

## ตัวอย่าง

### 1.1 ควรรำเสนอคำตอบแทนของกรรมการทุกรูปแบบให้ที่ประชุมผู้ถือหุ้นพิจารณาอนุมัติ

3. To approve Directors' fees of S\$1,273,694 for the year ended 31 December 2012 comprising: (Ordinary Resolution 3)
- (a) S\$937,486 to be paid in cash (2011: S\$810,961.20); and
- (b) S\$336,208 to be paid in ordinary shares in the capital of the Company ("shares") by way of the allotment and issue of such number of shares, as determined in accordance with the formula set out in the explanatory note to this Resolution 3 below, with any residual balance to be paid in cash (2011: S\$347,554.80),
- and for the purpose of (b) above, to authorise the Directors of the Company to allot and issue such number of shares as may be required to be allotted and issued in payment of the share component of the Directors' fees as aforesaid, and to do all things necessary or desirable to give effect thereto.

#### Explanatory notes:

- 1 In relation to item 3 under the heading "As Ordinary Business", the total compensation of the non-executive Directors for 2012 comprises a combination of cash and shares. If approved, the aggregate amount of Directors' fees of S\$1,273,694 will be paid as to S\$937,486 in cash, and S\$336,208 in the form of shares to be allotted and issued by the Company with any residual balance to be paid in cash. Directors' fees (comprising retainer and attendance fees) will only be paid as to about seventy per cent. (70%) in cash and about thirty per cent. (30%) in the form of shares to be allotted and issued by the Company (save in the case of Mr Yap Chee Keong, who is retiring from the Board at the conclusion of the AGM and will receive all of his Directors' fees in cash). The actual number of shares to be allotted and issued will be based on the volume-weighted average price of a share in the Company on the SGX-ST over the 14 trading days from (and including) the ex-dividend date following the AGM. The actual number of shares to be allotted will be rounded down to the nearest share, and any residual balance settled in cash. Such Directors' fees will be paid upon approval by the shareholders at the AGM. In addition, in order to encourage the alignment of interests of the non-executive Directors with the interests of shareholders, each non-executive Director is required to hold a number of shares in the Company based on the lower of (a) the total number of shares in the Company issued to such non-executive Director as payment of the shares component of his/her Directors' fees from 2011 onwards; or (b) the equivalent value of the prevailing annual basic retainer fee for a Director of the Company. This requirement applies to the non-executive Directors during their period of service on the Board and for a period of one year after their resignation as Directors of the Company. In respect of Mr Liew Mun Leong, Mr Lim Ming Yan and Mr Olivier Lim Tse Ghow, who are employees of CapitaLand Limited ("CL"), the cash component of their Directors' fees will be paid to CL and they will be entitled to retain the shares component of their Directors' fees. In respect of Ms Chua Kheng Yeng Jennie, who was an employee of CL up till 30 July 2012, the portion of the cash component of her Director's fees from 1 January 2012 to 30 July 2012 will be paid to CL and she will be entitled to retain the remaining portion of the cash component of her Directors' fees and the shares component of her Directors' fees. In respect of Mr Yap Chee Keong, he will receive all of his Directors' fees in cash. Directors and their associates must abstain from voting on Ordinary Resolution 3.

**3.2 ควรจัดให้มีกระบวนการในการจัดการกับเรื่องที่พนักงานร้องเรียนว่าอาจเป็นการกระทำผิด รวมทั้งควรกำหนดนโยบายหรือแนวทางในการปกป้องพนักงานหรือผู้แจ้งเบาะแสในการกระทำผิด**

**2. CONDITIONS OF WHISTLE-BLOWING AND COMPLAINTS**

1. The details of whistle-blowing or complaints must be factual, clear, or sufficient to lead to investigation.
2. The whistle-blower or the complainant may choose not to reveal his/her name, address, and telephone number(s) if the disclosure will cause danger or damage. But if the person chooses to reveal himself/herself, the investigation will proceed with speed, with additional useful information, factual revelation, or alleviation of the damage in a more convenient way and shorter time.
3. The information received is considered confidential, and no disclosure of the name of the whistle-blower or the complainant will be made public without consent.
4. The rights of the whistle-blower or the complainant will be protected whether he/she is an employee or an outsider.
5. The time required to process each complaint depends on the complexity of the case, document sufficiency, proofs received from the complainant, as well as documents, proofs, and explanations of the person complained against.
6. The person who receives the complaint and the person involved in the investigation must keep the filed information confidential. If necessary, they may disclose it taking into account the safety of and the damage to the complainant or any person who cooperates in the investigation, the information sources, or relevant persons.
7. If the complainant or the person who cooperates in the investigation thinks that he/she is unsafe or threatened, he/she may ask the company for appropriate protective measures, or the company may proactively provide protective measures if there is potential damage or danger.
8. The damaged person will be assisted by proper and just procedures.

