

## REGULATIONS OF THE STOCK EXCHANGE OF THAILAND

### Re: Consideration and Decision on Appeal, 2000

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By virtue of the second paragraph (17) of Section 170 of the Securities and Exchange Act B.E. 2535 (A.D. 1992), the Board of Governors of the Stock Exchange of Thailand, with the approval of the Securities and Exchange Commission, hereby issues the following regulations:

1. These Regulations shall come into force on December 1, 2000.

2. The Regulations of the Stock Exchange of Thailand Re: Guidelines on the Appeal Against Orders of the Exchange (No. 1), 1998 dated June 1, 1998 shall be repealed.

3. In these Regulations:

“SEC” means the Securities and Exchange Commission;

“Exchange” means the Stock Exchange of Thailand;

“President” means the President of the Exchange;

\*“Executive Sub-Committee”, “Disciplinary Sub-Committee”  
(\*Repealed January 11, 2002)

\*“Sub-Committee” means Sub-committee who shall be appointed by the committee to do any act which the committee shall delegate;  
(\*Added January 11, 2002)

“Appeal Committee” means a committee in charge of considering and making decisions on the appeals against orders of disciplinary action;

\*“order of disciplinary action” means an order of the Board of Governors of the Exchange, order of the President, order of the Sub-Committee which have an effect on rights or duties of person or which the effect is to impose a disciplinary action on a person who violates the Regulations of the Exchange;

(\*Amended May 10, 2006)

“appellant” means a person subject to disciplinary action who has disputed the order of disciplinary action and lodged an appeal with the Appeal Committee;

“Secretary” means the Secretary to the Appeal Committee.

4. In considering an appeal, the Board of Governors of the Exchange with the approval of the SEC shall appoint an Appeal Committee consisting of not less than 3 but no more than 5 members, with at least 1 person who is an expert and has high experience in each of

the legal, accountancy and finance, and securities business fields, in order to perform duties in accordance with these Regulations.

A member of the Appeal Committee must not be the same one as the person who issues an order of disciplinary action.

**5.** A member of the Appeal Committee shall hold office for a term of 2 years.

In case that a member of the Appeal Committee vacates his office by rotation, the Board of Governors with the approval of the SEC shall appoint a new member of the Appeal Committee. While a new member is not yet appointed, the retiring member shall continue to hold the office in order to perform duties until they are taken by a newly appointed member.

**6.** Other than retirement by rotation, the members of the Appeal Committee shall vacate the office upon:

- (1) Death;
- (2) Resignation;
- (3) Dismissal by a resolution of the Board of Governors;
- (4) Lack of qualifications under Clause 4.

In case that a member of the Appeal Committee vacates his office prior to the expiry of his term, the Board of Governors with the approval of the SEC may appoint a replacement member who shall be in the office for the remaining term of the member whom he replaces.

**7.** The Appeal Committee shall elect one of its members to be the Chairman of the Appeal Committee.

**8.** In a meeting of the Appeal Committee, at least one-half of the total number of its members must be present to form a quorum.

In a meeting of the Appeal Committee, if the Chairman of the Appeal Committee is not present or is unable to perform his duties, the Vice-Chairman shall be the chairman of the meeting. If there is no Vice-Chairman or if the Vice-Chairman is not present or is unable to perform the duties, the members present at the meeting shall elect one among themselves to preside over the meeting.

The decision of the meeting shall be made by a majority vote. Each member of the Appeal Committee shall have one vote. In case of the equality of votes, the chairman of the meeting shall have another casting vote.

**9.** In case of necessity and urgency, a meeting of the Appeal Committee under Clause 8 may be conducted through the placement of signatures of all of its members in a document showing a resolution instead and the decision shall then be made in accordance with the provisions of the third paragraph of Clause 8. Such method, however, shall not apply to the meeting for a resolution to impose or increase the disciplinary action against an appellant.

**10.** A member of the Appeal Committee who has an interest in a matter being considered is prohibited from participating in the consideration of such matter.

**11.** The President shall appoint one officer of the Exchange to perform duties as the Secretary and be in charge of compiling facts and evidence concerned, examining and proposing opinion concerning the facts and points of law to the Appeal Committee as well as doing any other act for the implementation of these Regulations.

**12.** In appealing against an order of disciplinary action, a person subject to disciplinary action may either do all acts by himself or execute a power of attorney to authorize another person to act in lieu.

**13.** A person subject to disciplinary action is entitled to dispute the order of disciplinary action by lodging an appeal with the Appeal Committee within 15 days from the date of receiving written notice of an order of disciplinary action.

An appeal under the first paragraph must be made in writing and signed by the appellant or his attorney-in-fact, as the case may be, and must specify the order of disciplinary action that is the cause of an appeal, the facts, points of law and reasons which are the dispute against any aspect of the order of disciplinary action.

The appellant shall submit along with the appeal all documents and evidence relating to the subject matter of the appeal which the appellant adduces to support his dispute or considers as being beneficial to the consideration of appeal.

**14.** An appeal under Clause 13 shall be lodged with the Secretary.

When receiving the appeal, the Secretary shall issue to the appellant a receipt which must contain at least the statement showing the date of receiving the appeal and the name of the appellant.

