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**Notification of the Capital Market Supervisory Board**  
**No. TorChor. 30/2551**  
**Re: Filing of Registration Statement for Securities Offering**

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By virtue of Section 16/6 of the Securities and Exchange Act B.E. 2535 (1992), as amended by the Securities and Exchange Act (No.4) B.E. 2551 (2008), and Section 67, Section 69(11) and Section 71(5) of the Securities and Exchange Act B.E. 2535 (1992), which contains certain provisions relating to 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 permits by virtue of law, the Securities and Exchange Commission acting as the Capital Market Supervisory Board pursuant to Section 60 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008) hereby issues the following regulations:

**Clause 1.** The Notification of the Capital Market Supervisory Board No. TorChor. 15/2551 Re: Filing and Exemption from Filing of Registration Statement for Securities Offering dated 2 June 2008 shall be repealed.

**Clause 2.** Unless specified otherwise, the definitions as specified in the Notification of the Securities and Exchange Commission governing definitions relating to issuance and offering of securities shall apply to this Notification.

**Clause 3.** Securities offerings which have not obtained an exemption for filing of registration statement and draft prospectus from the SEC Office according to the Notification of the Securities and Exchange Commission governing exemption for filing of registration statement shall comply with this Notification until any other notifications relating to filing of registration statement and draft prospectus come into force.

**Clause 4.** The filing of registration statement and draft prospectus for offering of warrants shall also include the filing of registration statement and draft prospectus for shares or other securities issued for the exercise of the warrants.

**Clause 5.** Prior to making a public offering, the securities offeror shall file, together with the draft prospectus, five copies of the registration statement with the SEC Office in accordance with the Form prescribed herein, and shall pay the fee for the filing of the registration statement in compliance with the rules and procedures prescribed by the SEC Office.

If the offering period as stated in the registration statement expires and the securities offeror intends to offer for sale the securities remaining from the previous offering, it shall file a new registration statement with the SEC Office.

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Apart from filing the documents in the printed form, the securities offeror shall file the registration statement under the first paragraph to the SEC Office in the electronic form via the data transmission system as required by the SEC Office. The information filed with the SEC Office both in the forms of printed document and electronic data shall be identical.

**Clause 6.** The registration statement and the draft prospectus filed with the SEC Office under Clause 5 shall be jointly prepared by a financial adviser on the list approved by the SEC Office. The financial adviser shall certify the accuracy of information contained therein, except for the offer for sale of derivative warrants where an offeror is a financial adviser under the SEC Office's approved list.

**Clause 7.** The registration statement to be filed with the SEC Office under Clause 5 shall be:

- (1) Form 69-1 attached hereto in respect of any offer for sale of any class of securities in any manner except the derivatives warrants;
- (2) Form 69-dw attached hereto in respect of any offer for sale of derivatives warrants.

**Clause 8.** The financial statements and the consolidated financial statements of the securities issuer disclosed in the registration statement and the draft prospectus shall comply with the rules prescribed under the notifications of the Capital Market Supervisory Board issued by virtue of Section 56 *mutatis mutandis*.

**Clause 9.** Prior to the closing of the approved securities offering, should the securities offeror personally disclose to any particular person any material information not contained in the registration statement and the draft prospectus for a purpose of analysis of suitability of investment in the offered securities or investment decision in the offered securities, the securities offeror shall immediately disclose such information in the registration statement and the draft prospectus, provided that such disclosure shall be made no later than the effective date of the registration statement, otherwise if the effective date has passed, no later than the next business day following the date on which the disclosure has been made to such person.

In case of warrants, the closing of the approved securities offering under the first paragraph shall mean the closing of the offering of such warrants.

**Clause 10.** In cases where a securities offeror offer for sale of any category of securities in a foreign country where disclosure of information concerning the securities offering is required by the law of that foreign country and later the same category of securities are offered in Thailand, the offeror shall at least disclose in the registration statement and the draft prospectus the same information having been disclosed in the offering in the foreign country.

