

Invitation to attend the Annual General Meeting of Shareholders for the Year 2023

SENA Development PLC.

April 27, 2023 at 10.00 a.m.

At Thanyalakpark Building
No. 448, Floor 1, Ratchadapisek Road,
Samsen Nok, Huai Khwang, Bangkok 10310

**For the Good Corporate Governance, please be advised that no souvenir will be provided
at this Shareholders' meeting.**

No. IR 2023.004

April 5, 2023

Subject : Invitation to Attend the Annual General Meeting of Shareholders for the Year 2023.

To : Shareholders of SENA Development Public Company Limited

Enclosure

1. Copy of Minutes of the Annual General Meeting of Shareholders for the Year 2022;
2. Form 56-1 One Report 2022 (QR Code);
3. Brief Information of Directors Vacating Office at the End of Their Term who are Nominated for Re-election and Principles and procedures of selecting Directors, Director of Auditors and Independent Directors and Qualifications of Independent Director (Supporting Document for Agenda 5);
4. Comparison of Director Remunerations (Supporting Document for Agenda 6);
5. List of Auditors, Auditing Fee, and Details and List of Subsidiary Companies Using the Same Auditor (Supporting Document for Agenda 7);
6. Details of the warrants to be issued and offered to the Company's management and employees. No.14 (SENA-WN) and No.15 (SENA-WO) (Supporting Document for Agenda 8);
7. Capital Increase Report Form (F53-4) (Supporting Document for Agenda 10 and 11);
8. Information regarding the offering and allotment of newly issued shares of the Company SENA DEVELOPMENT PCL. (Supporting Document for Agenda 11);
9. Credentials of the Independent Director whom shareholders may nominate as their proxy and Qualifications of Independent Director;
10. Type A, Type B and Type C Proxy Forms;
11. Explanation on how to issue a proxy, meeting registration and voting at the meeting;
12. Company's Articles of Associations Relevant to the Shareholders' Meeting ;
13. Personal Data Protection Notice for the General Meeting of Shareholders of Sena Development Public Company Limited ("the Meeting")
14. QR Code Downloading Procedures for the Form 56-1 One Report 2022;
15. Map of the meeting venue.

Whereas the Board of Directors of Sena Development Public Company Limited (the "**Company**") has resolved to convene the Annual Ordinary Meeting of Shareholders for the Year 2023 on Thursday, April 27, 2023 at 10.00 a.m. at Office of Sena Development Public Company Limited, Thanyalakpark Building No. 448, Floor 1, Ratchadapisek Road, Samsen Nok, Huai Khwang, Bangkok 10310, to consider various matters in accordance with the following agenda items.

Agenda 1: To consider and approve the Minutes of the Annual General Meeting Shareholders for the year 2022

Facts and reasons The Annual General Meeting Shareholders for the year 2022, which was held on Tuesday, February 26, 2022. The Company prepared the minutes of the Annual General Meeting Shareholders for the year 2022 and submitted the minutes to the Stock Exchange of Thailand and related agencies according to the period specified by law and also published the minutes on the Company's website. With details appearing in the copy of the minutes of the meeting sent to the shareholders together with the invitation to this meeting (*Enclosure No. 1*)

The Board's Opinion The Board of Directors considered and found the Minutes of the Annual General Meeting Shareholders for the year 2022 to present accurate record of the Meeting and deemed it appropriate to propose to the Shareholders' Meeting to consider adopting the Minutes.

Resolution The resolution in this agenda requires the majority of votes of the total shareholders who are present in the Meeting and are eligible to vote.

Agenda 2: To acknowledge the Board of Director's report of the Company's performance for the year 2022

Facts and reasons The Company summarized the past operation results and significant changes arisen in 2022 as contained in the Form 56-1 One Report 2022 in QR Code format that sent to the shareholders along with the invitation to this meeting. (*Enclosure No. 2*)

The Board's Opinion The Board of Directors considered the matter and deemed it appropriate to submit to the Shareholders' Meeting to acknowledge the Company's past performance and significant changes that occur around the year 2022 without a resolution

Resolution This agenda is for acknowledgment and therefore does not require a resolution.

Agenda 3: To consider and approve the Financial Statement for the year ended 31 December 2022

Facts and reasons To be in compliance Section 112 with the Public Limited Company Act B.E. 2535 (as amended) and Article 48 of the Articles of Association of the Company which require the Board of Directors to prepare financial statements for the year 2022 at the end of the Company's fiscal year 2022 for propose to the Shareholders' Meeting for consideration and approval at the Annual General Meeting of Shareholders. The Company's financial statements for the year ended December 31, 2022 has been audited by certified public accountant and reviewed by the Audit Committee and the Board of Directors. Details are in "Financial Statement" section as shown in the 2022 Form 56-1 One Report, which is in QR Code format. This was sent to the shareholders together with this invitation letter. (Details are shown in Enclosure No. 2) which can be summarized as follows:

	List	Separate financial statements	Consolidated financial statements
Total assets	(Baht)	20,148,914,760	23,363,335,189
Total liabilities	(Baht)	12,214,433,923	13,410,574,397
Shareholders' equity	(Baht)	7,934,480,837	9,952,760,792
Total revenues	(Baht)	2,820,129,726	4,200,440,380
Net profit	(Baht)	759,820,609	902,832,048
Earnings per share	(Baht/ share)	0.5273	0.6271

The Audit Committee 's Opinion The Audit Committee has considered and reviewed the Company's annual financial statements ended December 31, 2022, which has been audited and certified by the auditor from Karin Audit Company Limited and deemed appropriate to be proposed to the Board of Directors and propose to the Annual General Meeting of Shareholders to consider and approve the Company's annual financial statements ended December 31, 2022.

The Board's Opinion The Board of Directors considered it appropriate to propose to the Shareholders' Meeting to consider approving the 2022 financial statements for the fiscal year ending December 31, 2022 which was audited and certified by the Company's auditor, reviewed by the Audit Committee and considered by the Board of Directors.

Resolution The resolution in this agenda requires the majority of votes of the total shareholders who are present in the Meeting and are eligible to vote.

Agenda 4: To consider and approve the allocation of net profit to the legal reserve and approve the payment of dividend deriving from the operating results for the year 2022

Facts and reasons Pursuant to Section 116 of the Public Limited Company Act B.E. 2535 (as amended) and Article 45 of the Articles of Association of the Company, the Company is required to allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital. In addition, pursuant to Section 115 of the Public Limited Company Act B.E. 2535 (as amended) and Article 43 of the Articles of Association of the Company, the Board of Directors is required to consider the appropriateness of pay or omission of dividends from the operation result and propose its decision to the Shareholders' Meeting for consideration and approval.

The company has a dividend policy of approximately 40 percent of net profits after deduction of corporate income tax for each year from the Company's consolidated financial statements and after deduction of all types of reserves as specified by the laws and regulations of the company. However, the dividend payment might be changed according to the Company's operations, financial status, investment plans, and any other necessary business in the future, including the overall economy.

As of the accounting period ended December 31, 2022, The company has registered capital 1,817,548,405 Baht. According to the results of operations in the year 2022, The Company's separate financial statement for the year 2022 had a net profit of 759,112,746 Baht and the consolidated financial statements of the company had a net profit of 813,215,267 Baht. Therefore, the company acknowledged the appropriation of the yearly net profit as legal reserves in the amount of 35,785,046 Baht when combining with the current legal reserves accrued amount of 145,969,795 Bath. The Company will have reserves requirement in the total amount 181,754,841 Baht or equivalent to 10 percent of the registered capital of the Company.

The Board's Opinion The Board of Directors considered and agreed to propose to the shareholders' meeting to approve the allocation of profits as legal reserves and dividend payment. For the accounting period ended December 31, 2022, details are as follows:

- 1) Acknowledged the payment of an interim dividend payment for the operational results from January 1, 2022 to June 30, 2022 to shareholders of the Company at the rate of 0.12692 Baht per ordinary share for the total shares of 1,441,635,968, totaling approximately 182,972,437 Baht on September 9, 2022 as approved by the Board of Directors' Meeting No. 6/2022 held on August 11, 2022.
- 2) To consider and approve the allocation of profits as a legal reserve as in the amount of 35,785,046 Baht when combining with the current legal reserves accrued in the amount of 145,969,795 Baht then the total amount of reserves requirement will be 181,754,841 Baht or equivalent to 10 percent of the registered capital of the Company.
- 3) To consider and approve the payment of dividends for the performance the accounting period January 1, 2022 to December 31, 2022 in the amount of approximately 296,000,449 Baht or equivalent to 0.205288 Baht in the proposed dividend payment consists of profit from the Company's operations which has been promoted by the Board of Investment in the amount of approximately 22,565,575 Baht or equivalent to 0.015649 Baht per share and profit derived from the Company's business, not promoted by the Board of Investment in the amount approximately 273,434,874 Baht or 0.189639 Baht per share that the Company has paid the interim dividend in the totaling of 182,972,437 Baht or 0.12692 Baht per share on September 9, 2022, as approved by the Board of Directors of the Company No. 6/2022 on August 11, 2022. Therefore, the Company has remain dividend for the Operation of the year 2022 approximately 113,028,012 Baht or 0.078368 Baht per share, which has been promoted by the Board of Investment in the amount of approximately 13,425,603 baht or equivalent to 0.009309 baht per share and the profit from the business of the company which are not promoted by the Board of Investment in the amount of approximately 99,602,409 baht or equivalent to 0.069059 baht per share.

The Company will deduct withholding tax on income from dividends at the rate required by law.

Because at present, the SENA group of companies There are continuously increasing real estate projects developed on behalf of joint venture companies and the company has also invested in the purchase of ordinary shares of SENA J Property Public Company Limited as well. The company's cash flow management has changed. Therefore, in each dividend payment the company must plan and manage it in accordance with the cash flow (Cash Basis) received in each period as well.

Comparison of dividend payment rates in the past years is as follows:

Details	2020 (last year)	2021 (last year)	2022 (proposed year)
Net Profit - Company's separate financial statement (Baht)	-		
Net Profit - Company's consolidated financial statements (Baht)*	1,119,417,780	1,248,768,772	813,215,267*
Dividend to be paid per share (Baht)	0.314066	0.211477	0.205288
Total Dividend to be paid (Baht)	447,768,429.78	304,040,600.22	296,000,449
Dividend Payment Rate (%)	40.00	40.00	40.00

Note: * Due to the fiscal year ended December 31, 2022, the Company had a net profit for the majority of shareholders from the consolidated financial statements amounting to 902,832,048 baht, consisting of (1) Profit arising from loss of control in a subsidiary amounting to 8,407,999 baht and (2) Profit from the purchase of investment in a subsidiary (SENAJ) amounting to 212,833,196 baht (3) Loss on fair value measurement (Swap) debenture interest (IRS) amounting to 58,407,387 baht, remaining net profits from the consolidated financial statements after deducting gains from purchases that are lower than the fair value under (1) and (2) which is the profit from the operation of 739,998,240 baht. Therefore, in considering the dividend payment of the company, the company has to pay dividends from the net profit from the company's operating results. Which makes the company the dividend payout ratio is 40 percent of the net profit from the operation results of the company mentioned above.

The record date to determine names of shareholders who have the right to receive dividend payment will be on May 12, 2023 (Record Date) and the dividend payment date will be within May 25, 2023. This entitlement to receive dividends is still uncertain as this agenda requires approval of the Annual General Meeting of Shareholders 2023.

Resolution

The resolution in this agenda requires the majority of votes of the total shareholders who are present in the Meeting and are eligible to vote.

Agenda 5: To consider and approve the re-election of Directors to replace those retired by rotation for the year 2023.

Facts and reasons

In compliance with the Public Limited Company Act B.E. 2535 and Article 16 of the Articles of Association of the Company which require one-third (1/3) of the total number of directors to retire at every Annual General Meeting of Shareholders, and the directors retiring by rotation may be re-elected. Directors retiring at the Annual General Meeting of Shareholders for the Year 2023 are as follows:

- | | | |
|-----------------------|-----------------|--|
| (1) Mr. Theerawat | Thanyalakphark | Director/ Chief Executive Officer |
| (2) Professor Chaiyos | Hemarajata | Chairman of the Audit Committee/
Independent Director |
| (3) Ms. Benyalak | Thanyalakpark | Director/ Deputy Chief Executive Officer |
| (4) Mr. Woravit | Chailimpamontri | Audit Committee/ Independent Director |

In order to comply with the policy of promoting good corporate governance and showing fair and equitable treatment to all shareholders. The Company has given rights to minority shareholders to nominate persons who have considered that they have the qualifications, knowledge, ability and appropriateness to be considered as a director of the company at the Annual General Meeting of Shareholders for the Year 2023 in advance from October 1, 2022 until December 31, 2022. The company has published the rules and guidelines that the company Defined on the Company's website <http://www.sena.co.th>. However, after the expiration of the period It appears that no shareholder nominated any person.

The Nomination and Remuneration Committee (excluding interested committees) has proceeded with the selection procedure under the criteria for the selection of directors of the company. The committees shall consider the qualifications, experience, skills, and expertise in the field as well as the composition of the total number of directors of the Company and former efficiency and performance. The Committee is of an opinion that the four directors are qualified according to the Public Limited Company Act B.E. 2535 (and its amendments) and the Notification of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission Securities and Exchange Commission, and the Capital Market Supervisory Board. Moreover, all 4 directors have no prohibited qualifications to be appointed as a director under the

regulations of the Office of the Securities and Exchange Commission and have qualifications, experience and expertise suitable for the Company's business operations, especially, in the area of business management which is beneficial to the Company's business. Formerly, all directors efficiently performed their duties as directors and sub-committees as well as have provided useful opinions and recommendations to the Company's operations.

Furthermore, the Selection Committee has considered and is in an opinion that Professor Chaiyos Hemarajata and Mr. Woravit Chailimpamontri are qualified as an independent director according to the criteria specified by the Company. Both have extensive experience and expertise which is beneficial to the Company's business operation and also are able to independently provide opinion and recommendation regarding the Company's operation according to relevant regulations and laws for the best benefit of the Company. However, although the re-appointment of Professor Chaiyos Hemarajata to be an independent director for another term would exceed 9 years, But Professor Chaiyos Hemarajata has full qualifications and according to the Company's determination. Moreover, during his performance as an independent director, he was well-performed of his duties by applying his knowledge, expertise, and experience to provide useful recommendations to implement strategies and policies for the Company's business operation. In addition, the directors holding continuous positions have good knowledge and experience regarding the operations of the company. Independent directors holding continuous positions can still express their opinions independently and in accordance with the relevant rules.

For the maximum benefit of the Company, the Nomination and Remuneration Committee (excluding interested committees), therefore, individually voted and agreed to propose to the Board of Directors to propose to the meeting of shareholders to elect all 4 retired directors to be an independent director, the Board of Directors, and sub-committees of the Company for another term.

The Board's Opinion

The Board of Directors, excluding the nominated directors, has thoroughly and carefully considered through the screening process under the criteria for the selection of the board of directors and agreed that all 4 nominated directors are qualified under the Public Limited Company Act B.E. 2535 (and its

amendments) and the Notification of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission, and the Capital Market Supervisory Board and has no prohibited characteristics to be appointed as a director according to the regulations of the Office of the Securities and Exchange Commission. Moreover, the nominated directors have qualifications, experience, and expertise suitable for the Company's business operation, especially, in the area of business management which is beneficial to the Company's business. During the previous term, all directors efficiently performed their duties as directors and sub-committees and provided useful opinions and recommendations to the Company's operations the Selection Committee has considered and in an opinion that Professor Chaiyos Hemarajata and Mr. Woravit Chailimpamontri are qualified as an independent director under the criteria specified by the Company, which is in accordance with the requirements of the Securities and Exchange Commission or the Stock Exchange of Thailand. Both have extensive experience and expertise which is beneficial to the Company's business operation and also are able to independently provide opinion and recommendation regarding the Company's operation according to relevant regulations and laws for the best benefit of the Company. Therefore, the Board of Directors agree with the proposal of the Nomination and Remuneration Committee and propose to the meeting of shareholders to re-appoint retired directors which are (1) Mr. Theerawat Thanyalakphark (2) Professor Chaiyos Hemarajata (3) Ms. Benyalak Thanyalakpark and (4) Mr. Woravit Chailimpamontri to be an independent director, the Board of Directors and sub-committee for another term.

Credentials of the 4 persons are provided in the Enclosure 3. In this regard, the nominees No. (2) and 4) are qualified in accordance with the Company's definition of Independent Director (as per details in Enclosure 3).

Resolution

The resolution in this agenda requires the majority of votes of the total shareholders who are present in the Meeting and are eligible to vote, with the following rules and procedures:

- (1) One shareholder has votes in a number equal to number of shares he/she holds for voting one (1) Director.
- (2) Each shareholder may use all his/her votes under (a) to elect one person or several persons as the directors but cannot allot the votes to any person in any number.
- (3) Persons who receive highest votes arranged in descending order shall be elected directors of the Company, in a number equal to the number of directors to be appointed. In the event of a tie at a lower place, which would make the number of directors greater than that required, the Chairman shall have additional one (1) vote as a casting vote.

To follow the Good Corporate Governance Principles, the Company provides opportunities for shareholders to vote on individual nominee by proposing the shareholders meeting to cast the vote on an individual basis. Each person nominated to be a director to replace a director who is due to retire by rotation must pass a resolution with a majority vote of the shareholders who attend the meeting and have the right to vote.

Agenda 6: To consider and approve the remuneration to the Board of Directors for the year 2023.

Facts and reasons

Pursuant to Section 90 of the Public Limited Company Act B.E. 2535 (as amended) and Article 28 of the Articles of Association of the Company, the determination of remunerations for directors and various standing committees must be approved by the Shareholders' Meeting of the Company.

The following are the Company's policy and guidelines related to the remuneration of the Board of Directors and various standing committees:

1. The remuneration of the Board of Directors and standing committees is subject to annual review and shall be presented to the meeting of shareholders annually for approval.
2. According to the Company's policy, the remuneration of each member of the Board of Directors and of standing committees reflects their respective duties and responsibilities and takes into consideration the remuneration of similar positions in the same industry.
3. The Nomination and Remuneration Committee is responsible for reviewing the remuneration of the Board of Directors and standing committees, ensuring that the remuneration is appropriate and in line with the Company's remuneration policy. In reviewing the remuneration, the

Committee takes into account the remuneration of similar positions in the same industry in the previous year as well as the Company's business expansion and profit growth.

Nomination and Remuneration Committee has considered the criteria for determination of directors' remuneration based on the operating results performance, powers, duties and responsibilities of the directors growth and performance of the company business liquidity and performance of each director and it was deemed appropriate to propose to the Board of Directors to propose to the shareholders to determine the directors' remuneration and sub-committees of the Company. For the year 2023 in the form of meeting allowances for directors The estimation of the directors' remuneration for the year 2023 is not exceeding 3,880,000 baht, which is the same amount as the year 2022 without other benefits. From the above considerations, Therefore, it was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the remuneration for the Board of Directors. and sub-committees for the year 2023 as follows:

The remuneration to the Board of Directors

1. Remuneration of the Directors

- Chairman of the Board of Directors	60,000 baht/time
- Independent Directors	40,000 baht/time
- Directors	10,000 baht/time

2. Remuneration of the Audit Committee

- Chairman of the Audit Committee	40,000 baht/time
- Audit Committee Member	20,000 baht/time

3. Remuneration of the Nomination and Remuneration Committee

- Chairman of the Nomination and Remuneration Committee	20,000 baht/time
- Nomination and Remuneration Committee Member	10,000 baht/time

4. Remuneration of the Risk Management Committee

- Chairman of the Risk Management Committee	20,000 baht/time
- Risk Management Committee Member	10,000 baht/time

5. Remuneration of the Corporate Governance Committee

- Chairman of the Corporate Governance Committee	20,000 baht/time
- Corporate Governance Committee Member	10,000 baht/time

The Board's Opinion The Board of Directors considered it appropriate to propose to the Shareholders' Meeting to consider approving the determination of remunerations for directors and various standing committees for 2023 not exceeding 3,880,000 Baht. There is no other compensation. (as per details in Enclosure 4).

Resolution The resolution in this agenda requires votes of not less than 2/3 of the total shareholders who are present in the Meeting.

Agenda 7 : To consider and approve for the appointment of the external auditors and set its audit fee for the year 2023

Facts and reasons Pursuant to the Public Limited Company Act B.E. 2535 (as amended) and Article 38(E) of the Articles of Association of the Company, it requires every Annual General Meeting of Shareholders to appoint auditors and determine remuneration for the auditors of the Company. In addition, the announcement of the Capital Market Supervisory Board requires that the listed company to have an auditor rotation in the event that any auditor has performed the duty of reviewing or checking and commenting on the company's financial statements for 7 accounting periods, regardless of whether they are in contact or not. Which can appoint a new auditor under the same audit office as the former auditor. However, the company will appoint an auditor who has retired from performing duties from the auditor's rotation after at least 7 consecutive fiscal year from the date of termination of duty.

The Audit Committee's Opinion The Audit Committee considered the selection of the auditors for the year 2023 by evaluating the independence of the auditor, skills, knowledge, capabilities of the team and experience in auditing which is beneficial to the business that will be received and the appropriateness of the audit fee. Therefore deemed appropriate to propose to the Board of Directors to consider and propose to the Annual General Meeting of Shareholders the appointment of Karin Audit Co., Ltd. as the Company's Auditor for the year 2023 as follows:

No.	Name	Surname	Certified Public Accountant No.	The number of years as an auditor for the company (Year signed)
1	Mr. Jadesada	Hungsapruerk	3759 and/or	4 years / years 2016 - 2019
2	Ms. Kannika	Wipanutrat	7305 and/or	2 years / years 2011 - 2012
3	Mr. Komin	Linphrachaya	3675 and/or	-
4	Mr. Jirrote	Sirirorote	5113 and/or	3 year / year 2013 - 2015
5	Mr. Pojana	Asavasontichai	4891 and/or	-
6	Ms. Nonglak	Pattanabandith	4713 and/or	-
7	Mrs. Sumana	Senivongse Na Ayudhaya	5897 and/or	2 year / year 2020 - 2021
8	Mr. Wichian	Proongpanish	5851 and/or	2 year / year 2020 - 2021
9	Ms. Kojchamon	Sunhuan	11536 and/or	3 year / year 2020 - 2022
10	Mr. Worapol	Wiriyakulapong	11181 and/or	2 year / year 2020 - 2021
11	Ms. Kanwarat	Saksriborworn	13273 and/or	1 year / year 2021
12	Mr. Somchai	Lertyongyuth	13314 and/or	2 year / year 2020 - 2021
13	Ms. Bongkotrat	Suamsiri	13512 and/or	-
14	Mr. Supoj	Mahantachaisakul	12794 and/or	1 year / year 2022
15	Mr. Thanathit	Raksathianrappap	13646 and/or	-
16	Ms. Arunrat	Sanprasertsuk	14348	-

By determine any one of the above auditors or other auditors approved by the Office of the Securities and Exchange Commission who is an auditor from Karin Audit Co., Ltd. who audits and expresses opinions on the Company's financial statements and sign the audit report. The profiles and work experiences of each auditor appear in Enclosure No. 5.

In addition, the Audit Committee considered it is deemed appropriate to propose to determine the audit fee for the year 2023, quarterly review of the financial statements and the annual financial statements totaling 2,747,350 baht, with details as follows:

Audit Fee (Baht) :

List	2022	2023 (Proposed Year)
● Consolidated financial statements	671,000	738,050
● Sena Development Public Company Limited	1,826,000	2,009,300
● Non-audit fee	-	-
Total	2,497,000	2,747,350

In addition, Karin Audit Co., Ltd. has been selected to be the auditor of 15 subsidiaries of the Company and is reviewing the financial statements of associated companies audited by 24 other auditors. (Details appear in the Enclosure No. 5)

The Board's Opinion

The Board of Directors considered it appropriate to propose to the Shareholders' Meeting to approve the appointment of Auditor Mr. Jadesada Hungsapruet, CPA Registration No. 3759 and/ or Ms. Kannika Wibhanurat, CPA Registration No. 7305 and/ or Mr. Gomin Linpradchaya, CPA Registration No. 3675 and/ or Mr. Jirote Sirirorote, CPA Registration No. 5113 and/ or Mr. Pojana Asawasontichai, CPA Registration No. 4891 and/ or Ms. Nonglak Pattanabandith, CPA Registration No. 4713 and/ or Mrs. Sumana Senivongse Na Ayudhaya, CPA Registration No. 5897 and/ or Mr. Wichian Proongpanish, CPA Registration No. 5851 and/ or Ms. Kojchamon Sunhuan, CPA Registration No. 11536 and/ or Mr. Worapol Wir-iyakulapong, CPA Registration No. 11181 and/ or Ms. Kanwarat Saksriborworn, CPA Registration No. 13273 and/ or Mr. Somchai Lertyongyuth, CPA Registration No. 13314 and/ or Ms. Bongkotrat Suamsiri, CPA Registration No. 13512 and/ or Mr. Supoj Mahantachaisakul, CPA Registration No. 12794 and/ or Mr. Thanathit Raksathianraphap, CPA Registration No. 13646 and/ or Ms. Arunrat Sanprasertsuk, CPA Registration No. 14348 from Karin Audit Co., Ltd., as auditors of the Company for the fiscal year 2023, and consider determining the audit fee for the year 2023, review fees for quarterly and annual financial statements in the total amount 2,747,350 baht and in the event that such auditors are unable to perform their duties, Karin Audit Company Limited shall recruit another certified public accountant of the Office to audit the accounts and express opinions on the Company's financial statements instead of such auditors. (Details appear in Enclosed No. 5)

Resolution

The resolution in this agenda requires the majority of votes of the total shareholders who are present in the Meeting and are eligible to vote.

Agenda 8 : To consider and approve the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the company and/or its subsidiaries No. 14 (SENA-WN) and No. 15 (SENA-WO)

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| Facts and reasons | The Company has policy to issue and allocate warrants to purchase new ordinary shares to Executives and Employees of the Company and/or its subsidiaries as reward for their dedication, loyalty and past performances as well as an incentive and motivation for the future which will benefit the Company's operation in the long term. |
| The Board's Opinion | <p>The Board of Directors considered it appropriate to propose to the shareholder meeting to consider approving the issuance and allocation of warrants to purchase ordinary shares to Executives and Employees of the Company and/or its subsidiaries No. 14 (SENA-WN) in the amount of not exceeding 8,650,000 units and No.15 (SENA-WO) in the amount of not exceeding 2,500,000 units with no consideration. (as per details in <u>Enclosure 6</u>).</p> <p>Addition, the Board of Directors considered it appropriate to propose to the shareholders' meeting to consider and approve to authorize the Board of Directors and/or the person(s) entrusted by the Board of Directors to authorized as follows ;</p> <ol style="list-style-type: none"> 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. 14 (SENA-WN) and No.15 (SENA-WO) 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) Enter into negotiations, agree to sign documents and contracts; associated. c) Sign the application form. Application for waiver (with the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 14 (SENA-WN) and No.15 (SENA-WO). This includes contact. 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 with the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 14 (SENA-WN) and No.15 (SENA-WO) as appropriate.

