

## TRANSLATION

*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 Office of the Securities and Exchange Commission**

**No. Sor Thor. 29/2556**

**Re: Rules on Appointment of a Third Party  
as a Service Provider on Behalf of an Intermediary or  
as a Marketing Agent of a Derivatives Fund Manager**

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By virtue of Clause 2 and Clause 3 of the *Notification of the Capital Market Supervisory Board No. Tor Thor. 42/2556 Re: Appointment of a Third Party as a Service Provider on Behalf of an Intermediary or as a Marketing Agent of a Derivatives Fund Manager* dated 2 October 2013, the Office of the Securities and Exchange Commission hereby issues the following regulations:

**Clause 1** This Notification shall come into force as from 1 April 2014.

**Clause 2** In this Notification:

“*intermediary*” means:

- (1) a securities company licensed to undertake the business of brokerage and dealing of securities, which are not limited to debt securities or investment units;
- (2) a person licensed to undertake derivatives business in the category of derivatives broker;
- (3) a person licensed to undertake derivatives business in the category of derivatives dealing;
- (4) a person licensed to undertake derivatives business in the category of derivatives fund management or a person registered as a derivatives intermediary in the category of a derivatives fund manager;

“*securities company*” means a securities company licensed to undertake the business of brokerage and dealing of securities, which are not limited to debt securities or investment units;

“*derivatives broker*” means a person licensed to undertake derivatives business in the category of derivatives agency;

“*derivatives dealer*” means a person licensed to undertake derivatives business in the category of derivatives dealing;

“*derivatives fund manager*” means a person licensed to undertake derivatives business in the category of derivatives fund management or a person registered as a derivatives intermediary in the category of a derivatives fund manager;

“*service provider*” means a person who provides investment analytical or advisory services on behalf of an *intermediary*;

“*marketing agent*” means a person appointed by a *derivatives fund manager* as an agent for soliciting investors to enter into agreements with the *derivatives fund manager* whereby the *derivatives fund manager* manages investment in derivatives for them. While conducting such solicitation, a *marketing agent* shall also offer investment plans to investors;

“*precious metal*” means gold, silver, or platinum;

“*commercial bank*” means a commercial bank according to the law on financial institution business<sup>1</sup>;

“*major shareholder*” means a holder or beneficial owner of more than ten percent of all the voting shares of a *service provider*.

For the purpose of the first paragraph, the definition of the term “*beneficial owner of shares*” as prescribed in Section 25, paragraph four of the *Derivatives Act B.E. 2546 (2003)* shall apply *mutatis mutandis*.

**Clause 3** In appointing a third party as a *service provider* or *marketing agent*, a *intermediary* shall comply with the following provisions:

- (1) appointment of a *service provider* for a *securities company* or *derivatives broker* shall comply with the provisions under Chapter 1;
- (2) appointment of a *service provider* particularly for providing services relating to *precious metals* derivatives shall comply with the provisions under Chapter 2;
- (3) appointment of a *service provider* for a *derivatives dealer* shall comply with the provisions under Chapter 3;
- (4) appointment of a *marketing agent* of a *derivatives fund manager* shall comply with the provisions under Chapter 4.

## Chapter 1

### Appointment of a Service Provider for a Securities Company or Derivatives Broker

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**Clause 4** A *securities company* or *derivatives broker* may appoint a *service provider* to act as its agent for providing investment analytical or advisory services on its behalf, provided that such *service provider* meets the following requirements and qualifications:

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<sup>1</sup> The law on financial institution business means the *Financial Institution Business Act B.E. 2551 (2008)*.

