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**PUBLIC SECTION**

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**IFIAR 2024 Member Profile – SEC**

<b>1. Jurisdiction</b>	<p><b>1.1 Insert the name of the jurisdiction in English:</b></p> <p>Kingdom of Thailand</p>
<b>2. Member<sup>1</sup></b>	<p><b>2.1 Insert the name of the Member, both in the local language and in English:</b></p> <p>สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์ The Securities and Exchange Commission (SEC)</p>
	<p><b>2.2 Include relevant contact information, including postal address, telephone number(s), a general email address (if any) and a link to the Member’s website:</b></p> <p>333/3 Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Thailand</p> <p>Tel.: +66 2033 9999 Website: <a href="http://www.sec.or.th/EN/Pages/Home.aspx">http://www.sec.or.th/EN/Pages/Home.aspx</a></p>
	<p><b>2.3 Include the basis for establishment of the Member, as well as the legislation or regulations which provide the Member the authority/mandate with respect to audit regulation. Please describe with an appropriate level of detail the mission and responsibilities of the Member with respect to audit regulation:</b></p> <p><u>Basis for establishment:</u> The SEC is an independent public agency under the Securities and Exchange Act B.E. 2535 (1992) (“SEA”), established on 16 May 1992, with the duty to supervise and develop Thai capital markets to ensure efficiency, fairness, transparency and integrity under the direction and guidance of the SEC Board and the Capital Market Supervisory Board (“CMSB”).</p> <p><u>The mission/responsibilities:</u> Overall, the SEC’s mission is to assure conducive environment for a fair, efficient, dynamic and inclusive capital market. Besides, enhancing</p>

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<sup>1</sup> In the case where there are two or more regulators from the same jurisdiction that have been approved according to Section 2.3 of the IFIAR Charter, they together are considered as one Member. In that case, regulators are requested to include information for both organizations in the Member Profile.

financial reporting quality is one of the key factors for raising Thai capital market standards and leading to the Thai capital market development.

The authority with respect to audit regulation:

Under the SEA Section 61, the SEC has direct authority to regulate the auditors of securities issuers and entities under the SEC’s supervision (listed companies, brokers, dealers, asset management companies and collective investment schemes), and has been carrying out the regulation and monitoring of individual auditors and their work since 1993. Apart from the oversight on audit quality of individual auditors, the SEC oversees audit firms’ quality management system, as well as ensures the appropriate application of accounting and auditing standards.

The scope of the SEC public oversight covers both of auditors and audit firms that audit securities issuers and entities under the SEC supervision, which includes banks, financial institutions and insurance companies that are listed companies. In addition, the Central Bank (the Bank of Thailand, BOT) requires that auditors of all banks and financial institutions must be approved by the SEC as auditors in the capital market.

Moreover, the SEC, as an International Organization of Securities Commissions (“IOSCO”) member, has to comply with “Objectives and Principles of Securities Regulation” as prescribed by the IOSCO. Therefore, the SEC follows and complies with IOSCO Principle 19 which dictates that “Auditors should be subject to adequate levels of oversight.” As a result, the SEC performs the oversight function accordingly to meet the requirement of the IOSCO.

(For the SEC’s intentions and commitments to appropriately responds to the needs of the public and stakeholders in supervising and developing a



Statement of Intent - SEC Thailand.pdf )

sustainable capital market, kindly refer to

(For the SEC organizational structure, kindly refer to

<https://www.sec.or.th/EN/Pages/AboutUs/OrganizationStructure.aspx>)

**2.4 Please indicate whether the Member has responsibility for the following tasks within the area of Audit Oversight:**

- Licensing
- Registration
- Audit and/or Ethics Standard Setting
- Permanent Education / Continuous Training of Auditors
- Inspection
- Enforcement
- Other: \_\_\_\_\_

<p><b>3. Governing Body Composition and members</b></p>	<p><b>3.1 Describe with an appropriate level of detail the current composition of the Member’s governing body, including, where possible, the names, the organization they represent (if any) and brief backgrounds of the governing body members, or provide a link to a page on your website where this information is provided.</b></p> <p>The members of the SEC Board and the CMSB are nominated largely by specific ministries or Selection Committee. The nomination processes must be done in accordance with SEA Section 31/3-7 to ensure that the nomination procedures are independent and transparent.</p> <p>The SEC Board oversees the overall capital market and formulates policies for the capital market’s promotion and development under the SEA, which prescribes structure, transparency and independence of the SEC Board by separating the roles and responsibilities of the Chairman from those of the Secretary-General.</p> <p>The SEC Board comprises of:</p> <ul style="list-style-type: none"> <li>▪ A Chairman appointed by the Cabinet upon the recommendation of the Minister of Finance;</li> <li>▪ Three ex-officio members who are the heads of specific governmental organizations, i.e., the Permanent Secretary of the Ministry of Finance, the Permanent Secretary of the Ministry of Commerce and the Governor of the Bank of Thailand;</li> <li>▪ Four to six expert members appointed by the Minister of Finance under nomination process by the Selection Committee, among whom there shall be at least one expert from each of the following fields: legal, accounting and finance;</li> <li>▪ The SEC Secretary-General appointed by the Cabinet upon recommendation of the Minister of Finance as advised by the SEC Board.</li> </ul> <p>Currently, the SEC Board comprises eleven members, as follows:</p> <ol style="list-style-type: none"> <li>1. Mr. Pichit Akrathit , Chairman</li> <li>2. Mr. Lavaron Sangsnit (Permanent-Secretary, Ministry of Finance), Commissioner</li> <li>3. Mr. Vuttikrai Leewiraphan (Representative of Permanent-Secretary, Ministry of Commerce), Commissioner</li> <li>4. Mr. Sethaput Suthiwartnarueput (Governor, Bank of Thailand), Commissioner</li> <li>5. Mr. Subhak Siwaraksa, Commissioner</li> <li>6. Mr. Krairit Euchukanonchai, Commissioner</li> <li>7. Mr. Viput Ongsakul, Commissioner</li> <li>8. Mr. Boonyarit Kalayanamit, Commissioner</li> </ol>
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9. Mr. Suphamit Techamontrikul, Commissioner
10. Mr. Pakorn Nilprapunt, Commissioner
11. Mrs. Pornanong Budsaratragoon, Commissioner and Secretary

