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Notification of the Capital Market Supervisory Board
No. TorThor/Khor/Dor/Nor. 1/2552
Re: Establishment of Audit Committee of Securities Companies

By virtue of Section 16/6 and Section 113 of the Securities and Exchange Act B.E. 2535 (1992) as amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008) and Section 114, Section 116 and Section 117 of the Securities and Exchange Act B.E. 2535 (1992) and Section 133 of the Securities and Exchange Act B.E. 2535 (1992) as amended by the Securities and Exchange Act (No. 2) B.E. 2542 (1999) which contain certain provisions relating to the restriction of rights and liberties of persons, which Section 29 in conjunction with Section 33, Section 34, Section 41, Section 43, Section 44 and Section 64 of the Constitution of the Kingdom of Thailand so permit by virtue of law, the Securities and Exchange Commission acting as the Capital Market Supervisory Board under Section 60 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008) hereby issues the following regulations:

Clause 1. This Notification shall not be applied to the following juristic persons:

- (1) a financial institution established under other laws which is licensed to undertake securities business after acquiring a financial institution status;
- (2) a securities company whose shares are listed in the Stock Exchange of Thailand.

Clause 2. A securities company licensed to undertake securities business in the category of securities brokerage, securities dealing, securities underwriting, mutual fund management or private fund management shall set up an audit committee under Section 89/25 which comprises at least two directors of the company that are not responsible for day-to-day operation to conduct inspection and report preliminary inspection results to the Office and the auditor.

Clause 3. In cases where an audit committee of a securities company does not comply with the rule specified under Clause 2 as a result of death, resignation or revocation of approval by the Office, such securities companies shall rectify such non-compliance within ninety days from the date on which such non-compliance occurs and it shall be deemed that such securities company is granted an exemption for the establishment of an audit committee during such period of time.

Clause 4. This Notification shall come into force as from 1 March 2009.

Notified this 26th Day of January 2009.

- Signature -
(Vijit Supinit)
Chairman

The Securities and Exchange Commission

Remark: The reason for issuing this Notification is to prescribe rules requiring securities companies licensed to undertake securities brokerage, securities dealing, securities underwriting, mutual fund management or private fund management which are not financial institution or whose shares are not listed in the Stock Exchange of Thailand to set up an audit committee comprising members as specified to conduct inspection and report preliminary inspection results to the Office and the auditor under Section 89/25 of the Securities and Exchange Act B.E. 2535 (1992) as amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008).