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**Notification of the Capital Market Supervisory Board  
No. TorChor. 20/2551**

**Re: Rules on Entering into Material Transactions Deemed as  
Acquisition or Disposal of Assets**

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By virtue of Section 16/6, Section 89/1 and Section 89/29 of the Securities and Exchange Act B.E. 2535 (1992) as amended by the Securities and Exchange Act (No.4) B.E. 2551 (2008) which contain certain provisions in relation to the restriction of rights and liberties of persons which Section 29 in conjunction with Section 33, Section 34, Section 41, Section 43, Section 44 and Section 64 of the Constitution of the Kingdom of Thailand so permit by virtue of law, the Securities and Exchange Commission acting as the Capital Market Supervisory Board under Section 60 of the Securities and Exchange Act (No.4) B.E. 2551 (2008) hereby issues the following regulations:

**Clause 1.** In this Notification:

- (1) “Notification of the Board of Governors of the Stock Exchange of Thailand” means the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) dated 29 October 2004 and its amendments;
- (2) “Office” means the Office of the Securities and Exchange Commission.

**Clause 2.** The following definitions in the Notification of the Board of Governors of the Stock Exchange of Thailand shall mean as follows:

- (1) “Subsidiary” means subsidiary company under Section 89/1;
- (2) “Connected person” means connected person as specified by the Notification of the Capital Market Supervisory Board concerning rules on connected transactions;
- (3) “Property” or “Asset” means tangible or intangible property which is owned by a person or business, which has a value and may be disposed of, distributed or transferred.

**Clause 3.** In entering into the following transactions, the company shall comply with the rules on agreement to enter into transactions as specified by the Notification of the Board of Governors of the Stock Exchange of Thailand, *mutatis mutandis*.

- (1) acquisition or disposal of asset regardless of whether it is the asset of the company or the subsidiary;

(2) transfer or abdication of the right and interest or the claim over any person who causes damage to the company regardless of whether such right and interest or claim is related to the asset of the company or the subsidiary;

For the purpose of entering into transactions under the first paragraph;

(1) The term of “Office” shall replace the term of “Exchange” in Clause 11, Clause 12 and Clause 14 of the Notification of the Board of Governors of the Stock Exchange of Thailand;

(2) In case of transactions falling into Class 4 Transactions in Part 4 of Section 3 of the Notification of the Board of Governors of the Stock Exchange of Thailand, the Office shall have power to issue orders relating to the value of transactions;

(3) In case where a company or any of its subsidiaries disposes of all of its assets or substantially all of its assets used in the normal course of its business operation, resulting in the company or any of its subsidiaries having all or substantially all of its assets in the form of cash or short-term securities, and the company or any of its subsidiaries has ceased its normal business operation, the company shall proceed in compliance with the rules as specified in the provisions of Class 1 Transactions in Part 1 of Section 3 of the Notification of the Board of Governors of the Stock Exchange of Thailand;

(4) In case of seeking approval from the shareholders’ meeting under Clause 30, Clause 31 and Clause 33 of the Notification of the Board of Governors of the Stock Exchange of Thailand, the company shall

(a) submit information or document and evidence to the Office;

(b) comply with the Office’s orders concerning adequacy of information or any other relevant orders.

**Clause 4.** This Notification shall come into force as from 31 August 2008.

Notified this 31<sup>st</sup> August 2008.

(Mr. Vijit Supinit)

Chairman of the Securities and Exchange Commission