

UNOFFICIAL 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 Securities and Exchange Commission No. Kor Jor. 4/2560

Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor

By virtue of Section 14 of the *Securities and Exchange Act B.E. 2535 (1992)*, as amended by the *Securities and Exchange Act (No. 4) B.E. 2551 (2008)*, the Securities and Exchange Commission hereby issues the following regulations:

Clause 1 The *Notification of the Securities and Exchange Commission No. Kor Chor. 9/2555 Re: Determination of Definitions of Institutional and High Net Worth Investors* dated 9 July 2012 shall be repealed.

Clause 2 In the case where the *Notification of the Securities and Exchange Commission*, the *Notification of the Capital Market Supervisory Board* or the *Notification of the Office of the Securities and Exchange Commission* specifies the rules related to securities issuance, offer for sale of securities or undertaking of securities business, but does not specifically define the terms “institutional investor,” “ultra-high net worth investor,” or “high net worth investor” otherwise, the said terms shall be as defined in Clause 4, Clause 5 or Clause 6, as the case may be.

Clause 3 In this Notification:

“*deposit*” means the following assets:

- (1) cash deposit, certificate of deposit, depository or other instruments having similar characteristics and whose deposit accepters being a financial institution under the *Law on Loan Interest of Financial Institutions* or a financial institution under foreign law;
- (2) an agreement having characteristics comparable to the assets under (1) in accordance with the Shariah Principle whereby the counter party comparable to the deposit acceptor is the Islamic Bank of Thailand or a financial institution under foreign law and the counter party comparable to the depositor shall be entitled to withdraw the principal in full and at any time from the counter party comparable to the deposit acceptor;
- (3) savings deposit lottery issued under the *Law governing the Bank for Agriculture and Agricultural Cooperatives*;
- (4) savings deposit lottery issued under the *Law governing the Government Savings Bank*.

Clause 4 An institutional investor shall refer to any of the following investors:

- (1) Bank of Thailand;
- (2) commercial bank;
- (3) bank established under specific law;
- (4) finance company;
- (5) credit foncier;
- (6) securities company;

(7) non-life insurance company;
 (8) life insurance company;
 (9) mutual fund;
 (10) private fund managed by a securities company for the investment of ultra-high net worth investors, high net worth investors or investors under (1) to (9) or (11) to (25);

- (11) provident fund;
- (12) Government Pension Fund;
- (13) Social Security Fund;
- (14) National Savings Fund;
- (15) Financial Institution Development Fund;
- (16) derivatives business operator under the *Law on Derivatives*;
- (17) derivatives business operator under the *Law on Agricultural Futures*

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- (18) international financial institution;
- (19) Deposit Protection Agency;
- (20) Stock Exchange of Thailand;
- (21) juristic person in the category of statutory corporation;
- (22) juristic person whose shares are held by the investors under (1) to (21), in aggregate, exceeding seventy-five percent of the total voting shares;
- (23) foreign investor having characteristics similar to the investors under (1) to (22);
- (24) fund manager or derivatives fund manager in accordance with the *Notification of the Capital Market Supervisory Board concerning Rules on Personnel in Capital Market Business*;
- (25) any other investors as specified by the SEC Office.

Clause 5 An ultra-high net worth investor shall refer to any of the following investors:

- (1) a juristic person having any of the following characteristics:
 - (a) having shareholders' equity in the amount of two hundred million baht or more, according to the audited financial statements for the most recent financial year;
 - (b) having direct investment in securities or derivatives in the amount of not less than forty million baht, or not less than eighty million baht when combined with *deposit*, according to the audited financial statements for the most recent financial year;
- (2) a natural person including the spouse, having any of the following characteristics:
 - (a) having a net asset value of seventy million baht or more, excluding the value of the property used as a permanent residence of such person;
 - (b) having annual income of ten million baht or more, or seven million baht or more in case of excluding the annual income of the spouse's;
 - (c) having direct investment in securities or derivatives in the amount of not less than twenty-five million baht, or not less than fifty million baht when combined with *deposit*.

Clause 6 A high net worth investor shall refer to any of the following investors:

(1) a juristic person having any of the following characteristics:

(a) having shareholders' equity in the amount of one hundred million baht or more, according to the audited financial statements for the most recent financial year;

(b) having direct investment in securities or derivatives in the amount of not less than twenty million baht, or not less than forty million baht when combined with *deposit*, according to the audited financial statements for the most recent financial year;

(2) a natural person including the spouse, having any of the following characteristics:

(a) having a net asset value of fifty million baht or more, excluding the value of the property used as a permanent residence of such person;

(b) having annual income of four million baht or more;

(c) having direct investment in securities or derivatives in the amount of not less than ten million baht, or not less than twenty million baht when combined with *deposit*.

Clause 7 Any reference in other notifications to the definitions of the terms, "institutional investor" or "high net worth investor" in accordance with the *Notification of the Securities and Exchange Commission No. Kor Chor. 9/2555 Re: Determination of Definitions of Institutional and High Net Worth Investors* dated 9 July 2012 shall be deemed a reference to the definitions of the terms, "institutional investor" or "high net worth investor," as the case may be, in this Notification.

Clause 8 This Notification shall come into force as from 16 February 2017.

Notified this 8th day of February 2017.

(Mr. Voravidh Champeeratana)
Chairman
Securities and Exchange Commission