

## **Chapter 2 The Equitable Treatment of Shareholders**

The Board of Directors supervises and protects the fundamental rights of all individual and groups of shareholders, such as major shareholders, minority shareholders, institutional investors and foreign investors equally, including in the process of calling the meeting of shareholders, the protective measures to prevent the use of inside information by the directors, management and employees for abusive self-dealing, and for the directors and management to disclose information regarding their interests and those of their related parties.

The Company has established guidelines for the equitable treatment of shareholders as follows:

### **1. Disclosure of Information Prior to the Shareholders' Meeting**

1.1) The Company informs The Stock Exchange of Thailand of the meeting schedule together with the agenda and opinions of the Board of Directors and disseminates this information on the Company's website. The details of the procedures are as follows:

1.1.1) The Company provides an opportunity for the shareholders to review the supporting information of the meeting on its website at least 30 days prior to the date of the shareholders' meeting.

1.1.2) The supporting information of the meeting posted on the Company's website contains the same information that the Company will send to the shareholders in the form of hard copy documents.

1.1.3) The Company sends the notice of the meeting and the supporting documents to the shareholders for more days in advance than that stipulated by law (at least 30 days prior to the meeting date).

1.2) The Company informs the shareholders of the various meeting rules and procedures for voting, including the voting rights attached to each class of shares, both in the notice of the meeting and at the shareholders' meeting.

1.3) The above notice of the shareholders' meeting is fully translated into English and disseminated at the same time as the Thai version.

### **2. Protection of the Rights of Minority Shareholders**

2.1) The Board of Directors has clearly pre-determined the criteria for minority shareholders to propose additional agenda items in advance of the shareholders' meeting date. In order to demonstrate fairness and transparency in considering whether the agenda items proposed by the minority shareholders should be included, the Company has the following criteria:

- 1) All shareholders have the right to propose agenda items.
- 2) Details of the supporting information for consideration.
- 3) Criteria to determine inclusion/non-inclusion of the matter proposed as an agenda item.
- 4) Channels through which to propose agenda items, such as send a letter to the Board of Directors that may be sent in advance through the Company's website or by email, etc.
- 5) Period for proposing matters for inclusion is from 1 January to 31 December of every year.
- 6) The Board of Directors informs the shareholders via the Company's website of the criteria for proposing agenda items.

7) There is a screening process of the matters proposed by the shareholders for consideration by the Board of Directors in the Board meeting.

8) Inform the shareholders of the Board of Directors' decision together with the reasoning by informing the shareholder who proposes the agenda item and informing the shareholders' meeting.

2.2) The Board of Directors has established procedures for minority shareholders to nominate candidates to serve as directors and to provide supporting information regarding the candidates' qualifications and their consent in advance of the shareholders' meeting date. The rules for nomination are as per the following topics:

- 1) Nomination channel is by submitting a letter to the Board of Directors.
- 2) Nomination period is from 1 January to 31 December of every year.
- 3) Supporting information for consideration, such as detailed information on the qualifications of the proposed candidates, the candidates' letters of consent, etc.
- 4) The Board of Directors informs the shareholders of the rules for nomination candidates through the dissemination channels of The Stock Exchange of Thailand and through the Company's website.
- 5) The Board of Directors considers the qualifications of the candidates proposed by the minority shareholders according to the criteria set by the Company.
- 6) The Company Secretary informs the shareholders who proposed candidates of the Board of Directors' decision and its reasoning and the Chairman informs the shareholders' meeting.

2.3) Shareholders in a management position may not add an agenda item without prior notice unless necessary, especially important agenda items that the shareholders require time to review before making a decision.

2.4) The Board of Directors provides the opportunity for the shareholders to exercise their rights to elect directors individually.

### **3. Protection against Abuse of Insider Information**

3.1) The Board of Directors has established in writing the policy for safe-guarding and prevention of use of insider information and has communicated them to everyone in the Company for compliance, together with the rules for trading the Company's shares for the directors, executives and employees with knowledge of insider information to use as a guideline by the Board of Directors and Executives must not sell, buy, transfer or take transfer of the securities within a month before the disclosure of its financial statements and within two days after such disclosure.

3.2) All directors and executives who have a duty by law to report on their securities holding of the Company are required to regularly send such report to the Board of Directors and disclose such information in the Annual Registration Statement (Form 56-1 One Report).

### **4. Conflicts of Interest of Directors**

4.1) The Board of Directors requires the directors and executives to report any conflict of interest regarding each agenda item prior to consideration and that such conflict must be minutes in the minutes of the Board of Directors' meeting as follows:

- 1) The Board of Directors has set the guideline for the directors and executives to disclose their interests and those of their related persons to the Board so that it can make a decision for the benefit of the Company as a whole.
  - 2) This guideline is consistent with the nature of the business and the regulations of the relevant authorities, such as The Bank of Thailand, The Securities and Exchange Commission, Thailand, The Stock Exchange of Thailand, etc.
  - 3) The Company Secretary has been assigned as the recipient for information on any interest of the directors, executives and their related persons.
  - 4) The Company Secretary has the duty to report any interest of the directors and executives, together with related persons to the Board of Directors, especially when the Board has to consider any transaction between the Company and the director or executive who have an interest or is connected.
- 4.2) The Board of Directors shall ensure that any director who has a material interest in a manner that may prevent such director from expressing opinion independently shall refrain from participating in the meeting to consider that agenda item.