

Listing Approval for foreign listed companies under “Primary Listing” Category

The Listing Qualification of Stock Exchange of Thailand (SET)

A company applying to list its common shares on the Stock Exchange of Thailand (SET) must have the following qualifications:

1.1 Qualifications for common shares

- being fully paid-up and, in case having a par value, a par value shall not less than Baht 0.5 per share.
- bearing holders’ names.
- having no restrictions on transfer of ordinary shares, unless the restrictions are in accordance with laws and are included in the articles of association of the company.

1.2 Qualifications for the applicant before January 1, 2025

Subjects	Qualifications
Status of listing applicant	Must be a foreign company defined in the Notification of the Capital Market Supervisory Board ¹ .
Paid-up capital in common shares (after public offering)	≥ THB 300 million.
Financial condition and liquidity	<ul style="list-style-type: none"> • Must have a minimum total shareholder equity of THB 300 million and total shareholder equity > 0 before public offering. • Must be in a stable and healthy financial condition and have sufficient working capital.
Track record	<u>Profit Approach</u> <ul style="list-style-type: none"> • Combined minimum net profits from operations of THB 50 million over the past two or three years, and net profits from operations of THB 30 million for the latest full year, and there must be an accumulated net profit in the period prior to the filing of an application • At least 3 years of operating track record with at least one year of company management continuity prior to the application date. <u>Market Capitalization Approach¹</u>
Shareholding Spread² (After IPO)	<ul style="list-style-type: none"> • Issued shares in hands ≥ 1,000 shareholders. • Shareholding Ratio <ul style="list-style-type: none"> ○ 25% of paid-up capital (THB 300 million ≤ the paid-up capital ≤ THB 3 billion) ○ 20% of paid-up capital (the paid-up capital ≥ THB 3 billion) • Each shareholder must hold at least 1 trading unit in accordance with the rule.

Subjects	Qualifications
Public Offering Approval	<ul style="list-style-type: none"> • Must have been granted approval by the SEC. • Offered through underwriters. • Number of shares cumulatively offered for sale: <ul style="list-style-type: none"> ○ Paid-up capital < THB 500 million: 15% of paid-up capital ○ Paid-up capital \geq THB 500 million: 10% of paid-up capital or THB 75 million in shares, whichever is higher
Management and control personnel	<ul style="list-style-type: none"> • The Board of Director shall be qualified as required by the Notification of The Capital Market Supervisory Board for foreign company. (Shall have at least 2 directors having Thai nationality with a residence in the Kingdom of Thailand and at least 1 person shall be the audit committee). • Committee and Management must hold qualifications accordingly; <ul style="list-style-type: none"> ○ Not have any characteristics prohibited by The Capital Market Supervisory Board^{/1}. ○ Committee and Management and control personnel must not have any characteristics prohibited by SET regulations that may affect an investor's rights or an investor's decision or a change of share price. • The board of directors of an applicant has realized its roles, duties and responsibilities to shareholders thoroughly. In case the board of directors has appointed the general manager or any other person to act on its behalf for any matter, such appointment shall comply with the Notification of the Capital Market Supervisory Board^{/1}. • The person taking the highest responsibility in finance and accounting (Chief Financial Officer: CFO) and the person supervising accounting (Chief Accountant) have to meet the qualifications specified by SEC.
Corporate governance and internal control	<ul style="list-style-type: none"> • Having a good corporate governance system, as well as independent directors which have the composition and qualifications as prescribed in the Notification of the Capital Market Supervisory Board for Foreign Listed Companies/¹ and having an audit committee which have the composition, qualifications and scope of work as prescribed by the Exchange. • Having an internal control system under the rules prescribed in the Notification of the Capital Market Supervisory Board^{/1}.
Conflicts of interest	Must have no existing or potential conflicts of interest as defined by The Capital Market Supervisory Board ^{/1} .
Nature of Business Operation	No operations are conducted in the manner of an investment management business (Investment Company) as prescribed under the Notifications of the Capital Market Supervisory Board ^{/3} that effective from July 1, 2024 onwards.

