



REVOLUTION *for* GROWTH

The Art of Financial Services

Annual Report 2014 • รายงานประจำปี 2557

บริษัทหลักทรัพย์ เอเซีย พลัส กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน)
ASIA PLUS GROUP HOLDINGS SECURITIES PUBLIC COMPANY LIMITED



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Financial Highlight

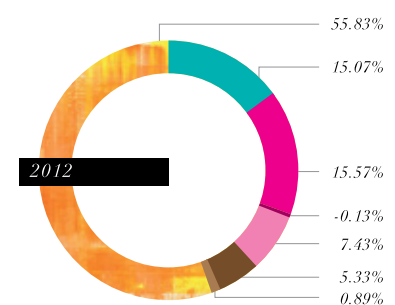
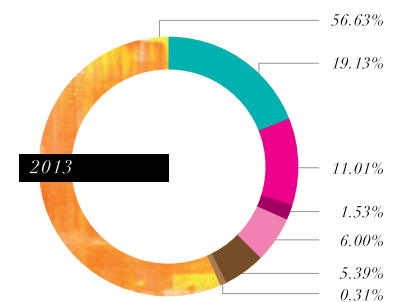
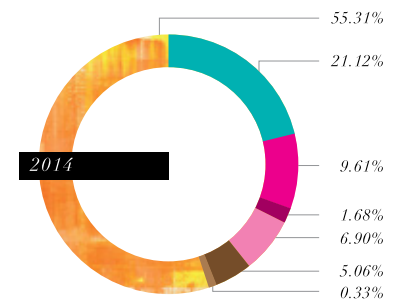


Consolidated Financial Statements

As at or for the year ended 31 December

	2014	2013	2012
Operating Results (Million Baht)			
Total revenues	2,671.82	3,101.76	2,076.68
Total expenses	1,633.03	1,762.25	1,315.69
Profit before tax	1,038.78	1,339.50	760.99
Profit for the year	827.88	1,067.33	586.40
Financial Position Statement Information (Million Baht)			
Total assets	7,660.00	7,686.22	8,283.54
Total liabilities	3,068.83	3,250.85	4,122.51
Total owners' equity	4,591.17	4,435.37	4,161.03
Investments	1,974.47	1,502.66	2,144.39
Margin loan	2,112.79	1,911.92	2,197.64
Common Share Information (Baht)			
Par value	1.00	1.00	1.00
Book value per share	2.18	2.11	1.98
Earning per share	0.39	0.51	0.28
Dividend per share	0.32	0.40	0.24

Consolidated revenue structure



- Brokerage fee
- Fee & Service income
- Gain on securities
- Gain (Loss) on derivatives
- Interest and dividend
- Interest on margin loans
- Other incomes

Financial Ratio


		2014	2013	2012
Profitability Ratio				
Gross Profit Margin	%	91.91	92.54	92.39
Net Profit Margin	%	31.01	34.41	28.49
Return on Equity	%	18.34	24.83	14.41
Return on Investment	%	21.63	24.80	22.84
Efficiency Ratio				
Return on Asset	%	10.79	13.37	7.96
Asset Turnover	Times	0.35	0.39	0.28
Financial Ratio				
Liquid Assets to Total Borrowings	Times	8.98	-	-
Performing Asset to Total Borrowings	Times	18.82	-	-
Liquid Assets to Total Assets	%	35.17	29.80	24.08
Performing Assets to Total Assets	%	73.71	74.93	79.55
Debt to Equity	Times	0.67	0.73	0.99
Dividend Pay Out	%	82.00 ^{1/}	82.75	87.58
Other Ratio				
Net Investment in Securities to Total Assets	%	25.78	19.55	25.89
Net Liquid Capital to Total Liabilities	%	102.54	112.97	83.17

1/

The Board of Directors Meeting No. 2/2015 on February 25, 2015, has resolved to propose to the Annual General Meeting of Shareholders No. 21, which will be held on April 27, 2015, the declaration of dividend from the operating results of 2014 to all shareholders at the rate of Baht 0.32 per share, totaling Baht 673,809,934. The Company had paid an interim dividend on September 11, 2014 at the rate of Baht 0.12 per share, totaling Baht 252,678,725. The remaining dividend shall be paid at the rate of Baht 0.20 per share, totaling Baht 421,131,209.

The Company set the date to determine the list of shareholders entitled to receive dividend on March 11, 2015. The Shareholders Registration Book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act, B.E.2535 is scheduled to be on March 12, 2015. The dividend payment shall be made on May 12, 2015.

Message from the Chairman of the Board and the Chief Executive Officer



The establishment of ASEAN Economic Community or AEC which comprises 10 ASEAN nations aims at creating joint economic benefits. The main benefit for Thailand is a greater number of opportunities for investment which is a result of freer capital flows leading to a consistent growth in the Stock Exchange of Thailand (SET). This is considered another economic driving force. Moreover, Thailand will receive support from the countries in the Asian region that have seen extensive economic growth due to the AEC. AEC will stimulate direct investment across the countries for efficient resource allocations and facilitate production offshoring from a high production cost country to a relatively lower one. In addition, it will encourage more portfolio investments.

As of December 31, 2014, the Stock Exchange of Thailand (SET) has a market capitalization of USD4.21 million which was ranked the third place in AEC, after Singapore at USD7.53 million and Malaysia at USD 4.67 million, which is quite close to that of the SET. In terms of trading volumes, Thailand has maintained its position at the first for another year at Bt45.5 billion per day or USD1.4 billion. This is considered very high, compared to the main competitors, Singapore, which saw the trading volumes at USD 890 million and Malaysia at USD 580 million.

As for Thailand's business sector, there needs to be an adjustment by considering the regional market instead of the domestic market. Although the current oil prices have rapidly dropped which created a positive impact on the production costs, Thai businesses need to make adjustments in promoting and marketing to the wider audiences in order to achieve sustainability. Thailand also needs to incorporate technologies such as electronic media into business operations to reduce costs and increase organizational efficiency. Asia Plus Advisory Company Limited, which is a subsidiary of the Company, serves as the financial advisor, providing advice to

Thai clients on offshore investments in the neighboring countries as well as assisting foreign clients listing their shares on the SET. It has been predicted that there would be more of advisory deals along these lines in the AEC countries.

Asia Plus Group Holdings Securities Public Company Limited has reached its 40th anniversary in 2014. It has gone through numerous circumstances in the highest and lowest conditions of the Stock Exchange. It has also weathered the economic crisis that had bankrupted many companies. The Company has remained solid through these turbulent times because of its adaptability and its stable and progressive strategies. The Company adheres to the existing policies in distributing and stabilizing its revenue base, human resource development, and the utilization of technology in business operations and customer services. The investment information is available to the customers for convenience, fast, accurate and prompt decision making. Furthermore, in order to distribute the revenue base and stabilize the Company in the long run because the current securities business has become increasingly competitive while the brokerage fee appears to decrease, the 20th shareholders' meeting on April 28, 2014 has approved the restructuring of the Company to the Holdings Company listed in the Stock

Exchange. Some parts of the business operations have been transferred, which are securities and derivative business, to a newly established subsidiary with the Company holding 99.99% of the total shares. The businesses that remain directly under the Company are proprietary trading and private equity investment. The Company firmly believes that such restructuring will enhance liquidity and flexibility and create more opportunities for new business opportunities on investment, which are a crucial revenue source for the Company. Lastly, this restructuring will make business operations clearer and limit different financial risks to prevent any impacts between agency business and the Company's principal business.

As a final note, the accomplishment we have achieved thus far can hardly be attained without supports from our shareholders, customers and all employees, the forces of which have helped drive all business functions and keep the company going. On behalf of the Company's Board of Directors, I wish to extend my sincere appreciation to everyone involved for the united supports they have provided throughout the Company's 40 years of history. We are moving onward to the 41st year with stability and strength, and drawing an infinite path of growth toward the future.



Mr.Chali Sophonpanich
Chairman



Mr.Kongkiat Opaswongkarn
Chief Executive Officer

Vision

To become the Industry Leader providing
a full range of financial services under the fast
evolving globalization age

Mission

- 01 To expand its financial instruments and services,
catering to all customer's needs
- 02 To widen knowledge and understanding in financial
innovation to both customers and employees
- 03 To extend distribution network of financial instruments
and investment services
- 04 To diversity and balance sources of income from various
products and services
- 05 To promptly responsive to changes and competition

Corporate Values

G R A C E

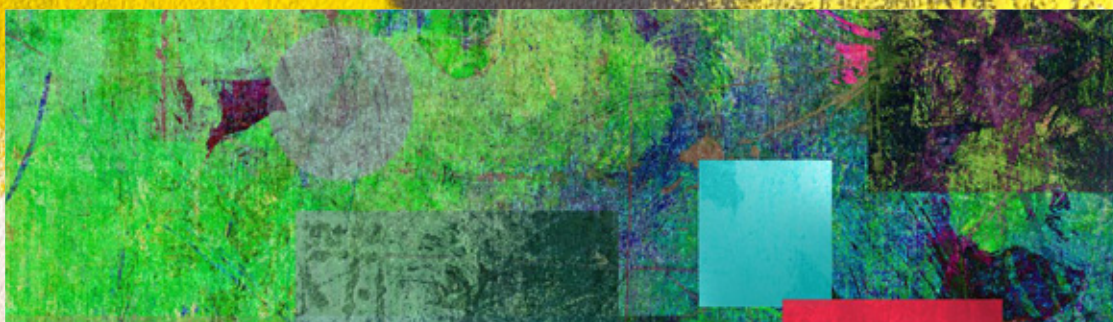
*Good
Governance*

Responsive

Accountability

Creativity

Enthusiasm



Detail on Directors and Executives

Mr. Chali Sophonpanich
Chairman of the Board of Directors,
Executive Director (Authorized Director),
Member of the Nomination Committee

01



02

Mr. Kongkiat Opaswongkarn
Chief Executive Officer (Authorized Director)
Member of the Nomination Committee

03

Mr. Michael David Roberts
Independent Director,
Member of the Remuneration Committee,
Member of the Risk Management Committee



Mr. Chali Sophonpanich

Chairman of the Board of Directors, Executive Director
(Authorized Director), Member of the Nomination Committee

Age 53 years

Education / Training

- M.B.A., Finance, University of Chicago, U.S.A.
- B.S., Engineering, Brown University, U.S.A.
- Director Accreditation Program, Class No.40/2005
The Thai Institute of Directors Association

% of shareholdings 35,998,463 shares (1.71 %)

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

1994 - Present Chairman of the Board of Directors
1998 - 2001 Chairman of the Executive Board
2010 - Present Member of the Nomination Committee
2011 - Present Executive Director

Subsidiary

Jun 2014 - Present Chairman of the Board of Directors,
Asia Plus Securities Company Limited

Others

1986 - Present President, City Realty Company Limited
1987 - Present Director, Asia Sermkij Company Limited
1990 - Present Chairman of the Board of Directors,
TICON Industrial Connection Public Company
Limited

01

Mr. Kongkiat Opaswongkarn

Chief Executive Officer (Authorized Director)
Member of the Nomination Committee

Age 58 years

Education / Training

- Ph.D., M.S., M.B.A., (Distinction) The Wharton School,
University of Pennsylvania, U.S.A.
- B.Engineering (First Class Honour), Chulalongkorn University
- The National Defence for Joint State-Private Sector course,
Class No.14, National Defense College
- Capital Market Academy Leadership Program, Class I
- Director Accreditation Program, Class No.40/2005
The Thai Institute of Directors Association

% of shareholdings 73,642,021 shares (3.50 %)

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

2004 - Present Chief Executive Officer
2010 - Present Member of the Nomination Committee

Subsidiary

2008 - Present Chairman of the Board of Directors, Asia Plus
Advisory Company Limited
Jun 2014 - Present Chief Executive Officer, Asia Plus Securities
Company Limited

Others

2004 - 2007 Chairman, Board of Executive Directors,
Export-Import Bank of Thailand
2004 - 2008 Chairman, Securities Analysts Association
2005 - 2008 Chairman, Federation of Thai Capital Market
Organizations
2007 - 2011 New Listings Committee, The Stock Exchange
of Thailand

02

Mr. Michael David Roberts

Independent Director,
Member of the Remuneration Committee,
Member of the Risk Management Committee

Age 67 years

Education / Training

- M.B.A., Liverpool University, U.K.
- B.Commerce, Liverpool University, U.K.
- Director Certification Program, Class No.112/2009
The Thai Institute of Directors Association

% of shareholdings - None -

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

1998 - Present Director
2003 - Present Member of the Remuneration Committee
2010 - Present Independent Director
2013 - Present Member of the Risk Management Committee

Subsidiary

Jun 2014 - Present Independent Director, Asia Plus Securities
Company Limited

Others

1997 - 1999 Council Member of Hong Kong Stock Exchange
2000 - 2005 Securities and Futures Commission
Compensation Committee
2000 - Present Director, Aberdeen International Fund Manager Ltd.
2004 - Present Member of Hong Kong Institute of Directors

03



Mr. Virach Aphimeteetamrong
Independent Director,
Chairman of the Audit Committee,
Member of the Nomination Committee,
Member of the Risk Management Committee



Mr. Sapon Punyaratabandhu
Independent Director,
Member of the Audit Committee,
Member of the Remuneration Committee,
Member of the Nomination Committee,
Chairman of the Risk Management Committee



Mr. Satit Chanjavanakul
Independent Director,
Member of the Audit Committee,
Chairman of the Nomination Committee,
Member of the Risk Management Committee

Mr. Virach Aphimeteetamrong

Independent Director, Chairman of the Audit Committee,
Member of the Nomination Committee,
Member of the Risk Management Committee

Age 71 years

Education / Training

- Ph.D., Finance, University of Illinois, U.S.A.
- Master of Accounting Science, University of Illinois, U.S.A.
- B.A. (Second Class Honour), Chulalongkorn University
- Director Accreditation Program, Class No.2/2003
The Thai Institute of Directors Association

% of shareholdings 203,112 shares (0.01 %)

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

2004 - Present Independent Director, Chairman of the Audit Committee
2010 - Present Member of the Nomination Committee
2013 - Present Member of the Risk Management Committee

Subsidiary

Jun 2014 - Present Independent Director, Asia Plus Securities Company Limited

Others

1988 - Present Chairman, Dr. Virach & Associates Office Company Limited
1993 - Present Independent Director, Supalai Public Company Limited
1993 - Present Director, Supalai Property Management Company Limited
1995 - Present Independent Director and Member of the Audit Committee,
Metro System Corporation Public Company Limited
2003 - Present Chairman of the Audit Committee, TRIS Corporation Company
Limited
2003 - Present Chairman of the Audit Committee, TRIS Rating Company Limited
2004 - Present Independent Director and Chairman of the Audit
Committee, Bangkok Chain Hospital Public Company Limited
2007 - Present Chairman of the Board of Directors, Intouch Holdings Public
Company Limited
2013 - Present Independent Director and Member of the Audit Committee,
Thai Agro Energy Public Company Limited

Mr. Sapon Punyaratabandhu

Independent Director, Member of the Audit Committee,
Member of the Remuneration Committee, Member of the Nomination
Committee, Chairman of the Risk Management Committee

Age 52 years

Education / Training

- M.S. in Accounting, Thammasat University
- B.B.A. (Honour) in Accounting, Thammasat University
- Certified Public Accountant
- Director Certification Program, Class No.17/2002
The Thai Institute of Directors Association
- Role of the Compensation Committee, Class No.2/2007
The Thai Institute of Directors Association
- Fellow Member, The Thai Institute of Directors Association

% of shareholdings - None -

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

1999 - Present Independent Director, Member of the Audit Committee
2003 - Present Member of the Remuneration Committee
2010 - Present Member of the Nomination Committee
2013 - Present Chairman of the Risk Management Committee

Subsidiary

Jun 2014 - Present Independent Director, Asia Plus Securities
Company Limited

Others

1999 - Present President, Vnet Capital Group
2000 - Present President & Director, Thai Venture Capital Association
2008 - Present Director, Center of Intellectual Property Management,
Mahidol University

Mr. Satit Chanjavanakul

Independent Director, Member of the Audit Committee,
Chairman of the Nomination Committee,
Member of the Risk Management Committee

Age 66 years

Education / Training

- M.Sc., Textile Technology, University of Leeds, U.K.
- M.B.A., Thammasat University
- B. Eng. (Industrial Engineering), Chulalongkorn University
- Director Certification Program, Class No.83/2007
The Thai Institute of Directors Association
- Capital Market Academy Leadership Program, Class No. 5
- The National Defence for Joint State-Private Sector course,
Class No. 14 National Defense College

% of shareholdings - None -

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

2004 - Present Independent Director, Member of the Audit Committee
2010 - Present Chairman of the Nomination Committee
2013 - Present Member of the Risk Management Committee

Subsidiary

Jun 2014 - Present Independent Director, Asia Plus Securities Company Limited

Others

1991 - Present Director, SPC Home Ideas Company Limited
2004 - 2008 Secretary General, Board of Investment
2008 - Present Director, Jamjuree Innovation Company Limited
2009 - Present Chairman, SNC Former Public Company Limited
2009 - Present Independent Director and Member of the Audit Committee,
Chumporn Palm Oil Industry Public Company Limited
2009 - Present Independent Director and Member of the Audit Committee,
Crown Seal Public Company Limited
2009 - Present Independent Director and Member of the Audit Committee,
Lalin Property Public Company Limited
2010 - Present Director, Thai Airlines Holdings Company Limited
2013 - Present Independent Director and Member of the Audit Committee,
Thai Agro Energy Public Company Limited

Mrs.Nintira Sophonpanich
Director, Advisor to the Executive Committee

07



Mr.Patchara Surajaras
Executive Director (Authorized Director),
Member of the Risk Management Committee

08

Mr.Jirawat Lewprasert
Executive Director (Authorized Director)

09



Mrs.Nintira Sophonpanich

Director, Advisor to the Executive Committee

Age 49 years

Education / Training

- M.B.A., Cass Business School, City University, London, U.K.
- B.Sc., Economics (Honour), London School of Economics and Political Science, U.K.
- Director Accreditation Program, Class May 4, 2005 The Thai Institute of Directors Association

% of shareholdings 3,259,902 shares (0.15 %)

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

1994 - 2008 Executive Director

2008 - Present Director and Advisor to the Executive Committee

Subsidiary

2008 - Present Director, Asia Plus Advisory Company Limited

Jun 2014 - Present Director, Asia Plus Securities Company Limited

Others

2000 - Present Director, Bangkok BTMU Company Limited

2010 - Present Independent Director, Bangkok Insurance Public Company Limited

Mr.Patchara Surajaras

Executive Director (Authorized Director),
Member of the Risk Management Committee

Age 56 years

Education / Training

- Ph.D., Financial Economics, Claremont Graduate School, U.S.A.
- M.A. Economics, University of North Carolina at Greensboro, U.S.A.
- B.S. (Agricultural Economics), Kasetsart University
- Director Accreditation Program, Class No.1/2003 The Thai Institute of Directors Association

% of shareholdings - None -

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

1998 - 2001 Senior Executive Vice President, Information System Division, Branch Operating Division, Planning and Business Development Department

2001 - Present Executive Director

2013 - Present Member of the Risk Management Committee

Subsidiary

2008 - Present Director, Asia Plus Advisory Company Limited

Jun 2014 - Present Executive Director, Asia Plus Securities Company Limited

Others

- None -

Mr.Jirawat Lewprasert

Executive Director (Authorized Director)

Age 59 years

Education / Training

- M.I.A., Finance, Columbia University, U.S.A.
- B.A. (Economics), Thammasat University
- Director Accreditation Program, Class No.41/2005 The Thai Institute of Directors Association

% of shareholdings 735,275 shares (0.03 %)

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

1990 - Present Executive Director

Subsidiary

Jun 2014 - Present Executive Director, Asia Plus Securities Company Limited

Others

2010 - 2012 Director, Asset Plus Fund Management Company Limited

07

08

09

Executives

01

Mrs. Jeeraphat Pimantip

Executive Director

Age 52 years

Education / Training

- M.Pol.Sc., Ramkhamhaeng University
- B.A. Communication, Chulalongkorn University

% of shareholdings - None -

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

1989 - 1993	Manager, Retail Marketing 2 Department
1994 - 1999	First Vice President, Institutional Marketing Department
1999 - 2008	Vice President, Manager of Royal City Avenue Branch
2008 - 2013	Executive Vice President, Wealth Plus Division
Jan 2014 - Present	Executive Director
	Senior Executive Vice President, Wealth Plus Division And Marketing 7 Division (Branches)

02

Mrs. Manee Sirinapapen

Executive Director

Age 57 years

Education / Training

- B.B.A. Rajamangala University of Technology

% of shareholdings 64 shares (0.000003%)

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

1998 - 2010	Senior Vice President, Retail Brokerage 4 Division
2010 - 2013	Executive Vice President, Retail Brokerage Division
Jan 2014 - Present	Executive Director
	Senior Executive Vice President

03

Mr. Pithayain Assavanig

Chief Financial Officer

Age 45 years

Education / Training

- M.B.A., University of Laverne, U.S.A.
- B.B.A., in Accounting, Thammasat University
- Director Certification Program, Class No.197/2014
The Thai Institute of Directors Association

% of shareholdings - None -

Work Experience

Asia Plus Group Holdings Securities Public Company Limited

2012 - Present Chief Financial Officer

Subsidiary

2013 - Present Director, Asset Plus Fund Management Company Limited

Others

1991 - 1993	Auditor KPMG
1996 - 2003	Assistant Vice President, Financial Control Citibank N.A., Bangkok Branch
2003 - 2006	Vice President, Business Finance and Planning The Hongkong and Shanghai Banking Corporation Limited
2006 - 2012	Vice President, Customer Knowledge and Planning, The Hongkong and Shanghai Banking Corporation Limited

Notes

- Shareholdings of directors do not change in year 2014 comparing to year 2013
Except Mrs.Nintira Sophonpanich changed from 4,509,902 shares (0.21%) in 2013 to 3,259,902 shares (0.15%) in 2014
- Percentage of shareholding of directors and executives included holding by spouse and minor children as of 31 December 2014
- Relation of other Executives:
Mr. Chali Sophonpanich is a younger brother of husband of Mrs. Nintira Sophonpanich (Director)
- Record of involvement in legal Activities during the Past 10 years of all executives - None -
- Executive means any director, manager or the first four executive officers whose rank are most senior after manager, all persons whose rank are the same as the forgoing forth executive officer, and including any executive officer in charge of accounting and finance whose rank is a departmental manager or equivalent up. (Notification of the Securities and Exchange Commission No. KorChor. 17/2551)

Overall Business Operations



01 | Overall Business Operations

The Company was registered as “Asia Securities Trading Company Limited” on 22 October 1974 with registered capital of Bt10 million. In December 1979, the company changed its legal name to “Asia Securities Company Limited” and increased the registered capital from Bt10 million to one Bt1 billion in the same year. On 18 May 1987, the company was approved by the SET Board of Governors to be a member of Broker Number 8. In the following year, the company was approved by the Ministry of Finance to be listed on the Stock Exchange of Thailand (SET) on 9 December 1988 and traded on the SET since 16 December 1988.

In 1994, the Company became a public limited company and increased the registered capital to Bt2 billion. In 1997, ABN AMRO Asia (Holdings) Limited with ABN AMRO BANK N.V. as its major shareholder acquired 35.5 per cent of the company’s entire issued share capital and increased its stake to 40 per cent of the company’s entire issued shares in the year 2000. The Company has changed its name to “ABN AMRO Asia Securities Public Company Limited” on June 2, 1998. However, on 31 December 2004 ABN AMRO Asia (Holdings) Limited was no longer the Company’s shareholder.

In 2004, the Company increased the paid up capital of Bt 650 million to be a total of Bt1,995 million, with the objective to make a public offering together with a tender offer of Asset Plus Securities Public Company Limited’s shares. The share swap was completed in April 2004. The merger of two companies has combined the strength of securities brokerage business from ABN AMRO Asia Securities Public Company Limited, which comprised large customer base and nationwide network, with the expertise in institutional business and investment banking business of Asset Plus Securities Public Company Limited. The new company,

registered as “Asia Plus Securities Public Company Limited”, has become a large-sized securities company that provides a full range of financial services to better serve the diverse needs of investors.

The merger of the two companies not only strengthened the growth of their core businesses but also supported new business expansion, and shaped the new company’s vision, mission and strategy in order to build a strong ground to support business to become the industry leader in providing a full range of financial services under the fast-evolving globalization era in line with our vision.

The Company expanded the business operation into several business lines since its merger & acquisition. This was aligning with the driving factors and new developments in Thai capital market in the last decade, especially the inauguration of the Thailand Futures Exchange Plc (TFEX) in 2006, which encouraged the listing and trading activities of new derivatives instruments, as well as the liberalization of brokerage fees in 2010, which was a key driver of the skyrocketed liquidity in Thai capital market. Besides, the business expansion is the Company’s mission that aims to achieve its goal in revenues diversification and income rebalancing. This was evidenced by the decreasing of revenues from brokerage fees, the major income, from 83% in 2004 to 55% in 2014.

However, the business expansion in the past had not been fully implemented because the operations of all business lines were under the ‘Securities Company’. The Company’s Board of Directors Meeting proposed to the 20th Annual General Meeting of Shareholders held on April 28th, 2014 to consider and approve the business restructuring plan in order to prepare for the future growth, to allow the agility in

business expansion, as well as to create the flexibility for the upcoming business to cater for the intensive competition and continuously changing environment in money and capital markets. However, the most crucial reason is to generate the perspicuity in the Company's business lines and to segregate the risks from difference business activities; the Agency Business and the Principal Business. Following the restructuring plan, "Asia Plus Securities Public Company Limited" will be transformed into the holdings company listed in the Stock Exchange and the new subsidiary company will be established to operate the stock brokerage and derivatives agent businesses. The Shareholders' Meeting has passed resolution to approve the proposed restructuring plan. Under this plan, the new subsidiary company applied for the Securities License Type A and Derivatives Business License Sor-1 to the Ministry of Finance and the Office of Securities and Exchange Commission (the "SEC"), and already get approval on the 28th of January 2015 and the 13th of February 2015, respectively. The Company will then transfer all businesses to the subsidiary, except Proprietary Trading and Private Equity business including the staff, which is expected to be completed on the 1st of May 2015. Thereafter, the Company will return the securities and derivatives businesses licenses to the Ministry of Finance and the SEC accordingly and will be a holding company which operates only investment business as mentioned earlier.

In this regards, the Extraordinary General Meeting of Shareholders No. 1/2015 held on January 15th, 2015 has passed resolution to approve the change of the Company's name to "Asia Plus Group Holdings Securities Public Company Limited". The Board of Directors will again propose for the approval of the name changing to "Asia Plus Group Holdings Securities Public Company Limited" to the 21th Annual General Meeting of Shareholders, which shall be held on April 27th, 2015 after the Company gets the permission from the Ministry of Finance and the SEC to return corresponding business licenses. As for the newly established subsidiary company, it will be registered as "Asia Plus Securities Company Limited".

The Company's business operation in 2014 can be separated by the business type as following.

Asia Plus Group Holdings Securities Public Company Limited

- Granted the securities business license Type A from the Ministry of Finance and the Office of the Securities and Exchange Commission Thailand (SEC), the Company operates various businesses as follows:
 1. Securities Brokerage
 2. Securities Trading
 3. Underwriting
 4. Investment Advisory
 5. Securities Lending and Borrowing
 6. Private fund management
- Granted the derivatives business license type Sor-1 from the SEC, the Company operates derivatives business in both Derivatives Brokerage and Derivatives Dealing.
- Granted the future trading business license from the Office of the Agricultural Futures, the Company operates the future trading business both Future Brokerage and Future Dealing. (On January 30, 2015, the Company obtained the permission from the Agricultural Futures Trading Commission to dissolve the futures trading business in the category of future broker as the Company requesting for the permission.)

In addition, the Company was granted a permission from the Office of the Securities Exchange Commission (SEC) to act as a financial advisor for the issuance and public offering of securities; the listing on the Stock Exchange of Thailand and the Market for Alternative Investment (MAI); and preparing the tender offer and providing advisory service for shareholders for the transactions of the listed companies. The Company also registered as the Advisor type A with the Ministry of Finance's Advisor Information Center, which serves as financial advisor to both public and private sectors.

Today, Asia Plus Securities Public Company Limited has a total of 17 branches, of which 5 branches are within Bangkok Metropolitan Area namely Phlapplachai, Emporium, Ngamwongwarn, Siam, and Lat Phrao and another 12 are in provincial area namely Khon Kaen Chanthaburi, Surat Thani, Sri Racha, Chiang Mai, Hat Yai, Phitsanulok, Udon Thani, Chiang Rai, Pattaya, Lampang, and Nakhon Sawan. The Company's Headquarters is located at 175, 3/1 Floor, Sathorn City Tower, South Sathorn Road, Thung Mahamek, Sathorn, Bangkok 10120.

Subsidiaries

1. Asset Plus Fund Management Company Limited

started the operation in October 2004 with paid up capital of Bt100 million. Asia Plus Group Holdings Securities Public Company Limited is its major shareholder holding 99.99 per cent.

Granted the business license type C from the Ministry of Finance and the SEC, the company operates the businesses as follows:

- Mutual Fund Management
- Private Fund Management
- Securities brokerage, Securities dealing, and Securities underwriting for investment units
- Derivatives business : Derivatives fund manager

Asset Plus Fund Management Company Limited operates two types of fund management business: Mutual Fund and Private Fund management.

2. Asia Plus Advisory Company Limited

registered on 11 April 2008 with paid up capital of Bt15 million. Asia Plus Group Holdings Securities Public

Company Limited is its major shareholder holding 99.99 per cent.

Asia Plus Advisory Company Limited provides an investment banking service comprises of Mergers and Acquisitions Advisory, Independent Financial Advisor Service, Debt and Corporate Restructuring and Valuation of Shares and Business.

3. Asia Plus Securities Company Limited

registered on 23 June 2014 with paid up capital of Bt500 million. Asia Plus Group Holdings Securities Public Company Limited is its major shareholder holding 99.99 percent.

Asia Plus Securities Company Limited granted the securities business license Type A from the Ministry of Finance and the derivatives business license type Sor-1 from the SEC. The Company will operate the above mentioned businesses after receiving all businesses transferring except proprietary trading and private equity from Asia Plus Group Holdings Securities Public Company Limited.

02 | Major changes and developments

The major changes and developments of the Company in the past three years during 2012-2014 can be summarized as follows:



2012

- The Company obtained a license from the Office of the Agricultural Futures Trading Commission (AFTC) to operate the futures trading business on 24 October 2012.
- The Company was granted a license for currency futures quoting the Ministry of Finance FX rate. The trading commenced on 5 June 2012.
- The Company has started to offer Structured Notes (SN) in the form of Equity-Linked Notes (ELN) which is the combination of over-the-counter equity derivatives and fixed income with various underlying to offer more investment options for investors tailored to different market conditions.

The Company has joined with Krung Thai Asset Management Public Company Limited to launch four new Exchange Traded Funds (ETFs) by benchmarking with the SET Sector Index. The Company acts as the Market Maker (MM) to ensure the liquidity of ETF traded in the SET and as the Participating Dealer (PD) to buy or withdraw ETF in the primary market.

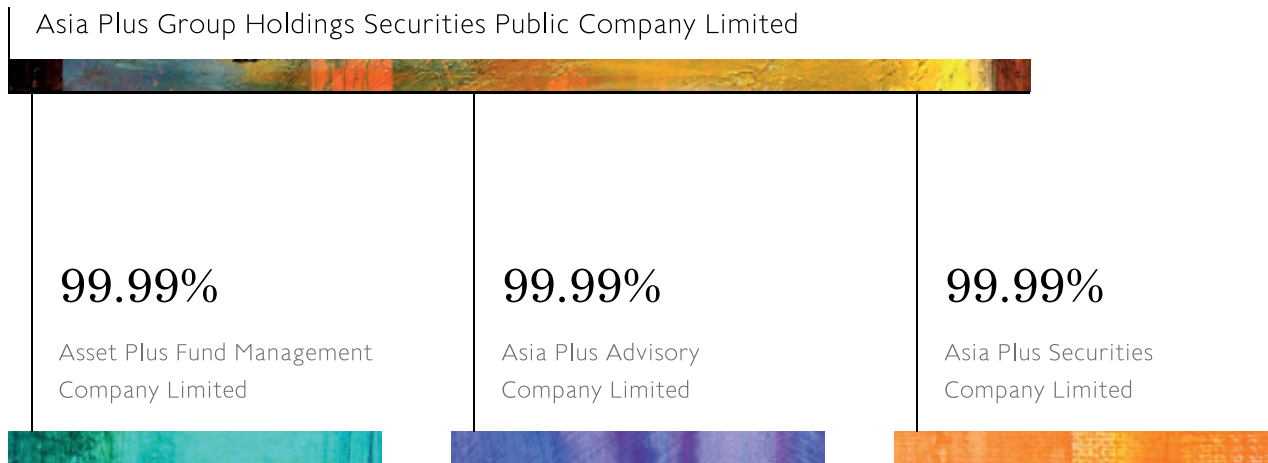
2013

- On 21 January 2013, the Company's board of directors approved the establishment of "Risk Management Committee" whose roles and responsibilities are to control and measure risks that has a potential impact on the Company as well as to properly manage each type of risk associated with our business.
- On 14 February 2013, the Company launched 'Pro8', the new trading system with increasing capabilities in submitting bid/offer orders in both securities and derivatives to better serve customer needs. The new system is embedded with the feature for automatic order submission based on the predefined investment conditions which would be faster, more accurate, and more convenient for our clients in making investment decision and transaction.
- On 22 March 2013, the Company introduced "ASP Smart", the innovative investment tool available on smart phones and tablets. This application would allow investors to have direct access to useful research database, information, and up-to-date news both Thai and Foreign securities to effectively support investment decision. With this powerful tool, customers can make their own decision quickly and effectively.

2014

- The Company received 4 IAA Awards for Analysts 2013 from the Investment Analysts Association:
 1. Mr.Therdsak Thaveeteeratham received the IAA Awards for analysts in Property, Construction Materials & Construction Service Sector by Retail Investors.
 2. Ms.Usanee Liurut received the IAA Awards for analysts in Financials Sector by Retail Investors.
 3. Mr.Prasit Rattanakijkamol received the IAA Awards for analysts in Derivatives by Retail Investors.
 4. Mr.Prakit Sirivattanaket received the IAA Awards for technical analysts.
- The Company established a subsidiary, Asia Plus (2014) Company Limited, with paid up capital of Bt500 million as the business restructuring plan and holds 99.99 percent of the shares in the subsidiary. Then, on January 19, 2015 the subsidiary changed the registered name to Asia Plus Securities Company Limited.
- The Company received the approval from the SEC to suspend the Investment Advisory business and Private Fund Management business according to the company request.
- On 27 November 2014, the Company won 2 awards from SET Awards 2014:
 1. Best CEO Award : CEO of the Company listed on SET
 2. Outstanding Company Performance Award : For the SET market capitalization of THB 2 Billion – THB 10 Billion.

03 | Shareholder Structure of the Company



Business Entity of the Company and its Subsidiaries

The business entities of the Company and its subsidiaries are identified by the type of business. The Company appointed Company's executives as directors of the subsidiary companies to define Company's mission, vision, and business strategies that could maximize the profitability of each business unit.

Income Structure of the Company and Subsidiaries

Source	By	% of shares held	2014		2013		2012	
			Million Baht	%	Million Baht	%	Million Baht	%
1. Brokerage Fees								
- from securities business	ASP		1,397.62	52.31	1,652.88	53.29	1,073.03	51.67
- from derivatives business	ASP		47.45	1.78	80.16	2.58	71.78	3.46
- other brokerage fees	ASP		32.65	1.22	23.54	0.76	14.60	0.70
Total			1,477.72	55.31	1,756.58	56.63	1,159.41	55.83
2. Fees and services income								
	ASP		246.41	9.22	259.18	8.35	69.31	3.34
	ASSET PLUS	99.99%	185.18	6.93	239.33	7.72	175.40	8.45
	ASPA	99.99%	132.57	4.96	94.84	3.06	68.21	3.28
Total			564.16	21.11	593.35	19.13	312.92	15.07
3. Gain on securities	ASP		256.72	9.61	341.63	11.01	323.42	15.57
Total			256.72	9.61	341.63	11.01	323.42	15.57
4. Gain (Loss) on derivatives	ASP		44.90	1.68	47.31	1.53	(2.60)	(0.13)
Total			44.90	1.68	47.31	1.53	(2.60)	(0.13)
5. Interest and dividend								
	ASP		178.62	6.69	180.39	5.81	149.57	7.20
	ASSET PLUS	99.99%	3.73	0.14	4.25	0.14	3.92	0.19
	ASPA	99.99%	1.94	0.07	1.48	0.05	0.81	0.04
	ASPS	99.99%	0.06	0.00	0.00	0.00	0.00	0.00
Total			184.35	6.90	186.12	6.00	154.30	7.43
6. Interest on margin loans	ASP		135.12	5.06	167.10	5.39	110.65	5.33
Total			135.12	5.06	167.10	5.39	110.65	5.33
7. Other income								
	ASP		8.51	0.31	8.12	0.26	14.80	0.71
	ASSET PLUS	99.99%	0.17	0.01	0.22	0.01	1.10	0.05
	ASPA	99.99%	0.17	0.01	1.33	0.04	2.68	0.13
Total			8.85	0.33	9.67	0.31	18.58	0.89
Total revenues			2,671.82	100.00	3,101.76	100.00	2,076.68	100.00

Remarks : ASP means Asia Plus Securities Public Company Limited, ASSET PLUS means Asset Plus Fund Management Company Limited
ASPA means Asia Plus Advisory Company Limited, ASPS means Asia Plus Securities Company Limited

2014 Business Operations

The Company's business

I. Securities Brokerage Business

The Company, member of the Stock Exchange of Thailand number 8, provides brokering services for both local and foreign investors at both individual and institutional levels. There are a total of 17 office branches in Bangkok and different regions of Thailand. The Company offers quality and highly experienced marketing and securities analysis teams ready to provide consultation to investors regarding both fundamental and technical factors.

In addition, customers are eligible for access to real time stock reports, research and technical analysis, and other sources of investment knowledge through the Company website www.asiaplus.co.th or ASP Smart application via smart phone on both iOS and Android operation system. ASP Smart enables customers to search for research articles, information on Thai and foreign stock, and information critical for self-trading decision.

Investors are able to trade securities through the Company with a cash account, cash balance account or credit balance account via 2 channels:

1. Orders made via investment advisor
2. Orders made via the Internet: this can be made with both cash account and credit balance account.

In 2014, the net trading volume made through the Company totaled Bt 776,544.95 million, with a market share of 3.82% of all trading values in the Stock Exchange of Thailand (SET) and Market for Alternative Investment (MAI), ranked 10th in the market (excluding propriety trading). For 2013 and 2012, the Company ranked 10th and 11th with a market share of 4.14% and 4.12% respectively.



Trading Value	2014	2013	2012
SET and MAI (million Baht)	10,172,620.18	10,775,615.69	6,886,047.55
The Company (million Baht)	776,544.95	892,783.38	567,926.91
Company's Market Share (%)	3.82	4.14	4.12
Ranking	10	10	11
Categorized by Customer Type (%)			
- Institutional	7.43	9.07	7.14
- Local	86.23	88.11	89.74
- Foreign	6.34	2.83	3.12
Categorized by Account Type (%)			
- Cash Account	84.38	84.15	79.35
- Credit Balance	15.62	15.85	20.65
Categorized by Trade Channels (%)			
- Via Investment advisor	51.82	51.63	53.70
- Via Internet	48.18	48.37	46.30

Remarks : Trading Value of the SET and MAI excluding propriety trading

2. Futures Trading Brokerage Business

According to the Derivatives Act B.E. 2546, the Company has obtained trading license issued by the Office of Securities and Exchange Commission for operating futures trading business in the category of derivatives agent. With the license, the Company is able to take and send futures orders from customers for trading in the Derivatives Exchange.

In 2014, the overall trading in TFEX saw an increasing trend in all the products due to the volatility of the domestic market prompting the investors to turn to TFEX for managing investment risks, especially single stock futures.

The Company, therefore, has planned on implementing more single stock futures marketing schemes such as customer base expansion. One channel to increase the Company's revenue is 'Block Trade' which is trading a great number of single stock futures trading contracts in TFEX, quite similar to Big Lot of the Stock Exchange. The Block Trade for Single Stock Futures has been given great attention because of the inadequate liquidity of the single stock futures for investors' demands.

The Company has continued its public relations campaigns including seminars arranging to provide knowledge on products in TFEX for marketing officers within the Company, training in collaboration with the Stock Exchange of Thailand (SET) for customers on technical analysis, and workshops at the SET's buildings for investors.

In addition, the Company has developed a futures trading order monitoring system, namely Pro8. By bringing in a computer system to assist in this semi-automation of sending trading orders via the Internet and Intranet to facilitate and remind the customers and marketing officers would be able to send trading orders in a timely fashion.

For year 2015, the Company already publicized the Options Wizard program which makes the investors in trading TFEX options more convenient and faster. In this regard, the Company will arrange the in-house training on the program instruction to the

marketing officer together with the seminar for the customers. The collaborated seminar for investors by the Company and SET will be then arranged to provide knowledge on technical analysis, and workshops at both the SET's buildings and the Company's premises all year round.

Moreover, the Company has planned to develop a futures trading order monitoring system, Pro8, to enable users to automatically send in trading orders, a trading signal system from the Strategic Derivatives Department, as well as detailed installation and instruction manuals. The Company would also organize seminars to enhance knowledge useful for investors' decisions.

3. Securities Business

Wealth Plus and Capital Market Department has operated securities business by selecting bills of exchange and debentures in both primary and secondary markets and offering them to customers interested in debt securities. This is another investment option that yields good returns. This business has gradually expanded since its beginning in 2009.

4. Investment Banking Business

The Company is one of the leading service providers in investment banking. With highly specialized and experienced teams who provide continuing quality services, the Company is widely recognized and trusted by both public and private organizations. Many vital awards the Company has received from external entities serve as strong evidence of the Company's quality operations and investment banking services.

In 2008, the Company has established Asia Plus Advisory Company Limited (Asia Plus Advisory) by acquiring 100% of its shares. Both the Company and Asia Plus Advisory are licensed as a financial advisor by the Office of Securities and Exchange Commission (SEC). This license allows both the Company and Asia Plus Advisory to provide financial advisory services. Asia Plus Advisory mainly carries out the financial advisory services, while the Company retains the underwriting services.

4.1 Financial Advisory Service

Operated by the Company and Asia Plus Advisory

The financial advisory service encompasses a variety of corporate matters to companies registered in the SET, Government Organizations, and State-owned Enterprises. The service is provided by highly competent and well-experienced teams specialized in financial advisory and licensed by the SEC and the SET. The services provided can be categorized as follows:

1. Securities Issuance and Offering
2. Mergers and Acquisitions
3. Independent Financial Advisory Service
4. Debt and Corporate Restructuring
5. General Financial Advisory Services

4.2 Underwriting Service

Operated by the Company

The Company acts as an underwriter and sub-underwriter for both debt securities and equity. This business is derived from the financial advisory business and the joint venture with financial institutions or other security companies that serve as both underwriters and sub-underwriters. In addition the Company acts as the selling agent for debt instrument.

Characteristics of Financial Advisory and Past Performance in 2014

The SET index in the first nine months of 2014 continuously soared up from the minimum point of 1,224.62 (as of January 3, 2014) to the maximum point of 1,600.16 (as of September 26, 2014), due to the economy recovering and the more obtrusive government policies. However, it dropped in the last quarter down to the 1,497.67 points at the end of 2014 because the world oil price plunged. Nonetheless, on the year-on-year basis, the Index rose 15.32% from 2013.

In 2014, there had been a total of 37 companies registering and capital raising in the Stock Exchange of Thailand (excluding infrastructure and property funds), an increase from 28 companies in 2013. Of 37 companies, 17 had registered in the Stock Exchange of Thailand and 20 in Market of Alternative Investment (MAI) at the total amount of Bt53,474 million which was higher than the amount for all the companies registered in 2013 at Bt39,062 million, or 37%.

In 2014, Asia Plus Advisory Company Limited and the Company became the financial adviser, issuer, and underwriter for the securities of two newly registered companies which are Ichitan Group Public Company Limited ("ICHI") and Srisawad Power 1979 Public Company Limited ("SAWAD") with the capital amount of Bt15,625.00 million or 10.52% of the entire IPO capital amount in 2014. Moreover, Asia Plus Advisory Company Limited and the Company became the financial adviser for Country Group Holdings Public Company Limited ("CGH") in issuing ordinary shares for public offering and also tender offering for shareholders restructuring as well as administration restructuring.

In addition to the advisory services offered to the companies registering in the Stock Exchange, Asia Plus Advisory Company Limited emphasizes the advisory services in business merger and acquisition. In 2014, Asia Plus Advisory Company Limited became the advisor for SUB SRI THAI Public Company Limited ("SST") in preparing the acquisition offer to Greyhound Company Limited and Greyhound Cafe Company Limited

Asia Plus Advisory Company Limited also has other advisory services such as debt restructuring and independent financial advisor. In 2014, it has become the independent financial advisor to Sri Ayudhya Capital Public Company Limited in selling the ordinary shares of its related parties and Grand Canal Land Public Company Limited in reporting the Acquisition of Assets

In 2014, the Company and Asia Plus Advisory Company Limited saw revenues from investment banking fees, which consisted of financial advisory fee and underwriting fee, of Bt283.86 million - a decrease of Bt3.31 million or 1.15% from the previous year at Bt287.17 million.

5. Investment Business

The Company has an investment policy in equity instruments (securities registered in the Stock Exchange of Thailand), debt securities, debentures, derivatives, unit trust, foreign and underlying securities with expected returns in a form of profit from trading securities, dividends, and interests. Depending on the appropriateness, expected returns, and liquidity, the Company's investment policy does not specify short or long term investments.

Furthermore, the Company has a policy on the investment business expansion in businesses which have yet registered in the Stock Exchange but would potentially enter in the future, yield positive long term returns, possess outstanding trademarks in operating the business, are in the high potential industry, and has a continuing growth trend. This is to ensure that the Company's investment policy covers all short, medium, and long term investments.

