

**Instruction on Authorization to Proxy, Meeting Registration and Voting in the Shareholder**

**Meeting**

**Authorization to proxy**

The Company has submitted a Type B Proxy Form 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 designated director of the Company whose details are attached herewith. The shareholder could state herein more than one proxy as in case that one proxy could not attend the meeting, the other proxy could be in replace. However, there is only one proxy 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 abstain from voting.

In this connection, the Company has also prepared a Type A Proxy Form, a simple and easy-to-understand form and a Type C Proxy Form, a form used in case that the shareholder is a foreign investor who has appointed a custodian in Thailand to take deposit and 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 shareholder meeting will start from 8.00 a.m., or more than one hour before the commencement of the meeting at Chaophraya Park Hotel, Tharnthip Building (Grand Ratchada Room), Floor 5, No. 247, Ratchadapisek Road, Dindaeng, Bangkok 10400 per the map attached.

● **Evidence of identity**

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

 **Individual Thai shareholder**

1. In the case that the shareholder attends the meeting by him/herself:
  - Valid identification documents issued by the governmental authorities showing photo, name and surname of the shareholder such as, identity card, official identification card or passport. In case of change of name or surname, the relevant evidences should be presented as well.
2. In case of proxy:
  - Proxy Form submitted together with the notice of the meeting with duly filled and signed by the authorizer and the proxy;

- Copy of identification documents of the shareholder issued by the governmental authorities as stated in item 1 and signed by the shareholder to certify true copy; and
- Identification documents of the proxy issued by the governmental authorities as stated in item 1

#### **Juristic person registered in Thailand**

1. In the case that authorized person of the juristic person attends the meeting:
  - Identification documents of the authorized person issued by the governmental authorities as in the case of ordinary person as stated in item 1; and
  - Certification of Incorporation of the juristic person, certified true copy by the authorized person and with a statement indicating that the authorized person who participates in the meeting is authorized to act on behalf of the juristic person which is the shareholder
2. In case of proxy:
  - Proxy Form submitted together with the notice of the meeting with duly filled and signed by the authorized person of the juristic person as the authorizer and by the proxy;
  - Copy of Certification of Incorporation of the juristic person, certified true copy by the authorized person and with a statement indicating that the authorized person who signs the Proxy Form is authorized to act on behalf of the juristic person which is the shareholder;
  - Identification documents of the proxy issued by the governmental authorities as in the case of ordinary person as stated in item 1; and
  - Copy of identification documents issued by the governmental authorities of the juristic person's authorized person who signs the proxy, certified true copy by such authorized person

#### **Non-Thai individual shareholder or juristic person incorporated in accordance with foreign laws**

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

- Copy of passport of the shareholder or the representative of the juristic person or the proxy (as the case may be) with signature affixed to certify true copy
- Copy of Certificate of Juristic Person issued by the governmental authorities of the country where the juristic person situated, certified true copy by the representative. Name of the person(s) who is authorized to sign to bind the juristic person and conditions or restrictions 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 shall affix their signatures to certify correct translation.

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

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

**Voting and vote counting procedures**

1. The voting will be made openly. One share shall be equal to one vote.
2. A resolution of the shareholder meeting shall be supported by votes as follows:
  - 2.1 In a normal case, by the majority of votes of the shareholders present at the meeting and voting.
  - 2.2 In other cases where the law or the Articles of Association of the Company prescribe otherwise than in the normal case, by votes as required by the law or the Articles of Association. The Company stipulated in the notice of the meeting the details on number of affirmative votes required in each agenda.
  - 2.3 In case of an equality of votes, the Chairman shall have additional one vote as a casting vote.
  - 2.4 In case that a shareholder has special interest on any agenda, the shareholder shall not vote on that agenda and the Chairman may ask such shareholder to leave the meeting temporarily. However, this restriction is not applicable for the voting for election or removal of directors.
3. Proxy Form and ballot
  - 3.1 The shareholder who attends the meeting in person and the proxy who is appointed pursuant to Type A and Type B Proxy Forms may vote either to agree, disagree or abstain from voting and may not divide their votes, for each agenda item. The votes may be divided for each agenda item in case of Type C Proxy Form.
  - 3.2 Company's officer will distribute ballots at the registration spot only to (1) shareholder who attends the meeting in person (2) proxy who is appointed pursuant to Type A Proxy Form and (3) proxy who is appointed pursuant to Type B and Type C Proxy Forms in case the authorizer indicates in the Proxy Form that the proxy is entitled to consider and vote on the

authorizer's behalf as appropriate in all respects without specifying the shareholders' decision on voting in the Proxy Form. The officer will not distribute a ballot to the proxy whose Proxy Form indicates the shareholder's decision on voting, and will record the votes pursuant to the direction given in the Proxy Form at the time the proxy registers to attend the meeting.

4. Voting on each agenda

4.1 Before voting on each agenda item, the Chairman of the meeting will give an opportunity for the shareholders to ask questions related to the concerned agenda as appropriate. Shareholders who wish to ask questions or express opinions should state their name and surname to the meeting prior to asking questions or expressing opinions.

4.2 For voting on each agenda, the Chairman of the meeting will ask if any shareholder will disagree or abstain from voting or not and will let the shareholders to mark either in  'disagree' or  'no vote' on the ballots. Such shareholders (or proxies) should raise their hands so that their ballots will be collected for counting. In counting the votes, the Company will deduct the disagreeing and abstaining votes and votes on void ballots from the total votes. The remaining votes will be deemed votes of approval. For those who will cast an agreeing vote, please mark in  'agree' on the ballots and return the ballots to the officer after the meeting has adjourned. The Company will collect and keep the ballots from all shareholders after the meeting for reference purpose. Any ballots submitted to vote counting officers after the meeting has announced closure time for ballot collection in each respective agenda shall be deemed ballots with votes of approval. Corporate Secretary will announce a vote result after the vote counting process is completed.

In case of agenda item 5 re Election of Directors to Replace Those Vacating Their Office at the End of Their Term, the meeting will be asked to vote on an individual basis. The ballots with disagreeing and abstaining votes will be collected first and followed by all of the ballots with agreeing votes in accordance with the good practice for arrangement of shareholder meetings.

If any shareholder has to leave the meeting prior to the end of the meeting or is absent during the discussion of any agenda, the shareholder shall have the right to submit his/her ballots to the Company's officer in advance.