



### Thailand Legislation Update: Amendment to the Public Limited Companies Act

#### Background

On 23 May 2022, the latest amendment to the Public Limited Companies Act (No. 4), B.E. 2565 (2022) (the “**PLC Amendment**”) was published in the Government Gazette and it became effective on May 24, 2022. The PLC Amendment aims to facilitate public limited companies by allowing greater use of electronic communications in their business operations. The latest amendment is a follow-up to the proposed amendments of the same, which we covered last year in our article [Technological Advancements Enable Amendments to the Public Limited Companies Act](#).

#### Details of the PLC Amendment

The significant developments can be summarized as follows:

Description	Before PLC Amendment	After PLC Amendment
<b>Publications</b>	Any notice or statement made under the PLCA shall be published in a Thai-language daily <u>newspaper</u> distributed in the area where the headquarters of the company is located.	Additional option inserted that; Any notice or statement made under the PLCA may also be published via <u>electronic means in place of publication in a newspaper</u>
<b>Delivery of Notice or Documents</b>	Any notice or document shall be sent via <u>registered post</u> to the designated address as provided by the recipient to the company. In the absence of any notification of its address, such notice or document shall be sent to the recipient at his/her home address.	Additional option inserted that; Upon request by or with the consent of the company’s directors, shareholders or creditors, delivery of any notice or document to such persons may be made via electronic means.

June 2022

Get in touch

**Kudun Sukhumananda**  
Partner  
[kudun.s@kap.co.th](mailto:kudun.s@kap.co.th)

**Thitawan Thanasombatpaisarn**  
Senior Associate  
[thitawan.t@kap.co.th](mailto:thitawan.t@kap.co.th)

**Supatra Kerinsaguna**  
Senior Associate  
[supatra.k@kap.co.th](mailto:supatra.k@kap.co.th)



**Kudun and Partners**

23rd Floor, Unit C and F,  
Gaysorn Tower 127,  
Ratchadamri Road,  
Lumpini, Pathumwan  
Bangkok, 10330, Thailand  
[contact@kap.co.th](mailto:contact@kap.co.th)

Description	Before PLC Amendment	After PLC Amendment
<p><b>Meetings of Directors and Shareholders</b></p>	<p>Meetings of the company's board of directors or shareholders <b>shall be held in the locality where the headquarters of the company are located or in a nearby province</b>, unless the articles of association of the company specify otherwise.</p>	<p>Replaced with the following provision;</p> <p>Unless the articles of association of the company specify otherwise, the meetings of the company's board of directors or shareholders may be <b>held via electronic means in accordance with the relevant laws and regulations. The headquarters of the company shall be deemed to be the venue of such meetings.</b></p>
<p><b>Summoning of Board of Directors' Meetings</b></p>	<p><u>If there is a chairperson of the board of directors</u></p> <p>Meetings of the board of directors shall be summoned by the chairperson of the board of directors. If a request is made by at least two directors to summon a meeting of the board of directors, the chairperson of the board shall fix the date of the meeting within 14 days from the date of the request.</p>	<p><u>If there is a chairperson of the board of directors</u></p> <p>Replaced with the following provision;</p> <p>Meetings of the board of directors shall be summoned by the chairperson of the board of directors. <b><u>If it is reasonable or for the protection of the company's benefit</u></b>, at least two directors may jointly request that the chairperson summons a board of directors' meeting <b><u>and they shall also propose the meeting agenda to the chairperson.</u></b> In this case, the chairperson shall summon and fix the date of the board of directors' meeting within 14 days from the date of the request.</p> <p>In the case where the chairperson does not summon and fix the date of the meeting within the period specified in the above paragraph, the requesting directors may jointly summon and fix the date of the meeting to resolve the proposed agenda items within 14 days from the end of such 14-day period mentioned in the above paragraph.</p>

## About Us

### Capital Markets Practice Group

Praised by our clients for providing cutting-edge advice on complex securities and regulatory matters, our capital markets practice continues to represent many companies in their IPO transaction covering various sectors. We advise our clients on pre-and post-issue matters such as corporate restructurings, debt refinancing and liability management including a complete solution for evaluating capital market issues ensuring the correct set up for tax optimization through pre-IPO strategies.

We successfully represented Prosper Engineering Public Company Limited (mai: PROS) on its domestic initial public offering on the Market for Alternative Investment (mai) with an approximate total paid up capital of THB 270 Million, the first time in history that the IPO ceremony is held exclusively online and has offered a 100% return to investors from the IPO price, which won "Deal of the year" award by In-House Community 2021.

Description	Before PLC Amendment	After PLC Amendment
<b>Summoning of Board of Directors' Meetings (Cont')</b>	<u>If there is no chairperson of the board of directors</u>  N/A	<u>If there is no chairperson of the board of directors</u>  In the absence of a chairperson of the board of directors, the vice-chairperson shall summon the meeting of the board of directors. In the case of the absence of a vice-chairperson, a board of directors' meeting may jointly be summoned by at least two directors.
<b>Notice Period of a Board of Directors' Meeting</b>	Notice of a board of directors' meeting shall be sent by the chairperson or any authorized persons <b>at least 7 days</b> prior to the date of the meeting.	Notice of a board of directors' meeting shall be sent to the directors at least <b>3 days</b> prior to the date of the meeting.
<b>Delivery of Notice of Shareholders' Meeting (Meetings Summoned by Shareholders)</b>	In the case where a shareholders' meeting is summoned by the shareholders, the notice may be sent <b>via registered post.</b>	In the case where a shareholders' meeting is summoned by the shareholders, the notice may be sent <b>via electronic means.</b>
<b>Appointment of Proxies</b>	The appointment of a proxy for a shareholders' meeting may be made <b>in writing and signed by the appointor.</b>	The appointment of a proxy for a shareholders' meeting may be made <b>via electronic means as prescribed by the relevant registrar.</b>

For more information, please get in touch with our Capital Markets Team, or alternatively, please contact the authors.

All information, content, and materials contained in or referred to in this article do not, and are not intended to constitute, legal advice and are purely provided for general informational purposes only. For more information, please contact the authors.