

(UNOFFICIAL TRANSLATION)

Codified up to No. 10

As of 29 April 2016

*Readers should be aware that only the original Thai text has legal force and that this English translation is strictly for reference.*

**Notification of the Office of the Securities and Exchange Commission  
No. Sor Jor. 54/2543  
Re: Form of Draft Prospectus**

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By virtue of Section 72 of the *Securities and Exchange Act B.E. 2535 (1992)*, the SEC Office hereby issues the following regulations:

**Clause 1** The following Notification shall be repealed:

- (1) *Notification of the Office of the Securities and Exchange Commission No. Sor Jor. 18/2539 Re: Form of Draft Prospectus dated 9 October 1996;*
- (2) *Notification of the Office of the Securities and Exchange Commission No. Sor Jor. 29/2541 Re: Form of Draft Prospectus (No.2) dated 30 June 1998;*
- (3) *Notification of the Office of the Securities and Exchange Commission No. Sor Jor. 3/2542 Re: Form of Draft Prospectus (No.3) dated 26 January 1999.*

**Clause 2** In this Notification:

**“Notification concerning submission of the registration statement”** means

- (1) *Notification of the Capital Market Supervisory Board concerning Submission of Registration Statement for Securities Offering;*
- (2) *Notification of the Capital Market Supervisory Board concerning Submission of Registration Statement for Offer for Sale of Debt Securities;*
- (3)<sup>5</sup> *Notification of the Capital Market Supervisory Board concerning Offer for Sale of Foreign Currency Debentures in the Kingdom of Thailand;*
- (4)<sup>6</sup> *Notification of the Capital Market Supervisory Board concerning Offer for Sale of Foreign Bonds in the Kingdom of Thailand;*
- (5)<sup>7</sup> *Notification of the Capital Market Supervisory Board concerning Provisions relating to Offer for Sale of Shares Issued by Foreign Company of which Shares are not Traded in Foreign Exchange;*
- (6)<sup>9</sup> *Notification of the Capital Market Supervisory Board concerning Offer for Sale of Securities issued by Foreign Company listed on Foreign Exchange.*

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<sup>5</sup> Amended by the *Notification the Office of the Securities and Exchange Commission No. Sor Jor. 25/2553 Re: Form of Draft Prospectus (No.6) dated 28 June 2010.*

<sup>6</sup> Amended by the *Notification the Office of the Securities and Exchange Commission No. Sor Jor. 51/2553 Re: Form of Draft Prospectus (No.7) dated 1 December 2010.*

<sup>7</sup> Amended by the *Notification the Office of the Securities and Exchange Commission No. Sor Jor. 6/2558 Re: Form of Draft Prospectus (No.8) dated 23 March 2015.*

<sup>9</sup> Amended by the *Notification the Office of the Securities and Exchange Commission No. Sor Jor. 20/2559 Re: Form of Draft Prospectus (No.10) dated 29 April 2016.*

**Clause 3<sup>7 8</sup>** A securities offeror shall submit the draft prospectus to the SEC Office by using the form of a registration statement which a securities offeror is required to submit under *the Notification concerning submission of the registration statement* of each type of securities, *mutatis mutandis*. In this regard, the draft prospectus shall contain the following statement on the front page: “any persons may examine or obtain a copy of the registration statement and the draft prospectus at the Capital Market Information Center, the SEC Office, 333/3 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok, on every business day of the SEC Office or at <http://www.sec.or.th>”.

In case the *Notification concerning submission of the registration statement* prescribes that the offeror shall arrange for the financial advisor having its name on the SEC Office’s approved list to jointly prepare the registration statement, the offeror shall also arrange for such financial advisor to jointly prepare the draft prospectus.

**Clause 3/1<sup>2</sup>** A securities offeror may prepare a draft prospectus as prescribed in Clause 3 in the form of compact disc (CD-ROM) in order that investors would be able to choose the draft prospectus in the format of their preference [which is printed document or CD-ROM]. In this regard, such CD-ROM shall contain accurate and identical information as provided in printed document and the offeror shall submit the CD-ROM to the SEC Office at least within the effective date of registration statement and the draft prospectus.

**Clause 4<sup>3</sup>** In case of an offer for sale of securities issued by juristic persons established by specific laws and such juristic person having no shares registered as listed securities or securities traded on an over-the-counter center, a draft prospectus shall contain statement stated that the issuer shall proceed the following action after it has offered for sale of securities:

(1) deliver an annual updated information statement to the securities holder within 3 months as from the ending date of fiscal year. The annual updated information statement shall be provided in accordance with Form 56-1 attached to *the Notification of the Capital Market Supervisory Board concerning Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers*;

(2) post its financial statement, which has submitted to its lead regulators, at the head office or the branch office (if any) within the period of time specified by the law establishing such issuer, or by the *Notification of the Capital Market Supervisory Board concerning Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers, mutatis mutandis* in case such law does not specify period of time for practicing;

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<sup>7</sup> Amended by the *Notification the Office of the Securities and Exchange Commission No. Sor Jor. 6/2558 Re: Form of Draft Prospectus (No.8)* dated 23 March 2015.

<sup>8</sup> Amended by the *Notification the Office of the Securities and Exchange Commission No. Sor Jor. 3/2559 Re: Form of Draft Prospectus (No.9)* dated 1 March 2016.

<sup>2</sup> Amended by the *Notification the Office of the Securities and Exchange Commission No. Sor Jor. 51/2553 Re: Form of Draft Prospectus (No.7)* dated 1 December 2010.

<sup>3</sup> Amended by the *Notification the Office of the Securities and Exchange Commission No. Sor Jor. 8/2552 Re: Form of Draft Prospectus (No.4)* dated 1 April 2009.

(3) comply with sub clause (1) and (2) until its duties to provide and submit the financial and non-financial information are ceased as prescribed by the *Notification of the Capital Market Supervisory concerning Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers, mutatis mutandis*.

The provision under Paragraph 1 shall be applicable to the securities offeror in accordance with the *Notification of the Capital Market Supervisory Board concerning Offer for Sale of Foreign Bonds in the Kingdom of Thailand* to the extent that they are consistent with or not contrary to the provisions prescribed and approved by the Ministry of Finance.

**Clause 5<sup>6</sup>** A securities offeror and its financial advisor (if any) shall jointly sign in draft prospectus in order to certify the correctness and completeness of information which is in accordance with the rule specified for certifying the correctness and completeness of information in the registration statement as prescribed in *the Notification concerning submission of the registration statement*, as the case may be.

**Clause 6<sup>6</sup>** *Repealed.*

**Clause 7<sup>2</sup>** *Repealed.*

**Clause 8** In case the SEC Office has already received the draft prospectus before the effective date of this Notification, such draft prospectus shall remain in full force under the Notification of the Securities and Exchange Commission which is enforceable at that time when the SEC Office received such draft prospectus.

**Clause 9** This Notification shall come into force as from 1 November 2000.

Notified this 30<sup>th</sup> day of October 2010

-Signature-  
(Mr. Prasarn Trairatvorakul)  
Secretary-General  
Office of the Securities and Exchange Commission

Note: The contents in brackets [...] have been provided in the English version for clearer understanding only.

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<sup>6</sup> Amended by the *Notification the Office of the Securities and Exchange Commission No. Sor Jor. 51/2553 Re: Form of Draft Prospectus (No.7)* dated 1 December 2010.

<sup>2</sup> Amended by the *Notification the Office of the Securities and Exchange Commission No. Sor Jor. 17/2547 Re: Form of Draft Prospectus (No.3)* dated 1 April 2004.