

[UNOFFICIAL TRANSLATION]

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**Registration Statement for Offer for Sale of Debt Securities
(Form 69-S)**

Company Name

(in Thai/English)

Offers for Sale

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.....

- Specify key characteristics of the debt securities being offered, for instance, type, amount, offer price per unit and buyer details (only in case of private placement).

- Provide the following warning statement for investors:

“Prior to making an investment decision, investors should exercise most discretion in considering the details on the offeror and the terms of the debt securities including investment suitability and related risks. The effectiveness of this registration statement for an offer for sale of debt securities neither demonstrates that the Securities and Exchange Commission or the Office of the Securities and Exchange Commission advises investment in the debt securities being offered for sale, nor guarantees the price or the yield of such debt securities or certifies completeness and accuracy of the information in the registration statement. Such certification is under the responsibility of the offeror.

If the registration statement for an offer for sale of debt securities contains a false statement or particular, or omits material information that should have been disclosed, the debt securities holders who have made the purchase for not more than one year as from the effective date of the registration statement are entitled to claim for damages from the issuing company or the debt securities owner under Section 82 of the Securities and Exchange Act B.E. 2535 (1992) within one year as from the date when they acknowledged or should have known that the registration statement for an offer for sale of debt securities is false or omits the material information, but not longer than two years as from the effective date of this registration statement.”

- Provide a warning statement in case of an offer for sale of structured notes where the total redemption value may be lower than the nominal amount of such structured notes, and in case of guarantee on a partial redemption, the ratio of such guarantee shall be clearly specified.

**Part 1
List of Information**

1. General Information

Information of the offeror and details of the debt securities being offered for sale shall be disclosed as follows:

1.1 Specify at least the particulars under Section 69(1) to (10) and Section 70(1) to (8). In this regard, the parts related to the information on the offeror may refer to the information in the annual registration statement (Form 56-1) or the registration statement under the following procedures:

(1) In case of reference to Form 56-1

Use the latest submitted Form, the financial statements for the latest accounting period and the latest quarterly financial statements or;

(2) In case of reference to the registration statement

Use the latest submitted registration statement (Form 69-Base and Form 69-Supplement) in case the offeror has already filed such registration statement for public offering and it is still effective.

In this regard, the reference under (1) or (2) may specify the sources where investors may verify such information, for example, the websites of the SEC or the Stock Exchange of Thailand. In addition, the information of the offeror that may cause a material impact on investors' decision making and has not been disclosed in the referred Form 56-1 or the registration statement shall be disclosed, in which case additional sources of information for investors' verification may be given and the substance of such additional information shall be summarized.

1.2 In case of private placement of newly issued debt securities, if the offeror does not have its shares listed on the Stock Exchange of Thailand, the types of financial statements and the period of time when the offeror is required to submit them to the regulator shall be specified. In cases where the offeror is a foreign company, it shall specify the types of financial statements and the period of time when such financial statements shall be submitted to the foreign stock exchange where its shares are listed or any authority to which such foreign company is required to submit the financial statements;

1.3 Attach herein a draft statement of terms and conditions to filing of Form 69-S.

2. Specific particulars

The offeror shall also specify specific particulars in addition to the general information under Item 1, as follows:

2.1 Minimum particulars for an offer for sale of debt securities in the category of structure note as follows:

(1) Type and key characteristics of the underlying assets;

(2) Structure of transactions and agreements relating to such transactions;

(3) Risks that may have an impact on the volatility or the returns on the underlying assets of the structured note, including the type and procedure for risk management;

(4) Historical prices or price projection of the underlying assets (if any);

2.2 Particulars for an offer for sale of newly issued debt securities for securitization.

(1) accurate and sufficient information for the investors to understand the key characteristics and procedures for securitization as well as the type, characteristics and quality of the assets that generate cash flows to repay debts incurred from the debenture, repayment opportunity and risk, collection of income from assets, type and procedure that guarantee the investors in debt securities will be repaid (credit enhancement) (if any), main and backup servicers (if any), project management, investment or utilization of cash flows generated from a pool of assets as well as the detailed analysis of credit rating of the debt securities or the debt guarantor by a credit rating agency.

(2) In case of public offering of debt securities for securitization, in addition to the particulars under Item 2.2(1), the information relating to an offer for sale of debt securities with details similar to Part 3 – Information Relating to Offer for Sale under the attachment of Form 69-Base – shall be specified, *mutatis mutandis*.

**Part 2
Certification of Information**

1. In case of private placement of newly issued debt securities (including securitization)

The person who holds the highest executive position or the director who is authorized to affix binding signature for the juristic person of the offeror and the person who is qualified to propose a project in case of an offer for sale of newly issued debenture for securitization shall affix signature together with the company seal (if any) on the registration statement and authorize a person to affix signature to certify the registration statement on their behalf by using the following statement and format:

“I have reviewed the information in this registration statement for an offer for sale of debt securities carefully, and as the executive of the highest position in the company / director who is authorized to affix binding signature for the offeror/ person qualified to propose a project, I hereby certify that such information is accurate, complete, not false, not misleading or not omitting material information that should have been disclosed.

The certification of the aforesaid information shall cover the information of the offeror that appears in the sources where the investors could verify as indicated in this registration statement for an offer for sale of debt securities. In referring to such sources, I (debt securities offeror/ qualified project proposer) am responsible for the accuracy and completeness of such reference in the similar manner to the disclosure of information in this registration statement for an offer for sale of debt securities. (This paragraph only applies in case of reference to any sources that the investors may verify as specified by Part I Item 1.1.)

In this regard, in order to demonstrate that all the documents are the same as those I have already certified, I hereby authorize to affix signature on every page of this document. In cases where the signature of is not affixed, I shall assume that it is not the information that I have certified earlier.”

	Name	Position	Signature
1.
2.

	Name	Position	Signature
Authorized person

2. In case of public offering of newly issue debenture for securitization

The offeror and the person who is qualified to propose a project shall certify the information in this registration statement according to Part 4 of the attachment to Form 69-Base, *mutatis mutandis*.