All the members of the SEC Board are independent from the audit profession.

Please find more details on the SEC Board, including their backgrounds and current appointments, in

<https://www.sec.or.th/EN/Pages/AboutUs/SECBoard.aspx>.

The CMSB is responsible for the issuance of rules and regulations governing operational matters so that the SEC Board can focus on policy matters with regard to supervision and development of the capital market.

The CMSB comprises:

- SEC Secretary-General, Chairman;
- SEC's Deputy Secretary-General assigned by the Secretary-General, Board member;
- Director-General of the Fiscal Policy Office under the Ministry of Finance, Board member;
- Expert Board members not exceeding four persons appointed by the Minister of Finance as proposed by the Nomination Committee. Expert Board members must have qualifications and do not possess any prohibited characteristics as specified by law, and at least two of whom having management experience at listed or securities firms.

Currently, the CMSB comprises seven members, as follows:

1. Mrs. Pornanong Budsaratragoon (Secretary-General), Chairman
2. Mrs. Waratchya Srimachand (Deputy Secretary-General), Board member
3. Mr. Pornchai Thiraveja (Director-General, the Fiscal Policy Office), Board member
4. Mrs. Saranya Chindavanig, Board member
5. Mr. Ekachai Chongvisal, Board member
6. Mr. Ayuth Krishnamara, Board member
7. Ms. Jantima Phienveja, Board member

All the members of the CMSB board are independent from the audit profession. Please find more details on the CMSB, including their backgrounds and current appointments, in

<https://www.sec.or.th/EN/Pages/ABOUTUS/CAPITALMARKETSUPERVISORYBOARD.aspx>.

**3.2 What are the eligibility criteria / requirements and composition requirements for the members of the governing body? E.g. Does national legislation require representatives on the governing body from certain organizations, or with specific experience, etc.**

Under the SEA, the members of the governing body are required to meet the following requirements:

- Sections 9(6) and 16/2, in principle, prohibit the persons under the supervision of the SEC Board, the CMSB or the SEC from serving as the SEC commissioner or CMSB Board members, as the case may be;
- For ex-officio members in the SEC Board and the CMSB, they are the heads of the governmental organizations;
- The SEC expert commissioners and the CMSB expert members are selected through the nomination processes in accordance with Section 31/3-31/7 by the Selection Committee. In addition, the nomination and selection processes must be undertaken in compliance with the rules whereby knowledge and experience suitable for the nominated positions are expressly stated as one of the key consideration factors;
- Sections 13 and 16/3 require any SEC commissioner or CMSB Board member who has an interest in the matter to be considered, to declare such an interest and prohibits his/her participation in the matter for consideration.

Other than the SEA provisions, the SEC Board has issued the Code of Governance and the guideline on managing conflict of interests in order to ensure transparency, integrity and fairness of the SEC Board, the CMSB and SEC.

**3.3 Is there a restriction or recusal process that is applicable to members of the governing body of the Member who are current or former auditors/practitioners?**

**Yes**                       **No**

**Does this include a “cooling-off” period for former auditors?**

**Yes**                       **No**

**If yes to either of the above, please describe:**

With reference to backgrounds and current appointments of the SEC board and the CMSB as described in 3.1, both the SEC Board and the CMSB members are non-practitioners. The safeguards to ensure independent of the SEC Board and the CMSB are mentioned in 3.2. and 4 Moreover, as stated in the SEA Section 8, apart from Chairman, ex-officio members, and the SEC Secretary-General, the SEC Board comprises four to six experts appointed through nomination process by the Nominating Committee,

