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**Notification of the Office of the Securities and Exchange Commission
Governing Rules, Conditions and Procedures for Approval of
Property Fund Manager
B.E. 2552 (2009)**

By virtue of Clause 3 (1) and (2), Clause 11, Clause 19(6) and Clause 20 of the Capital Market Supervisory Board No. TorNor. 27/2552 Re: Rules, Conditions, and Procedures for Establishment and Management of Funds dated 20 July 2009, the Office of the Securities and Exchange Commission hereby issues the following regulations:

Clause 1. This Notification shall come into force as from 1 January 2010.

Clause 2. In this Notification:

(1) The term “Executive” shall have the same meaning as defined in the Notification of the Capital Market Supervisory Board governing qualifications and prohibited characteristics of directors and executives of securities company.

(2) “Property Fund” means a property fund established under the Notification of the Office of the Securities and Exchange Commission governing rules, conditions, and procedures for establishment and management of property funds;

(3) “Property Fund Manager” means a person who makes decisions to invest or dispose of real estate or leasehold right of property funds;

(4) “Fund Manager of Fund for Solving Financial Institution Problems” means a person who makes decisions to invest in real estate or leasehold right, select or propose to the unitholders or his designated person who makes decisions on investment in real estate or leasehold right of Property Fund for Solving Financial Institution Problems or Property and Loan Fund;

(5) “Register of Persons Qualified to be Property Fund Manager” means the list of persons approved by the Office of the Securities and Exchange Commission as qualified to be appointed as property fund manager;

(6) “Manager” means a person assigned by the board of directors to take the highest responsibility in managing the company, regardless of the job title;

(7) “Management Company” means the property fund management company;

(8) “Company” means any limited company or public limited company and shall include any juristic person established by a specific law with an objective to undertake businesses;

Chapter 1

Appointment of Property Fund Manager

Clause 3. In appointing property fund manager, the management company shall comply with the following rules:

(1) a person to be appointed shall be a person whose name is on the register of persons qualified to be property fund manager. In this regard, the management company shall appoint only one [1] person who obtain approval to be listed in the register according to rules set out in the second paragraph of Clause 6.

(2) in case the management company appoint its permanent employee to be Property Fund Manager, such person shall hold the position with either of the following characteristics:

(a) not causing any conflicts of interest with the management of funds; or

(b) being the position of director, manager of the management company, or any person holding equivalent position called otherwise who take the highest responsibility in the line of work relating to capital markets according to Clause 7;

(3) a person to be appointed shall not be a director, executive, or employee for another company which undertakes business similar to or in competition with the management company’s operation, unless the management company can show that its organizational structure does not cause any conflicts of interest or has established effective policy and measures for prevention of conflicts of interest.

Clause 4. The management company shall submit to the Office the following information relating to its property fund managers in the forms and procedures provided in the Office's electronic work system:

- (1) report on appointment of property fund managers which shall be submitted not less than fourteen days prior to the appointment date;
- (2) report on termination of appointment of property fund managers which shall be submitted within fourteen days as from the termination date.

The management company shall disclose the list of property fund managers of each mutual fund in a report or document sent to unitholders at least once a year and shall publish the same information on its website. In case of any change on such information, the management company shall also update the list on its website within fourteen days from the date of change.

Chapter 2

Person Listed in the Register of Person Qualified to be Property Fund Manager

Clause 5. Any person being at least twenty years old and intends to obtain an approval from the Office to be listed in the register of person qualified to be property fund manager shall submit an application for approval according to the forms and procedures provided in the Office's electronic work system. The Office will grant an approval only when comply with the following conditions:

- (1) the applicant have qualifications as prescribed under Clause 6;
- (2) the applicant does not have any prohibited characteristics as prescribed under Clause 7, and
- (3) the applicant has paid for the application fee according to the Notification of the Office of the Securities and Exchange Commission concerning determination of fees for filing, registration and other applications.

The Office shall disclose the result of the application in the Office's electronic work system within thirty days as from the date the Office receives complete and accurate application and supplemental documents. In case the Office refuses to grant approval for any person, the applicant will be informed in writing and reasons shall also be provided.

The Office may notify the applicant to clarify or submit additional documents evidence as appropriate within the specified period. If the applicant fails to comply or proceed as required, the Office shall deem that

such applicant does not intend to apply for an approval to be listed in the register of person qualified to be property fund manager.

Clause 6. Any person to be approved to be listed in the register of person qualified to be property fund manager shall have the following qualifications:

(1) having at least bachelor's degree or other academic degrees accepted by the Office of the Civil Service Commission (OCSC);

(2) having work experience relevant to real estate businesses as well as useful and practical for property fund managers' lines of work such as Investment in Real Estate, Real Estate Project Development, Strategic Planning of the Projects, Real Estate Management, Consulting for Real Estate Planning, Real Estate Valuation, Project Feasibility Analysis, or Real Estate Loans, or having worked as Fund Manager of Fund for Solving Financial Institution Problems for a total period not less than three [3] years during a period of five [5] years prior to the application date. Unless such person having passed the Level 1 examination of Chartered Financial Analyst (CFA) or Certified Investment and Securities Analyst (CISA) or any other equivalent examinations approved by the Office, such person shall have work experience for not less than two [2] years within five years prior to the application date.

In case the applicant is the Manager of the management company or any person holding equivalent position called otherwise who take the highest responsibility in the line of work relating to capital markets, such applicant shall be exempt from having the qualifications as determined in the first paragraph.