Subjects	Qualifications
Financial statements and auditors	<ul style="list-style-type: none"> • Must ensure that financial statements have been prepared in accordance with The Capital Market Supervisory Board/¹ rules and regulations. • Must have an auditor approved by the SEC.
Disclosure	Disclose the limitations and risks of limitation of the enforceability of the law.
Registrar	Appoint TSD or an approved registrar by SET.
Silent Period/⁴	<p>The prohibition of shares sale held by strategic shareholders/² in the aggregate amount of 55% of paid up capital after the completion of IPO shall be effective.</p> <p>A) General business : a period of 1 year and 6 months from the commencement date of trading of the Applicant's shares on the Exchange. Upon completion of 1 year period, the persons subject to prohibition of sale shall be able to sell their shares at 20 per cent of the number of all shares that are subject to the prohibition of sale</p> <p>B) Infrastructure business : a period of 3 years from the commencement date of trading of the Applicant's shares on the Exchange. Upon completion of 1 year period, the persons subject to prohibition of sale shall be able to sell their shares at 20 per cent of the number of all shares that are subject to the prohibition of sale, and upon completion of every 6-month period thereafter, such persons shall be able to sell their shares at 20 per cent of the number of all shares that are subject to the prohibition of sale.</p>
Agent for Coordination	Have a liaison agent in Thailand, to act as an agent for disclosing information or doing any act in accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board for Foreign Companies.
Financial Advisor	An application submitting shall be jointly prepared by a financial advisor in the SEC approved list and the financial advisor must advise the company at least 1 year after the commencement date of trading on the Exchange.
Opportunity Day	The company must organize a meeting to present and clarify the information about business and performance to shareholders, investors and related persons at least 1 time within the first year after having been listed in order to allow them access to relevant information and opportunity of raising queries to the management of the listed company.

Remarks:

¹ Please study "The Additional regulations of listing ordinary shares in the Stock Exchange of Thailand (SET) by Market Capitalization Test - please visit Common Shares Listing Admission - General Listing for Common Shares" as per No. 1.2 Notification of the Capital Market Supervisory Board No. TorJor. 3/2558 Re: Provisions relating to Offer for Sale of Shares Issued by Foreign Company of which Shares are not Traded in Foreign Exchange.

² Strategic shareholders are

- Board of director, management, and related person.
- Shareholders and their related-person who hold at least 5% of paid-up capital.
- Authorities of the company.

³ The definition of an Investment Company in accordance with the Notification of the Capital Market Supervisory Board, means investments in securities, derivatives or digital assets in one or more of the following manners at a collective total exceeding 40 percent of the total assets as per the most recent financial statements or the consolidated financial statements.

(1) Investments in shares in another company which is not, or will not become, a subsidiary or an associate, except for the investment in companies that cooperate or support businesses, or an affiliated company under the same parent company, or a network company that can demonstrate a policy or direction of cooperation or support for mutual operations.

(2) Investments with the objective of generating returns from increases in capital gain or other returns exempted investment in government bonds, debt instruments issued by the Ministry of Finance with an unconditional, full guarantee of principal and interest and units in money market funds or units in general fixed income funds.

The calculation of the proportion of such investments includes the investments in securities, derivatives or digital assets of subsidiary which is a non-financial institution and the investments in shares which are issued by an associate and engaged a non-financial institution.

^{/4} The foreign company, whose > 50% held by Thais or \geq 40% in case there is limitation prescribed under other laws or conditions set in joint venture with public sector (Thai Link), shall be subject to 1-year silent period and will be permitted to sell at 25% of the locked-up shares after six months.

