

Report of the Acquisition or Disposition of Securities

1. Issuer Name: _____ Public Company Limited Security Code (If any): _____

2. Date of Filing this Report with the SEC : _____

Report of () Acquisition () Disposition () Other (please specify) _____ On the Date of _____

<input type="checkbox"/> Through the Stock Exchange of Thailand. Specify brokerage name: _____
<input type="checkbox"/> Direct sales/purchase <input type="checkbox"/> Subscription of right offering <input type="checkbox"/> Exercising rights of convertible securities <input type="checkbox"/> ESOP
<input type="checkbox"/> Chain Principle ¹ <input type="checkbox"/> Other (please specify)

Acquired from/disposed to : _____

3. The highest price paid by the acquirer or person(s) under Section 258 **during the period of 90 days up until the date of this acquisition** is _____ Baht/Unit, which was the price paid on _____ (D/M/Y).

4. Information about the person(s) who has acquired or disposed of the securities ("Reporting Person"):

Name: _____ Address: _____

Telephone: _____

If appointed any other person to file this Report, please specify relationship with the appointee _____

5. The person appointed as contact person (if any): _____ Telephone: _____

Fax: _____ e-mail: _____

6. The purpose of this Report is:

- to comply with Section 246 of the Securities and Exchange Act B.E. 2535.
- to amend or supplement the Form 246-2 previously filed on _____ (D/M/Y) in Clause _____
- to comply with Section 247 of the Securities and Exchange Act B.E. 2535 (including acquisition via Chain Principle, in which case items 7, 8 and 9 need not be filled).

7. Type of securities acquired or disposed of:

7.1 Shares	<input type="checkbox"/>	Common shares
	<input type="checkbox"/>	Preferred shares
7.2 Convertible securities	<input type="checkbox"/>	Warrants
	<input type="checkbox"/>	Convertible debentures
	<input type="checkbox"/>	Transferable subscription rights
7.3 Others (specify)		

¹ Acquisition via Chain Principle means any acquisition that results in material power of control in a juristic person that is an existing shareholder of the business. Material power of control shall include 1) acquiring equal to or in excess of 50% of voting rights in a juristic person who is an existing shareholder of the business, or 2) nominating a substantial number of directors to control the juristic person who is an existing shareholder of the business.

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8. Details of the acquisition or disposition (reports of shares and convertible securities shall be filed separately):

Name of person(s)/juristic person(s)/	Type of securities	Shares held before acquisition/disposition			Shares acquired/disposed of			Shares held after acquisition/disposition		
		Number (Units) ²	Voting rights	% ³	Number (Units) ²	Voting rights	% ³	Number (Units) ²	Voting rights	% ³
I. Reporting Person										
II. Person(s) related to I as () person(s) in the same group ⁴ () others ⁵ (please specify) 1. 2.										
III. Person(s) under Section 258 of I and II (please specify) 1. 2.										
IV. Person(s) for whom I held the shares for or person(s) holds shares on behalf of I ⁶ (please specify) 1. 2.										
Total										

Notes: In case of change in securities holding which does not result in having voting rights reaching or crossing any multiple of 5 percent but having duty to report as specified by the Notification, the report filer shall specify reason for filing the Report

- The business buys back its own shares or
- Change of person (s) under Section 258 of the Securities and Exchange Act B.E. 2535 as amended by the Securities and Exchange Act (No. 4) B.E. 2551 or
- Others (please specify) _____

² To be filled only in the report on acquisition of convertible securities

In cases where there are more than one type of convertible securities, all information shall be stated in the same report.

³ Percentage of voting rights of securities shall be calculated with reference to the total number of voting rights of the business. (See example in Item 4 of the General Instructions).

⁴ Referring to person(s) who has declared with the SEC to be in the same group as I for the consideration of duties under Section 246 and 247.

⁵ Others include person(s) acting in concert where the name (s) of such person(s) shall also be specified.

⁶ Including securities which Reporting Person held on behalf of other person(s) or deposited with other persons(s). Please identify the name(s) as the case applies.

