

**Criteria for Shareholders to Propose Meeting Agenda**  
**and Nominate Candidates for Director Positions**  
**for Sena Development Public Company Limited in the Annual General Shareholders Meeting**  
**of the year 2014**

**Objectives:**

In order to promote good corporate governance of Sena Development Public Company Limited (“Company”), the Company is committed to put great emphasis on good corporate governance by operating its business based on ethics, integrity and transparency in order to ensure that its shareholders and stakeholders equally and fairly gain appropriate benefits.

Therefore, the Company is giving an opportunity for shareholders to propose matters that are deemed to be beneficial to the Company as well as to nominate qualified candidates for directors. The said matters will be included in the agenda of the annual general shareholders’ meeting according to the criteria stipulated by the Company.

**Criteria:**

**1. The Qualification of Shareholders**

Shareholders who wish to propose meeting agenda and/or nominate directors in the annual general shareholders’ meeting must possess the following qualifications:

- 1) Being the common shareholder of the Company which may be a single shareholder or combined shareholders.
- 2) Has continuously owned the minimum of 0.05% of the Company’s total shares sold.
- 3) Has owned the shares in the proportion as stipulated in Clause 2) by not limit the period of Shareholders of the Company and Shareholders’ continued must own the shares on the day the agenda is proposed and/or a director candidate is nominated.

**2. Proposing a Meeting Agenda**

**2.1 Procedures for Proposing a Meeting Agenda**

1) The shareholder who possesses qualifications as indicated in Clause 1 must produce a meeting agenda proposal letter using the **“Annual General Shareholders’ Meeting Agenda Proposal Form”** listed in the back of these criteria. The shareholder may also send an unofficial notification via Fax. No. 0-2938-9874, or Email to Investor Relations the Company at [IR@senadevelopment.com](mailto:IR@senadevelopment.com) prior to sending the original “Annual General Shareholders’ Meeting Agenda Proposal Form” to the Board of Directors. In this regard, the shareholder must send the signed original “Annual General Shareholders’ Meeting Agenda Proposal Form” to the Board of Directors together with appropriate documents within the required timeframe. The proof of share ownership according to the criteria described in Clauses 1.2 and 1.3 includes a certification letter from the securities company, a share certificate or other proof from the Thailand Securities Depository Co. Ltd. or from the Stock Exchange of Thailand as well as any additional documents that may be beneficial to the Board in the consideration process (if available). The relevant documents must be completely delivered to the Company by **February 7, 2014**, at the following address:

<p><b>Company Secretary</b></p> <p><b>Sena Development Public Company Limited</b></p> <p><b>524 Ratchadapisek Road, Sam saen Nok Sub-district, Huaykwang District, Bangkok 10320</b></p>
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2) In case many shareholders with qualifications as described in Clause 1 have unified to propose an agenda to the Board, the first shareholder must completely fill out an “Annual General Shareholders’ Meeting Agenda Proposal Form” and sign the document as proof. Each of the remaining shareholders is required to fill out only part (1) and (2) of the “Annual General Shareholders’ Meeting Agenda Proposal Form” and sign his/her signatory as proof. Then, the “Annual General Shareholders’ Meeting Agenda Proposal Form” together with proof of shares ownership and additional supporting documents (if available) for all shareholders will be compiled into one set of document and proposed to the Board of Directors.

3) If one or more shareholders with qualifications as described in Clause 1 propose more than one agenda, the shareholder(s) must fill out a separate: “Annual General Shareholders’ Meeting Agenda Proposal Form” for each proposed agenda and duly sign each form.

4) The proposals approved by the Board along with the Board’s opinion will be included in the agenda of the Annual General Shareholders’ meeting invitation letter. For proposals disapproved by the Board, the Company will post the notification along with the refusal reasons via its website (<http://www.senadevelopment.com>) as well as via the channel available through the Stock Exchange of Thailand. Such decision will be announced again to the shareholders on the date of the meeting. In this regard, the decision of the Board on the shareholders’ proposals will be deemed final.