	<p>among whom there shall be at least one legal expert, one accounting expert and one financial expert. Therefore, there will not be the case that all the experts are accounting/auditing profession as the experts should comprise of at least one legal expert, and one financial expert. Also, in the SEA Section 16/1, apart from Secretary-General, Deputy Secretary-General, Director-General or Deputy Director-General of the Fiscal Policy Office, the CMSB comprises not exceeding four experts appointed through nomination process by the Nominating Committee, among whom there shall be at least two persons having experience in managing the company whose securities are listed on the Securities Exchange or the securities company. Additionally, the experts shall be independent from the professions that are under the supervision of the SEC board, the CMSB or the SEC. Accordingly, all the SEC Board and the CMSB board members are non-practitioners.</p>
<p><b>4. Independence safeguards</b></p>	<p><b>4.1 Please describe the national independence requirements for the governing body and its members, and legal or regulatory requirements/provisions in place that safeguard their independence from the audit profession.</b></p> <p>As the overall responsibilities of the SEC are related to regulating the Thai capital market, the SEC board and the CMSB supervise all parties involved in the capital market. The SEA therefore does not specifically mention safeguard on the subject of independence from audit profession, but stipulates the overall independence requirements in section 9(6), 13, 16/2 and 16/3 that the SEC board and the CMSB members must not hold a position in any organization which are under the supervision of the SEC board, the CMSB or the SEC Office. Under section 61 of the SEA, the SEC has the authority to regulate the auditors of securities issuers and entities under the SEC. Accordingly, all board members are prohibited from being an auditor in the capital market which are under the regulation of the SEC.</p> <p>Moreover, to ensure the integrity of the SEC board members and the CMSB members, the Code of Governance stated the individual elected as the SEC board members/ the CMSB members shall not be an approved auditor under regulation of the SEC.</p> <p>In terms of relationships and interests, section 13 and 16/3 of the SEA stipulates that any SEC board members and CMSB board members who have an interest in the matter to be considered shall declare such interest and shall be prohibited from participating in such consideration.</p> <p><b>Are employees of the Member covered by the same or separate set of independence requirements?</b></p> <p><input type="checkbox"/> Same set of requirements    <input checked="" type="checkbox"/> Different set of requirements</p>

	<p><b>If there are separate independence requirements for employees, please describe:</b></p> <p>The employee rules and regulations do not specifically set out the requirements on independence from audit profession. However, employees are required to comply with certain rules which prohibit them from being employed or affiliated with by registered audit firms or professional accountancy bodies. Employees must abide by these following rules:</p> <ul style="list-style-type: none"> <li>• Employee must be at work during the SEC’s normal business hours. Please note that Business hours are from 8:30 to 16:30, Monday to Friday.</li> <li>• Employees who work for other establishments during non-business hours shall report the details of those work, name and nature of business of the establishments as well as the time duration and their responsibilities to the employees’ supervisors. Moreover, the nature of the work performed outside business hours must not inflict damage on the SEC. This includes working for organizations which are under the supervision of the SEC.</li> <li>• Employees shall not be a managing director, manager, or hold a position in any similar role in a partnership or a company unless having obtained an approval from the SEC.</li> </ul> <p><b>4.2 Are there any additional safeguards in place that provide for the Member’s overall independence from the audit profession? E.g. through the appointment process, specific Board actions, etc.</b></p> <p><input type="checkbox"/> Yes                      <input checked="" type="checkbox"/> No</p> <p><b>If yes, please describe:</b></p>
<p><b>5. Funding Arrangements</b></p>	<p><b>5.1 Describe the main funding arrangements of the Member, including the setting and approval of the budget:</b></p> <p>The SEC is established through a start-up fund from the Ministry of Finance and the Bank of Thailand.</p> <p>As shown in the SEC’s annual report, ongoing operations are funded through a levy on market participants mainly the Stock Exchange of Thailand, listed companies, and market intermediaries, i.e., brokers, dealers, and asset management companies. This income is used to fund all activities and all departments under the SEC including the Audit Oversight Department. Apart from the income from a levy on market participants (from securities regulating activities), another source of income is from investments. A very small part of the income is collected from application</p>

