

**Application Form for the Offer for Sale of Newly Issued Shares of Foreign Company  
having Shares Listed on the Stock Exchange of Thailand**

Date \_\_\_\_\_

Attention: Secretary-General of the Office of the Securities and Exchange Commission

We, \_\_\_\_\_ [name of foreign company] \_\_\_\_\_  
having a principal office at \_\_\_\_\_  
telephone \_\_\_\_\_ facsimile \_\_\_\_\_ web address \_\_\_\_\_  
main business undertaking: \_\_\_\_\_  
would like to apply for approval to offer to sell newly issued \_\_\_\_\_ [state the type of securities  
applied] \_\_\_\_\_ having \_\_\_\_\_ as financial advisor (if any).

We want / do not want to disclose this application together with all related documents and evidence to any person.

**We would like to provide the information and qualifications according to the criteria on approval for offer for sale of newly issued securities as follows, the supporting documents of which are enclosed herewith:**

1. Qualifications pursuant to the approval criteria

1.1 Basic qualifications

(1) The company already has its shares listed on main-board trading of the home exchange (please state the name of the home exchange, country of establishment) \_\_\_\_\_

(2) The company has appointed its representative in Thailand to coordinate and contact with third parties as well as to receive letters, notices, writs or other relevant documents. The representative is authorized to perform the assigned duties: (please provide the name of the representative in Thailand, contact address and telephone number).

1.2 Records on law/regulation violation

(1) Have you committed any material violation against the law or regulations issued pursuant to the law governing securities and exchange?

- No
- Yes (please provide detail)

(2) Have you ignored, neglected or willfully failed to cooperate to comply with the policies and guidelines generally and publicly promulgated by the SEC Office?

- No
- Yes (please provide detail)

1.3 Certification to conform to foreign law or regulations with respect to the offer for sale of securities:

With regard to any offer for sale of securities in any nature, the certification shall be given in the following cases:

(1) In the case where the foreign company is not required to obtain approval from the home regulator or home exchange with regard to the offer for sale of newly issued securities in Thailand:

- We certify that the offer for sale of newly issued securities applied for approval can be duly conducted in accordance with the law and regulations applicable with the foreign company.

(2) In cases other than the case under (1):

- We certify that, at the time of filing this application for offer for sale of shares, the home regulator or home exchange has granted approval 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.

1.4 Certification with respect to the offer for sale of securities for each of the following specific case:

(1) For the public offering of share warrants:

- We certify that the nature of the securities and the particulars of the terms and conditions, if any, are in compliance with the rules regarding the public offering of share warrants applicable in the jurisdiction in which the home exchange is located.

(2) For the offer for sale of securities in Thailand and in the jurisdiction in which the home exchange is located where the law or regulations of the jurisdiction do not require the disclosure of information to investors to be made before making the offer for sale of securities of the nature for which the application is made:

- We certify that the law or regulations of the jurisdiction in which the home exchange is located do not require the disclosure of information to investors to be made before making the offer for sale of securities of the nature for which the application is made.

2. Information of the securities

2.1 In case of offer for sale of shares

2.1.1 Type of offered shares

- Common shares  
 Preferred shares

2.1.2 Number of shares offered \_\_\_\_\_

2.1.3 Par value per share \_\_\_\_\_

2.1.4 Offer price per share \_\_\_\_\_

2.1.5 Total amount of the offering \_\_\_\_\_

2.2 **In case of offer for sale of share warrants**

2.2.1 Underlying securities:

- Common shares  
 Preferred shares

2.2.2 Right to purchase shares \_\_\_\_\_ shares/unit

2.2.3 Number of units offered \_\_\_\_\_

2.2.4 Par value per unit \_\_\_\_\_

2.2.5 Offer price per unit \_\_\_\_\_

2.2.6 Total amount of the offering \_\_\_\_\_

2.2.7 Term of warrants \_\_\_\_\_

2.2.8 Issuing date \_\_\_\_\_

2.2.9 Maturity date \_\_\_\_\_

2.2.10 Exercise ratio \_\_\_\_\_

2.2.11 Exercise price per unit \_\_\_\_\_

2.2.12 Number of underlying shares for exercise of right \_\_\_\_\_

2.2.13 Exercise period \_\_\_\_\_

2.2.14 Other type of securities offered simultaneously with the share warrants, if any \_\_\_\_\_

We certify that we are fully qualified in accordance with the provisions under 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, and that we have duly examined the information contained in this application and all supporting documents and evidence and certify that all of the aforementioned documents contain the information which is correct, accurate and complete and neither contain any false statement in materiality nor omit of any material statement that ought to be declared.

In this regard, as evidence that all of the documents is of the exact documents to which we have certified, we have authorized \_\_\_\_\_ to initial each and every page of the documents. Any document not having so initialed by \_\_\_\_\_ shall not be regarded as the document to which we have certified.

	<b>Name</b>	<b>Position</b>	<b>Signature*</b>
1.	_____	_____	_____
2.	_____	_____	_____
Authorized person	_____	_____	_____

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\* Authorized signatories of the company shall affix their signature together with a seal of the foreign company, if any.