Against the odds

General mandate voting at the top 100 in Hong Kong

Investor opposition is bringing some general mandate votes close to the brink and nearly half would fail if the outcome was in the hands of public shareholders

- **Three-quarters of the top 100 by market capitalization sought a general mandate in 2023**
- **Nearly one in ten mandates was opposed by more than 30% of shareholders**
- **Some issuers are reducing mandate size after resolutions barely pass**
- **Shareholders push back hard at China Mengniu Dairy with resounding 49.8% rejecting mandate**
- **One in four issuers only sought a 10% mandate, but majority of dual class share stocks seek the full 20%**

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Summary

The ease with which listed companies can obtain a general mandate at an AGM has long been an area of contention with investors in Hong Kong, given the dominance of substantial shareholders and a low regulatory bar for resolutions to succeed. Changes to the market demographic have further stacked the odds against minority interests, as the inclusion of dual class shares and augmentation of large PRC firms with controlling founders or state control further skews voting power.

Yet against this backdrop the picture which emerges from voting patterns at the top 100 firms in Hong Kong is that investors are pushing back hard, sending a compelling message to issuers and regulators: nearly one in ten general mandates faced shareholder opposition of more than 30% in 2023.

If it was solely a vote of public shareholders, with substantial owners and directors excluded, the rate of rejection would rise to 42% and close to half of all general mandate resolutions at the top 100 would fail.

Investor rebukes at major heavyweights listed in Hong Kong are leaving mandates dangerously close to being torpedoed altogether. China Mengniu Dairy saw its general mandate pass by a slither in 2023. The world's largest pork company, WH Group, and laptop giant Lenovo, saw nearly 40% of its shareholders vote against their general mandate. If substantial shareholders had been excluded from the votes, the resolutions would have overwhelmingly failed.

Such close calls on votes are forcing some issuers to scale back their mandate size. PRC tech giant Tencent and e-commerce firm Meituan slashed their mandates to 10% in 2023 following cogent shareholder opposition to previous 20% mandates in recent years. China Mengniu Dairy also pared back its mandate to 10% after shareholders jettisoned a 20% mandate request in 2017.

In what may be a sign of investor efforts coming to bear, of the 75 listed companies seeking general mandates in 2023, a quarter set their maximum size at 10% and a handful requested a 5% mandate, with lower price discounts. Unfortunately, weighted voting rights (WVR) stocks failed to get the memo: seven of the nine WVR stocks in the top 100 sought a general mandate in 2023 and except for one company, all requested the maximum 20%. With voting power firmly concentrated in the hands of founders—in some cases up to 77%—minority shareholders were well outmanoeuvred.

It was also disappointing to see a dearth of detailed disclosure by issuers on general mandates. Only 16 companies specified both the mandate size and discount limit in their AGM materials. Few gave a reasoned explanation for seeking a general mandate: most companies simply refer to 'financial flexibility' without giving context or further elaboration.

And as part of our research, we have sought to put Hong Kong in regional context. While it is not the worst offender in protecting pre-emption rights, it has maintained a regulatory regime which is among the most favourable to issuers. Other markets, such as Singapore, Thailand, and Indonesia, have revisited their rules over the years, reducing price discounts permissible in mandates or raising shareholder approval thresholds.

Prevalent yet unpopular

Seventy-five[1] of the companies in the top 100 sought approval at their 2023 AGM to issue new shares of up to 20% of existing issued shares, without offering them to shareholders first (the 'general mandate'.) These shares without pre-emptive rights—which can be placed with handpicked investors at directors' discretion until the next AGM—can represent up to 20% of existing issued shares and in Hong Kong the rules allow them to be issued at a maximum discount of 20% from the current share price. Half of the top 100 companies went for the full 20% general mandate in 2023.

Among the companies not opting for a general mandate, we found eight big banks including ICBC, Bank of Communications, Agricultural Bank and Post Savings Bank; and six internet companies, including Alibaba, JD.com, and Trip.com.

