

REGULATIONS OF THE STOCK EXCHANGE OF THAILAND

Re: Disclosure of Information of the Companies Issuing Derivative Warrants, 2002

By virtue of Section 56 and Section 57 of the Securities and Exchange Act B.E. 2535 (A.D. 1992), which shall apply *mutatis mutandis* in accordance with Section 199 and the second paragraph (7) (10) and (17) of Section 170 of the same Act, the Board of Governors of the Stock Exchange of Thailand, with the approval of the Securities and Exchange Commission, hereby issues the following regulations:

1. These Regulations shall come into force on August 15, 2002. **Effectiveness**

2. The Regulations of the Stock Exchange of Thailand Re: Disclosure of Information of the Companies Issuing Derivative Warrants, 2000 dated September 25, 2000 shall be repealed. **Repealing provision**

3. In these Regulations: **Definitions**

“Exchange” means the Stock Exchange of Thailand;

“Office” means the Office of the Securities and Exchange Commission;

“listed securities” means the listed securities traded on the Exchange or the listed securities traded on the Market for Alternative Investment, as the case may be;

“listed company” means a company of which ordinary shares are listed on the Exchange, or the company having ordinary shares listed on the Exchange and being required by the Exchange to trade its securities on the “Market for Alternative Investment”, as the case may be;

“Notification of the SEC” means the Notification of the Securities and Exchange Commission governing reporting on disclosure of information concerning financial condition and results of operations of companies issuing securities;

“auditor” means an auditor approved by the Office;

“company issuing derivative warrants” means a company that issues derivative warrants and files an application for listing those derivative warrants as listed securities;

“derivative warrant” means a share derivative warrant or a securities index derivative warrant;

“share derivative warrant” means:

(1) a derivative warrant that grants the right to purchase shares issued by other company at any time or duration as prescribed, or

(2) a derivative warrant that grants the right to receive payment which is calculated from the difference between the price of shares issued by other

company at any time or duration as prescribed and the price as specified in the derivative warrant, specifically where the price of the shares issued by other company at any time or duration as prescribed is higher than the price specified in the derivative warrant;

“securities index derivative warrant” means a derivative warrant that grants the right to receive payment which is calculated from the difference between the securities index at any time or duration as prescribed and the securities index as specified in the derivative warrant, specifically where the securities index as prescribed is higher than the securities index specified in the derivative warrant;

“shares issued by other company” means the shares which are issued by any listed company other than the company issuing derivative warrants, and which are listed securities;

“underlying shares” means

(1) any one or more items of shares which the holders of share derivative warrants under the definition of “share derivative warrant (1)” are entitled to purchase from the company issuing derivative warrants,

(2) any one or more items of shares which the company issuing derivative warrants under the definition of “share derivative warrant (2)” has designated in order to use their prices as basis in calculating the difference of the share prices for the purpose of determining the amount which the holders of such derivative warrants are entitled to receive;

*“terms and conditions” means the terms and conditions governing the rights and duties of the company issuing derivative warrants and the holders of derivative warrants including term sheet.

(*Amended May 19, 2009)

CHAPTER 1

Preparation of Financial Statements and Report on Financial Condition and Results of operations

4. A company issuing derivative warrants shall prepare and submit its financial statements and reports on financial condition and results of operations according to particulars as follows:

- (1) quarterly financial statements reviewed by an auditor;
- (2) financial statements for accounting period which have been audited and provided with opinion by an auditor; and
- (3) annual information statement.

**Preparation and
submission of
financial
statements and
reports on
financial
condition and
results of
operations**

The company issuing derivative warrants shall prepare and submit its financial statements and results of operations under the first paragraph to the Office according to the rules and within the period of time stipulated in the Notification of the SEC.

In case that any company issuing derivative warrants has already prepared and submitted its financial statements and report on financial condition and results of operations to the Office according to Section 56 of the Securities and Exchange Act B.E. 2535 (A.D. 1992), it shall not be required to prepare and submit those financial statements and report to the Office under these Regulations.

Exemption from preparation and submission of financial statements

5. A company issuing derivative warrants shall also submit copies of the financial statements and report on financial condition and results of operations under Clause 4 to the Exchange.

Submission of copies of financial statements

6. In case that the results of operations under the statement of income and loss of a company issuing derivative warrants differ from those of the same period of previous year in excess of 20 per cent, the company issuing derivative warrants shall prepare a report clarifying the causes of such change and submit it to the Exchange along with the financial statements which it must submit under these Regulations.

Clarification in case of change in statement of income and loss in excess of 20 per cent

7. A company issuing derivative warrants must prepare a summary report on its results of operations according to the form of summary report on results of operations of listed company under the regulations of the Exchange governing form of summary report on results of operations of listed company, and submit it to the Exchange along with the financial statements which it must submit under these Regulations.

Preparation of summary report on results of operations

8. A company issuing derivative warrants shall submit the following financial statements and reports to the Exchange within the period of time stipulated in the Notification of the SEC through the electronic media under the regulations of the Exchange governing reporting and submission of information of listed companies through the electronic system:

Procedures for submission and reporting of information through electronic system

(1) financial statements and report on financial condition and results of operations under Clause 4;

(2) report on clarification of the causes of change under Clause 6; and

(3) summary report on the results of operations under Clause 7.

