

AGM Checklist

Company's Name: _____ Abbr: _____

Assessor: _____ Assessment Date: _____

Fiscal Year Ended: _____ Contact Number: _____

<u>Assessment Topics</u>	YES	NO	WEIGHT (%)
Instruction: In preparing the AGM Notice, Company may refer some information to its annual report, in which case the page numbers of such information must be specified; otherwise, it shall be deemed incomplete disclosure.			
A Pre-AGM			50
A1 Delivery of the AGM Notice and related documents:			5
A1.1 Company sent the AGM Notice with details on date, time and venue to shareholders;	<input type="checkbox"/>	<input type="checkbox"/>	0.625
A1.2 Company mailed the AGM Notice with the following attachments:			
(1) venue map;	<input type="checkbox"/>	<input type="checkbox"/>	0.625
(2) details of agenda items;	<input type="checkbox"/>	<input type="checkbox"/>	0.625
(3) annual report;	<input type="checkbox"/>	<input type="checkbox"/>	0.625
(4) Proxy Form B; ¹	<input type="checkbox"/>	<input type="checkbox"/>	0.625
(5) profile(s) of independent director(s) identified by Company as possible choices of proxy voter(s) for shareholders;	<input type="checkbox"/>	<input type="checkbox"/>	0.625
a) name, age, address <u>and</u>			
b) personal interest in related agenda items			
(6) list of identification requirements for AGM attendance and voting;	<input type="checkbox"/>	<input type="checkbox"/>	0.625
(7) articles of association – AGM section.	<input type="checkbox"/>	<input type="checkbox"/>	0.625
A2 Sufficient disclosure of information on each agenda item to facilitate shareholders' voting decision:			25
A2.1 Election of directors;			10
A2.1.1 Company disclosed, in the AGM Notice, candidate information as follows:			6
(1) full name;	<input type="checkbox"/>	<input type="checkbox"/>	1
(2) biography (containing at least age/education/director training and professional experience);	<input type="checkbox"/>	<input type="checkbox"/>	1
(3) types of directors (specify " <i>Director</i> " or " <i>Independent Director</i> ");	<input type="checkbox"/>	<input type="checkbox"/>	1
(4) criteria and procedure for nomination;	<input type="checkbox"/>	<input type="checkbox"/>	1
(5) company shareholding:	<input type="checkbox"/>	<input type="checkbox"/>	1
specifying (a) number of shares and shareholding percentage <u>or</u>			
(b) "No" if non-applicable;			

¹ Prescribed by Notification No. 5 of the Department of Business Development, the Ministry of Commerce, Proxy Form B provides a channel for shareholders to cast their votes "*for*," "*against*," or "*abstain*" from voting in any agenda items as well as to exercise their voting right to elect individual directors.

<u>Assessment Topics</u>	YES	NO	WEIGHT (%)
(6) present directorship / management in other businesses: specifying (a) names of the other listed companies and job titles, if any; (b) number of non-listed companies, if any; (c) “No” if non-applicable.	<input type="checkbox"/>	<input type="checkbox"/>	0.5
(7) present directorship / management in other businesses with potential conflicts of interest: specifying (a) names, job titles and types of businesses therein candidates are directors / management; <u>or</u> (b) “No” if non-applicable.	<input type="checkbox"/>	<input type="checkbox"/>	0.5
A2.1.2 At this AGM, was there a proposal to re-appoint existing directors whose term had expired?	<input type="checkbox"/>	<input type="checkbox"/> Go to A2.1.4	
A2.1.3 On re-appointment, company disclosed the following information in the AGM Notice:			2
(a) number of terms or years the re-nominated directors have served in Company;	<input type="checkbox"/>	<input type="checkbox"/>	1
(b) number of times / percentage of attendance in board / sub-committee meetings during the preceding year.	<input type="checkbox"/>	<input type="checkbox"/>	1
A2.1.4 At this AGM, was there any election of independent directors?	<input type="checkbox"/>	<input type="checkbox"/> Go to A2.2	
A2.1.5 On election of independent directors, Company disclosed the following information in the AGM Notice:			2
(1) Company’s definition of independent directors;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(2) definition in (1) is <u>equal to or more stringent than</u> the minimum requirements of the SEC and the SET;	<input type="checkbox"/>	<input type="checkbox"/>	0.5
(3) nature of relationships with company / parent company / affiliated and associated companies or juristic persons with potential conflicts of interest <u>at present and during the past two years</u> , as follows; - being or not being executive directors, staff members, employees or advisers who earn salaries from Company; - being or not being professional service providers (e.g., auditors, legal advisers); - material business relationships, existent or not, with Company in such a way that may affect their independence (e.g., selling and buying of raw materials / goods / services or lending and borrowing money). If any, please specify the values of such transactions.	<input type="checkbox"/>	<input type="checkbox"/>	0.75
A2.2 On director remuneration, Company disclosed the following information in the AGM Notice:			5
(1) criteria and procedure for proposing remunerations;	<input type="checkbox"/>	<input type="checkbox"/>	1.25