(1) in case of appointment by a *securities company*, the *service provider* to be appointed shall be a *derivatives broker* which relates to such *securities company* in either of the following ways:

(a) a *derivatives broker* with at least seventy-five percent of the total paid-up shares being held by such *securities company*; or

(b) a *derivatives broker* with at least seventy-five percent of the total paid-up shares being held by a *commercial bank* which holds at least seventy-five percent of the total paid-up shares of the *securities company*;

(2) in case of appointment by a *derivatives broker*, the *service provider* to be appointed shall be a *securities company* which relates to such *derivatives broker* in either of the following ways:

(a) a *securities company* with at least seventy-five percent of the total paid-up shares being held by such *derivatives broker*; or

(b) a *securities company* with at least seventy-five percent of the total paid-up shares being held by a *commercial bank* which holds at least seventy-five percent of the total paid-up shares of the *derivatives broker*;

(3) the *service provider* to be appointed shall have financial stability as well as capability and readiness to provide services and comply with the rules prescribed by the Securities and Exchange Commission, the Capital Market Supervisory Board, or the SEC Office and with the operational procedures set out by such *intermediary* to ensure compliance with those rules. In particular, the *service provider* shall at least implement efficient systems for internal control, for information security that prevents persons without the powers and duties relating to certain information from knowing or changing such information, and for prevention of access to information that should not be known among its department and personnel. Furthermore, the *service provider* shall put in place emergency measures that clearly describe the procedures to be taken and indicate the responsible personnel for each emergency case; and

(4) the *service provider* to be appointed shall employ personnel approved by the SEC Office to provide investment analytical or advisory services to clients.

**Clause 5** A *securities company* or *derivatives broker* that wishes to appoint a *service provider* under this Chapter shall file an application with the SEC Office together with supporting documents that provide the following details:

(1) the scope of duties of the *service provider* to be appointed; and

(2) documentary evidence which proves that such *service provider* meets the requirements and qualifications as specified under Clause 4.

The SEC Office shall consider the above documents and inform the *securities company* or *derivatives broker* of the consideration results within thirty days from the day it receives the complete and accurate application and all the required supporting documents, except for cases where it is necessary to conduct further

examination of systems or consider additional facts and the SEC Office has informed the *securities company* or *derivatives broker* of such necessity prior to the end of the thirty-day period. In such event, the SEC Office may extend the period for consideration of the application as long as such necessity exists.

**Clause 6** A *securities company* or *derivatives broker* under this Chapter shall execute a written agreement with its *service provider* at least containing the following matters:

- (1) the duties and responsibilities of the *service provider*, including its liabilities to the *securities company* or *derivatives broker*, as the case may be, and responsibilities to its own clients arising from the performance of its duties or failure to perform any of its duties, whether willfully or by negligence;
- (2) conditions and procedures for terminating the agreement or suspend provision of the services; and
- (3) service fee rates.

**Clause 7** To ensure that a *securities company* or *derivatives broker* under this Chapter will be able to continuously operate its business, the *securities company* or *derivatives broker* shall put in place a plan or measure that supports continuous operation upon termination of the agreement with its *service provider* or when its *service provider* is no longer able to provide services.

**Clause 8** A *securities company* or *derivatives broker* under this Chapter shall require its *service provider* to keep all documents and evidence relating to its communication with clients, such as records of the advice provided, proof of the receipt of trading orders, and details of trading transactions of clients, in an accurate, complete, and up-to-date manner, and in a manner that they may be readily inspected or examined by the *securities company* or *derivatives broker* and available upon request for examination by the SEC Office and an auditor of the *securities company* or *derivatives broker*.

**Clause 9** If the SEC Office thinks fit, the *securities company* or *derivatives broker* may be required to allow the SEC Office to inspect the *service provider's* operation relating to the provision of services [to the *securities company* or *derivatives broker*].

**Clause 10** In cases where it subsequently appears to the SEC Office that a *securities company* or *derivatives broker* breaches or fails to comply with this Notification, or that its *service provider* does not meet any requirement or qualification prescribed in Clause 4, the SEC Office may order the *securities company* or *derivatives*

*broker* to make a correction or perform or cease an act relating to the appointment of its *service provider*.

