

TRANSLATED VERSION
codified up to No.15 as of April 8, 2015

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. SorJor. 21/2541

Re: Reporting the Results of Selling Securities to the Public

By virtue of Section 81 of the *Securities and Exchange Act B.E. 2535 (1992)*, the SEC Office hereby issues the following regulations:

Clause 1 The following Notifications shall be repealed:

(1) *the Notification of the Office of the Securities and Exchange Commission Re: Reporting the Results of Selling Shares to the Public dated 18 May 1992;*

(2) *the Notification of the Office of the Securities and Exchange Commission Re: Reporting the Results of Selling Bonds to the Public dated 10 June 1992;*

(3) *the Notification of the Office of the Securities and Exchange Commission Re: Reporting the Results of Selling Convertible Bonds and Newly Issued Underlying Shares to the Public dated 4 November 1992;*

(4) *the Notification of the Office of the Securities and Exchange Commission Re: Reporting the Results of Selling Warrant and Newly Issued Underlying Shares or Bonds to the Public dated 4 November 1992;*

(5) *the Notification of the Office of the Securities and Exchange Commission No. SorJor. 3/2537 Re: Reporting the Result of Selling Securities to the Public dated 25 May 1992;*

(6) *the Notification of the Office of the Securities and Exchange Commission No. SorJor. 10/2537 Re: Reporting the Result of Selling Shares to the Public (No.2) dated 7 September 1992.*

Clause 2 In this Notification and the forms attached to this Notifications:

(1) (a) in case of reporting the results of selling securities which is not debt securities, the terms “*warrant*” “*excise of rights under warrants*” “*institutional investors*” “*registration statement*” “*parent company*” “*subsidiary company*” “*executive*” “*major shareholder*” and “*controlling person*” shall have the same meaning as defined in the *Notification of the Securities and Exchange Commission concerning*

Determination of the Definitions in [Other] Notifications relating to Issuance and Offer for Sale of Securities.

(b) in case of reporting the result of the sale of debt securities, the terms “**debt securities**” “**short-term bonds**” “**short-term bills**” “**institutional investors**” “**high net worth investors**” “**registration statement**” “**parent company**” “**subsidiary company**” “**executive**” “**major shareholder**” and “**controlling person**” shall have the same meaning as defined in the *Notification of the Securities and Exchange Commission concerning Determination of the Definitions in [Other] Notifications relating to the Issuance and Offer for Sale of Debt Securities*;

(1/1) “**connected person**”:

(a) in the part relating to **offeror** means “**connected person**” in accordance with the *Notification of the Capital Market Supervisory Board concerning Subscription, Underwriting and Allocation of Newly Issued Securities*;

(b) in the part relating to underwriter means “**connected person**” in accordance with the *Notification of the Securities and Exchange Commission concerning Rules, Conditions and Procedures for Securities Underwriting*;

(2) “**offeror**” means the promoters of a public limited company, a company or owner of securities who have offered for sale of securities to public;

(3) “**issuer**” shall include the promoters of a public limited company;

(4) “**conglomerate company**” means a **parent company** and a **subsidiary company**;

(5) “**underwriter**” means a securities company licensed to undertake securities business in the category of underwriting, including any selling agent;

(6) “**patron**” means a person who patronises the issuer, for instance, clients, suppliers, employees of a **conglomerate company** or joint venture;

(7) “**SEC Office**” means the Office of the Securities and Exchange Commission.

Clause 2/1 This Notification is applicable to reporting the results of *selling* securities by a person having duties to submit the **registration statement** and draft prospectus to the **SEC Office** in accordance with the following Notifications:

- (1) *the Notification of the Capital Market Supervisory Board concerning Submission of Registration Statement for Securities Offering;*
- (2) *the Notification of the Capital Market Supervisory Board concerning Submission of Registration Statement for Offer for Sale of Debt Securities;*
- (3) *the Notification of the Capital Market Supervisory Board concerning Offer for Sale of Foreign Currency Debentures in the Kingdom of Thailand;*
- (4) *the Notification of the Capital Market Supervisory Board concerning Offer for Sale of Newly Issued Debentures in the Category of Structured Note or Debentures Imposing Obligation on Debenture Holder which are Issued by Financial Institution;*
- (5) *the 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) *the Notification of the Capital Market Supervisory Board concerning the Offer for Sale of Foreign Bonds in the Kingdom of Thailand.*

