

## Checklist: Merger

The board of directors of the listed company to be merged with another company should be informed of the merger plan and give an approval before the management of the listed company proceeds with the negotiation. The board of directors and the management of the listed company must keep the information confidential until they reach the conclusion and agree on important details. After the management of the listed company finalizes the negotiation on the merger, the management will propose the matter for the board of directors' approval before presenting it to the company's shareholders' meeting in accordance with the applicable laws and regulations.

If the merger is conducted between the listed companies, every party involved must disclose the information to the SET at the same time to ensure that the shareholders of each company will receive the information equally.

<u>Information Disclosure</u>	Checked (✓)
<b>1. If the information about the merger is <u>leaked or revealed while the initial negotiation remains inconclusive</u>, the company shall disclose the following information to the SET immediately.</b>	
<ul style="list-style-type: none"> <li>• Factual information about the merger (<i>i.e., nature of the business of the company to be merged and the latest status of the negotiation</i>)</li> </ul>	
<ul style="list-style-type: none"> <li>• Objectives of the merger</li> </ul>	
<ul style="list-style-type: none"> <li>• Procedure and expected timeframe for the primary agreement</li> </ul>	
<ul style="list-style-type: none"> <li>• Name of financial advisor of the prospective seller and buyers (<i>if any</i>)</li> </ul>	
<b>2. If the merger plan progresses to the extent that it is expected to happen, i.e., there is a signing of the memorandum of agreement or the agreement to buy and to sell securities or any other agreement of a similar nature; it is required to disclose the following information:</b>	
<ul style="list-style-type: none"> <li>• Name of the company to be merged and the detail summary (<i>i.e., type and nature of business, the board of directors, the major shareholders and if the major shareholder is juristic person, disclose the ultimate shareholders and their relationship with the listed company as well as the directors, management, major shareholders and controlling persons of the listed company</i>)</li> </ul>	
<ul style="list-style-type: none"> <li>• Name of the core company to initiate the merger (<i>for merging with multiple companies</i>)</li> </ul>	
<ul style="list-style-type: none"> <li>• Impact on the listed company's status or the SET membership status of the company or the new company incorporated by the merger</li> </ul>	
<ul style="list-style-type: none"> <li>• Procedure, timeframe, method and important information about the merger (<i>information will be disclosed to the extent that it will not impact the company's benefits</i>)</li> </ul>	
<ul style="list-style-type: none"> <li>• Name of independent financial advisor</li> </ul>	
<ul style="list-style-type: none"> <li>• Important information of the memorandum of agreement or contract or any other agreement of a similar nature as follows:               <ul style="list-style-type: none"> <li><input type="checkbox"/> Condition for merger or the specified value security-based swap (<i>if any</i>)</li> <li><input type="checkbox"/> Conditions for cancellation of the agreement (<i>i.e., the result of due diligence is not up to initial expectation or there is any incident that adversely affects the merger</i>)</li> <li><input type="checkbox"/> Regulatory requirements before entering into the transaction (<i>i.e., approval from the government agencies or regulatory bodies and approval from the shareholders' meetings of the company and the other party</i>), conditions or important information for investment decision.</li> </ul> </li> </ul>	
<b>3. After the board of directors of the listed company approves the merger plan, disclose the following information to the SET:</b>	
<ul style="list-style-type: none"> <li>• Name of the company to be merged and summary information of the company (<i>i.e., type and nature of business, the board of directors, the major shareholders, and if the major shareholder is a juristic person, disclose</i></li> </ul>	

