

Translation

Notification of the Department of Business Development

Re: Rules, Procedures and Conditions for Sending Documents Relating to the Offer of Shares or Debentures to the Public by a Founder of a Public Limited Company and Public Limited Company to the Registrar

B.E. 2559 (2016)

By virtue of section 25 and section 145 of the Public Limited Companies Act B.E. 2535 (1992), the Director-General of the Department of Business Development hereby prescribes the following rules, procedures and conditions for sending documents relating to the offer of shares or debentures to the public by a founder of a public limited company and public limited company to the Registrar:

Article 1. The Notification of the Department of Commercial Registration Re: Rules, Procedures and Conditions for Sending Documents Relating to the Offer of Shares or Debentures to the Public by a Founder of a Public Limited Company and Public Limited Company to the Registrar No. 2 (B.E. 2543 (2000)), dated 28th June B.E. 2543 (2000), shall be repealed.

Article 2. When offering shares, debentures or convertible debentures to the public or any person, a founder of a public limited company or public limited company shall send a copy of the following documents relating to the offer of shares, debentures or convertible debentures to the public that have to be prepared and sent to the Office of the Securities and Exchange Commission under the law on securities and exchange to the Registrar within fifteen days as from sending such documents to the Office of the Securities and Exchange Commission:

(1) A founder of a public limited company offering newly issued shares to the public shall send a report of share offer form together with a draft prospectus in accordance with the form prescribed by the Securities and Exchange Commission.

(2) A public limited company offering newly issued shares to the public shall send a report of share, debenture or convertible debenture form, as the case may be, together with a draft prospectus in accordance with the form prescribed by the Securities and Exchange Commission.

Article 3. When sending documents under article 2 to the Registrar, a founder of a public limited company or public limited company shall comply with the following rules, conditions and procedures:

(1) A public limited company with a head office situated in the area of Bangkok Metropolis shall send the documents to the Public Limited Companies Registrar at the Office of Business Information Services, Department of Business Development.

In the case where the head office is situated in a provincial area, the documents shall be sent to the Public Limited Companies Registrar at the Provincial Commercial Office in the province where the head office of such public limited company is situated.

(2) When sending documents to the Registrar, the documents may be submitted to the Registrar or sent by registered post to the Registrar. The founder of a public limited company or public limited company must also prepare a cover letter for sending documents in accordance with the sample annexed to this Notification.

(3) In the case where documents have already been sent to the Registrar, and a founder of a public limited company or public limited company amends the content of documents submitted to the Office of the Securities and Exchange Commission or sends additional documentary evidence to the Office of the Securities and Exchange Commission, the founder of public limited company or public limited company shall give notice of the amendment or submission of documentary evidence to the Registrar within fifteen days as from the date of amendment or sending of documents and evidence to the Office of Securities and Exchange Commission, as the case may be.

(4) As regards documents under article 2 sent to the Registrar, the founder of public limited company or public limited company may prepare a duplicate or photocopy of the original document.

This Notification shall come into force as from 1st October B.E. 2559 (2016) onwards.

Given on the 28th September B.E. 2559 (2016)

Phongphan Jeanwiriyan

Director-General of the Department of Business Development

Sample Cover Letter Annexed to the Notification of the Department of Business
Development Relating to the Offer of Shares/Debentures to the Public to the
Registrar

(Company Letterhead)

No. (if any) _____

Date _____

Re: Submission of documents relating to the offer of newly issued shares/unsecured
debentures/convertible debentures to the public to the Registrar

Dear Public Limited Companies Registrar
Business Information Division Department of Business Development/
_____ Provincial Commercial Office

Founder of/_____ Public Limited Company wishes to send
documents relating to the offer of the following shares/unsecured debentures/convertible
debentures to the Registrar:

1. _____ amount _____ sheets
2. _____ amount _____ sheets
3. _____ amount _____ sheets

The abovementioned documents submitted to the Registrar are consistent
with the documents submitted to the Office of the SEC on _____.

Yours sincerely,

(Seal)

(_____)

Founder/Director

Note: 1. If a founder is the sender, any one of the founders shall sign this letter. If a
public limited company is the sender, the registered authorized director shall sign
the letter.

2. As for the letterhead, if a founder is the sender, the name of the public limited
company as registered in the memorandum of association together with the registration
number of the memorandum of association shall be printed instead.