

(UNOFFICIAL TRANSLATION)

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

**Registration Statement for Securities Offering  
(Form 69-1-F)**

Company: ..... (Name of Securities Offeror) .....  
Offers for Sale

.....  
.....  
.....

( - Specify the key features of the securities being offered for sale, for example, the types of securities, amount, offering price per unit, persons to whom the securities are being offered for sale (in the case of a private placement), etc.

- Specify other important details of the offer for sale of the securities, for example, the issuer (only in the case of the existing securities holders offering their securities for sale), financial advisor, lead underwriter, co-underwriter, the effective date of the Registration Statement, the conditions for cancellation of the offer for sale in the case that the amount of securities sold is less than the minimum amount specified by the issuer, the reasons for the cancellation of the offer for sale, and the securities subscription, etc.)

**- State the warning statement for investors as follows:**

“Prior to making an investment decision, investors should carefully exercise their own judgment when considering detailed information relating to the issuer and the terms of the securities, as well as the suitability for investment and the relevant risk exposure. The effectiveness of the Registration Statement neither represents that the Securities and Exchange Commission, the Capital Market Supervisory Board, or the Office of the Securities and Exchange Commission has recommended any investment in the securities nor shall they assure the value or returns on the securities being offered nor shall they certify the accuracy and completeness of the information contained in the Registration Statement. The liability for certification of the accuracy and completeness of the information contained in the Registration Statement is vested in the issuer.

If the Registration Statement contains any false statement or particulars or omits to state any material information which should have been disclosed, the holders of the securities who have purchased the securities within one year from the effective date of the Registration Statement are entitled to claim damages from the issuer or the owner of the securities in accordance with 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 or omitted to state any material information which should have been disclosed became known or should have been known, but not later than two years from the effective date of the Registration Statement.

**Investors may be subject to limitations and risks related to the rights and protection to be received from an investment in the securities issued by a foreign company, depending on the laws and regulations of the jurisdiction wherein the foreign company is incorporated. Such limitations and risks may also involve taking legal action against the issuer or the securities offerors who have no residence in Thailand. Thus, investors should study and keep abreast of such laws and regulations as well.”**

**- Include the following statement in the case of an offer for sale with green shoe option**

“The issuer or the existing shareholders (as the case may be) shall grant the purchasing right to the securities underwriter after an offer for sale of the underwritten securities so that the underwriter shall be able to allocate shares in excess of the underwriting amount. Such proceeding will increase the purchasing demands when the securities price is lower than the offering price, and if the securities price is higher than the offering price, the amount of securities eligible for trading may increase.”

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Part 1  
Executive Summary

This fact sheet is a part of the Registration Statement and Prospectus that outlines the summary of information relating to the securities offering, the features and the risks of the company issuing securities for the offer for sale (“Company”). Investors, therefore, are advised to study the detailed information in the full version of the Prospectus, which can be requested from the underwriter and the Company. The Registration Statement and the Prospectus filed with the SEC Office are also available on the website of the SEC Office.

Summary of the Initial Public Offering

Company’s name: .....  
(Offering period:.....)

Information on the offer for sale:

Name of the offeror: ..... (“.....”) Type of business:.....

Offering amount: ..... shares, equaling ..... percent of the total paid-up shares of the Company after this offer for sale of capital shares.

Offering proportion: specify the amount and proportion of shares offered for sale to each type of investors such as institutional investors, sponsors and the public, etc.

Underwriting terms:  Firm underwriting  
 Best effort underwriting

Public offering price: .....baht/share Offering value: ..... baht

Offering for sale of shares or convertible securities during the past 90 days:

None  Amount of shares or the underlying shares of the convertible securities:..... shares  
Offering price or convertible price:.....

Par value:.....baht per shares Book value.....per share

Sources of the securities pricing and financial information to support an estimation of the offering price

- Specify the sources of the securities pricing such as a survey on book building, etc.
- Specify statistical information or financial ratios that can reflect the price of the newly-issued shares such as the price-earnings ratio, dividend yield ratio or other financial ratios, as deemed appropriate, of each industry together with the calculating hypothesis. Such information of the Company and others in the same industry or similar nature of business operation.

Share proportion of the “strategic shareholders” not subject to the silent period: .....shares, equaling ..... percent of the total paid-up shares of the Company after this offer for sale of capital shares.

**In case of an initial public offering for listing on the Stock Exchange (IPO)**

Secondary market:  SET

Sector: .....  
.....

Listing criteria:  profit test

*The Company has passed the Stock Exchange’s basic criteria for IPO listing.*

**In case of offering for sale of capital shares of a company whose securities are listed on the Stock Exchange (“SPO”)**

Information on the offering price and the offering value: Specify the information on the monthly offering price and the offering value during the past 12 months of the ordinary shares of the Company (presentation in the graph or table format is acceptable).

**Language of the Prospectus and compulsory reports after securities offering in accordance with relevant rules**

Language  Thai  English  Thai and English

**Part 1**  
**Executive summary**

**Objectives of the fund:** information may be presented in the form of graph or description

.....

.....

.....

**Dividend distribution policy:** as specified by the Company

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.....

.....

**Details of the securities offeror:** Summarize the information on the nature of business operation of the Company and key subsidiaries

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**Majority shareholders:** Specify the name list and shareholding proportion of the majority shareholders. The information may be described according to the group of the shareholders, with both pre-and post-offering shareholding proportion.

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**Income proportion:** The information may be presented in the form of graph or description, with segment-based information (if any).

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**Board of Directors:**

1. ....
2. ....
3. ....
4. ....
5. ....
6. ....
7. ....
8. ....
9. ....
10. ....

**Summary of risk factors:**

1. ....
2. ....
3. ....
4. ....
5. ....
6. ....

(Risk of investment in foreign securities must be included. Identify and describe the risks in accordance with specified rules including limitations on foreign securities investment)



**Part 2: The Issuer****Part 2.1****Objectives of the Fund**

Company's Name: \_\_\_\_\_ Type of Business: \_\_\_\_\_  
 Head Office: \_\_\_\_\_  
 Registration Number (if any): \_\_\_\_\_ Home Page (if any): \_\_\_\_\_  
 Telephone: \_\_\_\_\_ Facsimile: \_\_\_\_\_  
 Objectives of the fund from the securities offering at an approximate amount of \_\_\_\_\_ baht  
 are as follows:

	<u>use of proceeds</u>	<u>amount</u>	<u>Estimated period of implementation</u>
1.			
2.			
3.			



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### **Part 2.2 Business Operation**

#### **1. Policy and overview of business operation**

Provide an overview on the background and nature of the businesses operated by the Company or the group of companies which comprises the Company, its subsidiaries and associates being operated or to be operated, as the case may be. The information shall cover at least the following matters:

##### **1.1 Vision, objectives, goals and operational strategies**

Provide as much information as deemed appropriate on the vision, objectives, goals and operational strategies of the Company or the group of companies, as specified by the Board of Directors (if any), to be used as guidelines for investors to understand and monitor business directions of the Company.

The business goals aforementioned shall be explained in terms of a 3-5-year business plan (represented in figures or otherwise) and a progress report on the implementation of the operation according to the goals shall be explained in the additional disclosure in the Annual Registration Statement. For example, the Company plans to gain a 20-percent market share in the next three years or to develop production technology to reduce production cost by 10 percent within this year, etc.

##### **1.2 Material changes and developments**

Give a brief account on the material changes and developments regarding changes in control and the nature of business during the preceding year as well as the material changes in the shareholding structure, management or business operation or any other important events (for example, merger and acquisition) during the past three years, if any.

##### **1.3 Shareholding structure**

In the case where the Company consists of subsidiaries or associates, the following information is required:

- Policy on operational organization within the group of companies;
- Shareholding diagram of the group of companies that identifies the shareholding proportions and the voting rights (if different from the shareholding proportions). In case of a subsidiary formed by a joint venture agreement with another business group, identify the name and the shareholding proportion of the joint venture partner. (If there are numerous subsidiaries or associates, they may be presented in business lines);
- In case of a holding company, the sizes of the company operating the core business and the others shall be specified in comparison to the permissible sizes under relevant regulations.

