

Grounds for Possible Delisting and Elimination of the Grounds

Failure to submit the financial statements / late submission/the auditor issued adverse opinion on the financial statements

In the event of delisting from failure to submit the financial statements before November 1, 2021, the listed company has the time in each period as follows: Stage 1, the period for elimination of the grounds for delisting, has time for 1 year, and stage 2, the period to repossession the qualifications in order to resume trading, has time for 1 year. The company can request for time extension in 2nd Stage only once, and not exceeding 1 year. In addition, the underlined information is the revised regulations and ~~strikethrough~~ is the original information, which are summarized as follows.

Reason for delisting	Conditions and period for improving the qualifications of listed companies	
	Stage 1 Period for the elimination of the grounds for delisting	Stage 2 Period for the repossession of qualifications in order to resume trading
Failure to submit financial statements / late submission of financial statements / Submission of financial statements which the auditor issued an adverse opinion for more than 6 months in each period, only the first period that is delayed more than 6 months	Submit of the financial statements that were announce NC <u>all late financial statements within 1 year within 2 years.</u>	Submission of all late financial statements and submission of financial statements within the period stipulated for 2 consecutive periods within 1 year (extension may be requested for another 1 year) whereby the auditor's report shall not possess any of the following characteristics: (1) A qualified opinion in relation to defect in the internal control system, or incomplete accounting system or the financial statements fail to comply with the financial reporting standards that the SEC accepts (2) A disclaimer of opinion or a qualified opinion in relation to limitation on scope of audit imposed by the act or omission of the company, director or management (3) An adverse opinion on the financial statements

Subject	Details											
Consideration criteria for cause of delisting	<p>1. Considering from the submission due date as follows.</p> <table border="1" data-bbox="459 219 1481 607"> <thead> <tr> <th data-bbox="459 219 687 304">Financial statements</th> <th data-bbox="691 219 1086 304">Due date</th> <th data-bbox="1090 219 1481 304">Grounds for delisting</th> </tr> </thead> <tbody> <tr> <td data-bbox="459 309 687 394">Quarterly</td> <td data-bbox="691 309 1086 394">45 days from the end of accounting period</td> <td data-bbox="1090 309 1481 477" rowspan="2">Later than 6 months from the due date</td> </tr> <tr> <td data-bbox="459 398 687 483">Annually</td> <td data-bbox="691 398 1086 483">2 months the end of accounting period</td> </tr> <tr> <td data-bbox="459 488 687 607">The SEC orders an amendment</td> <td data-bbox="691 488 1086 607">According to SEC's orders</td> <td data-bbox="1090 488 1481 607">Later than 6 months from the date that SEC orders an amendment</td> </tr> </tbody> </table> <p>2. Considering from the submission of the financial statements that the auditor has expressed an adverse opinion, which means the financial statements are inaccurate, and the financial statements has not been revised for more than 6 months.</p>	Financial statements	Due date	Grounds for delisting	Quarterly	45 days from the end of accounting period	Later than 6 months from the due date	Annually	2 months the end of accounting period	The SEC orders an amendment	According to SEC's orders	Later than 6 months from the date that SEC orders an amendment
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Procedures prior to possible delisting	<p>➤ In the case that the company does not submit financial statements / submit financial statements that the auditor issued an adverse opinion SET will post an SP sign (Suspension) immediately from the due date for the financial statements submission or the date that the company submits the financial statements which the auditor has expressed an adverse opinion and SET will maintain the SP sign until the company submits the said financial statements to the SET correctly and completely. When the securities have been posted SP sign for 3 months, SET may allow trading for 1 month with Cash Balance account.</p> <p>➤ In the case that the SEC orders a revision of the financial statements SET will post an SP sign immediately for 1 day and the next business day, SET will remove the SP sign and post the NP sign, together with an announcement of C (Caution) sign. As a result, the investors must trade such securities with a Cash Balance account only.</p> <p>Note :</p> <ul style="list-style-type: none"> - The NP sign will be maintained until the company submits the revised financial statements to the SET and there is a conclusion of the SEC's consideration. - The C sign will be maintained until the company is able to submit the revised financial statements or when the SET announces that the company is subject to possible delisting. 											
Procedures for action when the listed company is subject to possible delisting	<p>To provide the company with clear guidelines for the elimination of the grounds for the possible delisting and encourage the company to resume trading, SET has procedures for action as follows.</p> <p>➤ Failure to submit the financial statements/ late submission longer than 6 months / Submission of the financial statements which the auditor issued an adverse opinion and the listed company does not take an action to remove that cause for more than 6 months. After 6 months from the due date of financial statements submission or from the date that the company submits the financial statements which the auditor has issued an adverse opinion, SET will announce that the company is subject to possible delisting which SP sign will be remained and NC sign</p>											

