NOTIFICATION OF THE BOARD OF GOVERNORS
OF THE STOCK EXCHANGE OF THAILAND

Re: Rules, Conditions and Procedures Governing the Disclosure
of Information in respect of Capital Increase of Listed Companies

By virtue of Clause 9 of the Regulations of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing Disclosure of Information and any Actions of Listed Companies dated September 15, 1995, the Board of Governors of the Stock Exchange of Thailand hereby issues the following requirements:


2. In this Notification:

“Exchange” means the Stock Exchange of Thailand.

“listed company” means a listed company under the Regulations of the Exchange governing rules, conditions and procedures on listing and delisting of securities.

“parent Company” means a company that directly or indirectly holds shares in a listed company in an amount exceeding 50 percent of the paid-up capital of the listed company.

“subsidiary” means a company the shares of which are directly or indirectly held by a listed company in an amount exceeding 50 percent of its paid-up capital.

“affiliated company” means a parent company, a subsidiary and, mutatis mutandis, an affiliated company of a subsidiary.

“associated company” means a company the shares of which are directly or indirectly held by a listed company in an amount exceeding 20 percent but not exceeding 50 percent of its paid-up capital.

“shares” means ordinary shares or preferred shares.

“listed securities” means the securities listed on the Exchange.

“member” means a securities company which is a member of the Exchange.

3. When the board of directors of a listed company passes a resolution approving a capital increase or allotment of new shares issued for a capital increase, the listed company shall prepare and file with the Exchange a report on the capital increase in accordance with the capital increase report form annexed hereto through the Exchange’s ELCID (Electronic Company Information Disclosure) or any other system as specified by the Exchange under the Notification of the Exchange governing rules, conditions and procedures relating to the submission of information of listed companies by the date on which the board of directors of
the listed company passes such resolution. The listed company shall also file with the Exchange the original of such report by the business day following the date of submission of such report.

In the case where it is impossible to comply with the first paragraph due to force **majeure**, the listed company shall file such report with the Exchange at least 1 hour before the commencement of the first trading session of the Exchange on the following business day.

4. Subject to Clause 3, when the board of directors of a listed company passes a resolution approving the allotment of new shares issued for a capital increase, the listed company shall also proceed in accordance with Clause 5 or Clause 6, as the case may be.

5. In case of allotment of new shares to existing shareholders, the listed company shall prepare and send to all existing shareholders the notice of allotment of new shares, which contains at least the particulars contained in the annex hereto. The copy of such notice shall be filed with the Exchange.

In sending the notice under the first paragraph informing the existing shareholders and the Exchange of the allotment of new shares, the listed company shall do so not later than 5 business days prior to the commencement date of the period of subscription and payment for the new shares. The period of subscription and payment for the new shares shall not be less than 5 business days.

A listed company shall also prepare and send the notice of entitlement to subscribe for new shares together with the notice of allotment of new shares under the second paragraph.

In the case where the listed company has foreign shareholders, the listed company shall also send to such shareholders the notice of allotment of new shares and the notice of entitlement to subscribe for new shares. Both notices shall be in English.

*5/1. In case of allotment of warrants on ordinary shares or preferred shares or debentures for offering to existing shareholders according to shareholding ratio, the listed company shall prepare and send to all existing shareholders the notice of allotment of such warrant which contains at least the particulars contained in the annex hereto. The copy of such notice shall be filed with the Exchange. In case where the warrant must be paid for, the listed company shall send such notice prior to the commencement date of the period of subscription and payment for such warrant.

A listed company shall also prepare and send the notice of entitlement to subscribe or receive for warrants on ordinary shares or preferred shares or debentures together with the notice of allotment of such warrant under the first paragraph.

In the case where the listed company has foreign shareholders, the listed company shall also send to such shareholders the notice of allotment of warrants on ordinary shares or preferred shares or debentures and the notice of entitlement to subscribe or receive for such warrant. Both notices shall be in English.

(*Added February 25, 2009.*)

6. When a listed company allots new shares by offering them to any persons or by means of public offering for which an application for approval of the offering is required to be filed by the listed company with the Office of the Securities and Exchange Commission, the listed company shall file with the Exchange in 5 copies of the prospectus and send them to all members through the securities registrar of the listed company.
In sending the prospectus under the first paragraph, the listed company shall do so not later than 3 business days prior to the commencement date of the period of subscription and payment for the new shares.

