

(UNOFFICIAL TRANSLATION)

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Application for Approval as Crowdfunding Portal (Online)

Printed Date _____

I, the Company namely _____

intends to apply for approval as a crowdfunding portal which is

- A new application
- An application of renewal of approval which will expire on _____
- Others (please specify reasons) _____

Part 1 General Information

1.1 Name of the Company (Thai) _____

(English) _____

1.2 The Company's address

No. _____ Building _____ Floor _____

Moo _____ Soi _____ Road _____

Sub-district _____ District _____

Province _____ Zip Code _____

Telephone number _____ Fax number _____

Website _____

Contact person _____

Telephone number _____ Fax number _____

E-mail _____

Part 2 Nature of Business Activity

2.1 Establishment of the Company

2.1.1 Date of establishment _____

2.1.2 Promoters _____

2.1.3 Objective of establishment of the Company _____

2.1.4 Year of commencing business (start obtaining revenue) _____

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2.2 Revenue Structure during the Previous 5 Years and the Most Recent Year

Unit : Million Baht

| Source(s) of Revenue | Year of 20XX | | Year of 20XX | | Year of 20XX | | The most recent year | |
|----------------------|--------------|------------|--------------|------------|--------------|------------|----------------------|------------|
| | | Proportion | | proportion | | proportion | | proportion |
| 1. _____ | | | | | | | | |
| 2. _____ | | | | | | | | |
| 3. _____ | | | | | | | | |

2.3 Shareholding Structure

Fill in the names of shareholders with 5% or more of total voting right of the Company. The most recent information as of _____ which shall not be longer than 30 days prior to the date of filing the application.

| Name(s) of Shareholder(s) | Shareholding Proportion |
|---------------------------|-------------------------|
| | |

2.4 Organizational Structure

2.5.1 (Attach file) Organizational chart

2.5.2 Describing details of directors, managers or persons with management authority responsible for business operation of the crowdfunding portal as of _____

| Name- Surname ¹ / Position ² | Age / Identification Number / Passport No. | Academic Degrees ³ | Shareholding Proportion in the Company (%) | Work Experience during the Previous 5 Years prior to Filing of the Application | | |
|--|---|----------------------------------|---|---|-----------------------|--|
| | | | | Period | Position ² | Name of the Company/ Type of Business |
| | | | | | | |
| | | | | | | |

¹ Specify the names both in Thai and English.

² For directors, specify types of directors, for instance, authorized directors or outside directors.

³ Specify the highest academic degrees, major and minor areas, faculty and institution awarded the bachelor degree or higher.

2.5 Criteria and Procedures for Providing Services as Crowdfunding Portal

2.5.1 Attach file that describe details of system as follows:

- (a) a system for preventing access to information concerning offer for sale of securities through the crowdfunding portal by any person not a member;
 - (b) a system for examining the identity and qualifications of member;
 - (c) a system for testing of the member's investment knowledge;
 - (d) a system for keeping the member's assets, providing that procedures or process for managing subscription money shall be managed by escrow agent under law on escrow agent;
 - (e) a system for disclosure of sufficient and reliable information through system or network;
 - (f) a system for electronic communication between members or members and a company making offer for sale of securities, providing that the crowdfunding portal shall monitor such system to prevent the members from making offer for sale of their own securities;
 - (g) a system for information back-up on the reliable system or network, providing that the information relating to offer for sale of securities through the crowdfunding portal and post offering disclosure shall be kept at least two years;
 - (h) a system for automatic transmission of information by means of electronic;
 - (i) a system supporting business continuity;
 - (j) a system for supervision on the services of the crowdfunding portal (compliance), in accordance with the guidelines specified by the SEC Office;
 - (k) a system for the member's complaint handling for effective dispute settlement.
- 2.5.2 Describing procedures for providing services as crowdfunding portal,
- 2.5.3 Providing guidelines for examining the qualifications of a company making offer for sale of securities and manner of securities including examination of characteristics and qualifications of investors
- 2.5.4 Describing the concepts of an arrangement with the company making offer for sale of securities and arrangement with the member

2.6 Significant Changes and Development concerning Business Operation and Management during the Previous 5 Years (Other than undertaking business of crowdfunding portal)

| D/M/Y | Changes and Developments |
|-------|--------------------------|
| | |

2.7 Record of Providing Services as Crowdfunding Portal

Describe record of providing services as crowdfunding portal during the past 5 years

