



## CORPORATE GOVERNANCE

### 1. Rights of Shareholders

In order to increase transparency and capability in competitiveness of the business as well as to strengthen confidence of shareholders, investors, and all related parties, the Board of Directors then determined the guideline for protection of the fundamental rights of the shareholders (e.g. the right to sell, purchase or transfer shares, the right to profit sharing of the Company, the right to sufficient information of the Company, the right to attend meetings for casting their votes in the shareholders' meeting, etc.) and also considered to ensure that all issues under the applicable laws and also not specified in the laws have been considered and/or approved by the shareholders, furthermore, the Company recognises the importance of caring and protection of the rights of every shareholder which cover the following principles:

(a) The Company has a policy to disclose complete, accurate and transparent information of the Company in various aspects, equal treatment to all shareholders, which include the shareholders' rights and such matters that affect the Company, e.g. the right to vote in shareholders' meeting, the right to dividend payment, the decrease or increase in share capital, etc., and to comply with all laws and regulations in respect of certain important matters that require consideration and/or approval from the shareholders. The Board of Directors will ensure that such matters are included for consideration at the shareholders' meeting.

(b) The Company provides information about the shareholders' meeting by sending the invitation letter along with the meeting agenda, Thai and English version, within sufficient timeframe (14 days prior to the meeting date). The invitation letter and the meeting agenda contain details of the meeting including date, time, venue, agenda of the meeting and other necessary information required for decision making process together with comments from directors for each agenda, and proxy form for shareholders who are unable to attend the meeting, etc. Furthermore, the Company also advertises this information on the Company's website ([www.sansiri.com](http://www.sansiri.com)), 30 days ahead of the meeting date. This provided shareholders with enough time to examine the information.

(c) The Chairman of the meeting allocates sufficient and appropriate time and facilitates the meeting according to the agenda. During the meeting, the Chairman allows shareholders to freely express their opinions and raise their questions in relation to the Company's business.

(d) The Chairman of the Board, the Chairman of the Sub-Committee, and all directors (unless with reasonable cause) are to attend the meeting and answer the questions from shareholders.



(e) The Company operates business with efficiency, transparency, accountability, and sufficient information disclosure to all related parties for the utmost benefits of shareholders.

#### *The Shareholders' Meeting*

The Company has established the policy to hold the shareholders' meeting in accordance with applicable laws and regulations of The Stock Exchange of Thailand, including sending invitation letter and the meeting agenda to shareholders prior to the meeting, taking the minutes of the meeting, and also facilitating shareholders at the shareholders' meetings. Relevant guidelines have been adopted for actual actions (before, during and after meetings) for all shareholders' meetings.

#### ***2020 Annual General Meeting***

The Company notified the Annual General Meeting for approximately 2 months prior to the meeting date so that shareholders could plan their schedule for attending the meeting. Such period was longer than that required by laws. In 2020, the Company had convened one shareholders' meeting, i.e. the Annual General Meeting of Shareholders No. 25/2020 held on 24 July 2020 at 14.00 hours, at Siri Campus, no. 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok. There were 204 shareholders and proxies holding an aggregate of 6,305,153,143 shares attending the Meeting and eligible to vote, or equivalent to 42.42 percent which exceeded one-third of the total issued shares of the Company. As at 22 June 2020 (the Record Date to determine the name of the shareholders who were entitled to attend the Meeting and entitled to dividend payment), the Company had a total of 45,862 shareholders holding an aggregate of 14,862,734,320 shares.

Out of 11 members of the Board, 11 directors attended the 2020: Annual General Meeting of Shareholders, equal to 100 percent of the Board. The Chairman of the Board, Chairman of the Audit Committee, Chairman of the Nomination and Compensation Committee, Chairman of the Corporate Governance Committee, Chairman of the Risk Management Committee, Chairman of the Corporate Social Responsibility Committee, Chairman of the Investment Committee, Chairman of the Executive Committee, President, Chief Financial Officer, Company Secretary, and the External Auditor attended the meeting. Details of the Annual General Meeting proceedings are as follows;

- Prior to the Meeting

The Board of Directors ensured that the meeting was convened in the smooth, transparent, efficient and convenient manners so that the shareholders could exercise their rights as follows;

- Allowed the shareholders to propose any matter as an agenda for shareholders' meeting and propose any person to be nominated as director at the Annual General Meeting for Year 2020 in advance by announcing the criteria through its website from 6 January 2020 to 13 February 2020. It appeared that no shareholders propose any matter for consideration at the meeting nor any person to be nominated as director.

