

2017 AGM Checklist

Data on October 3, 2016

2017 AGM Checklist

Company Name _____	Company Name Abbreviation _____
Assessor _____	Assessment Date _____
Fiscal Year Ending _____	



Supervising Organization of the AGM Organizing Quality Assessment: Thai Investors Association (TIA)
Contact Number: 02-247-7486-88, Website: www.thaiinvestors.com

Assessment Topics	YES	NO	Weighted %
-------------------	-----	----	------------

Instruction: In preparing the AGM Notice, the Company may refer to some information in its annual report, in which case the page numbers for such information or related headings must be specified; otherwise, it shall be deemed an incomplete disclosure.

A. Pre-AGM	YES	NO	45
A1 Shareholders' opportunity to propose additional agenda items and nominate qualified candidates for directors before the AGM Notice was distributed:			4
A1.1 The Company informed the shareholders via its website of their rights to <u>propose additional agenda</u> items, including the procedure and deadline for submitting such proposal for the board of directors' consideration; <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	2
A1.2 The Company informed the shareholders via its website of their rights to <u>nominate candidates for directors</u> , including the procedure and deadline for such nomination to the board of directors or Nomination Committee <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	2
A2 Dissemination of AGM related documents via the Company website for the convenient access of shareholders			3
A2.1 The Company <u>fully*</u> disclosed the following AGM-related documents via its website 30 days prior to the AGM Day or at least 21 days (for the Thai version) (Date of verification: ____/____/____) <i>*Explanation: The integrity of the completeness of the AGM materials comprises 7 items: 1. Venue map, 2. Details of agenda items, 3. Annual report (sent at least 7 days in advance), 4. Proxy Form B, 5. Profile(s) of independent director(s) identified by the Company as possible choices for proxy voter(s) for shareholders, 6. List of identification requirements for AGM attendance and voting, 7. Articles of Association of the Company regarding the AGM.</i> <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1
A2.2 Company fully disclosed the following AGM-related documents in <u>English</u> via its <u>website</u> at least 7 days prior to the AGM date. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1

2017 AGM Checklist

Data on October 3, 2016



สมาคมส่งเสริมสิทธิผู้ถือหุ้น
THAI INVESTORS ASSOCIATION

Supervising Organization of the AGM Organizing Quality Assessment: Thai Investors Association (TIA)
Contact Number: 02-247-7486-88, Website: www.thaiinvestors.com

Assessment Topics	YES	NO	Weighted %
<p>A2.3 The Company announced via the SET news system that it had disclosed the documents in A 2.1 on its website and specified the publication date on such website as well.</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
A3 Delivery of the AGM Notice and related documents:			4
<p>A3.1 The company sent its AGM notice with Proxy Form B and information on independent directors who were designated as shareholders' proxies and specified their age and residence, and whether there is any conflict of interest that is different from other company directors for every agenda item of this AGM.</p> <p>*Explanation: A special conflict of interest includes disclosure of information related to other compensation other than for board meeting attendance regularly payable to all board members.</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
<p>A3.2 A description of all the documents required of the shareholders to bring as evidence of their identity for attending the AGM is provided. This must follow the prescription according to the regulations and Articles of Association of the Company, not what the company may arbitrarily set up to prevent cost or extra burdens to shareholders, e.g., requiring the original I.D. of a shareholder who appointed the proxy or asking for anything beyond what is required in the related regulators' circular or document.</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	2
<p>A3.3 Articles of Association – AGM section.</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
A4 Sufficient disclosure of information on each agenda item to facilitate shareholders' voting decision: <input type="checkbox"/>			34
A4.1 Election of directors:			10
<p>A4.1.1 The Company disclosed the candidate information in the AGM Notice as follows:</p>			3
<p>(1) Full name, biography, type of director, number of shares and shareholding percentage in the Company</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
<p>(2) Present directorship / Management in other businesses, specifying:</p> <p>[a] the names of other listed companies and job titles, if any;</p> <p>[b] the number of non-listed companies, if any;</p> <p>[c] "No" if non-applicable.</p>	<input type="checkbox"/>	<input type="checkbox"/>	1