Information Disclosure	Checked (✓)
<i>the ultimate shareholders and their relationship with listed company, as well as directors, management, major shareholders and controlling persons of the listed company).</i>	
<ul style="list-style-type: none"> <li>Name and abbreviation of the new company (if any)</li> </ul>	
<ul style="list-style-type: none"> <li>Registered capital and par value of the new company</li> </ul>	
<ul style="list-style-type: none"> <li>Objectives or benefits expected from the merger</li> </ul>	
<ul style="list-style-type: none"> <li>Explain the procedure, timeframe, merger method and important information (i.e., share allocation for merger, ratio, value per share)</li> </ul>	
<ul style="list-style-type: none"> <li>Actions to be taken when shareholders and creditors oppose the merger (i.e., arranging to buy shares from the opposing party and settle the debt payment, whereas the notification of the merger resolution must be delivered to creditors within 14 days after the shareholders' meeting date, and reporting the results of the share purchase from the opposing party and results from entitling creditors rights to oppose the merger)</li> </ul>	
<ul style="list-style-type: none"> <li>Set the shareholders' meeting date, record date to entitle the shareholders' meeting rights</li> </ul>	
<ul style="list-style-type: none"> <li>Regulatory requirements prescribed by applicable agencies (if any)</li> </ul>	
<ul style="list-style-type: none"> <li>Any other available information or any information that may affect the shareholders' rights and benefits, investment decision or price of securities</li> </ul>	
<b>4. When the company's board of directors agrees to hold a shareholders' meeting together with the shareholders of the company to be merged (the meeting shall be held within six months after the last company agrees to the merger)</b>	
<ul style="list-style-type: none"> <li>Set the record date to entitle the shareholders to attend the shareholder's meeting and the joint shareholders' meeting (it is recommended to use the record date)</li> </ul>	
<ul style="list-style-type: none"> <li>Set the date for suspension of share transfer in the registration book to entitle the rights to receive shares of the new company and request the SET to suspend trading until the merger is complete</li> </ul>	
<ul style="list-style-type: none"> <li>Agenda item for approval</li> </ul>	
<ul style="list-style-type: none"> <li><input type="checkbox"/> Name and abbreviation of the new company</li> </ul>	
<ul style="list-style-type: none"> <li><input type="checkbox"/> Registered capital of the new company</li> </ul>	
<ul style="list-style-type: none"> <li><input type="checkbox"/> Allocation of the new company's securities to shareholders</li> </ul>	
<ul style="list-style-type: none"> <li><input type="checkbox"/> Memorandum of association or articles of association of the new company</li> </ul>	
<ul style="list-style-type: none"> <li><input type="checkbox"/> Appoint new board of directors and identify the scope of their authority</li> </ul>	
<ul style="list-style-type: none"> <li><input type="checkbox"/> Appoint the auditor</li> </ul>	
<ul style="list-style-type: none"> <li><input type="checkbox"/> Other items (if any)</li> </ul>	
<b>5. Inform the resolutions of the joint shareholders' meeting</b>	
<b>6. Inform of the registration result to incorporate a new company (The new company is required to submit the registration application within 14 days after the joint shareholders' meeting)</b>	
<b>7. Submit the documents to the SET after the merger registration (via the SET Portal in "Report")</b>	
<ul style="list-style-type: none"> <li>Copies of the company's registration, certification, memorandum of association and articles of association</li> </ul>	
<ul style="list-style-type: none"> <li>Shareholders' list of the new company</li> </ul>	
<ul style="list-style-type: none"> <li>Form to report the list of users and facilitators with the SET (Form Contact Person)</li> </ul>	
<ul style="list-style-type: none"> <li>Statement to report shareholding of the board of directors</li> </ul>	
<ul style="list-style-type: none"> <li>Any other documents as determined by the SET</li> </ul>	

## Template to choose for reporting news to the SET

Headline	Template
Merger between. (identify)... and set the shareholders' meeting date	<u>Choose</u> Schedule of the shareholder's meeting
Resolutions of the shareholders' meeting	<u>Choose</u> Shareholders' meeting resolutions In case of approve every agenda items > Accordingly approved with board's resolution In case of disapprove of some agenda item > Change from the proposal by the board of directors and identify disapproved item.
Joint shareholders' meeting	<u>Choose</u> Schedule of the shareholders' meeting

### Reference:

- 1 Regulation of The Stock Exchange of Thailand. Re: The listing of securities of the company incorporated by a merger as listed securities, B.E. 2542
2. Notification of the Stock Exchange of Thailand. Re: The Events which a Listed Company is Required to Report in accordance with Section 57(6) B.E. 2560 (2017)
3. Notification of the Board of Governors of the Stock Exchange of Thailand. Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, B.E. 2547
- 4, Guidelines on Disclosure of Information by Listed Companies in the case of Listed Companies Taken Over
5. Procedural Guidelines Concerning Amalgamation of Financial Institutions