

UNOFFICIAL TRANSLATION

Codified up to No. 3

As of 9 June 2015

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 Nor. 35/2554

Re: Prospectus for Infrastructure Fund

By virtue of Section 123 of the *Securities and Exchange Act B.E. 2535 (1992)*, which contains certain provisions that restrict the rights and liberty of a person, which is provided for by virtue of legal provisions, according to Section 29, in combination with Section 33, Section 34, Section 41, Section 43, Section 44, and Section 64, of the *Constitution of the Kingdom of Thailand*, in combination with Clause 30(1) and Clause 7 of the *Notification of the Capital Market Supervisory Board No. Tor Nor. 1/2554 Re: Rules, Conditions, and Procedures for Establishment and Management of Infrastructure Fund*, dated 10 January 2011, the SEC Office hereby issues the following regulations:

This Notification applies to the preparation of prospectus for infrastructure fund.

Clause 2 In this Notification,

The terms “*mutual fund*,” “*management company*,” “*assets of an infrastructure business*,” “*infrastructure business*,” “*greenfield project*,” and “*major investor*” shall have the same meanings as defined in the *Notification of the Capital Market Supervisory Board regarding Rules, Conditions, and Procedures for Establishment and Management of Infrastructure Fund*;

“*prospectus*” means any prospectus for an infrastructure fund;

“*infrastructure fund*” means any infrastructure fund established under the Notification of the Capital Market Supervisory Board regarding Rules, Conditions, and Procedures for Establishment and Management of Infrastructure Fund;

“*sales promoter*” means any person assigned by a *management company* to sell investment units of a *mutual fund*;

“*investor contact*” means any natural person approved by the SEC Office to act as an investor contact person, who communicates with investors, solicits investors, or provides advice to investors or sets plans for investors with respect to trading of or investment in securities.

Clause 3 A *prospectus* shall contain correct, complete, and sufficient information for use in investment decision making, and the nature and presentation of said information shall be in accordance with the following rules:

(1) The language shall be easy to understand;

(2) A *prospectus* shall not contain any false, exaggerating, or misleading statement.

To prepare a *prospectus* under paragraph one, a *management company* may use a diagram or any other method to represent meaning in lieu of a statement, unless otherwise stated in this Notification.

Clause 4 A *prospectus* shall contain 3 parts as follows:

- (1) the important information section;
- (2) the mutual fund information section, which comprises the fund scheme and commitments between unitholders and the *management company* as approved by the SEC Office;
- (3) the certification section.

In the case of a *prospectus* for offer for sale of investment units to increase registered capital of a *mutual fund*, the particulars and information required in paragraph one shall be up-to-date, and the *prospectus* shall also include the particulars and information additionally required in Clause 13.

Clause 5 The important information section of a *prospectus* shall be the first part of the *prospectus* and shall include the following particulars:

- (1) general information of the *mutual fund*, at least including the fund scheme's name, the *management company*'s name, the financial consultant's name, the fund supervisor's name, the investment unit registrar's name, the period of the *mutual fund*, the scheme's capital amount, and the characteristics of unitholders;
- (2)² a diagram showing the *mutual fund*'s risk level and a summary of important risk factors of the *mutual fund*, which properly reflect the *mutual fund*'s risk level, according to the guidelines attached to this Notification;
- (3) classification of investment units, at least including the following details:
 - (a) type(s) of investment units (and whether there is one or more types of investment units), the number of investment units and the par value of each type of investment unit, and, in cases where there are many types of investment units, the criteria and method for classification of investment units;
 - (b)¹ rights and returns to be received by unitholders and the dividend payment policy for each type of investment unit, and, in cases where different types of investment units have different policies about returns or the priority return, clear details about the nature and conditions of payment of returns and the priority return;
 - (4) the *mutual fund*'s investment policies and investment proportions, by providing a summary of information about *assets of an infrastructure business* and assets of other businesses;
 - (5) information about *assets of an infrastructure business*;
 - (6) information about policies on the management and utilization of *assets of infrastructure business*;
 - (7) information about transactions between the *mutual fund* and related persons;
 - (8) risk factors of the *mutual fund*, including risks from asset utilization of the *mutual fund* and risk management measures, sorted in descending order by the probability of occurrence of the risks and significance of their effects;
 - (9) information about administration and management of the *mutual fund*;
 - (10) warnings about the *mutual fund*;

¹ Repealed for amendment by the *Notification of the Office of the Securities and Exchange Commission No. Sor Nor. 16/2557 Re: Prospectuses for Infrastructure Funds (No. 2)*, dated 17 June 2014.

