

To Make the Capital Market  
**“Work” for Everyone**



# Qualifications of CFO and Chief Accountant



The SEC's Rules	Qualifications of the incumbent CFO / Chief Accountant of listed companies	In case of change* in CFO or Chief Accountant and successor	
		<u>Had been</u> CFO / Chief Accountant of any listed company and resigned no more than 1 year	<u>Never been</u> CFO / Chief Accountant of any listed company or resigned more than 1 year
<b>CFO (Chief Financial Officer)</b>			
<ul style="list-style-type: none"> <li>Minimum bachelor's degree or equivalent</li> </ul>	⊖	⊖	✓
<ul style="list-style-type: none"> <li>Minimum 3 years of experience in accounting or finance within the last 5 years, or minimum 5 years of experience in any other field that is beneficial to the company's business within the last 7 years</li> </ul>	⊖	⊖	✓
<ul style="list-style-type: none"> <li>Orientation training: 12 hours</li> </ul>	⊖	⊖	✓
<ul style="list-style-type: none"> <li>Continuing development course in accounting knowledge: 6 hours / year</li> </ul>	✓	✓	✓
<b>Chief Accountant</b>			
<ul style="list-style-type: none"> <li>Registration certificate as an accountant in compliance with Department of Business Development's notification</li> </ul>	✓	✓	✓
<ul style="list-style-type: none"> <li>Minimum 3 years of experience in accounting within the last 5 years</li> </ul>	⊖	⊖	✓
<ul style="list-style-type: none"> <li>Continuing development course in accounting knowledge: 6 hours / year in compliance with Department of Business Development's notification.</li> </ul>	✓	✓	✓

\* In case of any change in CFO / Chief Accountant, such information must be disclosed within 3 business days via SETLink system.  
In case of an appointment of "acting" CFO / Chief Accountant, the designated person should fully be qualified as per applicable regulations.



MORE INFO. IN THAI



MORE INFO. IN ENGLISH



December 2022

SUN	MON	TUE	WED	THU	FRI	SAT
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

# JANUARY

## 2023

February 2023

SUN	MON	TUE	WED	THU	FRI	SAT
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28				

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
New Year's Day 1	Substitution for New Year's Eve and New Year's Day 2	3	4	5	6	7
8	9	10	11	12	13	14 National Forest Conservation Day
15	16	17	18	19	20	21
22	23	24	25 TFEX : Last Trading Day Japanese Rubber Futures	26	27	28
29	30 Report of the utilization of capital increase TFEX : Last Trading Day SET50 Futures & Options, USD Futures, RSS3 & RSS3D Futures	31				




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# Information Disclosure of Material Events of Listed Companies

## Timing of disclosure (from the date of material event)

### Type of information

#### Immediately

##### Immediately Disclosure

Information about operations or information with impact on securities prices, or on investment decision making, or on shareholders' benefits, such as:

- Schedule of the date of shareholders' meeting / record date / book closing date
- Change in shareholding structure
- Increase or decrease of capital / treasury stocks
- Dividend payment or omitted dividend payment / change in par value
- Resignation of Managing Director / Audit Committee left before the tenure ended / replacement of more than half of the Board of Directors
- Financial assistance provided to other person or other juristic person which is not a part of the listed company's or its subsidiaries' normal business operations at a significant amount, such as  $\geq 3\%$  of Net Tangible Asset (NTA), etc.
- Default on debt payment or unable to perform any obligations under juristic act in relation to receipt of financial assistance or issuance of a debt instrument (Events of Default)
- Acquisition or Disposition of assets / Connected transactions
- Under receivership by the court / Applied for rehabilitation with bankruptcy court

### 3

##### Within 3 Business Days

Information which does not have direct effect but should be disclosed to investors, such as:

- Head office relocation
- Change of company directors
- Change of CFO or Chief Accountant
- Change of company auditor

### 7

##### Within 7 Business Days

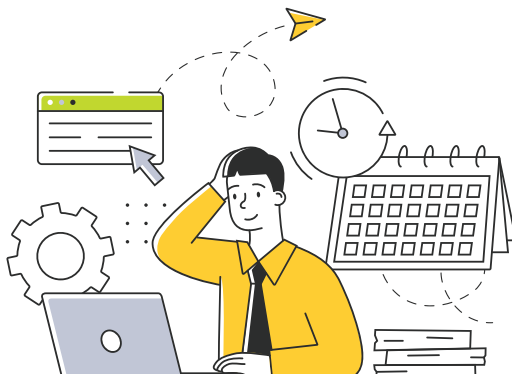
- Director's or Audit Committee's biographical information

### 14

##### Within 14 Days

Information compiled by SET for reference, such as:

- Report of shareholders' meeting



MORE INFO. IN THAI



MORE INFO. IN ENGLISH





January 2023

SUN	MON	TUE	WED	THU	FRI	SAT
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

# FEBRUARY

## 2023

March 2023


SUN	MON	TUE	WED	THU	FRI	SAT
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
			1	2 World Wetlands Day	3	4
5	6	7	8	9	10	11
12	13 Love Hornbill Day	14	15	16	17	18
19	20	21	22	23	24	25
26	27 TFEX : Last Trading Day SET50 Futures & Options, USD Futures, RSS3 & RSS3D Futures, Gold Futures	28 Audited 2022 yearly financial statements				



# Periodic Information Disclosure



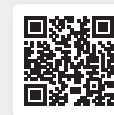
Report	Submission deadline*	Information submission to SET via SETLink	Information submission to the SEC
1. Annual financial statements <ul style="list-style-type: none"> <li>Without Q4 financial statements submission</li> <li>With Q4 financial statements submission</li> </ul>	2 months 3 months	<ul style="list-style-type: none"> <li>Financial statements (full version)</li> <li>Form F45</li> <li>MD&amp;A in the case that revenue or net profit differs from the same period in the previous year &gt; 20%</li> </ul>	<p>The information submitted via SETLink will be considered as it has been submitted to the SEC.</p> 
2. Quarterly financial statements	45 days		
3. Form 56-1 One Report	3 months	✓	



## Information disclosure at other intervals

Report	Submission deadline*	Submit information via SETLink system	
		For dissemination to investors	For SET's information
1. Report of the utilization of capital increase	Every 6 months (within 30 days from the end of June and December)	✓	—
2. Report on the distribution of strategic shareholders	14 days from the last day required by law to hold AGM	—	✓
3. Invitation letter for shareholders' meeting	To be delivered along with an invitation letter to the shareholders	—	✓
4. Shareholders' meeting report	14 days from the shareholders' meeting	—	✓

\* If the deadline falls on holiday, it will be postponed to the next business day.