**Chapter 2**  
**Appointment of a Service Provider**  
**Particularly for Providing Services Relating to Precious Metals Derivatives**

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**Clause 11** A *derivatives broker* may appoint a *service provider* to act as its agent for providing investment analytical or advisory services particularly relating to *precious metals* derivatives on its behalf, provided that the *service provider* to be appointed meets the following requirements and qualifications:

(1) the *service provider* is a juristic person which has continuously operated business relating to the sale or purchase of *precious metals* in Thailand for no less than three years and is a member of the Gold Traders Association, the Thailand Gold Retail Club, the Thai Silver Exporters Association, or any other organization recognized and publicly announced by the SEC Office;

(2) directors, managers, or managing partners of the *service provider* do not have any prohibited characteristics pursuant to the *Notification of the Capital Market Supervisory Board Re: Prohibited Characteristics of Personnel in the Capital Market Business*;

(3) *major shareholders* or investors holding more than ten percent of the total capital of the *service provider* do not have any prohibited characteristics pursuant to Section 25, paragraph two of the *Derivatives Act B.E. 2546 (2003)* and the *Notification of the Capital Market Supervisory Board Re: Prohibited Characteristics of Major Shareholders of Derivatives Intermediaries*, which applies *mutatis mutandis*. In cases where such person is a juristic person, its directors, managers, and partners shall not have any of the prohibited characteristics;

(4) the *service provider* is ready to provide services and comply with the *Notification of the Capital Market Supervisory Board Re: Standard Conduct of Business, Management Arrangement, Operating Systems, and Providing Services to Clients of Securities Companies and Derivatives Intermediaries* and any relevant notifications of the SEC Office issued by virtue of said Notification, as well as any operational procedures set out by the *derivatives broker* to ensure compliance with such notifications;

(5) the *service provider* implements efficient systems, including a system for internal control, a system for information security that prevents persons without the powers and duties relating to certain information from knowing or changing such information, a system that prevents the *service provider's* information which should not

be known among its personnel from being known, and a system that ensures compliance with the law on derivatives<sup>2</sup> and any rules issued by virtue of said law in the part concerning the assigned jobs; and

(6) the *service provider* employs personnel approved by the SEC Office to provide investment analytical or advisory services to clients.

**Clause 12** A *derivatives broker* may appoint a *service provider* only for the following matters:

(1) receipt of applications for opening of trading accounts for *precious metals* derivatives and examination of supporting evidence before forwarding them to the *derivatives broker* for consideration and approval;

(2) disclosure of risks of the trading of *precious metals* derivatives to clients and provision of information about clients' levels of knowledge, understanding, and experience concerning the trading of *precious metals* derivatives to support the *derivatives broker's* consideration of applications for account opening and provision of advice to clients;

(3) acceptance of trading orders of *precious metals* derivatives and forwarding of such orders to the *derivatives broker* for performing of the trading transactions for clients; and

(4) provision of advice concerning *precious metals* derivatives or suitability of the trading of *precious metals* derivatives to clients, provided that the value or suitability of the trading of *precious metals* derivatives or of the commodities or variables specified in the derivatives contracts must not be analyzed.

**Clause 13** A *derivatives broker* which desires to appoint a *service provider* under Clause 11 shall inform the SEC Office of such appointment at least fifteen days prior to the engagement for the services. If the SEC Office does not object during said period, it shall be deemed that the *derivatives broker* has obtained permission of the SEC Office.

**Clause 14** In cases where the appointment of a *service provider* complies with the rules under this Chapter, but the SEC Office finds a fact which makes it reasonable to suspect that the *derivatives broker* may not be able to efficiently supervise the *service provider's* performance of its duties, the SEC Office may not permit the *derivatives broker* to appoint the *service provider*. In such event, the SEC Office shall clearly explain the reasons for its decision to the *derivatives broker*.