## **2.2 Proposals that will not be included in the agenda**

1) Proposals that violate the law, rules, regulations of government agencies or any governing agencies or are not in accordance with the objectives, regulations, meeting resolutions, and good corporate governance of the Company.

2) Proposals that are beyond the Company’s control.

3) Proposals that will benefit specific individual or group.

4) Proposals that were already proposed by shareholders in the shareholders’ meeting within the past three years and were supported by less than 10% of total voting shares and the fact of the said matter have not significantly changed.

5) Proposals that involve matters within the power and authority of the Board unless they will cause significant adverse effect to shareholders in general.

6) Proposals that the Company has already taken appropriate actions.

7) Proposals those shareholders have given incomplete information or incomplete documents or have not proposed within the required timeframe or the shareholders cannot be contacted.

8) Proposals submitted by shareholders who are not duly qualified.

9) Proposals that the Board has considered to be unnecessary to include in the agenda.

## **3. Nomination of Directors**

### **3.1 Consideration Procedures**

1) The shareholder who possesses qualifications according to the criteria in Clause 1 must produce a letter to nominate a director candidate using “**Director Nomination Form**” attached to this criteria or may give an unofficial notification to the Board via Fax No. 0-2938-9874, or email to Investor Relations the Company at [IR@senadevelopment.com](mailto:IR@senadevelopment.com) prior to sending the original “Director Nomination Form” to the Board.

In this regard, the shareholder must send a signed original copy of the “Director Nomination Form” to the Board along with appropriate documents within the specified timeframe. The required supporting documents include:

- Proof of share ownership according to Clause 1.2 and 1.3 such as a certification letter from the securities company, a share certificate or other proof from Thailand Securities Depository Co. Ltd. Or the Stock Exchange of Thailand.
- Proof of the nominee's consent.
- Supporting documents for qualification consideration such as education and work records of the nominee.

And other supporting documents which will be beneficial for Board consideration (If available). The accurate and complete documents must be delivered to the Company by **February 7, 2014**, at the following address:

**Company Secretary**  
**Sena Development Public Company Limited**  
**524 Ratchadapisek Road, Sam saen Nok Sub-district, Huaykwang District, Bangkok 10320**

2) In case many shareholders with qualifications as described in Clause 1 have unified to nominate a person for the director position to the Board, the first shareholder must completely fill out a "Director Nomination Form" and sign the document as proof. And each of the remaining shareholders is required to fill out only part (1) and (2) of the "Director Nomination Form" and sign his/her signatory as proof. Then, the "Director Nomination Form" together with proof of shares ownership and additional supporting documents (if any) for all shareholders will be compiled into one set of document and proposed to the Board of Directors.

3) If one or more shareholders with qualifications as described in Clause 1 nominate more than one candidate for director positions, the shareholder(s) must fill out a separate "Director Nomination Form" for each nominated candidate and duly sign each form as well as attach the proof of each candidate.

4) The Company Secretary will perform an initial review for the Board and the Selection Committee will be responsible for qualification review. The nominees who are approved by the Selection Committee will be included in the agenda of the shareholders' meeting in the meeting invitation letter along with the Board's comments. For those who are not approved by the Board, the Company will post the notification along with the refusal reasons via the Company's website (<http://www.senadevelopment.com>) as well as via the available channel from the Stock Exchange of Thailand. Such decision will be announced to the shareholders again on the meeting date. In this regard, the decision of the Board with regard to shareholders' proposal will be deemed final.

### **3.2 Qualifications and unacceptable characteristics of directors**

- 1) Possess complete qualification as stipulated in the Public Company Act B.E. 2535, Article 68, Securities and Exchange Commission and the Stock Exchange of Thailand.
- 2) Having leadership skills, good vision, ethics, integrity and good working experience.
- 3) Having an interest in the Company's business and being able to commit sufficient time.
- 4) Must not operate or be involved in similar business and competing with the Company whether for own or other's benefits.
- 5) Must not be a state political officer, director of a political party or officer of a political party.