## 5.1 ควรรำเสนอถึงแนวทางการส่งเสริมให้เกิดการปฏิบัติตามจริยธรรมธุรกิจ รวมถึงติดตามการปฏิบัติดังกล่าว

To ensure that all employees understand and effectively carry out their duties in compliance with the relevant regulations and business code of conduct, **Company** launched the compulsory Compliance and Human Resource Policy Test through the **Company** intranet system. The test results will be evaluated to determine the level of understanding so that appropriate communication methods will be carried out to enhance the staff's awareness of their roles and responsibilities in good corporate governance. Employees taking the test will be able to learn instantly from the provided answers to all questions. The Company has revised the test in compliance with changes in laws and regulations. Completion of the test is required by all employees as one of their Compulsory Key Performance Indicator. All new staff employed during the year is required to complete the test in addition to attending the orientation. The result of the test will be considered as part of their evaluation.

## 5.2 ควรรนำเสนอดังเรื่องที่เป็นอำนาจอนุมัติของคณะกรรมการ

### 5. Functioning of the Board of Directors

#### 5.1 Specific Duties and Responsibilities of the Board of Directors

In addition to any other action taken in compliance with the laws, objectives, Articles of Association and the resolutions of the shareholders' meeting of the Company, the Board of Directors in monitoring the business of the Company, hereby stipulate that the consideration and approval of the following matters shall be vested under the authority, duty and responsibility of the Board of Directors:

1. The Company's policies, business strategies, business plans and annual budget.
2. The Company's monthly and quarterly performance and operation report compared to its plan, budget and trend in the next year.
3. Investment in a project worth more than THB 300 million.
4. Use of investment capital which exceeds 5 percent of a total project investment budget that has been approved, and exceeds 10 percent of other total non-project investment budget.
5. Purchase and disposal of assets, acquisition of business and participation in a joint venture project which are not in conflict with the rules and regulation of the Stock Exchange of Thailand, with the value that exceeds the authority of the Chief Executive Officer.
6. Any transaction or act which materially affects the Company's financial status, liabilities, business strategy and reputation.

### 5.3 ควรรกำหนดและเปิดเผยถึงบทบาทหน้าที่ของประธานกรรมการ

#### Chairman's roles

While not being an independent director himself, the current Chairman represents shareholders. Based on the deliberation of the Nomination and Remuneration Committee, and the approval of the Board, the current structure is appropriate for Company business and, in fact, is a forte supporting Company constant success and business growth, since the Chairman is knowledgeable, experienced, skillful in the retail and property development industries, and conforms to the principles of good governance.

In addition to the discharge of responsibility as a director under Company Charter governing the functions of directors, the Chairman of the Board has always strictly conformed to ethical and good CG principles to set a good example for directors, executives, and employees. The Chairman sets the agenda for Board meetings, ensures that every meeting proceeds properly, and provides full opportunities for all directors to creatively and freely express their opinions or suggestions. Whenever the Chairman has vested interests on any agenda item of a Board meeting or shareholders' meeting, he will stay away from the meeting, abstain from voting on that particular agenda item, and assign another director to chair the meeting.

5.4 ควรจัดให้มีการประเมินผลงานคณะกรรมการทั้งคณะ รายบุคคล และการประเมินผลงานของคณะกรรมการชุดย่อย รวมถึงเปิดเผยกระบวนการและหลักเกณฑ์ในการประเมินผล

These are the assessment criteria for the entire Board, individual self-assessment, cross-assessment, and the entire Committees:

Over	85%	=	Excellent
Over	75%	=	Very good
Over	65%	=	Good
Over	50%	=	Fair
Below	50%	=	Need improvement

The findings from the self-assessments were as follows:

1. Self-assessment of the Board consisted of four categories: Board Policy, Board Composition Board Practices and Board Meeting.

The results indicated excellent/most suitable overall performance, with an average score of 94.78%.

2. Self-assessment of Individual Directors consisted of six categories: accountability for decisions and actions; responsibility for performing the job with full ability and efficiency; equitable treatment of all stakeholders; transparency in job performance and information disclosure; vision to create long-term value; and business ethics.

Overall results were excellent for most directors, with an average score at 95.63%.

3. Individual Assessment of Other Directors (Cross-assessments) consisted of six identical categories as listed above for direct comparison.

Cross-assessment results in these six categories indicated excellent conformance by most directors, with an average score of 97.33%.