6. Wealth and Asset Management Business

Wealth and asset management businesses has grown continuously since the offering of variety of financial products in response to the clients' need in all aspects has been well-received by either retail investors or institutional investors. The flagship of the services is selling agencies of mutual funds, launched by 19 Asset management companies, covering mixture of investment strategies in either local or international markets, under the rules and regulation by the SEC. As well, the offering of numerous debt instruments in both primary and secondary markets covering both short and long term instruments. As of December 31, 2014, the Company has assets under management of Bt48,225 million which is a 23% increase from the year 2013

In 2015, global economic condition, which is still remained high volatile, enables the customers to gain more chances to find the higher rates of return, if they can select their portfolio appropriately, Wealth Management Department will emphasize on provide asset allocation strategies to investors in order to get risks diversification. Hence, the Company's marketing officers will work closely with customers and provide advice according to the market condition. As for the foreign listed shares still get attention

from investors, Wealth Management Department has therefore collaborated with Global Investment Department to select interesting securities to be an investment choice for the investors.

7. Derivatives Business

The Company established the “Equity Derivatives Division” which has fully operated around the end of December 2009. This division covers derivatives inside and outside of the Stock Exchange as well as other related businesses.

7.1 Derivatives Warrants

The Company issued derivative warrants or DW in the Stock Exchange of Thailand in the early of 2010. The Company is the leader in issuing and offering derivative warrants as the Company is Thailand's 2nd registered issuer and has continuously issued derivative warrants via Direct Listing System and seen consistent growth.

Obviously, the overall competition for the derivative warrants business appears to increase in both the number of issuers and the number of derivative warrants in the last 5 years. At the 31 December 2014, the Company has issued and offered a total of 79 series of derivative warrants, 68 of which were call derivative warrants and 11 were put derivative warrants.

In addition, in 2014, the regulator allows for the derivative warrants using SET index as well as Sector Index as an underlying. The Company is the first one in Thailand that writes and sells derivative warrants on the SET Bank Sector Index, SET Energy & Utilities Sector Index and SET ICT Sector Index. Moreover, the Company also was the pioneer issuing the derivative warrants on the SET50 Index making the Company be one of a leader derivative warrants house in Thailand.

The Company has developed a Market Maker Program Trading in order to increase the efficiency in risk management and liquidity of the issued and offered derivative warrants. Moreover, this program trading will better respond to the investors' needs. The Company has also developed a website “www.aspwarrants.com” for centralizing information on the investors' derivative warrants. The website offers investment information in terms of both basic knowledge and understanding in derivative warrants, prospectus, investment basics, techniques and strategies, and relevant research. Investors can use this service and access information in this website including all the derivative warrants issued by the Company and other issuers.

In addition, the Company has constantly provided training and seminars on derivative warrants for investors and the Company's marketing officers at the Company's head office and other branches in Bangkok and other provinces.

In 2015, the Company plans to implement more marketing and public relations campaigns on derivative warrants for the investors in order to expand the customer base and add a revenue channel. The Company will consistently improve the services provided for derivative warrants investments, both in the form of Market Maker Program Trading, website development, and various seminars on in-depth knowledge and understanding for the investors and marketing officers.

7.2 Structured Notes (SN)

The Company stated selling the Structured Notes (SN) product to the clients in 2013. The key feature of structured notes is the combination of over-the-counter equity derivatives and fixed income so investors may receive higher return than normal interest rate. The first specific type of SN that the Company provided in 2013 was the Equity Linked Note (ELN), namely ELN-ASP#1(-P). ELN is a short-term structured note issued to only institutions and large-scale investors with the term of no more than 270 days from the issuing date. Moreover, the interesting feature of the ELN-ASP#1(-P) is that investors may receive high yield if the market price becomes higher than the pre-determined target price. However, if the market price declines to lower than the target price, investors may gain or lose from the investment.

In 2014, the Company received the permission from the SEC office to expand the scope of SN under the name of “Equity-Linked Notes by Asia Plus Project 1/2014” (Company name at that time), with the total outstanding not exceeding Bt1 billion. In this project, the new types of SN were allowed, those are

1. ASP#2 : SN type 'Reverse Equity Linked Note' with Cash Settlement
2. ASP#3 : SN type 'Equity Linked Note with Put Bull Spread' with Cash Settlement
3. ASP#4 : SN type 'Equity Linked Note with Call Bear Spread' with Cash Settlement

The investors then can have more choice, for example, they can find the opportunity to invest in the period of market downturn by using "ASP#2" and "ASP#4". Specifically, "ASP#3" and "ASP#4" can provide the principal protection if the investors wrongly forecast the market direction.

In the year of 2015, to response to various needs of the investors, the Company plans to request the permission from the SEC to be able to sell other type of SN.

7.3 Exchange Traded Fund (ETF)

During 2012 – 2014, the Company, in collaboration with Krung Thai Asset Management Public Company Limited (KTAM), has set up 5 Exchange Traded Funds (ETF), where the Company performs as Market Maker (MM) and Participating Dealer (PD), as following.

1. KTAM SET Banking ETF Tracker (EBANK) SET Energy & Utilities Sector Index
2. KTAM SET Energy ETF Tracker (ENY) SET Energy & Utilities Sector Index
3. KTAM SET Food & Beverage ETF Tracker (EFOOD) SET Food and Beverage Sector Index
4. KTAM SET Commerce ETF Tracker (ECOMM) SET Commerce Sector Index
5. KTAM SET ICT ETF Tracker (EICT) SET ICT Sector Index,

It has to be noted that EBANK EFOOD ECOMM and EICT are the first ETF that use underlying of SET Bank Sector Index, SET Energy & Utilities Sector Index, SET Food and Beverage Sector Index, SET Commerce Sector Index, and SET ICT Sector Index, respectively, in Thailand

In 2014, the Company also set up a new ETF on Thailand's SET50 Index. To summarized, the details of 6 ETF are tabulated below.

No.	Name of ETF	Code	Underlying Sector	Date of Offering	Initial AUM (MB)
1	KTAM SET Banking ETF Tracker	EBANK	SET Bank Sector Index	1-9 / 9 / 2012	616
2	KTAM SET Energy ETF Tracker	ENY	SET Energy & Utilities Sector Index	1-8 / 3 / 2013	725
3	KTAM SET Food & Beverage ETF Tracker	EFOOD	SET Food and Beverage Sector Index	1-8 / 3 / 2013	96
4	KTAM SET Commerce ETF Tracker	ECOMM	SET Commerce Sector Index	27-31 / 5 / 2013	151
5	KTAM SET ICT ETF Tracker	EICT	SET ICT Sector Index	5-16 / 8 / 2013	101
6	KTAM SET50 ETF Tracker	ESET50	SET50 Index	6-14 / 3 / 2014	178

Remark : In total, the sum of initial Asset under Management (AUM) were worth of Bt1,867 million.

All 6 ETFs are managed with passive investment strategy to replicate the returns to be as close as possible to those of the underlying indexes. In this regard, the major expenses, especially the management fees, are lower than other funds. The prominent point of ETF is that it is a tool for individual and institutional investors to diversify their risks and be able perform an arbitrating investment strategy, while the Company will continuously provide the liquidity when they want to buy or sell the ETF in the market.

The Company is confident that it will be able to proceed as planned because of its competent personnel, efficient work systems, and consistently increasing responses from ETF investors.

8. Global Investment

The Company has begun global investment services to both private and juristic person customers since October 2010 by selecting well-known foreign brokerage registered in New York Stock Exchange (NYSE) to trade securities and fixed income overseas. At present, the Company's customers are able to trade the securities that are registered in 23 securities markets in 19 countries worldwide covering North America, Europe, and Asia Pacific.

The Company collaborated with foreign securities companies and private banks who were business allies for the selection of financial products which included interesting and appropriate bonds and fixed income securities in order to respond to all types of needs and customers.

In 2012, the Company has started offering Internet Trading for foreign securities. This is a new alternative that accommodates the customers who wish to directly trade foreign securities.

In 2015, the Company will offer services in derivatives trading in the global markets to provide more diversified financial options for investors and to increase its competitive potential in global investment business. This project is scheduled to complete and to be available for customers within the first half of 2015.

9. Securities Borrowing and Lending (SBL) Business

Approved by the Ministry of Finance, the Company was licensed to operate Securities Borrowing and Lending (SBL) business and marked the first day of its operation on July 14, 2006. Investors have increasingly gained interest in this service due to more opportunities for investment, higher returns, and use of SBL as a risk management tool. The borrowers can sell short in order to create a profit scheme when the market is on its way down. Simultaneously, the lenders can create higher returns from long term holding securities.

In detail, Customers can borrow for short selling when the prices are expected to decline or for risk management in times of market volatility. Strategic trading such as Arbitrage and Pair Trade can also be conducted. In another respect, retail customers can lend securities and receive returns in a form of fees. In the near future, securities borrowing and lending can help distribute, strengthen, and balance the Company's revenue. It will also be another source of revenue in addition to the brokerage fees that may be negatively impacted by the liberalization of brokerage fees and securities licenses.

In 2013, the Company has expanded its customer base and securities borrowing and lending transactions by extending its service restrictions for both domestic and foreign institutional clients such as securities companies, mutual fund companies, and insurance companies which includes securities in SET100. Currently, in addition to securities in SET50 and SET100, ETF unit trusts are added and securities in ETF port such as Energy Sector (ENY), Banking (EBANK), Food (EFOOD), Information Technology (EICT), and Commerce (ECOMM), for the institutions who are ETF market maker, while the retail clients can borrow and short-sell the stocks in SET100 index solely.

The Company's Subsidiaries

1. Asset Plus Fund Management Company Limited

Business Operations: Overview

Asset Plus Fund Management Company Limited is operating fund management businesses, with licenses in:

- Mutual Fund Management
- Private Fund Management
- Securities Brokerage, Securities Trading, and Underwriting of Investment Units
- Futures Trading

Asset Plus Fund operates two types of fund management business: mutual fund and private fund management.

In December 2014, Asset Plus Fund Management had total net assets of Bt30,967 million, increasing Bt2,995 million or 10.71% from Bt27,972 million in December 2013. The net asset value can be classified as follows.

- **Mutual Fund** : Net asset value for mutual fund was Bt22,297 million, increasing Bt5,421 million or 32.12% from Bt16,876 million in December 2013.
- **Private Fund** : Net asset value for private fund was Bt8,670 million, decreasing Bt2,426 million or 21.86% from Bt11,096 million in December 2013.

In 2014, Asset Plus Fund Management had a net profit of Bt27.85 million decreasing Bt12.56 million or 31.08% from 2013. In 2014, total revenue was Bt189.35 million. Of this amount, the revenue arising from the investment brokerage fee was Bt185.18 million, while the revenue from investment was Bt3.85 million. Other income was Bt0.32 million. Total expenditure was Bt154.58 million; Bt21.56 million of which was cost associated with investment management business and Bt133.02 million was operational cost.

Changes and developments of business operations in the past year

In 2014, Asset Plus Fund Management Co., Ltd has set up 13 funds consisting of 1 domestic target funds and 2 direct global target funds, 1 mutual fund open daily for domestic trading, 2 mutual fund open daily for global trading. The asset under management via the selling agent was increased significantly from 31.80% to 63.07%

The number of open-end fixed-income mutual funds for

accredited investors increased seven funds to nine funds at the end of 2014, resulting in the growth of total assets under management of the Company in 2014. These funds are also a major product of the Company at present.

Overall, 2014 was a year of global investments. Global equity securities and debt securities were more popular among investors and the fund management industry than local assets; in 2014, the Company was able to raise more money through mutual funds for global investments than through mutual funds for local investments.

Regarding product line expansion, the Company added an active mutual fund for investment in Chinese equities and a passive mutual fund for investment in Japanese equities in 2014, which was a success.

Mutual Fund Management Business Trend

In 2015, the Company is still focusing on fulfilling the objectives of investors and developing an investment management strategy that can generate better returns, under a concept of one-stop wealth management solution. For the mutual fund management business, the Company has a plan to offer 12 new mutual funds for sale; the offered funds will cover a great variety of asset types at every risk level, under both active and passive fund management strategies and concentrating on global mutual funds which are the Company's expertise. Meanwhile, the Company will continue to offer open-end fixed-income mutual funds for accredited investors. About selling channel, the Company will increase the number of selling agents in order to facilitate investors.

2. Asia Plus Advisory Company Limited

Asia Plus Advisory Co., Ltd was founded in April 2008. For the operations of this company, please refer to Page 25 : 4. Investment banking business for more details.

Market Summary

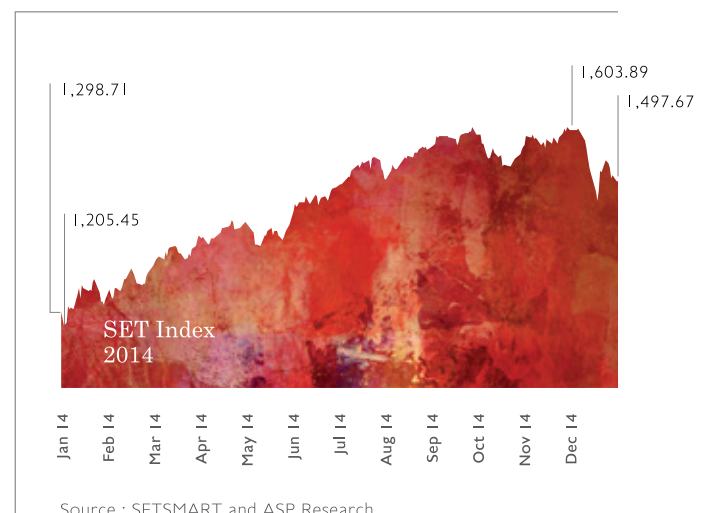
Market in 2014: Overall

2014 was a good year of the Stock Exchange of Thailand. Although the Index fell to the year's low of 1,205.44 pts on January 6 as a result of the political turmoil that had dragged on from the fourth quarter of 2013, it was able to continuously rally thereafter. 2014 was marked by two key factors: (1) a military takeover by the National Council for Peace and Order (NCPO) on May 22 and (2) an end of the quantitative easing measure (QE) of the Federal Reserve (Fed) in October. SET Index hit a peak of 1,603.89 pts on December 8 and then declined gradually owing to more than 50% plunge of global crude oil prices to US\$53.9/barrel at the end of 2014. The fall in crude oil prices, considerably affected the performance of the energy and petrochemical companies in the fourth quarter of 2014. This unexpected drop in oil prices resulted in significant revisions to EPS for both 2014-2015. Market EPS in 2014 was slashed by 9.5% (mainly due to stock loss) in 4Q14 and the market EPS in 2015 was slashed by 6.1% (owing to a reduction of long-term Dubai crude oil price assumption from US\$90/barrel to US\$75/barrel since 2015 onwards) to Bt88.76/share and Bt103.65/share, respectively.

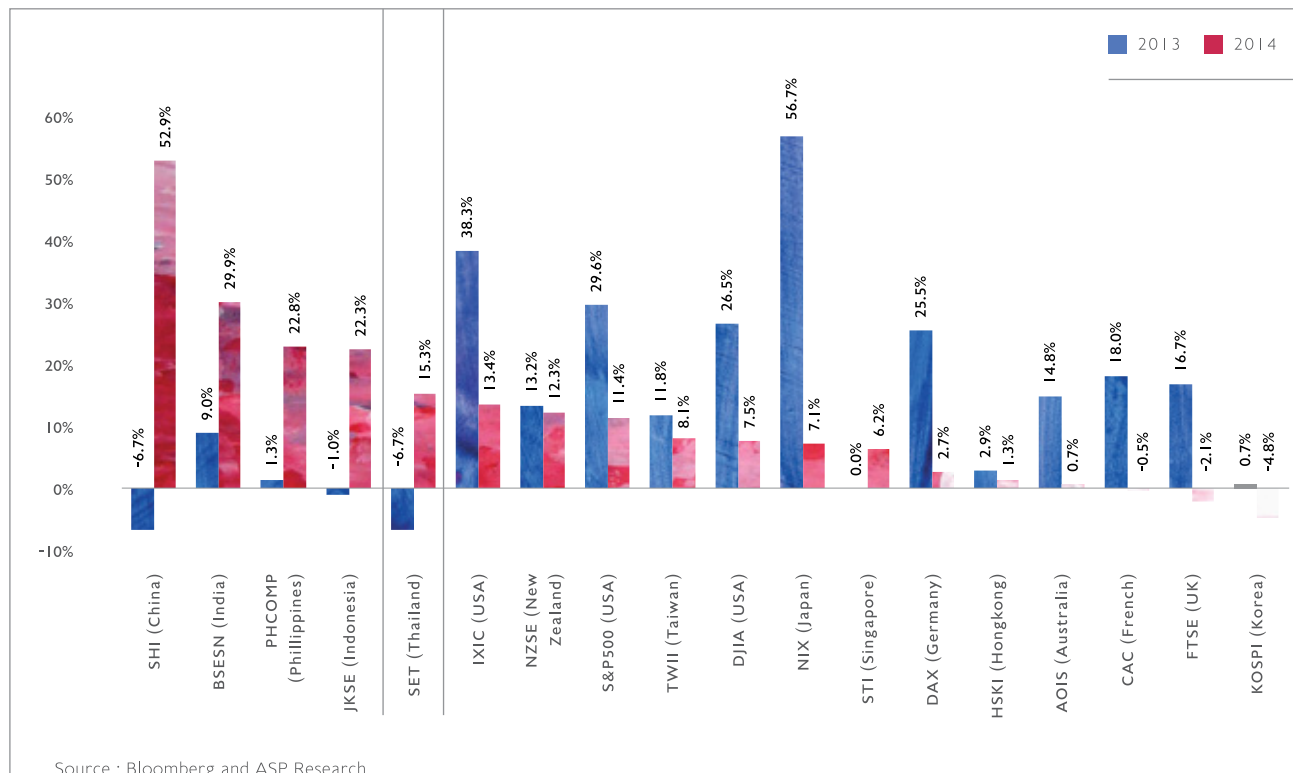
Interestingly, the market experienced fierce speculation in 2014, reflected from the ratio of trading value of mid-cap and small-cap stocks (non-SET100) to total trading value of the market that made a new high of 48.4x, versus an average of

23.6x in the past three years (2012-2014) and 18.8x in 2014. In addition, SET Index as of November 28 had an expected P/E ratio of 17.9x (calculated from EPS minus 2014 market EPS), relatively higher than its historical mean; causing the SET Index to undergo sharp correction on December 15, falling as much as 138.96 pts from the closing Index of the previous working day. However, the Index finally managed to rebound and closed at 1,497.67 pts at the end of 2014, rising 15.32% from the end of 2013.

SET Index in 2014



Global Stock Market Returns in 2013 and 2014 by Country



Market in 2015: Outlook

For 2015 outlook, SET Index is expected to rebound from 2014; the market EPS is projected to grow 16.8% from 2014 to Bt103.65, versus projected shrinkage of 3.1% from 2013 to Bt88.76 in 2014. Even though the 2015 market EPS forecast were revised down to reflect negative factors, the earnings will still show the second largest growth in Asia and may even beat the forecast since the lower global crude oil prices have helped increase household purchasing power and reduce private production cost. In addition, oil import accounts for 16% of total goods imports of Thailand, so the oil price decrease is a benefit for the Thai economy as well because lower import cost will put the inflation rate in 2014 under the target inflation and thus may influence the Bank of the Thailand (BOT) to maintain the policy interest rate at 2%, which could result in higher GDP growth than our forecast of 3.5% in 2015.

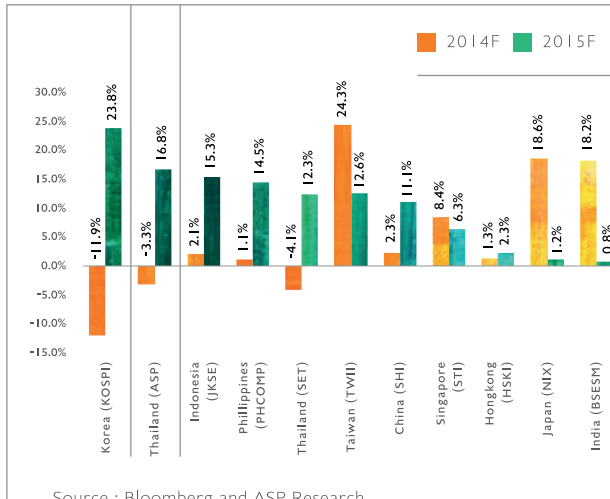
Foreign fund will revert to net buying again in 2015 after having been net sellers for several years. Throughout 2014, foreign investors net sold for the second year at Bt35.7 billion, versus Bt19.47 billion in 2013. Accordingly, foreign holding in 2014

(NVDR included) decreased from a peak of 36.87% in 2012 to 32.91% at the end of 2014.

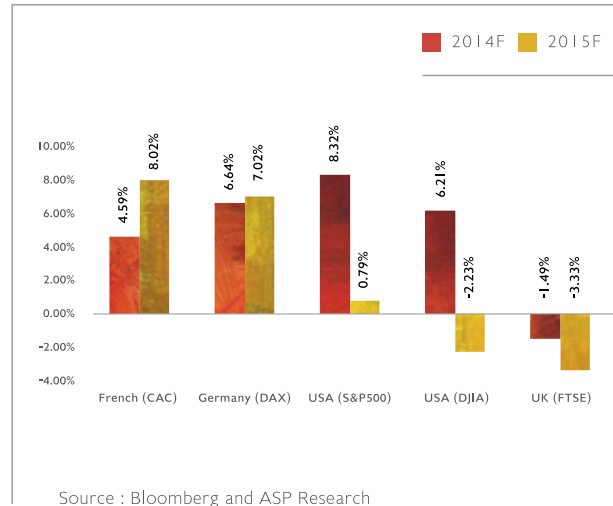
However, political issues may come back into focus, raising market volatility in the second half of 2015 as the new constitution will have already been made certain, regarding both its content and a general election timeline. Three scenarios that could delay the constitution drafting, which also means a delay of a general election, are the followings: (1) drafting of the constitution is not finished within a 120-day time frame around the end of April 2015; this means a new set of Constitution Drafting Committee (CDC) has to be appointed to start a new draft, which will take at least 135 more days; (2) the National Reform Council (NRC) votes against the draft and the NRC and CDC will have to be reappointed; the voting is anticipated around September 2015, so the whole process will delay the obtainment of the new constitution by one year; (3) there has to be a public hearing, which will take around two additional months.

Another adverse factor is the world economic slowdown. Europe and Russia have not shown a sign of solid economic recovery; only the UK and US have been with continuous rebounds, which may cause the central banks of both countries to impose tighter monetary policies. Nevertheless, given the lower-than-projected inflation rates, the Fed and Bank of England (BOE) may delay the policy rate increases from the second half of 2015 to the first half of 2016; this is a relieving factor for the SET in the first six months of 2015.

EPS Growth of Asian Countries in 2014F and 2015F

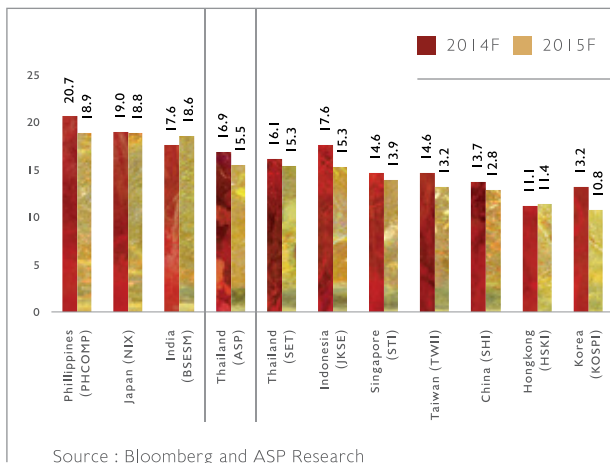


EPS Growth of Europe and US in 2014F and 2015F



Based on the 2015 market EPS, an expected P/E ratio at SET Index of 1,598.33 pts as at January 23 would be 15.4x, consistent with the regional average. However, outstanding growth in earnings of SET-listed companies when compared with listed companies in stock markets of other developing countries should help attract fund flows into Thailand.

P/E Ratio in 2014F-2015F of Stock Markets in Asia



SET Index Sensitivity

Index Sensitivity

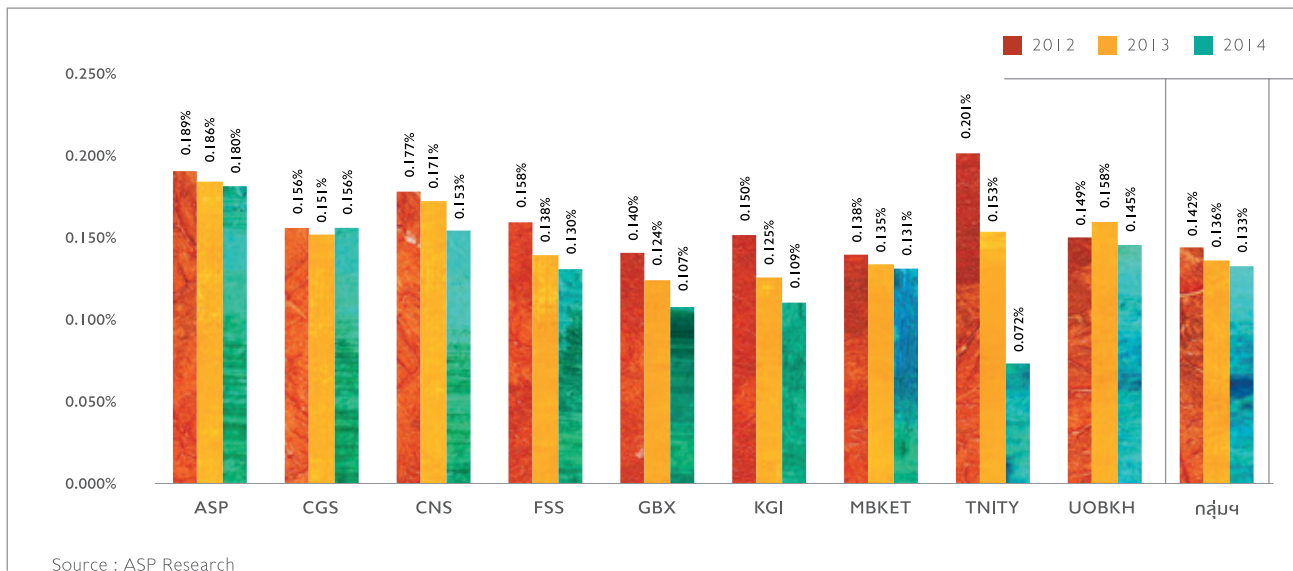
(x)	Mar 15E	Jun 15E	Sep 15E	Dec 15E
12X	1,110	1,154	1,199	1,244
13X	1,202	1,251	1,299	1,347
14X	1,295	1,347	1,399	1,451
14.5X	1,341	1,395	1,449	1,503
15X	1,387	1,443	1,499	1,555
15.5X	1,433	1,491	1,549	1,607
16X	1,480	1,539	1,599	1,658
16.5X	1,526	1,587	1,649	1,710
17X	1,572	1,635	1,699	1,762
18X	1,665	1,732	1,799	1,866

Competition in securities business

Competition in the securities business in 2014 has become increasingly fierce due to official operation of three new securities companies in early 2014: AEC Securities Company Limited, Apple Wealth Securities Company Limited, and Asia Wealth Securities Company Limited, and one new securities company in October 2014: Land and House Securities Public Company Limited. According to data from nine listed securities companies, average brokerage commission fee

rate in the year 2014 was 0.133%, versus 0.136% in 2013. Average daily trading value (proprietary trading excluded) decreased 5.6% from Bt43.9 billion in 2013 to Bt41.5 billion in 2014, so we believe brokerage fee income and net profit of the securities industry in 2014 would shrink 17.8% from 2013.

Net Brokerage Commission Fee Rate (Proprietary Trading Excluded) 2012-2014



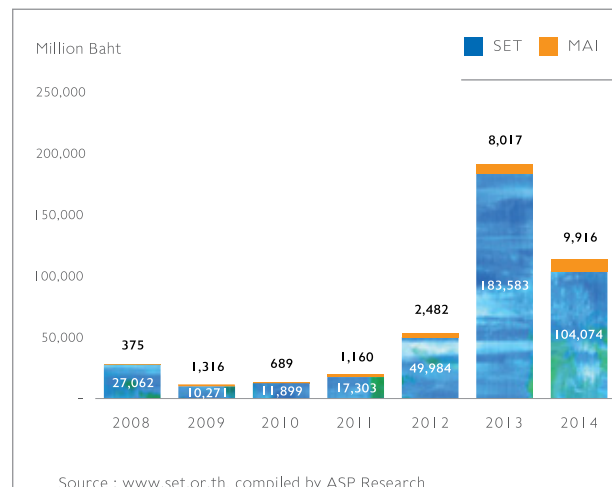
For 2015, although SET Index is expected to rebound from 2014 following the economic growth and earnings recovery, the market will now and then be affected by political tension while the US and UK policy rate increase may also trigger fund outflow. Accordingly, we believe average daily trading value (proprietary trading exclude) in 2015 will stand near that of 2014.

In addition, in early 2015, three new securities companies submitted a request to the Securities and Exchange Commission (SEC) for a securities business operating license; two of them are of Thai nationality and the other one of alien nationality. The SEC has received the request and if these companies are granted the license, they will be able to start the business in the second half of 2015 and thus heighten the competition in the securities industry in 2015. This means average brokerage commission fee rate and market share of existing securities companies would lower.

Overall investment banking business in 2014 and outlook in 2015

2014 was a great year of the investment banking business, evident by 46 new companies listed in the markets: 17 companies in the SET, 20 companies in the MAI, and 9 mutual funds, versus 38 companies in 2013: 13 in the SET, 15 in the MAI, 7 mutual funds, and 3 infrastructure funds. Total issued size (in the SET and MAI) in 2014 was Bt114 billion, decreasing 40.5% from 2013.

IPO Issued Size of Securities Markets in Thailand



Companies to be Listed in the Markets in 2015

Code	Amount of Share (million)	Offering Time	Financial Advisors	Par Value	Market
NDR	65.0	1Q15	Phillip Securities (Thailand) PCL	1.00	MAI
PMTA	35.4	1Q15F	CIMB Thai Bank PCL	10.00	SET
PSTC	450	15F	Capital Nomura Securities PCL	0.10	MAI
AMATAV	139.8	15F	Siam Commercial Bank PCL and RHB	0.50	SET
AKARA	317.4	15F	OSK Securities (Thailand) PCL Maybank Kim Eng Securities PCL and Macquarie Securities (Thailand) Co.,Ltd.	0.50	SET
CMC	250.0	15F	Asia Plus Advisory Co.,Ltd.	1.00	SET
EPG	700.0	15F	Siam Commercial Bank PCL	1.00	SET
ESC	600.0	15F	Siam Commercial Bank PCL	1.00	SET
GPSC	374.6	15F	Tisco Securities Co.,Ltd., KT Zmico Securities Co.,Ltd., and Finansa Securities Co.,Ltd.	10.00	SET
J	120.4	15F	Asia Plus Advisory Co.,Ltd.	1.00	SET
ORI	180.0	15F	KTB Securities Co.,Ltd.	0.50	SET
PLANB	89.8	15F	Bualuang Securities PCL	1.00	SET
PLAT	700.0	15F	Maybank Kim Eng Securities PCL	1.00	SET
SI I	16.0	15F	Trinity Advisory 2001 Co.,Ltd.	5.00	SET
SCN	300.0	15F	KTB Securities Co.,Ltd.	0.50	SET
SLP	420.0	15F	Country Group Securities PCL	0.25	SET
TFG	1,400.0	15F	KT Zmico Securities Co.,Ltd.	1.00	SET
ZEER	75.0	15F	Capital Plus Advisory Co.,Ltd.	1.00	SET
BR	288.5	15F	Siam Commercial Bank PCL	5.00	SET
DAII	300.0	15F	Maybank Kim Eng Securities PCL	1.00	MAI
NETBAY	40.0	15F	Maybank Kim Eng Securities PCL	1.00	MAI
STRGA	200.0	15F	Asset Pro Management Co.,Ltd.	0.25	MAI

Source : www.set.or.th, compiled by ASP Research

For 2015, 22 new companies are projected to be listed in the markets via (initial public offerings or IPOs), down from 2014; only four to five of which are blue chip companies with issue size of over Bt1 billion each, so the total issued size would decrease from 2014, which would make an income from the investment banking business decline when compared with 2014.

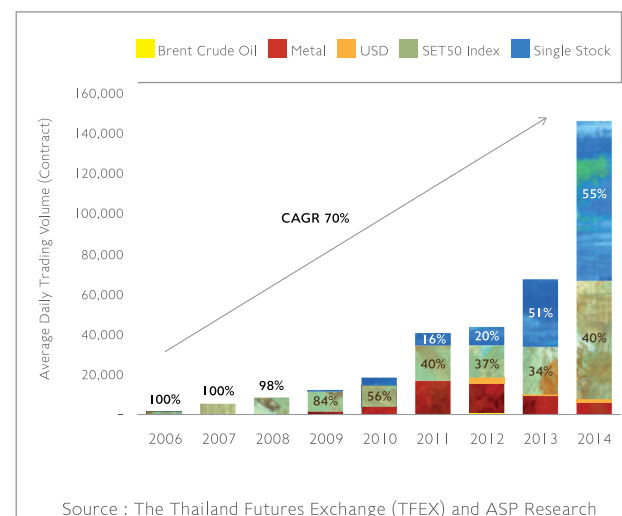
Overall trading in the Thailand Futures Exchange (TFEX) in 2014 and outlook in 2015

The TFEX business in 2014 continued to grow from 2013. Total trading volume in 2014 equated to 36,021,150 contracts or averagely 147,025 contracts a day, leaping 116.35% from 67,749 contracts a day in 2013. Trading volume of Stock Futures had increased continuously, while trading volume of SET50 Futures had grown from a change of the contract size to Mini SET50 Futures. Considering by product, average daily trading volume of Stock Futures was the highest among peers at 80,100.25 contracts (54% of total trading volume), escalating 133% from last year, followed by SET50 Futures of 58,790 contracts (40% of total trading volume), skyrocketing 153% from last year, Gold Futures of 6,292.67 contracts (4.28% of total trading volume), decreasing 30% from last year, and USD Futures of 1,265 contracts (1.44% of total trading volume), rising 29.5% from last year.

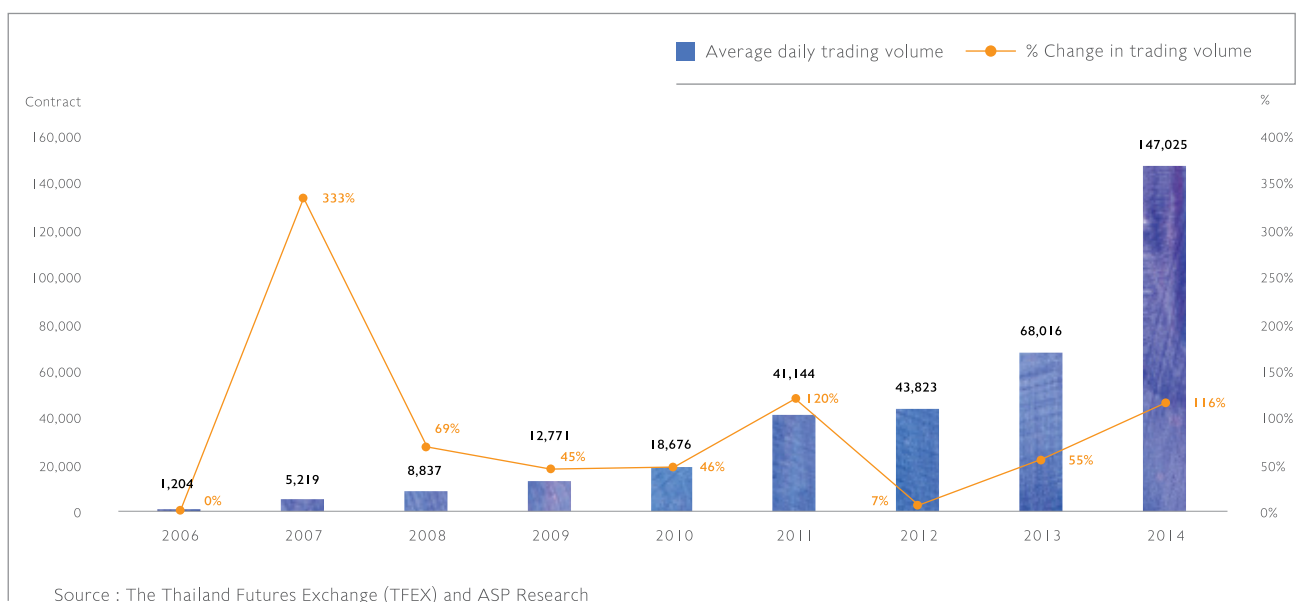
Moreover, trading volume in the TFEX also made a historical high since its first operation on December 15, 2006 in 2014. On December 30, 2014, total outstanding positions in the market were 914,644 contracts, growing sharply 169.7% from 339,138 contracts in the prior year, while the number of total trading accounts increased 12,957 accounts or 15% from

the end of 2013 to 100,650 accounts; 55% of which was from individual investors, 36% from local institutions, and 9% from foreign investors (online TFEX trading in 2014 as reported by the TFEX accounted for 43% of total trading volume).

Growth of Derivatives Business and Each Product in 2006 - 2014



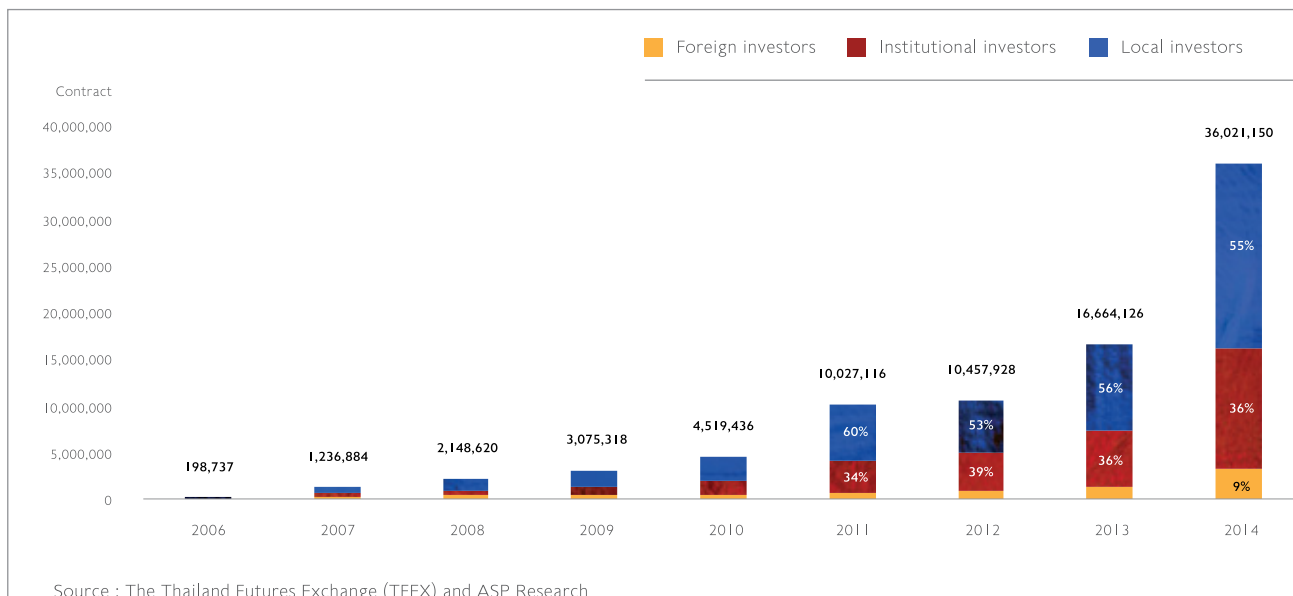
Trading Transaction in TFEX in 2006 - 2014



While market share of SET50 Index Futures dropped to the second rank for two years in a row, Stock Futures managed to capture the largest market share for the second year in 2014 owing to continuously rising Index and share prices. Throughout 2014, SET Index had provided total returns of 15.32%, resulting in higher demands for Stock Futures and SET50 Futures for speculating and increasing returns following increasing leverage. In addition, TFEX's new regulations regarding Stock Futures, which are increasing position limit for small-cap underlying stocks and reducing block trade limit for big-cap underlying stocks, have also enhanced popularity of Stock Futures.

As SET Index had been rising throughout 2014, retail investors used the TFEX to create profit from increasing leverage of the products. Accordingly, total trading volume of retail investors increased 113% from 9.3 million contracts in 2013 to 19.9 million contracts in 2014, making retail investors 55% of the overall investment, beating other types of investors.

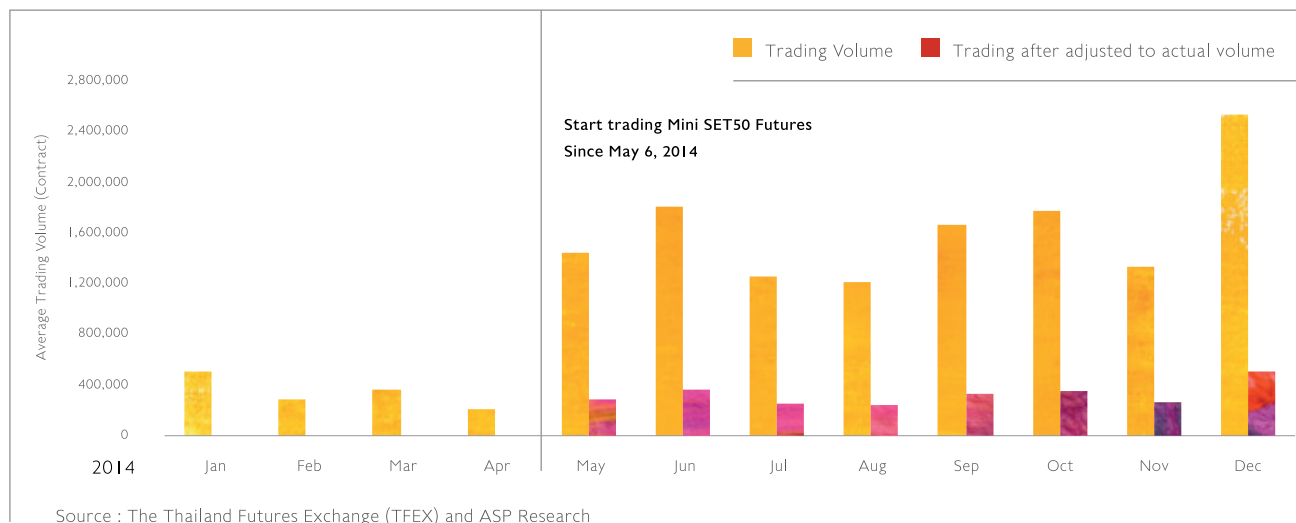
Market Share of Each Type of Investors by Amount of Trading Contracts



Although a major product like SET50 Futures could not make the largest trading volume in 2014 as usual, trading volume of the product continued to increase for the ninth year in a row, with average growth of 32% a year, because SET50 Index had clearly been in an uptrend all the year. In 2014, average trading volume of SET50 Futures was 58,790 contracts a day, rising 153% from 23,217 contracts a day in 2013.

The significant increase in trading volume of SET50 Futures from 2013 resulted partly from the change of the contract size of SET50 Futures to Mini SET50 Futures since May 6, 2014; trading volume automatically grew fivefold since the initial margin and fee were reduced to 20% after the contract size change.

Trading Volume of SET50 Futures in 2014 by Month



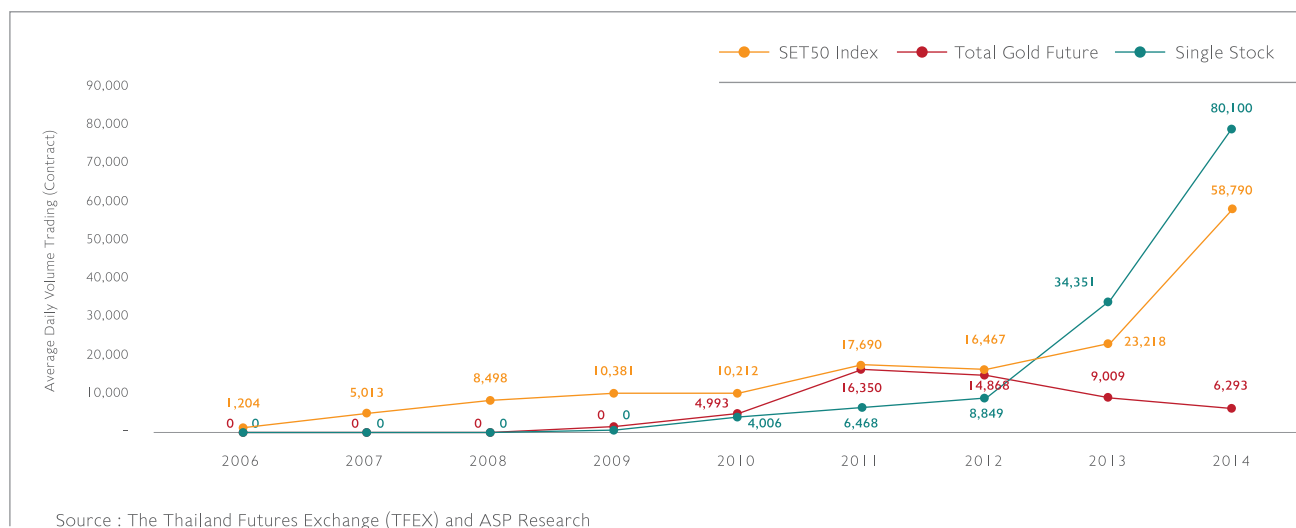
If divided the trading volume of Mini SET50 Futures since May to December 2014 by five before combining it with trading volume of SET50 Futures since January to April 2014 for more accurate comparison with trading volume in 2013, actual trading volume in 2014 was 3,975,318.8 contracts, decreasing 30% from 5,688,404 contracts in 2013.