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February 2023

SUN	MON	TUE	WED	THU	FRI	SAT
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28				

# MARCH

## 2023

April 2023

SUN	MON	TUE	WED	THU	FRI	SAT
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30						

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
			1	2	3 World Wildlife Day	4
5 Makha Bucha Day	6	7	8	9	10	11
12 National Thai Elephant Day	13	14	15 TFEX : Last Trading Day Interest Rate Futures	16	17	18
19	20 World Forestry Day	21	22 World Water Day	23	24	25
26 TFEX : Last Trading Day Japanese Rubber Futures	27	28	29	30 TFEX : Last Trading Day SET50 Futures & Options, USD Futures, RSS3 & RSS3D Futures, Gold Online Futures, Gold-D, Silver Online Futures, Single Stock Futures, Sector Futures, EUR/USD Futures, USD/JPY Futures	31 Form 56-1 One Report for the year 2022	




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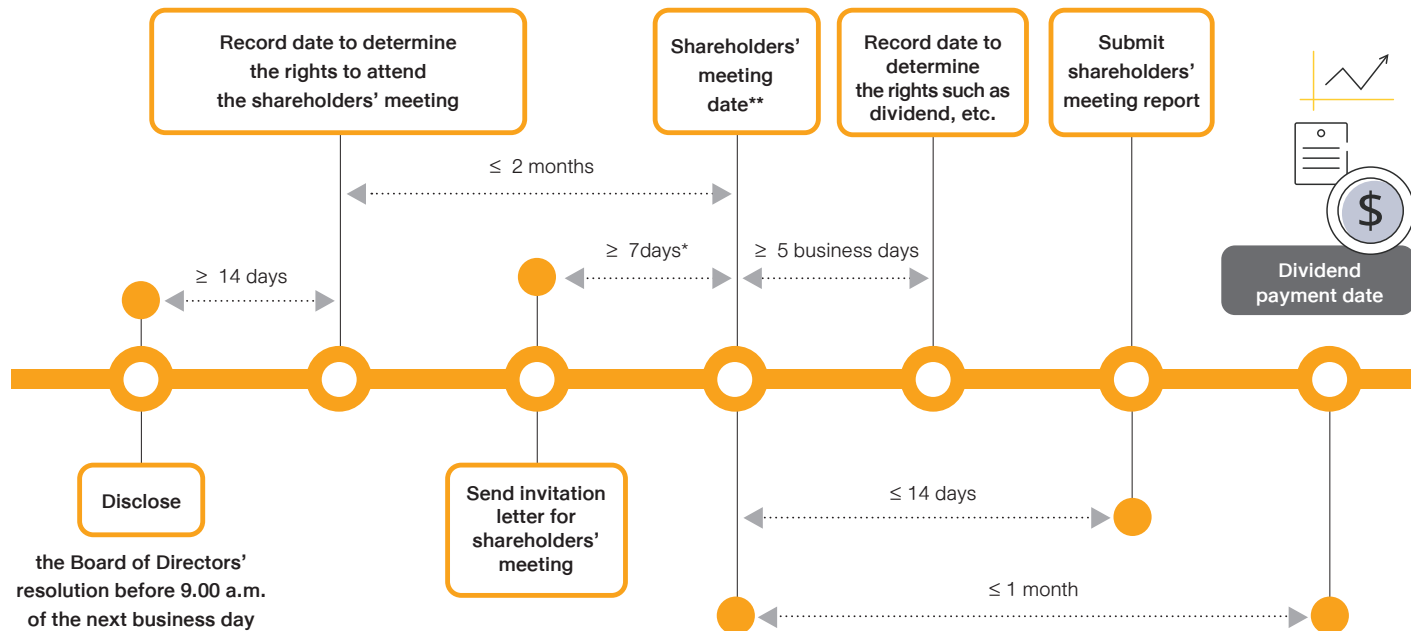
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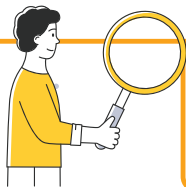


# Shareholders' Meeting



## TIPS

In case of any change in the record date, it is required to notify in advance  $\geq 7$  days prior to the previous record date.



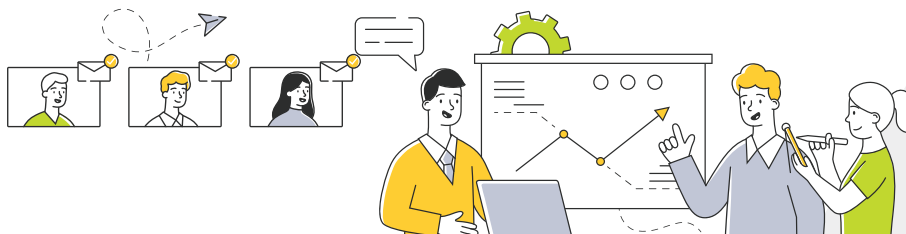
## TIPS

In case of cancellation / addition / change in important agenda items, the company is required to notify in advance  $\geq 14$  days prior to the record date.

