

(UNOFFICIAL TRANSLATION)

(Bor.Jor./Por.31-00)

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<p style="text-align: center;">The Practice Guidelines for Person in Charge of Superintending a Shareholders' Meeting</p>
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One of the main principles underlying good Corporate Governance is to guarantee the rights and equality of each shareholder especially in shareholders' meetings. The ideal meeting should have simple and transparent procedures that encourage the practice of equality for each and every shareholder.

However, in some cases, shareholders' meetings in some companies were not conducted in a proper or appropriate way. In some cases the meetings did not even comply with related laws and regulations. Some companies failed to treat all their shareholders fairly and equal. Shareholders' rights and benefits were often not given to each and every shareholder. Those transgressions may have arisen from the companies' executives not knowing, misunderstanding or even intentionally breaking the laws and regulations concerning conduct towards shareholders. To prevent these cases from occurring again there should be an unbiased, reliable person who takes part in the proceedings to make the whole process more transparent and fair for each and every shareholder and to comply with all related laws and regulations. The SET may now require listed companies to appoint a person in charge of superintending a shareholders' meeting in accordance with the above said principle.

The person in charge of superintending a shareholders' meeting may be SEC-approved auditors, financial advisors or persons specified by the SET and approved by the SEC. These persons have the responsibility of overseeing the shareholders' meetings to assure that they are conducted transparently and in accordance with all related laws and regulations. The responsibilities begin with the examination of the process for verifying documents of shareholders or proxies who have the right to attend the meeting. Their responsibilities also include determination of quorum, superintendence of the meeting and examination of minutes of meeting as well as other related documentation and evidence.

Accordingly, in order to enable listed companies to better understand the duties and responsibilities of the person in charge of superintending a shareholders' meeting and, also, to better standardize these practices of said person to permit better transparency, equality and compliance with the related laws and regulations, the SET has set forth samples of duties and responsibilities of such persons herein the following attachments.

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<p style="text-align: center;">Samples of Duties and Responsibilities of Person in Charge of Superintending a Shareholders' Meeting</p>
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1. Role of Superintendence Prior to Shareholders' Meeting: A person in charge of superintending a shareholders' meeting should perform superintending function to ensure that the listed company implements proper process and procedures for the attendance of meeting, for example

1.1 Inspection of documentation of shareholders or proxies who have the right to attend the meeting: To ensure the examination of documentation or evidence proving the right to attend a shareholders' meeting, including a proper period of time for the examination of documentation and evidence and the registration as prescribed in a notice of shareholders' meeting and under relevant laws.

In case that the listed company objects to the right to attend a shareholders' meeting of any shareholder or proxy on the ground of documentation or evidence proving the status of shareholder or proxy for attendance of the meeting, the person in charge of superintending a shareholders' meeting should examine the documentation of such shareholder or proxy to ensure whether or not the refusal of his/her right to attend that meeting is proper in accordance with the method of examination of documents prescribed by the listed company.

1.2 Determination of quorum: To ascertain as to whether or not the number of shareholders and proxies who attend the meeting forms a quorum before the commencement of the meeting.

In the event that a period of one hour from an appointed time has lapsed and the number of shareholders attending the meeting is still insufficient to form a quorum, the person in charge of superintending a shareholders' meeting should ensure the implementation of the following:

- If such meeting is convened on the requisition of shareholders, it shall be revoked.

- If such meeting is convened on the requisition of directors, the listed company shall reconvene a shareholders' meeting by sending a notice of thereof in advance not less than 14 days prior to the date of such shareholders' meeting. (In that latter meeting, a quorum is not compulsory. In other words, a quorum can be formed irrespective of the number of shareholders or proxies (if any) present at the meeting.)

2. Role of Superintendence of Shareholders' Meeting: A person in charge of superintending a shareholders' meeting should ensure that the shareholders' meeting is conducted in order, transparent and in accordance with relevant laws and regulations, for example

2.1 Duties during the meeting: To ensure that the shareholders' meeting is transparent and in conformity with relevant laws and regulations, such as to ensure that the following acts are implemented during the meeting:

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- An announcement to the shareholders' meeting of the number of shareholders and proxies present thereat.
- An announcement to the shareholders' meeting of the persons who are not entitled to vote according to relevant laws or regulations, or the transferees of those persons, including the voting method prior to the voting for each agenda item.
- The conduct of the shareholders' meeting in accordance with an order of the items of agenda as specified in a notice of meeting. (Change of such order, such as from item 2 to item 3, can be made only with an approval by the votes not less than two-thirds of the number of shareholders present at the meeting.)
- The non-restraint in the exercise of rights by shareholders, such as to make inquiries.
- The arrangement for the shareholders' meeting to transact any businesses other than those specified in a notice of meeting on the requisition of shareholders representing not less than one-third of the total number of shares sold of the company. Such requisition may not be refused.
- The arrangement for the shareholders' meeting to determine the place, date and time of the next meeting in case that the shareholders' meeting cannot completely transact all the businesses according to an order of the agenda or the businesses as proposed by the shareholders within the date of the shareholders' meeting and such meeting needs to be postponed.
- The vote casting in accordance with relevant laws or regulations.

2.2 Action in case of incorrect practice: A person in charge of superintending a shareholders' meeting should immediately notify the chairman of the meeting or the company's executives when it is found that the listed company has done any act inconsistent with relevant laws or regulations so that it shall make a rectification.

In case that the listed company fails to carry out a rectification without reasonable ground, the person in charge of superintending a shareholders' meeting shall make a counter-memo to the company and send a copy thereof to the Exchange promptly within the business day following the date of the shareholders' meeting.

3. Role of Superintendence After Shareholders' Meeting: A person in charge of superintending a shareholders' meeting should ensure the preparation of minutes of meeting as well as documentation and evidence that can be made available for inspection. In case it is found that any document or act related to the meeting does not conform to relevant laws or regulations, a notice asking for rectification shall be given to the company. If the company fails to carry out a rectification without reasonable ground, the person in charge of superintending a shareholders' meeting shall make a counter-memo to the company and send a copy thereof to the Exchange promptly.