- The Company had circulated a notice of meeting with information for consideration of each agenda for not less than 14 days prior to the meeting date including disseminating the meeting documents via the Company's website about 30 days before the meeting date also published such notice to the Stock Exchange of Thailand so that the shareholders had sufficient time to study the information which had been provided in document manner.

- Determined date, time and venue for meeting by considering the convenience for shareholders to attending, whereby the meeting date did not fall on any public holiday or non-business day during a period of 3 (or more) consecutive business days, and the venue of meeting was convenient to access through public transportation. As the outbreak of COVID-19, the Company thus conducted the Annual General Meeting at 14.00 hours on 24 July 2020 at Siri Campus, no. 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok which is in the area in which the head office of the Company is located.

- There was no significant, extraordinary document distributed at the meeting, no added item, and no amendment made to material information without informing the shareholders in advance.

In this light, at the Annual General Meeting, the Board of Directors ensured that the Company has provided information in the notice of meeting sufficient for the shareholders to make decisions, which included:

- : Prepared the notice of meeting and relevant documents, entirely, in English and published together with Thai version.

- : Sent the notice of meeting to the shareholders, together with relevant documents, and also published the same on the Company's website for at least 30 days prior to the meeting date (i.e. the publish date on the Company's website is 23 June 2020).

- Determined the agenda explicitly for shareholders' consideration and also indicated whether each agenda is for acknowledgement or approval, together with:

- : Facts and reasons, and the opinions of the Board of Directors for each agenda;

- : Important information, e.g. details of remuneration for directors and Sub-Committee, necessity reason, positive and negative effects on any important agenda, etc.

: In respect of the agenda on appointment of directors to replace the retiring directors by rotation, provided basic information on candidates, including each one's name, age, type of directorship, position held in the Company, education, director training/seminar courses attended, experience, positions held in other or Company's related businesses, date of registration as Director, number of years in each position, and participation in committees' meetings as member of such committees in the previous year, shareholding in the Company, and other information such as any conflict of interest incurred in the previous year.

: The agenda on appointment of External Auditors: provided information on the names of auditors and their affiliations, auditors' independence, and the number of service years for the Company, the consideration of the suitability of the auditors' fee, presented separately from other fees.

- Facilitated shareholders who could not attend the meeting themselves by enclosing in the meeting notice Proxy Form B, on which they could state their voting preference, together with details about how to appoint a proxy to shareholders' meetings. Proxy Forms A, B, and C shareholders could download from the Company's website: [www.sansiri.com](http://www.sansiri.com).

- Details for proxy of shareholders that the Company added as an alternative for shareholders by nominating four independent directors, namely Mr. Jesadavat Priebjivat, Mr. Porntat Amatavivadhana, Mr. Supanit Chaiyawat and Mr. Kittichai Raktakanit to be a proxies of the shareholders to attending the meeting and casting the vote on behalf of shareholders who cannot attend the meeting.

In respect of appointing a proxy, the Company provided information on supporting documents in order to appoint a proxy in the notice of meeting, which was not beyond the general guidelines and would not require any other documents.

- Prepared duty stamp for the shareholders with proxy so that they do not incur extra expenses.

- During the Meeting

In the Annual General Meeting 2020, the Board of Directors ensured that the meeting was carried out in the smooth, transparent, efficient, and convenient manners so that the shareholders could exercise their rights as follows;

- Provided at least a three-hour registration period prior to the meeting with facility for the shareholders and proxies attending the meeting, by providing staff for registration by barcode, preparing voting cards for each agenda and using barcode to count the votes and illustrate the result, in order to have a smooth, rapid, accurate, and transparent meeting.

- The Chairman of the Board of Directors was the chairman of the meeting, together with the Chairman of the Sub-Committee, the Company's directors and relevant executives attending the meeting (according to the name listed in the minutes of the meeting) so as to provide clarifications and answer questions of the shareholders on relevant issues.

