

## **REGULATIONS OF THE STOCK EXCHANGE OF THAILAND**

### **Re : Rules, Conditions and Procedures Governing Listing of Securities in the Category of Transferable Subscription Rights (No.1), 1999**

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Where as it is deemed appropriate to prescribe rules, conditions and procedures governing listing of securities in the category of transferable subscription rights of holders to trade on the Exchange to encourage liquidity for shareholders and to assist listed companies to proceed with fund raising as needed.

By virtue of the second paragraph (1) of Section 170 of the Securities and Exchange Act B.E. 2535, the Board of Governors of the Stock Exchange of Thailand, with the approval of the Securities and Exchange Commission, hereby issues the following regulations:

**1.** In these regulations:

“Exchange” means the Stock Exchange of Thailand

“Office” means the office of the Securities and Exchange Commission.

“transferable subscription rights” means the instrument a listed company issues to all holders of shares according to the amount of shares held by each shareholder, in order to give such holders or other persons who are transferees of such instrument to use such as evidence for the exercise of rights to purchase increased shares of the listed company, whereby such right shall be in accordance with the amount of shares held by each shareholder.

“listed securities” means securities which have been approved for listing on the Exchange.

“listed company” means a company with ordinary shares listed on the Exchange.

**2.** The transferable subscription rights which an application may be filed by a listed company with the Exchange for approval as listed securities shall have the following qualifications:

(1) Being transferable subscription rights issued by a listed company and such listed company shall not be subject to the followings:

(a) to be informed by the Exchange of the event of delisting of its ordinary shares and in the process of resolving such event.

(b) to be in the process of business reorganization under the bankruptcy law; or

(c) to be in the period during which its listed securities are suspended from sale or purchase due to causes which seriously affects the rights and privileges of shareholders.

(2) Having the ratio of the exercise of rights under the transferable subscription right of one unit per ordinary share or preferred share.

(3) Having a trading period in the Exchange of not less than 7 business days.

3. Upon consideration, if the Exchange finds that the transferable subscription rights have the complete qualifications and the registration statement for the offer for sale and the draft prospectus which have been filed by the listed company are in effect, the manager of the Exchange or a person acting on its behalf or a person authorized by the manager of the Exchange shall order the acceptance of the transferable subscription rights as listed securities whereby any conditions in connection therewith may be prescribed.

The trading of the transferable subscription rights shall commence within 7 days of the date on which the transferable subscription rights are approved as listed securities.

4. Fees for the approval of transferable subscription rights as listed securities and the fee for increase of capital to support the exercise of rights under the transferable subscription rights shall be in accordance with the rates prescribed by the Exchange.

These Regulations shall come into force on the 31<sup>st</sup> day of March 1999.

Notified on this 19<sup>th</sup> day of March 1999.

(Signed) Amaret Sila-on

(Mr. Amaret Sila-on)  
Chairman of the Board  
The Stock Exchange of Thailand

**Documents Supporting the Application Filed for Approval of Transferable Subscription Rights of Existing Holders as Listed Securities.**

1. Minutes of shareholders meetings approving the right to purchase increased shares of existing shareholders which are transferable to be listed on the Exchange.
2. Five sets of the registration statement for sale of securities and a brief prospectus (Form 69-3).

NOTE: The above supporting documents must be certified as true and correct by an authorized director of the company or other authorized persons.