**Clause 15** A *derivatives broker* shall inform the SEC Office of the appointment and revocation of a *service provider* by providing the relevant information

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<sup>2</sup> The law on derivatives means *the Derivatives Act B.E. 2546 (2003)*.

according to the form and procedures set out on the SEC Office's website within the seventh business day of the month following such appointment or revocation, as the case may be.

**Clause 16** A *derivatives broker* under this Chapter shall execute a written agreement with its *service provider* at least containing the following matters:

(1) the duties and responsibilities of the *service provider*, including its obligations to comply with the rules and operational procedures as prescribed under Clause 11(4) and implement the systems as prescribed under Clause 11(5), as well as its liabilities towards the *derivatives broker* and clients arising from the *service provider's* performance of its duties or failure to perform any of its duties, whether willfully or by negligence;

(2) terms requiring the *service provider* to perform duties that relate only to the matters as specified under Clause 12;

(3) terms requiring the *service provider* to cooperate and facilitate the SEC Office in inspecting the *service provider's* provision of its services to the *derivatives broker*;

(4) a restriction that prevents the *service provider* from appointing a substitute;

(5) conditions and procedures for terminating the agreement or suspend provision of the services; and

(6) service fee rates.

**Clause 17** A *derivatives broker* under this Chapter shall ensure that its *service provider* provides services to clients with honesty and care, taking into account primarily clients' benefits, provides appropriate and sufficient information to clients, and observes the same service standards as the *derivatives broker's*. Furthermore, the *derivatives broker* shall ensure that its *service provider*:

(1) complies with all the contractual provisions as well as the rules and operational procedures as required under Clause 11(4); and

(2) always meets the qualifications as specified under Clause 11.

In cases where the *service provider* fails to comply with the first paragraph, the *derivatives broker* shall terminate its engagement with the *service provider* without delay.

**Clause 18** To prevent directors, managers, managing partners, and employees of a *service provider* from using the performance of their duties as a chance or opportunity to unlawfully take or yield benefits for themselves or for the *service provider* or any other person, the *derivatives broker* shall require its *service provider* to establish written operational procedures to control and supervise the trading of *precious metals* derivatives, which at least ensuring compliance with the practice set out by an

organization involving the derivatives business and recognized and generally announced by the SEC Office.

In cases where a director, manager, managing partner, or employee of a *service provider*, or his/her spouse or child non sui juris, has an account for trading *precious metals* derivatives with another *derivatives broker*, the operational procedures under the first paragraph shall also require the director, manager, managing partner, and employee to declare to the *service provider* the existence of such account as well as the information concerning his/her, as well as his/her spouse or child non sui juris's, trading of *precious metals* derivatives. The *service provider* shall then forward the information obtained to the *derivatives broker* to which it provides services according to the rules prescribed by the *derivatives broker*.

**Clause 19** The provisions under Clause 8 and Clause 9 shall apply *mutatis mutandis* to the appointment of a *service provider* as an agent particularly for providing services relating to *precious metals* derivatives.

**Clause 20** In cases where it appears to the SEC Office that a *derivatives broker* breaches or fails to comply with any provision under this Chapter, or a *service provider* does not meet a requirement or qualification as prescribed under Clause 11 or perform an activity beyond the scope as prescribed under Clause 12, the SEC Office may order the *derivatives broker* to make a correction or perform or cease an act in order to comply with this Chapter, suspend the permission of the appointment of its *service provider* for a period of time and under the conditions to be determined by the SEC Office, or revoke the permission of the appointment of its *service provider*.

### Chapter 3

#### Appointment of a Service Provider for a Derivatives Dealer

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**Clause 21** In cases where a *derivatives dealer* assigns a *service provider* to perform duties concerning communication, solicitation, and provision of advice on derivatives to investors or analysis of the value or suitability of the trading of derivatives or the commodities or variables specified in derivatives contracts, and to disseminate such information to investors, the *derivatives dealer* shall inform the SEC Office of the name of and information about such person within seven days from such assignment.