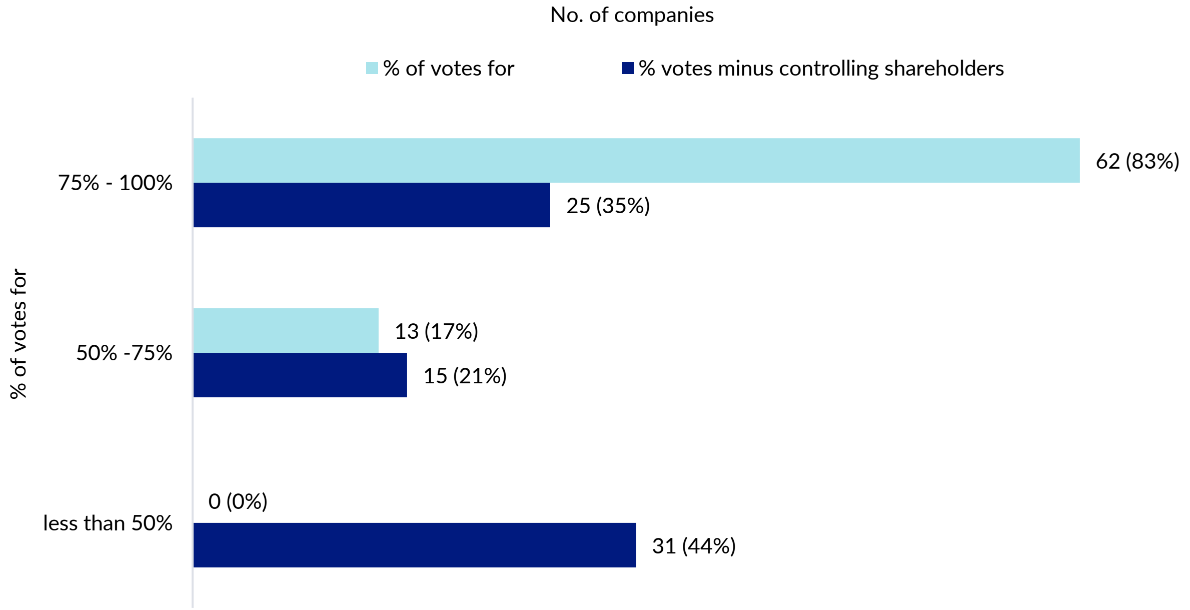
The AGM vote only requires a simple majority to pass. Hong Kong has a high proportion of family or majority-controlled listed companies and since 2018 has permitted weighting voting rights (WVR) stocks to list: upon examination of the top 100 shareholder structure, we found the free public float to average just 52%. The odds are thus stacked against minority shareholders and unsurprisingly most mandates pass by a safe margin: four out of five general mandate resolutions sailed through with at least 75% backing in 2023.

But if we extracted controlling and WVR shareholders from the outcome of all 2023 general mandate votes among the top 100, nearly half would have failed. The average rate of opposition would have been 42%.
Set out below are the actual results from AGMs which show overall 13% opposition to general mandates:

[1] A breakdown of the companies by sector is provided in the Appendix.

Figure 1

General mandate resolutions at the top 100 Hong Kong companies 2023, with and without majority shareholders