Clause 3 An *offeror* shall report the results of selling securities to the **SEC Office** within [the following] specified period by indicating the following details:

- (1) 15 days as from the end of each month having the offer for sale of **debt securities**. In connection with this, such report shall be according to the rules and procedures as specified on the **SEC Office's** website;

In case of offering for sale of bonds under *the Notification of the Capital Market Supervisory Board concerning Offer for Sale of Foreign Currency Debentures in the Kingdom of Thailand* or *the Notification of the Capital Market Supervisory Board concerning Offer for Sale of Foreign Bonds in the Kingdom of Thailand*, as the case may be, the report would be able to provide in English language.

- (2) 45 days as from the closing date of the offering period in case of:
 - (a) an initial public offering having purpose to register the shares as listed securities on the Stock Exchange of Thailand, the *offeror* shall report by using the Form 81-1-IPO as provided on the website of the **SEC Office**;

Other than the report as specified under the first paragraph, in case the *offeror* has separated some shares specifically allocated to the *patron*, the *offeror* shall prepare a name list of 200 persons receiving the highest allocation by using Form

81-1-IPO 200 as provided on the website of the *SEC Office* and submit such form to the *SEC Office* together with the Form 81-1-IPO.

(b) in case of the offer for sale of shares other than sub clause (a), *the offeror* shall report information by using the Form 81-1 as provided on the website of the *SEC Office*;

(3) 45 days as from the closing date of the offering period in case of the offer for sale of securities other than sub clause (1) and (2) by demonstrating the details on the Form 81-1 as provided on the website of the *SEC Office*.

Clause 3/1 An *offeror* having duty as prescribed in the second paragraph of Clause 3(2)(a) shall keep evidentiary documentation or information supporting the reason for allocating shares to any person in the value more than 100 million baht at the head office for at least one year as from the closing date in a manner that the *offeror* would be able to promptly present to the *SEC Office* upon request.

Clause 4 The issuer of structured notes, convertible bonds, or *warrants* shall report the redeeming, [converting,] or exercising rights of such securities to the *SEC Office* under the following rules;

(1) the report for the redemption of structured notes in the type of physical delivery of securities, or the report of the conversion to underlying shares of convertible bonds, shall be submitted in accordance with rules, conditions and procedures as provided on the website of the SEC Office within 15 days as from the last date of each month having redemption or exercise;

(2) the report of the exercising right to purchase underlying shares of *warrants*, shall be submitted by using form 81-2 as provided on the website of the SEC Office within 45 days as from the last date of exercise period.

In case the holders of structured notes, convertible bonds, or *warrants* could redeem or exercise their rights anytime during the exercise period, the issuer shall submit the report under the first paragraph to the *SEC Office* within 15 days as from the last date of each month having redemption or exercising rights.

Clause 5 An *offeror* of the certificates representing interest from Thai underlying securities shall report the result of the sale of such certificate in accordance with rules and within the period prescribed for the reports of selling securities which is

the underlying of such certificate, *mutatis mutandis*. In this regard, the detailed feature of the certificate thereof shall be described in the report.

Clause 6 In case of necessity where an *offeror* would not be able to submit the report as prescribed in this Notification to the *SEC Office* within the specified period, the *offeror* may request a waiver in written form to the SEC Office before the expiration of the submission period by demonstrating reasons for request and specifying exact time when the report would be able to be submitted. In case the SEC Office determines that such request is necessary and appropriate, the SEC Office may render a waiver for such request.

Clause 7 In case any of the offering period of securities has already elapsed before the effective date of this Notification, the *offeror* shall provide the report of the results of selling securities in accordance with the rules and procedures of the Notification of the Office of the Securities and Exchange Commission as prescribed in Clause 1, as the case may be. Additionally, the report of the results of converting to or exercising the rights of underlying shares or bonds of convertible bonds or *warrants*, the *offeror* shall provide the report of the results of such conversion or exercise as prescribed in Clause 4 or 5 of this Notification.

Clause 8 This Notification shall come into force on the day following the date of its publication in the Government Gazette.

Notified this 12nd day of May 1998

-Signature-

(Pakorn Malakul Na Ayudhya)

Secretary-General

Office of the Securities and Exchange Commission

Note: please note that the contents added in brackets [...] have only been provided in the English version for clearer understanding