## NOTE

\* Send  $\geq 14$  days in advance in case of important agenda

\*\* Disclose shareholders' meeting resolutions before 9.00 a.m. of the next business day



MORE INFO. IN THAI



MORE INFO. IN ENGLISH



March 2023

SUN	MON	TUE	WED	THU	FRI	SAT
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

# APRIL

## 2023

May 2023

SUN	MON	TUE	WED	THU	FRI	SAT
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
						1
2	3	4	5	6 Chakri Memorial Day	7	8
9	10	11	12 Thai Mangrove Community Forest Day	13 Songkran Festival	14 Songkran Festival	15 Songkran Festival
16	17	18	19	20	21	22 Earth Day
23	24	25	26	27	28	29
30 SET 48 <sup>th</sup> Anniversary	TFEX : Last Trading Day Japanese Rubber Futures			TFEX : Last Trading Day SET50 Futures & Options, USD Futures, RSS3 & RSS3D Futures, Gold Futures		




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# Capital Increase of Listed Companies



The Board of Directors' resolution

Arrange the shareholders' meeting

Offer newly issued shares  
Subscription and payment services for newly issued shares

Register an increase in paid-up capital and report the share allocation results

List the newly issued shares on SET

Report the utilization of capital increase

Disclose resolutions immediately or before 9.00 a.m. of the next business day

## Types of capital increase

- Specified objectives
- General Mandate: Shareholders approve allocation frameworks, but not yet known the objective by giving a mandate to the company's Board of Directors to consider capital increase and allocation.

Share allocation for general mandate	Rights Offering (RO)	Preferential Public Offering (PPO)	Public Offering (PO)	Private Placemen (PP)
Number of shares (% of paid-up capital as of the date of the Board of Directors’ resolution on capital increase)	Not over 30%	Not over 20%	Not over 20%	Not over 10%
	Total additional paid-up capital not over 30% (PO and PP not over 20%)			
Offering price	Not specified		Must not be below the market price according to the SEC regulation	
Allocation period	Within the next Annual General Meeting (AGM) or the date the law requires to hold the next AGM, whichever comes first			
Type of securities	Common shares / preferred shares / TSR**		Common shares / preferred shares	

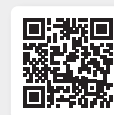
\* From the last subscription and payment date

\*\* Transferable Subscription Rights: TSR

Within 14 days\*

Within 30 days\*

Every 6 months (within 30 days from the end of June and December)



MORE INFO. IN THAI



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April 2023

SUN	MON	TUE	WED	THU	FRI	SAT
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30						

# MAY 2023

June 2023

SUN	MON	TUE	WED	THU	FRI	SAT
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
	1 National Labour Day	2	3	4 Coronation Day	5	6
7	8	9	10	11	12	13
14	15 Reviewed Q1 financial statements Report on the distribution of strategic shareholders Report on the progress of free float adjustment	16	17 Royal Ploughing Day	18	19	20 World Bee Day
21 International Day of Biological Diversity	22	23 World Turtle Day	24	25 TFEX : Last Trading Day Japanese Rubber Futures	26	27
28	29	30 TFEX : Last Trading Day SET50 Futures & Options, USD Futures, RSS3 & RSS3D Futures	31			




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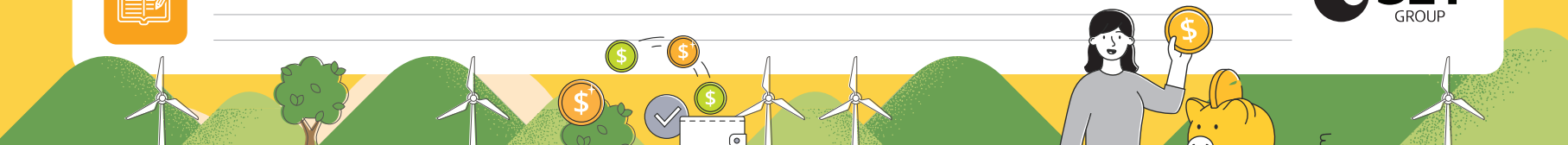
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# Maintaining the Listing Status

- Par value  $\geq$  THB 0.50
- Directors, management and controlling parties without prohibited qualifications
- Having qualified Chief Financial Officer and Chief Accountant
- Having Chairman and Chief Executive Officer or equivalent position in other names not being the same person
- At least 3 audit committee members and one-third of directors being independent directors (at least 3 persons)
- Having the SEC-approved auditor
- Having an internal control system as required by the SEC
- Having no conflict of interests
- Free float  $\geq$  150 shareholders and holding shares  $\geq$  15% of paid-up capital
- Providing provident fund according to the law
- In case of a holding company: must hold shares in  $\geq$  1 profit-making subsidiaries engaged in core business. In case of subsidiary is established under foreign laws : must have directors residing in Thailand. A holding company must not have characteristics as an investment company.