	<p>fee of individual auditors who wish to register as the SEC-approved auditors. The regular application fee for 5 year-approval is 50,000 Baht (approximately EUR 1,300) per auditor. In other cases (i.e., where the auditor had undergone an administrative sanction by the SEC during the last approval period), the application fee would be 250,000 Baht (approximately EUR 6,600) per auditor. Total application fees accounted for approximately 0.2 percent of total income of the SEC. Therefore, the main sources of income that used to fund the Audit Oversight Department are free of undue influence from the audit profession.</p> <p><b>5.2 Is the funding free from undue influence by the profession?</b></p> <p><input checked="" type="checkbox"/> Yes                      <input type="checkbox"/> No</p> <p><b>Please describe with an appropriate level of detail the safeguards in place to prevent undue influence by the profession:</b></p> <p>Mentioned in 5.1.</p>						
<p><b>6. Audit Market</b></p>	<p><b>6.1 Provide the number of audit firms subject to inspections. Include an indication of the number of public interest audits (PIEs) and other audits that fall under the Member’s oversight or mandate.</b></p> <p>There are 32 audit firms that are subject to be inspected by the SEC. Regarding the SEC-approved auditors, as of 31 January 2024, there are 356 individual auditors from 32 firms under the SEC’s supervision. The full list of audit firms and approved auditors is available on:  <a href="http://market.sec.or.th/public/orap/AUDITOR01.aspx?lang=en">http://market.sec.or.th/public/orap/AUDITOR01.aspx?lang=en</a></p> <p>As of January 2024, there are approximately 840 listed companies, 68 real estate investment trusts and infrastructure funds, 44 securities companies, and 25 asset management companies.</p> <p><b>6.2 Please describe the sizes (in terms of revenue / number of listed entity clients / number of partners and audit staff / etc. – whichever measure is commonly used and available in your jurisdiction) and market shares of each of the largest audit firms in the Member’s jurisdiction.</b></p> <p>About 96% of audit work of listed companies based on market capitalization is performed by Big-4 firms. The size and market shares of Big-4 firms measured by market capitalization as of 31 December 2023 is shown below:</p> <table border="1" data-bbox="544 1899 1433 2002"> <thead> <tr> <th data-bbox="544 1899 770 1966">Audit firms</th> <th data-bbox="770 1899 1136 1966">Market Capitalization (billion Baht)</th> <th data-bbox="1136 1899 1433 1966">Market Shares</th> </tr> </thead> <tbody> <tr> <td data-bbox="544 1966 770 2002">KPMG</td> <td data-bbox="770 1966 1136 2002">6,044</td> <td data-bbox="1136 1966 1433 2002">35%</td> </tr> </tbody> </table>	Audit firms	Market Capitalization (billion Baht)	Market Shares	KPMG	6,044	35%
Audit firms	Market Capitalization (billion Baht)	Market Shares					
KPMG	6,044	35%					



	<table border="1"> <tr> <td>EY</td> <td>7,099</td> <td>41</td> </tr> <tr> <td>Deloitte</td> <td>856</td> <td>5%</td> </tr> <tr> <td>PwC</td> <td>2,564</td> <td>15</td> </tr> </table> <p>Note: Total market capitalization of Thai listed companies is 17,352 billion baht (approximately EUR 456 billion) as of 31 December 2023.</p>	EY	7,099	41	Deloitte	856	5%	PwC	2,564	15
EY	7,099	41								
Deloitte	856	5%								
PwC	2,564	15								
7. Inspection System	<p><b>7.1 Does the Member have the responsibility for recurring inspections of audit firms undertaking audits of public interest entities (PIEs)?</b></p> <p><input checked="" type="checkbox"/> Yes                      <input type="checkbox"/> No</p>									
	<p><b>7.2 Is this responsibility undertaken directly or through oversight of inspection conducted by another organization?</b></p> <p><input checked="" type="checkbox"/> Directly                      <input type="checkbox"/> Through Oversight</p> <p><b>If directly, please describe the responsibility, including the follow-up and reporting process, and the regulatory measures available to be taken as a result of inspections (if described in Question 11 Enforcement, please reference that section for details on such measures).</b></p> <p><b>If through oversight of another organization, please describe with an appropriate level of detail the other organization, its relation to the Member, its role, and the arrangements for oversight by the Member:</b></p> <p>In support of the purpose stated in SEA Section 61, the SEC has issued the regulations on approval of auditors in the capital market (“SEC Notification Sor Shor. No. 39/2553” and SEC Notification Sor. Shor. No. 30/2558<sup>2</sup>) to supervise the quality of individual auditors, implementation of auditing standards, independence, ethical standards, and firm’s quality management.</p> <p>The SEC-approved auditors must meet and maintain the stipulated qualification criteria and work with an audit firm inspected by the SEC which meets the International Standard on Quality Management 1 and 2 (“ISQM 1” and “ISQM 2”)<sup>3</sup>. The SEC will inspect individual auditors’ work and audit firms regularly to ensure that the SEC-approved auditors performed their work in accordance with auditing standards and ethical standards as well as the audit firms have an appropriate and reliable quality assurance system. The SEC monitors both individual auditors and audit firms through on-site visit and off-site monitoring program.</p>									

<sup>2</sup> SEC Notification Sor. Shor. No. 39/2553 applies to the approval of Thai auditors in the capital market and SEC Notification Sor. Shor. No. 30/2558 is applicable to the approval of foreign auditors. Please note that the qualification requirements and the prohibited characteristics of the foreign auditors are on par with those of the Thai auditors. Therefore, the information provided in this IFIAR 2023 Member Profile focuses primarily on the SEC Notification Sor. Shor. No. 39/2553.

<sup>3</sup> From 2023 onwards, the audit firms are inspected based on the International Standard on ISQM 1 and ISQM 2.

