

DONE in duplicate, at Taipei, on this thirtieth day of April A.D. 1996, in the English language.

FOR THE TAIPEI ECONOMIC AND
TRADE OFFICE IN THAILAND
[Signed]
STEPHAN HSU
REPRESENTATIVE

FOR THE THAILAND TRADE AND
ECONOMIC OFFICE IN TAIPEI
[Signed]
CHASIRI ANAMARN
EXECUTIVE DIRECTOR

MEMORANDUM OF UNDERSTANDING
BETWEEN THE SECURITIES AND
EXCHANGE COMMISSION IN TAIPEI
AND THE SECURITIES AND EXCHANGE
COMMISSION IN BANGKOK

{ 台北證券管理委員會與
曼谷證券管理委員會瞭解
備忘錄 }
(中譯文)

Signed on June 18, 1996
Entered into force on June 18, 1996

八十五年六月十八日簽訂
八十五年六月十八日生效

1. INTRODUCTION

The Securities and Exchange Commission in Taipei (hereinafter referred to as the "SEC in Taipei") and the Securities and Exchange Commission in Bangkok (hereinafter referred to as the "Thai SEC") recognizing the increasingly close relationship between the financial markets in Taiwan and Thailand and the corresponding need to establish and foster cooperation between the authorities responsible for regulating their respective financial markets for the protection of investors and preservation of market integrity, have reached the following understanding.

一、引言

鑒於台灣與泰國之金融市場之間關係日趨密切，有必要建立及促進兩地金融市場監督機構之合作，以保障投資及維持市場穩健操作，台北證券管理委員會（以下簡稱「台證會」）及曼谷證管會（以下簡稱「泰證會」），就以下各方面達成諒解。

2. FUNCTIONS OF EACH COMMISSION

二、雙方職權

- (a) The Securities and Exchange Commission in Taipei

- (一) 台北證券管理委員會

The functions of the SEC in Taipei are to regulate the issuance or trading of securities,

台證會係負責監督證券、期貨及選擇權之發行或交

futures and options contracts as well as to assist economic development and provide investor protection. These include approving, regulating, and supervising the listing application, public offering, issuance and trading of securities; approving regulating and supervising the trading of futures and options contracts; administering and supervising the securities investment trust enterprises, securities financing business, securities investment consulting business, securities central depository business, securities and futures intermediaries and their self regulatory organisations; and regulating securities and futures related business.

(b) The Securities and Exchange Commission in Bangkok

The Thai SEC in the Commission established by the Securities and Exchange Act B.E. 2535(1992) to promote, develop and supervise the Thai capital market. The power and functions of the Thai SEC include the issuance of rules, regulations, notifications, orders or directions under the power given by the Act and to engage in any other activities that would ensure proper disclosure of information in the public offering of securities, financial stability and proper conduct of securities companies, proper performance of various self-regulatory agencies and other institutions related to securities businesses, and compliance with takeover codes and general observations of laws, rules and regulations.

易，並促進經濟發展及保障投資者。台證會掌理之事項包括證券上市、募集、發行與交易之核定暨其管理監督事項；期貨契約及選擇權之核定及買賣管理、監督事項；證券投資信託事業、證券金融事業、證券投資顧問事業、證券集中保管事業、證券商、期貨商及自律組織之核准及管理監督事項；暨證券、期貨相關事業從業人員之管理監督事項。

(二) 曼谷證管會

泰證會是依據證券交易法而設立，以促進、發展及監管泰國資本市場。泰證會所轄權責係在證交法授權範圍內負責頒布相關行政法規、管理規則、通知、命令或行政指導，以及得採取任何必要措施以確保證券公開發行有關之資訊正當揭露、證券公司財務穩定及正當經營，以及各種自律組織及其他證券相關事業正常運作，暨符合收購法典以及一般應遵行之法規。

3. SCOPE

Through the machinery set up by this Memorandum of Understanding ("MOU"), each Commission will promote mutual assistance and the exchange of information so that they may effectively perform their respective duties according to law. Under the foregoing