##### **1.4 Relationship with the business group of major shareholders<sup>1</sup>**

In the case where the Company or its group of companies is part of a conglomerate or a business group of a major shareholder, and by nature of the core business, the Company may need to form a relationship, reliance<sup>2</sup> or competition against other businesses of the major shareholder materially, the Company should explain the structure or condition of such relationship including the characteristics of business relationship. Clarifications on the said matters should include a comprehensive flowchart

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<sup>1</sup> Disclosure is not required if the core business of the Company does not have any relationship or connection with the other businesses of the major shareholders, or does but only occasional and transaction-specific such as advertising services, loan, property leasing, etc.

<sup>2</sup> Types of relationship or reliance include granting or receiving financial or technical support, raw material procurement, co-use of trademark, etc.

of the overall business structure of the major shareholder. Also required is information on the rationale and opportunity or necessity for mutual reliance and support as well as strategic positioning of the Company or its group of companies in relation to the business group of the major shareholder. If the business structures of the Company or its group of companies call for substantial competition, demonstrate clearly how the Company protects the shareholders' rights and ensures fair treatment or how the corporate management works for the best interest of the business and all shareholders. Such descriptions should enhance investors' understanding of the overall business operation of the Company or its group of companies.

## **2. Nature of business operation**

In case of more than one product line or business group, disclose the income proportion of each product line or business group in the table below. This shall include at least those contributing more than 10 percent of the total income in the profit and loss statement of the latest financial year. If the operating results of each product line have already been disclosed in full in the note to the financial statements in accordance with the accounting standards on disclosure of financial information as categorized by business units, the income structure of the latest year may be displayed instead. (For example, Business A and Business B generate 65 percent and 35 percent of the total income respectively. Such clarification is made with reference to the relevant notes to the financial statements).

## Income Structure<sup>1</sup>

Product Line/ Business Group	Operated by	Shareholding %	Income <sup>2</sup> (YEAR)	%	Income <sup>2</sup> (YEAR)	%	Income <sup>2</sup> (YEAR)	%	Income <sup>2</sup> (YEAR)	%
Product Line/Business Group 1										
Product Line/Business Group 2										
Product Line/Business Group 3										
Other incomes <sup>3</sup> (if any)										
Total				100		100		100		100

<sup>1</sup> In case of IPO during the past 1-2 years, only the income structure of such period is required, as the case may be.

<sup>2</sup> Including the profit margins in the associates based on equity method.

<sup>3</sup> Describe the nature and proportion of other incomes, other significant incomes must be displayed in a separate row (if any).

2.2 Give a separate description of each product line or business group in the following matters (according to the income structure). The description of each product line or business group shall contain at least the information in 2.2.1 to 2.2.4 hereunder. (In case of a single product line, the separate description is not required and the description may be provided under the Nature of Business Operation Section).

### 2.2.1 Characteristics of products or services

Describe the characteristics of each product or service to give investors an understanding of the Company's nature of business, including the key factors that have an impact on business opportunities or constraints – for example, acquisition of business license, concession and investment promotion – and clarify the respective rights thereof as well.

In the event that the Company or a subsidiary undertakes a property development business, clarify the characteristics of each ongoing **significant project** such as the project title and location, the type of project, the target customers, the number of units, sale/rental space, project value, sale and construction progress, etc.

### 2.2.2 Marketing and competition

(a) Describe the marketing policies and characteristics of the core products or services, for example, competitive strategies (ex. price competition, service providing, warranty or product quality in general comparison with competitors (numerical data not required), customers' characteristics, target groups, sales and distribution channels. In case of export, specify the domestic/export sales ratio, the markets or the groups of export markets for such products or services;

(b) Describe the industry competition, an approximate number of competitors, the Company's size compared to that of the competitors, competitiveness and

potential, the names of the competitors (not required unless there is only one or a few competitors being market leaders), market trends and competitive forecast.

#### 2.2.3 Procurement of products or services

(a) Describe an overall procedure for procuring products for sale such as the number of factories, total production capacity, key production policy (if any), acquisition of raw materials or products for sale, issues on raw materials (ex, shortage, technological effects on raw material use), the number of raw material distributors, proportions of domestic and overseas procurement. (In case of financial institutions, specify financial sources and loans);

(b) If the manufacturing process or treatment of raw material wastes affects the environment, clarify the Company's actions to alleviate the impact. (In case of expenses on environmental control incurred over the past three years or forecast, provide such information as well). Specify whether or not the actual results during the past three years have complied with the law. In case of disputes or legal complaints on environmental issues, specify the details of each, including respective solution guidelines.

#### 2.2.4 Under-construction projects

Only in case of high-value, time-consuming projects or assignments such as building or ship construction projects, disclose the values of the ongoing projects as of the most recent date possible. Any project worth 10 percent or more of the total income in the consolidated financial statements of the latest financial year shall be disclosed with expected turnaround schedules during each period of time.

Remark: Identification of the customers or suppliers who account for more than 30 percent of the total income over the past three years is no longer required in the registration statement. However, if the Company relies on any customer or supplier who has a significant influence on the survival of the Company, such information shall be disclosed as a risk factor. Any reliance exceeding 30 percent of the total income or the total sales, as the case may be, according to the consolidated financial statements shall be specified with details on the identification and number of customers/suppliers, the nature of relationship and the types of products for sale and purchase. In any case, if the Company has already disclosed the names of the customers or suppliers to other persons such as investors or securities/investment analysts, such information shall be included in the Registration Statement to ensure equal information for all.

### **3. Risk factors**

Identify significant risk factors including the followings:

- Operational risk associated with the Company or its group of companies.

Identify and clarify what the management views as material risks on the business, operation, financial position, operating results or going concern of the Company or its group of companies;

- Investment risk imposed on the securities holders. Identify and clarify the risks of losing returns or rights or investment money, in whole or in part;

- Foreign investment risk. Identify and clarify the risk in accordance with the specified regulations including limitations on investment in foreign securities such as litigation and legal proceedings, investors' protection rights regarding corporate matters, restriction on overseas money transfer (if any), etc.

The aforesaid risk factors include only those likely to affect the Company, the group of companies or the securities holders directly, not general risks on business undertaking or investment. Describe the characteristics of such risks as well as the causative circumstances and potential impacts thereof (display numerical assessment results, if possible), tendency or probability of occurrence. Supplementary information on specific measures already put in place and substantial alleviation of risk impacts may also be included.

### **4. Research and development**

Explain research and development policies in various areas such as product creation, product improvement, or production technology, and disclose the expenses incurred from such research and development over the past three years. In case of none, identify as such and explain the reason why.

### **5. Assets used in business undertaking**

5.1 Describe the significant characteristics of the permanent core assets which the Company and the subsidiaries use for business undertaking with or without ownership. (For example, land, building, factory and machinery. The presentation of the total amount of such assets may be asset category-based, not item-or company-based). Types of ownership and if a long-term leasing contract is made, provide a fact sheet of such contract (only regarding the remaining leasing period and the obligations of the Company under such contract (if any). Any asset used as a collateral shall be identified together with the limit of the obligations.

In the case where the Company or a subsidiary has intangible assets which are significant to business undertaking, for example, patent, concession, copyright and trademark, describe the key characteristics, terms and conditions, impacts on the business undertaking and the term of such rights.

5.2 In the case where the Company or a subsidiary operates a property development business, disclose the appraised price of the land or building for sale (excluding common property of the project). Identify the names of the property appraisal firm and the lead appraiser, the appraisal date and the appraised price. In case of an IPO, the appraised price must not be older than one year after the filing date of the Registration Statement. If the price appraisal of any land or building is older than six months before the filing date of the Registration Statement, a re-appraisal of the land or building must be made according to the project value that has been delivered to the customers as well. In any case, the price appraisal must serve the public objective.