	<p>Audit inspection carried out by the Audit Oversight Department within the SEC, which comprises 1 Director, 5 Assistant Directors, 19 full-time Inspectors. The Audit Oversight Department reports directly to the Assistant Secretary-General who oversees financial reporting and auditing supervision function. The Audit Oversight Department operates on the quality inspection both at firm-level and engagement-level.</p> <p>The inspections of individual audit engagements as well as the assessment of the quality management system of the audit firms are performed periodically as described in 7.3.</p> <p>After the inspection process, an inspection report will be issued by the SEC to each audit firm to inform the outcome of the inspection. For audit firms found with deficiency, the SEC will request them to perform analysis and determine the root cause of such deficiency as well as submit remediation plan. In general, where the SEC sees that the audit firm’s quality management process does not meet the ISQM 1 and ISQM 2, the SEC has the authority to order the audit firm to remediate those problems (e.g., revise policy and implementation, create additional audit guideline, conduct specific training, engage specialist into complicated accounting or audit issue, increase engagement team member, etc.) until they are rectified and the audit firm’s quality and reliability is ensured. In case that the SEC found major deficiencies that are not in line with the ISQM 1 and ISQM 2, the SEC will order that audit firm to rectify or implement suitable policy to correct such deficiencies within specified timeline.</p> <p>The SEC established a grading assessment system for both engagement level and firm level. In case of any minor deficiency, the SEC will order an auditor or audit firm to correct it within the specified period of time and revisit their work again. If no rectification is achieved or if there is the case that an auditor or audit firm has major deficiency, the SEC will pursue administrative sanctions on the SEC-approved auditors (e.g. suspension, or revocation of approval).</p> <p>Please find the details of the regulatory measures available to be taken as a result of inspections in 12.1.</p> <p><b>7.3 Please describe with an appropriate level of detail the requirements and practices regarding the frequency of inspections:</b></p> <p>Regarding the frequency of the inspection of audit firms, the SEC inspects the audit firms periodically to ensure that they have an adequate and reliable quality management system. The periodic inspections of audit firms are carried out under a risk-based approach methodology, every year</p>
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	<p>for Big-4 audit firms and at least every three years for small and medium audit firms.</p> <p>With respect to the frequency of inspection of the SEC-approved auditors, Thai auditors and foreign auditors must re-new their registrations every 5 years and every 2 years, respectively. The SEC regularly inspects their engagement files, either during firm inspection or renewal process, using risk-based approach to ensure that their work complied with the auditing and accounting standards.</p> <hr/> <p><b>7.4 Does the Member have its own inspection staff, use reviewers from the professional body or sub-contract to third parties, independent contractors, etc. for the conduct of inspections? Please tick the boxes that apply: (multiple responses allowed) Note that there is no need to tick a box if non-employee reviewers are used very occasionally and are not a core staffing approach.</b></p> <p><input checked="" type="checkbox"/> <b>Employees of the Member</b>                      <input type="checkbox"/> <b>Professional body</b></p> <p><input type="checkbox"/> <b>Third Parties</b>    <input type="checkbox"/> <b>Other</b></p> <p><b>Please explain below:</b></p> <p>The SEC has its own inspection staff which comprises of 25 employees (1 Director, 5 Assistant Directors and 19 full-time Inspectors).</p>
<p><b>8. Licensing</b></p>	<p><b>8.1 If the Member has the responsibility for <u>Licensing</u>, please indicate whether this responsibility is undertaken directly or through oversight of Licensing conducted by another organization?</b></p> <p>N/A</p> <p>Please note that the SEC is responsible for granting approval (Registration) allowing auditors to audit the financial statement of the entities in the capital market. Please see details in 9.1.</p> <p><input type="checkbox"/> <b>Directly</b>    <input type="checkbox"/> <b>Through Oversight</b></p> <p><b>If directly, please describe the responsibility, including any changes, with an appropriate level of detail.</b></p> <p><b>If through oversight, please indicate the name of the other organization and its composition. Also, give a description of the powers of the other organization and procedure applied, as well as the role of the Member in these procedures.</b></p>

<p><b>9. Registration</b></p>	<p><b>9.1 If the Member has the responsibility for <u>Registration</u>, please indicate whether this responsibility is undertaken directly or through oversight of Registration conducted by another organization?</b></p> <p><input checked="" type="checkbox"/> <b>Directly</b>                      <input type="checkbox"/> <b>Through Oversight</b></p> <p><b>If directly, please describe the responsibility, including any changes, with an appropriate level of detail.</b></p> <p><b>If through oversight, please indicate the name of the other organization and its composition (i.e. whether practitioners from the audit profession are involved in decision-making). Also, give a description of the powers of the other organization and procedure applied, as well as the role of the Member in these procedures.</b></p> <p>Under Section 61 of the SEA, the SEC has the authority to regulate the auditors of securities issuers and entities under the SEC. In support of the purpose stated in Section 61, the SEC issued the SEC Notification Sor Shor. No. 39/2553 that requires auditors of companies under the SEC’s supervision to register with the SEC. These auditors must re-new their registrations within 5 years. Also, the SEC inspects their engagement files to ensure that their works comply with auditing and accounting standards using risk-based approach . Moreover, individual auditors must work with an audit firm that has been inspected by the SEC to ensure that the audit firms comply with ISQM 1 and ISQM 2, prior to audit financial statements of issuers and entities under the SEC supervision. The SEC will inspect the audit firms regularly to ensure that they have an appropriate and reliable quality management system.</p>
<p><b>10. Audits and/or Ethics Standard Setting</b></p>	<p><b>10.1 If the Member has the responsibility for <u>Audit and/or Ethics Standard Setting</u>, please indicate whether this responsibility is undertaken directly or through oversight of Audit and/or Ethics Standard Setting conducted by another organization?</b></p> <p><input type="checkbox"/> <b>Directly</b>                      <input type="checkbox"/> <b>Through Oversight</b></p> <p><b>If directly, please describe the responsibility, including any changes, with an appropriate level of detail.</b></p> <p><b>If through oversight, please indicate the name of the other organization and its composition (i.e. whether practitioners from the audit profession are involved in decision-making). Also, give a description of the powers of the other organization and procedures applied, as well as the role of the Member in these procedures.</b></p> <p>N/A</p> <p>Thailand Federation of Accounting Professions (“TFAC”), which is the professional body, issues TSA (Thai Standard on Auditing), TSQM 1 and TSQM 2, and code of ethics as well as guidance related to the code of ethics</p>



