

(Translation)

(Bor.Jor./Ror. 11-00)

(UNOFFICIAL TRANSLATION)

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## **REGULATIONS OF THE STOCK EXCHANGE OF THAILAND**

### **Re : Listing of Securities of the Company Formed by Amalgamation of Companies, 1999**

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By virtue of the second paragraph (1) and (7) of Section 170 of the Securities and Exchange Act B.E.2535 (A.D.1992), 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 December 16, 1999.

**Effectiveness**

2. In these Regulations :

**Definitions**

“Exchange” means the Stock Exchange of Thailand;

“Board” means the Board of Governors of the Exchange;

“listed securities” means securities listed or authorized to trade on the Exchange;

“listed company” means a company of which ordinary shares are listed on the Exchange;

“new company” means the public limited company formed by the amalgamation of the companies to be amalgamated.

3. When a listed company wishes to amalgamate with another listed company or non-listed company, it shall proceed as follows:

**Disclosure of  
information**

(1) On the date on which the board of directors of the listed company or the shareholders’ meeting of the listed company passes a resolution approving the amalgamation of the listed company, the listed company shall comply with the regulations of the Exchange governing the events which a listed company is required to report in accordance with Section 57 (6). The information which the listed company is required to disclose must contain at least the particulars under Schedule (1) annexed hereto.

(2) When the board of directors of the listed company passes a resolution fixing the date of the joint shareholders’ meeting of the companies to be amalgamated according to the law on public limited companies, the listed company

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shall comply with the regulations of the Exchange governing disclosure of information and any actions by listed company. The information which the listed company is required to disclose must contain at least the particulars under Schedule (2) annexed hereto.

*\*3)* The listed company shall file an application for listing securities of the new company to the Exchange.

*(\*Added November 6, 2012, Force on December 3, 2012)*

**\*4.** When a listed company wishes to amalgamate with a non-listed company, and such amalgamation is regarded as a Class 4 transactions under the Notification of the Board of Governor of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, the listed company shall submit to the Exchange an application for listing securities of the new company not less than 30 days prior to the date of the joint shareholders meeting of the companies to be amalgamated according to the law on public limited companies.

**Filing of application for listing securities**

The Board will consider the application for listing securities of the new company under the first paragraph in accordance with the criteria in considering the application as specified in Class 4 transactions under the Regulations of the Exchange concerning disclosure of information and other acts of listed companies concerning the acquisition and disposition of assets, and may grant exemption of the following qualifications:

(1) distribution of minority shareholdings;

(2) net profit after tax derived from the ordinary course of its business operation, specifically where the Board deems that the amalgamation will enhance the business of the listed company.

*(\*Amended November 6, 2012, Force on December 3, 2012)*

**5.** When the Board deems appropriate, the Board may prescribe any additional conditions to be performed by the listed company wishing to be amalgamated.

**Prescription of conditions**

The prescription of any conditions under the first paragraph must involve the issue concerning the rules stipulated in accordance with the regulations of the Exchange governing listing of securities and maintenance of status of listed company.

**6.** The securities of the new company must be fully qualified in accordance with the regulations of the Exchange governing listing of securities.

**Qualifications of securities of new company**

**7.** When the Board resolves that it is expedient to approve the securities of the new company as listed securities, such securities shall become listed securities on the date on which the registrar registers the amalgamation and the listed securities of the listed company amalgamated shall be delisted and lose their status as listed securities on the same day.

**Date of approval of securities**

If the listed company to be amalgamated has the debentures, convertible debentures or warrants on ordinary shares or preferred shares or debentures which are

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listed securities prior to the date of amalgamation, after the Board approves the securities of the new company under the first paragraph as listed securities, such securities shall become listed securities of the new company on the date on which the registrar registers the amalgamation and the listed securities of the listed company amalgamated shall be delisted and lose their status as listed securities on the same day.