三、適用範圍

雙方同意透過本備忘錄所確立之機制，促進相互合作及資訊交流，以便雙方有效地根據各自法律行使其職權。根據上述宗旨，本備忘錄之適用範圍包括以下各方面之

general theme, the scope of this MOU will include the promotion of mutual assistance and exchange of information on the following:

- | | |
|---|---|
| <p>(a) assisting in the discovery of, and taking action against insider dealing, market manipulation and other fraudulent practices in relation to listed companies, securities, futures contracts and other investment products under the relevant laws, rules and regulations;</p> | <p>(一) 在相關法規下協助發現並採取行動以制止市場不法行為，包括從事內線交易、市場操縱及其他相關上市公司、證券及期貨合約以及雙方所掌之其他金融工具之詐欺行為；</p> |
| <p>(b) supervising and monitoring the securities and futures markets and their clearing and settlement activities; ensuring compliance with the relevant laws, rules and regulations;</p> | <p>(二) 監督證券及期貨市場及其結算交割活動，並確保上述活動符合有關法規；</p> |
| <p>(c) performing each Commission's respective functions relating to the issuing of, dealing in, arranging deals in, managing and advising on securities, futures contracts and other investment products;</p> | <p>(三) 執行有關證券及期貨合約以及雙方所掌理之其他金融工具之發行、交易、安排、管理及諮詢服務之功能；</p> |
| <p>(d) promoting and securing the fitness and properness of brokers, dealers, investment advisers and other securities companies or financial market practitioners; promoting high standards of fair dealing and integrity in their conduct of business;</p> | <p>(四) 提高經紀商、交易商、投資顧問及其他證券公司、金融市場從業員之適任準則，並確保上述人員具有適當及合格之業務能力及職業道德素質，以及促進上述人員在其執行業務時遵循高標準公平交易原則及職業道德水準；</p> |
| <p>(e) ensuring compliance by issuers of and offerors of securities, and directors, officers, shareholders and professional advisers of all companies offering securities for sale to the public, all companies listed, or applying for listing, on the securities markets of either Taiwan or Thailand, with any duties under any relevant laws, rules and regulations and any</p> | <p>(五) 確保台灣或泰國證券市場所有證券發行人及要約人、所有上市或申請上市之公司之董事、高級管理人員、股東及專業顧問履行所有相關法規下之責任，以及確保他們履行義務，將完整、準確、及時</p> |

相互協助及資訊交流：

obligation to make full, accurate and immediate disclosure of information relevant to investors;

- (f) takeovers and mergers matters; and
- (g) any other matters that fall within the regulatory scope stipulated under the relevant laws, rules and regulations applied by each Commission.

的資訊披露與投資者；

- (六) 有關收購及合併事項；及
- (七) 雙方主管相關法規所定權責範圍內之其他事項。

4. PRINCIPLES

- (a) Each Commission will use its best endeavours to meet the arrangements set out in the MOU. The MOU does not modify or supersede any laws, rules or regulatory requirements in force in, or applying to, Taiwan or Thailand. The MOU does not create any rights enforceable by third parties.
- (b) The purpose of the MOU is to enhance the protection of investors and to promote the integrity of the securities and futures markets by providing a framework for cooperation, increased mutual understanding and the exchange of information, to the extent permitted by the laws, rules and regulations applied by each Commission.
- (c) To the extent permitted by the applicable laws, rules and regulations, each Commission will use reasonable efforts to provide the other Commission with any information that is discovered which gives rise to a suspicion of misconduct, or anticipated misconduct, which is relevant to the performance of the other Commission's enforcement functions.

