854,761,840	votes	representing	100.00	%
Voided	0	votes	representing	0.00	%
Abstain	811,070	votes	representing	0.09	%
Disagree	12,969,428	votes	representing	1.52	%
Agree	840,981,342	votes	representing	98.39	%

10. Approved the decrease of the registered capital of the Company in the amount of Baht 1,276,965 from the existing amount of Baht 1,446,152,603 to Baht 1,444,875,638 divided into 1,444,875,638 ordinary shares, with a par value of Baht 1 per share, by eliminating the registered shares whichremainfromtheexerciseofthewarrantstopurchasesharesallocatedtoexecutivesandemployeesofthecompan yand/or its subsidiaries No.3 (SENA-WC) in the amount of 968,680 shares, and No. 4 (SENA-WD) in the amount of 21,680 shares and the remaining shares from the allocation of stock dividends according to the resolution of the Annual General Meeting for year 2018 in the amount of 286,605 shares,totaling 1,276,965 shares, at Baht 1 par value, and approved the amendment to Clause 4 of the Memorandum of Association to be consistent with the decrease of the Company's capital as follows:

"Clause 4	Registered capital	Baht 1,444,875,638	(One Thousand Four Hundred Forty-Four
			Million Eight Hundred Seventy-Five
			Thousand Six Hundred Thirty-EightBaht)
	Divided into	1,444,875,638 Shares	(One Thousand Four Hundred Forty-Four
			Million Eight Hundred Seventy-Five
			Thousand Six Hundred Thirty-Eight Shares)
	With a par value of	1 Baht	(One Baht)
	Categorized into		
	Ordinary share	1,444,875,638 Shares	(One Thousand Four Hundred Forty-Four
			Million Eight Hundred Seventy-Five
			Thousand Six Hundred Thirty-Eight Shares)
	Preference share	- Shares	(Zero share)"

The Meetingapproved the resolution by not less than three-fourths of the total shareholders who attended the Meeting and eligible to vote, consisting of the following:

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Agree	841,030,654	votes	representing	98.39	%
Disagree	12,969,428	votes	representing	1.52	%
Abstain	761,758	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,761,840	votes	representing	100.00	%

11. Approvedtheincreaseofregisteredcapitalbyanother Baht 3,050,000 from the existing registered capital of Baht 1,444,875,638 to the new registered capital of Baht 1,447,925,638, byissuing 3,050,000 new ordinary shares, at the par value of Baht 1 per share ,to accommodate the allocation of warrants to purchase ordinary shares to executives and employee so the company and/or its subsidiaries No.11 (SENA-WK), and approved the amendment to Clause 4 of the Memorandum of Association to be consistent with the capital increase as follows:

"Clause 4	Registered capital	Baht 1,447,925,638	(One Thousand Four Hundred Forty-Seven
			Million Nine Hundred Twenty-Five Thousand
			Six Hundred Thirty-EightBaht)
	Divided into	1,447,925,638 Shares	(One Thousand Four Hundred Forty-Seven
			Million Nine Hundred Twenty-Five Thousand
			Six Hundred Thirty-Eight Shares)
	With a par value of	1 Baht	(One Baht)
	Categorized into		
	Ordinary share	1,447,925,638 Shares	(One Thousand Four Hundred Forty-Seven
			Million Nine Hundred Twenty-Five Thousand
			Six Hundred Thirty-EightShares)
	Preference share	- Shares	(Zero share)"

The Meetingapproved the resolution by not less than three-fourths of the total shareholders who attended the Meeting and eligible to vote, consisting of the following:

Agree	840,982,344	votes	representing	98.39	%
Disagree	12,969,428	votes	representing	1.52	%
Abstain	810,070	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,761,842	votes	representing	100.00	%

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Remark For this agenda, there were additional 2 shareholders holding together 2 shares present from the previous agenda.

12. Approved the allocation of newly issued shares not exceeding 3,050,000 shares, with a par value of Baht 1 per share, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No. 11 (SENA-WK).

The Meetingapproved the resolution, by the majority vote of the total shareholders who attended the Meeting and eligible to vote, consisting of the following:

Agree	840,989,345	votes	representing	98.39	%
Disagree	12,969,428	votes	representing	1.52	%
Abstain	803,069	votes	representing	0.09	%
Voided	0	votes	representing	0.00	%
Total	854,761,842	votes	representing	100.00	%

13. Approved the sale of the rights to purchase 111 plots of land in Pattaya Country Club Project for SenaVanij Development Company Limited, which is the Company's subsidiary.

In this regards, the Board of Directors including person(s) delegated by the Board of Directors, are authorized to determine the details related to the sale of the rights to purchase plots of land in Pattaya Country Club Project, as well as to provide or appoint any other persons as required by laws and regulations relating to the sale of the rights to purchase, or any other appropriate circumstance. It also has the power to authorize any person to contact, negotiate, deal, enter into, sign, or amend contracts and related documents, and perform various tasks necessary and appropriate for the sale of the rights to purchase the plots of land in Pattaya Country Club Project. The result of the sale of the rights to purchase plots of land in Pattaya Country Club Projects hall be reported to the Board of Directors, or a person(s), designed by the Board of Directors.

The Meetingapproved the resolution by the majority vote of the total shareholders who attended the Meeting and eligible to vote, consisting of the following:

Agree	841,009,202	votes	representing	98.39	%
Disagree	12,969,428	votes	representing	1.52	%
Abstain	783,212	votes	representing	0.09	%
Voided	0	votes	representing	0	%
Total	854,761,842	votes	representing	100.00	%



Please be informed accordingly.

The Company sincerely hopes that the aforementioned information will be useful for all investors.

Yours sincerely,

(Mrs. Wiraporn Chaisiriyasawat)

Deputy Managing Director and Secretary of the Company

Sena Development Public Company Limited