Record of providing services as crowdfunding portal

| Year | Name of Company Making Offer for Sale of Securities | Successful Offer for Sale of Securities | Name of Escrow Agent |
|------|---|---|----------------------|
| | | | |
| | | | |
| | | | |

Part 3 Records of Violation of Law or Prohibited Characteristics of Directors, Managers or Persons with Management Authority responsible for Business Operation of Crowdfunding Portal (Under Clause 13 of the Capital Market Supervisory Board concerning Regulations on Offer for Sale of Securities through Electronic System or Network)

The Company hereby acknowledges that the SEC Office will bring the following prohibited characteristics into consideration for approval as a crowdfunding portal:

3.1 The 1st category of prohibited characteristics

3.1.1 being a person who has been subject to the court’s receiving order Yes No
 or declared by any court as an insolvent person, or being an incompetent or a quasi-incompetent person;

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3.1.2 having been named in any criminal complaint filed by the SEC Office; or having been subject to any legal proceeding following the criminal complaint initiated by the SEC Office, or having been sentenced to imprisonment by the court's final judgment and it has not yet surpassed the three-year interval time after either the person completed the term of imprisonment or the suspension of sentence period was over, *provided that* the action taken hereto shall base upon the violation of the law on securities and exchange, the law on derivatives, or the law on trust for transactions in capital market as specified in the Appendix attached hereto;

Yes No

3.1.3 being a person whose name has been declined to be listed or has been removed from the database of directors and executives of securities issuing company due to the possession of untrustworthy characteristics and not qualified to be directors or executives according to the Notification of the Securities and Exchange Commission governing determination of untrustworthy characteristics of company directors and executives;

Yes No

3.2 The 2nd category of prohibited characteristics

3.2.1 having been named in any criminal complaint filed by a financial regulatory authority, whether in Thailand or in foreign countries, or subject to any legal proceeding following the criminal complaint initiated by such financial regulatory authority, or having been sentenced to imprisonment by the court's final judgment and it has not yet surpassed the three-year interval time after either the person completed the term of imprisonment or the suspension of sentence period was over, *provided that* the action taken hereto shall base upon the commission of offences regarding deceitful, fraudulent or dishonest management of assets which has caused damage to either the financial institution with which the person was associated or the customers thereto;

Yes No

3.2.2 having been sentenced to imprisonment by the court's final judgment final judgment and it has not yet surpassed the three-year interval time after either the person completed the term of imprisonment or the suspension of sentence period was over, *provided that* the action taken hereto shall base upon the commission of public offences regarding deceitful, fraudulent or dishonest management of assets;

Yes No

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3.2.3 having been subject to the court's order of asset seizure under the Counter Corruption Act, the Anti-Money Laundering Act or any other similar law and it has not yet surpassed the three-year interval time after the date on which the court issued such order;

Yes No

3.2.4 having been considered by the financial regulatory authority or other agencies with legal authority, whether in Thailand or in foreign countries, as those who have prohibited characteristics and not qualified to be director, manager or person responsible for function of position controlling, supervising and managing business units relating to investment advice, investment planning, analysis of investment or capital market products investment management or management of the intermediary's branch office or controlling, supervising and managing business units relating to operational function, compliance function, internal audit or risk management, or executive of financial institution, or personnel responsible for advising of financial services, management or receiving of client's money, *provided that* the action taken hereto shall base upon the commission of offences regarding deceitful, fraudulent or dishonest management of assets;

Yes No

3.2.5 being taken action and unable to perform the duties as personnel in the capital markets industry in the following manners:

Yes No

(a) being suspended or revoked an approval or having any characteristic causing termination of approval, or being taken similar action and unable to perform the duties as capital market personnel or director of derivatives exchange, or derivatives clearing house;

(b) the action taken according to (a) due to the performance of duty as a staff holding a position that affects the appropriateness of the position under consideration; and

(c) the cause of the action taken according to (a) shall be based upon the commission of offences under the law on securities and exchange or the law on derivatives and the notifications issued thereunder, regarding deceitful, fraudulent or dishonest management of assets, failure to discharge the duty of care or duty of loyalty, or lacking of fiduciary duties of professionals.

