

**Document for Agenda 8 : To consider and approve the amendment of the Company's Articles of Association**

**Announcement of the National Council for peace and Order No. 74/2557**

**Subject: Teleconference through Electronic Devices**

*(Relevant material parts only)*

Clause 1. In this announcement of the NCPO:

“Teleconference through electronic devices” means meetings as required by the law conducted through electronic devices with participants consisting of at least one third of the quorum must be in the same meeting location, and all participants must be in the Kingdom during the meeting, though in different locations, and are able to consult each other and express their opinions through electronic devices.

“Meeting participants” means members of a committee, members of a subcommittee, secretary, and assistant secretary of such committee or subcommittee.

Clause 4. The conduct of a teleconference must be in accordance with security standards for teleconference meeting which the Ministry of Information and Communication Technology has set and announced in the Royal Thai Government Gazette.

Clause 5. Meeting invitation letters and meeting documents can be sent to participants by electronic mail services. However, meeting organizers must retain a copy of such letters and documents which can be kept as electronic data as well.

Clause 6. In a teleconference, meeting organizers are required to:

- (1) Arrange for all participants to the teleconference to identify themselves before joining the meeting.
- (2) Produce meeting minutes in document form.
- (3) Make an audio record or both visual and audio record, depending on each specific case, of all participants for the whole session of the meeting in the form of electronic data, except in case of confidential meeting, which shall be considered as a part of the meeting minutes.

**Clarification of the Department of Business Development**

**Re: A Teleconference through Electronic Devices of Registered Partnerships, Limited Companies, Public Limited Companies, Trade Associations and Chambers of Commerce under the Announcement by the National Council for Peace and Order Re: Teleconference through Electronic Devices dated 27 June 2014**

*(Relevant material parts only)*

Clause 1. “Teleconference through electronic devices” means meetings as required by the law conducted through electronic devices with participants consisting of at least one third of the quorum must be in the same meeting location, and all participants must be in the Kingdom during the meeting.

Clause 3. An electronic meeting must be held via a controlled electronic system applying IT security measures by voice and/or video recording (as the case may require) of all meeting attendants throughout the meeting period, including computer traffic data from such voice or video record. Such controlled electronic system must contain fundamental components according to the Notification of the Ministry of Information Technology and Communication on Security Standards for Teleconference through Electronic Devices B.E. 2557 dated 24 November 2014.

Clause 5. A public limited company, trade association and chamber of commerce may hold a meeting through electronic media only if their articles of association is prescribed such holding of a meeting through electronic media.

Clause 6. An invitation to an electronic meeting and meeting documents for a meeting through electronic devices can be implemented under the method and timeline, specified by the applicable laws and regulations, or can be sent via e-mail, provided that such e-mail must be sent in accordance with the timeline and published in newspaper as required by the laws and regulations.