1.3 Qualifications for the applicant since January 1, 2025

Subjects	Qualifications
Status of listing applicant	Must be a foreign company defined in the Notification of the Capital Market Supervisory Board ^{/1} .
Paid-up capital in common shares (after public offering)	\geq THB 100 million.
Financial condition and liquidity	<ul style="list-style-type: none"> Must have a minimum total shareholder equity of THB 800 million and total shareholder equity > 0 before public offering. Must be in a stable and healthy financial condition and have sufficient working capital.
Track record	<u>Profit Approach</u> <ul style="list-style-type: none"> Combined minimum net profits from operations of THB 125 million over the past two or three years, and net profits from operations of THB 75 million for the latest full year, and there must be an accumulated net profit in the period prior to the filing of an application At least 3 years of operating track record with at least one year of company management continuity prior to the application date. <u>Market Capitalization Approach^{/1}</u> The specification shall be in accordance with the Market Cap Test criteria.
Shareholding Spread^{/2} (After IPO)	<ul style="list-style-type: none"> Issued shares in hands \geq 1,000 shareholders. Shareholding Ratio <ul style="list-style-type: none"> Total shareholding \geq30% of paid-up capital, in case the paid-up capital is < Baht 300 million Total shareholding \geq25% of paid-up capital, in case the paid-up capital is \geq Baht 300 million but < Baht 3,000 million Total shareholding \geq20% of paid-up capital, in case the paid-up capital is \geq Baht 3,000 million Each shareholder must hold at least 1 trading unit in accordance with the rule.

Subjects	Qualifications
Public Offering Approval	<ul style="list-style-type: none"> • Must have been granted approval by the SEC. • Offered through underwriters. • Number of shares cumulatively offered for sale: <ul style="list-style-type: none"> ○ Offer for sale $\geq 20\%$ of paid-up capital, in case the paid-up capital is < Baht 300 million ○ Offer for sale $\geq 15\%$ of paid-up capital or value of the shares based on par value \geq Baht 60 million, whichever is higher, in case the paid-up capital is \geq Baht 300 million but < Baht 500 million. ○ Offer for sale $\geq 10\%$ of paid-up capital or value of the shares based on par value \geq Baht 75 million, whichever is higher, in case the paid-up capital is \geq Baht 500 million
Management and control personnel	<ul style="list-style-type: none"> • The Board of Director shall be qualified as required by the Notification of The Capital Market Supervisory Board for foreign company. (Shall have at least 2 directors having Thai nationality with a residence in the Kingdom of Thailand and at least 1 person shall be the audit committee). • Committee and Management must hold qualifications accordingly; <ul style="list-style-type: none"> ○ Not have any characteristics prohibited by The Capital Market Supervisory Board^{/1}. ○ Committee and Management and control personnel must not have any characteristics prohibited by SET regulations that may affect an investor's rights or an investor's decision or a change of share price. • The board of directors of an applicant has realized its roles, duties and responsibilities to shareholders thoroughly. In case the board of directors has appointed the general manager or any other person to act on its behalf for any matter, such appointment shall comply with the Notification of the Capital Market Supervisory Board^{/1}. • The person taking the highest responsibility in finance and accounting (Chief Financial Officer: CFO) and the person supervising accounting (Chief Accountant) have to meet the qualifications specified by SEC.
Corporate governance and internal control	<ul style="list-style-type: none"> • Having a good corporate governance system, as well as independent directors which have the composition and qualifications as prescribed in the Notification of the Capital Market Supervisory Board for Foreign Listed Companies/¹ and having an audit committee which have the composition, qualifications and scope of work as prescribed by the Exchange. • Having an internal control system under the rules prescribed in the Notification of the Capital Market Supervisory Board^{/1}.
Conflicts of interest	Must have no existing or potential conflicts of interest as defined by The Capital Market Supervisory Board ^{/1} .

Subjects	Qualifications
Nature of Business Operation	No operations are conducted in the manner of an investment management business (Investment Company) as prescribed under the Notifications of the Capital Market Supervisory Board ^{/3} .
Financial statements and auditors	<ul style="list-style-type: none"> • Must ensure that financial statements have been prepared in accordance with The Capital Market Supervisory Board^{/1} rules and regulations. • Must have an auditor approved by the SEC.
Disclosure	Disclose the limitations and risks of limitation of the enforceability of the law.
Registrar	Appoint TSD or an approved registrar by SET.
Silent Period^{/3}	<p>The prohibition of shares sale held by strategic shareholders^{/2} in the aggregate amount of 55% of paid up capital after the completion of IPO shall be effective.</p> <p>A) General business : a period of 1 year and 6 months from the commencement date of trading of the Applicant's shares on the Exchange. Upon completion of 1 year period, the persons subject to prohibition of sale shall be able to sell their shares at 20 per cent of the number of all shares that are subject to the prohibition of sale</p> <p>B) Infrastructure business : a period of 3 years from the commencement date of trading of the Applicant's shares on the Exchange. Upon completion of 1 year period, the persons subject to prohibition of sale shall be able to sell their shares at 20 per cent of the number of all shares that are subject to the prohibition of sale, and upon completion of every 6-month period thereafter, such persons shall be able to sell their shares at 20 per cent of the number of all shares that are subject to the prohibition of sale.</p>
Agent for Coordination	Have a liaison agent in Thailand, to act as an agent for disclosing information or doing any act in accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board for Foreign Companies.
Financial Advisor	An application submitting shall be jointly prepared by a financial advisor in the SEC approved list and the financial advisor must advise the company at least 1 year after the commencement date of trading on the Exchange.
Opportunity Day	The company must organize a meeting to present and clarify the information about business and performance to shareholders, investors and related persons at least 1 time within the first year after having been listed in order to allow them access to relevant information and opportunity of raising queries to the management of the listed company.