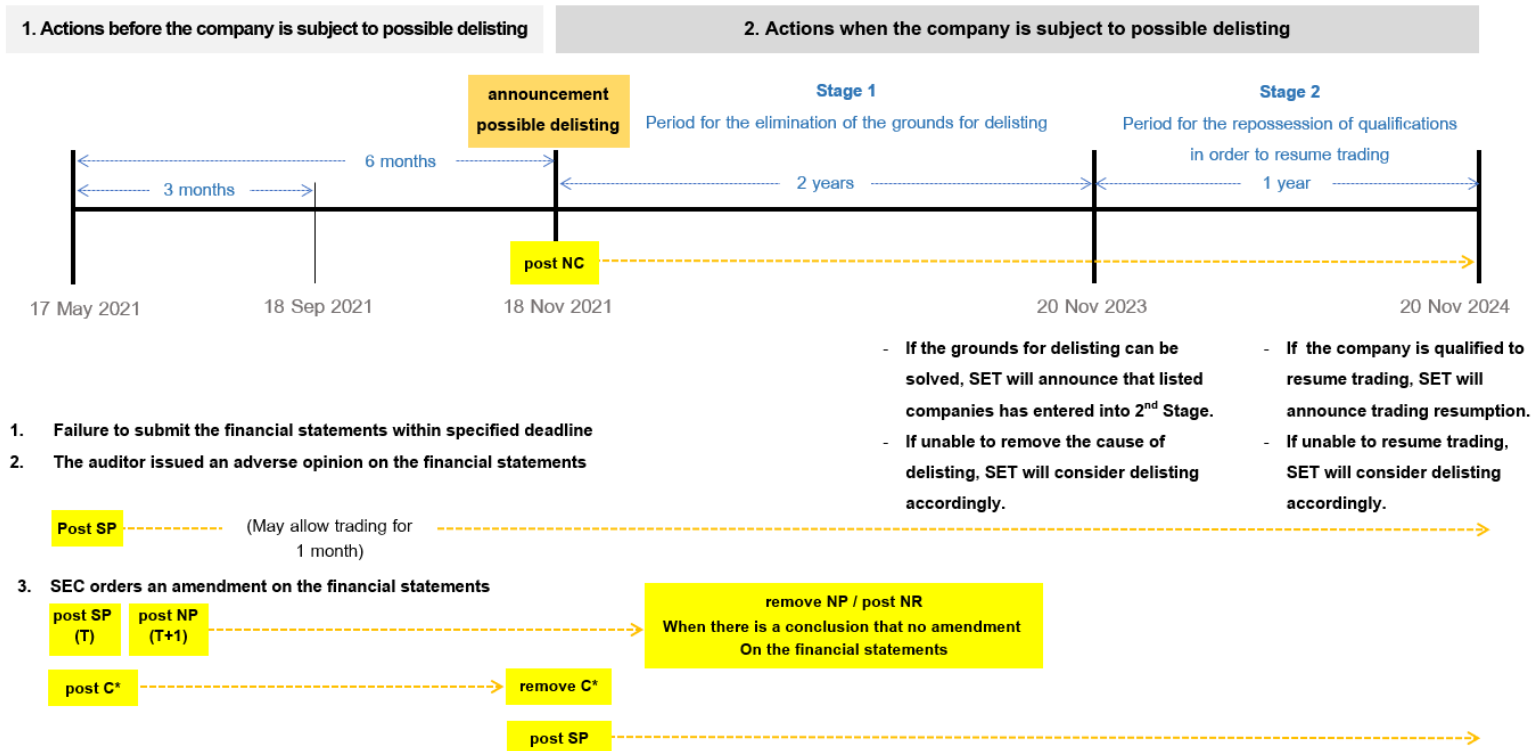
Subject	Details
	<p>will be posted until the company is able to remove the grounds for delisting and repossess the qualifications in order to resume trading.</p> <p>➤ In the event that a listed company fails to submit its financial statements that the SEC has ordered to amend more than 6 months from the date of SEC's order, after 6 months from the date that the SEC orders the company to amend the financial statements, SET will announce that the company is subject to possible delisting by posting SP and NC signs until the company is able to remove the grounds for delisting and repossess the qualifications in order to resume trading.</p> <p>After the SET announces that the listed company is subject to possible delisting, if subsequently, the company does not submit the financial statements of the following periods, SET will notify the company and disclose information about the failure to submit the financial statements in the following periods to investors. In addition, the company has obligation to disclose the progress of the procedures to remove the cause of delisting to the Exchange every quarter or within the same date as the financial statements submission due date in each quarter or in case there is any material progress, the listed company must disclose information immediately.</p> <p>Period 1: Period for the elimination of the grounds for delisting – There is a period of 2 years from the date the Exchange announces possible delisting.</p> <p>The listed company must proceed, <u>as the case may be</u>, as follows:</p> <ol style="list-style-type: none"> 1. Submit financial statements that have not been submitted for every period, and the auditor must not express an adverse opinion on the financial statement, only the financial statements for the period that are delayed more than 6 months from the due date. 2. Submit the revised financial statements according to the order of the SEC for every period, and the auditor must not express an adverse opinion on the financial statements, only the financial statements for the period that are delayed more than 6 months from the date the SEC ordered the amendment of the financial statements. 3. In the event that the company submits the financial statements which the auditor issued an adverse opinion and the company does not solve that issue for more than 6 months: Submit the financial statements that the auditor does not express an adverse opinion on the financial statements. <ul style="list-style-type: none"> ▪ If the listed company can submit all financial statements within two years from the date of possible delisting announcement, the company shall submit a notice to the Exchange and clarify that the cause of delisting has been removed. Then, SET shall announce that the company has entered into the period for the repossession of qualifications in order to resume trading (Period 2). ▪ If the listed company is <u>unable</u> to submit all financial statements within one year from the date of possible delisting announcement, SET <u>may consider delisting</u>. The securities trading will be allowed for 7 business days before delisting with NC sign posted and can be purchased with Cash Balance account only. <p>Period 2: Period for repossess the qualifications in order to resume trading – There is a period of 1 year from the date that the Exchange announces a transition to 2nd period.</p>

