

# NEW CHALLENGE



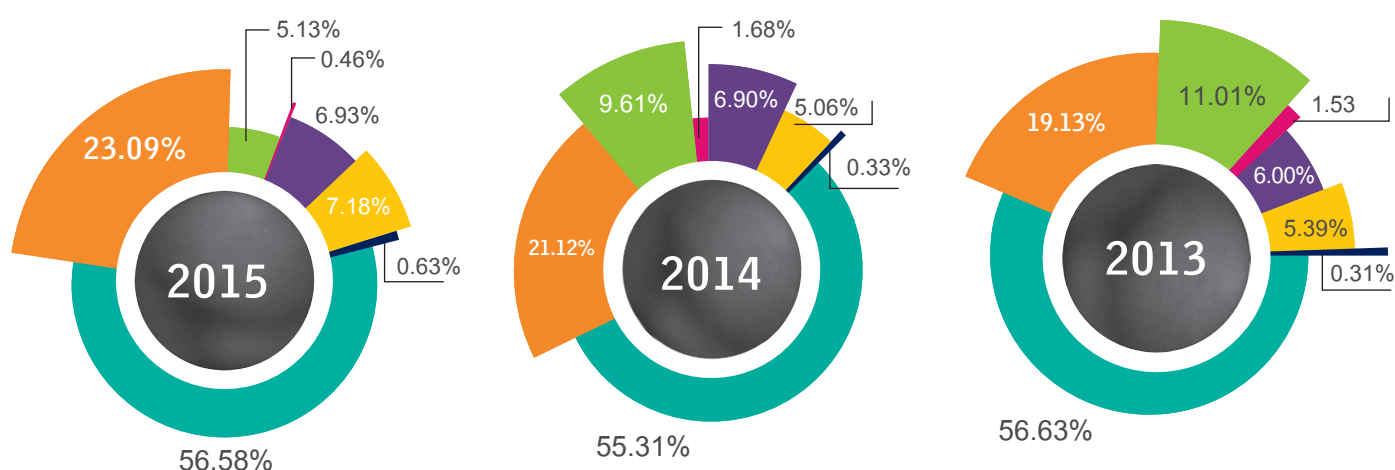
# Content

4	Financial Highlights	58	Corporate Governance
5	Financial Ratio		- Board of Directors' Policy on Corporate Governance
6	Message from the Chairman of the Board and the Chief Executive Officer		- The Committee and Sub-Committee
8	Vision / Mission		- Procedure for Nomination of Directors and Highest-level Executives
10	Detail on Directors and Executives		- Oversight of the Operations of Subsidiaries and Affiliated Company
20	Overall Business Operations		- Supervision of Use of Inside Information
	- Major Changes and Developments		- Audit Remuneration
	- Shareholders Structure		- Good Corporate Governance
24	Nature of Business	79	Corporate Social Responsibility : CSR
	- Income Structure of the Company and Subsidiaries	85	Internal Control and Risk Management
	- 2015 Business Operations	86	Related Transactions
	- Market Summary	99	Management Discussion and Analysis
43	Risk Factors	107	Report of the Board of Directors Responsibilities for Financial Statements
47	General Corporate Information	108	Report of the Risk Management Committee
50	Shareholders Structure	109	Report of the Audit Committee
51	Dividend Payment Policy	110	Financial Statements and Notes to Financial Statements
52	Management Structure		
	- Organization Chart		
	- Board of Directors and Executives		
	- Company Secretary		
	- The Remuneration of Directors and Executives		

# Financial Highlights

## Consolidated Financial Statements

### Consolidated revenue structure



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

As at or for the year and 31 December

#### Operating Results (Million Baht)

	2015	2014	2013
Total revenues	2,174.33	2,671.82	3,101.76
Total expenses	1,391.44	1,547.23	1,762.25
Profit before tax	702.22	1,038.78	1,339.50
Profit for the year	557.74	827.88	1,067.33

#### Financial Position Statement Information (Million Baht)

Total assets	7,767.16	7,660.00	7,686.22
Total liabilities	3,332.86	3,068.83	3,250.85
Total owners' equity	4,434.30	4,591.17	4,435.37
Investments	2,268.87	2,079.48	1,502.66
Margin loan	2,111.44	2,112.79	1,911.92

#### Common Share Information (Baht)

Par value	1.00	1.00	1.00
Book value per share	2.11	2.18	2.11
Earning per share	0.26	0.39	0.51
Dividend per share	0.24	0.32	0.40



# Financial ratio

Financial ratio		2015	2014	2013
<b>Profitability ratio</b>				
Gross profit margin	%	90.64	91.91	92.54
Net profit margin	%	25.68	31.01	34.41
Return on equity	%	12.36	18.34	24.83
Return on investment	%	8.64	21.00	24.80
<b>Efficiency ratio</b>				
Return on asset	%	7.23	10.79	13.37
Asset turnover	Time	0.28	0.35	0.39
<b>Financial ratio</b>				
Liquid assets to total borrowings	Time	5.50	8.26	-
Performing assets to total borrowings	Time	14.46	19.17	-
Liquid assets to total assets	%	29.22	32.36	29.80
Performing assets to total assets	%	76.80	75.08	74.93
Debt to equity	Time	0.75	0.67	0.73
Dividend pay out	%	96.00 <sup>1/</sup>	82.00	83.33
<b>Other ratio</b>				
Net investment in securities to total assets	%	29.21	27.15	19.55

<sup>1/</sup> The Board of Directors Meeting No. 2/2016 on February 24, 2016, has resolved to propose to the Annual General Meeting of Shareholders No. 22, which will be held on April 27, 2016, the declaration of dividend from the operating results of 2015 to all shareholders at the rate of Bt 0.24 per share, totaling Bt 505,357,450.56. The Company had paid an interim dividend on September 8, 2015 at the rate of Bt 0.12 per share, totaling Bt 252,678,725.28. The remaining dividend shall be paid at the rate of Bt 0.12 per share, totaling Bt 252,678,725.28.

The Company set the date to determine the list of shareholders entitled to receive dividend on March 10, 2016. 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 11, 2016. The dividend payment shall be made on May 16, 2016.

## Message from the Chairman of the Board of Directors and the Chief Executives Officer



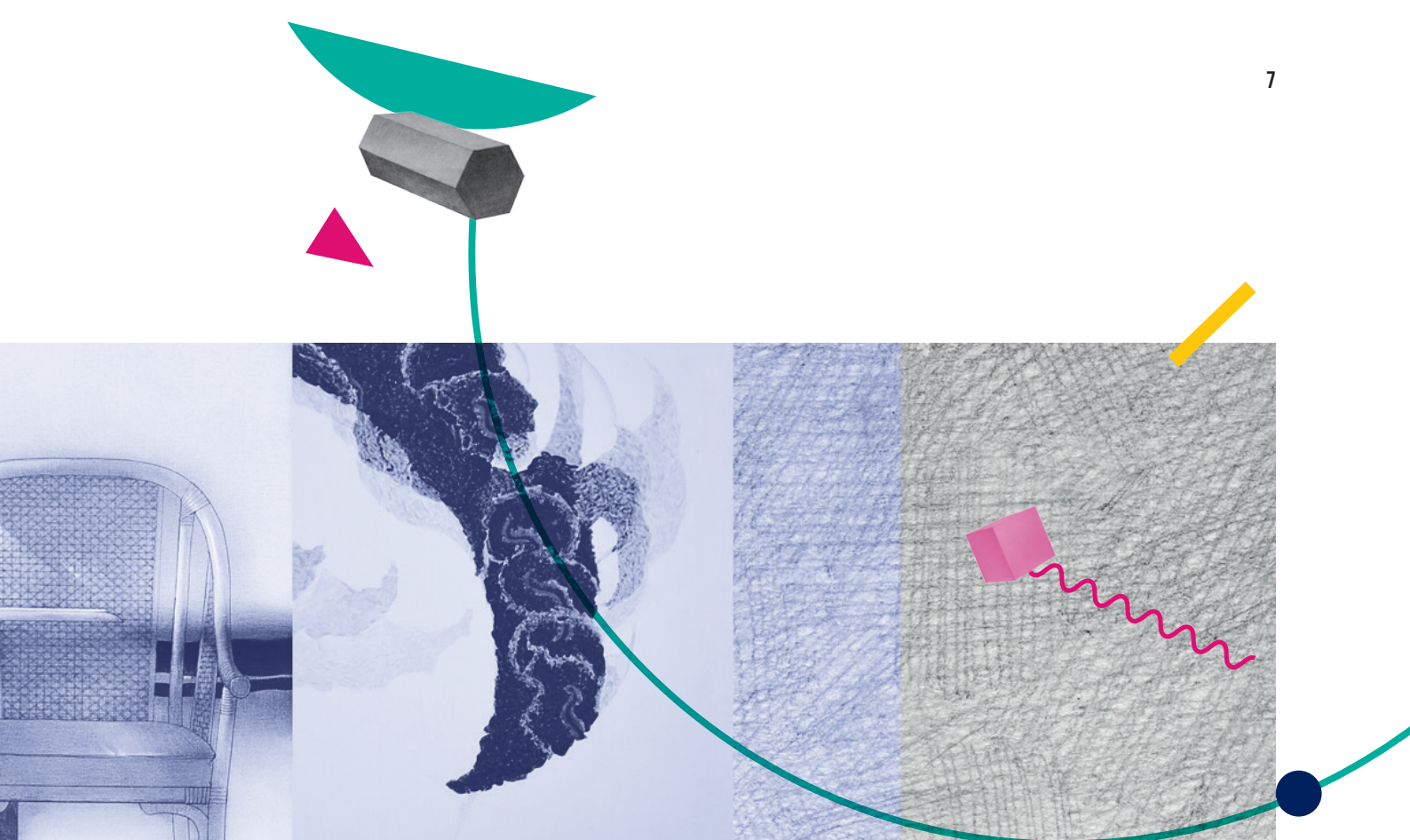
Following the commencement of the ASEAN Economic Community (AEC) in 2015 uniting the ten Southeast Asian countries under “a single market and production base”, and significantly enlarging the regional trade and investment area, this event is considered to be a major changing point in the economy and businesses of Thailand. It is a year of vital transition with substantial change in the capital market of Thailand once again with possible opportunities and impacts, especially for SME businesses. Over the past year, investors have changed in their previous ways of thinking. Furthermore, the importance of market leaders has substantially decreased, enabling investors to realize the significance of medium-size businesses with the potential and capability to create differences from the traditional means of business practice. This further asserts the notion that Thai business should focus on the paradigm shift, prepare for incoming change, and define differences from previous ways of doing business by applying disruptive innovation and technology as a tool in strengthening competitiveness and driving Thai business towards sustainable growth.

In 2015, the expansion of the Thai economy was weaker than speculated due to a slow recovery during the first half of the year. This was a result of a reduction in export value—a major driver of GDP—and a plunge in domestic demand. In the meantime, large government projects could not be implemented in 2015 despite the positive factor brought about by the continual drop in oil price. The baht value has rapidly weakened and the economic stimulus package put together by the government is only for a short-term period. Tourism is the only industry that is expanding healthily owing

to the peaceful political situation in the country and as a positive result of the lifting of the martial law.

Concerning the challenge faced by Asia Plus Group as well as Thai entrepreneurs in the financial service business as regards the cooperative ability to develop and elevate Thailand, in the previous year Asia Plus Group participated in changing the situation in Thailand by offering the opportunity to a new generation to experience the capital market more closely than in the past, and mobilizing funds from issuing bonds and equity instruments. All in all, if we collaborate in creating change in combination with the growth from the same foundation, Thailand will become stronger owing to a diversity of businesses and industries, a decrease in risk, business expansion, as well as the capital market that will grow in the same direction.

Under the floundering business conditions at the global scale and rapidly changing competition, Asia Plus Group Holdings Public Company Limited has brought to the forefront the adjustment of the organizational structure and the organization’s strategic planning (2020 Strategy). The purpose is to stipulate the goals and direction of the organization for the next five years through clear guidelines indicating which direction the organization should follow so that we are able to communicate and stress our strengths, define the operational plan, and make use of existing resources in the same direction so as to achieve a common goal. Since the beginning of the year, the Company has collaborated with a marketing consultant company in order to conduct a study on the environment of business operations in every aspect by carrying out in-depth interviews with customers and investors, and organizing a workshop attended by executives and representatives from different fields. The ultimate aim is to



enable the Company to specify a strategic plan for the organization that is capable of enhancing the competitiveness of Asia Plus Group.

Asia Plus Group has a long established reputation and is widely accepted for adding value to assets for our customers. From this moment onwards, we will utilize this strength in presenting our products and services under the concept of “Creating Value Beyond Wealth” whereby the main strategy comprises two parts: first, that creating a brand for recognition and acceptance in the market, and second, the strategy concerning business operations. The Company has designed two models of business: Private Wealth Management and Full Service Brokerage, each of which has different service provision patterns in order to answer the different needs of target customers.

In achieving the five-year target of the organization, the Company is focused on four strategies to drive business.

1. Improving and presenting a diversity of products and services (Customer Segmentation), and being able to accurately answer the needs of each group of customers.
2. Developing long-term relationships with customers by providing services that create real value and usefulness for customers (Beyond-Wealth Service).

3. Building an organization equipped with an effective management system for the knowledge and information of the organization (Knowledge-Driven Organization).
4. Building organizational culture through the organizational values of the Company (Corporate Value) in uniting the personnel in the organization towards reaching the common goal of the Company.

Lastly, operating business in achieving the plan of organizational strategy as specified by the Company requires one significant factor to propel such a plan—the support from shareholders, customers, and every member of staff who realize it is important to improve potential, learn new things, adjust, change, and develop oneself continually so as to achieve a target and act as a major force in building success and sustainability for the Company. The Company is determined to achieve the goal of its organizational strategy (2020 Strategy) and believes that attempts to improve and change will gradually provide more concrete benefits to the organization and its shareholders.

**Mr. Chali Sophonpanich**  
Chairman

**Mr. Kongkiat Opaswongkarn**  
Chief Executive Officer

## Asia Plus Group Holdings Public Company Limited

### Vision

Being a leader in diverse and innovative investments with outstanding potential amidst the rapid changes that come with the age of globalization.

### Mission

- Disseminating an investment base in various businesses to acquire balance and sustainability.
- Serving as a center of excellence as regards knowledge and understanding about new financial development and sharing such contents with its subsidiaries, customers, and the general public.
- Equipping the organization with the effective management system of knowledge entities and information.
- Creating the organizational culture using the value of organization in connecting the company's goals with personnel within the organization.
- Continuously staying ahead of change and competition.

