

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 Capital Market Supervisory Board
No. Tor Jor. 20/2561
Re: Rules, Conditions and Procedures for Disclosure of
Mutual Funds and Real Estate Investment Trusts or
Infrastructure Trusts**

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 35, Section 56 and Section 117 of the *Securities and Exchange Act, B.E. 2535 (1992)*, the Capital Market Supervisory Board hereby issues the following regulations:

Clause 1 This Notification shall come into force from the 1 July 2018.

Clause 2 The following Notifications shall be repealed:

(1) *Notification of the Capital Market Supervisory Board No. Tor Jor. 51/2555 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-Financial Information of Real Estate Investment Trust* dated 21 November 2012;

(2) *Notification of the Capital Market Supervisory Board No. Tor Jor. 26/2557 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-Financial Information of Real Estate Investment Trust (No.2)* dated 20 August 2014;

(3) *Notification of the Capital Market Supervisory Board No. Tor Jor. 19/2558 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-Financial Information of Real Estate Investment Trust (No.3)* dated 27 April 2015;

(4) *Notification of the Capital Market Supervisory Board No. Tor Jor. 86/2558 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-Financial Information of Real Estate Investment Trust (No.4)* dated 2 December 2015; and

(5) *Notification of the Capital Market Supervisory Board No. Tor Jor. 7/2559 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-Financial Information of Real Estate Investment Trust (No.5)* dated 30 March 2016.

Clause 3 Unless otherwise provided in this Notification, definitions given under the following Notifications shall be used in relation to each type of instruments:

(1) *Notification of the Securities and Exchange Commission concerning Determination of Definitions in Notifications on Issuance and Offer for Sale of All types of Debt Securities* in relation to trust having the obligations under this Notification as a result of the offer for sale of debt securities;

(2) *Notification of the Capital Market Supervisory Board and Notification of the Securities and Exchange Commission concerning the Establishment and Management of Property Funds* with respect to the **property funds** having the obligations under this Notification as a result of the offer for sale of investment **units**;

(3) *Notification of the Capital Market Supervisory Board concerning Rules, Conditions and Procedures for the Establishment and Management of Infrastructure Funds* in relation to **infrastructure funds** having the obligations under this Notification as a result of the

offer for sale of investment **units**;

(4) *Notification of the Capital Market Supervisory Board concerning Issuance and Offer for Sale of Trust Units by Real Estate Investment Trusts* in relation to **real estate investment trusts** having the obligations under this Notification as a result of the offer for sale of trust **units**; and

(5) *Notification of the Capital Market Supervisory Board concerning Issuance and Offer for Sale of Trust Units by Infrastructure Trust* in relation to **infrastructure trusts** having the obligations under this Notification as a result of the offer for sale of trust **units**.

Clause 4 There shall be the following additional definitions:

“**mutual fund**” means a property fund and infrastructure fund;

“**property fund**” means property funds established pursuant to the *Securities and Exchange Act B.E. 2535 (1992)*, but excluding **special property funds**;

“**special property fund**” means any of the following **mutual funds**:

(1) property fund for resolving financial institution problems;

(2) mutual fund for resolving financial institution problems; and

(3) property and loan fund.

“**infrastructure fund**” means an infrastructure fund established pursuant to the *Securities and Exchange Act B.E. 2535 (1992)*;

“**trust**” means a real estate investment trust and an infrastructure trust;

“**real estate investment trust**” means a real estate investment trust established pursuant to the *Trusts for Transactions in Capital Market Act B.E. 2550 (2007)*.

“**infrastructure trust**” means an infrastructure trust established pursuant to the *Trusts for Transactions in Capital Market Act B.E. 2550 (2007)*;

“**management company**” means a securities companies licensed to undertake securities business in the category of mutual fund management;

“**unit**” means an investment unit of mutual fund or trust unit of trust, as the case may be;

“**auditor**” means a certified public accountant who has obtained an approval from the SEC Office;

“**trust manager**” means a person performing the duty of a trust manager pursuant to trust instrument;

“**principal asset**” means the following assets:

(1) with respect to **property funds**, real estate the title, lease, usufructs or superficies over which have been acquired by the **property funds**;

(2) with respect to **real estate investment trusts**, real estates the title or lease over which have been acquired by the **real estate investment trusts**;

(3) with respect to **infrastructure funds** or **trusts**, infrastructure assets by definition given under the *Notification of the Capital Market Supervisory Board concerning the Establishment and Management of Infrastructure Funds and the Notification of the Capital Market Supervisory Board concerning Issuance and Offer for Sale of Trust Units by Infrastructure Trusts*, as the case may be.

