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**Notification of the Capital Market Supervisory Board  
No. TorChor. 15/2551  
Re: Filing and Exemption from Filing of Registration Statement for  
Securities Offering**

By virtue of Section 16/6, Section 69(11) and Section 71(5) of the Securities and Exchange Act B.E. 2535 (1992) as amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008) whereas the Act contains certain provisions relating to the restriction of rights and liberties of persons which Section 29 in conjunction with Section 33, Section 34, Section 41, Section 43, Section 44 and Section 64 of the Constitution of the Kingdom of Thailand so permit by virtue of law, the Securities and Exchange Commission, in performing the duties of the Capital Market Supervisory Board pursuant to Section 60 of the Securities and Exchange Act (No. 4) B.E. 2551 hereby issues the following regulations:

**Clause 1** The following provision shall be added as subparagraph (11/1) of Clause 3 of the Notification of the Securities and Exchange Commission No. KorChor. 32/2549 Re: Filing and Exemption from Filing of Registration Statement for Securities Offering dated 15 November 2006:

“(11/1) “same-level subsidiary” means any two or more subsidiaries under the same parent company.”

**Clause 2** The provision under (1) of Item 9: Management under Part 2: Securities Issuing Company of Form 69-1 attached to the Notification of the Securities and Exchange Commission No. KorChor. 32/2549 Re: Filing and Exemption from Filing of Registration Statement for Securities Offering dated 15 November 2006 shall be repealed and replaced by the following provision:

“(1) Management Structure:

(1.1) Describe the directorship structure of the company by indicating the total number and types of board and committee such as the board of directors, the executive board, the audit committee, and the remuneration committee, etc., as well as the scope of authorities and duties of each committee;

(1.2) Identify the names of the board and committee members and in cases where such members are also appointed as independent directors, audit committee members, or other committee members under (1.1), such information shall be clearly disclosed. In addition, the names of audit committee members who have knowledge and experience in reviewing financial statements of the company shall be disclosed along with their backgrounds on financial statements reviewing.

(1.3) Describe the criteria for selecting independent directors, i.e., qualifications and selection process;

(1.4) State the number of board meetings held during the preceding year and the number of times of each director's attendance;

(1.5) Identify the names and positions of the company's executives, controlling persons (if any), and the name of the company secretary;

(1.6) Disclose information on any business relationship or professional services occurred during the preceding year between independent directors and the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest of which value exceeds the eligible amount specified under the notification regarding application for and approval of offer for sale of newly issued shares (if any), including the board's resolution and its opinion of approving such transaction (if any).

The additional information on the company's directors, executives and controlling persons regarding their most recent educational records, training on roles and responsibilities of directorships (e.g., attendance in the Thai Institute of Directors Association (IOD) courses), key relevant experience in the company's business and records of misconducts shall be disclosed along with the names of the directors in its subsidiaries as per the Attachment. If any independent director of the company also serves as an independent director of its parent company, subsidiary or same-level subsidiary, such information shall be disclosed as well.

**Clause 3** The provision under (3.1) (a) of Item 9: Management under Part 2: Securities Issuing Company of Form 69-1 attached to the Notification of the Securities and Exchange Commission No. KorChor. 32/2549 Re: Filing and Exemption from Filing of Registration Statement for Securities Offering dated 15 November 2006 shall be repealed and replaced by the following provision:

“(3.1) Remuneration in cash

(a) Present details on remuneration paid to each director over the preceding year by specifying only the remuneration in the capacity as director. If a director is also remunerated in the capacity as executive under (b), separately specify such remuneration in (b), together with the types of the remuneration (e.g., the total remuneration for Mr. A is XXX baht in the year 20XX, comprising meeting allowance and bonus which vary in accordance with the company's business operation, etc.).

If any independent director of the company also serves as independent director of its parent company, subsidiary or same-level subsidiary, the total amount of remuneration received by each of such independent director from such company during the preceding year shall also be disclosed.”

**Clause 4** The provision under (4) of Item 9: Management under Part 2: Securities Issuing Company of Form 69-1 attached to the Notification of the Securities and Exchange Commission No. KorChor. 32/2549 Re: Filing and Exemption from Filing of Registration Statement for Securities Offering dated 15 November 2006 shall be repealed and replaced by the following provision:

“(4) Corporate Governance: Clarify if the company has complied with Principles of Good Corporate Governance for listed Companies 2006 as stipulated by the Stock Exchange of Thailand. Should the company fail to comply with any item of such Principles, specify such non-compliance item, together with supporting reasons. In this regard, the company may refer to the relevant descriptions under other headings.

**Clause 5** The provision under Item 5: Management Structure under Part 2: Securities Issuing Company of Form 69-2 attached to the Notification of the Securities and Exchange Commission No. KorChor. 32/2549 Re: Filing and Exemption from Filing of Registration Statement for Securities Offering dated 15 November 2006 shall be repealed and replaced by the following provision:

**“5. Management Structure**

(1) Identify the names and positions of the company’s directors, executives and controlling persons, including information on their most recent educational experience and records of misconducts, as per attachment;

(2) Disclose the names of the audit committee members having knowledge and experience in reviewing financial statements of the company and their backgrounds in financial statements review. If any independent director of the company also serves as independent director of its parent company, subsidiary or same-level subsidiary, such information shall also be disclosed;

(3) Disclose the information on any business relationship or professional services occurred during the preceding year between independent directors and the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest of which value exceeds the eligible amount specified under the notification concerning application for and approval of offer for sale of newly issued shares (if any), including the board’s resolution and its opinion of approving such transaction (if any).”

**Clause 6** This Notification shall come into force as from 1 July 2008.

Notified this 2<sup>nd</sup> day of June 2008.

(Mr. Surapong Suebwonglee)

Minister of Finance

Chairman of the Securities and Exchange Commission