

Commercial Name of the Issuer.....

Offering to.....

Features of Debt Securities i.e. interest rate / offering unit / total principle amount /
par value per unit / offering price per unit etc.

Credit Rating.....

Financial Adviser.....

Underwriter.....

Representative of Debt Securities Holders.....

Registrar and Paying Agent.....

Warnings:

“Prior to making an investment decision, investors should exercise their own judgment when considering detailed information relating to the issuing company of the securities and the conditions of securities, including the suitability for investment and the relevant risk exposure. The effectiveness of this registration statement neither represents that the Ministry of Finance of Thailand, the Securities and Exchange Commission or the Office of the Securities and Exchange Commission have suggested investment in the offered securities; nor contain any assurance in relation to the value or returns on the offered securities; nor shall they certify the accuracy and completeness of information contained in the registration statement. The liability for certification of the accuracy and completeness of information contained in the registration statement is vested in the securities offeror.

If the registration statement contains any false statements or omits to state any material information which should have been disclosed, the securities holders shall be entitled to claim damages from the securities offeror or the securities owners pursuant to section 82 of the Securities and Exchange Act B.E. 2535 (1992) within one year from the date on which the fact that the registration statement contained false information becomes known or should have been known, but not exceeding two years from the effective date of registration statement.”

I. DESCRIPTION OF THE DEBT SECURITIES

A. Economic Terms of the Debt Securities

1. Provide information about the terms of the debt securities that will be offered, such as the interest and any other payments (e.g., premium) that will be paid on the debt securities, the maturity date, and provisions relating to redemption, amortization, and retirement of the debt securities.
2. Indicate whether the debt securities are registered or bearer securities, the total nominal amount of the debt securities as well as the individual face value of each type of debt securities offered or listed.
3. Provide information about the form of the security, such as whether investors can obtain physical certificates or whether their interests will be recorded via a book-entry system.
4. Indicate the total nominal amount, the individual face value, the interest to be paid during the life of the debt securities, and the dates on which such payments are due.
5. Describe any arrangement for transfer and any transfer restriction of the debt securities.
6. Disclose the currency the debt securities are denominated as well as the currency in which any amount payable on the debt securities. In case the payments on the debt securities are payable in two or more currencies, indicate whether any person holds an option to determine the currency conversion, as well as the basis for that determination.
7. Where not all of the debt securities being offered are guaranteed, provide a statement for a non-guaranteed portion.

B. Covenants Relating to the Issuance of the Debt Securities

1. Provide information of the covenants that are aimed at protecting debt securities holders, under which the issuer is required to take or refrain from taking certain actions. Examples of the covenants include
 - a. prohibition on the payment of dividends if certain conditions are met in order to prevent depletion of the issuer's funds that are available to pay debt securities holders;
 - b. provision requiring the issuer to maintain certain financial ratios;
 - c. provision that restrict the issuer from creating additional debt under certain conditions;
 - d. provision that restricts the issuer from creating a lien on its assets or that of its subsidiaries so that other creditors obtain a senior position to the debt securities holder offered under the registration statement;
 - e. prohibition on issuing other types of securities under certain circumstances to prevent the issuer from taking unreasonably burdensome indebtedness or obligations;
 - f. covenant concerning subsequent issues of other forms or series of debt securities; and
 - g. covenant concerning any right to create additional charges over any of the assets.

2. For secured debt securities, other covenants may include
 - a. provision requiring the maintenance of properties;
 - b. provision permitting or restricting the withdrawal of cash deposited as a basis for the issuance of additional securities; and
 - c. provision regarding the release or substitution of assets securing the issue.

D. Liens

In case of issuing secured debt securities, disclose the kind and priority of any lien securing the issue, as well as the principal properties or assets subject to the lien include

- a. the aggregate value of the tangible assets which have been charged to secure the repayment of all or any money payable in respect of the secured debt securities; and
- b. where any of the above tangible assets are in the form of real property, provide information on report of valuation of interest of the issuer and each of its guarantors in each property. Such report shall be made by an independent qualified valuer and shall be dated not more than six months before date of lodgment of registration statement.

E. Subordination and Limitation of Rights

1. The ability of debt securities holders to enforce their rights as creditors of the issuer depends on whether other security holders or creditors have claims that would be viewed as senior, as having priority, or otherwise limiting the rights of the debt securities holders to any payment on the debt securities.
2. Provide information about the existence or possible creation of other securities and other indebtedness with seniority to the debt securities. If the rights of the debt securities holders will be subordinated to other securities holders or creditors, identify, as of the most recent practicable date, the aggregate amount of outstanding indebtedness that is senior to the subordinated debt securities. Also, disclose whether there is any limitation on the creation of additional senior indebtedness.
3. Indicate whether the rights evidenced by the debt securities are or may be materially limited or qualified by the rights of any other class of securities.