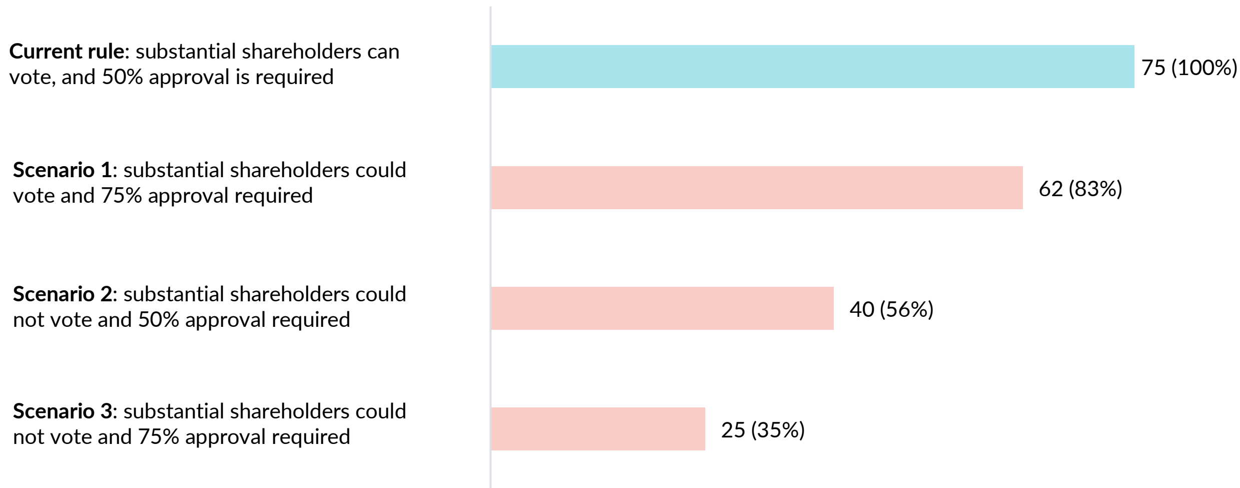


Note: Four cases are not subject to the adjustments since the number of votes in favour was less than the votes held by controlling shareholders. They are excluded from the chart.
Source: HKEX website, ACGA analysis

Here we set out alternative scenarios based on the 2023 figures, most notably if controlling shareholders were taken out of the vote and resolution thresholds were raised:

Figure 2

Behind the figures: general mandate resolutions passed under current vs alternative scenario at the top 100 HK, 2023[2]



Source: ACGA analysis

[2] Note: Four cases are not subject to the adjustment in Scenario 2 and 3 since the number of votes in favour was less than the votes held by controlling shareholders.

Resistance is not futile

Across the board, the average vote against mandates by investors in 2023 came out at just over 13%. There was some variance in the range, depending on the extent of significant control. We found nine companies where more than 30% of shareholders rejected issuers' general mandates.

At the top end of the scale, 49.8% of shareholders rejected the 10% general mandate at China Mengniu Dairy. It has seen mandates voted down in the past, notably in 2017 when it sought 20%. The company has an above-average public float of more than 75%. Its shareholder demographic counts four institutional investors who hold a combined 22% stake as of December 2022, while 24% is held by the state-owned COFCO Corporation. The company went ahead with a 10% mandate resolution after barely winning the vote with 50.2% shareholder support.

Both Tencent and Meituan halved their mandates to 10% in 2023 after investor pushback. The number of shareholders voting against the 20% mandate at Tencent had doubled from 16% in 2010 to 30% in 2020. Meanwhile at Meituan, more than half of public shareholders rejected resolutions seeking a 20% mandate between 2020 and 2022.

Figure 3

Issuers in the top 100 with more than 30% rejecting the general mandate

Company	Mandate size	Public float	Votes against as % of total votes cast	Adjusted votes against after excluding controlling shareholders
China Mengniu Dairy	10%	75.6%	49.8%	70.9%
WH Group	10%	60.8%	39.5%	74.3%
Lenovo	20%	59.7%	38.5%	89.0%
Innovent Biologics	20%	93.4%	37.7%	43.1%
Galaxy Entertainment	10%	49.2%	33.9%	79.4%
Shenzhen International	20%	57.6%	33.8%	68.2%
Wuxi Biologics	20%	84.8%	32.1%	41.6%
Sunny Optical	20%	61.5%	31.8%	73.7%
Tencent	10%	66.0%	30.7%	59.0%

Source: HKEX website, ACGA analysis

At the other end of the scale, five issuers saw negligible 2% opposition to the general mandate. Aside from Standard Chartered, these companies are either family businesses or government-backed: both CK Infrastructure and CK Asset Holdings are majority owned by the Li Ka-shing family, and MTR counts the Hong Kong government as a 75% shareholder. If voting was restricted to public shareholders, they would see a significant surge in resistance. At MTR, the ratio would jump from less than 1% to more than 6%.

Figure 4

Easy peasy? Issuers in the top 100 with less than 2% of shareholders rejecting their general mandates

Company	Mandate size	Public float	Votes against as % of total votes cast	Adjusted votes against after excluding controlling shareholders
CK Infrastructure	10%	24.3%	0.4%	3.4%
Standard Chartered	5%	99.6%	0.4%	0.6%
MTR	10%	25.3%	0.7%	6.2%
Bank of China (Hong Kong)	5%	33.9%	1.1%	6.0%
CK Asset	10%	52.1%	1.3%	3.1%

Source: HKEX website, ACGA analysis

Higher hurdles with dual class shares

There are nine firms in the top 100 with weighted voting rights (WVR) who account for 8% of market capitalisation among the top 100. Seven of them sought a general mandate in 2023, of which only Meituan didn't opt for the maximum 20%:

Figure 5

General mandates sought by WVR companies in the top 100, 2023

Company	Mandate size	Max discount	Extend to buy-backs?
Meituan	10%	10%	-
ZTO Express	20%	N/A	Y
XPeng	20%	N/A	Y
Li Auto	20%	N/A	Y
Kuaishou	20%	N/A	Y
Xiaomi	20%	N/A	Y
KE Holdings	20%	N/A	Y

Source: HKEX website, ACGA analysis

The average vote against general mandates at WVR companies ran lower than average at just over 8%. This may not come as a surprise given the disproportionate voting power given to founders. At the top end of the scale, more than 70% of voting rights at electric vehicle maker XPeng are in the hands of founder He Xiaopeng. Given this inequality of arms, the vote was destined to fail. Its resolution for a 20% mandate was rejected by 3.5% of shareholders.

Shareholders nevertheless had their say at WVR firms and one in three voted against these issuers' general mandate resolutions. Investors put up a significant fight at Meituan, where more than half of public shareholders rejected the 10% mandate. At dual-listed ZTO Express, 44% of public shareholders voted against the mandate resolution. And at Li Auto, also dual-listed, 38% of independent shareholders voted against its 20% mandate.

Figure 6

Votes against general mandates at WVR companies in the top 100, 2023

Company	Voting rights controlled by WVR shareholders	Votes against as % of total votes cast	Votes against as % of non-WVR shareholders
ZTO	77.3%	6.2%	43.8%
XPeng	71.6%	3.5%	20.7%
Li Auto	68.8%	5.8%	37.5%
Kuaishou	68.6%	5.5%	23.0%
Xiaomi	62.3%	5.1%	35.0%
Meituan	51.8%	18.2%	52.1%
KE Holdings	50.1%	16.7%	24.2%

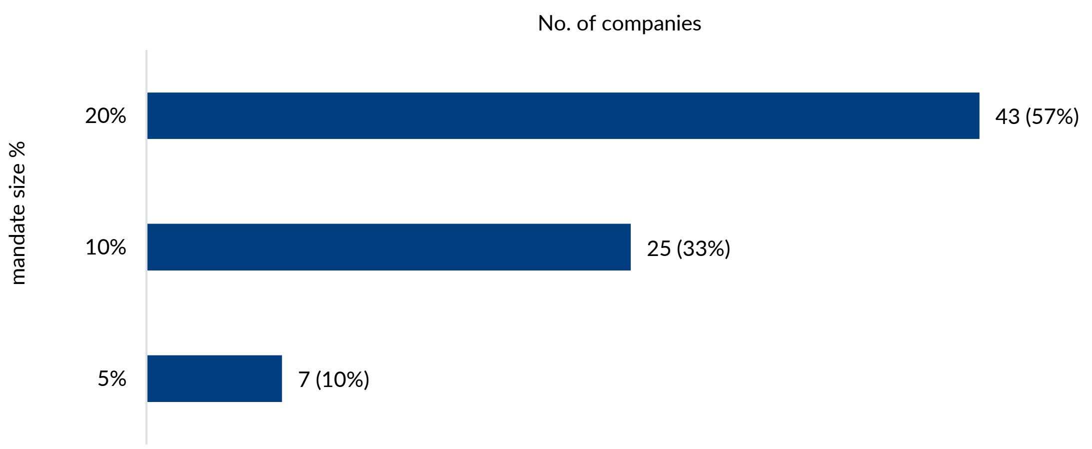
Source: HKEX website, ACGA analysis

Some issuers are taking note

Investors are influencing the size of mandate being sought. While we found just seven companies among the top 100 who only asked for a 5% mandate—and kept the discount to the share price at a more modest 10%—there were 25 issuers who opted to get shareholder approval for a 10% mandate. As we have noted above, in some cases this was because they barely got shareholder approval for a 20% mandate at the previous AGM.

Figure 7

General mandates (by issue size %) sought by the top 100 Hong Kong issuers by market cap, 2023



Source: HKEX website, ACGA analysis

Among the 25 companies seeking a 10% mandate were internet giants, food and beverage makers, auto manufacturers, healthcare companies and real estate developers. They included index heavyweights such as Tencent, Meituan, AIA, HKEX and Ping An Insurance. AIA cut its general mandate size to 10% in 2012 after a 20% general mandate received about 40% opposition in the preceding year.

