## **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.

Information Disclosure	
1. If the information about the merger is <u>leaked or revealed while the initial negotiation remains</u>	
<u>inconclusive</u> , the company shall disclose the following information to the SET immediately.	
• Factual information about the merger (i.e., nature of the business of the company to be merged and the latest	
status of the negotiation)	
Objectives of the merger	
Procedure and expected timeframe for the primary agreement	
<ul> <li>Name of financial advisor of the prospective seller and buyers (if any)</li> </ul>	
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:	
Name of the company to be merged and the detail summary (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)	
Name of the core company to initiate the merger (for merging with multiple companies)	
• Impact on the listed company's status or the SET membership status of the company or the	
new company incorporated by the merger	
• Procedure, timeframe, method and important information about the merger (information will be	
disclosed to the extent that it will not impact the company's benefits)	
Name of independent financial advisor	
• Important information of the memorandum of agreement or contract or any other agreement	
of a similar nature as follows:	
<ul> <li>Condition for merger or the specified value security-based swap (if any)</li> </ul>	
□ Conditions for cancellation of the agreement (i.e., the result of due diligence is not up to initial expectation	
or there is any incident that adversely affects the merger)	
□ Regulatory requirements before entering into the transaction (i.e., approval from the government agencies	
or regulatory bodies and approval from the shareholders' meetings of the company and the other party), CONDITIONS OF	
important information for investment decision.	
3. After the board of directors of the listed company approves the merger plan, disclose the	
following information to the SET:	
• Name of the company to be merged and summary information of the company (i.e., type and	
nature of business, the board of directors, the major shareholders, and if the major shareholder is a juristic person, disclose	

the ubtinate shareholders and their relationship with listed company, as well as directors, management, major shareholders and controlling pressures of the identical company).  Name and abbreviation of the new company (if any)  Registered capital and par value of the new company  Dijectives or benefits expected from the merger  Explain the procedure, timeframe, merger method and important information (i.e., share allocation for merger, rate, value) per share)  Actions to be taken when shareholders and creditors oppose the merger (i.e., amanging to puly shares from the appositing party and settle the dead payment, whereas the nutification of the neeger resolution must be delivered to creditors within 14 days after the shareholders' meeting dead, and reporting the results of the share purchase from the oppositing party and results from entiting creditors rights to expose the merger)  Set the shareholders' meeting date, record date to entitle the shareholders' meeting rights  Regulatory requirements prescribed by applicable agencies (if any)  Any other available information or any information that may affect the shareholders' rights and benefits, investment decision or price of securities  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 menths after the last company agrees to the merger)  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  Agenda item for approval  Name and abbreviation of the new company  Registered capital of the new company  Appoint the auditor  Other items (if any)  Sinform the resolutions of the joint shareholders' meeting  To submit the documents to the SET after the merger registration (nie the SET Portal in Report)  Copies of the company's registration, certification, memorandum of association and articles of association	Information Disclosure	Checked (√)
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-	Form to report the list of users and facilitators with the SET (Form Contact Person)	
Any other documents as determined by the SET	Statement to report shareholding of the board of directors	_
	Any other documents as determined by the SET	

## 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	Choose 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