according to the provision of the laws relating to auditors as well as additional provisions as specified in the SEC notifications.

As mentioned in 7.2 –7.3, the SEC-approved auditors and the audit firm in the capital market are required to meet the characteristics and criteria as stipulated in the SEC Notification Sor. Shor. No. 39/2553.

Clause 10-16 of the SEC Notification Sor Shor. No.39/2553 requires auditors of companies under the SEC's supervision to pass the criteria of auditors in the capital market. Particularly, under clause 11(1) of the SEC Notification Sor Shor. No. 39/2553, the audit firm whose auditors have been approved as auditor in the capital market shall have quality management system which is sufficient and reliable for supervising its auditors' work performance to comply with the professional standards on a continuous basis.

Clause 21 and 27 of the SEC Notification Sor Shor. No. 39/2553, the SEC has authority to approve or disapprove of these auditors or pursue administrative sanctions, ranging from disclosure of the deficiencies to the public, suspension or revocation of approval, against auditors who appear to have not met the criteria or have any prohibited behaviors or as deemed appropriate in cases where any auditor attached to an audit firm which does not have an audit quality management system or there is any ground to suspect that such audit quality management system is defective.

In accordance with the SEC Notification Sor. Shor. No. 39/2553 mentioned above, the SEC must inspect individual auditors' work and audit firms regularly to ensure that the SEC-approved auditors performed their work in accordance with auditing standards and ethical standards and audit firms have sufficient audit quality management system.

Moreover, the work of individual auditor is inspected as part of financial statements surveillance program, where reviews of audited financial statements and auditors' working papers are conducted.

In the case that there is any sign of audit misconduct arising either from the SEC's review of audit working paper as a part of audit firm quality assurance system inspections, or from financial statement surveillance of listed companies which lead to reissuing financial statements, or from complaints about audit misconduct, the SEC will gather relevant facts and further review audit working paper. In case the SEC found audit deficiency (e.g., failure to comply with professional standards and/or the code of ethics), the SEC has the authority to conduct investigations of auditors and audit firms in the capital market and take appropriate actions as follow;

- (1) issue an inquiry for the auditor to explain and clarify the facts

(2) present the facts, findings and opinions obtained from the inspection to the Quality Assurance Review Panel (Composition of the panel is described in No. 18) for their opinions or recommendations relating to severity of the deficiencies

Note: A grading system has also been established by the SEC to assess audit performance at both engagement and firm level. In case of any minor deficiency, the SEC will order an auditor or audit firm to correct it within the specific period of time and follow up with such rectification. In case that no rectification is achieved, or it is found that an auditor or audit firm has major deficiency (i.e. breach of duties), or does not comply with the stipulated requirements (i.e. unable to maintain qualifications, has prohibited behavior, appear to have not met the criteria, being under the audit firm that does not have audit quality management system or there is any ground to suspect that such audit quality management system is defective, etc.), the SEC is empowered to pursue administrative sanctions, ranging from disclosure of the deficiencies to the public, suspension, or revocation of the SEC's auditors approval. In case that the SEC found that the quality management system of the audit firm does not meet ISQM 1 and ISQM 2 or contradict to the prior inspection result or what the audit firms have informed the SEC, the SEC has the right to terminate its approval for the auditors of that audit firm or order audit firm to improve its quality management system until its audit quality and reliability is ensured. Before pursuing administrative sanctions, the SEC will proceed to step (3) – (7) as follows:

(3) issue a letter asking for the auditor to clarify the facts for a second time to provide his/her with a right to be heard

(4) assess the clarification together with evidence further provided by the auditor. If additional fact is discovered, the SEC will once again present the facts, findings and opinions to the Quality Assurance Review Panel for its reconsideration in order to conclude on the severity of the deficiencies

(5) present the facts, findings, clarification from the auditor as well as the opinion of the Quality Assurance Review Panel to the Enforcement Committee for its consideration, the committee consists of the SEC's law enforcement executives with external specialists in law and finance taking the role of advisors, who will evaluate and determine legal actions to be taken (administrative action and criminal action) to propose to the Secretary-General

(6) submit all the relevant facts to the Secretary-General for final approval of the proposed legal action to be taken

(7) issue a notification to the auditor, indicating legal actions to be imposed and the auditor's right to appeal within 15 working days

(8) publish a news article and publish the case in the SEC's website if the sanction is settled as suspend or revoke the SEC's approval of the auditor.

