

## **Notification of the Board of Directors of the Thai Bond Market Association**

### **Re: Registration of Debt Instrument Information**

By virtue of Clause 20 (2) of the Articles of Association of the Thai Bond Market Association dated September 21, 2005, the Board of Directors of the Thai Bond Market Association hereby issues the regulations as follows:

Clause 1. This Notification shall come into force from March 3, 2008 onwards.

Clause 2. The Notification of the Board of Directors of the Thai Bond Market Association Re: Registration of Debt Instrument Information dated December 23, 2005 shall be repealed.

Clause 3. In this Notification:

“Registration” means registration of debt instrument information with the Thai Bond Market Association;

“Revocation” means revocation of registration;

“Debt Instrument” means treasury bill, bond, debenture, convertible debenture, short-term debt instrument, structured note, securitized debenture, certificate of deposit, certificate representing the right to purchase debenture, or any other instruments having similar characteristics as approved by the Board;

“Convertible Debenture” means debenture which can be converted into common share;

“Short-Term Debt Instrument” means short-term debenture, bill of exchange, promissory note, and other instruments having similar characteristics as approved by the Board of Directors provided that the term of such instrument shall not exceed 270 days;

“Short-Term Debenture” means short-term debenture under the relevant Notification of the Securities and Exchange Commission;

“Debenture Issued under Securitization” means debenture issued under the securitization project as approved by the Office of the Securities and Exchange Commission;

“Structured Note” means structured note issued under the relevant Notification of the Securities and Exchange Commission;

“Certificate of Deposit” means certificate of deposit under the laws governing commercial banking;

“State Agency” means central administration, provincial administration, local administration, the Crown Property Bureau, the Bank of Thailand, the Financial Institutions Development Fund, and other entities as stipulated by the Board;

"State Enterprise" means government entity under the laws governing the establishment of government entity, state undertaking established by law, or state-owned business entity, which is not a limited company or public limited company.

Clause 4. The Association shall register the debt instrument of government agencies and state enterprises without applying the provisions in this Notification.

## **Part 1**

### **Qualifications of Registered Debt Instrument**

Clause 5. A debt instrument that may apply for registration with the Association shall possess the following qualifications:

- (1) Being the debt instrument permitted to be issued and offered by the competent authority supervising the issuance and offering of such debt instrument, only when it is required to register with the Association as prescribed by the law;
- (2) Being the debt instrument other than (1) only when the issuer wishes to register the debt instrument with the Association;
- (3) Having the qualifications according to the standard regulations on registration work as stipulated by the Association and such requirements shall conform to and not contradict the laws governing such debt instrument.

## **Part 2**

### **Applicant and Procedure for Submitting Application**

Clause 6. The applicant shall be an issuer of debt instrument or a person authorized by such issuer.

Clause 7. The applicant shall prepare a letter of intent to the President of the Association for registration of the debt instrument with the Association and submit such letter along with supporting documents or evidence as stipulated by the Association as follows:

- (1) Form notifying detailed information of the debt instrument which is completely filled out as specified by the Association;
- (2) Letter or any other evidence and documents indicating that the applicant has complied with the regulations and conditions under the laws pertaining to the issuance and offering of such debt instrument.
- (3) Prospectus or information memorandum for offering of debt instrument, at least 2 sets in paper form and one set in electronic form (if any).
- (4) Company affidavit and power of attorney of the issuer (in the case where the authorized person assigns other person to sign on behalf of the issuer).

(5) Certification of credit rating (if any).

The Board may determine additional regulations or grant a waiver thereof under this Clause as it deems appropriate.

Clause 8. Upon receipt of the letter of intent along with evidence and documents under Clause 7, the Association shall consider the qualifications of such debt instrument. In this connection, the Association may request the applicant to make clarification or submit any additional documents or evidence as deemed appropriate within the specified time frame.

If the Association, after due consideration, is of the opinion that the debt instrument applying for registration possesses all of the qualifications according to the regulations stipulated in this Notification, and the registration fee has been paid under Clause 9, the Association shall register such debt instrument within fourteen days from the date on which the documents are received completely and the registration fee is fully paid, and disclose the information of such registered debt instrument to all members.

