

(UNOFFICIAL TRANSLATION)

*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 Office of the Securities and Exchange Commission**

**No. Sor Jor. 33/2560**

**Re: Reporting the Results of Public Offering of Securities**

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By virtue of Section 81 of the *Securities and Exchange Act B.E. 2535 (1992)*, the SEC Office hereby issues the following regulations:

**Clause 1** In this Notification and the Forms attached herewith:

(1) in case of reporting the results of an offer for sale of securities which are not debt securities, the terms “*warrant*”, “*exercise of rights under warrant*”, “*institutional investor*”, “*registration statement*”, “*parent company*”, “*subsidiary*”, “*executive*”, “*major shareholder*” and “*controlling person*” shall have the same meanings as defined in the *Notification of the Securities and Exchange Commission concerning Determination of the Definitions in Notifications relating to Issuance and Offer for Sale of Securities*;

(2) in case of reporting the results of an offer for sale of debt securities, the terms, “*debt securities*”, “*short-term bond*”, “*short-term bill*”, “*institutional investor*”, “*high net worth investor*”, “*registration statement*”, “*parent company*”, “*subsidiary*”, “*executive*”, “*major shareholder*”, and “*controlling person*” shall have the same meanings as defined in the *Notification of the Securities and Exchange Commission concerning Determination of the Definitions in Notifications relating to Issuance and Offer for Sale of All Types of Debt Securities*.

**Clause 2** The additional terms shall be defined as follows:

“*offeror*” means the promoter of a public limited company or the owner of the securities offered for sale to the public;

“*issuer*” shall include the promoter of a public limited company;

“*conglomerate company*” means a *parent company* and its *subsidiaries*;

“*underwriter*” means a securities company licensed to undertake securities business in the category of securities underwriting and shall include any selling agent;

“*supporter*” means a person whose nature of support creates a clear benefit for an equity *issuer*, for example, a client and a distributor of raw materials;

“*associated person*” means any person having an association with a director, *executive, major shareholder* or *controlling person* in any of the following manners:

- (1) the spouse or a minor child of any such person;
- (2) a natural person or a company that holds a majority voting of any such person’s shares, which means:
  - (a) any natural person or company holding a number of shares that represents more than fifty percent of the total number of the voting rights of any such person;
  - (b) any natural person or company holding a number of shares that represents more than fifty percent of the total number of the voting rights of any company under (a).
  - (c) any company holding shares at any level in the sequence of ownership, starting from any company under (b), provided that the number of shares held by the company at each level represents more than fifty percent of the total number of the voting rights of the company whose shares are held, or any natural person who holds a number of shares that represents more than fifty percent of the total number of the voting rights of the company whose shares are held at any level in the sequence of ownership;

The shareholding of the natural person under (2) of Paragraph 1 shall include the shares held by the spouse or any minor child thereof.

(3) any company wherein any such person holds a majority voting, which means:

- (a) any company wherein any such person or any person under (1) holds more than fifty percent of the total number of the voting rights;
- (b) any company wherein any company under (a) holds more than fifty percent of the total number of the voting rights;
- (c) any company whose shares are held at any level in the sequence of ownership, starting from any company under (b), provided that the number of shares held by the company at each level represents more than fifty percent of the total number of the voting rights of the company whose shares are held.

“*Stock Exchange*” means the Stock Exchange of Thailand.

**Clause 3** This Notification is applicable to the reporting of the results of an offer for sale of securities by a person who has the duty to submit the *registration statement*

and draft prospectus to the SEC Office in accordance with the following Notifications:

- (1) *Notification of the Capital Market Supervisory Board concerning Submission of the Registration Statement for Securities Offering;*
- (2) *Notification of the Capital Market Supervisory Board concerning Submission of the Registration Statement for Offer for Sale of Debt Securities;*
- (3) *Notification of the Capital Market Supervisory Board concerning Offer for Sale of Debentures Denominated in Foreign Currency in the Kingdom of Thailand;*
- (4) *Notification of the Capital Market Supervisory Board concerning Provisions relating to Offer for Sale of Shares Issued by Foreign Company Whose Shares Are not Traded on Foreign Exchange;*
- (5) *Notification of the Capital Market Supervisory Board concerning the Offer for Sale of Certificates Representing Interest from Thai Underlying Securities;*
- (6) *Notification of the Capital Market Supervisory Board concerning Offer for Sale of Bonds Denominated in Foreign Currency of a Business under Foreign Law in the Kingdom of Thailand.*

**Clause 4** An *offeror* shall report the results of securities offering to the SEC Office within a specified period by indicating the following details:

- (1) in case of an offer for sale of debt securities:
  - (a) in case of a public offering, the report of the results shall be submitted to the SEC Office within fifteen days as from the last day of any month wherein ***debt securities*** are offered for sale, in accordance with the rules and procedure specified on the website of the SEC Office;
  - (b) in case of a private placement to ***institutional investors*** or ***high net worth investors***, the report of the results shall be submitted to the SEC Office within fifteen days as from the closing date of the offering period, in accordance with the rules and procedure specified on the website of the SEC Office.

In case of an offer for sale of foreign bonds or foreign debentures under the *Notification of the Capital Market Supervisory Board concerning Rules for Granting an Approval for Foreign Business to Offer for Sale of Newly Issued Debt Securities Denominated in Thai Baht*, the *Notification of the Capital Market Supervisory Board concerning Offer for Sale of Debentures Denominated in Foreign Currency in the Kingdom of Thailand*, or the *Notification of the Capital Market Supervisory Board concerning Offer for Sale of Bonds Denominated in Foreign Currency of a Business under Foreign Law in the Kingdom of*

*Thailand*, as the case may be, the report may be provided in the English language.