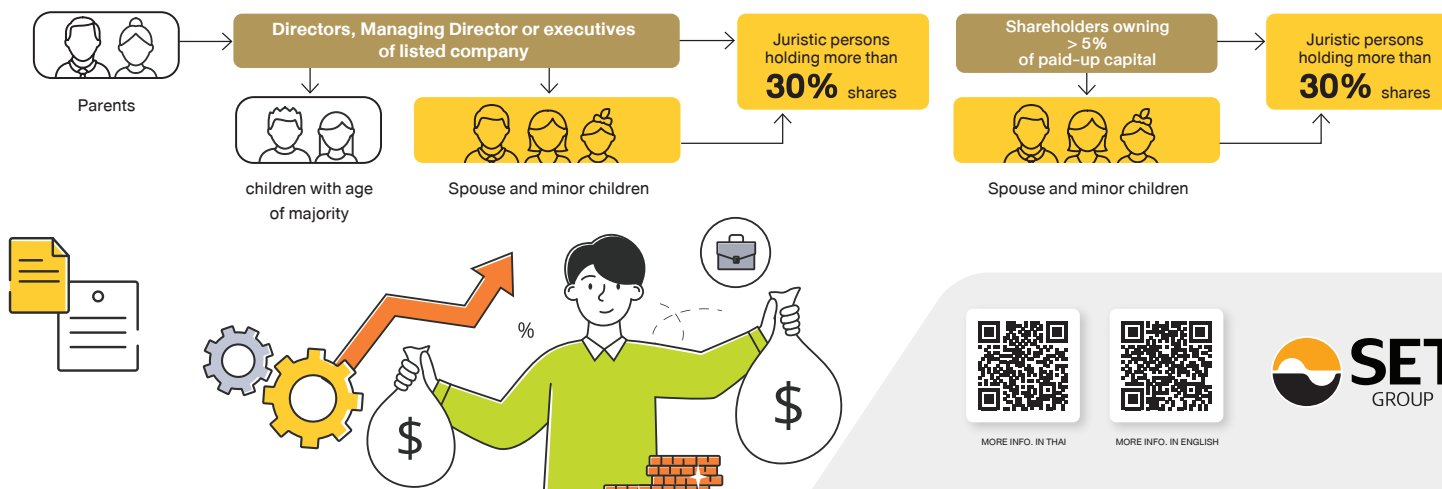
## Share distribution of minority shareholders of listed company (Free Float)

Minority shareholders refer to non-strategic shareholders who hold common shares. Strategic shareholders consist of:

- 1 Directors, Managing Director or the top four executives after managing director level, including all those whose positions are equivalent to the fourth highest-level executives, and connected and related persons
- 2 Shareholders holding  $> 5\%$  shares, including related persons
- 3 Persons with controlling power



## Guidelines for consideration of connected and related persons





May 2023










SUN	MON	TUE	WED	THU	FRI	SAT
7	1	2	3	4	5	6
14	8	9	10	11	12	13
21	15	16	17	18	19	20
28	22	23	24	25	26	27
	29	30	31			

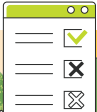
# JUNE

## 2023

July 2023

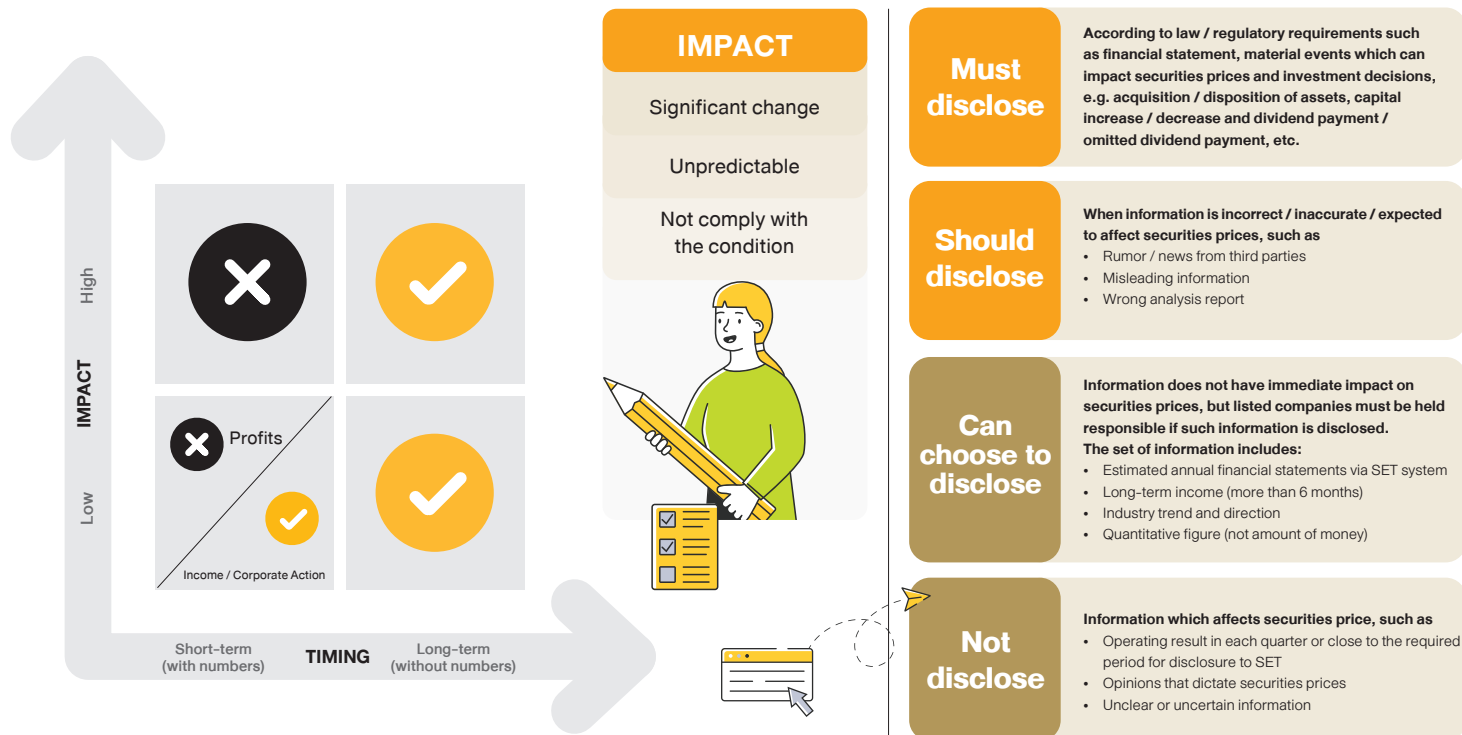
SUN	MON	TUE	WED	THU	FRI	SAT
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
				1	2	 3 H.M. Queen Suthida Bajrasudhabimalalakshana's Birthday and Wisakha Bucha Day  Arbor Day
4	5 Substitution for H.M. Queen Suthida Bajrasudhabimalalakshana's Birthday and Wisakha Bucha Day  World Environment Day	6	7	8  World Ocean Day	9	10
 11	12	13	14	15	16  World Sea Turtle Day	17  World Day to Combat Desertification and Drought
18	19	20	21 TFEX : Last Trading Day Interest Rate Futures	22	23	24
 25 TFEX : Last Trading Day Japanese Rubber Futures	26	27  Care the Bear Day	28	29 TFEX : Last Trading Day SET50 Futures & Options, USD Futures, RSS3 & RSS3D Futures, Gold Online Futures, Gold Futures, Gold-D, Silver Online Futures, Single Stock Futures, Sector Futures, EUR/USD Futures, USD/JPY Futures	30	



