

Rights of Shareholders

The Company respects the basic rights of its shareholders as investors, and as owners of the Company, on an equal basis of treatment. The shareholders are eligible to acknowledge the performance, management policy, properly enter into connected transactions, and access facts through the website of the Stock Exchange of Thailand at: www.set.or.th. Shareholders are assured that such rights are always protected and treated fairly. For example:

- The right to attend the general meeting of shareholders, which is usually held once a year, on an informed date, time and venue. The Company shall send the invitation and attachment with sufficient detail and completeness, accompanied by the opinions of the board of directors in every agenda. The details are as follows:

- Information for persons who have been nominated as director in place of those who are due to retire by rotation.
- Information background of the person who makes the nomination.
- Specific rules and regulations of the Company in regards to the shareholders' meeting.
- Document and evidence that the attendees are required to present before attending the meeting.
- Advice on using proxy to register, and voting process in the shareholders' meeting.
- Map of the general meeting of shareholders.
- Proxy Form B (a form with specific detail).

The Company shall prepare a proxy statement based on the notifications of the Ministry of Commerce. There are 3 types of forms. Form A, Form B, and Form C. Shareholders are given the right to choose from these choices, all available for download from the Company's website. This will allow the shareholders time to consider and decide on each voting at least 7 days in advance.

The Company shall publish the invitation in newspapers for three consecutive days, not less than three days prior to the meeting. The shareholders can pre-register prior to the meeting not less than one hour.

- The Company adds another channel to distribute the invitations and attachments, via the Company's website at: www.principalcapital.co.th. This allows the shareholders more time to consider important agenda.

- The Company gives the right to shareholders who attend the meeting after it starts, to vote on the agenda item being considered and not yet voted. The persons will be counted as the quorum from the agenda item they have attended and voted on.

- At a shareholders' meeting – before the agenda starts to roll – all members of the board and auditors who attend the meeting shall be introduced. The shareholders shall be informed how to vote, and will be informed about their rights. The chairman of the meeting must manage to keep the meeting's agenda items on track as indicated in the invitation, allocating sufficient time for presenting each agenda item, and open opportunities for the shareholders to express their opinions, and ask questions about the Company's operation. The meeting shall be completely recorded in details by proper minute taking. All resolutions and vote counting shall be concluded on transparent and fair basis. In the 2014 annual general meeting of shareholders, in an agenda regarding the selection of new directors to replace those retiring by rotation, the Company invites each individual shareholder to vote to elect directors he/she prefers.

During the meeting, the board presents an opportunity for shareholders to express their opinions, suggestions or questions on each agenda freely before voting. The Company prepares a detailed and complete report, based on the facts in the meeting, to the shareholders after the meeting. The report is also submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days after the meeting, and distributed through the Company's website at: www.principalcapital.co.th. The Company is in the process of considering appropriate guidelines and the possibility to provide an opportunity for shareholders to nominate directors and agenda, through its website, as benefits the Company best.