**Chapter 4**  
**Appointment of a Marketing Agent**  
**of a Derivatives Fund Manager**

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**Division 1**  
**Appointment of a Marketing Agent**

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**Clause 22** A person who may be appointed by a *derivatives fund manager* as a *marketing agent* shall meet the following criteria:

(1) in case of appointment of a *marketing agent* to perform duties only in foreign countries, the *marketing agent* shall be a juristic person who may act as a *marketing agent* with respect to derivatives transactions according to the law of the relevant countries, and it shall be deemed that such juristic person has also been approved by the SEC Office to act as a *marketing agent*;

(2) in cases other than the above, appointment of a *marketing agent* shall be approved by the SEC Office according to the rules as prescribed in Division 2.

**Clause 23** A *derivatives fund manager* shall inform the SEC Office of the appointment and revocation of a *marketing agent* by providing the relevant information according to the form and procedures as set out on the SEC Office's website.

**Division 2**  
**Approval of a Marketing Agent**

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**Clause 24** A person who may be approved by the SEC Office to act as a *marketing agent* shall be either of the following persons:

(1) a *commercial bank* or a finance company according to the law on financial institution business<sup>3</sup>;

(2) a *securities company* according to the law on securities and exchange<sup>4</sup>;

(3) a life insurance company according to the law on life insurance<sup>5</sup>;

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<sup>3</sup> The law on financial institution business means the *Financial Institution Business Act B.E. 2551 (2008)*.

<sup>4</sup> The law on securities and exchange means the *Securities and Exchange Act B.E. 2535 (1992)*.

<sup>5</sup> The law on life insurance means the *Life Insurance Act B.E. 2535 (1992), as amended by the Life Insurance Act (No. 2) B.E. 2551 (2008)*.

- (4) a non-life insurance company according to the law on non-life insurance<sup>6</sup>;
- (5) a financial institution established by specific law; or
- (6) a limited company or public limited company of which the scope of objectives covers acting as a *marketing agent* for a *derivatives fund manager*.

**Clause 25** A person to be approved under Clause 24 shall meet the following qualifications:

- (1) such person has implemented or will implement at least the following systems to make it ready to act as a *marketing agent*:
- (a) a client acceptance system;
  - (b) a system for keeping clients' information confidential;
  - (c) a system for receiving clients' fund to be managed by the *derivatives fund manager*; and
  - (d) a system for receiving complaints;
- (2) such person is or will be ready in terms of personnel by employing employees who are responsible for soliciting clients, analyzing investment, or providing investment advice, and have been approved by the SEC Office according to the *Notification of the Capital Market Supervisory Board Re: Approval of Business Operator's Personnel to Perform Investment Analysis and Investment Advisory Services*; and
- (3) such person employs a manager who is honest, according to his/her employment history, and has useful capabilities and experience for the operation of the business of being a *marketing agent*.

**Clause 26** A person to be approved under Clause 24 shall not have any of the following prohibited characteristics:

- (1) being suspended by the SEC Office from performing any work relating to the securities business or derivatives business which has been approved, applied for, or licensed;
- (2) having committed an offense under the law on securities and exchange<sup>7</sup>, the law on derivatives<sup>8</sup>, the law that controls the operation of such juristic person's business, or the law concerning financial business, whether under the Thai law or foreign law, which relates to an unfair activity involving securities trading, derivatives, or deceptive, fraudulent, or dishonest operation of business;

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<sup>6</sup> The law on non-life insurance means the *Non-Life Insurance Act B.E. 2535 (1992)*, as amended by the *Non-Life Insurance Act (No. 2) B.E. 2551 (2008)*.

<sup>7</sup> The law on securities and exchange means the *Securities and Exchange Act B.E. 2535 (1992)*.

<sup>8</sup> The law on derivatives means the *Derivatives Act B.E. 2546 (2003)*.