# Information Disclosure of Listed Companies

## Guidelines for Executive Interview



## Key Principles

1. Accurate information must align with facts without ambiguity or exaggeration.
2. Information is adequately summarized for investment decisions.
3. The disclosure must be sufficient and on time for making investment decision. Investors must be ensured equitable access to information.
4. The information will be mainly disclosed through SET system to ensure thorough dissemination and equal access.



MORE INFO. IN THAI



June 2023

SUN	MON	TUE	WED	THU	FRI	SAT
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	

# JULY

## 2023

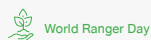
August 2023

SUN	MON	TUE	WED	THU	FRI	SAT
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

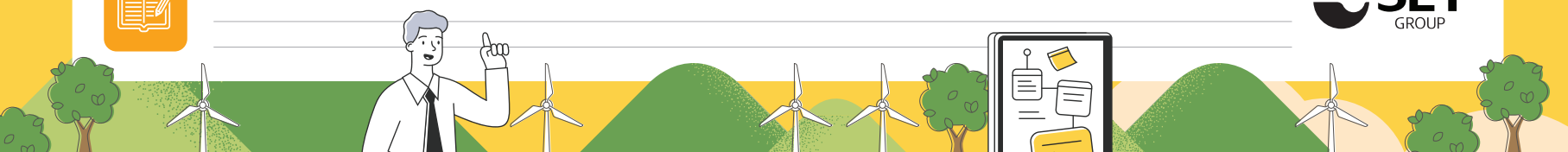
TFEX : Last Trading Day  
Japanese Rubber Futures

Report of the utilization  
of capital increase

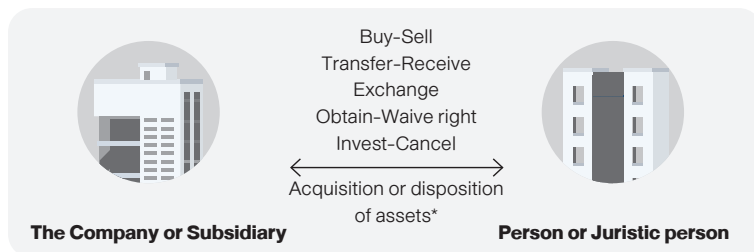


TFEX : Last Trading Day  
SET50 Futures & Options, USD  
Futures, RSS3 & RSS3D Futures

H.M. King Maha Vajiralongkorn  
Phra Vajiraklaochaoyuhua's Birthday



# Acquisition or Disposition of Assets



\* Exception:

- Normal business operation (current assets used for normal business operation only)
- Investment for liquidity management

## Combination

- May combine transactions that have been separated intentionally transaction occurred 6 months prior to the previous transaction, **except** for transaction which has already been approved by the shareholders' meeting
- Transactions related to takeover or merger of businesses

## Backdoor Listing

- Companies or subsidiaries acquire assets of other companies and
  - (1) Transaction size  $\geq 100\%$  or
  - (2) Transfer controlling power to other companies or
  - (3) A merger that causes a decline in collective shareholding of listed company's existing shareholders to  $< 50\%$ , or change of controlling power
- SET may count transactions made during the period of 12 months.

## Exception (must meet all the following conditions)

- (1) The acquired business is similar to or supports existing business.
- (2) Listed company's core business remains unchanged.
- (3) Company group remains qualified as listed company.
- (4) The Board of Directors and controlling power have no significant change.

## Listed company's process

- Disclose information immediately, appoint IFA, and seek shareholders' approval with the requirement of three-fourths from participating and voting shareholders
- File a new listing application to SET in line with the New Listing Rule

## Cash Company

- Listed company or subsidiary has disposed of all or nearly all of its assets used in normal operations, resulting in all or nearly all of its assets being in the form of cash or short-term securities.

## Listed company's process

- Disclose information immediately, appoint IFA, and seek shareholders' approval with the requirement of three-fourths from participating and voting shareholders
- Submit the statement of financial position reviewed by the auditor within 30 days from the date of asset disposal
- Manage to have appropriate business within 6 months from the date of financial position statement submitted to SET

## SET's process

- SET will post NP (notice pending) and C (caution) signs for 6 months pending listed company's business adjustment.
- If the company fails to adjust appropriate business within 6 months, SET will announce that the securities are subject to delisting, and post NC and SP (suspension) signs.

## Calculation of Transaction size (X)

Use every calculation methodology that is applicable and select the highest value as size of transaction

$$1 \text{ Calculation based on NTA}^{**} (\%) = \frac{\text{Proportion of equity holding (increase / decrease) x NTA}^{**} \text{ of investing company x 100}}{\text{NTA}^{**} \text{ of the listed company}}$$

$$2 \text{ Calculation based on total value of consideration paid or received (\%)} = \frac{\text{Value of transaction paid or received x 100}}{\text{Total assets of listed company}}$$

$$3 \text{ Calculation based on net operating profit (\%)} = \frac{\text{Shareholding ratio (increase / decrease) x net operating profit of company that makes transactions x 100}}{\text{Net operating profit of listed company}}$$

$$4 \text{ Calculation based on value of equity share (\%)} = \frac{\text{Shares issued for the payment of assets x 100}}{\text{Issued and paid-up shares of the listed company}}$$

\*\* Net Tangible Asset (NTA): Total assets minus intangible assets such as goodwill and deferred expenses, total liabilities and minority interest.