5.3 Describe the investment policies on the subsidiaries and associates (for example, businesses to be invested by the Company);

5.4 In the case where the Company wishes to disclose the appraised price, for example, as a result of acquisition or disposal of assets for business restructuring or upon re-appraisal at an interval accounting period, disclose the information on the appraised assets and the appraised price, and attached herein the information on such appraisal, with the details presented in Attachment 4.

## **6. Future plan**

In the case where the Company or the subsidiary has a future project, describe the characteristics of the project, expected returns and any factors that may affect the operation according to the future plan.

## **7. Legal disputes**

Give a brief description of the ongoing lawsuit(s) or legal dispute(s) whereby the Company or its subsidiary is a party. The description shall include only (1) any lawsuit that may negatively affect the assets of the Company or its subsidiary at an amount higher than 5 percent of the shareholders' equity at the end of the latest financial year. In case of negative equity, specify only the cases worth more than 10 percent of the current assets as of the end of the latest financial year, (2) any lawsuit that affects the business undertaking of the Company or its subsidiary materially but the assessment thereof cannot be quantified in numbers, and (3) any lawsuit that is not caused by normal business undertaking of the Company or its subsidiary. Disclosure of any lawsuit that is part of the normal business undertaking is not required such as a compulsory performance lawsuit in cases where the issuer is a financial institution.

The disclosure of the description above shall include the information on the court trying the case, the commencement date, the parties, the cause of action, the progress of the case, and the opinion of the Company regarding possible impact of the lawsuits or disputes on the operation of the Company or its subsidiary as well as the names of the directors, executives or connected persons who are counter parties of the Company.

## **8. Other significant information**

Specify other information that may influence investors' decision making significantly or ensure equal information access for all investors, as deemed necessary and useful. In any case, the Company has the duty to disclose accurate and sufficient information in support of investors' decision making.

## Part 2.3

### Management and Corporate Governance

#### 9. Securities and shareholders

##### 9.1 Amount of registered capital and paid-up capital

(1) The Company has a registered capital of \_\_\_\_\_ baht, of which \_\_\_\_\_ baht is paid up, divided into \_\_\_\_\_ ordinary shares and \_\_\_\_\_ preferred shares (if any), at \_\_\_\_\_ baht per share.

In case of having other securities listed elsewhere, identify the name of the Stock Exchange.

(2) In case of having other types of share such as preferred share whose rights or terms differ from those of ordinary share, identify the key different characteristics, e.g., amount, value, rights and terms, and the characteristics of the persons holding such preferred shares, etc. In this regard, if such persons may have a conflict of interest, identify the name of each of such persons and the amount of held shares.

##### 9.2 Shareholders

###### (1) Major shareholders

Identify the following shareholders, the number of held shares and the latest shareholding percentage of the total shares. In this regard, the shareholding of the connected persons and that of the shareholders under the same controlling person is considered the shareholding of the same group:

(a) top 10 shareholders with the highest shareholding;

(b) the major shareholders whose behaviors materially influence management policy-making or the Company's operation (for example, assigning a person to be an authorized director).

If the shareholders identified above do not represent the true shareholders, for example, those identified as a holding company or a nominee account, identify the persons or the group of persons who are genuinely the true shareholders and their core businesses unless there is a reasonable ground for failure of such identification.

(2) In case of a holding company, provide information on the shareholders of the subsidiaries undertaking the core business according to the guidelines under (1) as well;

###### (3) Major shareholders' agreement

In the event that the major shareholders make an agreement on a matter that materially affect the issuance and offer for sale of securities or the management of the Company, and such agreement is co-signed by the Company, identify such agreement and clarify its essences and potential impacts on the Company's operation.

##### 9.3 Issuance of other securities

(1) In the case where the Company issued convertible securities such as warrant and convertible debenture, describe the significant characteristics of such securities. For example, type, maturity, interest rate, convertible ratio and price, amount of underlying shares, offered amount and value, amount and value pending convertibility, unredeemed number and value, redemption maturity date, collateral, and other significant terms such as the right to put and call options;

(2) In the case where the Company has debt securities such as debenture and negotiable instrument, describe the significant characteristics of such securities. For example, types of debenture and bill, unredeemed amount and value, maturity date, collateral and other significant terms such as the right to put and call options

and borrowing criteria, and the latest credit rating of such debenture or bill, or the issuer rating or the guarantor rating, as the case may be.

#### 9.4 Dividend distribution policy

Specify the dividend policy of the Company for the shareholders, and that of the subsidiaries for the Company.

### **10. Management structure**

#### 10.1 Board of directors

Identify the directors and the controlling persons (if any), and specify clearly if any director is also an independent director or member of the audit committee or any other committee. In addition, specify the number of the board's meetings and the attendance of each director during the previous year.

In case of a holding company, disclose the information on the directors and the controlling persons of the subsidiary operating the core business according to the above guidelines.

In this regard, disclose additional information on the directors and the controlling persons of the Company and the subsidiary operating the core business according to the details presented in Attachment 1, and the details of the directors of the subsidiaries in Attachment 2.

#### 10.2 Executives

Identify the names and positions of the executives of the Company and display the organizational chart. In case of a holding company, specify also the names and positions of the executives and the organizational chart of the subsidiary operating the core business.

In this regard, provide the information on the executives of the Company and the subsidiary operating the core business according to the details in Attachment 1 as well.

10.3 Company secretary, representative for contact and coordination and the person assigned with direct responsibility for accounting supervision:

- (1) identify the name of the staff responsible for preparing and safekeeping important documents such as company secretary;
- (2) identify the name of the staff assigned to be the representative for contact and coordination in Thailand;
- (3) identify the name of the person assigned with direct responsibility for accounting supervision.

In this regard, provide the information on such staff according to the details in Attachment 1 as well.

10.4 Remunerations for directors and executives: explain the following matters:

- (1) money remuneration
  - (a) disclose the remunerations only in the capacity of directorship, for each director during the previous year. In cases where any director also receives remuneration as an executive under (b), make a separate disclosure in (b) and describe the characteristics of the remuneration (for example, Mr. A receives remunerations of XXXX baht in 20XX, consisting of meeting attendance fee and director reward, the amounts of which vary according to the Company's operating results).

In cases where an independent director also holds the same position at the parent company or a subsidiary or subsidiaries of the same level, disclose the total remunerations earned by each independent director from such companies during the previous year;



(b) Specify the total remunerations and the total number of the executive directors and executives of the Company during the previous year, and describe the characteristics of such remunerations. (In this regard, "executive" means manager, the first four highest executives following manager and every fourth highest executive, excluding accounting or finance manager if the position of departmental manager is not on the same level as the fourth highest executive).

(2) Other remunerations (if any)

Specify other remunerations and describe their characteristics, for example, the right to buy shares or convertible securities for directors and executives (clarify the rules and procedures for allocating such securities and the right/total share percentage), as prescribed in the guidelines under (1).

In case of holding company, disclose the remunerations and the total number of the directors and executives of the subsidiary operating the core business during the previous year according to the guideline above.

10.5 Personnel: specify the total number of the Company's staff and that of each core business. In case of material change in the number of staff or a substantial labor dispute during the previous three years, clarify the causes and policies on such matter, including relationship between the executives and the labor union (if any). In addition, disclose the staff's total remunerations and their characteristics (for example, monthly salary and bonus, etc.) as well as the human resource development policy.

## **11. Corporate governance**

Describe the operation or action regarding corporate governance with at least the following material information. If the Company fails to comply with the corporate governance guidelines for listed companies specified by the Stock Exchange of Thailand in any matter, identify the matter and the causes for such failure. The disclosure may be in the form of reference to other relevant clarification in other topics or other reports disclosed to the public via the Company's website.

### 11.1 Corporate governance policy

Specify the corporate governance policies of the Company and the subsidiaries (if any).