3.3 The 3rd category of prohibited characteristics

3.3.1 has or used to have any behavior that, if considered on a reasonable ground, indicates failure to honestly and fairly perform duty in providing financial services, lacks professional accountability or due care, or aids or abets or used to aid or abet the others in connection with such behavior;

Yes No

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3.3.2 has or used to have any behavior that, if considered on a reasonable ground, indicates unfair practices or disadvantage to investors in securities or derivatives trading, or aids or abets or used to aid or abet the others in connection with such behavior;

Yes No

3.3.3 has or used to have any behavior that, if considered on a reasonable ground, indicates disclosure or dissemination of false or misleading information or documents, or concealment of any material facts which should have been expressly disclosed to investors, shareholders, or relevant persons for making investment decisions, whether it is information or documents submitted or delivered to the SEC Office, the Capital Market Supervisory Board, the Securities and Exchange Commission, the financial supervisory authority, or the investors, or aids or abets or used to aid or abet the others in connection with such behavior;

Yes No

3.3.4 has or used to have any behavior that, if considered on a reasonable ground, indicates failure to discharge properly the duty to supervise a juristic person or a company under one's management, or any personnel under one's supervision (if any) in preventing from any act or refraining from acting in violation of the law on securities and exchange, the law on derivatives, or the law on trust for transactions in capital market, or the notification issued thereunder, which may affect the confidence in securities, derivatives or trust business in general, or cause damage to its reputation, position, business operation or its client;

Yes No

3.3.5 has or used to have any behavior that, if considered on a reasonable ground, indicates lack of ethics or standards of conduct in connection with securities or derivatives business set by an association related to securities business, a derivative regulatory association or any other organizations in securities business or derivative business accepted by the SEC Office, or aids or abets or used to aid or abet the others in connection with such behavior.

Yes No

For the purpose of consideration on the prohibited characteristics under Part 3, "financial institution" means

- (1) commercial bank, finance and credit foncier businesses;
- (2) securities business;
- (3) derivatives business;
- (4) insurance business;
- (5) business of state owned financial institution founded under the specific law.

Part 4 Representation and Consent of the Applicant

The Company hereby represents and warrants that-

4.1 Information contained in the application for approval as a crowdfunding portal is accurate, complete and not untrue.

4.2 Directors, managers or persons with management authority responsible for business operation of crowdfunding portal are qualified and do not have any prohibited characteristics as specified in the Notification in all respects.

4.3 The Company is capable of, responsible and equipped with the knowledge in laws, regulations and practices as the professional undertaking the business of crowdfunding portal. The Company also understands the provisions under the Notification of the Capital Market Supervisory Board concerning regulations on offer for sale of securities through electronic system or network and is ready to comply with the said Notification in all respects.

4.4 For the purpose of making consideration on the systems for undertaking of the business of crowdfunding portal, the Company hereby gives consent to the SEC Office or the person assigned by the SEC Office to inspect the said systems at the premise of the Company or any other places where the said systems are located, providing that the said consent shall remain in full effect during the period following the approval as a crowdfunding portal has been granted.

In case where the Company does not give consent or fails to cooperate with the SEC Office or the person assigned by the SEC Office to inspect the said systems, it may cause the SEC Office to consider that the Company is unable to demonstrate that those systems are in compliance with the Notification of the Capital Market Supervisory Board concerning regulations on offer for sale of securities through electronic system or network.

4.5 In case where the Company fails to maintain the qualifications under the Notification of the Capital Market Supervisory Board concerning regulations on offer for sale of securities through electronic system or network or performs the duties specified under the said Notification inappropriately, with deficiency or incompletely or violates or fails to comply with the criteria specified under the said Notification, the Company hereby gives consent to the SEC Office to apply any of the followings to the Company:

4.5.1 Requesting for explanation, submission of relevant documents or evidence.

4.5.2 Requesting for rectification to comply with the criteria within the specified period.

4.5.3 Requesting to take any action or refrain from taking any action;

4.5.4 Imposing suspension or revocation of the approval.

To protect public interest or investors, the SEC Office may disclose the above-mentioned in the first paragraph to any person in accordance with Section 24/1.

\

Sincerely yours,

(signature)
(.....)

(signature)
(.....)

Notes: - The authorized director(s) shall sign in the application and affix the corporate seal (if any).
- In filing the application for approval as a crowdfunding portal, the Company shall file with the SEC Office via the electronic transmission system under the guidelines specified by the SEC Office and print out the said application from the electronic system and file with the SEC Office together with the following documents within the following business day as from the date on which the Company files the application via the electronic system.