Clause 7. Any person to be approved to be listed in the register of person qualified to be property fund manager according to Clause 6 shall not have prohibited characteristics as prescribed in the Notification of the Capital Market Supervisory Board governing prohibited characteristics of personnel in securities business.

Clause 8. The approval to be listed in the register of person qualified to be property fund manager is given for two-year period, the first approval takes effect as from the approval date and the two-year period shall be counted from the 1st day of January of the following year.

Clause 9. In renewing for approval to be listed in the register of person qualified to be property fund manager, such listed person shall act in accordance with the following rules:

(1) submit to the Office a renewal application at least thirty days prior to the expiry date of the approval in the form and procedure provided in the Office's electronic work system along with either of the following evidence or reference showing that within the period of two [2] years prior to the date of submission of renewal application such person have work experience, perform the duties, or hold the position as follows:

(a) useful and practical work experience for property fund managers' lines of work, in case the applicant is the person listed in the register of person qualified to be property fund manager and have never been appointed as a property fund manager;

(b) the performance of duties as property fund manager or former property fund manager;

(c) the holding of position as prescribed in the second paragraph of Clause 6;

(2) pay the renewal fee as prescribed by the notification of the Office of the Securities and Exchange Commission concerning determination of fees for filing, registration and other applications.

The Office shall disclose the name of person obtained an approval for renewal in the Office's electronic work system within thirty days as from the date the Office receives complete application and supplemental documents. In case the Office refuses to grant approval for renewal to any person, such person will be informed in writing and reasons shall also be provided.

The Office may notify the person whose name is on the register of person qualified to be property fund manager applying for renewal to clarify or submit additional documents evidence as appropriated within specified period. If such person fails to comply or proceed as required, the Office shall deem that such person does not intend to renew an approval to be listed in the register of person qualified to be property fund manager.

In case where the person obtained approval for renewal to be listed in the register of person qualified to be property fund manager requests for the letter showing the result of the renewal application referred in the second paragraph, such person shall submit the request form as prescribed in the Office's electronic work system as well as pay the related fee as per the notification of the Office of the Securities and Exchange Commission concerning determination of fees for filing, registration and other applications.

Clause 10. The renewal for approval to be listed in the register of person qualified to be property fund manager is given for two-year period as from the date obtaining an approval for renewal.

Clause 11. In case where the person listed in the register of person qualified to be property fund manager has been appointed by the management company to perform the duties of property fund manager, such person shall:

(1) comply with laws and notifications relating to property fund management give force to the securities company, *mutatis mutandis*, only the part of investment management;

(2) perform duties by adhering to ethics and professional standards issued by the association and approved by the Office, *mutatis mutandis*, only the part of investment management.

Clause 12. In cases where the person listed in the register of person qualified to be property fund manager have any prohibited characteristics as prescribed by the Notification of the Capital Market Supervisory Board governing prohibited characteristics of personnel in securities business or violates or fails to comply with Clause 11, the Office shall take actions against such person following the rules and procedures prescribed by the Notification of the Capital Market Supervisory Board governing the prohibited characteristics of personnel in securities business.

Clause 13. The approval to be listed in the register of person qualified to be property fund manager shall be deemed terminated and the Office shall remove the name of such person from the register of person qualified to be fund manager if such approved person cease to be the manager of the management company or any equivalent position called otherwise who take the highest responsibility in the line of work relating to capital markets if such person obtain approval to be listed in the register through the qualifications under the second paragraph of Clause 6;

Chapter 3 **Transitional Provisions**

Clause 14. A person having been granted approval to be listed on the register of persons qualified to be property fund manager through the qualification of being Director or Executive, but not the position of Manager, of the management company prior to the effective date of this Notification shall

continue to be listed in the register of person qualified to be property fund manager and perform the duties of fund manager until 31 December 2011.

Clause 15. For any cases other than specified in Clause 14, the person having been granted approval to be listed in the register of person qualified to be property fund manager prior to the effective date of this Notification shall be deemed to be the approved person under this Notification, and for the purpose of renewing an approval, it shall be deemed that the date on which an approval to be listed in the register of person qualified to be property fund manager has previously been granted by the Office shall be the approval date granted by the Office under this Notification.

Clause 16. All orders and circular letters issued under or providing guidelines for compliance with the Notification of the Office of the Securities and Exchange Commission Governing Rules, Conditions and Procedures for Appointment and Conduct of Property Fund Manager B.E. 2552 (2009) dated 23 January 2009, that is enforceable by the transitional provisions of the Notification of the Capital Market Supervisory Board No. TorNor. 27/2552 Re: Rules, Conditions, and Procedures For Establishment and Management of Funds dated 20 July 2009, which were effective prior to the effective date of this Notification shall remain in full force and effect to the extent that they are neither inconsistent with nor contrary to the provisions of this Notification until the orders and circular letters issued under or providing guidelines for compliance with this Notification come into force.

Notified this 14th Day of October 2009.

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(Thirachai Phuvanatanarubala)

Secretary-General

Office of the Securities and Exchange Commission

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Note: The rationale for issuing this Notification 1) to revise the rules on qualifications of applicant for approval of property fund manager whose approval is based on their holding of executive positions in a management company which apply only to the Manager or equivalent positions, and 2) to allow the property fund managers to maintain their status while holding executive position, so it is deemed appropriate to issue this Notification.