### 11.2 Sub-committees

(1) display the Company's management structure with information on the types and total number of the Sub-committees, for example, the Board of Directors, the Management Committee, the Audit Committee and the Remuneration Committee, and the scope of authority and responsibilities of each committee;

(2) identify the audit committee members who have knowledge and experience in reviewing the financial statements of the Company and their experience in reviewing financial statements.

### 11.3 Selection and appointment of directors and chief executives

#### (1) Independent director

- Specify the selection criteria, i.e., qualifications and selection process;

- During the previous accounting period, if any independent director had a business relationship or gave professional services, or if the person appointed to be an independent director has or had a business relationship or gave professional services exceeding the permissible value under the governing regulations, the Company shall disclose the characteristics of the business relationship or professional services which disqualify such person in accordance with the governing regulations, the reasons and the necessity to maintain or appoint such person as an independent director as well as the opinion of the Board of Directors that such person's holding of the independent director

position does not affect his/her duty performance and giving of independent opinions.

(2) Selection of directors and chief executives: specify whether or not the selection of persons to be a director and chief executive is through a nominating committee, the number of directors representing each group of major shareholders (if any), and the rights of retail investors to appoint directors.

#### 11.4 Supervision of subsidiaries and associates

The Company, whether operating as a holding or non-holding company, is required to disclose material information in the following matters:

(1) Monitoring system for the board of directors to oversee the management and operation of the subsidiaries and associates to protect the best interest of the Company's investment. Steps taken are such as:

- assigning representatives to be director, executive or controlling person in such companies, in which case specify whether the assignment is at least based on the shareholding percentage and whether or not the Company's rules and guidelines require an approval from the board of directors, and by what means;

- determining a scope of duties and responsibilities of the directors and executives who are the Company's representatives in such companies with regard to controlling power or participation in the making of key business policies;

- ensuring the information disclosure of such companies is accurate and complete and in line with the disclosure rules of the Company with regard to, for example, financial condition and operating results, related party transactions, acquisition and disposal of assets, or any other material transaction;

- establishing adequate and appropriate internal control in the subsidiaries operating the core businesses and other oversight guidelines for activities such as approval of increase or decrease of capital and dissolution of subsidiaries, etc.

In case of a holding company, describe such aforesaid oversight framework and clarify whether and how it complies with relevant regulations.

(2) Disclosure of agreement between the Company and other shareholders regarding management of subsidiaries and associates (shareholders' agreement) (if any), only in case of the subsidiaries and associates having a material impact on the operation of the group of companies, and the agreements having a material impact on the management or controlling power or allocation of remunerations apart from the allocation based on shareholding percentage.

#### 11.5 Inside information policy

Describe the Company's policies and procedures (if any) for preventing directors and executives from using inside information for personal gain, and for monitoring their securities trading especially during the month before public disclosure of financial statements (for example, reporting requirements on directors' and executives' securities trading and penalty measures on misuse of inside information, etc.) This is to give investors an overview of the Company's preventive measures against exploitation of inside information by directors and executives.

#### 11.6 Auditor remunerations

Specify the remunerations for the auditor, the audit firm for which the auditor works, the persons or businesses related to the auditor and the audit firm, paid by the Company and the subsidiaries in the following categories:

(1) audit fee

(2) non-audit fee

In disclosing non-audit fees, specify the types and amounts paid during the previous accounting period and those due in the future for the services unfinished within the period.

Remarks:

Persons or businesses related to the auditor and the audit firm include:

- (a) spouse and child dependent on or under the care of the auditor;
- (b) business with power of control over the audit firm, business controlled by the audit firm and business under the same control as the audit firm, either directly or indirectly;
- (c) business under significant influence of the audit firm;
- (d) partner or equivalent relation to the audit firm;
- (e) spouse and child dependent on or under the care of the persons under (d);
- (f) business over which the auditor, the persons under (a) (d) or (e) have power of control or material influence, either directly or indirectly.

In considering the characteristics of control and material influence liable to be those of the aforesaid persons or businesses related to the auditor and the audit firm, the definitions under the Accounting Standards regarding Disclosure of Information on Connected Persons or Businesses shall apply.

11.7 Other Compliance

Specify the Company's compliance with the SET Corporate Governance Guidelines for listed companies in other matters apart from those aforementioned. If none, identify the matters and the reasons for non-compliance. Such reasons may be given by referring to relevant clarification in other sections or other reports publicly disclosed on the Company's website.

## **12. Corporate Social Responsibility**

Disclose the corporate social responsibility policy implemented by the Company and the subsidiaries to support sustainable business and the society at large. This is part of the *in-process* CSR incorporated into the core business operation from formation of vision, objectives and strategies to business risk assessment and day-to-day activities, e.g., product design, raw material procurement, production design, competitive strategies, and treatment of employees and customers, etc. Such activities should be monitored to ensure compliance with at least relevant laws. In the case where CSR was affected by the business undertaking of the Company or its subsidiaries during the previous year, disclose related facts and clarify the causes, impacts, solutions, future inspection and preventive approaches.

Additional contributions to social and environmental causes by any other means apart from normal business operation (*after-process* CSR) may also be disclosed in a separate section from the *in-process* CSR of the Company or its subsidiaries.

### Guidelines for CSR disclosure and reporting

#### Social responsibility

As “corporate social responsibility” is a broad term, disclosure of information in this matter may be outlined according to the eight principles<sup>1</sup> prescribed by the Stock Exchange of Thailand, as follows:

- (1) Fair business practices
- (2) Anti-corruption
- (3) Human rights protection
- (4) Equitable labor treatment
- (5) Responsibility to consumers
- (6) Environmental protection
- (7) Community / society development
- (8) Creation and distribution of innovations responsible to society, environment and stakeholders.

Selection of subjects for implementation and disclosure: As businesses normally operate responsibly in accordance with the aforesaid social responsibility principles, the Company may choose to disclose herein the CSR initiatives already implemented.

The Company is encouraged to further the efforts when ready and, when applicable, prioritize and incorporate proactive initiatives into the corporate strategic plan, and disclose progress reports for the benefit of sustainable business operation of the Company and its subsidiaries. The selected subjects should be significant to the business operation, for example, exposing material risks to the core business or impacts on the stakeholders. In any case, disclosure of information in this Part should take into account the Guidelines for Sustainability Reporting laid out by the Stock Exchange of Thailand or other international standards such as Global Reporting Initiative (GRI).

Disclosure format: The Company may choose to disclose or report material information specified under this Part through any of the following channels:

- (a) Registration statement;
- (b) Reference to a separate report disclosed on the Company's website;

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<sup>1</sup> The SET's full CSR guidelines for listed companies comprise 10 principles, i.e., the eight above plus Corporate Governance (in a separate section of the Registration Statement), and Social/Environmental Reporting (already included in this Part).

(c) Inclusion of the overall material information in other Parts while maintaining the reporting procedure under this Part.

Material information: Disclose information at least in the following matters:

**12.1 Overall policy:** Describe the board of directors' policy to ensure that the business operation of the Company and its subsidiaries is in line with the eight principles in the SET's Guidelines for Social, Environmental and Stakeholders Responsibility, preferably including the vision, mission and strategies toward sustainability;

**12.2 Operation and reporting:** Clarify the following matters:

(1) Reporting procedure, starting from principle setting and identifying key stakeholders for the Company's operation to implementing disclosure standards, for example. If international standards are implemented for operation and reporting, identify the host organizations or the names of such standards as well;

(2) Implementation of the Company's disclosed policy on, for example, product design, raw material procurement, production design, treatment of employees, competition policy, etc., to ensure fairness, environmental friendliness, non-involvement in corruption and stakeholders' rights protection. Describe the actions taken to comply with the environmental protection and anti-corruption guidelines, for example, risk assessment, framework setting, staff communications, compliance monitoring, etc., including information on performance index (if any).

**12.3 Business impacts on social responsibility** (if any): In the event that the following incidents occurred during the previous year, describe relevant facts, reasons, impacts on the Company and the subsidiaries, solutions applied and guidelines for future inspection and prevention:

(1) The Company and the subsidiaries were inspected or are being inspected by an authority regarding the possibility of their operation's involvement in a significant legal violation in any matter under the eight principles. If the case is being considered in court and the Company or the subsidiaries becomes a party or disputant, disclosure of such information may be made through a reference to the legal dispute section;

(2) The business operation of the Company and the subsidiaries causes or allegedly causes social and environmental impacts, or contradicts the eight principles, especially the cases known to the public and may materially affect business undertaking, reputations or credibility of the Company or the subsidiaries.

**12.4 Social and environmental activities:** *After-process* social and environmental activities of the Company or its subsidiaries during the previous year may also be disclosed herein as well.

Additional guidelines for anti-corruption initiatives

The information on the anti-corruption efforts of the Company and its subsidiaries should be disclosed separately from corporate social responsibility, and should include the following matters:

Policy: Disclose the resolution of the board of directors on the anti-corruption policy of the Company and the subsidiaries, prohibiting demand, receipt and payment of bribes and optionally covering the scope of actions.

In case of no resolution on such policy or implementation not yet taken, it should be proposed that the board of directors pass a resolution acknowledging their **duty to supervise** the Company's **compliance with the governing laws**, including the laws on bribery and corruption. The Board of Directors also has the duty to ensure implementation of the matters listed in the "implementation" section, and should review the appropriateness of the anti-corruption policy at least once a year.

Disclosure may also include information on the Company's declaration of intention to cooperate with any related organizations or the Board of Directors' intention to implement anti-corruption activities.

**Implementation:** Specify the actions already taken in accordance with the anti-corruption policy in the following matters:

- (1) Business risk assessment to identify the operation of the Company or the subsidiaries exposed to potential corruption involvement;
- (2) Guidelines for controlling, preventing and monitoring corruption-related risks;
- (3) Employees communication and training on policies and guidelines for anti-corruption;
- (4) Guidelines for monitoring and evaluating the implementation of the anti-corruption policy;
- (5) Review of adequacy and completeness of the anti-corruption process by the audit committee or the SEC-approved auditor.

In this regard, the Company may choose to disclose the above information by referring to the information or documents already disclosed on the Company's website and the progress report of similar work submitted to any other anti-corruption project wherein the Company participates.

### **13. Internal control and risk management**

13.1 summarize the board of directors' opinions on the Company's internal control in the following matters. The Internal Control Adequacy Assessment (risk management included)<sup>4</sup> available on the SEC Office's website offers guidelines for the board's assessment of the Company's internal control adequacy:

(1) adequacy and appropriateness of the internal control system and staff sufficiency to ensure work efficiency, including monitoring and supervision of the subsidiaries to prevent exploitation of asset owned by the Company or subsidiaries resulted from misconducts of the Company's directors or executives;

(2) defects of the Company's internal control (if any), completion of amendment or incompleteness and relevant clarification.

13.2 describe the opinions of the Audit Committee if different from those of the board of directors, as well as the opinions of the auditor regarding the internal control system. In any case, attach herein the Audit Committee's report (regardless of the characteristics of their opinions).

#### 13.3 Heads of Internal Control and Compliance Units

(1) Identify the head of the internal control unit and that of the compliance unit (if any);

In case of outsourcing, identify the contractor or the person appointed by the Company, including the person authorized by such contractor, to perform such work.

In any case, provide details of the persons holding such positions in Attachment 3 as well.

(2) disclose the opinion of the Audit Committee on the appropriateness and adequacy of the person holding the position of the internal control unit head with regard to educational qualifications, experiences and training for performing

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<sup>4</sup> The Committee of Sponsoring Organization of the Treadway Commission (COSO) specifies five key elements of the internal control framework as follows: (1) Control Environment, (2) Risk Assessment, (3) Control Activities, (4) Information & Communication, and (5) Monitoring Activities.

such duties;

(3) clarify whether the appointment, removal and transfer of the head of the internal audit unit requires the Audit Committee's approval. If not, specify the Company's guidelines for undertaking such responsibilities.

**14. Related party transaction (if any)**

Describe the characteristics of the previous related party transactions and the policies of the Company and the subsidiaries for entering into future transactions with persons who may have a conflict of interest according to the followings instructions:

(1) identify the group of persons who may have a conflict of interest, nature of relationship (ex. father of a major shareholder, a company whose 30 percent shares are held by a major shareholder), and the information on the related party transactions such as characteristics, amounts, terms and conditions, interest rate, bid and offer prices, values or actual rental fee as well as the appraised price or the rental fee appraised by a third party or provably fair price. In any case, a related party transaction with an affiliate or a subsidiary whose shares are held collectively by a director, executive, major shareholder or controlling person of the Company at a total amount of less than 10 percent, disclosure of such related party transaction is not required.

(2) For the related party transactions executed in the latest year and the latest quarter, describe the necessity and reasonableness of the transaction by explaining how they are consistent with the best interest of the Company.

(3) describe the measures and procedures for approval of related party transactions and clarify whether directors, executives or shareholders with a conflict of interest in such matter participate in the approval procedure and the supervision of such matter;

(4) describe the policy and tendency for future related party transactions;

(5) provide information on the appraised asset and the appraised price of a related party transaction and disclose the information on the appraisal according to the details in Attachment 4.

**Remarks:**

(1) in the case where the notes to the financial statements of the Company have already disclosed the related party transactions under (1) completely, the disclosure of (1) in this Part is not required, but a reference shall be made to such relevant Notes;

(2) if persons with a conflict of interest hold shares in a subsidiary or an affiliate collectively at a total amount of more than 10 percent of the total voting shares of such company, clarify why such practice is employed instead of direct shareholding by the Company.

## Part 2.4

### Financial Position and Operating Results

#### **15. Significant financial information**

Disclose a summary of the financial position and operating results during the previous three years (or such shorter period that the company has been in operation) and the latest quarter of the present year, with the following information:

- (a) a summary of the auditor's report;
- (b) a table summarizing the consolidated financial statements or the financial statements (in case of no subsidiary), including only material transactions;
- (c) significant financial ratios that reflect the financial position and the operating results of the core businesses of the Company and its subsidiaries.

In addition the audited financial statements that cover the latest three financial years (or such shorter period that the company has been in operation) and the consolidated financial statements shall be attached to this registration statement. In this regards, the latest financial statement must be audited by an SEC-approved auditor. In general, the issuer is not required to attach quarterly financial statements of the current year unless the notes to the financial statements have changed significantly from the latest financial statements.

In the case where the Company's financial statements present currency other than Thai baht, the Company shall present an appropriate currency exchange rate between such currency and the Thai baht. In addition, the significant financial information in the Registration Statement shall be disclosed in both Thai baht (referred to such currency exchange rate) and other currency used in the financial statements.

#### **Remarks**

(1) In the case where the issuer has a significant change in the shareholding structure or the operational structure or the size of the Company or its subsidiaries and the above financial statements do not reflect the operating results or the financial position of the Company and its subsidiaries according to the new structure, the Company shall prepare the consolidated financial statements, as if the restructure had occurred at the beginning of the full financial year. If additional assumptions are required, please also specify.

(2) Preparation of financial projections in this Registration Statement shall be on a voluntary basis and may be done at any period. But if it is intended that the financial statements be prepared and disclosed, the Company and the financial advisor shall do so with discretion to ensure that the prediction hypothesis is reasonable and well-supported by clear explanations. In preparing disclosure of the Annual Registration Statement, the Company shall clarify if and how the actual operating results and the financial position are different from the prediction. If the financial prediction is based on unreasonable hypothesis, such Registration Statement may be liable to be false or concealing material information that should have been disclosed and the Company (and the financial advisor) may be liable to violation of Section 278 of the Securities and Exchange Act B.E. 2535 (1992).