Supplementary documents to the application for approval as a crowdfunding portal

- 1. A copy of affidavit issued by the Ministry of Commerce
- 2. A copy of financial statement for the latest accounting year (if any)
- 3. An attached file describing Organizational Structure under 2.4
- 4. An attached file describing details of system, procedures for providing services as crowdfunding portal, guidelines for examining the qualifications of a company making offer for sale of securities and manner of securities including examination of characteristics and qualifications of investors and the concepts of an arrangement with the company making offer for sale of securities and arrangement with the member under 2.5
- 5. Certifications of the records and no possession of the prohibited characteristics under Part 3 signed by each director and personnel under 2.4 of the crowdfunding portal
- 6. A copy of identification card or passport number of each director and personnel under 2.4 of the crowdfunding portal
- 7. A document explaining that each director and personnel under 2.4 of the crowdfunding portal not being a person subject to the court's receiving order or declared by any court as an insolvent person

**Certification of the Records of Directors, Managers or Persons with Management Authority
Responsible for Business Operation of the Crowdfunding Portal in terms of
Not Having the Prohibited Characteristics under Part 3**

Name of the Company

1. Personal Information of the Certification Provider

1.1 First name (Mr./Mrs./Miss) Surname

Former name (if any)

1.2 Date of birth Age..... Years

1.3 Nationality

1.4 Identification number Date of expiry.....

Passport number Authority

Date of expiry

1.5 Marital status Single Married Divorced

1.6 Spouse's name

Former spouse's name (if any)

Occupation Office

1.7 Dependent(s) persons (if any) (please identify the former name (if any))

(1)..... Date of birth

(2)..... Date of birth

(3)..... Date of birth

1.8 Address as per house registration

No. Moo Soi.....

Road Sub-district

District Province Zip Code

Telephone number Fax number

Household's name Relationship

1.9 Present Contact Address (leave blank if similar to the address as per the house registration)

No. Moo Soi.....
 Road Sub-district
 District Province Zip Code
 Telephone number Fax number
 Household's name Relationship

2. Educational Background and Work Experience

2.1 The highest academic degree(s) (attach evidence)

| <u>Academic Degree</u> | <u>Major and Minor Areas</u> | <u>Institution</u> | <u>Graduation Year</u> |
|------------------------|------------------------------|--------------------|------------------------|
| | | | |
| | | | |

2.2 Work experience during the previous 5 years prior to filling of the application

| <u>Office</u> | <u>Position / Department</u> | <u>Period (month / year)</u> |
|---------------|------------------------------|------------------------------|
| (1) | | |

Details of work experience

- Performing a duty in the field relating money market or capital market in a financial institution or other entities
- Performing a duty as an academic expert or a professional in the field as follows:
 - Accounting Finance Management Economic Law
- Others (please specify responsibility)

(2)
 Details of work experience

- Performing a duty in the fields relating money market or capital market in the financial institution or other entities
- Performing a duty as an academic expert or a professional in the fields as follows:
 - Accounting Finance Management Economic Law
- Others (please specify the responsibility)

2.3 Additional training(s)

- Attend training courses or pass the examination of courses relating roles duties and responsibility of the director or the independent director

| <u>Course Name</u> | <u>Organizer</u> | <u>Period (month / year)</u> |
|--------------------|------------------|------------------------------|
| | | |
| | | |

- No

3. Position in the Applicant

- Director
- Authorized director Unauthorized director Outside director
- Persons with management authority responsible for business operation of the applicant performing as
- Full-time position

4. Shareholding Proportion in the Applicant

- Yes (please specify the proportion)
.....
- No

5. Representation

I,, hereby represent that-

5.1 I have already read and understood the provisions concerning prohibited characteristics of directors, managers or persons with management authority responsible for business operation of crowdfunding portal under the Notification of the Capital Market Supervisory Board concerning regulations on offer for sale of securities through electronic system or network. Also, I have certified that I do not possess the prohibited characteristics as follows:

The 1st category of prohibited characteristics

(1) being a person who has been subject to the court’s receiving order or declared by any court as an insolvent person, or being an incompetent or a quasi-incompetent person;

(2) having been named in any criminal complaint filed by the SEC Office, or having been subject to any legal proceeding following the criminal complaint initiated by the SEC Office, or having been sentenced to imprisonment by the court's final judgment and it has not yet surpassed the three-year interval time after either the person completed the term of imprisonment or the suspension of sentence period was over, *provided that* the action taken hereto shall base upon the violation of the law on securities and exchange, the law on derivatives, or the law on trust for transactions in capital market as specified in the Appendix attached hereto;

(3) being a person whose name has been declined to be listed or has been removed from the database of directors and executives of securities issuing company due to the possession of untrustworthy characteristics and not qualified to be directors or executives according to the Notification of the Securities and Exchange Commission governing determination of untrustworthy characteristics of company directors and executives;