Resolution

- 1) For directors or employees to be offered more than 5% of the total number of warrants.
 - The resolution in this agenda requires votes of not less than 3/4 of shareholders present and eligible to vote and it must not have more than 5% of the total votes of all shareholders present at Meeting objecting this issuance of warrants.
- 2) For directors or employees to be offered no more than 5% of the total number of warrants.
 - The resolution in this agenda requires votes of not less than 3/4 of shareholders present and eligible to vote and it must not have more than 10% of the total votes of all shareholders present at Meeting objecting this issuance of warrants.

Agenda 9 : To consider and approve the capital decrease by reducing the registered shares which have not been sold and approve the amendment of Clause 4 of Memorandum of Association to reflect the Company's capital decrease.

Facts and reasons

Allocation of new ordinary shares to accommodate the adjustment of the right to purchase the Company's ordinary shares to the management and employees of the Company and / or its subsidiaries No. 14 (SENA-WN) and No.15 (SENA-WO) it is necessary that the Company increase its capital to support the issuance and allocation of the newly issued shares. Section 136 of the Public Limited Company Act B.E. 2535 and Article 39 of the Article of Association of the Company states that "The Company may increase the amount of its registered capital by issuing new shares after all shares have been completely sold and paid up in full or, if the shares have not been completely sold, the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or share warrant".

The Company still has unsold shares in total of 375,276,007 shares, of which there are 2,215,285 shares, which are unsold shares remaining from the offering of warrants to purchase ordinary shares of the company issued to executives and employees of the Company and/or its subsidiaries No. 5 (SENA-WE) 1,073,234 shares No. 7 (SENA-WG) 797,450 share and No. 11 (SENA-WK) 344,601 share totaling 2,215,285 shares with a par value of 1 baht per share which three series of warrants have expired on the last exercise date. The Company has the necessity to cancel 2,215,285 unsold ordinary shares in pursuant to Section 140 of the Public Limited Company Act, B.E. 2535 before increasing its capital to support the issuance and allocation of the newly issued shares as detailed in **Agenda 11**. However, after the said share elimination, the Company still has 373,060,722 unsold shares which were issued to accommodate the exercise of warrants to purchase ordinary shares of the Company. issued to executives and employees of the Company and/or its subsidiaries No. 9 (SENA-WI), No. 12 (SENA-WL) and No. 13 (SENA-WM) and to support the exercise of warrants. The right to purchase ordinary shares of the Company No. 1 (SENA-W1).

The Board's Opinion

The Board of Directors recommended that the shareholders approve the reduction of the Company's registered capital by 2,215,285 baht from the existing registered capital 1,817,548,405 baht to the remaining capital 1,815,333,120 baht divided into 1,815,333,120 shares ordinary shares with a par value of Baht 1 per share. The Company has not issued the warrants to purchase the Company's ordinary shares. Issued to the Management and Employees of the Company and / or its Subsidiaries No. 5 (SENA-WE) 1,073,234 shares No. 7 (SENA-WG) 797,450 share and No. 11 (SENA-WK) 344,601 share totaling 2,215,285 shares with a par value of Baht 1 per share and amendment of Clause 4 of the Memorandum of Association To be in line with the reduction of the Company's registered capital.

Clause 4.	Registered Capital 1,815,333,120 Baht	(One thousand eight hundred fifteen million three hundred thirty-three thousand one hundred twenty Baht)
	Divided into 1,815,333,120 shares	(One thousand eight hundred fifteen million three hundred thirty-three thousand one hundred twenty shares)
	Ordinary share 1.00 Baht	(One Baht)
	Categorized into:	
	Ordinary shares 1,815,333,120 shares	(One thousand eight hundred fifteen million three hundred thirty-three thousand one hundred twenty shares)
	Preferred shares - shares	(Zero share)

Resolution The resolution in this agenda requires votes of not less than 3 / 4 of shareholders present in the Meeting and eligible to vote.

Agenda 10 : To consider and approve the increase of registered capital to accommodate the allocation of warrants to purchase ordinary shares to executives and employees of the company and/or its subsidiaries No. 14 (SENA-WN) and No.15 (SENA-WO) and approve the amendment to Clause 4 of the Memorandum of Association to be consistent with the capital increase;

Facts and reasons As the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 14 (SENA-WN) and No.15 (SENA-WO).

Therefore, the Company is required to increase the Company's registered capital by issuing new ordinary shares. To support the exercise of warrants to purchase the Company's ordinary shares To the executives and employees of the Company and / or its subsidiaries No. 14 (SENA-WN) and No.15 (SENA-WO). The details are shown in the Capital Increase Report Form. (F53-4) (*Enclosure No. 7*)

The Board's Opinion The Board of Directors considered it appropriate to propose to the shareholders meeting to consider increasing the Company's registered capital by Baht 11,150,000 from the existing registered capital by Bath 1,815,333,120. The Company has issued Bath 1,826,483,120 by issuing new ordinary shares of 11,150,000 shares with a par value of Baht 1 per share,

increased capital to accommodate the exercise of warrants to purchase the Company's ordinary shares Issued to the Management and Employees of the Company and / or its subsidiaries No. 14 (SENA-WN) and No.15 (SENA-WO), and amendment of Clause 4 of Memorandum of Association to be in line with the increase of registered capital as follows:

Clause 4. Registered capital 1,826,483,120 Baht (One thousand eight hundred twenty-six million four hundred eighty-three thousand one hundred twenty Baht)

Divided into 1,826,483,120 Shares (One thousand eight hundred twenty-six million four hundred eighty-three thousand one hundred twenty Shares)

With a par value of 1.00 Baht (One Baht)

Categorized into:

Ordinary share 1,826,483,120 Shares (One thousand eight hundred twenty-six million four hundred eighty-three thousand one hundred twenty Shares)

Preference share - Shares (Zero share)

Resolution The resolution in this agenda requires votes of not less than 3/4 of shareholders present in the Meeting and eligible to vote.

Agenda 11 : To consider and approve the allocation of newly issued shares to accommodate for the allocation of warrants to purchase ordinary shares to executives and employees of the company and/or its subsidiaries No. 14 (SENA-WN) and No.15 (SENA-WO).

Facts and reasons As the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 14 (SENA-WN) and No.15 (SENA-WO).

Therefore, the Company needs to allocate not more than 11,150,000 new ordinary shares, Par value of Baht 1 to support the exercise of the Company's Warrant to be issued to executives and employees No. 14 (SENA-WN) and No.15 (SENA-WO).

The Board's Opinion The Board of Directors considered it appropriate to propose to the shareholders meeting to consider the allocation of additional shares not exceeding 11,150,000 shares as detailed below.

- 1) To allocate newly issued shares of not exceeding 8,650,000 shares, with a par value of Baht 1, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No. 14 (SENA-WN).
- 2) To allocate newly issued shares of not exceeding 2,500,000 shares, with a par value of Baht 1, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No. 15 (SENA-WO).

Details of share allotment: (F 53-4) (Enclosure No. 7) and other items to be included in the Notice of the Annual General Meeting of Shareholders for approval of the issuance and offering of securities in accordance with the Notification of the Board of Governors of the Stock Exchange of Thailand No. Tor jor 73/2558 appeared in the Information Memorandum Concerning the Offering and Allotment of Newly Issued Shares (Enclosure No. 8)

Resolution The resolution in this agenda requires the majority of votes of the total shareholders who are present in the Meeting and are eligible to vote.

Agenda 12 : Other Matters (if any)

The Board's Opinion The Board of Directors considered it appropriate to set an agenda for other matters at every Shareholders' Meeting to allow shareholders to ask questions, discuss matters and/or give suggestions to the Board and/or the Management of the Company.

Additionally, the Company had offered an opportunity for shareholders to propose agenda items for the Annual General Shareholders' Meeting 2023 in advance from October 1, 2022 until December 31, 2022 the details, criteria and procedures of which are on the Company's website (<http://www.sena.co.th>). However, there was no shareholders proposed any agenda items for the Annual General Shareholders' Meeting 2023, thus there was no additional agenda item from shareholders.

In addition, the Company has set the list of shareholders who have the right to attend the Annual General Meeting of Shareholders Year 2023 (Record Date) on March 17, 2023. The Company would like to invite shareholders to attend the meeting on the date, time and place mentioned above. Related to this meeting on the Company's website (www.sena.co.th) from March 27, 2023 to allow shareholders to consider various agendas on the meeting day.

All shareholders are invited to please attend the Meeting on such date and at such time and venue as referred to above. Shareholders must produce to the Chairman of the Meeting prior to attendance evidences of their identification as shareholders or proxies entitled to attend the Meeting in such form as attached. Registration for attendance in the Meeting may be made from 8.30 hours on Thursday, April 27, 2023 at SEN A Development Public Company Limited, Thanyalakpark Building (Floor 1), No.448, Ratchadapisek Road, Samsen Nok Sub-District, Huai Khwang District, Bangkok 10310.

Due to the ongoing situation of the Coronavirus 2019 (COVID-19) outbreak in Thailand, SEN A Property Public Company Limited ("the Company") is concerned about the health and Safety of shareholders and attendees at the 2023 Annual General Meeting of Shareholders scheduled for Thursday, April 27, 2023. The company would like to inform about the measures and guidelines for attending the meeting to reduce the risk and to prevent the spread of the Coronavirus Disease 2019 (COVID-19) with the following details:

1. For the meeting, the company arranges the meeting seats with social distancing, therefore the number of meeting seats is limited to approximately 100 seats. The company therefore requests the cooperation of the shareholders to appoint the Company's independent directors as their proxies instead of attending the meeting in person (Details of independent directors proposed to serve as shareholders' proxies appear in the invitation to the 2023 Annual General Meeting of Shareholders as *Enclosure No.9*)

In this regard, shareholders who wish to appoint the Company's independent directors as their proxies Able to submit a proxy form together with complete and correct supporting documents by specifying the intention to vote in each agenda to the Company by postal mail to the Company's address within April 18, 2023.

2. In order to conduct the meeting concisely prevent and reduce the risk of the spread of Coronavirus Disease 2019 (COVID-19). The company requests cooperation from shareholders to send questions related to the meeting agenda to the company in advance of the meeting date Please specify the name and surname of the shareholder. and sent to the following channels:

1) Investor Relations Department by electronic mail ir@sena.co.th or

2) Attached with the above proxy form, whereby the Company will record the questions and answers in the minutes of the shareholders' meeting as appropriate.

3. If a shareholder or a shareholder's proxy wishes to attend the meeting in person, the Company requests cooperation from the attendees wear a face mask throughout the time of attending the meeting.

4. The company does not provide food and beverage services food and beverages are not allowed in the meeting room area. In order to reduce the risk of the spread of Coronavirus Disease 2019 (COVID-19), such measures and guidelines may be changed according to additional government

announcements. If there is any change, the Company will announce the amended measures and guidelines for shareholders to know via the Company's website.

The company will provide sufficient alcohol gel to serve you at various points around the meeting place and will coordinate with the management place to have the equipment cleaned. and areas where there are many people touched, such as railings, doorknobs, bathrooms with cleaners or 70% alcohol regularly.

If you cannot personally attend the Meeting or does not wish to attend the said meeting, please authorize a person you deem appropriate, or an independent director recommended by the Company, to attend the Meeting on your behalf, as per details in Enclosure 9, using the attached Proxy Form in Enclosure 10. The Company provides stamp duties to be affixed to the Proxy Form for your convenience at the registration spot.

Shareholders who wish to appoint one of the Company's independent directors to be a proxy to attend the meeting and vote on behalf of the shareholders. The Company has independent directors who can be appointed as proxies from you as follows:

- **Mr. Kamol Thammanichanond**, 83 years, Audit Committee and Independent Director
Address : 21/60 Soi Ladprao 15, Chomphon Subdistrict, Chatuchak District, Bangkok
- **Mr. Samma Kitsin**, 66 years , Independent Director
Address : 67/347 Soi Changwattana 10, Tung Song Hong Sub-district, Lak Si District, Bangkok

(Please see details of independent directors who are proxies according to the Enclosure No. 9)

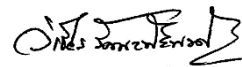
In order to ensure that the number of shares and the number of shareholders constitute a quorum in accordance with the Articles of Association and the Public Limited Company Act B.E. 2535 (A.D. 1992), which necessitate the Shareholders' Meeting to be attended by at least 25 shareholders and their proxies (if any), or not less than one half of the total number of shareholders, holding shares, in aggregate, of not less than one-third of the total number of shares sold. For convenience and expeditiousness of the Meeting convention, the Company requests cooperation from shareholders who wish to grant proxy to an independent director of the Company. Please kindly send a proxy form to the Company. at least 7 working days prior to the meeting.

The company would like the shareholders to be informed and comply with the conditions and procedures for registration of attendees, proxy and voting as specified in the documents. (Enclosure No. 11) and for convenience in registration, please bring the meeting invitation letter, registration form to attend the meeting to confirm your attendance.

In order for the shareholders to receive the most benefit from the meeting as well as to fully protect your rights, if you have any questions that need to be clarified on the issues of the proposed agenda, you can send questions in advance to the company by using electronic mail to ir@sena.co.th or fax number 02-9389875.

In addition to facilitating, the company have prepared a map of the venue of the Annual General Meeting of Shareholders (Enclosure No. 15)

Yours truly,



(Mr. Vichien Ratanabirabongse)

Chairman of the Board of Directors

Company Secretary

Tel. 0-2541-4642, ext. 10750

Minutes of Annual General Meeting of Shareholders 2022
of

Sena Development Public Company Limited

Date, Time & Venue

Minutes of Annual General Meeting of Shareholders 2022 of Sena Development Public Company Limited (Company) was held on Tuesday, April 26, 2022 at 10.00 am., 1st Floor, Thanyalak Building, No. 448 Ratchadaphisek 28 Alley, Samsen Nok Sub-district, Huai Khwang District, Bangkok 10310.

Starting the Meeting

Mr. Vichien Ratanabirabongse, Chairman of Board of Directors, as the Chairman of the meeting (the “Chairman”) stated opening of Minutes of Annual General Meeting of Shareholders 2022 of Sena Development Public Company Limited, informing the assembly that in this Minutes of Annual General Meeting of Shareholders 2022, Board of Directors has been observing government announcements, Notifications of the Ministry of Public Health, as well as Government’s Promulgation of Emergency Decree on Public Administration in Emergency Situation, and has detailed. As defined by the purpose of organizing the shareholders’ meeting to give the dividend to shareholders punctuality and the company can proceed other business without delay. Also, the agenda in this shareholder’s meeting is related to company’s business plan, which the company has important business plans that will generate future returns for all shareholders and it is necessary to prepare and take action in accordance with the company’s plan. In this meeting, the company will strictly follow the measures to prevent infection. The agenda will be concise but will still ensure to have all essential content. After that, before starting to consider the agenda of the meeting, the chairman assigned Mr. Danai Kemasakchai to act as the me.

The Moderator informed the assembly that there were 45 shareholders attending the Meeting in person, holding altogether 14,275,118 shares, and by proxy 65 shareholders, holding altogether 982,114,818 shares, totally 110 shareholders attending the Meeting, holding altogether 996,389,936 shares, equivalent to 69.304% of total number of shares sold at 1,437,700,550 shares, and thus constituted the quorum of the Meeting, pursuant to the law and the Company’s Articles of Association.

Due to the COVID-19 epidemiological situation that the Company gives importance to Guideline of Listed Company in Annual General Shareholders’ Meeting under the COVID-19 epidemiological situation. The Company has prescribed practice guidelines for the meeting as recommended by Department of Disease Control; Ministry of Public Health as follows.

- 1) Provide Screening point, requesting all attendees to answer Self Screening Questionnaire and check the before attending the meeting
- 2) Provide sufficient alcohol-based hand sanitizer at various stations withing meeting venue, especially where crowded such as Registration point, Meeting room, Food and beverage service stations, etc.
- 3) Arrange regular cleaning and disinfection of equipment and frequently-touched areas such as handrails, door handles, toilet and so on, using disinfectants or 70% alcohol.
- 4) Reduce crowding of, arranging seats for attendees, the Company's executives and employees with distancing of at least 1meter.
- 5) Attendees must register before entering and leaving the meeting venue. using the Thai Chana application via mobile phone as prescribed by the government
- 6) Ask for cooperation of all attendees to wear a mask at all time during the meeting.
- 7) The attendee found with abnormalities such as fever, coughing, sneezing and nose running should contact the Company staff at Screening point or Registration point immediately.
- 8) Asking for cooperation to refrain from eating at the meeting place. The company will distribute snacks after the meeting is over.

Then, the Moderator had introduced Board of Directors, the Company's consultant, auditor, independent financial advisor and legal advisor to respond to shareholders' enquiries, as follows.

Directors Attending the Meeting:

1. Mr. Vichien Ratanabirabongse	Chairman of Board of Directors/ Independent Director
2. Prof. Chaiyos Hemarajata	Chairman of the Audit Committee/ Independent Director
3. Mr. Kamol Thammanichanond	Independent Director/ Audit Committee
4. Mr. Worawit Chailimpamontri	Independent Director/ Audit Committee
5. Mr. Theerawat Thanyalakphark	Chairman of the Executive Committee/ Chief Executive Officer
6. Pol. Gen. Ajiravid Subarnbhesaj	Director/ Independent Director
7. Mr. Samma Kitsin	Director/ Independent Director
8. Ms. Benyalak Thanyalakpak	Director
9. Miss KessaraThanyalakpark	Director
10. Miss Umaporn Tanyalakpark	Director
11. Mrs. Weraporn Chaisiriyasavat	Director/ Company Secretary

There are 11 Directors attending in this meeting, were counted as 100% of total number of directors.

Company Advisor Attending the Meeting:

Mr. Phadungchai Kledsuwan

Legal Advisors from Dherakupt International Law Office Limited: 2 persons, namely;

1. Miss Narissara Swaisaenyakorn
2. Miss Nattarin Jamnongwat

Auditor from Karin Audit Co., Ltd.: 2 persons, namely;

1. Miss Kotchamon Sunhuan
2. Mrs. Sumana Seniwong Na Ayutthaya

Then, the Moderator stated to the assembly that this Annual General Shareholders' Meeting 2022 today includes 8 agenda, as detailed in Meeting Invitation Letter had sent to the shareholders for reviewing prior to the meeting.

Before entering the agenda, the Moderator informed the assembly the regulations applicable to the Meeting and voting procedures as detailed below:

1) One share shall be equal to one vote. Where a shareholder has any conflict of interest in any matter, the shareholder shall have no right to vote in the matter, with exception on voting for appointment of directors.

2) For the cases when shareholder attending in person and the proxy being authorized in accordance with legally prescribed forms, voting shall be conducted according to following procedures:

Voting in this meeting is an open vote, not by secret ballot. Before voting on each agenda item, shareholders are asked to sign their ballots in order to ensure transparency in the voting process.

For each agenda item, the Chairman will ask whether any shareholders disagree or have abstained from voting. Such shareholders (or proxies) will then be asked to mark in the ☐ disagree or ☐ abstain box on the ballot and raise their hands, so that the Company's officers can collect the ballots for compilation. Whereas, the shareholders who agree shall mark in the ☐ agree box on the ballot, then return it to the staff after the Meeting. Collecting the ballots from all attending shareholders is to ensure transparency and to be retained as evidence, however, this will not affect voting results already announced.

The followings will be deemed as voided ballots:

- 1) Ballots which have been ticked in more than 1 box
- 2) Ballots with cross out(s) with no certifying signature

Where a shareholder desires to change the vote on the ballot, the original box is to be crossed out and always certified by the shareholder's signature.

For vote counting, the Company would deduct the votes with objection or abstention from the total votes. The remaining votes would be deemed as approval votes on such agenda. Any ballots

submitted to the counting agent after announcement of closing of voting on such Agenda will only be deemed as votes in agreement. After compilation of the votes, the Moderator will announce to the assembly the voting results from total votes of the shareholders attending the Meeting in person and by proxy, based on the latest numbers of shareholders presenting in each agenda item.

Any shareholders wishing to leave early or being absent from the meeting at any agenda item can vote by submitting your ballots to the Company's staff at vote-counting desk located at the entrance, in advance.

A shareholder authorizing a proxy to attend the meeting, and votes as the shareholder wishes, such votes from each agenda items have already been counted according to the above methods. For shareholder authorizing a proxy to attend the meeting with no method of voting, such proxy may vote in accordance with voting procedures informed above.

For meeting resolutions of all agenda item including the following cases:

- 1) Agenda items requiring approval from majority of the attending shareholders with eligibility to vote pursuant to Regulation No. 36.
- 2) Agenda items requiring approval by special resolution from the shareholder assembly including cases in Regulation No. 37 being determined for at least three-fourths (3/4) of all votes from shareholders in attendance with eligibility to vote.
- 3) Agenda items about allowance for directors requiring approval final decision not less than two-third (2/3) of total shareholders in the meeting.

Therefore, votes of each agenda item shall be considered from stating "agree", "disagree", "abstain", as well as voided ballots, as the base of vote counting.

In order to ensure transparency in the vote counting process, the Company has invited a legal advisor from Dherakupt International Law Office Ltd. to be a witness during the voting counting process.

In order to avoid sharing the microphone, any shareholder or proxy wishing to enquire for additional details of, or comment on respective agenda item should wait until the Chairman or the assigned person had completed clarification of each agenda item, before writing such questions in the given form and submit it to the Company's staff in the meeting room. The collected questions in paper form shall be passed on to and read aloud by the Moderator, requesting the answers from the Company's

directors or management. And for sake of taking the meeting minutes, any enquiries irrelevant to agenda items of this meeting may be conducted in agenda 8: Consideration of Other Matters

However, for sake of a concise proceeding of the meeting, the Chairman may consider time limit for question answering. Additional enquiries or comments may be written down in paper sheet distributed, declaring full name of the enquirer, and submit it to the Company's staff. All questions shall be answered on the Company's website, together with dissemination of this meeting minutes.

Then, the Moderator invited the Chairman to proceed further according to the following agenda.

Agenda 1: To consider and approve the Minutes of Extraordinary General Shareholders' Meeting 1/2022

The Chairman clarified to the assembly that this is a consideration of the Minutes of Extraordinary General Shareholders' Meeting 1/2022, held on February 28, 2022, as the Company had already sent its minutes along with meeting invitation letter, for shareholders to review prior to this Meeting. The Board of Directors had found correctness and completeness of such Minutes, thus appropriate to be proposed for approval of the shareholders.

This agenda required approval resolution by majority of total votes from the shareholders presenting at the meeting and being eligible to vote.

The Moderator had solicited and acquired the enquiries and comments from the shareholders as detailed below.

So that the Chairman proposed the assembly to consider and vote on this agenda.

Resolution: The assembly considered and resolved, with unanimous vote of the total entitled shareholders presenting in the Meeting, to approve the Minutes of Extraordinary General Meeting of Shareholders 1/2022 as proposed.

The voting result of this agenda was as follows;

Shareholder	Vote	(%)
Agree	996,408,798	100.000
Disagree	0	0.000
Abstain	0	0.000
Void	0	0.000
Total	996,408,798	100.000

Remark: For this agenda, there were 8 attending shareholders, holding altogether 18,862 shares.

Agenda 2 : To acknowledge the Board of Directors' report on the Company's operating results in 2021

The Chairman clarified to the Meeting that the Company has summarized its past operating results and significant changes in 2021 in the 2021 Annual Report, which was submitted by the Company to shareholders together with the invitation letter to the meeting. The Board of Directors considered and deemed appropriate to propose this matter to the Shareholders' Meeting to acknowledge the operating results of the Company in 2021 with the following details:

The Chairman reported to the Meeting that, regarding the progress on participating in the Thailand's Private Sector Coalition against Corruption, the Board of Directors and executives were committed to conducting business with transparency, integrity, and traceability under the Principles of Good Corporate Governance set out in the Company's Good Corporate Governance Manual so that employees could strictly comply with in conjunction with corporate social responsibility. Therefore, the Company announced its intention to participate in the Thailand's Private Sector Action Coalition against Corruption, in which the Company was certified as a member of the project, "Collective Action Coalition Against Corruption (CAC)", on November 10, 2017. In 2021, the Company applied for the renewal of the certificate of membership of Thailand's Private Sector Anti-Corruption Coalition (CAC). The Board of Directors continued conducting and monitoring anti-corruption so that the Company provided quality in terms of performances and good governance for sustainable growth.

In addition, the Company considered the report of complaints about corruption in 2021. Regarding the Company's channels of whistleblowing and complaint, there are 4 channels as follows: 1. E-mail of the Audit Committee, 2. Post to the Audit Committee, 3. Submission of complaints through the Company's Dropbox channel, and 4. Company's hotline (Call Center 1775). In 2021, the Company had received no complaints or clues about corruption from any channels.

Then, the Chairman invited Mr. Theerawat Thanyalakphark, the Director and Chief Executive Officer, and Asst. Prof. Dr. Kessara Thanyalakpark, the Director and Managing Director, to report the Company's operating results for the year 2021 and clarified the Company's action plan for the year 2022 to shareholders for acknowledgement.

Mr. Theerawat Thanyalakphark, the Director and Chief Executive Officer, clarified to the Meeting as follows:

Firstly, it was the report on the Company's operations in terms of corporate social and environmental responsibility (CSR). The implementation under the Code of Ethics and Good Management is the ultimate goal of sustainable development of the organization. In 2021, the Company had taken into account the situation of COVID-19 outbreak which was still very severe. The Ruamtangfun Foundation donated 70 million Baht by giving 30 million Baht to Ramathibodi Hospital to construct ICU rooms and cleanrooms to accommodate COVID-19 patients and another 40 million Baht to Thammasat Chalermprakiat Hospital in the future. In 2022, to continue returning benefits to society sustainably, Ban Ruamtangfun Foundation signed a memorandum of support between the Ban Ruamtangfun 5 Project and 4 hospitals, including (1) Chulalongkorn Hospital, the Thai Red Cross Society, (2) Vajira Hospital, (3) Siriraj Piyamaharajkarun Hospital and (4) Songklanagarind Hospital.