**15.** In case of the lodging of an appeal after expiry of the period under Clause 13, the Secretary shall give an order to dispose of such appeal and make a report to the Appeal Committee as well as a written notice to the appellant.

In case that the Secretary deems that the appeal is incorrect or fails to have complete particulars as stipulated, the Secretary shall give written notice of the incorrectness or incomplete particulars to the appellant and stipulate therein the period of time during which the appellant must amend or prepare a correct and complete appeal and re-submit it.

In case that the appellant fails to amend or prepare a correct and complete appeal and re-submit it within the stipulated time under the second paragraph, the provisions in the first paragraph shall apply. Nonetheless, if the appellant amends or prepares a correct and complete appeal and re-submits it within the stipulated time under the second paragraph, it shall be deemed that the appellant submits the appeal within the stipulated time under Clause 13.

**16.** In case that the Secretary deems that the appeal is correct and complete according to Clause 13, the Secretary shall prepare an opinion together with reasons and points of law concerned and propose the same to the Appeal Committee without delay.

**17.** The Appeal Committee shall complete consideration of an appeal within 30 days from the commencement date of consideration of such appeal for the first time.

During consideration of the appeal, the Appeal Committee may order the Secretary to issue a written notice requiring the appellant to meet for an inquiry, to submit additional documentary evidence, or to clarify additional facts concerning the subject matter of the appeal within prescribed time, or may instruct an internal unit of the Exchange that is related to the order of disciplinary action to submit documentary evidence or make additional clarification.

The clarification under the second paragraph must be made in writing, except where the Appeal Committee permits a verbal clarification in the presence of the Appeal Committee.

In case of the verbal clarification under the third paragraph, the Secretary shall record the clarification and ask the person making the clarification to sign his name as evidence.

The counting of period under the first paragraph shall not include the duration as from the date on which the Appeal Committee gives an order under the second paragraph until the date on which the Appeal Committee receives the additional documentary evidence or clarification in full.

**18.** When the Appeal Committee completes the consideration, the Secretary shall record the opinion and reasons of the Appeal Committee and submit the same to the Board of Governors for further consideration and instruction.

In making the consideration and instruction, if the Board of Governors would consider giving an instruction which is different from the opinion of the Appeal Committee, the Board of Governors must provide reasons supporting such instruction.

The above consideration and instruction of the Board of Governors shall be final.

**19.** When the Board of Governors completes the consideration and instruction, the Exchange shall give written notice of the result thereof to the appellant together with reasons supporting the instruction without delay.

**20.** The lodging of an appeal shall not be a ground to suspend the execution of an order of disciplinary action, but the appellant may submit a request for suspension of execution of such order of disciplinary action along with the lodging of an appeal by specifying therein the reasons in requesting the Appeal Committee to suspend the execution of an order of disciplinary action and enclosing a copy of written notice of an order of disciplinary action.

When a request for suspension of execution of an order of disciplinary action is duly submitted, the Secretary shall consider the same urgently and prepare an opinion to the Appeal Committee without delay.

**21.** In case where the Appeal Committee considers and is of the view that the case is of necessary and urgent nature and the request for suspension of execution of an order of disciplinary action has proper reasons, the Appeal Committee may give an order to suspend the execution of such order of disciplinary action in whole or in part by also prescribing any conditions or collateral as necessary and the Secretary shall give written notice to the appellant, the person issuing the order of disciplinary action and the Exchange's internal unit which is related to such order of disciplinary action.

In case where the Appeal Committee considers and deems it expedient to give an instruction rejecting the suspension of execution of an order of disciplinary action, the Secretary shall give written notice to the appellant without delay.

### **Transitional Provisions**

**22.** In case of an order of disciplinary action within the meaning of these Regulations, or an order of disciplinary action of a sub-committee pursuant to the regulations of the Exchange governing disciplinary action against members, executives, authorized persons and employees of the members and disclosure of disciplinary action, or an order of disciplinary action of a sub-committee under the regulations of the Exchange governing rules concerning members' codes of conduct which has been given prior to the date on which these Regulations come into force and has never been appealed to the Exchange by the person subject to such an appeal, the appeal against such order of disciplinary action shall be in accordance with the stipulations under these Regulations.

**23.** In case that the appeal against an order of disciplinary action within the meaning of these Regulations, or an order of disciplinary action of a sub-committee pursuant to the regulations of the Exchange governing disciplinary action against members, executives, authorized persons and employees of the members and disclosure of disciplinary action, or an order of disciplinary action of a sub-committee under the regulations of the Exchange governing rules concerning members' codes of conduct has been lodged with the Exchange prior to the date on which these Regulations come into force but a decision on such appeal is not yet given, it shall be deemed that such appeal is the appeal against an order of disciplinary action which is lodged with the Appeal Committee within the stipulated time under Clause 13 hereof and the process of consideration and decision of the appeal shall start as from the issuance of a receipt thereof to the appellant.

Notified on this 24th day of November 2000.

(Signed) Amaret Sila-on

(Mr. Amaret Sila-on)  
Chairman of the Board  
The Stock Exchange of Thailand