

## Q&A<sup>1</sup>

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1) Can the repurchased shares be counted as a quorum and have voting right at the shareholders' meeting?	<b>No</b> , the shares repurchased by the company are not counted as a quorum for the shareholders' meeting and do not have any voting right.
2) Can the company take out a loan to repurchase the shares for the purpose of financial management?	<b>No</b> , the company must have excess liquidity, and the share repurchase shall not cause the company to encounter financial difficulties, as assessed by its ability to repay the debts falling due within the 6 months from the date of the commencement of share repurchase. The company's need to take out a loan indicates insufficient liquidity. In addition, the company must appropriately accumulate retained earnings as a reserve equaling to the amount spent on the share repurchase until the repurchased shares are wholly distributed.
3) In case where each share repurchase program exceeds 10% of the paid-up capital, is the company required to obtain the shareholders' approval?	<b>Yes</b> , in the case of a share repurchase under each project exceeding 10% of the paid-up capital, shareholders' approval must be obtained. (Clause 6/1 of the Ministerial Regulation)
4) For share repurchase pursuant to Section 66/ 1 of the Public Limited Companies Act, must the Articles of Association of the company be amended to allow share repurchase?	The company must have provisions on share repurchase in its Articles of Association in case the company's intention is to grant the board of directors the power to approve the repurchase of shares in an amount not exceeding 10% of the total shares sold (Clause 6/ 1 of the Ministerial Regulation). However, in case the company wishes the shareholders' meeting to approve the share repurchase for every project, the company is not required to amend its Articles of Association to contain provisions on share repurchase.
5) In case the company's Articles of Association <u>do not contain</u> provisions on the board of directors' <u>approval</u> for the repurchase of shares in an amount not exceeding 10% whereby the company has requested for the board of directors' approval and disclosed the information memorandum via the system of the stock exchange and subsequently <u>amended</u> the Articles of Association pursuant to paragraph one of Clause 6/ 1 of the Ministerial Regulation, must the company request for approval from the board of directors and disclose the information memorandum via the system of the stock exchange <u>again</u> ?	Approval must be requested from the board of directors again because the resolution of the board of directors shall be deemed not to comply with the Ministerial Regulation. The approval from the board of directors must be requested and the information memorandum must be disclosed via the system of the stock exchange again.

<sup>1</sup> As amended following the Ministerial Regulation on Rules and Procedures for the Repurchase of Shares, Disposal of Repurchased Shares and Deduction of Repurchased Shares of Companies (No. 3) B.E. 2568 (2025)

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6) Can the company request for the board of directors' approval for the amendment or cancellation of the project on each occasion?	<b>This depends on the request for approval of a particular share repurchase project.</b> If the share repurchase project has been approved by the board of directors, the amendment or cancellation of the project may also be affected through the board of directors' resolution.
7) Must the distribution of repurchased shares be approved by the shareholders on each occasion?	<b>Not always.</b> If the company has disclosed the method for the distribution of repurchased shares and stipulated the time period for such distribution, the company may distribute the repurchased shares pursuant to the information disclosed.  Nonetheless, in case the company wishes to amend the method for the distribution of repurchased shares or stipulate time period for the distribution of repurchased shares, it may do so depending on the request for approval for such particular share repurchase project. If the share repurchase project is approved by the board of directors, the amendment to the method for the distribution of repurchased shares or the stipulation of the time period for the distribution of repurchased shares may be affected through the board of directors' resolution whereby such information on the amendment shall be disclosed to the public. Moreover, the Office of the Securities and Exchange Commission has also stipulated additional criteria for the company to comply with the rules of the Office of the Securities and Exchange Commission.
8) As for share repurchase for the purpose of financial management, can the company choose to proceed with the repurchase within the stock exchange and with the general purchase offer simultaneously?	<b>No,</b> because the intention of the Ministerial Regulation on share repurchase is merely to provide options and hence both shares repurchase methods cannot be chosen simultaneously.
9) In distributing the repurchased shares, can the 4 repurchased shares distribution methods (i.e. offer in the stock exchange / rights offering (RO) / offer to directors or employees of the company pursuant to the laws on securities and exchange / public offering (PO)) be chosen simultaneously? Can different offer price be stipulated for each method?	<b>There is no prohibition.</b> The board of directors should consider the appropriateness and best interest of the company. For each repurchased share distribution method, the company must comply fully with the relevant rules including procedures, stipulation of offer price and disclosure of information.