In addition, in recent months, the Ruamtangfun Foundation by SEN A had supported medical personnel and Thais to overcome the COVID-19 crisis by donating medical equipment and supplies needed for caring and treating COVID-19 patients in the total amount of 30 million Baht. These included 2 digital mobile X-ray machines and 5 Pulse index Contour Cardiac Output (PICCO) monitors, etc. This was to ensure that medical personnel performed their duties in the most flexible and efficient manner. Asst. Prof. Dr. Kessara Thanyalakpark, the Managing Director of SEN A Development (Public) Company Limited, together with the Committee of Ruamtangfun Foundation and its representatives, gave such donation to Chakri Naruebodindra Medical Institute, Faculty of Medicine Ramathibodi Hospital, Mahidol University. Professor Pairoj Boonkongchuen, M.D., the hospital director, and medical personnel were the recipient.

The Chairman clarified to the Meeting that the Company had summarized past operating results and significant changes in 2021 and assigned Dr. Kessara Thanyalakpark, the Director and Managing Director, to clarify details to the Meeting.

Dr. Kessara Thanyalakpark, the Director and Managing Director, clarified to the Meeting as follows:

In 2021, the first priority issue was the acquisition of J.S.P. Property (Public) Company Limited ("JSP"), which was a listed company on the MAI. The Company made an offer to buy all of JSP's securities, but it appeared that no shareholder accepted the purchase offer. However, the Company was still the only major shareholder and had the power to manage JSP. In other words, the Company would be able to oversee and manage JSP to be more efficient. The structure of JSP was also changed as if JSP was a subsidiary of the Company, which had the same executives. JSP would be renamed as SENAJ to represent SEN A Development. In addition, in terms of marketing, consumers would recognize

more about the Company's projects, and it also provided economies of scale to the projects under development.

In addition, the Company had an effective joint venture with Hankyu Hanshin Property Corporation Company Limited ("Hankyu Hanshin" or "Hankyu"). There were approximately 27 joint venture projects, causing the Company to have more projects in every area.

The Chairman then assigned Ms. Athika Boonrodchoo, the Director of Capital and Investment Allocation, to summarize the past operating results and significant changes in 2022, including business plans in 2022, to the Meeting.

Ms. Athika Boonrodchoo, the Director of Capital and Investment Allocation, clarified to the Meeting as follows:

In the previous year, the Company launched more than 12 projects with a total project value of approximately 10,236 million Baht. The project details appeared in the documents presented on the screen.

In 2021, the Company focused on the launch of projects that were SENA KITH or Affordable Condominium, which was the condominium with the price of approximately 1 million Baht. Most of them were low-rise projects, which 32% was condominiums developed on behalf of the Company and 52% was developed on behalf of SENA – Hankyu or joint venture projects. Regarding the project transfer amount throughout the year 2021, it was approximately 5.7 billion Baht, consisting of major projects which the Company had undertaken joint venture projects. The backlog of condominium projects, the Company, and the low-rise projects was 58%, 27%, and 15%, respectively. When considering the capabilities compared with the planned Pre-sale Actual and Target, the Pre-sale Actual amount accounted for 82.4%, compared with Target.

For performance overview in 2021, sales were approximately 5.6 billion Baht. Regarding the current overview of the Company's current project in 2021, there were 40 projects worth approximately 47,770 million Baht. The inventories at the end of 2021 amounted to 20,719 million Baht. Most of them were condominiums that were joint venture projects. Among these inventories, there were ready-to-transfer or ready-to-move projects worth approximately 5,530 million baht and the backlog was 7,943 million Baht. When considering the backlog, the total amount of 7,943 million Baht consisted of ready-to-transfer projects in 2022 worth approximately 6,663 million Baht, including Niche Mono

Ramkhamhaeng, PITI Sukhumvit 101, Niche Mono Chaengwatthana, Sena Kith Thepharak – Bangbo, and Sena Kith Westgate – Bangbuathong. Most of them were joint venture projects. For other projects, revenues would be gradually recognized in 2022 onwards.

Regarding details of recognition of the Company's other revenues, the Company also engages in the real estate rental business, which will be discussed further. In addition, the Company also had more than 20 projects received from JSP, which were currently implemented with the value of 17,171 million Baht. The inventory and the backlog were approximately 7,161 million Baht and 392 million Baht, respectively, which most of them were low-rise projects. Therefore, the Company expected to gradually recognize revenues in 2022. Regarding Inventory Ready to move projects that were ready to recognize the revenue, they mainly were condominium projects, including J Condo Project in Sathorn-Kalapapruek and Miami Project, etc. The remaining inventory projects were expected to be gradually recognized revenues of approximately 1,360 million Baht.

Construction Progress included projects with large backlog, which revenues would be recognized by the Company in 2022, such as Niche Mono Ramkhamhaeng Project, Niche Mono Chaengwatthana Project, and Piti Sukhumvit 101 Project. They were expected to be transferred in Q3/2022. For Sena Kith Thepharak – Bangbo Project, it was expected to be transferred in Q2/2022.

Regarding other businesses of the Company, in 2021, real estate rental revenue was approximately 139 million Baht. The main revenues derived from SENA Fest and golf courses. The remaining businesses were service businesses, which revenues were recognized in the amount of approximately 731 million Baht. Such revenues mainly derived from SENA MC (Project Management), which provided joint venture project management services that the Company cooperated with Hankyu. Therefore, when combining the revenues from the rental and service business, the amount was approximately 871 million Baht.

The total revenues from solar business amounted to approximately 444 million Baht, deriving from Solar Farm of 378 million Baht and Solar, which the Company sold and performed EPC installation, of 60 million Baht.

Regarding the overview of the income statement for the year 2021, the Company's total revenue consisted of the following components: The first part was revenues from the sale of real estate, divided into revenues from the sale of the Company's projects of approximately 2,100 million Baht and joint venture projects of approximately 3,000 million Baht. However, the revenue recognition of joint venture projects was in the form of a share of profit (loss) as shown in the comprehensive income (loss)

statement. In addition, the Company recognized revenues from other businesses, which were solar business and rental and service business amounting to 46 million Baht and 871 million Baht, respectively. Therefore, revenue recognition of the Company totaled 6,117 million Baht. Regarding the recognition of revenues only in the sales of real estate of the Company and revenue from other businesses of the Company, it was be approximately 3,000 million Baht. The Gross Profit Margin was 1,273 million Baht or accounting for 42%. In addition, the Company also recognized the share of profits that the Company had performed joint venture amounting to approximately 335 million Baht or accounting for 11%. The Company earned profits from the investment in JSP's shares amounting to 489 million Baht or accounting for 16%. For the full year, the Company's profit amounted to be 1,250 million Baht or accounting for 41% of the total assets of 18,620 million Baht. Its liabilities or debts were approximately 10,000 million Baht and shareholders' equity was 7,765 million Baht.

The Company's gross profit margin derived from the following businesses: real estate business of 34%, rental and service business of 63%, and solar business of 29%. The total Gross Profit Margin was 42%. In addition, Solar Farm business generated the constant revenues, which its gross margin was approximately 216 million Baht, accounting for profitability of 57%. In addition, the revenue recognition in a share of profit was approximately 51%. In 2021, the Company recognized revenues according to the shareholding proportion in the Solar Farm business amounting to approximately 65.89 million Baht.

Regarding Financial Highlight for SG&A, the revenues were approximately 21.6%, slightly increased from 2020. For D/E Ratio, Total Debt was 1.39 times and IBD to Equity (interest bearing debt with financial institutions) was 1.26 times. In 2021, the Company issued debentures due to the economic situation. The Company was concerned about the market situation of the debentures which was volatile, so the Company issued debentures of approximately 1.2 billion Baht in advance at the end of 2021. The Company prepared the reinstatement of debentures in February, 2022, causing the Company to have debts due to newly issued debentures and debentures with maturity in February 2022. If the additional debentures of 1,200 million Baht was excluded, IBD to Equity would be approximately 1.1. However, currently the Company already repaid the debts of such debentures with maturity.

Net Profit was approximately 41.1%, which included profits generated from the acquisition of JSP's shares. Therefore, the overall business operations of the Company would be as proposed above.

Ms. Athika Boonrodchoo then presented the Company's business direction in 2022 as follows:

In 2022, the Company would focus on Low-Middle Income, which includes Flexi (Expand to Gen Y, Gen Z) Project, a cheap condominium that can be accessed by BTS and MRT to meet the needs of

Gen Y and Gen Z, and SENA Kith Project, an Affordable Condo located near factories or industrial estates with the affordable price. In addition, there was also the business plan that the Company would continue developing its business capabilities and manage qualified personnel to develop its potential.

For the 2022 business plan or SENA Expansion, the Company would focus more on low-rise projects due to the Company's acquisition of JSP. The details of the Company's plans to launch 24 new projects in 2022 worth approximately 18.5 billion Baht were shown on the screen. It could be seen that in Q4/2022 the Company planned to launch 10 projects. In addition, there were 25 projects that the Company would receive from the acquisition of JSP with an estimated value of 8,980 million Baht. JSP had 7 condominium projects and 13 house projects, which most of JSP's projects were located in the vicinity area. Therefore, when considering the JSP's projects and the Company's projects, the Company's projects would be available in both urban and vicinity areas. The details of JSP's projects were shown in the documents displayed on the screen. The Company's merger of JSP led to the Company Group's 90 current projects with an estimated value of 52,617 million Baht. Target sales and transfer were approximately 13,979 million Baht and 12,186 million Baht, respectively. In addition, the Company planned to expand its business of providing financial services for purchasing real estate, warehouse business, health care, prevention and rehabilitation service business, and other businesses. The Company is undergoing a study to further expand its business.

The business plan for the year 2022 was SENA Next Era, which was the business under the Company's affiliates. It was not only the business of real estate development for sale, but it was also the business-to-customer (B2C), such as Acute Reality and Victory Management Services, and business-to-business (B2B), such as Sena Management, etc. This caused the Company to earn a certain amount of income and have the potential to be listed on the stock exchange in the future.

The Company was studying and developing the business with business partners to create new business model, such as SENA Wellness, which was the business of health care, prevention, and rehabilitation services. The Company had partnered with professional physicians to develop this business under the brand "SENA Healthcare". The Company also had the plan to develop the warehouse rental business and provide the integrated management that meets the business needs of the customer group in order to generate revenues from recurring income business. In addition, the Company developed the business of financial service for purchasing real estate so that all customers could buy real estates more conveniently.

For SENA New Brand, the Company developed 8 Flexi projects with the outstanding features of convenient transportation and suitable living space to meet the needs of new generation customers, and 2 SENA Village projects with the outstanding features of project model and affordable price. The projects were located at Ramintra Km.9 and Rangsit-Tiwanon.

In summary, regarding the overview of the Company's projects and business development plans in 2022, the Company had the increasing number of projects due to its merger with JSP. Therefore, the Company had 90 projects available in all areas without any overlap, making the Company larger and create strengths in marketing more broadly.

The areas that the Company focused on developing in 2022 (Next Level) were divided into three areas as follows:

1. Next Level of Strategic Partnership: The Company currently had 35 joint venture projects with Hankyu worth approximately 59,000 million Baht. In 2022, there would be 19 additional joint venture projects worth approximately 13,900 million Baht. The Company deemed that the joint venture with Hankyu was effective and the Company had good operating results as well as the development of knowledge obtained from Hankyu.

2. Digital Innovation is a 360-degree application development for customers of projects and those who are interested in buying real estate with the Company. It contained information, such as project details, contracting, etc., which increased attention to customers or convenience and modernization for customers, such as purchasing drugs from drug stores through this application.

3. SENA Solar is the way for energy saving and the addition of solar panels. The Company had received positive feedback from customers in protecting the environment and saving energy. The Company planned to develop Solar ESG, which was the development of solar energy for the environment and society.

The meeting facilitator offered the opportunity to shareholders to raise inquiries and express opinions. There were shareholder raising inquiries as follows:

Mr. Narong Phuttharaksa, a shareholder attending the meeting in person, asked about the current progress as SENA previously had the shareholding of 35.5% in JSP after the tender offer of all securities of JSP at 0.50 Baht. Currently JSP's share price rose to 1.20 Baht per share from 0.40 per

share before the tender offer was made. What was the direction of the action plan for making a tender offer or taking over JSP's business?

Dr. Kessara Thanyalakpark, the Director and Managing Director, responded to such inquiries as follows:

The process of acquisition of JSP was divided into two parts: (1) the acquisition of Big Lot shares from major shareholders, and (2) the preparation of the tender offer of all securities of the business. The Company must take such action in order to comply with the laws because the Company acquired more than 25% of all shares sold of JSP from the existing shareholders. After the Company made the tender offer of all securities of JSP, it appeared that no shareholder accepted such tender offer. This was because after the Company had announced its intention to buy securities, it appeared that JSP's share price rose to 1.20 Baht, which was higher than the tender offer made by the Company. However, according to the increase in the share price, shareholders were confident that the Company would be able to continue developing the potential of JSP, which was the pleasing matter. The Company currently held approximately 35% of the shares in JSP, which can be considered the completion of JSP's acquisition plan. In the future, the Company may consider the acquisition of newly issued shares (if any) or the purchase of additional shares depending on the situation in the future. In addition, JSP was currently requesting for an approval from shareholders to issue warrants, which could cause the Company to have more shares.

Ms. Nuchanart Yangchana, a shareholder attending the meeting in person, asked the following issues:

1. Was Hankyu a company from Japan? What was its expertise in real estate development? Which areas of knowledge or technology had been transferred to the Company?
2. Would the revenue generated from joint venture projects in 2022 increase from 2021?
3. What business did Solar Farm operate? What was the investment? Was it used in the business of house development for sale?
4. According to the current global situation regarding the disputes between Ukraine and Russia which may lead to higher interest rates, what was the Company's plans to handle with this issue?

Dr. Kessara Thanyalakpark, the Director and Managing Director, responded to such inquiries as follows:

For questions related to Hankyu, it was the professional company from Japan. It operated the real estate business. The Company had had good relations with Hankyu for more than 4 years and jointly developed projects before and after the COVID-19 pandemic.

The second question was about the performance of projects that the Company jointly invested with Hankyu. The Company expected that in 2022 it would increase its profitability from 2021, especially projects in joint ventures.

In addition, the Company also had the business group in the form of incubation. It was the study of businesses that were likely to grow in the future so that the Company can develop the business group more broadly. This was because the real estate business may change at any time compared with current and future consumption behaviors. In addition, the growth and business expansion of real estate development in Bangkok was not as much as in provincial areas. However, the Company also attempted to expand its business opportunities and develop real estate business as much as possible, including the area expansion developed by the Company or the acquisition of JSP to provide the Company with a wider range of projects. As a result, the real estate business was still the Company's main business.

However, in the future, the Company needed to consider other businesses that might grow together, such as operations to meet the aging society, by collaborating with real estate developers and medical professionals in order to quickly develop health industry and allow the Company to enter into this business rapidly.

In addition, the Company was interested in developing the financial business because there was currently the issue of Household Debt, which was a part of the real estate business. Therefore, the Company deemed that such financial business could benefit the sale of real estate more easily. The Company constantly attempted to study this business and further develop it. In addition, the Company also developed its business from B2C model to B2B model. In other words, most businesses of the Company were operated directly with consumers, so the Company wanted to enhance the potential for B2B sales, such as solar businesses sold to companies or warehousing business or E-Commerce business, in order to expand the customer group for operating business group together, which was in the process of preparing and negotiating with important business partners. In summary, the Company had the guidelines to develop this Incubate business group to further expand its business opportunities.

The final question was about the plan to support the current situation. According to the economic situation that the world was facing today, it could be said that it would be more difficult to sell products. The cost increased, which was caused by labor shortage. The construction business consisted of labor and construction materials. If it was harder to find labor, the cost would inevitably increase. Therefore, the management must be different from the past. In addition, the cost of other materials also increased, such as steel, concrete, transportation costs, etc. Accordingly, the Company was trying to manage and consider the economies of scale or the issuance of debentures or negotiations for appropriate material price.

Ms. Suparat Wuttinarongtrakul, the proxy, asked what the difference between Power Cash and Sena Financial Service was and how the returns were different or the same.

Dr. Kessara Thanyalakpark, the Director and Managing Director, responded to such inquiries as follows:

Both businesses are different. Sena Financial Service was a B2B business, which provided the fundraising service. The Company had partnered with technology developers and financial consultants to design this service. It was the fundraising business by issuing coins (Real Estate ICO) without using financial instruments through banks. Smart Contract was applied to make Peer to Peer Lending. The Company operated this business with professional companies which had expertise in 3 areas. However, Sena Financial Service was not only the B2B business, but it may also be the B2C business. This was because customers could purchase coins. This business is still in progress and under development.

Since this was the agenda for acknowledgement, shareholders did not cast a vote. As no shareholder asked further questions, the Chairman concluded that the Meeting acknowledged the Company's operating result report in 2021.

Remarks: For this agenda, there were additional 12 shareholders attending the meeting from the previous agenda, accounting for 12,311 shares.

Agenda 3 To consider and approve the separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the accounting period ended on December 31, 2021

The Chairman informed shareholders that the Board of Directors should propose this agenda to the Shareholders' Meeting to approve and adopt the separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the accounting period ended on December 31, 2021, which had been audited and approved by the Company's auditors and reviewed by the Audit Committee and the Board of Directors. The Company attached such financial statements to the annual report, which had been submitted to shareholders with the invitation letter to the meeting so that shareholders could study the details.

The Chairman assigned Ms. Athika Boonrodchoo, the Director of Capital Allocation and Investments, to clarify the details of the separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the accounting period ended on December 31, 2021, to the Meeting.

Ms. Athika Boonrodchoo, the Director of Capital Allocation and Investment, clarified to the Meeting that, to comply with the Public Limited Company Act B.E. 2535 and Article 48 of the Company's Articles of Association, the Board of Directors shall prepare the annual financial statement as at the end of the Company's accounting period to present it to the Shareholders' Meeting for consideration and approval at the Annual General Meeting. Details of the Company's financial statements for the accounting period ended December 31, 2021, which were audited and certified by the Company's auditors and reviewed by the Audit Committee and the Board of Directors, were shown in the financial statements attached to the letter of invitation to the meeting. It could be summarized as follows:

Regarding the separate financial statements, according to the comprehensive income statement for the year ended 31 December 2021, the total revenues of the Company and its subsidiaries were approximately 3,038,914,584 Baht. The gross profit was 1,273,679,702 Baht. The annual net profit was 1,248,768,772 Baht.

For the financial statements as at December 31, 2021, the Company and its subsidiaries had total assets of 18,620,018,078 Baht. Total liabilities of the Company and its subsidiaries were 10,817,696,838 Baht. The shareholders' equity amounted to 7,802,321,240 Baht.

For the consolidated financial statement and the comprehensive income statement for the year ended December 31, 2021, the total revenues of the Company and its subsidiaries amounted to 3,038,914,584 Baht. The annual net profit was approximately 1,248,768,772 Baht. The basic earning per share was 0.87211 Baht per share.

The Board of Directors considered and deemed appropriate to propose this matter to the Shareholders' Meeting to approve and adopt the 2021 separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the accounting period ended on December 31, 2021, which were reviewed by the Audit Committee and audited and certified by the auditors of the Company.

The resolution of this agenda shall be passed by a majority vote of the total number of shareholders attending the meeting and eligible to vote.

The meeting facilitator offered the opportunity to shareholders to raise inquiries and express opinions. There were shareholder inquiring or expressing opinions as follows:

Ms. Siriporn Khattapong, the proxy from Thai Investors Association, asked, according to the auditor's notes regarding the impairment of land pending for development and buildings, how the Company managed it.

Mrs. Sumana Senivongse Na Ayutthaya, the Company's auditor, responded to such inquiries as follows:

According to the coronavirus (COVID-19) pandemic that may affect the Company's operations as the auditor's note regarding the impairment of land pending for development and buildings, please note that, in accordance with accounting standards No. 40/36, it stipulated that the auditor shall perform a valuation of the business and its main assets. The impairment was audited and impairment assessment was set up. If the auditor found that there was a chance of losses from the main assets, the auditor would also estimate the losses in the financial statements.

Dr. Kessara Thanyalakpark, the Director, responded to such inquiries as follows:

Regarding the principle of impairment consideration, if the asset's accounting value was less than the market price, even in the situation of coronavirus or COVID-19 pandemic, the Company would

attempt to maintain the standard of business operations, including the purchase of land for further development. Such matter would be considered carefully and appropriately or operated like Professional Developer. The Company would not purchase lands without a development plan.

Ms. Siriporn Khattapong, the proxy from Thai Investors Association, asked, according to the increasing rate of land and building tax, how it affected the Company's assets. Did it affect the real estate sold and pending for transfer? Did the Company need to reserve tax expenses for the sale of real estate pending for transfer?

Dr. Kessara Thanyalakpark, the Director, responded to such inquiries as follows:

According to the increasing rate of land and building tax, there would be an impact on the Company's costs. For houses or real estate sold, the Company was subject to such tax liabilities. However, when considering the substance of land tax collection, such measure of the government was established to allow citizens to utilize the lands for the utmost benefits. The Company had plans to develop all plots of land purchased. Regarding the adjustment of land and building tax rates, it had not significantly affected the Company's business operations.

Since no further inquiries were raised by shareholders, the Chairman then proposed the Meeting to consider this matter and cast a vote.

Resolution The Meeting considered and approved the separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the accounting period ended December 31, 2021, as proposed by a majority vote of the total number of shareholders attending the meeting and eligible to vote.

The voting result of this agenda was as follows:

Shareholder	Number (Vote)	Percentage (%)
Agreement	995,895,876	99.947
Disagreement	0	0.000
Abstention	525,233	0.053
Void ballot	0	0.000
Total	996,421,109	100.000

Agenda 4 To consider and approve the allocation of profits to legal reserves and the dividend payout from the operating results for the year 2021

The Chairman informed shareholders that this agenda was to consider and approve the allocation of profits to legal reserves and the dividend payout from the operating results for the year 2021. The Chairman assigned Ms. Athika Boonrodchoo, the Director of Capital and Investment Allocation, to clarify details on the allocation of profits to legal reserves and dividend payout from the operating results for the year 2021 to the Meeting.

Ms. Athika Boonrodchoo, the Director of Capital and Investment Allocation, explained to the Meeting that, to comply with Section 116 of the Public Limited Companies Act B.E. 2535 and Article 45 of the Company's Articles of Association, the Company shall allocate a portion of the annual net profit to a reserve in the amount of not less than 5% of the annual net profit less the accumulated losses brought forward (if any) until this reserve amount was no less than 10% of the registered capital. According to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 43 of the Company's Articles of Association, the Board of Directors shall consider the appropriateness of the payment or omission of dividend payout from the operating results. This matter shall be presented to the Shareholders' Meeting for approval. The Company had the dividend policy requiring the payment at the rate of approximately 40% of the net profit after deducting annual corporate income tax of the consolidated financial statements of the business and after deducting all kinds of reserves as stipulated by the laws and the Company's Articles of Association.

The Company had the registered capital of 1,435,945,103 Baht. From the operating results in 2021 based on its separate financial statements and consolidated financial statements, the net profits were 844,047,238 Baht and 1,248,768,772 Baht, respectively. However, as at the end of 2021, the consolidated financial statements of the Company showed the net profit of 1,248,768,772 Baht. Therefore, the Company allocated the annual net profit in the total amount of 1,177,230 Baht. When combined with the existing allocated reserves of 144,792,565 Baht, the Company's legal reserve amounted to 145,969,795 Baht, which represented 10% of the legal registered capital.

The Company had the dividend policy requiring the payment at the rate of approximately 40% of the net profit after deducting annual corporate income tax of the consolidated financial statements of the business and after deducting all kinds of reserves as stipulated by the laws and the Company's Articles of Association. Such dividend rates were subject to change depending on operating results, financial position, investment plan, the Company's annual capital requirements, and other necessities and suitability in the future as well as the overall economic conditions.

The dividend payment was made each year according to the comparison table shown on the screen. Based on the consolidated financial statements, the Company's net profit was approximately 1,248 million Baht. However, since these profits generated by the purchase of shares of JSP, which was not the profit from the Company's operations, the profit that the Company used to pay the dividend would derive only from the profit generated from the Company's operations. The value of dividend payment to shareholders was approximately 304,040,600.22 Baht or 0.211477 Baht per share, representing the dividend payment rate of 40% of the profit generated by the Company's business operations.

Such proposed dividend consisted of the Company's profits from promoted businesses by the Board of Investment in the amount of 29,800,658 Baht, accounting for 0.020728 Baht per share, and the Company's profits from non-promoted businesses in the amount of 274,239,942.22 Baht, accounting for 0.190749 Baht per share,

The ex-dividend date (XD), the record date, and the dividend payment date were scheduled on May 11, 2022, May 12, 2022, and May 25, 2022, respectively. The Company would deduct the withholding tax for the revenue received from dividends at the rate specified by laws.

The Board of Directors considered and deemed appropriate to propose this matter to the Shareholders' Meeting to consider and approve the allocation of profits to legal reserves of 1,177,230 Baht. When combined with the existing allocated reserves of 144,792,565 Baht, the Company shall have a legal reserve of 145,969,795 Baht, which represented 10% of the registered capital. The Shareholders' Meeting was also proposed to consider and approve the dividend payment to shareholders from the Company's operating results for the period of January 1, 2021 – December 31, 2021, in the amount of 304,040,600.22 Baht at the rate of 0.211477 Baht per share. Such proposed dividend consisted of the Company's profits from promoted businesses by the Board of Investment in the amount of 29,800,658 Baht, accounting for 0.020728 Baht per share, and the Company's profits from non-promoted businesses in the amount of 274,239,942.22 Baht, accounting for 0.190749 Baht per share. The Company would deduct the withholding tax for the revenue received from dividends at the rate specified by laws.

The Board of Directors determined the list of shareholders who were entitled to receive dividends on May 12, 2022, which was the record date. The dividend payment shall be made by May 25, 2022.

The resolution of this agenda shall be passed by a majority vote of the total number of shareholders attending the meeting and eligible to vote.

The meeting facilitator offered the opportunity to shareholders to raise inquiries and express opinions, but it appeared that no shareholders raised inquiries or expressed opinions on this issue.

The Chairman then proposed the Meeting to consider this matter and cast a vote.

Resolution The Meeting considered and approved the allocation of profits to legal reserves in the amount of 1,177,230 Baht and the dividend payment from the operating results of the year 2021 in the amount of 304,040,600.22 Baht or accounting for 0.211477 per share, as proposed by a majority vote of the total number of votes of shareholders attending the meeting and eligible to vote.