Subject	Details
	<ul style="list-style-type: none"> ▪ If the listed company is able to repossess the qualifications in order to resume trading within 1 year, the company can submit a request to the Exchange to consider removing the NC and SP signs and allow resume trading. ▪ If the listed company is <u>unable</u> to repossess the qualifications in order to resume trading within one year, SET <u>may consider delisting</u>. The securities trading will be allowed for 7 business days before delisting with NC sign posted and can be purchased with Cash Balance account only.
Consideration criteria for resume trading	<p>The listed company can submit the request to the SET to consider resume trading when the company has done <u>all</u> actions as follows.</p> <ol style="list-style-type: none"> 1. Submit the financial statements for every period that has not been submitted and/or submit the financial statements that the auditor does not issue an adverse opinion and/or submit the revised financial statements according to SEC's order. 2. Submit the financial statements within the specified period for 2 consecutive periods and the auditor's report must not have any of the following characteristics: <ol style="list-style-type: none"> 1) The auditor proposes a qualified opinion that there is defect in the internal control system or incomplete accounting system, or the listed company has failed to comply with the generally accepted accounting principle; 2) The auditor issues a disclaimer in case the scope of audit is limited by an act or omission of the company or management; or 3) The auditor issues an adverse opinion on the financial statements
Announcement of the trading resumption	<p>SET will announce information on the trading resumption 7 business days in advance before the commencement of trading of the listed company's listed securities.</p>
Delisting	<p>If the company is unable to eliminate all causes of delisting or repossess the qualifications in order to resume trading within specified deadline, SET will consider delisting and allow trading on the securities for 7 business days prior to delisting. During that period, NC sign is still posted and the securities must be purchased via cash balance account only.</p>

Procedures

For the company which is subject to possible delisting since November 1, 2021

Failure to submit the financial statements / late submission/the auditor issues adverse opinion on the financial statements