Gold Futures trading continued to decline. Daily trading volume of Gold Futures in 2014 equated to only 6,292 contracts, decreasing 30% from 9,014 contracts on average in 2013 or a continued decrease for the fourth consecutive year at an average of 21% per annum. On the contrary, daily

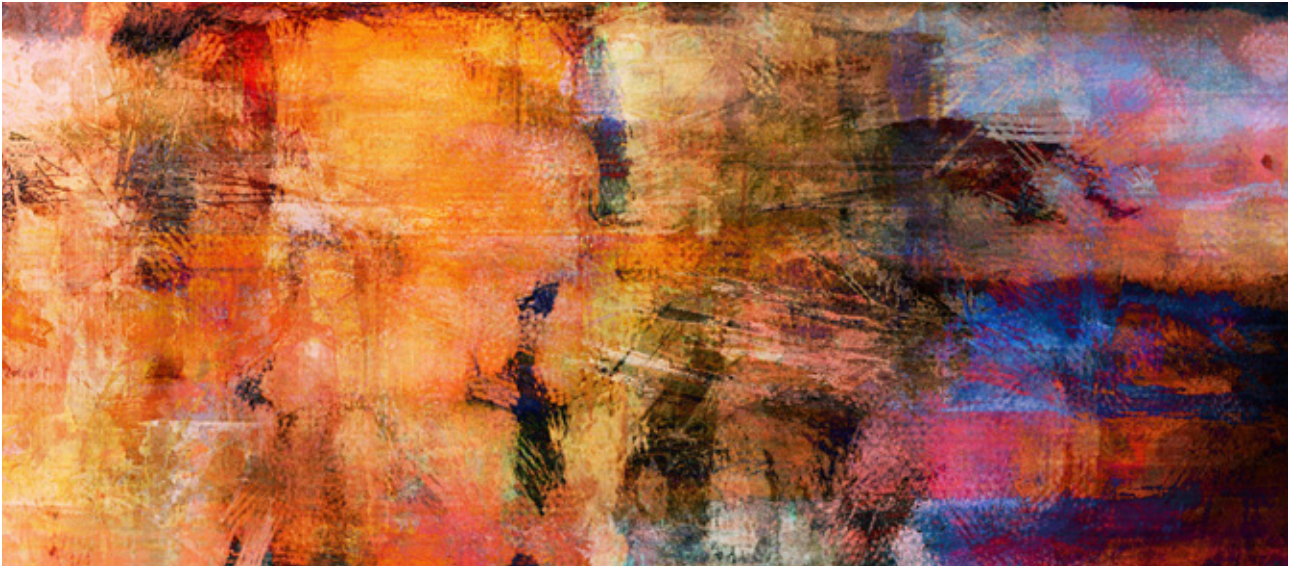
trading volume of USD Futures expanded 25% from 976 contracts in 2013 to 1,265 contracts in 2014.

In conclusion, combined trading volume of the TFEX could grow continuously in 2014, thanks to SET Index uptrend in 2014, increasing popularity of Stock Futures after the reduction of block trade limit for big-cap underlying stocks, and the change of the contract size of SET50 Futures to Mini SET50 Futures. Average daily trading volume in 2014 was 147,025 contracts, leaping 55.2% from 68,016 contracts in 2013, the ninth consecutive year of growth at an average of 70% per annum.

Trading Volume of Major Products in TFEX in 2006 - 2014



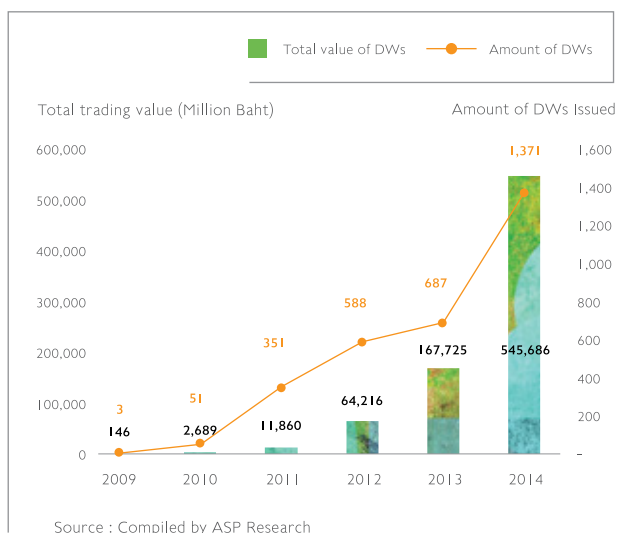
For a 2015 outlook, trading value and contract amount is projected to increase continuously. Collaborating with member companies, the TFEX would focus on improving existing products and services for better liquidity, especially SET50 Options and Stock Futures, developing a system to help investors make a trading decision promptly amidst changing market situations, and increasing a number of market makers. In addition, the TFEX has planned to expand value investor base both locally and internationally by holding educational seminars, e.g. about how to use social media, simulation activities, trading competition, and marketing activities, for example.



Overall trading of Derivatives Warrants in 2014 and outlook in 2015

Since the middle of 2009 when the SET introduced a new product, Derivatives Warrants (DWs), and issued the first DW in the market in July 2009, the product has been receiving better responses from investors. Particularly in 2014, the product became most popular, evident by the amount and value of DWs that jumped remarkably from 2013. The total amount of DWs issued in 2014 leapt 100% from 2013, while the total trading value skyrocketed 225% from 2013 to Bt545,685 million in 2014.

Amount and Value of DWs Issued by Quarter



In 2015, the overall DW trading tends to weaken from 2014 along with investments in Thailand that have still been hindered by external risks, e.g. the Fed's policy rate increase, the Europe and Japan's economic downturn, and Russia's ruble crisis. Accordingly, it is believed that the number of securities companies that are eligible to issue DWs in 2015 will remain at 13 (Asia Plus Group Holdings Securities Public Company Limited is still one of them). Yet, due to the market's volatility, the securities companies will be able to issue Put Option of DW, which will help prevent the total DW amount from substantially dropping from 2014.

Risk Factors



Any business operation incurs risk. Different types of business are inherited with different particular risk characteristics and sources. However, the forms of risk can be altered along the time, especially, due to the rapid changes in the business world. The faster does the circumstance vary, the quicker do the risk forms in a certain company change.

In the year of 2014, importantly, there was the initiation from both public and private sectors to set up the “Collective Action Coalition Against Corruption: CAC” to stimulate the business entities to be aware of the Corruption Risk and to lay out the protection plan. In the regards, the ASP had already been approved to be a member in the project.

Thus, the Company perceives the risk in year 2015 as followings;

Business Risk

The business risk is the probability that the business cannot operate as planned or originally determined by the Company’s strategies. This kind of risk can be aroused either from the inability to perform as planned or from the changing business environments or factors. The Company foresees that the competition in the future will be more condense from the Asian Economic Community: (AEC) which is the linkage of 10 Capital markets of each member. The oversee investment will be much easier. Moreover, the domestic competition is already very intense as evident by the diminishing trend of the commission fees in corresponding to the coming of internet trading platform.

Then, the company has prepared to encounter the situation by restructuring to be the Group Holdings Company. Firstly, it is to diversify the incomes sources and to strengthen the company’s long run stability by reducing the dependency on the Brokerage incomes. Secondly, the restructuring boosts the flexibility in the certain business operation, when that business is moved to the Holdings Company that has not to comply with the rules and regulations for the Securities business. For example, in a certain point of time, as the investment opportunity is foreseen, the increasing in the investment notional principal may impact the capability to maintain the company’s net capital ratio. Lastly, it is to segment the different risks. The restructuring will separate the risks from non-agent business to be at the Holdings Company, this also limit the problem in one subsidiary not to impact other subsidiary companies.

Compliance Risks

Securities Business in Thailand is definitely under laws and regulations with the supervision by the Securities and Exchange Commission (SEC) together with the Stock Exchange of Thailand (SET). In fact, there are the changes of such laws and regulations all the times. Hence, the competitiveness, the costs of funds, operating performances and etc. are affected by the changed rules and regulations. Any violation or breach of these

regulations or gross negligence could result in the company being warned or even have its license revoked. In order to prevent this risk, the Company assigns the Compliance and Audit Division, which is the independent unit from administration structure, to monitor and control other units to abide by all related rules and regulations as well as to keep up to date of the changed rules and regulations and inform the related units and staffs.

Operational Risks

Operational risks stem from mistakes or insufficiency of internal control process, staff, and other working systems - including IT, legal risks, and external situations. Effective operational risk management will facilitate smooth business operations and reduce operating cost. The Company focuses to manage the operational risk from the following categories.

Risk from crisis

The company might encounter risks from any crises either natural or catastrophic, political unrest, and compensation claims filed for the service discontinuity by customers. In order to protect against these risks, the company has launched a Business Contingency and Continuity Management Plan, which was already approved by the Board of Directors, in accordance with the Office of the Securities and Exchange Commission's guideline. Furthermore, the company has assessed risks of each department in case that the major operations are disrupted by contingency and also undertaken a business impact analysis for each department, to be prepared when risks happen. The company also reviews and updates the plan as well as has it tested regularly to ensure the prompt and effective risk management.

Risks Concerning Securities Brokerage Staff

In undertaking the securities brokerage business, staff with knowledge, experience, and expertise is an important factor to the company's success. In this increasingly competitive landscape, poaching of staff shall occur. The loss of experienced and skilled staff may have some impact on the company's revenues generation. Nevertheless, the company still realizes the importance of staff to the company's success on a continuous and sustainable basis. Hence, we have arranged training and development programs in various divisions and at various levels continuously. Apart from this, the company has a clear and suitable compensation structure, which is in accordance with both the Stock Exchange of Thailand's regulations and the current competitive landscape.

Credit Risks

Risks from Margin Loans in Securities

The company has set guidelines to control risk in lending for securities purchase by continuously considering and reviewing the credit balance lines according to the customer's financial status and ability to repay, as well as the customer's current trading patterns. Apart from this, the company restricts the amount of credit balance for each customer at not over the limit set by the authorities and combined credit balance of all customers must not over 50% of the limit set by the authorities in order to prevent financial risks. The company also determines the list of securities that can be purchased using margin and sets suitable margin rates for each securities. In order to achieve this, the company considers the securities' fundamentals and liquidity. Moreover, the company limits the amount of securities that can be purchased or placed as collateral in order to limit its concentration in any particular securities. Furthermore, the company reviews these measures through the Credit Committee on a monthly basis and sets a framework for placing collateral, margin calling, and seizing collateral by monitoring this framework diligently. In addition, the Credit Committee, which convenes weekly, considers various issues regarding credit and the risk of lending for securities purchase.

As of December 31, 2014, the Company has cash account receivable of Bt1,415.72 million and margin account receivables of Bt2,112.79 million. In 2014, the Company has set aside Bt2.33 million reserves for doubtful accounts and has recovered Bt0.08 million of non-performing loans and doubtful accounts. When combined with the amount of non-performing loans and doubtful accounts in 2013 at Bt35.74 million, the amount has increased to Bt37.99 million. Nevertheless, the Company has a policy of setting up a reserve for non-performing loans and doubtful accounts. (The company has provided full provision for bad debts and doubtful debts.)

To mitigate credit and default risks, the company has set up various measures, such as evaluating credit risks of all new

customers when apply for new accounts and determining a proper credit line for each customer. A Credit Committee is set up and meets on a weekly basis to review issues concerning credit risks and credit evaluation. The company also grants the authority for different levels of management for the approval of credit lines.

Credit Risks from Equity Brokerage Business

Even though in the Equity Cash Brokerage Business, credit risk is very short term considering that the client in Cash Account may not be able to settle their purchasing at the next three working day (T+3) and related rules from the regulators are very strict as the 20% of the eligible collaterals are required before the trade, the Company still faces slightly risks. In this regards, the Company mitigates the risk by considering clients who have knowledge and experience in trading or investment according to the Company's guidelines as well as limiting their credit lines to a level suitable to the customer's repayment ability. The Company also reviews credit limit continuously and monitors the customers' trading closely as well as diligently ensures that these collateral meet the company's guidelines under the overseeing by the Credit Committee.

Credit Risks from Derivatives Business

In undertaking the futures brokerage business, the company faces a risk that the collateral placed by the customer will not be sufficient to repay debts with the Thailand Clearing House Company Limited from any losses in futures trading. In order to reduce this risk, the Company selects customers who have knowledge and experience in futures trading according to the Company's guidelines, limits the credit to a level suitable to the customer's repayment ability, and requires the customer to deposit cash collateral before trading in futures. The Company also reviews credit limit continuously and monitors the guidelines in order to control the risk of the customers' trading activities and requires closing of positions if the customer is unable to comply with the guidelines.

Credit Risks from Proprietary Investment Business

In 2014, the Company has invested in the fixed incomes instruments amounting of Bt513.52 million which also are subject to the risk of the devaluation aroused from the changing of the issuers' creditability or, in other words, the chances to be default before the maturities date. However, investments in fixed incomes securities are under the Investment Subcommittee overseeing the investment policy in all aspects.

Market Risks

Market risk is originated from the uncertainty and volatility of economic variables which affect the prices of the assets that the Company has invested in which can be categorized into the prices of ordinary shares, interest rates, foreign exchange rates, and commodity prices. The Company has prevented such risks by setting up the Investment subcommittee and the Derivatives subcommittee responsible for the formulation of investment policies and guidelines to facilitate the Investment Unit and Derivatives Department operations. These policies and guidelines are significantly suggest analyzing the basic factors, diversifying investments for both short and long terms depending on asset classes such as ordinary shares, debentures, and gold. Moreover, the regulations in risk control from investment devaluation in one particular asset have been comprehensively established.

Moreover, the Company set up the Market Risk Division to be an independent unit performing the control and monitoring of market risk exposures incurred by related business units to abide by the policies determined by the aforementioned Subcommittees.

Market Risks from the Equity Prices

In 2014, the Company has, according to the market price, invested in common stocks both domestically and internationally including other instruments attached with the risk factors of the volatility of equity prices, at the net amount of Bt1,073.24 million, of which Bt568.51 million was international, and Bt504.73 million domestic, and derivatives warrants written Bt27.27 million. The investment was exposed to the risk from the volatility of the ordinary shares prices in the market. Nonetheless, the daily SET index's volatility in 2014 was 12.80% per annum, while it was 20.63% in 2013.

The Company prevented this investment risk by setting up a subcommittee to oversee the investment policies, determine directions and oversee risks in the Company's investment portfolio which covers both short and long term investments and other risk management measures.

Moreover, the Company has a business unit taking care of Market Making for the Derivatives warrants issued by

the Company as well as the Exchange traded funds (ETF), both are done in Derivatives position and Hedging Portfolio. The portfolio shall differently incur the characteristic of the market risks. The Derivatives Warrants Subcommittee then has been established to direct and oversee the liquidity of the Derivatives Warrants and Hedging Portfolio, whose status on derivatives warrants at present registers underlying products as common stocks, SET50 Index and Sector Index solely.

Market Risks from the Interest Rates

In 2014, the Company has invested in the instruments with interests such as domestic private debentures at the net amount of Bt 513.52 million which saw the devaluation risk of the fixed incomes securities resulting from the changes in interest rates in the market. Moreover, investments in fixed income securities are under the investment policy.

Market Risks from the Foreign Exchange Rates

The Company has invested in both foreign securities and foreign funds including both direct foreign funds and foreign investment funds managed by domestic asset management companies.

However, for direct investments in foreign securities, the Investment Subcommittee will consider the application of foreign currencies hedging either entirely or partially at the appropriate timing. As for investments in foreign investment funds managed by domestic asset management

companies, the asset management companies will be responsible for risk management as indicated in the prospectus for each fund and must report the net asset value in Thai Baht currency to the Company.

Market Risks from the Commodity Prices

The Company has invested in futures contracts of some commodities. However, investments horizon of investing in such commodity futures contracts are somewhat short term.

Underwriting Risks

Underwriting risks involve the risk that part of all of the underwritten shares will be undersubscribed, thus requiring warehousing of the undistributed portion in the Company's book, which in turn, depleted the company's liquidity. Liquidating the underwriting risks include inappropriate offering prices, changes in market sentiments and etc. To alleviate these risks, careful analysis is taken, with preliminary test for demand or book building being conducted and presented to the Underwriting Committee for review before the Company can engage in an underwriting deal. The company also sets different ceilings to limit its underwriting exposure at any one time to be approved by different levels of authorized committees. The ceiling limit can only be altered through the approval of the Board of Directors.

Liquidity Risk

The Company has consistently maintained the higher rate of Net Capital Rule (NCR) than minimum requirement set by the Securities Exchange Commission. As of December 31, 2014, the Company saw the Net Liquid Capital of Bt2,890.69 million or the NCR rate (to general liabilities) at 102.54%.

General Corporate Information

General Information

Name	Asia Plus Group Holdings Securities Public Company Limited
Registered No.	0107537001722
Head Office Location	3 rd , 9 th and 11 th Floor Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120
Telephone	+66 2285 1666, +66 2285 1888, +66 2680 1111
Facsimile	+66 2285 1901
Type of Business	Securities Business
Website	www.asiaplus.co.th
Registered Capital	Baht 2,521,945,020, including 2,521,945,020 common shares, Baht 1 per share (as of December 31, 2014)
Register Paid-up Capital	Baht 2,105,656,044, including 2,105,656,044 common shares, Baht 1 per share (as of December 31, 2014)

Subsidiaries company

Name	Asset Plus Fund Management Company Limited
Registered No.	0105547011826
Location	17 th Floor, Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120
Telephone	+66 2672 1000
Facsimile	+66 2286 4472-3
Type of Business	Fund Management
Website	www.assetfund.co.th
Registered Capital	Baht 100,000,000, including 10,000,000 common shares, Baht 10 per share (as of December 31, 2014)
Register Paid-up Capital	Baht 100,000,000, including 10,000,000 common shares, Baht 10 per share (as of December 31, 2014)

Subsidiaries company

Name	Asia Plus Advisory Company Limited
Registered No.	0105551042137
Location	11 th Floor Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120
Telephone	+66 2680 4000
Facsimile	+66 2670 9291
Type of Business	Financial Advisory
Website	www.asiaplus.co.th
Registered Capital	Baht 15,000,000, including 3,000,000 common shares, Baht 5 per share (as of December 31, 2014)
Register Paid-up Capital	Baht 15,000,000, including 3,000,000 common shares, Baht 5 per share (as of December 31, 2014)

Subsidiaries company

Name	Asia Plus Securities Company Limited
Registered No.	0105557088431
Head Office Location	3 rd Floor Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120
Telephone	+66 2285 1666
Facsimile	+66 2285 1901
Type of Business	Securities Business
Website	www.asiaplus.co.th
Registered Capital	Baht 500,000,000, including 50,000,000 common shares, Baht 10 per share (as of December 31, 2014)
Register Paid-up Capital	Baht 500,000,000, including 50,000,000 common shares, Baht 10 per share (as of December 31, 2014)

Other References

Share Registrar

Thailand Securities Depository Company Limited
62 The Stock Exchange of Thailand Building, Rachadapisek Road, Klongtoey, Bangkok 10110 Thailand

Telephone	Facsimile	TSD Call Center	E-mail	Website
0 2229 2800	0 2359 1261	0 2229 2888	TSDCallCenter@set.or.th	www.tsd.co.th

Auditor

Mr. Sophon Permsirivallop, CPA No. 3182 and/or Ms. Pimjai Manitkajohnkit, CPA No. 4521 and/or Mr. Chayapol Suppasedtanon CPA No. 3972 of EY Office Limited, 33rd Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110, Thailand

Telephone	Facsimile	E-mail	Website
0 2264 0777	0 2264 0789-90	ernstyoung.thailand@th.ey.com	www.ey.com

Investment in companies at 10% or more of paid up capital

As at December 31, 2014, investments held by the Company exceed 10 percent of the issued share capital of the investee are as follows

Company's name	Type of business	Type of shares	No. of shares issued	No. of share held	Percentage of share holding
Subsidiaries					
1. Asset Plus Fund Management Company Limited 17 th Fl., Sathorn City Tower, 175 South Sathorn Rd., Khet Sathorn, Bangkok 10120 Telephone +66 2672 1000 Facsimile +66 2286 4472-3 www.assetfund.co.th	Fund Management	Ordinary	10,000,000	9,999,998	99.99%
2. Asia Plus Advisory Company Limited 11 th Fl., Sathorn City Tower, 175 South Sathorn Rd., Khet Sathorn, Bangkok 10120 Telephone +66 2680 4000 Facsimile +66 2670 9291 www.asiaplus.co.th	Financial Advisory	Ordinary	3,000,000	2,999,997	99.99%
3. Asia Plus Securities Company Limited 3 rd Fl., Sathorn City Tower, 175 South Sathorn Rd., Khet Sathorn, Bangkok 10120 Telephone +66 2285 1666 Facsimile +66 2285 1901 www.asiaplus.co.th	Securities Services	Ordinary	50,000,000	49,999,997	99.99%
Other					
Bangkok SMBC Consulting Company Limited 10 th Floor, Q.House Lumpini Building, 1 South Sathorn Road, Khet Sathorn, Bangkok 10120 Telephone +66 2677 7270-5 Facsimile +66 2677 7279	Service Consulting	Ordinary	20,000	2,000	10.00%

Shareholders Structure

List of 10 major shareholders as of most recent book closing date, March 12, 2015.

	Name	No.of shares	% of paid-up capital
1.	Mr.Chatri Sophonpanich's family and associated companies ^{1/}	285,390,515	13.55
2.	Thai NVDR Company Limited	197,778,663	9.39
3.	Bangkok Bank Public Company Limited	178,099,980	8.46
4.	Mr.Songsak Jitjuajun	86,100,000	4.09
5.	HSBC (SINGAPORE) NOMINEES PTE LTD	83,915,400	3.99
6.	Mr.Kongkiat Opaswongkarn's family ^{2/}	73,642,021	3.50
7.	Mr.Santi Kovitchindachai	41,006,000	1.95
8.	STATE STREET BANK AND TRUST COMPANY	35,742,292	1.70
9.	Mr.Jasbir Singh Gulati	18,995,100	0.90
10.	STATE STREET BANK EUROPE LIMITED	18,320,100	0.87
11.	Others	1,086,665,973	51.61
	Total	2,105,656,044	100.00

Notes : The Company's paid up capital as of March 12, 2015 was Baht 2,105,656,044 (Par value Baht 1.00 / share)

1/ consisting of Mr.Chatri Sophonpanich (holding 4.58%) Mrs.Siriya Sophonpanich (holding 1.26%) Mr.Chali Sophonpanich (holding 0.40%) Mr.Chartsiri Sophonpanich (holding 0.12%) Mrs.Savitree Ramyarupa (holding 0.11%) Mrs.Nintira Sophonpanich (holding 0.04%) Mr.Noppadol Ramyarup (holding 0.02%) Mrs.Suchada Leesawadtrakul (holding 1.22%) Miss Siriporn Sophonpanich (holding 0.05%) Mr. Chanond Sophonpanich (holding 0.06%) Miss Chavisa Ramyarupa (holding 0.05%) Mr.Ched Ramyarupa (holding 0.05%) Asia Sermkij Company Limited (holding 5.35%) Jatubhut Holding Company Limited (holding 0.02%) Rabin Holding Company Limited (holding 0.23%) Asia Industrial Park Company Limited (holding 0.01%) by which two representatives are director of the company, namely Mr. Chali Sophonpanich, Chairman of the Board of Directors and Mrs.Nintira Sophonpanich, Director.

2/ consisting of Mr.Kongkiat Opaswongkarn (holding 2.88%) Mrs.Thitima Opaswongkarn (holding 0.62%), by which one representative, Mr.Kongkiat Opaswongkarn is the Chief Executive Officer of the Company.

Dividend Payment Policy

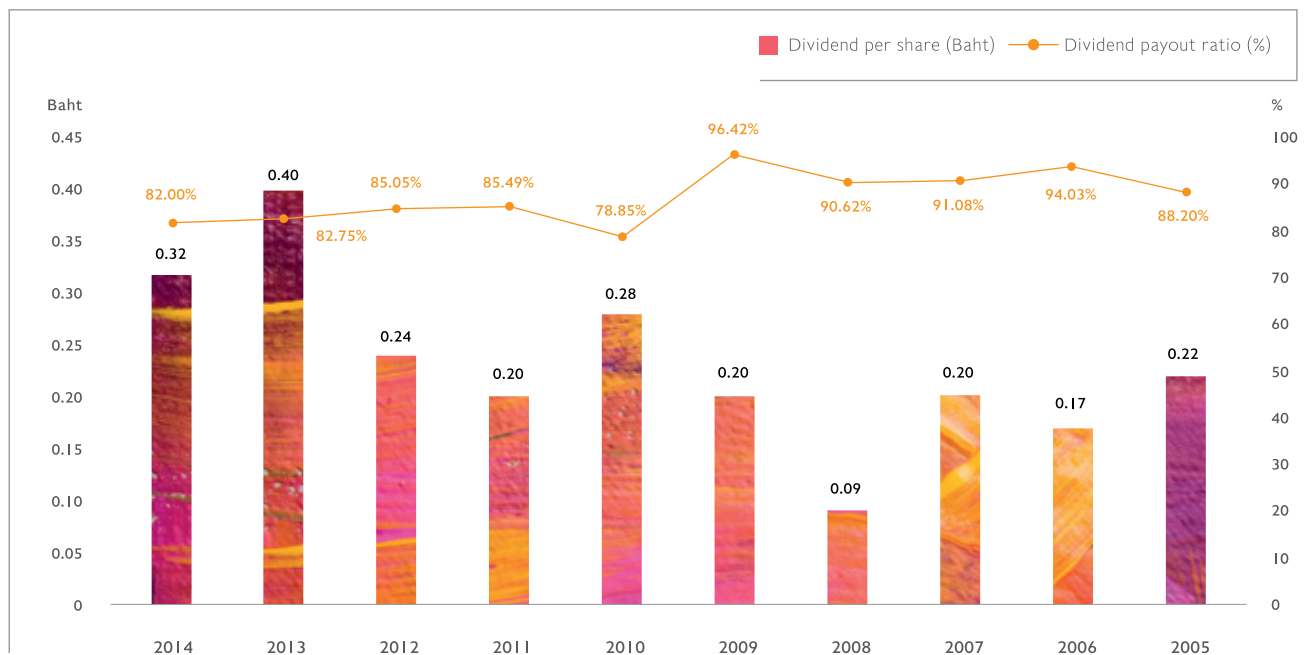
The Company's dividend payment policy

The Company's dividend payment policy dictates that the dividend being paid to shareholders must not be less than 75% of annual net profit, except cases where the company needs to retain that profit for its business expansion or other important business activities.

The Company's profit from operation in 2014 equated to Baht 821,748,192. The Board of Directors resolved to propose to the Annual General Meeting of Shareholders No. 21 which will be held on the 27th of April 2015 to approve to pay the dividend from 2014 operating results to the shareholders at the rate of Baht 0.32 per share totaling Baht 673,809,934.08 equal to 82.00 percent of the annual net profit.

The interim dividend was made on the 11th of September 2014 at the rate of Baht 0.12 per share, totaling Baht 252,678,725.28. The final dividend of Baht 0.20 per share, totaling Baht 421,131,208.80 shall be made on the 12th of May 2015 after obtaining approval from the Annual General Meeting of Shareholder No.21.

Historical Dividend Payment from 2005 to 2014

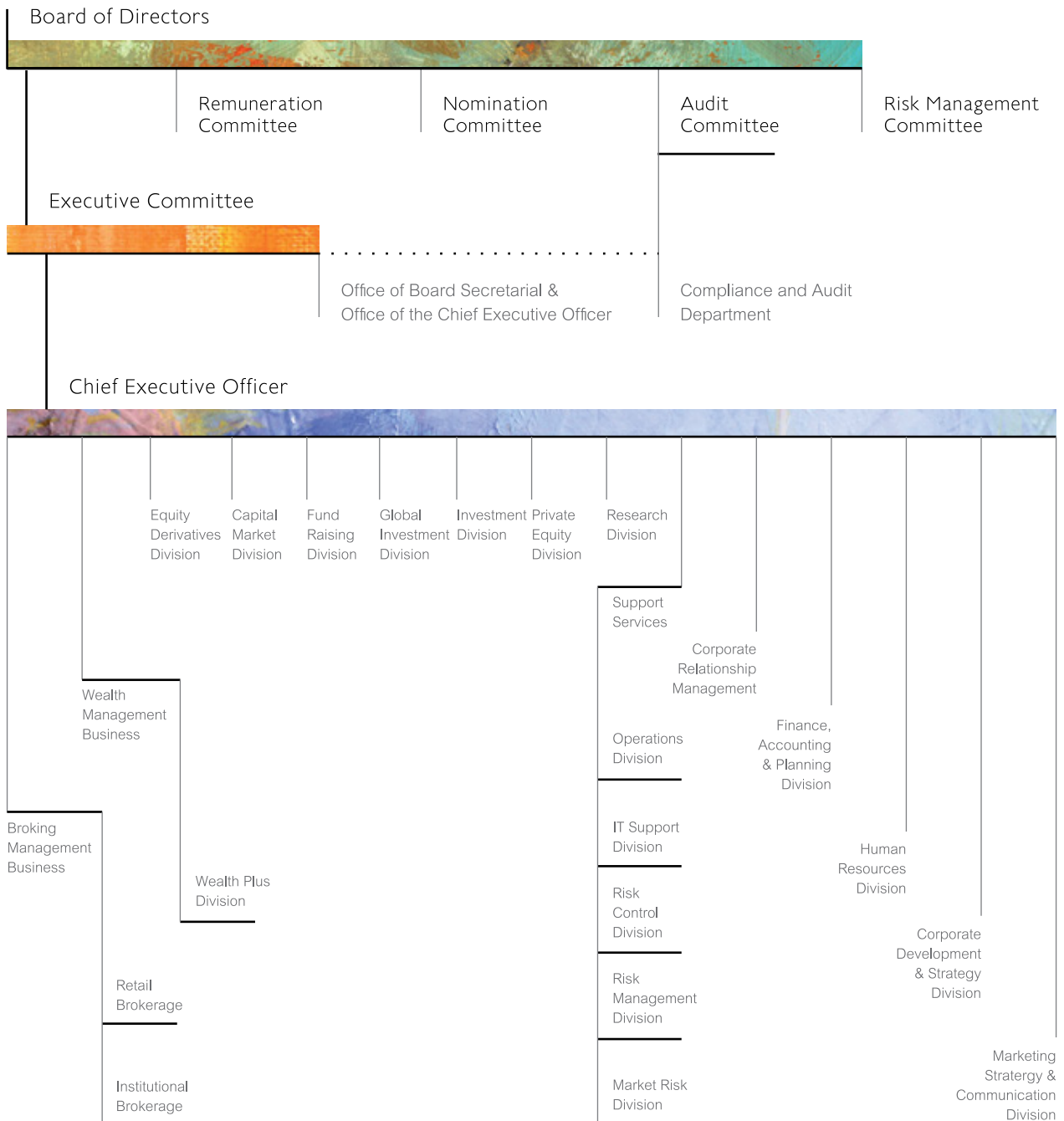


The Subsidiaries' dividend payment policies

The Subsidiaries' dividend payment policies are the same as the Company by which the dividend paid to shareholders must not be less than 75% of the net profit, except for cases where the company needs to retain that profit for its business expansion or other new business activities.

Management Structure

01 | Organization chart Asia Plus Group Holdings Securities Public Company Limited



02 | Board of directors

As at 31 December 2014 the company has 9 directors comprising a mix of directors representing major shareholders, executive directors and independent directors. Out of total 9 directors, there are 4 independent directors who neither being representative of major shareholders nor executive.

List of members of the Board of Directors is given below:

1.	Mr. Chali Sophonpanich	Chairman of the Board of Directors
2.	Mr. Kongkiat Opaswongkarn	Chief Executive Officer
3.	Mr. Virach Aphimeteetamrong	Independent Director, Chairman of the Audit Committee
4.	Mr. Michael David Roberts	Independent Director
5.	Mr. Sopon Punyaratabandhu	Independent Director, Member of the Audit Committee
6.	Mr. Satit Chanjavanakul	Independent Director, Member of the Audit Committee
7.	Mrs. Nintira Sophonpanich	Director
8.	Mr. Patchara Surajaras	Executive Director
9.	Mr. Jirawat Lewprasert	Executive Director

Mrs. Choomsai Tantisawetrat, Executive Vice President of the Office of Board Secretariat, is the Company Secretary

Directors who are representatives of major shareholders comprise

- Mr. Chali Sophonpanich and Mrs. Nintira Sophonpanich represent Asia Sermkij Company Limited.
- Mr. Kongkiat Opaswongkarn

Authorized Directors

The name and number of Directors empowered to sign on behalf of the company are: the joint signatures of any two of the following four Directors with the Company's seal affixed, namely: Mr. Chali Sophonpanich, Mr. Kongkiat Opaswongkarn, Mr. Patchara Surajaras, and Mr. Jirawat Lewprasert.

The Scope and Responsibilities of the Board of Directors

1. To set the Company policies and to clearly identify the Company strategy, objective and business plans;
2. To supervise the Management such that the Management will effectively and efficiently proceed along the stipulated policies;
3. To oversee and ensure that the Company maintain an appropriate and efficient internal control and risk management system;
4. To approve matters deemed over and above responsibility of Executive Committee;
5. To consider and acknowledge conflicts of interest and related transactions with emphasis on following the Stock Exchange of Thailand guidelines;
6. To oversee and manage the Company in compliance with the laws, the Company's objects, the Company Articles of Association and the shareholders' resolutions.

In 2014, the record of directors' attendance in the Board of Director's Meeting and the other sub-committee meetings are available under "Corporate Governance" in page no. 75

03 | The Executives

The Company's executives (according to the definition of the Notification in the Securities and Exchange Commission No.KorChor.17/2551) as at December 31, 2014 are as below.

- | | | |
|----|---------------------------|-------------------------|
| 1. | Mr. Kongkiat Opaswongkarn | Chief Executive Officer |
| 2. | Mr. Chali Sophonpanich | Executive Director |
| 3. | Mr. Patchara Surajaras | Executive Director |
| 4. | Mr. Jirawat Lewprasert | Executive Director |
| 5. | Mrs. Jeeraphat Pimantip | Executive Director |
| 6. | Mrs. Manee Sirinapapen | Executive Director |
| 7. | Mr. Pithayain Assavanig | Chief Finance Officer |

04 | The Company Secretary

The Board of Directors has appointed Mrs. Choomsai Tantisawetrat, Executive Vice President of the Office of Board Secretarial, as the Company Secretary. She has all the qualifications with long experiences in the secretary field. The scope and responsibilities of the Company Secretary are as follows.

1. To arrange Shareholders' meetings and Board of Directors' meetings and ensure their compliance with applicable laws, the Company's regulations, and other relevant codes of conduct.
2. To prepare and keep a register of directors, notices calling for the Directors' meetings and minutes of the Directors' meetings, notices calling for the Shareholders' meetings and minutes of the Shareholders' meetings, as well as the Company's annual reports.
3. To keep reports on interest reported by the directors or the executives and submit a copy of the reports on interest in compliance with the laws.
4. To give advices and report to the directors on their scope and responsibilities in compliance with the laws and regulations of the Company's regulatory entities.
5. To be responsible for and prepare reports to disclose significant information and information obliged to be disclosed by the Company's regulatory entities.

05 | The Remuneration of Directors and Executives

I. Remuneration in cash

(A) Directors

- A sum of Baht 4,690,000 was paid to 9 company's directors in form of director fees and bonus. However, directors who are employee of the company shall be entitled only to director fees.
The secretary to the Board of Directors received remuneration of Baht 90,000.
- A sum of Baht 510,000 was paid to 3 members of the Audit Committee in form of Audit Committee fees in 2014.
- A sum of Baht 500,000 was paid to 4 members of the Risk Management Committee in form of the Risk Management Committee fee in 2014.
- A sum of Baht 250,000 was paid to 2 members of the Remuneration Committee in form of the Remuneration Committee fee in 2014.

Total remuneration paid to directors in 2014 was Baht 6,040,000 with the following details:

		Director fees				
Name	Position	Board of Director	Audit Committee	Risk		Director Bonus
				Management Committee	Remuneration Committee	
Director						
1. Mr. Chali Sophonpanich	Chairman/ Nomination Committee	360,000	-	-	-	-
2. Mr. Kongkiat Opaswongkarn	Chief Executive Officer/ Nomination Committee	180,000	-	-	-	-
3. Mr. Michael David Roberts	Independent Director/ Remuneration Committee/ Risk Management Committee	660,000	-	125,000	125,000	500,000
4. Mr. Virach Aphimeteetamrong	Independent Director/ Chairman of the Audit Committee/ Nomination Committee/ Risk Management Committee	300,000	210,000	125,000	-	550,000
5. Mr. Sopon Punyaratabundhu	Independent Director/ Audit Committee/ Remuneration Committee/ Nomination Committee/ Chairman of the Risk Management Committee	300,000	150,000	125,000	125,000	500,000
6. Mr. Satit Chanjavanakul	Independent Director/ Audit Committee/ Chairman of the Nomination Committee/ Risk Management Committee	300,000	150,000	125,000	-	500,000
7. Mrs. Nintira Sophonpanich	Director/ Advisor to the Executive Committee	180,000	-	-	-	-
8. Mr. Patchara Surajaras	Executive Director	180,000	-	-	-	-
9. Mr. Jirawat Lewprasert	Executive Director	180,000	-	-	-	-
		2,640,000	510,000	500,000	250,000	2,050,000
Mrs. Choomsai Tantisawetrat	Company secretary	90,000				

(B) Executive Directors and Executives

Remuneration of 6 executive directors and an executive (According to the definition in the notification of the Capital Market Supervisory Board) of year 2014 in form of salary, bonus, provident fund and social security fund contributed by company was total Baht 174,890,844.35.

(Remark : The executive as mention above resigned from the Company in September 2014.)

2. Other Remuneration - None -

Corporate Governance

01 | Board of Directors' Policy on Corporate Governance

The Board of Directors realizes the significance of good corporate governance which constitutes a foundation for a policy formulated to oversee the Company's operations. This policy encompasses the impartial treatment among shareholders and stakeholders; the role, responsibility, and independence of directors; information disclosure and transparency; internal controls and internal audits; risk management; business ethics; and policy compliance for the Board, the Management, and all employees. The policy on good corporate governance has been commenced as follows:

1. The Board must treat and communicate with shareholders on an equitable basis.
2. The Board must be mindful of the rights of all stakeholders and strives to promote a good understanding of and cooperation with the Company.
3. The Board conducts their duties with due regard for the best interests of the Company and shareholders. The

Board also establishes a structure and procedure to clearly define and separate the role and responsibilities for the Board from those of shareholders and the Management.

4. The Board takes due care to ensure that the Management discloses Company reports and information which are accurate, timely, transparent and in conformance with the applicable laws and regulations.
5. The Board is responsible for establishing a structure to evaluate the performance of the Management with reference to management policy and effectiveness of the internal control system.
6. The Board establishes a Code of Business Conduct to provide guidelines for the Management and employees in running the Company's business in conformance with relevant laws as well as the highest standards of business ethics and generally accepted practices for the securities business.

02 | The Committee

The Board has set up various committees which are the Executive Committee, the Audit Committee, the Nomination Committee, the Remuneration Committee, the sub-committees to alleviate the burden of the Board in studying the details of each business and to perform their duties as clearly set forth. The Audit Committee and the Remuneration Committee comprise independent directors so they can perform their duties independently. Details concerning these committees are available as below:

Executive Committee

The Board of Directors appoints members of the Executive Committee. As at 31 December 2014, the Executive Committee is composed of 6 directors, namely

- | | |
|------------------------------|-------------------------|
| 1. Mr. Kongkiat Opaswongkarn | Chief Executive Officer |
| 2. Mr. Chali Sophonpanich | Executive Director |
| 3. Mr. Patchara Surajaras | Executive Director |
| 4. Mr. Jirawat Lewprasert | Executive Director |
| 5. Mrs. Jeeraphat Pimantip | Executive Director |
| 6. Mrs. Manee Sirinapapen | Executive Director |

Advisor to the Executive Committee

Mrs. Nintira Sophonpanich

The Scope and Responsibilities of the Executive Committee

1. Oversee the business operation of Company as directed by the Board of Directors;
2. Propose operation policies, operation plans, guidelines and budget for operating the business of the Company to the Board of Directors for approval;
3. Approve the expense larger than the Executive Directors, which must not exceed Bt30 million. The excess shall be proposed to the Board of Directors for approval;
4. Approve any activities concerning securities business and future trading business within the scope assigned by the Board of Directors;
5. Approve to underwrite the securities according to the company's policy.
6. Appoint the authorized person to sign on Company's cheque or other payment documents, as well as documents concerning securities, bond, convertible bond, warrant, mutual fund, contract, and accounting, financial, and other general documents;
7. Approve the appointment, transfer, or termination of the management level officer.
2. Review the disclosure of related party transactions, or transactions that may lead to matters of conflicting interest to comply with laws and regulations;
3. Review the adequacy of the internal control systems and effectiveness of the internal audit function;
4. Consider the independence of Internal Audit Department and give consent on the appointment, replacement, or dismissal of the head of Internal Audit Department or other departments responsible for such function;
5. Review the scope and performance of external auditors. Ensure that they are independent. Recommend the appointment of external auditors including auditing fee to the Board of Directors;
6. Review whether internal control recommendations, as made by the internal and external auditors, have been implemented by management;
7. Ensure that the Company maintains appropriate procedures to monitor the compliance with laws and regulations;
8. Review and assess the adequacy of risk management procedures and computer security system;
9. Report significant issues to the Board of Directors;
10. Publish the Audit Committee's report, signed by the Audit Committee's Chairman, in the Company's annual report;
11. Review the audit committee's charter to comply with regulatory requirements concerned and good corporate governance, and propose such to the Board of Directors for approval;
12. Report, without delay, any director's or management's misconduct identified by the external auditors and result of the Audit Committee's investigation to the SEC and the external auditors;
13. Carry out any other assignments requested by the Board of Directors and regulators.

The Audit Committee

The Audit Committee comprises 3 independent non-executive directors with possess full qualifications of Audit Committee as stated in the Notification of the Securities and Exchange Commission or Capital Market Supervisory Board or the Stock Exchange of Thailand. Each member of the Committee has a 3-year term. Following are the list of Audit Committee in 2014.

- | | | |
|----|----------------------------|---------------------------------|
| 1. | Mr. Virach Aphimetetamrong | Chairman of the Audit Committee |
| 2. | Mr. Sopon Punyaratabandhu | Member of the Audit Committee |
| 3. | Mr. Satit Chanjavanakul | Member of the Audit Committee |

Mr. Chirasak Ongpaibool, Senior Vice President of the Compliance and Audit Department, is secretary of the Committee

The area of responsibility and duties of the Audit Committee and its accountability to the Board of Directors of the Company are as under:

1. Review the interim and annual financial statements

whether they present fairly, in all material aspects, the financial position and the results of operations in compliance with generally accepted accounting principles;

2. Review the disclosure of related party transactions, or transactions that may lead to matters of conflicting interest to comply with laws and regulations;
3. Review the adequacy of the internal control systems and effectiveness of the internal audit function;
4. Consider the independence of Internal Audit Department and give consent on the appointment, replacement, or dismissal of the head of Internal Audit Department or other departments responsible for such function;
5. Review the scope and performance of external auditors. Ensure that they are independent. Recommend the appointment of external auditors including auditing fee to the Board of Directors;
6. Review whether internal control recommendations, as made by the internal and external auditors, have been implemented by management;
7. Ensure that the Company maintains appropriate procedures to monitor the compliance with laws and regulations;
8. Review and assess the adequacy of risk management procedures and computer security system;
9. Report significant issues to the Board of Directors;
10. Publish the Audit Committee's report, signed by the Audit Committee's Chairman, in the Company's annual report;
11. Review the audit committee's charter to comply with regulatory requirements concerned and good corporate governance, and propose such to the Board of Directors for approval;
12. Report, without delay, any director's or management's misconduct identified by the external auditors and result of the Audit Committee's investigation to the SEC and the external auditors;
13. Carry out any other assignments requested by the Board of Directors and regulators.

The Audit Committee officially met 8 times during 2014 to consider and acknowledge the plans and operation results of the Compliance and Audit Department, and Risk Management Department. The meeting also discussed the changes in regulatory requirements, results of examination made by the regulatory agencies and summarized significant issues reported to the Board of Directors. This includes 1 meeting with the external auditors in absence of the management.

The Remuneration Committee

As at 31 December 2014 the Remuneration Committee consists of 2 members;

1. Mr. Michael David Roberts
2. Mr. Sopon Punyaratabandhu

In 2014, the Committee had 4 times engaged in considering the remuneration of Directors, Executives, salary income and annual bonus of employees.

The Nomination Committee

The Board of Directors has appointed the Nomination Committee which comprises 5 members, 3 of which are independent non-executive directors and the other 2 are the executive directors. Each member of the Committee has a 3-year term. Following are the list of the Nomination Committee in 2014.

- | | |
|--------------------------------|---|
| 1. Mr. Satit Chanjavanakul | Chairman of the
Nomination Committee |
| 2. Mr. Chali Sophonpanich | Member of the
Nomination Committee |
| 3. Mr. Kongkiat Opaswongkarn | Member of the
Nomination Committee |
| 4. Mr. Virach Aphimeteetamrong | Member of the
Nomination Committee |
| 5. Mr. Sopon Punyaratabandhu | Member of the
Nomination Committee |

The Scope and Responsibilities of the Nomination Committee

1. To set up selection criteria and appointment procedures for Board members;
2. To determine qualification of directorial candidates as well as select and nominate the qualified candidates for the Board's consideration, whether for new directors or re-appointment of existing directors;
3. To select and propose qualified candidates to be nominated as independent directors based on the criteria for independent directors as prescribed by the Company to the Board;
4. To consider and review in qualifications and performance of directors who retire by rotation and recommend to the Shareholders' Meeting on re-election of the directors retiring by rotation;
5. The Nomination Committee may seek expert advice on certain matters to enable them to fulfill their duties more efficiently;
6. To report on their performance of duties to the Board of Directors.