Remarks:

^{/1} Please study "The Additional regulations of listing ordinary shares in the Stock Exchange of Thailand (SET) by Market Capitalization Test - please visit Common Shares Listing Admission - General Listing for Common Shares" as per No. 1.3 Notification of the Capital Market Supervisory Board No. TorJor. 3/2558 Re: Provisions relating to Offer for Sale of Shares Issued by Foreign Company of which Shares are not Traded in Foreign Exchange.

^{/2} Strategic shareholders are

- Board of director, management, and related person.
- Shareholders and their related-person who hold at least 5% of paid-up capital.

- Authorities of the company.

^{/3} The definition of an Investment Company in accordance with the Notification of the Capital Market Supervisory Board, means investments in securities, derivatives or digital assets in one or more of the following manners at a collective total exceeding 40 percent of the total assets as per the most recent financial statements or the consolidated financial statements.

(1) Investments in shares in another company which is not, or will not become, a subsidiary or an associate, except for the investment in companies that cooperate or support businesses, or an affiliated company under the same parent company, or a network company that can demonstrate a policy or direction of cooperation or support for mutual operations.

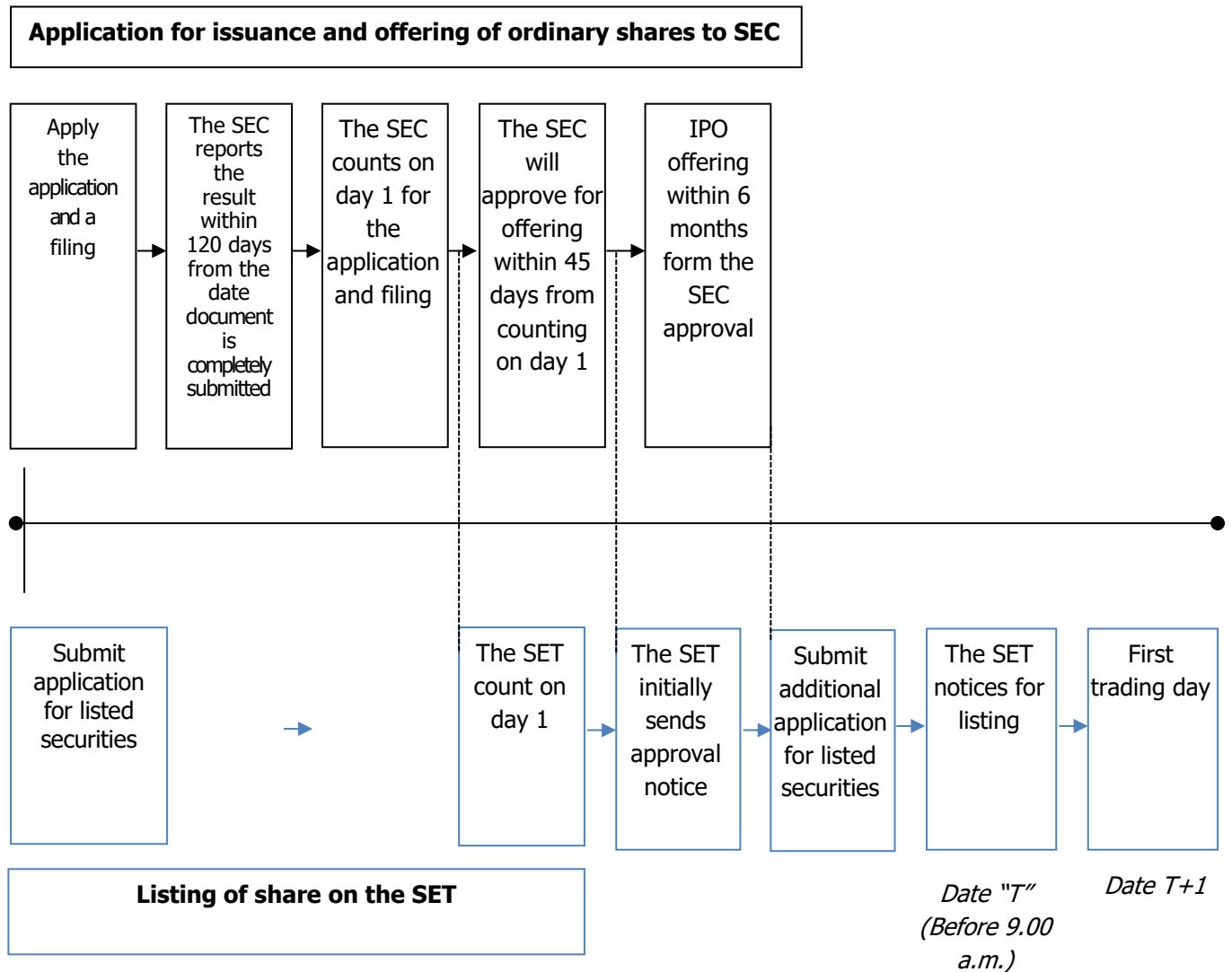
(2) Investments with the objective of generating returns from increases in capital gain or other returns exempted investment in government bonds, debt instruments issued by the Ministry of Finance with an unconditional, full guarantee of principal and interest and units in money market funds or units in general fixed income funds.