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10) In case of a share repurchase project involving shares in an amount not exceeding 10% , can prior project approval be requested from the board of directors and when the shares are to be distributed to directors and employees, approval can then be requested from the shareholders' meeting in order to comply with the Notification of the Securities and Exchange Commission in case of a low price or concentration?	<b>Yes.</b>
11) In case of distribution of repurchased shares via RO or PO or via offer to directors or employees of the company pursuant to the laws on securities and exchange, can the offer price be lower than the par value?	The Public Limited Companies Act B.E. 2535 (1992) prescribes criteria for the sale of shares at a price lower than the share value only in case of newly issued shares. However, in this case, the shares repurchased by the company are not newly issued shares.
12) In the criteria for the stipulation of share price that the company must specify in the share repurchase project, what explanation must be given?	For the criteria for the stipulation of price, the company shall explain the rules or methods used by it to stipulate the price at which it will repurchase the shares such as book value (BV), market price, without specifying the price in figure or price range such as P/BV or P/E being X times lower etc.
13) Within what period is the company required to complete the disposal of all repurchased shares?	The company shall commence the disposal of the repurchased shares after a period of 3 months from the completion of each repurchase transaction. The company must complete such disposal within the stipulated period in the share repurchase program, such period shall not exceed 3 years from the completion of the share repurchase.  However, a listed company may request an extension of the disposal period by an additional 2 years, subject to the approval of the shareholders' meeting and a matter of fact that the weighted average market price of the company's shares during the 3-month period preceding the date on which the Board of Directors resolves to convene the shareholders' meeting is <u>lower than</u> the average repurchase price. (Clause 12 of the Ministerial Regulation)
14) In case the company fails to distribute all the repurchased shares within stipulated period, what actions should be taken?	The company is required to reduce its capital by cancelling shares under the share repurchase program and must register the change in registered capital within 14 days from the date of such cancellation (counted from the expiry of the period for the disposal of the repurchased shares) with Department of Business Development, Ministry of Commerce. (Clause 14 of the Ministerial Regulation)

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15) In case the period for the disposal of repurchased shares has expired and the company still has undisposed repurchased shares, is the company required to immediately reduce its capital?	The company is required to cancel the repurchased shares without delay and register the capital decrease within 14 days from the date of such cancellation with Department of Business Development, Ministry of Commerce. (Clause 14 of the Ministerial Regulation)
16) In the case of obtaining a resolution from the shareholders' meeting for a share repurchase exceeding 10% or for an extension of the period for the disposal of repurchased shares, how many days in advance must the documents for the shareholders' meeting be delivered, and what level of voting approval is required?	The company must deliver the documents to the shareholders no less than 7 days prior to the date of meeting. The shareholders' resolution is required to pass by a majority of more than one-half of the votes cast by the shareholders present and voting at the meeting. (Reference : Sections 101 and 107 of the Public Limited Companies Act)
17) In case where the company is in the process of disposing of repurchased shares, with ½ years remaining before the expiration of the specified disposal period, and the company subsequently wishes to sell the repurchased shares to its directors or employees under the Securities and Exchange Act at a consideration <u>lower than</u> the market price, which requires the approval of the shareholders' meeting, within what period is the company required to complete the offering to such directors or employees from the date of the shareholders' resolution — within half a year or one year?	The company must complete the sale offer within ½ years. If such time period is exceeded, the company must decrease its capital by deducting the remaining shares.
18) Under what circumstances can the company cancel the share repurchase project?	<p>The company may cancel the share repurchase project only in case the company is not yet the owner of the repurchased shares in the project to be cancelled.</p> <p>Nonetheless, in case the company has become the owner of certain portion of the repurchased shares and there exists necessity which prevents the company from repurchasing the remaining portion of the shares, the company may amend the share repurchase project by reducing the number of repurchased shares in accordance with the remaining portion of the shares which have not been repurchased. As for the portion of the shares which have been repurchased by the company, the company must proceed with the share repurchase project as announced until the end of the project.</p>

