

## Criteria to Preparation Report on Change to the Securities Holding of Directors and Executives

### Clause 1. Objective

To enable investors to track the movement of securities held by directors and executives who are in positions or positions that may have known the company's inside information and the data may be exploited prior to disclosure, which related to Section 59 of the Securities and Exchange Act B.E.2559 (2016) (amended No.5)

### Clause 2. General

#### 2.1 The Securities and Exchange Commission and Related Regulations:

By virtue of Section 59 of the Securities and Exchange Act B.E.2535 (1992), as amended by the Securities and Exchange Act. (No.5) B.E.2559 (2016), with the approval from the SEC Office hereby issues regulations Notification of the Office of the Securities and Exchange Commission No. Sor.Jor. 38/2561 Re: Preparation of Report on Changes to the Securities and Derivatives Holding of Director, Executive, Auditor, Plan Preparer and Plan Administrator, which effective on 15 August 2018 onward.

#### 2.2 Definition: these rules herewith:

“**securities**” means shares or *convertibles*;

“**convertibles**” means *securities* subject to any of the following rules and conditions;

- (1) debt repayment may be converted into settlement of shares issued by the *listed company*;
- (2) the *securities* holder shall have the right to buy shares issued by the *listed company*;
- (3) the right to gain returns shall be based on the price or the returns from shares issued by the *listed company*.

“**derivatives**” means derivatives under the *Law on Derivatives*, having all of the following characteristics:

- (1) specifying that the counterparty shall gain returns based on the price or the returns from shares issued by the *listed company*;
- (2) traded on a licensed *derivatives* exchange under the *Law on Derivatives*.

“**executive**” means the manager, the next four *executives* succeeding the manager, every person holding an equivalent position to the fourth executive, and shall include the persons holding an executive position in accounting or finance at a managerial or equivalent or higher level;

“**listed company**” means a company having its shares listed on the Stock Exchange of Thailand, being a Thai or *foreign company*, but excluding any *foreign company* that has all of the following characteristics:

- (1) having foreign stock exchange or foreign regulatory agency as home exchange or home regulatory agency;
- (2) home stock exchange or home regulatory agency of such foreign country has similar regulations to Thai regulations regarding disclosure of information on the securities and *derivatives* holding of company directors,

*executives* and auditors, including the plan preparer, the plan administrator or any person having similar characteristics in the case where the company is under a rehabilitation plan:

“*Thai company*” means a company established under Thai law;

“*foreign company*” means a company established under foreign law;

“*securities depository*” means a securities depository under the *Law on Securities and Exchange*;

“*short selling*” means a sale of securities which have been borrowed for settlement.

### **Clause 3. Person with the Duty to Report Changes**

3.1 Any director, executive and auditor of a *listed company* who hold the following *securities* or *derivatives* shall have the duty to prepare and submit a report on changes of their *securities* and *derivatives* holding to the SEC Office in accordance with the rules prescribed in Chapter 3 unless qualified for the exemptions under Chapter 2:

3.2 Apart from reporting to the SEC Office the changes to own *securities* and *derivatives* holding, directors, *executives* and auditors shall report such changes with the same characteristics as specified in Clause 3 of the persons having the following relationships in accordance with Chapter 3:

(1) spouse or cohabiting couple;

(2) minor child;

(3) juristic person wherein oneself and the persons in (1) and (2) hold shares at an aggregate amount exceeding thirty percent of the total voting shares of such juristic person and such aggregate shareholding is the largest proportion thereof.

3.3 The provisions in Clause 3.1 and Clause 3.2 shall apply to temporary *executives*, plan preparers, plan administrators and temporary plan administrators in accordance with the *Law on Bankruptcy, mutatis mutandis*, and in the case where temporary *executives*, plan preparers, plan administrators, and temporary plan administrators are a juristic person, the provisions in the said Clauses shall also apply to the directors and *executives* of such juristic person, *mutatis mutandis*.

### **Clause 4. Exemption from Reporting**

4.1 A change to any *securities* and *derivatives* holding as a result of the following cases shall be exempted from reporting:

(1) acquisition of *securities* proportionally to the amount of shares held by each shareholder;

(2) acquisition of *securities* from distribution of dividend shares by a *listed company*;

(3) acquisition from exercising the right under *convertibles*;

(4) acquisition of *securities* or *derivatives* by inheritance;

(5) acquisition from an offer for sale of newly issued *securities* to directors or employees (Employee Stock Option Plan), provided that such offer for sale is permissible by virtue of Thai law or regulations or foreign law or regulations enforced on listed companies;

(6) acquisition of shares from joining an employee joint investment program, provided that the board of directors of the *listed company* submits a letter to the SEC Office to verify that such program complies with the regulations prescribed in Clause 7 and that the *listed company* has disclosed the information related to the program together with the opinion of the board of directors through the Electronic Information Transmission System of the Stock Exchange of Thailand;

(7) change of *securities* holding resulted from execution of a *securities* borrowing and lending transaction with a licensed *securities* business operator in the Category of Securities Borrowing and Lending or securities depository, and having any of the following characteristics:

(a) in the case where the persons under Clause 3, Clause 4(1) (2) or (3) or Clause 5 are a *securities* lender, the *securities* borrowing and lending contract shall contain a provision granting the right to call for return of the borrowed *securities* throughout the term of the contract;

(b) in the case where the persons under Clause 3, Clause 4(1) (2) or (3) or Clause 5 are a *securities* borrower, the borrowed *securities* shall be settled within five working days as from the date of borrowing such securities, regardless of whether it is a settlement for *short selling* or an extended borrowing with a *securities* business operator in the Category of Securities Borrowing and Lending;

(c) in the case where the persons under Clause 3, Clause 4(1) (2) or (3) or Clause 5 are a *securities* borrower, the borrowed *securities* shall be returned within five working days as from the date of acquiring *securities* for return;

(8) placing or accepting collateral by transferring the ownership of the *securities* used as collateral to the receiver of the collateral only in the case of *securities* borrowing or lending in accordance with the regulations prescribed in (7).