### Asia Plus Securities Company Limited (Core Company)

#### Vision

"To become the industry leader providing a full range of financial services under the fast evolving globalization age"

#### Mission

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



Good Governance

G

Responsive

R

Accountability

A

Creativity

C

Enthusiasm

E

**GRACE**

# Details of Directors

## ASIA PLUS GROUP HOLDINGS PUBLIC COMPANY LIMITED

01



### Mr. Chali Sophonpanich

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

Age 54 years

Date of appointment to the Board 25 April 1988

#### Education / Training

- M.B.A., Finance, University of Chicago, U.S.A.
- B.S., Engineering, Brown University, U.S.A.
- Corporate Governance for Capital Market Intermediaries (CGI), Class No.7/2015, The Thai Institute of Directors Association
- Director Accreditation Program (DAP), Class No.40/2005, The Thai Institute of Directors Association

#### % of shareholdings as of 31 December 2015

34,998,463 shares (1.66%)

#### Work Experience

##### Asia Plus Group Holdings Public Company Limited

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

#### Subsidiaries

2014 - Present	Chairman of the Board of Directors, Executive Director (Authorized Director) Asia Plus Securities Company Limited (Core company)
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#### Positions in other listed companies

1990 - Present	Chairman of the Board of Directors, TICON Industrial Connection Public Company Limited
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#### Positions in non-listed companies

1987 - Present	Director, Asia Sermkij Company Limited
1986 - Present	President, City Realty Company Limited

02



### Mr. Kongkiat Opaswongkarn

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

Age 59 years

Date of appointment to the Board 27 May 2004

#### 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
- Corporate Governance for Capital Market Intermediaries Class (CGI), No.4/2015, The Thai Institute of Directors Association
- Capital Market Academy Leadership Program, Class I
- Director Accreditation Program (DAP), Class No.40/2005 The Thai Institute of Directors Association
- National Defence Studies Institute (The Joint State-Private Sectors Course, Class 14), National Defence College of Thailand

#### % of shareholdings as of 31 December 2015

73,642,021 shares (3.50 %)

#### Work Experience

##### Asia Plus Group Holdings Public Company Limited

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

#### Subsidiaries

2014 - Present	Chief Executive Officer (Authorized Director) Asia Plus Securities Company Limited (Core company)
2008 - Present	Chairman of the Board of Directors (Authorized Director) Asia Plus Advisory Company Limited

#### Positions in other listed companies - None -

#### Positions in non-listed companies

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



## Mr. Michael David Roberts

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

Age 68 years

Date of appointment to the Board 16 January 1998

Education / Training

- M.B.A., Liverpool University, U.K.
- B.Commerce, Liverpool University, U.K.
- Corporate Governance for Capital Market Intermediaries (CGI), Class No.9/2015, The Thai Institute of Directors Association
- Director Certification Program (DCP), Class No.112/2009 The Thai Institute of Directors Association

% of shareholdings as of 31 December 2015 -None-

Work Experience

Asia Plus Group Holdings Public Company Limited

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

Subsidiaries

2014 - Present	Independent Director, Member of the Risk Management Committee
	Asia Plus Securities Company Limited (Core company)

Positions in non-listed companies

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



## Mr. Virach Aphimeteetamrong

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

Age 72 years

Date of appointment to the Board 27 May 2004

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
- Corporate Governance for Capital Market Intermediaries (CGI), Class No.5/2015, The Thai Institute of Directors Association
- Director Accreditation Program (DAP), Class No.2/2003 The Thai Institute of Directors Association

% of shareholdings as of 31 December 2015 203,112 shares (0.01%)

Work Experience

Asia Plus Group Holdings Public Company Limited

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

Subsidiaries

2014 - Present	Independent Director, Chairman of the Audit Committee, Member of the Risk Management Committee
	Asia Plus Securities Company Limited (Core company)

Positions in other listed companies

2013 - Present	Independent Director and Member of the Audit Committee, Thai Agro Energy Public Company Limited
2007 - Present	Chairman of the Board of Directors, Intouch Holdings Public Company Limited
2004 - Present	Independent Director and Chairman of the Audit Committee, Bangkok Chain Hospital Public Company Limited
1995 - Present	Independent Director and Member of the Audit Committee, Metro System Corporation Public Company Limited
1993 - Present	Independent Director, Supalai Public Company Limited

Positions in non-listed companies

2003 - Present	Chairman of the Audit Committee, TRIS Corporation Company Limited
2003 - Present	Chairman of the Audit Committee, TRIS Rating Company Limited
1993 - Present	Director, Supalai Property Management Company Limited
1988 - Present	Chairman, Dr. Virach & Associates Office 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 53 years

Date of appointment to the Board 20 May 1999

### Education / Training

- M.S. in Accounting, Thammasat University
- B.B.A. (Honour) in Accounting, Thammasat University
- Corporate Governance for Capital Market Intermediaries (CGI), Class No.5/2015, The Thai Institute of Directors Association
- Fellow Member, The Thai Institute of Directors Association
- Role of the Compensation Committee, Class No.2/2007 The Thai Institute of Directors Association
- Director Certification Program (DCP), Class No.17/2002 The Thai Institute of Directors Association
- Certified Public Accountant

% of shareholdings as of 31 December 2015 -None-  
Work Experience

### Asia Plus Group Holdings Public Company Limited

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

### Subsidiaries

2014 - Present	Independent Director, Member of the Audit Committee, Chairman of the Risk Management Committee Asia Plus Securities Company Limited (Core company)
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### Position in non-listed companies

2008 – Feb.2015	Director, Center of Intellectual Property Management, Mahidol University
2000 - Present	President & Director, Thai Venture Capital Association
1999 - Present	President, Vnet Capital Group



## Mr. Satit Chanjavanakul

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

Age 67 years

Date of appointment to the Board 27 May 2004

### Education / Training

- M.Sc., Textile Technology, University of Leeds, U.K.
- M.B.A., Thammasat University
- B. Eng. (Industrial Engineering) Chulalongkorn University
- Corporate Governance for Capital Market Intermediaries (CGI), Class No.7/2015, The Thai Institute of Directors Association
- National Defence Studies Institute (The Joint State-Private Sectors Course, Class 14) National Defence College of Thailand
- Capital Market Academy Leadership Program, Class No. 5
- Director Certification Program (DCP), Class No.83/2007 The Thai Institute of Directors Association
- Director Accreditation Program (DAP), Class No.39/2005 The Thai Institute of Directors Association

% of shareholdings as of 31 December 2015 -None-  
Work Experience

### Asia Plus Group Holdings Public Company Limited

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

### Subsidiaries

2014 - Present	Independent Director, Member of the Audit Committee, Member of the Risk Management Committee Asia Plus Securities Company Limited (Core company)
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### Positions in other listed companies

2013 - Present	Independent Director and Member of the Audit Committee, Thai Agro Energy Public 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

### Positions in non-listed companies

2010 - Present	Director, Thai Airlines Holdings Company Limited
2008 - Present	Director, Jamjuree Innovation Company Limited
2004 - 2008	Secretary General, Board of Investment
1991 - Present	Director, SPC Home Ideas Company Limited



07



## Mrs. Nintira Sophonpanich

Director, Advisor to the Executive Committee

Age 50 year

Date of appointment to the Board 18 April 1994

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 as of 31 December 2015 3,259,902 shares (0.15 %)

Work Experience

Asia Plus Group Holdings Public Company Limited

2008 - Present Director and Advisor to the Executive Committee  
1994 - 2008 Executive Director

Subsidiaries

2014 - Present Director and Advisor to the Executive Committee  
Asia Plus Securities Company Limited  
(Core company)

2008 - Present Director, Asia Plus Advisory Company Limited

Positions in other listed companies

2010 - Present Independent Director,  
Bangkok Insurance Public Company Limited

Positions in non-listed companies

2000 - Present Director, Bangkok BTMU Company Limited

08



## Mr. Patchara Surajaras

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

Age 57 years

Date of appointment to the Board 1 March 2001

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
- Corporate Governance for Capital Market Intermediaries (CGI),  
Class No.5/2015, The Thai Institute of Directors Association
- Director Accreditation Program (DAP), Class No.1/2003  
The Thai Institute of Directors Association

% of shareholdings as of 31 December 2015 25,000 Shares (0.0001%)

Work Experience

Asia Plus Group Holdings Public Company Limited

2013 - Present Member of the Risk Management Committee  
2001 - Present Executive Director  
1998 - 2001 Senior Executive Vice President,  
Information System Division,  
Branch Operating Division,  
Planning and Business Development Department

Subsidiaries

2014 - Present Executive Director (Authorized Director),  
Member of the Risk Management Committee  
Asia Plus Securities Company Limited  
(Core company)

2008 - Present Director (Authorized Director),  
Asia Plus Advisory Company Limited

Positions in other listed companies - None -

Positions in non-listed companies - None -

**Mr. Jirawat Liwprasert\***

Executive Director (Authorized Director)

Age 60 years

Appointment date as the Director 13 April 1990

**Education / Training**

- M.I.A., Finance, Columbia University, U.S.A.
- B.A. (Economics), Thammasat University
- Corporate Governance for Capital Market Intermediaries (CGI), Class No.4/2015, The Thai Institute of Directors Association
- Director Accreditation Program (DAP), Class No.41/2005 The Thai Institute of Directors Association

% of shareholdings as of June 2015 735,275 shares (0.03%)

**Work Experience**

Asia Plus Group Holdings Public Company Limited

1990 - Jun. 2015 Executive Director (Authorized Director)

**Subsidiaries**

2014 - Jun. 2015 Executive Director (Authorized Director)

Asia Plus Securities Company Limited  
(Core company)2010 - 2012 Director, Asset Plus Fund Management  
Company Limited**Positions in other listed companies** -None-**Positions in non-listed companies** -None-

\* Mr. Jirawat Liwprasert resigned from director of the Company because of the retirement with effect from 22 June 2015

**Details of Executives****Ms. Vimolpan Suwantewatoo**

Executive Vice President

Age 54 Years

Appointment date as the Executive 1 May 2015

**Education / Training**

- B.A., Assumption University.
- Grad.Dip., Human Resource Management, Sasin Graduate Institute of Business Administration
- Situational Leadership
- The 7 Habits of Highly Effective People
- Leadership Workshop with The World's Most Influential Thinker by DAVE ULRICH

% of shareholdings as of 31 December 2015 -None-

**Work Experience**

Asia Plus Group Holdings Public Company Limited

2011 - Present Executive Vice President

**Subsidiaries** -None-**Positions in non-listed companies**2009 - 2011 Senior Vice President,  
Standard Chartered Bank (Thai)2005 - 2007 Vice President,  
Krungthai AXA Life Insurance Company Limited2000 - 2005 Senior Vice President,  
Ek-Chai Distribution System Company Limited  
(Tesco Lotus)

## Mr. Pithayain Assavanig

Chief Financial Officer

Age 46 years

Appointment date as the Executive 16 August 2012

### Education / Training

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

% of shareholdings as of 31 December 2015 -None-

### Work Experience

Asia Plus Group Holdings Public Company Limited

2012 - Present Chief Financial Officer

### Subsidiaries

2013 – Present Director, Asset Plus Fund Management Company Limited  
Asia Plus Securities Company Limited (Core company)

Positions in other listed companies -None-

### Positions in non-listed companies

2006 - 2012 Vice President, Customer Knowledge and Planning, The Hongkong and Shanghai Banking Corporation Limited

2003 - 2006 Vice President, Business Finance and Planning The Hongkong and Shanghai Banking Corporation Limited

1996 - 2003 Assistant Vice President, Financial Control Citibank N.A., Bangkok Branch

1991 - 1993 Auditor, KPMG

## Mr. Chirasak Ongpaibool

Executive Vice President

Age 47 Years

Appointment date as the Executive 1 May 2015

### Education / Training

- M.B.A., Chulalongkorn University
- B.A., Chulalongkorn University
- ASCO Compliance Training Program 2015, Association of Thai Securities Companies
- AML/CFT Structure and workshop 2015, AML Experts Company Limited

% of shareholdings as of 31 December 2015 -None-

### Work Experience

Asia Plus Group Holdings Public Company Limited

2014 - Present Executive Vice President, Compliance and Audit Department

2013 - 2014 Senior Vice President, Compliance and Audit Department

Subsidiaries -None-

### Positions in other listed companies

2012 - 2013 Senior Vice President, Compliance Department, Maybank Kim Eng Securities (Thailand) Public Company Limited

2003 - 2010 Vice President, Compliance and Internal audit Department, Maybank Kim Eng Securities (Thailand) Public Company Limited

### Positions in non-listed companies

2010 - 2011 Head of Compliance, Office of General Counsel, Phatra Securities Public Company Limited

2007 - present Director, Compliance Club, Association of Thai Securities Companies

2000 - 2003 Assistant Division Chief, Broker Dealer Supervision and Inspection Department, The Securities and Exchange Commission, Thailand

1999 - 2000 Senior Auditor, Corporate Finance Department, The Securities and Exchange Commission, Thailand

1994 - 1999 Audit, Enforcement Department The Securities and Exchange Commission, Thailand

### Notes:

1. Percentage of shareholding of directors and executives included holding by spouse and minor children as of 31 December 2014
2. Relation of other Executives :  
- Mr. Chali Sophonpanich is a younger brother of husband of Mrs. Nintira Sophonpanich (Director)
3. Record of involvement in legal Activities during the Past 10 years of all executives -None-
4. 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)

## Details of Directors ASIA PLUS SECURITIES COMPANY LIMITED (Core Company)

As at 31 December 2015 Asia Plus Securities Company Limited has 10 Directors. List of the members are given below:

Name of Directors		Position	Date of appointment by shareholder meeting / Board
1. Mr. Chali	Sophonpanich	Chairman of the Board of Directors, Executive Director (Authorized Directors)	20 June 2014
2. Mr. Kongkiat	Opaswongkarn	Chief Executive Officer, Executive Director (Authorized Directors)	20 June 2014
3. Mr. Virach	Aphimeteetamrong	Independent Director, Chairman of the Audit Committee, Member of the Risk Management Committee	20 June 2014
4. Mr. Michael	David Roberts	Independent Director, Member of the Risk Management Committee	20 June 2014
5. Mr. Sapon	Punyaratabandhu	Independent Director, Member of the Audit Committee, Chairman of the Risk Management Committee	20 June 2014
6. Mr. Satit	Chanjavanakul	Independent Director, Member of the Audit Committee, Member of the Risk Management Committee	20 June 2014
7. Mrs. Nintira	Sophonpanich	Director	20 June 2014
8. Mr. Patchara	Surajaras	Executive Director (Authorized Director), Member of Risk Management Committee	20 June 2014
9. Mr. Jirawat	Liwprasert <sup>1/</sup>	Executive Director (Authorized Directors)	20 June 2014
10. Mrs. Jeeraphat	Pimantip	Executive Director (Authorized Directors)	22 May 2015
11. Mrs. Manee	Sirinapapen	Executive Director (Authorized Directors)	22 May 2015

Director no. 1 - 9 has been appointed from the Board of Directors of Asia Plus Group Holdings Public Company Limited to be the directors of Asia Plus Securities Company Limited. The detail of these directors are shown at page no 10-14 and the details of directors no. 10 and 11 are as follow.

