

**Certification of Acceptance of Duties and Obligations concerning  
Private Placement of Securities**

Date: .....

Dear Secretary-General  
Office of the Securities and Exchange Commission

We, \_\_\_\_\_ [Name of Company] \_\_\_\_\_, certify that we understand the duties, responsibilities, and penalties concerning [1] complete and accurate disclosure of information in the application for approval of offer for sale of shares and/or private placement of newly issued share warrants, [2] minutes of the Board of Directors' meeting, [3] notice calling the shareholders' meeting, [4] minutes of the shareholders' meeting, [5] document(s) showing that the notice calling the shareholders' meeting contains the particulars specified in the *Notification concerning Particulars in the Notice Calling the Shareholders' Meeting* and [6] other relevant documents submitted herein, as well as [7] reporting of post-offering information to the SEC Office.

In addition, we acknowledge the duty to comply with the conditions for approval as prescribed in the *Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558*, as follows:

(1) the approved person shall not advertise a private placement of newly issued shares to the public, and in case of distribution of document(s) related to the shares to be or being offered for sale, the approved person shall limit such distribution only to specific persons or as necessary to ensure that the offer for sale of shares strictly meets the criteria under Clause 3(1)(2) and (3) of the *Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558*;

(2) the approved person shall use the proceeds from the approved offer for sale of shares under this Notification according to the objective(s) of the offer for sale of capital shares as specified in the notice calling the shareholders' meeting which contains a request for the shareholders' resolution to approve the issuance of capital shares, unless the shareholders' meeting resolves to approve a change to such objective(s). In this regard, the notice calling the shareholders' meeting to seek such resolution of approval shall comply with the rules prescribed in the *Notification concerning Particulars in the Notice Calling the Shareholders' Meeting*;

(3) the approved person shall disclose the information related to a private placement of newly issued shares before the offering begins, specifying at least the offering price and the pricing method, via the Information Transmission System of the Stock Exchange of Thailand (SET) in accordance with the guidelines specified by the SET;

(4) the approved person shall not offer shares for sale to any subsidiary;

(5) the approved person shall not offer newly issued shares for a private placement if the person(s) who will receive share allotment is/are related party in accordance with the *Notification of the Capital Market Supervisory Board concerning Rules on Related Party Transactions*, unless the approved person has complied with the rules prescribed therein.

We hereby certify acceptance of the aforesaid duties and obligations.

Signature: ( Authorized Director )  
and the Company's seal