- The Chairman of the Board of Directors conducted the meeting which in the year 2020 would be kept short in regard to the outbreak of the Coronavirus disease (COVID-19), in accordance with the laws, relevant regulations and the Company's Articles of Association, by appropriately allocating time slots for each agenda pursuant to the notice of meeting and conducting the meeting as in the agenda stipulated in the notice of meeting.

- The Board of Directors ensured that the auditor of the Company attend the Annual General Meeting, where, for the Annual General Meeting 2020, Ms. Pimjai Manitkajohnkit, auditor from EY Office Limited, attended the meeting.

- Mr. Theppachol Kosol, the Company's Legal Counsel from Baker&McKenzie Company Limited, presented at the Meeting

- Before the commencement of the meeting, the Chairman informed the meeting of the number and percentage of shareholders attending the meeting by themselves and by proxy, the method of meeting conduct, the manner of voting for each agenda and the manner of counting the votes required for each agenda, so that all shareholders acknowledged accordingly also informed the meeting of the result of voting of each agenda.

- The Company provided shareholders with voting rights equivalent to the number of shares held. One share yields one vote. There was only one type of share, which was ordinary share.

- The Company conducted the meeting as in the agenda stipulated in the notice of meeting.

- In order to give the shareholders an opportunity to study the relevant information before making decision, the Company will not add any agenda to the meeting that was not informed to the shareholders in advance.

In this respect, in the Annual General Meeting 2020, there was no additional agenda for consideration that was not specified in the notice of meeting.

- Introduced the use of ballots for casting votes. The ballots were prepared separately for each agenda item for shareholders' voting convenience.

- In the agenda of directors appointment which consists of various matters, separate voting cards were provided so that the shareholders could cast votes on each nominated director.

- In each agenda, the Company allowed questions and opinions from the shareholders in the meeting, and the Company answered such questions on the important issues of that agenda before casting of the votes.

- Provided voting cards for shareholders to cast a vote, whereby the Company counted the votes and disclosed the results of voting for each agenda in the meeting and categorised them into 'approved', 'not approved' and 'abstain' and also disclosed the number of invalid voting card (if any).

- During the meeting, the Chairman allowed the shareholders equally to examine the operation of the Company, raise any questions and express their opinions and suggestions, where the Company would record name and last name of such shareholder, relevant questions and important opinions in the minutes of the meeting.

Every shareholder, minor and major shareholders, all received the same and equal information about the Company's business operations and financial information, including equal rights to receive dividend.

- Shareholders were allowed to attend a meeting in progress and vote on remaining items.

- After the Meeting

The Board of Directors procured the disclosure of resolutions of the meeting and the preparation of minutes of the meeting with accurate and complete information as follows;

- Disclosed the resolutions of the meeting and the result of voting within the following business day (29 July 2020) through the news system of the Stock Exchange of Thailand and the Company's website (in both Thai and English).

- Sent copies of minutes of the meeting both Thai and English version to the Stock Exchange of Thailand within 14 days from the meeting date (7 August 2020).

- Published the minutes of the meeting, both in Thai and English, on the Company's website ([www.sansiri.com](http://www.sansiri.com)) within 14 days from the meeting date (7 August 2020).

- Ensured that the minutes of the meeting record important information, which shall at least include:

- (a) List of directors and executives attending the meeting and the percentage of such persons to all directors and also the percentage of the directors attending the meeting to the directors not attending the meeting;
- (b) Method of voting and counting, resolutions and results of voting (approved / not approved / abstain / invalid vote) of each agenda; and
- (c) Summary of important matters raised by shareholders and clarification from the Company, including names and last names of the persons asking the questions and the ones answering the questions.



#### *Shareholding Structure*

- The Company has no cross-shareholding and no pyramid shareholding structure within the Group to ensure that the Company has no mechanism for the prevention of business takeover that allows the management or the controlling person to use it as a self-defense in case of inefficient or non-transparent management.
- The Company gains distribution of free float shares over 40 percent.
- The total shareholding of Board of Directors (both directly and indirectly) are not more than 25 percent of the issued shares of the Company.