In any case, if the Company wishes to disclose or disseminate any information related to the tendency or the prediction of the operating results of the Company in numerical figures to investors, such numerical information shall be disclosed in the Registration Statement as well; otherwise, the Company may be liable to violation of Section 77 of the Securities and Exchange Act B.E. 2535 (1992).



**16. Management Discussion and Analysis**

Disclose the management discussion and analysis (MD&A) on the Company's financial condition and operation, accompanied by the causes and relevant factors – if preferred, represented by diagrams or graphics as seen appropriate – at least in the following matters. In case of multiple product lines or business groups, separate MD&A for each significant product line or business group as well:

16.1 Operation, financial condition and material changes, accompanied by the causes or factors contributing thereto during the previous year. The discussion shall be presented in comparison with the key benchmarks:

- Discussion and analysis on the financial condition and the operating results during the previous year and the latest accounting quarter. Disclosure of the financial statements during the past two fiscal years is required only when they have a significant impact on the financial condition and the operating results of the current year;

- Minimum description shall cover operational overview, impacts of major incidents or factors. This includes business/company merger, business liquidation or suspension, acquisition or disposal of significant assets, operating results and profits, liquidity and financial sources, asset quality, management of off-balance sheet transactions, significant changes or selection of accounting policy, observation or qualified opinion of the auditor on significant accounting items (if any), and the results of the implementation of the business plan and objectives in relation to financial information;

- If the Company has disclosed a business plan or a financial prediction in the registration statement or the annual registration statement, clarify the results of such plan and prediction as well;

- In case of issuance of debt securities with an obligation to maintain financial ratios, clarify whether such obligation has been fulfilled. (Compare the actual financial ratios during the latest accounting period with the compulsory ratios). In case of failure to maintain such compulsory ratios, clarify the impacts and rectifications.

16.2 Identify forward-looking factors or incidents that may materially affect the financial condition or the operating results – both external factors such as economic trends, market/industry environments, and internal factors such as policies, strategies, management, changes in business agreements with potential impacts on the operation, and other factors for the benefit of investors' understanding and analysis of the Company's future directions.

If the Company has a project or research and development that will affect the operating results and the financial condition in the near future (approximately 1 year), describe the details of such project or such research and development, for example, the characteristics, product launch/ improvement, progress and potential impacts on the Company's operation and financial condition.

**Part 2.5**  
**Comparative information on foreign laws and regulations**

Disclose comparative information on foreign laws and regulations enforceable on the Company in the part related to the management regulations and shareholders' protection in significant matters and the laws and regulations related to supervision of public limited companies in Thailand regarding such matter, or a mechanism arranged for the Company's management and the shareholders' protection in significant matters in comparison to the laws and regulations related to the supervision of public limited companies in Thailand (if any).

**Part 3**  
**Information on the offer for sale of securities**

**1. Details of the securities being offered for sale**

If there are other important details of the offered securities that should be further described in addition to the information on the first page in order for investors to understand the features of the offered securities, give an additional summary of the key features of the offered securities. For example, the amount and proportion of securities in case of offering for sale of the existing shares concurrently with newly-issued shares.

**2. Transfer restriction of the securities being offered for sale, if any** (For example, transfer restriction on securities that have been registered with the SEC Office, etc.).

**3. Sources of the pricing of the securities being offered for sale**

In case of offering of newly-issued shares without a secondary market or with a secondary market but the offering price is materially different from the offering price in the secondary market, clarify the sources for the pricing of such securities.

**4. Financial information supporting the appraisal of the offering price**

In case of offering of newly-issued shares, disclose the statistical information or financial ratios that can reflect the offering price of the newly-issued shares such as the price-earning ratio, the dividend yield ratio or any other financial ratios that can reflect the securities price appropriate for each industry, etc. Provide comparative information regarding information of other companies in the same industry having similar characteristics. In this regard, describe the hypothesis for the calculation of such financial information as well.

**5. Price of the ordinary shares in the secondary market**

In case of the offering of new shares or warrants of a company whose shares are listed or traded on the Stock Exchange, information regarding the historical prices and trading value of the issuer's shares for the past twelve months shall be disclosed.

Year	Month	Average price	Highest price	Lowest price	Average daily trading value

Remark 1. For the benefit of comparison, adjust the information on the price according to the effect of the change in the par value of shares or the right offering and specify the method for price adjustment as well.

2. Specify the method for calculating average price as well.

**6. Subscription, distribution and allocation**

6.1 Offering method

Specify whether the offer for sale of securities for sale is via an underwriter.

6.2 Underwriter (in case of offering via the underwriter). Specify the following information:

- (1) Name, address and telephone number of the lead underwriter;
- (2) Name, address and telephone number of the co-underwriter:

(3) Name, address and telephone number of the underwriter;

(4) Name, address and telephone number of the selling agent; .

6.3 Terms and remuneration for securities underwriting

Specify the agreement between the offeror and the underwriter regarding the terms and remuneration for the underwriting, including the following matters:

(1) Cancellation of securities offering under 6.9

(2) Amount of proceeds the offeror will receive after deducting the underwriting remuneration.

6.4 Offering expenses

Specify a brief description of the amounts, comprising the total respective expenses of the offering.

6.5 Method for obtaining the Prospectus and Subscription Form

Specify the method, dates, time, and places for obtaining the Prospectus and Subscription Form, etc.

6.6 Method for allocation of securities

Specify clearly the criteria for securities allocation to the subscribers with the names of the persons and the proportion or the amount of securities to be allocated to them, and the number of securities set aside and offered to foreign investors;

6.7 Dates and method of subscription and payment for subscription

Specify details of the subscription period, the number of securities for each subscriber, method for subscription payment, the names of finance companies or commercial banks acting as representative for accepting the subscription money, methods and terms of withdrawal of subscription money;

6.8 Allocation in case where the number of subscribers is greater than the offering amount.

Specify the method for allocation of securities if the number of subscribed securities is greater than the offered amount.

6.9 Cancellation of the offering

Specify the terms related to cancellation of securities offering in the case where the offeror fails to have its shares listed and traded on the Stock Exchange of Thailand. Clearly describe the process and methods of cancellation.

6.10 Causes and method for refunding the subscription money

Specify the events or terms for the Company to refund the subscription money as well as the method and the refunding period, which include the events under 6.9.

6.11 Method of securities settlement

Specify the method and period of settlement.

**Part 4**

**Certification of Information**

**1. In the case of an offer for sale of securities by an issuer**

1.1 Each authorized director, chief accountant and chief financial officer shall affix their signature accompanied with the Company’s seal (if any) in the Registration Statement, and authorize any person to sign on the documents of the Registration Statement on their behalf by using the following statement and format:

“I have reviewed the information in the Registration Statement with due care as the authorized director or the assigned person as chief accountant or chief financial officer. I hereby certify that such information is accurate and complete and that it is not false, misleading or omits to state any material information that should have been disclosed. Additionally, I certify that:

(1) the financial statements and financial information being part of the Registration Statement have presented material information that is accurate and complete related to the financial position, the operating results and the cash flow of the Company and the subsidiaries;

(2) I am responsible for procuring an efficient disclosure system to ensure that the Company has disclosed material information of the Company and the subsidiaries accurately and completely, and have supervised compliance with such disclosure system;

(3) I am responsible for procuring an efficient internal control system of the Company and supervise compliance with the system, and I have given the information on the internal control assessment on DATE MONTH YEAR to the auditor and the Audit Committee, which covers any deficiencies and significant changes in the internal control system as well as any wrongful acts that may affect the preparation of financial reports of the Company and the subsidiaries.

In this regard, as evidence that all the documents are identical to those I have certified, I have authorized           FULL NAME           to initial every page of the documents. If any document does not bear the initials of ...FULL NAME....., it shall not be deemed as the information I have certified.”

	Name	Position	Signature *
1.	.....	.....	.....
2.	.....	.....	.....
3.	.....	.....	.....
4.	.....	.....	.....
5.	.....	.....	.....