Figure 8

Selected issuers with a 10% general mandate in the top 100, 2023

Ranking by market cap	Company	Sector	Max discount	Extend to buy-backs?
1	Tencent	Internet	N/A	-
6	AIA	Insurance	10%	-
9	Meituan	Internet	N/A	-
13	HKEX	Financial Services	10%	-
17	Ping An Insurance	Insurance	10%	
23	Sun Hung Kai Properties	Real Estate	N/A	Y
26	ANTA Sports	Consumer	10%	Y
48	Wuxi Biologics	Healthcare	N/A	-
74	Geely Auto	Autos	10%	-
96	ENN Energy	Utilities	10%	-

Source: HKEX website, ACGA analysis

As a listed company itself, Hong Kong Exchanges and Clearing (HKEX) has colourful history with the general mandate. The exchange operator decided not to seek a general mandate in 2005, citing its sufficient cash reserves. Coincidentally, this was also the period when Webb-site editor David Webb was a director of the company. After a six-year pause in 2011 it backtracked and sought a general mandate to issue up to 10% new shares in total, including up to 5% new shares for cash, with a 5% discount. And then in 2012, HKEX removed the 5% limit on issuing new shares for cash from its 10% mandate. Moreover, it raised the price discount to 10%.

Seven issuers sought a 5% general mandate in 2023. Notably, both CLP Holdings and Techtronic Industries sought a 5% mandate with up to a 10% discount. Neither of them extended the mandate to bought-back shares. Back in 2003, both companies were targets of David Webb's Project Vampire (Vote Against Mandate for Placings, Issue by Rights Expected).[3] Power tools maker Techtronic Industries also took on board Webb's recommendations and cut the mandate to 5% in 2003. [4] CLP Holdings followed suit in 2005.

Figure 9

Issuers with a 5% general mandate in the top 100, 2023

Company	Mandate size	Max discount	Extend to buy-backs?
CLP Holdings	5%	10%	-
Techtronic Industries	5%	10%	-
Bank of China (Hong Kong)	5% for cash, 10% for non-cash	10%	-
HSBC	5% for cash, 20% for non-cash	N/A	Y
Prudential	5% for cash, 20% for non-cash	N/A	Y
Standard Chartered	5% for cash, 20% for non-cash	N/A	Y
Hang Seng Bank	5% for cash, 20% for non-cash	N/A	-

Source: HKEX website, ACGA analysis

[3] The project called on shareholders of all HSI companies to vote against the 20% general mandate and urged these companies to bring their mandates into the line with the UK guidelines.
[4] https://webb-site.com/articles/0669AGM2003.asp

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The other five adopters of the 5% mandate in 2023 are all big financial institutions. Notably, HSBC, Standard Chartered and Prudential are dual listed in Hong Kong and London. They follow the UK Pre-Emption Group (PEG) guidelines which recommend a mandate limit of 7.5% by way of a special majority in any rolling three-year period with a discount of no more than 5% to the current share price. It is worth noting that the PEG raised the threshold to 10% in November 2022.[5] These primary dual listings stated in their AGM circulars that they were keeping "emerging market practice under review."

H shares and the class distinction

We also singled out H shares as part of our research. Five out of eight H share issuers included in the top 100 sought a general mandate in 2023. At the time of the AGMs, they all treated domestic shares and H shares as different classes and required separate votes from the distinct holders of these stocks.

It is unclear how much longer this will continue: Hong Kong amended its listing rules relating to PRC issuers in August 2023, removing the class distinction between domestic shares and H shares. It repealed class meeting requirements, and the listing rules now enable these issuers to obtain a general mandate by ordinary resolution, rather than special resolution, at their AGMs. Additionally, general mandates are calculated as 20% of the total issued shares of a PRC issuer rather than 20% per class under the previous rules.

The catch is that these H share issuers still need to amend their articles of associations to scrap the separate class rights. This must be done by way of separate class meetings with approval from both domestic and H shareholders. [6]

In 2023, Ping An Insurance and Haier Smart Home both asked for a 10% mandate with a maximum 10% discount. In contrast, BYD, Sinopec and Nongfu Spring requested a 20% general mandate without specifying price discounts:

Figure 10

General mandates proposed by PRC share issuers in the top 100, 2023

Company	Mandate size	Max discount	Extend to buy-backs?	Shares to be issued
Ping An Insurance	10%	10%	-	H
Haier Smart Home	10%	10%	Y	A, H, D
BYD	20%	N/A	Y	H
Sinopec	20%	N/A	Y	A and/or H
Nongfu Spring	20%	N/A	Y	A and/or H

Source: HKEX website, ACGA analysis

BYD saw the strongest opposition to its mandate overall, receiving about 25% votes against from both A and H shareholders. Sinopec came second with 9.3% opposition. But if the votes of controlling shareholders were excluded, BYD and Sinopec would face much higher ratios of votes against at 88.5% and 47.9%, respectively.