## Mrs. Jeeraphat Pimantip

Executive Director (Authorized Director)

53 Years

### Education/Training

- M.Pol.Sc., Ramkhamhaeng University
- B.A. Communication, Chulalongkorn University
- Corporate Governance for Capital Market Intermediaries (CGI) Class No.7/2015, The Thai Institute of Directors Association
- Capital Market Academy Leadership Program, Class 21/2015

% of shareholdings as of 31 December 2015 -None-

### Work Experience

#### Asia Plus Securities Company Limited

May 2015 - Present Executive Director (Authorized Directors)

Asia Plus Group Holdings Public Company Limited  
(Parent Company)

2014 - Apr. 2015	Executive Director Senior Executive Vice President, Wealth Plus Division And Marketing 3, 7 Division (Branches)
2008 - 2013	Executive Vice President, Wealth Plus Division
1999 - 2008	Vice President, Manager of Royal City Avenue Branch
1994 - 1999	First Vice President, Institutional Marketing Department
1989 - 1993	Manager, Retail Marketing 2 Department

#### Asset Plus Fund Management Company Limited (Group Company)

Sep 2015 - Present Director

## Mrs. Manee Sirinapapen

Director (Authorized Director)

58 Years

### Education/Training

- B.B.A. Rajamangala University of Technology
- Corporate Governance for Capital Market Intermediaries Class No.8/2015, The Thai Institute of Directors Association

% of shareholdings as of 31 December 2015

64 shares (0.000003%)

### Work Experience

#### Asia Plus Securities Company Limited

May 2015 - Present Executive Director

Asia Plus Group Holdings Public Company Limited  
(Parent Company)

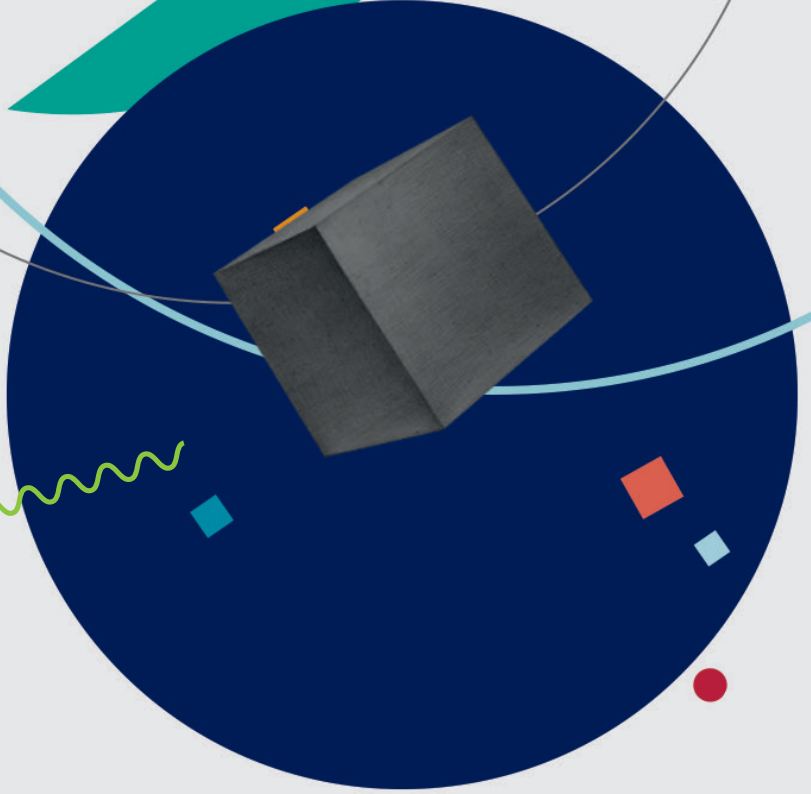
2014 - Apr. 2015	Executive Director Senior Executive Vice President, Retail Brokerage Division
2010 - 2013	Executive Vice President, Retail Brokerage Division
2005 - 2009	Senior Vice President, Retail Marketing 4 Department
2003 - 2004	Vice President, Retail Marketing 4 Department
2000 - 2002	First Vice President, Retail Marketing 4 Department
2000 - 2000	Assistant Vice President, Retail Marketing 1 Department
1998 - 2000	Manager, Retail Marketing 1 Department

### Notes

1. Mr. Jirawat Liwprasert resigned from the director due to retirement on 22 June 2015
2. Percentage of Shareholding of director and executives included holding by spouse and minor children
3. Relations of other Executives :
  - Mr. Chali Sophonpanich (Chairman of the Board of Director) is a younger brother of Mrs. Nintira Sophonpanich (Director)
4. Record of involvement in The Securities and Exchange Act. B.E. 2535 and The Derivatives Act B.E. 2546 of all executives
  - None -
5. 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) are Mr. Kongkiat Opaswongkarn, Mr. Chali Sophonpanich, Mr. Patchara Surajaras, Mrs. Jeeraphat Pimantip and Mrs. Manee Sirinapapen which have the details above. The Chief Financial Officer is Mr. Pithayain Asavanig, details shown at page 15

## The change of shareholding of the Directors and Executives of Asia Plus Group Holdings Public Company Limited

	Name	Position	Number of Shareholding as of 31 December 2014	Number of Shareholding as of 31 December 2015	Changing	% of Shareholding (%)
1	Mr. Chali Sophonpanich	Chairman of the Board of Directors, Executive Director, Member of the Nomination Committee	8,391,463	8,391,463	-	0.399
	Spouse and minor children		26,607,000	26,607,000	-	1.264
2	Mr. Kongkiat Opaswongkarn	Chief Executive Officer, Member of the Nomination Committee	60,556,981	60,556,981	-	2.876
	Spouse and minor children		13,085,040	13,085,040	-	0.621
3	Mr. Michael David Roberts	Independent Director, Member of the Remuneration Committee, Member of the Risk Management Committee	-	-	-	-
	Spouse and minor children		-	-	-	-
4	Mr. Virach Aphimeteetamrong	Independent Director, Chairman of the Audit Committee, Member of the Nomination Committee, Member of the Risk Management Committee	203,112	203,112	-	0.010
	Spouse and minor children		-	-	-	-
5	Mr. Sopon Punyaratabandhu	Independent Director, Member of the Audit Committee, Member of the Remuneration Committee, Member of the Nomination Committee, Chairman of the Risk Management Committee	-	-	-	-
	Spouse and minor children		-	-	-	-
6	Mr. Satit Chanjavanakul	Independent Director, Member of the Audit Committee, Chairman of the Nomination Committee, Member of the Risk Management Committee	-	-	-	-
	Spouse and minor children		-	-	-	-
7	Mrs. Nintira Sophonpanich	Director, Advisor to the Executive Committee	759,902	759,902	-	0.036
	Spouse and minor children		2,500,000	2,500,000	-	0.119
8	Mr. Patchara Surajaras	Executive Director, Member of the Risk Management Committee	-	25,000	25,000	0.001
	Spouse and minor children		-	-	-	-
<b>Management</b>						
1	Miss Vimolpan Suwantewatoo	Executive Vice President	-	-	-	-
	Spouse and minor children		-	-	-	-
2	Mr. Pithayain Assavanig	Chief Financial Officer	-	-	-	-
	Spouse and minor children		-	-	-	-
3	Mr. Chirasak Ongpaibool	Executive Vice President	-	-	-	-
	Spouse and minor children		-	-	-	-





# Overall Business Operations

Asia Plus Group Holdings Public Company Limited 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 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 2 June, 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 Bt650 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.

However, the business expansion in the past had not been fully implemented because the operations of all business lines were under the structure of ‘Securities Company’. 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, the Company’s Board of Directors Meeting proposed to the 20th Annual General Meeting of Shareholders held on 28 April, 2014 to consider and approve the business restructuring plan. Following the restructuring plan, “Asia Plus Securities Public





Company Limited" will be transformed into the holding 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 received the Securities License Type A, and Derivatives Business License Sor-1 from the Ministry of Finance and the Board of Securities and Exchange Commission (the "SEC") on 28 January 2015 and 13 February 2015, respectively. Then the new subsidiary company was registered as Asia Plus Securities Company Limited. The Extraordinary General Meeting of Shareholders No.1/2015 held on 15 January, 2015 has passed resolution to approve the change of the Company seal and Company's name to "Asia Plus Group Holdings Securities Public Company Limited" and the Board of Directors proposed again for the approval of the name changing to "Asia Plus Group Holdings Public Company Limited" to the 21<sup>st</sup> Annual General Meeting of Shareholders, which was held on 27 April, 2015. The Company changed its name to "Asia Plus Group Holdings Public Company Limited" on 29 June 2015 after getting the permission from the Ministry of Finance and the SEC to return corresponding business licenses. After the new subsidiary company obtained all the necessary business licenses, the Company transferred all businesses to the subsidiary, except investment i.e. Proprietary Trading and Private Equity businesses including the corresponding staffs, which is on 1 May, 2015. Thereafter, the Company returned the securities and derivatives businesses licenses to the Ministry of Finance and the SEC accordingly and change the status from securities company into a holding company which mainly operate only investment business.

## Major changes and developments

The major changes and developments of the Company in the past three years during 2013-2015 can be summarized as follows:

### 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 19 January 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 Bt2 Billion-Bt10 Billion.

## 2015

- ~ The Extraordinary General Meeting of Shareholders No.1/2015 which was held on 15 January 2015 has passed resolutions to approve the change of Company name from “Asia Plus Securities Public Company Limited” to “Asia Plus Group Holdings Securities Public Company Limited”. The new subsidiary company “Asia Plus Securities (2014) Company Limited” also got the approval from its shareholders’ meeting to change the name to “Asia Plus Securities Company Limited”.
- ~ The Annual General Meeting of shareholders no. 21 which was held on 27 April 2015 approved to change the Company name again to “Asia Plus Group Holdings Public Company Limited.
- ~ On 1 May 2015, the Company transferred all businesses including the corresponding staffs to the subsidiary, except investment i.e. Proprietary Trading and Private Equity businesses. Thereafter, the Company returned the securities and derivatives businesses licenses to the Ministry of Finance and the SEC accordingly and has become a holding company which operates only investment business.

On 29 June 2015, the Company change its name to “Asia Plus Group Holdings Public Company Limited”. The new subsidiary company “Asia Plus Securities Company Limited” which is the core company received the Securities License Type A, and Derivatives Business License Sor-1 from the Ministry of Finance and the Board of Securities and Exchange Commission (the “SEC”) on 28 January 2015 and 13 February 2015, respectively. On 30 April 2015, Asia Plus Securities Company Limited increased the registered capital from Bt500 million to Bt4,500 million and registered 17 branches to be its branches. Asia Plus Group Holdings Public Company Limited still held the share of Asia Plus Securities Company at 99.99 per cent.

- ~ Mr. Jirawat Lewprasert, Director, resigned from director of the Company because of the retirement with effect from June 22, 2015.

## Shareholder structure of the Company



## Business entity of the Company and its Subsidiaries

The Company mainly operates only investment business and 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.

## The Company's businesses

The Company is a holding company which invests in high growth potential businesses. Our current core businesses can be divided by the type of business operation of the subsidiaries which are:

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

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 Board. The company operates the above mentioned businesses after receiving all businesses transferring except proprietary trading and private equity from Asia Plus Group Holdings Public Company Limited.

- Granted the securities business license Type A from the Ministry of Finance, 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
  7. Mutual fund management
  8. Venture capital management

At present, the company has operated the business activities in No.1, No.2, No.3 and No.5

- Granted the derivatives business license type Sor-1 from the SEC, the Company operates derivatives business in both Derivatives Brokerage and Derivatives Dealing.

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 Company Limited has a total of 17 branches, of which five branches are within Bangkok Metropolitan Area namely Phlapphlachai, 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.

**2. Asia Plus Advisory Company Limited** registered on 11 April 2008 with paid up capital of Bt15 million. Asia Plus Group Holdings 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. Asset Plus Fund Management Company Limited** started the operation in October 2004 with paid up capital of Bt100 million. Asia Plus Group Holdings Public Company Limited is its major shareholder holding 99.99 per cent.

Asset Plus Fund Management Company Limited which is the subsidiary operates its business in Thailand and undertakes securities business licenses as follows:

- Mutual fund management
- Private fund management
- Limited Broker Dealer Underwriter
- Derivatives fund manager

# Nature of Business

## Income structure of the Company and Subsidiaries

Source	By	% of share held	2015		2014		2013	
			Million Baht	%	Million Baht	%	Million Baht	%
1. Brokerage fees								
- from securities business	ASP		450.82	20.73	1,397.62	52.31	1,652.88	53.29
	ASPS	99.99%	711.05	32.70	-	-	-	-
- from derivatives business	ASP		13.09	0.60	47.45	1.78	80.16	2.58
	ASPS	99.99%	27.15	1.25	-	-	-	-
- other brokerage fees	ASP		11.62	0.54	-	-	-	-
	ASPS	99.99%	16.57	0.76	32.65	1.22	23.54	0.76
Total			1,230.30	56.58	1,477.72	55.31	1,756.58	56.63
2. Fees and service income	ASP		56.88	2.62	246.41	9.23	259.18	8.36
	ASSET PLUS	99.99%	186.89	8.60	185.18	6.93	239.33	7.72
	ASPA	99.99%	130.98	6.02	132.57	4.96	94.84	3.05
	ASPS	99.99%	127.24	5.85	-	-	-	-
Total			501.99	23.09	564.16	21.12	593.35	19.13
3. Gain on securities	ASP		111.64	5.13	256.72	9.61	341.63	11.01
Total			111.64	5.13	256.72	9.61	341.63	11.01
4. Gain (Loss) on derivatives	ASP		(29.22)	(1.34)	-	-	-	-
	ASPS	99.99%	39.21	1.80	44.90	1.68	47.31	1.53
Total			9.99	0.46	44.90	1.68	47.31	1.53
5. Interest and dividend	ASP		97.46	4.48	178.62	6.69	180.39	5.82
	ASSET PLUS	99.99%	2.41	0.11	3.73	0.14	4.25	0.14
	ASPA	99.99%	1.26	0.06	1.94	0.07	1.48	0.04
	ASPS	99.99%	49.62	2.28	0.06	-	-	-
Total			150.75	6.93	184.35	6.90	186.12	6.00
6. Interest on margin loans	ASP		53.35	2.46	-	-	-	-
	ASPS	99.99%	102.67	4.72	135.12	5.06	167.10	5.39
Total			156.02	7.18	135.12	5.06	167.10	5.39
7. Other income	ASP		8.12	0.37	8.51	0.31	8.12	0.26
	ASSET PLUS	99.99%	1.79	0.08	0.17	0.01	0.22	0.01
	ASPA	99.99%	0.64	0.03	0.17	0.01	1.33	0.04
	ASPS	99.99%	3.09	0.14	-	-	-	-
Total			13.64	0.63	8.85	0.33	9.67	0.31
<b>TOTAL REVENUES</b>			<b>2,174.33</b>	<b>100.00</b>	<b>2,671.82</b>	<b>100.00</b>	<b>3,101.76</b>	<b>100.00</b>

Remark : ASP: Asia Plus Group Holdings Public Company Limited  
 ASSET PLUS: Asset Plus Fund Management Company Limited  
 ASPA: Asia Plus Advisory Company Limited  
 ASPS: Asia Plus Securities Company Limited

## 2015 Business Operations

### The Company's business

After the restructuring, Asia Plus Group Holdings Public Company Limited, from Securities Company to Holdings Company which operates investment as a core business. The Company has an investment policy in common stocks, debt securities, derivatives, and unit trusts; both local and international. The Company diversifies the investment to reduce the risks and find more opportunity to create higher investment returns. The asset allocation is applied to short, medium, and long term investments depending on the appropriateness, expected returns, and liquidity, under the good risk management in order to create maximum benefit to the Company's shareholders, which in turn, complying with the transparent, accountable, and good governance principle.

