

Bor.Jor.(Wor) 1/2019

March 21, 2019

Subject: The regulations adjustment according to Regulation Reform plan

To: Managing Directors of

Listed companies, asset management companies, REITs managers and financial advisors of all companies

Reference: SET's regulation governing Listing of ordinary shares or preferred shares as listed securities
B.E. 2558 (2015) in section 6 about the maintaining status of listed companies

Enclosure: 1. Summary of principle of adjusted SET's regulations
2. Summary of adjusted SET's regulations
3. Training schedule of adjusted Free Float report preparation system

According to The Stock Exchange of Thailand (SET) is in the process of Regulatory Reform project in order to adjust SET's regulations and actions to reduce redundancy of process and regulations and to be complied with current circumstance and benefit for related parties while maintaining the balance of regulation efficiency,

SET has received useful opinions and suggestions from related persons in capital market and these will be applied for consideration to adjust regulations and submission system. Detail of the adjustments for initial phrase is shown as follows;

1. The adjustment of temporary trading suspension (Suspension – SP) by allowing of temporary trading after the securities have been suspended for a period of time or before being delisted SET will allow temporarily trading after the securities have been suspended for a period of time, resulting from the listed companies are unable to disclose material information, financial statements and the auditor issues adverse opinion on the financial statements, in order to provide opportunity to investors for trading before such securities will be posted SP sign if the cause cannot be solved including the allowing for trading before being delisted. The risk limitation measure will be applied with aforementioned actions for investors to be careful in such trading period by purchasing with Cash Balance account (the customers have to pay the full amount in cash prior to purchasing) and NC (Non-Compliance) sign will also be posted.

2. The regulations adjustment to reduce redundancy and to be complied with the Securities & Exchange Commission (SEC)'s regulations such as listing of holding company and Infrastructure company regulations and disclosure regulations.

The detail of adjusted regulations and related principles are shown in the enclosure No. 1 and No. 2. The effective date is on April 1, 2019 onwards. The listed companies can download related documents via www.set.or.th under "Rules/Regulations" and "Regulations – SET Circular of the Listing and Disclosure Department".

3. The adjustment of Free Float report preparation system to facilitate and support electronic submission the approver can submit report to the same channel as other news and reports submission through SET Portal System instead of submitting report signed by company's authorized person.

The listed companies can study report preparation through these following channels;

- Training held on April 19, 2019. Detail as shown in the enclosure 3
- Free Float report preparation manual

https://www.setportal.set.or.th/setdd/static/manual_user_manual.jsp

- VDO tutorial

https://www.setportal.set.or.th/setdd/static/manual_vdo_tutorial.jsp since April 9, 2019

Please be informed accordingly,

Yours sincerely,

(Signed) Paveena Sriphothong

(Paveena Sriphothong)
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Head of Market Supervision Division
(On behalf of President)

Listing and Disclosure Department

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Summary principle of adjusted SET's regulations

1. The allowing of temporary securities trading before long trading suspension or being delisted

Rule	Current	Adjusted
• The company is unable to disclose material information or financial statements or the auditor issues adverse opinion on the financial statements.	SP sign will be posted until the cause is solved.	The securities with SP sign posted for 3 months, the trading will be allowed for 1 month with NC sign posted and can be purchased with Cash Balance account only.
• The company which its operation performance or financial position is subjected to be delisted.	When the company disclosed rehabilitation plan, the securities' trading will be allowed for 30 days.	When the company disclosed rehabilitation plan, the trading will be allowed for 1 month with NC sign posted and can be purchased with Cash Balance account only.
• The company has been ordered to be delisted.	-	The trading will be allowed for 7 business days before delisting with NC sign posted and can be purchased with Cash Balance account only.

Nevertheless, the listed company which has been posted SP sign or subjected to be delisted prior to the effective date and never been allowed for trading in mentioned period, SET will also allow for trading 1 month after 3 months of effective date.

2. The disclosure

Rule	Current	Adjusted
• The joint investment or investment cancellation with other companies from 10% of the joint investment company's paid up capital • The material change of investment project	Immediately	Cancelled
• The directors or authorized persons' biography submission	Within 3 business days	Within 7 business days

3. Listing consideration

Rule	Current	Adjusted
• Holding Company (Holding Co.)	<ul style="list-style-type: none"> • Holding Co. and its core company have to meet qualification of operating result as listing regulation. • Holding Co. can change its core company after 3 years of the first trading date. 	<ul style="list-style-type: none"> • Holding Co. has to meet the qualification of operating result as listing regulation. • Holding Co. can change its subsidiary operating main business and generated main profit as of application date after 3 years since the securities' trading commencement date. Holding Co. which has not reached 3 years of holding its core company, has to be complied with specified period.