² Repealed for amendment by the *Notification of the Office of the Securities and Exchange Commission No. Sor Nor. 32/2558 Re: Prospectuses for Infrastructure Funds (No. 3)*, dated 9 June 2015.

- (11) information about offer for sale of investment units of the *mutual fund*;
- (12) the date on which the establishment of the *mutual fund* is approved;
- (13) the date on which the information in the *prospectus* is compiled;
- (14) other significant information that is necessary for investment decision making of investors.

The important information section of a *prospectus* under paragraph one shall be typed in an easily legible font size, except for a diagram showing the *mutual fund*'s risk level, which may feature letters in a smaller font size that is yet legible to investors.

Clause 6 The information about *assets of an infrastructure business* shall include at least the following details:

- (1) the name, location, nature, and summary of the information about the operation of the *infrastructure business*, including the type and details of the *assets of the infrastructure business*;
- (2) the prices or pricing method for *assets of the infrastructure business*, and the differences between the prices of *assets of the infrastructure business* and their appraised values (if any);
- (3) a summary of the appraisal of *assets of the infrastructure business* to be invested in by the *mutual fund*, at least including the appraised values, the appraisal methodology and important assumptions, and important opinion of the appraiser (if any), as well as summarized opinions of the *management company* and of the financial consultant with respect to the suitability of the assumptions;
- (4) in cases where the *management company* or the financial consultant discloses a financial estimate of the value of the *infrastructure business* to be invested in by the *mutual fund*, important assumptions on which the estimate is based and an explanation of the *management company* and the financial consultant about the differences between the appraisal report and the financial estimate (if any);
- (5) a summary of important details of agreements under which *assets of the infrastructure business* are obtained;
- (6) an opinion of an independent expert in the technology used in the *infrastructure business* (if any);
- (7) information about compliance with the law with respect to the private sector's participation in or operation of the government's business, and past performance of the *infrastructure business* with which the *mutual fund* entered into a transaction (if any).

Clause 7 Information about policies on the management and utilization of *assets of an infrastructure business* shall include at least the following details:

- (1) in cases where the *mutual fund* has a policy to invest in *assets of the infrastructure business* which are the rights to future income or the rights under an agreement to share future income, and the *mutual fund* is one of the persons entitled to such future income, the *management company*'s analysis of the chance of each type of unitholder of gaining or losing such income, as compared to the chance of creditors or other persons entitled to such future income, together with an analytical explanation and legal opinion on such matter;
- (2) in cases where the *mutual fund* has a policy to invest in *assets of the infrastructure business* that is a *greenfield project*, a step-by-step operation plan,

starting from construction to completion of the construction, as well as the management and utilization of the project;

(3) a summary of important details of a draft agreement on utilization of *assets of the infrastructure business*;

(4) the financial status and operating results at least over the past 3 years of the *infrastructure business* to be invested in by the *mutual fund*, together with an analytical explanation of the financial status, operating results, and significant changes, as well as the causes or factors that may affect such financial status, operating results, or changes, and a tendency of significant changes in or factor which may significantly affect the financial status or operating results in the future (if any);

(5) in the case of a guaranteed fund, a summary of important details of a draft guarantee agreement, the financial status and operating results of the guarantor at least over the past 3 years, together with the *management company*'s opinion on the guarantor's ability to perform its contractual obligations.

Clause 8 Information about transactions between a *mutual fund* and related persons shall include at least the following details:

(1) the relationship between the *mutual fund* and the person who will sell, distribute, transfer, let out, or grant the right to *assets of an infrastructure business* to the *mutual fund*;

(2) in cases where the *mutual fund* acquires *assets of an infrastructure business* from a transaction with a related person, the certification of the person to be appointed by the *management company* as the fund supervisor that such transaction is a trade agreement which a person of ordinary prudence would enter into in the same circumstances, and that the bargaining power is not influenced by the related person;

(3) in cases where the *mutual fund*'s utilization of any *assets of an infrastructure business* is considered to be a transaction with a related person, opinions of the *management company* and of the person to be appointed by the *management company* as the fund supervisor as to whether and how such transaction is necessary and reasonable for the sake of unitholders' interest, as well as possible effects of said transaction to the *mutual fund*.