Moreover, The Company has the policy the expand the business to the Venture Capital business by seeking for the business that has the opportunity to be listed in the Stock Exchange of Thailand (SET) in the future. Medium to long term investment in the non-listed companies can create good returns. In seeking such businesses, the Company employed several criteria that business shall possess; such as a prominent business point, possible business plan, being in the potential industry, continuity growing trend, strong as well as experience executives team. The business will be scrutinized and analyzed in depth. The projection of this activity will anticipate the medium to long term return in order to ensure the Company's investment strategies covering short to medium and to long term investment.

At present, the Company has one subsidiary company operating the Securities and Futures Trading Brokerage business and another 2 subsidiary companies; Asset Plus Funds Management Company Limited operating the asset management business and Asia Plus Advisory Company Limited operating the financial advisor business. The services provided by the subsidiary companies are as following.

### The subsidiaries' businesses

#### 1. Asia Plus Securities Company Limited

##### 1.1 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](http://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 provided with 2 types of securities trading accounts.

(1) Cash trading accounts, which can be categorized by the settlement risk into

- 1.1 Cash Account : The client who trades in this account has to pre-margin valuing 20% in compliance with the SET's rule. Clients have the obligation to settle their net purchasing orders within the next 3 working days from the buying date, while the company has to deliver the selling proceeds to client orders within the next 3 working days from the trade date also.



1.2 Cash Balance Account : The client shall pre-margin 100% and the sale proceeds will be stored in the account to determine the purchasing power for the next transaction.

Investors are able to trade securities through the company 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.

(2) Credit Balance account, the credit balance account is where the client borrows money from the company to facilitate the purchasing orders. The initial margin can be in terms of cash or asset valuing not lower than 50% or the level determined by either the Stock Exchange of Thailand (SET) or the company.

In 2015, the net trading volume made through the company totaled Bt 636,330.30 million, with a market share of 3.25% of all trading values in the Stock Exchange of Thailand (SET) and Market for Alternative Investment (MAI), ranking 12th in the market (excluding propriety trading). For 2014 and 2013, the company ranked 10th for both years with a market share of 3.82% and 4.14%, respectively.

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Trading Value	2015	2014	2013
SET and MAI (Million Baht)	9,774,699.13	10,172,620.18	10,775,615.69
The company (Million Baht)	636,330.30	776,544.95	892,783.38
The company's market share (%)	3.25	3.82	4.14
Ranking	12	10	10
<b>Categorized by customer type (%)</b>			
- Institutional	5.16	7.43	9.07
- Local	86.43	86.23	88.11
- Foreign	8.41	6.34	2.83
<b>Categorized by account type (%)</b>			
- Cash account	90.95	84.38	84.15
- Credit balance	9.05	15.62	15.85
<b>Categorized by trading channels (%)</b>			
- Via investment consultants	46.61	48.18	48.37
- Via internet	53.39	51.82	51.63

Remark : Trading value of the SET and MAI excluding propriety trading



In 2015, the revenue from brokerage commission fee of the company was Bt1,230 million or 57% of the company's total revenue. For 2014 and 2013, the company's revenue from brokerage commission fee were Bt1,478 million or 55% and Bt1,756 million or 57%, respectively.

## 1.2 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.

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 abided by to the Derivatives Act B.E. 2546. With the license, the Company is able to take and send futures orders from customers for trading in the Derivatives Exchange or "Thailand Futures Exchange (TFEX)".

In 2015, the TFEX showed trading volumes of 48,538,899 contracts or 199,749 contracts per day on average, increasing 35.86% from the previous year. The outstanding interests were 941,492 contracts, rising 2.54% from the previous year, in which the S50 Index futures gained the highest trading volumes at 111,405 contracts per day on average. The Single stock Futures were traded at 81,103 contracts per day on average, while the Gold Futures were traded at 6,015 contracts per day on average.

Last year, the company provided several training to the Investment Consultants (IC) to bring up the knowledge on the Futures, together with the internal promotion, present to the IC who could generate the highest Futures trading volumes. Furthermore, the company also educated the investors about 'Futures Trading'; how they can generate profits and how they can be used for hedging the risk on the investment portfolio. The company emphasized on the Single Stock Futures trading via 'Block Trade' channel,

which solves inadequate liquidity problem of the Single Stock Futures, by the company should matched the investors' order regardless of a great number of Single Stock Futures trading contracts.

In 2015, the Company had set up the working procedure and educated all ICs to be ready for the launching of the new Futures contract which has the Ribbed Smoked Sheet grade 3 (RSS3) as an underlying. TFEX planned to start the trading of RSS3 futures on February 2016. In this regard, as the company once was a member of the Agricultural Futures Exchange of Thailand (AFET) and served the investors the RSS3 futures trading business, then the company has proficiency on this RSS3 futures.

On the marketing, the company already planned to arrange greater numbers of seminars on TFEX's products to ICs, and to organize the boot with TFEX to enlarge the customer base. Furthermore, the seminar on others knowledge, for example the Technical analysis, together with the workshops should be arranged throughout the years both on the Company's premise or the SET building.

## 1.3 Securities Trading

The company has operated securities trading 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.

## 1.4 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.

The company serves investment banking business by 2 subsidiary companies; Asia Plus Advisory Company limited ('Asia Plus Advisory'), established since 2008, and Asia Plus Securities Company Limited ('Asia Plus Securities'), established since 2014 corresponding from the Restructuring process. Both are 99% held by the Company. The 'Asia Plus Advisory' and the 'Asia Plus Securities' are approved by the office of Securities and Exchange Commission (SEC), which in turns, allows both firms to operate Financial Advisory Service. Generally, the advisory part will be handled by the 'Asia Plus Advisory', while the underwriting service will be a responsible of 'Asia Plus Securities'. Furthermore, the 'Asia Plus Securities' advice the issuing and offering of debt instruments; for example debentures, Bill of Exchange and, also, Hybrid Securities, to other firms.

## 1. Financial Advisory Service

### Operated by Asia Plus Securities 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 Advisor Service
4. Debt and Corporate Restructuring
5. General Financial Advisory Services

## 2. Underwriting Service

### Operated by Asia Plus Securities

Asia Plus Securities 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 2015

The SET index in the 2015 continuously slumped from the maximum point of 1,619.77 (as of the middle of February 2015) to the minimum point of 1,251.99 (as of December 14, 2015), due to the global economy downturn, the sluggish export, and the greatly decreasing of crude oil prices in the world market. The Index was closed at 1,288.02 points at the end of 2015, lower than the level of 2014 at 1,497.67 points or decreasing by 14%.

In the year of 2015, there were 33 newly listed companies in the Stock Exchange (excluding the Infrastructure funds, the real estate funds, and REITs), declining from 36 companies in 2014, which can be separated to be 20 companies listed in SET exchange and 13 companies listed in MAI exchange. The total capital raising in 2015 were Bt

39,901 million, lower than those in 2014 of Bt 53,474 million, or down by 25%. Last year, 'Asia Plus Advisory' and 'Asia Plus Securities' were the financial advisory and underwriter of 3 listed companies; those were the Com Seven Public Company Limited ("COM7"), the JAS Asset Company Limited ("J") and the Taokaenoi Public Company Limited ("TKN"), with total fund raising of Bt 2,778.5 million, counting as 7% of total IPO size in the 2015 market.

In addition to the advisory services offered to the companies registering in the Stock Exchange, Asia Plus Advisory emphasizes the advisory services in business merger and acquisition. In 2015, Asia Plus Advisory became the advisor for merger and acquisition between Thai Wah Food Products Public Company Limited ("TWFP") and Thai Wah Starch Public Company Limited ("TWS") into Thai Wah Public Company Limited ("TWPC") and traded on the Stock Exchange of Thailand since 5 October 2015.

The 'Asia Plus Advisory' also operates other advisory such as debt restructuring and Independent Financial Advisory (IFA). In 2015, the 'Asia Plus Advisory' performed as an IFA to the S&P Syndicate Public Company Limited in joint venturing with the Minor International Public Company Limited; the East Water Public Company Limited (EASTW) in the acquisition of the Egcom Tara Company Limited to expand the water supply business; the Bliss-Tel Public Company Limited (BLISS) in the ratification for transaction of disposition of ordinary shares of Matching Maximize Solution Public Company Limited (MATCH); The Chiangmai Frozen Foods Public Company Limited (CM) in the tender offering.

In 2015, Asia Plus Advisory and Asia Plus Securities saw revenues from investment banking fees, which consisted of financial advisory fee and underwriting fee, of Bt276.95 million - a decrease of Bt6.91 million or 2.43% from 2014 at Bt283.86 million.

### 1.5 Wealth Management Business

The wealth management business provides the investors with the variety of financial products both domestically and internationally in order to fully response to the investors' needs of different targets and investment objectives. Currently, those financial products are 1) unit trusts by the 18 domestic Asset management companies, 2) domestic and international Equities, 3) Short and long term private debt instruments in primary and secondary markets including Thai debt instruments listed abroad and foreign debt instruments, and 4) derivatives and structured notes. The asset under management grew significantly from 2015 at 28.3% to be Bt 61,884 million.

In the turmoil period as last year, Wealth Management Business recommended clients to diversify their portfolio to global and not to



concentrate in a certain region to lower the risk via foreign investment fund (FIFs), or directly invest in foreign equities by choosing specifically the prospect growing one, and also introduce the client to understand and accept risk in investing in structured notes. The structured notes, especially in the timing of sharp correction in either global or domestic market may generate the high returns, obtained well response from the clients. Simultaneously, information sharing to all customers about changing in economic fundamental and monetary policies in different countries is carried out in order for the clients to set up an appropriate short and longer term investment plan.

### 1.6 Derivatives Business

The “Equity Derivatives Division” was established by Asia Plus Group Holdings Securities Public Company Limited (Before the business restructuring) and it 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.

#### • Derivatives Warrants

The Company has issued derivative warrants (DW) in the Stock Exchange of Thailand since the early of 2010. The Company is the leader in issuing and offering derivative warrants as the Company is 2<sup>nd</sup> registered issuer in Thailand 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 Dec 2015, the Company has issued and offered a total of 131 series of derivative warrants, 106 of which were call derivative warrants and 25 were put derivative warrants. Those numbers are included DWs issued and offered by the Asia Plus Group Holdings Securities Public Company Limited before the restructuring.

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 the LINE application to provide DW information to investors to make a better investment choice. Those information are such as Price Map, comparing features of all currently listed DWs. The LINE application providing DWs' information was initiated by the company.

In addition, the company has constantly provided training and seminars on derivative warrants for investors and the company's ICs 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 ICs.

#### • 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 the beginning of last year before the restructuring, the company issued and sold the Structured Notes (SN) product to the clients in the name of the Asia Plus Group Holdings Securities Public Company Limited, according to the permission from the SEC in the issuing and offering of the structured notes entitled “Short term structured notes 1/2557 (B.E.) of the Asia Plus Group Holdings Securities Public Company Limited within the Outstanding not over than Bt 1,000 Million Project”. The types of the structured notes described in the permission were as followings.

1. ASP#1 : SN type 'Equity Linked Note' with either Cash or physical Settlement
2. ASP#2 : SN type 'Reverse Equity Linked Note' with Cash Settlement
3. ASP#3 : SN type 'Equity Linked Note with Put Bull Spread' with Cash Settlement

4. ASP#4 : SN type 'Equity Linked Note with Call Bear Spread' with Cash Settlement

After the restructuring, the Company got the permission from the SEC in the issuing and offering of the structured notes entitled "Short term structured notes 1/2558 (B.E.) of the Asia Plus Securities Company Limited within the Outstanding not over than Bt 3,000 Million Project" in which the 'Asia Plus Securities' can issue and offer 4 types as followings.

1. ASP#1 : SN type 'Equity Linked Note' with no principal protection
2. ASP#2 : SN type 'Reverse Equity Linked Note' with no principal protection
3. ASP#3 : SN type 'Equity Linked Note' with principal protection
4. ASP#4 : SN type 'Reverse Equity Linked Note' with principal protection

The investors then still can have choice whether Cash or physical Settlement, apart from principal protection or not to restrict the risk to the certain market condition.

In the year of 2016, to response to various needs of the investors, the Company planned to ask for the permission from the SEC to be able to issue and offer other types of SN.

#### • 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 Banking 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 / 11 / 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	18-22 / 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.

### 1.7 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 24 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.

The company will provide more diversified financial options for investors in order to increase its competitive potential in global investment such as Equity Linked Notes (ELN)

### 1.8 Securities Borrowing and Lending Business (SBL)

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 2015, 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.

## 2. Asset Plus Fund Management Company Limited

### Overview business operations

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 2015, Asset Plus Fund Management had total net assets of Bt37,497 million, increasing Bt6,527 million or 21.08% from Bt30,970 million in December 2014. The net asset value can be classified as follows.

- Mutual Fund : Net asset value for mutual fund was Bt30,264 million, increasing Bt7,964 million or 35.71% from Bt22,300 million in December 2014.
- Private Fund : Net asset value for private fund was Bt7,234 million, decreasing Bt1,436 million or 16.56% from Bt8,670 million in December 2014.

In 2015, Asset Plus Fund Management had a net profit of Bt32.85 million decreasing Bt17.95 million or 27.85% from 2014. In 2015, total revenue was Bt191.31 million. Of this amount, the revenue arising from the investment brokerage fee was Bt186.89 million, while the revenue from investment was Bt2.41 million. Other income was Bt2.02 million. Total expenditure was Bt150.19 million; Bt29.56 million of which was cost associated with investment management business and Bt120.63 million was operational cost.

### Changes and developments of business operations in the past year in 2015

In the 2015, the Asset Plus Funds Management Company Limited established new 14 mutual funds consisting of 8 debt instrument funds for Non-retail investors, 4 tradable foreign equity funds, 1 Target funds investing in both local and abroad, and 1 tradable domestic foreign debt instrument funds. Total asset under management (AUM) of these 14 funds were Bt 8,621 million. However, the portion of AUM from the selling agents played higher important roles as it has continuously increased from 2014 or from 63.07% to 72.80% and becoming main distribution channel for the second consecutive year.

Moreover, the numbers of debt instrument funds for Non-retail investors were increasing of 8 funds in last year to be 17 funds in total. This was the main reason for the growth rate of total AUM, which was higher than the 2015 industrial average. It may

say that this fund type becomes current core product of the company. Also, it was the first time for Asset Plus to make a major change in fixed income fund from focusing on retail investors to Accredited Investors (AI). Last year, our AI fixed income funds were set up as closed-end with automatic redemption feature and the tenor was longer than 2 years.

In terms of Product Line expansion, the Company put efforts to cover higher numbers of asset types. The Company successfully established 3 new Europe Equity funds in last year with 3 different styles; active, passive, and specific on real-estate sector. It also established 1 passive Chinese Equity funds.

### The trends of Asset Management Business

In 2016, the company aims to continuously response to the investors' needs, both in terms of various choices of investments and investment consulting harmonizing with investors' risk preferences, and market conditions. The operation will , not only do focus on the managing the existing funds to continuously pursue the over-standard returns to be able to compete with other same class funds; but also, do seek new debt instruments providing good yields to answer the investors' needs among the highly versatile equity market. Moreover, the company will extend the distribution channels through business alliance to comfort the investors.

### 3. Asia Plus Advisory Company Limited

Asia Plus Advisory Company Limited was founded in April 2008. For the operations of this company, please refer to Page 27 : 4. Investment banking business for more details.

