

UNOFFICIAL TRANSLATION

Codified up to No. 2

As of 27 November 2013

*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 Securities and Exchange Commission**

**No. Kor Jor. 24 /2552**

**Re: Exemption from Submitting the Registration Statement**

**In case of Non-public Offering Securities**

**Issued by Foreign Company**

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By virtue of Section 14 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 Sections 64(2) and (3) of the *Securities and Exchange Act B.E. 2535 (1992)* which contain certain provisions relating to the restriction of rights and liberties of persons as legally permitted by 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 hereby issues the following regulations:

**Division 1**

**Relation to Other Notifications**

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**Clause 1** Any person who has *not* exempted from submitting the **registration statement** and draft prospectus under this Notification, shall submit the **registration statement** and draft prospectus under the *Notification of the Capital Market Supervisory Board 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 in the notification of the SEC Office;

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

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

(4) “**foreign company**” means the foreign company having obtained an approval from the SEC Office to offer for sale of newly issued **securities** after its shares are listed on the Stock Exchange of Thailand under the *Notification of the Capital Market Supervisory Board 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* have been listed. In case the *foreign company* has its shares having been listed on exchanges in several jurisdictions, the **Home Exchange** means the foreign exchange specified as **Home Exchange** by the *foreign company*.

### **Division 3**

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

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<sup>1</sup>**Clause 3** The *foreign company* would be exempted from submitting the **registration statement** and draft prospectus in case of the offer for sale of newly issued **securities** in accordance with one of the following criteria:

- (1) the offer for sale of **securities** through a private placement;
- (2) such securities offered to the shareholders in Thailand in proportion to their existing shareholdings, which render the right either to buy additional shares of the foreign company in the same proportion thereof or to renounce such buying by selling or transferring such securities to other investors;
- (3) additional shares issued for the purpose of sub clause (2);
- (4) additional shares issued as underlying of **convertible securities**;
- (5) additional shares of the foreign company issued as underlying of the transferable subscription rights.

**Clause 4** A type of private placement which is under Clause 3 [(1)] shall be as follows:

- (1) in case **securities** will be offered for sale within the jurisdiction of **Home Exchange** as well, a type of private placement shall be considered according to the laws and regulations of such jurisdiction which do not require to disclose information of the foreign company to investors prior to such offering;
- (2) in case of a type of private placement other than sub clause (1), a type of private placement shall be considered according to the *Notification of the Securities and Exchange Commission concerning Exemption from Submitting the Registration Statement and Draft Prospectus for Securities* or the *Notification of the Securities and Exchange Commission concerning Exemption from Submitting the Registration Statement and Draft Prospectus for Debt Securities*, as the case may be.

### **Division 4**

#### **A Report for the Result of the Sale of Securities**

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**Clause 5** The *foreign company* shall report the result of the sale of securities to the SEC Office within 15 days after the closing date of offering by stating the following details:

- (1) date of offer for sale of securities;
- (2) type, feature, and specific title of the securities (if any);

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<sup>1</sup> Repealed and Replaced by the *Notification of the Securities and Exchange Commission No. Kor Jor. 11/2556 Re : Exemption from Submitting the Registration Statement in case of Non-Public Offering Securities Issued by Foreign Company (No. 2) dated 27 November 2013.*

- (3) total number of the securities offered in Thailand and total number of the securities sold;
- (4) price of the securities, including exercise price and ratio in case of share warrants;
- (5) characteristics of the purchasers according to laws and regulations as specified in Clause 4(1);
- (6) name, contact address, and telephone number of the person submitting the report.

**Clause 6** The *foreign company* shall report the result of the exercise of *convertible securities* with the details as specified in Clause 5, *mutatis mutandis*, within 15 days after the last date of each exercise.

In case *convertible securities* were being exercised continuously from the first exercise date, the issuer shall submit the report to the SEC Office in accordance with the first paragraph within 15 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.

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

- signature -  
(Vijit Supinit)  
Chairman  
Securities and Exchange Commission

Note: please note that the contents added in brackets [...] have only been provided in the English version for clearer understanding.