The Risk Management Committee

The Risk Management Committee comprises 5 members, 4 of which are independent non-executive directors. Each member of the Committee has a 3-year term. Following are the list of the Risk Management Committee in 2014.

- | | |
|--------------------------------|---|
| 1. Mr. Sopon Punyaratabandhu | Chairman of the Risk
Management
Committee |
| 2. Mr. Michael David Roberts | Member of the Risk
Management
Committee |
| 3. Mr. Virach Aphimeteetamrong | Member of the Risk
Management
Committee |
| 4. Mr. Satit Chanjavanakul | Member of the Risk
Management
Committee |
| 5. Mr. Patchara Surajaras | Member of the Risk
Management
Committee |

Mr. Natachai Boonyaprapatsara, Senior Vice President of the Market Risk Division, is secretary of the Committee

The Scope and Responsibilities of the Risk Management Committee

1. Oversight of the Company's risk governance structure
2. Oversight of the Company's risk management framework and ensuring appropriate policies and practices in place to manage significant credit, market, operational, and certain other risks
3. Reviewing the Company's risk limits and risk reports including Risk Appetite and make recommendations to the BOD
4. Ensuring the adequacy of the Company's capital, liquidity and funding for business operation
5. Reviewing the performance of the Company's Chief Risk Officer (CRO)

Sub-committee

I. Investment Committee

The Board of Directors appoints member of the Investment Committee. As at 31 December 2014 the Investment Committee comprises 4 members, namely

Chairman of the Committee

- | | |
|------------------------------|-------------------------|
| 1. Mr. Kongkiat Opaswongkarn | Chief Executive Officer |
|------------------------------|-------------------------|

Member of the Committee

- | | | |
|----|-------------------------|-------------------------|
| 2. | Mr. Patchara Surajaras | Executive Director |
| 3. | Mr. Jirawat Lewprasert | Executive Director |
| 4. | Mr. Pithayain Assavanig | Chief Financial Officer |

Advisor to the Committee

Mrs. Nintira Sophonpanich

Miss Jarunee Chansawang, Vice President of Investment Department, is Secretary to the Committee

The Scope and Responsibilities of the Investment Committee

1. To determine the Company's investment policy;
2. To monitor and ensure that the Company's investment portfolios comply with the prescribed policy;
3. To establish conditions and procedures governing the Company's investment;
4. To determine that proper risk control measures for the Company's portfolio investment are in place;
5. To determine and approve any investment, as proposed by the Investment Department, that does not comply with the investment policy.

2. Equity Derivatives Committee

The Board of Directors appoints member of the Equity Derivatives Committee. As at 31 December 2014 the Equity Derivatives Committee comprises 4 members, namely

Chairman of the Committee

- | | | |
|----|--------------------------|-------------------------|
| 1. | Mr. Kongkiat Opaswongkar | Chief Executive Officer |
|----|--------------------------|-------------------------|

Member of the Committee

- | | | |
|----|-------------------------|-------------------------|
| 2. | Mr. Patchara Surajaras | Executive Director |
| 3. | Mr. Jirawat Lewprasert | Executive Director |
| 4. | Mr. Pithayain Assavanig | Chief Financial Officer |

Advisor to the Committee

Mrs. Nintira Sophonpanich

The Scope and Responsibilities of the Equity Derivatives Committee

1. Establish business operation principles in Equity Derivatives Business.

2. Control and provide guidelines in marketing and product according to business operation principles.
3. Consider approaches to risk control in equity derivatives business operations as well as improve the operations to suit various conditions.
4. Give consent equity derivatives business operations including sales and purchases to prevent risks.
5. Approve and provide feedback in entering into derivatives contracts that do not pass preliminary rules of risk control measures under the Committee's resolution. If the Sub-committee gives consent, it must report to the Board of Directors in the subsequent meeting or the Sub-committee may propose to the Board of Director for approval as appropriate.
6. Approve the set-up of risk control system or information procurement system for business operations.
7. Approve measure of prevention in market risk, credit risk, operational risk, and other relevant areas including information leakage prevention system.
8. Provide feedback in annual business plans and budgets.
9. Approve other special agenda related to the operations of equity derivatives business.

3. Credit Committee

The Executive Committee set up the Credit Committee comprising of Executives in the following division: Marketing, Research, Risk Control, Risk Management and Operations. As at 31 December 2014 the Credit Committee comprises 12 members, namely

Chairman of the Committee

- | | | |
|----|------------------------|--------------------|
| 1. | Mr. Patchara Surajaras | Executive Director |
|----|------------------------|--------------------|

Member of the Committee

- | | | |
|----|-------------------------|--|
| 2. | Mr. Jirawat Lewprasert | Executive Director |
| 3. | Mrs. Jeeraphat Pimantip | Executive Director,
Executive Vice President,
Wealth Plus Division |
| 4. | Mrs. Manee Sirinapapen | Executive Director,
Executive Vice President,
Retail Brokerage
Business |

- | | |
|-----------------------------------|---|
| 5. Mrs. Pannipa Gulyanon | Senior Executive Vice President, Operation Division |
| 6. Mrs. Porranee Tongyen | Senior Executive Vice President, Research Division |
| 7. Mrs. Vimol Chayaphunta | Executive Vice President, Marketing Division 1 |
| 8. Mr. Chakkit Yantadilok | Executive Vice President, Marketing Division 9 |
| 9. Miss Achara Suwanpuchai | Executive Vice President, Risk Management Division |
| 10. Mr. Kittit Choongphong | Senior Vice President, Marketing Division 3 |
| 11. Miss Supaporn Amornkantkul | Senior Vice President, Securities Operations Department |
| 12. Mr. Natachai Boonyaprapatsara | Senior Vice President of the Market Risk Division |

Miss Ausanakorn Aekpankul First Vice President of Risk Management Division, is Secretary to the Credit Committee.

The scope and Responsibilities of the Credit Committee

1. To approve credit limits for securities trading in compliance with its authorization;
2. To review and approve credit line of all types of customer account;
3. To review and approve a list of securities, number of shares and margin rates that allow to buy or short selling in margin account;
4. To consider the interest rate for customers' deposited money and for lending money to customer of all types of accounts related to broking business;
5. To consider and specify the conditions and procedures for the new business activities;
6. To monitor operational problems and determine practices and guidelines including related regulations;
7. To acknowledge losses from trading transaction error.

4. IT Steering Committee

The IT Steering Committee consists of 8 members, namely

Chairman of the Committee

- | | |
|---------------------------|--------------------|
| 1. Mr. Patchara Surajaras | Executive Director |
|---------------------------|--------------------|

Member of the Committee

- | | |
|--------------------------------|---|
| 2. Mr. Jirawat Lewprasert | Executive Director |
| 3. Mrs. Jeeraphat Pimantip | Executive Director, Executive Vice President, Wealth Plus Division |
| 4. Mrs. Manee Sirinapapen | Executive Director, Executive Vice President, Retail Brokerage Business |
| 5. Mrs. Pannipa Gulyanon | Senior Executive Vice President, Operation Division |
| 6. Mr. Worawut Suvaphantvatana | Executive Vice President, IT Support Division |
| 7. Miss Achara Suwanpuchai | Executive Vice President, Risk Management Division |
| 8. Mr. Chirasak Ongpaibool | Senior Vice President, Compliance and Audit Department |

Mr. Somchai Sakwakin Assistant Vice President, Compliance and Audit Department is Secretary to this Committee

The scope and Responsibilities of the IT Steering Committee

1. To set the Company's Information Security Policy.
2. Consider and give consent on regulations and guidelines of the Company's information security.

5. Anti-Money Laundering & Combating the Financing of Terrorism Committee (AML/CFT Committee)

AML/CFT Committee comprising of the representatives of the Executives Committee, the Marketing Division, Wealth Plus Division and also including Operation Division and Control divisions. As at 31 December 2014 this Committee comprises 13 members, namely



Chairman of the Committee

1. Mr. Patchara Surajaras Executive Director

Member of the Committee

2. Mr. Jirawat Lewprasert Executive Director
3. Mrs. Jeeraphat Pimantip Executive Director,
Executive Vice President,
Wealth Plus Division
4. Mrs. Manee Sirinapapen Executive Director,
Executive Vice President,
Retail Brokerage
Business
5. Mrs. Pannipa Gulyanon Senior Executive Vice
President, Operation
Division
6. Mrs. Vimol Chayaphunta Executive Vice President,
Marketing Division 1
7. Mr. Chakkit Yantadilok Executive Vice President,
Marketing Division 9
8. Miss Achara Suwanpuchai Executive Vice President,
Risk Management
Division
9. Mr. Kitt Choongphong Senior Vice President,
Marketing Division 3
10. Miss Supaporn Amornkantkul Senior Vice President,
Securities Operations
Department
11. Mr. Kamollotch Kunjara Senior Vice President,
Legal Department
12. Mr. Chirasak Ongpaibool Senior Vice President,
Compliance and Audit
Department
13. Mr. Natachai Boonyaprapatsara Senior Vice President of
the Market Risk Division

The scope and Responsibilities of the AML/CFT Committee

1. Making and proposing policies on the Anti-Money Laundering/Combating the Financing of Terrorism (AML/CFT Policies) to the Board of Directors for approval;
2. Recommending amendments and updates to the AML/CFT Policy for more timely and practical approaches to tackling different and varying transactions; the changes made have to be approved by the Board of Directors to become effective;
3. Approving and supervising the Automatic Filtering Rules and Process proposed by the AML/CFT Officer for screening and monitoring for suspicious activities;
4. Considering suspicious activities reported by the AML/CFT Officer and deciding on those activities' fit in the Suspect Transaction Report (STR) category;
5. Determining and setting penalties for the Company's officers and employees who fail to comply with the AML/CFT Policies and principles.

03 | Procedure for nomination of directors and highest-level executives

The Nomination Committee which consists of 3 independent members out of 5 members is responsible for nominating the directors and the highest level executive who is Chief Executive Officer by considering, selecting, and screening individuals with appropriate qualifications according to the Company's rules, the regulations of the Securities and Exchange Commission, Capital Market Supervisory Board, and the Stock Exchange of Thailand. Once the selection process is complete, the Board of Directors will consider the approval or give consent and proceed to present to the shareholders' meeting for approval of appointment based on regulations and procedures as follows:

The qualifications of directors

Independent Director

1. Holding shares not exceeding 0.5 percent of the total number of voting rights of the company, its parent company, subsidiary, affiliate major shareholder or controlling person which may have conflicts of interest. This also includes number of shares held by related persons of the independent director;
2. Neither being nor having been an executive director, employee, staff, or advisor who receives fixed salary, or a controlling person of the company, its parent company, subsidiary, affiliate, major shareholder or of a controlling person of the company unless the foregoing status has ended no less than two years. Such prohibited characteristic is not including the case that the independent directors having been a civil servant or adviser to government agency who holds a significant stake or is a controlling person of the company;.
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons of the company, or persons to be nominated as executive or controlling persons of the company or its subsidiary;.
4. Not having nor ever having a business relationship with the company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the company, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder or controlling person of any person having business relationship with the company, its parent

company, subsidiary, affiliate, major shareholder or controlling person of the company unless the foregoing relationship has ended not less than two years;.

5. Neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the company, and not being a major shareholder, controlling person or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the company unless the foregoing relationship has ended not less than two years;.
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding Baht two million from the company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the company, and neither being nor having been a major shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended not less than two years;.
7. Not being a director who has been appointed as a representative of the company's director, major shareholder, or shareholders who are related to the company's major shareholder;.
8. Not operating any business that has the same characteristics or competition with business of the company or the company's subsidiary. And, not being a partner who has a say in any form of partnership, an executive director, an employee, a staff or an advisor who receives fixed salary, or holding shares more than one percent of the total number of voting rights in any other company that has the same characteristics or competition with business of the company or the company's subsidiary;.
9. Not having any characteristics which make him/her incapable of expressing independent opinions with regard to the company's business affairs.

The Company director

1. Must not be a person with prohibited qualifications as stated in Securities and Exchange Act, Public Company Limited Act, and others concerned Act.
2. Must not be a person with prohibited qualifications as stated in the notification or rules and regulations of the

Securities and Exchange Commission or Capital Market Supervisory Board or the Stock Exchange of Thailand.

3. Having the qualifications according to the Company's rules and regulations and the Company's independent director qualifications.
4. Having suitable knowledge, abilities, skill, expertise and experience to help manage the Company's business.

Highest-level Executive Position

The highest-level executive position should be a person who has suitable knowledge, abilities, skill, expertise and experience to help manage the Company's business.

Election of directors

1. A shareholder shall have one vote for each share held;
2. In selecting the directors, the voting therefore may be for each of the candidates at a time or for all the candidates forming a group at a time or by any other means as may be deemed appropriate by the meeting of shareholders. But in the voting process, each shareholder shall be entitled to the manner of voting prescribed under 1 above but may not distribute the vote for any particular candidate or for the candidates forming the group;
3. Candidates shall be decided on the basis of the majority of the votes cast. In case of a tie of votes, the chairman presiding over the meeting shall have the casting vote.

Nomination of new director

1. In case of vacancy in the Board of Directors for reasons other than the expiration of the director's term of office, the Board of Directors shall elect a person who has qualifications and who possesses no prohibit attributes pursuant to the relevant provisions of the Public Limited Companies Act as the replacement director at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than two months.

The replacement director shall hold office for the remaining term of office of the director whom he or she replaces. The resolution of the Board of Directors in electing replacement Director shall be by a vote of not less than three quarters of the number of director remaining.

2. In case the whole Board of Directors vacates office, the terminated Board of directors shall remain in office to conduct the business of the company as necessary until

the new Board of Directors takes office, unless the court order state otherwise.

In case of termination by court's order, the terminated Board of Directors shall call a shareholder meeting to elect a new Board of Directors within one month of its date of termination by serving written notice calling a shareholder meeting not less than fourteen days prior to the date of the meeting.

3. In case of vacancies in the Board of Directors resulting in the number of directors being less than the number required for a quorum, the remaining directors may perform any act in the name of the Board of directors only in matters relating to the calling of a shareholder meeting to elect directors to replace all the vacancies. Such meeting shall be held within one month of the date that the number of directors falls below the number required for a quorum. The replacement directors shall retain office only for the remaining terms of office of the directors whom they replace.

Executive Committee

The Board of Directors is empowered to select the Executive Director.

Independent Director

The nomination of Independent Directors is the same as that of the director.



04 | Oversight of the operations of subsidiary and affiliated company

The Company has established three subsidiaries and provides main policies and goals for its subsidiaries to implement. The Compliance and Audit Unit and the corporate support functions are centralized at the Company but the subsidiaries still have autonomy in the internal management such as marketing and investment strategies.

Nevertheless, the Company appointed the representatives to be the directors of the subsidiaries in order to monitor the business performance, to provide useful feedback to the subsidiaries, and to attend the meetings as shareholders. These representatives must be approved by the Company's Board of Directors and are qualified in accordance with securities business executive regulations, conditions, and procedures as regulated by Capital Market Supervisory Board.

The Company has no investment in affiliated company.

As for investments in three subsidiaries, the Company has mandated representatives as follows:

1. **Asset Plus Fund Management Company Limited** : The Company has appointed two representatives (1) Mrs. Porranee Tongyene, Senior Executive Vice President of Research Division and (2) Mr. Pithayain Assavanig, Chief Financial Officer.
2. **Asia Plus Advisory Company Limited** : The Company has appointed three representatives (1) Mr. Kongkiat Opaswongkarn (2) Mrs. Nintira Sophonpanich (3) Mr. Patchara Surajaras and another Management Officer Mr. Lec Sidoravit who has been transferred to take a position of President in order to oversee the operations of Asia Plus Advisory Company Limited.
3. **Asia Plus Securities Company Limited** : The Company has appointed nine representatives (1) Mr. Chali Sophonpanich (2) Mr. Kongkiat Opaswongkarn (3) Mr. Michael David Roberts (4) Mr. Virach Aphimetetamrong (5) Mr. Sopon Punyaratabandhu (6) Mr. Satit Chanjavanakul (7) Mrs. Nintira Sophonpanich (8) Mr. Patchara Surajaras and (9) Mr. Jirawat Lewprasert to be directors of the Asia Plus Securities Company Limited.

05 | Supervision of use of inside information

With regard to the control of use of inside information based on good corporate governance, the Company has established the written regulations in a form of instructions for all the Management executives and employees to acknowledge and practice. Furthermore, punishment has clearly been determined in case of any violations. Such regulations include the following:

1. Securities and futures trading account opening of employees and accounts related to employees.
2. Approval prior to securities and futures trading and sending trading orders by employees.
3. Securities and futures trading accounts that belong to employees' spouses, minor children and adopted minor children.
4. Regulations for the trading of securities and futures of companies during the making of analysis report in order to make recommendations and disseminate information to investors.
5. Regulations for securities and futures trading conducted by the employees involved in private fund management.
6. Acknowledgement of inside information regarding securities under Watch List and Restricted List.
7. Securities trading of the Company, Committee members, executives, and employees who are involved in the Company's performance.
8. Term of securities held by employees.
9. Oversight and review of employees' securities and futures trading.

Details related to the supervision of inside information use within the Company are seen in "Good Corporate Governance" Section 2 Equal Treatments for Shareholders on Page 65.

06 | Auditor Remuneration

Audit Fee

Asia Plus Group Holdings Securities Public Company Limited and its subsidiaries paid the audit fee of Baht 2,500,000 to EY Office Limited where the company's auditors are working. This amount comprised Baht 1,540,000 for auditing of the company and Baht 960,000 for auditing of subsidiaries.

Non-audit fee

For this fiscal year, the company and its subsidiaries did not receive other kind of service from EY Office Limited where the auditors are working, and from the persons or the businesses concerned with the auditors and the company where they are working.

07 | Good Corporate Governance

Giving precedence to good corporate governance according to the corporate governance policy made by the Thai Institute of Directors Association and the Stock Exchange of Thailand, the company has earned a score level "Very Good" since 2009. In 2014, the company's business operations in accordance with the good corporate governance policy are summarized as follows:

Section I Rights of Shareholders

The Board is fully aware of the significance of all basic rights of shareholders, which are the rights to buy new shares, sell or transfer owned shares, the rights in division of profits, the rights to receive sufficient information about the Company's operation, the rights to participate and vote in shareholder meetings to elect or remove directors and to approve the appointment of independent auditors and also extend to voting on matters that affect the Company's business such as the appropriation of dividends, establishment and amendment in Articles of Association and Memorandum of Association, the increase or decrease of the Company's capital and approval of special transactions. The company will not engage in any actions that may violate or undermine their rights. Furthermore, the company encourages shareholders to fully exercise their rights and performed in compliance with the good corporate governance principles and guidelines about the rights of shareholders as follows:

The Right to attend Shareholder Meeting

At the 2014 Annual General Meeting of Shareholders which was held on April 28, 2014, the company facilitated and encouraged all shareholders to attend the meeting and exercise their rights, detailed below:

Prior to the Meeting Day

1. The company ensures that shareholders receive information about the date, time, place, agenda consisting of objectives, rationale, and board's opinions, and the issues to be decided at the meeting prior to the meeting to provide the shareholders enough time to study the agenda items. Shareholders will also be informed of the rules and regulations of voting procedures. The company informed shareholders of information about the shareholders' meeting through the Stock Exchange of Thailand and on the company's website: www.asiaplus.co.th more than 30 days prior to the Annual General Meeting of Shareholders. The Meeting notice with other supporting documents in Thai and English (For foreigners) were sent to shareholders more than 21 days prior to the Annual General Meeting of Shareholders. Moreover, the meeting notice was published in a Thai newspaper for at least 3 consecutive days and at least 3 days before the meeting date.
2. The Company will not engage in any actions that may restrict shareholders' access to the Company's information. The Company does not allow a shareholder who is the Company's executive to unnecessarily add an agenda item without prior notice, especially a significant item from which shareholders need to study any relevant information before making a decision.

On the Meeting Day

1. The Company will facilitate shareholders' participation in shareholder meetings and the exercise of their rights while avoiding any actions that may limit their opportunities to attend the meetings. Registration for the

meeting is arranged 2 hours prior to the commencement of the Annual General Meeting of shareholders and continues through to the end. A barcode system is used in addition to the regular registration to accommodate shareholders who come to the meeting in person but do not brought their barcodes. This system helps facilitate shareholders when attending the meeting.

2. Directors of the Company realized the importance of attending the shareholder meeting and allocate adequate time for the shareholders to express their opinions and raise questions under each agenda item to which must be thoroughly and completely answered or clarified by the Chairman of a shareholder meeting, all attended directors and executives, and the Company's Auditors. Moreover, the legal consultant and the representative from legal firm, who came to observe the meeting to ensure its transparency and compliance with the applicable laws and the Company's Articles of Association, took responsibilities in verifying the proxy forms, the forming of a quorum, and the vote counts on each agenda.

After the Meeting Day

The Company submitted the resolutions of the Shareholder's meeting to the Stock Exchange of Thailand within 1 day after the meeting and the Company submitted the Minutes of the 2014 Annual General Meeting of Shareholders to the regulatory agencies within 14 days and also disclosed on the Company website, www.asiaplus.co.th, for shareholders to acknowledge. Moreover, the Company recorded the meeting on the video for future use.

The Right to access information on the Company

The Company updates significant information and information obliged to be disclosed by the Company's regulatory entities to shareholders by posting such information on its website on a regular and consistent basis and also via the SET's communication channel both in Thai and English versions.

Communication among the Company's shareholders

The Company has no policy of preventing shareholders from communicating or coordinating with one another so shareholders can communicate one another freely.

Section 2 Equal treatment for shareholders

The Board oversees and ensures the impartiality of treatment and basic rights for all shareholders – major or minor, institutional or individual, or even foreign - in order to build investors' confidence in the Company. Therefore, the Company has formulated guidelines to preserve their rights as follows:

Shareholders meeting

1. Exercise of Voting Rights

In case any shareholders are unable to attend a shareholder meeting, they may authorize other persons as their proxies to attend and vote at the meeting on their behalf. All documents and evidences that the attendant must present before attending the meeting are informed to all shareholders in order to protect their rights to attend the meeting. At the 2014 Annual General Meeting of shareholders, the Company had delegated Mr. Sapon Punyaratabandhu, Member of the Audit Committee who is the independent director, to act as their proxy. The Company also encourages shareholders to use a Proxy Form in which shareholders can specify their voting requirement. The Form is enclosed with the notice of the meeting sent to the shareholders, and it can also be downloaded from the Company's website. In addition, the Company also provided shareholders with the duty stamp to be sealed on the proxy form for their convenience.

The Company used ballots in voting for all the meeting agenda. Moreover, for the agenda of consideration and approval of the election of directors to replace those who retired by rotation, the Company gave the chance to shareholders to elected the directors individually.

Shareholders who arrive after the meeting has commenced are able to vote on the agenda item being considered provided that a resolution is not yet made. They shall constitute part of the quorum starting from the agenda item that they are in attendance and exercise their voting rights unless the meeting states otherwise.

2. Expression of Opinions and Suggestions

The Company treats all major and minor shareholders equitably. Any shareholders may voice their opinions to the meeting for consideration. Therefore, shareholders can express opinions or make recommendations to the Board of Directors or through the Company's website or through the e-mail: public_relations@asiaplus.co.th. In the past general shareholder meetings, most participants were minor

shareholders who took an interest in keeping track of the Company's operations. They were given opportunities to freely express their opinions, which were found beneficial to the Company.

3. Proposing the agenda and nominating a qualified candidate for the Company directorship for the 2014 Annual General Meeting of Shareholders

The Board of Directors has set forth the policy encouraging all shareholders getting the equal and fair treatment by giving the chance for shareholders to propose the meeting agenda prior to the meeting and nominating qualified candidates who would be considered for a position in the Board of Directors in accordance with the Company's principles from October 1, 2013 to December 31, 2013, 3 months prior to the end of the fiscal year. The shareholders who wish to propose the agenda for the Annual General Meeting of Shareholders or nominate a qualified candidate for Company directorship must be the shareholder of the Company which can be either one shareholder or combined shareholders with holding minimum shares from 5% of total voting rights of the Company and have continuously held those shares for at least 12 months by the date the shareholder proposes the agenda or director nominee. The Company's principles have been disclosed through the Company's website www.asiaplus.co.th and the Stock Exchange of Thailand. The shareholders who want to propose agenda for the annual general meeting of shareholders or nominate a qualified candidate for Company directorship can send the proposal and other required documents to the Office of Board of Secretariat & Office of the Chief Executive Officer unofficially through the e-mail public_relations@asiaplus.co.th or fax no. 0 2285 1905 before sending the original proposal and other support documents to the Company within December 31, 2013. However, there were neither proposals on the meeting agenda nor any nominations for the director of the Company.

Preventive Measures for Misuse of Inside Information for own interest and Measures for Conflicts of Interest

The Company has established a policy to prevent executives from utilizing the Company's inside information for their own interests, both directly and indirectly. The Company has set regulations for transactions from which potential conflicts of interest may arise as follows:

1. The Board of Directors has approved the procedures of the related transactions between Company or subsidiaries to the directors or executives or related persons of the Company and subsidiaries for regular transactions or those supporting the regular transactions that fall under the general trade conditions. The prices and conditions are identical to those applicable to transactions executed with external parties. For other transactions, the procedures are in accordance with the regulations enforced by the Stock Exchange of Thailand and the Capital Market Supervisory Board. Moreover, the Audit Committee will review the rationale and necessity of the transactions on a quarterly basis. Details and values for each transaction are disclosed under "Related Transactions" and the Form 56-1.
2. The Company specifies that directors and executives including their spouses and minor children must report any changes in their securities holdings to the Office of the Securities and Exchange Commission (SEC) in accordance with Section 59 and Section 257 of the Securities Exchange Act B.E. 2535.
3. Criteria were set out to prevent utilization of non-disclosed information among the Company's differing business lines including marketing, wealth plus, investment banking, research, and investment. Through such measures, their scope of duties, lines of command and office space are clearly separated from one another.
4. The Company determines regulations and practices for the securities trading of the directors, executives, and employees in a written form, recently revised and effective since April 1, 2013. Such regulations and practices are officially announced to and therefore implemented by all employees, executives, and directors within the organization. This is to prevent any misuse of inside information and potential conflicts of interest. The main content encompasses the following:
 - The Company has a policy allowing the employees to trade securities or futures on the condition that the employees must open a trading account with the Company only and specify the account as "employee's account." To send trading orders, the employees are only allowed to do so with the officers appointed by the Company who are responsible for employees' accounts only. In addition, the appointed officers must report a trading transaction to the supervisors for approval within one working day. A time period for holding the securities is set for one day before it can be sold.

- In case that the employees open private fund accounts with the Company, the employees must not give trading orders to the private fund managers but allow the managers the decision making power under the set investment framework. The contract must also be clearly specified as employee's account.
- "Employee's account" encompasses spouses, minor children and adopted minor children.
- The directors, executives and related entities are forbidden to purchase securities issued by the Company. This is to prevent any conflicts of interest and to demonstrate impartiality for the general public.
- The employees and other persons who are related to the Company's operations that involve inside information on the securities under Watch List and Restricted List are forbidden to buy, sell, or transfer those securities, as stated and regulated in the prevention policy of insider trading.
- The Company's executives and employees who are involved in accounting information and financial statements that have not been publicly disclosed must not trade the Company's securities two weeks prior to the end of accounting period until the day of public disclosure. The Board of Directors must not trade the Company's securities since the receipt of the Board of Directors' meeting documents on quarterly financial statement until the day of public disclosure.

The Compliance and Audit Department is responsible for ensuring compliance with the aforementioned regulations. Any non-compliance or misuse of inside information for own interests will be determined the penalties as the company's regulation which include written warnings, probation.

5. The Company has set out guidelines for the Company's directors and executives in disclosing the report on the interest of directors, the executives and the related person to the company. This information is used for the monitoring of the directors and executives' performance whether they have performed their fiduciary duties with careful consideration and integrity. In addition, there should be no transactions that may cause potential conflict of interest ascending to any transfer of benefits between the Company and its subsidiaries. However, the directors and executives of whom interests may coincide with the Company's transactions will not take part in any suggestions or decision-making process.

6. The Company has a clear and transparent shareholding structure and has no cross holdings by the major shareholders. Thus, there will be no conflicts of interest. The shareholding structure can be publicly viewed on the Company's website including the Company's annual report titled "Shareholders"

Section 3

Roles of stakeholders

The Company realizes that its success and sustainability rest on a good relationship between the Company and all stakeholders including employees, counter – parties, creditors, customers, competitors, society, the public sector, and shareholders. Therefore, the Company is resolved to promoting mutual benefits and safeguarding the interests of each group of stakeholders fairly in compliance with the provisions of the relevant laws or agreements with the Company. The Company will not engage in any action that violates the rights of stakeholders.

In addition, the Company and its subsidiaries has been certified to be members of the Thailand's Private Sector Collective Action Coalition Against Corruption organized by seven leading organizations which are Thai Institute of Directors Association, the Thai Chamber of Commerce, Joint Foreign Chambers of Commerce, Thai Listed Companies Association, The Thai Bankers' Association, Federation of Thai Capital Market, and The Federation of Thai Industries since January 21, 2015. This is for the purpose of encouraging transparency in business operations in the private sector.

The Company's roles towards each group of stakeholders are as follows:



Shareholders

One of the Company's ultimate goals is to ensure favorable and sustainable growth and competitiveness, with solid viability and due consideration to both current and future risks to ensure the highest value to our shareholders over the long term. The Company must operate its business with integrity, transparency, impartiality and diligence with the effective internal controls and risk management. The Company will not engage in any actions for personal gain and will exert its best effort in protecting its assets and reputation.

The Company encourages shareholders to exercise their rights, which are fundamental, and act as business owners; to raise concerns or suggestions relating to the Company's business operations; and to access any updated information on the Company via its website on a regular and consistent basis.



Employees

The employees are the resources of the highest value to the Company's progress and success. Consequently, the Company pledges to develop and boost employees' skills, knowledge, and understanding about the Company's diversified products for improving employees' potential so they can provide better services to clients and as a means to promote their career growth. This is one of the Company's business goals. In 2014, the Company provided on-site and off-site training courses to employees to enhance their knowledge and develop their capabilities in their work and client service. The training courses were appropriately selected and diversified in alignment with the employees' operations. A teleconference system is also adopted in order to provide trainings, knowledge development, and new product introduction to employees in the head office and 17 branch offices in Bangkok and other provinces simultaneously.

In addition, the Company maintains safe, clean, and conducive working environment, and also promotes the employees' health by providing healthcare, annual physical check up, encouraging every employees to get vaccinated. Moreover, in April 2014 the company provides the fitness room for employee to exercise and being a place for employees to get together and relax.

The Company treats all employees fairly and equally. The Company offers salary and benefits at a rate suitable for employees' qualifications and responsibilities and based on the individual employees' performance as assessed by joint criteria. The Company has also provided welfare packages for the employees such as the establishment of a provident fund, life and health insurance and dental care for employees.

The Company has encouraged communication between the highest management executive which is Chief Executive Officer and employees at all levels by arranging for a communication channel via the Intranet system. This is for all the employees to learn about the Company's policies, activities, changes, or important developments undertaken within the organization. Additionally, this is to encourage employees' participation and proximity between management executives and employees. The employees will also receive management viewpoints and perspectives which are useful for their work and lifestyle.

Customers

The Company is committed to clients by developing quality services and innovations and providing more service channels/options and clarifications on the risks involved in various financial products and services. The Company is also committed to clients' confidentiality and interests with utmost integrity and ethics. The Company maintains a complaint system which focuses on efficiency and justice. In addition, the Company has taken part in dispute settlement through arbitration scheme initiated by the Office of Securities and Exchange Commission (SEC).

The Company values quality services above price competition. This is evidenced by net brokerage fee rate (excluding company's proprietary trading) at the end of 2014, commission fee stood at 0.18%, higher than the average of listed securities companies at 0.14%. The quality services also include development of technology application and new financial instruments that give higher returns on investment than a general deposit interest rate in order to increase alternatives for investors, such as issuing the sector index derivatives warrant. The Company is the first issuer of sector index derivatives warrant in Thailand. There are 3 index sectors, Banking Sector, Energy Sector and ICT Sector, which are issued by the Company.

Moreover, the Company still has given importance to create and develop new technology in order to facilitate and provide more service channels to the customers such as developing the existing applications to be more efficient : "ASP Chart Plus" for serving the technical investors, "Pro8" for trading stocks and derivatives, "ASP Smart" for alerting the stock price and reporting the stock information, and interactive voice response system (IVR) for quickly service to customers.

In 2014 the Company has provided more than 50 extensive training courses for customers, such as trading techniques for Derivatives Warrants, Fundamental analysis, Technical analysis, Basic Knowledge for ASP Chart Plus, Streaming Technical, etc. Moreover the Company organized an activities giving a chance for our clients – individual, asset fund management companies, institutional investors, and the retail investors to exchange ideas and information with executives of the listed companies which are that was picked by the company's analyst, such as "CEO Forum / Mini CEO Forum" and "Listed Companies Meet Investors" forum.

Added to the training courses and CEO forums are new technologies and workflow system that help to facilitate clients' transactions and supply information, analysis reports, and training videos, both updated and previous, that are posted on the company's website from which customers can download the files.

Counter - parties and Creditors

The Company complies with all the terms and conditions prescribed in the agreements without any unethical gain or benefit. In 2014, there was no case of non-compliance with the terms and conditions as agreed upon with the counter-parties and creditors.



Competitors

The Company conducts business within the rules of competition stipulated by the securities industry or the authorities. Emphasis is put on compliance with the criteria on the securities commission rate and remuneration for marketing officers; upholding the standard rules for competitions; not engaging in unethical means of acquiring information; and creating propaganda or unfair accusations to disrepute competitors. During the past year, the Company had no dispute over competition.



Government Entities

The Company strictly monitors its operations to ensure its compliance with the laws, rules and regulations concerning its operations and to ensure that the Company does not violate those laws, rules and regulations of the supervisory entities such as reviewing and revising the Information Security Policy including the intellectual property infringement issue. Moreover, the Anti-Money Laundering/Combating the Financing of Terrorism Committee (AML/CFT Committee) of the Company reviewed and revised some policies, giving the guidelines about the automatic filtering rules and process, monitoring the suspected transaction and setting the appropriate penalties. In 2014, for comply with the Anti-Money Laundering law and relevant law and regulations, the AML/CFT Committee revised and set more policies about customer acceptance and the money laundering and terrorism financing risk management in order to prevent any attempts to use securities transactions or services from the Company for money laundering and terrorism financing purposes, with a procedure established to monitor suspicious accounts and transactions.

In 2014, the anti-bribery and corruption policies and whistle-blowing policies has been revised and applied to all management, employees and all of its subsidiaries. These policies cover key subjects which include political contribution; charitable donation; gifts, monetary support, bribery fraudulence and relationship with third parties and also including the whistle blowing policy against corruption, bribery policy and compliance. Now the Company and its subsidiaries has been certified to be members of the Thailand's Private Sector Collective Action Coalition Against Corruption.

Community and Environment

The Company has given importance to social responsibility and environmental stewardship by encouraging the employees to reinforce and developing the society including the environment as following:

1. The Company's analysts serve as guest speakers, giving lectures on the capital market at various institutions such as the Stock Exchange of Thailand and universities.
2. The Company's executives serve as committee members at various associations and clubs, providing opinions and assisting in setting up rules and regulations governing the securities business.
3. The Company provides internship opportunities for students every year, allowing them to gain hands-on experience working in different departments.
4. The Company supports the activities dedicated to promoting Thai culture on various occasions such as Songkran festival.
5. The Company donates money and humanitarian aids to the unfortunate, charitable organizations, and those affected by disasters.
6. The company promotes the energy saving campaigns such as switching off the unneeded lights, using environmentally friendly office equipment, recycling, and reducing paper use and trash by adopting an intranet and workflow system for internal communication. At the same time, the company also sends confirmation reports to customers via email, which has received a good cooperation.
7. The Company holds a painting competition with an objective to revive popularity of art in Thailand and encourage Thai artists, especially the new generation, to become widely known. 2014 is the fourth year that the competition was held, with 143 paintings of acrylic, oil colors, or mixed media on canvas from artists and students participating a year.

The Company has established channels for raising concerns or receiving complaints from customers through the "Complaint Box" and from employees through their supervisors. Other stakeholders can direct their complaints to the Company's website: www.asiaplus.co.th or send a letter to the Executive Director of the Company. The complaints will be investigated according to the established procedures and reported to the Board of Directors. All evidence and documents related to the complaints and names of the complainants will be kept confidential.

Section 4 Information disclosure and transparency

In 2014, the Company ensured the full disclosure of financial and non-financial information that was accurate, complete, timely, and transparent in accordance with the information disclosure rules and regulations stipulated by the Office of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board and the Stock Exchange of Thailand (SET). The Company has established a broad spectrum of dissemination channels to ensure easy access to the information including SET's communication channels, the Annual Report, and Form 56-1. The information in both Thai and English versions is also available on the Company's website: www.asiaplus.co.th, which is updated on a regular basis. In addition, the Company disclosed the unreviewed quarterly and unaudited annual financial statements beyond SET's requirement to speed up financial information availability for investors. There has been no material difference noted between those unreviewed/unaudited and reviewed/audited reports.

Quality of financial statements

The Board of Directors is all in favor that the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries as of December 31, 2014 are accurate and that appropriate accounting principles have been applied with due care and discretion. The financial statements have been prepared in conformity with the Thai Financial Reporting Standards. Also, the Company constituted the Audit Committee whose members possess knowledge, expertise, and experience needed for financial inspections and examinations of the accuracy of the financial reports. This guarantees the report's credibility and true reflection of the Company's operations.

Relations with investors

Realizing the importance of the shareholders, the Company supervises the rights and benefits of shareholders as well as creating the relationships with the shareholders such as monitoring of uncleared dividend cheques and returned dividend cheques to the Thailand Securities Depository Co.,Ltd. as well as offering the e-Dividend service. Moreover, for greater convenience, investors, shareholders or interested persons can make inquiries or request the financial statements or further information at the e-mail address: public_relations@asiaplus.co.th or Company's website : www.asiaplus.co.th or Call Center. The investors, shareholders, or interested persons use these channels to contact or communicate to the Company.

In 2014, the Company presented the financial performance to analysts, investors and the press on a regular basis in a form of meeting activities which were arranged either by the Company or other agencies such as the Stock Exchange of Thailand. This session offered opportunity to analysts, the press, and investors to meet the Company executives and to inquire about the Company's operations and progress as well as educated investors. The activities include The Opportunity Day, Money Expo, SET in the City, CEO Forum, etc. In addition, the Company made regular and timely posting of information, the progress of the Company's operation, and the stock analysis on the Company's website for equal accessibility for all groups of stakeholders.

The Company ensures that the disclosure of information is clear, accurate, transparent, reliable, and straightforward, providing information to all concerned parties in an equitable, complete, and timely manner in line with the principles of good corporate governance.

Chief Executive Officer, President, and Executive Director are authorized to hold press conference or public relation activities to disseminate news or important information of the Company. However, they may delegate the duties to the relevant executive of each business line.

Section 5 Responsibilities of the Board of Directors

Structure of the Board

As of 31 December 2014, the Board of Directors comprised 9 directors including 4 independent directors, 1 non-executive director, and 4 executive directors. The number and composition are determined in proportion to the size and requirements of the Company. The duties and responsibilities of the Board have been clearly defined under "Management Structure".

The number of independent directors must not be less than that advised in best practices issued by the Stock Exchange of Thailand and the Company. They all possess qualifications defined by the Capital Market Supervisory Board, as entailed in the "Procedure for nomination of directors and highest-level executives" in page no.61 in which the independent board director must be independent from any influential sources that may compromise their independence and impartiality. Their number must also be sufficient to create a balance of power in the Board, thereby preventing any director or

group of directors from influencing the independent exercise of judgment of the Board and allowing every director to express their opinions freely. The Board appointed Mr. Virach Aphimeteeetamrong, an independent director with knowledge and expertise in accounting and finance as the Chairman of the Audit Committee.

The Company also appointed Mrs. Choomsai Tantisawetrat, Executive Vice President of the Office of Board Secretarial Department, as the Company Secretary. She has all the qualifications with long experiences in the secretary field. Responsibilities of the Company Secretary appear under "Management Structure" in page no. 52

Independence of the Board from the management

The Chairman of the Board represents the Company's major shareholder having shareholdings of 13.55 percent of the paid-up capital. However, the Chairman of the Board and the Chief Executive Officer are not the same person. The Company has clearly defined the separate roles, authority, and scope of responsibilities of both positions to create a balance of power. The Chairman of the Board is responsible for setting the overall's Company policies whereas the Chief Executive Officer is responsible for leading the management team to achieve the policy implementation.

Composition of the Board

The Board of Directors is composed of persons who have diverse knowledge, skills, expertise, experience, ability, leadership, and vision to help effectively manage the Company's business operations. A Director must devote sufficient time and effort to carry out duties to ensure the Company has a good management that is transparent and verifiable. This is to strengthen the confidence and trust of shareholders, investors, stakeholders, and other concerned parties. The Company does not limit the number of other Company boards on which non-management Directors serve. Therefore, the Directors must take into account the potential time commitment of attending the Company's board meetings to keep abreast of the Company's business operations and to perform his/her duties as the Company's Director efficiently. The Company directors serve as directors of no more than 5 public companies. Furthermore, any director who serves as a director of any other Company which is not an affiliate or subsidiary of the Company, is required to disclose such information to the Company. The qualifications and directorship of each Director are shown under "Details on Directors and Executives" and in Form 56-1.

The Chief Executive Officer, Chief Operating Officer and the Executive Directors who oversee day-to-day operations serve as directors of only one listed company except Mr. Chali Sophonpanich who serve as directors of 2 listed companies. This is to allocate adequate attention to all areas of the business, in accordance with the established objectives to achieve the highest economic value for shareholders. Moreover, the Chief Executive Officer and Chief Operating Officer are appointed as directors of the subsidiaries as the representatives of the Company.

Transparency in election of directors

The Company adopts formal and transparent procedures for the election of Directors. The Nomination Committee is responsible for selecting persons who have the knowledge, ability and qualifications and suggesting to the Board of Directors to propose to the Shareholders' Meeting for election of the directors. The procedures are detailed under the "Procedure for nomination of directors and highest-level executives" in page 60.

The director's terms on the Board

The Company has clearly defined the directors' terms on the Board. At every general meeting, one-third of the directors must retire from office. If the number is not a multiple of three, the number nearest to one-third must then retire. The directors who must retire in their first and second year after Company registration will engage in the draw to determine the name of retiree. For the subsequent year, the director who has served the longest term in that position shall retire. A retiring director is eligible for re-election.

The Company believes that each of its elected directors is a highly qualified individual who is respected for being knowledgeable, virtuous, moral and effective. If shareholders show confidence in a director by re-electing him or her, the Board of Directors will honor that decision. Therefore, the Company does not set a limit on consecutive terms of service by a director.

Efficiency of Board of Directors

The Board is accountable to shareholders and oversees the operations of the Company. The Board has a participatory role in defining the visions, strategies, goals, business plans and budgets to ensure that the Management fulfills business plans in an efficient and effective fashion. In addition, the Board clearly defines the duties and responsibilities of each committee and communicates such to the Executive Directors and all employees. The Executive Directors work closely with the government agencies and Association of Securities Companies, rendering opinions for changes in rules and regulations as well as competitive environments in the securities business.

The Board assigns the Chief Executive Officer and Executive Directors to arrange and maintain an efficient system of internal controls in the areas of finance, operations, and compliance with the laws and regulations. In addition, the Company also provides an audit mechanism and efficient balance system to protect and manage the capital of the shareholders and assets of the Company. An independent team takes responsibility for monitoring all transactions and reporting the internal control assessment to the Audit Committee in parallel with the Executive Directors accountable for the transaction.

The Company has established departments responsible for monitoring and auditing the internal control as follows:

1. Compliance and Audit Department is responsible for

- Being the center providing knowledge to and advice for employees of the Company in order for such person to comprehend and be capable of performing the duty in compliance with the rules, preparing compliance manual and arranging knowledge training related to such rules for employees of the Company.
- Following up on rule amendment and reporting to the Audit Committee.
- Identifying compliance risk associated with development or execution of new transaction of the Company.
- Supervising employees of the Company to comply with the Company's rules and regulations.
- Identifying and assessing factor that may cause non-compliance by the Company as necessary and appropriate and proposing respective solution.

- Examining or reviewing compliance of business operator and reporting the result of examination or review to the Board of Directors.
- Preparing annual compliance plan having details related to scope and period of examination and review of the units of the Company.
- Preparing and proposing annual compliance report to the Audit Committee and top executives of the Company and sending such report to the SEC Office.

The department performs the duties independently and report directly to the Audit Committee.

The Board of Directors appoints Mr. Chirasak Ongpailool, Senior Vice President of Compliance and Audit Department, as the Head of Compliance. He has full qualifications as specified in the Notification of the Capital Market Supervisory Board.

2. Risk Management Division

performs the Company's risk assessment, stipulates risk management policies, and oversees the process of risk management in different areas and ensures that the process is appropriate and in accordance with the Company's policy and government regulations. However, this does not include the management of market risk which is under the responsibility of Market Risk Division.

Moreover, Risk Management Division has established business succession plans by conducting annual testing to ensure the Company's continuous operations in case of an emergency. Contingency plans supporting unexpected circumstances such as riots and floods are also put in place.

In 2014, the Division has cooperated with Market Risk Division in Enterprise Risk Management (ERM) which having the process in leveling the risk by considering from the likelihood and the impact of that risk in order to set up the suitable procedure to manage the risk in different levels.