In case of a breach of contract related to *securities* settlement under the *securities* borrowing and lending under Paragraph 1(7) or (8), the directors, *executives*, auditors and the persons under Clause 5 shall report the change of *securities* holding as specified in Clause 5.5

4.2 The employee joint investment program under Clause 4.1(6) shall not have any characteristic that allows directors or *executives* to interfere with the investment decision making, and shall comply with the following regulations:

(1) being approved by the *listed company*'s board of directors and in the case where the participants in the program are granted the right as company director, such program shall be approved by the shareholders' meeting or shall comply with the company's articles of association in the part concerning remuneration for directors in accordance with the *Law on Public Limited Companies*;

(2) having a provision that the directors or *executives* shall deposit money to the program regularly by installment at an amount or proportion specified in the program, for the purpose of investing in the shares of the *listed company* where such persons are directors or *executives*;

(3) having a provision that the administrator of the program shall purchase shares of the *listed company* by regular installment and on a fixed date as specified in the program, and such purchase shall be executed on the Stock Exchange of Thailand or a foreign exchange, as the case may be;

(4) segregating the account of *securities* acquired in the program from the account of *securities* acquired from the personal investment of directors or *executives*.

#### **Clause 5. Methods and Periods of Reporting**

5.1 Directors, *executives*, auditors and the persons under Clause 5 shall report the changes to their *securities* and *derivatives* holding upon purchase, sale, transfer or acceptance of transfer of *securities* or derivatives, except for the transfer or acceptance of transfer with the custodian who holds *securities* for such persons.

5.2 The person with the duty to report changes to the *securities* and *derivatives* holding under Clause 8 shall prepare the report via the Electronic Filing System and submit the report to the SEC Office within the following periods:

(1) within seven working days from the date of purchase, sale, transfer or acceptance of transfer of *securities* or *derivatives* in the case where the person with the duty to report is a director or executive of a *listed company*, and in accordance with all of the following regulations:

(a) the *listed company* shall report the names of the directors and *executives* through the Directors and Executives Information System according to the methods specified in the *Notification of the Office of the Securities and Exchange Commission concerning Forms and Methods for Reporting or Changing the Information of Company Directors and Executives*;

(b) the persons with the reporting duty shall report purchase, sale, transfer or acceptance of transfer of *securities* or *derivatives* before having their names listed in the Directors and Executives Information System under (a).

(2) within three working days from the date of purchase, sale, transfer or acceptance of transfer of *securities* and *derivatives* in any case other than (1).

5.3 Directors, *executives*, auditors and the persons under Clause 5 shall submit the report on changes to the *securities* and *derivatives* holding via the Form in the Electronic Information Transmission System according to the guidelines specified by the SEC Office.

5.4 Apart from reporting a purchase, sale, transfer or acceptance of transfer of *securities* or *derivatives* under Clause 5.1, directors, *executives*, auditors and the persons under Clause 3.3 shall submit a report in accordance with the regulations specified in Clause 5.2 and Clause 5.3 in the case where such persons hold *derivatives* warrants which grant the right to receive money calculated from the share price of the *listed company* until maturity of such *derivatives* warrants.

5.5 The reporting of changes of *securities* holding where there is a breach of settlement under a *securities* borrowing and lending contract, the directors, *executives*, auditors and the persons under Clause 5 shall report the changes to the *securities* holding under this Chapter, and it shall be deemed that the date of the breach of contract related to *securities* settlement is the date of purchase, sale, transfer, or acceptance of transfer of the *securities* borrowed or placed as collateral, as the case may be.

5.6 Immediately inform the company secretary or the next day after reporting to the SEC Office, The Company Secretary summarizes the report on changes in securities held by directors and executives and submits them to the Board of Directors for acknowledgment by quarterly basis.

**Clause 6. Termination of Reporting Duty**

Directors, *executives*, auditors and the persons under Clause 5 shall be no longer required to prepare and submit report on changes to *securities* and *derivatives* holding to the SEC Office once the *securities* of all types of the company where such persons hold their positions have been delisted from the Stock Exchange of Thailand.

**Clause 7. Effective;**

This Criteria shall be come into force from 18 December 2018 onwards.

**The Board of Director's Resolution**

*Ekachidd Chungcharoen*

( Assoc.Prof. Dr. Ekachidd Chuangcharoen )

Chairman of the Board

Reference:

- (1) The Securities and Exchange Commission's announcement No. Sor.Jor.38/2561 on the preparation of report on changes in securities ownership and futures contracts of directors, executives, auditors, employees and plan executors.
- (2) The Securities and Exchange Commission's and the Stock Exchange of Thailand's announcements No. Sor.Jor.12/2552 on the preparation and disclosure of securities ownership of directors, executives and auditors

Attachment:

1. Enclosure 1. Report Information of Directors and Executives
2. Enclosure 2. Report of changed the holding of securities derivatives of the company.