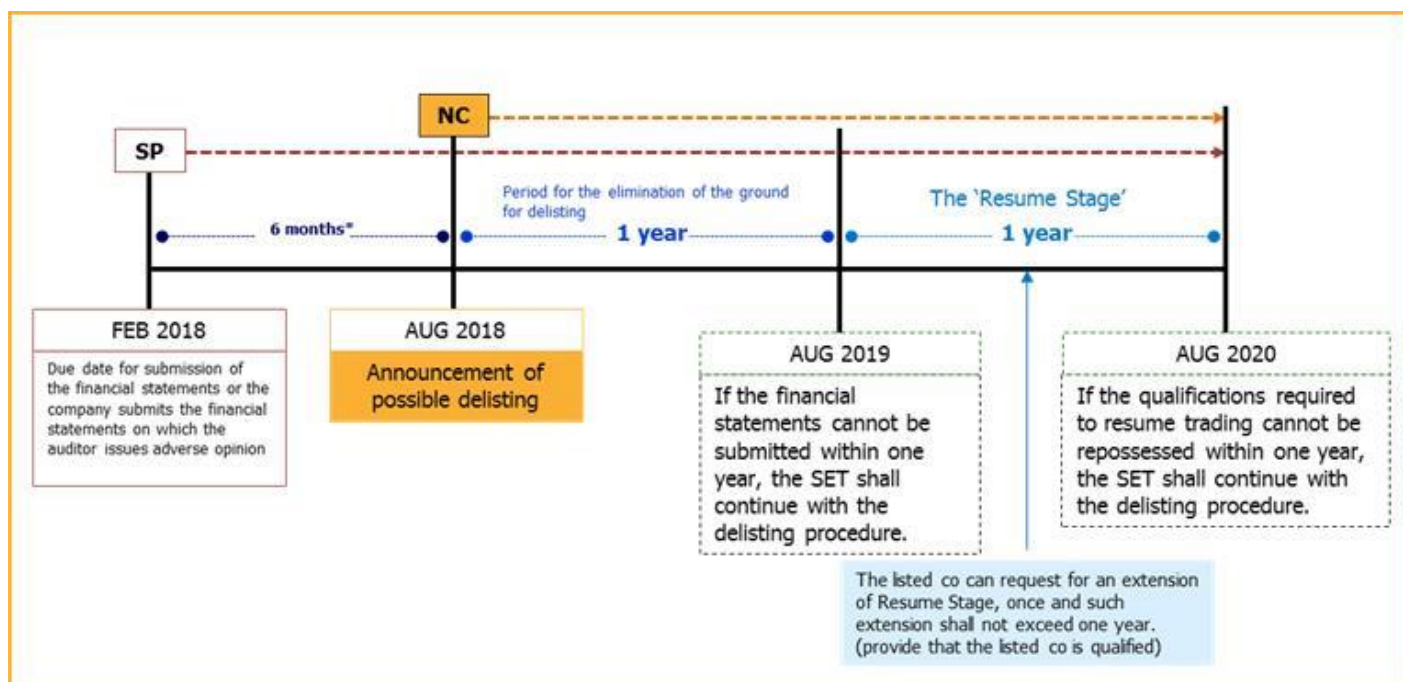


Note: * For details on how to post and remove the C sign, please see the section "C Sign Posting"