3. Market Risk Division

was a new division created in 2013 to oversee the management of market risk by specifically using quantitative analysis to measure the risk, and to manage risks in business operations for the current products

and, more importantly, new potential products. Market Risk Division set a clear written policy on market risk management and implemented this policy in order to control market risk. The policy consists of risk identification, measurement of risk values, report design, market risk status report, and investigation and control of work process to be kept under appropriate risks. As a result of various working mechanisms necessarily being specified in the good risk management policy, Market Risk Division is, additionally, together with related divisions, responsible for drafting and regularly reviewing different aspects of risk management policies and presenting to the Risk Management Committee for approval. The Enterprise Risk Management Policies: ERM which is a fundamental policy covering market risk policy and other risk management policies such as credit risk, operational risk and etc. This umbrella structure ensures the conformity, determines comprehensive operational procedures, risk examination, and risk reporting, especially the escalation process when risk limits is violated. As for the final procedure, each business should be assessed on "Risk-adjusted return to Capital" in order for the Company to, ultimately, acquire good governance, and be able to maintain as well as efficiently allocate capital. Moreover, Market Risk Division is a unit which mainly relies upon knowledge on "financial engineering." This Division, therefore, is able to transfer knowledge to other divisions on financial innovations, statistical advice, econometrics, and advanced mathematic analyses.

Board of Directors meeting

The Board of Director, the Executive Committee and the other Committees schedule meetings in 2014 as below.:

1. The Board of Director

holds a meeting every month which are scheduled in advance. The Board also holds extra-ordinary meetings when they deem appropriate. One of the regular meetings agenda items is the Company's operating results. The meetings allow for submission of the issue by each Director and free consideration and discussions of the issues. The Notice will be given to all Directors at least 7 days in advance.

The Chief Executive Officer and Executive Directors jointly define the meeting agendas, ensuring all significant matters are included. Each director is free to submit an agenda item to the Board meetings.

When a new Director joins the Board, the Board will give the new Director an orientation, covering the Company's policy and corporate overview.

2. The Audit Committee

schedules meeting at least 6 times a year ;

- The Audit Committee schedules meetings 4 times a year with the company's auditors to consider the company's quarterly and annual financial statements and propose audited financial statements to the Board of Director for approval. Besides, the Audit Committee also had a meeting with the company's auditors without the company's directors once.
- The Audit Committee schedules meeting twice a year with the Internal Control and Internal Audit Unit to consider their working plans and acknowledge their assessments as well as the applicable laws and regulations and assessments of the external auditor.

Moreover, the Audit Committee also hold the extra-meeting for considering the other significant matters. The Audit Committee held 8 meetings in 2014.

3. The Risk Management Committee

schedules meetings once every quarter. In 2014, this committee held 5 meetings.

4. The Nomination Committee

schedules meetings twice a year.


5. The Remuneration Committee

schedules meetings twice a year. In 2014, this committee held 4 meetings


6. The Non-Executive Directors

which composed of 4 independent directors hold a special meeting among themselves to discuss issues related to the management, the meeting results was already informed to the Chief Executive Officer.

Meeting attendance of The Board of Directors and other Committees in 2014



Name	Position	Board of Directors meeting	Executive Committee meeting	Audit Committee meeting	Remuneration Committee meeting	Nomination Committee meeting	Risk Management Committee meeting	Date of Appointment by Shareholder Meeting/Board
Mr. Chali Sophonpanich	Chairman of the Board of Directors / Nomination Committee Member / Executive Director	12/13	-	-	-	2/2	-	25 April 1988
Mr. Kongkiat Opaswongkarn	Chief Executive Officer / Nomination Committee Member	13/13	11/11	-	-	2/2	-	27 May 2004
Mr. Virach Aphimeteetamrong	Independent director / Chairman of the Audit Committee / Nomination Committee Member / Risk Management Committee Member	13/13	-	8/8	-	2/2	5/5	27 May 2004
Mr. Michael David Roberts	Independent director / Remuneration Committee Member / Risk Management Committee Member	13/13	-	-	4/4		5/5	16 January 1998
Mr. Sapon Punyaratabandhu	Independent director / Audit Committee Member / Remuneration Committee Member / Nomination Committee Member / Chairman of Risk Management Committee	12/13	-	8/8	4/4	2/2	5/5	20 May 1999
Mr. Satit Chanjavanakul	Independent director / Audit Committee Member / Chairman of the Nomination Committee / Risk Management Committee Member	13/13	-	8/8	-	2/2	5/5	27 May 2004
Mrs. Nintira Sophonpanich	Director / Advisor to the Executive Committee	12/13	8/11	-	-	-	-	18 April 1994
Mr. Patchara Surajaras	Executive Director	13/13	11/11	-	-	-	5/5	1 March 2001
Mr. Jirawat Lewprasert	Executive Director	12/13	11/11	-	-	-	-	11 April 1990



Self evaluation for Board of Directors

The Board will conduct an annual self-evaluation to review, monitor, and assess the performance of the Board and the Management. The result of the assessment will be considered in the Board of Directors Meeting. In addition, the Remuneration Committee also conducted the annual performance assessment of the CEO for considering appropriate remuneration and other benefit.

Remuneration of directors and executives

Annual remuneration for the Board of Directors was approved by shareholders at the Extraordinary Shareholders Meeting No.1/2004 dated May 27, 2004 at an amount not exceeding Baht 15 million. This took effect from the fiscal year 2004 onwards until the shareholders meeting determines otherwise. The Remuneration Committee considers the annual remuneration for the member of the Board of Directors within the fixed amount. The rate will be on a par with that of the industry and will be attractive enough to retain the directors with the desired qualifications. It will also be commensurate with additional assigned duties and responsibilities. Directors who serve as Audit Committee members and Risk Management Committee members are entitled to additional remuneration due to the extra duties.

Remuneration of the Executives corresponds to the Company's operating results, the performance of each individual management executive. The remuneration is considered by the Remuneration Committee. Details of directors and management remuneration as of December 31, 2014 are shown on item "Remuneration of Directors and Executives".

Self-development of directors and executives

All of 9 Company's directors attended the Director Accreditation Program (DAP) and 3 of them attended the Director Certification Program (DCP) which was organized by the Thai Institute of Directors Association. Moreover, the Company provides training and activities to the directors, executives, and those involved with the supervision of the Company's business operations to enhance their efficiency and inform them about their roles and responsibilities as the Company's committees and executive officers. They are also equipped with knowledge about the Company's new financial products to ready them for the changing business environment. The training is offered both on-site and off-site.

Moreover, the Company also arranged a seminar where the Company's directors, executives, and manager of branch offices in Bangkok and other provinces joined to discuss about the Company's business strategy and how to accomplish the goal.

06 | Internal control

The Board of Directors, in its meeting No.2/2015 held on February 25, 2015, in which three members of the Audit Committee also attended, undertook the assessment of five aspects of the Control Environment: Risk Assessment; Control Activities; Information & Communication; Monitoring Activities. The Company has put in place a system of internal control of important transactions in relation to major shareholders, directors, the management or any other related persons. The Board of Directors is also of the view that the Company has already maintained an adequate system for other internal control issues.

Corporate Social Responsibility

As a security firm providing investors with brokerage, security trading, advisory and wealth management services to maximize our client's return on investment, the company must be trustworthy in terms of financial stability, business competency, compliance and integrity to ensure highest level of confidence of investors and our stakeholders on the company's business operation as well as its management. Security business also relies on the economic, financial and fiscal conditions of the country. The risk exposure against the financial crisis is higher than other businesses or industries. Therefore, it is necessary to operate on the ground of high social responsibility standard before any crisis occurs.

However, business operation has the objective to profit from the business and requires growth and stability. In order for business to grow sustainably, the organization depends not only on the profitability, but also on giving back to the society. To be socially responsible, it also includes caring for the environment as well as the society, given that the business is operated with high ethical standard and good corporate governance which would bring such business to a sustainable success.

In this regard, Asia Plus Group Holdings Securities Plc. and its subsidiaries has a vision in the corporate social responsibility aspect as follow:

“

To operate our business with the high ethical standard, good corporate governance and responsibility to our stakeholders and the environment” with the objective to grow the organization in a sustainable way

”

Our in-process business operation that reflects our responsibility to the society and the environment include:

01

Operating with integrity and transparency

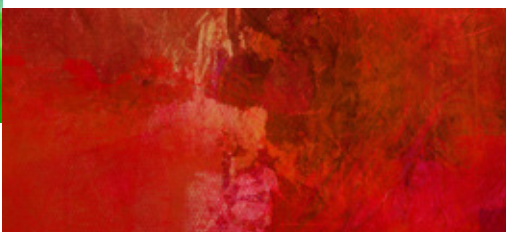
The company operates with integrity and would not do business that benefit from misconduct. This is to entrust our stakeholders that we commit to and comply with the company's guiding principles as follow:

- The company adheres to the industry's framework and government regulations on fair trading and competition especially all the rules and regulations relating to brokerage fee for listed securities, compensation for securities marketing officer, upholding the standard code of conduct for fair competition, not seeking any trading intelligence or secret of competitors through illegal means and not destroying competitor's reputation through negative accusation. In 2014, the company has report zero incidence of dispute relating to competitive trading matter.
- The company governs its operations to strictly abide by the laws and regulations to ensure that there is not action against the laws and regulations imposed by relevant regulators. In addition, the company has set up the anti-money laundering and anti-terrorist financing sub-committee which has roles and responsibilities to formulate and update policies to be in line with the current situation. The sub-committee also provides advice on the procedure and policy to screen relevant information and identify the suspicious behaviors as well as imposing the penalties for employees and officers who do not comply with the policies and codes.
- The company has set up policies and regulations to prevent the conflict of interest among board of directors, management, employees and stakeholders from approving any actions that may cause a conflict of interest. The company also has the appropriate approval process for related items through an audit committee with a complete information disclosure.

02

Anti-corruption policy

The company and its subsidiaries focus on maintaining our reputation and the trust given by our customers, shareholders, business partners, stakeholders, government organizations and the public. One of the company's principles is to operate with high ethical standard and good governance while committed to being responsible for all our stakeholders. The company also expresses its intention in the anti-corruption and anti-bribery actions in all forms as follows:

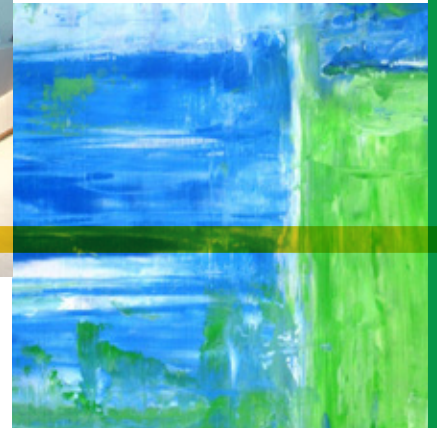


- On 21 January 2015, the company and its subsidiaries have become a certified member of the Thailand Private Sector Collective Action Coalition Against Corruption (CAC), which is the program initiated with the joint efforts of seven leading organizations, namely the Thai Institute of Directors, the Thai Chamber of Commerce Thailand, the Joint Foreign Chambers of Commerce, the Thai Listed Companies Association, the Thai Bankers' Association, the Federation of Thai Capital Market Organizations and the Federation of Thai Industries.
- The company has put in place an appropriate anti-corruption policy which aligns with the CAC. The management and employees of the company and all of its subsidiaries are required to strictly comply with this policy. It covers key subjects which include political contribution; charitable donation; gifts and entertainment, bribery/fraudulence and relationship with third parties. This policy covers risk management on corruption, reporting and recording of financial and accounting information and human resources management. The company has also communicated and promoted this policy internally and externally as well as monitored and ensured full compliance to the policy. In addition, the company has implemented the Whistleblowing Policy and Practices including the

punishment and penalty in case of non-compliance action or violation against the policy.

- The company has amended the anti-money laundering and anti-terrorist financing policy by adding policies and procedures, guidelines and practices on new customer verification and risk management in relations to money laundering and terrorism in order to prevent the criminal from using the company's securities or financial service transaction as a channel for money laundering and terrorism. The company has also introduced a system to monitor customer's accounts and transaction to detect suspicious transactions. This policy has been announced to and acknowledged by all employees on 28 October 2014.
- The company has applied the information technological system to support the verification of financial institutions' clients known as the CDD Gateway System, which could effectively verify customer's data. This is in compliance with the Anti-Money Laundering and Anti-Terrorist Financing laws.





03

Respecting human rights and treating labor fairly

Employees are the valuable assets, contributing to the growth and success of the company. The company treats its employees equally and fairly and provides a compensation scheme suitable with the knowledge, competency, responsibility and performance of each employee. During 2013 and 2014, the company has also improved the working environment and working conditions for employees to have a better living standard at the office so that they have the opportunity to demonstrate their capability, to be trained and to increase their skills.

A series of the company's actions are as follows:

- The company is committed to developing our people by forming the Asia Plus Leadership DNA and competencies in order to develop our people and grow our organization in a sustainable way.
- Setting up a new Call Center system to improve efficiency and speed of our customer service representatives. A customer database management has been developed to facilitate customer service representatives in managing and searching for data and information that are necessary for providing accurate information with speedy service.
- A fitness center has been constructed in the company's premises as a staff benefit and to promote a healthy lifestyle. The fitness center also serves as a recreational venue for staff to get together. In addition, the company also encourages staff to join sport competitions with other organizations e.g. table tennis competition, football competition, etc. in order to build good relationships among staff and with external parties.
- Treating employees equally and fairly as well as providing a remuneration scheme that is suitable for each employee's knowledge, competency, responsibility and performance which is evaluated in accordance with the agreed criteria.
- Providing appropriate employee welfare such as providence funds, health and life insurance, medical care, annual health check-up, flu vaccination, etc.
- The company uses the e-filing system for record management instead of keeping the paper document. The e-filing system is more efficient and makes it easier and more convenient to find and file documents.
- Maintaining a good working environment to be safe, clean and well-organized as well as providing necessary tools to facilitate employee's work. Since 2013 to 2014, the company has replaced a total of 586 computers in order to expedite the operations of employees. The company has also renovated its offices in the headquarters as well as branches in Bangkok and upcountry in order to create a pleasant working environment for staff and to support the company's growth. Up until now, the company has completed the renovation in 7 out of 17 branches and some parts of the headquarters.

- Supporting and promoting employees to develop the necessary skills on financial products and new technology. The company has conducted trainings for employees in Bangkok and upcountry, including conducting various training programs on customer services, subsidizing the application fees for staff to obtain the Derivative Investment Consultant License, organizing trainings to educate staff on new products and services e.g. ELN, ETF, SBL, Credit Balance, Portfolio Management, Portfolio Investment Abroad, New Streaming program usage, etc.
- Supporting initiatives that help enhance employee's morale, e.g. organizing TFEX IC Top Rewards throughout 2014 to reward Marketing staff who achieved the highest total sales of TFEX; organizing the annual staff party for staff and the management to get together and celebrate after their hard work and dedication throughout the year.
- Preventing any unjust action that may impact employee's job security.
- Respecting individual rights for the roles of supervisors and subordinates as well as peers; preventing accusation against employees without justification and protecting and promoting unity and teamwork in the company.
- The company has fair employment policy, respects human rights and labor rights in the workplace and embrace diversity, in which nationality, gender, age, religion or disability are not the criteria in our hiring process.
- The company has internal communication channels for the Chief Executive Officer to communicate with all employees. It has an intranet for staff to be informed of the company's news, policies, updates, movements and other developments of the organization which has enhanced employee's engagement, enriched relationship between staff and management as well as promoted the sharing of management's vision and direction to staff to apply to their works.



04

Accountability to our customers

The company applies the customer-centric approach to our operations by focusing on responding to customer's needs with a variety of products and services as well as committing to adding highest values to our services for customers. Our activations are as follow:

- The company takes accountability and care for our customers by bringing in the new Call Center system which has improved the efficiency of customer service representatives and increased the satisfactory level of our customers. The new system has the Interactive Voice Response (IVR) system which customers can select the desired service from the menu to be transferred to our staff assigned for that particular service. Customers can also leave a voice message or a phone number to return call when all the lines are busy or during outside working hours in order to ensure the company does not miss any communication with the customers. It also provides an opportunity for the company to collect all the data and details of our customer's enquiries which the company can follow up and report back to customers. In addition, the 'Pro8' trading program has been developed to enhance the capacity and efficiency of our service.
- The company consistently develops new products and services to provide more investment options suitable for the market condition and tailored to different investor's risk and investment profile. We also ensure that our clients are informed of our services and the risks associated with each product. In 2014, the company introduced a range of innovative products namely the issuance and offering of Derivative Warrants (DW) based on Industry Index for the first time in Thailand, debuting with the biggest three industries in the Stock Exchange which are Banking; Energy; and Information Technology and Communications. This product serves as an investment option for investors who do not wish to choose or monitor a single stock but rather the whole picture of a specific industry.
- The company has improved the format of our SMS news alert, 'ASP News', to ensure that our customers receive timely information and investment news daily.
- The company has renovated customer area in the office to create a nice ambiance and well-ordered environment for the customers.



- The company takes privacy and confidentiality of customer information seriously, protects the benefits of customers with honesty and integrity, preventing employees from demanding any compensation or favor in return for performing their duties from our clients and treat all our customers fairly in accordance with our good corporate governance commitment. The company has set up a Customer Care Center to take care of complaints and provide resolutions in timely manner. In addition, the company has joined the Dispute Resolution and Arbitration Provision organized by the Securities and Exchange Commission.
- The company organizes trainings related to our products and services including investment techniques and strategies for customers to ensure their clear understanding and confidence before purchasing such products or services. The trainings were held in both Bangkok and upcountry for over 50 sessions, e.g. 'The Wine Investment Fund' (TWIF) which is a fund investing in Investment Grade Wine and serves as another investment option for customers, fundamental stocks analysis, How to use New Streaming program, TFEX investment technique, candlestick analysis, online trading workshop, fundamental portfolio investment abroad, derivative warrants, etc. We also provide timely and comprehensive information, news and advice about our products and services based on facts and figures while ensuring that such information are not exaggerated nor create any misunderstanding or misinterpretation regarding the products or services.



05

Protecting the environment

Although our operations have little impact on the environment, the company is obliged to protecting the environment and finding the most efficient ways to maximize the benefits of the resources. Listed below are some of our initiatives:

- Raising awareness on the global-warming issue and promote initiatives to reduce the use of paper by sending reports and documents to our customers via email instead of sending in print via postage. The documents sent in electronic file are:
 - Transaction Confirmation Statement, sent for every transaction order
 - Asset Statement, sent every month
 The company's request for the cooperation of our new and existing customers to choose to receive e-statement has a great response.
- The company is planning to replace all light bulbs in the office with LED lights to reduce energy usage. Once complete, the company expects to reduce energy consumption and expense by approximate 50%.
- Employees collaborated in energy-saving campaign by turning off lights when they are not in the room.



06

Community involvement

The company involves in the society and community development in various forms, namely

- Developing an internship program for university students in Thailand and from abroad
- Supporting and encouraging management and employees who are experts in various fields to share their knowledge and experiences as guest speakers in education institutions, seminars, public forums, etc.
- Organizing the Asia Plus Art Contest for the fourth consecutive year. In 2014, the competition was conducted under the theme “The Rhythm of Light and Color” with the objective to promote and enhance the popularity of Thai arts to the wider scope, to add value to Thai artist's works as well as to promote young emerging artists to the public. As for general public's benefits, this program could be a learning gateway and a sharing forum for interested people to learn and share idea about arts and its creation. This year, there were 143 pieces of paintings submitted to join the competition.
- Conducting an art course ‘Gold Lining Design on Picture Frame’ for public on 16 November 2014 at The Queen's Gallery as a project that is built on the Asia Plus Art Contest.



07

Creating and promoting innovations in our operations with regards to the company's responsibility for society, environment and stakeholders.

- The company has developed 'ASP Chart Plus' application for investors to view individual stock price in both real time and historical data dated back 10 years. Investor can also view technical graphs and place advance order on the same screen. It is considered a complete, comprehensive and technologically advanced application on browser that can support every platform including iOS, Android and PC which is very convenient for investors.
- The company has developed Incentive Slip program which reports employee monthly incentive data both to date and back date. The program makes it more convenient, faster and more secure for employee to browse their own data through the computer system. This innovation not only helps facilitate staff but also reduces the use of paper.
- The company has further enhanced the trading system 'Pro8'. The earlier version could only trade stocks but this newly upgraded version can trade both stocks and derivatives which better respond to customers' various needs and increase convenience and speed to a higher standard. The company has also improved 'ASP Smart' application created in 2013. The existing service which provided analysis, articles and information on mobile has now added stock price alerts and stock information report as well.



Other guidelines and practices for anti-corruption prevention

The company has a policy to conduct our business with compliance, integrity as well as good corporate governance and we are strongly committed to being responsible for all of our stakeholders. The company has signed the declaration of intent and has been certified as a member of the Thailand Private Sector Collective Action Coalition Against Corruption (CAC) which is the program initiated with the joint efforts of seven leading organizations to promote the transparency of business conduct in the private sector. In addition, the company has put in place Anti-corruption, Anti-bribery and Whistle-Blowing policies as well as the violation punishment and penalties in written. These policies and operating procedures have been communicated to all employees, executives and boards of directors of the company and its subsidiaries to acknowledge and comply with. The company has also provided another communication channel by publishing the stated policies in its website at www.asiaplus.co.th under the section 'Corporate Governance'.

Community services and environmental-saving activities

In 2013, the company implemented community and environmental projects as follows:

- The company donated used computers and other office supplies namely CPUs, keyboards, printers, telephones and fax machines to the Foundation for the Welfare of the Crippled under the Royal Patronage of H.R.H. the Princess Mother to use in the Foundation.

2014 Awards

SET Awards 2014

On November 27, 2014, the Stock Exchange of Thailand and Money & Banking Magazine announced the winners of SET Awards 2014. The Company won 2 awards:



01

Best CEO Awards :
CEO of the Company listed on SET

This award is for the leaders who has led the organizations towards strong and sustainable growth by adhering to good corporate governance, enhancing their strategic capabilities, contributing to business and society, while placing emphasis on investors.

02

Outstanding Company Performance Awards :
SET market capitalization of THB 2 Billion –
THB 10 Billion

This award is for the listed company with the outstanding performance and good corporate governance.



IAA Awards for Analysts 2013

Asia Plus received four IAA Awards for Analysts from the Investment Analysts Association in recognition of our analysts and research teams with outstanding achievement in 2013. This award is Thailand's most important awards for analysts. At the award ceremony held on 2 June 2013, the Company received four awards :



01



IAA Awards for Analysts
2013 in Property,
Construction Materials
& Construction Service
Sector by Retail Investors :

Mr. Therdsak
Thaveeteeratham

02



IAA Awards for Analysts
2013 in Financials Sector
by Retail Investors :

Ms. Usanee Liurut

03



IAA Awards for Analysts
2013 in Derivatives by
Retail Investors :

Mr. Prasit Rattanakijkamol

04



IAA Awards for Technical
Analyst 2013 :

Mr. Prakrit Sirivattanaket

Internal Control and Risk Management

The Company has set up an internal control system in each work procedure in order to prevent errors and lessen the damage that may occur in a timely fashion. In addition, the Company has established “the Risk Management Committee” in order to consolidate the risk management policies already existed in each line of work or business. This is to foster a holistic approach to risk management that is comprehensive and standard. A new approach to risk management which utilizes quantitative risk measurement has also been implemented resulting in a more efficient monitoring system.

In the Board of Director Meeting 2/2015 on February 25, 2015 which all the three audit members attended, the Company’s committee has assessed the adequacy of internal control within the Company in five aspects:

- Internal control
- Risk assessment
- Operation control
- Information system and communication
- Monitoring system

The Company’s committee has concluded that in entirety, the Company has adequate and appropriate internal control and risk management. The Company has also set up a unit to examine and oversee its operations and risk management with an adequate number of personnel to efficiently operate as planned and follow guidelines.

The Company has arranged for representatives to join in the three subsidiary companies as committee members in order to closely monitor the performance. Additionally, the Company has formulated standardized regulations and procedures to efficiently protect and review the management of the Company and the subsidiary companies’ assets

Head of Internal Control and Head of the Company’s Operations Oversight

The Audit Committee has approved the appointment of Mr. Chirasak Ongpaibool who received a Bachelor degree in Accounting and a Master of Business Administration from Chulalongkorn University; has over 20 years of work experience in the oversight of securities companies’ operations; and has gone through a training course approved by the SEC—for the position of Senior Vice President to lead the oversight of the Company’s operations.

Related Transactions

In year 2014, the Company had significant related transactions with some related parties that include shareholders and/or directors in common as follows.

A General Transactions

1) Brokerage Fee

(Million Baht)

Related Parties / Relationship		Description	Value		Price / Fee
			2014	2013	
1.	Funds managed by BBL Asset Management Co.,Ltd. (Bangkok Bank Plc. holds stakes of 75.00% in BBL Asset Management Co.,Ltd.)	- Brokerage fee income - Securities business receivable	8.3038 132.6792 -	12.3412 287.2238	- Brokerage fee is a normal rate charged to other customers.
2.	Funds and Private Funds managed by Asset Plus Fund Management Co.,Ltd. (Asset Plus) (Asia Plus 's current subsidiary)	- Brokerage fee income - Securities business payables	7.4535 -	11.9535 11.6133	- Brokerage fee is a normal rate charged to other customers.
3.	Private Funds managed by Asia Plus Group Holdings Securities Public Company Limited (ASP)	- Brokerage fee income - Securities business receivables - Securities business payables	0.0057 - -	0.2768 0.9091 6.6264	- Brokerage fee is a normal rate charged to other customers.
4.	Asia Sermkij Co.,Ltd. (Related by way of common director, Mr.Chali Sophonpanich)	- Brokerage fee income	0.0681	-	- Brokerage fee is a normal rate charged to other customers.
5.	Chatubutr Holding Co.,Ltd. (Related by way of common director, Mr.Chali Sophonpanich)	- Brokerage fee income	-	0.0323	- Brokerage fee is a normal rate charged to other customers.
6.	Panichsawad Co.,Ltd. (Related by way of common director, Mr.Chali Sophonpanich)	- Brokerage fee income	0.0540	0.0213	- Brokerage fee is a normal rate charged to other customers.
7.	Rabin Holding Co.,Ltd. (Related by way of common director, Mr.Chali Sophonpanich)	- Brokerage fee income	0.0002	0.0434	- Brokerage fee is a normal rate charged to other customers.
8.	Thai Incubator Dot Com Co.,Ltd. (Related by way of common director, Mr.Sopon Punyaratabandhu)	- Brokerage fee income	0.0654	0.0082	- Brokerage fee is a normal rate charged to other customers.
9.	Sathom City Tower Property Fund (The Company holds 0.13% of stakes in Sathom City Tower Property Fund)	- Brokerage fee income	-	0.0383	- Brokerage fee is a normal rate charged to other customers.

(Million Baht)

Related Parties / Relationship	Description	Value		Price / Fee
		2014	2013	
10. TICON Industrial Connection Public Company Limited (Related by way of common director, Mr.Chali Sophonpanich)	- Brokerage fee income	0.0915	0.5873	- Brokerage fee is a normal rate charged to other customers.
11. Major shareholders, directors, the management and any parties who may have conflict of interest The Company's major shareholder	- Brokerage fee income	0.6217	0.6204	- Brokerage fee is a normal rate charged to other customers.
The Company's directors and executives	- Total brokerage fee income - Securities business receivables - Securities business payables	0.5571 - 0.8700	1.1683 12.6316 0.0339	- Brokerage fee is a normal rate charged to other customers.
The subsidiaries' directors and executives	- Total brokerage fee income	-	0.0056	- Brokerage fee is a normal rate charged to other customers.

Remarks : Subsidiaries are Asset Plus Fund Management Co.,Ltd., Asia Plus Advisory Co.,Ltd. and Asia Plus Securities Co.,Ltd.

2) Underwriting fee

(Million Baht)

Related Parties / Relationship	Description	Value		Price / Fee
		2014	2013	
1. TICON Industrial Connection Public Company Limited (TICON) (- Mr.Chali Sophonpanich, the Company's chairman, represents the Company as the director of the Board of Directors of TICON. - Mr.Chali Sophonpanich together with his spouse hold stakes of 3.30% in TICON.)	- Underwriting fee for TGROWTH Property Fund	-	12.7095	- The fee structure is the same as what applicable to general customers.

3) Securities lending and Borrowing Fee

(Million Baht)

Related Parties / Relationship	Description	Value		Price / Fee
		2014	2013	
1. Major shareholders, directors, the management and any parties who may have conflict of interest The Company's directors and executives	- Securities lending and borrowing fee expense	0.0790	0.0054	- The fee structure is the same as what applicable to general customers.

4) Interest Expense and Gain from Structured Notes

(Million Baht)

Related Parties / Relationship	Description	Value		Price / Fee
		2014	2013	
1. Major shareholders, directors, the management and any parties who may have conflict of interest The Company's directors and executives	- Interest expense from Structured Notes	-	0.0162	- The fee structure is the same as what applicable to general customers.
	- Gain from Structured Notes	-	0.1819	

5) Goods, services and other expenses

(Million Baht)

Related Parties / Relationship	Description	Value		Price / Fee
		2014	2013	
1. The Bangkok Club Co.,Ltd. (Related by way of common director, Mr.Chali Sophonpanich, holding 3.89% of stakes in the Bangkok Club Co.,Ltd.)	<u>The Company</u>			- The fee structure is the same as what applicable to general customers.
	- Banquet and meeting room services	0.5885	0.7317	
	- Member fee	0.0270	0.0394	
	- Advance member renewal fee	-	0.0147	
	<u>The Subsidiaries</u>			
	- Banquet and meeting room services	0.0309	0.1936	
2. Metro Systems Corporation Public Company Limited (Related by way of common director, Mr.Virach Aphimeteetamrong)	<u>The Company</u>			- The fee structure is the same as what applicable to general customers.
	- Expense for goods and services	3.5757	1.8583	
	- Accrued expense	0.0498	0.0071	
	<u>The Subsidiaries</u>			
	- Expense for goods and services	0.0454	0.0693	
3. Bangkok Insurance Public Company Limited (Related by way of common director, Mrs.Nintira Sophonpanich)	<u>The Company</u>			- The fee structure is the same as what applicable to general customers.
	- Insurance fee	0.9317	0.9703	
	<u>The Subsidiaries</u>			
	- Insurance fee	0.1088	0.0764	
4. Riverside Garden Marina Co.,Ltd. (Related by way of common director, Mr.Chali Sophonpanich)	- Banquet and meeting room services for Annual General Meeting of Shareholder (Chatrium Hotel Riverside)	0.3931	0.3448	- At the rate agreed by each party upon price with reference to market price

6) Funds deposited at bank / interest on deposit / borrowing / fee

(Million Baht)

		Value		Price / Fee
Related Parties / Relationship	Description	2014	2013	
1. Bangkok Bank Public Company Limited (BBL) (- BBL holds stakes of 8.46% in the Company - Mrs.Nintira Sophonpanich, the Company's director, is a spouse of Mr.Chartsiri Sophonpanich, President of BBL.)	<u>The Company</u>			- The structure of interest on deposit/ borrowing/ fee applying to related transaction is the same as that applying to general customers/as stated in an agreement.
	- Money deposited at BBL in the name of the Company and on behalf of customers	42.7056	21.0517	
	- Interest on saving accounts in the name of the Company and on behalf of customer	0.0579	0.1690	
	- Accrued interest income	0.0063	0.0012	
	- Interest expense from borrowing	1.1228	1.5644	
	- Bank charges ^{1/}	5.4874	6.8871	
	- Overdraft line			
	• Credit limits	30.0000	30.0000	
	• Overdraft	-	-	
	- Short-term revolving loan line			
	• Credit limits	100.0000	100.0000	
	• Overdraft	-	-	
	- Transfer fee	0.0126	0.0100	
	<u>The Subsidiaries</u>			
	- Money deposited at BBL	25.6422	5.4217	
	- Interest on saving accounts	0.0579	0.0385	
	- Accrued interest income	0.0026	0.0007	
	- Bank charges ^{1/}	0.1055	0.0728	
	- Accrued interest expense	0.0002	0.0002	

Remarks : 1/ Bank charges include transfer fees, bank cheque fee, information services fee, etc

7) Rental Expense / Common Expenses

(Million Baht)

		Value		Price / Fee
Related Parties / Relationship	Description	2014	2013	
1. Bangkok Bank Public Company Limited (BBL) (- BBL holds stakes of 8.46% in the Company - Mrs.Nintira Sophonpanich, the Company's director, is a spouse of Mr.Chartsiri Sophonpanich, President of BBL.)	<u>The Company</u> - Rental expense for regional branches and safe box expense - Accrued expense - Advance rental payment for safe box - Deposits <u>The Subsidiaries</u> - Deposits	9.3612 0.5791 0.0043 1.5843 0.0025	9.5897 0.5594 0.0043 1.5262 0.0025	- The rental expense structure is the same as what applicable to general customers.
2. Narai Ruampipat Co.,Ltd. (Mr.Chali Sophonpanich, the Company's Chairman, is a director of Narai Ruampipat Co.,Ltd., holding stakes of 0%)	- Rental expense for 1 branch office - Accrued expense - Deposits	- - -	0.7952 - -	- The rental expense structure is the same as what applicable to general customers.
3. Sathorn City Tower Juristic Person (Mr.Jirawat Lewprasert, the Company's executive director, represents the Company as director of the Board of Directors of Sathorn City Tower Juristic Person due to the Company's proprietorship of the third floor of Sathorn City Tower.)	<u>The Company</u> - Common expenses - Parking expense - Accrued expense - Deposits <u>The Subsidiaries</u> - Parking expense - Accrued expense - Deposits	5.1276 3.9044 0.4430 0.1440 0.8696 0.0375 0.0164	4.4729 2.2882 0.2732 0.1440 1.1416 0.1042 -	- The fee structure is the same as what applicable to general customers.
4. Sathorn City Tower Property Fund (The Company holds 0.13% in such fund)	<u>The Company</u> - Rental expense for departments of Company 's Head Office - Accrued expense - Deposits <u>The Subsidiaries</u> - Rental expense - Accrued expense - Deposits	25.7901 - 7.6643 13.0734 0.1684 2.7846	20.6623 0.3551 6.3946 12.7046 0.1666 2.6112	- The rental fee structure is the same as what applicable to general customers.
5. Emporium Tower Property fund (The Company holds 0.20% in such fund)	- Rental expense for 2 branch offices - Accrued expense - Deposits	3.9228 0.0274 0.8949	3.8730 0.0232 0.8949	- The rental fee structure is the same as what applicable to general customers.

(Million Baht)

Related Parties / Relationship	Description	Value		Price / Fee
		2014	2013	
6. City Realty Co.,Ltd. (Related by way of common director, Mr.Chali Sophonpanich)	- Parking expense - Rental fee for Asia Plus Art Exhibition	0.0704 0.0717	0.0627 -	- The rental fee structure is the same as what applicable to general customers.
7. Asia Warehouse Co.,Ltd. (Related by way of common director, Mr.Chali Sophonpanich)	<u>The Company</u> - Rental and Storage expense <u>Subsidiaries</u> - Rental expense	1.2206 0.0468	1.0050 0.0468	- The fee structure is the same as what applicable to general customers.

Remarks : Rental expenses include lease, services, parking, utilities and property tax.

8) Other

Related Parties / Relationship	Description	Price / Fee
1. Major shareholders, directors, the management and any parties who may have conflict of interest The Company's directors and executives	As at 31 December 2014, the Company entered into forward contracts to reduce the foreign currency risk in respect of investment in foreign currencies for the clients' portfolio. The forward contracts to sell USD 1.5 million, JPY 62.7 million, Euro 0.3 million, CHF 0.2 million, GBP 0.3 million and HKD 0.9 million were on behalf of the Company's director.	- The service with no fee to general customers

B Investment in Related Parties

(Million Baht)

Related Parties / Relationship		Description	Value			Price / Fee
			2014	2013	Increase (Decrease)	
1.	Bangkok Bank Public Company Limited (BBL) (- BBL holds stakes of 8.46% in the Company - Mrs.Nintira Sophonpanich, the Company's director, is a spouse of Mr.Chartsiri Sophonpanich, president of BBL.)	- Investment in common share - Dividend income	41.4438 2.8059	43.5442 4.9185	(2.1003)	- Investment portion 0.02%
2.	Emporium Tower Property Fund (City Realty Co.,Ltd. where Mr.Chali Sophonpanich is the authorized director, holds stake of 31.90% in such fund.)	- Investment in common share - Dividend income	4.1000 1.0455	4.1000 1.0045	-	- Investment portion 0.20%
3.	Bangkok Garden Property Fund (City Realty Co.,Ltd. where Mr.Chali Sophonpanich is the authorized director, holds stake of 32.90% in such fund.)	- Investment in common share - Dividend income	0.7613 0.0457	0.7613 0.0442	-	- Investment portion 0.06%
4.	Sathorn City Tower Property Fund (City Realty Co.,Ltd. where Mr.Chali Sophonpanich is the authorized director, holds stake of 32.13% in such fund.)	- Investment in common share	0.0640	0.0640 -	-	- Investment portion 0.13%
5.	Bangkok Apartment Property Fund (Type B) (Mr.Chali Sophonpanich holds stake of 86.67% in such fund.)	- Investment in common share	1.0000	1.0000	-	- Investment portion 0.15%
6.	The Bangkok Club Co.,Ltd. (Mr.Chali Sophonpanich, the Company's chairman, is a director of the Bangkok Club Co.,Ltd., holding stakes of 3.89%)	- Investment in common share	1.2400	1.2400	-	- Investment portion 0.06%
7.	TICON Industrial Connection Public Company Limited (TICON) (- Mr.Chali Sophonpanich, the Company's chairman, represents the Company as the director of the Board of Directors of TICON. - Mr.Chali Sophonpanich together with his spouse hold stakes of 3.30% in TICON.)	- Investment in common share	-	17.2978	(17.2978)	-
8.	Ticon Industrial Growth Leasehold Property Fund (TGROWTH) (- TICON holds 28.17% of stakes in TGROWTH. - Mr.Chali Sophonpanich, the Company's chairman, represents the Company as the director of the Board of Directors of TICON. - Mr.Chali Sophonpanich together with his spouse hold stakes of 3.30% in TICON.)	- Investment in common share	-	21.5210	(21.5210)	-

(Million Baht)

		Value			
Related Parties / Relationship	Description	2014	2013	Increase (Decrease)	Price / Fee
9. Intouch Holdings Public Company Limited (INTUCH) (Related by way of common director, Mr.Virach Aphimeteetamrong holding stake of 0% in INTUCH)	- Investment in common share	3.1747	38.4070	(35.2323)	- Investment portion 0.00%
	- Dividend income	5.8620	-		
10. Thai Agro Energy Public Company Limited (TAE) (Related by way of common director, Mr.Virach Aphimeteetamrong and Mr.Satit Chanjavanakul holding stake of 0% in TAE))	- Investment in common share	0.0009	-	0.0009	- Investment portion 0.00%
	- Dividend income	-	-		
11. Bangkok Chain Hospital Public Company Limited (BCH) (Related by way of common director, Mr.Virach Aphimeteetamrong holding stake of 0% in BCH)	- Investment in common share	0.3687	-	0.3687	- Investment portion 0.00%
	- Dividend income	0.0403	-		
12. Supalai Public Company Limited (SPALI) (Related by way of common director, Mr.Virach Aphimeteetamrong holding stake of 0.14% in SPALI)	- Investment in common share	1.4631	-	1.4631	- Investment portion 0.00%
	- Dividend income	0.1200	-		

Necessity and Rationale of Related Transactions

Related Transactions in the year 2013 and 2014 were deemed necessary and conducted reasonably in the normal course of business. These transactions involving brokerage incomes, fees, goods and services expenses, saving accounts, bank charges, interest expenses and rental expense (as detailed in A from 1-8) are considered normal business activities as the expenses of fee structure applying to related transactions is the same as that applying to general customers.

In relation to related transactions in investments (as described in B), these transactions had been approved by the Investment Committee, and the Board of Directors and effected with due authorization without any vote from common directors. The Company expects to continue carrying out such transactions in the future and shall ensure that transactions shall be effected at the prices and upon the conditions that will provide best benefits to the company.

Measures of Related Transaction Approval

Related transactions in the future may cause conflict of interest. Therefore the company will appoint an Audit Committee to review and consider whether it is necessary or rational to carry out such transactions. In case the Audit Committee is not well experienced in such transactions, the company

will assign independent experts or the company's auditor make comments on those transactions. Such comments are attributed to approval of the Board of Directors. The related transactions should be beneficial to the company.

However, the Board of Directors must comply with the Securities and Exchange Act including rules, regulations, provisions and notices of the Securities and Exchange Commission. The company must ensure its compliance with regulations of information disclosure concerning related transaction and proprietorship according to generally accepted accounting standards established by Federation of Accounting Professions. Upon approval, common directors, member of the Board of Directors, executive directors and/or member of other committees who involve in any transactions, they are not entitled to cast a vote in the meetings.

Policy of Related Transactions

The company expects to continue carrying out such transaction in both A and B in the future as they mostly involve normal business activities and benefits of the company. The company's policy in relation to upcoming related transactions is to follow guidelines as stated in measures or procedures of related transaction.

Management Discussion and Analysis

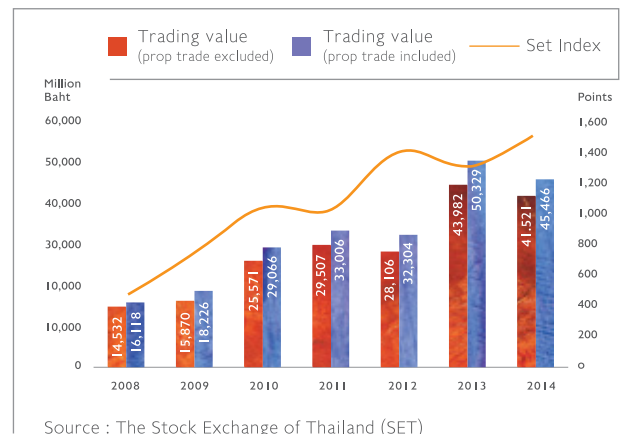
(Consolidated financial statement as at December 31, 2014; “the Company” hereinafter refers to “Asia Plus Group Holdings Securities Public Company Limited and subsidiaries”).

Earnings and financial position in 2014

Trading volume of the Stock Exchange of Thailand (SET) was the highest of ASEAN for the third consecutive year in 2014. Total market capitalization from new listed companies in 2014 was Bt304 billion and market capitalization from new listed companies expected in 2015 would be close to that of 2014. In addition, the market is improving investors' access to investment information via websites and social media to meet with lifestyles of investors in a digital age.

Daily securities trading value in 2014 was Bt45,466.49 million, the top of ASEAN for three years in a row despite an impact from domestic political turmoil in the first half of the year. Daily trading volume in the Thailand Futures Exchange (TFEX) was 147,025 contracts.

Average Daily Trading Value



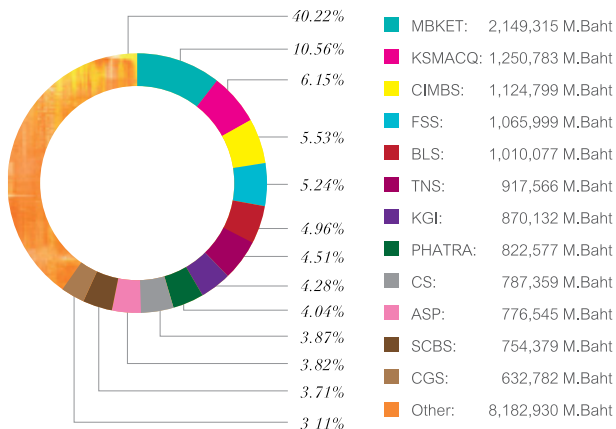
As at December 30, the last working day of 2014, SET Index closed at 1,497.67 pts, decreasing 0.04% or 0.55 pts.

The number of listed securities companies increased 30.77% from 13 companies in 2013 to 17 companies in 2014. Total market capitalization rose 20.52% from Bt11,496,765.17 million in 2013 to Bt13,856,283.31 million in 2014. Dividend yield decreased 9.26% from 3.24% in 2013 to 2.98%.

In 2014, local institutions were net buyers of Bt569.62 million, proprietary traders were net sellers of Bt1,055.51 million, foreign investors were net sellers of Bt146.23 million, and local retail investors were net buyers of Bt632.12 million.

The proportion of local retail accounts and local and foreign institutional accounts at the Company rose from 90.79% in 2013 to 90.82% in 2014, while the proportion of proprietary accounts decreased from 9.21% to 9.18%.

Market share of listed securities companies



Source : The Stock Exchange of Thailand (SET)

Securities brokerage business has still been in fierce competition in 2014. The Company could capture a market share of 3.82%, earning a ranking of tenth in the SET (proprietary trading excluded).

In 2014, 46 new companies were listed in the markets including the SET, MAI, Mutual Fund, REIT with a combined market capitalization at initial public offering (IPO) price of Bt304,796.99 million. The Company acted as a financial advisor and a lead underwriter for 2 of the 46 companies: Ichitan Group Public Company Limited (ICHL), a manufacturer and seller of ready-to-drink beverage under a trademark of Ichitan; and Srisawad Power 1979 Public Company Limited (SAWAD) provides loan services to retail customers with

secured loans against all types of collateral covering used vehicles, houses, and land, under a motto of “have a house, have a car and quick cash on hand”

The Company launched Sector Index Derivatives Warrants (DWs) for the first time in Thailand in 2014 by selecting the 1) energy, 2) banking, and 3) ICT sector as underline assets. Sector Index DWs are another alternative for investment because investors can just observe the performance of the sector in stead of selecting and monitoring a price of a single stock

In addition, the Company has been diversifying the revenue base and also seeking more revenue from a variety of businesses. In the past three years, revenue from brokerage commission fee had made up more than 50% of total revenue of the Company, versus 70% of the industrial average. Accordingly, the Company has become more well prepared for the fierce competition in the business since the liberalization of the brokerage commission fee.

Results of operations and profitability

The Company managed to earn good revenue and net profit growth in 2014 despite a dull market in the first quarter of the year. In 2014, the Company had total revenue of Bt2,672 million and net profit of Bt828 million, decreasing respectively 14% and 22% from Bt3,102 million and Bt1,067 million in 2013, which had been a very good year for investors. Earnings per share (EPS) in 2014 were Bt0.39, versus B0.50 in 2013.

