

## UNOFFICIAL TRANSLATION

Codified up to No. 14

As of 29 June 2017

*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. 30/2551 Re: Filing of the Registration Statement for Securities Offering**

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By virtue of Section 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 67, Section 69(11) and Section 71(5) of the *Securities and Exchange Act B.E. 2535 (1992)*, which contain certain provisions in relation 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** The *Notification of the Capital Market Supervisory Board No. Tor Jor. 15/2551 Re: Filing and Exemption from Filing of the Registration Statement for Securities Offering* dated 2 June 2008 shall be repealed.

**Clause 2<sup>3</sup>** Unless otherwise specified, the definitions determined in the Notification of the Securities and Exchange Commission concerning Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities shall be applicable to this Notification, and additional terms shall be defined as follows:

“**information related to securities offering**”<sup>11</sup> means the following information:

- (1) amount and selling price of the offered securities;
- (2) offering period;
- (3) characteristics of the offered securities;
- (4) details of subscription, underwriting and allocation;
- (5) any other information related to securities trading or having similar characteristics thereto, or related to the information under (1), (2), (3), and (4).

“**ASEAN countries**”<sup>9</sup> means ASEAN member countries whose capital market regulatory agency is a signatory to the Memorandum of Understanding with the SEC Office concerning guidelines for consideration of an issuance and offer for sale of securities by a company in two or more ASEAN member countries simultaneously or in a proximate period.

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<sup>3</sup> Amended by the *Notification of the Capital Market Supervisory Board No. Tor Jor. 16/2553 Re: Filing of the Registration Statement for Securities Offering (No. 4)* dated 2 April 2010 (effective on 1 October 2510).

<sup>11</sup> Amended by the *Notification of the Capital Market Supervisory Board No. Tor Jor. 40/2559 Re: Filing of the Registration Statement for Securities Offering (No. 12)* dated 30 September 2016 (effective on 16 November 2016).

<sup>9</sup> Amended by the *Notification of the Capital Market Supervisory Board No. Tor Jor. 6/2558 Re: Filing of the Registration Statement for Securities Offering (No. 10)* dated 23 March 2015 (effective on 1 May 2015).

**Clause 3** An offer for sale of securities which is not exempted from filing the registration statement and draft prospectus with the SEC Office under the *Notification of the Securities and Exchange Commission concerning Exemption from Filing of the Registration Statement for the offering for Sale of Securities* shall be subject to this Notification unless any other notification stipulates specific rules related to filing of the registration statement and draft prospectus.

**Clause 4** The filing of the registration statement and draft prospectus for an offer for sale of warrants shall be deemed to include the filing of the registration statement and draft prospectus for the underlying shares or other securities for the exercise of rights under such warrants.

**Clause 5**<sup>10</sup> Before each offer for sale of securities, an offeror shall file the registration statement and draft prospectus with the SEC Office according to the following procedures, and shall pay the filing fee according to the rules and procedures prescribed by the SEC Office:

(1)<sup>11</sup> in case of an initial public offering to register the offered shares as listed securities on the Stock Exchange of Thailand or an offer of capital shares of a listed company in a general case in accordance with Division 1 of Chapter 2 of Part 2 under the *Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares dated 30 September 2016*, the registration statement and draft prospectus shall be filed with the SEC Office in one set of printed documentation which shall also be submitted into the electronic information system of the Stock Exchange of Thailand provided to support submission of such printed documentation;

(2) in case of any offer for sale of shares other than those under (1) or in case of an offer for sale of share warrants and the underlying shares for such warrants, the registration statement and draft prospectus shall be filed with the SEC Office in one set of printed documentation which shall also be submitted into the electronic information system of the SEC Office provided to support filing of such printed documentation.

After the offering period as stated in the registration statement has ended, the offeror wishing to offer for sale the remaining shares from the previous offer shall file a new registration statement and draft prospectus according to the procedures specified in Paragraph 1.