Apart from administrative sanctions mentioned above, there are criminal sanctions e.g.



	<p>- under Section 287 of the SEA, any auditor performs audit work in order to express his/her opinion on financial statements which does not comply with the provisions of the law relating to auditors or additional requirements as specified in the notification of the SEC or makes false reports or fail to report findings and disclose the facts material to the financial statements and notify such circumstances in his/her report shall be liable to imprisonment for a term not exceeding two years or fine not exceeding five hundred thousand Thai Baht, or both.</p> <p>- under Section 315 of the SEA, any person who acts in such a way that renders assistance or facilitation for another person in committing an offence as specified under Section 312 (damage, destroy, alter, abridge, or falsify accounts or documents / make false entries or fail to enter any material statement in the accounts or documents / keep incomplete, incorrect, out-of-date, or inaccurate accounts), whether before or during the commission of such offences shall be liable to the penalties as specified for such offences unless such person is unaware of the rendering of assistance or facilitation</p> <p>In the case that the misconduct is deemed criminal and actions must be imposed, the SEC will file a criminal complaint to an inquiry official of the Economic Crime Suppression Division. After that, the inquiry official will conduct a further investigation and pass the file of the case, including his decision whether to prosecute the offender or not, to a public prosecutor. Thereafter, the case will be under consideration by the public prosecutor who will finalize whether to issue prosecution order and may require the inquiry official to further investigate the case. In case of where the file of the case is satisfied, the public prosecutor will bring the case to the criminal court. Consequently, the court will consider the case and make a judgement. In the Thai legal system, the Courts of Justice are classified into three levels, namely: the Courts of First Instance, the Courts of Appeal, and the Supreme Court. If the defendant or the public prosecutor is not satisfied with the judgement of the court, they may appeal to the higher court consecutively. The Supreme court is nevertheless the final court of appeal in all civil and criminal cases. In each case, the court will make a decision of guilty or not guilty. If found guilty, the court will sentence the offender to penalty.</p>
<b>13. Other Responsibilities in Audit Oversight or Audit Regulation</b>	<b>13.1 If the Member has the responsibility for <u>other tasks within the area of Audit Oversight or Audit Regulation</u>, please describe with an appropriate level of detail: N/A</b>
<b>14. Main Other Responsibilities of the Member outside the area of Audit Oversight or Audit Regulation</b>	<b>14.1 Please describe with an appropriate level of detail, the responsibility of the Member for <u>tasks outside the area of audit oversight or audit regulation</u> such as supervision of financial reporting or securities regulation:</b>  <u>Supervision of Financial Reporting</u>



The SEC requires preparation and disclosure of financial information in the financial statements of companies offering its securities to public investors be in conformity with the accounting standards, called TFRS which is the translation of the IFRS. In addition, the financial statements must be reviewed (quarterly financial statements) or audited (annual financial statements) by an SEC-approved auditor. The SEC reviews financial statements of listed companies and Initial Public Offering companies (IPO) as well as ongoing monitoring of auditors' reports and relevant working papers to ascertain that financial statements of listed companies are trustworthy, in compliance with accounting standards, and providing sufficient disclosures of material information for investors in making investment decision. Moreover, the SEC analyzes financial statements and news related to listed companies to identify transactions or events that may affect financial statements and act promptly for further clarifications from such listed company's managements, auditors, financial advisors, or any other parties involved in such activities. Financial statements of listed companies are monitored and reviewed by the SEC on a quarterly basis. In cases where the SEC finds that the financial statements contain incorrect information, it will order the company to rectify such financial statements and publicly disclose the order via the SEC website. In case where the SEC finds suspicious transactions during its review on the financial statements, the SEC may order the company to conduct a special audit on such financial statements and report the result of such audit to the SEC. The information concerning the special audit must also be disclosed on the SEC website.

Moreover, to ensure the quality of financial information contained in the financial statements of the company raising fund through the capital market, the SEC supports the direction of TFAC to issue Thai accounting standards that are in conformity with the International Financial Reporting Standards (IFRS), as prescribed by the International Accounting Standards Board (IASB), and the Thai auditing standards that are in conformity with the International Standards on Auditing ("ISA") issued by IAASB.

Other main supervisory tasks:

*1. Securities issuance for public offering*

Securities issuance for offering to the public must receive an approval from the SEC. The approval criteria include verification of disclosed information and the issuer's compliance with corporate governance principles, for instance, transparent shareholding structure, appropriate checks and balances within the management, no conflicts of interest between executives and the issuing company, not operating illegal activities and disclosure of information necessary for making investment decisions such

as financial status and operating results, risk factors, future plans and details of the public offering.

