

**Giving a Proxy in the Annual General Meeting of Shareholders for the Year 2014**

As the Company has set a date for the Annual General Meeting of Shareholders for the year 2014 to be held on Wednesday, 28 April 2014 at 10.00 hours at Chaophraya Park Hotel, Tharnthip Building (Grand Ratchada Room), Floor 5, No. 247, Ratchadapisek Road, Dindaeng, Bangkok 10400, to consider the meeting agenda items as details stated in the invitation to attend the 2014 Annual General Meeting of Shareholders.

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 to:

Mr. Kamol Dhammanichanont, 75 years, Audit Director and Independent Director  
Address : 21/60 Soi Ladprao 15, Jomphol Sub-district, Jatujak District, Bangkok

to attend the Meeting and vote on your behalf. The above director does not have interest for any agenda item of the Meeting, except for the agenda on determination of director remunerations.

In this connection, the Company has prepared Type B Proxy Form which states the items to give a proxy in fixed and specific details. Please fill in the details of the person you wish to give a proxy to attend the Meeting and vote on your behalf with your signature affixed on it. You may state your wish to vote in each agenda to agree, disagree or abstain from voting on the Proxy Form in order to direct your proxy to vote in accordance with your decision. Moreover, there are also Type A Proxy Form, a general form which is not complicated, and the Type C Proxy Form, a form to be 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. These forms can be downloaded from our website [www.senadevelopment.com](http://www.senadevelopment.com). In case that you give a proxy to the above director to attend the Meeting and to vote on behalf of you, please return the Proxy Form to the Company 3 days in advance so that the form will reach the Company prior to the date of meeting to facilitate the Meeting preparation process.

**Credential of Independent Director (The Proxy of shareholder)****Sena Development Public Company Limited**

Name : Mr. Kamol Dhammanichanont  
 Position : Audit Director and Independent Direc  
 Age : 75 years  
 Nationality : Thai  
 Address : 21/60 Soi Ladprao 15, Jomphol Sub-  
 district Jatujak District, Bangkok

**Education:**

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

**Training course for director:**

Director Accreditation Program (DAP) year 2006, Thai Institute of Directors

Audit Committee Program (ACP) year 2004, Thai Institute of Directors

**Relationship with executives:** None

**Shareholding in SENA:** None

**Period of holding the position of director:** 7 years and 4 months

**Holding position of director/executive in other business:**

| Listed company |                               | Other business<br>(non-listed<br>company) | Holding a position in competitive<br>business/related business to the<br>Company's business |
|----------------|-------------------------------|---|---|
| Number         | Type of<br>director/executive |   |   |
|                | - None –                      | - None -                                  | - None –  |

**Work Experience:**

2005 - Present: Audit Director and Independent Director, Sena Development Public Company Limited

2004 - Present: Audit Director, Single Point Parts (Thailand) Public Company Limited

2000 - 2004: Finance and Accounting Advisor, Hospital Network Co., Ltd.

**Number of meeting attendance in year 2013:** Board of Directors Meeting 4 times, Board of Audit Committee 6 times

**Direct or indirect interest in any business affairs in which the Company or subsidiaries is a party:**

- None –

### **Qualifications of Independent Director**

The principles for the appointment of Independent Director of the Company are of the same definition and in accordance with the minimum requirement for Independent Director as determined by the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand which are qualifications as follows:

1. Holding shares not exceeding 1 per cent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, affiliate company, or juristic person with possible conflict, including shares held by related persons of such independent director.
2. Neither being nor used to be an executive director, staff, employee, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, affiliate company, same-level subsidiary company, or juristic person with possible conflict, unless the foregoing status has ended not less than 2 years prior to the date of election.
3. Not being a person related by blood or legal registration as parent, spouse, sibling and child, including spouse of a child of an executive, major shareholder, person with controlling power or a person to be nominated as executive or person with controlling power of the Company or a subsidiary.
4. Neither having nor used to have business relationship with the Company, its parent company, subsidiary company, affiliate company or juristic person with possible conflict in such manner as may hinder his/her independent discretion, and neither being nor used to be a major shareholder, non-independent director or executive of a person with business relationship with the Company, its parent company, subsidiary company, affiliate company or juristic person with possible conflict, unless the foregoing relationship or status has ended not less than 2 years prior to the date of election.

The business relationship referred to in paragraph one includes the entering into commercial transaction for a conduct of normal business operation, renting or leasing of real estates, transaction relating to assets or services, or provision or receipt of financial assistance by receiving or lending money, guaranteeing, and using assets as loan collaterals, including other similar circumstances resulting in the Company or the party having debt burden payable to the other party from 3 per cent of the net tangible assets of the applicant or 20 million Baht or more, whichever is the higher. Calculation of such debt burden shall be in accordance with calculation of value of connected transactions as per Notification of the Board of Governors of the Stock Exchange of Thailand re Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions, *mutatis mutandis*. But in considering such debt burden, all debt burdens incurred during 1 year prior to the date of business relationship of the same person shall be included.

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, affiliate company or juristic person with possible conflict, and not being major shareholder, non-independent director, executive or managing partner of an auditing office which employs auditor of the Company, its parent company, subsidiary company, affiliate company or juristic person with possible conflict, unless the foregoing status has ended not less than 2 years prior to the date of election.
6. Neither being nor used to be any professional service provider, including provision of service as legal advisor or financial advisor or appraiser with service fee of exceeding 2 million Baht per year from the Company, its parent company, subsidiary company, affiliate company or juristic person with possible conflict. In case the professional service provider is a juristic person, this shall include the being of major shareholder, non-independent director, executive or managing partner of the professional service provider, unless the foregoing status has ended not less than 2 years prior to the date of election.
7. Not being director elected as representative of any director of the Company, its major shareholder or shareholder related to any major shareholder of the Company.
8. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.
9. Independent Directors with qualifications under 1-8 may be assigned by the Board of Directors to make decisions in the operation of business of the Company, its parent company, subsidiary company, affiliate company, same-level subsidiary company, or juristic person with possible conflict with a collective decision.