In allotting new shares by means of public offering under the first paragraph, the listed company shall comply with the provisions of the relevant laws.

7. The listed company shall file with the Exchange a report on the results of the sale of shares in accordance with the form of report on the results of the sale of shares annexed hereto within 14 days from the closing date of the subscription and payment period.

In filing the report on the results of the sale of shares under the first paragraph, the listed company shall do so through the Exchange’s ELCID (Electronic Company Information Disclosure) or any other system as specified by the Exchange under the Notification of the Exchange governing rules, conditions and procedures relating to the submission of information of listed companies.

8. A listed company shall prepare and file a report on the utilization of the increased capital in its various projects every 6 months according to the calendar year within 30 days from the end of June or December, as the case may be, until the whole amount of the increased capital has been utilized. The progress of each project and the utilization of the increased capital shall be separately specified in relation to each project, as specified in the form of report on the capital increase, in comparison with the specified plans.

If the operations under the projects of the listed company referred to in the first paragraph, due to any reason, do not accord with the specified plans, the listed company shall report to the Exchange the facts, causes and effects to the listed company immediately when such event occurs. In this regard, the Exchange may instruct the listed company to submit additional reports or documents for disclosure to the general public.

In filing any reports under the first paragraph or the second paragraph, the listed company shall do so through the Exchange’s ELCID (Electronic Company Information Disclosure) or any other system as specified by the Exchange under the Notification of the Exchange governing rules, conditions and procedures relating to the submission of information of listed companies.

This Notification shall come into force on the 1st day of January 1996.

Notified on this 1st day of December 1995.

(Signed) Kovit Poshyananda

(Mr. Kovit Poshyananda)
Chairman of the Board
The Stock Exchange of Thailand
Particulars in the Written Notice of the Allotment of New Shares

There shall be at least the following information:

**Part 1** Information regarding the allotment of new shares, which shall include:

1. name and location of the listed company;
2. date and serial number of the meeting of the board of directors of the listed company which passes the resolution approving the allotment of new shares;
3. details of the allotment of new shares which shall include categories of shares, existing paid-up capital and additional capital to be paid-up, method of allotment, the number of shares allotted, ratio and price;
4. period for the closure of the share register to suspend the share transfer or the date of determination of the names of shareholders entitled to subscribe for the new shares;
5. period for subscription and payment for the new shares;
6. objectives of the capital increase and plans for utilization of money received from the capital increase in detail as set forth in the report on the capital increase;
7. benefits which the listed company will receive from the allotment of new shares;
8. dividend policy and right for the new shares to receive dividends; and
9. other details necessary in support of the decision making on investment in the shares of the listed company.

**Part 2** Preliminary information of the listed company which shall include:

1. summary of the type of business and nature of main operation of the listed company and/or its subsidiaries at present in brief, stating characteristics of main products or services, environment of industry and competition, production, marketing and distribution as well as assets of the company and its substantial subsidiaries;
2. structure of shareholders’ equity and history of capital increase during the past three years;
3. information regarding management and the 10 largest major shareholders;
4. information regarding affiliated companies, subsidiaries and associated companies (if any), stating type of business and nature of operations, paid-up capital, proportion of shareholdings, value of investment and other kinds of relationship (if any); and
5. history of dividend payment for the past three years.

**Part 3** Comparative financial information for the past three years of the listed company and consolidated financial statements (if any).
**Particulars in the Written Notice of the Allotment of warrants on ordinary shares or preferred shares or debentures**

There shall be at least the following information:

1. Information of warrants on ordinary shares or preferred shares or debentures, which shall include:
   - name of warrant (if any);
   - number of warrant;
   - number of shares issued for the exercise of rights under the warrant;
   - term of warrant;
   - offering price;
   - exercise price;
   - period of exercise of rights;
   - last exercise date;
   - period for the closure of the share register to suspend the share transfer or the date of determination of the names of shareholders entitled to subscribe or receive for warrant;
   - period for subscription and payment for the warrant;
   - other details necessary in support of the decision making on investment in the warrant.

2. Prospectus of warrants on ordinary shares or preferred shares or debentures.

(*Added February 25, 2009.*)
(F53-4)

Capital Increase Report Form

Name of Company ________________________
Date ________________________

We ________________ Company Limited hereby report of the resolution of the board of directors no., held on _____ from ___ to ___ in respect of a capital increase/share allotment as follows:

1. **Capital increase:**

   The meeting of the board of directors passed a resolution approving the increase of a registered capital of the Company from ________ million Baht to ________ million Baht by means of the issuance of ________ ordinary/preferred shares with a par value of ______ Baht each, totalling ________ million Baht.