2017 AGM Checklist

Data on October 3, 2016



Supervising Organization of the AGM Organizing Quality Assessment: Thai Investors Association (TIA)
Contact Number: 02-247-7486-88, Website: www.thaiinvestors.com

Assessment Topics	YES	NO	Weighted %
<p>(3) Conflict of interest or rival competition that may arise from the nominees' holding director/executive positions in other companies:</p> <p>[a] names, job titles and types of businesses therein candidates are directors / management; or</p> <p>[b] "No" if non-applicable.</p> <p><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
<p>A 4.1.2 Statement declaring that the nominees went through the screening of the Nomination Committee of the Company and their qualifications were proven appropriate for the business of the company, as well as stating that shareholder-nominated names were also considered (if there was no nomination by shareholders, just say no).</p> <p><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	3
<p>A4.1.3 At this AGM, was there a proposal to re-appoint existing directors whose term had expired?</p>	if yes, A4.1.4	if not skip to A4.1.5	
<p>A4.1.4 On re-appointment, company disclosed the following information in the AGM Notice: <input type="checkbox"/></p> <p>[a] number of terms or years the re-nominated directors have served in Company; <input type="checkbox"/></p> <p>[b] number of times / percentage of attendance in board / sub-committee meetings during the preceding year.</p> <p><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	2
<p>A4.1.5 At this AGM, was there any election of independent directors?</p> <p><i>Note: (For TIA use only)</i> _____</p>	if yes, A4.1.6	if not skip to A4.2	
<p>A4.1.6 On the election of independent directors, the Company disclosed the following information in the AGM Notice:</p> <p>[1] The Company declared that the board of directors considered that the nominated independent directors were capable of expressing opinions independently and in accordance with the relevant instruction.</p> <p><i>Note: (For TIA use only)</i> _____</p> <p>[2] Statement declaring the number of years that the nominated independent directors have been directors in the Company, and disclosing the reasons why it was necessary, in the case of nominated directors having served longer than 9 years consecutively (including the remaining years of the appointed term).</p> <p><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	2
	<input type="checkbox"/>	<input type="checkbox"/>	2

2017 AGM Checklist

Data on October 3, 2016



Supervising Organization of the AGM Organizing Quality Assessment: Thai Investors Association (TIA)
Contact Number: 02-247-7486-88, Website: www.thaiinvestors.com

Assessment Topics	YES	NO	Weighted %
<p>A4.2 On director remuneration, the Company disclosed the following information in the AGM Notice:</p> <p>(1) Declared the criteria and instructions in proposing the compensation.</p> <p style="margin-left: 40px;"><i>Note: (For TIA use only)</i> _____</p> <p>(2) Director’s remuneration:</p> <p style="margin-left: 40px;">[a] Components of the compensation and other rewards proposed for approval, including monetary rewards and perks (but not other types of welfare that employees are entitled to in general).</p> <p style="margin-left: 40px;"><i>Note: (For TIA use only)</i> _____</p> <p style="margin-left: 40px;">[b] Director's remuneration, separate for directors and sub-committees (e.g., audit committee, nomination committee, remuneration committee, and risk management committee);</p> <p style="margin-left: 40px;"><i>Note: (For TIA use only)</i> _____</p> <p>(3) Comparison of the proposed monetary and non-monetary compensation to the previous year, e.g., ESOP, etc.</p> <p style="margin-left: 40px;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	6
<p>A4.3 On auditor appointment and remuneration, the Company disclosed the following information in the AGM Notice:</p> <p>(1) Nomination of at least two auditors;</p> <p style="margin-left: 40px;"><i>Note: (For TIA use only)</i> _____</p> <p>(2) Relationships and/or interest, existent or not, with the Company / affiliates / management / majority shareholders or related persons of the aforesaid,</p> <p style="margin-left: 40px;"><i>Note: (For TIA use only)</i> _____</p> <p>(3) Number of years serving the Company in the case of re-appointing the existing auditor <u>or</u> reasons for nominating a new one in the case of changing the existing auditor.</p> <p style="margin-left: 40px;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	7