[5] The PEG temporarily raised the threshold from 5% to 10% during the Covid pandemic. The new Statement of Principles gave this temporary measure permanent effect.

[6] In June 2023, Jiangsu Expressway sought to amend its articles at the AGM. The proposal was rejected with 98% votes against among H shareholders.

Figure 11

Votes against general mandates at PRC issuers in the top 100, 2023

Company	Public float	Votes against as % of total votes cast	Adjusted votes against after excluding controlling shareholders	Votes against as % of H shareholders at the AGM
BYD	60.5%	24.7%	88.5%	N/A
Sinopec	32.8%	9.3%	47.9%	72.5%
Ping An Insurance	88.1%	3.9%	5.4%	5.4%
Haier Smart Home	65.9%	2.1%	4.2%	6.3%
Nongfu Spring	33.3%	2.8%	11.5%	N/A

Source: HKEX website, ACGA analysis

There were mixed results in terms of how holders of H shares voted in contrast to domestic shareholders. At Sinopec, there was fierce resistance, with nearly three quarters of H shareholders voting against a general mandate for issuing "A and/or H shares." It was a different picture at Ping An Insurance where just over 5% of H share investors opposed its 10% mandate at the AGM. [7]

A regional perspective

The general mandate has only brushed with reform in the past 20 years. In Hong Kong, ACGA first raised the issue with regulators in 2004. Across the region, pre-emptive rights protection for minority shareholders remains one of the key drags on corporate governance: it yielded the worst result out of the 24 questions we asked in the CG Rules category of our 2023 CG Watch report, "A new order.'' To say progress has been limited is an understatement:

Figure 12

CG Watch 2023: Are minority shareholder pre-emptive rights protected? (score out of 5, converted to %)

Rank	Market	2023	2020	2018
1	Australia	80	60	80
2	Malaysia	60	60	60
	Singapore	60	60	40
3	**Hong Kong**	**40**	**40**	**40**
	Indonesia	40	40	20
	Thailand	40	40	40
4	Korea	30	20	0
	Taiwan	30	40	20
5	China	20	20	20
	India	20	20	20
	Japan	20	20	20
	Philippines	20	20	20

Source: ACGA CG Watch research 2023

There have been attempts to level the playing field in Hong Kong. In a 2008 consultation paper, HKEX mooted the idea of reform, without being too specific. It backed down from any reform the following year, citing "profound changes in market conditions.''

Other markets have improved their mandate regimes however, and Hong Kong does stand out as one of the more issuer-friendly in terms of mandate size and the price discount. Its rival Singapore permits a

[7] Ping An Insurance reduced the mandate to 10% in 2023 from 20% in 2021 (there was no general mandate resolution in the AGM for 2022).

maximum 20% mandate but caps the price discount at 10%. Thailand sets its shareholder approval threshold at a comparatively higher 75% and limits the mandate size to 10%, while in China a mandate needs a two-thirds majority to pass. Indonesia restricts the vote on general mandates to independent shareholders:

Figure 13

General mandate rules: Hong Kong vs regional peers

Market	Max issue size	Max discount	Shareholder approval threshold
Hong Kong	20%	20%	50%
Singapore	20%	10%	50%
Malaysia	10%	10%	50%
Thailand	10%	10%	75%
Indonesia	10% [8]	10%	Approval of independent shareholders under quorum requirements
Australia	15%; an additional 10% for small and mid-cap companies	No limit on the 15% issuance	No shareholder approval required for the 15% placement capacity; 75% required for the additional 10% mandate
China	RMB 30 million and 20% of net assets	20%	A two-thirds majority and the approval of CSRC
Taiwan	-	20% for private placements	A two-thirds majority
Korea	-	The market price for third-party allocations	50%
Philippines	-	A premium over the market price for non-rights issues	A majority vote of minority shareholders
Japan	-	-	Independent opinions or shareholder approval if shares to be allotted exceed 25% of the total issued shares
India	-	-	75% to waive pre-emption rights

Source: ACGA analysis

A more detailed account of general mandate rules in the 12 markets ACGA covers in the Asia Pacific can be found in the *Appendix* below.

