

(UNOFFICIAL TRANSLATION)

Readers should be aware that only the original Thai text has legal force and that this English translation is strictly for reference. The SEC, Thailand cannot undertake any responsibility for its accuracy, nor be held liable for any loss or damages arising from or related to its use.

**Notification of the Office of the Securities and Exchange Commission
No. SorChor. 57/2552
Re: Additional Provisions Relating to Foreign Companies which Offer for Sale
Newly Issued Securities in Thailand**

By virtue of Section 59, with the approval of the Capital Market Supervisory Board, Section 61, Section 72, Section 81 and Section 89 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 Article 29, in conjunction with Article 33, Article 41, Article 43, Article 44 and Article 64 of the Constitution of the Kingdom of Thailand so permit by virtue of law, and by virtue of Clause 7 and Clause 17 of the Notification of the Capital Market Supervisory Board No. ThorChor. 99/2552 Re: Provisions Relating to Offer for Sale of Securities Issued by Foreign Company for Listing on the Stock Exchange of Thailand dated 4 November 2009, the Office hereby issues the following regulations:

**Chapter 1
Scope of Application**

Clause 1 This Notification:

(1) comprises the additional provisions in conjunction with the provisions under the notification of the Capital Market Supervisory Board concerning the provisions relating to offer for sale of securities issued by foreign company for listing on the Stock Exchange of Thailand;

(2) prescribes the duty of relevant parties being subject to duties before and after the period of offer of sale of securities issued by foreign companies.

Clause 2 This Notification contains the provisions in relation to:

(1) the application form for offer for sale of newly issued securities and the procedure for consideration of the application pursuant to Chapter 2;

(2) the auditor of foreign company pursuant to Chapter 3;

(3) the provision relating to the draft prospectus pursuant to Chapter 4;

(4) the report on securities selling to investors in Thailand in general case pursuant to Chapter 5;

(5) the report of securities holding of director, manager, other executives and auditor of foreign company pursuant to Chapter 6.

Chapter 2

Application Form for Offer for Sale of Newly Issued Securities and Procedure for Consideration of the Application

Division 1

Application Form and Supporting Documents

Clause 3 The foreign company wishing to offer for sale newly issued securities shall file five copies of the following application form together with the supporting documents set out under Clause 4:

(1) In case of filing of the application to offer for sale newly issued securities for the initial listing on the Stock Exchange of Thailand, the application form 35-FE-1 as provided in the website of the Office shall be filed;

(2) With respect to cases other than the case under (1), the application form 35-FE-2 as provided in the website of the Office shall be filed.

Clause 4 Supporting documents of the application shall comprise:

(1) A letter issued by the Stock Exchange of Thailand which certifies that the foreign company has passed the initial consideration for accepting securities of the foreign company as registered securities in case of the offer for sale of the securities for listing on the Stock Exchange of Thailand.

(2) A document containing the information relating to the foreign company which is similar to the form and particulars of information set out in the registration statement pursuant to the notification of the Capital Market Supervisory Board concerning the provisions relating to offer for sale of securities issued by foreign company for listing on the Stock Exchange of Thailand.

In the case where the foreign company files the registration statement and draft prospectus simultaneously with the filing of the application, the registration statement so filed shall be deemed to have comprised the supporting documents of the application filed by the company under the first paragraph.

(3) A copy of resolution of a shareholders' meeting approving the issuance of the securities, if any.

- (4) A copy of resolution of a board of directors' meeting approving the issuance of the securities, if any.
- (5) A letter certifying the performance of duties by a financial advisor, if any.
- (6) A copy of an agreement authorizing a third party to have absolute power of management, if any.
- (7) A letter of appointment of a representative in Thailand of the foreign company.
- (8) A copy of a confirmation letter of acknowledgement of responsibilities and duties after the offer of sale of securities only in case of the public offering of newly issued shares for listing on the Stock Exchange of Thailand.
- (9) A copy of the following documents:
 - (a) A letter which shows that the offer for sale of newly issued securities for which the application is filed has been made in accordance with the law, rules and regulations applicable with the foreign company in the case where the foreign company is not required to obtain approval from its home regulator or home exchange for its offer for sale of newly issued securities in Thailand; or
 - (b) A letter which shows that at the time of filing the application an approval has been granted by the home regulator or home exchange for the offer for sale of newly issued securities which is either made in the jurisdiction where the home exchange is located or in any other jurisdictions.
- (10) A checklist form for the information and supporting documents as provided in the website of the Office.

Division 2

Procedure for Consideration of Application

Clause 5 When the foreign company has filed the application and the supporting documents under Clause 3 and Clause 4, and has paid the fee for the filing, the Office shall proceed as follows:

- (1) The Office will inspect and verify the completeness of the information and documents; in the case where the filed application contains incomplete information, the foreign company shall amend and modify the information as notified by the Office for completeness of the information within the period prescribed by the Office. Should any foreign company fail to submit any information or document notified by the Office within the specified period, the Office shall deem that such foreign company does not wish to file the application.

(2) In the case where any foreign company requests for exemption from submitting certain information or documents, the Office may grant exemption to the foreign company not to submit the information or documents under exemption on grounds of necessity and appropriateness or restriction due to other law. In this regard, the Office may take into account the need for submission of the information or documents or may take other measures which are sufficient to replace the submission of the information or documents under exemption.

(3) The Office shall notify in writing the result of the consideration of the application within ten business days from the date on which the Office receives the information and documents which are complete or amended to be complete.