2017 AGM Checklist

Data on October 3, 2016



Supervising Organization of the AGM Organizing Quality Assessment: Thai Investors Association (TIA)
Contact Number: 02-247-7486-88, Website: www.thaiinvestors.com

Assessment Topics	YES	NO	Weighted %
<p>(4) In the case the Company has subsidiaries, a declaration whether the auditors of all companies are with the same auditing office. If not, the board of directors affirmation that the companies' financial reporting shall be available in time as mandatorily required</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
<p>(5) Auditor's fees:</p> <p>[a] Fees proposed for approval at this AGM;</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
<p>[b] Comparison with the previous year's fees, separating audit service fees from non-audit service fees;</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
<p>(6) Audit committee's opinion on the auditor nomination and fees.</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
<p>A4.4 On dividend payment, the Company disclosed the following information in the AGM Notice:</p>			5
<p>(1) Dividend policy;</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	2
<p>(2) Does Company pay dividends this year?</p> <p><u>If yes, the following information was specified:</u></p> <p>(a) Proposed dividend ratio compared to the net profit;</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p> <p>(b) Comparison with the previous year's dividend ratio;</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p> <p>(c) Dividend ratio was <u>consistent</u> with the dividend policy; <u>if not</u>, the reasons were specified.</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p> <p><u>If no dividend payment, the following information was specified:</u></p> <p>(3) Reason(s) for no dividend payment.</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
	<input type="checkbox"/>	<input type="checkbox"/>	1
	<input type="checkbox"/>	<input type="checkbox"/>	1
	<input type="checkbox"/>	<input type="checkbox"/>	3

2017 AGM Checklist

Data on October 3, 2016



Supervising Organization of the AGM Organizing Quality Assessment: Thai Investors Association (TIA)
Contact Number: 02-247-7486-88, Website: www.thaiinvestors.com

Assessment Topics	YES	NO	Weighted %
A4.5 If there are additional matters on the agenda, e.g., approval of capital increase/decrease, or related party transactions:	if yes, A4.5 (1) (2) (3) (4)	if not skip to PART B	6
(1) Objectives and details of the proposals were adequately supplied. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1
(2) Board comments indicating how appropriate and likely the effects of the proposed transactions on the Company are. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	2
(3) Analysis of the effects of the proposed transactions on shareholders' rights is shown. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1
(4) Does the Company have an appropriate explanation if the independent financial advisor and the Audit Committee disagree with the proposed transactions? <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	2
B. On the AGM Day			45
B1 Shareholders' convenience for AGM attendance:			7
B1.1 AGM was not held on seasonal holidays or commercial banks' holidays which run longer than three consecutive days; (seasonal holidays or Thai cultural holidays means religious days e.g. Makha Bucha Day, Visakha Bucha Day, Songkran Day) <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1
B1.2 The AGM <u>started</u> between 8.30 a.m. - 4.00 p.m.; <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1
B1.3 The AGM was held in Bangkok, its vicinities or areas around the Company's headquarters ; <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1
B1.4 The venue for holding the AGM was convenient to reach by public transport particularly buses, or shuttle buses were provided by the Company for its shareholders. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1

2017 AGM Checklist

Data on October 3, 2016



Supervising Organization of the AGM Organizing Quality Assessment: Thai Investors Association (TIA)
Contact Number: 02-247-7486-88, Website: www.thaiinvestors.com