## Procedures based on transaction size (X) the maximum percentage derived from the 1<sup>st</sup> - 4<sup>th</sup> criteria

X < 15%	15% ≤ X < 50%	50% ≤ X < 100%	X ≥ 100%
<ul style="list-style-type: none"> <li>• Not required to notify SET</li> <li>• Required to notify SET if securities are issued</li> </ul>	<ul style="list-style-type: none"> <li>• Notify SET</li> <li>• Send a circular notification to shareholders within 21 days from the date of disclosure to SET</li> </ul>	<ul style="list-style-type: none"> <li>• Notify SET</li> <li>• Appoint IFA</li> <li>• Seek approval from shareholders</li> </ul>	<ul style="list-style-type: none"> <li>• Notify SET</li> <li>• Appoint IFA</li> <li>• Seek approval from shareholders</li> <li>• Seek approval from SET (Backdoor Listing)</li> </ul>



MORE INFO. IN THAI



MORE INFO. IN ENGLISH



July 2023








SUN	MON	TUE	WED	THU	FRI	SAT
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

# AUGUST

## 2023

September 2023

SUN	MON	TUE	WED	THU	FRI	SAT
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30						

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
		 <b>1</b> Asarnha Bucha Day	<b>2</b> Buddhist Lent Day	<b>3</b>	<b>4</b>	<b>5</b>
<b>6</b>	<b>7</b>	<b>8</b> 	<b>9</b>	<b>10</b>	<b>11</b>	<b>12</b> H.M. Queen Sirikit The Queen Mother's Birthday / Mother's Day  World Elephant Day
<b>13</b>	<b>14</b> Substitution for H.M. Queen Sirikit The Queen Mother's Birthday / Mother's Day	<b>15</b>  Reviewed Q2 financial statements	<b>16</b>	<b>17</b>	<b>18</b>	<b>19</b>
<b>20</b>	<b>21</b>	<b>22</b>	<b>23</b> 	<b>24</b>	<b>25</b> TFEX : Last Trading Day Japanese Rubber Futures	<b>26</b>
<b>27</b>	<b>28</b>	<b>29</b>	<b>30</b> TFEX : Last Trading Day SET50 Futures & Options, USD Futures, RSS3 & RSS3D Futures, Gold Futures  International Whale Shark Day	<b>31</b>  Half-year audited financial statements (financial institutions)		





# Connected Transactions

Transactions made by a listed company or its subsidiary with the person related to the listed company



## Connected person refers to:

- 1) Directors, executives, major shareholders, controlling persons, or persons to be nominated for directorship, executives or controlling person positions, as well as their related persons and close relatives
- 2) Any juristic person with major shareholder or control person according to 1)
- 3) Any person whose actions can be identified as proxy or under the influence of 1) and 2)
- 4) Director of a juristic person with controlling power over the company
- 5) Spouse, underage child or adopted underage child of the director in 4)
- 6) A juristic person under the controlling power of the person in 4) or 5)
- 7) Nominee: Any person taking action under the perception or agreement that if such action is to bring financial benefit to the person, the following persons to also gain similar benefit: the company's directors juristic, the company's executives, the company's control person, the director of the juristic person with controlling power over the company, the spouse, children or adopted child under the age of majority of the person

## Exempted transactions

- 1) Connected transactions between the listed company and its subsidiaries, or subsidiary and subsidiary, in which the connected persons hold no more than 10% shares
- 2) Issuance of new securities to connected persons according to related regulations
- 3) Transactions with juristic person in which the listed company or subsidiary sends its representative to be in the management team as a shareholder
- 4) Transactions that are fair and do not lead to benefit transfer

## Calculation of the transaction size (whichever is higher)

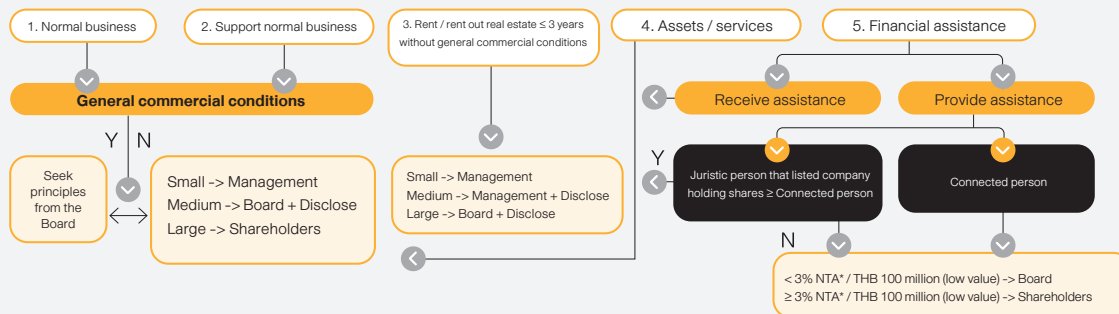
Small :  $\leq$  THB 1 million /  $\leq$  0.03% NTA\*

Medium :  $1 < x <$  THB 20 million /  $0.03\% < x <$  3% NTA\*

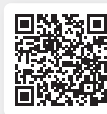
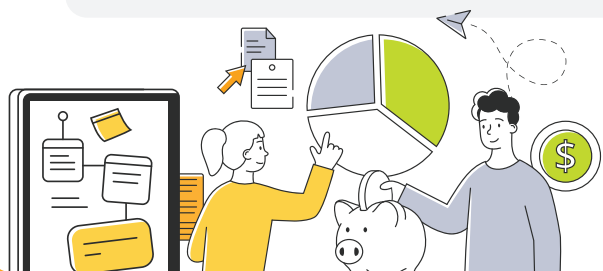
Large :  $\geq$  THB 20 million /  $\geq$  3% NTA\*



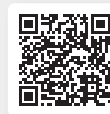
## Types and procedures of connected transactions



\* Net Tangible Asset (NTA): Total assets minus intangible assets such as goodwill and deferred expenses, total liabilities and minority interest.