9. Information on holding of NVDRs⁷, having securities of the business as the underlying securities at the end of acquisition or disposition date, as specified in Item 7:

Name of person(s)/juristic person	Amount of held NVDR, having shares as underlying securities	Amount of held NVDR, having convertible securities as underlying securities
I. Reporting Person		
II. Person(s) related to I as () persons in the same group ⁴ () others ⁵ (please specify) 1. 2.		
III. Person(s) under Section 258 of I and II (please specify) 1. 2.		
IV Person(s) for whom I held the shares for or person(s) holds shares on behalf of I ⁶ (please specify) 1. 2.		
Total		

10. In case of acquisition through Chain Principle¹, please identify the percentage of the direct and indirect shareholding and voting rights at each level throughout the shareholding structure of the business and/or specify the number of persons nominated as directors of the business or of the shareholder(s) of the business, as applicable.

	Shareholding	Number of nominated directors	Total number of directors
A (Acquirer)	(A)..... has.....% of voting rights in(B).....		
B (Company Name)	(B)..... has.....% of voting rights in(C).....		
C (Company Name)	(C)..... has.....% of voting rights in(D).....		
D (Company Name)	(D)..... has.....% of voting rights in(E).....		
E (Company Name)	Total number of voting rights in the business is % (including voting rights in the business, held by A,B,C,D, and E as well as the related persons under Section 258 of A,B,C,D, and E⁸)		
The business			

Note: The above structure is only an example of acquisition through Chain Principle.

⁷ Referring to Non-Voting Depository Receipt in accordance with the Notification of the Securities and Exchange Commission No. KorChor. 35/2543 Re: The Offering of Non-Voting Depository Receipt by Subsidiary Company of the Stock Exchange of Thailand dated 7 September B.E. 2543.

⁸ Please enclosed herewith the documents that indicate the voting rights of the intermediate entity(s) and person(s) under Section 258 of each intermediate entity(s).

11. In case where the acquisition results in an obligation to make a tender offer for all securities of the business in compliance with the Notification regarding Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, the acquirer

<input type="checkbox"/>	will make a tender offer for all securities of the business by _____ (D/M/Y) _____.
<input type="checkbox"/>	will reduce his/her shareholdings in the business to below the relevant trigger point in accordance with the rules prescribed in the Notification regarding Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.
<input type="checkbox"/>	will reduce his/her shareholdings or power of control in any shareholders of the business at any level of the chain (in case of acquisition through the Chain Principle).
<input type="checkbox"/>	has received a waiver of tender offer from the Securities and Exchange Commission
<input type="checkbox"/>	under the SEC letter no. _____ dated _____
<input type="checkbox"/>	under the resolution of the shareholders' meeting dated _____
<input type="checkbox"/>	is exempted from making a tender offer because _____
<input type="checkbox"/>	has received a waiver of tender offer from the Takeover Panel
<input type="checkbox"/>	others (specify) _____

I hereby certify that the foregoing statement in this report is complete and accurate without any misleading information and no concealment is made on any material information, which should be expressly disclosed.

Signature _____

(_____)

(_____ Specify business title (if any) _____)

Report filer

General Instructions

1. Person who has duty to file the Report means
 - (1) any person who acquires or disposes of shares which results in holding of voting rights of the business in the amount that reaches or exceeds 5% ... 10% ... 15% ... 20% ... to 100%;
 - (2) any person who acquires or disposes of convertible securities or other securities which, if exercises such securities, will result in holding of voting rights in the business in the amount that reaches or exceeds 5% ... 10% ... 15% ... 20% ... to 100%;
 - (3) any person acting in concert with others as specified by the Notification which results in (a) the total number of shares held by such persons or (b) the number of shares to be delivered upon exercise of convertible securities or other securities held by such person having voting rights in the business in the amount that reaches or exceeds 5% ... 10% ... 15% ... 20% ... to 100%
2. In filling the Form 246-2, please indicate “-” in the fields where information is “unavailable” or “unknown.”
3. In cases of acquisition or disposition of shares and convertible securities occurring on the same date, resulting in an obligation to file a report of such acquisition or disposition of both types of securities pursuant to Section 246, such reports (Form 246-2) shall be filed separately.
4. The percentage holding of securities shall be calculated as follows:
 - (a) Where the reported securities are shares:

$$\frac{\text{The total number of voting rights of shares held} \times 100}{\text{The total number of voting rights of the business}^1}$$