四、原則

- (一) 雙方將盡力履行本備忘錄之安排。本備忘錄並不修改或取代台灣或泰國現行或適用之任何法規或監督規定。本備忘錄並不對第三者產生任何可供強制執行之權利。
- (二) 本備忘錄之目的在雙方法規許可範圍下提供合作、增加瞭解及資訊交流之架構，藉以加強對投資者之保障及提高證券及期貨市場之穩健性。
- (三) 於雙方適用法規之範圍內，倘任何一方發現任何資訊涉及與對方之執法職權有關之涉嫌不當行為或預期可能發生之不當行為，則該方應以合理之方式盡力向對方提供該項資訊。

5. REQUESTS FOR ASSISTANCE OR INFORMATION

- (a) The Commissions may consult each other at any time, about a request or proposed request for

五、提供協助或索取資訊之要求

- (一) 雙方可為某項索取資訊或協助之要求或擬提出之要

- assistance of information.
- (b) Requests for information or other assistance will be made in writing in English. In urgent cases, requests may be in summary form to be followed within five business days by a full request. The full request will be signed by the official designated by the office contact point set out in Annex A.
- (c) Requests for information will specify:
- (i) the information requested (including the identity of persons and the relevant regulatory requirements);
 - (ii) the purpose for which the information is sought;
 - (iii) a description of the conduct or suspected conduct which gives rise to the request;
 - (iv) the link between the specified laws, rules and regulatory requirements and the regulatory function of the requesting Commission;
 - (v) the relevance of the requested information to the specified laws, rules or regulatory requirements; and
 - (vi) to whom, if anyone, onward disclosure of information is likely to be necessary and the reason for such disclosure.
- (d) Each request will be assessed by the requested
- 求隨時商洽。
- (二) 索取資訊或提供其他方面協助之要求須以英文書面提出。遇有緊急情況，可用概要方式提出要求，但應在隨後五個工作日內補交正式要求。該項正式要求必須由附錄一所列之聯絡單位指定授權之人簽署。
- (三) 索取資訊之要求應包括：
- (1) 要求索取之資訊之內容（包括有關人士之身分及相關之監管規定）；
 - (2) 索取該項資訊之目的；
 - (3) 導致索取資訊之行為或涉嫌行為之指述；
 - (4) 確定相關法規與索取之資訊及索取資訊一方監管功能之間的關聯性。
 - (5) 索取資訊之相關法規與特定監管規定之相關性；
 - (6) 如有必要向他人披露所取得之資訊，該人之身分及向其披露之理由。
- (四) 被要求之一方應對每項要

Commission to determine whether information may be provided under the terms of this MOU. In any case where the request may not be accepted completely, the requested Commission will consider whether there may be any other relevant information which may be given.

- (e) In deciding whether to accept or decline a request, the requested Commission will take account of:
- (i) matters specified by the laws, rules and regulations in the territory of the requested Commission;
 - (ii) whether the request involves an assertion of jurisdiction not recognized by the territory of the requested Commission;
 - (iii) whether it would be contrary to the public interest to give the assistance sought;
 - (iv) whether it would obstruct an ongoing investigation or impair the operation of the requested Commission; and
 - (v) whether it would cause injury to any unrelated third party.
- (f) The requested Commission may, as a condition of agreeing that assistance is given under the MOU, require the requesting Commission to make a contribution to costs. Such a contribution may, in particular, be required where the cost of a request is substantial or where a substantial imbalance has arisen in the cumulative costs incurred.

求加以斟酌評估，以決定可否根據本備忘錄之安排提供資訊。如某項要求不能被全部接受，被要求之一方應考慮可否提供任何其他相關資訊。

- (五) 被要求之一方在決定接受或拒絕要求時，應考慮：
- (1) 被要求一方之相關法規。
 - (2) 要求事項是否不在被要求一方之司法管轄權範圍內。
 - (3) 是否違背公共利益。
 - (4) 是否阻礙正在進行之調查或損害被要求一方之運作。
 - (5) 是否會傷害不相關之第三者。
- (六) 被要求之一方可對提出請求之一方要求承擔部分有關費用，作為同意根據本備忘錄提供協助之一項條件，尤其是當有關要求涉及龐大費用或累積費用之負擔出現大幅度失衡情形。

6. UNSOLICITED INFORMATION

Where one Commission has information which will

六、主動提供資訊

如任何一方擁有可協助另一方

assist the other in the performance of its regulatory functions, the former may provide such information, or arrange for such information to be provided, on a voluntary basis though no request has been made by the other Commission. The arrangements set out in this MOU will apply if the providing Commission specifies that the information is passed under this MOU.

