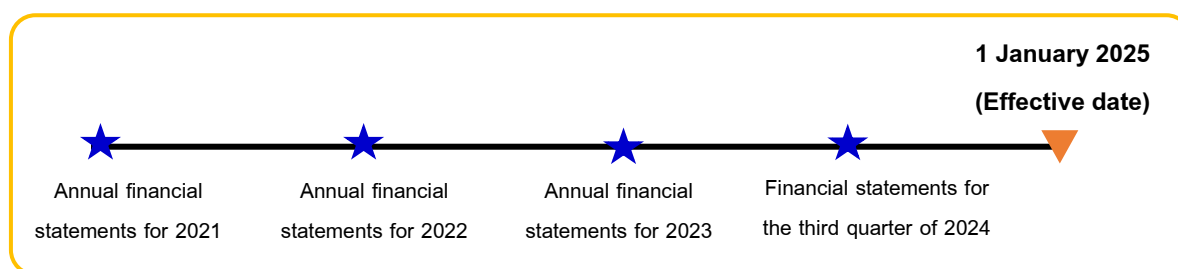


LISTING OF SECURITIES

1. Which financial statements will be considered by the rules that will be effective from 1 January 2025?

Answer The company which will be listed on SET and mai with the accounting period ending on 31 December of each year and will file an application to be listed to the Exchange from 1 January 2025 onwards, the annual financial statements for the years 2021 - 2023 (the net profit during the latest 2 or 3 years prior to the filing of an application and the net profit in the latest year prior to the filing of an application) and the financial statements for the third quarter of 2024 (the accumulated net profit in the period prior to the filing of an application) onwards will be used for consideration.



2. In case the company files an application to be listed on SET or mai on 30 December 2024, will the rules under item 1. be used for the consideration and how?

Answer The company which filed an application will be entitled to have their qualifications considered based on the current rules (the rules prior to 1 January 2025) when the companies have completely submitted the application and supporting documents as prescribed and the Exchange has accepted such application in the DIPO (Digital Initial Public Offering) system within 30 December 2024.

3. In case the company files an application to be listed on SET or mai in November 2024 and schedules to commence trading in April 2025, will the Exchange consider the qualifications prescribed after the IPO such as the paid-up capital, the shareholders' equity etc. based on the current rules or the new rules?

Answer Such company will still have its qualifications considered based on the current rules.

4. How will the track record of company to be listed on SET and mai be considered?

Answer The consideration of the track record by SET and mai remains unchanged i.e. 3 years (SET) and 2 years (mai). Nonetheless, SEC prescribes that the company showing its annual financial statements ending on or after 31 December 2023 being the latest annual financial statements prior to the filing of the application, the annual financial statements for the latest 3 years and the financial statements for the last quarter shall be prepared based on the Thai financial reporting standards for publicly accountable entities (PAE).¹

¹ Notice of the Securities and Exchange Commission No. SEC. JorTor-1.(Wor) 22/2565 Re: Preparation for the Compilation of Financial Statements of Companies to be Listed on the Stock Exchange of Thailand

5. The company to be listed on mai with the track record of 2 years, how will the net profit during the latest 2 or 3 years prior to the filing of an application be considered?

Answer The company which has just been incorporated and has the track record of 2 years within the same period, is still required to file the application with the annual financial statements for the latest 3 years and the financial statements for the last quarter as mentioned in item 4.

The company which has been incorporated for at least 3 years but has the track record from the core business of 2 years (or ≥ 24 months), the net profit during the latest 2 years prior to the filing of the application will be considered. The company with the track record of at least 3 years may choose to have the net profit during either the latest 2 or 3 years prior to the filing of the application considered. In this regard, the Exchange will consider the track record based on:

- 1) The commercial income from the core business that continuously generates the main income and will continue to do so in the future.
- 2) The commercial income must be derived from the normal operation.
- 3) The restructuring of the companies under the same ownership may enable the operating results to be considered on a continuous basis.

6. How is the net profit from normal operation considered?

Answer The net profit from normal operation is considered based on transactions possessing all of the following characteristics:

1. Transactions which companies operating the same business ought to have;
2. Regular and continuous transactions from normal operation; and
3. Transactions which reflect the ability to operate the core business on a continuous basis.

Transactions which do not display continuity or regularity or do not reflect the ability to operate the business on a continuous basis include:

- Special transactions which occur only once or non-recurring revenue.
- New transactions or business which only occurred recently and affect the qualifications regarding profit.
- Material transactions which do not reflect the ability to operate the core business on a continuous basis and affect the qualifications regarding profit.
- Income from related persons which only occurred during the period of time for the consideration of the qualifications.

In this regard, the reversal of an impairment loss can be offset against the allowance of impairment losses in the same year for the assets.

7. In case after the company offers its shares for sale in the IPO and the shareholders' equity is less than 800 million Baht, which does not comply with the rules for listing on SET, but possesses the qualifications to be listed on mai, what actions shall be taken?

Answer The company may send a notice informing the Exchange and submit the form comparing the qualifications of the company and its securities to apply for listing on mai.

8. After the company is listed on SET or mai, will it be required to maintain the shareholders' equity pursuant to the rules for the listing of securities at the minimum amount of 800 million Baht (SET) and 100 million Baht (mai) and how?

Answer After being listed on SET or mai:

(1) If the annual financial statements or the quarterly financial statements of the company shows the shareholders' equity of < 50% of the paid-up capital or the annual financial statements show the company's operating results as having suffered loss consecutively for 3 years such that the shareholders' equity < 100% of the paid-up capital, the Exchange will post the CB (Business) sign and such securities shall be traded by means of cash balance account (the details are outlined in the next section); or

(2) If the annual financial statements of the company show the shareholders' equity to be less than zero, the Exchange will announce the ground for possible delisting and will post the NC (Non-compliance) and SP (Suspension) signs.

9. Which companies are required to arrange the Opportunity Day?

Answer Newly listed companies (New Listing), companies that undergo Backdoor Listing and companies that resume trading after rectifying the ground for possible delisting (Resume Trading) are required to arrange the Opportunity Day at least once within 1 year from the date their ordinary shares commence trading on the Exchange.

Nevertheless, all listed companies may still arrange the Opportunity Day to allow investors to have information to support their investment decision as usual.

10. If a company under item 9 is required to arrange the Opportunity Day within 25 March 2024 (effective date) and the company has reserved a venue for the Opportunity Day on 10 April 2024, will this be held to comply with the rules and how?

Answer Because the NP sign is posted to warn investors to exercise caution and to study the information thoroughly, if the company is unable to arrange the Opportunity Day as stipulated, the NP sign will be posted on its securities until it has arranged the Opportunity Day.

Example

