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**The Securities and Exchange Commission Notification**

**No. KorChor. 24 /2552**

**Re: Exemption for Filing of Registration Statement for Offer for Sale of Securities Issued by Foreign Company**

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By virtue of Section 14 as amended by the Securities and Exchange Act (No. 4) B.E. 2551 and Sections 64(2) and (3) of the Securities and Exchange Act B.E. 2535 which 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 (SEC) promulgates regulations as follows:

**Division 1**

**Relation to Other Notifications**

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**Clause 1** Any person *not* exempted from filing of registration statement and draft prospectus under this Notification shall have the duty to file the registration statement and draft prospectus under the Capital Market Supervisory Board Notification concerning provisions relating to offer for sale of securities issued by foreign company for listing on the Stock Exchange of Thailand.

**Division 2**

**Definitions**

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**Clause 2** In this Notification:

(1) “securities” means the following securities regardless of the purposes of issuance:

- (a) shares;
- (b) share warrants;
- (c) any other securities as prescribed by the SEC Office;

(2) “Convertible securities” means share warrants or any other securities which may be converted into shares;

(3) “registration statement” means registration for offer for sale of securities issued by foreign company;

(4) “foreign company” means company approved by the SEC Office to offer for sale of newly issued securities after the company’s shares are listed on the Stock Exchange of Thailand under the Capital Market Supervisory Board Notification concerning provisions relating to offer for sale of securities issued by foreign company for listing on the Stock Exchange of Thailand;

(5) “Home Exchange” means exchange in foreign jurisdiction where shares of the foreign company are listed and in cases where the foreign company has its shares listed on exchanges in several jurisdictions, the term shall mean the exchange specified by the foreign company as the Home Exchange.

### **Division 3**

#### **Exemption for Filing of Registration Statement and Draft Prospectus**

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**Clause 3** The foreign company shall be exempted from filing of registration statement and draft prospectus if the offer for sale of newly issued securities is the limited offer.

**Clause 4** Consideration on whether the offer for sale of securities falls within the scope of the limited offer under Clause 3 shall be as follows:

(1) by applying law or regulation of the jurisdiction where the Home Exchange is located that provides exemption for disclosure of information prior to the offer for sale of securities, in cases where the offer shall also be made in the jurisdiction where the Home Exchange is located;

(2) by applying criteria under the SEC Notification concerning exemption for filing of registration statement and draft prospectus or the SEC Notification concerning exemption for filing of registration statement and draft prospectus for debt securities, as the case may be, in cases where the offer shall *not* also be made in the jurisdiction where the Home Exchange is located.

### **Division 4**

#### **Report on Sales of Securities**

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**Clause 5** The foreign company shall report the sale of such securities to the SEC Office within fifteen days after the closing date of offering by stating the following details:

- (1) date of offer for sale of securities;
- (2) type, characteristics, and specific title of the securities (if any);
- (3) total number of the securities offered for sale in the Kingdom of Thailand and total number of the securities sold;
- (4) price of the securities offered for sale, exercise price and ratio in case of the offer for sale of share warrants;

(5) characteristics of the purchasers of the securities in limited offer under Clause 4(1);

(6) name, contact address, and telephone number of the person filing the report.

**Clause 6** The foreign company shall report sale of securities underlying the exercise of right in convertible securities with the details specified in Clause 5, *mutatis mutandis*, within fifteen days after the last date of each exercise of right in convertible securities.

Where the convertible securities holders may exercise their right in the convertible securities continuously from the exercise date, the issuer shall file with the SEC Office the report in accordance with the first paragraph within fifteen days after the last date of each month having such exercise.

### **Division 5**

#### **Effective Date of this Notification**

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**Clause 7** This Notification shall come into force from 1 December 2009.

Given this 4<sup>th</sup> day of November 2009.

Mr. Vijit Suphinit

Chairman

The Securities and Exchange Commission

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Note: Reason for promulgation of this Notification is to exempt the duty to file registration statement and draft prospectus for the foreign company which offers for sale of shares and has those shares listed on the Stock Exchange of Thailand in order to facilitate the offer for sale of securities issued by the foreign company. The exemption shall *not* affect the access to the company's material information used by the investors for making investment decision because such information has been publicly disclosed through the Stock Exchange of Thailand. In addition, the exemption is limited only for the limited offer made to sophisticated investors in respect of investment that is in the position to easily access the information of the foreign company. Accordingly, the exemption shall *not* affect public investors; it is therefore necessary to adopt this Notification.