The voting result of this agenda was as follows:

Shareholder	Number (Vote)	Percentage (%)
Agreement	996,421,109	100.000
Disagreement	0	0.000
Abstention	0	0.000
Void ballot	0	0.000
Total	996,421,109	100.000

Agenda 5 To consider and appoint directors to replace those retired by rotation for the year 2022

The Chairman explained to the Meeting that this agenda was the consideration for the appointment of directors to replace those retired by rotation. At the 2022 Annual General Meeting of Shareholders, there were 4 directors retired by rotation as follows:

- | | |
|---|---|
| 1) Mr. Vichien Ratanabirabongse | Chairman of the Board of Directors/
Independent Director |
| 2) Police General Ajiravid Subarnbhesaj | Director /Independent Director |
| 3) Mr. Samma Kitsin | Independent Director |
| 4) Mrs. Weraporn Chaisiriyasavat | Director / Company Secretary |

To ensure that the election is transparent, fair, and compliant with good corporate governance guidelines, the Chairman invited directors who retired by rotation to leave the conference room before conducting the election and assigned Professor Chaiyos Hemarajata, the Chairman of the Audit Committee, to preside over the meeting for this agenda.

Professor Chaiyos Hemarajata, the Chairman of the Audit Committee, assigned Ms. Athika Boonrodchoo, the Director of Capital Allocation and Investment, to clarify the details of the appointment of directors to replace those who retired by rotation for the year 2022 to the Meeting.

Ms. Athika Boonrodchoo, the Director of Capital Allocation and Investment, clarified to the Meeting that, according to Section 71 of the Public Limited Act B.E. 2535 and Article 16 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors (1/3) of the total number of directors shall retire by rotation. Such retiring directors may be elected to hold the position for another term. At the 2022 Annual General Meeting of Shareholders, there were 4 directors retired by rotation, namely:

1) Mr. Vichien Ratanabirabongse	Chairman of the Board of Directors/ Independent Director
2) Police General Ajiravid Subarnbhesaj	Director /Independent Director
3) Mr. Samma Kitsin	Independent Director
4) Mrs. Weraporn Chaisiriyasavat	Director / Company Secretary

To comply with the policy on promotion of good corporate governance and demonstrate fair and equitable treatment of all shareholders, the Company granted minority shareholders the right to nominate individuals who were considered qualified with appropriate knowledge and skills to the election of the Company's director at the 2022 Annual General Meeting of Shareholders in advance from October 1, 2021 – December 31, 2021. The Company published the rules and guidelines set out by the Company on its website, <http://www.sena.co.th>. At the end of such period, it appeared that no shareholder nominated any individual to be elected as a director of the Company.

The Board of Directors, excluding directors with interests, considered and deemed that these directors retired by rotation were fully qualified as specified by laws and had extensive knowledge, capabilities, and experiences in various fields relating to the Company's operations which would be useful and support the Company's business to successful. The directors who were independent directors were also fully qualified in accordance with the requirements of the Capital Market Supervisory Board

and the Good Corporate Governance Policy of the Company. Therefore, it was approved according to the opinions of the Nomination and Remuneration Committee and deemed appropriate to propose this matter to the Shareholders' Meeting for considering and appointing (1) Mr. Vichien Ratanabirabongse, (2) Police General Ajiravid Subarnbhesaj, (3) Mr. Samma Kitsin, and (4) Mrs. Weraporn Chaisiriyasavat, who were the director retired by rotation, to hold the position of directors of the Company for another term. The details of the background of these 4 directors were shown in the annual report and Enclosure 3 which the Company attached to the invitation letter to the meeting so that shareholders can consider the details.

The resolution of this agenda shall be passed by a majority vote of the total number of shareholders attending the meeting and eligible to vote based on the rules and procedures as follows:

(1) A shareholder has the same number of votes as the number of shares they hold in the election of one director.

(2) Each shareholder can exercise all available votes for the election of one director or several directors. However, the shareholder cannot split the votes among multiple candidates.

(3) The person who receives the highest votes in descending order shall be the nominee of directors, equal to the number of directors who will be or will be elected at that time. In the event that the person who is elected in the next order has a tie vote exceeding the number of votes that will be or will be elected at that time, the Chairman of the meeting shall cast one more vote as the casting vote.

To comply with the Company's good corporate governance principles, in this election of directors, the Shareholders' Meeting would be asked to consider voting for directors individually.

The meeting facilitator offered the opportunity to shareholders to raise inquiries and express opinions, but it appeared that no shareholders raised inquiries or expressed opinions on this issue.

The Chairman then proposed the Meeting to consider this matter and cast a vote.

Resolution The Meeting considered and approved to appoint (1) Mr. Vichien Ratanabirabongse, (2) Police General Ajiravid Subarnbhesaj, (3) Mr. Samma Kitsin, and (4) Mrs. Weraporn Chaisiriyasavat to hold the position of director for another term as proposed by a majority vote of the total number of votes of the shareholders attending the meeting and eligible to vote.

The voting result of this agenda was as follows:

5.1 Mr. Vichien Ratanabirabongse held the position of Chairman of the Board of Directors/
Independent Director for another term.

Shareholder	Number (Vote)	Percentage (%)
Agreement	993,829,602	99.740
Disagreement	488,174	0.049
Abstention	2,103,333	0.211
Void ballot	0	0.000
Total	996,421,109	100.000

5.2 Police General Ajiravid Subarnbhesaj held the position of Director / Independent
Director for another term.

Shareholder	Number (Vote)	Percentage (%)
Agreement	995,932,935	99.951
Disagreement	488,174	0.049
Abstention	0	0.000
Void ballot	0	0.000
Total	996,421,109	100.000

5.3 Mr. Samma Kitsin held the position of Director / Independent Director for another term.

Shareholder	Number (Vote)	Percentage (%)
Agreement	996,421,109	100.000
Disagreement	0	0.000
Abstention	0	0.000
Void ballot	0	0.000
Total	996,421,109	100.000

5.4 Mrs. Weraporn Chaisiriyasavat held the position of Director for another term.

Shareholder	Number (Vote)	Percentage (%)
Agreement	995,905,504	99.948
Disagreement	488,016	0.049
Abstention	27,589	0.003
Void ballot	0	0.000
Total	996,421,109	100.000

Agenda 6 To consider and determine the remuneration of the Board of Directors for the year 2022

The Chairman assigned Ms. Athika Boonrodchoo, the Director of Capital Allocation and Investment department, to clarify details of the determination of remuneration of directors for the year 2022 to the Meeting.

Ms. Athika Boonrodchoo, the Director of Capital Allocation and Investment, clarified to the Meeting that, to comply with Section 90 of the Public Limited Act B.E. 2535 and Article 28 of the Company's Articles of Association, the determination of remuneration of the Board of directors and the Audit Committee shall be approved by the shareholders. The Company established the policy on director's remuneration by taking into account the appropriateness in various areas, such as mission, responsibilities, and performance of duties of the Board of Directors that benefited the Company, compared with companies listed on the Stock Exchange of Thailand which were in the similar industry and had the similar size, meeting plan of the Board of Directors and each sub-committee, and appropriateness and adequacy to oversee and retain directors and motivate directors to work with the Company to achieve the goals efficiently. Regarding the process on determining remuneration, the Company assigned the Nomination and Remuneration Committee to consider and present the appropriate amount of remuneration to the Board of Directors for approval before presenting it to shareholders for approval annually.

The Nomination and Remuneration Committee considered the criteria for determining the remuneration of directors from the operating results, performance, authority, duties and responsibilities of directors, Company's growth and operating results, business liquidity, and performances of each director and deemed appropriate to present this matter to the Board of Directors to propose to shareholders for considering and determining the remuneration of directors and sub-committee of the Company for the year 2022 in the form of directors' meeting allowances in the total amount of not exceeding 3,880,000 Baht without other benefit remunerations, which was the same rate as the previous year. The details were as follows:

Meeting Allowance	Baht / Person / Meeting
<u>Remuneration of Directors</u>	
Chairman of the Board of Directors	60,000
Independent Director	40,000
Director	10,000

<u>Remuneration of Audit Committee</u>	
Chairman of the Audit Committee	40,000
Member of the Audit Committee	20,000
<u>Remuneration of Nomination and Remuneration Committee</u>	
Chairman of the Nomination and Remuneration Committee	20,000
Member of the Nomination and Remuneration Committee	10,000
<u>Remuneration of Risk Management Committee</u>	
Chairman of the Risk Management Committee	20,000
Member of the Risk Management Committee	10,000
<u>Remuneration of Corporate Governance Committee</u>	
Chairman of the Corporate Governance Committee	20,000
Member of the Corporate Governance Committee	10,000

The above-mentioned director remuneration rate shall be effective after the approval of the Shareholders' Meeting of Directors. It estimated the directors' remuneration for the full year 2022, which the directors' remuneration per time was equal to the year 2021, totaling not more than 3,880,000 Baht.

The resolution of this agenda shall be passed with a vote of no less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

The meeting facilitator offered the opportunity to shareholders to raise inquiries and express opinions, but it appeared that no shareholders raised inquiries or expressed opinions on this issue.

The Chairman then proposed the Meeting to consider this matter and cast a vote.

Resolution The Meeting considered and passed the resolution to determine the remuneration of the Company's directors and the sub-committees for the year 2022 in the form of directors' meeting allowances in the total amount of not exceeding 3,880,000 Baht without other benefit remunerations as proposed by the vote of no less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

The voting result of this agenda was as follows:

Shareholder	Number (Vote)	Percentage (%)
Agreement	996,421,109	100.000
Disagreement	0	0.000
Abstention	0	0.000
Void ballot	0	0.000
Total	996,421,109	100.000

Agenda 7 To consider and appoint auditors and determine auditor's remuneration for the year 2022

The Chairman assigned Ms. Athika Boonrodchoo, the Director of Capital Allocation and Investment, to clarify details of the appointment of auditors and the determination of auditor's remuneration for the year 2022 to the Meeting.

Ms. Athika Boonrodchoo, the Director of Capital Allocation and Investment, clarified details to shareholders as follows: to comply with the Public Limited Companies Act B.E. 2535 and Article 38(e) of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint an auditor and determine the Company's audit fees annually.

The Audit Committee considered and selected auditors for the year 2022 by assessing the independence of auditors, skills, knowledge, competence of the team and experience in auditing that were beneficial to the business and the appropriateness of the audit fees. Therefore, it deemed appropriate to present this matter to the Board of Directors to consider and propose to the Annual General Meeting of Shareholders to appoint Karin Audit Company Limited as the auditor of the Company for the year 2022. The list was as follows:

<u>List</u>	<u>CPA Number</u>	<u>Number of years performing audit for the Company</u>
1. Mr. Komin Linphrachaya	3675	-
2. Mr. Jirote Sirirorote	5113	3 years / Year 2013 - 2015
3. Ms. Kannika Wipanut	7305	2 years / Year 2011 - 2012
4. Ms. Nonglak Pattanabandith	4713	-
5. Ms. Sumana Senivongse Na Ayutthaya	5897	1 year / Year 2020-2021
6. Ms. Kojchamon Sunhuan	11536	1 year / Year 2020-2021

7. Mr. Wichian Proongpanish	5851	1 year / Year 2020-2021
8. Mr. Pojana Asavasontichai	4891	-
9. Mr. Worapol Wiriyaikulapong	11181	1 year / Year 2020-2021
10. Mr. Kraisaeng Thiranulak	5428	-

Any of the above auditors shall have the authority to audit, prepare and sign the audit report. In the event that such auditor was unable to perform his duties, Karin Audit Company Limited shall provide other certified public accountants of the company to be responsible for auditing and expressing opinions on the Company's financial statements on behalf of such auditor.

One of the above auditors or other auditors approved by the Office of the Securities and Exchange Commission, who were the auditor of Karin Audit Company Limited, were required to review and express opinions on the Company's financial statements and sign audit reports and determine audit fees for the year 2022, audit fees for quarterly financial statements and annual financial statements in the total amount of 2,497,000 Baht. Karin Audit Company Limited and the auditor nominated to be appointed as auditors approved by the Office of the Securities and Exchange Commission had no relationship and/or interest in the Company, its subsidiaries, executives, major shareholders or any persons relating to such persons in any way and were not a shareholder of the Company. Therefore, they were independent in auditing and expressing their opinions on the Company's financial statements.

Karin Audit Company Limited had been selected as an auditor of the Company's 18 subsidiaries who reviewed the financial statements of 16 associates audited by other auditors.

The Board of Directors' Meeting No. 3/2022, which was convened on February 25, 2022, agreed with the proposal of the Audit Committee, which has considered the selection of auditors of the Company based on the performance, experience, readiness of personnel, and recognized operation standards. Therefore, it should be proposed this matter to the Annual General Meeting of Shareholders to consider and approve the appointment of an auditor from Karin Audit Co., Ltd., who has experiences and expertise with international standard, to be the auditor of the Company for the year 2022. The list of 10 auditors was shown in the submitted notice. It was also deemed appropriate to determine the audit fees for the year 2022 and the audit fee for quarterly financial statement and annual financial statement in the total amount of 2,497,000 Baht. The details were as follows:

Item	Year 2021	Year 2022 (Year of Proposal)
● Consolidated Financial Statements	610,000	671,000
● SEN A Development (Public) Company Limited	1,660,000	1,826,000
Total	2,270,000	2,497,000

The resolution of this agenda shall be passed by a majority vote of the total number of shareholders attending the meeting and eligible to vote.

The meeting facilitator offered the opportunity to shareholders to raise inquiries and express opinions, but it appeared that no shareholders raised inquiries or expressed opinions on this issue.

The Chairman then proposed the Meeting to consider this matter and cast a vote.

Resolution The Meeting considered and passed the resolution to appoint Mr. Komin Linphrachaya, Certified Public Accountant No. 3675, and/or Mr. Jirote Sirirorote, Certified Public Accountant No. 5113, and/or Ms. Kannika Wiphanurat, Certified Public Accountant No. 7305, and/or Ms. Nonglak Pattanabandith, Certified Public Accountant No. 4713, and/or Ms. Sumana Senivongse Na Ayuthaya, Certified Public Accountant No. 5897, and/or Ms. Kojchamon Sunhuan, Certified Public Accountant No. 11536, and/or Mr. Wichian Proongpanish, Certified Public Accountant No. 5851, and/or Mr. Pojana Asavasontichai, Certified Public Accountant No. 4891, and/or Mr. Worapol Wiriyakulapong, Certified Public Accountant No. 11181, and/or Mr. Kraisaeng Thiranulak, Certified Public Accountant No. 5428, of Karin Audit Company Limited, to be the auditor of the Company for the year 2022 and determine the audit remuneration for the fiscal year 2022 and audit fees for quarterly financial statement and annual financial statement in the total amount of 2,497,000 Baht, as proposed by a majority vote of the total number of votes of shareholders attending the meeting and eligible to vote.

The voting result of this agenda was as follows:

Shareholder	Number (Vote)	Percentage (%)
Agreement	996,421,109	100.000
Disagreement	0	0.000
Abstention	0	0.000
Void ballot	0	0.000
Total	996,421,109	100.000

Agenda 8 To consider other matters (if any)

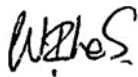
The Chairman offered the opportunity to shareholders to raise other issues for consideration, additional inquiries, or express opinions and suggestions to the Company. However, no other matters for further consideration and inquiries were raised by shareholders.

The Chairman expressed his appreciation to all shareholders and proxies and declared the meeting adjourned at 11:30 hrs.



(Mr. Vichien Ratanabirabongse)

Chairman of the Meeting



Minute Taker

(Mrs. Weraporn Chaisiriyasavat)

Company Secretary

Supporting information for Agenda 5 :

To consider and approve the re-election of Directors to replace those retired by rotation Information of persons who are proposed to the position for another term to the position for another term

Information of persons who are proposed to the position for another term

Name : Mr. Theerawat Thanyalakphark

Proposed : Director / Authorized Director /

Position Chairman of the Executive Committee /
Chief Executive Officer

Age : 73 years

Nationality : Thai

Address : 399/83 Soi Sukhvit 55 (Thonglor), Klongton
Nua, Wattana, Bangkok



Type of director to be nominated : Director

Educations:

- The Honorary Doctor of Art, Rajamangala University of Technology Phra Nakhon
- Master of Political Science, Ramkhamhaeng University
- Bachelor of Political Science, Ramkhamhaeng University
- Bachelor of Laws, Thammasat University
- Advanced Justice Administration Course (AJA), Class 13, Judicial Training Institute
- Joint State-Private Sector Course, Class 9, National Defence College
- Advanced Security Management Program, Class 1, National Defence College
- Executive Program "Thammasat For the society" Capital Market Academy (CMA 17)

Certifications:

- Thai Institute of Directors (IOD)
 - Director Accreditation Program (DAP) Year attended for the training: 2006
 - Audit Committee Program (ACP) Year attended for the training: 2006
 - Director Certification Program (DCP) Year attended for the training: 2005
- Internal training course on organizational risk management Year attended for the training: 2019

Relation among Family with Executives:

- Brother of Ms. Benyalak Thanyalakpark
- Father of Dr. Kessara Thanyalakpark
- Father of Ms. Umaporn Thanyalakpark

% of Share Possession : 16.22

Period of holding the position of Director: 17 years 3 months (date of first appointment 23 December 2005)

Director/Executive positions in

Other listed companies: None

Director/Executive positions in

Non-listed companies:

- 2022 – Present Director
 - SK Asset Management Co., Ltd.
 - Sena Management Co., Ltd.
 - The Service Residence Co., Ltd.
 - Sin Ban Mongkol Co., Ltd.
- 2021 – Present Director
 - Sena Development H 20 Co., Ltd.
 - Sena Development H 23 Co., Ltd.
 - Sena Development H 24 Co., Ltd.
 - Sena Development H 25 Co., Ltd.
 - Sena Cloud Co., Ltd.
 - Sena Sure Co., Ltd.
 - Sena idea H15 25 Co., Ltd.
 - Power Cash Co., Ltd.
 - Pataranan Asset Co., Ltd.
- 2020 – Present Director
 - Sena Development A15 Co., Ltd.
 - Sena Development A17 Co., Ltd.
 - Sena Development A18 Co., Ltd.
 - Sena Development A19 Co., Ltd.

(Position in other businesses of Mr. Theerawat Thanyalakphark (For more information, see Form 56-1 One Report for the year 2022.)

Positions in businesses related to/related to the Company's business

Positions in companies that may cause conflicts of interest or competitive conditions

Business transactions with the Company : 2022 - Present Director

Palangmualchon Co.,Ltd

Meeting attended in year 2022 :	Board of Directors Meeting	8 times/ 8 times (100%)
	Executive meeting	31 times/ 31 times (100%)

Direct and indirect interest in any business to which the Company or its subsidiaries are parties :None

Family relationship with executives or major shareholders of the Company or its subsidiaries :

- Brother of Ms. Benyalak Thanyalakpark
- Father of Dr. Kessara Thanyalakpark
- Father of Ms. Umaporn Thanyalakpark

Information of persons who are proposed to the position for another term

Name : Professor Chaiyos Hemarajata

Current Position : Chairman of the Audit Committee / Independent Director

Age : 76 years

Nationality : Thai

Address : 7 Soi Chokchai 4 Soi 76, Chokchai 4 Road, Ladprao
Lat Phrao District, Bangkok



Type of director to be nominated : Independent Director

Education:

- Master of Laws Columbia University, USA
- Master of Laws, Chulalongkorn University
- Bachelor of Laws, Chulalongkorn University

Certifications:

Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Year attended for the training:2008
- Audit Committee Forum 2017: The Audit Committee's Role in Compliance and Ethical Culture Oversight

Relationship with Directors : None

Proportion of shares : None

Period of holding the position of Director : 17 years 3 months (December 23, 2005 – Present)

(In this regard, the Company has set a policy for the continuous tenure of independent directors Not more than 9 years, starting from the 1st year from 1 January 2019 onwards)

Director/Executive positions in

Other listed companies:

- 2014 – Present Independent Director and Chairman of the Audit Committee
The Platinum Group Plc.

Director/Executive positions in

Non-listed companies:

- 1996 – Present Royal Graduate Program in Private Law
Academy of Moral and Political Sciences

Positions in businesses related to/related to the Company's business : None

Positions in companies that may cause conflicts of interest or competitive conditions

Business transactions with the Company : None

Meeting attended in year 2022 : Board of Directors' Meeting 8 times/ 8 times (100%)

Audit Committee Meeting 5 times/ 5 times (100%)

Direct and indirect interest in any business to which the Company or its subsidiaries are parties :None

Family relationship with executives or major shareholders of the Company or its subsidiaries : None

Information for considering the election of Independent Directors :

Relationship with the company / subsidiary / associated company Or a juristic person that may have conflicts at present or in the past 2 years		
1. Being a director who is involved in the management of work, staff, employees or consultants who receive a regular salary	:	Not
2. Be a professional service provider (such as an auditor, legal advisor Financial advisor)	:	Not
3. Having a significant business relationship that may result in the inability to function independently	:	Not
4. Being a business person or being a director who is involved in management Employee Consultant who receives a regular salary Or holding shares exceeding one percent of the total number of shares with voting rights of businesses with the same conditions and significant competition	:	Not

Information of persons who are proposed to the position for another term

Name : Miss. Benyalak Thanyalakpak
Position : Director / Authorized Director / Executive Director /
 Deputy Chief Executive Officer
Age : 71 years
Nationality : Thai
Address : 2803 Lat Phrao Road, Wang Thong Lang, Bangkok



Type of director to be nominated : Director

Education:

- MINI MBA, Chulalongkorn University

Certifications:

- Director Accreditation Program (DAP) Year attended for the training: 2006,
 Thai Institute of Directors (IOD)
- Internal training course: Corporate Risk Management Year attended for the training: 2019

Relation among Family with Executives:

- Sister of Mr. Theerawat Thanyalakphark
- Aunt of Dr. Kessara Thanyalakpark
- Aunt of Ms. Umaporn Thanyalakpark

Proportion of shares : 0.000% (1 shares)

Period of holding the position of Director : 17 years 3 months (First appointment date: 23 December 2005)

Director/Executive positions in

Other listed companies:

- 1974 – 1994 Sale Manager
 Berli Jucker PLC.

Director/Executive positions in

Non-listed companies:

- 2022 – Present Director
 SK Asset Management Co., Ltd.
 Power Cash Co., Ltd.
 Sena Management Co., Ltd.
 The Service Residence Co., Ltd.
 Sin Ban Mongkol Co., Ltd.

➤ 2021- Present	Director
	Sena Development H 20 Co., Ltd.
	Sena Development H 23 Co., Ltd.
	Sena Development H 24 Co., Ltd.
	Sena Development H 25 Co., Ltd.
	Sena Cloud Co., Ltd.
	Sena Sure Co., Ltd.
	Sena Idea Co., Ltd.
	Sena Power Cash Co., Ltd.
	Pataranan Asset Co., Ltd.

(Position in other businesses of Miss. Benyalak Thanyalakpak (For more information, see Form 56-1 One Report for the year 2022.)

Positions in businesses related to/related to the Company's business : None

Positions in companies that may cause conflicts of interest or competitive conditions

Business transactions with the Company : None

Meeting attended in year 2022 : Board of Directors Meeting 7 times /8 times (87.5%)
 Executive Committee Meeting 31 times/ 31 times (100%)

Direct and indirect interest in any business to which the Company or its subsidiaries are parties: None

Family relationship with executives or major shareholders of the Company or its subsidiaries :

Sister of Mr. Theerawat Thanyalakphark

Aunt of Dr. Kessara Thanyalakpark

Aunt of Ms. Umaporn Thanyalakpark

Information of persons who are proposed to the position for another term

Name : Mr.Woravit Chailimpamontri
Proposed Position : Director / Audit Committee /
Age : 53 years
Nationality : Thai
Address : 308 / 20-21 Phaya Nak Road, Phaya Nak
 Intersection,Dusit District, Bangkok.



Type of director to be nominated : Independent Director

Educations:

- Master of Business Administration, International Business, Schiller International University, London, England
- Bachelor of Business Administration, Bangkok University

Certifications

- Thai-Chinese Leadership Program, Class 1, Huachiew Chalermprakiet University
- Advanced Insurance Science Course, Class 6 (WorPorPor. 6), Office of Insurance Commission
- Public-Private Sector Management Course, Class 3 (Bor.3), Education HQ Royal Thai Police
- Senior Executive Program in Urban Development Management (Maha Nakhon, Class 4) Mahanakorn Pattana College Nawamintrathirat University
- Senior Executive Program Energy Science, Class 4 (CTA 4), Institute of Energy Science
- Senior Executives on Justice Administration Course (Batch 16), college of justice Institute for Judicial Development of the Court of Justice
- Certificate of Housing Finance Program at the Wharton School, University of Pennsylvania
- Thai Institute of Directors (IOD)
 - Audit Committee Program (ACP) Year attended for the training: 2018,
 - Director Certification Program (DCP) Year attended for the training: 2008,
- National Defense Course, Class 63, Year 2020-2021, National Defence Studies Institute

Relationship with Directors : None

Proportion of shares : None

Period of holding the position of Director: 1 year 10 months (First appointment date 13 May 2021)

(In this regard, the Company has set a policy for the continuous tenure of independent directors Not more than 9 years, starting from the 1st year from 1 January 2019 onwards)

Director/Executive positions in

Other listed companies:

- 2018 – Present Vice Chairman of the Board / Vice Chairman of Executive Committee and Nomination and Remuneration Committee
Sabuy Technology Plc.
- 2018 – Present Independent Director and / Nomination and Remuneration Committee
2S Metal Plc.

Director/Executive positions in

Non-listed companies:

- 2021 – Present Independent Director/ Audit Committee and Chairman
of Risk management committee
Rabbit Life Insurance Plc.
- 2018 – Present Advisor, The Federation of Thai Industries, Nonthaburi
- 2017 – Present Independent Director and Chairman of the Audit Committee
National Power Supply Plc.
- 2015 – Present Director Thai-Cambodian Friendship Association
- 2013 – Present Honorary Director Board of Basic Education Institutions, Thepsirin School

(Position in other businesses of Mr.Woravit Chailimpamontri (For more information, see Form 56-1 One Report for the year 2022.)