The 2nd category of prohibited characteristics

(1) having been named in any criminal complaint filed by a financial regulatory authority, whether in Thailand or in foreign countries, or subject to any legal proceeding following the criminal complaint initiated by such financial regulatory authority, or having been sentenced to imprisonment by the court's final judgment and it has not yet surpassed the three-year interval time after either the person completed the term of imprisonment or the suspension of sentence period was over, *provided that* the action taken hereto shall base upon the commission of offences regarding deceitful, fraudulent or dishonest management of assets which has caused damage to either the financial institution with which the person was associated or the customers thereto;

(2) having been sentenced to imprisonment by the court's final judgment and it has not yet surpassed the three-year interval time after either the person completed the term of imprisonment or the suspension of sentence period was over, *provided that* the action taken hereto shall base upon the commission of public offences regarding deceitful, fraudulent or dishonest management of assets;

(3) having been subject to the court's order of asset seizure under the Counter Corruption Act, the Anti-Money Laundering Act or any other similar law and it has not yet surpassed the three-year interval time after the date on which the court issued such order;

(4) having been considered by the financial regulatory authority or other agencies with legal authority, whether in Thailand or in foreign countries, as those who have prohibited characteristics and not qualified to be director, manager or person responsible for function of position controlling, supervising and managing business units relating to investment advice, investment planning, analysis of investment or capital market products investment management or management of the intermediary's branch office; or controlling, supervising

and managing business units relating to operational function, compliance function, internal audit or risk management; or executive of financial institution; or personnel responsible for advising of financial services, management or receiving of client's money, *provided that* the action taken hereto shall base upon the commission of offences regarding deceitful, fraudulent or dishonest management of assets;

(5) being taken action and unable to perform the duties as personnel in the capital markets industry in the following manners:

(a) being suspended or revoked an approval or having any characteristic causing termination of approval, or being taken similar action and unable to perform the duties as capital market personnel or director of derivatives exchange, or derivatives clearing house;

(b) the action taken according to (a) due to the performance of duty as a staff holding a position that affects the appropriateness of the position under consideration; and

(c) the cause of the action taken according to (a) shall be based upon the commission of offences under the law on securities and exchange or the law on derivatives and the notifications issued thereunder, regarding deceitful, fraudulent or dishonest management of assets, failure to discharge the duty of care or duty of loyalty, or lacking of fiduciary duties of professionals.

The 3rd category of prohibited characteristics

(1) has or used to have any behavior that, if considered on a reasonable ground, indicates failure to honestly and fairly perform duty in providing financial services, lacks professional accountability or due care, or aids or abets or used to aid or abet the others in connection with such behavior;

(2) has or used to have any behavior that, if considered on a reasonable ground, indicates unfair practices or disadvantage to investors in securities or derivatives trading, or aids or abets or used to aid or abet the others in connection with such behavior;

(3) has or used to have any behavior that, if considered on a reasonable ground, indicates disclosure or dissemination of false or misleading information or documents, or concealment of any material facts which should have been expressly disclosed to investors, shareholders, or relevant persons for making investment decisions, whether it is information or documents submitted or delivered to the SEC Office, the Capital Market Supervisory Board, the Securities and Exchange Commission, the financial supervisory authority, or the investors, or aids or abets or used to aid or abet the others in connection with such behavior;

(4) has or used to have any behavior that, if considered on a reasonable ground, indicates failure to discharge properly the duty to supervise a juristic person or a company under one’s management, or any personnel under one’s supervision (if any) in preventing from any act or refraining from acting in violation of the law on securities and exchange, the law on derivatives, or the law on trust for transactions in capital market, or the notification issued thereunder, which may affect the confidence in securities, derivatives or trust business in general, or cause damage to its reputation, position, business operation or its client;

(5) has or used to have any behavior that, if considered on a reasonable ground, indicates lack of ethics or standards of conduct in connection with securities or derivatives business set by an association related to securities business, a derivative regulatory association or any other organizations in securities business or derivative business accepted by the SEC Office, or aids or abets or used to aid or abet the others in connection with such behavior.

For the purpose of consideration, “financial institution” means

- (1) commercial bank, finance and credit foncier businesses;
- (2) securities business;
- (3) derivatives business;
- (4) insurance business;
- (5) business of state owned financial institution founded under the specific law.

5.2 Information contained in this certification is accurate, complete and not untrue. In case where there is untrue information, I shall be liable and recognize that the SEC Office can impose revocation of the approval already granted to the crowdfunding portal.

(signature) (certification provider)
(.....)

Date: