

Listing Approval for foreign listed companies under “Secondary Listing” Category

The Listing Qualification of Stock Exchange of Thailand (SET)

A company applying to list its common shares on the Stock Exchange of Thailand (SET) must have the following qualifications:

1.1 Qualifications for common shares

- fully paid-up share.
- bearing holders’ names.
- having no restrictions on transfer of ordinary shares, unless the restrictions are in accordance with laws and are included in the articles of association of the company.

1.2 Qualifications for the applicant

Subjects	Qualifications
Status of listing applicant	Must be a foreign company defined in the Notification of the Capital Market Supervisory Board/ ¹ and they must not be in the process to remedy its qualifications for a listed company or a potential delisted company or subjected to any such similar requirements of its Home Exchange or Oversea Regulatory Agency.
Paid-up capital in common shares (after public offering)	≥ THB 300 million
Financial condition and liquidity	<ul style="list-style-type: none"> • Must have a minimum total shareholder equity of THB 300 million and total shareholder equity > 0 before public offering. • Must be in a stable and healthy financial condition and have sufficient working capital.
Track record	<ul style="list-style-type: none"> • Combined minimum net profits from operations of THB 50 million over the past two or three years, and net profits from operations of THB 30 million for the latest full year. • At least 3 years of operating track record with at least one year of company management continuity prior to the application date.
Shareholding Spread/²	<ul style="list-style-type: none"> • Issued shares in hands ≥ 1,000 shareholders. • Shareholding Ratio <ul style="list-style-type: none"> ○ 25% of paid-up capital (THB 300 million ≤ the paid-up capital ≤ THB 3 billion) ○ 20% of paid-up capital (paid-up capital ≥ THB 3 billion) ○ Each shareholder must hold at least 1 trading unit in accordance with the rule.

Subjects	Qualifications
	<ul style="list-style-type: none"> ○ It is able to prove that the shares shall be traded and have liquidity on the Exchange in accordance with the following requirements: <ul style="list-style-type: none"> - the shares are publicly offered for sale in Thailand with the market capitalization³ of not less than Baht 300 million or not less than 5 per cent of the paid-up capital, whichever is lower. - it is able to prove that it will trade the shares on the Exchange and it has deposited the shares with Thailand Securities Depository Co., Ltd. (TSD) determined by the Exchange, provided that the shares shall have market capitalization of not less than Baht 300 million or not less than 5 per cent of the paid-up capital, whichever is lower. - it is able to prove that the shares will be traded and have liquidity on the Exchange.
Public Offering Approval	<ul style="list-style-type: none"> • Must have been granted approval by the SEC. • Offer through underwriters.
Management and control personnel	<ul style="list-style-type: none"> • The Board of Director shall be qualified as required by the Notification of The Capital Market Supervisory Board for foreign company¹. • Committee and Management must hold qualifications accordingly; <ul style="list-style-type: none"> ○ Not have any characteristics prohibited by The Capital Market Supervisory Board¹. ○ Committee and Management and control personnel must not have any characteristics prohibited by SET regulations that may affect an investor's rights or an investor's decision or a change of share price.
Financial statements and auditors	<ul style="list-style-type: none"> • Must ensure that financial statements have been prepared in accordance with The Capital Market Supervisory Board¹ rules and regulations. • Must have an auditor approved by the SEC.
Registrar	Appoint TSD or an approved registrar by SET.
Silent Period	<p>Comply with Home Exchange Rules. In the event where the Home Exchange does not stipulated rules governing Silent Period, criteria dealing with the Listing Approval for Foreign Listed Companies under "Primary Listing" Category apply.</p> <p>Primary Listing" Rules stipulate that persons being subject to strategic shareholders² are prohibited from selling their shares in the aggregate amount of 55% of paid-up capital after the completion of the public offering for a period of 3 years from the commencement date of trading on the Exchange. Upon completion of 1 year period of trading on the Exchange, the persons shall be able to sell their shares at 20 % of the</p>

Subjects	Qualifications
	number of all shares and upon completion of every 6-month period thereafter, such persons shall be able to sell their shares at 20 % of the number of all shares that are subject to the prohibition of sale.
Agent for Coordination	Have a liaison agent in Thailand, to act as an agent for disclosing information or doing any act in accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board for Foreign Companies.
Opportunity Day	The company must organize a meeting to present and clarify the information about business and performance to shareholders, investors and related persons at least 1 time within the first year after having been listed in order to allow them access to relevant information and opportunity of raising queries to the management of the listed company.

Remarks:

¹ Notification of Capital Market Supervisory Board Tor. Jor. 14/2558: Provisions relating to Offer for Sale of Securities Issued by Foreign Company Whose Shares Have Been Traded or Are Purposed to be Traded on Foreign Exchange in accordance with Section 2, Chapter 2 of the Notification of the Capital Market Supervisory Board governing rules concerning the offering of securities issued by a foreign company as a Listed Company or will be a Listed Company on the foreign exchange.