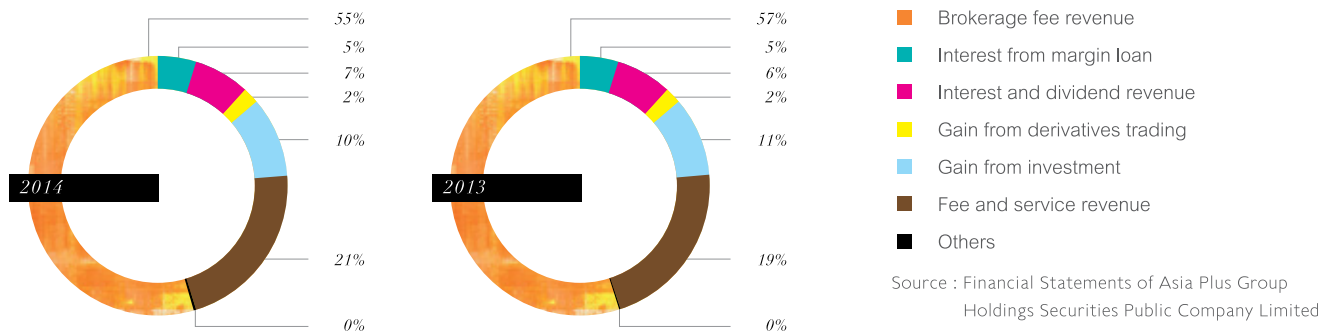
Growth Rate	2014	2013
Revenue growth (%)	-14%	50%
Operating expense growth (%)	-8%	34%
Net profit growth (%)	-22%	82%

Source : Financial Statements of Asia Plus Group Holdings Securities Public Company Limited

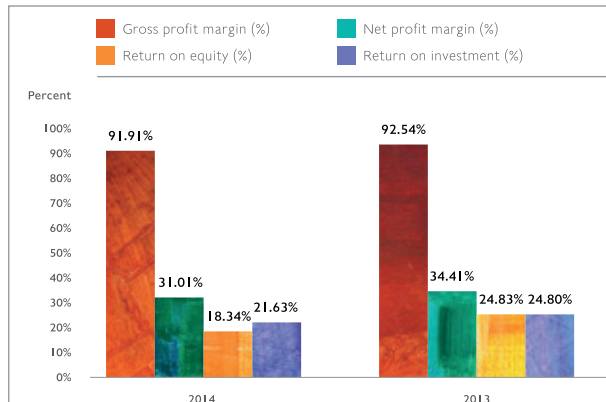
For a breakdown of the total revenue of Bt2,672 million, brokerage commission fee revenue accounted for the biggest part of the total revenue at Bt1,478 million or 55%, followed by fee and service revenue which stood at Bt564 million or 21%; others included gain from investment at Bt257 million, interest and dividend revenue at Bt184 million, interest from margin loan at Bt135 million,

gain from derivatives trading at Bt45 million and other revenue at Bt9 million. Nevertheless, the Company is still sticking to the strategy of revenue base and business diversification in order to minimize the risk of depending mainly on brokerage commission fee in future. In 2014, revenue from brokerage commission fee shrank to 55% of total revenue.

Breakdown of revenue



The Company's gross profit margin in 2014 was 91.91%, net profit margin was 31%, return on equity (ROE) was 18.34%, and return on investment (ROI) was 21.63%. The operation results indicated good control of operating expenses. Significant changes in revenues and expenses can be concluded as follows.



Profitability Ratio	2014	2013	2012
Gross profit margin (%)	91.91	92.54	92.39
Net profit margin (%)	31.01	34.41	28.49
Return on equity or ROE (%)	18.34	24.83	14.41
Return on investment or ROI (%)	21.63	24.80	22.84

Source : Financial Statements of Asia Plus Group Holdings Securities Public Company Limited

Brokerage commission fee revenue from securities and derivatives trading

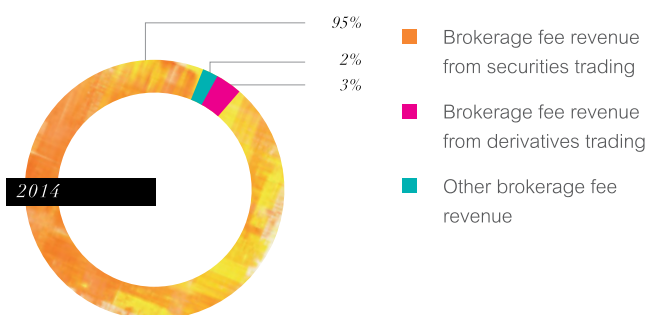
Revenue from brokerage commission fee in 2014 dropped 16% to Bt1,478 million; revenue from derivatives brokerage fee decreased 41% while revenue from securities brokerage fee decreased 15.4% since the proportion of local investments by retail investors and institutional investors declined and thus depressed the Company's market share to 3.82%. On the other hand, revenue from other fee grew 38.7%, which was in line with the Company's strategy of revenue base diversification.

Consolidated Financial Statements
(Million Baht) Ended December 31

Revenue from Brokerage Commission Fee	2014	2013	% Change
Brokerage fee from securities trading	1,398	1,653	-15.4%
Brokerage fee from derivatives trading	47	80	-40.8%
Other brokerage fee	33	24	38.7%
Total brokerage fee revenue	1,478	1,757	-15.9%

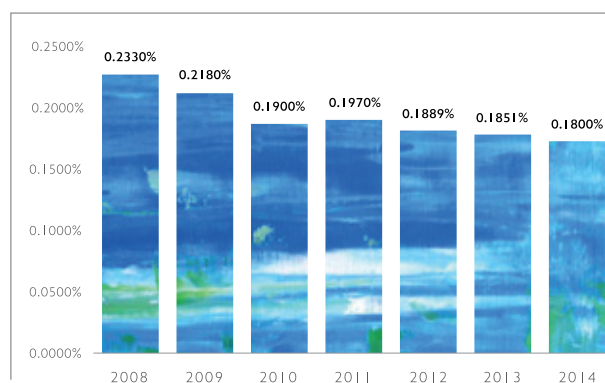
Furthermore, the Company has launched more diversified products to meet with customers' demands while also expanding customer base both locally and internationally. Net brokerage fee charge in 2014 dropped slightly to 0.18%, still consistent with the Company's policy over the past three years.

Brokerage Fee Revenue



Source : Financial Statements of Asia Plus Group
Holdings Securities Public Company Limited

Net Brokerage Fee Charge

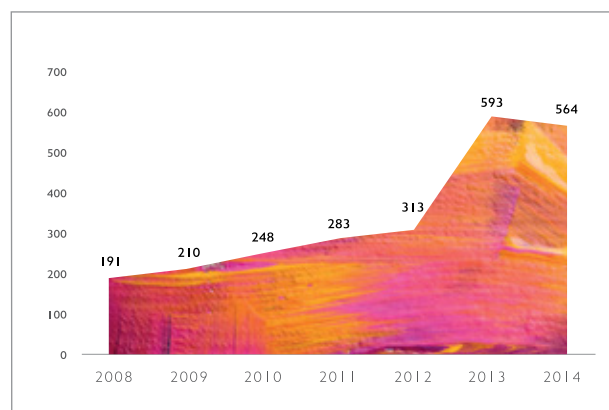


Source : Financial Statements of Asia Plus Group
Holdings Securities Public Company Limited

Fee and service revenue

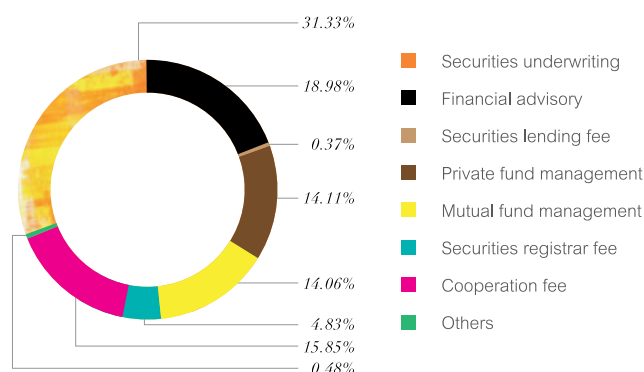
Since 2009, fee and service revenue has been rising continuously from the Company's strategy adjustment in order to meet with changing market situations. In 2014, however, the revenue lowered 4.9% or Bt29 million to Bt564 million. Underwriting revenue accounted for 31% of the total fee and service revenue; revenue from the financial advisory business was 19%, arranging fee 16%; the private fund management business 14%; the mutual fund management business 14% and other revenue 6%. The Company has also planned to increase revenue from other businesses, including global investment, wealth plus, investment banking, and derivatives, which would help boost fee and service revenue growth in the future.

Fee Revenue Growth (Consolidated)



Source : Financial Statements of Asia Plus Group
Holdings Securities Public Company Limited

Fee and Service Revenue



Source : Financial Statements of Asia Plus Group
Holdings Securities Public Company Limited

Consolidated Financial Statements (Million Baht) Ended December 31

Revenue from Fee and Service	2014	2013	% Change
Securities underwriting	177	200	-11.7%
Financial advisory	107	87	23.2%
Securities lending fee	2	1	80.3%
Private fund management	80	105	-24.3%
Mutual fund management	79	121	-34.3%
Securities registrar fee	27	31	-13.4%
Arranging fee	89	41	118.1%
Others	3	7	-60.3%
Total fee and service revenue	564	593	-4.9%

Source : Financial Statements of Asia Plus Group Holdings Securities Public Company Limited

Gain from securities and derivatives trading

The opening Index at the beginning of 2014 and the closing Index at the end of the year was significantly different, with SET Index rising 199 pts in total. However, the difference between the high and the low was as big as 376 pts. Owing to the volatile Index movement, investors were less interested in derivatives trading in 2014. As a result, the Company's gain from securities and derivatives trading decreased from Bt47 million to Bt45 million in 2014.

Interest and dividend revenue

The Company's return from interest and dividend decreased Bt2 million from Bt186 million in 2013 to Bt184 million in 2014 because of the economic fluctuation and political uncertainty in the first quarter of the year and the decrease interest rates locally and globally. Revenue from interest on deposits decreased from Bt117 million to Bt110 million in 2014.

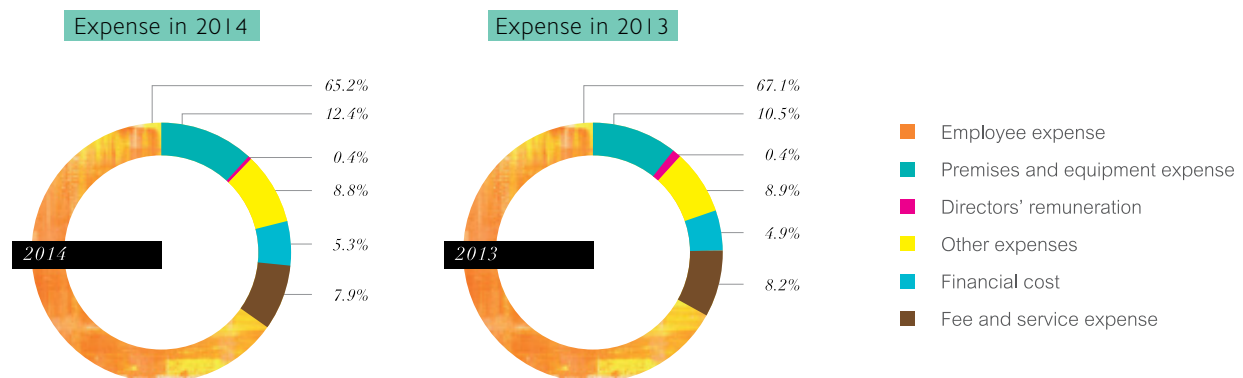
Interest from margin loan

The Company's interest from margin loan decreased 19% from Bt167 million in 2013 to Bt135 million in 2014 due to the correction of SET Index and global stock indices.

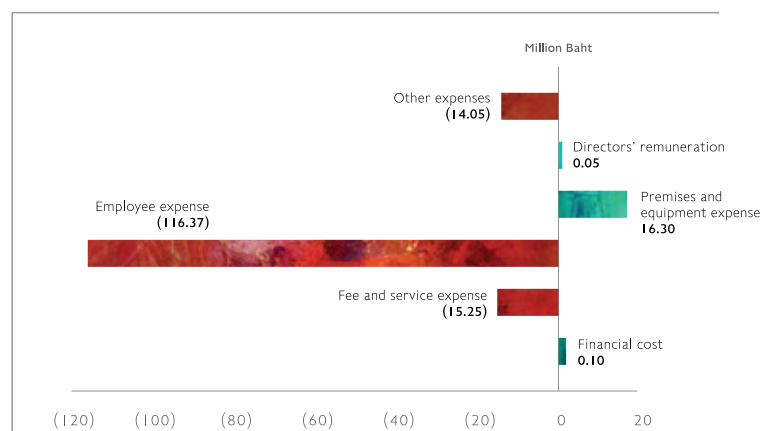
Operating expenses increased from continuing business expansion

In 2014, the Company marched forward with aggressive business expansion, especially in the businesses that could generate more revenue, aiming at balancing revenue diversification by expanding customer base to boost income and profit growth in the long run. However, with this strategy, the proportion of the revenue to operating expenses could not decrease significantly in the short term. Overall, the Company had total expenses of Bt1,633 million, down Bt129 million or 7% from 2013.

The structure of expenses showed no significant change from 2013; 67% of the total expenses was still personnel expense, which lowered Bt116 million from 2013 following decreasing commission remuneration for sales officers as a result of decreasing trading volume from market influence. In addition, the premises and equipment expense increased from Bt186 million in 2013 to Bt202 million in 2014 because the Company had renovated the head office during the year.



Changes in Expense: 2014 vs 2013



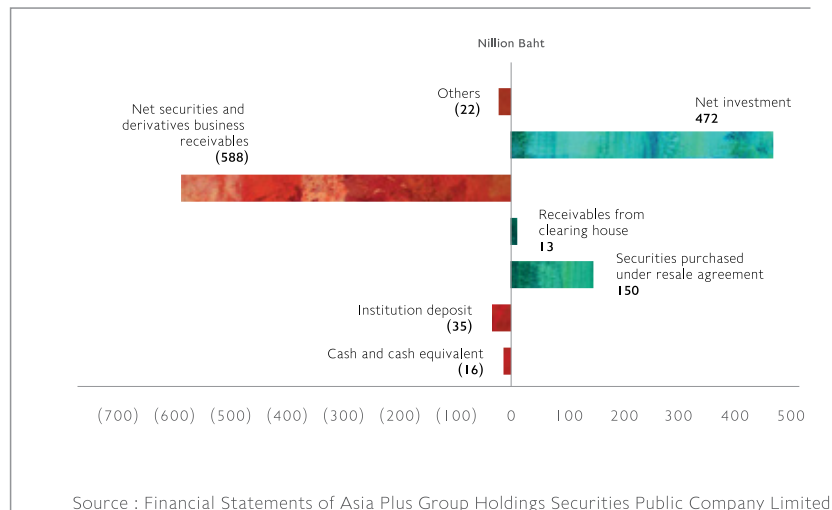
Bad debt and doubtful accounts rose by Bt2.1 million from 2013 because the Company had to make additional allowance for doubtful accounts after the assessment of each item of receivables' financial status and credit risk in comply with the criteria of the Securities and Exchange Commission (SEC).

Asset management

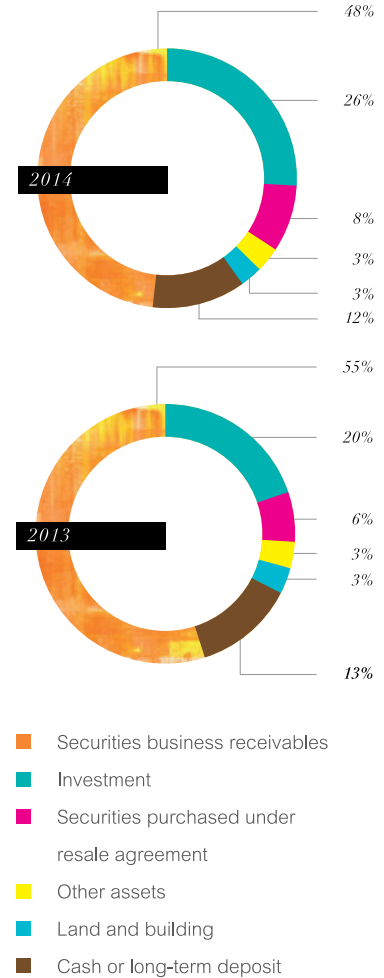
Assets

According to the statement of financial position (consolidated financial statements) for 2014, the Company's total assets at end of 2014 were Bt7,660 million, down Bt26 million from Bt7,686 million in 2013. Looking at the details, net securities and derivatives business receivables decreased Bt588 million, whereas net investment increased Bt472 million. This was a strategic adjustment to meet with changing situations in the market; the Company has also increased liquid assets, for future investment opportunities.

Changes in Assets: 2014 vs 2013



Assets



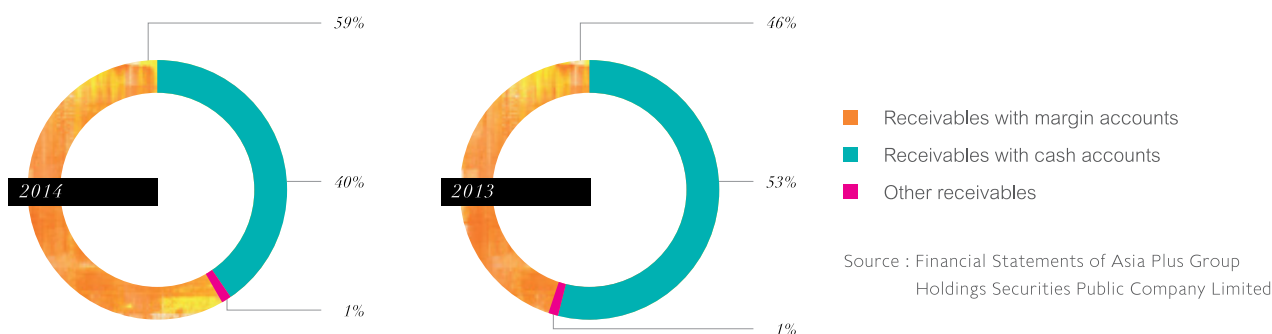
Net securities business receivables and derivatives business receivables

Net securities business receivables and derivatives business receivables mean net values of securities business receivables and derivatives business receivables minus allowance for doubtful accounts and plus accrued interest.

At the end of 2014, net securities business receivables and derivatives business receivables declined Bt588 million from Bt4,221 million at end of 2013 to Bt3,633 million.

The items comprised receivables with cash accounts at 40%, receivables with margin accounts at 59%, and other receivables at 1%. Receivables with cash accounts decreased Bt792 million from the same period of last year whereas receivables with margin accounts increased Bt201 million; this reflected increasing credit balance accounts.

Net securities business receivables



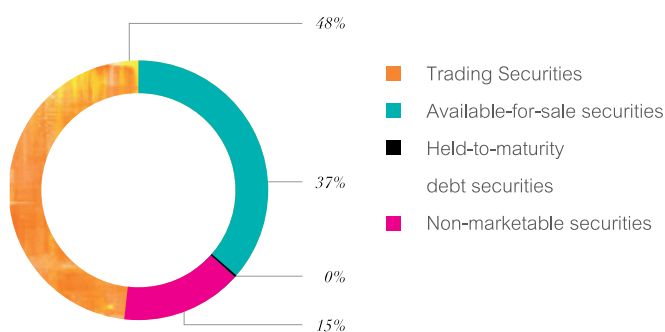
For allowance for doubtful accounts, the Company assessed a financial status of each item of receivables and considered a risk in credit follow up and the collateral value, complying to the Securities and Exchange Commission (SEC)'s criteria regarding the debt repayment arrangement and provisioning, as prescribed in the Notification No. Kor.Thor. 5/2544 dated February 15, 2001, and other factors.

As at December 31, 2014, the Company's allowance for doubtful accounts was Bt38 million, which already reached the ceiling.

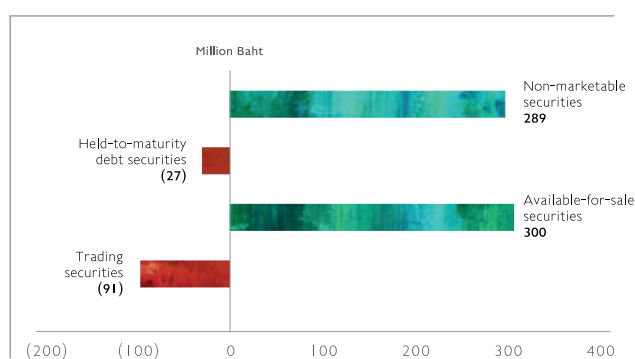
Net investment in debt securities and equity securities

For the investment structure in 2014, trading securities accounted for 48%, available-for-sale securities accounted for 37%, and non-marketable securities accounted for 15%. The value of securities investment at end of 2014 rose Bt472 million from the same period of last year. The largest growth of Bt300 million occurred in available-for-sale securities as a result of increasing investment in private debt securities and local unit trusts, the mark-to-market rule, and recognition of gain/loss from the proprietary portfolio. Non-marketable securities investment increased Bt289 million as a result of increasing equity securities.

Investment in 2014 (Consolidated)



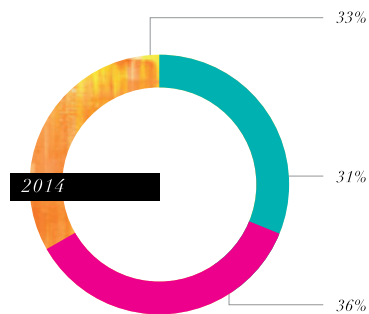
Net Changes in Investment



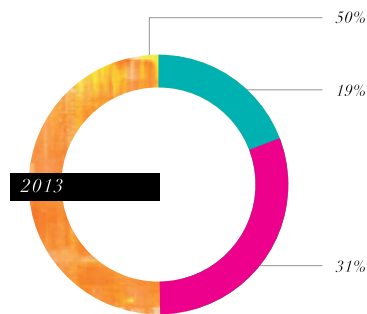
Source : Financial Statements of Asia Plus Group Holdings Securities Public Company Limited

However, in terms of investment strategy, proprietary portfolio expanded significantly in 2014. The proportion of investment in debt securities grew from 19% in 2013 to 31%; the proportion of investment in local equity securities enhanced from 31% to 36%; the proportion of investment in global equity securities, in contrast, was reduced from 50% to 33% because of more volatile economies worldwide.

Proprietary Portfolio at End of 2014



Proprietary Portfolio at End of 2013



- Foreign equity securities
- Debt securities
- Local equity securities

Source : Financial Statements of Asia Plus Group Holdings Securities Public Company Limited

The Company underwent adjustment for valuation of investment. Fair value of marketable securities was calculated from the last bid price of securities at the last working day of the year. Calculation of fair value of debt securities was based on the yield announced by the Thai Bond Market Association (ThaiBMA) and calculation of fair value of unit trust was based on net asset value (NAV) of the unit trust.

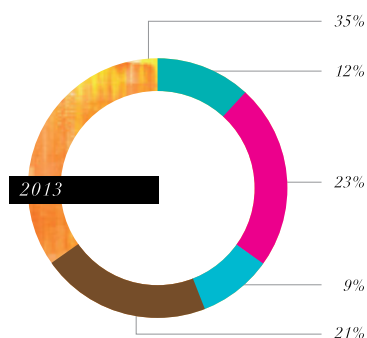
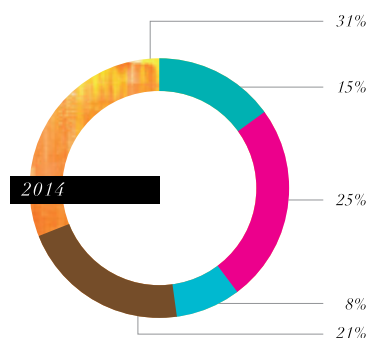
The Company will book loss from impairment of investment (if any) under a category of gain/loss from operations.

Premises and equipment

Land value was measured at its cost while buildings and equipment value was measured from the cost minus accumulated depreciation and allowance for impairment loss (if any). Building and equipment depreciation was calculated by a straight-line method based on the service life of the asset.

As at December 31, 2014, net value of the Company's premises and equipment was Bt251 million; Bt52 million was for the land, Bt79 million for the building, Bt39 million for the office furniture, Bt62 million for the office equipment, and Bt19 million for the vehicles. Compared with 2013, net value of the office furniture and the office equipment increased Bt8 million and Bt3 million, respectively, while net value of the building and vehicles decreased Bt9 million and Bt4 million, respectively.

Premises and equipment



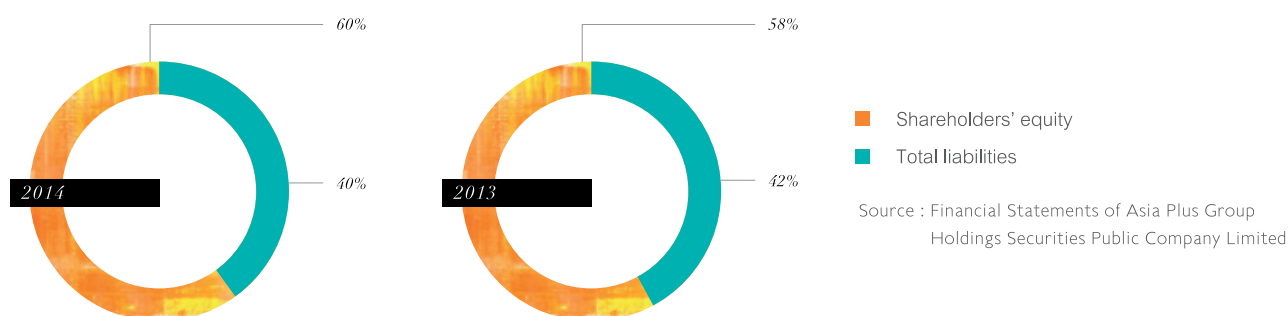
- Building
- Office furniture
- Office equipment
- Vehicle
- Land

Source : Financial Statements of Asia Plus Group Holdings Securities Public Company Limited

Capital base ready for future growth

Total liabilities ratio decreased from 42% in 2013 to 40% in 2014, which was considered an appropriate level. Debt to equity ratio was only 0.67x, indicating low risk, since the Company's capital had not come mainly from borrowings. On the other hand, shareholders' equity ratio increased from 58% to 60%. At end-2014, net shareholders' equity equated to Bt4,591 million, versus Bt4,435 million in 2013, which was sufficient for the Company's business expansion plan in the future. The changes in liabilities and shareholders' equity are as follows.

Capital



Liabilities

Total liabilities as at December 31, 2014 equated to Bt3,069 million, decreasing Bt182 million from the same period of last year. Payables to clearing house dropped Bt672 million and accrued expense dropped Bt40 million. On the contrary, issued debt securities and other borrowings increased Bt300 million, which were less-than-one-month bills of exchange. In addition, securities sold under repurchase agreements increased from Bt500 million to Bt649 million in 2014, entirely private debt securities. Provision for long-term personnel benefits rose slightly by Bt8 million, which was in line with the Company's forecast made by the actuarial science method and realized in the other comprehensive income and part of retained earnings.

Liabilities (Million Baht)	2014	2013	Change
Borrowings from financial institutions	0.17	0.00	0.17
Securities sold under repurchase agreements	649.13	499.60	149.53
Payables to clearing house	404.34	1,075.98	(671.65)
Securities business payables and derivatives business payables	969.63	926.12	43.51
Derivatives liabilities	33.50	48.62	(15.11)
Issued debt securities and other borrowings	299.81	0.00	299.81
Provision for long-term personnel benefits	105.27	97.79	7.48
Liabilities Provision	4.40	4.40	0.00
Deferred tax liabilities	3.70	20.02	(16.32)
Accrued corporate income tax	121.35	75.31	46.05
Accrued expense	438.44	478.32	(39.88)
Other liabilities	39.09	24.69	14.40
Total liabilities	3,068.83	3,250.85	(182.02)

Source : Financial Statements of Asia Plus Group Holdings Securities Public Company Limited

Shareholders' equity

Despite a large interim dividend payment of Bt673 million in 2014, net shareholders' equity at end of 2014 was still as high as Bt4,591 million, increasing Bt156 million from 2013. The shareholders' equity came from Bt830 million of increasing comprehensive income in 2014 minus annual dividend payment of Bt421 million in 2013.

Change in Shareholders' Equity

Million Baht

Outstanding shareholders' equity as at January 1, 2014	4,182
Annual dividend payment in 2013	(421)
Comprehensive income in 2014	830
Outstanding shareholders' equity as at December 31, 2014	4,591

Source : Financial Statements of Asia Plus Group Holdings Securities Public Company Limited

Liquidity and Capital Strength

Liquidity adequacy

The Company had sufficient liquidity. As at December 31, 2014, the Company had cash and cash equivalents of Bt832 million, deposit at financial institutions of Bt105 million, and net capital requirement (NCR) of 102.54% of general liabilities and pledged assets. The Company adhered to a policy of maintaining net capital and net capital requirement above the SEC's standards of net capital of not lower than Bt25 million and net capital requirement of not lower than 7% of total liabilities and pledged assets. Net capital and net capital requirement in the past three years were as follows.

Capital	Dec 31, 2014	Dec 31, 2013	Dec 31, 2012
Net capital (Million Baht)	2,891	3,360	3,024
Net capital requirement or NCR (%)	102.54%	112.97%	83.17%

Sources and uses of funds

As at December 31, 2014, the Company had cash and cash equivalents of Bt832 million; operating cash flow and normalized profit were not much different. This indicates the Company's liquidity adequacy and readiness for future investment opportunities. Changes in sources and uses of funds over the past year were as follows.

- Funds increased as operating assets decreased Bt728 million after the Company had reduced the size of funds in order to reduce risk and enhance liquidity.
- Funds decreased as liabilities declined Bt469 million from a decrease in payables to clearing house.
- Funds decreased as a result of investment activities of Bt501 million.
- Funds decreased as a result of dividend payment of Bt674 million.

Operating Cash Flow in 2014

Million Baht

Normalized profit before income tax expense	1,039
Add (less) adjustments to reconcile net profit to net cash from operating activities	(139)
Profit from operations before change in operating assets and liabilities	900
Changes in asset and liabilities	
(Increase) decrease in operating assets	728
(Decrease) increase in operating liabilities	(469)
Net cash provided by operating activities	1,159
Cash flow from investing activities	(501)
Net cash used in financing activities (dividend payment)	(674)
Net increase in cash and cash equivalents	(16)
Cash and cash equivalents as at January 1, 2014	848
Cash and cash equivalents as at December 31, 2014	832

Source : Financial Statements of Asia Plus Group Holdings Securities Public Company Limited

Factors and influence on future financial position

Even though earnings performance of securities companies tends to improve in 2015, the following factors are the risks that may cause volatility.

- (1) Fierce competition may adversely affect profitability. Securities companies may have to reduce a brokerage fee charge to keep customer base and increase market share, for instance.
- (2) Securities companies have depended mainly on revenue from securities brokerage commission fee (accounting more than 60% of total revenues in the past three years).
- (3) Global economy has been fluctuating. The Fed ended the QE measure in 2014 and may start increasing the policy rate in 2015, Eurozone economic recovery has still been slack, and political conflicts have arisen in many countries worldwide.

Consequently, in order to boost the business growth, the Company has to balance and diversify the revenue base. In term of profit and revenue generation, the Company manages to earn a place in top three of the securities business. For revenue structure, 58% come from fee base and around 15-20% from the investment banking service. In addition, the Company has sought an opportunity to make cross selling to serve the customers' demands and expand the customer base.

The Company has focused on personnel development. A world-class human resource advisory company has been hiring to help conduct a leadership development program called ASP Leadership Profile & DNA, Leadership Assessment, and Integrated Leadership Development, aiming at cultivating and improving leadership proficiency for executives and staff since they are key factors to the Company's stability and sustainability in the long run. Furthermore, the Company has also emphasised on widening the knowledge and understanding of financial products among customers and investors.

Additionally, with a highly experienced and professional management team, the Company is committed to remaining the industry leader and promoting the capital market, as guaranteed by IAA Awards for Analysts 2013, Best CEO Award, and Outstanding Company Performance Award for listed companies with market capitalization between Bt2 billion and Bt10 billion.

The Company is holding to a principle of good governance, prudential risk management, and cautious business management to ensure sustainable business growth

Report of the Board of Directors' Responsibilities for Financial Statements



The Board of Directors of Asia Plus Group Holdings Securities Public Company Limited is responsible for the consolidated financial statements of the Company and its subsidiaries, including financial information appearing in the 2014 Annual Report. The financial statements have been prepared in accordance with generally accepted accounting principles in Thailand with appropriate accounting policies applied on a conservative and consistent basis. Where judgment and estimates were required, these were made with careful and reasonable consideration, and adequate disclosures have been made in the notes to the financial statements. These financial statements have been audited by independent certified auditors who have given their unqualified opinions, which reflected fair and transparent financial position and operating performance that is useful information for shareholders and general investors.

The Board of Directors has also adopted and maintained an appropriate and efficient system of risk management as well as internal control systems to ensure that the reliability and completeness of financial information are in place with ability to protect the Company's assets in order to prevent fraud or materially irregular operation.

In this regard, the Board of directors has appointed an Audit Committee which comprises three independent directors who are responsible for reviewing and working with internal and external auditors on the financial reports, financial statements and a quarterly and yearly basis, internal control, related transactions including compliance, as appeared in the report of the Audit Committee which is presented in this annual report.

The Board of Directors believed that the company has a satisfactory level of internal control systems and internal audit and can reasonably assure that the financial reports of the company and its subsidiary as at December 31, 2014 are reliable and prepared in line with generally accepted accounting principles and relevant rules and regulations



Mr.Chali Sophonpanich
Chairman



Mr.Kongkiat Opaswongkarn
Chief Executive Officer

Report of the Risk Management Committee

For the year ended December 31, 2014



The Risk Management Committee (RMC) consists of all 4 independent directors - Mr. Sopon Punyaratabandhu, Dr. Virach Aphimeteetamrong, Mr. Satit Chanjavanakul, and Mr. Michael David Roberts, and an Executive Director who is the Chief Operation Officer - Dr. Patchara Surajaras.

The main responsibilities of the RMC are to oversee risk governance structure including enterprise risk management policies and practices, adequacy of risk capital, liquidity and funding.

The RMC met 4 times in 2014. The division/department heads of Market Risk, Risk Management, and Compliance & Audit attended every meeting. Other executives were also invited to attend selected meetings to discuss with the RMC the risk management practices and issues relevant to their areas of responsibilities. During 2014 the RMC focused on the implementation of ASP Enterprise Risk Management Policy (ERM) approved by the Board of Directors. The RMC reviewed for capital adequacy, liquidity, financing requirements taking into account current and future business needs, and also discussed the readiness of business continuity plan.

In 2015, the RMC plans to adjust the ERM and practices to be in line with the restructure of Asia Plus Group.



Mr. Sopon Punyaratabandhu
Chairman of the Risk Management Committee
25 February 2015

Report of the Audit Committee

For the year ended December 31, 2014

The audit committee which has been appointed by the Board of Directors comprises independent directors qualified under requirements of the Stock Exchange of Thailand and possess knowledge and experience in finance, accounting and business management. In 2014, chairman of the audit committee was Dr. Virach Aphimeteetamrong and the other committee members were Mr. Sapon Punyaratabandhu and Mr. Satit Chanjavanakul.

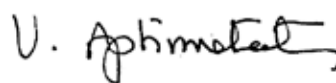
The audit committee performed its duties in accordance with the scope of duties and responsibilities as delegated by the Board of Directors and as set in its audit committee charter. In 2014 the committee held 8 meetings with the external auditors, the management, and the audit and compliance departments including one meeting with the external auditors in absence of the management as the following issues

1. Reviewed the quarterly, half-year and annual financial statements and related financial reports. The committee agreed with the external auditor's opinions that the financial statements present fairly, in all material aspects, the financial position and the results of operations in compliance with generally accepted accounting principles, including the accounting laws, and regulations of the SEC and the SET, and is reliable with sufficient disclosure. The committee also reviewed related party transactions for arms-length and adequate disclosure.
2. Considered and approved operation plans of the Compliance and Audit Department, and

acknowledged the results of assessment of the adequacy of internal control systems and the compliance with regulatory requirements.

3. Reviewed the anti-bribery and corruption policies, whistle-blowing policies and the Self-Evaluation measures in Countering Bribery for the Company and its subsidiaries in order to apply for being a member of Thailand's Private Sector Collective Action Coalition Against Corruption.
4. Participated as members of risk management committee.
5. Considered performance and independent of the external auditor, and the audit fee, and recommended the Board of Directors to propose to the shareholders to appoint the EY Office Limited as the external auditors for the year 2014.

The committee is of an opinion that management observe good corporate governance, the financial statements present fairly, in all material aspects, the financial position and the results of operations in compliance with generally accepted accounting principles with sufficient disclosure on related party transactions, and the company has established adequate internal control systems and risk management and has complied with regulatory requirements concerned.



Dr. Virach Aphimeteetamrong
Chairman of the Audit Committee

23 February 2015

Indepedent Auditor's Report

to the Shareholders of Asia Plus Securities Public Company Limited

I have audited the accompanying consolidated financial statements of Asia Plus Securities Public Company Limited and its subsidiaries, which comprise the consolidated statement of financial position as at 31 December 2014, and the related consolidated statements of comprehensive income, changes in owners' equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information, and I have also audited the separate financial statements of Asia Plus Securities Public Company Limited for the same period.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.


An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected

depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Asia Plus Securities Public Company Limited and its subsidiaries and of Asia Plus Securities Public Company Limited as at 31 December 2014, their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.



Chayapol Suppasdtanon

Certified Public Accountant (Thailand) No.3972

EY Office Limited

Bangkok: 25 February 2015

Statements of financial position

Asia Plus Securities Public Company Limited and its subsidiaries

As at 31 December 2014 and 2013

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
Assets					
Cash and cash equivalents	7	832,459,345	848,306,672	214,168,927	715,430,205
Deposits at financial institutions	8	105,000,000	140,002,131	-	-
Securities purchased under resale agreements	9	649,129,682	499,605,648	649,129,682	499,605,648
Receivables from Clearing House	10	14,789,627	1,988,371	14,789,627	1,988,371
Securities and derivatives business receivables - net	11	3,633,447,448	4,221,063,146	3,633,447,448	4,221,063,146
Derivatives assets	12	14,776,813	18,390,503	14,776,813	18,390,503
Investments - net	13	1,974,474,755	1,502,658,920	1,974,474,755	1,502,658,920
Investments in subsidiaries	14	-	-	612,706,967	112,706,997
Property, plant and equipment - net	15	250,769,388	252,347,617	238,500,140	235,438,248
Intangible assets - net	16	22,441,554	20,173,357	18,590,716	16,175,379
Deferred tax assets	17	3,544,591	3,150,255	-	-
Other assets	18	159,167,714	178,530,559	122,256,832	141,116,059
Total assets		7,660,000,917	7,686,217,179	7,492,841,907	7,464,573,476

The accompanying notes are an integral part of the financial statements.

Statements of financial position (continued)


Asia Plus Securities Public Company Limited and its subsidiaries

As at 31 December 2014 and 2013

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2014	2013	2014	2013
Liabilities and owners' equity					
Liabilities					
Borrowings from financial institutions	19	174,576	-	174,576	-
Securities sold under repurchase agreements	20	649,129,682	499,604,678	649,129,682	499,604,678
Payables to Clearing House	21	404,337,322	1,075,984,718	404,337,322	1,075,984,718
Securities and derivatives business payables	22	969,633,178	926,118,564	969,633,178	926,118,564
Derivatives liabilities	12	33,500,622	48,615,261	33,500,622	48,615,261
Debt issued and borrowings	19	299,810,254	-	349,810,254	-
Provision for long-term employee benefits	23	105,268,407	97,793,154	88,898,426	83,349,870
Provision	24	4,400,000	4,400,000	4,400,000	4,400,000
Deferred tax liabilities	17	3,696,417	20,016,002	3,696,417	20,016,002
Corporate income tax payables		121,351,762	75,305,212	113,817,497	66,107,892
Accrued expenses		438,437,731	478,315,582	375,999,790	403,271,863
Other liabilities	25	39,089,284	24,692,884	34,623,383	21,954,499
Total liabilities		3,068,829,235	3,250,846,055	3,028,021,147	3,149,423,347
Owners' equity					
Share capital					
Authorised share capital					
2,521,945,020 ordinary shares of Baht 1 each		2,521,945,020	2,521,945,020	2,521,945,020	2,521,945,020
Issued and paid-up share capital					
2,105,656,044 ordinary shares of Baht 1 each		2,105,656,044	2,105,656,044	2,105,656,044	2,105,656,044
Additional paid-in capital		1,139,183,677	1,139,183,677	1,139,183,677	1,139,183,677
Other components of owners' equity	13.6	52,239,930	50,507,557	52,239,930	50,507,557
Retained earnings					
Appropriated					
Statutory reserve	26	252,194,502	252,194,502	252,194,502	252,194,502
Unappropriated		1,041,897,529	887,829,344	915,546,607	767,608,349
Total owners' equity		4,591,171,682	4,435,371,124	4,464,820,760	4,315,150,129
Total liabilities and owners' equity		7,660,000,917	7,686,217,179	7,492,841,907	7,464,573,476

The accompanying notes are an integral part of the financial statements.


(Mr. Patchara Surajaras)
Director


(Mr. Jirawat Lewprasert)
Director

Statements of comprehensive income

Asia Plus Securities Public Company Limited and its subsidiaries

For the years ended 31 December 2014 and 2013

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013 (Restated)	2014	2013 (Restated)
Revenues					
Brokerage fees	28	1,477,722,666	1,756,580,018	1,484,014,316	1,762,022,722
Fees and services income	29	564,161,317	593,347,348	246,409,700	259,178,436
Gain on securities		256,716,345	341,631,739	256,716,345	341,631,739
Gain on derivatives		44,905,136	47,310,440	44,905,136	47,310,440
Interest and dividend		184,348,097	186,119,363	248,617,876	209,891,456
Interest on margin loans		135,115,811	167,094,700	135,115,811	167,094,700
Other income		8,845,685	9,674,909	15,417,076	10,800,123
Total revenues		2,671,815,057	3,101,758,517	2,431,196,260	2,797,929,616
Expenses					
Finance costs		85,801,038	85,699,963	91,014,080	85,699,963
Fees and services expenses		129,616,623	144,865,547	124,974,567	161,365,594
Operating expenses					
Personnel expenses		1,065,389,641	1,181,762,691	895,012,887	996,615,991
Premises and equipment expenses		201,804,154	185,507,036	174,154,401	157,408,444
Directors' remuneration		6,907,000	6,852,500	6,040,000	6,360,000
Other expenses		141,267,288	157,445,326	124,330,454	121,952,849
Bad debt and doubtful accounts		2,248,672	121,400	2,248,672	121,400
Total expenses		1,633,034,416	1,762,254,463	1,417,775,061	1,529,524,241
Profit before income tax expenses		1,038,780,641	1,339,504,054	1,013,421,199	1,268,405,375
Income tax expenses	17	(210,902,522)	(272,173,940)	(191,673,007)	(250,620,457)
Profit for the year		827,878,119	1,067,330,114	821,748,192	1,017,784,918

The accompanying notes are an integral part of the financial statements.

Statements of comprehensive income (continued)

Asia Plus Securities Public Company Limited and its subsidiaries

For the years ended 31 December 2014 and 2013

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2014	2013 (Restated)	2014	2013 (Restated)
Other comprehensive income:					
Gain (loss) on re-measuring available-for-sale investments	13.6	2,165,466	(43,690,425)	2,165,466	(43,690,425)
Income tax relating to components of other comprehensive income	17.3	(433,093)	8,738,085	(433,093)	8,738,085
Total other comprehensive income for the year		1,732,373	(34,952,340)	1,732,373	(34,952,340)
Total comprehensive income for the year		829,610,492	1,032,377,774	823,480,565	982,832,578
Earnings per share	31				
Basic earnings per share					
Profit for the year		0.39	0.51	0.39	0.48

The accompanying notes are an integral part of the financial statements.


(Mr. Patchara Surajaras)
Director


(Mr. Jirawat Lewprasert)
Director

Statements of changes in owners' equity

Asia Plus Securities Public Company Limited and its subsidiaries

For the years ended 31 December 2014 and 2013

(Unit: Baht)

		Consolidated financial statements					
		Other components of owners' equity		Retained earnings			
		Other comprehensive income					
				Gain (loss) on re-measuring available-for-sale investments	Appropriated - Statutory reserve	Unappropriated	Total
Note	Issued and paid-up share capital	Additional paid-in capital					
	2,105,656,044	1,139,183,677		85,459,897	229,831,801	600,898,107	4,161,029,526
	-	-	-	-	-	1,067,330,114	1,067,330,114
	-	-	(34,952,340)	(34,952,340)	-	-	(34,952,340)
	-	-	(34,952,340)	(34,952,340)	-	1,067,330,114	1,032,377,774
27	-	-	-	-	-	(758,036,176)	(758,036,176)
26	-	-	-	-	22,362,701	(22,362,701)	-
	2,105,656,044	1,139,183,677		50,507,557	252,194,502	887,829,344	4,435,371,124
	2,105,656,044	1,139,183,677		50,507,557	252,194,502	887,829,344	4,435,371,124
	-	-	-	-	-	827,878,119	827,878,119
	-	-	1,732,373	1,732,373	-	-	1,732,373
	-	-	1,732,373	1,732,373	-	827,878,119	829,610,492
27	-	-	-	-	-	(673,809,934)	(673,809,934)
	2,105,656,044	1,139,183,677		52,239,930	252,194,502	1,041,897,529	4,591,171,682

The accompanying notes are an integral part of the financial statements.