(2) in case of an offer for sale of shares:

(a) in case an initial public offering is for the purpose of registering shares on the *Stock Exchange*, the report of the results shall be submitted within thirty days as from the closing date of the offering period, except for the case under Clause 10, through the Electronic Information Transmission System of the *Stock Exchange* provided for the purpose by specifying the details via Form 81-1-IPO available on the System.

In addition to the reports specified under Paragraph 1, if the *offeror* has set aside partial shares to allocate specifically to the *supporters* of the *issuer*, the *offeror* shall prepare and submit the name list of the first two hundred persons receiving the highest allocation of the shares set aside for the *supporters* through the Electronic Information Transmission System of the *Stock Exchange* provided for the purpose, together with Form 81-1-IPO and specify details as per Form 81-1-IPO 200 available in the System;

(b) in case of an offer for sale of newly issued shares of a listed company in a general case in accordance with Division 1 of Chapter 2 of Part 2 of the *Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares* dated 30 September 2016, the report of the results shall be submitted within forty-five days as from the closing date of the offering period through the Electronic Information Transmission System of the *Stock Exchange* provided for the purpose and specify details as per Form 81-1 available in the System;

(c) in case of an offer for sale of shares other than (a) and (b), the report of the results shall be submitted within forty-five days as from the closing date of the offering period and specify details as per Form 81-1 available in the Electronic Information System of the SEC Office;

(3) in case of an offer for sale of any securities other than (1) and (2), the report of the results shall be submitted within forty-five days as from the closing date of the offering period and specify details as per Form 81-1 available in the Electronic Information System of the SEC Office.

**Clause 5** An *offeror* having the reporting duty as prescribed in Paragraph 2 of Clause 4(2)(a) shall keep the evidentiary documentation or information supporting the reason for allocating shares to any person in a value more than one million baht at the head office of the *offeror* for at least one year as from the closing date of the offering period in a retrievable manner to present to the SEC Office upon request without delay.

**Clause 6** An *issuer* of structured notes, convertible bonds or *warrants* shall report the redemption [conversion], or *exercise of rights* under such securities to the SEC Office in accordance with the following rules;

(1) the report on the redemption of structured notes with physical delivery of securities or the report on the conversion to underlying shares of convertible bonds shall be submitted in accordance with the rules, conditions and procedures as provided on the website of the SEC Office within fifteen days as from the last day of any month having redemption or *exercise of rights*;

(2) the report on the *exercise of right* to purchase the underlying shares of *warrants* shall be submitted as per Form 81-2 provided on the website of the SEC Office within forty-five days as from the last day of each exercising period.

In the case where the holders of structured notes, convertible bonds or *warrants* is able to redeem or exercise their rights on a continuing basis during the exercise period, the *issuer* of such instruments shall submit the reports under Paragraph 1 to the SEC Office within fifteen days as from the last day of any month having redemption or *exercise of rights*.

**Clause 7** An *offeror* of the certificates representing interest from Thai underlying securities shall report the results of the sale of such certificates in accordance with the rules and within the period prescribed for the report of an offer for sale of underlying securities, *mutatis mutandis*, and specify additional details of the certificates offered for sale.

**Clause 8** In case of necessity where an *offeror* is unable to submit the report as prescribed in this Notification to the SEC Office within the specified period, the *offeror* may request a waiver in a written form to the SEC Office before the expiration of the submission period by stating the reasons for the request and specifying a time period for submitting such report. If the SEC Office considers that such request is necessary and appropriate, the SEC Office may grant a waiver for such request.

**Clause 9** In the case where any of the offering period of securities has ended before the effective date of this Notification, the *offeror* shall provide the report of the results of the offering in accordance with the following rules and procedures:

(1) in case of reporting the results of an offer for sale of bonds, debentures, bills, shares, *warrants* or certificates representing interest from Thai underlying securities, the report shall continue to be submitted in accordance with the rules and procedures under the

*Notification of the Office of the Securities and Exchange Commission No. Sor Jor. 21/2541 Re: Reporting the Results of Securities Offering to the Public* dated 12 May 1998;

(2) in case of reporting the results of an offer for sale of newly issued shares for the purpose of exercising the rights of structured notes, convertible bonds, *warrants* or certificates representing interest from Thai underlying shares, the *offeror* shall report the results of such conversion or exercise as prescribed under Clause 6 or Clause 7 of this Notification.

**Clause 10** The reporting periods as prescribed under Clause 4(2)(a) shall not be applicable to any *offeror* who has submitted an application to the SEC before the effective date of this Notification for initial public offering of newly issued shares for the purpose of registration as listed securities on the Stock Exchange. In this regard, the *offeror* shall report the results of the offering within forty-five days as from the closing date of the offering period.

**Clause 11** Any reference made in other Notifications to the *Notification of the Office of the Securities and Exchange Commission No. Sor Jor. 21/2541 Re: Reporting the Results of Securities Offering to the Public* dated 12 May 1998 or the *Notification of the Office of the Securities and Exchange Commission concerning Reporting the Results of Public Offering of Securities* shall mean reference to this Notification.

**Clause 12** This Notification shall come into force from 16 July 2017.

Notified this 29th day of June 2017.

(Mr. Rapee Sucharitakul)

Secretary-General

Office of the Securities and Exchange Commission

*Remark:* The contents in brackets [...] have been provided in the English version for clearer understanding only.