

## Regulatory Corporate Compliance from the Department of Business Development: (“DBD”)

The Director-General of the Department of Business Development issued an Announcement dated November 2, 2020, cancelling the previous Announcement of the Department of Business Development from March 4, 2020, regarding measures to cope with the spread of Coronavirus 2019 or COVID 19, which may affect the organization of corporate meetings in 2020. This 2<sup>nd</sup> of November Announcement will become effective on December 1, 2020, onwards.

### The DBD clarifies its directions as follows:

1. Time-frame of the meeting, submission of the list of shareholders, and the submission of the financial statements as required by law:

Juristic person	Meeting	Filing	
		List of shareholders	Financial statements
Limited Company	Within 4 months from the end of the fiscal year	<u>Within 14 days</u> from the date of the general meeting of shareholders	<u>Within 1 month</u> from the date the financial statements approved by the General Meeting
Public Company Limited		Within 1 month from the date of the general meeting of shareholders	Within 1 month from the date the financial statements approved by the General Meeting
Trade association	Within 120 days from the end of the accounting year	-	Within 30 days from the day of the General Meeting
Chamber of Commerce		-	

2. Effective from December 1, 2020, onwards, the Limited Company, the Public Company Limited, the Trade Association, and the Chamber of Commerce that have a fiscal accounting year on or before July 31, 2020, and the required meeting has not yet been held, shall proceed as follows:

2.1 A Company Limited, Public Company Limited, Chamber of Commerce, or Trade Association shall hold the shareholders or members meeting as applicable which shall be completed before the announcement date comes into force. This means the meetings must be held from now until November 30, 2020, and then submit the list of shareholders and financial statements according to the periods in item 1

2.2 Prepare a letter explaining the reason for the delay in holding the meeting and submitting the letter of clarification before January 4, 2021, through the following channels:

(1) Online channel at [www.dbd.go.th](http://www.dbd.go.th)

Online Service Topic> Electronic Financial Statement Submission System (DBD e-Filing)> e-Filing News

-Measures to support the spread of COVID-2019 or COVID-19

- Notice of the meeting in Google Form format

(Please login to GMAIL before clicking and filling the form)

Or \* [Click here to download Example of letter of explanation](#) \* and submit by \* [Click here to submit letter of explanation online](#) \*

(2) Self-filing at the Department of Business Development or the Office of Business Development Regions 1, 6, or the Provincial Commercial Offices nationwide

3. Examples of meetings, submission of the list of shareholders, and filing financial statements  
 - When the juristic person has a fiscal year ended on July 31, 2020, and has not held an annual general meeting of shareholders, the juristic person shall hold a meeting and submit the list of shareholders and submit the financial statements as follows:

Juristic person	Meeting	Filing (In case of holding a meeting on 30 November 2020)	
		List of shareholders	Financial statements
Limited company (Fiscal year July 31, 2020)	No later than 30 November 2020	<u>Within 14 days</u> (14 December 2020)	<u>Within 1 month</u> 31 December 2020 (31 Dec 20 as Public holiday Therefore submitting on the next business day is 4 January 2020)
Public Company Limited (Fiscal year July 31, 2020)		<u>Within 1 month</u> 31 December 2020 (31 Dec 20 is a Public holiday Therefore submitting on the next business day is 4 January 2020)	<u>Within 1 month</u> 31 December 2020 (31 Dec 20 as Public holiday Therefore submitting on the next business day is 4 January 2020)
Trade association / Chamber of Commerce (Accounting year July 31, 2020)	<u>Over 120 days</u> (But no later than 30 November 2020)	-	<u>Within 30 days</u> 30 December 2020
A letter explaining the reason for the delay of the meeting shall be prepared and submitted by January 4, 2021			

#### 4. Penalty provisions

For the juristic person with the fiscal year ended from August 1, 2020 onwards, i.e., types of limited companies and public companies limited that hold an annual general meeting of shareholders more than 4 months from the end of its fiscal year and trade associations and chambers of commerce that hold their general meetings more than 120 days from the end of the fiscal year shall be liable to a fine as follows:

4.1 Limited companies according to the penalties under the Act on the Registered Partnership Offenses, Partnership, Limited Company, Limited Association, and Foundation 1956.

Offenses	Penalty rate	
	Company	Directors who have authority to sign to bind the company (each)
Do not arrange a balance sheet for approval at the general meeting of shareholders within 4 months from the date of being posted on the balance sheet (Section 1197)	6,000 baht	6,000 baht

4.2 Public Company Limited according to the Public Limited Companies Act, B.E. 2535

Offence	Penalty rate	
	Make a guilty plea from the date of receiving the book	The board
A shareholders meeting is not held within 4 months from the end of the fiscal year of the company (Section 98, paragraph one)	Make a guilty plea when an offense is found (No Notice issued)	4,000 baht
	Within 30 days	6,000 baht
	Within 60 days	8,000 baht
	Over 60 days	12,000 baht

4.3 Trade Association according to the Trade Association Act 1966 and Chamber of Commerce according to the Chamber of Commerce Act 1966

Offence	Penalty rate	
	Trade Association	Chamber of Commerce
The balance sheet is not presented for approval to the general meeting within 120 days (Trade Association M.27 / Chamber of Commerce M.34)	1,000 baht	1,000 baht