Statements of changes in owners' equity (continued)

Asia Plus Securities Public Company Limited and its subsidiaries

For the years ended 31 December 2014 and 2013

(Unit: Baht)

		Separate financial statements					
		Other components of owners' equity		Retained earnings			
		Other comprehensive income					
				Gain (loss) on re-measuring available-for-sale investments	Appropriated - Statutory reserve	Unappropriated	Total
Note	Issued and paid-up share capital	Additional paid-in capital					
	2,105,656,044	1,139,183,677		85,459,897	229,831,801	530,222,308	4,090,353,727
Balance as at 31 December 2012							
<u>Change during the year</u>							
Profit for the year	-	-	-	-	-	1,017,784,918	1,017,784,918
Other comprehensive income for the year	-	-	-	(34,952,340)	-	-	(34,952,340)
Total comprehensive income for the year	-	-	-	(34,952,340)	-	1,017,784,918	982,832,578
Dividend paid	-	-	-	-	-	(758,036,176)	(758,036,176)
Appropriation retained earnings	-	-	-	-	22,362,701	(22,362,701)	-
Balance as at 31 December 2013	2,105,656,044	1,139,183,677		50,507,557	252,194,502	767,608,349	4,315,150,129
	2,105,656,044	1,139,183,677		50,507,557	252,194,502	767,608,349	4,315,150,129
Balance as at 31 December 2013							
<u>Change during the year</u>							
Profit for the year	-	-	-	-	-	821,748,192	821,748,192
Other comprehensive income for the year	-	-	-	1,732,373	-	-	1,732,373
Total comprehensive income for the year	-	-	-	1,732,373	-	821,748,192	823,480,565
Dividend paid	-	-	-	-	-	(673,809,934)	(673,809,934)
Balance as at 31 December 2014	2,105,656,044	1,139,183,677		52,239,930	252,194,502	915,546,607	4,464,820,760

The accompanying notes are an integral part of the financial statements.

Cash flow statements

Asia Plus Securities Public Company Limited and its subsidiaries

For the years ended 31 December 2014 and 2013

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Cash flows from operating activities				
Profit before income tax expenses	1,038,780,641	1,339,504,054	1,013,421,199	1,268,405,375
Adjustments to reconcile profit before income tax expenses to net cash provided by (paid for) operating activities :-				
Depreciation and amortisation	52,964,743	43,942,421	46,627,380	37,267,560
Bad debt and doubtful accounts	2,248,672	121,400	2,248,672	121,400
Gain from reclassification of investments	(3,169,283)	(2,197,104)	(3,169,283)	(2,197,104)
Loss (gain) from changing in fair value of derivatives assets	6,486,859	(9,685,190)	6,486,859	(9,685,190)
Loss (gain) from changing in fair value of derivatives liabilities	(31,000,726)	16,648,056	(31,000,726)	16,648,056
Gain from disposal of available-for-sale securities	(40,820,442)	(48,556,863)	(40,820,442)	(48,556,863)
Gain from disposal of held-to-maturity debt securities	(1,028,287)	(71,720)	(1,028,287)	(71,720)
Loss (gain) from changing in fair value of trading investments	89,484,293	(33,423,872)	89,484,293	(33,423,872)
Loss (gain) from changing in fair value of borrowing securities	9,827,920	(10,609,769)	9,827,920	(10,609,769)
Gain on disposal of property, plant and equipment and intangible assets	(1,522,044)	(2,185,991)	(1,520,857)	(3,075,204)
Long-term employee benefits expenses	11,327,253	10,677,503	9,400,556	8,876,739
Interest and dividend income	(184,348,097)	(186,119,363)	(248,617,876)	(209,891,456)
Interest on margin loans income	(135,115,811)	(167,094,700)	(135,115,811)	(167,094,700)
Finance costs	85,801,038	85,699,963	91,014,080	85,699,963
Profit from operating activities before changing in operating assets and liabilities	899,916,729	1,036,648,825	807,237,677	932,413,215
Decrease (increase) in operating assets				
Deposits at financial institutions	35,002,131	(60,000,042)	-	-
Securities purchased under resale agreements	(149,524,034)	218,548,671	(149,524,034)	218,548,671
Receivables from Clearing House	(12,801,256)	67,977,279	(12,801,256)	67,977,279
Securities and derivatives business receivables	720,482,837	355,720,191	720,482,837	355,720,191
Derivatives assets	(2,484,246)	-	(2,484,246)	-
Investments in trading securities	(40,980,098)	174,490,087	(40,980,098)	174,490,087
Other assets	6,759,537	(16,421,370)	6,875,310	(14,620,020)

The accompanying notes are an integral part of the financial statements.

Cash flow statements (continued)

Asia Plus Securities Public Company Limited and its subsidiaries

For the years ended 31 December 2014 and 2013

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Increase (decrease) in operating liabilities				
Borrowings from financial institutions	174,576	-	174,576	-
Securities sold under repurchase agreements	149,525,004	(218,549,641)	149,525,004	(218,549,641)
Payables to Clearing House	(671,647,396)	412,209,174	(671,647,396)	412,209,174
Securities and derivatives business payables	33,691,450	(1,280,736,940)	33,691,450	(1,280,736,940)
Derivatives liabilities	15,886,088	20,955,931	15,886,088	20,955,931
Debt issued and borrowings	299,810,254	-	349,810,254	-
Paid long-term employee benefits	(3,852,000)	(716,250)	(3,852,000)	(716,250)
Accrued expenses	(39,970,496)	197,657,815	(27,364,719)	159,546,898
Other liabilities	14,931,507	(4,582,793)	13,203,991	(4,871,522)
Cash flows from operating activities	1,254,920,587	903,200,937	1,188,233,438	822,367,073
Cash received from interest and dividend	171,390,395	137,296,068	165,040,822	132,259,740
Cash paid for interest expenses	(85,805,793)	(85,697,074)	(91,018,835)	(85,697,074)
Cash paid for income tax	(181,910,342)	(280,794,132)	(160,623,437)	(263,890,435)
Net cash flows from operating activities	1,158,594,847	674,005,799	1,101,631,988	605,039,304
Cash flows from investing activities				
Cash paid for investment in subsidiary	-	-	(499,999,970)	(80)
Cash received from dividend of long-term investments	8,288,494	13,108,653	8,288,494	13,108,653
Cash received from dividend of subsidiaries	-	-	69,999,962	29,499,977
Interest received from investments in debt securities	17,272,516	18,787,993	17,272,516	18,633,473
Cash paid for purchases of other investments	(289,903,400)	-	(289,903,400)	-
Cash paid for purchases of available-for-sale securities	(631,776,308)	(145,492,448)	(631,776,308)	(145,492,448)
Cash received from disposal of available-for-sale securities	419,925,945	616,576,990	419,925,945	616,576,990
Cash received from disposal of held-to-maturity debt securities	28,228,287	26,571,720	28,228,287	26,571,720
Cash received from held-to-maturity debt securities	-	10,000,000	-	-
Cash paid for acquisition of property, plant and equipment and intangible assets	(56,270,283)	(63,052,634)	(54,720,152)	(50,910,488)
Cash received from disposal of property, plant and equipment and intangible assets	3,602,509	7,865,758	3,601,294	3,387,230
Net cash flows from (used in) investing activities	(500,632,240)	484,366,032	(929,083,332)	511,375,027
Cash flows from financing activities				
Dividend paid	(673,809,934)	(758,036,176)	(673,809,934)	(758,036,176)
Net cash flows used in financing activities	(673,809,934)	(758,036,176)	(673,809,934)	(758,036,176)
Net increase (decrease) in cash and cash equivalents	(15,847,327)	400,335,655	(501,261,278)	358,378,155
Cash and cash equivalents at beginning of the year	848,306,672	447,971,017	715,430,205	357,052,050
Cash and cash equivalents at end of the year (Note 7)	832,459,345	848,306,672	214,168,927	715,430,205

The accompanying notes are an integral part of the financial statements.

Cash flow statements (continued)

Asia Plus Securities Public Company Limited and its subsidiaries

For the years ended 31 December 2014 and 2013

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Supplemental cash flows information				
Non-cash items: -				
Purchases of equipment and intangible assets recorded as liabilities	2,067,281	2,602,388	2,067,281	2,602,388
Increase (decrease) in gain on re-measuring available-for-sale investments	2,165,466	(43,690,425)	2,165,466	(43,690,425)
Transfer of trading securities to available-for-sale securities (at cost)	42,080,717	191,422,364	42,080,717	191,422,364

The accompanying notes are an integral part of the financial statements.

Notes to consolidated financial statements

Asia Plus Securities Public Company Limited and its subsidiaries

For the years ended 31 December 2014 and 2013

I. General information

- 1.1 Asia Plus Securities Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its registered address is at 175, 3/1 Floor, Sathorn City Tower, South Sathorn Road, Thungmahamek, Sathorn, Bangkok. As at 31 December 2014, the Company has 17 branches in total (2013: 17 branches).

The Company operates its business in Thailand and undertakes securities business licenses as follows:

1. Securities businesses under type Kor securities license which the Ministry of Finance granted to the Company on 13 November 2008. In accordance with this license, the Company is allowed to undertake several securities business activities as follows:
 1. Securities brokerage
 2. Securities trading
 3. Investment advisory
 4. Underwriting
 5. Securities borrowing and lending
 6. Private fund management
 7. Mutual fund management
 8. Venture capital management

However, the Company has yet to operate the business activities in No.7 and No.8. The Company will be able to operate such businesses when the Office of the Securities and Exchange Commission completes an inspection of the Company's work systems and personnel as stipulated in the Ministerial regulation concerning granting of approval for undertaking securities business.

2. Derivatives businesses under type Sor-1 securities license which the Office of the Securities and Exchange Commission granted to the Company on 29 July 2009. This licenses the Company to undertake several derivatives business activities as follows:
 1. Derivatives broker
 2. Derivatives dealer
 3. Derivatives advisor
 4. Derivatives fund manager

However, the Company has yet to operate the business activities in No.3 and No.4. The Company will be able to operate such businesses when the Office of the Securities and Exchange Commission completes an inspection of the Company's work systems and personnel as stipulated in the Ministerial regulation concerning granting of approval for undertaking securities business.

3. The Office of the Securities and Exchange Commission has permitted the Company to operate as a financial advisor for 5 years from 15 June 2010 to 14 June 2015.
 4. On 23 February 2012, the Agricultural Futures Trading Commission issued a futures trading broker license. And on 24 October 2012, the Office of Agricultural Futures Trading Commission approved the Company to conduct its business operations with respect to futures trading broker from 24 October 2012 onwards. Subsequently, on 27 October 2014, a meeting of the Board of Directors approved the termination of the futures trading broker business of Asia Plus Securities Public Company Limited. The Company submitted an application for permission to cease the broker operations to the Agriculture Futures Trading Commission on 3 November 2014, and this application was approved by the secretary of the Agriculture Futures Trading Commission on 30 January 2015.
- 1.2 Asset Plus Fund Management Company Limited which is the Company's subsidiary, operates its business in Thailand and undertakes securities business licenses as follows:
 1. Mutual fund management
 2. Private fund management
 3. Limited Broker Dealer Underwriter
 4. Derivatives fund manager
 - 1.3 Asia Plus Advisory Company Limited is a subsidiary of the Company, domiciled in Thailand, and is principally engaged in the provision of financial advisory services. The Office of the Securities and Exchange Commission has permitted this company to operate as a financial advisor for 5 years from 25 June 2013 to 24 June 2018.
 - 1.4 On 28 April 2014, the Annual General Meeting of the Company's shareholders passed a resolution to approve the restructuring plan of the Company. The restructuring plan requires the establishment of a new securities business subsidiary in which the Company holds 99.99 percent of shares, and to which the Company will transfer all of its businesses, except for investment businesses and private equity businesses, and the staffs who are responsible for these two businesses, after the subsidiary receives a securities business license type Kor and derivatives license type Sor-1. The Company will then surrender its current securities business license type Kor and derivatives license type Sor-1 to the Ministry of Finance and the Office of Securities and Exchange Commission, respectively, and change its status from a securities business company to a holding company, operating mainly in the investment field.
- The Company incorporated the subsidiary on 23 June 2014 under the name "Asia Plus (2014) Company Limited". On 24 October 2014, Asia Plus (2014) Company Limited registered the change of its name from "Asia Plus (2014) Company Limited" to "Asia Plus (2014) Securities Company Limited" with the Ministry of Commerce.
- 1.5 The Annual General Meeting of the Company's shareholders, held on 1 April 2008, passed a resolution to approve to issue and offer of up to Baht 1,000 million or the equivalent in other currencies of debentures and/or structured notes and/or other types of debentures, in order to enable the Company to engage in new business that provides income generating opportunities.

In addition, the Extraordinary General Meeting of Shareholders No. 1/2010 held on 19 November 2010 passed a resolution to approve the increase in the limit of the issuance and the offering of the Company's debentures and/or structured notes and/or other types of debentures in order to facilitate the expansion in new business areas. The total value offered will not exceed Baht 3,000 million or equivalent in any other foreign currencies, offering for sale in Thailand and/or overseas to general public and/or specific investors and/or institutional investors in accordance with the Notification of the Securities and Exchange Commission all of which may be issued and offered for sale within one time or several times as the Company may deem appropriate.

2. Basis for preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and in conjunction with the Notifications of the Office of the Securities and Exchange Commission.

The presentation of the financial statements has been made in compliance with the stipulations of the Notification of the Office of the Securities and Exchange Commission relating to the format of the financial statements of securities companies No. Sor Thor/Khor/Nor. 53/2553 dated 15 December 2010.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from such financial statements in Thai language.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Asia Plus Securities Public Company Limited ("the Company") and its subsidiaries ("the subsidiaries") as follows:

(Unit: Percent)

Company's name	Nature of business	Country of incorporate	Percentage of shares held by the Company	
			2014	2013
Asset Plus Fund Management Co., Ltd.	Fund management	Thai	100	100
Asia Plus Advisory Co., Ltd.	Financial advisory	Thai	100	100
Asia Plus (2014) Securities Co.,Ltd. (formerly known as "Asia Plus (2014) Co.,Ltd.)	Securities business*	Thai	100	-

* In the process of requesting licenses

- b) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date that when such control ceases.
- c) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- d) Material outstanding balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.

- 2.3 The separate financial statements, which present investments in subsidiaries under the cost method, have been prepared solely for the benefit of the public.

3. New financial reporting standards

Below is a summary of financial reporting standards that became effective in the current accounting year and those that will become effective in the future.

a. Financial reporting standards that became effective in the current accounting year

Conceptual Framework for Financial Reporting (revised 2014)

Accounting Standards:

TAS 1 (revised 2012)	Presentation of Financial Statements
TAS 7 (revised 2012)	Statement of Cash Flows
TAS 12 (revised 2012)	Income Taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee Benefits
TAS 21 (revised 2012)	The Effects of Changes in Foreign Exchange Rates
TAS 24 (revised 2012)	Related Party Disclosures
TAS 28 (revised 2012)	Investments in Associates
TAS 31 (revised 2012)	Interests in Joint Ventures
TAS 34 (revised 2012)	Interim Financial Reporting
TAS 36 (revised 2012)	Impairment of Assets
TAS 38 (revised 2012)	Intangible Assets

Financial Reporting Standards:

TFRS 2 (revised 2012)	Share-based Payment
TFRS 3 (revised 2012)	Business Combinations
TFRS 5 (revised 2012)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 8 (revised 2012)	Operating Segments

Accounting Standard Interpretations:

TSIC 15	Operating Leases - Incentives
TSIC 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29	Service Concession Arrangements: Disclosures
TSIC 32	Intangible Assets - Web Site Costs

Financial Reporting Standard Interpretations:

TFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4	Determining whether an Arrangement contains a Lease
TFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7	Applying the Restatement Approach under TAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10	Interim Financial Reporting and Impairment
TFRIC 12	Service Concession Arrangements
TFRIC 13	Customer Loyalty Programmes
TFRIC 17	Distributions of Non-cash Assets to Owners
TFRIC 18	Transfers of Assets from Customers

Accounting Treatment Guidance for Stock Dividend

These financial reporting standards were amended primarily to align their content with the corresponding International Financial Reporting Standards. Most of them were made to amend wording and terminology, or to provide interpretations and accounting guidance to users of the accounting standards. These financial reporting standards do not have any significant impact on the financial statements, except as follows.

TFRIC 13 Customer Loyalty Programmes

This TFRIC requires an entity to account for the award credits from customer loyalty programmes as a separate component of the sales transaction granting those award credits and allocate part of the fair value of the consideration received to the award credits and defer the recognition of revenue. The adoption of this TFRIC has no effect to reported brought forward retained earnings or owner's equity for the year 2014.

The cumulative effect of the adoption of this TFRIC is shown in Note 4 to the financial statements.

b. Financial reporting standards that will become effective in the future

The Federation of Accounting Professions has issued a number of revised and new financial reporting standards that become effective for fiscal years beginning on or after 1 January 2015. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of accounting standards. The management of the Company believes they will not have any significant impact on the financial statements in the year in which they are adopted. However, some of these financial reporting standards involve changes to key principles, as discussed below.

TAS 19 (revised 2014) Employee Benefits

This revised standard requires that the entity recognise actuarial gains and losses immediately in other comprehensive income while the existing standard allows the entity to recognise such gains and losses immediately in profit or loss, or in other comprehensive income, or to recognise them gradually in profit or loss.

This revised standard does not have any impact on the financial statements as the Company and its subsidiaries already recognised actuarial gains and losses immediately in other comprehensive income.

TFRS 10 Consolidated Financial Statements

TFRS 10 prescribes requirements for the preparation of consolidated financial statements and replaces the part dealing with consolidated financial statements as included in TAS 27 Consolidated and Separate Financial Statements. This standard changes the principles used in considering whether control exists. Under this standard, an investor is deemed to have control over an investee if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns, even if it holds less than half of the shares or voting rights. This important change requires the management to exercise a lot of judgement when reviewing whether the Company and its subsidiaries have control over the investees and determine which entities have to be included for preparation of the consolidated financial statements.

The management of the Company and its subsidiaries believes that the standards will not have any significant impact on the Company and its subsidiaries' financial statements.

TFRS 12 Disclosure of Interests in Other Entities

This standard stipulates disclosures relating to an entity's interests in subsidiaries, joint arrangements and associates, including structured entities. This standard therefore has no financial impact to the financial statements of the Company and its subsidiaries.

TFRS 13 Fair Value Measurement

This standard provides guidance on how to measure fair value and stipulates disclosures related to fair value measurements. Entities are to apply the guidance under this standard if they are required by other accounting standards to measure their assets or liabilities at fair value. The effect of the change from the adoption of this standard is to be recognised prospectively.

Based on the preliminary analysis, the management of the Company and its subsidiaries believes that this standard will not have any significant impact on the Company and its subsidiaries' financial statements.

4. Cumulative effect of change in accounting policy due to the adoption of new financial reporting standard

During the current year, the Company made the change described in Note 3 to the financial statements to its significant accounting policy, as a result of the adoption of TFRIC 13 Customer Loyalty Programmes.

The amounts of adjustments had no effect to profit for the year. However, the adjustments affecting reclassification in the statements of comprehensive income are summarised below.

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2014	2013
Statements of comprehensive income		
Profit or loss:		
Decrease in brokerage fees	(6,175)	(7,439)
Decrease in other expenses	(6,175)	(7,439)

5. Significant accounting policies

5.1 Revenue and expense recognition

a) Brokerage fees

Brokerage fees on securities and derivatives trading are recognised as income on the transaction dates.

b) Customer loyalty programmes

The Company operates a loyalty programme which allows customers to accumulate points when customers trade securities and derivatives with the Company. The points can then be redeemed for rewards under the Company's condition.

Certain redeem costs consideration is allocated to the points issued, at their fair value. The fair value of the points issued is presented netting of revenue.

c) Fees and services income

Fee and services income are recognised when services have been rendered taken into account to the stage of completion.

Management fees and registrar fee are calculated as a percentage of the net assets of the funds managed by the Company and subsidiary and recognised as income when services have been rendered

d) Interest on margin loans

Interest income is recognised as interest accrues based on the effective rate method. Except there is uncertainty as to the collectability of loans and interest, the Company ceases accrual.

The following cases are considered as uncertainty of collectability of loans and interest.

- (1) Loans are not fully covered with collateral.
- (2) Installment loans with repayments scheduled no more than 3 months for each installment, which principal or interest is overdue more than 3 months.
- (3) Installment loans with repayments scheduled no less than 3 months for each installment, unless there is a clear evidence and high degree of certainty that full repayment is recovered.
- (4) Problem financial institution debtors.
- (5) Other receivables of which interest payment is overdue 3 months or more.

These conditions are based on the guidelines stipulated by the Office of the Securities and Exchange Commission.

e) Gain (loss) on securities trading

Gain (loss) on trading in securities is recognised as income or expense on the transaction dates.

f) Gain (loss) on derivatives trading

Gain (loss) on trading in derivatives is recognised as income or expense on the transaction dates.

g) Interest and dividend on investments

Interest on investments is recognised as interest accrued based on the effective rate method. Dividend from investments is recognised when the right to receive the dividends is established.

h) Expenses

Fee and service expenses and operating expenses are recognised on an accrual basis.

5.2 Interest on borrowings

Interest on borrowings is charged to income on an accrual basis.

5.3 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, all bank deposit accounts with an original maturity less than 3 months and not subject to withdrawal restrictions, promissory notes at call and term notes with an original maturity less than 3 months and exclude deposits used as collateral.

5.4 Deposits at financial institutions

Deposits at financial institutions include fixed deposits, bills of exchange and promissory notes issued by financial institutions with a maturity of more than 3 months or with a maturity of 3 months or less, but the Company and the subsidiaries intend to maintain these investments in the same form, and deposit subject to restriction.

5.5 Recognition and amortisation of customers assets

Cash received from customers of cash accounts, credit balance accounts and derivatives trading are recorded as assets and liabilities of the Company for the internal control purposes. At the end of the reporting period, the Company excludes these amounts from both assets and liabilities and presents only the assets which belong to the Company.

5.6 Securities borrowing and lending

The Company records its obligations to return borrowed securities which it has been sold as short selling or lent as "Securities borrowing and lending payables" and securities lent to customers are recorded as "Securities borrowing and lending receivables" in the statement of financial position. At the end of the reporting period, the balance of "Securities borrowing and lending payables" and "Securities borrowing and lending receivables" are adjusted based on the latest offer price quoted on the Stock Exchange of Thailand of the last working day of the year. Gains or losses arising from such adjustment are included in part of profit or loss in the statement of comprehensive income. In addition, the Company records cash paid as collateral for securities borrowing as "Collateral receivables" and cash received as collateral for securities lending as "Collateral payables".

Fees from borrowing and lending are recognised on an accrual basis over the term of the lending.

5.7 Investments

- a) Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded in profit or loss.
- b) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded in other comprehensive income, and will be recorded in profit or loss when the securities are sold.
- c) Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortised cost. The premium/discount on debt securities is amortised/accreted by the effective rate method with the amortised/accreted amount presented as an adjustment to the interest income.
- d) Investments in non-marketable equity securities, which the Company classifies as other investments, are stated at cost net of allowance for loss on impairment (if any).
- e) Investments in subsidiaries are accounted for in the separate financial statements using the cost method.

The fair value of marketable securities is based on the latest bid price of the last working day of the year. The fair value of debt instruments is determined based on yield rates quoted by the Thai Bond Market Association as at the last working day of the year. The fair value of unit trusts is determined from their net asset value as at the end of the reporting period.

Loss on impairment (if any) of investments in available-for-sale securities, debt securities expected to be held to maturities, other investments and investments in subsidiaries are included in profit or loss.

The weighted average method is used for computation of the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

In the event the Company reclassifies investments from one type to another, such investments will be readjusted to their fair value as at the reclassification date. The difference between the carrying amount of the investments and the fair value on the date of reclassification are recorded in profit or loss or recorded as other components of owners' equity, depending on the type of investment that is reclassified.

5.8 Receivables from Clearing House

Receivables from Clearing House comprises the net receivable from Thailand Clearing House (TCH) for settlement of equity securities trades made through the Stock Exchange of Thailand, net receivables from TCH from derivatives trades made through the Thailand Futures Exchange, including cash collateral pledged with TCH for derivatives trade, and net receivable from foreign securities trade settlement with the overseas brokers.

5.9 Securities and derivatives business receivables and allowance for doubtful accounts

Securities and derivatives business receivables are the net balances of securities business receivables and derivatives business receivables after deducting allowance for doubtful accounts.

In addition, securities business receivables include the net receivable balance of cash accounts, credit balance accounts, securities borrowings receivables, collateral receivables (which comprise cash pledged as security with securities lenders), securities sold under repurchase agreements receivables and other receivables such as overdue cash accounts and securities receivables which are the subject of legal proceedings, are undergoing restructuring or are being settled in installments.

The Company has provided an allowance for doubtful accounts based on a review of debtors' repayment capability, taking into consideration the risk of recovery and the value of collateral. An allowance will be set aside for doubtful debts that their collateral are not fully covered and/or debtors cannot be recovered in full. Such debt classifications and provisions are made in accordance with the following criteria:

- a) Debt classified as bad debt is defined as follows:
 - (1) Debts which the Company has made effort to follow up, but could not collect the repayment. The Company has written them off in accordance with tax law.
 - (2) Debts which the Company has forgiven them.
- b) Doubtful debt is defined as the uncollateralised portion of the debt which meets the following criteria:
 - (1) Debtors in general, problem financial institution loans, and other debtors which the collateral value is less than the debts.
 - (2) Installment loans with repayments scheduled no more than 3 months for each installment, which the principal or interest is overdue more than 3 months.
 - (3) Installment loans with repayments scheduled no less than 3 months for each installment, unless there is a clear evidence and high degree of certainty that the full payment is recovered.
- c) Substandard debt is defined as the collateralised portion of loans which meet the criteria in b).

Loans classified as bad debt will be written off when identified. Full provision of the loan balance will be set aside for loans classified as doubtful. These conditions are complied with the guidelines stipulated by the Office of the Securities and Exchange Commission.

5.10 Property, plant and equipment and depreciation

Land is stated at cost. Building and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of building and equipment are calculated by reference to their cost on a straight-line basis over the following estimated useful lives:

Condominium unit	30	Years
Building	20	Years
Furniture, fixtures and office equipment	3 and 5	Years
Motor vehicles	5	Years

Depreciation is included in determining income.

No depreciation provided on land and assets under installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

5.11 Intangible assets and amortisation

Intangible assets are stated at cost less accumulated amortisation and allowance for loss on impairment of assets (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

Amortisation of intangible assets are calculated by reference to their cost on straight-line basis over the following estimated useful lives:

Golf membership	10	Years
Software	5	Years
Securities business license fee		
Underwriting	5	Years
Mutual fund management	5	Years
Private fund management	5	Years
Futures Exchange membership fee	5	Years

5.12 Impairment of assets

At the end of each reporting year, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

5.13 Securities purchased under resale agreements/Securities sold under repurchase agreements

The Company enters into purchase of securities under agreements to resale securities at certain dates in the future at a fixed price. Securities purchased under resale agreements presented as assets in the statements of financial position are stated at amounts paid for the purchase of those securities.

The difference between the purchase and sale considerations is recognised on an accrual basis over the period of the transaction and is included in interest income.

The Company enters into sales of securities under agreements to repurchase securities at certain dates in the future at a fixed price. Securities sold under repurchase agreements presented as liabilities in the statements of financial position are stated at amounts received from the sale of those securities.

The difference between the sale and purchase considerations is recognised on an accrual basis over the period of the transaction and is included in finance costs.

5.14 Payables to Clearing House

Payables to Clearing House comprises the net payable to Thailand Clearing House (TCH) for settlement of equity securities trades made through the Stock Exchange of Thailand, net payable for derivatives trade made through the Thailand Futures Exchange, and net payable to foreign securities trade settlement with overseas brokers.

5.15 Securities and derivatives business payables

Securities and derivatives business payables are the obligations of the Company in respect of its securities and derivatives business with outside parties, such as the net payable balances of cash accounts, securities delivery obligations as a result of short sales or securities borrowing, and obligations to return assets held by the Company as collateral for securities lending.

5.16 Borrowings and debt issued

Borrowings and debts issued are recognised initially at the fair value of the proceeds received. Borrowing are subsequently stated at amortised cost, using the effective yield method; any difference between proceeds and the redemption value is recognised in the profit or loss over the period of the borrowings.

5.17 Structured notes

The Company's structured notes are offered to customers or business associates of the Company, who are institutional investors or high net worth investors, through private placements. The notes are issued under conditions approved by the Office of the Securities and Exchange Commission, and the underlying assets are securities listed on the Stock Exchange of Thailand.

The notes are recorded at amortised cost, adjusted by the discount on the notes. The discount is amortised by the effective rate method with the amortised amount presented as finance costs in profit or loss.

Embedded derivatives are recorded as derivatives assets/liabilities at fair value and the changes in fair value are recorded in profit or loss. In determining the fair value, the Company uses a valuation technique and theoretical model. The input to the model is derived from observable market and conditions that include liquidity, dividend, interest rate, underlying price and volatility of underlying asset.

5.18 Long-term leases

Leases of property, plant and equipment of which substantial risks and rewards of ownership are not transferred to lessee are classified as operating leases.

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

5.19 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors and officers with authority in the planning and direction of the Company's operations.

5.20 Provisions

Provisions are recognised when the Company and its subsidiary have a present obligation as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

5.21 Foreign currency

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currency are translated into Baht at the exchange rate ruling at the date of transaction. Monetary assets and liabilities dominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of the reporting period.

Exchange gains and losses are included in determining income.

5.22 Financial derivatives

Futures contracts

Obligation under derivatives business which the Company enters into for trading purpose is regarded as the Company's commitments. Gains or losses from changes in the fair value of derivatives are included in profit or loss. The fair value of derivatives is based on the daily settlement price quoted by Thailand Futures Exchange Public Company Limited.

Option contracts

The Company recorded the premium paid (long position) and the premium received (short position) under options contracts as at trade date as derivatives assets and derivatives liabilities, respectively. Gains or losses from changes in the fair value of the premium under option contracts are included in profit or loss. Fair value is determined based on the daily settlement price quoted by Thailand Futures Exchange Public Company Limited.

Forward contracts

Forward contracts are recorded at fair value. Unrealised gains or losses on revaluation are included in determining income.

Derivative warrants

Derivative warrants which are issued by the Company are recorded as liabilities items and the changes in fair value are recorded in profit or loss. The fair value of derivative warrants is based on the latest offer price of the last working day of the year as quoted on the Stock Exchange of Thailand.

5.23 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Company, subsidiaries and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company and its subsidiaries. The fund's assets are held in a separate trust fund and the Company and its subsidiaries' contributions are recognised as expenses when incurred.

Defined benefit plans

The Company and its subsidiaries have obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary, based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

For the first-time adaption of TAS 19 Employee Benefits in 2011, the Company and its subsidiaries elected to recognise the transitional liability, which exceeds the liability that would have been recognised at the same date under the previous accounting policy, through an adjustment to the beginning balance of retained earnings in 2011.

5.24 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to owners' equity if the tax relates to items that are recorded directly to owners' equity.

6. Significant accounting judgements and estimates

The preparation of financial statements in conformity with Thai Financial Reporting Standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect amounts and disclosures; and actual results could differ from these estimates. Significant judgments and estimates are as follows:

Recognition and derecognition of assets and liabilities

In considering whether to recognise or to derecognise assets or liabilities, the management is required to make judgement on whether significant risk and rewards of those assets or liabilities have been transferred, based on their best knowledge of the current events and arrangements.

Impairment of investments

The Company treat available-for-sale equity investments, held-to-maturity debt securities and non-marketable equity investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgement of the management.

In addition, when the indicator of impairment exists the management is required to review investments for impairment and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of their recoverable amount relating to the investments subject to the review.

Allowance for doubtful accounts for securities business receivables

Allowance for doubtful accounts for securities business receivables are intended to adjust the values of loans and receivables for probable credit losses. The management uses judgement to establish reserves for estimated losses for each outstanding loan and receivable by taking into account collection risk and the value of the security used as collateral. However, the use of different estimates and assumptions could affect the amounts of allowances for doubtful accounts and adjustments to the allowances may therefore be required in the future.

Property plant and equipment/Depreciation

In determining depreciation of building and equipment, the management is required to make estimates of the useful lives and residual values of the Company's and its subsidiaries' building and equipment and to review estimate residual lives and salvage values when there are any changes.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Intangible assets

The initial recognition and measurement of intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Post employee benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Fair value of financial instruments

In determining the fair value of financial instruments that are not actively traded and for which quoted market prices are not readily available, the management exercises judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of liquidity, correlation and long-term volatility of financial instruments.

Litigation

The Company has contingent liabilities as a result of litigation. The Company's management has exercised judgement to assess the potential results of the litigation, and the estimated contingent liabilities are recorded as provision as at the end of the reporting period. However, the actual results may differ from the estimates.

7. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Cash on hand, short-term deposits and notes receivables with maturity within three months	6,937,161	5,758,135	6,318,871	5,625,258
Less: Deposits and notes receivables of customers' account	(6,104,702)	(4,909,828)	(6,104,702)	(4,909,828)
Total	832,459	848,307	214,169	715,430

8. Deposits at financial institutions

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Fixed deposits with maturity within three months but intends to continue holding in the same form	-	120,002	-	-
Fixed deposits over three months but not over one year	105,000	20,000	-	-
Total	105,000	140,002	-	-

9. Securities purchased under resale agreements

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2014	2013
Government securities	-	24,485
Private sector debt securities	649,130	475,121
Total	649,130	499,606

10. Receivables from Clearing House

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2014	2013
Receivables from Clearing House	34,111	41,869
Receivables from overseas securities companies	-	1,636
Less: Receivables from Clearing House for customers' account	(19,321)	(41,517)
Receivables from Clearing House - net	14,790	1,988

11. Securities and derivatives business receivables

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2014	2013
Securities business receivables		
Cash accounts	1,415,724	2,207,527
Credit balance accounts	2,112,789	1,911,916
Collateral receivables	79,892	82,417
Securities borrowing and lending receivables	22,612	13,877
Other receivables	39,241	36,213
Total securities business receivables	3,670,258	4,251,950
Less: Allowance for doubtful accounts	(37,991)	(35,742)
Securities business receivables - net	3,632,267	4,216,208
Derivatives business receivables		
Derivatives business receivables	1,180	4,855
Securities and derivatives business receivables - net	3,633,447	4,221,063

- 11.1 As at 31 December 2014, the Company has customer accounts approximately Baht 38 million (2013: Baht 36 million) on which the Company ceased accruing interest income.
- 11.2 The Company has classified securities business receivables in accordance with the Notification of the Office of the Securities and Exchange Commission governing accounting for doubtful debts of securities companies. As at 31 December 2014 and 2013, securities business receivables are classified as follows:

(Unit: Million Baht)

Consolidated and Separate financial statements					
2014			2013		
Securities business receivables	Allowance for doubtful accounts set up by the Company	Net securities business receivables after allowance for doubtful accounts	Securities business receivables	Allowance for doubtful accounts set up by the Company	Net securities business receivables after allowance for doubtful accounts
Normal debts	3,631	-	3,631	4,216	-
Substandard debt	1	-	1	-	-
Doubtful debts	38	(38)	-	36	(36)
Total	3,670	(38)	3,632	4,252	(36)
					4,216

- 11.3 Allowance for doubtful accounts

(Unit: Thousand Baht)

Consolidated and Separate financial statements	
	2014
	2013
Balance - beginning of the year	35,742
Add: Allowance for doubtful accounts	2,327
Less: Reversal of allowance for doubtful accounts	(78)
Balance - end of the year	37,991
	35,742

12. Derivatives assets/liabilities

(Unit: Thousand Baht)

Type of derivatives	Consolidated and Separate financial statements			
	Fair value			
	2014		2013	
	Assets	Liabilities	Assets	Liabilities
Forward contracts	12,250	6,230	18,391	32,255
Warrants	1,047	-	-	-
Derivative warrants	1,480	27,271	-	16,360
Total	14,777	33,501	18,391	48,615

Forward contracts

Notional amount of forward contracts are specified in Note 35 to the financial statements.

Warrants

As at 31 December 2014 warrants had notional amount totally Baht 21 million (2013: Nil) which was calculated from exercise price multiplied by number of potential shares that might be exercised.

Derivative warrants

Assets

As at 31 December 2014 derivative warrants had notional amount totally Baht 7 million (2013: Nil) which was calculated from exercise price multiplied by number of potential shares that might be exercised. However, settlement method of the above derivative warrants was cash settlement between closing price and exercise price of underlying assets at the last trading date. Generally, derivative warrants mature within 1 year.

Liabilities

As at 31 December 2014 derivative warrants had notional amount totally Baht 307 million (2013: Baht 564 million) which was calculated from exercise price multiplied by number of potential shares that might be exercised. However, settlement method of the above derivative warrants was cash settlement between closing price and exercise price of underlying assets at the last trading date. Generally, derivative warrants mature within 1 year.

The Company's issuance of derivative warrants exposes to the risk of changes in values of underlying securities. The Company manages the risk by using a computer model to monitor the volatility of the price of the underlying securities to help determine its trading strategy. In addition, the Company is exposed to liquidity risk when it wishes to trade the underlying securities. However, the Company manages the risk by selecting the underlying securities that have sufficiently high liquidity.

13. Investments

13.1 Cost and fair value

(Unit: Thousand Baht)

	Consolidated and Separate financial statements			
	2014		2013	
	Cost/ Cost amortised	Fair value	Cost/ Cost amortised	Fair value
Trading securities				
Equity securities				
Listed securities - local	435,576	414,480	257,537	239,551
Listed securities - overseas	497,726	537,456	639,866	765,716
Add: Changes in fair value of securities	18,634	-	107,864	-
Equity securities - net	951,936	951,936	1,005,267	1,005,267
Debt securities				
Private sector debt securities	-	-	37,000	37,255
Add: Changes in fair value of securities	-	-	255	-
Debt securities - net	-	-	37,255	37,255
Total trading securities - net	951,936	951,936	1,042,522	1,042,522
Available-for-sale securities				
Equity securities				
Listed securities	70,922	87,725	146,106	187,962
Unit trusts - local	69,302	90,823	5,925	23,976
Unit trusts - overseas	30,980	31,052	15,253	16,290
Add: Changes in fair value of securities	38,396	-	60,944	-
Equity securities - net	209,600	209,600	228,228	228,228
Debt securities				
Private sector debt securities	487,000	513,516	193,000	195,190
Add: Changes in fair value of securities	26,516	-	2,190	-
Total debt securities - net	513,516	513,516	195,190	195,190
Total available-for-sale securities - net	723,116	723,116	423,418	423,418
Held-to-maturity debt securities				
Private sector debt securities	-	-	27,200	28,222
Total held-to-maturity debt securities	-	-	27,200	28,222
Other investments				
Equity securities	299,932		10,028	
Less: Allowance for loss on impairment	(509)		(509)	
Other investments - net	299,423		9,519	
Total investments - net	1,974,475		1,502,659	

As at 31 December 2014, the Company pledged the share certificate for an investments amounting to Baht 237.6 million, with a local bank as collateral for credit facilities of the investee company in proportion to the Company's shareholding. The Company has commitment to maintain its proportionate shareholding in that company.

13.2 Fair value of investments in debt securities which have obligations are as follows:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2014	2013
Securities sold under repurchase agreements		
Trading securities	650,887	500,299
Securities borrowed but has yet to be transferred	1,053	2,427
Total	651,940	502,726

13.3 As at 31 December 2014 and 2013, the Company's debt securities (book value) can be classified by the remaining year to maturities as follows:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements				
	2014				Total
	Year to maturity				
	Within 1 year	1 - 5 years	Exceed 5 years	No maturity	
Available-for-sale securities					
Private sector debt securities	-	-	513,516	-	513,516
Total	-	-	513,516	-	513,516

(Unit: Thousand Baht)

	Consolidated and Separate financial statements				
	2013				Total
	Year to maturity				
	Within 1 year	1 - 5 years	Exceed 5 years	No maturity	
Trading securities					
Private sector debt securities	37,255	-	-	-	37,255
Available-for-sale securities					
Private sector debt securities	100,224	-	94,966	-	195,190
Held-to-maturity debt securities					
Private sector debt securities	-	27,200	-	-	27,200
Total	137,479	27,200	94,966	-	259,645

13.4 During the year 2014, the Company sold the investment in held-to-maturity debt securities which has book value of Baht 27.2 million (2013: Baht 26.5 million). The Company realised gain from selling of such investment amounting to Baht 1.03 million (2013: Baht 0.1 million) in profit or loss.

13.5 As at 31 December 2014 and 2013, investments held by the Company exceeding 10 percent of the issued share capital of the investee are as follows:

(Unit: Thousand Baht)

Company's name	Type of business	2014			2013		
		Cost	Net investment	Percentage of shareholding	Cost	Net investment	Percentage of shareholding
				(Percent)			(Percent)
Ordinary shares							
Bangkok SMBC Consulting Co., Ltd.	Venture capital	500	500	10	500	500	10

13.6 Unrealised gains on re-measuring available-for-sale investments

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2014	2013
Balance - beginning of the year	50,508	85,460
Changes during the year due to		
Revaluation (before net of income tax)	29,993	(11,538)
Sale (before net of income tax)	(27,828)	(32,152)
Income tax	(433)	8,738
Balance - end of the year	52,240	50,508

14. Investments in subsidiaries

(Unit: Million Baht)

Company's name	Type of investments	Separate financial statements							
		Paid-up share capital		Voting rights		Carrying amount based on the cost method		Dividend received for the years	
		2014	2013	2014	2013	2014	2013	2014	2013
				(Percent)	(Percent)				
Asset Plus Fund Management Co., Ltd.	Ordinary shares	100	100	100	100	98	98	40	22
Asia Plus Advisory Co., Ltd.	Ordinary shares	15	15	100	100	15	15	30	7
Asia Plus (2014) Securities Co.,Ltd. (formerly known as "Asia Plus (2014) Co., Ltd.)	Ordinary shares	500	-	100	-	500	-	-	-
Total						613	113	70	29

On 23 June 2014, Asia Plus Securities Public Company Limited incorporated Asia Plus (2014) Securities Co., Ltd., to comply with the restructuring plan as discussed in Note 1.4 to the financial statements. The new company has a share capital of Baht 500,000,000, consisting of 50,000,000 common shares with a par value of Baht 10 each. Asia Plus Securities Public Company Limited holds 99.99 percent of the capital, which is fully paid up.

15. Property, plant and equipment

(Unit: Thousand Baht)

Consolidated financial statements						
	Land	Building	Furniture & fixtures	Office equipment	Motor vehicles	Total
At cost:						
1 January 2013	52,298	258,869	201,767	383,022	56,043	951,999
Acquisition	-	-	11,950	28,903	17,500	58,353
Disposal	-	-	(3,308)	(11,140)	(21,992)	(36,440)
Write-off	-	-	(4,433)	(1,515)	-	(5,948)
31 December 2013	52,298	258,869	205,976	399,270	51,551	967,964
Acquisition	-	-	18,554	22,309	6,441	47,304
Disposal	-	-	(7,370)	(19,142)	(10,182)	(36,694)
Write-off	-	-	(1,258)	(7,770)	-	(9,028)
31 December 2014	52,298	258,869	215,902	394,667	47,810	969,546
Accumulated depreciation:						
1 January 2013	-	162,715	175,304	338,335	38,174	714,528
Depreciation charged for the year	-	8,805	7,343	14,940	6,821	37,909
Disposal	-	-	(3,308)	(11,138)	(16,430)	(30,876)
Write-off	-	-	(4,430)	(1,515)	-	(5,945)
31 December 2013	-	171,520	174,909	340,622	28,565	715,616
Depreciation charged for the year	-	8,805	10,593	19,094	8,307	46,799
Disposal	-	-	(7,356)	(19,105)	(8,152)	(34,613)
Write-off	-	-	(1,258)	(7,767)	-	(9,025)
31 December 2014	-	180,325	176,888	332,844	28,720	718,777
Net book value:						
31 December 2013	52,298	87,349	31,067	58,648	22,986	252,348
31 December 2014	52,298	78,544	39,014	61,823	19,090	250,769

Depreciation included in premises and equipment expenses in profit or loss for the years ended 31 December:

2013	37,909
2014	46,799

(Unit: Thousand Baht)

Separate financial statements						
	Land	Building	Furniture & fixtures	Office equipment	Motor vehicles	Total
At cost:						
1 January 2013	52,298	258,869	172,049	368,876	43,249	895,341
Acquisition	-	-	11,904	28,111	7,756	47,771
Disposal	-	-	(3,312)	(11,339)	(11,752)	(26,403)
Write-off	-	-	(4,433)	(1,515)	-	(5,948)
31 December 2013	52,298	258,869	176,208	384,133	39,253	910,761
Acquisition	-	-	18,484	21,702	6,441	46,627
Disposal	-	-	(7,370)	(18,439)	(10,182)	(35,991)
Write-off	-	-	(1,258)	(7,770)	-	(9,028)
31 December 2014	52,298	258,869	186,064	379,626	35,512	912,369
Accumulated depreciation:						
1 January 2013	-	162,715	153,300	327,053	32,101	675,169
Depreciation charged for the year	-	8,805	5,143	14,004	4,372	32,324
Disposal	-	-	(3,308)	(11,165)	(11,752)	(26,225)
Write-off	-	-	(4,430)	(1,515)	-	(5,945)
31 December 2013	-	171,520	150,705	328,377	24,721	675,323
Depreciation charged for the year	-	8,805	8,454	18,028	6,194	41,481
Disposal	-	-	(7,356)	(18,402)	(8,152)	(33,910)
Write-off	-	-	(1,258)	(7,767)	-	(9,025)
31 December 2014	-	180,325	150,545	320,236	22,763	673,869
Net book value:						
31 December 2013	52,298	87,349	25,503	55,756	14,532	235,438
31 December 2014	52,298	78,544	35,519	59,390	12,749	238,500

Depreciation included in premises and equipment expenses in profit or loss for the years ended 31 December:

2013	32,324
2014	41,481

As at 31 December 2014, certain items of equipments were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 509 million (2013: Baht 477 million) (The Company only: Baht 467 million (2013: Baht 453 million)).