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<p>19) After the repurchase of shares, if the company does not announce the distribution of repurchased shares, can the company decrease its capital before the expiration of the disposal period?</p>	<p><b>No.</b> This is because Clause 6(2)(j) of the Ministerial Regulation requires the company to specify the method and period for the disposal of repurchased shares, as well as the cancellation of such shares. Clause 12 further requires that the company dispose of the repurchased shares within the period specified in the share repurchase program. In addition, Clause 14 provides that upon the expiration of the disposal period of repurchased shares as prescribed under Clause 12, the company shall then permitted to reduce its capital by cancelling the shares under the share repurchase program and proceed to register the change in its registered capital with the Department of Business Development within fourteen days from the date of such cancellation.</p> <p>Therefore, the company is required to make an announcement regarding the disposal of the repurchased shares in order to comply with the law on capital reduction under the Public Limited Companies Act.</p>
<p>20) If the company stipulates the time period for the distribution of repurchased shares to be less than 3 years and after the expiration of such period there are still shares remaining, must the company wait for 3 years to pass before it can decrease its capital?</p>	<p>If the time period for the distribution of repurchased shares stipulated for the project has expired and there are still repurchased shares remaining, the company can deduct the repurchased shares and decrease its capital before the expiration of the 3-year period.</p>
<p>21) When can the company commence the new share repurchase project?</p>	<p>The company may commence a new share repurchase program only upon the completion of the previous share repurchase in full, or after the expiry of the period specified for the preceding share repurchase program, or from the effective date of the cancellation of such program. (Clause 11 of the Ministerial Regulation)</p> <p>However, in the case of a share repurchase for financial management purposes, the total number of shares repurchased and held by the company at any given time shall not exceed 20% of the total issued shares of the company.</p>
<p>22) While an ongoing share repurchase program has not yet been completed, may the company obtain a Board resolution in advance for a new program?</p>	<p><b>No.</b> The company may start a new share repurchase program only after the previous program is completed in full, the specified period has expired, or the program has been cancelled, as applicable. (Clause 11 of the Ministerial Regulation)</p>
<p>23) In determining the aggregate number of shares held by the company so as not to exceed the 20% limit, must all repurchased shares in every program be taken into account?</p>	<p>In calculating the total number of shares repurchased and held by the company for the purpose of determining whether the 20% threshold has been reached, only shares repurchased under a program for financial management purposes shall be included in such calculation. ( Shares repurchased from shareholders who voted against a shareholders' resolution amending the company's articles of association with respect to voting rights and dividend rights shall not be included in such calculation.)</p>

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<p>24) If a company has multiple share repurchase programs for financial management purposes, for example:</p> <ul style="list-style-type: none"> <li>- Program 1: repurchased 10% (currently in the disposal period, no shares have yet been sold)</li> <li>- Program 2: repurchased 8%</li> <li>- Program 3: approved for a share repurchase budget of 5% and currently being repurchased</li> </ul> <p>If, under Program 3, the company's total repurchased shares reach 20% , will Program 3 be deemed to have been completed?</p>	<p>The company may repurchase and hold its shares at any given time in an aggregate amount not exceeding 20% of its total issued shares. In the event that such threshold is exceeded, the company must dispose of the repurchased shares until its holdings fall below 20% prior making any further repurchases. (Clause 11/1 of the Ministerial Regulation)</p>
<p>25) Can the company adopt the capital increase resolution for the purpose of offering for sale new capital increase shares or convertible securities after the completion of the share repurchase?</p>	<p>The company may adopt the resolution of the shareholders' meeting for capital increase and register the change to the registered capital with the registrar. However, the company cannot distribute additional shares to any person until all the repurchased shares are completely distributed or deducted.</p>
<p>26) Can the company issue stock dividend while the share repurchase project is ongoing in order to manage financial liquidity?</p>	<p>The company may adopt the resolution of the shareholders' meeting for capital increase and register the change to the registered capital with the registrar. However, the company cannot issue stock dividend until all the repurchased shares are completely distributed or deducted. In this regard, the payment of dividend must be done within 1 month from the date the shareholders' meeting or the board of directors' meeting passes the resolution pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (1992).</p>
<p>27) While the listed company repurchases the shares, in calculating any ratio per share such as EPS, book value per share, what figure must be used as a base for calculation?</p>	<p>The number of shares excluding the number of the repurchased shares shall be used.</p>
<p>28) In calculating the foreign limit, the number of shares before or after excluding the repurchased shares will be used?</p>	<p>The number of shares issued and called to be paid up shall be used until the expiration of the time period for the sale of repurchased shares and until capital decrease.</p>
<p>29) Can the repurchased shares be used for other purposes such as bonus to directors, stock dividend, or collateral for a loan?</p>	<p><b>No.</b></p>