After listing, the SEC continues to oversee the issuer's disclosure of information to ensure that it is complete and timely and in compliance with governing regulations to protect the interest of investors. The Stock Exchange of Thailand ("SET") is the frontline regulator overseeing primary disclosure of information. In addition, the SEC supervises transactions that have material impacts on shareholders such as acquisition or disposal of key assets, transactions with related persons and tender offers for business takeover.

### *2. The Stock Exchange of Thailand ("SET")*

The SET is a secondary market where efficient trading systems, clearing and settlement systems must be put in place. The SEC supervises duty performance of the SET and trading centers to ensure that investors receive correct amount of securities or capital gains on a timely basis.

In addition, the SET or trading centers is assigned the duty of frontline trading surveillance with a tracking system on trading irregularities to prevent and suppress unfair trading that exploits investors. Frontline information is examined before being forwarded to the SEC for further investigation and penalties against wrongdoers.

### *3. Intermediaries*

Securities companies, asset management companies and derivatives business operators are intermediaries in the capital market. To be entrusted by investors, they must earn licenses for undertaking respective businesses and their compliance must be regularly supervised by the SEC, taking into major account, their business stability, system robustness and personnel competency. This includes:

1. appropriate services and advice;
2. financial security and checks and balances system;
3. reliable safekeeping of client's assets and segregating client accounts from proprietary accounts in cases where custodian services are included

### *4. Market professionals*

Professionals in the capital market such as financial advisors, auditors, credit rating agencies are key contact points who ensure that the disclosed securities information is accurate, complete and reliable. Capital market professionals must be approved by the SEC and comply with the SEC regulations to protect investors' best interest.

<p><b>15. Member Update for public information (if any)</b></p>	<p><b>15.1 Are there any major news, activities, events or updates (on audit matters, the Member’s organization, the governing legislation or the authority/responsibilities) that you wish to keep the public informed of since completing last year’s Member Profile?</b></p> <p><input checked="" type="checkbox"/> <b>Yes</b>                      <input type="checkbox"/> <b>No</b></p> <p><b>If yes, please describe these changes with an appropriate level of detail:</b></p> <p><b>A. Audit Inspection Activities</b></p> <p>The SEC annually issued an independent audit inspection activities report, reflecting the SEC’s advancement in enhancing audit quality assurance system of the audit firms and the SEC-approved auditors. This leads to the enhancement of transparency and investor confidence in financial reports and disclosures in the Thai capital market.</p> <p>With respect to the SEC’s inspection during the year 2023, the SEC inspected 4 audit firms and 64 audit engagements (46 listed companies and 18 non-listed companies) in 2023.</p> <p>In addition, the SEC conducted continuous surveys of the adoption and preparation of ISQM1 to evaluate the audit firms’ readiness to implement the standard, monitor their progress, and provide recommendations for development of ISQM Guidance.</p> <p><b>B. Activities for audit quality enhancement</b></p> <p><b>B.1 Participation in meetings and trainings in international organizations</b></p> <p>The SEC regularly participates in various meetings, workshops and seminars with other audit and securities regulators, as well as several international organizations, to exchange ideas and experiences, and to strengthen cross-border relations for the benefits of current and future collaboration toward the common goal of high-quality audits and financial reporting. In 2023, our important participations included:</p> <p>In March 2023, The SEC participated in the 17th IFIAR Inspection Workshop which covered inspection approaches in ISQM, digitalization relevant to audit inspections, and audit quality indicators.</p> <p>The SEC also participated in meetings of committee on Issuer Accounting Audit and Disclosure (Committee 1) of the International Organization of Securities Commissions (IOSCO). The meetings aimed to share the regulatory and practical issues in applying the international financial reporting standards, international standards on auditing, and the International Code of Ethics for Professional Accountants.</p> <p>In September 2023, The SEC participated in “2023 combined ASEAN audit regulators group and financial statements surveillance group</p>
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workshop for regulators”. The meeting and workshop aimed to serve as a channel for exchanging and conferring on audit supervision experiences, as well as elevating audit quality in Southeast Asia. At this event, participants exchanged and discussed various issues, including ESG reporting frameworks and developments in related assurance in the region, emerging challenges that affected the audit quality, post COVID-19 updates, and ISQM 1 and ISQM 2 implementation updates.

Moreover, the SEC also participated in several other sessions hosted by IFIAR, including the CEO sessions with the Big 6 firms, possible inspection approach for International Standard on ISQM 1, and ESG reporting assurance.

#### B.2 Professional and capital market stakeholder enhancement

The SEC is committed to elevating the audit profession and the Thai capital market to the international standards. Thus, the SEC has hosted many seminars, workshops and other capabilities-enhancing activities for approved auditors and other capital market stakeholders throughout the years.

In November 2023, the SEC organized virtual seminars with audit committee chairs members of listed companies to communicate the roles of audit committees in corporate governance, the issues to be highlighted in overseeing the quality of financial reporting process and internal control system, including the adequate communication between audit committees, the auditors, internal audit units, and regulatory agencies.

In October to November 2023, the SEC organized several seminars and training sessions. These included the topics on updating IESBA Code of Ethics, Information Technology governances and inspections and professional skepticism for approved auditors in the capital market.