Chapter 3

Auditor of Foreign Company

Clause 6 Auditors who are qualified to conduct account audit of foreign companies in accordance with the law or regulations of the home regulator or home exchange shall be the auditors approved by the Office to be auditor of foreign companies and have an opinion on the financial statements of such companies in the following cases:

(1) The financial statements published in the registration statement and prospectus.

(2) The financial statements which foreign companies have the duty to prepare and submit to the Office under Section 56.

Chapter 4

Provisions Relating to Draft Prospectus

Division 1

Form of Draft Prospectus

Clause 7 The draft prospectus to be filed by the securities offeror with the Office shall be in the form of the registration statement which the securities offeror is required to file with the Office pursuant to the notification of the Capital Market Supervisory Board concerning the provisions relating to offer for sale of securities issued by foreign company for listing on the Stock Exchange of Thailand *mutatis mutandis*.

Clause 8 The draft prospectus shall contain the following sentence on the first page:

“The general public may request to review or obtain a copy of the registration statement and the draft prospectus at the Capital Market Information Center, the Office of the Securities and Exchange Commission, 15th Floor, GPF Witthayu Tower, 93/1 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok, on every business day of the Office or at <http://www.sec.or.th>.”

Clause 9 In the case where the notification of the Capital Market Supervisory Board concerning the provisions relating to offer for sale of securities issued by foreign company for listing on the Stock Exchange of Thailand requires that securities offerors shall have the financial advisor on the Office’s approved list jointly prepare the registration statement, the securities offeror shall also have such financial advisor jointly prepare the draft prospectus.

Clause 10 The securities offeror may prepare the draft prospectus under Clause 7 in a diskette form as an alternative for securities subscribers to obtain the information, provided that such diskette contains the same information and is presented in the same format as those in the hardcopy form of the draft prospectus. The securities offeror shall submit the diskette to the Office within the effective date of the registration statement and the draft prospectus at the latest.

Division 2

Signatory in Draft Prospectus

Clause 11 The securities offeror shall affix his signature to certify the correctness and completeness of the information in the draft prospectus. If the securities offeror is a legal entity, the authorized signatory of the legal entity shall sign and affix the company’s seal, if any, thereunto.

In the case where the offer for sale of securities has a financial advisor, the authorized signatory of such financial advisor shall sign and the company’s seal, if any, shall be affixed thereunto.

Clause 12 Where it is necessary and expedient that the authorized signatory of the legal entity under Clause 11 is unable to sign his or her name, the legal entity shall take the following steps unless a waiver is granted by the Office:

(1) Where such authorized signatory is unable to sign his or her name because he or she is unconscious or cannot control himself or herself due to physical or mental disorder, such securities offeror does *not* need to have such authorized signatory sign his or her name in the draft prospectus.

(2) Where such authorized signatory is unable to sign his or her name due to causes other than (1), upon extinguishment of such causes the securities offeror shall have such authorized signatory sign his or her name without delay.

Clause 13 In case of an offer for sale of securities by a securities holder, the securities offeror shall arrange for the authorized signatory of the legal entity who issues the securities to affix his or her signature to certify the correctness and completeness of the information contained in the draft prospectus.

Chapter 5

Report on Securities Selling to Investors in Thailand in General Cases

Clause 14 In case of the offer for sale of securities where the securities offeror is subject to the duty to file the registration statement and the draft prospectus, the securities offeror shall report the securities selling to the Office within forty five days after the closing date of offering by stating the information set forth under Form 81-1-FE as provided in the website of the Office.

Clause 15 In case of share warrants or other convertible securities, apart from the report under Clause 14, the issuer is required to report the result of the exercise of right under Form 81-1-FE as provided on the website of the Office in respect of the report of selling of newly issued shares underlying the exercise of right of such securities within the following period of time:

- (1) Within forty five days from the ending of each exercise period of the securities;
- (2) Within fifteen days from the last date of each month on which the right is exercised in case of continuous period of exercise commencing from the exercise date.

Clause 16 In case of necessity where the securities offeror cannot submit the report under Clause 14 or Clause 15 to the Office within the specified period, the securities offeror may request an exemption from submitting the report by sending a written request before the expiration of the submission period, stating reasons for requesting the exemption and the period on which the report can be submitted. If the Office determines that the request contains the necessary and appropriate grounds, it may grant an exemption for the submission period of the report.

Chapter 6

Report on Securities Holding of Director, Manager, Other Executive and Auditor of a Foreign Company

Clause 17 Any director, manager, person holding managerial position pursuant to the law or regulations of the home regulator or home exchange, and auditor of foreign company are subject to the duty to prepare and submit report on his or her securities holding as well as of his or her spouse and minor children in the company in which he or she

is a director, manager, person with managerial position or auditor as required by the law or regulations of the home regulator or home exchange.

The report under the first paragraph shall be disclosed to the Office within the same period of time on which the person under the first paragraph is required to submit the report to the home regulator or home exchange. The report shall be made as follows:

- (1) One copy of the information in printed document;
- (2) Electronic information submitted through an information transmission system in the format determined by the Office.

The information disclosed in the form of printed document and electronic information shall have the same and identical content.

Chapter 7

Effective Date of this Notification

Clause 18 This Notification shall come into force as from 1 December 2009.

Notified this 17th day of November 2009.

-Signature -

(Mr. Thirachai Phuvanatanarubala)

Secretary-General

Office of the Securities and Exchange Commission

Remarks: The reason for promulgation of this Notification is to prescribe the rules relating to the offer for sale of securities issued by foreign companies in respect of both pre- and post-offering rules with which relevant parties shall comply.