**Clause 6**<sup>11</sup> The registration statement and draft prospectus filed with the SEC Office under Clause 5 shall be jointly prepared and certified for accuracy and completeness by a financial advisor on the list approved by the SEC Office except for the registration statement and draft prospectus for an offer for sale of newly issued shares of

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<sup>10</sup> Amended by the *Notification of the Capital Market Supervisory Board No. Tor Jor. 2/2559 Re: Filing of the Registration Statement for Securities Offering (No. 11)* dated 10 February 2016 (effective on 1 March 2016).

<sup>11</sup> Amended by the *Notification of the Capital Market Supervisory Board No. TorJor. 40/2559 Re: Filing of the Registration Statement for Securities Offering (No. 12)* dated 30 September 2016 (effective on 16 November 2016).

<sup>11</sup> Amended by the *Notification of the Capital Market Supervisory Board No. Tor Jor. 40/2559 Re: Filing of the Registration Statement for Securities Offering (No. 12)* dated 30 September 2016 (effective on 16 November 2016).

a listed company having no issues related to corporate governance under Division 2 of Chapter 2 of Part 2 under the *Notification of the Capital Market Supervisory Board No. Tor Jor 39/2559 Re: Application for and Approval of an Offer for Sale of Newly Issued Shares* dated 30 September 2016.

**Clause 7<sup>9</sup>** The registration statement to be filed with the SEC Office under Clause 5 shall be in the following forms:

(1) in case of an offer for sale of securities to be made simultaneously or in a proximate period with an offer in *ASEAN countries*, Form 69-ASEAN attached herein shall be used;

(2) in cases other than (1), Form 69-1 attached herein shall be used.

**Clause 8** The financial statements and the consolidated financial statements of an issuer as disclosed in the registration statement and draft prospectus shall be in accordance with the rules stipulated in the Notifications of the Capital Market Supervisory Board issued under Section 56, *mutatis mutandis*.

**Clause 9** Before the offering period ends, if the offeror discloses a material fact which has not been presented in the registration statement and prospectus to any specific person for the benefit of analyzing, or making a decision on, the investment in the securities being offered, the offeror shall arrange disclosure of such fact in the registration statement and prospectus promptly. In any case, such disclosure shall not be later than the effective date of the registration statement, or in the case where the registration statement has already been effective, the disclosure shall not be later than the business day following the disclosure date of such fact to such person.

In case of warrants, the end of the offering period under Paragraph 1 shall mean the end of the offering period of such warrants.

**Clause 10** In the case where an offeror has offered securities of any type for sale in a foreign country and has disclosed *information related to securities offering* in compliance with the law of such foreign country, upon an offer for sale of securities of the same type in Thailand, the offeror shall disclose details of the *information related to securities offering* in the registration statement and draft prospectus in the scope no less than as disclosed for the offer for sale of such securities in the foreign country.

**Clause 11** The SEC Office shall have the power to grant a waiver on the disclosure of details of the information as specified by the Notification of the Capital Market Supervisory Board by virtue of Section 69(11) and Section 71(5) if the offeror is able to show a reasonable cause not to disclose details of such information in the registration statement provided that such information shall not have a material impact on the decision-making of investors.

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<sup>9</sup> Amended by the *Notification of the Capital Market Supervisory Board No. Tor Jor. 6/2558 Re: Filing of the Registration Statement for Securities Offering (No. 10)* dated 23 March 2015 (effective on 1 May 2015).

**Clause 12<sup>3</sup>** In considering the information in the registration statement and draft prospectus, if the SEC Office views that there is a necessary and reasonable ground for investors to have sufficient material information for making investment decisions, the SEC Office shall have the power to order the offeror to take the following actions within a period specified by the SEC Office:

(1) clarify, amend or add information, or submit additional evidentiary documentation;

(2) have an independent expert in the relevant specific field give an opinion on the accuracy, completeness or reliability of the information presented in the registration statement and draft prospectus.