Clause 9 Information about administration and management of a *mutual fund* shall include at least the following details:

(1) the dividend payment policy, dividend payment restrictions, and the *management company*'s management of any dividends which cannot be paid to unitholders because they hold investment units in a number that exceeds a specified number;

(2) the *mutual fund*'s loan policy;

(3) issuance of investment units, including a requirement that the *management company* will list on the Stock Exchange of Thailand investment units of the same type as those offered to investors in an initial public offering;

(4) restrictions on allotment and transfer of investment units, at least including the following details:

(a) characteristics and qualifications, if any, of investors to which investment units may be offered for sale, such as persons who are general investors or major investors, for each type of investment unit, in cases where there are many types of investment units;

(b) requirements with respect to allotment of investment units, transfer of investment units, and restrictions on allotment and transfer, as well as consequences of

non-compliance with such requirements, such as non-allotment of investment units to persons who buy investment units in a number that exceeds a specified number or non-counting of votes for persons who hold investment units in a number that exceeds a specified number;

(5) establishment of an investment advisory committee;

(6) disclosure of information after offer for sale of investment units, at least containing details about the type of information disclosed, time periods of the disclosure, and channels of the disclosure, provided that the disclosed information includes the *mutual fund*'s financial statements and consolidated financial statements, the asset value, net asset value, and investment unit value of the *mutual fund*, project progress in cases where the *mutual fund* invests in an *infrastructure business* that is a *greenfield project*, and annual reports of the *mutual fund*;

(7) expenses charged to the *mutual fund* and unitholders for each type of investment unit, if there are many types of investment units;

(8) binding effects of the *mutual fund*, at least containing the following details:

(a) a statement that the *management company* is obligated to comply with the fund scheme, commitment between unitholders and the *management company*, and the law on securities and exchange, including notifications, rules, and orders issued by virtue of said law, and that in cases where any regulations in the fund scheme or commitment between unitholders and the *management company* are contrary to those in said law, notifications, rules, or orders, the *management company* shall comply with said law, notifications, rules, or orders, and such compliance shall be considered to be compliance with the fund scheme;

(b) a statement that the rights, obligations, and relationship between the *management company* and unitholders shall be as specified in the commitment between unitholders and the *management company*;

(c) a statement that the *management company* will appoint a fund supervisor as specified in the fund scheme, who is authorized to sign the commitment between unitholders and the *management company*, and that the signing in such commitment by a duly appointed fund supervisor shall bind all unitholders;

(d) a statement that a unitholder's expression of the intention to buy or invest in investment units of the *mutual fund* under the fund scheme, at any phase of ownership, shall be considered acceptance to be bound by the fund scheme and commitment between unitholders and the *management company*;

(e) channels for requesting details of the fund scheme and commitment between unitholders and the *management company*;

(9) dissolution of the *mutual fund*;

(10) channels and methods for filing complaints, and dispute resolution by arbitration and the procedure for submitting a dispute to arbitration.

Clause 10 Warnings about a *mutual fund* shall include at least the following details:

(1) warnings that investment in investment units is not deposit, and is subject to risks; that investors may not be paid their full invested amounts; that the investment is not subject to the Deposit Protection Agency's protection; that investors should cautiously study the prospectus and investment risks before investing, and should seek information from *investor contact persons* so that they are clear about the investment before making investment decisions; and that investors should invest only

when investment in that *mutual fund* suits their investment objectives and investment risks are acceptable;

(2) necessary warnings, considering the nature of the *mutual fund* that may significantly affect investment decisions, such as, if the nature of the *mutual fund*'s utilization of its assets may cause uncertainty to the amount of its earnings, a warning that unitholders' benefits or returns may be significantly affected, etc.;

(3) a warning that the performance of the *mutual fund* does not depend on the financial status or operating results of the *management company* or *distributor/sales agent*;

(4) a warning that "Consideration of a draft prospectus of the [specify the *mutual fund*'s name] *mutual fund* does not mean that the SEC Office certifies the accuracy of the information provided in the prospectus, nor does it guarantee the price or amount of returns of the investment units being offered for sale."

Warnings under paragraph one shall be typed in an easily legible font size not smaller than the normal font used in the prospectus, and shall be shown in the later part of the important information section of the prospectus, except for the following cases:

(1) In cases where this Notification requires otherwise, such requirement shall apply;

(2) In cases where the *management company* is of the opinion that investors should be aware of and give special importance to a certain warning, such warning shall be shown in the first part of the important information section of the prospectus.

