

(UNOFFICIAL TRANSLATION)

Readers should be aware that only the original Thai text has legal force and that this English translation is strictly for reference. The SEC Thailand cannot undertake any responsibility for its accuracy nor be held liable for any loss or damages arising from or related to its use.

Notification of the Capital Market Supervisory Board

No. TorChor. 29/2555

Re: Offer for Sale of Newly Issued Securities to Directors or Employees

(No. 2)

By virtue of Section 16/6 of the Securities and Exchange Act B.E. 2535 (1992) as amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008) and Section 35 and Section 41(3) of the Securities and Exchange Act B.E. 2535 (1992) which contain certain provisions in relation to restriction of rights and liberties of person, 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 Capital Market Supervisory Board hereby issues the following regulations:

Clause 1. Provision in (5) of Clause 2 of the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 Re: Offer for Sale of Newly Issued Securities to Directors or Employees dated 15 December 2008 shall be repealed and replaced by the following provision:

“(5) “employee” means person agrees to work for issuing company or subsidiary under an employment agreement and receives salary, wage or any other form of consideration. If the context does not indicate otherwise, the term shall include life-insurance agent [of the said company];”

Clause 2. The following provisions shall be added as (5/1) and (5/2) in Clause 2 of the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 Re: Offer for Sale of Newly Issued Securities to Directors or Employees dated 15 December 2008:

“(5/1) “life-insurance agent” means life-insurance agent under law on life insurance of foreign company or subsidiary which is life-insurance company;

(5/2) “life-insurance company” means life-insurance company under law on life insurance;”

Clause 3. Provision in Clause 4 of the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 Re: Offer for Sale of Newly Issued Securities to Directors or Employees dated 15 December 2008 shall be repealed and replaced by the following provision:

“Clause 4 Offer for sale of newly issued securities by company under Clause 3 to directors or employees shall be deemed to have been approved by the SEC Office and company shall comply with post-approval conditions in Chapter 2.”

Clause 4. The following provisions shall be added as Clause 4/1, Clause 4/2 and Clause 4/3 in Chapter 1 Approval of the Notification of the Capital Market Supervisory Board TorChor. 32/2551 Re: Offer for sale of Newly Issued Securities to Directors or Employees dated 15 December 2008:

“Clause 4/1 In case where company under Clause 3 intends to offer for sale of newly issued securities to life-insurance agent, it shall be deemed to have been approved by the SEC Office when the following additional requirements have also been complied:

(1) shareholders’ meeting expressly approved newly issued securities offering plan for life-insurance company;

(2) newly issued securities offering plan under (1) shall have objective to give reward or incentive to life-insurance agent who creates revenue or makes contribution to company, providing that shareholders’ meeting resolution shall clearly specify that securities shall be allocated only to life-insurance agent with the following characteristics:

(a) performing function [of life-insurance agent] only for company or subsidiary (exclusive agent); and

(b) having revenue from or making contribution to company or subsidiary continuously which shall be primarily considered from number of policies or amount of insurance premium (active agent);

Clause 4/2 In case of offer for sale of newly issued convertibles by company under Clause 3(4), it shall be deemed to have been approved by the SEC Office when the following additional requirements have also been complied:

(1) company has registered convertibles’ transfer restriction with the SEC Office stating that company shall not register any transfer of convertibles if such transfer shall cause convertibles to be offered unable to restrict securities holders within the group of company’s directors and employees except it has been agreed otherwise in case of deceased directors or employees. It shall be deemed that the SEC Office accepts registration of transfer on the date of receiving a letter expressing intention to register such transfer restriction;

(2) in case of offer for sale of convertibles to life-insurance agent, other than undertaking under (1), company shall prescribe condition for exercising right to purchase underlying shares by requiring that exercising person is a life-insurance agent qualified under this Notification except it has been agreed otherwise in case of deceased life-insurance agent.

In case of offer for sale of newly issued convertibles, company under Clause 3 shall be deemed to have been approved to offer for sale of underlying shares of such convertibles.

In case of offer for sale of newly issued convertible debentures having debenture holder representative, approved company shall be deemed to have been approved by the SEC Office for appointment of person selected as debenture holder representative.

Clause 4/3 In case where any of the following suspicious grounds is apparent to the SEC Office, the SEC Office may order to cease effectiveness of approval under Clause 4, Clause 4/1 and Clause 4/2 or suspend offer for sale of newly issued securities:

(1) company to issue or offer for sale of securities is incompetent or not appropriate in connection with compliance with post-approval conditions or will not be able to comply with this Notification;

(2) offer for sale of securities is likely to cause damage to investors or obstruct fair treatment to investors or is likely that investors may not obtain sufficient information to make informed investment decision.”

Clause 5. The following provision shall be added as Clause 4/4 in Chapter 2 Post-Approval Conditions of the Notification of the Capital Market Supervisory Board TorChor. 32/2551 Re: Offer for sale of Newly Issued Securities to Directors or Employees dated 15 December 2008:

“Clause 4/4 Except it is prescribed otherwise, compliance with the conditions under this Chapter shall be prescribed as follows:

(1) for securities to be offered or allocated to director, if also offered or allocated to such director in the capacity of employee, it shall be deemed as offer or allocation to director which shall comply with Clause 8, Clause 10, Clause 11, Clause 12, Clause 13 and Clause 14;

(2) for securities to be offered or allocated to employee, if also offered or allocated to such employee in the capacity of life-insurance agent, it shall be combined with offer or allocation to such employee for the purpose of complying with Clause 8, Clause 10, Clause 11, Clause 12, Clause 13 and Clause 14;

(3) for disclosure of information in notice of shareholders’ meeting under Clause 8(2)(c) and (3), Clause 12(1), Clause 13(2) and Clause 14 and shareholders’ meeting resolution under Clause 5(2), Clause 12(3), Clause 13 and Clause 14, if director or employee to whom company will offer or allocate securities serves in many different capacities, information relevant to each capacity shall be clearly stated.”

Clause 6. Provision in (b) of (3) in Clause 16 of the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 Re: Offer for sale of Newly Issued Securities to Directors or Employees dated 15 December 2008 shall be repealed and replaced by the following provision:

“(b) In case where there is any person making request for registration of convertibles’ transfer, company shall examine the validity of such transfer. If it is found that the record of such transfer would contravene the restriction registered with the SEC

Office, it shall not process such transfer request, except where it has been agreed otherwise in case of deceased director or employee. If company appoints a registrar, it shall take step to ensure that the registrar obliges to comply with such conditions.

Clause 7. This Notification shall come into force as from 1 July 2012.

Notified this 20th day of June 2012.

-signature-

(Vorapol Socratyanurak)
Secretary-General
Office of the Securities and Exchange Commission
Chairman
Capital Market Supervisory Board