

UNOFFICIAL TRANSLATION

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 Capital Market Supervisory Board
No. Tor Jor. 35/2552
Re: Granting the Purchasing Right to Provider of Over-Allotment Shares
After Allotment of Shares in Excess of Underwriting Amount

By virtue of Clause 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 35(6), Section 69(11) of the *Securities and Exchange Act B.E. 2535 (1992)* which contain 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, acting as the Capital Market Supervisory Board under Section 60 of the *Securities and Exchange Act (No. 4) B.E. 2551 (2008)*, hereby issues the following regulations:

Clause 1 In this Notification:

- (1) “*securities underwriter*” means a securities company licensed to undertake securities business in the category of securities underwriting which is appointed as underwriter of shares;
- (2) “*provider of over-allotment shares*” means a securities underwriter who is obliged to provide over-allotment shares for delivering to allocated persons or returning to lenders according to the obligation of over-allotment of shares;
- (3) “*over-allotment of shares*” means allotment of shares to subscribers in the amount exceeding the underwriting amount, and such over-allotment of shares is made concurrently with the offering of underwritten shares;
- (4) “*listed securities*” means securities listed or allowed to be traded on the Stock Exchange;
- (5) “*Stock Exchange*” means the Stock Exchange of Thailand.

Clause 2 This Notification shall be applicable to any public limited company that obtains the right to offer newly issued shares for sale, whereby the registration statement and draft prospectus shall be filed with the SEC Office, and such offer shall include over-allotment of shares.

Clause 3 A public limited company may grant the right for the provider of over-allotment shares to purchase additional newly issued shares after the offering closing date to allow securities underwriter to allot shares in excess of underwritten amount upon meeting the following conditions:

- (1) the granting of right to purchase newly issued shares shall be made in writing and contain minimum details as follows:
 - (a) the amount of over-allotment shares shall be clearly specified, and when combined with the amount of shares for which the provider of over-allotment shares is allowed to exercise the purchasing right with shareholders (if any), shall not exceed fifteen percent of the total amount of the offered shares as specified in the registration statement and draft prospectus;

(b) the provider of over-allotment shares may exercise the right to purchase additional shares starting from the day following the offering closing date according to the registration statement and draft prospectus and shall complete the exercising of such right within the following periods:

1. in case of shares to be listed for the first time, the exercising of the purchasing right shall be completed within thirty days from the first trading day on the Stock Exchange;

2. in case of listed shares, the exercising of the purchasing right shall be completed within thirty days from the day following the offering closing date according to the registration statement and draft prospectus.

(c) the right to purchase newly issued shares shall be exercised only once;

(d) the right to purchase newly issued shares shall be granted to only one securities underwriter who acts as the provider of over-allotment shares.

(2) the shareholders' meeting has resolved to approve an offer for sale of capital shares at a sufficient amount for the granting of the purchasing right to the provider of over-allotment shares under (1)(a).

Clause 4 An offer for sale of newly issued shares in the case where the provider of over-allotment shares is granted the right to purchase additional shares from the public limited company or a shareholder thereof for delivery of over-allotment shares, such public limited company shall disclose the following information in the registration statement and draft prospectus:

(1) information relating to the over-allotment of shares, with at least details on the procedure and method of the over-allotment, the amount of over-allotment shares, the delivery of over-allotment shares, the delivery period of over-allotment shares, and the name of the provider of over-allotment shares. Such information shall be described in the section regarding subscription, underwriting and allotment;

(2) a statement indicating that the public limited company or a shareholder thereof (as the case may be) has granted the right to purchase additional shares to the provider of over-allotment shares for the purpose of over-allotment. Such statement shall be provided on the first page of the registration statement and draft prospectus.

Clause 5 All notifications of the Office of the Securities and Exchange Commission, orders and circulars issued under or prescribing guidelines for compliance with the *Notification of the Securities and Exchange Commission No. Kor Jor. 59/2547 Re: Granting the Purchasing Right to Provider of Over-Allotment Shares After Allotment of Shares in Excess of Underwriting Amount* dated 29 November 2004 which have been in effect prior to the effective date of this Notification shall remain in full force to the extent that they are not inconsistent with nor contrary to the provisions of this Notification until notifications, orders and circulars issued under or prescribing guidelines for compliance with this Notification come into force.

Clause 6 Any reference made in any other notifications to the *Notification of the Securities and Exchange Commission No. Kor Jor. 59/2547 Re: Granting the Purchasing Right to Provider of Over-Allotment Shares After Allotment of*

Shares in Excess of Underwriting Amount dated 29 November 2004 shall mean reference to this Notification.

Clause 7 This Notification shall come into force as from 1 September 2009.

Notified this 3rd day of August 2009.

-Signature-
(Vijit Supinit)
Chairman
Securities and Exchange Commission

Remark: The rationale for issuing this Notification is that as the Securities and Exchange Act (No. 4) B.E. 2551 (2008) stipulates that the issuance of rules, conditions and procedures for granting the right to purchase shares to a provider of over-allotment shares after the underwriting with over-allotment option shall be under the authority of the Capital Market Supervisory Board, it is therefore deemed appropriate to issue this Notification to replace the *Notification of the Securities and Exchange Commission No. Kor Jor. 59/2547 Re: Granting the Purchasing Right to Provider of Over-Allotment Shares After Allotment of Shares in Excess of Underwriting Amount* dated 29 November 2004.