## Market summary

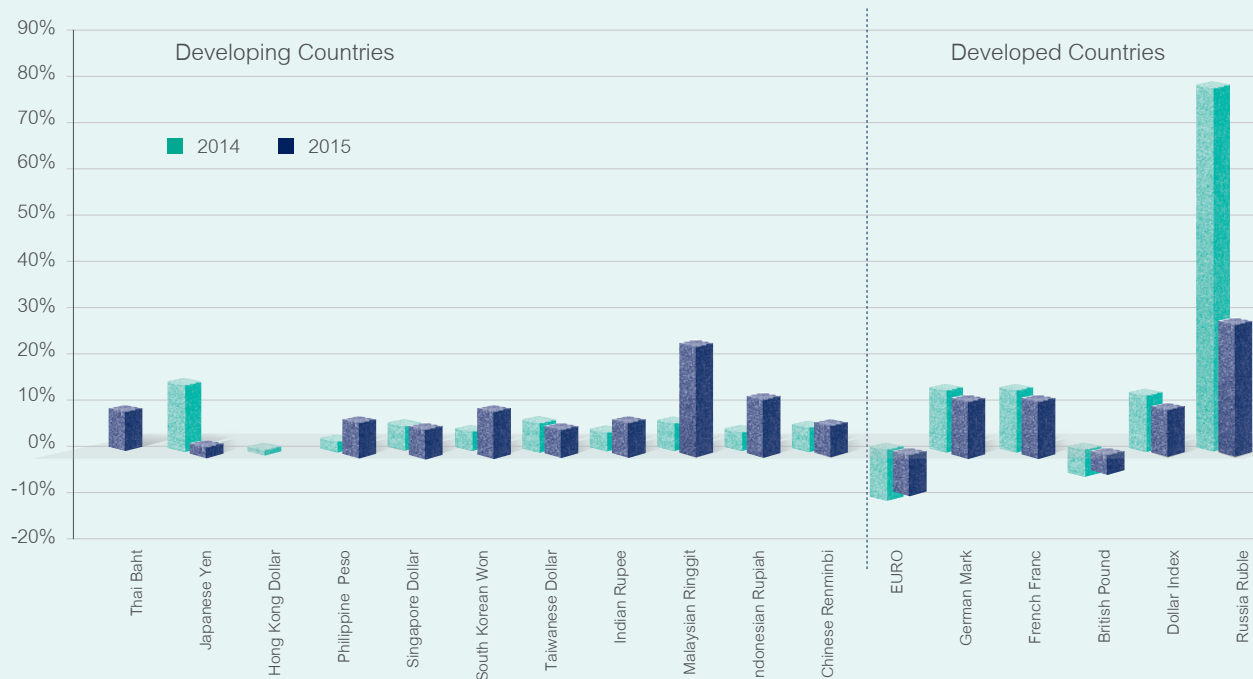
### Market in 2015: Overview

2015 was a disappointing year for the Stock Exchange of Thailand with a negative market return of -14%, versus a positive return of +15.3% in 2014. SET Index rallied during the first two months rising over 8.15% making the years high at 1,619.77 pts on February 4, 2015 owing to a rebound in global crude oil prices after having plummeted in late 2014. However, the Index failed to hold on to its gains and tumbled throughout 2015 due to several negative factors both locally and from overseas.

The overseas pressure stemmed from concern about global economic deceleration. China's leading

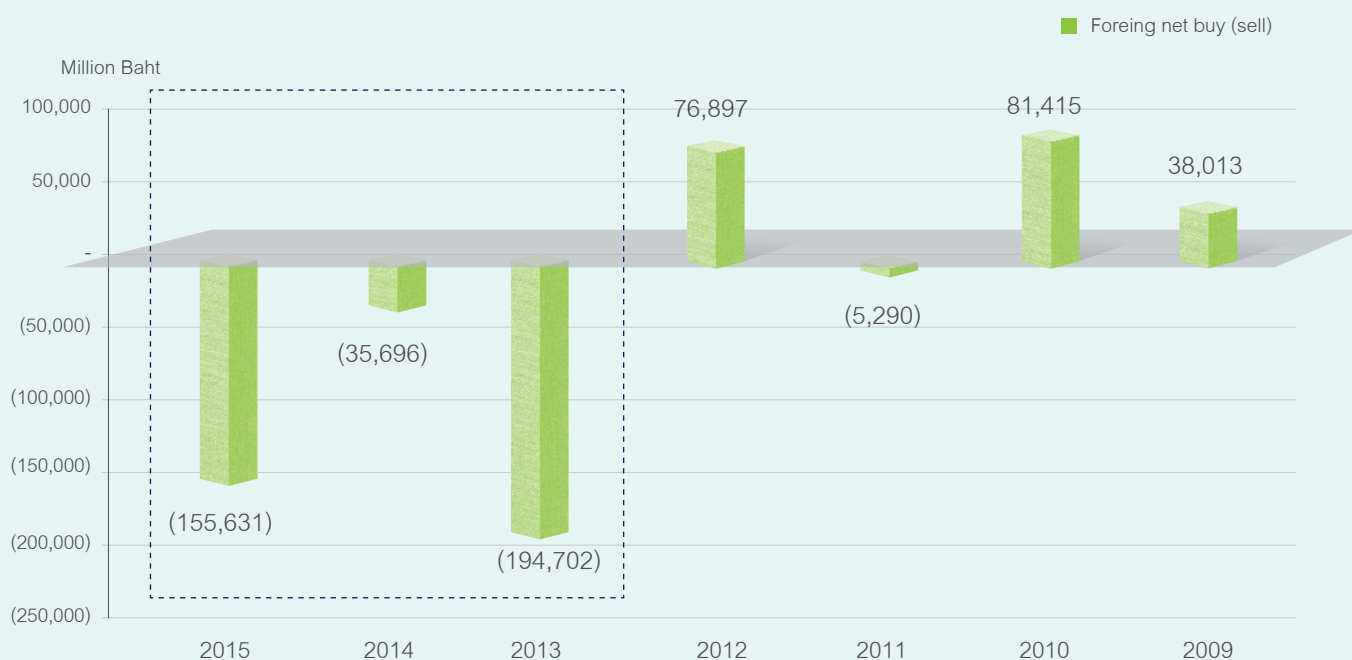
economic figures, especially in regards to the manufacturing sector, had shown an apparent decline, while the Eurozone continued to post a sluggish rebound. Only the US, showed signs of solid rebounds, particularly in the labor market as the unemployment rate touched 5% an eight-year low, thus encouraging the housing market and household consumption (except that the manufacturing sector showed a gradual recovery). This led to a projection that the Federal Reserve (Fed) would increase the benchmark interest rate by the end of 2015. As projected, the interest rate was increased from 0.25% to 0.50% at the Federal Open Market Committee (FOMC) meeting on December 15-16, which was the first increasing in almost ten years. Owing to the hope about the interest rate uptrend, Dollar Index strengthened 9.3% throughout the year 2015 or an appreciation of 10.2% against Euro, which consequently weakened Asian currencies and triggered an outflow of funds from the region for the third consecutive year. Net foreign selling in 2015 was as much as Bt156 billion (totaling Bt396 billion in the last three years: Bt194.7 billion in 2013 and Bt35.7 billion in 2014).

### Changes in Global Currencies



Source: Bloomberg and ASPS Research

## Foreign Fund Flow

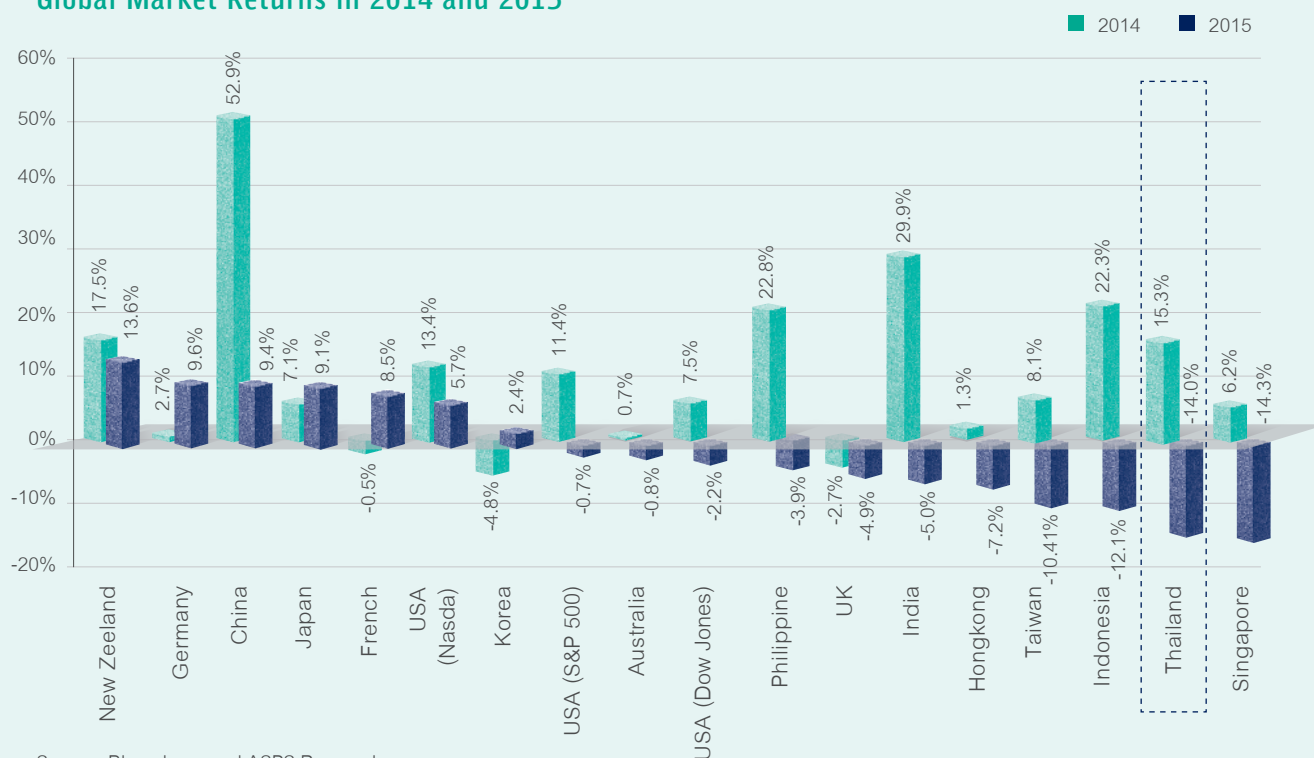


Source: Bloomberg and ASPS Research

Apart from strong US Dollar, global crude oil production was higher than the demand (approximately 93.7 million barrels in 2014 and 96.9 million barrels in 2015). As a result, Dubai crude oil price made a new low of the year at US\$31.87/barrel on December 16, 2015, a decline of over 40.84% from the beginning of the year. Accordingly, our energy sector analyst revised down a crude oil price assumption four times from approximately US\$75/barrel at the beginning of the year to US\$53/barrel and cut a long-term assumption to US\$45/barrel since 2016 onwards. This resulted in a down revision of profit forecast and fair value of energy stocks several times.

In the meantime, not only concern about the slow economic rebound had depressed profitability of listed companies but the market was also acutely disappointed by the 4G bids that had ended with excessively high license cost when compared with earlier 3G bids. Moreover, the coming of Jasmine International Public Company Limited (JAS) as a new player in the telecommunication industry also means fiercer competition. For the bids of two 4G licenses on 1800 MHz spectrum (15 MHz/license) on November 11, 2015, the winners were Advanced Info Service Public Company Limited (ADVANC) and True Corporation Public Company Limited (TRUE), at a price of Bt40 billion/license on average. For the bids of two 4G licenses on 900 MHz spectrum (10 MHz/license) on December 15, 2015, the winners were JAS and TRUE, at a price of Bt75 billion/license on average. Consequently, our ICT sector analyst revised down a profit forecast of the sector in 2016 by 45%. Overall, SET Index hit a year's low at 1,251.99 pts on December 14, 2015 but finally rebounded 1.6% from the bottom to 1,288.02 pts on December 30, 2015 or the last working day of the year. Nevertheless, Thailand showed the second biggest negative return in Asia, better than only Singapore.

## Global Market Returns in 2014 and 2015



Source: Bloomberg and ASPS Research

## Market in 2016: Outlook

The research department of Asia Plus Securities Company Limited (ASPS Research) estimates the market EPS in 2016, after having revised down ICT earnings forecast to reflect the higher-than-expected 4G license cost and a new Dubai crude oil price assumption of US\$45/barrel, at Bt90.3 (down from Bt94.5 previously) or a growth of 19.8% from 2015. Earnings growth of listed companies in 2016 would benefit from the low base in 2015 as a result of massive loss from 1) Sahaviriya Steel Industries Public Company Limited (SSI), which faced Bt33 billion in loss from liquidation of its subsidiary and Bt23 billion in bad debt provision of banks that had issued loans for SSI, totaling Bt56 billion, and 2) PTT Exploration and Production Public Company Limited (PTTEP), which had to book an impairment loss and caused loss to its parent company PTT Public Company Limited (PTT). The total extraordinary loss was Bt80 billion, thus depressing the market EPS in 2015 at a low base of Bt75.4.

Compared with other stock markets in Asia, SET Index would still show a biggest growth among peers

in 2016, partly from a projection that Thailand's GDP growth would be better than 2015 (ASPS Research estimates 2016 GDP growth at 3.8%, versus 2015 estimate of 2.7%) thanks to numerous economic stimulus measures of the government, which include short-term packages for the low income and small and medium enterprises (SME), starting since late September 2015, and mid-term packages regarding infrastructure projects. However, excluding the abovementioned extraordinary items, normalized profit in 2016 would shrink 3% from 2015, which is the first shrinkage in three years. Accordingly, the market will still be highly fluctuating in 2016.