**8.** The new company shall pay fees for listing securities at the rates and within the period of time specified by the Board.

**Listing fees**

**9.** The listed company shall report to the Exchange the submission of application for registration of the amalgamation and the registration of the amalgamation on the date of submission of the application for registration of the amalgamation and on the date on which the registrar registers the amalgamation, as the case may be.

**Report on registration of amalgamation**

The listed company shall submit to the Exchange the documents specified in Schedule (3) annexed hereto within 7 days from the date on which the registrar registers the amalgamation.

When it is not possible to comply with the first paragraph or the second paragraph due to force majeure, the listed company shall report or submit the documents, as the case may be, to the Exchange at least 1 hour prior to the first session of the trading time of the following business day.

**10.** The submission of report by the listed company under Clause 9 shall be in accordance with the procedure under the regulations of the Exchange governing reporting and submission of information of listed companies through electronic system.

**Procedure for submission of report**

**11.** In case that there is any ground to delist the ordinary shares of the listed company amalgamated under Clause 3 pursuant to the regulations of the Exchange governing delisting of securities, such ground shall be deemed to exist for the purpose of considering the delisting of ordinary shares of the new company.

**Ground to delist ordinary shares of listed company amalgamated**

When the Board deems appropriate, it may grant relaxation on the ground for delisting ordinary shares for the new company.

**12.** The regulations of the Exchange governing listing of securities specifically in the parts of qualifications of securities, qualifications of applicant, submission of application and approval of securities, delegation of securities registrar and compliance with law on securities and exchange, regulations of the Exchange or listing agreement as well as circulars of the Exchange required to be observed shall apply to the new company insofar as they are not in violation of or inconsistent with these Regulations.

**Application of regulations of the Exchange insofar as they are not in violation or inconsistent**

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Notified on this 9th day of December 1999.

(Signed) Amaret Sila-on

(Mr. Amaret Sila-on)  
Chairman of the Board  
The Stock Exchange of Thailand

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**\*Schedule annexed the Regulations  
signify particulars of information and documents  
which the listed company shall disclose and submit**

**Schedule (1) The information shall report to the Stock Exchange of Thailand when the board of directors of the listed company resolves to amalgamate the company:**

1. Name of companies to be amalgamated together and tentative information about the business.
2. New company's name. (if any)
3. Objectives or benefits expected to receive out of the amalgamation.
4. Steps, timeframe and procedures of amalgamation together with material contents regarding the amalgamation; for example, how to allocate shares in a new company to shareholders, number of allocated shares, ratio and price per share.
5. Conditions to comply according to the regulations of relevant agencies. (if any)
6. Shareholders' meeting date and share register closing date or record date for attending the shareholders' meeting.
7. Any other information which affects or may affects the rights and benefits of shareholders, their investment decisions or to the change of securities price of listed companies.

**Schedule (2) The information shall report to the Stock Exchange of Thailand when the board of directors of the listed company resolves to joint shareholders' meeting of the company to be amalgamated**

1. New company's name.
2. Details of new company's share allocation to shareholders.
3. Capital of the new company
4. List of directors, independent directors and authority of directors of the new company.
5. New company's auditor.

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6. Joint meeting date of shareholders of companies about to be amalgamated and share register closing date or record date for attending the shareholders' meeting.
7. Other matters as required by the Stock Exchange of Thailand.

**Schedule (3) The documents shall be submitted to the Stock Exchange of Thailand when already registered the amalgamation**

1. Copy of certificate of registration of company.
2. Copy of certificate of listed company. (new company)
3. Memorandum and regulations of listed company. (new company)
4. Shareholders' list of listed company. (new company)
5. Samples of signature of authorized directors who are authorized to act on behalf of the company
6. List and the sample of signature of the person who is authorized to report the information to the Stock Exchange of Thailand
7. Report of director's securities holding
8. Other documents as required by the Stock Exchange of Thailand.

*(\*Amended August 29, 2008)*