

UNOFFICIAL TRANSLATION

Readers should be aware that only the original Thai text has legal force and that this English translation is strictly for reference.

FORM 35-FE-2¹

**Application Form for Approval of Offer for Sale of
Newly Issued Shares of Foreign Company
(Pursuant to the Notification concerning Rules for Offer for Sale of
Securities Issued by Foreign Company Whose Shares Are or
Will Be Listed on a Foreign Exchange)**

Date _____

Dear Secretary-General,
Office of the Securities and Exchange Commission

We, _____ [NAME OF THE FOREIGN COMPANY] _____,
Head office: _____ Telephone No.: _____
Facsimile No.: _____ Web address: _____,
undertaking the core business of _____, wish to apply for an approval of offer
for sale of newly issued ____ [TYPE OF SECURITIES] _____, the total amount of the offer
expected to be [estimated amount according to the expected offer price in baht and US dollar],
with _____ as financial advisor.

We wish /do not wish to disclose this application together with all related evidentiary
documentation to any person.

**We hereby provide the information and qualifications in accordance with the
rules on offer for sale of newly issued shares, together with the enclosed evidentiary
documentation, as follows:**

¹ This form is for an application for approval of an offer for sale of capital shares or share warrants issued by a foreign company which has been granted an approval for share offering from the SEC Office before and whose home exchange is a foreign exchange.

1. Qualifications pursuant to the approval criteria

1.1 Basic qualifications

(1) The Company has its shares listed for main-board trading on the home exchange: (specify the name of the home exchange, the country of establishment, and the date of reference to the Notification concerning the List of Countries Accepted by the SEC Office);

(2) The Company has appointed a representative in Thailand to contact and coordinate with third parties as well as to receive letters, orders, writs or other relevant documents. The representative who is authorized to perform the assigned duties is (NAME, CONTACT ADDRESS AND TELEPHONE NUMBER).

1.2 Records on legal / regulatory violations

(1) Has the company ever committed any material violation against the law or regulations issued under the *Law on Securities and Exchange*?

- No
- Yes (specify in detail)

(2) Has the company ever ignored, neglected or willfully failed to cooperate in compliance with the policies and guidelines generally and publicly disseminated by the SEC Office?

- No
- Yes (specify in detail)

1.3 Certification of business operation, offer for sale of securities and other matters

We certify that our business is not involved in any illegal business under Thai or foreign laws;

We certify that the offer for sale of shares seeking approval complies with the laws and regulations of the country wherein we operate;

We certify that we do not / have never had a record of violating the rules related to securities offering under either Thai or foreign laws or regulations applicable to the Company regarding significant matters, during the past five years before the filing date of this application;

We certify that the directors, executives and controlling persons of the Company do not have prohibited characteristics as specified in the *Notification concerning Rules for Offer for Sale of Securities Issued by Foreign Company Whose Shares Are or Will Be Listed on a Foreign Exchange*;

We certify that the Company is not violating or failing to comply with foreign laws or regulations that are applicable to the applicant, including any order issued under such

laws or regulations regarding the preparation and submission of the Company's financial statements or reports on financial and non-financial information (only in the case where the Company's shares or securities have been traded on a foreign exchange before the filing date of the application).

2. Details of the securities

2.1 In case of offer for sale of shares

- 2.1.1 Type of the offered shares
- Common shares
 - Preferred shares
- 2.1.2 Number of shares offered _____
- 2.1.3 Par value per share _____
- 2.1.4 Offer price per share _____
- 2.1.5 Total amount of the offer _____

2.2 In case of offer for sale of share warrants

- 2.2.1 Underlying securities:
- Common shares
 - Preferred shares
- 2.2.2 Right to purchase shares _____ shares/unit
- 2.2.3 Number of units offered _____
- 2.2.4 Par value per unit _____
- 2.2.5 Offer price per unit _____
- 2.2.6 Total amount of the offer _____
- 2.2.7 Term of warrants _____
- 2.2.8 Issuing date _____
- 2.2.9 Maturity date _____
- 2.2.10 Exercise ratio _____
- 2.2.11 Exercise price per unit _____
- 2.2.12 Number of the underlying shares for exercise of right _____
- 2.2.13 Exercise period _____

2.2.14 Other type of securities offered simultaneously with the share warrants, if any _____

We certify that we are fully qualified in accordance with the *Notification of the Capital Market Supervisory Board concerning Rules for Offer for Sale of Securities Issued by Foreign Company Whose Shares Are or Will Be Listed on a Foreign Exchange*, and that we have duly examined the information contained in this application and all evidentiary documentation. In addition, we certify that all of the aforementioned documents contain information which is accurate and complete and do not contain any false statement or omit any material statement that should be disclosed.

In this respect, as evidence that all of the documents are identical to the documents we have certified, the Company has authorized _____ (FULL NAME) _____ to initial every page of the documents. Any document not bearing the initial of _____ (FULL NAME) _____ shall not be deemed the documents we have certified.

	Name	Position	Signature ²
1.	_____	_____	_____
2.	_____	_____	_____
Authorized person	_____	_____	_____

	Name	Position	Signature ³
Financial advisor	_____	_____	_____

² Authorized persons shall affix signatures together with the Company's seal (if any).

³ Authorized person shall affix signature together with the financial advisor's seal (if any).