CHAPTER 2

Disclosure of Information Upon Occurrence of Any Circumstance

9. When there occurs any of the following circumstances to a company issuing securities, it shall disclose the information in form of report together with reasons to the Exchange without delay:

Circumstances that must be reported without delay

(1) When there is any circumstance under Section 57 of the Securities and Exchange Act B.E. 2535 (A.D. 1992).

(2) When there is an adjustment of right which causes a change in the exercise ratio and price of exercise under the derivative warrants.

(3) When the board of directors of the company issuing derivative warrants has a resolution as follows:

(a) To determine the date of meeting of the holders of derivative warrants, in which case an agenda of the meeting shall be submitted simultaneously;

*(b) To determine the date of the register book closing to suspend a transfer of derivative warrants purchasing shares or the date of the derivative warrant holders record;

*(*Amended August 29, 2008)*

(c) To change the procedures for management of risks arising from the issuance of derivative warrants; or

(d) To change or amend or prescribe the new terms and conditions.

(4) When there is an extension of time for the last exercise to the holders of derivative warrants in case of force majeure.

(5) Any other circumstance which has or would have an effect on the rights and benefits of the holders of derivative warrants, or the investment decision, or the change in price of derivative warrants.

A report under the first paragraph shall be made at least 1 hour before each securities trading session or after the securities trading hours on the Exchange.

In the event of force majeure which makes it impracticable to comply with the second paragraph, a report shall be made at least 1 hour before the first securities trading session on the following business day.

10. When a company issuing derivative warrants sends notice of meeting and meeting documentation to the holders of derivative warrants, the copies thereof shall be submitted to the Exchange simultaneously.

Submission of notice of meeting and meeting documentation

In case that the company issuing derivative warrants has holders of derivative warrants who are foreigners, the English translations of those notice of meeting and meeting documentation shall also be sent to them.

11. A company issuing derivative warrants shall submit the minutes of meeting of the holders of derivative warrants to the Exchange within 14 days from the date of such meeting.

Submission of minutes of meeting of DW holders

***12.** A company issuing derivative warrants shall notify the date of the register book closing and suspension of transfer of derivative warrants, or the date of the derivative warrant holders record for the purpose of determining any right to the Exchange not less than 14 days prior to such register book closing date or derivative warrant holders record date.

Reporting of schedule of closure of register and suspension of transfer or record date

In the case of a change of the date of the register book closing or the date of the derivative warrant holders record from the dates which have been reported to the Exchange under the first paragraph, the Exchange shall be notified of such change at least 7 days prior to the register book closing date or derivative warrant holders record date which has been notified.

*(*Amended August 29, 2008)*

13. Where there is any of the following circumstances, a company issuing derivative warrants shall make a report to the Exchange together with reasons within the prescribed period:

Circumstances that must be reported within prescribed period

(1) When there is a requirement for the delivery in cash, a report on the reference price used in calculating the value of cash delivered shall be made after the securities trading hours on the Exchange on the date of the exercise of the rights under derivative warrants.

(2) Where there is compensation for damage due to inability to deliver the underlying shares upon the exercise of derivative warrants, a report shall be made within 3 business days from the date of occurrence of such circumstance.

(3) Where there is a change or amendment to a custody agreement or an execution of a new agreement, a report shall be made within 7 days from the date of such change or amendment.

(4) When there is a disclosure of additional information to the Office, the disclosure of such information shall also be made on the same day as the disclosure to the Office.

(5) When there is an exercise under the derivative warrants by the holders of derivative warrants, a report on the result of exercise shall be made within the business day following the date of exercise under the derivative warrants.

***13/1** A company issuing derivative warrants with partial collateral or without collateral shall report distribution amount of derivative warrants (outstanding units) of the last day of each week to the Exchange. The Exchange may disclose such information to public when it deems appropriate.

*(*Added May 19, 2009)*

***13/2** A company issuing derivative warrants with partial collateral or without collateral shall report monthly performance of the market maker within 3 business days of the last day of each month.

*(*Added May 19, 2009)*

***14.** A company issuing derivative warrants shall also report the circumstances under Clause 9, Clause 12, Clause 13 and Clause 13/2 to the Exchange through the electronic media according to the regulations of the Exchange governing reporting and submission of information of listed companies through the electronic system.

Procedures for reporting information through electronic system

*(*Amended May 19, 2009)*

CHAPTER 3

Posting of Sign of Temporary Suspension of the Trading of Listed Securities

15. The rules, conditions and procedures for temporary suspension of the trading of derivative warrants shall be in accordance with the regulations of the Exchange governing temporary suspension of the trading of listed securities.

Criteria for ordering temporary suspension of DW trading

*In case that the company issuing derivative warrants has the financial condition or the operational result that may affect an ability of the company in performing the obligations or in complying with the terms and conditions , the Exchange may announce the suspension of derivative warrants issued by such company.

*The Exchange may order the temporary suspension of derivative warrants by posting the SP (Suspension) sign on the board of such securities prior to the expiration dates and on the expiration date of the derivative warrants for a total of 4 business days.

(* Added May 19, 2009)

16. In case that the Exchange orders a temporary suspension of the trading of listed securities of a listed company of which the underlying shares are used as reference by the company issuing derivative warrants by posting the H sign (Trading Halt) or SP Sign (Suspension) on the board of such securities, the Exchange shall also prohibit the trading of such derivative warrants.

Temporary suspension of trading of underlying shares

Notified on this 5th day of August 2002.

(Signed) Chavalit Thanachanan

(Mr.Chavalit Thanachanan)
Chairman of the Board
The Stock Exchange of Thailand