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30) Will the distribution of repurchased shares by means of offer to the directors or employees of the company pursuant to the laws on securities and exchange be deemed to amount to remuneration to directors? If such is deemed as remuneration to directors, must the agenda on remuneration to directors be prepared for the shareholders' approval?	Such is deemed as remuneration to directors whereby the company must comply with the rules of the Office of the Securities and Exchange Commission in offering for sale repurchased shares to the company's directors or employees pursuant to the laws on securities and exchange.
31) Do the directors, management and employees who receive the shares offered for sale to the company's directors or employees pursuant to the laws on securities and exchange have the duty to make the report in the form 59 / 246-2 / Tender Offer?	They have the duty to report pursuant to the relevant criteria of the Securities and Exchange Commission.
32) Do the sale and purchase of the shares pursuant to the share repurchase project exceeding 5% have to report the acquisition and disposal of securities pursuant to the form 246-2 as prescribed by the Office of the Securities and Exchange Commission?	Listed companies are not required to make the report pursuant to the form 246-2 since Section 246 of the Securities and Exchange Act does not apply to share repurchase and sale of repurchased shares of the securities issuers.
33) Through which methods can share repurchase or distribution of repurchased shares via the stock exchange can be done?	Listed companies can offer to purchase or sell repurchased shares via Automated Order Matching (AOM) during the trading session.
34) How many days prior to the commencement of a share repurchase program is a listed company required to disclose such program to public, including in cases of amendment to or cancellation of such program?	It can be divided into 2 cases; 1. <u>Disclosure of resolutions</u> : In the case where the Board of Directors or the shareholders pass a resolution to repurchase shares, or where the Board of Directors passes a resolution to dispose of repurchased shares, the company shall disclose such resolution without delay on the date of the Board or shareholders' resolution, as the case may be. (SET Regulations re: Disclosure of Information and Acts of Listed Companies) 2. <u>Disclosure of the share repurchase program details</u> : In the case where a listed company discloses a share repurchase program or specifies the date for the disposal of repurchased shares, such disclosure shall be made not less than 3 days prior to the commencement date of the share repurchase / the commencement date of the disposal of repurchased shares / the date on which such amendment or cancellation becomes effective. In the case of any amendment or cancellation of the program, the company shall disclose the information together with the reasons and necessity. (Clause 9 of the Ministerial Regulation / SET Notification re: Disclosure of Information and Acts of Listed Companies in Share Repurchase and Disposal of Repurchased Shares)

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35) In case of distribution of repurchased shares by means of RO, how many days in advance does the information have to be disclosed?	The same procedures governing the offer for sale of capital increase shares in the form of RO shall be followed i.e. the listed company must disclose the date of the conferral of rights on existing shareholders to subscribe to the shares at least 14 days in advance, send out notice informing of such rights in advance and stipulate the time period for subscription etc.
36) How many days in advance does the disclosure of offer for sale of repurchased shares by means of offer to the company's directors or employees pursuant to the laws on securities and exchange have to be made?	<p>The Office of the Securities and Exchange Commission prescribes that offer for sale to the company's directors or employees pursuant to the laws on securities and exchange at a low price or which constitutes concentration must be approved by the shareholders' meeting.</p> <p>As for offer for sale to the company's directors or employees pursuant to the laws on securities and exchange at the market price and which does not constitute concentration, the company's board of directors can consider the allocation of the shares without requesting for approval from the shareholders' meeting.</p> <p>Therefore, when the board of directors or the shareholders' meeting passes the resolution for offer for sale to be made to the company's directors or employees pursuant to the laws on securities and exchange, the resolution of the board of directors or the shareholders' meeting (as the case may be) must be notified to the stock exchange immediately whereby disclosure must be made at least 3 days in advance before the offer for sale of repurchased shares.</p>
37) When does the company have to disclose information on the result of the distribution of repurchased shares?	<ul style="list-style-type: none"> <li>- <u>In case of sale in the SET</u>, the information shall be disclosed before the trading session on the following business day.</li> <li>- <u>In case of RO / PO / offer for sale to the company's directors or employees pursuant to the laws on securities and exchange</u>, the information shall be disclosed within 5 business days from the date all the repurchased shares are distributed whereby the result of the sale shall be reported to the Office of the Securities and Exchange Commission within the following time period: <ul style="list-style-type: none"> <li>○ In case of offer for sale to the company's directors or employees pursuant to the laws on securities and exchange, within 15 days from the date of closure of the offer for sale.</li> <li>○ In case of PO, within 45 days from the date of closure of the offer for sale.</li> </ul> </li> </ul>