Name	Position	Signature
Authorized person: .....		

1.2 The directors of the Company other than 1.1 shall affix signature together with the Company’s seal (if any) in the Registration Statement and authorize any person to sign on the documents of the Registration Statement on their behalf by using the following statement and format:

“I have reviewed the information in this Registration Statement with due care as the Company’s director. I have no reason to doubt that such information is inaccurate, incomplete, false, misleading or lacking material information that should have been disclosed.

In this regard, as evidence that all the documents are identical to those I have reviewed, and that there is no reason to doubt that such information is inaccurate, incomplete, false, misleading or lacking material information that should have been disclosed, I have authorized .....FULL NAME..... to initial every page of these documents. If any document does not bear the initials of .....FULL NAME....., it shall not be deemed as the information I have reviewed.”

	Name	Position	Signature*
1.	.....	.....	.....
2.	.....	.....	.....
3.	.....	.....	.....
4.	.....	.....	.....
5.	.....	.....	.....

	Name	Position	
Signature			
Authorized person:	.....		

Remark: \* If, on the filing date of the Registration Statement to the SEC Office, a person is unavoidably unable to affix his or her signature in the Registration Statement, when such reason is no longer applicable, the offeror of debt securities shall arrange for such person to affix his or her signature immediately, with the exception that the reason for such person being unable to affix his or her signature was a result of such person being unconscious or being unable to control himself or herself due to a physical illness or a mental disorder, the offeror of debt securities is not required to arrange for such person to affix his or her signature in the Registration Statement and Draft Prospectus or any other case whereby it is necessary and expedient and a waiver is granted by the SEC Office.

**2. In the case of an offer for sale of securities by a securities owner**

2.1 The owner of the securities shall affix his or her signature in the Registration Statement. If the owner is a juristic person, the authorized director binding the juristic person<sup>6</sup> shall affix signature together with the Company’s seal (if any), and assign a person to sign on the documents in the Registration Statement on his or her behalf by using the following statement and format:

“I have reviewed the information in this Registration Statement for Offer for Sale of Securities and with due care [as the authorized person of the juristic person]. I have no reason to doubt that such information is inaccurate, incomplete, or that it is false, misleading or omits to state any material information that should have been disclosed.

In this regard, as evidence that all documents are identical to those I have reviewed and there is no reason to doubt that such information is inaccurate, incomplete or that it is false, misleading or omits to state any material information that should have been disclosed. I have authorized .....FULL NAME..... to initial every page of the documents. If any document does not bear the initials of ...FULL NAME....., it shall not be deemed as the information that I have reviewed.”

	Name	Position	Signature *
1.	.....	.....	.....
2.	.....	.....	.....

	Name	Position	Signature
Authorized person:	.....	.....	.....

\* **Remark:** If, on the filing date of the Registration Statement to the SEC Office, a person is unavoidably unable to affix his or her signature in the Registration Statement, when such reason is no longer applicable, the offeror of debt securities shall arrange for such person to affix his or her signature immediately, with the exception that the reason for such person being unable to affix his or her signature was a result of such person being unconscious or being unable to control himself or herself due to a physical illness or a mental disorder, the offeror of debt securities is not required to arrange for such person to affix his or her signature in the Registration Statement and Draft Prospectus or any other case whereby it is necessary and expedient and a waiver is granted by the SEC Office.

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<sup>6</sup> Evidentiary documentation is required.

2.2 Every director, chief financial officer and chief accounting officer shall affix their signatures, with the company seal affixed (if any) in the Registration Statement by using the following statement and format:

“I have reviewed the information regarding the securities issuing company as specified by the securities owner in this Registration Statement and with due care as executive director or authorized person holding the position of chief accounting officer / chief financial officer. I hereby certify that such information is accurate and complete and that the information is not false, misleading or omits to state any material information that should have been disclosed. In addition, I hereby certify that:

(1) The financial statements and financial information which form an integral part of the Registration Statement for Offer for Sale of Securities contain accurate and complete material information relating to the financial condition and the operating results and the cash flow of the Company and its subsidiaries;

(2) I am responsible for procuring that the Company has in place a sound information disclosure system to ensure that the Company has disclosed accurate and complete material information of the Company and its subsidiaries, as well as overseeing the Company’s compliance with such system;

(3) I am responsible for procuring that the Company has in place a sound internal control system and overseeing the Company’s compliance with such system and I have given the information of the assessment of the internal control system as at ..... to the auditor and the Audit Committee of the Company which covers any deficiencies and material changes to the internal control system, as well as any wrongful acts that may affect the preparation of the financial reports of the Company and its subsidiaries.

In this respect, as evidence that all documents are the same documents that I have certified, I have authorized .....FULL NAME..... to initial every page of the documents. If any document does not bear the initials of .....FULL NAME....., it shall not be regarded as the information that I have certified.”

	Name	Position	Signature*
1.	.....	.....	.....
2.	.....	.....	.....
3.	.....	.....	.....
4.	.....	.....	.....
5.	.....	.....	.....

	Name	Position	Signature
Authorized person:	.....	.....	.....



2.2.2 The directors of the Company other than those in 2.2.1 shall affix their signatures, with the company seal affixed (if any) to the Registration Statement by using the following statement and format:

“I have reviewed the information in the Registration Statement for Offer for Sale of Securities and with due care as the Company’s director. I have no reason to doubt that such information is inaccurate, incomplete, false, misleading or omits to state material information that should have been disclosed.

In this respect, as evidence that all documents are the same documents that I have reviewed and there is no reason to doubt that such information is inaccurate, incomplete, false, misleading or omits to state material information that should have been disclosed. I have authorized .....FULL NAME..... to initial every page of the documents. If any document does not bear the initials of .....FULL NAME....., it shall not be regarded as the information that I have reviewed.”

	Name	Position	Signature*
1.	.....	.....	.....
2.	.....	.....	.....
3.	.....	.....	.....
4.	.....	.....	.....
5.	.....	.....	.....

	Name	Position	Signature
Authorized person:	.....	.....	.....

\* Remark: If, on the filing date of the Registration Statement to the SEC Office, a person is unavoidably unable to affix his or her signature in the Registration Statement, when such reason is no longer applicable, the offeror of debt securities shall arrange for such person to affix his or her signature immediately, with the exception that the reason for such person being unable to affix his or her signature was a result of such person being unconscious or being unable to control himself or herself due to a physical illness or a mental disorder, the offeror of debt securities is not required to arrange for such person to affix his or her signature in the Registration Statement and Draft Prospectus or any other case whereby it is necessary and expedient and a waiver is granted by the SEC Office.

**3. Certification for performance of duty of the financial advisor (if any)**

The authorized signatory of the financial advisor shall affix his or her signature, with the company seal affixed (if any) to the Registration Statement by using the following statement and format:

“I, as the financial advisor of the Issuer, hereby certify that:

(1) I have reviewed the information in the Registration Statement for Offer for Sale of Securities and with due care as the financial advisor. I hereby certify that such information is accurate and complete and is not false, misleading or omits to state any material information that should have been disclosed;

(2) I have considered the policy and future business plan of the Issuer and am of the view that the assumptions are reasonably made and the potential impact on the Issuer or investors is clearly and sufficiently explained (only in the case that the Issuer specifies the policy and future business plan in the Registration Statement for Offer for Sale of Securities).”

In the case that the financial advisor is unable to verify certain information relating to the Registration Statement or is of the view that certain information is inaccurate and incomplete, the following conditions shall be explained such as:

“With the exception of the information on ..... in the Registration Statement for Offer for Sale of Securities where in respect of which I am unable to give my view due to ..... (insufficient information for verification or lack of cooperation from the directors or executives of the Issuer in verifying the information in this matter)”;

“With the exception of the statement on page ..... where I am of the view that it should be replaced by the following statement .....”