**Clause 11.** The SEC Office shall have the power to grant an exemption on the disclosure of information as prescribed by the Capital Market Supervisory Board by virtue of Section 69 (11) and Section 71 (5) if the securities offeror is able to produce a reasonable ground to the SEC Office for not disclosing such information in the registration statement, provided that such undisclosed information shall not significantly affect investors' decisions.

**Clause 12.** In considering the information in the registration statement and the draft prospectus, if the SEC Office deems necessary and appropriate to provide investors with any material information for making investment decisions, the SEC Office shall have the power to order the offeror to act, within specified period of time, as follows:

- (1) amend information, or submit additional documental evidence;
- (2) arrange to have an independent expert give an opinion on the accuracy, completeness or credibility of the information contained in the registration statement and the draft prospectus.

If the offeror fails to act according to the SEC Office's order under the first paragraph, it shall be deemed that the offeror does not intend to file the registration statement and the draft prospectus with the SEC Office.

**Clause 13.** The following persons shall affix their signature to certify the accuracy and completeness of the information in the registration statement and the draft prospectus:

- (1) the offer for sale of securities by a securities issuer: all directors and the officer of the highest management position in the accounting department of the securities issuer;
- (2) the offer for sale of securities by a securities holder: the securities holder and, if it is a juristic person, all authorized officers who can sign on behalf of the juristic person with the company seal (if any). In this regard, the securities holder shall have all of its directors and the officer of the highest management position in the accounting department affix their signature;
- (3) the offer for sale of securities with an appointment of a financial adviser: the persons authorized to sign to bind the financial adviser.

In case of necessity or a reasonable ground where any person required to affix his signature on behalf of a juristic person as prescribed under the first paragraph (1) and (2) is unable to affix his signature to certify the accuracy of information at the time when the registration statement is filed with the SEC Office, such juristic person shall comply with the following rules:

- (1) where the cause of such person's inability to affix his signature is that he is unable to be responsible for his own action or to control himself as a result of his physical or mental illness, the securities offeror is not required to arrange for such person to sign his name in the registration statement and the draft prospectus;
- (2) where such person's inability to affix his signature is due to any incident other than the case prescribed under (1) above, upon the end of such incident, the securities offeror shall immediately arrange for such person to affix his signature that the registration statement and the draft prospectus shall come into effect under Clause 15;
- (3) any other cases as deemed necessary and appropriate with a waiver from the SEC Office.

**Clause 14.** Where the securities holder intends to make a public offering under Clause 5, the securities holder shall deliver the documental evidence to the SEC Office as a

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proof that the securities issuer has been informed of the detail of the offering made by the securities holder so that the securities issuer is aware of its duty to prepare and submit the financial statements, the statement of financial condition, and the operating result according to Section 56.

**Clause 15.** Subject to Section 68 and Section 75, after the offeror has filed the registration statement and the draft prospectus to the SEC Office and paid the fee for filing of the registration statement in accordance with the rules and procedures prescribed by the Notification of the SEC Office, the registration statement and the draft prospectus shall come into effect on the following dates:

(1) after a lapse of thirty days from the date on which the SEC Office receives the registration statement and the draft prospectus, except for the case under (2) and (3) below;

(2) after a lapse of fifteen days from the date on which the SEC Office receives the registration statement and the draft prospectus in case the offering made by a listed company;

(3) after a lapse of three business days from the date on which the SEC Office receives the registration statement and the draft prospectus in case of filing of the registration statement and the draft prospectus within three months from the effective date of the previous registration statement and the draft prospectus filed for the offering of the same category of securities issued by the same securities issuer.

**Clause 16.** This Notification shall come into force as from 15 December 2008.

Notified this 15<sup>th</sup> day of December 2008.

(Vijit Supinit)  
Chairman  
Securities and Exchange Commission

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**Remark:** The rationale for issuing this Notification is to set the rule for filing the registration statement for securities offering and the draft prospectus and to revise the rule on the certification of information in the registration statement for securities offering and the draft prospectus to be more appropriate by extending the scope of reasons for relaxation of certification in such forms as well as reducing the burden of certification for the securities holder of the company making public offering.