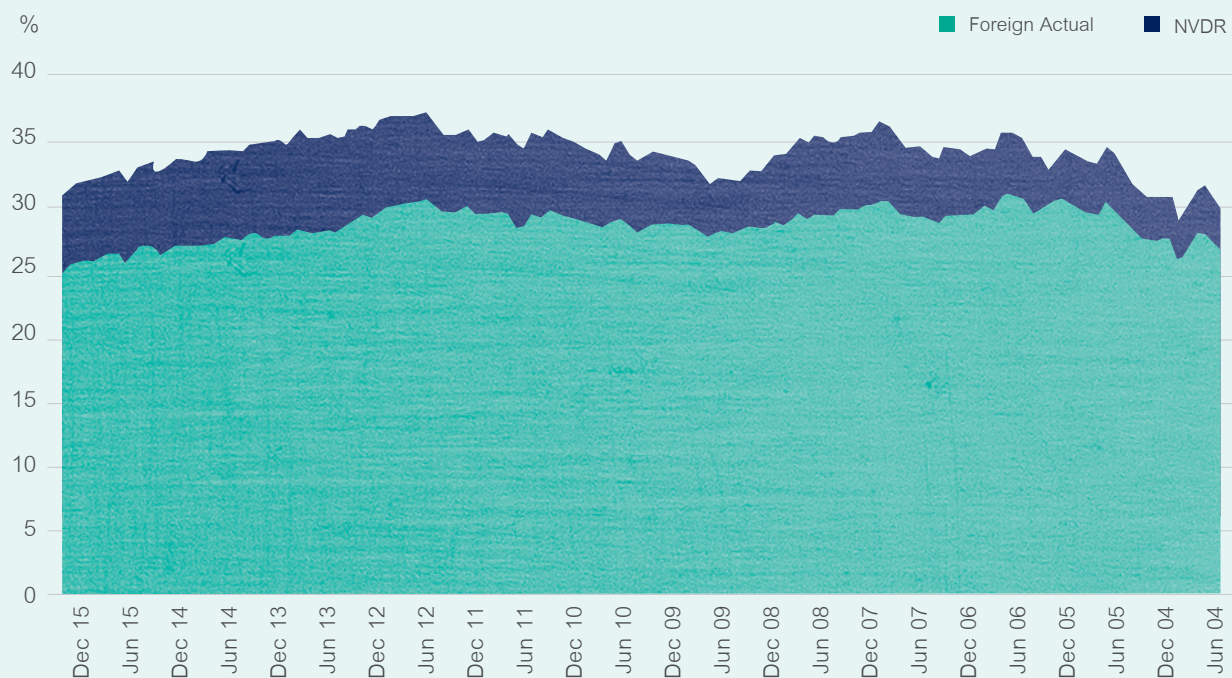
In addition, political factors may return to spook the market in the beginning and middle of the year, concerning the content of the new charter and the timeline for the general election. The charter drafting is projected to be completed by late March 2016, followed by a referendum, and then a general election could be held in July 2016. However, because there will be a number of changes in the new charter, especially regarding the election of members of House of Representatives and senators and the appointment of a new Prime Minister, the progress of this issue depends on whether the public would vote in favor of the new charter at the upcoming referendum. If the charter draft is approved by the referendum, the election would take place in the middle of 2017 as planned, but if not, the charter drafting process has to start over again. The latter scenario that the schedule of the general election is uncertain is another risk of the market.





Speaking of fund flow, foreign institutions have continued to be net sellers of the Thai market for three consecutive years, foreign holding (including NVDR) dropped to 30.33% in December 2015, which was a record low in 11 years and six months, versus a peak of 36.87% in 2012. Consequently, foreign selling is believed to be lower from now on given the weakening of THB. However any foreign fund inflow in 2016 would also not be significant as well.

### Breakdown of Foreign Holding

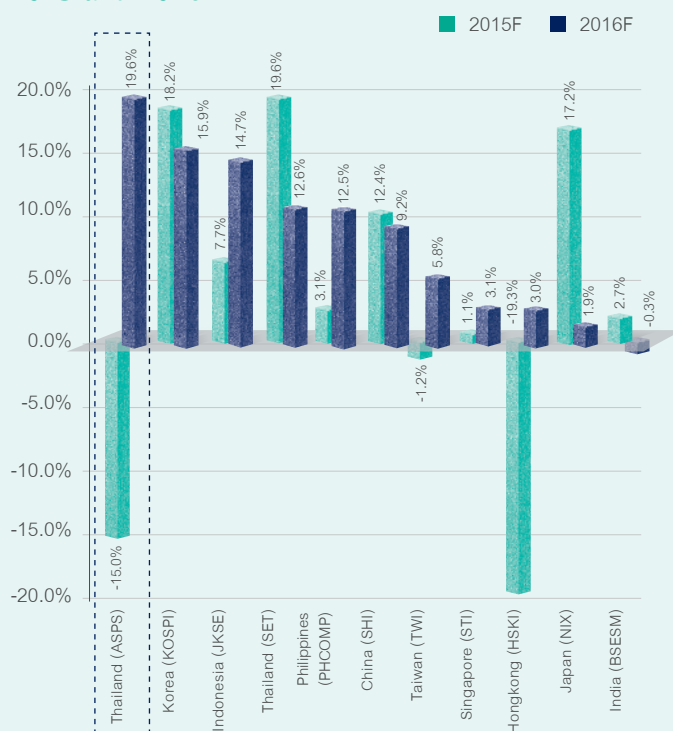


Source: SETSMART and ASPS Research

Finally, owing to a sluggish rebound of the world economy, easy monetary policies are still necessary in 2016. Except for the US, the Fed tends to continue increasing the benchmark interest rate in 2016 after a rise in late 2015; this could draw global liquidity to the US and thus obstruct the economic recovery of the Eurozone. The European Central Bank (ECB) has continued to use easy monetary policies. Only the UK economy has shown an improvement but the inflation rate is still far from a target, so we believe the Bank of England (BOE) would not rush to increase the policy interest rate like the US.

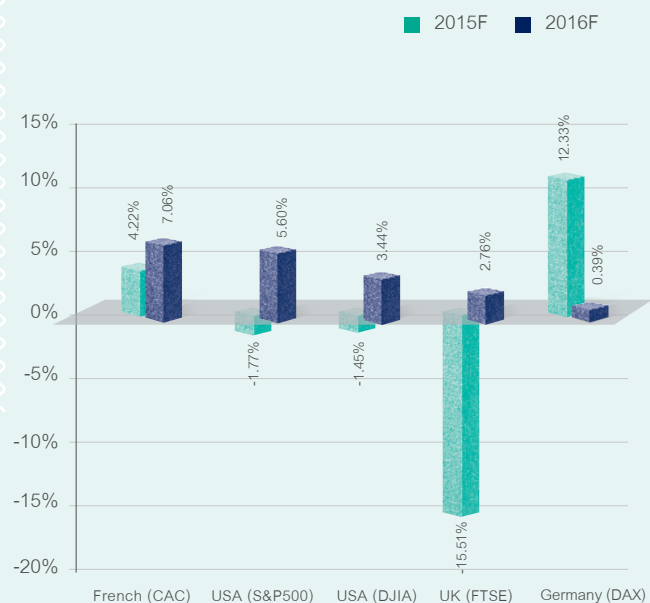


## EPS Growth Forecast of Asian Countries in 2015 and 2016



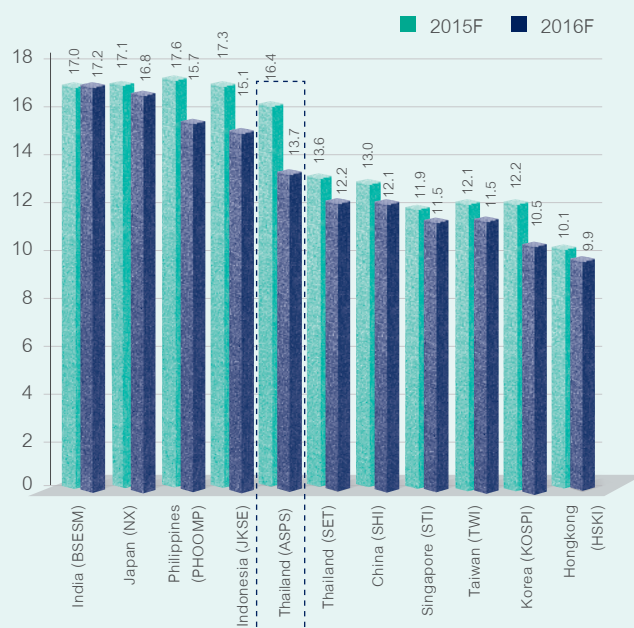
Source: Bloomberg and ASPS Research

## EPS Growth Forecast of Europe and US in 2015 and 2016



Based on 2016 market EPS forecast, SET Index as on January 14, 2016 at 1,263.29 pts is equivalent to an expected P/E ratio of 14x, relatively inexpensive when compared to regional markets in Asia. However, there is still risk from overseas factors that could depress profitability of SET-listed companies, thus a limited upside of the market. Initially, we believe SET Index would not exceed 1,400 pts in 2016 (based on 2016 EPS forecast of Bt 90.3 and P/E ratio of 15.5x).

## P/E Ratio Forecast of Asian Stock Markets in 2015 and 2016 SET Index Sensitivity



Source: Bloomberg and ASPS Research

### Index Sensitivity

(X)	Mar 16E	Jun 16E	Sep 16E	Dec 16E
14.5x	1,148	1,201	1,255	1,309
15x	1,187	1,243	1,299	1,355
15.5x	1,227	1,284	1,342	1,400
16x	1,266	1,326	1,385	1,445
16.5x	1,306	1,367	1,429	1,490

## Competition in the securities business

Competition in the securities business intensified in 2015 because two new securities companies commenced their official operations, which were 1) ASL Securities Company Limited (ASL), starting from May 18, and 2) SBI Thai Online Company Limited (SBITO), starting from October 16. According to data from nine listed securities companies, average brokerage commission fee rate of 2015 was 0.129%, decreased 0.133% from 2014, but breakage commission fee rate of each company had declined (CGS, CNS, FSS, GBX, and KGI). Average daily trading value (proprietary trading excluded) decreased 3.12% from Bt41.5 billion in 2014 to Bt40.2 billion in 2015, so average brokerage commission fee revenues of 2015 shrank 9.8% from the same period last year.

### Net Brokerage Commission Fee Rate (Proprietary Trading Excluded) in 2013-2015



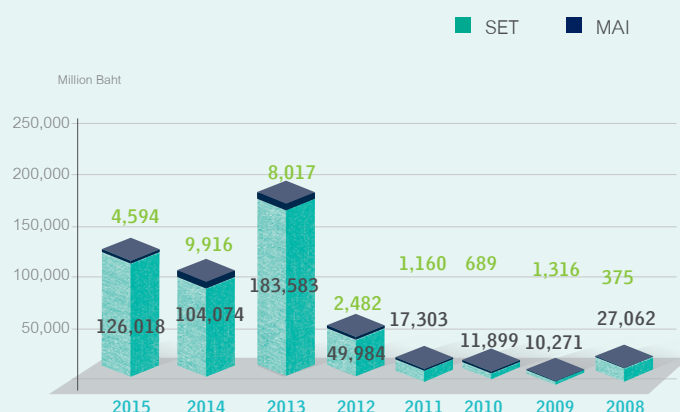
Source: ASPS Research

The situation of the securities business in 2016 would be similar to 2015; the market would still be fluctuating from the aforementioned factors. In addition, competition in the brokerage business would remain fierce even though no new player is entering the market, because the two recent players have started their operation with a strategy of low cost and price competition; in doing this, those two companies provide an online brokerage service, which means a low number of investment consultants, and some do not have their own research papers but depends on those from big players in the market. In order to survive, securities brokerage companies will be requiring higher daily trading value to minimize loss. For Asia Plus Securities Company Limited, we estimate daily trading value (proprietary trading excluded) in 2016 to be close to that of 2015.

### Overall investment banking business in 2015 and outlook in 2016

The investment banking business in 2015 rebounded slightly from 2014. 41 new companies listed in the market in the past year: 20 companies in the SET, 13 companies in the MAI, 6 mutual funds, and 2 infrastructure funds, which was a decline from 45 companies in 2014: 16 in the SET, 20 in the MAI, and 9 mutual funds. However, total issued size (in the SET and MAI) in 2015 was Bt 131 billion, increasing 14.6% from 2014.

## IPO Issued Size in Securities Markets in Thailand



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

## Companies to be Listed in the Markets in 2016

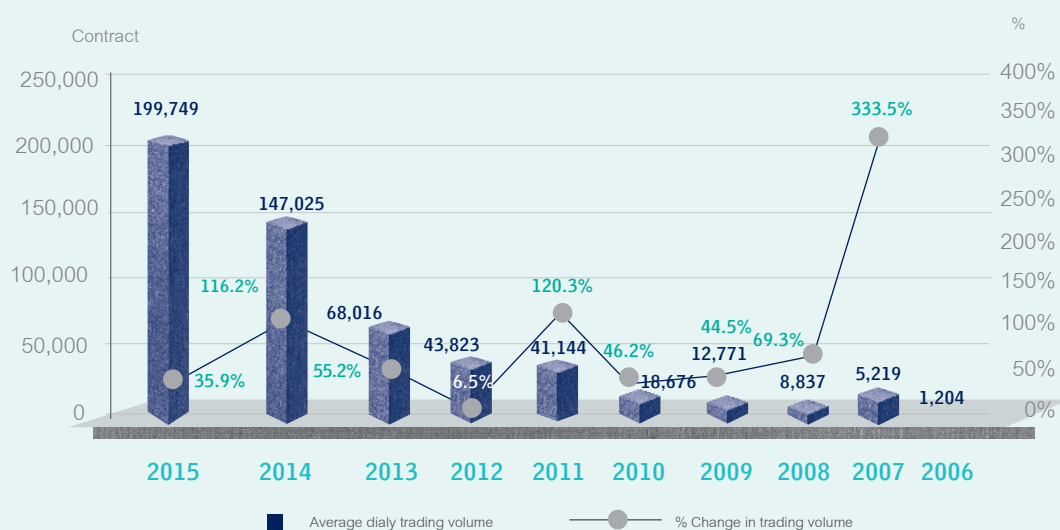
Code	Company Name	Amount of Share (million)	Offering Time	Par	Market
NETBAY	Netbay PCL	40.0	59F	1.00	MAI
ASN	ASN Broker PCL	60.0	59F	0.25	MAI
BM	Bangkok Sheet Metal PCL	100.0	59F	0.50	MAI
GTB	Getabec PCL	240.0	59F	0.25	MAI
BTW	BT Wealth Industries PCL	312.0	59F	0.25	MAI
CHEWA	Chewathai PCL	232.0	59F	1.00	MAI
ESC	Eastern Sugar And Cane PCL	600.0	59F	1.00	SET
TPBI	TPBI PCL	100.0	59F	1.00	SET
BAM	Bangkok Commercial Asset Management PCL	1535.0	59F	5.00	SET
BPP	Banpu power PCL	648.5	59F	10.00	SET
INGRS	Ingress Industrial (Thailand) PCL	578.4	59F	1.00	SET
SQ	Sahakol Equipment PCL	230.0	59F	1.00	SET
UU	Universal PCL	420.0	59F	1.00	SET
ALT	ALT Telecom PCL	250.0	59F	0.50	SET

For 2016, 14 new companies would be listed in the markets via initial public offerings or IPOs, decreasing in number from 2015, and only 3-4 of which are blue chip companies with issued size of over Bt1 billion each. Accordingly, the total issued size would lower from 2015, which would make revenue recognition from the investment banking business decline when compared with 2015.

## Overall trading in the Thailand Futures Exchange (TFEX) in 2015 and outlook in 2016

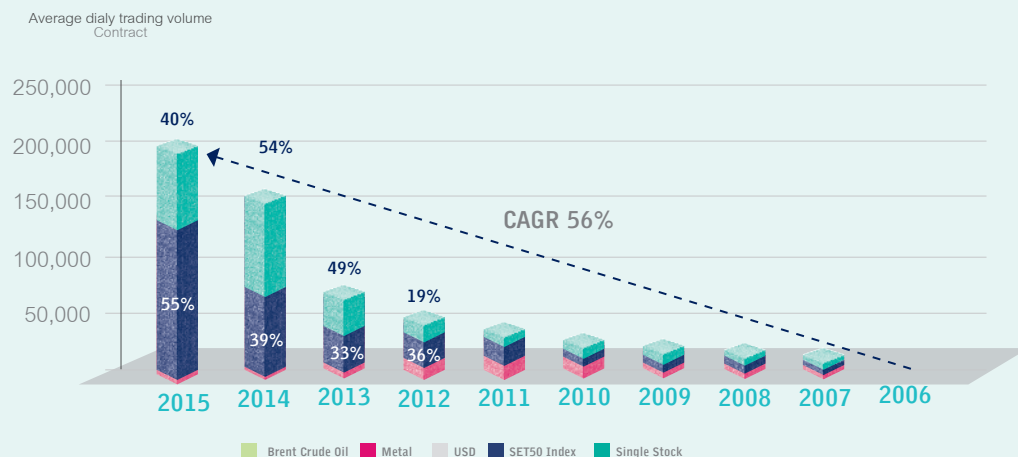
TFEX business in 2015 showed a continued growth from 2014. Total trading volume in 2015 was 48,539,007 contracts or averagely 199,749 contracts/day, rising 35.9% from 147,025 contracts/day in 2014. Of all products, trading volume of SET50 Index Futures accounted for 55% or 110,142 contracts/day, increasing more than 87% from 2014, followed by Single Stock Futures at 40% or 81,103 contracts/day, Gold Futures at 3% or 6,015 contracts/day, decreasing 4% from 2014, USD Futures at 0.6% or 1,118 contracts/day, and Brent Crude Oil Futures at 0.1% or 107 contracts/day, decreasing 19.5% from 2014.