F. Default

Include information about the general types of events that would constitute a default, as well as the remedies that would be available in the event of default.

G. Consequences of a Failure to Make Payment

Disclose any consequence of a failure to make payment, which may not constitute an event of default, the consequences of such failure and the available remedies under either the terms of the debt securities or the applicable law.

H. Meeting of Debt Securities Holders

Disclose details relating to the requirements for convening, attending or voting at a meeting of debt securities holders, if such a meeting can be held. Disclose the conditions governing the manner in which such a meeting would be convened, such as quorum requirements, the conditions for being allowed to attend the meeting and the minimum number of votes required to adopt certain types of resolutions.

I. Modification of Terms

Disclosure of any provision relating to how the terms of the debt securities or rights of the debt securities holders may be modified.

J. Paying Agent

Identify name and address of the issuer's appointed entity who is responsible for making payments on the debt securities, and a contact person for collection of any payments due.

K. Credit Rating

1. Provide information about the credit rating that has been given to the issuer or the issue upon the request or with the cooperation of the issuer, including name of the credit rating agency, the credit rating (including whether it is a short-term or long-term credit rating) and date on which the credit rating was given.
2. If the issuer or its guarantor has been given a credit rating, disclose whether or not the issuer, its guarantor or any of their related parties had paid any fee or benefit of any kind to the credit rating agency in consideration for the credit rating.

L. Applicable Law

Identify the law applicable to the debt securities being publicly offered and/or listed.

II. MARKETS**A. Identity of Exchanges and Regulated Markets.**

Identify all the exchanges and/or regulated markets on which the debt securities are listed and/or admitted to trading, or are intended to be listed or admitted to trading. In the latter case, indicate the dates on which the debt securities will be listed and/or admitted to trading.

B. Entities Providing Liquidity.

If any entity has made a firm commitment to act as intermediary for the debt securities in secondary market trading, such as market maker providing liquidity through bid and offer rates, disclose the name and address of the entity and the main terms of its commitment to provide investors with useful information about the potential secondary market liquidity of the debt securities.

In some circumstances, the issuer may act in this capacity, and investors would find this information very relevant.

III. INFORMATION ABOUT THE PUBLIC OFFERING**A. Offer Statistics**

Provide information about the size of the issuer's public offering, including the offer price or the method of determining the price and the number of securities to be offered.

B. Pricing

1. Disclose the information about the yield and the method by which the price has been determined.
2. If the offering price has not already determined, indicate how the price will be disclosed to the public.

C. Method and Expected Timetable

1. Provide information about the manner in which the debt securities will be offered and the relevant dates of the public offering.
2. Disclose the time period during which the offer will be opened, and to whom.
3. If the offering period may be extended or shortened, disclose details about the method by which the offering period may be extended or shortened and the duration of possible extension, as well as how this information will be made public.
4. In case the exact dates of the offering period are not known, disclose the arrangements for announcing the definitive dates.

5. Disclose other relevant details about participating in the public offering. For instance, the registration statement shall indicate how investors may pay for the debt securities, as well as the time limits for making any payment.
6. Where applicable, methods of and time limits for
 - a. the delivery of prospectus evidencing title to the securities being offered (including temporary prospectus of title, if applicable) to subscribers or purchasers; and
 - b. the book-entry transfers of the securities being offered in favor of subscribers or purchasers.

D. Underwriting Arrangement

1. Disclose the names and addresses of the entities underwriting the public offering, as well as describe the material features of the underwriting relationship.
2. Where not all of the debt securities being offered are underwritten, provide a statement of a non-underwritten portion.
3. Indicate whether the amount of the offering could be increased, such as by the exercise of an underwriter's over-allotment option and state the exercise period and amount granted under such option.
4. Disclose underwriters' financial interest in the success of public offering and listing (For example - "firm commitment offering" or "best efforts"). If the underwriter has a material relationship with the issuer, disclose the nature and terms of that relationship.
5. If other parties are involved in distributing the debt securities to the public, briefly outline the plan of distribution and indicate the amount of any debt securities that are to be offered other than through the underwriters. The disclosure shall include terms relating to any volume limitations on sales and conditions under which the agreement may be terminated. If known, disclose the identity of the broker(s) or dealer(s) that will participate in the public offering, as well as the amount of debt securities to be offered through each.

E. Targeted Investors

1. Disclose if the issuer expects to offer debt securities to certain selected investors. Identify any group of targeted potential investors to whom the debt securities are being offered, noting any allocation that is reserved to any group of targeted investors.
2. If the offering is being made simultaneously in the markets of two or more countries and if a tranche has been or is being reserved for certain markets, provide information about the tranche and details of any other allocation arrangement.