Positions in businesses related to/related to the Company's business : None

Positions in companies that may cause conflicts of interest or competitive conditions

Business transactions with the Company : None

Meeting attended in year 2022 : Board of Directors' Meeting 8 times/ 8 times (100%)
Audit Committee meeting 5 times/5 times (100%)

Direct and indirect interest in any business to which the Company or its subsidiaries are parties: None

Family relations with executives or the major shareholder of the company or subsidiary: None

Information for considering the election of Independent Directors :

Relationship with the company / subsidiary / associated company Or a juristic person that may have conflicts at present or in the past 2 years		
1. Being a director who is involved in the management of work, staff, employees or consultants who receive a regular salary	:	Not
2. Be a professional service provider (such as an auditor, legal advisor Financial advisor)	:	Not
3. Having a significant business relationship that may result in the inability to function independently	:	Not
4. Being a business person or being a director who is involved in management Employee Consultant who receives a regular salary Or holding shares exceeding one percent of the total number of shares with voting rights of businesses with the same conditions and significant competition	:	Not

Supporting information for Agenda 5 : Principles and procedures of selecting Directors,Director of Auditors and Independent Directors

The Company appointed the Remuneration and Nominations Committee by a resolution of the Board of Directors' Meeting No. 1/2014 held on February 26, 2014. To select Directors of the Company, the Company's Remuneration and Nominations Committee has considered the qualifications of the Directors with regard to experience, professional skill as well as the performance in the past years. The principles and procedures of selecting Directors are consistent with the Articles of Association of the Company, which regulates as follows:

1. Nomination and appointment process for directors

In order to nominate a candidate for director position, the Remuneration and Nominating Committee and shareholders' consent is required. The Company offers an opportunity to each shareholder to propose appropriate candidates through the Company's website prior to the Annual General Meeting of Shareholders which is usually held 3 months prior to the end of fiscal year.

The Nominating and Remuneration Committee will select a person who is suitable to be nominated as a director by considering qualifications in various fields, taking into account the suitability of qualifications, experience and expertise from various professions. Including past performance as directors with guidelines for the selection of directors as follows;

1. Qualifications of persons who are suitable as directors , the Nominating Committee specified must be a person who has legal qualifications and related requirements, such as the Public Limited Companies Act, Securities and Exchange Act, Regulations of the Securities and Exchange Commission, Articles of Association and principles for good corporate governance of the company. Including a qualified person Knowledgeable Diverse experiences in various professions that are useful for the performance of duties as a director With vision Have morality and ethics Have a good working history And can express opinions freely.
2. Conflict of Interest of Directors
3. In case of nominating the same director, the Nominating Committee considering the past year's performance providing useful suggestions and comments dedication of time to the organization Also considered in consideration.

In every Annual General Shareholders' Meeting, one-third of the directors shall resign from their position. If the number of directors cannot be divided into three equal parts, the number closest to one-third shall resign. In the first and the second year after the Company's registration, the directors will resign by drawing lots. After that, directors with the longest terms in the position shall resign. The directors who resign by this criterion are eligible to be re-nominated at the shareholders' meeting. Voting

for the election of directors at the annual general meeting of shareholders Will use the ballot to vote individually With the rules and procedures for election according to the company's regulations as follows;

1. One shareholder has the vote equals to the number of share he/she is holding in order to select one (1) Director.
2. Each shareholder shall use the entire vote he/she has as in a. to select one person or several persons as the Directors, but the vote cannot be divided into different proportions.
3. The persons received from the highest vote downward will be selected as Directors equals to the number of Directors it should have or should be selected in for the term. In case that the person has orderly been selected has equal votes and exceeding the number of Director that it should have or should be selected, the Chairman shall give an additional one (1) vote as the final vote.

If a vacancy occurs from reasons other than completing their tenures, Directors vacate office upon Death, Resignation, Disqualifications or qualifications contrary to the law and the company's regulations, Shareholders' resolution to remove him/her with no less than three-quarters of the votes of the present shareholders who are eligible to vote and with no less than half of the shares held by the present shareholders who are eligible to vote and Removal by court order.

2. Nomination and appointment process for independent directors

In the selection of independent directors, shareholders of the Company will select at least one-third of the total number of directors, but not less than 3 Directors who have freedom to perform the duty of Independent Directors. The Board of Directors will consider the qualifications of the person to be the Independent Directors by considering the qualifications and illicit quality of the Directors in accordance with the Public Limited Company Act and the Stock Exchange Law.

In the selection of the Audit Committee, the Board of Directors will appoint at least 3 persons to be members of the Audit Committee by considering from the Independent Directors who are qualified under the Stock Exchange Law as well as the announcement, regulations and/or rules of the Stock Exchange of Thailand in regard to the qualifications and scope of duties of the Board of Auditors. However, at least 1 Director should possess the knowledge of accounting and finance.

Qualifications of Independent Director of Sena Development Public Company Limited

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. Possessions of shares amounting to no more than one percent of the total issued shares with voting rights of the Company, parent company, subsidiaries, joint venture companies and juristic persons with potential conflict of interest, including shares held by people connected to the independent director.
2. No history as a director with a role in the management of work, employees and staff; a salaried consultant or person with control authority of the Company, parent company, subsidiaries, joint venture companies, subsidiaries of the same tier or juristic persons with potential conflict of interest, unless having been removed from the aforementioned characteristics for at least two years prior to the date of appointment.
3. No blood relations or legally-registered relations as a parent, spouse, sibling or child, including spouse of a child of an executive, major shareholder, person with control authority, person nominated to become an executive or person with control authority of the Company or subsidiaries.
4. No previous or existing business relationship such as regular trade transactions in operating real estate or business rental, transactions related to assets or services or offering or acceptance of financial assistance, including other similar characteristics, with the Company, parent company, subsidiaries, joint venture companies, juristic persons with potential conflict of interest such that might hinder use of independent judgment and is not or has never been a major shareholder, non-independent director or executive with a business relationship with the Company, parent company, subsidiaries, joint venture companies or juristic persons with potential conflict of interest, unless already removed from the aforementioned characteristics by at least two years prior to the date of appointment.
5. No history as an auditor of the Company, parent company, subsidiaries, joint venture companies or juristic persons with potential conflict of interest and has never been a major shareholder, non-independent director, executive or managing partner of an audit office to which an auditor of the Company, parent company, subsidiaries, joint venture companies or juristic persons might belong, unless already removed from the aforementioned characteristics by at least two years prior to the date of appointment.

6. No previous or current service as a professional service provider, including legal and financial consultation, with service fees exceeding two million baht per year of the Company, parent company, subsidiaries, joint venture companies or juristic persons with potential conflict of interest, and, if the service provider is a juristic person, also include major shareholders, non-independent directors, executives and partnerships and managers of the professional service provider, unless already removed from the aforementioned characteristics for at least two years prior to the date of appointment.
7. No appointment as a director to represent a director of the Company, major shareholder or a shareholder connected to the major shareholder of the Company.
8. Not a director assigned by the Board of Directors to make decisions in the activities of the Company, parent company, subsidiaries, joint venture companies, subsidiaries on the same tier or juristic persons with potential conflict of interest.
9. In cases where an independent director holds a position as an independent director in a parent company, subsidiary or subsidiary on the same tier, the Company is required to disclose information about the aforementioned position along with the remunerations of the independent director in the 56-1 One Report Form.
10. Holding a position of independent director for not more than 9 years without condition. To start from January 1, 2019 onwards.
11. No other characteristics that prohibit independent expression of opinions on the Company's activities.

Supporting information for Agenda 6 :To consider and approve the remuneration to the Board of Directors for the year 2023

For the remuneration of the Company's directors is accordance with criteria and transparency in accordance with the principles of good corporate governance The Company's Board of Directors No. 1/2014 on February 26, 2014 appointed the Nomination and Remuneration Committee. ("The Nominating Committee") to consider guidelines for determining the remuneration and other benefits of the Company's directors. senior management and the authority to manage the company fairly and reasonably. To propose to the Board of Directors and/or the Shareholders' Meeting for approval.

Nomination Committee has determined a policy on remuneration for directors. Taking into account the suitability in various respects, including missions, responsibilities and the performance of duties of the Board of Directors that are beneficial to the Company by comparing with companies listed on SET which are in the industry and are similar in size Board of Directors Meeting Plan and each sub-committee and suitability enough to supervise and maintain directors and motivate directors to work with the Company In this regard, the remuneration determination process. The Company assigns the Nomination and Remuneration Committee to consider and propose the appropriate amount of remuneration to the Board of Directors for approval before proposing to shareholders for approval annually.

The Board of Directors agrees to propose to the Shareholders' Meeting to consider and approve fixing the remuneration for the Company's Directors and various standing committees for the year 2023 in form of meeting allowances and no other compensation. Details of which are as follows:

The remuneration to the Board of Directors	2020 Baht per Meeting	2021 Baht per Meeting	2022 Baht per Meeting	2023 (Propose Year) Baht per Meeting
<u>Remuneration of the Directors</u>				
Chairman of the Board of Directors	60,000	60,000	60,000	60,000
Independent Directors	40,000	40,000	40,000	40,000
Directors	10,000	10,000	10,000	10,000
<u>Remuneration of the Audit Committee</u>				
Chairman of the Audit Committee	40,000	40,000	40,000	40,000
Audit Committee Member	20,000	20,000	20,000	20,000
<u>Remuneration of the Nomination and Remuneration Committee</u>				
Chairman of the Nomination and Remuneration Committee	20,000	20,000	20,000	20,000
Nomination and Remuneration Committee Member	10,000	10,000	10,000	10,000
<u>Remuneration of the Risk Management Committee</u>				
Chairman of the Risk Management Committee	20,000	20,000	20,000	20,000
Risk Management Committee Member	10,000	10,000	10,000	10,000

<u>Remuneration of the Corporate Governance Committee</u>				
Chairman of the Corporate Governance Committee	20,000	20,000	20,000	20,000
Corporate Governance Committee Member	10,000	10,000	10,000	10,000

The above payment will be effective after obtaining an approval from the shareholder's meeting. The estimated directors' remuneration for 2023 is in the amount of not exceeding Baht 3,880,000 and no other compensation.

Supporting information for Agenda 7 :To consider and approve for the appointment of the external auditors
and set its audit fee for the year 2023

To be in accordance with the Public Limited Company Act B.E. 2535 and Article 38 of the Company's Articles of Association, which stipulates that the Shareholders' Meeting is to appoint the auditors and to fix the auditing fees of each year which is proposed by the Audit Committee, the Board of Directors' Meeting No. 1/2023 held on February 27, 2023 has considered it appropriate to propose the Shareholders' Meeting to appoint the auditors from Karin Audit Co., Ltd., which have long experience and expertise in accordance with international standards, as the auditors of the Company 2023

No.	Name	Surname	Certified Public Accountant No.	The number of years as an auditor for the company (Year signed)
1	Mr. Jadesada	Hungsapruek	3759 and/or	4 years / years 2016 - 2019
2	Ms. Kannika	Wipanurat	7305 and/or	2 years / years 2011 - 2012
3	Mr. Komin	Linphrachaya	3675 and/or	-
4	Mr. Jirrote	Sirirorote	5113 and/or	3 year / year 2013 - 2015
5	Mr. Pojana	Asavasontichai	4891 and/or	-
6	Ms. Nonglak	Pattanabandith	4713 and/or	-
7	Mrs. Sumana	Senivongse Na Ayudhaya	5897 and/or	2 year / year 2020 - 2021
8	Mr. Wichian	Proongpanish	5851 and/or	2 year / year 2020 - 2021
9	Ms. Kojchamon	Sunhuan	11536 and/or	3 year / year 2020 - 2022
10	Mr. Worapol	Wiriyakulapong	11181 and/or	2 year / year 2020 - 2021
11	Ms. Kanwarat	Saksriborworn	13273 and/or	1 year / year 2021
12	Mr. Somchai	Lertyongyuth	13314 and/or	2 year / year 2020 - 2021
13	Ms. Bongkotrat	Suamsiri	13512 and/or	-
14	Mr. Supoj	Mahantachaisakul	12794 and/or	1 year / year 2022
15	Mr. Thanathit	Raksathianraphap	13646 and/or	-
16	Ms. Arunrat	Sanprasertsuk	14348	-

The names of the above three certified public accountants are on the list of the auditors approved by the Office of the Securities and Exchange Commission, which are auditors from Karin Audit Co., Ltd, who is the inspector and comment on the Company's financial statements and signing the audit report.

Moreover, the Board of Directors' Meeting No. 1/2023 considered it appropriate to propose the Shareholders' Meeting to fix audit fees for the year 2023 at the total amount of Baht 2,747,350 consisting of:

Audit Fee (Baht) :

List	2022	2023 (Proposed Year)
● Consolidated financial statements	671,000	738,050
● Sena Development Public Company Limited	1,826,000	2,009,300
● Non-audit fee	-	-
Total	2,497,000	2,747,350

Furthermore, Karin Audit Co., Ltd. is the auditors of the following 15 subsidiary companies:

- 1 S.N. Asset Development Co., Ltd.
- 2 S&P Estate Development Co., Ltd.
- 3 Property Gateway Co., Ltd.
- 4 The Service Residence Co., Ltd.
- 5 Eastern Sena Development Co., Ltd.
- 6 Sena Management Co., Ltd.
- 7 Sena Management Service Co., Ltd.
- 8 TK Nawakij Co., Ltd.
- 9 Acute Realty Co., Ltd.
- 10 Sena Idea Co., Ltd.
- 11 Sena Development H23 Co., Ltd.
- 12 T&T Asset Management Co., Ltd.
- 13 Sena Solar Energy Co., Ltd.
- 14 Eight Solar Co., Ltd.
- 15 Sena Green Energy 1 Co., Ltd.

Review following subsidiary companies that use other auditors 24 subsidiary companies:

- 1 Sena Vanich Property Co., Ltd.
- 2 Sena Development A1 Co., Ltd.
- 3 Sena Development A2 Co., Ltd.
- 4 Sena Development A8 Co., Ltd.
- 5 Sena Development A9 Co., Ltd.
- 6 Sena Development H17 Co., Ltd.
- 7 Victory Management Service Co., Ltd.
- 8 Elite Residence Co., Ltd.
- 9 SK Asset Management Co., Ltd.

- 10 Sena Cloud Co., Ltd.
- 11 Sena Idea Co., Ltd.
- 12 Sin Ban Mongkol Co., Ltd.
- 13 Max Solar Co., Ltd.
- 14 Sena Green Energy 2 Co., Ltd.
- 15 Sena Techno Solution Co., Ltd.
- 16 Sena Green Energy 16 Co., Ltd.
- 17 Sena Green Energy 17 Co., Ltd.
- 18 Sena Green Energy 18 Co., Ltd.
- 19 Sena Green Energy 19 Co., Ltd.
- 20 Sena Green Energy 20 Co., Ltd.
- 21 Sena Green Energy 21 Co., Ltd.
- 22 Sena Green Energy 22 Co., Ltd.
- 23 Sena Green Energy 23 Co., Ltd.
- 24 Sena Green Energy 24 Co., Ltd.

Please note that Karin Audit Co., Ltd. and the appointed auditors for the Company and subsidiary companies do not have any relations or interests to the Company, subsidiary companies, administrators, main shareholders or related persons in the way that could affect their independent implementation

Supporting documents for Agenda 8

Details of the warrants to be issued and offered to the Company's management and employees

No.14 (SENA-WN) and No.15 (SENA-WO)

1. Objectives and necessity of the issuance of warrants:

The objective of the ESOP Program is to motivate and reward the performance of the the Company's executives and employees as well as retain them with the Company in the long-term. This should create the best interest of the Company in long term and will finally result the sustainable growth of its business.

2. Indicative Features:

2.1 Warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 14 (SENA-WN)

Warrants	Warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 14 (SENA-WN)
Title and type of warrants	Registered and non-transferable warrants to purchase ordinary shares of SEN A Development Public Company Limited unless in the case of inheritance or transferred to his/her rightful heir or guardian or as deemed appropriate by the Board of Directors
Term of warrants	5 years from the date of issuance and offering
Number of warrants offered for sale	Not exceeding 8,650,000 units
Offering price	0.00 Baht
Value of warrants offered for sale	0.00 Baht
Issuance and offering date	The executive committee and/or the person(s) entrusted by the executive committee is (are) empowered to determine the date of issuance and offering after approving by the shareholders' meeting
Offering Period	The Company shall offer for sale SEN A-WN within 1 year after approving by the shareholder meeting
Method and offering Period	One time offering to executives and employees of the Company and/or subsidiaries <u>24 persons, there are 13 executives and employees are entitled to more than 5% of the SEN A-WN warrants</u> and no directors have been allocated SEN A-WN warrants. Allocate to executives and employees of the Company and/or its subsidiaries without offering through brokers.

	Number of warrants offered to each management and employee might not be equal depending on corporate position, service period, knowledge, experience, responsibility, performance, potential or benefits contributed to the Company.
Exercise ratio	1 unit of warrant has the right to purchase 1 new ordinary share (except there is an adjustment of rights according to the adjustment conditions)
Number of shares the exercise of SENA-WN	Not exceeding 8,650,000 shares with a par value of 1 Baht per share, at 0.60% of the total issued shares of the Company as of February 24, 2023 in the amount of 1,442,272,398 shares, the Company shall offer for sale SENA-WN within Term period
Exercise price	<p>The exercise price as follows;</p> <ol style="list-style-type: none"> 1) 1st Year from the issue date: Warrant cannot be exercised 2) 2nd - 3rd Year from the issue date: 3.50 Baht 3) 4th Year from the issue date: 3.60 Baht 4) 5th Year from the issue date: 3.60 Baht
	<p>Except there is an adjustment of rights according to the adjustment conditions.</p> <p>Such price is considered an offering of securities at a discount of not more than 10% from the market price of the Company's ordinary shares by using the Company's weighted-average trading price of 14 trading days prior to the date the Board comes up with a resolution (calculated from marketing price during February 7 - February 24, 2023 at a price of 3.956 Baht per share</p>
Conditions and period of Exercise	On the last business day of January, June and November throughout the warrant term. The first exercise date shall be 2 nd year after the date that the warrants are issued to executives and employees of SENA and/or its subsidiaries ("the exercise date") according to the following conditions:
	- 12 months after the allotted date, warrant holders can exercise no more than 25% of total number of allotted warrants
	- 36 months after the allotted date, warrant holders can exercise no more than 60% of total number of allotted warrants
	- 48 months after the allotted date, warrant holders can exercise any amount of allotted warrants until the maturity date

	Unexercised warrants at any exercise date shall be accumulated and eligible for being exercised at the next exercise date throughout the warrant term. However, in case the warrants remain unexercised at the maturity date, the said unexercised warrants shall be terminated and void.
	The last exercise date shall be on the last business day of the 5 years period from the issuance date
Notification period for The exercise	Warrant holders who wish to use the right to purchase ordinary shares of the Company must be announced within 5 working date prior to the exercise.
Notification period for the last exercise	Not less than 15 days prior to the last exercise date
Conditions of Exercising the Rights	Warrant holder must be an executive or an employee of the Company and/or its subsidiaries at the exercise date, except the detail as follows;
	In case warrant holder ceases to be an executive or an employee of the Company and/or its subsidiaries as a result of retirement plan according to the Company's and/or its subsidiaries' Code of Practice, the executive or employee will have the right to exercise the allotted warrants throughout the term.
	In case warrant holder dies of a disappeared person under a court order, is rendered incompetent and / or incompetent, to the heir or designee as the will or the preserver or guardian (as the case may be). The warrant holders can exercise their warrants only in the amount of warrants that the warrant holders have right only in the exercise ratio. The exercise will be exercisable on any exercise date. Until the maturity of the warrants.
	In case warrant holder changes his/her position or company as a result of the Board of Directors' decision but he/she is still an executive, or an employee of the Company and/or its subsidiaries at the exercise date, the warrant holder still has the right to exercise the warrant throughout the term.
	In case warrant holder ceases to be an executive, or an employee of the Company and/or its subsidiaries before or at the exercise date for any reason other than those specified in above mentioned, the warrant holder will no longer be entitled to exercise the allotted warrants, and the remaining warrants will be considered cancelled and void immediately

Secondary market of warrants	The Company will not list SENA-WN in the Stock Exchange of Thailand.
Secondary market of the shares issued as a result of exercising warrant	The Company will list shares issued as a result of exercising SENA-WN in the Stock Exchange of Thailand.
Adjustment of the rights of warrants	The company shall adjustment of the exercise price and ratio of warrants to purchase new ordinary shares of the Company of SENA-WN, pursuant to Notification of the Capital Market Supervisory Board No. Tor Chor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares (“Notification Tor Chor. 34/2551”) and/or Notification of the Capital Market Supervisory Board relating to the adjustment of rights. For more information for determining the term and conditions or adjustment as deem appropriate by executive committee. In regard with the benefit of the warrant holders SENA-WN shall not be inferior.
The reason for the issuance of new shares to Adjustment of the rights	The adjustment of the exercise price and ratio of warrants according with the condition of SENA-WN, as pursuant to Clause 11 (4) (b) under Notification No. Tor Chor. 34/2551
Other Rights and benefits	-N/A-

2.2 Warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 15 (SENA-WO)

Warrants	Warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 15 (SENA-WO)
Title and type of warrants	Registered and non-transferable warrants to purchase ordinary shares of SENA Development Public Company Limited unless in the case of inheritance or transferred to his/her rightful heir or guardian or as deemed appropriate by the Board of Directors
Term of warrants	3 years from the date of issuance and offering
Number of warrants offered for sale	Not exceeding 2,500,000 units
Offering price	0.00 Baht
Value of warrants offered for sale	0.00 Baht

Issuance and offering date	The executive committee and/or the person(s) entrusted by the executive committee is (are) empowered to determine the date of issuance and offering after approving by the shareholders' meeting
Offering Period	The Company shall offer for sale SENA-WO within 1 year after approving by the shareholder meeting
Method and offering Period	<p>One time offering to executives and employees of the Company and/or subsidiaries <u>14 persons, there are 14 executives and employees are entitled to more than 5% of the SENA-WO warrants</u> and no directors have been allocated SENA-WO warrants.</p> <p>Allocate to executives and employees of the Company and/or its subsidiaries without offering through brokers.</p> <p>Number of warrants offered to each management and employee might not be equal depending on corporate position, service period, knowledge, experience, responsibility, performance, potential or benefits contributed to the Company.</p>
Exercise ratio	1 unit of warrant has the right to purchase 1 new ordinary share (except there is an adjustment of rights according to the adjustment conditions)
Number of shares the exercise of SENA-WO	Not exceeding 2,500,000 shares with a par value of 1 Baht per share, at 0.17% of the total issued shares of the Company as of February 24, 2023 in the amount of 1,442,272,398 shares, the Company shall offer for sale SENA-WO within Term period
Exercise price	<p>The exercise price as follows;</p> <p>1.) 1st Year from the issue date: Warrant cannot be exercised.</p> <p>2.) 2nd Year from the issue date: 3.50 Baht</p> <p>3.) 3rd Year from the issue date: 3.60 Baht</p> <p>Except there is an adjustment of rights according to the adjustment conditions.</p> <p>Such price is considered an offering of securities at a discount of not more than 10% from the market price of the Company's ordinary shares by using the Company's weighted-average trading price of 14 trading days prior to the date the Board comes up with a resolution (calculated from marketing price during February 7 - February 24, 2023 at a price of 3.956 Baht per share</p>
Conditions and period of Exercise	On the last business day of January, June and November throughout the warrant term. The first exercise date shall be 2 nd year after the date that the warrants are issued to management and

	employees of SENA and/or its subsidiaries (“the exercise date”) according to the following conditions:
	- 12 months after the allotted date, warrant holders can exercise no more than 20% of total number of allotted warrants
	- 24 months after the allotted date, warrant holders can exercise any amount of allotted warrants until the maturity date
	Unexercised warrants at any exercise date shall be accumulated and eligible for being exercised at the next exercise date throughout the warrant term. However, in case the warrants remain unexercised at the maturity date, the said unexercised warrants shall be terminated and void.
	The last exercise date shall be on the last business day of the 3 years period from the issuance date
Notification period for The exercise	Warrant holders who wish to use the right to purchase ordinary shares of the Company must be announced within 5 working date prior to the exercise.
Notification period for the last exercise	Not less than 15 days prior to the last exercise date
Conditions of Exercising the Rights	Warrant holder must be an executive or an employee of the Company and/or its subsidiaries at the exercise date, except the detail as follows;
	In case warrant holder ceases to be an executive or an employee of the Company and/or its subsidiaries as a result of retirement plan according to the Company's and/or its subsidiaries' Code of Practice, the executive or employee will have the right to exercise the allotted warrants throughout the term.
	In case warrant holder dies of a disappeared person under a court order, is rendered incompetent and / or incompetent, to the heir or designee as the will or the preserver or guardian (as the case may be). The warrant holders can exercise their warrants only in the amount of warrants that the warrant holders have right only in the exercise ratio. The exercise will be exercisable on any exercise date. Until the maturity of the warrants.
	In case warrant holder changes his/her position or company as a result of the Board of Directors' decision but he/she is still an executive, or an employee of the Company and/or its subsidiaries

	<p>at the exercise date, the warrant holder still has the right to exercise the warrant throughout the term.</p> <p>In case warrant holder ceases to be an executive, or an employee of the Company and/or its subsidiaries before or at the exercise date for any reason other than those specified in above mentioned, the warrant holder will no longer be entitled to exercise the allotted warrants, and the remaining warrants will be considered cancelled and void immediately</p>
Secondary market of warrants	The Company will not list SENA-WO in the Stock Exchange of Thailand.
Secondary market of the shares issued as a result of exercising warrant	The Company will list shares issued as a result of exercising SENA-WO in the Stock Exchange of Thailand.
Adjustment of the rights of warrants	The company shall adjustment of the exercise price and ratio of warrants to purchase new ordinary shares of the Company of SENA-WO, pursuant to Notification of the Capital Market Supervisory Board No. Tor Chor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares ("Notification Tor Chor. 34/2551") and/or Notification of the Capital Market Supervisory Board relating to the adjustment of rights. For more information for determining the term and conditions or adjustment as deem appropriate by executive committee. In regard with the benefit of the warrant holders SENA-WO shall not be inferior.
The reason for the issuance of new shares to Adjustment of the rights	The adjustment of the exercise price and ratio of warrants according with the condition of SENA-WO, as pursuant to Clause 11 (4) (b) under Notification No. Tor Chor. 34/2551
Other Rights and benefits	-N/A-

3. List of directors of the Company and/or its subsidiaries to be allocated with the warrants and the number of the warrants allocated to each director:

3.1 SENA-WN

- None -

3.2 SENA-WO

- None -

4. List of the executives and employees of the Company and/or its subsidiaries who may be allotted more than 5% of No. 14 SENA-WN and No. 15 SENA-WO:

4.1 No. 14 (SENA-WN)

No.	Names	Position	Allotted Unit	Percent of total issued units
1	Mrs. Atchariya Chaidamrong	President Assistant / BUD 31	600,000	6.9 %
2	Mr. Pariphat Tritrong	President / OPM 12	600,000	6.9 %
3	Mr. Thanin See Nam Aom	President / OPM 11	600,000	6.9 %
4	Ms. Phinyata Joysriket	Senior President / Inspection and Ownership Transfer Department	600,000	6.9 %
5	Mr. Suparek Apisaksirikul	President Assistant / We care Department	500,000	5.8 %
6	Ms. Usanee Chaisongtho	Senior President / Financial Accounting Department	500,000	5.8 %
7	Mrs. Nantawan Sripaenphuk	Senior President / Strategic Department	500,000	5.8 %
8	Ms. Sasinan Wichotkanthapong	President Assistant / Financial Department	500,000	5.8 %
9	Mrs. Somlak Puakchaowai	President / Government Coordination Department	500,000	5.8 %
10	Mr. Phonwit Srisuwankul	President Assistant / IT Department	500,000	5.8 %
11	Mr. Thanchai Sivalaipong	President Assistant / HR Department	500,000	5.8 %
12	Ms. Somporn Singhapaisarn	Senior President / Financial Accounting Department	500,000	5.8 %
13	Mr. Panya Kitsathan	President / Construction Support and Purchasing Department	500,000	5.8 %

4.2 No. 15 (SENA-WO)

No.	Names	Position	Allotted Unit	Percent of total issued units
1	Mrs. Natchaya Arunruangsawat	General Manager / Rental Management Department	300,000	12 %
2	Mr. Priawphan Thienyaung	Senior Project Manager / OPM 12	200,000	8 %
3	Mr. Nattapong Worawong	Project Manager / OPM 31	200,000	8 %
4	Mr. Chaiyaphot Changtaeng	Project Manager / OPM 21	200,000	8 %
5	Mr. Nattawut Nak-on	Project Manager / OPM 12	200,000	8 %

6	Ms. Sukonta Kasemsuk	Senior Manager / Compliance Department	200,000	8 %
7	Mr. Wanchai Klumboon	Manager / Project Management 5	150,000	6 %
8	Mr. Sakon Raksasri	Manager / Government Coordination Department	150,000	6 %
9	Mr. Teerayut Charoenyot	Manager / Asset Management Department	150,000	6 %
10	Mr. Athit Chandej	Manager / Engineering and Installation Department	150,000	6 %
11	Ms. Anusara Singasa	Manager / Capital Allocation and Investment Department	150,000	6 %
12	Ms. Panita Bunyasiri	Supervisor / Strategic Investment Department	150,000	6 %
13	Mrs. Wannisa Hatthamas	Assistant Supervisor / Compliance Department	150,000	6 %
14	Mr. Pornchai Sukaum	Assistant Supervisor / Capital Allocation and Investment Department	150,000	6 %

Remarks: The number of shares is the maximum number of shares that each management and / or employee will be offered. The number of new ordinary shares to be offered by the management and / or employees will depend on the scope of work, duties and responsibilities of each employee. However, the number of shares allocated to each employee will not exceed the maximum amount specified in the table above.