- (b) Where the reported securities are convertible securities:

$$\frac{\text{The total number of voting rights of shares **to be acquired** if all convertible securities held are exercised} \times 100}{\text{The total number of voting rights of the business}^{1 \text{ and } 2}}$$

¹ In cases where the business buys back its own shares, it shall refer to the total number of voting rights in the total number of shares sold less the total number of shares bought back by the business and remain outstanding as of the last day of the month prior to the transaction (the information is available at <http://capital.sec.or.th/weebapp/treasury/showTreasury.php>).

² The number of voting rights applied for calculation will be based on the total number of voting rights, excluding shares to be acquired upon exercising the rights of convertible securities.

In case of acquisition of newly issued shares: Percentage of voting rights acquired and shares held after acquisition shall be calculated by using the total number of voting rights of the business after the new issuance.

Example:

- Company A has a total of 1 million voting rights and a total of 50,000 issued warrants, with the exercise ratio of 1 warrant to 1 share, and a total of 20,000 issued convertible debentures, with the conversion ratio of 1 convertible debenture to 40 shares (40 voting rights).
- Mr. B holds 45,000 shares with 45,000 voting rights and 9,000 warrants of Company A.
- Mr. B further acquires another 5,000 shares with 5,000 voting rights, 2,000 warrants, and 1,000 convertible debentures of Company A.

Calculation of shares for reporting purposes:

(1)	Shares held prior to the acquisition	45,000 voting rights
(2)	Net acquired shares	5,000 voting rights
(3)	Total	50,000 voting rights
(4)	$[(3) / 1,000,000] \times 100$	5%

Calculation of convertible securities and other securities for reporting purposes:

1	Warrants held prior to the acquisition	9,000 Units	$9,000 \times 1 = 9,000$ voting rights
2	Net acquired warrants	2,000 Units	$2,000 \times 1 = 2,000$ voting rights
	Net acquired convertible debentures	1,000 Units	$1,000 \times 40 = 40,000$ voting rights
3	Total		51,000 voting rights
4	$[(3) / 1,000,000] \times 100$		5.1%

Therefore, Mr. B has a duty to report his acquisition of shares and convertible securities in Company A by filing two separate sets of Form 246-2, one for the acquisition of shares and the other for that of the convertible securities.

Example of calculation in case of share buyback:

- Company A has a total of 1 million voting rights and a total of 50,000 issued warrants, with the exercise ratio of 1 warrant to 1 share, and a total of 20,000 issued convertible debentures, with the conversion ratio of 1 convertible debenture to 40 shares (40 voting rights).
- Mr. B holds 45,000 voting rights and 9,000 warrants of Company A.
- Mr. B further acquires another 13,000 shares with 13,000 voting rights, 2,000 warrants, and 1,000 convertible debentures of Company A.
- Company A has 50,000 voting rights outstanding of shares buyback at the end of the month prior to Mr. B's transaction.

Calculation of shares for reporting purposes:

(1)	Shares held prior to the acquisition	45,000 voting rights
(2)	Net acquired shares	13,000 voting rights
(3)	Total	58,000 voting rights
(4)	Total number of shares	1,000,000 voting rights
(5)	Total number of share buyback prior to the transaction (1) and (2)	50,000 voting rights
	$[(3) / 950,000 \text{ voting rights}] \times 100$	6.1%

Calculation of convertible securities and other securities for reporting purposes:

1	Warrants held prior to the acquisition	9,000 Units	$9,000 \times 1 = 9,000$ voting rights
2	Net acquired warrants	2,000 Units	$2,000 \times 1 = 2,000$ voting rights
	Net acquired convertible debentures	1,000 Units	$1,000 \times 40 = 40,000$ voting rights
3	Total		51,000 voting rights
4	$[(3) / 950,000 \text{ voting rights}] \times 100$		5.36%

Therefore, Mr. B has a duty to report his acquisition of shares and convertible securities in Company A by filing two separate sets of Form 246-2, one for the acquisition of shares and the other for that of the convertible securities.