<u>Assessment Topics</u>	YES	NO	WEIGHT (%)
(2) director's remunerations:			
(a) composition of remuneration;	<input type="checkbox"/>	<input type="checkbox"/>	1.25
(b) separation of remunerations for directors and sub-committees (e.g., audit committee, nomination committee, remuneration committee, and risk management committee);	<input type="checkbox"/>	<input type="checkbox"/>	1.25
(3) comparison with the previous year's remunerations.	<input type="checkbox"/>	<input type="checkbox"/>	1.25
A2.3 On auditor appointment and remunerations, Company disclosed the following information in the AGM Notice:			5
(1) name of auditor and his/her audit firm;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(2) nomination of at least two auditors;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(3) relationships and/or interest, existent or not, with Company / affiliates / management / majority shareholders or related persons of the aforesaid,	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(4) number of years serving Company in case of re-appointing the existing auditor <u>or</u> reasons for nominating a new one;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(5) Does Company have affiliated / associated companies?	<input type="checkbox"/>	<input type="checkbox"/> Go to A2.3 (6)	
(a) Company's auditor and those of its affiliated / associated companies are from the same audit firm. If not, reasons are provided;	<input type="checkbox"/>	<input type="checkbox"/>	0.5
(6) auditor's fees:			
(a) fees proposed for approval at this AGM;	<input type="checkbox"/>	<input type="checkbox"/>	0.375
(b) comparison with the previous year's fees, separating audit services fee from non-audit services fee;	<input type="checkbox"/>	<input type="checkbox"/>	0.375
(7) audit committee's opinion on the auditor nomination and fees.	<input type="checkbox"/>	<input type="checkbox"/>	0.75
A2.4 On dividend payment, Company disclosed the following information in the AGM Notice:			5
(1) dividend policy;	<input type="checkbox"/>	<input type="checkbox"/>	2
(2) Does Company pay dividends this year?	<input type="checkbox"/>	<input type="checkbox"/> Go to A2.4 (3)	
<u>If yes, the following information was specified:</u>			
(a) proposed dividend ratio compared to the net profit;	<input type="checkbox"/>	<input type="checkbox"/>	1
(b) comparison with the previous year's dividend ratio;	<input type="checkbox"/>	<input type="checkbox"/>	1
(c) dividend ratio was <u>consistent</u> with the dividend policy; if not, the reasons were specified.	<input type="checkbox"/>	<input type="checkbox"/>	1
<u>If no dividend payment, the following information was specified:</u>			
(3) reason(s) for no dividend payment.	<input type="checkbox"/>	<input type="checkbox"/>	3
A3 Dissemination of AGM related documents via Company website for shareholders' convenient access:			10