Rule	Current	Adjusted
	<ul style="list-style-type: none"> Holding Co. must hold shares in 1 core company, whereby such core company must not be listed company and having its own main business operation. 	<ul style="list-style-type: none"> Remained whilst changing core company to subsidiary operating main business
<ul style="list-style-type: none"> Infrastructure Company 	<ul style="list-style-type: none"> No project value specified Investment in Infrastructure project which is a basic public utilities beneficial to Thailand will be exempted from the qualification of operating result 	<ul style="list-style-type: none"> With totaling project value \geq THB. 10,000 million Investment in Infrastructure project which is a basic public utilities beneficial to Thailand <u>must</u> generate commercial revenue before application date. In case there are the same several projects, must generate commercial revenue \geq 30% of total project value
	<ul style="list-style-type: none"> Silent period for 3 years since the securities' first trading commencement date or until generated commercial revenue Disclose the progress every 6 months in case investment in Infrastructure project which has not been generated commercial revenue until generated 	<ul style="list-style-type: none"> Silent period for 3 years since the first trading date of securities Cancelled

4. Securities' delisting cause and posting C (Caution) sign

Rule	Current	Adjusted
Delisting cause in case operation or financial position	<u>One of the delisting cause</u> is the auditor issues an adverse opinion on the financial statements of the listed company for 3 consecutive years	Specify in Delisting cause in case financial statements
Delisting cause in case financial statements	The company is unable to submit its financial statements within specified period.	<ul style="list-style-type: none"> Remained <u>Additional cause</u> in case the auditor issues adverse opinion on the financial statements
The cause of posting C sign	<u>One of the cause of posting C sign</u> is the auditor issues adverse opinion on the financial statements	Cancelled

Summary of adjusted SET's regulations
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1. The allowance of temporary trading before the securities will be long suspended trading or being delisted

- 1) Regulation of the Stock Exchange of Thailand governing rules, conditions and procedures for temporary suspension of securities trading B.E. 2562 (2019)
- 2) Regulation of the Stock Exchange of Thailand governing the cancellation rules, conditions and procedures for temporary suspension of securities trading B.E. 2562 (2019)
- 3) Notification of the Stock Exchange of Thailand Re: Procedures on Trading, Clearing and Settlement of Securities in the Exchange B.E. 2560 (2017)
- 4) Notification of the Stock Exchange of Thailand Re: Purchase of securities through Cash Balance Account B.E. 2562 (2019)
- 5) Notification of the Stock Exchange of Thailand Re: Cancellation of Notification of the Stock Exchange of Thailand Re: Concerning membership for customers to purchase securities through Cash Balance Account B.E. 2558 (2015)

2. Disclosure

- 1) Regulation of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company (No. 2) B.E. 2562 (2019)
- 2) Regulation of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of a Property Fund B.E. 2562 (2019)
- 3) Regulation of the Stock Exchange of Thailand Re: Disclosure of Information of Government Agencies (No. 6) B.E. 2562 (2019) Issuing Derivative Warrants

3. Listing of securities

- 1) Regulation of the Stock Exchange of Thailand Re: The Repeal of the Provisions in relation to Listing of Ordinary Shares or Preferred Shares as Listed Securities (No. 5) B.E. 2562 (2019)
- 2) Regulation of the Stock Exchange of Thailand Re: Listing of Securities, Disclosure of Information and Delisting of Securities in the "Market for Alternative Investment (mai)" (No. 2) B.E. 2562 (2019)
- 3) Regulation of the Stock Exchange of Thailand Re: Listing and Delisting of Investment Units and Disclosure of Information of Infrastructure Fund (No. 6) B.E. 2562 (2019)
- 4) Regulation of the Stock Exchange of Thailand Re: Listing, Disclosure of Information and Delisting of Investment Trust Units (No. 4) B.E. 2562 (2019)
- 5) Regulation of the Stock Exchange of Thailand Re: Listing and Delisting of Investment Units of Mutual Fund (No. 2) B.E. 2562 (2019)
- 6) Regulation of the Stock Exchange of Thailand Re: Listing, Disclosure of Information and Delisting of Depository (No. 3) B.E. 2562 (2019)

4. The cause of securities' delisting and C (Caution) sign posting

- 1) Regulation of the Stock Exchange of Thailand Re: Delisting of Securities (No. 13) B.E. 2562 (2019)
- 2) Regulation of the Stock Exchange of Thailand Re: Measure in case of Events that may affect the Listed Companies' Financial Condition and Business Operation (No. 2) B.E. 2562 (2019)
- 3) Procedure for Actions against Listed Companies who fail to submit the Financial Statements or Late Submission or the auditor issues adverse opinion on the financial statements
- 4) Procedure for Actions against Listed Companies whose Performance or Financial Position fits the Criteria for Possible Delisting
- 5) Procedure for Actions against Listed Companies whose all or most of the Assets are in the Form of Cash or Short-Term Securities (Cash Company) and fit the Criteria for Possible Delisting
- 6) The Stock Exchange of Thailand (SET)'s policy Re: Listed companies required to appoint audit committee