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38) Can the price for the offer for sale in case of PO / RO / offer for sale to the company's directors or employees pursuant to the laws on securities and exchange be stipulated as a price range?	- <u>PO and RO</u> : Disclosure can be made as a price range whereby before the date of the offer for sale the price must be clearly stipulated so that the shareholders have sufficient and complete information to support their decision-making. In the case of RO, the listed company must clearly disclose the price and ratio before the date of the posting of the sign to determine the names of persons with the rights to subscribe to the repurchased shares (XB sign) via the SETLink system for dissemination to investors.
39) In case of RO and offer for sale to the company's directors or employees pursuant to the laws on securities and exchange, must the price be clearly stipulated from the date of the approval from the resolution of the board of directors? Can the shares be given for free? Can authorization be made to the management to stipulate the price?	- <u>Offer for sale to the company's directors or employees pursuant to the laws on securities and exchange</u> : The price must be clearly stipulated. The stipulation of the price must comply with the relevant criteria, which are prescribed to be within the power of the shareholders or the board of directors, as the case may be, and the shares cannot be given for free regardless of the methods of distribution.
40) In the case a listed company has obtained approval from the shareholders' meeting to extend the disposal period for repurchased shares by 2 years, is the company required to make a disclosure of such information?	<u>The extension of the disposal period of repurchased shares is considered an amendment to the details of the share repurchase program</u> . Therefore, the listed company must disclose the information not less than 3 days prior to the date on which such amendment becomes effective. (Clause 9, paragraph 4 of the Ministerial Regulation / Notification of the Board of Governors of SET Re: Disclosure of Information and Other Acts of a Listed Company in the case that a Listed Company Repurchases Their Own Shares and Disposes of Such Repurchased Shares)
41) Can shareholders make the subscription in a manner exceeding their rights in case of the sale of repurchased shares in the form of RO?	<b>Yes.</b> In this regard, the price must be the same as that for the subscription which does not exceeding their rights and the company must first allocate the shares to existing shareholders in accordance with shareholding proportion, and in case there are shares remaining the company will be able to allocate the shares to shareholders who make subscription in a manner exceeding their rights in accordance with such shareholders' shareholding proportion.
42) The sale of repurchased shares to the company's directors or employees pursuant to the laws on securities and exchange must be made within 1 year from the date of the shareholders' approval in case the resolution of the shareholders' meeting is required and in case of offer for sale to directors or employees on a gradual basis, the distribution shall be completed within 3 years from the date of the completion of the share repurchase. Is this correct?	<b>Yes.</b>