2. **Allotment of new shares:**

   2.1 The meeting of the board of directors passed a resolution approving the allotment of ______ ordinary/preferred shares with par value of ______ Baht each, totaling ________ million Baht, the details of which are as follows:

<table>
<thead>
<tr>
<th>Allotted to</th>
<th>Number (shares)</th>
<th>Ratio (old:new)</th>
<th>Sale price per share (Baht)</th>
<th>Subscription and payment period</th>
<th>Note</th>
</tr>
</thead>
<tbody>
<tr>
<td>Existing shareholders</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>General public</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other persons (specify)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>For supporting the conversion</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(specify)</td>
<td></td>
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<td></td>
</tr>
<tr>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

   - Where the shares are allotted to existing shareholders, specify the date on which shareholders register is closed for the subscription for new shares.
Where the shares are allotted to any person, give particulars of such person, his relationship with the listed company and basis for the determination of share price. If such person is a juristic person, mention the type of its business, manner of its business operation, major shareholders, directors and management of such juristic person.

Where the shares are allotted to support the conversion or exercise of subscription rights under instruments, such as convertible debentures, share-purchase warrants etc., give particulars of such instruments with respect to their characteristics, amount or value, conditions and material contents (if any).

2.2 The Company's plan in case where there is a fraction of shares remaining

2.3 The number of shares remaining from the allotment is _____ shares with par value of _____ Baht each, totaling _______ million Baht.

3. Schedule for shareholders meeting to approve the capital increase/allotment

The ordinary/extraordinary meeting of shareholders no.___________ is scheduled to be held on ___ at (time)___ at (place)_________________________. The share register will be closed for share transfer in order to determine the right to attend this meeting from ___ at 12.00 o'clock, until the meeting has been duly convened.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)____________________________

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

Specify the details relating to the projects and amount of money expected to be utilized in each project, period expected for completion or expected for yielding income or employment.

In the case of property acquisition, specify the type, working condition, value and basis for the valuation, appraised value made by independent appraiser (if any) and encumbrance to such property.

In case where the proceeds will be used for debts repayment, disclose the details of the transactions from which such debts arose and such capital increase shall be deemed to be made for the use in the operations of such projects.
6. Benefits which the Company will receive from the capital increase/share allotment:

_____________________________________________________________________

7. Benefits which the shareholders will receive from the capital increase/share allotment:

7.1 Dividend policy

_____________________________________________________________________

7.2 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from ___

_____________________________________________________________________

7.3 Others

_____________________________________________________________________

8. Other details necessary for shareholders to approve the capital increase/share allotment:

_____________________________________________________________________

_____________________________________________________________________

9. Schedule of action where the board of directors of the Company passes a resolution approving the capital increase or allotment of new shares:

See attachment.

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed__________________ authorized director

Position __________________

Signed__________________ authorized director

Position __________________

(To be signed by the authorized directors who are authorized to sign on behalf of the Company with the Company's seal affixed)
Form of Report to the Exchange of the Results of the Sale of Shares

Name of Company ________________
Date ________________

1. Information relating to the share offering

Category of shares offered ______________________
Number of shares offered ______________________
Offered to ______________________
Price per share ______________________
Subscription and payment period ______________________

2. Results of the sale of shares:

[ ] totally sold out
[ ] partly sold out, with __________ shares remaining.

The company will deal with the remaining shares as follows:

3. Details of the sale

<table>
<thead>
<tr>
<th>Thai investors</th>
<th>Foreign investors</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Juristic persons</td>
<td>Natural persons</td>
<td>Juristic persons</td>
</tr>
<tr>
<td>Number of persons</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Number of shares subscribed</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Percentage of total shares offered for sale</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

4. Amount of money received from the sale of shares

Total amount 
Less expenses (specify) 

Net amount received

The Company hereby certifies that the information contained in this report is true and complete in all respects.

(To be signed by the authorized directors who are authorized to sign on behalf of the Company with the Company's seal affixed)

Signed __________________ authorized director
(____________________)
Position __________________

Signed __________________ authorized director
(____________________)
Position __________________