## Trading Transaction in TFEX in 2006 - 2015



Source: The Thailand Futures Exchange (TFEX) and ASPS Research

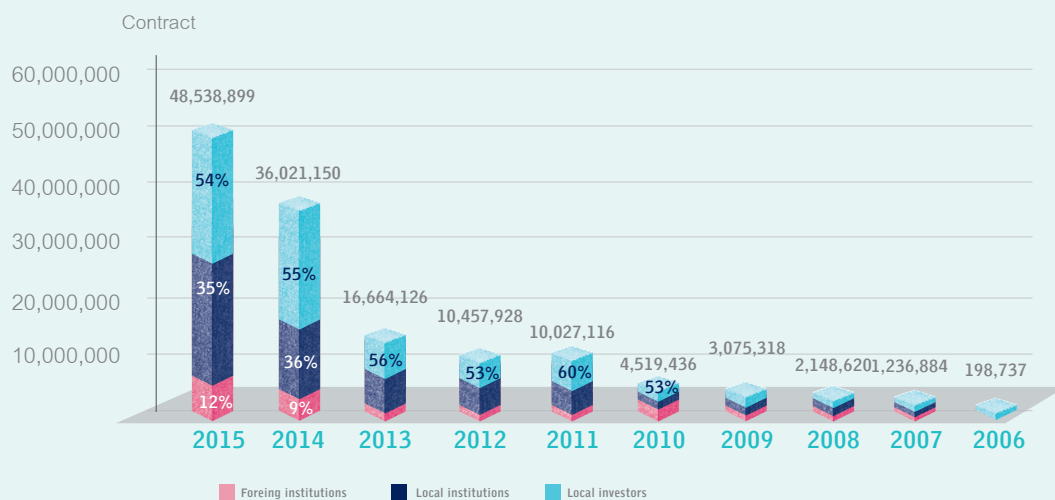
## Growth of Derivatives Business in 2006 – 2015 by Product



Source: The Thailand Futures Exchange (TFEX) and ASPS Research

In addition, TFEX market was able to make a record high trading volume since its first operation (December 15, 2006) on December 30, 2015, with outstanding positions of 935,868 contracts or an increase of 2.3% from 914,644 contracts in 2014. The total number of investor trading accounts in the year were 113,575, increasing 12.8% or 12,925 accounts from end of 2014. Local retail investors accounted for 54% of the total trading volume in the TFEX, followed by local institutions at 35%, and foreign investors at 12% (2015 was the second year that the TFEX disclosed the ratio of online trading, which was recorded at 30.8% of total trading volume).

## Market Share by Type of Investors

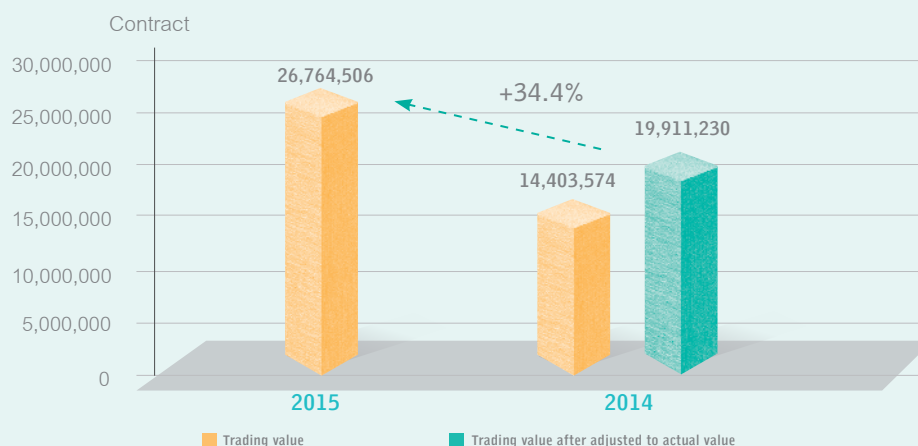


Source: The Thailand Futures Exchange (TFEX) and ASPS Research

On May 6, 2014, the TFEX changed a size of SET50 Index Futures contract to Mini SET50 Index Futures contract by reducing the initial margin by 80%, from Bt51,300/contract to Bt10,260/contract, in an attempt to increase liquidity in SET50 Index Futures trading. Adjusting trading volume of SET50 Index Futures before the initial margin reduction in 2014 (since January 2 to May 2, 2014) to after the initial margin reduction, trading volume of SET50

Index Futures in 2015 increased 34.4% from 2014 owing to the following factors: (1) the decrease of the initial margin per contract helped increase trading liquidity for the first full year and (2) SET Index had been declining since the end of the first quarter of 2015 until the market return lowered 14%, so investors switched from equities to SET50 Index Futures, which were able to make profit during the market downtrend (short positions) but had higher leverage and could be used for a hedging purpose.

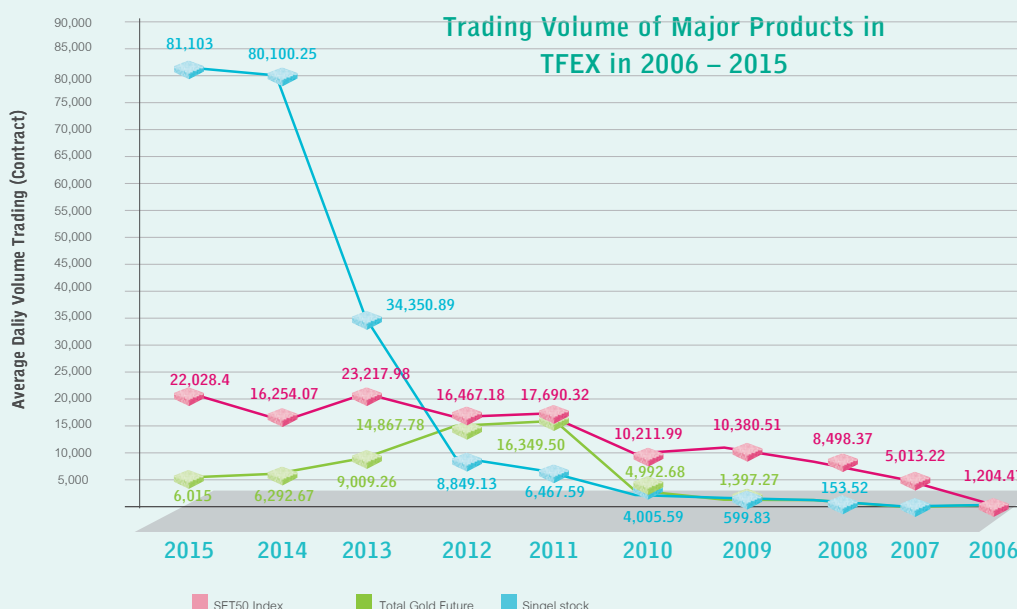
### Trading Volume of SET50 Index Futures



Source: The Thailand Futures Exchange (TFEX) and ASPS Research

Gold Futures trading continued to decline. Trading volume of Gold Futures in 2015 was only 6,015 contracts/day, decreasing 4.4% from 6,292 contracts/day in 2014 or a continued decrease for the fifth consecutive year at an average of 22% per annum. Likewise, daily trading volume of USD Futures lowered 11.6% from 1,265 contracts in 2014 to 1,118 contracts in 2015.

In conclusion, the downtrend of SET Index in 2015 resulted in higher demands for short positions, while the change of SET50 Index Futures size to Mini SET50 Index Futures increased trading volume in the TFEX in 2015. Average trading volume in the year was 199,749 contracts/day or a growth of 35.9% from 147,025 contracts/day in 2014, marking the ninth consecutive year of a continuous growth at an average of 56% per annum.

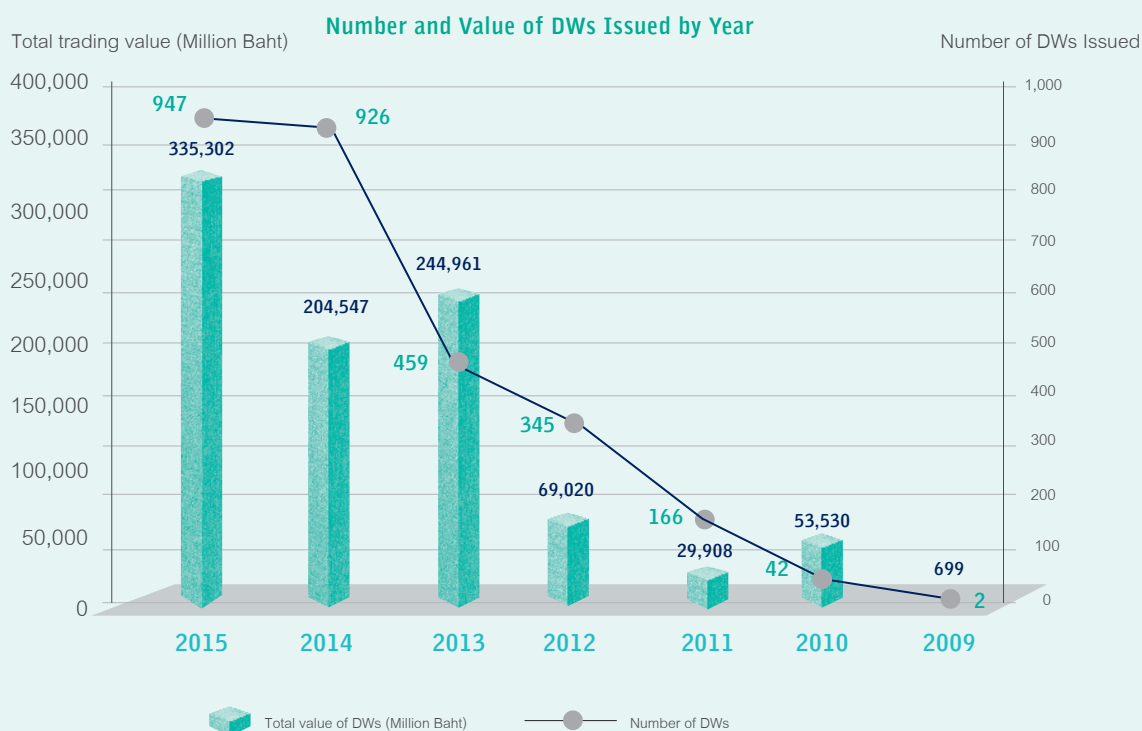


Source: The Thailand Futures Exchange (TFEX) and ASPS Research

For a 2016 outlook, the TFEX would continue improving from 2015 because demands for profit taking from SET50 Index Futures amid the market swing would increase. Moreover, the TFEX has focused on improving existing products and services, e.g. increasing 10 more Single Stock Futures to 70 stocks in late 2015, which means more choices for investors in 2016. In addition, the TFEX has cooperated with the AFET in launching Agricultural Futures on the TFEX, starting from RSS3 Rubber Futures (Ribbed Smoked Rubber Sheet No.3) by 2016.

## Overall trading of Derivatives Warrants in 2015 and outlook in 2016

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 became significantly popular in 2015, evidenced by the number and value of DWs that rose 64% from 2014 to Bt335,302 million in 2015. Although the outstanding number of DWs at end-2015 totaled 947 securities or an increase of only 2% from end of 2014, the outstanding number of DWs in November 2015 was as much as 1,024 securities or a growth of 10.6% from 2014.



Source: SETSMART and ASPS Research

In 2016, the overall DW trading tends to weaken from 2015 along with investments in Thailand that have still been hindered by a number of reasons. Meanwhile, the number of securities companies that are eligible to issue DWs in 2016 will remain at 13. Yet, due to the market's volatility, the securities companies will be issuing more Put Option of DW, which will help prevent the total DW number from substantially dropping from 2015.



# 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 of the business world. The faster does the circumstance vary, the quicker do the risk forms in a certain company change.

Currently, the world economy is apparently sluggish. The latest 'World Economic Outlook' published by the International Monetary Fund (IMF) anticipates that the global economic growth will be only 3.4% for the year of 2016 and 3.6% for 2017. The main factors are the economic recessions in emerging counties as well as the Chinese rebalancing.

In this regard, the Thai economy is obviously affected by the manners of lower exports and capital outflows. The Company perceives the risk in year 2016 as followings;

## 1. 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.

In 2016, the Company foresees that the business risk tends to be higher after the Asian Economic Community (AEC) commenced on December 31<sup>st</sup> 2015. The linkage of 10 Capital markets allows new services to the Thai market. 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.

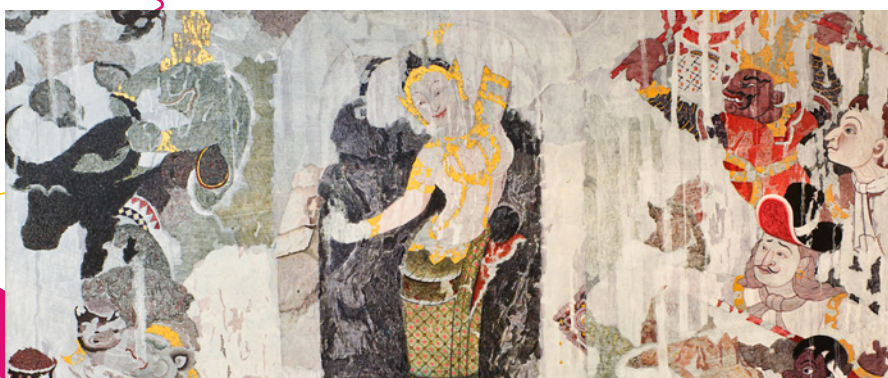
Then, the company already bulwarked this situation by restructuring to be the Group Holdings Company to diversify the incomes sources, to strengthen the company's long run stability, to boost the flexibility in the certain business operation, and lastly, to segment the different risks. The restructuring, completed on May 1st, 2015, significantly reduce the business risk.

## 2. 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.

### 2.1 Risk from crisis

The company and the subsidiaries might encounter risks from any crises either natural or catastrophic, political unrest. In order to protect the compensation claims filed for the service discontinuity by customers, 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.



## 2.2 Risks Concerning Securities Brokerage Staff

In undertaking the any 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. Finally, the company set the 'Successor' policy which makes the continuity of important work.