“**mutual fund manager**” means a person who makes decisions to invest in or dispose of the **principal assets** of mutual fund;

“**Exchange**” means the Stock Exchange of Thailand;

“**major investor**” means a person having any of the following characteristics:

(1) persons who have acquired the initial *units* worth of at least THB 10 million;
(2) persons under (1) who have acquired additional *Units* which, when combined with the *units* already held by them, are worth of at least THB 10 million.

The determination of the unit value under Paragraph 1 shall be made on basis of the Unit value in each trading.

The term "*executive*" "*parent company*" "*subsidiary*" and "*associate*" shall have the same definition as defined under the *Notification of the Securities and Exchange Commission concerning Determination of Definitions in Notifications on Issuance and Offer for Sale of Securities*.

Clause 5 This Notification shall be applicable to the preparation and disclosure of information of the following *mutual funds* and *trusts*:

- (1) *property funds*;
- (2) *infrastructure funds*;
- (3) *real estate investment trusts*; and
- (4) *infrastructure trusts*.

Clause 6 The preparation and disclosure of information by *mutual funds* and *trusts* pursuant to this Notification shall be in accordance with the following rules:

(1) provisions governing persons who have the obligations to prepare and disclose information of *mutual funds* and *Trusts*, including types of information and periods of preparation and disclosure of information are in Part 1;

(2) preparation and disclosure of information of *mutual funds* and *trusts* shall be in accordance with the following rules:

(a) reports on financial positions and operating results shall be in accordance with Part 2; and

(b) reports on the asset value, unit value and progress of the development of the *principal assets* shall be in accordance with Part 3.

(3) cessation of duties under this Notification shall be in accordance with Part 4;

(4) power of the SEC Office in granting waivers of rules under this Notification shall be in accordance with Part 5.

Part 1

Persons Having the Obligations under this Notification, Types of Information and Periods

Clause 7 *mutual funds* by *management companies* and *trusts* by *trust managers* who have been assigned by trustee shall have the obligations to prepare and disclose the following information of *mutual funds* and *trusts*, unless there is any ground resulting such

duties to be ceased under Part 4:

- (1) The reports on financial and non-financial information are as follows:
 - (a) financial statements;
 - (b) interim management discussion and analysis;
 - (c) annual reports;
 - (d) annual registration statement.
- (2) report of assets value, unit value and progress of the development of *principal assets* including the following information:
 - (a) total value of assets, net asset value and unit value;
- (3) report on the progress of the development of *principal assets* in case where *mutual funds* or *trusts* have invested in the under-construction *principal assets*.

Clause 8 The preparation and disclosure of information pursuant to Clause 7 shall be in accordance with the following rules, periods and conditions:

- (1) reports on financial and non-financial pursuant to Clause 7 (1) shall be prepared and submitted to the SEC Office in accordance with the rules provided under Part 2 and within the period and subject to conditions provided under Clause 17 and the table annexed to this Notification. Information under Clause 7 (1) shall be submitted to the SEC Office and also to unitholders;
- (2) information on value of assets, value of *units* and progress of the development of *principal assets* pursuant to Clause 7 (2) shall be prepared and submitted to the SEC Office in accordance with the rules and within the period provided under Part 3. Information under Clause 7 (2)(a) shall be submitted to the SEC Office and also to unitholders.

Clause 9 The obligation to prepare and disclose information pursuant to Clause 7 shall commence upon completion of establishment of *mutual funds* or establishment of *trusts*, as the case may be.

Clause 10 The appraisal of assets disclosed or used in preparation of reports pursuant to Clause 7 shall be made by the appraisers in accordance with the rules provided under the *Notification of the Capital Market Supervisory Board* or the *Notification of the Office of Securities and Exchange Commission concerning Rules on Appraisal of Value of Assets of Mutual Funds or Trusts*, as the case may be

Part 2

The Preparation for Reports on Financial and Non-financial Information of Mutual Funds and Trusts

Chapter 1

Rules on Preparation of Financial Statements and Supplementary Documents

Clause 11 The quarterly and annual financial statements of *mutual funds* and *Trusts* must be reviewed or audited, as the case may be, by the *auditors*.

Auditors' report pursuant to Paragraph 1 shall not be illustrative meaning that:

(1) the preparation and disclosure of information in the financial statements do not comply with the financial reporting standards obliged to use in preparation for such financial statement; or

(2) the *auditors* are limited their scope of the review or audit, as the case may be, by any acts or failure to act by following persons:

(a) with respect to *mutual funds*, the *management companies*, directors or Executive of the *management companies* and the *mutual fund managers*; and

(b) with respect to *Trusts*, *Trust Managers* and director or Executive of the *trust managers*.

Clause 12 Financial statements of *mutual funds* and *trusts* shall be prepared in accordance with the Thai Financial Reporting Standards and the rules provided under Clause 13, Clause 14, Clause 15, Clause 16 and Clause 17.

Clause 13 In case the presentation of information in any matter is not covered by Thai Financial Reporting Standards, *mutual funds* or *trusts* shall specify the accounting policy used in recording such matter in notes to the financial statement and provide an explanation on which financial reporting standards such accounting policy complies with..

Clause 14 Line item in the quarterly financial statements of *mutual funds* and *Trusts* shall be the same as line item in the annual financial statements.

Clause 15 In case of having a subsidiary, *mutual funds* or *trusts* shall proceed to have its subsidiary company's financial information and other information in order that such issuer could prepare a consolidated financial statement in accordance with Thai Financial Reporting Standards and conditions specified in this Division. In this regard, the consolidated financial statement shall also comply with the provisions under this chapter.

In the circumstance as defined in Thai Financial Reporting Standards which causes not to consolidate financial information of subsidiary company into consolidated financial statement or in case of any necessity by which *mutual funds* or *trusts* are unable to consolidate its subsidiary company's financial information into the consolidated financial statement, the *mutual funds* or *trusts* shall disclose the reason and effects of the unconsolidated information into the notes to the consolidated financial statement

Clause 16 *mutual funds* and *trusts* shall submit the following documents to the SEC Office together with financial statements:

(1) letter of certification on financial statements containing the following information:

(a) with respect to *real estate investment trusts*, information required in Form 56-REIT3 annexed to this Notification;

(b) for other disclosures than a), information required in Form 56-REIT3, *mutatis mutandis*.

(2) the summary of the auditor's report under the *Notification of the Office of the Securities and Exchange Commission concerning Approval of Auditors in the Capital Market*.

Clause 17 *mutual funds* or *trusts* shall prepare and submit to the SEC Office along with the financial statements an interim management discussion and analysis upon occurrence of more than 20 percent differences between revenue or net profit in financial statements of any financial period compared with the same period of previous year. The analysis shall at least include reasons and major factors contributing to such differences, including impacts caused by such differences.

Clause 18 *mutual funds* and *trusts* shall rotate an auditor by complying with the rules prescribed in Paragraph 2, in the occurrence that the auditor has performed his/her duties on auditing or reviewing and expressed opinion on financial statement of the same *mutual funds* or *trusts* for five consecutive years

The rotation of the auditor under Paragraph 1 shall be complied with the following rules:

(1) *mutual funds* and *trusts* can appoint new *auditors* from the same audit firm of the changed Auditor;

(2) *mutual funds* and *trusts* may re-appoint the changed auditor who has vacated from his/her duty at least 2 fiscal years from the date on which such auditor has vacated from his/her duty.

Chapter 2

Rules on Preparation of Annual Report

Clause 19 Annual reports shall include the following information except as provided under Clause 20:

(1) annual reports for *real estate investment trusts* shall contain any of the followings:

(a) the information disclosed to the SEC Office in accordance with Form 56-1 together with the annual financial statements; or

(b) information disclosed in accordance with Form 56-2 attached to this Notification;

(2) in cases of any other than sub clause (1), annual reports shall contain information in either one form provided under (1), *mutatis mutandis*.

Clause 20 Annual reports of *infrastructure funds* or *infrastructure trusts* having *major investors* as the sole unit holder shall have the same information as that provided in the annual updated information statement submitted to the SEC Office along with the financial statements of the respective fiscal year.

Chapter 3

Rules on Preparation of Annual Updated Information Statements

Clause 21 Annual Updated statements of *mutual funds* and *trusts* shall have the information in accordance with the following minimum requirements:

- (1) annual registration statements of *real estate investment trusts* shall contain information provided in Form 56-REIT1 annexed to this Notification;
- (2) annual registration statements of *infrastructure funds* having *major investors* as the sole holder of *units* shall, *mutatis mutandis*, contain information required under the *Notification of the Office of Securities and Exchange Commission concerning Prospectus for the Offer for Sale of Investment Units of Infrastructure Funds*, and such information shall be updated;
- (3) annual registration statement of *infrastructure trusts* having *major investors* as the sole unit holder shall, *mutatis mutandis*, contain information required under the *Notification of the Capital Market Supervisory Board concerning Issuance and Offer for Sale of Trust Units* for such trust, and such information shall be updated;
- (4) annual updated information statements of other *mutual funds* or *trusts* than sub clause (1), (2) and (3) shall contain information provided in Form 56-REIT1, *mutatis mutandis*.

For *mutual funds* pursuant to Paragraph 1(2) or for *mutual funds* pursuant to Paragraph 1(4), the certification of information shall be signed by either one of the following persons:

- (1) authorized director(s) of *management companies*; or
- (2) appointed persons by person(s) under Paragraph 2(1).

Chapter 4

Format and Methods of Preparation and Submission

Clause 22 The language used in the preparation and disclosure of reports pursuant to this Part shall be prepared in Thai.

mutual funds and *trusts* may also prepare and disclose reports pursuant to this Part in English, the substance of which shall not be different from that in the Thai language including a statement to certify accuracy of the information.

Clause 23 Reports to be submitted to the SEC Office pursuant to this Part shall be in the following format. except in case an annual report shall comply with Clause 24:

- (1) one copy of printed report; and
- (2) an electronic form in accordance with the following procedures:
 - (a) in case of *mutual funds* and *trusts* of which *units* are listed securities of

the Exchange, such information shall be submitted through the transmission system as prescribed by the Exchange;

(b) in cases of *mutual funds* and *trusts* others than sub clause (a), such information shall be submitted through the transmission system as prescribed by the SEC Office.

The information submitted to the SEC Office both printed document and electronic form shall contain the correctly consistent statement and shall not contain any false statement or conceal any material facts which should have been stated.

Clause 24 *mutual funds* and *trusts* may prepare and submit the annual report to the SEC Office and unitholders in the form of printed document or a compact disc.

To the extent that it is possible, *mutual funds* or *trusts* which have *units* listed on the *Exchange* shall also submit the annual report in the electronic form in accordance with the methods provided under sub clause (2)(a) of Paragraph 1 of Clause 23.

In case submitting annual report in electronic form, the *mutual funds* and *trusts* shall also comply with Paragraph 2 of Clause 23 , *mutatis mutandis*.

Part 3

Rules on the Preparation and Disclosure of Information on Asset Value, Unit Value and Progress of the Development of Principal Assets

Clause 25 The provisions under this Part shall not be applicable to *mutual funds* and *trusts* having *major investors* as the sole unitholder.

Clause 26 *Mutual funds* and *trusts* shall prepare and disclose information on value of assets and Unit value as of the last day of each quarter. The disclosure shall be certified by the Fund Supervisor or Trustee, as the case may be and shall be made within forty-five days from the last day of each quarter.

The disclosure pursuant to Paragraph 1 shall be in accordance with the following rules:

(1) disclosure of *mutual funds* or *trusts* having *units* listed on the *Exchange* shall be made via transmission system of the Exchange; and

(2) other disclosure than (1) shall be made using any method which would allow investors to have an appropriate access to the information such as publication in newspapers or website.

Clause 27 Information on total asset value, net asset value and Unit value disclosed in the reports pursuant to Clause 26 must be in accordance with the following rules:

(1) the reference price shall be in accordance with the rules provided under the *Notification of the Capital Market Supervisory Board* or the *Notification of the Office of the Securities and Exchange Commission concerning Methods of Valuation of Assets of Mutual Funds or Trusts*;

(2) fraction numbers shall be used in the following manners:

(a) two decimals and rounding of fractions according to international standards shall be used for the purposes of calculation of total asset value and net asset value;

(b) five decimals and rounding of fractions according to international standards shall be used for the purposes of calculating Unit value, while numbers determined from such calculation shall be in four decimals and the fifth decimal shall be deleted.

Any fractions left after rounding pursuant to Paragraph 1 shall be used in the calculation as the assets of *mutual funds* or *trusts*.

Clause 28 In case where *mutual funds* or *trusts* have invested in the under-construction *principal assets*, a report on the progress of the development of the *principal assets* shall be prepared in every six months period from the date of investment in the *principal assets*. The report shall be submitted to the SEC Office within thirty days from the last day of such 6-months period.

The progress report under Paragraph 1 shall at least have the following information:

(1) progress of the development against the development plan;

(2) in case that the progress of the development is not according to the development plan, a solution and the impact or possible impact on that *mutual funds* or *trusts* shall be included.

Upon completion of the development of the *principal assets* which can be used in generating benefits, the report to be prepared and disclosed pursuant to Paragraph 1 shall include additional information on the finished development such as the completion date. The report shall then be submitted to the SEC Office within thirty days from date on which the development has become complete and the *principal assets* are ready to be used in generating incomes.

Part 4 **Cessation of Duties**

Clause 29 The duties under this Notification of *mutual funds* and *trusts* would be ceased when any of the following appears:

(1) liquidation of *mutual funds* or *trusts*;

(2) with respect to *infrastructure trusts* having Major Investor as sole unitholder, when the Trust is approved to offer for sale to the public the newly issued debentures with any of the following characteristics, the duties of the Trust as a result of the submission of the registration statement for the offer for sale of debentures shall be ceased only with respect to the preparation and disclosure of reports on financial positions and operating results in accordance with Part 2:

(a) the Trust has not offered debentures for sale within the period specified under the prospectus or has cancelled the offer for sale of debentures in accordance with the prospectus;

(b) the debentures in offer are in the type with redemption period and have already become mature.

Clause 30 *Mutual funds* or *trusts* shall notify the cause of the cease of duties to disclose a report on financial and non-financial information as prescribed in Clause 29 prior to the due date for the disclosure of such report.

Part 5
Power of the SEC Office to Grant Waivers for Disclosure

Clause 31 The SEC Office shall have the power to grant a waiver for the disclosure of information required in this Notification if *mutual funds* and *trusts* could demonstrate to the SEC Office that the information does not have any material impact on the investment decisions of the investors, and there is a reasonable ground not to disclose such information or the securities issuer has provided other sufficient measures in lieu of the disclosure of such information.

Clause 32 In case *mutual funds* or *trusts* are unable to submit or disclose any reports required in this Notification within the period required under Clause 8 due to any reasonable and appropriate ground, the SEC Office shall have the power to grant a waiver for the submission or disclosure of such report. *mutual funds* or *trusts* may submit a requisition for a waiver to the SEC Office prior to the due date of such period together with the explanation of such ground and specify the proposed time for disclosure of such report.

In case the SEC Office does not grant the waiver under Paragraph 1, the securities issuer shall be liable for failure to comply with Section 35, Section 56 or Section 117, as the case may be, shall commence from the date on which it is due for the submission or disclosure of the report on financial and non-financial information in accordance with Clause 8.

Notified this 19th day of February 2018.

- Signature -
(Mr. Rapee Sucharitakul)
Secretary-General
Office of the Securities and Exchange Commission
Chairman
Capital Market Supervisory Board