5. Effects on shareholders due to the issuance of ESOP Warrants to executives and employees of the Company and its subsidiaries

The issuance and offer of warrants to executives and employees will not cause any effects on shareholders when the warrants are allotted. There will be effects relating to Control Dilution and Price Dilution when the rights under the warrants are exercised. In case total warrants of 11,150,000 units are exercised, this will result in a decrease in the profit sharing or the voting right of the existing shareholders (Control Dilution) at the rate of 0.76715% while the Price Dilution will be affected at the rate of 0.07368%.

5.1 Control Dilution

Control dilution in the case that all of 11,150,000 units have been exercised to purchase newly issued ordinary shares under the SENA-WN and SENA-WO by the non-existing shareholders of the Company will be 0.76715%. This is calculated from the number of newly issued ordinary shares issued to be reserved for the offering of the SENA-WN and SENA-WO at this time, divided by the sum of (1) the total number of issued shares and (2) the number of newly issued ordinary shares issued to be reserved for the offering of SENA-WN and SENA-WO at this time.

$$\begin{aligned} \text{Control Dilution} &= \frac{11,150,000}{1,442,272,398 + 11,150,000} \\ &= 0.76715 \% \end{aligned}$$

5.2 Price Dilution

Price dilution, equivalent to 0.07368%, by weighted average trading price of the company's shares on the stock market 14 business days prior to the date on which the Board of Directors resolved this time. (calculated from the market price between February 7 - February 24, 2023, equal to the price of 3.956 baht per share)

Market price after the offering

$$\begin{aligned} &= \frac{(\text{Market price} \times \text{Paid-up shares}) + (\text{Share offering price} \times \text{Newly issued ordinary shares}) + (\text{Exercise price} \times \text{Warrants reserved shares})}{(\text{Paid-up shares} + \text{Newly issued ordinary shares} + \text{Warrants reserved shares})} \end{aligned}$$

$$\begin{aligned} \text{Market price after the offering} &= \frac{(3.956 \times 1,442,272,398) + (3.575 \times 8,650,000) + (3.580 \times 2,500,000)}{1,442,272,398 + 11,150,000} \\ &= 3.953 \text{ Baht} \end{aligned}$$

$$\begin{aligned} \text{Price Dilution} &= \frac{\text{Market price} - \text{Market Price after the offering}}{\text{Market price}} \\ &= \frac{3.956 - 3.953}{3.956} \\ &= 0.07368 \% \end{aligned}$$

6. Conditions for the allocation and exercise of warrants

6.1 Warrant holder must be an executive or an employee of the Company and/or its subsidiaries at the exercise date, except for the following cases :

6.1.1 In the case the warrant holder ceases to be an executive or an employee of the Company and/or its subsidiaries as a result of retirement plan according to the Company's and/or its subsidiaries' Code of Practice, the executive or employee will have the right to exercise the allotted warrants throughout the term.

6.1.2 In the case the warrant holder dies, is declared a missing person by the court order, declared incompetent and/or quasi-incompetent, the ESOP Warrants holder's heir or guardian (as the case may be) shall have the right to exercise the warrants until the end of term in the same manner as the warrants holder him/herself is entitled to as at the day the ESOP warrants holder died, is declared a missing person by the court order, or declared incompetent and/or quasi-incompetent.

6.1.3 In the case the warrants holder is transferred to other departments or subsidiaries as approved by the Board of Directors, while those management or employees are still management or employees of the Company and/or its subsidiaries as at the exercise date, the aforementioned ESOP Warrants holders shall be able to exercise the ESOP warrants until the end of the term.

In the case the ESOP warrant holders are cease to be in the management or an employee of the Company prior to or on the exercise date, for reasons other than that stated in 6.1.1 - 6.1.3 above, or with reasons other than Terms and Conditions of Warrants (if any), then, the management or employees of the Company and/or its subsidiaries shall not be entitled to exercise the ESOP Warrants and those ESOP Warrants shall be deemed terminated and expired.

6.2 In the case where the warrants are partially exercised

If after the term ends the Warrants holders have not exercised the warrants or have exercised partially or have not followed the rules and conditions set out accordingly, the warrant holders shall be deemed to have waived their rights under the warrants and those warrants shall expired immediately without any exercise of rights. The warrants holders shall not be entitled to claim any loss or damage from SENA.

7. Obligation between the Company and the management and employees of the Company and/or its subsidiaries regarding the allotment of ESOP Warrants

In accordance with the Terms and Conditions of Warrants.

8. Shareholder's right of objection

- According to Section 9 of the Notification of the Office of the Capital Market Supervisory Board TorJor. 32/2008 Re: The Issuance and Offering of Securities to Directors and Employees dated December 15, 2008, the resolution of the Shareholders' Meeting for the issuance and offering of the ESOP-Warrants shall be passed by not less than three-quarters of the total votes of the shareholders or proxies (if any) attending the Meeting and having the right to vote, and the shareholders who object shall not exceed 10% of the total votes of the shareholders or proxies (if any) attending the Meeting and having the right to vote.
- According to Section 12(3) of the Notification of the Office of the Capital Market Supervisory Board TorJor. 32/2008 Re: The Issuance and Offering of Securities to Directors and Employees dated December 15, 2008, the resolution of the Shareholders' Meeting for the allotment of warrants exceeding 5% of the total allotted units to any director and/or employee shall be passed by not less than three-quarters of the total votes of the shareholders or proxies (if any) attending the Meeting and

having the right to vote, and the shareholders who object shall not exceed 5% of the total votes of the shareholders or proxies (if any) attending the Meeting and having the right to vote.

9. Description and Conditions of the Warrants

The Warrants issued and offered to directors and employees of the Company shall be subject to rules and conditions pursuant to the Notification of the Capital Market Supervisory Board No. TorJor 32/2551 Re: Issuance and Offering of Securities to Directors or Employees dated December 15, 2008 and the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares dated December 15, 2008, and/or relevant Notification of the Securities and Exchange Commission

10. List of independent directors that the shareholders may assign proxy to attend the meeting and act as shareholders' representatives

No.	Name of Independent Directors	Numbers of Allotted Warrants (Units)
1	Mr. Kamol Thammanichanond	-None-
2	Mr. Samma Kitsin	-None-

11. Opinion of The Board of Directors and The Nomination and Remuneration Committee

Executives and employees who have been allocated are knowledgeable and capable personnel who are responsible for determining the direction and policy of the company. The executives and employees are the key to drive the company's operations to success. The allocation of such warrants This will be an incentive for the performance of directors, executives and employees to be more efficient. This will result in the company having a good performance in the end.

The pricing for the exercise of SENA-WN and SENA-WO is reasonable. Because it is a price that has a discount of not more than 10% from the current market price of the Company's ordinary shares. Which had little impact on the market price of the Company's shares. Instead, it will motivate the directors, management and allocated employees to perform their work with dedication. This will help create the company's profits to grow steadily in the future.

12. Rationale and the need for allocation to the executive and / or employees who have been allocated a cluster.

The Board of Directors and the Nomination and Remuneration Committee have considered the names of the Company's directors, management and employees. And subsidiaries Which has been allocated more than 5% of the number of warrants SENA-WN and SENA-WO issued this time. As well as the history and performance of such person, there is an opinion that warrants should be offered to directors, executives and employees of the Company. And subsidiaries As follows: More than 5

percent of the number of SENA-WN and SENA-WO warrants issued this time. May not have the same number It depends on the position, age, work, knowledge and experience. Responsibility Performance And the potential or benefits that the company will receive

List of executives and / or employees who are allocated more than 5 percent of the number of SENA-WN warrants issued in this time, as well as reasons, necessities and benefits that the Company will receive.

Names	Position	Allocated amount	Benefits Expected to Receive When Calculated in Monetary Conditions (Baht) *	Rationale, necessity and benefits that the company will receive
1. Mrs. Atchariya Chaidamrong	President Assistant / BUD 31	600,000 Unit or 6.9 %	Baht 228,600	Since the directors, executives and each employee who has been allocated the warrant, SENA-WN is a person with good knowledge and competence in the Company's business. And is a person who plays an important role in the success of the company. Nomination and Remuneration Committee Therefore have confidence that Issuance and offering of SENA-WN warrants to such persons It is a reward for the performance of directors, executives and / or employees and to motivate and strengthen work motivation and in return for the performance of the Company's personnel. In addition, it is to maintain quality human resources to work with the company over
2. Mr. Pariphat Tritrong	President / OPM 12	600,000 Unit or 6.9 %	Baht 228,600	
3. Mr. Thanin See Nam Aom	President / OPM 11	600,000 Unit or 6.9 %	Baht 228,600	
4. Ms. Phinyata Joysriket	Senior President / Inspection and Ownership Transfer Department	600,000 Unit or 6.9 %	Baht 228,600	
5. Mr. Suparerk Apisaksirikul	President Assistant / We care Department	500,000 Unit or 5.8 %	Baht 190,500	
6. Ms. Usanee Chaisongtho	Senior President / Financial Accounting Department	500,000 Unit or 5.8 %	Baht 190,500	
7. Mrs. Nantawan Sripaenphuk	Senior President / Strategic Department	500,000 Unit or 5.8 %	Baht 190,500	
8. Ms. Sasinan Wichotkanthapong	President Assistant / Financial Department	500,000 Unit or 5.8 %	Baht 190,500	
9. Mrs. Somlak Puakchaowai	President / Government Coordination Department	500,000 Unit or 5.8 %	Baht 190,500	
10. Mr. Phonwit Srisuwankul	President Assistant / IT Department	500,000 Unit or 5.8 %	Baht 190,500	

Note * The difference between the market price and the exercise price

Names	Position	Allocated amount	Benefits Expected to Receive When Calculated in Monetary Conditions (Baht) *	Rationale, necessity and benefits that the company will receive
11. Mr. Thanchai Sivalaipong	President Assistant / HR Department	500,000 Unit or 5.8 %	Baht 190,500	the long term. This will benefit the performance and operation of the Company in the future.
12. Ms. Somporn Singhapaisarn	Senior President / Financial Accounting Department	500,000 Unit or 5.8 %	Baht 190,500	
13. Mr. Panya Kitsathan	President / Construction Support and Purchasing Department	500,000 Unit or 5.8 %	Baht 190,500	

*Note * The difference between the market price and the exercise price*

List of executives and / or employees who are allocated more than 5 % of the number of SENA-WO warrants issued in this time, as well as reasons, necessities and benefits that the Company will receive.

Names	Position	Allocated amount	Benefits Expected to Receive When Calculated in Monetary Conditions (Baht)*	Rationale, necessity and benefits that the company will receive
1. Mrs. Natchaya Arunruangsawat	General Manager / Rental Management Department	300,000 Unit or 12 %	Baht 112,800	Since the directors, executives and each employee who has been allocated the warrant, SENA-WO is a person with good knowledge and competence in the Company's business. And is a person who plays an important role in the success of the company. Nomination and Remuneration Committee Therefore have confidence that Issuance and offering of SENA-WO warrants to such persons It is a reward for the performance of directors, executives and / or employees and to motivate and strengthen work motivation and in return for the performance of the Company's personnel. In addition, it is to maintain quality human resources to work with the company over the long term. This will benefit the performance and operation of the Company in the future.
2. Mr. Priawphan Thienyaung	Senior Project Manager / OPM 12	200,000 Unit or 8 %	Baht 75,200	
3. Mr. Nattapong Worawong	Project Manager / OPM 31	200,000 Unit or 8 %	Baht 75,200	
4. Mr. Chaiyaphot Changtaeng	Project Manager / OPM 21	200,000 Unit or 8 %	Baht 75,200	
5. Mr. Nattawut Nak-on	Project Manager / OPM 12	200,000 Unit or 8 %	Baht 75,200	
6. Ms. Sukonta Kasemsuk	Senior Manager / Compliance Department	200,000 Unit or 8 %	Baht 75,200	
7. Mr. Wanchai Klumboon	Manager / Project Management 5	150,000 Unit or 6 %	Baht 56,400	
8. Mr. Sakon Raksasri	Manager / Government Coordination Department	150,000 Unit or 6 %	Baht 56,400	
9. Mr. Teerayut Charoenyot	Manager / Asset Management Department	150,000 Unit or 6 %	Baht 56,400	
10. Mr. Athit Chandej	Manager / Engineering and Installation Department	150,000 Unit or 6 %	Baht 56,400	

Note * The difference between the market price and the exercise price

Names	Position	Allocated amount	Benefits Expected to Receive When Calculated in Monetary Conditions (Baht)*	Rationale, necessity and benefits that the company will receive
11. Ms. Anusara Singso	Manager / Capital Allocation and Investment Department	150,000 Unit or 6 %	Baht 56,400	
12. Ms. Panita Bunyasiri	Supervisor / Strategic Investment Department	150,000 Unit or 6 %	Baht 56,400	
13. Mrs. Wannisa Hatthamas	Assistant Supervisor / Compliance Department	150,000 Unit or 6 %	Baht 56,400	
14. Mr. Pornchai Sukaium	Assistant Supervisor / Capital Allocation and Investment Department	150,000 Unit or 6 %	Baht 56,400	

*Note * The difference between the market price and the exercise price*

(F 53-4)

Capital Increase Report Form (F53-4)

SENA Development Public Company Limited

February 27, 2023

We, SENA Development Public Company Limited (The "Company"), hereby provide our report the resolutions of the Board of Directors Meeting No. 1/2023, held on February 27, 2023 from 10.00 to 13:00 hours in respect of capital reduction, the capital increase and the share allotment as follows:

1. Capital Reduction and Capital Increase

The Board of Directors' Meeting passed a resolution to propose to the Annual General Shareholder Meeting 2023 to approve the decrease and the increase of registered capital of the Company as follow:

- To approve the decrease of the Company's registered capital of the Company from Baht 1,817,548,405 to Baht 1,815,333,120 divided into 1,815,333,120 ordinary shares with a par value of Baht 1 per share, by eliminating 2,215,285 registered shares which have not been sold with the par value of Baht 1 per share.
- To approve the increase of the Company's registered capital by another Baht 11,150,000 from the existing registered capital of Baht 1,815,333,120 to the new registered capital of Baht 1,826,483,120 by issuing 11,150,000 new ordinary shares, at the par value of Baht 1 per share.

Capital Increase	Type of Shares	Number of Shares	Par Value (Baht per Share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary Shares	11,150,000	1	11,150,000
<input type="checkbox"/> General Mandate	-N/A-	-N/A-	-N/A-	-N/A-

2. Allocation of New Shares

The meeting of the board of directors passed a resolution approving the allotment of 11,150,000 ordinary shares with par value of 1 Baht each, totaling Baht 11,150,000. Details of the type of capital increase are as follows :

2.1 Details of allocation of new shares in which the purpose of utilization is specified

Allocated to	Number of Shares	Ratio (Old : New)	Sale Price (Baht per Share)	Subscription and Payment Period
To support the exercise of the Company's Warrant No. 14 (SENA-WN)	Not exceeding 8,650,000 shares		<p>Allocated to executives and / or employee of the company and / or its subsidiaries without valuation.</p> <p>Exercise price per share,</p> <p>1 Year from the issue date: -Warrant cannot be exercised.-</p> <p>2 - 3 Year from the issue date: Baht 3.50</p> <p>4 Year from the issue date : Baht 3.60</p> <p>5 Year from the issue date : Baht 3.60</p> <p>by using 1 units warrants purchase 1 ordinary shares.</p>	Determined later after obtaining approval from the shareholders meeting.

Allocated to	Number of Shares	Ratio (Old : New)	Sale Price (Baht per Share)	Subscription and Payment Period
To support the exercise of the Company's Warrant No. 15 (SENA-WO)	Not exceeding 2,500,000 shares		Allocated to executives and / or employee of the company and / or its subsidiaries without valuation. Exercise price per share, 1 Year from the issue date: -Warrant cannot be exercised.- 2 Year from the issue date: Baht 3.50 3 Year from the issue date : Baht 3.60 by using 1 units warrants purchase 1 ordinary shares.	Determined later after obtaining approval from the shareholders meeting.

2.2 Operation of the company in the event that there is a fraction of shares

-N/A-

2.3 The remaining shares not allocated to shareholders

Presently, the Company still has the remaining shares from the offering of warrants to purchase the Company's ordinary shares issued to executives and employees of the Company and / or its subsidiaries No. 5 (SENA-WE) in the amount of 1,073,234 shares, No. 7 (SENA-WG) in the amount of 797,450 shares and No. 11 (SENA-WK) in the amount of 344,601 shares a total of 2,215,285 shares. The Company shall decrease the registered capital after approval of the Annual General Shareholders' Meeting 2023 which will be held on April 27, 2023. However, after the share reduction, the Company still has 373,060,722 unsold shares which were issued to accommodate the exercise of warrants to purchase ordinary shares of the Company. Issued to executives and employees of the Company and/or its subsidiaries No. 9 (SENA-WI), No. 12 (SENA-WL) and No. 13 (SENA-WM) and to support the exercise of warrants. The right to purchase ordinary shares of the Company No. 1 (SENA-W1)

3. Schedule for the Shareholders' Meeting to approve the capital increase/allocation

The Annual General Meeting of Shareholders 2023 is scheduled for April 27, 2023 at 10.00 a.m., at SENA Development Public Company Limited Head Office, Thanyalakpark Building (1st Floor), No.448, Ratchadapisek Road, Samsen Nok Sub-District, Huai Khwang District, Bangkok 10310. The Record Date for shareholders entitled to attend the Annual General Shareholders' Meeting 2023 on March 17, 2023.

4. Approvals of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any):

The decrease and increase of registered capital, the amendment of the Memorandum of Association, and the increase of the paid-up capital will be registered with the Department of Business Development, Ministry of Commerce. The company will propose from the Stock Exchange of Thailand to approval accept the newly issued ordinary shares as listed securities.

5. Objectives of the capital increase and plans for the utilization proceeds received from the capital increase

5.1 Objectives of the capital increase

To support the exercise of the Company's Warrant to be issued to executives and employees No. 14 (SENA-WN) and No. 15 (SENA-WO)

5.2 plans for the utilization proceeds received from the capital increase

To support the exercise of the Company's Warrant to be issued to executives and employees.

6. Benefits which the Company will receive from the capital increase/share allocation.

6.1 To motivate and reward the work Executives and employees of the Company and / or subsidiaries and for the management and employees of the Company and / or its subsidiaries to participate in business ownership. Which will encourage the intention of work for the maximum benefit of the company which will indirectly benefit the shareholders.

6.2 To promote the management and employees of the Company and / or subsidiaries to work with the Company in the long term. Which will be beneficial to the Company's ongoing business operations in the future including making returns for shareholders and employees are in the same direction by focusing on creating sustainable returns for the company.

6.3 To increase the liquidity of the Company's shares.

6.4 To maintain the liquidity of the company's working capital.

7. Benefits which shareholders will receive from the capital increase/share allocation:

- 7.1 Increased ordinary shares allocated to executives and employees of the Company and / or its subsidiaries to receive incentives for recruiting qualified personnel to join the company.
- 7.2 The money received will be used for investment in accordance with the objectives of the company.
- 7.3 Rights of the ordinary shares issued in accordance with the exercise of the warrants issued at this time will have rights and conditions as the Company's newly issued ordinary shares. Which had previously left and has the right to receive dividends from the date the SENA-WN and SENA-WO warrant holders exercised their rights to purchase the Company's ordinary shares. And has been registered as a shareholder of the company.

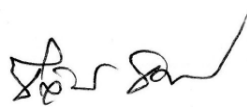
8. Other information necessary for shareholders to approve the capital increase/share allocation

-N/A-

9. Schedule of action where the Board of directors of the Company passes a resolution approving the capital increase or allocation of new shares

No.	Procedures relating to the Capital Increase	Date
1	The Board of Directors' Meeting to approve the capital increase and the allocation of newly issued shares	February 27, 2023
2	Record Date for the right to attend the Annual General Meeting of Shareholders	March 17, 2023
3	The Annual General Meeting of Shareholders to approve the capital increase and the allocation of newly issued shares	April 27, 2023
4	The registration of the resolution on capital decrease and capital increase with the Ministry of Commerce	Within 14 days from the AGM date

The Company hereby certifies that the information contained in this report form is true and complete in all respects.


 Signed.....authorized director
 (Mr. Theerawat Thanyalakphark)


 Signed.....authorized director
 (Ms. Benyalak Thanyalakpak)

Supporting Document for Agenda 11

Information regarding the offering and allotment of newly issued shares of the Company

SENA Development Public Company Limited

1. Details of the offering of shares

Up to 11,150,000 newly issued ordinary shares with a par value of Baht 1 per share, with a par value of Baht 1, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No. 14 (SENA-WN) and No. 15 (SENA-WO)

It empowers the Board of Directors. Or persons assigned by the Board of Directors. To be authorized 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. 14 (SENA-WN) and No. 15 (SENA-WO) 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) Enter into negotiations, agree to sign documents and contracts; associated.
- c) Sign the application form. Application for waiver (with the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 14 (SENA-WN) and No. 15 (SENA-WO), as well as the necessary documents relating to the allotment of warrants, includes contact 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 with the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No.14 (SENA-WN) and No.15 (SENA-WO) as appropriate.

2. Objectives for the offering and proceeds utilization plan

To support the exercise of the Company's Warrant to be issued to executives and employees No. 14 (SENA-WN) and No. 15 (SENA-WO)

The company will use the funds received as working capital for business expansion. Including investing in new upcoming projects in the future.

3. Impact which shall be caused from the offering of newly issued ordinary shares

The issuance and offer of warrants to executives and employees will not cause any effects on shareholders when the warrants are allotted. There will be effects relating to Control Dilution and Price Dilution when the rights under the warrants are exercised. In case total warrants of 11,150,000 units are

exercised, this will result in a decrease in the profit sharing or the voting right of the existing shareholders (Control Dilution) at the rate of 0.76715% while the Price Dilution will be affected at the rate of 0.07368. The details are shown in Attachment No. 6 (Information regarding the offering and allotment of newly issued shares of No. 14 (SENA-WN) and No. 15 (SENA-WO))


4. Reasonability of the increase of the capital

The Board of Directors has an opinion that such offering of shares to be reasonable and benefits the Company. The stock dividend payment will help maintain liquidity of working capital. Meanwhile, the money received from the issuance and allocation of the Company's Warrant No. 14 (SENA-WN) and No. 15 (SENA-WO) to be used to expand the business as planned in the future of the company.

5. Warranty of Directors

The Board of Directors certifies that the Board of Directors has performed its duty with honesty and has carefully preserved the benefit of the Company in relation to such increase of the registered capital. However, in the case that such performance of duty cause damages to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the Securities and Exchange Act B.E. 2535. In addition, in the case that such performance of duty causes a director or his/her related person to obtain undue benefit; the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in Section 89/18 of the Securities and Exchanges Act B.E. 2535.

The Company hereby certifies that the information contained in this report form is true and complete in all respects.