The salient shareholder animosity to general mandates which is discernible in our research supports a strong case for reform to level the playing field in Hong Kong. With the city currently searching for solutions to mitigate sagging liquidity and lacklustre fundraising, an overhaul of the general mandate regime could provide it with a competitive edge.

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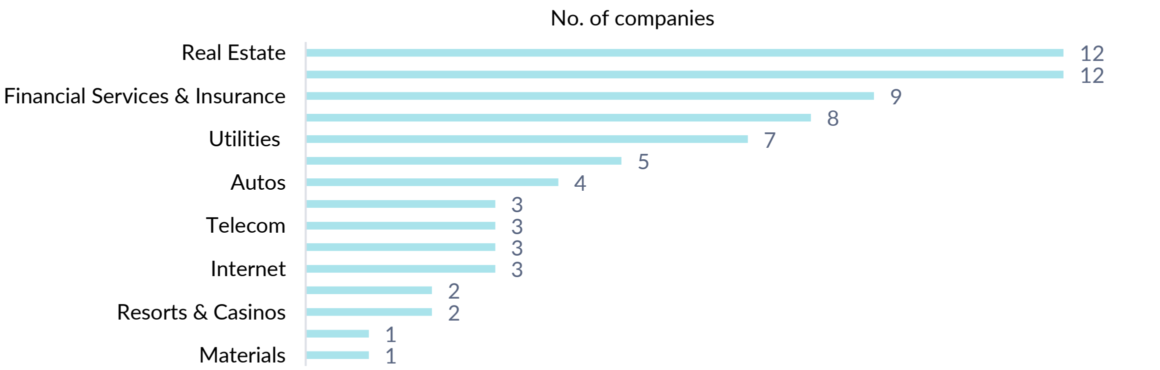
[8] The 10% limit applies to share issues for the purposes other than improving financial conditions. No issuance limit for listed companies in financial distress.

Appendix

Figure 14

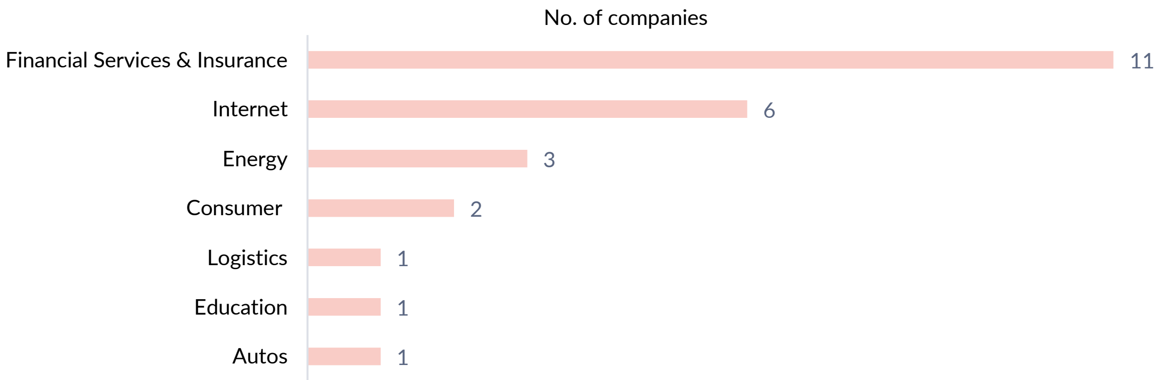
Who sought a general mandate at the top 100? A sectorial analysis



Source: HKEX website, ACGA analysis

Figure 15

Who didn't go for a general mandate? A breakdown by sector



Source: HKEX website, ACGA analysis

Figure 16

General mandate rules in 12 markets in the Asia Pacific

Market	Regulatory highlights
Australia	• ASX Lising Rules (Chapter 7) allow listed companies to issue up to 15% of their existing capital in any 12 month period without shareholder approval. No discount limit on the 15% issuance capacity. • 7.1A of ASX Listing Rules allows small to mid-cap companies to issue an extra 10% for cash at a discount of up to 25%. The "7.1A mandate" must be obtained by special resolution at the AGM.
Malaysia	• Pre-emption rights are recognised in the Companies Act 2016 (Section 85). • Bursa Malaysia's Listing Requirements (6.03-6.04) allow listed companies to issue shares without pre-emptive rights up to 10% of the total issued shares at a maximum discount of 10%.
Singapore	• No mention of pre-emptive rights in the Companies Act 1967. [9] Listed companies can obtain a general mandate to issue shares through private placements. The SGX Listing Rules (Rule 806 and 811) set the mandate size and discount limit at 20% and 10%, respectively.
Hong Kong	• The HKEX Listing Rules (Chapter 13) allow a Hong Kong-listed company to issue shares without pre-emptive rights up to 20% of the total issued shares with a maximum 20% discount.