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43) Does the sale of repurchased shares to the company's directors or employees pursuant to the laws on securities and exchange include the directors and employees of subsidiaries?	<b>No.</b>
44) Under which circumstances must the company refrain from repurchasing the shares or selling the repurchased shares in the stock exchange?	<p>1. The company is about to announce important information which may affect the price of its shares, the rights and benefits of the shareholders or investment decision such as before the dissemination of financial statements, before the declaration of dividends, there are facts that a takeover is imminent, <u>unless the listed company considers and opines that the current share repurchase is undertaken by persons who do not know of the company's inside information.</u></p> <p>2. The share repurchase or sale of repurchased shares with a connected person.</p> <p>3. Anti-takeover, unless approval is obtained from the shareholders.</p>
45) In case the listed company is prohibited from conducting share repurchase or selling the repurchased shares to a person it knows to be a connected person, will such prohibition apply to the sale and purchase in the stock exchange only?	<b>Yes.</b> The company is prohibited from entering into a transaction where the company has the intention to conduct the share repurchase or sell the repurchased shares in the stock exchange from a connected person. Nonetheless, the sale of the repurchased shares by means of offer for sale to the company's directors or employees shall comply with the relevant criteria of the Office of the Securities and Exchange Commission.
46) In the event that a listed company is unable to implement a share repurchase in accordance with the resolution of the Board of Directors or the shareholders' meeting as previously disclosed, what actions should the listed company take upon the completion of the share repurchase program?	The listed company should explain to shareholders and investors the reasons for its inability to repurchase shares in a number or within the budget specified, including in cases where no share repurchase has been made pursuant to such resolution, and shall report the completion of the share repurchase program through the Stock Exchange's disclosure system.

47) What is the format for reporting the completion of a share repurchase program and explaining the reasons for the inability to repurchase shares in accordance with the specified number of shares or within budget specified?

Answer: A listed company may report the completion of the program and the reasons for its inability to repurchase shares as specified, in accordance with the following sample disclosure:

**Example 1:** Announcement on the completion of a share repurchase program for financial management purposes

Whereas the Board of Directors' Meeting of ..... ("Company") on ..... approved the share repurchase project for the purpose of financial management through the Stock Exchange, for a total of ..... shares, with a maximum budget of ..... Baht, during the period from ..... to .....

The Company hereby reports the completion of the share repurchase program. A total of ..... shares have been repurchased (representing .....% of the total number of shares specified for repurchase), with an aggregate repurchase value of ..... Baht, during the period from ..... to ..... The Company was unable to complete the share repurchase in accordance with the number of shares or the budget specified in the above resolution (as the case may be) due to .....

**Example 2:** Announcement on the Completion of a Share Repurchase Program for Financial Management Purposes

("Company") ..... hereby reports the completion of its share repurchase program, with details as follows:

1. Summary of the share repurchase program

Resolution of the Board of Directors / Shareholders on (date) .....	Completion of the Share Repurchase Program on (date) .....
1. Maximum budget for the share repurchase is ..... Baht	The total repurchase value amounted to ..... Baht
2. Number of shares to distribution.....shares	The company has repurchased a total of ..... shares. (representing .....% of the total number of shares specified for repurchase)
3. Share distribution period from.....to..... (Total of ..... months)	The actual repurchase period from ..... to ..... (Total of ..... months)

2. Reasons for the inability to repurchase shares in accordance with the specified number of shares or budget (as the case may be)  
 .....

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<b>With respect to programs under which a listed company has already repurchased shares but has not yet completed the disposal of all such shares as at the effective date of Ministerial Regulation (No. 3)</b>	
48) If a company is in the process of disposing of repurchased shares under a program that commenced prior to the effective date of Ministerial Regulation (No. 3), can the company apply for an extension of the disposal period of such repurchased shares?	<b>Yes</b> , in case of the total number of shares repurchased and held by the company does not exceed 20% of its total issued shares, and that the company must obtain the approval from the shareholders' meeting prior to the expiry of the original disposal period.
49) In the case where a company has undertaken a share repurchase for financial management purposes before the effective date of Ministerial Regulation (No. 3), and the total number of shares repurchased and held exceeds 20% of the company's total issued shares, is the company required to dispose of the excess shares within 3 months?	<b>No</b> . In the case where the company has commenced a share repurchase and the total number of repurchased shares exceeds 20% of total issued shares as prior or at the effective date of Ministerial Regulation (No. 3), the company may continue to hold the shares in excess of 20% for the purpose of disposing of such shares within the period specified in the approved share repurchase program or by cancelling the repurchased shares in accordance with Clause 14 of the Ministerial Regulation. However, the company shall not be permitted to request an extension of the disposal period by a further 2 years, or to commence a new share repurchase program, until the total number of shares repurchased and held by the company does not exceed 20% of its total issued shares.