

## UNOFFICIAL TRANSLATION

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### **Notification of the Capital Market Supervisory Board**

#### **No. TorDor. 95/2552**

#### **Re: Rules, Conditions and Procedures for Providing Services as Securities Registrar**

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By virtue of Section 16/6 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 223 of the Securities and Exchange Act B.E. 2535 (1992) which contain certain provisions in relation 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 pursuant to Section 60 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008) hereby issues the following regulations:

**Clause 1.** In this Notification:

“**securities holder**” means any securities holder accepted by the securities registrar.

“**client**” means any securities issuer accepted by the securities registrar.

**Clause 2.** In providing services as securities registrar of any asset as assigned by a client, the securities registrar shall proceed according to the rules, conditions and procedures for recording and maintaining the register of securities including supplementary documents for registration as prescribed by the law governing such category of asset.

**Clause 3.** The securities registrar shall have a service contract with clients available in at least two copies of identical written form and one of which shall be given to clients as evidence.

In cases where the service contract of securities registrar is lost or damaged and clients request the securities registrar to take a photo of the contract or make a copy of the contract for the clients, the securities registrar shall provide the desired documents and may charge the clients for expenses as deemed necessary.

**Clause 4.** In addition to the material information of the contract that should be identified as agreed upon by counterparties, the securities registrar shall include the following contents in the service contract of securities registrar:

(1) rights, duties and responsibilities between the securities registrar and clients;

(2) fees or any expenses (if any) to which clients are bound by the contract to pay at a certain rate.

**Clause 5** In providing services as securities registrar, the securities registrar shall take the following actions:

(1) preparing and recording the securities register in an accurate, complete, truthful and updated manner;

(2) establishing a code of conduct or rules for securities transfers, pledges, securities attachments, issuance of new securities certificates and other services essential in contacting with the securities registrar and such publications shall be posted in a prominent place at the office of the securities registrar;

(3) establishing an internal control system which can prevent any misconduct that may cause damage to clients or securities holders and such system shall at least cover the following matters:

(a) separation of operational units and authorities of each level of employees related to the register of securities;

(b) management and storage of the register of securities and related securities certificates;

(c) examination of the internal system.

(4) establishing an efficient system for recording, collecting and processing data and a data backup system as an alternative in cases where retrieval for use of such data cannot be done;

(5) establishing an efficient management system for handling complaints or disputes in connection with provision of services as securities registrar;

(6) facilitating the examination of the securities register for securities holders in a reasonable manner during the working hours determined by the securities registrar.

**Clause 6** The securities registrar shall have a contingency plan in case of emergency situations which may affect provision of services as securities registrar, and shall determine that emergency situations cover any situations which may occur, and shall clearly specify the procedures and the persons responsible for proceeding according to such procedures in each situation.

**Clause 7** The notifications of the SEC Office, orders and circulars that are issued or set out guidelines pursuant to the Notifications of the Securities and Exchange Commission Re: Rules, Conditions and Procedures for Providing Services as Securities Registrar Dated 15 September 1992, which has applied before the date when this Notification becomes effective shall continue to apply as long as they do not violate or contradict the provisions of this Notification until new notifications, orders and circulars issued or laying out guidelines pursuant to this Notification become effective.

**Clause 8** In cases where other notifications refer to the Notification of the Securities and Exchange Commission Re: Rules, Conditions and Procedures for Providing Services as

Securities Registrar Dated 15 September 1992, such reference shall mean reference to this Notification.

**Clause 9** This Notification shall come into force as from 16 November 2009 except Clause 5(5) and Clause 6 which shall come into force as from 16 February 2010.

Notified this 28<sup>th</sup> day of October 2009.

- Signature -

(Vijit Supinit)

Chairman  
Securities and Exchange Commission

**Remark:** The rationale for issuing this Notification is that the Securities and Exchange Act (No. 4) B.E. 2551 (1992) specifies that the issuance of regulations governing provision of services as securities registrar shall be under the authority of the Capital Market Supervisory Board. It is therefore deemed appropriate to issue this Notification to replace the Notification of the Securities and Exchange Commission Re: Rules, Conditions and Procedures for Providing Services as Securities Registrar Dated 15 September 1992. In addition, the issuance of this Notification is to improve the regulations on the operation of the securities registrar regarding handling of complaints and provision of contingency plan in case of emergency situations which may affect services of the securities registrar so that the supervision of the securities registrar shall be efficient. It is therefore necessary to issue this Notification.