If the offeror does not comply with the order of the SEC Office under Paragraph 1, it shall be deemed that the offeror no longer wishes to file the registration statement and draft prospectus with the SEC Office.

In requiring the offeror to proceed in accordance with Paragraph 1, the SEC Office may also instruct the offeror to disclose the order, the implementation, the remarks of the SEC Office or the clarification of the offeror on the website of the SEC Office according to the guidelines specified by the SEC Office.

**Clause 13** The following persons shall sign to certify the accuracy and completeness of the information in the registration statement and draft prospectus:

(1) for securities offering by an issuer, every board member and the person holding the highest executive position in accounting shall affix signature;

(2) for securities offering by a securities holder, the securities holder shall affix signature. In the case where the securities holder is a juristic person, the authorized person thereof shall affix signature and the corporate seal (if any). In this regard, the securities holder shall arrange for every board member and the person holding the highest executive position in accounting of the issuer to affix signature as well;

(3) for securities offering to which a financial advisor is provided, the authorized person of the financial advisor shall affix signature.

In the case where there is a necessary and reasonable ground for the authorized persons of the juristic person under Paragraph 1(1) and (2) to be unable to affix signature to certify the accuracy and completeness of the information at the time of filing the registration statement with the SEC Office, such juristic person shall comply with the following rules:

(1) if the ground for any of such persons to be unable to affix signature is a result of such person being unconscious or unable to control oneself due to a physical illness or a mental disorder, the offeror is not required to have such person affix signature in the registration statement and draft prospectus;

(2) if the ground for any of such persons to be unable to affix signature is a result of any reason other than those specified in (1) and after such reason is no longer applicable, the offeror shall arrange for such person to affix signature immediately in order that the registration statement and draft prospectus shall be effective under Clause 15.

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<sup>3</sup> Amended by the *Notification of the Capital Market Supervisory Board No. Tor Jor. 16/2553 Re: Filing of the Registration Statement for Securities Offering (No. 4)* dated 2 April 2010 (effective on 1 October 2010).

(3) the offeror shall proceed according to any waiver granted by the SEC Office in other cases of necessary and reasonable grounds.

**Clause 14** In the case where a securities holder wishes to make a public offering under Clause 5, the securities holder shall submit to the SEC Office a document or evidence showing that the issuer has acknowledged the public offering of the securities holder in order that the issuer shall recognize its duty to prepare and submit its financial statements and reports on the financial position and the operating results under Section 56.

**Clause 15<sup>3</sup>** Pursuant to Section 75, the registration statement and draft prospectus shall become effective upon compliance with the following rules:

(1) for an offer for sale of newly issued securities subject to approval under Section 32 or Section 33, the offeror shall obtain a prior approval for such offer of newly issued securities;

(2) the offeror shall complete the payment of the filing fee of the registration statement in accordance with the rules and procedures specified by the Notification of the SEC Office;

(3) the offeror shall complete the revision to the information in the registration statement and fully comply with the provisions under Paragraph 3 of Clause 12 (if any);

(4) after the following periods elapse from the date when the SEC Office receives the most updated registration statement (excluding *information related to securities offering* or any immaterial information for which the SEC Office grants a permission for amendment);

(a) fourteen days in general case, or;

(b) three business days in case of filing the registration statement and draft prospectus within three months from the effective date of the previous registration statement and draft prospectus of the same securities type issued by the same securities issuer;

(5) the offeror has provided information according to the particulars in the registration statement fully.

**Clause 16** This Notification shall come into force from 15 December 2008.

Notified this 15<sup>th</sup> day of December 2008.

- signature -  
(Mr. Vijit Supinit)

Chairman

Securities and Exchange Commission

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<sup>3</sup> Amended by the *Notification of the Capital Market Supervisory Board No. Tor Jor. 16/2553 Re: Filing of the Registration Statement for Securities Offering (No. 4)* dated 2 April 2010 (effective on 1 October 2010).