Assessment Topics	YES	NO	Weighted %
<p>B1.5 The Company provided staff or technological support to facilitate the verification of shareholders' attendance documents. The registration process of each shareholder or proxy did not take longer than 20 minutes per one person or per one proxy.</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	2
<p>B1.6 Company provided duty stamps for authorization of proxies.</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
B2 Attendance of directors / management for clarification / response to shareholders' inquiries: <input type="checkbox"/>			11.50
<p>B2.1 Company introduced the attending directors, management and auditors at the beginning of the AGM;</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	2
<p>B2.2 Did the Company introduce the following directors, executives and auditors who attended the AGM?</p> <p>(1) Chairperson of the board of directors;</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	2
<p>(2) Chairperson of the Audit Committee;</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	2
<p>(3) Chairperson of sub-committee, e.g., Remuneration Committee, Compensation Committee, Risk Management Committee. If the Company does not have any committee, "the Company Chairperson must declare that such committee does not exist."</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1
<p>(4) Company's top management (e.g., chief executive officer, managing director or any other titles with a similar level of management);</p> <p style="text-align: center;"><i>Note: (For TIA use only)</i> _____</p>	<input type="checkbox"/>	<input type="checkbox"/>	1.5

2017 AGM Checklist

Data on October 3, 2016



สมาคมส่งเสริมสิทธิผู้ลงทุน
THAI INVESTORS ASSOCIATION

Supervising Organization of the AGM Organizing Quality Assessment: Thai Investors Association (TIA)
Contact Number: 02-247-7486-88, Website: www.thaiinvestors.com

Assessment Topics	YES	NO	Weighted %
(5) Chief Financial Officer. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1.5
(6) Auditor <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1.5
B3 Major announcements at the AGM's beginning or before each agenda item:			6
B3.1 The Company announced the numbers and ratios of shareholders and proxies attending the AGM, stratified clearly from the beginning. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	2.5
B3.2 Voting procedures for shareholders and proxies were explained separately; <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	2.5
B3.3 The Company announced vote counting methods <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1
B4 Compliance with the Articles of Association of the Company and the AGM agenda:			7.5
B4.1 The meeting proceeded according to the Articles of Association of the Company; <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1
B4.2 The meeting proceeded in the successive order of the agenda specified in the AGM notice; <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1.5
B4.3 <u>No additional agenda</u> items other than those already stated in the AGM Notice. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1.5
B4.4 On "Management Discussion and Analysis (MD&A)," the Company explained and answered questions related to changes in the financial statements and other factors "significantly affecting the Company, both positively and negatively." <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1.5
B4.5 On "Results from the operations," the Company reported on its anti-corruption policy and the development on the issue in the previous year. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	2

2017 AGM Checklist

Data on October 3, 2016



Supervising Organization of the AGM Organizing Quality Assessment: Thai Investors Association (TIA)
Contact Number: 02-247-7486-88, Website: www.thaiinvestors.com

Assessment Topics	YES	NO	Weighted %
B5 Opportunity for shareholders' participation:			6
B5.1 The Shareholders were provided with opportunities to express their views and ask questions on each matter in the agenda, and the Company completely provided the shareholders with all relevant factors before casting their votes on each issue without skipping to do so at another stage. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	3
B5.2 The Company allowed shareholders to ask additional questions. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	3
B6 Voting transparency and independency (separate voting on key issues):			5
B6.1 The Company provided ballots especially for shareholders wishing to vote "against" or "abstain"; <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	2.5
B6.2 On director elections, the Company allowed shareholders to cast separate votes for individual directors. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	2.5
B7 Vote counting transparency:			2
B7.1 The Company counted the votes and disclosed the voting results at the AGM, categorizing the types of votes into for, against and abstaining on each issue and informed of the number of voided ballots. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1
B7.2 No shareholders' objection to voting results, or there were shareholder objections but the Company already fixed the matter to be in accordance with the facts. <i>Note: (For TIA use only)</i> _____	<input type="checkbox"/>	<input type="checkbox"/>	1