² Strategic shareholders are

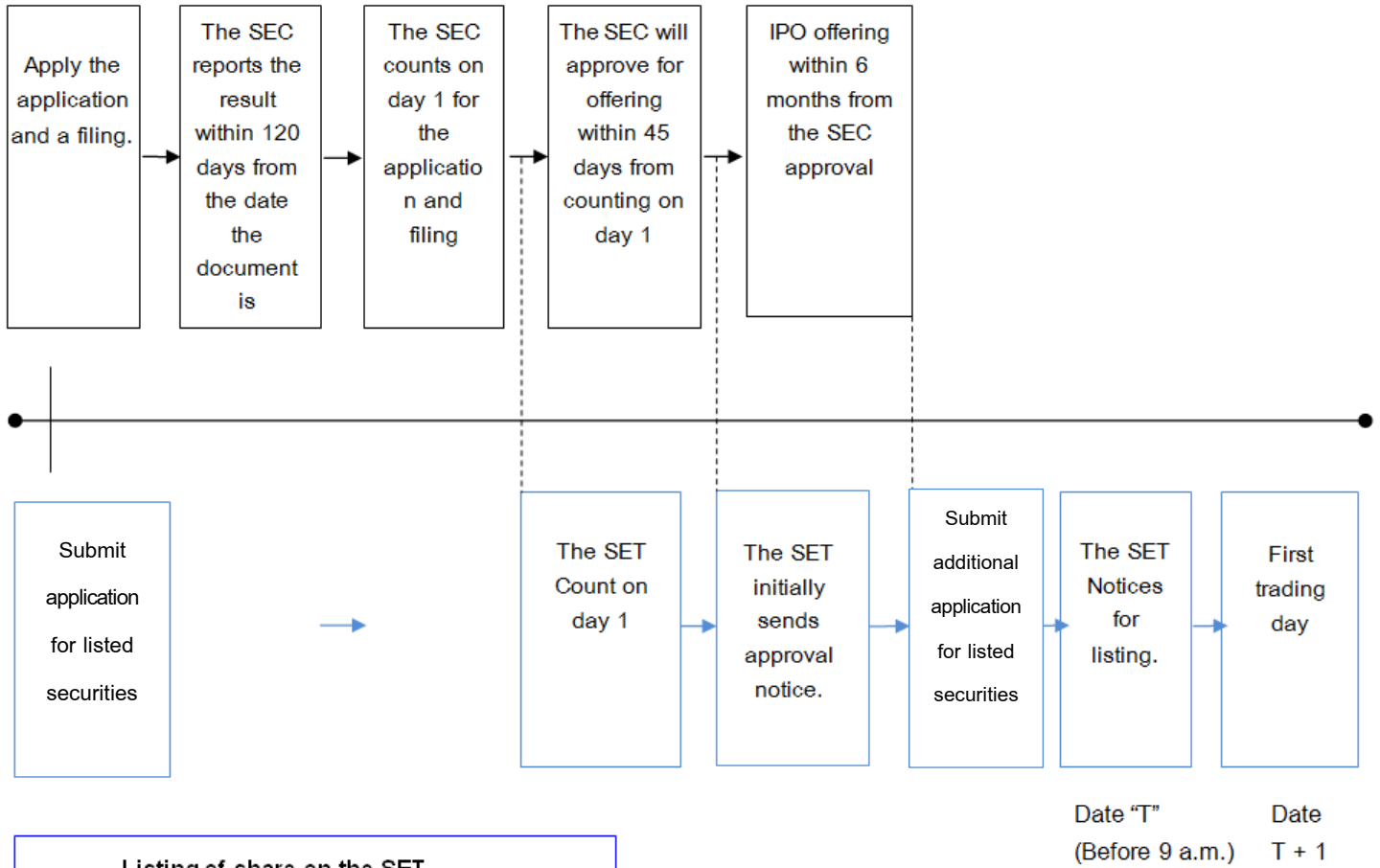
- Board of director, management, and related person
- Shareholders and their related-person who hold at least 5% of paid-up capital
- Authorities of the company

³ Market Capitalization is calculated from IPO price or the price that is allowed by SET

Process

Listing procedure in the Stock Exchange of Thailand (SET)

Application for issuance and offering of ordinary shares to SEC



Related Regulations

SET's regulations

- Regulation of the Stock Exchange of Thailand: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015)

Other organization's regulations

- Notification of Capital Market Supervisory Board Tor. Jor. 14/2558: Provisions relating to Offer for Sale of Securities Issued by Foreign Company Whose Shares Have Been Traded or Are Purposed to be Traded on Foreign Exchange
- Notification of the Office of the Securities and Exchange Commission Nor Por. 1/2559 :Countries Recognized by the SEC Office concerning Supervisory Measures on Capital market
- Notification of the Securities and Exchange Commission korChor. 17/2551: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities (4529)