Signed.....authorized director
(Mr. Theerawat Thanyalakphark)


Signed.....authorized director
(Ms. Benyalak Thanyalakpak)

Living a Proxy in the Annual General Meeting of Shareholders for the Year 2023

As the Company has set a date for the Annual General Meeting of Shareholders for the Year 2023 on Thursday, April 27, 2023 at 10.00 a.m., at Thanyalakpark Building, Floor 1, No. 448, 1 Floor, Ratchadapisek Road, Samsem Nok, Huai Khwang, Bangkok 10310, to consider the meeting agenda items as details stated in the invitation to attend the 2023 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 Thammanichanond**, 83 years, Independent Director
Address : 21/60 Soi Ladprao 15, Chomphon Subdistrict, Chatuchak District, Bangkok
- **Mr. Samma Kitsin**, 66 years, Independent Director
Address : 67/347 Soi Changwattana 10, Tung Song Hong Sub-district, Lak Si 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.sena.co.th 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 7 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 Thammanichanond
Position : Independent Director, Chairman of the Corporate Governance Committee, Audit Committee, Nomination and Remuneration Committee
Age : 83 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:

- Thai Institute of Directors (IOD)
 - Director Accreditation Program (DAP) Year attended for the training: 2006
 - Audit Committee Program (ACP) Year attended for the training: 2004
- Internal training course: Corporate Risk Management Year attended for the training: 2019

Relationship with executives: None

Shareholding in SENA : 0.05%

Period of holding the position of director : 17 years 3 months (from the date of appointment 23 December 2005 until present)

Holding position of director/executive in other business :

Listed company		Other business (non-listed company)	Holding a position in competitive business/related business to the Company's business
Number	Type of director/executive		
1	Audit Committee / Director Independent - Terabyte Net Solution Co., Ltd.	-	- None –

Work Experience:

- 2021 – Present Chairman of the Nomination and Remuneration Committee/
Sena Development Plc.
- 2016 – Present Chairman of the Corporate Governance Committee and Nomination
and Remuneration/ Sena Development Plc.

SENA Development Public Company Limited

448 Thanyalakpark Building Ratchadapisek Road , Dindaeng District , Bangkok 10310 Tel 02-541-4642 (20 Number) FAX : 02-541-5164

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- 2005 – Present Audit Committee and Independent Director/ Sena Development Plc.
- 2018 – Present Audit Committee and Independent Director
Terabyte Net Solution Plc.

Meeting attended in year 2022 :	Board of Directors' Meeting	8 times/8 times (100%)
	Audit Committee Meeting	5 times/ 5 times (100%)
	Nomination and Remuneration Meeting	3 times/ 3 times (100%)
	Corporate Governance Meeting	2 times/ 2 times (100%)

Direct or indirect interest in any business affairs in which the Company or associated companies is a party : None

Having interest in agenda proposed in the 2023 Annual General Meeting of Shareholders : Agenda 6

To consider and approve the directors' remuneration for the year 2023

Credential of Independent Director (The Proxy of shareholder)

Sena Development Public Company Limited



Name : Mr. Samma Kitsin
Current Position : INDEPENDENT DIRECTOR
Age : 66 Years
Nationality : Thai
Address : 67/347 Soi Changwattana 10, Tung Song Hong
 Sub-district, Lak Si District, Bangkok

Education:

- Graduated from high school / Triamudom School
- Thammasat University has the highest score in the line. And received the Bhumibol Award, Year 2
- BA (Econ.) Claremont Men's College / California, USA (Granted Frank B. Appleby Fellowship)
- MBA, University of Houston / Texas, USA

Training Course for Director:

- Director Certification Program (DCP) Class 54 / Thai Institute of Directors (IOD)
- Ethical Leadership Program (ELP) Class 5 / Thai Institute of Directors (IOD)
- Anti-Corruption : The Practical Guide / Thai Institute of Directors (IOD)

Relationship with Directors : None

Proportion of shares : None

Period of holding the position of Director : 5 years (from the date of appointment 27 April, 2017 until present)

Holding position of Directors / Administrator in other business:

Other Listed company		Other business (Non-listed businesses)	Holding a position in a competitive business/related to the Company's business.
Amount	Position		
-	-None-	-	-None-

Work Experience :

- 2017 - Present Independent Director / Sena Development Plc.
- 2020 - Present Director, Warehouse Organization / Ministry of Commerce
- 2016 - Present Honorary, Executive Director, Chairman of the Corporate Governance Committee,
And Director of the Risk Management Committee / Secondary Mortgage Corporation
- 2006 - 2016 Director General, National Real Estate Information Center (REIC) / Government
Housing Bank

Number of meeting attendance in year 2022 : Board of Directors' Meeting 8 times/ 8 times (100%)
Nomination and Remuneration Meeting 3 times/ 3 times
(100%)

Direct or indirect interest in any business affairs in which the Company or associated companies is a party :

- None –

Having interest in agenda proposed in the 2023 Annual General Meeting of Shareholders : Agenda 6 To
consider and approve the directors' remuneration for the year 2023

Qualifications of Independent Director of Sena Development Public Company Limited

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. Possessions of shares amounting to no more than one percent of the total issued shares with voting rights of the Company, parent company, subsidiaries, joint venture companies and juristic persons with potential conflict of interest, including shares held by people connected to the independent director.
2. No history as a director with a role in the management of work, employees and staff; a salaried consultant or person with control authority of the Company, parent company, subsidiaries, joint venture companies, subsidiaries of the same tier or juristic persons with potential conflict of interest, unless having been removed from the aforementioned characteristics for at least two years prior to the date of appointment.
3. No blood relations or legally-registered relations as a parent, spouse, sibling or child, including spouse of a child of an executive, major shareholder, person with control authority, person nominated to become an executive or person with control authority of the Company or subsidiaries.
4. No previous or existing business relationship such as regular trade transactions in operating real estate or business rental, transactions related to assets or services or offering or acceptance of financial assistance, including other similar characteristics, with the Company, parent company, subsidiaries, joint venture companies, juristic persons with potential conflict of interest such that might hinder use of independent judgment and is not or has never been a major shareholder, non-independent director or executive with a business relationship with the Company, parent company, subsidiaries, joint venture companies or juristic persons with potential conflict of interest, unless already removed from the aforementioned characteristics by at least two years prior to the date of appointment.
5. No history as an auditor of the Company, parent company, subsidiaries, joint venture companies or juristic persons with potential conflict of interest and has never been a major shareholder, non-independent director, executive or managing partner of an audit office to which an auditor of the Company, parent company, subsidiaries, joint venture companies or juristic persons might belong, unless already removed from the aforementioned characteristics by at least two years prior to the date of appointment.
6. No previous or current service as a professional service provider, including legal and financial consultation, with service fees exceeding two million baht per year of the Company, parent company, subsidiaries, joint venture companies or juristic persons with potential conflict of interest,

and, if the service provider is a juristic person, also include major shareholders, non-independent directors, executives and partnerships and managers of the professional service provider, unless already removed from the aforementioned characteristics for at least two years prior to the date of appointment.

7. No appointment as a director to represent a director of the Company, major shareholder or a shareholder connected to the major shareholder of the Company.
8. Not a director assigned by the Board of Directors to make decisions in the activities of the Company, parent company, subsidiaries, joint venture companies, subsidiaries on the same tier or juristic persons with potential conflict of interest.
9. In cases where an independent director holds a position as an independent director in a parent company, subsidiary or subsidiary on the same tier, the Company is required to disclose information about the aforementioned position along with the remunerations of the independent director in the Form 56-1One Report.
10. Holding a position of independent director for not more than 9 years without condition. To start from January 1, 2019 onwards.
11. No other characteristics that prohibit independent expression of opinions on the Company's activities.



Please bring along this form for easy registration

Letter of Proxy Form A

Duty Stamp
20 Baht

Written at.....

Date.....

(1) I, Nationality.....

Address.....Road.....Sub-district.....

District.....Province.....Postal Code.....

(2) Shareholder of **Sena Development Public Company Limited**

Hold the total of.....shares and entitled to have.....vote

Ordinary share.....shares, entitled to have.....vote

(3) Giving a proxy to:

(i)Age.....

Address.....Road.....Sub-district.....

District.....Province.....Postal Code.....

(ii)Age.....

Address.....Road.....Sub-district.....

District.....Province.....Postal Code.....

Any of the above persons is my representative to attend the meeting and vote on behalf of me in the Annual General Meeting of Shareholders for the Year 2023 on Thursday, April 27, 2023 at 10.00 a.m., at Sena Development Public Company Limited, Thanyalakpark Building No. 448, Floor 1, Ratchadapisek Road, Samsen Nok, Huai Khwang, Bangkok 10310 or at any other date, time and venue as might be postponed.

Any actions taken by the proxy in the meeting is regarded as my own action.

Sign.....Authorizer

(.....)

Sign.....Proxy

(.....)

Sign.....Proxy

(.....)

Sign.....Proxy

(.....)

Note:

The Shareholder who wishes to give a proxy must authorized only one proxy to attend and vote in the meeting. Dividing of shares to several proxies for the purpose of voting is **inapplicable**.

SENA Development Public Company Limited

448 Thanyalakpark Building Ratchadapisek Road , Dindaeng District , Bangkok 10310 Tel 02-541-4642 (20 Number) FAX : 02-541-5164

www.sena.co.th



Please bring along this form for convenient registration

Type B Proxy Form

Duty Stamp

20 Baht

Written at.....

Date.....

(1) I,.....Nationality:.....
Residing at House No. Road:Sub-district:
District:Province:Postal Code:

(2) Shareholder of Sena Development Public Company Limited holds a total of.....
shares and entitled to have.....vote(s)

Ordinary share:shares, entitled to have.....vote(s)

(3) Giving a proxy to:

(1)Age:years
Residing at House No. Road:Sub-district:
District:Province:Postal Code: or

(2)Age:years
Residing at House No. Road:Sub-district:
District:Province:Postal Code:

Any one of the above persons is my representative to attend the Meeting and vote on my behalf in the Annual General Meeting of Shareholders for the Year 2023 on Thursday, April 27, 2023 at 10.00 a.m., at Sena Development Public Company Limited, Thanyalakpark Building No. 448, Floor 1, Ratchadapisek Road, Samsen Nok, Huai Khwang, Bangkok 10310 or at any other date, time and venue as might be postponed.

(4) I hereby authorize the proxy to vote on my behalf as follows:

Agenda 1 : To consider and approve the Minutes of the Annual General Meeting Shareholders for the year 2022.

☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

☐ (b) The Proxy is to vote in accordance with my decision below:

☐ Agree

☐ Disagree

☐ No vote

Agenda 2 : To acknowledge the Board of Director's report of the Company's performance for the year 2022.

(This agenda is for acknowledgment Therefore do not need to vote)



Agenda 3 : To consider and approve the Financial Statement for the year 2022 ended December 31, 2022.

- ☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- ☐ (b) The Proxy is to vote in accordance with my decision below:
- ☐ Agree ☐ Disagree ☐ No vote

Agenda 4 : To consider and approve the allocation of net profit to the legal reserve and approve the payment of dividend deriving from the operating results for the year 2022.

- ☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- ☐ (b) The Proxy is to vote in accordance with my decision below:
- ☐ Agree ☐ Disagree ☐ No vote

Agenda 5 : To consider and approve the re-election of Directors to replace those retired by rotation for the year 2023.

- ☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- ☐ (b) The Proxy is to vote in accordance with my decision below:
- ☐ Appointment of the whole set of directors
- ☐ Agree ☐ Disagree ☐ No vote

☐ Appointment of directors on an individual basis:

(5.1) Director's name: : Mr. Theerawat Thanyalakphark

☐ Agree ☐ Disagree ☐ No vote

(5.2) Director's name : Prof. Chaiyos Hernarajata

☐ Agree ☐ Disagree ☐ No vote

(5.3) Director's name: Ms. Benyalak Thanyalakpak

☐ Agree ☐ Disagree ☐ No vote

(5.4) Director's name : Mr. Woravit Chailimpamontri

☐ Agree ☐ Disagree ☐ No vote

Agenda 6 : To consider and approve the remuneration for Directors of the Company for the year 2023.

- ☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- ☐ (b) The Proxy is to vote in accordance with my decision below:
- ☐ Agree ☐ Disagree ☐ No vote



Agenda 7 : To consider and approve for the appointment of the auditors and fixing of audit fees for the year 2023.

☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

☐ (b) The Proxy is to vote in accordance with my decision below:

☐ Agree

☐ Disagree

☐ No vote

Agenda 8 : To consider and approve the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the company and/or its subsidiaries No. 14 (SENA-WN) and No. 15 (SENA-WO)

☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

☐ (b) The Proxy is to vote in accordance with my decision below:

8.1 Vote for issuance and allocation of warrants to Executives and Employees who shall be allocated not exceeding 5% of the total number of issued warrants.

☐ Agree

☐ Disagree

☐ No vote

8.2 Individually vote for issuance and allocation of warrants to Executives and Employees who shall be allocated exceeding 5 % of the total number of issued warrants.

(1) Warrants to purchase ordinary shares to Executives and Employees of the company and/or its subsidiaries **No. 14 (SENA-WN)**

8.2.1 Executive's/ employee's name: Mrs. Atchariya Chaidamrong

☐ Agree

☐ Disagree

☐ No vote

8.2.2 Executive's/ employee's name: Mr. Pariphat Tritrong

☐ Agree

☐ Disagree

☐ No vote

8.2.3 Executive's/ employee's name: Mr. Thanin Seenamaom

☐ Agree

☐ Disagree

☐ No vote

8.2.4 Executive's/ employee's name: Ms. Phinyata Joysriket

☐ Agree

☐ Disagree

☐ No vote

8.2.5 Executive's/ employee's name: Mr. Suparerk Apisaksirikul

☐ Agree

☐ Disagree

☐ No vote

8.2.6 Executive's/ employee's name: Ms. Usanee Chaisongtho

☐ Agree

☐ Disagree

☐ No vote

8.2.7 Executive's/ employee's name: Mrs. Nantawan Sripaenphuk

☐ Agree

☐ Disagree

☐ No vote

8.2.8 Executive's/ employee's name: Ms. Sasinan Wichotkanthapong

☐ Agree

☐ Disagree

☐ No vote

8.2.9 Executive's/ employee's name: Mrs. Somlak Puakchaowai

☐ Agree

☐ Disagree

☐ No vote

8.2.10 Executive's/ employee's name: Mr. Phonwit Srisuwankul

☐ Agree

☐ Disagree

☐ No vote



8.2.11 Executive's/ employee's name: Mr. Thanchai Sivalaipong

☐ Agree ☐ Disagree ☐ No vote

8.2.12 Executive's/ employee's name: Ms. Somporn Singhapaisarn

☐ Agree ☐ Disagree ☐ No vote

8.2.13 Executive's/ employee's name: Mr. Panya Kitsathan

☐ Agree ☐ Disagree ☐ No vote

(2) Warrants to purchase ordinary shares to Executives and Employees of the company and/or its subsidiaries **No. 15 (SENA-WO)**

8.2.14 Executive's/ employee's name: Mrs. Natchaya Arunruangsawat

☐ Agree ☐ Disagree ☐ No vote

8.2.15 Executive's/ employee's name: Mr. Priawphan Thienyaung

☐ Agree ☐ Disagree ☐ No vote

8.2.16 Executive's/ employee's name: Mr. Nattapong Worawong

☐ Agree ☐ Disagree ☐ No vote

8.2.17 Executive's/ employee's name: Mr. Chaiyaphot Changtaeng

☐ Agree ☐ Disagree ☐ No vote

8.2.18 Executive's/ employee's name: Mr. Nattawut Nak-on

☐ Agree ☐ Disagree ☐ No vote

8.2.19 Executive's/ employee's name: Ms. Sukonta Kasemsuk

☐ Agree ☐ Disagree ☐ No vote

8.2.20 Executive's/ employee's name: Mr. Wanchai Klumboon

☐ Agree ☐ Disagree ☐ No vote

8.2.21 Executive's/ employee's name: Mr. Sakon Raksasri

☐ Agree ☐ Disagree ☐ No vote

8.2.22 Executive's/ employee's name: Mr. Teerayut Charoenyot

☐ Agree ☐ Disagree ☐ No vote

8.2.23 Executive's/ employee's name: Mr. Athit Chandej

☐ Agree ☐ Disagree ☐ No vote

8.2.24 Executive's/ employee's name: Ms. Anusara Singa

☐ Agree ☐ Disagree ☐ No vote

8.2.25 Executive's/ employee's name: Ms. Panita Bunyasiri

☐ Agree ☐ Disagree ☐ No vote

8.2.26 Executive's/ employee's name: Mrs. Wannisa Hatthamas

☐ Agree ☐ Disagree ☐ No vote

8.2.27 Executive's/ employee's name: Mr. Pornchai Sukaium

☐ Agree ☐ Disagree ☐ No vote



Agenda 9: To consider and approve the capital decrease by reducing the registered shares which have not been sold and approve the amendment of Clause 4 of Memorandum of Association to reflect the Company's capital decrease.

- ☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- ☐ (b) The Proxy is to vote in accordance with my decision below:
- ☐ Agree ☐ Disagree ☐ No vote

Agenda 10: To consider and approve the increase of registered capital to accommodate the allocation of warrants to purchase ordinary shares to executives and employees of the company and/or its subsidiaries No. 14 (SENA-WN) and No. 15 (SENA-WO) and approve the amendment to Clause 4 of the Memorandum of Association to be consistent with the capital increase.

- ☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- ☐ (b) The Proxy is to vote in accordance with my decision below:
- ☐ Agree ☐ Disagree ☐ No vote

Agenda 11: To consider and approve the allocation of newly issued shares to accommodate for the allocation of warrants to purchase ordinary shares to executives and employees of the company and/or its subsidiaries No. 14 (SENA-WN) and No. 15 (SENA-WO)

- ☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- ☐ (b) The Proxy is to vote in accordance with my decision below:
- ☐ Agree ☐ Disagree ☐ No vote

Agenda 12: Other Matters (if any)

- ☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.
- ☐ (b) The Proxy is to vote in accordance with my decision below:
- ☐ Agree ☐ Disagree ☐ No vote

(5) Voting of the proxy in any agenda which is inconsistent to what stated in the Proxy Form shall be considered as incorrect and shall not be considered as my vote, as a shareholder.

(6) In case that I do not indicate my decision to vote in any agenda or state unclearly or in case that the Meeting considers or there is a resolution on the matters other than mentioned in the above, as well as the case that there is a change or additional fact of any case, the proxy is entitled to consider and vote on my behalf as he/she deems appropriate in all respects.



Any action taken by the proxy in the Meeting, except in the case that the proxy does not vote in accordance with what stated in the Proxy Form, shall be considered as my action.

Sign.....Grantor
(.....)

Sign..... Grantee
(.....)

Sign..... Grantee
(.....)

Sign..... Grantee
(.....)

Notes:

1. Shareholder who wishes to give a proxy shall authorize only one proxy to attend and vote in the Meeting. Dividing of shares to several proxies for the purpose of voting is inapplicable.
2. Agenda on election of directors can be made for a whole set of directors or on an individual basis.
3. In case that there are agenda items to be considered other than the agenda items stated above, the authorizer can specifically add in the Addendum to Type B Proxy Form as attached herein.



Addendum to Type B Proxy Form

This is to indicate my appointment of proxy in a capacity of the shareholder of Sena Development Public Company Limited to attend and vote on my behalf in the Annual General Meeting of Shareholders for the Year 2023 on Thursday, April 27, 2023 at 10.00 a.m., at at Sena Development Public Company Limited, Thanyalakpark Building No. 448, Floor 1, Ratchadapisek Road, Samsen Nok, Huai Khwang, Bangkok 10310 or at any other date, time and venue as might be postponed.

☐ Agenda..... :

☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

☐ (b) The Proxy is to vote in accordance with my decision as below:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda..... :

☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

☐ (b) The Proxy is to vote in accordance with my decision as below:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda..... :

☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

☐ (b) The Proxy is to vote in accordance with my decision as below:

☐ Agree ☐ Disagree ☐ No vote

☐ Agenda..... : **Electing Directors (Continued)**

☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

☐ (b) The Proxy is to vote in accordance with my decision as below:

☐ Agree ☐ Disagree ☐ No vote

☐ Appointment of directors on an individual basis:

Director's name: :

☐ Agree ☐ Disagree ☐ No vote

Director's name: :

☐ Agree ☐ Disagree ☐ No vote

Director's name: :

☐ Agree ☐ Disagree ☐ No vote

Director's name: :

☐ Agree ☐ Disagree ☐ No vote

Director's name: :

☐ Agree ☐ Disagree ☐ No vote



☐ Agenda..... :

☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

☐ (b) The Proxy is to vote in accordance with my decision as below:

☐ Agree

☐ Disagree

☐ No vote

☐ Agenda..... :

☐ (a) The Proxy is entitled to consider and vote on my behalf as appropriate in all respects.

☐ (b) The Proxy is to vote in accordance with my decision as below:

☐ Agree

☐ Disagree

☐ No vote

Sign.....Grantor

(.....)

Sign.....Grantee

(.....)

Sign..... Grantee

(.....)

Sign..... Grantee

(.....)



Please bring along this form for convenient registration

หนังสือมอบฉันทะ แบบ ค.

(สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งคัสโตเดียนในประเทศไทยเท่านั้น)

Proxy Form C.

(For foreign shareholders who have custodians in Thailand only.)

อากรแสตมป์

Duty Stamp

20 บาท/Baht

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month year

(1) ข้าพเจ้า สัญชาติ

I/We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Address Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Zip Code

(2) เป็นผู้ถือหุ้นของ บริษัท เสนาดีเวลลอปเม้นท์ จำกัด (มหาชน)

Being a shareholder of Sena Development Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

Holding the total amount of shares and the voting right equals to votes as follows

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares equal to voting right votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) นาย / นาง / นางสาว อายุ ปี

Mr. / Mrs. / Miss

Age

Years

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Address Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ

District Province Zip Code

(2) นาย / นาง / นางสาว อายุ ปี

Mr. / Mrs. / Miss

Age

Years

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Address Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ

District Province Zip Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในวันพฤหัสบดีที่ 27 เมษายน 2566 เวลา 10.00 น. ณ บริษัท เสนาดีเวลลอปเม้นท์ จำกัด (มหาชน) อาคารรัชฎาภิเศก ชั้น 1 เลขที่ 448 ถนนรัชฎาภิเศก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting of Shareholders for the Year 2023 on April 27, 2023 at 10.00 a.m., at Sena Development Public Company Limited, Thanyalakpark Building No. 448, Floor 1, Ratchadapisek Road, Samsen Nok, Huai Khwang, Bangkok 10310 or on the date and at the place as may be postponed or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote for each agenda item as follows:

SENA Development Public Company Limited

448 Thanyalakpark Building Ratchadapisek Road , Dindaeng District , Bangkok 10310 Tel 02-541-4642 (20 Number) FAX : 02-541-5164

www.sena.co.th



- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้
Grant proxy the total amount of shares holding and entitled to vote.
- ☐ มอบฉันทะบางส่วน คือ ☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Grant partial shares of Ordinary share shares, entitled to voting right votes

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We therefore would like to vote for each agenda item as follows:

☐ **วาระที่ 1 : พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565**

Agenda 1 : To consider and approve the Minutes of the Annual General Meeting Shareholders for the year 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes

☐ **วาระที่ 2 : รับทราบรายงานของคณะกรรมการบริษัทเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2565**

Agenda 2 : To acknowledge the Board of Director's report of the Company's performance for the year 2022

(ระเบียบวาระนี้เป็นเรื่องเพื่อทราบ จึงไม่ต้องลงคะแนนเสียง)

(This agenda is for acknowledgement, voting is not required)

☐ **วาระที่ 3 : พิจารณานุมัติงบการเงินเฉพาะกิจการและงบการเงินรวมของบริษัทฯ และบริษัทย่อย สำหรับรอบบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565**

Agenda 3 : To consider and approve the Financial Statement for the year ended December 31, 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes

☐ **วาระที่ 4 : พิจารณานุมัติการจัดสรรกำไรเพื่อเป็นเงินสำรองตามกฎหมาย และการจ่ายเงินปันผลจากผลการดำเนินงาน ประจำปี 2565**

Agenda 4 : To consider and approve the allocation of net profit to the legal reserve and approve the payment of dividend deriving from the operating results for the year 2022.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes

☐ **วาระที่ 5 : พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ ประจำปี 2566**

Agenda 5 : To consider and approve the reappointment of Directors to replace those retired by rotation for the year 2023.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.



- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- ☐ การแต่งตั้งกรรมการทั้งชุด

Vote for all the nominated candidates as a whole.

- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee.

- (5.1) ชื่อกรรมการ นายธีรวัฒน์ ธัญลักษณ์ภาคย์

Director's name Mr. Theerawat Thanyalakphark

- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes

- (5.2) ชื่อกรรมการ นายไชยศ เหมะรัชตะ

Director's name Mr. Chaiyos Hemarajata

- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes

- (5.3) ชื่อกรรมการ นางสาวเบญญาลักษณ์ ธัญลักษณ์ภาคย์

Director's name Ms. Benyalak Thanyalakpak

- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes

- (5.4) ชื่อกรรมการ นายวรวิทย์ ชัยลิ้มปมนตรี

Director's name Mr. Woravit Chailimpamontri

- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes

- ☐ วาระที่ 6 : พิจารณากำหนดค่าตอบแทนกรรมการบริษัทประจำปี 2566

Agenda 6 : To consider and approve the remuneration for Directors of the Company for the year 2023.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes

- ☐ วาระที่ 7 : พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566

Agenda 7 : To consider and approve for the appointment of the auditors and fixing of audit fees for the year 2023

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes



- ☐ วาระที่ 8 : พิจารณาและอนุมัติออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ให้แก่ผู้บริหารและพนักงานของบริษัทฯ และ/หรือ บริษัทย่อย ครั้งที่ 14 (SENA-WN) และ ครั้งที่ 15 (SENA-WO)

Agenda 8 : To consider and approve the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the company and/or its subsidiaries No. 14 (SENA-WN) and No. 15 (SENA-WO)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows.

8.1 การออกและจัดสรรใบสำคัญแสดงสิทธิให้แก่ผู้บริหารและพนักงานสำหรับรายที่ได้รับไม่เกิน 5% ของจำนวนใบสำคัญแสดงสิทธิทั้งหมด

Vote for issuance and allocation of warrants to Executives and Employees who shall be allocated not exceeding 5% of the total number of issued warrants.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes

8.2 การออกและจัดสรรใบสำคัญแสดงสิทธิให้แก่ผู้บริหารและพนักงานสำหรับรายที่ได้รับเกินกว่า 5% ของจำนวนใบสำคัญแสดงสิทธิทั้งหมดในแต่ละรุ่น โดยลงคะแนนเป็นรายบุคคล ดังนี้

Individually vote for issuance and allocation of warrants to Executives and Employees who shall be allocated exceeding 5 %of the total number of issued warrants.