Clause 11 Information about offer for sale of investment units of the *mutual fund* shall include at least the following details:

- (1) details of the investment units being offered for sale;
- (2) the characteristics of investors who may subscribe to buy the investment units;
- (3) the number of investment units to be allocated to each category of investors, according to their characteristics, by the *management company*;
- (4) subscription methods and sale and allotment of investment units;
- (5) delivery of investment units to investors to which investment units are allocated.

In cases where the *mutual fund* has many types of investment units, the information under paragraph one for each type of investment unit shall be provided.

Clause 12 The certification section shall be in the later part of each prospectus and shall contain a statement that the following persons have carefully reviewed the information provided in the prospectus that relates to their respective duties and responsibilities, and certify that the information is complete and correct, and is not false nor misleading, and that all important information is included:

- (1) the *management company*;
- (2) the financial consultant and his/her supervisor;
- (3) the guarantor, in the case of a guaranteed fund.

In cases where any person under paragraph one is a juristic person, an authorized director of said juristic person shall sign to certify the correctness and completeness of the prospectus under paragraph one, and affix the corporate seal, if any.

Clause 13 In cases where the *mutual fund* increases its registered capital, the important information section of the prospectus prepared for the offering for sale of investment units for the purpose of increasing the *mutual fund*'s registered capital shall include at least the following important information:

(1) the date on which the *mutual fund* obtains approval of the SEC Office for the increase of its registered capital;

(2) the *mutual fund*'s investments and performance results, which shall be included in the part of information about *assets of infrastructure businesses* and shall include at least the following information:

(a) details of the investments, loans, and obligations of the *mutual fund*;

(b) past performance results of the *mutual fund* over the past 3 years, or for the period starting from the establishment of the *mutual fund* to the most recent accounting period for which the *mutual fund* prepares and discloses its financial statements;

(3) in the case of an increase of registered capital to acquire additional *assets of an infrastructure business* where the acquisition is considered to be a transaction with a related person and has been approved by unitholders, opinions of the *management company* and of the fund supervisor, as included in an invitation to a meeting of unitholders or notification to unitholders to request a resolution, which shall be included in the information about transactions between the *mutual fund* and related persons.

Clause 14 This Notification shall come into force as from 16 September 2011.

Notified this 6th day of September 2011.

(Mr. Chalee Chantanayingyong)
Assistant Secretary-General
Office of the Securities and Exchange Commission

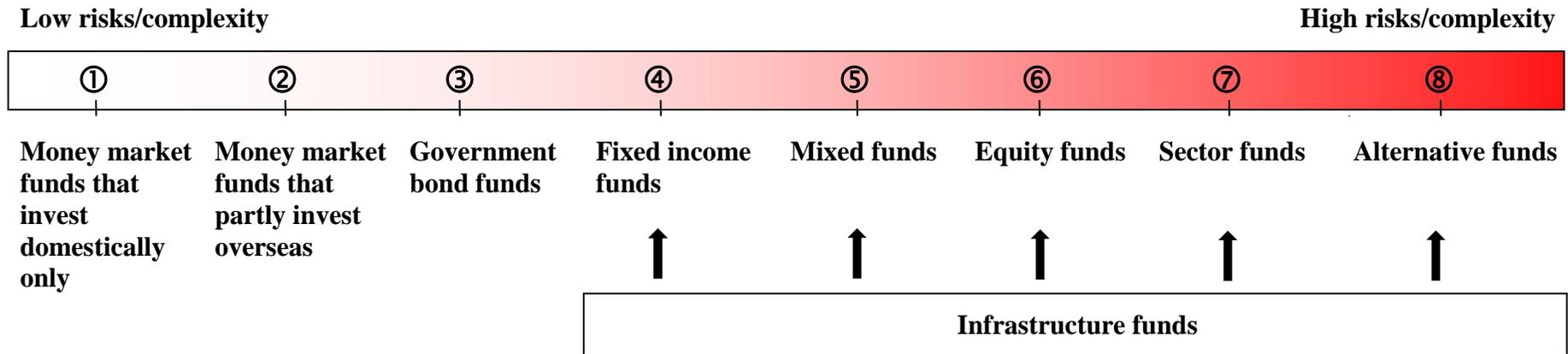
Remarks:

The *Notification of the Office of the Securities and Exchange Commission No. Sor Nor. 35/2554 Re: Prospectuses for Infrastructure Funds* dated 6 September 2011 was published in the Government Gazette on 23 September 2011.