(3) having committed an offense under the law on the prevention and suppression of money laundering activities<sup>9</sup>, whether under the Thai law or foreign law;

(4) performing an activity which is deceptive or dishonest, indicates lack of responsibility, carelessness for maintaining clients' benefits, or lack of cautiousness, or reflects unfair or unreliable operation of business; or

(5) being withdrawn by the SEC Office from performing any work relating to the securities business or derivatives business which has been approved, applied for, or licensed.

In determining whether to grant approval, the SEC Office shall consider whether the person has any prohibited characteristics under subclauses (2) to (5) during the past three years from the application date.

The SEC Office shall not use the prohibited characteristic under subclause (1) to determine whether to grant approval if it appears that correction has been made to the extent that such prohibited characteristic will not affect the operation of the business of being a *marketing agent*.

**Clause 27** In cases where the person to be appointed a *marketing agent* is a branch of a foreign commercial bank, foreign life insurance company, or foreign non-life insurance company licensed to operate commercial bank business according to the law on financial institution business<sup>10</sup>, life insurance business according to the law on life insurance<sup>11</sup>, or non-life insurance business according to the law on non-life insurance<sup>12</sup>, as the case may be, consideration of the qualifications under Clause 25 and prohibited characteristics under Clause 26 shall be limited only to such branch.

**Clause 28** A person wishing to apply for permission to be appointed as a *marketing agent* shall submit the required information and evidence according to the form and procedures as set out on the SEC Office's website.

**Clause 29** The SEC Office shall inform the results of the consideration of such application within thirty days from the day it receives complete and accurate documents, together with the reasons for rejection if approval is not granted.

The SEC Office may instruct the applicant to provide an explanation or submit additional evidence as it thinks appropriate within a period of time to be specified by the SEC Office. If the applicant fails to comply accordingly within the specified period of time, it shall be deemed that such person withdraws its application.

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<sup>9</sup> The law on the prevention and suppression of money laundering activities under the Thai law means the *Anti-Money Laundering Act of B.E. 2542 (1999)*.

<sup>10</sup> The law on financial institution business means the *Financial Institution Business Act B.E. 2551 (2008)*.

<sup>11</sup> The law on life insurance means the *Life Insurance Act B.E. 2535 (1992), as amended by the Life Insurance Act (No. 2) B.E. 2551 (2008)*.

<sup>12</sup> The law on non-life insurance means the *Non-Life Insurance Act B.E. 2535 (1992), as amended by the Non-Life Insurance Act (No. 2) B.E. 2551 (2008)*.

**Clause 30** A person who has obtained approval to act as a *marketing agent* shall do the following:

(1) put in place systems and personnel which will make it ready to act as a *marketing agent* and request the SEC Office for permission to commence the business operation at least thirty days prior to the commencement of the business operation. The operation of the business may commence only after approval has been obtained;

(2) make a list of the names and office locations of employees who will be responsible for soliciting clients. Such list shall be kept updated at all times and shall be made available for examination by the SEC Office or for submission to the SEC Office upon request; and

(3) inform the SEC Office in writing of any appointment of or change in its manager within fifteen days from the day of such appointment or change.

Subsection (1) of the first paragraph shall not apply to a person who has obtained approval of the SEC Office to act as a *marketing agent* and the SEC Office opines that the person is already equipped with the systems and personnel under Clause 25(1) and (2) at the time of the filing of the application.

Any change in a system under subsection (1) of the first paragraph may be made only after such change has been informed to the SEC Office and does not make the system inferior to the system approved by the SEC Office.

### **Division 3**

#### **Standards of Performance of Marketing Agents**

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**Clause 31** A *marketing agent* shall ensure that its employees who are responsible for soliciting clients comply with the rules on the performance of duties prescribed in the *Notification of the Capital Market Supervisory Board Re: Approval of Business Operator's Personnel to Perform Investment Analysis and Investment Advisory Services*.