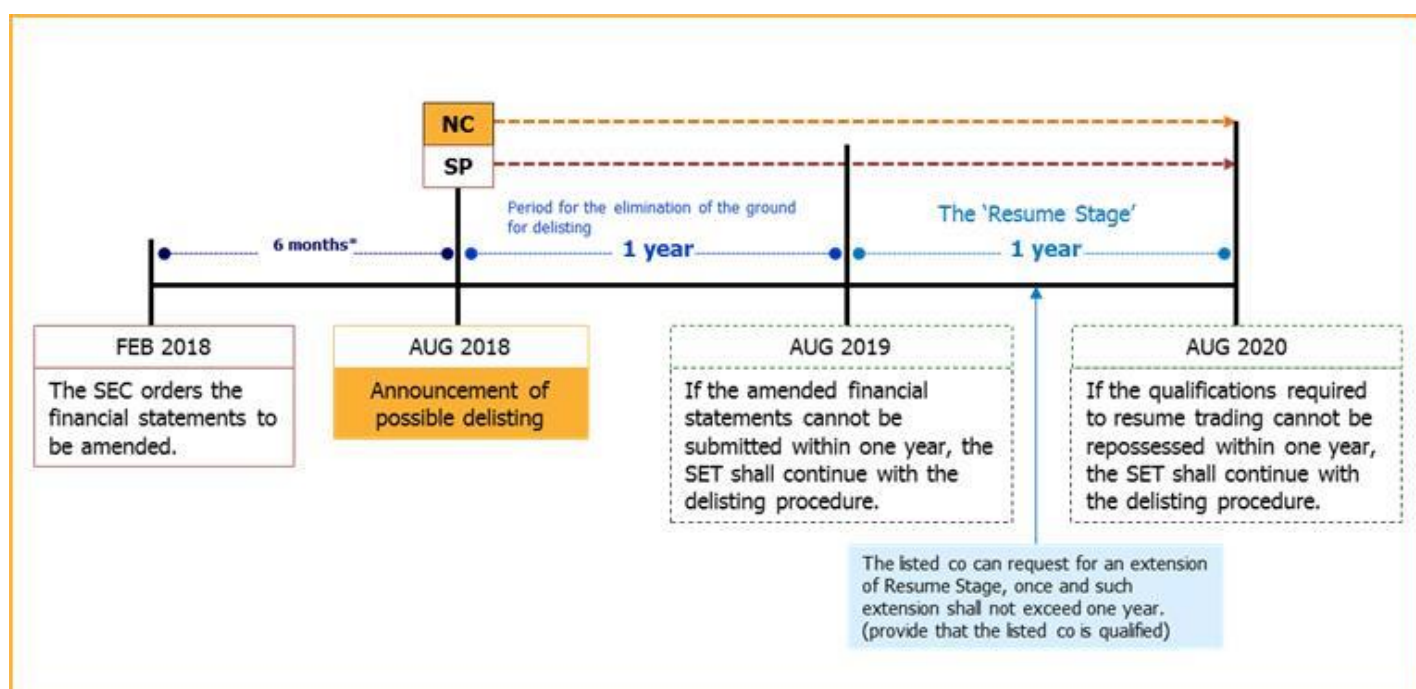
Procedures

For the company which is subject to possible delisting before November 1, 2021

1) Failure to submit the financial statements/ late submission over 6 months from the due date/ the auditor issues adverse opinion on the financial statements



2) Failure to submit the revised financial statements according to SEC's order / late submission over 6 months



Remark : The securities with SP sign posted for 3 months, the trading will be allowed for 1 month with NC sign posted and can be purchased with Cash Balance account only.

Q&As

① Q : In case the listed company fails to submit the financial statements, when will the company be considered for possible delisting?

A : The SET will announce that the securities of listed company may potentially be delisted, and post NC (Non-Compliance) sign, from the date the financial statements submission has been overdue for 6 months until the listed company can submit the financial statements and take actions to repossess the qualifications in order to resume trading. In addition, SET will post an SP (suspension) sign in order to suspend trading. The securities with SP sign posted for 3 months, the trading will be allowed for 1 month with NC sign posted and can be purchased with Cash Balance account only.

② Q : In case the listed company fails to submit the financial statements ordered to be amended by the SEC, when will the company be considered for possible delisting?

A : The SET will announce that the securities of listed company may potentially be delisted, and post NC (Non-Compliance) and SP (Suspension) signs to suspend trading, from the due date after the SEC had ordered the amendment of the financial statements for six months. NC sign remains posted until the listed company can submit the revised financial statements and take actions to repossess the qualifications in order to resume trading.

Related regulations

SET's regulations

1. Regulation of the Stock Exchange of Thailand Re: Delisting of Securities B.E. 2564 (2021)
2. Notification of the Board of Governors of the Stock Exchange of Thailand Re: Procedures for Actions against Listed Companies to Eliminate the Grounds for Delisting B.E. 2564 (2021)
 - Chapter 1: Procedures for Actions against Listed Companies who fail to submit the financial statements at all or on time, or submits financial statements for which the auditor issued an adverse opinion and hence fit the Criteria for Possible Delisting
3. Circular Letter Bor.Jor. (Wor) 2/2021 Re: Revision of Regulations for the Listed Companies
4. Circular Letter Bor.Jor. (Wor.) 13/2560: Revision of the Rules for the Delisting of Securities
5. Circular Letter Bor.Jor (Wor) 1/2019 Re: The regulations adjustment according to Regulatory Reform Plan
6. Regulation of the Stock Exchange of Thailand Re: Rules, conditions and procedures for temporary suspension of securities trading B.E.2562 (2019)
7. Notification of the Stock Exchange of Thailand RE: Purchase of securities through Cash Balance Account B.E. 2562 (2019)
8. Regulation of the Stock Exchange of Thailand Re: Measure in case of Events that may affect the Listed Companies' Financial Condition and Business Operation B.E. 2561 (2018)

Regulations of other authorities

- Notification of the Capital Market Supervisory Board Tor Jor. 44/2556: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers