

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 Capital Market Supervisory Board
No. Tor Nor. 41/2564
Re: Provisions relating to Offering for Sale of Units of Collective Investment Schemes between Hong Kong Special Administrative Region of the People's Republic of China and Thailand

By virtue of Paragraph 2(1) of Section 16/6 and Section 113 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(6), Paragraph 1(4) and Paragraph 3 of Section 56 of the *Securities and Exchange Act B.E. 2535 (1992)*, as amended by the *Securities and Exchange Act (No.5) B.E. 2559 (2016)*, and Section 67 and Paragraph 1(11) of Section 69 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 as from 16 June 2021.

Clause 2 In this Notification:

“*collective investment schemes*” means foreign collective investment schemes authorised and supervised by the *home regulator* that is a signatory, and established for offering for sale under the Mutual Recognition of Funds between Hong Kong Special Administrative Region of the People's Republic of China and Thailand (HK-TH MRF).

“*units of collective investment schemes*” means the following securities of *collective investment schemes* or that issued under foreign ETF with an objective to invest in securities, financial instruments or financial transactions:

- (1) shares of an investment company;
- (2) unit trust certificates;
- (3) instruments or evidentiary documentation showing the right in the assets of *collective investment schemes*.

“*CIS operator*” means a person who is responsible for the management of *collective investment schemes*.

“*registration statement*” means a *registration statement* for the offering for sale of *units of a collective investment scheme*.

“*home regulator*” means a regulator who has the authority to supervise *collective investment schemes* or *CIS operators*.

“*securities company*” means a securities company that obtains the following securities business licenses:

- (1) license to undertake securities business in the category of securities brokerage without limit to debt securities or investment units;
- (2) license to undertake securities business in the category of securities brokerage, securities dealing or underwriting of investment units, trust certificates of trust having the similar characteristics as mutual fund or any other securities prescribed by the Securities and Exchange Commission as securities having the similar characteristics as investment units.

Chapter 1
Authority of the SEC Office

Clause 3 The provisions related to the authority of the SEC Office under the *Notification of the Capital Market Supervisory Board concerning the Provisions related to Offering for Sale of Units of Foreign Collective Investment Schemes* and the *Notification of the Capital Market Supervisory Board concerning Rules, Conditions and Procedures for Selling, Repurchasing and Redeeming Units of ASEAN Collective Investment Schemes and APEC Asia Region Funds Passport* shall take effect, *mutatis mutandis*, to the extent that they are not inconsistent with or contrary to the provisions prescribed herein.

Chapter 2
Application for Approval and Duty Performance of CIS Operator

Clause 4 Unless specified otherwise in this Notification, in offering for sale of *units of a collective investment scheme*, the *CIS operator* shall comply with the regulations on ASEAN Collective Investment Schemes offering to retail investors specified in the *Notification of the Capital Market Supervisory Board concerning the Provisions related to Offering for Sale of Units of Foreign Collective Investment Schemes* and the Notifications of the Office of the Securities and Exchange Commission, guidelines, orders and circulars issued or providing guidelines in accordance with the aforementioned Notification, *mutatis mutandis*, and shall submit the following evidentiary documentation to the SEC Office:

(1) an application form for offering for sale of *units of a collective investment scheme* by using Form 35 - HK-TH MRF as provided on the website of the SEC Office;

(2) documents containing details in relation to the *collective investment scheme* to be offered for sale which shall have the same characteristics of the forms and list specified in the *registration statement*.

In the case where the *CIS operator* files the *registration statement* and draft prospectus together with the application to obtain approval, it shall be deemed that the submitted *registration statement* is the evidentiary documentation supplemented to the application which has been filed under Paragraph 1 above.

(3) document demonstrating that the *collective investment scheme* is established legally under the law of the jurisdiction of the *home regulator*;

(4) a letter appointing a *securities company* to perform duty as a representative responsible for the trading of *units of a collective investment scheme* and a letter appointing a local representative of the *CIS operator* in Thailand.

Clause 5 In the following cases, the *CIS operator* shall notify the SEC Office and unitholders in advance and shall comply with the respective regulations as follows:

(1) In case of a merger or termination of the offering for sale of ***units of a collective investment scheme*** in the home jurisdiction, at least one month's notice shall be provided in advance before the effective date of the merger or the termination in the home jurisdiction, as the case may be, and the notice shall at least contain the following details:

- (a) reason for the merger or termination of the offering for sale of ***units of a collective investment scheme*** in the home jurisdiction;
- (b) relevant provisions under the constitutive documents that enable the ***CIS operator*** to merge or terminate the offering for sale of ***units of a collective investment scheme*** in the home jurisdiction;
- (c) consequences on the unitholders;
- (d) any other actions as deemed necessary for the interest of the unitholders;
- (e) estimate costs and the entity expected to bear such costs (if any).

(2) In the case where the ***CIS operator*** no longer wishes to offer for sale the ***units of a collective investment scheme*** in Thailand, in case other than in connection with (1), at least three months' notice shall be provided in advance before any intention to cease such offering, and the notice shall at least contain the following details:

- (a) reason for the cessation of the offering;
- (b) consequences of the cessation of the offering;
- (c) any proposed changes in the operation of the ***collective investment scheme*** upon the cessation of the offering and effects on the unitholders;
- (d) any other actions as deemed necessary for the interest of the unitholders;
- (e) estimate costs and the entity expected to bear such costs (if any).

Chapter 3

Provision of Services related to Selling, Repurchasing and Redeeming Units of Collective Investment Schemes by Securities Company

Clause 6 In providing services related to selling, repurchasing and redeeming ***units of collective investment schemes***, a ***securities company*** shall comply with the regulations on the ASEAN Collective Investment Schemes specified in the *Notification of the Capital Market Supervisory Board concerning Rules, Conditions and Procedures for Selling, Repurchasing and Redeeming Units of ASEAN Collective Investment Schemes and the APEC Asia Regions Passport* and the Notifications of the Office of the Securities and Exchange Commission, guidelines, orders and circulars issued or providing guidelines in accordance with the aforementioned Notification, *mutatis mutandis*.

Notified this 21st day of May 2021.

(Ruenvadee Suwanmongkol)

Secretary-General
Office of the Securities and Exchange Commission
Chairperson
Capital Market Supervisory Board