MORE INFO. IN THAI



MORE INFO. IN ENGLISH

**SET**  
GROUP

August 2023

SUN	MON	TUE	WED	THU	FRI	SAT
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

# SEPTEMBER

## 2023

October 2023

SUN	MON	TUE	WED	THU	FRI	SAT
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
					1 Seub Nakhasathien Day	2
3	4	5	6	7	8	9 Care the Wild Day
10	11	12	13	14	15	16 World Ozone Day
17 World Cleanup Day	18	19	20 TFEX : Last Trading Day Interest Rate Futures National River Conservation Day	21	22 World Rhino Day World Car Free Day	23
24 TFEX : Last Trading Day Japanese Rubber Futures	25	26	27	28 TFEX : Last Trading Day SET50 Futures & Options, USD Futures, RSS3 & RSS3D Futures, Gold Online Futures, Gold-D, Silver Online Futures, Single Stock Futures, Sector Futures, EUR/USD Futures, USD/JPY Futures	29	30




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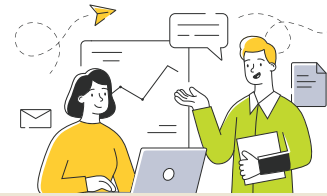
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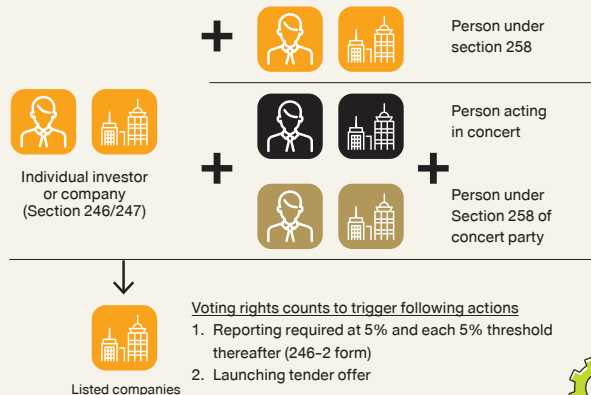
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# Takeover & Tender Offer



## Calculation of shareholding (%)



## Calculation of voting right (%)

### Shares

Voting rights of shareholding x 100

Total voting rights of the company <sup>1</sup>

### Convertible securities

Voting rights for convertib securities x 100

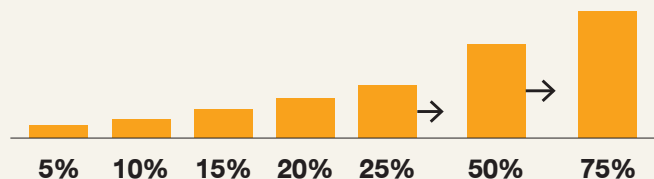
Total voting rights of the company <sup>1, 2</sup>

<sup>1</sup> In case of repurchased shares: total voting rights - treasury stock at the end of the month before the transaction occurs

<sup>2</sup> Current voting rights excluding shares to be derived from convertible securities

## 246-2 Form ... an alert to warn investors before the takeover

- Report to the SEC when reaching or passing Trigger Point every 5% of all voting rights (within 3 business days from the date of acquisition / disposition: T+3 for general case; except for the share disposal in a tender offer which has to report within 5 business days from the end of the offer period)
- In case the company buys back shares or fully exercises subscription rights for newly issued shares, causing the proportion of shareholding to reach or pass Trigger Point
  - at that time: no report / no tender offer required
  - If obtains additional shares later: it is required to report / undertake tender offer
- Person obliged to report must submit the 246-2 form via online system



## Takeover or holding securities to control the business

When reaching Trigger Point:

**25% >> 50% >> 75% of total voting rights**

Must make Tender Offer as an option, enabling all shareholders to make their fair exit

Offering price (general case)



Acquire shares within 90 days  
Not less than the highest acquisition price in 90 days



No acquisition of shares in 90 days  
Price can be set at any level.

Tender offer is exempted if Trigger Point is reached



1. Reduce share proportion to lower than Trigger Point within 7 business days by selling on the main board or selling back to persons who sold the shares
2. Abstention from the exercise of voting rights for the portion of shares required to be reduced

For more information: the SEC, SEC Help Center: 1207



MORE INFO. IN THAI





September 2023

SUN	MON	TUE	WED	THU	FRI	SAT
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

# OCTOBER

## 2023

November 2023

SUN	MON	TUE	WED	THU	FRI	SAT
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30		

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
1	2	3 World Animal Day	4	5	6	7
8	9	10	11	12	13 H.M. King Bhumibol Adulyadej The Great Memorial Day	14
15	16 World Food Day	17	18	19	20	21 National Annual Tree Care Day
22	23 Chulalongkorn Day	24	25 TFEX : Last Trading Day Japanese Rubber Futures	26	27	28
29 End of Buddhist Lent Day	30 TFEX : Last Trading Day SET50 Futures & Options, USD Futures, RSS3 & RSS3D Futures, Gold Futures	31				




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# Independent Director (ID) and Audit Committee (AC)

## Composition of the Board of Directors

**ID** :  $\geq$  one-third of total directors but not less than 3 members

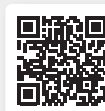
**AC** :  $\geq$  3 members (at least 1 member with qualified knowledge and experience to verify the credibility of financial statements)

## Action when there is any change on AC

Types	Submission via SETLink	
	News disclosed to investors	Report to SET
Appointment	 Disclose with the form to report on name of members and scope of work of the audit committee (F24-1) within 3 business days	Submit biography certification of the AC (F24-2) within 7 business days from the appointment date
Resignation	 Disclose immediately and specify the reason of resignation before the term ends	