In the case that the financial advisor refers information from other experts in the subject matter, the following statement shall be added:

“With the exception of the information on ..... in the Registration Statement for Offer for Sale of Securities, where I refer to the information from ..... which I am of the view is an expert on the subject matter.”

	Name	Position	Signature
1.	.....	.....	.....
2.	.....	.....	.....

**Details of directors, executives, controlling persons, chief accountant, chief financial officer, authorized person with direct responsibility in accounting supervision, company secretary and representative for contact and coordination**

1. Information on directors, executives, controlling persons (if any), chief accountant, chief financial officer, authorized person with direct responsibility in accounting supervision, company secretary and representative for contact and coordination:

1.1 Fill in the details of directors, executives, controlling persons (if any), chief accountant, chief financial officer, authorized person with direct responsibility in accounting supervision, company secretary and representative for contact and coordination in the table below:

Full name/ position/ appointment date (1)	Age (year)	Educational qualifications / training record (2)	Shareholding percentage (%) (3)	Familial relationship between directors and executives (4)	Work experiences (5)		
					Period	Postion	Organization/ company/ type of business

1.2 Describe the duties and responsibilities of the Company’s secretary and representative.

1.3 In case of a holding company, identify the directors, executives and controlling persons of the subsidiary operating the core business with the same details under 1.1. In addition, specify clearly which of the directors, executives and controlling persons of the subsidiary are assigned to hold such positions by the resolution of the Company’s board of directors.

In this regard, the information related to the chief accountant, chief financial officer and the authorized person to direct responsibility for accounting supervision shall be disclosed by the company applying for an initial public offering via Form 69-1-F submitted to the SEC Office from 1 January 2018 onwards.

**Remarks:**

(1) In case of directorial position, specify also the type of directorship such as director with binding authority as specified in the Certification of Registration. In case of chief accountant, chief financial officer and the authorized person with direct responsibility for accounting supervision, specify so, as the case may be. In addition, if the Company’s secretary and representative positions are outsourced (either juristic person or ordinary person), identify the juristic person or the ordinary person appointed by the Company to perform the duties of such positions, including the name of the person assigned by the juristic person to perform such duties and the position of such person affiliated with the juristic person, and clearly specify the contact place of the representative.

(2) Specify the highest educational degree, major and minor subjects, faculty and educational institution of the directors, chief accountant, chief financial officer, the authorized person with direct responsibility in accounting supervision and the Company’s secretary, specifying the educational qualifications including relevant diplomas and certificates. In case of

equivalent to or higher than a bachelor's degree, specify the bachelor's degree onwards, the training record with the names of the training institutes and training courses, as follows:

- In case of directors, specify the training record regarding the roles, duties and directorial skills (ex. training courses of the Thai Institute of Directors (IOD));

- In case of chief accountant and chief financial officer, specify the training record regarding accounting and financial orientation courses and ongoing accounting knowledge development, and in case of authorized person with direct responsibility for accounting supervision, specify the training record regarding ongoing accounting knowledge development, with additional information on the number of training hours on accounting. In case of in-house training, specify the opinion of the Audit Committee that the curriculum is consistent with and useful for the Company and the number of the training hours of such curriculum is as specified by the SEC Office or not, and how;

- In case of the Company's secretary, specify the training record regarding the roles, duties and fundamental knowledge on company secretary (ex. such as the Thai Company Secretary Club training courses);

(3) Specify direct and indirect shareholding by including shares held by spouse and children *sui juris* of such persons and shares held by any persons on behalf of directors, executives or controlling persons and spouse or children *sui juris* of such persons. Disclose the number of indirect shares and the number of shares held by any nominee separately from direct shareholding;

(4) Describe the familial relationship between directors and executives. This means relationship formed by blood, marriage and legal registration, only on the levels of father, mother, spouse, child, sibling, uncle and aunt from both the paternal and maternal sides including spouses and children of such persons;

(5) Specify the experiences of the directors, executives, controlling persons, chief accountant, chief financial officer, and the authorized person with direct responsibility in accounting supervision, with minimum information as follows:

(a) Work experiences related to the business of the Company and/or subsidiaries, as the case may be, at least during the past five years; In case of chief accountant and financial officer and authorized person with direct responsibility in accounting supervision, specify their work experiences in accounting or finance or any fields, as the case may be, with the work experiences related to accounting or finance during the past five years or any work experiences that directly benefit the Company's operation during the past seven years. In case of any work experiences of chief accountant and chief financial officer, specify the opinion of the Audit Committee that such work experiences and the period of time of such experiences are in accordance with the specified criteria or not and how;

(b) Names of the other listed companies whose directorial position was held during the previous year (if any);

(c) Names of the parent company, subsidiaries or subsidiaries at the same levels where an independent director of the Company holds the same position (if any);

2. Details of the directors, executives and controlling persons of the Company who also hold directorial or executive positions at several subsidiaries, associates or related companies shall be presented in the table below:

List of Companies Name	Company	Subsidiaries			Associates			Related Companies		
		1	2	3	1	2	3	1	2	3
Example: Mr. A Mr. B	// /	X	/	/	/	/	/	X		

**Remark:**

1. / = director            X = chairman            // = executive director

2. Related company shall mean a juristic person of the person with a potential conflict of interest under this Notification.

3. Disciplinary records of directors, executives and controlling persons

The Company shall disclose the record of sanctions imposed on the directors, executives and controlling persons during the past five years on account of wrongful acts under any laws on capital market supervision, either Thai and foreign laws, only the following offenses:

- (1) Dishonest act or gross negligence;
- (2) Disclosure or dissemination of false information or statements that may be misleading or conceal material facts that should be notified, which may affect decision making of shareholders, investors or other parties involved;
- (3) Unfair acts or exploitation of investors in trading securities or derivatives, or past or present participation in, or support to, such acts.

**Details of directors of subsidiaries**

Fill in the names of the directors of the subsidiaries in the table below:

Names of subsidiaries Names of directors	Company	Company	Company
Example: Mr. A Mr. B	// /	/ X	/ 

**Remark:**

1. / = director      X = chairman      // = executive director
2. Subsidiary shall mean a significant subsidiary with characteristics such as earning more than 10 percent of the total income in the consolidated profit and loss statement of the latest financial year.

**Attachment 3**

Details of the head of internal audit and compliance supervisor

Specify the details of the head of the internal audit and compliance supervisor (if any) with material facts in the following matters:

1. In case of in-housing:

(1) Names and positions of the employees assigned by the Company to be the head of internal audit or compliance supervisor;

(2) Educational qualifications including relevant certificates or diplomas. In case of equivalent to or higher than a bachelor's degree, specify the bachelor's degree upwards;

(3) Work experiences and relevant training;

(4) Scope of responsibilities in case of compliance supervisor.

2. In case of outsourcing

(1) Names of the juristic persons or the ordinary persons appointed by the Company to be the head of internal audit or compliance supervisor, as the case may be;

(2) Names of the persons assigned by the juristic persons to be the head of internal audit or compliance supervisor, as the case may be, and their job positions at such juristic persons, with details as guided under item 1 above.

**Details of asset appraisal**

If the Company has shown or wishes to disclose the appraisal information in the registration statement – for example, disclosure of the appraised price as part of the preparation of related party transactions, business restructuring that involves acquisition and disposal of assets – and wishes to disclose the relevant appraised price, re-appraisal of assets at an interim accounting period, etc., specify the details of such appraisal with material facts in the following matters:

- (1) Assets and the appraised price prepared at least six months prior to such transactions;
- (2) Name of the appraiser, i.e., financial advisor or property valuer or specialist accepted by the SEC Office, as the case may be;
- (3) Name of the principal appraiser who affixes signature in the asset appraisal report;
- (4) Objectives of the asset appraisal for the public in cases where the appraisal report is prepared by a property valuer or a letter of consent of the appraiser for dissemination of opinion in the case where the appraisal is prepared by a financial advisor or a specialist;
- (5) Reporting date of the asset appraisal.