5. In cases where both acquisition and disposition of the same securities occur on any day, the net result of such transactions shall be calculated at the end of such day to determine whether securities holding, when includes those previously held increases or decreases in the proportion that reached or exceeded any multiple of 5 percent of the total number of voting rights of the business, in which case the person(s) who acquires or disposes of the securities shall have the duty to file a report on Form 246-2.

6. In cases where any person does not cause any change in securities holding in the business but voting rights in the securities held reaches or exceeds any multiple of 5 percent because (1) the business buys back its own shares or (2) inclusion of person(s) in accordance with Section 258 as amended causes voting rights in the securities held reaches or exceeds any multiple of 5 percent or else, such securities holder shall have the duty to file the report on acquisition or disposition of securities in the business when such person subsequently acquires or disposes of securities in the business at any amount.

7. In reporting of securities holding, the person(s) who acquires or disposes of securities ("Reporting Person") shall include the securities held by the following persons:

- (1) person(s) who held the securities for the Reporting Person. Indicate the name(s) of such person(s) and the amount of securities such person(s) held for the Reporting Person.

In cases where the Reporting Person held securities for other person(s), the number of securities for reporting purpose shall include the amount of securities held on behalf of such other person(s). Indicate the name(s) of the person who deposited the securities with the Reporting Person and the amount of securities.

- (2) person(s) in the same group as the Reporting Person or the person(s) acting in concert with the Reporting Person;
- (3) person(s) under Section 258 of
 - (3.1) the Reporting Person and
 - (3.2) the person(s) in the same group as the Reporting Person or the person (s) acting in concert with the Reporting Person.

8. Persons under Section 258 of the Reporting Person(s) are:

- (1) the spouse and a minor child of the person(s) who acquires or disposes of the securities;
- (2) a natural person who is a shareholder of the person(s) who acquires or disposes of the securities in an amount exceeding 30% of the total number of voting rights of such person, providing that the voting right of such shareholder's spouse and minor child shall be included;
- (3) a juristic person which is a shareholder of the person(s) who acquires or disposes of the securities in an amount exceeding 30% of the total number of voting rights of such person;
- (4) a shareholder in the juristic person under (3) and the shareholders in all levels of upward shareholding, beginning from the shareholder in the juristic person under (3), providing that shareholding in each level exceeds 30% of the

total number of voting rights of the juristic person in the immediate lower level. In cases where the shareholder in any level is a natural person, the voting right of such shareholder's spouse and minor child shall be included

- (5) a juristic person in which the person(s) who acquires or disposes of the securities or the persons under (1), (2) or (3) collectively hold shares in an amount exceeding 30% of the total number of voting rights of such juristic person;
 - (6) a juristic person in which the juristic person under (5) holds its shares and its shareholders in all levels of downward shareholding, beginning from the shareholder in the juristic person under (5), providing that shareholding in each level exceeds 30% of the total number of voting rights of the juristic person in the immediate lower level;
 - (7) an ordinary partnership in which the person(s) who acquires or disposes of the securities or the person under (1), (2), (3), (4), (5), (6) or the limited partnership under (8) is a partner;
 - (8) a limited partnership in which the person(s) who acquires or disposes of the securities or the person under (1), (2), (3), (4), (5), (6) or the ordinary partnership under (7) is an unlimited liability partner; and
 - (9) a juristic person over which the person(s) who acquires or disposes of the securities have the power of management in respect of investment in securities.
9. "During the period of 90 days up until the date of the acquisition" referred to in Item 3 of Form 246-2, if the following incidents occur and securities of the business are acquired before such incidents, the highest price paid for the acquisitions *before* and *after* such incidents shall be shown in the report separately:
- (1) dividend declaration;
 - (2) change of par value resulting in an increase or decrease in the number of shares;
 - (3) grant of rights to subscribe newly issued shares or transferable subscription rights to the existing shareholders on a pro rata basis (right issue).
10. A custodian may report an acquisition or disposition of securities on behalf of its client only if receiving the power of attorney from the client.