[9] Private companies are required to impose share transfer restrictions, which could take the form of pre-emptive rights.

Indonesia	• The POJK 14/2019 allows listed companies to issue shares without pre-emptive rights up to 10% of the total issued shares for purposes other than improving financial position. Kep-00101/BEI/12-2021 by the Indonesia Stock Exchange requires the issue price to be at least 90% of the average closing price of the last 25 trading days. • Such issuances require the approval from the GMS attended by more than half of shares owned by independent and unaffiliated shareholders. If the quorum of the first GMS is not reached, there will be the second or third GMS.
Thailand	• The Public Limited Companies Act (Section 137) recognises pre-emption rights, stating that new shares "may" be offered to the existing shareholders in proportion. • The Stock Exchange of Thailand allows issuers to conduct private placements under the general mandate. [10] The size is limited to 10% of the paid-up capital, and the discount is capped at 10%. The mandate requires a minimum majority of three-fourths.
Korea	• The Commercial Act (Article 418) recognises pre-emptive rights. It meanwhile allows companies to raise capital through third-party allotments to achieve "operational objectives". • The Financial Investment Services and Capital Markets Act (Article of 165-6) requires listed companies to give shareholders pre-emption rights. But it also permits third-party allotments for "the introduction of a new technology or the improvement of financial structure". There is still no mandatory size limit on such allotments. • The issue price is set by the market price based on the statutory period specified in the Regulation on Securities Issuance and Disclosure (Article 5-18).
Taiwan	• The Company Act (Article 267) mandates the pre-emptive rights. • The Securities and Exchange Act (SEA, Article 43-6) allows listed companies to conduct private placements with two-thirds of shareholder approval. The issue price shall be no less than 80% of the reference price based average share prices prior to the placement date. There is no limit on the issue size. • The SEA also requires at least 10% of share issues to be offered to the public. A listed company can increase the proportion of new shares issued to the public, thereby reducing shares subject to pre-emptive rights.
China	• The 2023 Company Law requires limited liability companies to give shareholders pre-emptive rights. Joint-stock companies are not required to do so. • The rules approved by the CSRC in Feb 2023 set limits on shares issuances targeting "specified" investors: 1) the size is limited to RMB 300 million and 20% of net assets as of the end of the preceding year; and 2) the price is not lower than 80% of the average price of the last 20 trading days prior to the reference date. Such issuances must be approved by two-thirds of shareholders at the AGM and the CSRC.
India	• Pre-emptive rights are recognised in the Companies Act, 2013. Waiving the rights requires a special resolution. • The Issue of Capital and Disclosure Requirements by the Securities and Exchange Board of India doesn't set a mandatory limit on the size of non pre-emptive issues (ie, qualified institutions placement). It instead allows the board to determine the type of securities, issue price, timing and recipients.
Japan	• Under the TSE Listing Regulations (Rule 432), if the issuance of shares would result in a 25% or more dilution or change of controlling shareholders, the issuer needs to obtain an independent opinion or shareholders' approval. • If the issuance exceeds more than 300% of the total share capital, the company will be delisted unless the TSE approves otherwise. • Non-rights issues at "particularly favourable" price requires shareholder approval (a two-thirds majority).
Philippines	• The Revised Corporation Code (Section 38) recognises pre-emption rights while the same time allowing companies to remove such rights in their articles of incorporation with shareholder approval. • The Consolidated Listing and Disclosure Rules (Article V) allow a listed company to issue shares by way of a method other than a rights or public offer with the approval of minority shareholders. The transaction price shall be set at a premium over the "prevailing market price".

[10] There are two types of private placements in Thailand: 1) those with specific objectives, and 2) those under general mandate. The first type requires the approval of the Thai Securities and Exchange Commission.