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Regulatory and Compliance

## Amended Public Limited Companies Act – Holding Meetings Now Easier

### Introduction

With effect from 24 May 2022, the Public Limited Companies Act (No. 4) B.E. 2565 (2022) ("**Amended Act**"), has added and amended provisions relating to director and shareholding meetings. The new amendments will make it easier to send notices and conduct meetings by electronic means and will also streamline other processes for the conduct of meetings.

We have summarized the key provisions below.

### Notices

The Amended Act allows the sending of a notice, advertisement or publication via electronic methods subject to the rules as prescribed by the registrar.

The company or the director(s) may send a notice or documents to the directors, shareholders, or the company's creditors via electronic methods, subject to the consent from such person, in accordance with the rules as prescribed by the registrar.

### Meetings of the Board of Directors

According to the Amended Act, a meeting of the Board of Directors ("**BOD Meeting**") can be conducted via electronic methods, provided that the company's Articles of Association do not otherwise prohibit the use of such a notice. The principal business office shall be deemed the place of the meeting.

Where at least two directors request the Chairman to call a BOD meeting under Section 81 of the Amended Act, the new Section 81 requires that the request states the topic and supporting reasons for the matter to be considered. If the Chairman does not call the BOD meeting as requested by such directors under Section 81 within 14 days, the directors who make a request may, within 14 days, call for a BOD Meeting after the lapse of the 14-day period.

Where there is no Chairman, the vice chairman shall call the BOD meeting. If there is no vice chairman, at least two directors may jointly call the BOD meeting.

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The notice of the BOD meeting shall be sent to directors not less than three days prior to the date of the BOD meeting. However, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, an invitation to the BOD meeting may be sent via electronic methods or by other means.

## Meeting of Shareholders

According to the Amended Act, the shareholders' meetings may be conducted via electronic methods, provided that the company's Articles of Association do not otherwise prohibit it. The principal business office shall be deemed the place of the meeting.

In case of the shareholders' meeting called by shareholders under Section 100 of the Amended Act, the shareholders who call the shareholders' meeting may send the notice via electronic methods, provided that such person has informed or given consent to the company or the directors.

An appointment of a proxy may be conducted via electronic methods, provided that such method shall be secure and reliable in ensuring that the proxy is truly appointed by such shareholder subject to the rules as prescribed by the registrar.

In respect of those provisions which will be further clarified by rules prescribed by the registrar, these rules are still in the process of being drafted by the Department of Business Development of the Ministry of Commerce and are expected to be issued by early next year.

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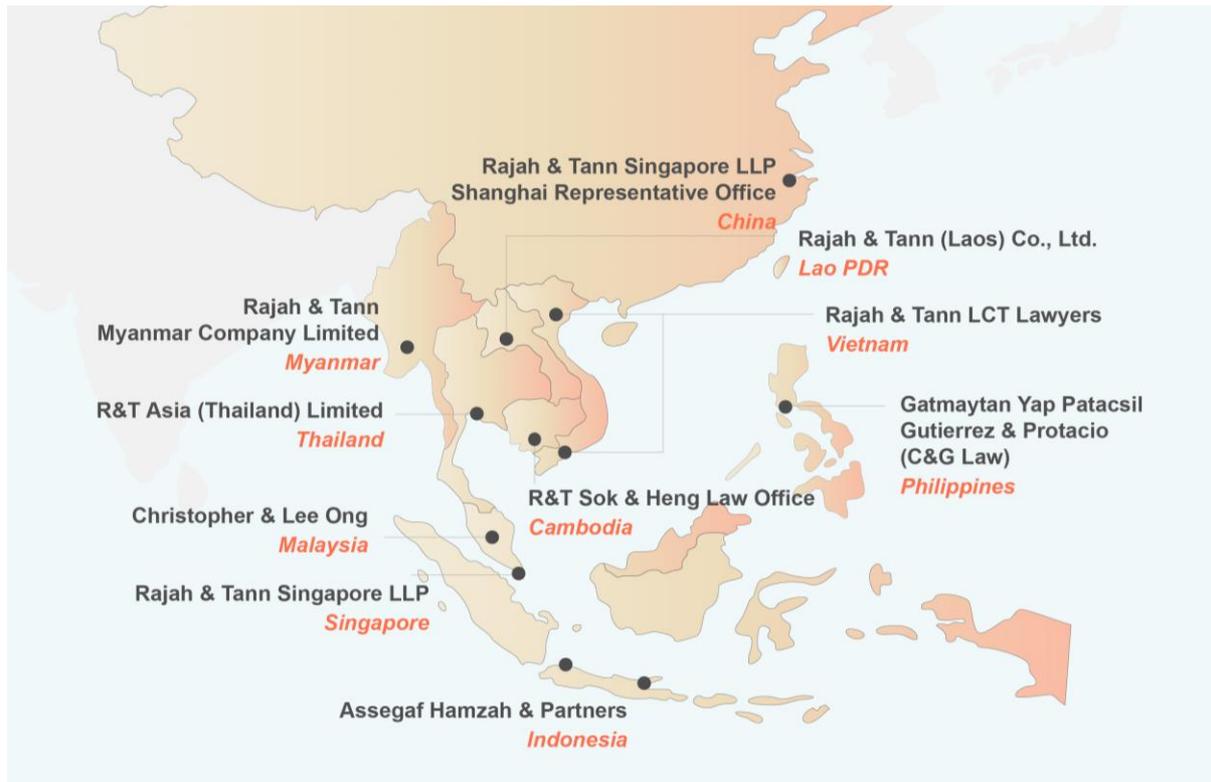
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