**Clause 32** To ensure that clients will receive good services with high quality and in a fair manner, a *marketing agent* shall comply with the following:

(1) perform duties honestly and fairly to all clients, taking into account primarily the benefits of clients;

(2) when receiving asset which a client delivers to a *marketing agent* to be managed by the *derivatives fund manager*, the *marketing agent* shall provide proof of receipt to the client;

(3) comply and cooperate with the SEC Office to conform to the law on

derivatives<sup>13</sup> concerning derivatives fund management and relevant rules issued by virtue of such law; and

(4) make reports or explanations, or submit information about being a *marketing agent* of a *derivatives fund manager* to the SEC Office without delay.

**Clause 33** To ensure that a *marketing agent* will not cause damage to clients, perform dishonest acts against clients, or take advantage of clients during its performance of duties, or provide incorrect information to clients, a *marketing agent* shall not do the following:

(1) appoint another person to operate or act on its behalf; or  
 (2) request payment of or receive any fees or remunerations other than those obligated to pay to a *derivatives fund manager* by clients, except for fees or remunerations that may be charged by a financial institution due to the operation of the financial institution business according to the law that controls the operation of such financial institution business.

**Clause 34** When a client files a complaint, a *marketing agent* shall do the following:

(1) accept the filing of a complaint regarding solicitation of a client and arising from an action of the *marketing agent* or its own employee, and, if it is made orally, record such complaint in writing, signed by the client to verify the record before solving the problem;

(2) quickly solve the problem raised in the complaint;

(3) inform the *derivatives fund manager* of the complaint within seven days from the receipt of the complaint;

(4) when the complaint is resolved, the *marketing agent* shall, within seven days from the day the resolution is made, report the results of the action taken which are satisfactory to the client to the *derivatives fund manager* or report the results of the action taken which are not satisfactory to the client so that the *derivatives fund manager* will solve the problem; and

(5) retain documents and evidence regarding the complaint and the action taken for at least two years from the day the complaint is resolved.

#### **Division 4**

#### **Measures to Control Marketing Agents**

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<sup>13</sup> The law on derivatives means *the Derivatives Act B.E. 2546 (2003)*.

**Clause 35** In cases where it appears to the SEC Office that a *marketing agent* is not qualified, has a prohibited characteristic, or violates or does not comply with the rules stipulated herein, the SEC Office may take the following action:

- (1) imposes probation;
- (2) orders work suspension for a period of time or on conditions to be specified by the SEC Office; or
- (3) withdraws approval for acting as a *marketing agent*.

In cases where the SEC Office withdraws the approval under subsection (3) of the first paragraph, the SEC Office may specify a period of time or conditions for consideration of a subsequent application filed by the same person. In such event, after the end of such period or after such person has complied with all the conditions, the SEC Office shall not take into account the past record which causes the withdrawal of the approval when considering the subsequent application.

## **Chapter 5**

### **Transitional Provision**

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**Clause 36** It shall be deemed that a *securities company* or *derivatives broker* which obtains approval of the SEC Office to appoint a *service provider* to act as its agent for providing investment analytical or advisory services on its behalf prior to the day this Notification comes into force obtains approval of the SEC Office under this Notification and shall comply with the provisions stipulated herein.

**Clause 37** It shall be deemed that a *derivatives broker* which obtains approval of the SEC Office to appoint a *service provider* to act as its agent particularly for providing services relating to *precious metals* derivatives on its behalf prior to the day this Notification comes into force obtains approval of the SEC Office under this Notification and shall comply with the provisions stipulated herein.

**Clause 38** It shall be deemed that a person which obtains authorization of the SEC Office to act as a *marketing agent* of a *derivatives fund manager* prior to the day this Notification comes into force obtains authorization of the SEC Office under this Notification and shall comply with the provisions stipulated herein.

Notified this 2nd day of October 2013.

(Vorapol Socratyanurak)  
Secretary-General  
Office of the Securities and Exchange Commission