

**Instruction on Registration and Voting by Proxy in the Shareholders' Meeting**

**Authorization to a Proxy**

The company has sent a Letter of Proxy Form B as determined by the Department of Business Development, Ministry of Commerce which precisely indicates the details of the items to be authorized by the shareholders in order that the shareholders who are unable to attend the meeting could consider giving a proxy to other persons or the Directors of the company whose details are attached herewith. The shareholder could state herein more than 1 proxy as in case that one proxy could not attend the meeting, the other proxy could be in replaced. However, there is only one proxy is entitled to attend the meeting and vote in the meeting. The shares could not be divided for several proxies for the purpose of voting. Besides, the shareholder is entitled to vote only to agree, disagree or no vote.

In this connection, the company has also prepared a Letter of Proxy Form A, a simple and easy-to-understand form and a Letter of Proxy Form C, a form used in case that the shareholder is a foreign investor who has appointed a custodian in Thailand to take care of the shares. The interested shareholder can print out the information from our website [www.senadevelopment.com](http://www.senadevelopment.com)

**Registration for the meeting**

Registration for the shareholders meeting will start from 9.00 a.m., at least 1 hour before the opening of the meeting at Thursday 26 April 2012 at 10.00 a.m. at Chaophraya Park Hotel, Tharnthip Building (Grand Ratchada Room), Floor 5, No. 247, Ratchadapisek Road, Dindaeng, Bangkok 10400, map attached.

• **Evidence of identity**

Participant shall present the following documents (as the case may be) before attending the meeting.

**\*Ordinary person shareholder holding Thai national**

1. In the case that the shareholder attend the meeting by him/herself:
  - Letter from the company and the Notice of Meeting.
  - Valid identification documents issued by the authorities showing picture, name and surname of the shareholder such as, identity card or passport. In case of change of name or surname, the relevant documents should be presented as well.
2. In the case of proxy:
  - Letter of Proxy and Notice of Meeting with duly filled and signed by the authorizer and the proxy.
  - Copy of identification documents as stated in item 1 and signed by the shareholder to certify true copy.

**\*Shareholder as juristic person registered in Thailand**

1. In the case that authorized person of the juristic person attend the meeting:
  - Letter from the company and Notice of Meeting.
  - Identification documents of the authorized person issued by the authorities as in the case of ordinary person as stated in item 1.
  - Letter of Registration for Juristic Person of the shareholder which certified true copy by the authorized person and with a statement indicating that the representative who is participate in the meeting is authorized to act on behalf of the juristic person which is the shareholder.
2. In case of the proxy:
  - Letter of Proxy and Notice of Meeting with duly filled and signed by the representative who is the authorizer and the proxy.
  - Copy of Letter of Registration as Juristic Person of the shareholder certified true copy by the representative and with a statement indicate that the representative whose signature appeared in the Letter of Proxy is authorized to act on behalf of the juristic person which is the shareholder.
  - Identification of the proxy issued by the authorities as in the case of ordinary person as stated in item 1.
  - Copy of identification of the representative issued by the authorities as in item 1 and certified true copy by the representative.

**\*Ordinary person shareholder holding non-Thai national or the juristic person set up in accordance with foreign laws.**

The documents shall be prepared as in the same way as the ordinary person shareholder does. The identification documents are as follows (as the case may be)

- Copy of passport of the shareholder or the representative or the proxy (as the case may be) with signature affixed to certify true copy.
- Copy of Certificate of Juristic Person issued by the authorities of the country where the juristic person situated and certified true copy by the representative. Name of juristic person who authorized to affix signature with commitment to the juristic person and conditions or restriction in affixing signature as well as the location of the head office should be stated in details.
- Documents of which the original is not in English language shall have the English translation version attached and the shareholder or the representative affix their signatures to certify correct translation.

**\*Shareholder who is foreign investor and appoints a custodian in Thailand to take care of the shares.**

- The same documents as the case of juristic person.
- Letter of Proxy from the shareholder to authorize the custodian to sign in the proxy on behalf of the shareholder.
- Letter to affirm that the custodian who signs in the proxy is permitted for custodian affairs.

## **Voting**

1. One share is equal to one vote and majority vote is the resolution. If the votes are equal, the Chair has another vote as final vote, other than the vote as a shareholder.
2. Shareholder who has special interest involved in any agenda in the meeting is prohibited voting for that agenda and the Chair might ask the person to leave the meeting temporarily. However, voting on selection or withdrawal of Directors is not prohibited in this case.
3. Shareholder who participate in the meeting can vote in the ballot received while registering and the proxy is to vote in accordance with the shareholder's wish as stated in the Letter of Proxy and give it to the staff to add in the votes given by the shareholder in advance, to the proposed Directors.
4. The Chair will inform the meeting the result of the vote of each agenda. The vote counted will be the total vote of the shareholders and the proxy. In each agenda, the number of shares of the latest participant will be taken into account.