16. Intangible assets

(Unit: Thousand Baht)

	Consolidated financial statements			
	Golf membership	Software	Futures exchange membership fee	Total
At cost:				
1 January 2013	4,765	66,665	5,000	76,430
Acquisition	-	6,829	-	6,829
Disposal	(158)	-	-	(158)
31 December 2013	4,607	73,494	5,000	83,101
Acquisition	-	8,431	-	8,431
Disposal	-	(300)	-	(300)
31 December 2014	4,607	81,625	5,000	91,232
Accumulated amortisation:				
1 January 2013	2,757	49,184	5,000	56,941
Amortisation charged for the year	291	5,739	-	6,030
Disposal	(43)	-	-	(43)
31 December 2013	3,005	54,923	5,000	62,928
Amortisation charged for the year	288	5,874	-	6,162
Disposal	-	(300)	-	(300)
31 December 2014	3,293	60,497	5,000	68,790
Net book value:				
31 December 2013	1,602	18,571	-	20,173
31 December 2014	1,314	21,128	-	22,442

Amortisation included in premises and equipment expenses in profit or loss for the years ended 31 December:

2013	6,030
2014	6,162

(Unit: Thousand Baht)

	Separate financial statements			
	Golf membership	Software	Futures exchange membership fee	Total
At cost:				
1 January 2013	4,765	58,479	5,000	68,244
Acquisition	-	5,268	-	5,268
Disposal	(158)	(23)	-	(181)
31 December 2013	4,607	63,724	5,000	73,331
Acquisition	-	7,559	-	7,559
31 December 2014	4,607	71,283	5,000	80,890
Accumulated amortisation:				
1 January 2013	2,757	44,506	5,000	52,263
Amortisation charged for the year	291	4,649	-	4,940
Disposal	(43)	(4)	-	(47)
31 December 2013	3,005	49,151	5,000	57,156
Amortisation charged for the year	288	4,855	-	5,143
31 December 2014	3,293	54,006	5,000	62,299
Net book value:				
31 December 2013	1,602	14,573	-	16,175
31 December 2014	1,314	17,277	-	18,591

Amortisation included in premises and equipment expenses in profit or loss for the years ended 31 December:

2013	4,940
2014	5,143

17. Income tax

17.1 Deferred tax assets / liabilities

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Deferred tax assets				
Unrealised loss on re-measuring derivatives liabilities	-	3,720	-	3,720
Unrealised loss on re-measuring borrowing securities	361	-	361	-
Provision for long-term employee benefits	21,054	19,559	17,780	16,670
Provision	880	880	880	880
Other liabilities	240	240	-	-
Amortisation of intangible assets	162	253	132	232
Total	22,697	24,652	19,153	21,502
Deferred tax liabilities				
Unrealised gain on re-measuring derivatives assets	2,380	3,678	2,380	3,678
Unrealised gain on re-measuring derivatives liabilities	2,480	-	2,480	-
Unrealised gain on re-measuring available- for-sale securities	13,060	12,627	13,060	12,627
Unrealised gain on reclassification of investments	615	1,832	615	1,832
Unrealised gain on re-measuring trading securities	3,727	21,624	3,727	21,624
Unrealised gain on re-measuring borrowing securities	-	1,754	-	1,754
Unrealised gain on re-measuring futures contracts	587	3	587	3
Total	22,849	41,518	22,849	41,518
Deferred tax assets - net	3,544	3,150	-	-
Deferred tax liabilities - net	3,696	20,016	3,696	20,016

17.2 Income tax expenses

Income tax expenses for the years ended 31 December 2014 and 2013 are made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Current income tax:				
Current income tax charge	228,050	266,389	208,426	244,226
Deferred tax:				
Relating to origination and reversal of temporary differences	(17,147)	5,785	(16,753)	6,394
Income tax expenses reported in the statements of comprehensive income	210,903	272,174	191,673	250,620

The reconciliation between accounting profit and income tax expense is shown below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Accounting profit before tax (before eliminate transactions)	1,108,787	1,368,822	1,013,421	1,268,405
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rate	221,757	273,764	202,684	253,681
Effects of:				
Non-deductible expenses	4,980	6,344	4,823	4,873
Tax exempted revenue	(15,834)	(7,934)	(15,834)	(7,934)
Total	(10,854)	(1,590)	(11,011)	(3,061)
Income tax expenses reported in the statements of comprehensive income	210,903	272,174	191,673	250,620

17.3 Income tax relating to each component of other comprehensive income

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2014 and 2013 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Deferred tax relating to (Gain) loss on re-measuring available-for-sale investments	(433)	8,738	(433)	8,738

18. Other assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Deposits	22,411	20,128	19,456	17,288
Payments of securities clearing fund	67,313	66,567	67,313	66,567
Prepaid expenses	12,377	10,786	9,880	8,695
Fees and services income receivables	32,778	34,177	2,940	3,255
Securities deposit	5,000	5,420	5,000	5,420
Interest receivables	16,482	28,837	15,980	27,715
Others	2,807	12,616	1,688	12,176
Total	159,168	178,531	122,257	141,116

19. Debt issued and borrowings

(Unit: Thousand Baht)

	Interest rate per annum		Remaining period to maturity		Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013	2014	2013	2014	2013
Financial institutions								
Overdrafts	MOR	-	Less than 1 year	-	174	-	174	-
					174	-	174	-
Debt issued and borrowings								
Promissory notes	2.00	-	At call	-	-	-	50,000	-
Bills of exchange	2.67	-	Less than 1 month	-	299,810	-	299,810	-
					299,810	-	349,810	-

No collateral for these borrowings.

20. Securities sold under repurchase agreements

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2014	2013
Government securities	-	24,484
Private sector debt securities	649,130	475,121
Total	649,130	499,605

21. Payables to Clearing House

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2014	2013
Payables to Clearing House	373,516	1,075,418
Payables to overseas securities companies	30,821	567
Total	404,337	1,075,985

22. Securities and derivatives business payables

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2014	2013
Securities business payables		
Cash accounts	886,125	829,359
Collateral payables	12,801	15,553
Securities borrowing and lending payables	69,697	79,167
Add: Accrued interest expenses	12	16
Securities business payables	968,635	924,095
Derivatives business payables		
Derivatives business payables	998	2,024
Securities and derivatives business payables	969,633	926,119

23. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire from the Company and its subsidiaries, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Defined benefit obligation at beginning of year	97,793	87,832	83,350	75,189
Current service cost	7,427	7,164	6,072	5,869
Interest cost	3,900	3,513	3,328	3,008
Benefit paid during the year	(3,852)	(716)	(3,852)	(716)
Defined benefit obligation at end of year	105,268	97,793	88,898	83,350

Long-term employee benefit expenses included in profit or loss for the years ended 31 December 2014 and 2013 were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Current service cost	7,427	7,164	6,072	5,869
Interest cost	3,900	3,513	3,328	3,008
Total expenses recognised in profit or loss	11,327	10,677	9,400	8,877

The above expenses are included in personnel expense in profit or loss.

As at 31 December 2014, cumulative actuarial losses, which were recognised in other comprehensive income of the Company and its subsidiaries, amounted to Baht 10.3 million (2013: Baht 10.3 million) (The Company only: Baht 12.8 million (2013: Baht 12.8 million)).

Key assumptions used for valuation are as follows:

(Unit: Percent per annum)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Discount rate	4.0	4.0	4.0	4.0
Future salary increase rate	3.0 - 3.5	3.0 - 3.5	3.5	3.5
Staff turnover rate (depending on age)	0 - 75	0 - 75	0 - 30	0 - 30

Amounts of defined benefit obligations and experience adjustments for the current and past four years are as follows:

(Unit: Million Baht)

	Defined benefit obligation		Experience adjustments on the obligation	
	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements
Year 2014	105	89	-	-
Year 2013	98	83	-	-
Year 2012	88	75	7	2
Year 2011	69	56	-	-
Year 2010	61	50	-	-

24. Provision

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2014	2013
Legal case	4,400	4,400

25. Other liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Withholding tax payable	11,816	3,688	11,114	3,642
Value added tax payable	11,114	5,981	9,624	4,717
Others	16,159	15,024	13,885	13,595
Total	39,089	24,693	34,623	21,954

26. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any) until the reserve reaches 10 percent of the registered share capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

27. Dividend

Dividends	Approved by	Total dividends	Dividend per share
		(Thousand Baht)	(Baht)
Final dividend for 2012	Annual General Meeting of the shareholders on 29 April 2013	336,905	0.16
Interim dividend for 2013	Board of Directors' meeting on 20 August 2013	421,131	0.20
Total		758,036	0.36
Final dividend for 2013	Annual General Meeting of the shareholders on 28 April 2014	421,131	0.20
Interim dividend for 2014	Board of Directors' meeting on 15 August 2014	252,679	0.12
Total		673,810	0.32

28. Brokerage fees

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
		(Restated)		(Restated)
Brokerage fees from securities business	1,397,622	1,652,879	1,397,622	1,652,879
Brokerage fees from derivatives business	47,450	80,165	47,450	80,165
Other brokerage fees	32,651	23,536	38,942	28,979
Total	1,477,723	1,756,580	1,484,014	1,762,023

29. Fees and services income

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Underwriting fee	176,751	200,259	176,751	200,259
Financial advisory fee	107,104	86,908	39,409	25,955
Securities lending fee	2,095	1,162	2,095	1,162
Private fund management fee	79,586	105,166	903	17,870
Mutual fund management fee	79,317	120,647	-	-
Registrar fee	27,181	31,386	-	-
Arranger fee	89,415	40,989	24,540	7,102
Other	2,712	6,830	2,712	6,830
Total	564,161	593,347	246,410	259,178

30. Provident fund

The Company and its employees, and the subsidiaries and its employees have jointly established provident fund in accordance with the Provident Fund Act B.E. 2530. The Company, its subsidiaries and employees of each company contributed to the funds monthly at the rate of 4-8 percent of basic salary. The funds, which have managed by BBL Asset Management Public Company Limited will be paid to employees upon termination in accordance with the fund rules.

During the years 2014 and 2013, the Company and the subsidiaries contributed to the funds as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Contributions to provident funds	30	30	25	24

31. Earnings per share

Basic earnings per share is determined by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Profit for the year (Thousand Baht)	827,878	1,067,330	821,748	1,017,785
Weighted average number of ordinary shares (Thousand shares)	2,105,656	2,105,656	2,105,656	2,105,656
Earnings per share (Baht/share)	0.39	0.51	0.39	0.48

32. Related party transactions

The relationships between the Company and its related parties are summarized below.

Name of related parties	Relationship
Asset Plus Fund Management Co., Ltd.	Subsidiary
Asia Plus Advisory Co., Ltd.	Subsidiary
Asia Plus (2014) Securities Co., Ltd.	Subsidiary
Bangkok Bank Plc.	Shareholder and close family member of the Company's director holds a position of director
BBL Asset Management Co., Ltd.	Bangkok Bank Plc. is its major shareholder.

Name of related parties	Relationship
Funds managed by BBL Asset Management Co., Ltd.	Managed by BBL Asset Management Co., Ltd.
Funds managed by Asset Plus Fund Management Co., Ltd.	Managed by Asset Plus Fund Management Co., Ltd.
Funds managed by the Company	Managed by the Company
Asia Sermkij Co., Ltd.	Common directors
Chatrian Holding Co., Ltd.	Common directors
Thai Incubator Dot Com Co., Ltd.	Common directors
City Realty Co., Ltd.	Common directors
City Villa Co., Ltd.	Common directors
TICON Industrial Connection Plc.	Common directors
TICON Industrial Growth Leasehold Property Fund	TICON Industrial Connection Plc. is its major unitholder.
Bangkok Club Co., Ltd.	Common directors
Metro System Corporation Plc.	Common directors
Narai Ruampipat Co., Ltd.	Common directors
Asia Warehouse Co., Ltd.	Common directors
Sathorn City Tower Juristic Person	Common directors
Chatubutr Holding Co., Ltd.	Common directors
Panichsawad Co., Ltd.	Common directors
Bangkok Insurance Plc.	Common directors
Copperwired Co., Ltd.	Common directors
Riverside Garden Marina Co., Ltd.	Common directors
Sukhumvit City Mall Group Co., Ltd.	Common directors
Intouch Holdings Plc.	Common directors
Supalai Plc.	Common directors
Thai Agro Energy Plc.	Common directors
Bangkok Chain Hospital Plc.	Common directors

During the years, the Company and the subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, are based on commercial term as the ordinary course of business.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements		Pricing policy
	2014	2013	2014	2013	
Transactions with subsidiaries					
(Eliminated from the consolidated financial statements)					
Service fee income	-	-	6,291	5,443	Price stated in contract
Dividend income	-	-	70,000	29,500	Normal rate declared
Other income	-	-	6,906	2,677	Agreed upon basis
Other expenses	-	-	294	330	Agreed upon basis
Service fee expenses	-	-	10,878	39,566	Agreed upon basis
Interest expenses	-	-	5,213	-	Price stated in contract
Sales of assets	-	-	-	194	Agreed upon basis
Transactions with related parties					
Brokerage fees	16,042	25,302	16,042	25,302	Normal rate charged to ordinary customers
Fee and service income	-	12,709	-	12,709	Price stated in contract
Dividend income	9,919	5,967	9,919	5,967	Normal rate declared
Interest income	118	208	60	169	Market rate
Premises and equipment expenses	64,303	57,632	50,221	43,676	Price stated in contract
Bank charges	5,593	6,960	5,487	6,887	Normal rate charged to ordinary customers
Other expenses	1,433	1,979	1,357	1,716	Normal rate charged to ordinary customers
Interest expenses	1,123	1,564	1,123	1,564	Market rate
Purchases of assets	3,294	1,041	3,294	1,041	Market price
Transactions with the directors of the Company's group and their close family members					
Brokerage fee	1,179	1,794	1,179	1,794	Normal rate charged to ordinary customers
Fee and service expenses	79	5	79	5	Normal rate charged to ordinary customers
Interest expenses	-	16	-	16	Rate stated in contract
Gain on derivatives	-	182	-	182	Price stated in contract

The balances of accounts as at 31 December 2014 and 2013 between the Company, subsidiaries and those related parties are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Subsidiaries				
(Eliminated from the consolidated financial statements)				
Fees and services income receivables	-	-	308	123
Other assets	-	-	75	75
Borrowings	-	-	50,000	-
Related parties				
Deposits at financial institutions in the name of Company and its subsidiaries and on behalf of customers	68,348	26,473	42,706	21,052
Securities business receivables	132,679	288,133	132,679	288,133
Accrued interest income	9	2	6	1
Deposits	13,091	11,573	10,288	8,960
Other assets	148	302	131	289
Securities business payables	-	18,240	-	18,240
Accrued expenses	1,318	1,482	1,112	1,211
Other liabilities	50	7	50	7
Transactions with the directors of the Company's group and their close family members				
Securities business receivables	-	12,632	-	12,632
Securities business payables	870	34	870	34

The Company overdraft facilities Baht 30 million with a bank which is related company. As at 31 December 2014, the Company has not drawn down such facilities.

During the year 2014, the Company had movements of borrowings from a related company as follows:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements			
	Balance as at 1 January 2014	During the year		Balance as at 31 December 2014
		Increase	Decrease	
Borrowings				
Related company				
Bangkok Bank Plc.	-	2,150,000	(2,150,000)	-

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at	During the year		Balance as at
	1 January 2014	Increase	Decrease	31 December 2014
Borrowings				
Subsidiaries				
Asia Plus (2014) Securities Co., Ltd.	-	499,500	(449,500)	50,000
Asset Plus Fund Management	-	50,000	(50,000)	-
Related company				
Bangkok Bank Plc.	-	2,150,000	(2,150,000)	-

Borrowings from a related company are charged interest at rate 2.00 - 2.67 percent per annum with no collateral.

The outstanding balances of investments in related companies as at 31 December 2014 and 2013 are as follows:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements	
	2014	2013
Bangkok Bank Plc.	41,444	43,544
Bangkok Club Co., Ltd.	1,240	1,240
TICON Industrial Connection Plc.	-	17,298
Intouch Holdings Plc.	3,175	38,407
TICON Industrial Growth Leasehold Property Fund	-	21,521
Thai Agro Energy Plc.	1	-
Supalai Plc.	1,463	-
Bangkok Chain Hospital Plc.	369	-
Asset Plus Stars Fund 8	18,186	-
Asset Plus China Fund	20,000	-
Asset Plus HSI Fund	10,191	-
Asset Plus Trigger 5% Fund	15,000	-
The Bangkok Garden Property Fund	761	761
Sathorn City Tower Property Fund	64	64
Bangkok Apartment Property Fund	1,000	1,000
The Emporium Tower Property Fund	4,100	4,100
Total	116,994	127,935
Add: Change in fair value of securities	43,406	64,917
Net	160,400	192,852

During the years, the Company purchased and sold unit trusts of funds managed by Asset Plus Fund Management Company Limited, a subsidiary of the Company. Purchase and sales prices were made at the net asset value, which was the normal price charged to ordinary investors. The details are as follows:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements			
	Purchase of unit trusts		Sales of unit trusts	
	For the years ended 31 December			
	2014	2013	2014	2013
Asset Plus Thai Equity Fund	10,000	-	10,432	-
Asset Plus Stars Fund 8	20,000	-	1,933	-
Asset Plus China Fund	20,000	-	-	-
Asset Plus HSI Fund	15,000	-	5,000	-
Asset Plus Trigger 5% Fund	15,000	-	-	-

Directors and management's benefit

During the years, the Company and the subsidiaries had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Short-term benefits	187,817	222,055	156,084	196,378
Retirement benefits	6,443	6,584	5,051	5,032
Total	194,260	228,639	161,135	201,410

33. Commitments and contingent liabilities

33.1 Commitments

- 1) The Company and its subsidiaries had entered into several operating lease agreements in respect of the lease of area in the building and vehicles. The terms of the agreements are generally between 1 year and 5 years. Such agreements are non-cancellable.

As at 31 December 2014 and 2013, future minimum lease payments required under these non-cancellable operating leases agreements and service agreements were as follows.

(Unit: Million Baht)

Payable	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
In up to 1 year	65	50	52	38
In over 1 and up to 5 years	74	52	66	39

As at 31 December 2014, Baht 106 million of the commitments of the Company and the subsidiaries are obligations under lease agreements and service agreements with related companies (2013: Baht 72 million) (The Company only: Baht 86 million (2013: Baht 49 million)).

- 2) As at 31 December 2014 and 2013, the Company has commitments to pay the fees related to its securities business to the Stock Exchange of Thailand, Thailand Clearing House Company Limited and Thailand Securities Depository Company Limited. These comprise a monthly fixed amount, a percentage of trading volume each month and/or a percentage of net settlements each month.
- 3) As at 31 December 2014 and 2013, the Company has commitment to pay the fees related to its derivatives business to Thailand Futures Exchange Public Company Limited and Thailand Clearing House Company Limited. These comprise a monthly fixed amount and/or at the fixed payment for each purchase or sale of a derivatives contract transacted.
- 4) As at 31 December 2014 and 2013, the Company has commitments to pay a fee to the Office of the Securities and Exchange Commission in relation to securities business licenses for securities brokerage at the rate of 0.0007 - 0.0018 percent of its trading volume. For commission received from securities trading, underwriting and others which the Company has licenses, the fee is charged at the rate of 1 percent per annum of income from the aforesaid activities. For securities trading of funds fee, the fee is charged at the rate of 0.1 percent per annum for commission received from securities trading of funds. The minimum total fee is Baht 500,000 per annum.
- 5) As at 31 December 2014 and 2013, the subsidiary has commitments to pay a fee to the Office of the Securities and Exchange Commission in relation to mutual fund management and private fund management at the rate of 0.0005 - 0.005 percent of the net assets of the Funds, and as a mutual fund registrar and for the sale and repurchase of fund units, at the rate of 1 percent of its registrar fee income. The minimum total fee payable are Baht 500,000 per annum.
- 6) As at 31 December 2014 and 2013, the Company has commitments in respect of futures contracts traded through the Thai Futures Exchange as detailed below.

	Consolidated and Separate financial statements			
	2014			
	Long position		Short position	
	Number of contracts	Cost (Thousand Baht)	Number of contracts	Cost (Thousand Baht)
SET 50 Futures	-	-	72	14,453
Single Stock Futures	98	4,998	10,050	73,666
Total	98	4,998	10,122	88,119

	Consolidated and Separate financial statements			
	2013			
	Long position		Short position	
	Number of contracts	Cost (Thousand Baht)	Number of contracts	Cost (Thousand Baht)
Single Stock Futures	-	-	1,208	2,176
Total	-	-	1,208	2,176

- 7) As at 31 December 2014 and 2013, the Company has commitments in respect of issuance and offer of derivative warrants in the Stock Exchange of Thailand.
- 8) As at 31 December 2014 and 2013, the Company had commitments in respect of entering into forward contracts as detailed in Note 35.1 to the financial statements.
- 9) As at 31 December 2014, the Company had commitments of Baht 1.5 million in respect of uncalled portion of investments in a company (2013: Baht 1.5 million).
- 10) As at 31 December 2014, the Company has commitment to maintain its proportionate shareholding in a company as discussed in Note 13.1 to financial statements.
- 11) As at 31 December 2014, the subsidiary has commitment amounting to Baht 0.6 million under a software licensing agreement and computer program lease agreement and other services (2013: Baht 0.6 million).

33.2 Contingent liabilities

33.2.1 Bank guarantees

As at 31 December 2014, there were outstanding bank guarantees of approximately Baht 2 million (2013: Baht 2 million), issued by a bank on behalf of the Company in respect of certain performance bonds required in the normal course of business of the Company.

32.2.2 Litigation

As at 31 December 2014 and 2013, the following significant lawsuits had been filed against the Company.

- 1) A case has been pending in Chonburi Provincial Court since 1994, where the Company and two former employees were sued for the offence of disseminating news concerning information under the Securities and Exchange Act B.E. 2535. In November 2006, the Appeal Court dismissed the case, and in December 2014, the Supreme Court ordered the Company to pay Baht 1.5 million. The Company recorded the loss from this litigation in 2014.
- 2) The plaintiff in case 1) brought a civil lawsuit against the Company in 1994, alleging a tort and seeking damages of Baht 38 million. The court ordered a temporary suspension of the case pending the finalization of the criminal case in 1), the plaintiff should resubmit the case to the Court for consideration.
- 3) In September 2005, the Company has been claimed as the second defendant for tortuous act seeking damages for Baht 30 million. The Court of First Instance and the Appeal Court dismissed the lawsuit against the Company and the case is currently under consideration by the Supreme Court. The Company's management believes that the Company will not suffer losses from this case.
- 4) In August 2006, the Company has been claimed for tortuous act seeking damages for Baht 4 million. The Court of First Instance ordered the Company to pay the amount claimed by the plaintiff, but the Appeal Court subsequently reversed this decision and dismissed the lawsuit. The case is under consideration of the Supreme Court. The Company has recorded a provision of Baht 4 million for such losses.
- 5) In April 2010, the Company was sued for breach of contract under a civil lawsuit seeking damages of Baht 2 million. The Court of First Instance and the Appeal Court dismissed the case and on 19 August 2014, the Supreme Court denied the plaintiff permission to appeal and dismissed the plaintiff's petition. The case is therefore final.

34. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Company and its subsidiaries are organized into business units based on its products and services and have the following four reportable segments:

- The securities and derivatives brokerage segment, which provides brokering services for both local and foreign investors
- The investment banking segment, which provides financial advisory services and underwriting services
- The fund management segment, which provides fund management services and investments in unit trusts
- The investment trading segment, which provides buys, sells and exchanges securities in its own accounts, as a regular business activity.

The Company and its subsidiaries have combined the back office, equity derivatives, Wealth Plus, and treasury operating segments and presented them as single reportable segment called "Other segments". Since such operating segments do not meet the quantitative thresholds as set out in the financial reporting standard.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements. However, income taxes of the Company and its subsidiaries are managed on a Group basis and are not allocated to operating segments.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

Below is the financial information of the Company and its subsidiaries for the years ended 31 December 2014 and 2013 which are classified by segments as follows:

(Unit: Million Baht)

	Securities and derivatives brokerage segment		Investment banking segment		Fund management segment		Investment trading segment		Other segments		Consolidated financial statements	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
												(Restated)
Revenue from external customers	1,533	1,640	374	344	186	239	220	338	87	236	2,400	2,797
Inter-segment	-	-	-	-	-	-	-	-	-	-	-	-
Total revenues	1,533	1,640	374	344	186	239	220	338	87	236	2,400	2,797
Interest income	-	-	3	4	4	4	20	13	245	284	272	305
Finance costs	-	-	-	1	-	-	23	31	63	54	86	86
Segment operating income	573	601	193	187	34	54	147	216	92	281	1,039	1,339
Unallocated expenses:												
Income tax expenses											(211)	(272)
Profit for the year											828	1,067

The following table presents segment assets of the Company and its subsidiaries' operating segments as at 31 December 2014 and 2013:

(Unit: Million Baht)

	Securities and derivatives brokerage segment	Investment banking segment	Fund management segment	Investment trading segment	Other segments	Consolidated financial statements
Segment assets						
At 31 December 2014	98	136	197	1,737	5,492	7,660
At 31 December 2013	101	174	218	1,303	5,890	7,686

The Company and its subsidiaries have no major customer with revenue of 10 percent or more of the entity's revenues. Almost customers of the Company and its subsidiaries are local customers.

The Company and its subsidiaries are operated in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain to the aforementioned geographical reportable segment.

35. Financial instruments

35.1 Financial risk management

The Company's financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, deposits at financial institutions, securities purchased under resale agreements, receivables from Clearing House, securities and derivatives business receivables, derivatives assets, investments in debt securities, fees and services income receivables, borrowings from financial institutions, securities sold under repurchase agreements, payables to Clearing House, securities and derivatives business payables, derivatives liabilities and debt issued and borrowings. The financial risks associated with these financial instruments and how they are managed in described below.

Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to deposits at financial institutions, securities purchased under resale agreements, receivables from Clearing House, securities and derivatives business receivables, derivatives assets, investments in debt securities and fees and services income receivables. The management manages the risk by setting up various measures to evaluate credit risks of all new customers when apply for new accounts to determining a proper credit line. The Company also reviews customers' credit lines continuously. To control risk in lending for securities purchase, the Company evaluates the customers' financial status and ability to repay as well as the customers' current trading patterns. The Company also limits the list of securities that can be purchased on margin, and considers the securities fundamentals and liquidity. In addition, the Company limits the amount of securities that can be purchased and its concentration in any particular securities.

The investment in debt instruments is determined on the basis of the firm financial status of issuing institutions and their instruments being rated at acceptable rating by the reputable credit rating agencies.

In addition, the Company and its subsidiaries do not have high concentration of credit risk of retail client since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Financial assets				
Deposits at financial institutions in the name of Company and its subsidiaries and on behalf of customers	6,936,678	5,757,664	6,318,431	5,624,819
Securities purchased under resale agreements	649,130	499,606	649,130	499,606
Receivables from Clearing House	14,790	1,988	14,790	1,988
Securities and derivatives business receivables	3,633,447	4,221,063	3,633,447	4,221,063
Derivatives assets	14,777	18,391	14,777	18,391
Investment in debt securities	513,516	259,645	513,516	259,645
Fees and services income receivables	32,778	34,177	2,940	3,255

Interest rate risk

The Company and its subsidiaries' exposure to interest rate risk relates primarily to deposits at financial institutions, securities purchased under resale agreements, securities business receivables - credit balance accounts, investments in debt securities, borrowings from financial institutions, securities sold under repurchase agreements and debt issued and borrowings. However, since the Company and its subsidiaries' financial assets and liabilities are short-term in nature and bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

Significant financial assets and liabilities as at 31 December 2014 and 2013 classified by type of interest rates are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements											
2014											
Outstanding balances of financial instruments									Interest rate (Percent per annum)		
Floating interest rate	Repricing or maturity dates					Non-performing debt	No interest	Total	Interest rate		
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity				Floating rate	Fixed rate	
Financial instruments - assets											
Cash and cash equivalents	167	455	135	-	-	-	-	75	832	0.05 - 0.75	1.60 - 2.50
Deposits at financial institutions	-	-	105	-	-	-	-	-	105	-	2.60 - 2.75
Securities purchased under resale agreements	-	-	649	-	-	-	-	-	649	-	2.70 - 2.78
Receivables from Clearing House	-	-	-	-	-	-	-	15	15	-	-
Securities and derivatives business receivables	2,113	-	-	-	-	-	39	1,519	3,671	5.45 - 12.00	-
Derivatives assets	-	-	-	-	-	-	-	15	15	-	-
Investments in debt securities	-	-	-	-	514	-	-	-	514	-	5.65 - 7.00
Fees and services income receivables	-	-	-	-	-	-	-	33	33	-	-
Financial instruments - liabilities											
Securities sold under repurchase agreements	-	-	649	-	-	-	-	-	649	-	2.90 - 3.25
Payable to Clearing House	-	-	-	-	-	-	-	404	404	-	-
Securities and derivatives business payables	-	-	-	-	-	-	-	970	970	-	-
Derivatives liabilities	-	-	-	-	-	-	-	34	34	-	-
Debt issued and borrowings	-	-	300	-	-	-	-	-	300	-	2.67

(Unit: Million Baht)

	Separate financial statements										
	2014										
	Outstanding balances of financial instruments								Interest rate (Percent per annum)		
	Floating interest rate	Repricing or maturity dates					Non- performing debt	No interest			Total
At call		Within 1 year	1 - 5 years	Over 5 years	No maturity	Floating rate			Fixed rate		
Financial instruments - assets											
Cash and cash equivalents	141	-	-	-	-	-	-	73	214	0.05 - 0.75	-
Securities purchased under resale agreements	-	-	649	-	-	-	-	-	649	-	2.70 - 2.78
Receivables from Clearing House	-	-	-	-	-	-	-	15	15	-	-
Securities and derivatives business receivables	2,113	-	-	-	-	-	39	1,519	3,671	5.45 - 12.00	-
Derivatives assets	-	-	-	-	-	-	-	15	15	-	-
Investments in debt securities	-	-	-	-	514	-	-	-	514	-	5.65 - 7.00
Fees and services income receivables	-	-	-	-	-	-	-	3	3	-	-
Financial instruments - liabilities											
Securities sold under repurchase agreements	-	-	649	-	-	-	-	-	649	-	2.90 - 3.25
Payable to Clearing House	-	-	-	-	-	-	-	404	404	-	-
Securities and derivatives business payables	-	-	-	-	-	-	-	970	970	-	-
Derivatives liabilities	-	-	-	-	-	-	-	34	34	-	-
Debt issued and borrowings	-	50	300	-	-	-	-	-	350	-	2.00 - 2.67

(Unit: Million Baht)

	Consolidated financial statements										
	2013										
	Outstanding balances of financial instruments								Interest rate (Percent per annum)		
	Floating interest rate	Repricing or maturity dates				Non- performing debt	No interest	Total	Floating rate	Fixed rate	
		At call	Within 1 year	1 - 5 years	Over 5 years	No maturity					
Financial instruments - assets											
Cash and cash equivalents	131	388	280	-	-	-	-	49	848	0.10 - 0.75	2.25 - 3.15
Deposits at financial institutions	-	-	140	-	-	-	-	-	140	-	3.05 - 3.30
Securities purchased under resale agreements	-	-	500	-	-	-	-	-	500	-	2.87 - 3.90
Receivables from Clearing House	-	-	-	-	-	-	-	2	2	-	-
Securities and derivatives business receivables	1,912	-	-	-	-	-	36	2,309	4,257	5.45 - 12.00	-
Derivatives assets	-	-	-	-	-	-	-	18	18	-	-
Investments in debt securities	-	-	138	27	95	-	-	-	260	-	4.55 - 5.80
Fees and services income receivables	-	-	-	-	-	-	-	34	34	-	-
Financial instruments - liabilities											
Securities sold under repurchase agreements	-	-	500	-	-	-	-	-	500	-	2.87 - 3.90
Payable to Clearing House	-	-	-	-	-	-	-	1,076	1,076	-	-
Securities and derivatives business payables	-	-	-	-	-	-	-	926	926	-	-
Derivatives liabilities	-	-	-	-	-	-	-	49	49	-	-

(Unit: Million Baht)

Separate financial statements											
2013											
Outstanding balances of financial instruments											
Floating interest rate	Repricing or maturity dates					Non-performing debt	No interest	Total	Interest rate (Percent per annum)		
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity				Floating rate	Fixed rate	
Financial instruments - assets											
Cash and cash equivalents	119	330	220	-	-	-	-	46	715	0.10 - 0.75	2.25 - 3.15
Securities purchased under resale agreements	-	-	500	-	-	-	-	-	500	-	2.87 - 3.90
Receivables from Clearing House	-	-	-	-	-	-	-	2	2	-	-
Securities and derivatives business receivables	1,912	-	-	-	-	-	36	2,309	4,257	5.45 - 12.00	-
Derivatives assets	-	-	-	-	-	-	-	18	18	-	-
Investments in debt securities	-	-	138	27	95	-	-	-	260	-	4.55 - 5.80
Fees and services income receivables	-	-	-	-	-	-	-	3	3	-	-
Financial instruments - liabilities											
Securities sold under repurchase agreements	-	-	500	-	-	-	-	-	500	-	2.87 - 3.90
Payable to Clearing House	-	-	-	-	-	-	-	1,076	1,076	-	-
Securities and derivatives business payables	-	-	-	-	-	-	-	926	926	-	-
Derivatives liabilities	-	-	-	-	-	-	-	49	49	-	-

Liquidity Risk

The Company may be exposed to liquidity risk due to securities and derivatives business receivables, of which the Company may not be able to obtain settlement, and due to investments, which the Company may not be able to dispose at the expected prices due to volatility in the market. However, these financial assets are considered highly liquid assets, as reflected in the Company's net capital ratio which is higher than the mandatory minimum requirement of 7 percent. The Company also has sufficient credit lines from various financial institutions to finance its operations.

The periods of time from the end of the reporting period to the maturity dates of financial instruments as at 31 December 2014 and 2013 are as follows:

(Unit: Million Baht)

	Consolidated financial statements						
	2014						
	Outstanding balances of financial instruments						
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Non performing debt	Total
Financial instruments - assets							
Cash and cash equivalents	697	135	-	-	-	-	832
Deposits at financial institutions	-	105	-	-	-	-	105
Securities purchased under resale agreements	-	649	-	-	-	-	649
Receivables from Clearing House	-	15	-	-	-	-	15
Securities and derivatives business receivables	-	2,113	-	-	1,519	39	3,671
Derivatives assets	-	15	-	-	-	-	15
Investments in debt securities	-	-	-	514	-	-	514
Fees and services income receivables	-	33	-	-	-	-	33
Financial instruments - liabilities							
Securities sold under repurchase agreements	-	649	-	-	-	-	649
Payable to Clearing House	-	404	-	-	-	-	404
Securities and derivatives business payables	-	970	-	-	-	-	970
Derivatives liabilities	-	34	-	-	-	-	34
Debt issued and borrowings	-	300	-	-	-	-	300

(Unit: Million Baht)

	Separate financial statements						
	2014						
	Outstanding balances of financial instruments						
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Non performing debt	Total
Financial instruments - assets							
Cash and cash equivalents	214	-	-	-	-	-	214
Securities purchased under resale agreements	-	649	-	-	-	-	649
Receivables from Clearing House	-	15	-	-	-	-	15
Securities and derivatives business receivables	-	2,113	-	-	1,519	39	3,671
Derivatives assets	-	15	-	-	-	-	15
Investments in debt securities	-	-	-	514	-	-	514
Fees and services income receivables	-	3	-	-	-	-	3
Financial instruments - liabilities							
Securities sold under repurchase agreements	-	649	-	-	-	-	649
Payable to Clearing House	-	404	-	-	-	-	404
Securities and derivatives business payables	-	970	-	-	-	-	970
Derivatives liabilities	-	34	-	-	-	-	34
Debt issued and borrowings	50	300	-	-	-	-	350

(Unit: Million Baht)

	Consolidated financial statements						
	2013						
	Outstanding balances of financial instruments						
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Non performing debt	Total
Financial instruments - assets							
Cash and cash equivalents	568	280	-	-	-	-	848
Deposits at financial institutions	-	140	-	-	-	-	140
Securities purchased under resale agreements	-	500	-	-	-	-	500
Receivables from Clearing House	-	2	-	-	-	-	2
Securities and derivatives business receivables	-	2,309	-	-	1,912	36	4,257
Derivatives assets	-	18	-	-	-	-	18
Investments in debt securities	-	138	27	95	-	-	260
Fees and services income receivables	-	34	-	-	-	-	34
Financial instruments - liabilities							
Securities sold under repurchase agreements	-	500	-	-	-	-	500
Payable to Clearing House	-	1,076	-	-	-	-	1,076
Securities and derivatives business payables	-	926	-	-	-	-	926
Derivatives liabilities	-	49	-	-	-	-	49

(Unit: Million Baht)

	Separate financial statements						
	2013						
	Outstanding balances of financial instruments						
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Non performing debt	Total
Financial instruments - assets							
Cash and cash equivalents	495	220	-	-	-	-	715
Securities purchased under resale agreements	-	500	-	-	-	-	500
Receivables from Clearing House	-	2	-	-	-	-	2
Securities and derivatives business receivables	-	2,309	-	-	1,912	36	4,257
Derivatives assets	-	18	-	-	-	-	18
Investments in debt securities	-	138	27	95	-	-	260
Fees and services income receivables	-	3	-	-	-	-	3
Financial instruments - liabilities							
Securities sold under repurchase agreements	-	500	-	-	-	-	500
Payable to Clearing House	-	1,076	-	-	-	-	1,076
Securities and derivatives business payables	-	926	-	-	-	-	926
Derivatives liabilities	-	49	-	-	-	-	49

Foreign currency risk

The Company is exposed to significant foreign currency risk in respect of investments in foreign currencies. The Company seeks to reduce this risk by entering into forward contracts when it considers appropriate. Generally, the forward contracts mature within 1 year.

As at 31 December 2014 and 2013, outstanding balances of the Company's financial assets and liabilities denominated in foreign currencies are as follows:

Foreign currencies	Consolidated and Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2014	2013	2014	2013	2014	2013
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US Dollar	4.8	7.9	-	-	32.96	32.81
Pound Sterling	0.3	1.1	-	-	51.15	53.92
Hong Kong Dollar	49.3	30.8	6.0	0.5	4.25	4.23
Japanese Yen	286.3	363.9	16.4	-	0.27	0.31
Swiss Franc	0.7	1.0	-	-	33.30	36.70
Korea Won	1.6	289.0	-	-	0.03	0.03
Euro	3.4	4.2	-	-	40.05	45.02
Singapore Dollar	-	0.2	-	-	24.90	25.88
Taiwan Dollar	0.5	-	0.5	-	1.04	1.09

Forward contracts outstanding as at 31 December 2014 and 2013 are summarised below.

Consolidated and Separate financial statements				
2014				
Foreign currencies		Amount		Contractual exchange rate
The Company buy	The Company sell	The Company buy	The Company sell	
		(Million)	(Million)	
Baht	US Dollar	252.2	7.7	32.12 - 33.44 Baht per 1 US Dollar
Baht	Hong Kong Dollar	8.0	1.9	4.13 - 4.25 Baht per 1 Hong Kong Dollar
Baht	Euro	151.4	3.7	40.79 - 45.18 Baht per 1 Euro
Baht	Pound Sterling	14.9	0.3	55.24 Baht per 1 Pound Sterling
Baht	Japanese Yen	115.8	397.3	0.27 - 0.32 Baht per 1 Japanese Yen
Baht	Swiss Franc	5.7	0.2	33.55 - 36.28 Baht per 1 Swiss Franc

As at 31 December 2014, the Company entered into forward contracts to sell USD 5.7 million, Euro 3.4 million and JPY 266.3 million to reduce the foreign currency risk in respect of investment in foreign currencies for the Company's portfolio. The remaining are the forward contracts which the Company entered into in order to reduce the foreign currency risk in respect of investment in foreign currencies for the clients' portfolio. These included forward contracts to sell USD 1.5 million, JPY 62.7 million, Euro 0.3 million, CHF 0.2 million, GBP 0.3 million and HKD 0.9 million which were on behalf of a related party.

Consolidated and Separate financial statements				
2013				
Foreign currencies		Amount		Contractual exchange rate
The Company buy	The Company sell	The Company buy	The Company sell	
		(Million)	(Million)	
Baht	US Dollar	442.0	14.1	29.64 - 32.61 Baht per 1 US Dollar
Baht	Hong Kong Dollar	7.8	1.9	3.90 - 4.14 Baht per 1 Hong Kong Dollar
Baht	Euro	120.3	2.9	40.53 - 44.30 Baht per 1 Euro
Baht	Pound Sterling	18.3	0.4	47.25 - 53.42 Baht per 1 Pound Sterling
Baht	Japanese Yen	194.1	611.8	0.31 - 0.33 Baht per 1 Japanese Yen
Baht	Swiss Franc	5.3	0.2	32.65 - 33.30 Baht per 1 Swiss Franc

As at 31 December 2013, the Company entered into forward contracts to sell USD 8.2 million, Euro 2.4 million and JPY 353.0 million to reduce the foreign currency risk in respect of investment in foreign currencies for the Company's portfolio. The remaining are the forward contracts which the Company entered into in order to reduce the foreign currency risk in respect of investment in foreign currencies for the clients' portfolio. These included forward contracts to sell USD 2.0 million, JPY 60.1 million, EUR 0.4 million, CHF 0.2 million, GBP 0.3 million and HKD 0.9 million which were on behalf of a related party.

Financial derivatives instruments

As of 31 December 2014 and 2013, the fair values of financial derivatives which is the Company's commitments as presented in the Company's accounts are as follows:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements			
	2014			
	Remaining year before maturity date			Total
	1 - 6 months	6 months - 1 year	Over 1 year	
Single Stock Futures				
Long position	4,469	-	-	4,469
Short position	70,410	-	-	70,410
SET 50 Futures				
Short position	14,243	-	-	14,243

(Unit: Thousand Baht)

	Consolidated and Separate financial statements			
	2013			
	Remaining year before maturity date			Total
	1 - 6 months	6 months - 1 year	Over 1 year	
Single Stock Futures				
Short position	2,160	-	-	2,160

Market risk

Factors of political and economic issues both internally and externally have an impact on the capital market conditions. Especially, the volatility of price movement affects on the gain or loss on the investment. Diversifying portfolios, after studying available information and analytical research could ease some investment risks.

35.2 Fair value of financial instruments

Since the majority of the Company and its subsidiaries' financial instruments are short-term in nature or bear interest rates which are close to the market rates, their fair values are not expected to be materially different from the amounts presented in the statements of financial position.

Fair value represents the amount for which an asset could be exchanged or a liability settled between knowledgeable, willing parties in an arm's length transaction. The Company and its subsidiaries have estimated the fair value of financial instruments as follows:

a) Financial assets

The methodology used for determining the fair value is dependent upon the characteristics of the financial instruments. The fair values of financial assets are presented as the amount stated in the statements of financial position, including deposits at financial institutions, which are considered to approximate their respective carrying value since the financial instruments are predominantly subject to market interest rates. Financial instruments that have standard terms and

conditions which are traded on an active and liquid market, such as investments in debt securities and derivatives, have their fair values determined by the quoted market price. The fair values of securities purchased under resale agreements and receivables from Clearing House present at book values since the maturity dates are in short-term period. The fair values of securities and derivatives business receivables and fee and services income receivables present at book value after deducting of allowance for doubtful accounts. The fair value of derivatives assets are determined by quoted market price.

b) Financial liabilities

The fair values of borrowings from financial institutions, securities sold under repurchase agreements, payables to Clearing House, securities and derivatives business payables and debt issued and borrowings present at book value since the maturity dates are in short-term period. The fair values of derivatives liabilities are determined by quoted market price.

As at 31 December 2014 and 2013, there are no material differences between the book value of financial instruments and their fair values.

36. Capital management

The primary objectives of the Company's capital management is to ensure that it has appropriate financial structure, to preserve the ability to continue its business as a going concern and to maintain net capital adequacy in accordance with the Notifications of the Office of the Securities and Exchange Commission.

37. Events after the reporting period

37.1 On 15 January 2015, the Extraordinary General Meeting of the shareholders passed resolutions as follows:

- 1) The restructuring plan of the Group will be transferred to Asia Plus (2014) Securities Company Limited, as discussed in Note 1.4 to financial statements.
- 2) The change of the Company's name from "Asia Plus Securities Public Company Limited" to "Asia Plus Group Holdings Securities Public Company Limited". The Company registered its name with the Ministry of Commerce on 19 January 2015.

37.2 On 19 January 2015, the subsidiary registered the change of its name from "Asia Plus (2014) Securities Company Limited" to "Asia Plus Securities Company Limited".

37.3 On 25 February 2015, a Board of Directors Meeting proposed that the following be considered by the General Meeting of the shareholders as follows:

- 1) Propose the payment of a dividend for the year 2014 of Baht 0.32 per share. However, since the Board of Directors previously approved an interim dividend from profit of the year 2014 amounting to Baht 0.12 per share, the Board will propose the remaining dividend payment of Baht 0.20 per share, amounting to Baht 421 million.
- 2) Propose the change of the Company's name from "Asia Plus Group Holdings Securities Public Company Limited" to "Asia Plus Group Holdings Public Company Limited" which the Company will change its name when the Company returns the securities business licenses.

38. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 25 February 2015.

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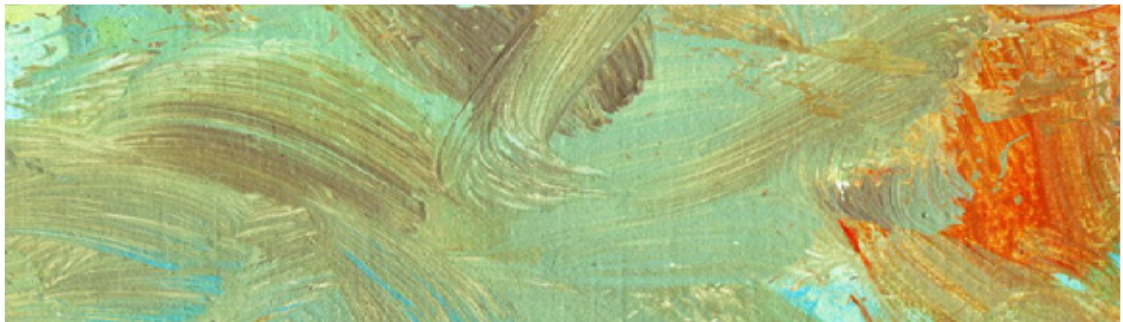
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