

## Amendments to Regulations for Public Offerings of Newly Issued Shares: Revisiting requirement for Shares Offered Below IPO Price to Be Deposited with the Securities Depository and Aligning Regulations for Foreign Companies' Offerings Below IPO/PO Price with Thai Company Regulations.

The current regulations concerning public offerings of initial public offering (“IPO”), any shares offered at a price lower than the IPO price within 6 months prior to filing the application must be deposited ("locked up") with the Thailand Securities Depository (“TSD”). This lock-up is similar to the "silent period" for individuals prohibited from selling their own securities, as required by the Stock Exchange’s regulations concerning the listing of common or preferred shares, unless the acquisition of such shares at a lower price resulted from a transaction that occurred at least 12 months before the share acquisition. This measure is intended to prevent trading that exploits general investors by those who acquired shares below the IPO price.

However, in practice, these regulations can pose an obstacle for private sector companies that wish to offer shares to directors or employees (“ESOP”) prior to an IPO as a form of compensation and incentive for performance. Additionally, there may be a necessity to raise funds from existing shareholders on a pro-rata basis (“RO”) if urgent business needs require additional funding during that period. If the ESOP and RO offer prices are below the IPO price, these shares would be subject to the lock-up requirement under the current rules.

For the reasons stated above, the SEC considers amending the regulations concerning the lock-up of shares offered at a price lower than the IPO price within six months prior to filing the application. This amendment will add exceptions for ESOP and RO cases. Furthermore, this amendment will mandate the disclosure of information regarding the lock-up of shares in the registration statement and draft prospectus (filing form) to provide information to investors.

In addition, the current regulations governing the offering of shares at prices below IPO and PO for Foreign companies remain inconsistent with the regulations for Thai companies, particularly with respect to the lock-up requirements and the restricted period for offering shares at prices lower than the IPO/PO price to specified persons. Therefore, the SEC considers aligning these regulations to ensure consistent and standardized supervision.

For further details about this public hearing, please visit [www.sec.or.th/hearing](http://www.sec.or.th/hearing). Stakeholders and interested parties are welcome to submit comments through the website, or email: [fundraisingpolicy@sec.or.th](mailto:fundraisingpolicy@sec.or.th) The public hearing process will end on 24 July 2025.