7. CONFIDENTIALITY AND USE OF INFORMATION

Assistance or information will be provided by a Commission only for the purposes of assisting the other Commission in the performance of its regulatory functions. Any assistance or information provided under this MOU will be used by the recipient only for the purposes of performing its regulatory functions and, except otherwise required by the relevant laws, will not be disclosed to any third parties without the prior consent of the provider of the assistance or information. Each Commission will establish and maintain such safeguards as are necessary and appropriate to protect the confidentiality of such information.

8. CONTACT POINTS

All communications between the Commissions will be between the principal points of contact as set out in Annex A unless otherwise decided. Annex A may be amended by written notice from either Commission without the need for re-signature of this MOU.

9. LANGUAGE OF THE MOU AND ENTRY INTO EFFECT

This MOU, done in duplicate in the English language will enter into effect on the date of signature by the SEC in Taipei and the Thai SEC.

IN WITNESS WHEREOF, the undersigned, being

執行其監督職權之資訊，則即使對方沒有提出要求，擁有資訊之一方也可主動提供或安排他人提供該項資訊。如提供資訊之一方聲明該項資訊是根據本備忘錄提供，則本備忘錄之安排將同樣適用。

七、保密及資訊的使用

雙方提供資訊或協助，其目的僅在於協助本備忘錄雙方執行其監督職權。根據本備忘錄所提供之協助或資訊，接受之一方只能為執行其監督職權之目的而使用，除相關法律另有規定者外，未經提供協助或提供資訊一方事前之同意，將不得向任何第三者披露該項協助或資訊之內容。雙方均須設立及維持所需之適當保障措施，以保障該項資訊之保密性。

八、聯絡單位

除非雙方另行達成協議，否則雙方之所有聯繫應在附錄一所列之主要聯絡單位之間進行。任何一方得以用書面通知另一方，修訂附錄一所列之聯絡單位名稱，而無須雙方重新簽署備忘錄。

九、本備忘錄所用文字及其生效日期

本備忘錄以英文繕寫兩份，並自台證會及泰證會共同簽署之日起生效。

為此，雙方代表爰經合法授權

duly authorized for this purpose, have signed this MOU,
this eighteenth day of June 1996 in Taipei.

SECURITIES AND EXCHANGE
COMMISSION IN TAIPEI

[Signed]
Gordon Shuh Chen
Chairman

SECURITIES AND EXCHANGE
COMMISSION IN BANGKOK

[Signed]
Pakorn Malakul Na Ayudhya
Secretary-General

ANNEX A
CONTACT POINTS

The Securities and Exchange Commission in Taipei

Office of the Chairman
Securities and Exchange Commission
Ministry of Finance
12th Floor
3 Nan Hai Road
Taipei 10728
TAIWAN
Tel: (886-2)356-0950
Fax: (886-2)396-3617

The Securities and Exchange Commission in Bangkok

Office of the Secretary-General
The Securities and Exchange Commission
14th-16th Floor, Diethelm Towers B
93/1 Wireless Road, Lumpini, Patumwan
Bangkok 10330
THAILAND
Tel: (66-2)256-7708-9
Fax: (66-2)256-7755

於一九九六年六月十八日在台北簽
字於本備忘錄，以昭信守。

台北證券管理委員會
主任委員

陳 樹 [簽 字]

曼谷證券管理委員會
執行長

帕貢·馬拉庫·納·阿屋呀
[簽 字]

附錄一
聯絡人名單

台北證券管理委員會

主任委員辦公室
台北證券管理委員會
台灣臺北市10728
南海路3號12樓

電話：(886-2)3511856
傳真：(886-2)3511856

曼谷證券管理委員會

執行長辦公室
曼谷證券管理委員會
泰國曼谷·帕土哇·
努匹尼·瓦麗斯大道93/1·
黛森B塔14至16樓

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