

NOTIFICATION OF THE STOCK EXCHANGE OF THAILAND

**Re : Rules, Conditions and Procedures Governing the Preparation
of Delisting Rehabilitation Plans**

By virtue of Clause 30/3 of the Regulations of the Stock Exchange of Thailand Re : Rules, Conditions and Procedures Governing Listing and Delisting of Securities dated March 12, 1993, as amended by the Regulations of the Stock Exchange of Thailand Re : Rules, Conditions and Procedures Governing Listing and Delisting of Securities (No. 3) dated January 16, 1995 and (No. 7) dated January 15, 1997, the Stock Exchange of Thailand hereby stipulates the rules, conditions and procedures governing the preparation of delisting rehabilitation plans as per the attachment hereto.

This Notification shall come into force on the 22nd day of January 1997.

Notified on this 15th day of January 1997.

(Signed) Singh Tangtatswas

(Mr. Singh Tangtatswas)
President

RULES, CONDITIONS AND PROCEDURES GOVERNING THE PREPARATION OF DELISTING REHABILITATION PLANS

Clause 1 Responsible persons or entities

- : The Board of Directors of the listed company which may be subject to delisting;
- : The independent financial advisors who take part in the preparation of the rehabilitation plan (the delisting financial advisors must be the same financial advisors who were involved in the company's original listing application);
- : The auditor who reviews the pro forma statements;
- : Any other experts who provide advice, opinions or are involved in the preparation of the rehabilitation plan and the pro forma statements (if any).

Clause 2 Duties and Liabilities of the Persons or Entities in Clause 1

- : To use their knowledge and expertise to guarantee the proposed delisting rehabilitation plan and the pro forma statements are feasible, and prepared with the utmost care and prudence, based on reasonable assumptions that use clearly supported facts and evidence;
- : To ensure that there is no material information left undisclosed by those who prepare the delisting rehabilitation plan and pro forma statements.

Clause 3 The delisting rehabilitation plan shall include:

3.1 Analysis of the nature and operation of the business, the strong and weak points of the company, financial analysis, and discussion of all possible risk factors in the past, present and during the period of the rehabilitation plan;

3.2 Analysis of the delisting problems, what caused them and their exact impact on the company. This section must cover all the factors and conditions that have impacted on the internal and external environments of the company during the preceding three years and during the term of the rehabilitation plan;

3.3 Short-term and long-term solutions for the problems that led to the delisting proposal, including step by step details of how each issue will be successfully resolved. This must be based on feasible assumptions and include procedures that will allow the results to be checked and monitored at the end of each step or phase of the rehabilitation plan;

3.4 Pro forma statements and consolidated pro forma statements audited by a certified public accountant that must include pro forma balance sheets, profit and loss statements, and cash flow statements and the assumptions used in preparing these pro forma statements. Such information must be presented on a quarterly and annual basis;

3.5 Formal confirmation and details of how the financial advisors and/or other experts took part in the management of the listed company during the preparation of the rehabilitation plan and the required pro forma statements. This must be done in accordance with the accepted standards of independent financial advisors.

Clause 4 Analysis Guidelines

4.1 Industry Analysis

- 4.1.1 General natures of the industry.
- 4.1.2 Condition of the industry.
- 4.1.3 Natures special to the industry.
- 4.1.4 Growth trends for the industry.
- 4.1.5 Development of products and technology.
- 4.1.6 Competition.
- 4.1.7 Company's position in the industry.

4.2 Operational Analysis

4.2.1 Production

- Production and capacity.
- Production costs.
- Development of products and technology.
- Machinery and equipment for production.
- Operational plan for expanding production.

4.2.2 Marketing

- Competitive analysis.
- Marketing plan.
- Marketing projections.

4.2.3 Finance

- Financial statements and material accounting policy.
- Financial statement analysis.
- Debts and liabilities.

4.3 Management Analysis

4.3.1 Directors and executives

- Details of directors and executives, such as

- Name, age, position, responsibilities.
- Employment duration with the company.
- Qualifications, such as employment history, and educational background.

- Organizational chart.

- Remuneration for directors and executives.

4.3.2 Company's personnel

- Number of staff and employees classified according to sections.

- Salary and wages.

4.4 Risk Assessment

4.4.1 In relation to niche marketing.

4.4.2 In relation to procurements from limited suppliers.

4.4.3 In relation to material change in technology affecting the company's operations.

4.4.4 In relation to trade barriers

4.4.5 In relation to changing consumer tastes and behavior towards the company's products and/or services.

4.5 Company's Material Assets

4.5.1 Nature of use.

4.5.2 Number.

4.5.3 Value.

4.5.4 Location.

4.5.5 Date and manner of acquisition.

In cases where a listed company has had the value of its assets assessed by an independent appraiser, the company must supply a copy of the appraisal report.

Clause 5 Deadlines for the Delisting Rehabilitation Plan and Financial Measures

A listed company facing delisting must present a rehabilitation plan and pro forma statements that has a maximum time frame of 2 years to resolve the problems that may lead to delisting. The pro forma statements must be presented on a quarterly basis and include production figures, distribution details, income information, production costs, marketing and administration costs, financial expenses and net profit figures as well as all other detail considered necessary and reasonable. All pro forma statements must be reviewed by the company's auditor.

If a listed company facing delisting requires more than 2 years to successfully implement its rehabilitation plan, the firm can request extra time to implement a long-term plan. However, the company must present clear objectives in terms of quantity and quality that can be easily and reliably evaluated.