F. Expenses of the Issue

1. Disclose the expenses to be paid in relation to the public offering to enable investors and others to assess how much of the offering proceeds will be available for the issuer.
2. Disclose a reasonably itemized statement of the major categories of expenses incurred in connection with the issuance and distribution of the debt securities to be offered. (in absolute terms and as a percentage of the total amount of the offer) For example, this could include the total amount of the discounts or commissions agreed to by the underwriters or other placement or selling agents and the issuer or offeror, as well as the percentage that the commissions represent of the total amount of the offering.

3. Disclose if parties other than the issuer are paying the expenses, such as the underwriters or selling securities holders.

G. Reasons for the Offer and Use of Proceeds

1. The registration statement shall disclose the following
 - a. Estimated net amount and percentage of the proceeds broken down into each principal intended use thereof. If the anticipated proceeds will not be sufficient to fund all the proposed purposes, the order of priority of such purpose shall be given, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilization for the proposed purposes;
 - b. If the issuer has no specific plan for the proceeds, it shall discuss the principal reasons for the offering; and
 - c. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount must be raised by the offer of securities for the offer to be preceded.
2. If the proceeds are being used directly or indirectly by the issuer to acquire assets, other than in the ordinary course of business, describe these assets and their costs.
3. If the assets have been or will be acquired from affiliates of the issuer or their associates, disclose the persons from whom they will be acquired and how the cost to the issuer will be determined.
4. Indicate if the proceeds have been or will be used to acquire assets from related parties, and whether the acquisition will be transacted on an arm's length basis.
5. If the proceeds may or will be used to finance acquisitions of other businesses, give a brief description of such businesses and information on the status of the acquisitions.
6. If the issuer intends to use any material part of the proceeds to discharge, reduce or retire other indebtedness, provide information about the interest rate and maturity of that indebtedness. For indebtedness incurred within the past twelve months, indicate how the proceeds of that indebtedness were made use of.
7. Disclose the amount and percentage of the debt securities beneficially held by each selling securities holder before and immediately after the offering indicates whether or not the selling securities holders intend to resell all or a large portion of their interests in that class of securities through the offering.

IV. ADDITIONAL INFORMATION

- A. On the front cover of form 69-PRICING-FD, provide statements that:
 1. "This offer is made on the basis of information contained in form 69-PRICING-FD as well as in form 69-BASE-FD and form 69-SUPPLEMENT-FD, if any, in respect of the MTN Program";
 2. "Copies of form 69-BASE-FD and form 69-SUPPLEMENT-FD, if any, and form 69-PRICING-FD are available for collection at the times and places specified in this statement"; and

3. "A copy of form 69-PRICING-FD has been registered by the *[insert name of the relevant regulator]* together with form 69-BASE-FD. The effectiveness of form 69-PRICING-FD neither represent that *[insert name of the relevant regulator]* have suggested investment in the debt securities; nor contain any assurance in relation to the value or returns on the debt securities; nor shall certify the accuracy and completeness of information contained in form 69-PRICING-FD. Registration of form 69-PRICING-FD and form 69-BASE-FD by the *[insert name of the relevant regulator]* does not imply that the legal or regulatory requirements have been complied with. The *[insert name of the relevant regulator]* has not, in any way, considered the merits of the debt securities being offered for investment"

B. Key Financial ratio, provide the following information;

1. net debt to EBITDA ratio
2. interest coverage ratio
3. debt service coverage ratio
4. debt to equity ratio
5. current ratio
6. bill of exchange size to interest bearing debt ratio
7. current portion of interest bearing debt to total interest bearing debt ratio
8. loan from financial institutions to total debt ratio

C. Other information required by the relevant regulators for that particular offer of debt securities.

.....

Certification of the Accuracy of Information

I, as an authorized signatory of the issuer, have duly examined the information contained in this registration statement, appendices and attachments hereto. I hereby certify that all of the aforementioned documents contain the information which is correct, accurate and complete in all respects. I also certify further that the said documents neither contain any false or misleading statement in materiality nor omission of any material statement that ought to be declared and that the financial statements and financial information referred to in this registration statement have shown the financial status, the operational performance and the cash flow of the issuer correctly and completely in all material respects.

In this regard, as evidence that each and every page of the documents is of the exact documents to which I have certified, I have authorized.....to sign an initial of signature on each and every page of the documents and the amendments thereto. Accordingly, any document without the initial of signature of....., shall not be regarded as the information to which I have certified.

Name (Authorizer)	Position	Company	Signature
.....

Name (Authorized person)	Position	Company	Signature
.....

[Seal]