

TRANSLATED VERSION

As of August 4, 2014

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

Form 92-2 / 18-2

**Application for Establishment of Branch Office or
Conversion of Online Branch Office to Full Branch Office
Securities company / derivatives intermediary**

Name of Company:

Date:

Company Letter No.:

Dear Secretary-General
Office of the Securities and Exchange Commission

Subj: Application for establishing a branch office or converting an online branch office into a full branch office.

The applicant hereby notifies the details on the establishment / conversion of a branch office as follows:

1. The applicant wishes to:

- Open a full branch office
- Open an online branch office
- Convert an online branch office into a full branch office

2. Address:

.....

3. Starting date of operation:

.....

4. Details of the applicant (pursuant to Clause 7 of the Notification of the Capital Market Supervisory Board No. Tor Thor. 31/2556 Re: Rules on Application for Obtaining an Approval and Granting of Approval for Establishing Branch Offices of Intermediaries dated 26 June 2013).

Details	Yes	No
4.1 Maintenance of net capital or shareholders' equity: (a) In case of intermediary subject to the net capital rules, the maintenance of net capital complies with the rules as stipulated in the Notification of the Securities and Exchange Commission, as the case may be; (b) In case of mutual fund management company or private fund management company, the ratio of the shareholders' equity presented in the latest audited financial statement is not less than that specified in the <i>Notification of the Securities and Exchange Commission concerning Maintenance of Capital Adequacy of Mutual Fund Management Company</i>		

Details	Yes	No
<p>and the <i>Notification of the Capital Market Supervisory Board concerning Indemnity Insurance of Mutual Fund Management Company and the Requirements of Capital Adequacy Maintenance for Mutual Fund Management Company</i>;</p> <p>(c) In case of intermediary other than those specified in sub clause (a) and (b), the shareholders' equity presented in the latest audited financial statement is in a positive position. If there is a capital increase after such financial statement, the increased amount could be added to the shareholders' equity.</p>		
<p>4.2 Having a system for handling clients' complaints and dispute resolution efficiently, for instance, compliance with the <i>Notification of the Capital Market Supervisory Board concerning Rules on Duty of Intermediary to Handle Clients' Complaints</i> and participation in the SEC Office's project to resolve disputes by arbitration.</p>		
<p>4.3 Having a business plan and an operating system for establishing a branch office, comprising at least an efficient system for operational management, compliance management, information management and preparation of competent personnel.</p>		
<p>4.4 Having the result of the latest evaluation by the SEC Office regarding the management of the operational risk and the customer relationship risk not higher than the medium level or in an acceptable level, unless granted an exemption from the SEC Office. (Reasons for seeking an exemption are required for the SEC Office's consideration).</p>		
<p>4.5 Having not been accused of or subject to criminal proceeding, whether under Thai or foreign laws, concerning [i] unfair practice of trading securities or derivatives, or [ii] fraudulent, deceptive or unlawfully exploitable management, nor having such offense record during the period as specified by the SEC Office which is not more than 3 years before the expected date of establishing a branch office or before the date of submitting the application for establishing a branch office, or otherwise having discharged the executive or personnel responsible for the cause of prohibited characteristics of the applicant.</p>		
<p>4.6 Having not deliberately concealed the financial status or the operating result during the past 12 months before the expected date of establishing a branch office or before the date of submitting the application for establishing a branch office, as the case may be, or otherwise having discharged the executive or personnel responsible for the cause of prohibited characteristics of the applicant.</p>		
<p>4.7 Having not been prohibited, suspended or restricted to undertake business by the Capital Market Supervisory Board or the SEC Office, nor having corrected the financial status or the operating result as ordered by the</p>		

Details	Yes	No
said authorities.		
4.8 Having not been ordered by the SEC Office to amend the internal control or the compliance and information management system, nor being in the process of amending thereof, unless granted an exemption from the SEC Office. (Details of the matters subject to amendment under the SEC Office's order and the period of completion or the expected period of completion are attached to the requisition for exemption).		

5. In case of establishing a full branch office / converting an online branch office to a full branch office:

5.1 Name of branch manager:

5.2 Branch manager is also an investment consultant.

Yes No

5.3 Number of investment consultants (if any): Person(s)

5.4 Back office operation

Located at a full branch office

Sharing resources with a full branch office

Located at:

Sharing resources with the Head Office

6. In case of establishing an online office:

6.1 Name of the responsible person for online operation:.....

6.2 The responsible person under 6.1

Located at the online branch office

Not located at the online branch office, being:

Officer from the Head Office

Branch manager of a full branch office

Located at

I hereby certify that the above statements and the supplementary documentation attached herewith are complete, accurate and true. Concurrently, the applicant has provided a copy of the certification of registration of the branch office above with the Ministry of Commerce.

Sincerely

Signature:(authorized person)

For and on behalf of

Contact person:

Phone: E-mail:.....

- Remarks:*
1. In case of domestic branch office, the applicant is required to notify the SEC Office in advance at least five business days before opening the branch;
 2. In case of representative office abroad, the SEC Office shall notify the result of the deliberation within 30 days as from the date of receiving the application together with complete and accurate evidentiary documentation;
 3. Supplementary documents for the application for establishing a branch office abroad include the followings:
 - 3.1 Information on the plan and scope of business operation, including the plan for seeking an approval from the relevant foreign regulator;
 - 3.2 Information on the work system, covering at least the operational management, compliance management, information management and preparation of competent personnel.