The calculation of the proportion of such investments includes the investments in securities, derivatives or digital assets of subsidiary which is a non-financial institution and the investments in shares which are issued by an associate and engaged a non-financial institution.

^{/4} The foreign company, whose > 50% held by Thais or \geq 40% in case there is limitation prescribed under other laws or conditions set in joint venture with public sector (Thai Link), shall be subject to 1-year silent period and will be permitted to sell at 25% of the locked-up shares after six months.

Process

Listing procedure in the Stock Exchange of Thailand (SET)



Related Regulations

SET's regulations

- Regulation of the Stock Exchange of Thailand: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015)
- Regulation of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company B.E. 2560 (2017)
- Regulation of the Stock Exchange of Thailand: Disclosure of information and Any Acts of a Foreign Listed Company B.E. 2564 (2021)
- Notification of the Board of Governors of the Stock Exchange of Thailand Re: The regulations of listing ordinary shares in the Stock Exchange of Thailand (SET) by Market Capitalization Test for Target group of industries B.E 2566
- Bor.Jor (Wor) 2/2024 Re: Revision to the rules of the Stock Exchange of Thailand to enhance supervision of listed companies and disclosure of information
- Bor.Jor (Wor) 5/2024 Re: Revision to the Rules of Investment Company

Other organization's regulations

- Notification of the Capital Market Supervisory Board No. TorJor. 3/2558 : Provisions relating to Offer for Sale of Shares Issued by Foreign Company of which Shares are not Traded in Foreign Exchange.
- Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 : Application for Approval and Granting of Approval for Offering of Newly Issued Shares (Codified).
- Notification of the Securities and Exchange Commission Kor Jor. 17/2551: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities

Forms

- Foreign listing_Listing application form
- Foreign listing_Checklist of SET listing requirements
- User Manual of DIPO : Preparation for top 10 and minority shareholders
- Method of dissemination of information concerning CFO and Chief Accountant of IPO
- The preparation of self-assessment documents for specified industries (Self-Assessment)
- Manual providing guidance for the consideration of companies dealing in specified industries - New Economy
- Manual covering applicants' qualifications - New Economy