Clause 9. The applicant shall pay fee for registration of debt instrument information as stipulated in the articles of association of the Association.

### **Part 3**

#### **Duties of Issuer**

Clause 10. The issuer may authorize any person to perform similar duties as the issuer under this Notification. However, the issuer has the responsibility to supervise the authorized person to ensure compliance with the regulations and notifications of the Association in the same manner as the issuer.

Clause 11. The issuer shall completely file the information as stipulated in the form as well as other information specified in Clause 7 in support of the Association's consideration for registration of the debt instrument.

Clause 12. The issuer shall notify the Association of any amended information about the debt instrument upon occurrence of any events within the specified time frame as follows:

(1) All types of debt instrument:

(1.1) there is an amendment to the terms and conditions of the bond as well as the material information of the debt instrument;

(1.2) there is a change in the outstanding value of the debt instrument;

(1.3) there is an incident that may have an impact on status of the issuer which may consequently affect the material interests of the holders of the debt instrument;

(1.4) there is a change in the credit rating of the debt instrument and/or the issuer;

(1.5) there is an incident that may have an impact on the credit rating of the debt instrument and/or the issuer;

(1.6) Closure of register book to suspend transfer of ownership for making principal and interest payment;

(1.7) Closure of register book for the early redemption right of the debt instrument holders or the issuer;

(1.8) Closure of register book to suspend transfer of ownership for the meeting of the debt instrument holders

(2) Floating rate note (FRN):

(2.1) there is a change in the reference rate which impacts the calculation of price and yield of the FRN to reflect the most realistic current situation;

(2.2) there is new interest rate for each period

- For reference rate that is deposit and lending rate

- For reference rate that changes daily

The information shall be submitted to the Association no later than 5.00 p.m. of the date on which the interest rate is determined.

(3) Debt instrument with special feature such as the debt instrument issued under securitization:

In addition to the notification requirements under Clause 12 (1), the issuer shall notify the Association of the information relating to such type of debt instrument and/or the information that has an impact on the price change of such debt instrument as well.

Clause 13. The issuer shall submit the financial statements and key financial ratios of the issuer, which has been audited and obtained audit opinion from an auditor, to the Association as follows:

(1) In the case where the issuer is not a listed company, such financial statements and key financial ratios for each one-year accounting period shall be submitted to the Association within 5 months from the end of such accounting period.

(2) In the case where the issuer is a listed company:

(2.1) The financial statements and key financial ratios for each one-year accounting period shall be submitted to the Association within 3 months from the end of such accounting period.

(2.2) The financial statements and key financial ratios for each 3-month accounting period shall be submitted to the Association within 45 days from the end of such accounting period.

Clause 14. The issuer shall submit the annual report of the issuer (if any) to the Association within 4 months from the end of the accounting period.

#### **Part 4**

#### **Revocation of Registration and Punishment**

Clause 15. The Association shall revoke the registration of the registered debt instrument upon occurrence of any of the following events:

- (1) The registered debt instrument matures;
- (2) There is an incident under the condition stipulated by the issuer;
- (3) The issuer violates the conditions specified in the prospectus and is forced to redeem such debt instrument.
- (4) The issuer neglects to comply with the rules, regulations, notifications, and duties of the issuer as stipulated by the Association.

Clause 16. Upon occurrence of the event under Clause 15(4) and the Association has notify the issuer to act in compliance in writing, if the issuer still ignores, the Association shall consider to take action according to the following order:

- (1) Publicize the list of all debt instrument of such issuer that fail to notify the Association of the information within the specific time frame in order for the investors to take caution in trading the debt instruments of such issuer;
- (2) Suspend the mark-to-market service until the complete and accurate information is received or as deemed appropriate by the Association;
- (3) Revoke the registration of the debt instrument.

Clause 17. The punishment under Clause 16 (3) shall be subject to the resolution of the Board of Directors of the Association.

Clause 18. The Association shall publicize to members the revocation of registration under Clause 15 and the punishment under Clause 16.

Issued on February 5, 2008

(Mr. Pakorn Malakul Na Ayudhya)

Chairman of the Board of Directors

The Thai Bond Market Association