The *Notification of the Office of the Securities and Exchange Commission No. Sor Nor. 16/2557 Re: Prospectuses for Infrastructure Funds (No.2)* dated 17 June 2014 was published in the Government Gazette on 3 July 2014.

The *Notification of the Office of the Securities and Exchange Commission No. Sor Nor. 32/2558 Re: Prospectuses for Infrastructure Funds (No.3)* dated 9 June 2015 was published in the Government Gazette on 25 June 2015.

Diagram showing infrastructure funds' risk levels and a summary of important risk factors



Because the structures of infrastructure funds and the types of assets invested by each fund are different, the risk level of an infrastructure fund may range from Level 4 to Level 8, depending on the following factors: reliability of the mutual fund's source of income, competitiveness and fluctuation of the business in which the fund invests, diversification of the fund's investments, credibility of the contracting party or service users, past performance of the infrastructure business invested, proportion of investments in greenfield projects, and any other factors which may affect the mutual fund's benefits and risks.

Examples of consideration of the risk level of an infrastructure fund

An infrastructure fund with the risk level of 4

A fund having the risk level of 4 clearly specifies the amount of its earnings in advance, has low fluctuation, has a government agency as a lessee or contracting party on a long-term basis, and invests in an infrastructure business which has commercially operated and generated earnings for an extended period of time, showing reliability of the fund's earnings.

An infrastructure fund with the risk level of 8

A fund having the risk level of 8 has high fluctuation in its earnings, invests in an infrastructure business that uses technology that is new and is not yet widely used or an infrastructure business that recently started operating, or significantly invests in a project that has not yet received commercial income.

Sample descriptions to be added to a summary of important risk factors of an infrastructure fund (“mutual fund”)

1. In cases where the assets of the business in which an infrastructure fund invests are not in the form of ownership, such as being lease rights, concession rights, the right to receive benefits from future revenues => The mutual fund will invest in the right to receive benefits from revenues of the ... business for a period of ... years. Therefore, the value of the assets of the infrastructure business in which the mutual fund invests will decrease relatively to the remaining period in which the mutual fund is entitled to receive benefits from said revenues. However, the amount of the decrease may vary each year, depending on asset appraisal.

2. In cases where the mutual fund will invest in a greenfield project => The mutual fund will invest in the ... business, which, as of [date], the construction is ...% complete. Therefore, the mutual fund has risks involving the project development, such as a project delay and a cost overrun.

3. In cases where the mutual fund will invest in an infrastructure of which construction was recently complete and which just started operating => The mutual fund will invest in the ... business, of which construction was recently complete and just started operating on ... Therefore, the success of the business depends on the number of customers. The potential of the business is thus difficult to be assessed than projects which have operated or provided services for a while.

Table of footnotes

No.	Publication Date	Notification Number	Subject	Detail	Status
	6 September 2011	Sor Nor. 35/2554	Prospectus for Infrastructure Fund		(Effective since 16 September 2011)
1	17 June 2014	Sor Nor. 16/2557	Prospectus for Infrastructure Fund (No.2)	<p>The following particulars were amended:</p> <ol style="list-style-type: none"> 1. Clause 5, subsection (3)(b) was amended; 2. The diagram showing infrastructure funds' risk levels and a summary of important risk factors attached to the Notification of the Office of Securities and Exchange Commission No. Sor Nor. 35/2554 was repealed and replaced by the diagram showing infrastructure funds' risk levels and a summary of important risk factors attached to this Notification. 	(Effective since 1 July 2014)

2	9 June 2015	Sor Nor. 32/2558	Prospectus for Infrastructure Fund (No.3)	<p>The following particulars were amended:</p> <ol style="list-style-type: none"> 1. Clause 5, paragraph one, subsection (2) was amended; 2. The diagram showing infrastructure funds' risk levels and a summary of important risk factors attached to the Notification of the Office of Securities and Exchange Commission No. Sor Nor. 16/2557 was repealed and replaced by the diagram showing infrastructure funds' risk levels and a summary of important risk factors attached to this Notification. 	(Effective since 1 July 2015)
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