<u>Assessment Topics</u>	YES	NO	WEIGHT (%)
A3.1 Company fully disclosed the following AGM-related documents via its website 30 days prior to the AGM Day;			
(1) venue map;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(2) details of agenda items;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(3) annual report;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(4) Proxy Form B;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(5) profile(s) of independent director(s) identified by Company as possible choices of proxy voter(s) for shareholders;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(6) list of identification requirements for AGM attendance and voting;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(7) articles of association – AGM section;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
A3.2 Company fully disclosed the following AGM-related documents in English via its website			
(1) details of agenda items;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(2) annual report;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(3) Proxy Form B;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(4) profile(s) of independent director(s) identified by Company as possible choices of proxy voter(s) for shareholders;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(5) list of identification requirements for AGM attendance and voting;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(6) articles of association – AGM section;	<input type="checkbox"/>	<input type="checkbox"/>	0.75
A3.3 Company announced via the SET news system that it had disclosed the documents in A3.1 on its website.	<input type="checkbox"/>	<input type="checkbox"/>	0.25
A4 Shareholders’ opportunity to propose additional agenda items and nominate qualified directors before the AGM Notice was distributed:			10
A4.1 Company informed shareholders via its website of their rights to propose <u>additional agenda items</u> , including the procedure and deadline for submitting such proposal for the board of directors’ consideration;	<input type="checkbox"/>	<input type="checkbox"/>	4
A4.2 Company informed shareholders via its website of their rights to <u>nominate director candidates</u> , including the procedure and deadline for such nomination;	<input type="checkbox"/>	<input type="checkbox"/>	4
A4.3 Company announced via the SET news system that it had disclosed the information in A4.1 and A4.2 prior to the AGM Day.	<input type="checkbox"/>	<input type="checkbox"/>	2
B On the AGM Day			40
B1 Shareholders’ convenience for AGM attendance:			5
B1.1 AGM was not held on seasonal holidays or commercial banks’ holidays which run longer than three consecutive days;	<input type="checkbox"/>	<input type="checkbox"/>	0.7
B1.2 AGM <u>started</u> between 8.30 a.m. - 4.00 p.m.;	<input type="checkbox"/>	<input type="checkbox"/>	0.7
B1.3 AGM was held in Bangkok, its vicinities or areas around Company’s headquarters;	<input type="checkbox"/>	<input type="checkbox"/>	0.7
B1.4 convenient transportation to AGM venue;	<input type="checkbox"/>	<input type="checkbox"/>	0.7

<u>Assessment Topics</u>	YES	NO	WEIGHT (%)
B1.5 Company provided staff or technological support to facilitate the verification of shareholders' attendance documents;	<input type="checkbox"/>	<input type="checkbox"/>	1.5
B1.6 Company provided duty stamps for authorization of proxies.	<input type="checkbox"/>	<input type="checkbox"/>	0.7
B2 Attendance of directors / management for clarification / response to shareholders' inquiries:			10
B2.1 Company introduced the attending directors, management and auditors at the beginning of the AGM;	<input type="checkbox"/>	<input type="checkbox"/>	1.25
B2.2 Attendance of directors is ≥ 90 percent of the total number of directors;	<input type="checkbox"/>	<input type="checkbox"/>	1.25
B2.3 the AGM attendance included the following persons:			
(1) chairman of the board of directors;	<input type="checkbox"/>	<input type="checkbox"/>	1.5
(2) chairman of the audit committee;	<input type="checkbox"/>	<input type="checkbox"/>	1.5
(3) Does Company have sub-committees? (e.g., nomination / remuneration/ risk management committees);	<input type="checkbox"/>	<input type="checkbox"/> Go to B2.3(4)	
(a) chairman of all sub-committees, if any, attended the AGM	<input type="checkbox"/>	<input type="checkbox"/>	0.75
(4) Company's top management (e.g., chief executive officer, managing director or any other titles with similar power of management);	<input type="checkbox"/>	<input type="checkbox"/>	1.25
(5) chief financial officer;	<input type="checkbox"/>	<input type="checkbox"/>	1.25
(6) external auditor(s).	<input type="checkbox"/>	<input type="checkbox"/>	1.25
B3 Major announcements at the AGM beginning or before each agenda item:			5
B3.1 Number / proportion of attending shareholders and proxies were announced at the AGM beginning;	<input type="checkbox"/>	<input type="checkbox"/>	2
B3.2 Voting procedures for shareholders and proxies were explained separately;	<input type="checkbox"/>	<input type="checkbox"/>	2
B3.3 Selected vote counting methods (e.g., cumulative or one-share-one-vote counting) was announced <i>before</i> vote casting.	<input type="checkbox"/>	<input type="checkbox"/>	1
B4 Compliance with Company's articles of association and the AGM agenda:			5
B4.1 Meeting was proceeded according to the articles of association;	<input type="checkbox"/>	<input type="checkbox"/>	1.5
B4.2 Meeting was proceeded in successive order of the agenda specified in the AGM notice;	<input type="checkbox"/>	<input type="checkbox"/>	1.75
B4.3 No additional agenda items other than those already stated in the AGM Notice.	<input type="checkbox"/>	<input type="checkbox"/>	1.75
B5 Opportunity for shareholders' participation:			5
B5.1 Company allowed shareholders to raise questions and express their views at the AGM and Company clarified all substantial matters.	<input type="checkbox"/>	<input type="checkbox"/>	5
B6 Voting transparency and independency (separate voting on key issues):			5
B6.1 Company provided ballots especially for shareholders wishing to vote "against" or "abstain";	<input type="checkbox"/>	<input type="checkbox"/>	2.5
B6.2 On director election, Company allowed shareholders to cast separate votes for individual directors.	<input type="checkbox"/>	<input type="checkbox"/>	2.5

