

UNOFFICIAL TRANSLATION

Codified up to No. 6

As of 24 April 2017

Readers should be aware that only the original Thai text has legal force and that this English translation is strictly for reference.

Notification of the Securities and Exchange Commission
No. Kor Dor. 17/2539
Re: Rules, Conditions and Procedure for Applying for License and
Granting of License to Provide Services as Securities Registrar

By virtue of Section 14 and Section 222 in conjunction with Section 206 and Section 207 of the *Securities and Exchange Act B.E. 2535 (1992)*, the Securities and Exchange Commission hereby issues the following regulations:

Clause 1 *The Notification of the Securities and Exchange Commission Re: Rules, Conditions and Procedure for Applying for License and Granting of License to Provide Services as Securities Registrar* dated 15 September 1992 shall be repealed.

Clause In this Notification:

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

Clause 2/1⁵ This Notification shall not apply to the application for a license and the granting of a license to provide services as a securities registrar, which is subject to other specific rules governing such matter as prescribed by other Notifications.

Clause 3³ Any person wishing to apply for a license to provide services as securities registrar shall submit an application for such license to the Securities and Exchange Commission through the **Office**.

The applicant under Paragraph 1 shall have the following characteristics:

- (1) being a limited company, public company limited, commercial bank, securities trading center, or juristic person established under a specific law;
- (2) being able to show that a work unit responsible for providing services as securities registrar will be established separately from other work units;
- (3) being able to show that an efficient and ready work system for providing services as securities registrar will be put in place, considering the preparation, data processing and storage, and reporting of service provision;

⁵ Amended by the *Notification of the Securities and Exchange Commission No. Kor Thor. 18/2560 Re: Rules, Conditions and Procedure for Applying for License and Granting of License to Provide Services as Securities Registrar (No. 6)* dated 24 April 2017 (effective on 16 May 2017).

³ Amended by the *Notification of the Securities and Exchange Commission No. Kor Thor. 32/2546 Re: Rules, Conditions and Procedure for Applying for License and Granting of License to Provide Services as Securities Registrar (No. 4)* dated 27 October 2003 (effective on 1 November 2003).

(4) being able to show that an internal control system capable of preventing wrongful acts that may cause damage to securities issuers or securities holders will be put in place.

Clause 4 The application for a license under Clause 3 shall be submitted together with the following evidentiary documentation:

(1)³ details of the work system for preparing, processing, storing and reporting provision of services as securities registrar, including the internal control system capable of preventing wrongful acts;

(2) list of securities for which the applicant has provided services as registrar (if any);

(3)⁴ other evidentiary documentation as specified in the Licensing Manual for the Public.

Clause 5 The application for a license under Clause 3 shall contain at least the following particulars:

(1) the submission date;

(2) name and location of the applicant;

(3) name, work experiences and qualifications of the person whom the applicant will appoint as the authorized person of securities registrar;

(4) rights, duties and responsibilities between the securities registrar and the securities issuer;

(5) positions, number, power and duties of the employees who will work at the unit responsible for providing services as securities registrar;

(6) diagram of the organizational structure of the work unit which will be responsible for providing services as securities registrar;

(7) rates of fees and methods of fee collection or any other compensation to be collected from the securities issuer.

Clause 5/1⁴ In the case where the *Office* has considered that the applicant for a license under Clause 3 has the accurate and complete qualifications as specified, the *Office* shall propose the case for the Securities and Exchange Commission to consider granting the license, in which case the Securities and Exchange Commission shall complete the consideration process within one hundred and twenty days as from the date of receiving the application together with the accurate and complete evidentiary documentation according to the Licensing Manual for the Public.

³ Amended by the *Notification of the Securities and Exchange Commission No. Kor Thor. 32/2546 Re: Rules, Conditions and Procedure for Applying for License and Granting of License to Provide Services as Securities Registrar (No. 4)* dated 27 October 2003 (effective on 1 November 2003).

⁴ Amended by the *Notification of the Securities and Exchange Commission No. Kor Thor. 9/2558 Re: Rules, Conditions and Procedure for Applying for License and Granting of License to Provide Services as Securities Registrar (No. 5)* dated 6 August 2015 (effective on 1 September 2015).

⁴ Amended by the *Notification of the Securities and Exchange Commission No. Kor Thor. 9/2558 Re: Rules, Conditions and Procedure for Applying for License and Granting of License to Provide Services as Securities Registrar (No. 5)* dated 6 August 2015 (effective on 1 September 2015).

Clause 6³ In the case where any securities registrar fails to maintain the qualifications as shown in the application for a license under Clause 3(2) (3) and (4), the *Office* shall have the power to order such securities registrar to rectify such matter within a period as specified by the *Office*.

Clause 7 In the case where any securities registrar:

(1) does not comply with the order of the *Office* or fails to do so under Clause 6;
 (2) does not pay for the fee or additional fees as specified under Clause 9;
 (3) violates or fails to comply with the rules, conditions and procedure for providing services as securities registrar as specified by the Securities and Exchange Commission by virtue of Section 223 of the *Securities and Exchange Act B.E. 2535 (1992)*, which demonstrates the lack of responsibilities for providing services as securities registrar,

the Securities and Exchange Commission may revoke the license of securities registrar, in which case the *Office* shall notify the revocation of the license to the revoked registrar in writing. In this regard, the revoked registrar shall notify the securities issuer of the revocation in writing, and shall arrange the delivery of securities and documents related to the securities registrar to the securities issuer or the new registrar appointed by the securities issuer without delay.

Clause 8² Any securities registrar who wishes to cancel the provision of services as securities registrar shall notify the securities issuer of the service cancellation in writing, and shall arrange the delivery of securities and documents related to the provision of services as securities registrar to the securities issuer or the new securities registrar appointed by the securities issuer, and shall notify such arrangement in writing and return the license of securities registrar to the Securities and Exchange Commission by submitting it to the *Office*, in which case it shall be deemed that the registrar is granted the cancellation of the service provision as securities registrar from the Securities and Exchange Commission as from the date specified by the *Office*.

Clause 9¹ The application fee and the license fee for providing services as securities registrar shall be as follows:

- (1) the application fee is five hundreds baht/application;
- (2) the license fee is ten thousands baht/license.

³ Amended by the *Notification of the Securities and Exchange Commission No. Kor Thor. 32/2546 Re: Rules, Conditions and Procedure for Applying for License and Granting of License to Provide Services as Securities Registrar (No. 4)* dated 27 October 2003 (effective on 1 November 2003).

² Amended by the *Notification of the Securities and Exchange Commission No. Kor Thor. 30/2545 Re: Rules, Conditions and Procedure for Applying for License and Granting of License to Provide Services as Securities Registrar (No. 3)* dated 28 March 2002 (effective on 16 April 2002).

¹ Amended by the *Notification of the Securities and Exchange Commission No. Kor Thor. 15/2545 Re: Rules, Conditions and Procedure for Applying for License and Granting of License to Provide Services as Securities Registrar (No. 2)* dated 19 February 2002 (effective on 22 February 2002).

The licensee shall pay for the license fee on the date of obtaining the license.

Clause 10 This Notification shall come into force on the next day of its publication in the Government Gazette.

Notified this 12th day of October 1996.

(Mr. Bodee Junnanon)

Chairman

Securities and Exchange Commission