Training Schedule of Revised Free Float Report System

On April 19, 2019 at Prof.Sangvien Indaravijaya Auditorium, C Building, 7th Floor, the Stock Exchange of Thailand

Registration

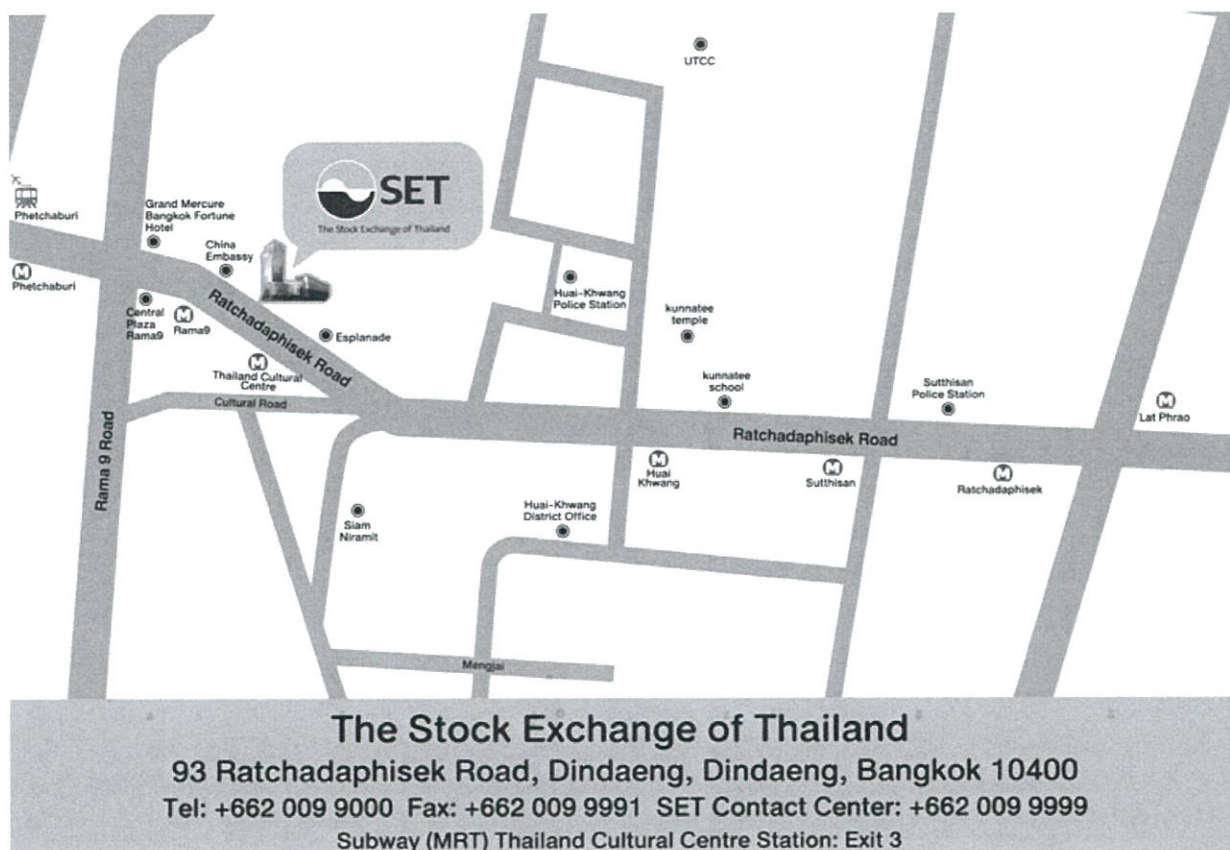
1. Register via SET Portal system by clicking SET Activity or the Link as the following.

Session	Register for Training
Morning Session 10.00-11.00 AM	<u>Morning Session of April 19, 2019</u>
Afternoon Session 2.00-3.00 PM	<u>Afternoon Session of April 19, 2019</u>

2. Open for registration until April 12, 2019 (2 seats for 1 listed company)

For more information please contact SET Contact Center Tel. 0-2009-9999 press 7

Map The Stock Exchange of Thailand Building, next to the Embassy of the People's Republic of China



Since parking area has limited space, for your convenience, please use public transportation
 by subway (MRT): Thailand Cultural Centre Station Exit 3