<u>Assessment Topics</u>	YES	NO	WEIGHT (%)
B7 Vote counting transparency:			5
B7.1 Company counted the votes and disclosed the voting results at the AGM, categorizing the types of votes into <i>for</i> , <i>against</i> and <i>abstain</i> on each issue;	<input type="checkbox"/>	<input type="checkbox"/>	2.5
B7.2 No shareholders' objection to voting results	<input type="checkbox"/>	<input type="checkbox"/>	2.5
C Post-AGM			10
C1 Timely announcement of AGM resolutions and the minutes of the meeting, covering all key issues for shareholders' viewing and examination:			10
C1.1 Company notified the AGM resolutions via the SET news system within the next business day, specifying the voting results (agree/disagree) of all agenda items and the vote counts (for/against/abstain) of each agenda item;	<input type="checkbox"/>	<input type="checkbox"/>	2
C1.2 Minutes of the meeting included the following information:			
(a) names of directors / management attendance;	<input type="checkbox"/>	<input type="checkbox"/>	2
(b) resolutions results (agree / disagree) and voting results (for / against / abstain) of each agenda item that required shareholders' approval;	<input type="checkbox"/>	<input type="checkbox"/>	2
(c) key discussion issues and Company's clarifications;	<input type="checkbox"/>	<input type="checkbox"/>	2
C1.3 Company sent the minutes of the meeting to the SET within 14 days from the AGM day;	<input type="checkbox"/>	<input type="checkbox"/>	1
C1.4 Company disclosed the minutes of the meeting via its website within 14 days from the AGM day.	<input type="checkbox"/>	<input type="checkbox"/>	1

Please kindly fill in the questionnaires as below; the results of the survey will be used only for overall analysis.

- | | YES | NO |
|--|--------------------------|--------------------------|
| 1. Company videotaped the meeting and distributed the record in such forms as VCD or web-based clip files to interested shareholders; | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Company used the barcode system or other technological support for registration and/or vote counting for shareholders' convenience; | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Company had inspectors (e.g., auditors and legal advisers) examine the ballots' transparency and compliance with the laws and Company's articles of association; | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. On director election, Company distributed and collected ballots from all attending shareholders, no matter if their votes were for, against or abstain from voting; | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Company used the cumulative voting method for the director election. | <input type="checkbox"/> | <input type="checkbox"/> |