- (1) ใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ให้แก่ผู้บริหารและพนักงานของบริษัทฯ และ/หรือ บริษัทย่อย ครั้งที่ 14 (SENA-WN)

Warrants to purchase ordinary shares to Executives and Employees of the company and/or its subsidiaries No. 14 (SENA-WN)

8.2.1 ชื่อผู้บริหาร/ พนักงาน: นางอัจฉริยา ฉายดำรงค์

Executive's/ employee's name: Mrs. Atchariya Chaidamrong

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes

8.2.2 ชื่อผู้บริหาร/ พนักงาน: นายปริพัตร ตรีตรอง

Executive's/ employee's name: Mr. Pariphat Tritrong

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes

8.2.3 ชื่อผู้บริหาร/ พนักงาน: นายธนาธิบดิ์ สีน้าอ้อม

Executive's/ employee's name: Mr. Thanin Seenamaom

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes

8.2.4 ชื่อผู้บริหาร/ พนักงาน: นางสาวกัญญา จ้อยศรีเกตุ

Executive's/ employee's name: Ms. Phinyata Joysriket

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes

8.2.5 ชื่อผู้บริหาร/ พนักงาน: นายสุภฤกษ์ อภิศักดิ์ศิริกุล

Executive's/ employee's name: Mr. Suparerk Apisaksirikul

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes

8.2.6 ชื่อผู้บริหาร/ พนักงาน: นางสาวอุสนี ไชยสงโท

Executive's/ employee's name: Ms. Usanee Chaisongtho

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

8.2.7 ชื่อผู้บริหาร/ พนักงาน: นางนันทวรรณ ศรีแป้นพุก

Executive's/ employee's name: Mrs. Nantawan Sripaenphuk

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

8.2.8 ชื่อผู้บริหาร/ พนักงาน: นางสาวศศิณัท วิจิตรคันธพงษ์

Executive's/ employee's name: Ms. Sasinan Wichotkanthapong

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

8.2.9 ชื่อผู้บริหาร/ พนักงาน: นางสมลักษณ์ เผือกเขาไวย

Executive's/ employee's name: Mrs. Somlak Puakchaowai

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

8.2.10 ชื่อผู้บริหาร/ พนักงาน: นายพลวิทย์ ศรีสุวรรณกุล

Executive's/ employee's name: Mr. Phonwit Srisuwankul

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

8.2.11 ชื่อผู้บริหาร/ พนักงาน: นายธัชชัย ศิวาลัยพงศ์

Executive's/ employee's name: Mr. Thanchai Sivalaipong

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

8.2.12 ชื่อผู้บริหาร/ พนักงาน: นางสาวสมพร สิงห์ไพศาล

Executive's/ employee's name: Ms. Somporn Singhapaisarn

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

8.2.13 ชื่อผู้บริหาร/ พนักงาน: นายปัญญา กิจสถาน

Executive's/ employee's name: Mr. Panya Kitsathan

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

- (2) ใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ให้แก่ผู้บริหารและพนักงานของบริษัทฯ และ/หรือ บริษัทย่อย ครั้งที่ 15 (SENA-WO)

Warrants to purchase ordinary shares to Executives and Employees of the company and/or its subsidiaries No. 15

(SENA-WO)

8.2.14 ชื่อผู้บริหาร/ พนักงาน: นางณัฐชยา อรุณเรืองสวัสดิ์

Executive's/ employee's name: Mrs. Natchaya Arunruangsawat

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes



- 8.2.15 ชื่อผู้บริหาร/ พนักงาน: นายเพ็ญพันธ์ เทียนยว
Executive's/ employee's name: Mr. Priawphan Thienyaung
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes
- 8.2.16 ชื่อผู้บริหาร/ พนักงาน: นายณัฐพงษ์ วรวงษ์
Executive's/ employee's name: Mr. Nattapong Worawong
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes
- 8.2.17 ชื่อผู้บริหาร/ พนักงาน: นายชัยพนธ์ ช่างแต่ง
Executive's/ employee's name: Mr. Chaiyaphot
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes
- 8.2.18 ชื่อผู้บริหาร/ พนักงาน: นายณัฐวุฒิ นาคอ่อน
Executive's/ employee's name: Mr. Nattawut Nak-on
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes
- 8.2.19 ชื่อผู้บริหาร/ พนักงาน: นางสาวสุคนธา เกษมสุข
Executive's/ employee's name: Ms. Sukonta Kasemsuk
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes
- 8.2.20 ชื่อผู้บริหาร/ พนักงาน: นายวันชัย กล้าบุญ
Executive's/ employee's name: Mr. Wanchai Klumboon
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes
- 8.2.21 ชื่อผู้บริหาร/ พนักงาน: นายสกล รักชาติศรี
Executive's/ employee's name: Mr. Sakon Raksasri
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes
- 8.2.22 ชื่อผู้บริหาร/ พนักงาน: นายธีระยุทธ เจริญยศ
Executive's/ employee's name: Mr. Teerayut Charoenyot
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes
- 8.2.23 ชื่อผู้บริหาร/ พนักงาน: นายอาทิตย์ ชาญเดช
Executive's/ employee's name: Mr. Athit Chandej
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes
- 8.2.24 ชื่อผู้บริหาร/ พนักงาน: นางสาวอนุศรา สิงห์สา
Executive's/ employee's name: Ms. Anusara Singa
☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง
For votes Against votes Abstain votes



8.2.25 ชื่อผู้บริหาร/ พนักงาน: นางสาวปณิศา บุญญาศิริ

Executive's/ employee's name: Ms. Panita Bunyasiri

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

8.2.26 ชื่อผู้บริหาร/ พนักงาน: นางวรรณิษา หัตถมาศ

Executive's/ employee's name: Mrs. Wannisa Hatthamas

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

8.2.27 ชื่อผู้บริหาร/ พนักงาน: นายพรชัย สุขเยี่ยม

Executive's/ employee's name: Mr. Pornchai Sukaium

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

- ☐ วาระที่ 9 : พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท โดยวิธีตัดหุ้นจดทะเบียนที่ยังมิได้นำออกจำหน่าย และแก้ไขหนังสือบริคณห์สนธิข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 9 : To consider and approve the capital decrease by reducing the registered shares which have not been sold and approve the amendment of Clause 4 of Memorandum of Association to reflect the Company's capital decrease

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

- ☐ วาระที่ 10 : พิจารณาและอนุมัติให้เพิ่มทุนจดทะเบียนของบริษัท เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ที่ออกให้แก่ผู้บริหารและพนักงานของบริษัท และ/หรือ บริษัทย่อย ครั้งที่ 14 (SENA-WN) และครั้งที่ 15 (SENA-WO) และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 10 : To consider and approve the increase of registered capital to accommodate the allocation of warrants to purchase ordinary shares to executives and employees of the company and/or its subsidiaries No.14 (SENA-WN) and No.15 (SENA-WO) and approve the amendment to Clause 4 of the Memorandum of Association to be consistent with the capital increase

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows.

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes



- ☐ วาระที่ 11 : พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุน เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ที่ออกให้แก่ผู้บริหารและพนักงานของบริษัท และ/หรือ บริษัทย่อย ครั้งที่ 14 (SENA-WN) และครั้งที่ 15 (SENA-WO)

Agenda 11 : To consider and approve the allocation of newly issued shares to accommodate for the allocation of warrants to purchase ordinary shares to executives and employees of the company and/or its subsidiaries No.14 (SENA-WN) and No.15 (SENA-WO)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes

- ☐ วาระที่ 12 : พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 12 : To consider other matters (If any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows.
- ☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง
For votes Against votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the Meeting considers or passes resolutions in any matters apart from those agenda specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said Meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ.....ผู้มอบฉันทะ
Signature (.....) Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature (.....) Grantee

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature (.....) Grantee

ลงชื่อ.....ผู้รับมอบฉันทะ
Signature (.....) Grantee

**หมายเหตุ****Remarks:**

1. ผู้ถือหุ้นที่มอบฉันทะ แบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidences to be enclosed with the proxy form are:
 - a. หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - b. หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ ให้คัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.ตามแนบ
In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form C.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. (Annex of Proxy Form C)

การมอบฉันทะในฐานะผู้ดูแลหลักทรัพย์ (คัสโตเดียน) ของเป็นผู้ถือหุ้นของ บริษัท เสนาดีเวลลอปเม้นท์ จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี ประจำปี 2566 ในวันพฤหัสบดีที่ 27 เมษายน 2566 เวลา 10.00 น. ณ บริษัท เสนาดีเวลลอปเม้นท์ จำกัด (มหาชน) อาคารรัฐลักษณะโมเดิร์น ชั้น 1 เลขที่ 448 ถนนรัชดาภิเษก แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment, on behalf of the custodian of Sena Development Public Company Limited's shareholder, to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2023 on Thursday, April 27, 2023 at 10.00 a.m., at Sena Development Public Company Limited, Thanyalakpark Building No. 448, Floor 1, Ratchadapisek Road, Samsen Nok, Huai Khwang, Bangkok 10310 or on the date and at the place as may be postponed or changed.

วาระที่ เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) the proxy holder shall votes according to my/our intention as follows:

☐ เห็นด้วย เสียง ☐ ไม่เห็นด้วย เสียง ☐งดออกเสียง เสียง
For votes Against votes Abstain votes

วาระที่ เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ เห็นด้วย เสียง ☐ ไม่เห็นด้วย เสียง ☐งดออกเสียง เสียง
For votes Against votes Abstain votes

วาระที่ เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(b) the proxy holder shall votes according to my/our intention as follows:

☐ เห็นด้วย เสียง ☐ ไม่เห็นด้วย เสียง ☐งดออกเสียง เสียง
For votes Against votes Abstain votes

วาระที่ เรื่อง เลือกตั้งกรรมการ (ต่อ)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) the proxy holder shall votes according to my/our intention as follows:

☐ เห็นด้วย เสียง ☐ ไม่เห็นด้วย เสียง ☐งดออกเสียง เสียง
For votes Against votes Abstain votes

SENA Development Public Company Limited

448 Thanyalakpark Building Ratchadapisek Road , Dindaeng District , Bangkok 10310 Tel 02-541-4642 (20 Number) FAX : 02-541-5164

www.sena.co.th



☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee.

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain vote

ชื่อกรรมการ.....

Director's name

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

วาระที่.....

เรื่อง.....

Agenda

Subject

☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.

☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) the proxy holder shall votes according to my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐งดออกเสียง.....เสียง

For votes Against votes Abstain votes

ลงชื่อ.....ผู้มอบอำนาจ

Signature (.....) Grantor

ลงชื่อ.....ผู้มอบอำนาจ

Signature (.....) Grantor

ลงชื่อ.....ผู้มอบอำนาจ

Signature (.....) Grantor

ลงชื่อ.....ผู้มอบอำนาจ

Signature (.....) Grantor

Instruction on How to Proxy, Meeting Registration and Voting in the Shareholder MeetingAuthorization to proxy

The Company has enclosed a Type B Proxy Form which precisely indicates the details of the items as determined by the Department of Business Development, Ministry of Commerce 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 specified in Enclosure 9. The shareholder could state herein more than one proxy, for convenience, as, in case that one proxy could not attend the Meeting, the other proxy could still attend the Meeting. However, 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.

Registration for the Meeting

Registration for the Shareholder's Meeting will start more than 1 hour before the commencement of the Meeting and will be open for registration on Thursday, April 27, 2023 from 8.30 a.m. onwards at Sena Development Public Company Limited, Thanyalakpark Building No. 448, Floor 1, Ratchadapisek Road, Samsen Nok, Huai Khwang, Bangkok 10310 per the map enclosed.

- Evidence of identity

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

1. **Individual Thai shareholder**

1.1. In the case that the shareholder attends the Meeting in person:

- 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.

1.2. 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

2. Juristic person registered in Thailand

2.1. 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 1.1; and
- Affidavit 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

2.2. 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 Affidavit 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 1.1; and
- Copy of identification documents issued by the governmental authorities of the juristic person's authorized person who signs the proxy as stated in item 1.1, certified true copy by such authorized person
-

3. Non-Thai individual shareholder or juristic person incorporated in accordance with foreign laws

Clause 1 and Clause 2 shall apply mutatis mutandis to shareholders or attendees who are not of Thai nationality or who are juristic persons established under foreign laws, 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 attached and the shareholder or the representative shall affix their signatures to certify correct translation.

4. 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;
- In case the Foreign Investor authorizes the Custodian to sign the Proxy Form on its behalf. The following documents are required:
 - 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's 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 are eligible to vote.
 - 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 Meeting invitation regarding the details on number of affirmative votes required in each agenda.
 - 2.3 In case of an equality of votes, the Chairman, as a shareholder, 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 ☐ 'abstain' 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 was 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. The Chairman of the Meeting or the MC will announce a vote result after the vote counting process is completed.

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.

Company's Articles of Associations Relevant to the Shareholders' MeetingChapter 3Directors and Power of Directors

Clause 14 The Board of Directors shall consist of at least five (5) people, and not less than one-half (1/2) of the total number of directors shall reside in the Kingdom of Thailand

Clause 15. The Shareholders' Meeting shall elect directors in accordance with the following rules and procedures:

1. One shareholder has votes in a number equal to number of shares he/she holds for voting one (1) Director.
2. Each shareholder may use all his/her votes under (a) to elect one person or several persons as the directors but cannot allot the votes to any person in any number.
3. Persons who receive highest votes arranged in descending order shall be elected directors of the Company, in a number equal to the number of directors to be appointed. In the event of a tie at a lower place, which would make the number of directors greater than that required, the Chairman shall have additional one (1) vote as a casting vote.

Clause 16. At every Annual Ordinary Meeting of Shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire. The directors retiring from office in the first and second year after the registration of the conversion of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. The directors who retired by rotation may be re-elected.

Clause 20. The Shareholders' Meeting may pass a resolution to remove any director prior to the expiration of his/her term of office with the votes of not less than three-fourths (3/4) of the number of shareholders attending the Meeting and having the right to vote and the total number of shares being of not less than one half (1/2) of the number of shares held by shareholders attending the Meeting and having the right to vote.

Chapter 4

Shareholders' Meetings

Clause 29. A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces or any other places as designated by the board of directors

Clause 30. There shall be a Shareholders' Meeting at least once (1) a year. Such Meeting is called "Ordinary Meeting" which is to be arranged within four (4) months from the end of the Company's fiscal year. Other Shareholders' Meeting is called "Extraordinary Meeting", for which the Board of Directors may call at any time as appropriate.

Clause 30a. One or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold. They may submit their names in writing requesting the Board of Directors to call an extraordinary general meeting of shareholders at any time. In the request letter, the subject and reasons for calling the meeting must be clearly stated. In such a case The Board of Directors shall arrange an extraordinary general meeting of shareholders within forty-five (45) days from the date of receipt of such request from the shareholders.

In the event that the Board of Directors does not hold a meeting within the period under paragraph one All shareholders who subscribed to each other or other shareholders holding the mandatory number of shares may call a meeting by itself within forty-five (45) days from the date of expiration of the period under the second paragraph. In such a case It shall be deemed that the meeting of shareholders is called by the Board of Directors. The Company shall be responsible for necessary expenses arising from the arrangement of the meeting and reasonable facilitation.

In the case where it appears that the shareholders' meeting convened by any of the shareholders under paragraph two The number of shareholders attending the meeting does not constitute a quorum as specified. The shareholders under the second paragraph shall jointly reimburse the Company for the expenses incurred from holding that meeting.

Clause 31. The Board of Directors shall call for Shareholders' Meeting by sending a notice of the Meeting to the shareholders and the registrar in accordance with the law of public limited company not less than seven (7) days before the date of the Meeting. Notice of the Meeting should indicate the venue, date, time, Meeting agenda items and matters to be proposed in the Meeting in particulars, no matter whether the agenda is to be acknowledged, approved or considered and

with the opinion of the Board of Directors included. The notice of the Meeting shall be publicized in a newspaper not less than three (3) consecutive days before the date of the Meeting.

Clause 32. In the Shareholders' Meeting, a shareholder may give a proxy to other person to attend the Meeting and vote on behalf of the shareholder. However, the appointment of proxy must be made in writing and signed by an authorized person and handed over to the Chairman of the Board or other person designated by the Chairman before the proxy attends the Meeting.

The proxy instrument must be in accordance with the form prescribed by the registrar which shall at least contain the followings:

- (a) Number of shares held by the authorizer;
- (b) Name of the proxy; and
- (c) Date and number of the Meeting for which the proxy is appointed to attend and vote.

As for voting, the proxy has votes in a number equal to the total votes of all shareholders who give the proxy except that the proxy informs in the Meeting before voting that he/she will vote on behalf of some authorizers only by indicating the name of the authorizers and number of shares held by the authorizers.

Clause 33. In the Shareholders' Meeting, the number of shareholders and proxies (if any) who attend the Meeting must be not less than twenty five (25) persons or not less than half (1/2) of the total number of shareholders holding shares in aggregate of not less than one-third (1/3) of the total number of shares sold to constitute a quorum.

In the event at any Shareholders' Meeting, upon the lapse of one hour (1) from the time fixed for the Meeting commencement, number of the shareholders present is insufficient to form a quorum as specified in paragraph one; if such Meeting is convened because the shareholders have requested, it shall be cancelled; if such Meeting is convened not because of the shareholders' request, it shall be reconvened and the notice of the Meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the Meeting. In the subsequent Meeting no quorum as stipulated above is required.

Clause 34. The Chairman of the Board of Directors shall preside over the Shareholders' Meeting. In case that the Chairman of the Board is absent or cannot perform the duty, the Vice-Chairman of the Board shall preside over the Meeting. If there is no Vice-Chairman or the Vice-Chairman cannot

perform the duty, the shareholders who attend the Meeting shall select one shareholder as the Chairman of the Meeting.

Clause 34a. The Chairman of the Meeting or the person designated by the Chairman shall conduct the Meeting in order of the agenda as arranged in the notice of the Meeting, unless the Meeting resolves to change order of the agenda with votes of not less than two-thirds (2/3) of the number of shareholders who attend the Meeting.

If the Meeting has discussed all subjects stated in the notice of the Meeting, the shareholders who hold shares in aggregate not less than one-third (1/3) of the total number of shares sold may propose other matters to be considered in the Meeting.

In the case where the Meeting has not concluded the consideration of matters in order of the agenda as stated in the notice of the Meeting or the additional matter proposed by the shareholders under paragraph two, as the case may be, and it is necessary to adjourn the Meeting, the Meeting shall fix a place, date, and time for the next Meeting and the Board of Directors shall send a notice of the Meeting specifying the place, date, and time and agenda of the Meeting to the shareholders not less than seven (7) days in advance of the date of the Meeting. Besides, the notice of the Meeting shall also be publicized in a newspaper in Thai language for not less than three (3) consecutive days prior to the date of the Meeting.

Clause 35. In a Shareholders' Meeting, the shareholder is entitled to attend and vote in the Meeting in accordance with the number of shares held by him/her with each share has one (1) vote per one (1) share.

In case that a shareholder has special interest on any agenda, the shareholder shall have no right to vote on that agenda except the vote for election of directors.

Clause 36. resolution of the Shareholders' Meeting shall be supported by the majority of votes of the shareholders present in the Meeting and having the right to vote; in case of an equality of votes, the Chairman of the Meeting shall have additional one vote as a casting vote.

Clause 37. In cases as follows, a resolution shall be supported by votes not less than three-fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the right to vote:

- (a) To increase or decrease the Company's capital;
- (b) To issue and offer for sale the debenture;

- (c) To amend the Company's Memorandum of Association or Articles of Association;
- (d) To sell or transfer the Company business, in whole or in essential part, to other persons;
- (e) To purchase or accept transfer of other company's business either of the public limited company or the company limited;
- (f) To make, revise or terminate the contract with regard to putting the Company's business for rent, in whole or in essential parts;
- (g) To authorize other persons to manage the Company's business; and
- (h) To merge or dissolve the Company.

Clause 38. In an Annual Ordinary Meeting of Shareholders, the Meeting shall conduct the followings:

- (a) To consider the report of the Board of Directors presented to the Meeting regarding the Company's performance during the past year;
- (b) To consider and approve a balance sheet and a profit and loss account;
- (c) To consider the allocation of profits and dividend distributions (if any);
- (d) To consider appointing directors to replace those who retired by rotation and determining directors' remuneration;
- (e) To consider appointing auditors and fixing the auditing fee; and

Personal Data Protection Notice
for the 2023 General Meeting of Shareholders of
SENA Development Public Company Limited (“the Meeting”)

SENA Development Public Company Limited (“Company”) values any personal information of the shareholder(s) and/or proxy (“you”) and acts in compliance with Personal Data Protection Act B.E.2562. The Company would like to inform as follows:

1. Personal Data Collected

1.1. General Personal Data: Name, Age, Address, Telephone Number, Identification Number, Bank Account, e-mail, Fax number, Shareholder ID, Occupation;

1.2. Sensitive Personal Data: Body’s temperature, travelling record which related to the health information, and Symptom. In the event of a power of attorney, the company is required to request a copy of the shareholder's identification card, which may contain sensitive personal religious information on the identification card. And the company does not wish to collect such information, the owner of the information can obscure that information. The Company will record and broadcast images and sounds of the meeting for your and our legitimate interests.

2. Collection of Personal Data

In the direct collection of your Personal Data, we will use the Personal Data only as necessary and in accordance with the specified purposes. However, we may collect your Personal Data from other sources i.e. securities registrars or Thailand Securities Depository Co., Ltd. (TSD), but as necessary and in accordance law.

3. Purposes for the Collection, Use and Disclosure of Personal Data

The Company will collect and use your data in item 1.1 and item 1.2 for the purpose of calling, arranging, and conducting the AGM including verifying your identification and sending any related documents and carrying out any action according to the AGM resolutions and the related laws.

The Company will collect and use your data in item 1.1 for the purpose of preparing AGM minutes and keeping evidence of your attendance to the AGM as well as for any activity as necessary related to the legitimate interest of Company and other person to the extent that it is within your reasonable expectation.

The Company will collect and use your data in item 1.2 for the purpose of screening any person at risk of being infected with COVID-19 to achieve public health interest to prevent any contagious disease and in compliance with the measures and guidelines of AGM.

The Company records photographs and movies of the Annual General Meeting of Shareholders for reporting and publicizing the Annual General Meeting of Shareholders via electronic and print media. Photographs and animations of the Annual General Meeting of Shareholders may appear with pictures of the shareholders attending the meeting. But no details of the people who attended the event were given. If the shareholders do not wish the Company to publish pictures in your section, you can notify the company to suspend the publishing of images on your part.

4. Personal Data Retention Period

The Company will retain your Personal Data only for the duration necessary for the purposes specified in this Privacy Notice under appropriate and strict security measures. In the case that it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards such as the longest legal prescription of 10 years.

5. Your Rights as a Data Subject

As the owner of Personal Data ("Data Subject"), you have the rights as stipulated in the Personal Data Protection Act B.E. 2562 i.e. right to withdraw the consent, right to access Personal Data, right to correct, delete or destroy your Personal Data, right to request suspension of the processing of your Personal Data, right to transfer your Personal Data, right of complaint, right to dissent to the processing or disclosing of your Personal Data and right to be informed of changes to this Privacy Notice.

6. Contact channels

If you have any questions or would like more information about personal data protection, please contact the Company's Personal Data Protection Officer (DPO) at dpo@sena.co.th.

QR Code Downloading Procedures for the 2022 Form 56-1 One Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 2022 Form 56-1 One Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Attachment 1) by following the steps below.

For iOS System (iOS 11 and above)

- 1) Turn on the mobile camera.
- 2) Turn the mobile camera to the QR Code to scan it.
- 3) The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Face book or Line.

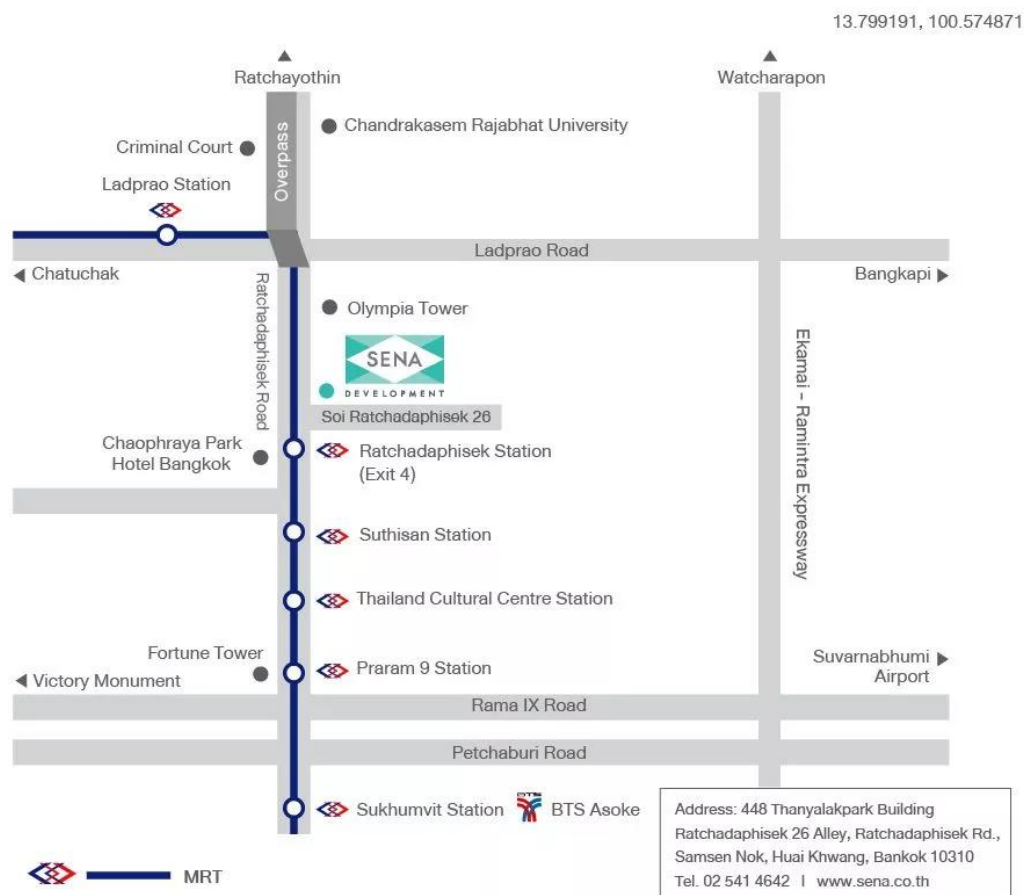
For Android System

- 1) Open applications such as QR CODE READER, Face book or Line.

How to scan the QR Code with Line application

- 1.1. Open Line application and click on "Add friend"
 - 1.2. Choose "QR Code"
 - 1.3. Scan the QR Code
- 2) Scan the QR Code to access documents regarding the meeting.

Map of the Meeting Venue



By MRT

Ratchadaphisek station Exit 3, 4

By Bus

136, 137, 514, 73n, 185, 172, 206