## Key additional qualifications of AC

- **Having qualifications of an independent director, such as**
  - Holding no more than 1 % of total shares including the shareholding of related persons
  - Not currently be or never been the company's executive director, worker, employee, salaried consultant, or control person in the past two years
  - Not related by blood or by legal registration with other directors, executives, major shareholders, controlling parties
  - Not having or never have had a business relationship with the company in the past two years
  - Not being or never have been the company's auditor in the past two years
  - Not providing or never have provided professional services with a fee of more than THB 2 million per year during the past two years
  - Not representative of the company's directors, major shareholders, shareholders related to major shareholders
  - Not operating similar business and competing with the company or its subsidiary
- **Not the director authorized by the Board of Directors to make decisions of the company's operation**
- **Not the director of the parent company, subsidiary, or same-level subsidiary, particularly in the case of listed companies**



MORE INFO. IN THAI



MORE INFO. IN ENGLISH



October 2023

SUN	MON	TUE	WED	THU	FRI	SAT
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

# NOVEMBER

## 2023

December 2023

SUN	MON	TUE	WED	THU	FRI	SAT
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
			1	2	3	4
5 World Tsunami Awareness Day	6	7	8	9	10	11
12	13	14 Reviewed Q3 financial statements Report on the progress of free float adjustment Father of Royal Rainmaking Day	15	16 World Cultural and Natural Heritage Day	17	18
19	20	21 Care the Whale Day	22	23	24 TFEX : Last Trading Day Japanese Rubber Futures	25
26	27	28	29 TFEX : Last Trading Day SET50 Futures & Options, USD Futures, RSS3 & RSS3D Futures	30		




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# Share Repurchase for Financial Management



## Report on buying / selling of repurchased shares

- Buy / sell in SET: within 9.00 a.m. of the next business day from the date of buying / selling repurchased shares
- General offer: within 5 business days from the completion date of buying / selling of repurchased shares

**Disclose the Board of Directors' resolution regarding share repurchase project**  
(≥ 3 days prior to the starting date of share repurchase)



Disclose the Board of Directors' resolution within 9.00 a.m. of the next business day

- In case specified in the company's article of association and the repurchase amount not over 10%\*
- Listed company eligible for share repurchase must have retained earnings, excess liquidity, and free float as required.

\* Outstanding repurchased shares of all the projects + Repurchased shares of new projects

Buy on SET

Buy via a general offer

Submit repurchase offer to shareholders and SET

Starting date

At least 10 days

- Buying on SET: when completely repurchased at specified amount, but not exceeding 6 months
- General Offer: At least 10 days but not exceeding 20 days

Completion date of share repurchase (the completion of project)

Able to start treasury stock program again 6 months after the completion date of the latest repurchase

After 3 months

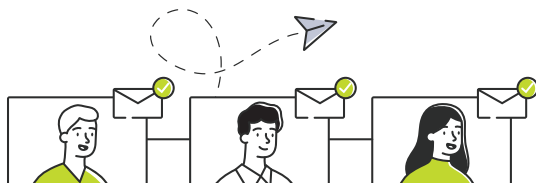
Disclose board resolution on selling repurchased shares  
(≥ 3 days prior to the start date of selling the repurchased shares)

## Tips

- Repurchased shares will neither be counted to form a quorum of the shareholders meeting nor be eligible to vote nor be entitled to dividend.
- The company must completely sell repurchased shares before issuing new shares (increased capital).

Complete selling within 3 years from the completion date of repurchase. If the shares are not sold out, notify the capital reduction by writing off the unsold repurchased shares and disclose information to SET when the registration of the capital change is completed.

Starting date for selling the repurchased shares



MORE INFO. IN THAI



MORE INFO. IN ENGLISH



November 2023








SUN	MON	TUE	WED	THU	FRI	SAT
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30		

# DECEMBER

## 2023

January 2024

SUN	MON	TUE	WED	THU	FRI	SAT
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
					1	2
3	4	<div><div></div><div>H.M. King Bhumibol Adulyadej The Great's Birthday / National Day / Father's Day</div><div>World Soil Day</div></div> 5	6	7	8	9
10 Constitution Day	11 Substitution for Constitution Day <div>International Mountain Day</div>	<div><div></div><div></div></div> 12	13	14	15	16
17	18	19	<div><div></div><div>TFEX : Last Trading Day Interest Rate Futures</div></div> 20	21	22 TFEX : Last Trading Day Japanese Rubber Futures	23
24	25	26 <div>National Wildlife Day</div>	27 <div></div>	28 TFEX : Last Trading Day SET50 Futures & Options, USD Futures, RSS3 & RSS3D Futures, Gold Online Futures, Gold Futures, Gold-D, Silver Online Futures, Single Stock Futures, Sector Futures, EUR/USD Futures, USD/JPY Futures	29	30
31 New Year's Eve						




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# CALENDAR 2024

01 January 2024

SUN	MON	TUE	WED	THU	FRI	SAT
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

02 February 2024

SUN	MON	TUE	WED	THU	FRI	SAT
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29		

03 March 2024

SUN	MON	TUE	WED	THU	FRI	SAT
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

04 April 2024

SUN	MON	TUE	WED	THU	FRI	SAT
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

05 May 2024

SUN	MON	TUE	WED	THU	FRI	SAT
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

06 June 2024

SUN	MON	TUE	WED	THU	FRI	SAT
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30						

07 July 2024

SUN	MON	TUE	WED	THU	FRI	SAT
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

08 August 2024

SUN	MON	TUE	WED	THU	FRI	SAT
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

09 September 2024

SUN	MON	TUE	WED	THU	FRI	SAT
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30					

10 October 2024

SUN	MON	TUE	WED	THU	FRI	SAT
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

11 November 2024

SUN	MON	TUE	WED	THU	FRI	SAT
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

12 December 2024

SUN	MON	TUE	WED	THU	FRI	SAT
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

For more information, please visit our website [www.set.or.th](http://www.set.or.th) or [www.tfex.co.th](http://www.tfex.co.th)