## 2.3 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.

## 3. Credit Risks

### 3.1 Credit Risks from Proprietary Investment Business

In 2015, the Company has invested in the fixed incomes instruments amounting of Bt625.79 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.

### 3.2 Credit Risks from Securities and Derivatives Business

#### (1) Credit Risks from Equity Brokerage Business

Even though in the Equity Cash Brokerage Business, credit risk horizon is very short term considering that the clients 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.

#### (2) Credit Risks from Derivatives Brokerage Business

In undertaking the derivatives 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.

### 3.3 Credit Risks from Margin Loans in Securities

The securities 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 securities 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 securities 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 securities company considers the securities' fundamentals and liquidity. Moreover, the securities 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 securities 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, 2015, the securities company has cash account receivable of Bt 1,354.62 million and margin account receivables of Bt 2,111.44 million. In 2015, the securities company has set aside Bt 0.24 million reserves for doubtful accounts and has recovered Bt 0.08 million of non-performing loans and doubtful accounts. The securities company has provided full provision for bad debts and doubtful debts.

To mitigate credit and default risks, the securities 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 securities company also grants the authority for different levels of management for the approval of credit lines.

## 4. 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 securities 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.

### 4.1 Market Risks from the Interest Rates

In 2015, the Company has invested in the instruments with interests such as domestic private debentures at the net amount of Bt 1,579.57 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.

### 4.2 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.

#### 4.3 Market Risks from the Commodity Prices

The Company has invested some in futures contracts on commodities underlying. However, investments horizon of investing, in 2015, in such commodity futures contracts are somewhat short term.

#### 4.4 Market Risks from the Equity Prices

In 2015, 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 Bt 658.54 million, of which Bt 461.11 million was international, and Bt 196.78 million domestic.

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.

As the securities 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 securities company, then, carried the investment in local equity amounting Bt 425.69 million and derivatives warrants written Bt 46.04 million

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.

### 5. 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.

### 6. Liquidity Risk

The securities 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, 2015, the securities company saw the Net Liquid Capital of Bt 4,107.35 million or the NCR rate (to general liabilities) at 149.21%.

# General Corporate Information

## Company Information

<b>Name</b>	<b>Asia Plus Group Holdings Public Company Limited</b>
Registered No.	0107537001722
Head Office Location	3/1, 9 <sup>th</sup> and 11 <sup>th</sup> Floor Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120
Telephone	0 2285 1666, 0 2285 1888, 0 2680 1111
Facsimile	0 2285 1901
Type of Business	Holding Company
Home Page	<a href="http://www.asiaplus.co.th">www.asiaplus.co.th</a>
Registered Capital	Baht 2,521,945,020, including 2,521,945,020 common shares, Baht 1 per share (as of December 31, 2015)
Register Paid-up Capital	Baht 2,105,656,044, including 2,105,656,044 common shares, Baht 1 per share (as of December 31, 2015)

## Subsidiaries

<b>Name</b>	<b>Asset Plus Fund Management Company Limited</b>
Registered No.	0105547011826
Location	17 <sup>th</sup> Floor, Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120
Telephone	0 2672 1000
Facsimile	0 2286 4472-3
Type of Business	Fund Management
Home Page	<a href="http://www.assetfund.co.th">www.assetfund.co.th</a>
Registered Capital	Baht 100,000,000, including 10,000,000 common shares, Baht 10 per share (as of December 31, 2015)
Register Paid-up Capital	Baht 100,000,000, including 10,000,000 common shares, Baht 10 per share (as of December 31, 2015)

## Subsidiaries

Name	Asia Plus Advisory Company Limited
Registered No.	0105551042137
Location	11/1 Floor Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120
Telephone	0 2680 4000
Facsimile	0 2670 9291
Type of Business	Financial Advisory
Home Page	<a href="http://www.asiaplus.co.th">www.asiaplus.co.th</a>
Registered Capital	Baht 15,000,000, including 3,000,000 common shares, Baht 5 per share (as of December 31, 2015)
Register Paid-up Capital	Baht 15,000,000, including 3,000,000 common shares, Baht 5 per share (as of December 31, 2015)



Name	Asia Plus Securities Company Limited
Registered No.	0105557088431
Head Office Location	3/1 Floor Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120
Telephone	0 2285 1666
Facsimile	0 2285 1901
Type of Business	Securities Business
Home Page	<a href="http://www.asiaplus.co.th">www.asiaplus.co.th</a>
Registered Capital	Baht 4,500,000,000, including 450,000,000 common shares, Baht 10 per share (as of December 31, 2015)
Register Paid-up Capital	Baht 4,500,000,000, including 450,000,000 common shares, Baht 10 per share (as of December 31, 2015)

### Other References

#### Share Registrar

Thailand Securities Depository Company Limited  
93 Rachadapisek Road, Dindaeng, Dindaeng, Bangkok 10110 Thailand  
Telephone : 0 2009 9000 Facsimile : 0 2009 9001  
E-mail : SETContactCenter@set.or.th Website : [www.tsd.co.th](http://www.tsd.co.th)

#### EY Office

Office Limited, 33<sup>rd</sup> Floor, Lake Rajada Office Complex,  
193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110, Thailand  
Telephone : 0 2264 9090 Facsimile 0 2264 0789  
E-mail : [ernstyoung.thailand@th.ey.com](mailto:ernstyoung.thailand@th.ey.com) Website : [www.ey.com](http://www.ey.com)

#### Auditor

Mr. Sophon Permsirivallop,	Certified Public	Account No. 3182, and/or
Mr. Chayapol Suppasertanon	Certified Public	Account No. 3972 and/or
Miss Pimjai Manitkajohnkit	Certified Public	Account No. 4521 and/or
Miss Rosaporn Decharkom	Certified Public	Account No. 5659 and/or
Miss Sumana Punpongsanon	Certified Public	Account No. 5872



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

As at December 31, 2015, 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
<b>1. Subsidiaries</b>					
<b>Asset Plus Fund Management Company Limited</b> 17 <sup>th</sup> Floor, Sathorn City Tower, 175 South Sathorn Road, Khet Sathorn Bangkok 10120 Telephone 0 2672 1000 Facsimile 0 2286 4472-3 www.assetfund.co.th	Fund Management	Ordinary	10,000,000	9,999,998	99.99
<b>2. Asia Plus Advisory Company Limited</b> 11/1 Floor, Sathorn City Tower, 175 South Sathorn Road, Khet Sathorn, Bangkok 10120 Telephone 0 2680 4000 Facsimile 0 2670 9291 www.asiaplus.co.th					
	Financial Advisory	Ordinary	3,000,000	2,999,997	99.99
<b>3. Asia Plus Securities Company Limited</b> 3/1 Floor, Sathorn City Tower, 175 South Sathorn Road, Khet Sathorn, Bangkok 10120 Telephone 0 2285 1666 Facsimile 0 2285 1901 www.asiaplus.co.th					
	Securities Services	Ordinary	450,000,000	449,999,982	99.99
<b>Other</b>					
<b>Bangkok SMBC Consulting Company Limited</b> 10 <sup>th</sup> Floor, Q.House Lumpini Building, 1 South Sathorn Road, Khet Sathorn, Bangkok 10120 Telephone 0 2677 7270-5 Facsimile 0 2677 7279	Service Consulting	Ordinary	20,000	2,000	10.00

# Shareholders Structure

## of Asia Plus Group Holdings Public Company Limited

List of 10 major shareholders as of most recent book closing date, March 11, 2016.

	Name	No. of shares	% of paid-up capital
1.	Mr. Chattri Sophonpanich's family and associated companies <sup>1/</sup>	300,952,815	14.29
2.	Bangkok Bank Public Company Limited	178,099,980	8.46
3.	Thai NVDR Company Limited	125,683,391	5.97
4.	Mr. Songsak Jitjuajun	85,158,000	4.04
5.	Mr. Kongkiat Opaswongkarn's family <sup>2/</sup>	73,642,021	3.50
6.	Mr. Santi Kovitchindachai	46,363,200	2.20
7.	Mr. Yongyudh Charanvas	41,800,900	1.99
8.	HSBC (SINGAPORE) NOMINEES PTE LTD	41,379,800	1.97
9.	Dhipaya Insurance Public Company Limited	38,422,500	1.82
10.	Bualuang Siriphol Corporate Governance Fund	27,002,300	1.28
11.	Others	1,147,151,137	54.48
	Total	2,105,656,044	100.00

Notes : The Company's paid up capital as of March 11, 2016 was Bt 2,105,656,044 (Par value Bt 1.00 / share)

<sup>1/</sup> consisting of Mr. Chattri 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 Ramyarupa (holding 0.02%) Mrs. Suchada Leesawadtrakul (holding 1.89%) Ms. Siriporn Sophonpanich (holding 0.05%) Mr. Chanond Sophonpanich (holding 0.06%) Ms. Chavisa Ramyarupa (holding 0.05%) Mr. Ched Ramyarupa (holding 0.05%) Asia Sermkij Company Limited (holding 5.42%) 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.

<sup>2/</sup> consisting of Mr. Kongkiat Opaswongkarn (holding 0.03%) Mrs. Thitima Opaswongkarn (holding 0.62%) Mr. Gavin Opaswongkarn (holding 1.42%) Ms. Virin Opaswongkarn (holding 1.42%), by which one representative, Mr. Kongkiat Opaswongkarn is the Chief Executive Officer of the Company.

## Shareholders Structure of Asia Plus Securities Company Limited (Core company)

List of major shareholders as of book closing date, December 31, 2015.

	Name	No. of shares	% of paid-up capital
1.	Asia Plus Group Holdings Public Company Limited	449,999,982	99.999996
2.	Mr. Pithayain Assavanig	9	0.000002
3.	Ms. Vimolpan Suwantewatoop	9	0.000002

Remark : Paid up capital as of December 31, 2015 was Bt4,500,000,000 (Par value Bt10/share)

# Dividend Payment Policy

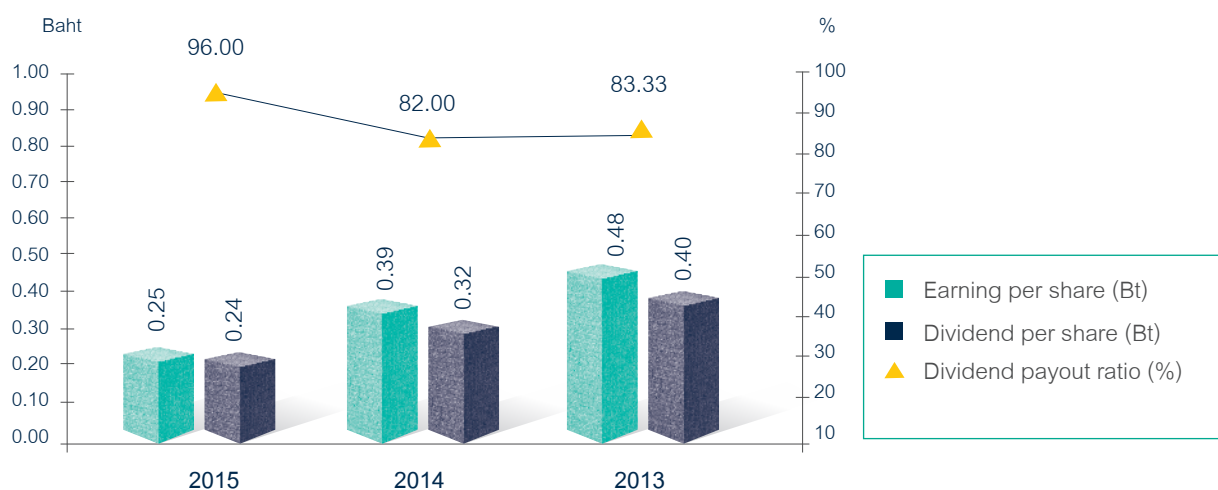
## The Company 's dividend payment policy

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 2015 equated to Bt535,589,795. The Board of Directors resolved to propose to the Annual General Meeting of Shareholders No. 22 which will be held on the 27th of April 2016 to approve to pay the dividend from 2015 operating results to the shareholders at the rate of Bt0.24 per share totaling Bt505,357,450.56 equal to 96.00 percent of the dividend pay out ratio.

The interim dividend was made on the 8th of September 2015 at the rate of Bt 0.12 per share, totaling Bt 252,678,725.28. The final dividend of Bt0.12 per share, totaling Bt252,678,725.28 shall be made on the 16<sup>th</sup> of May 2016 after obtaining approval from the Annual General Meeting of Shareholder No.22.

## Dividend payment for the past three years



	2015	2014	2013
Earning per share (Bt)	0.25	0.39	0.48
Dividend per share (Bt)	0.24	0.32	0.40
Dividend payout ratio (%)	96.00	82.00	83.33

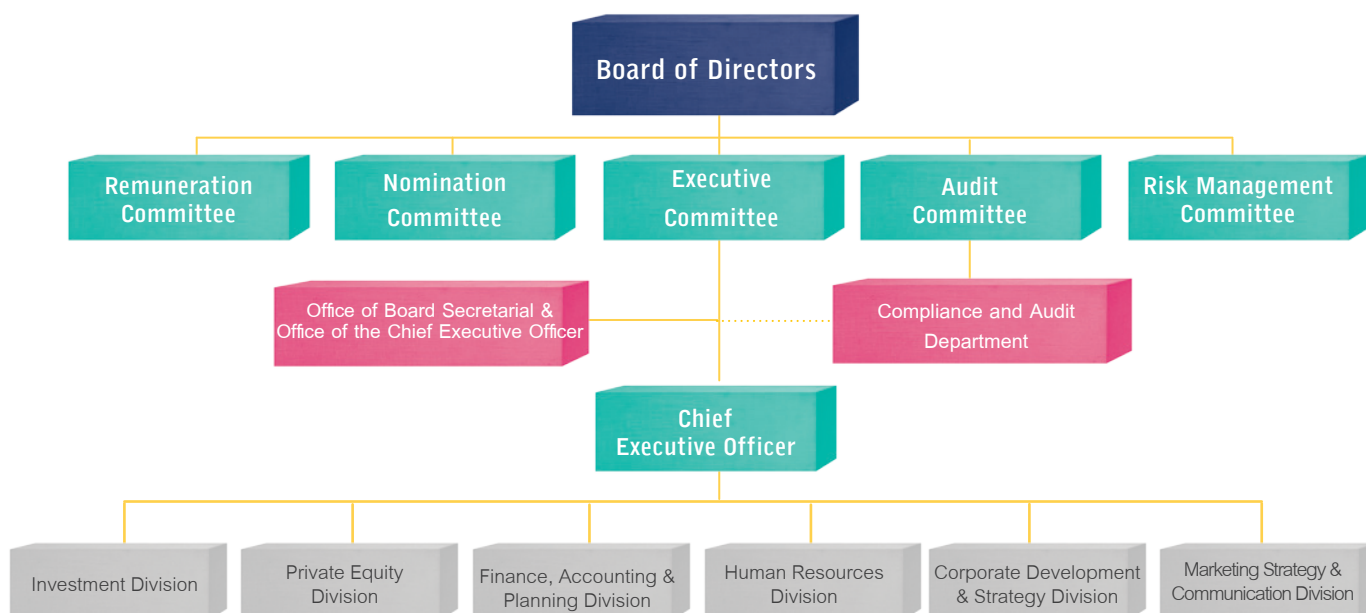
## The Subsidiaries' dividend payment policies

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

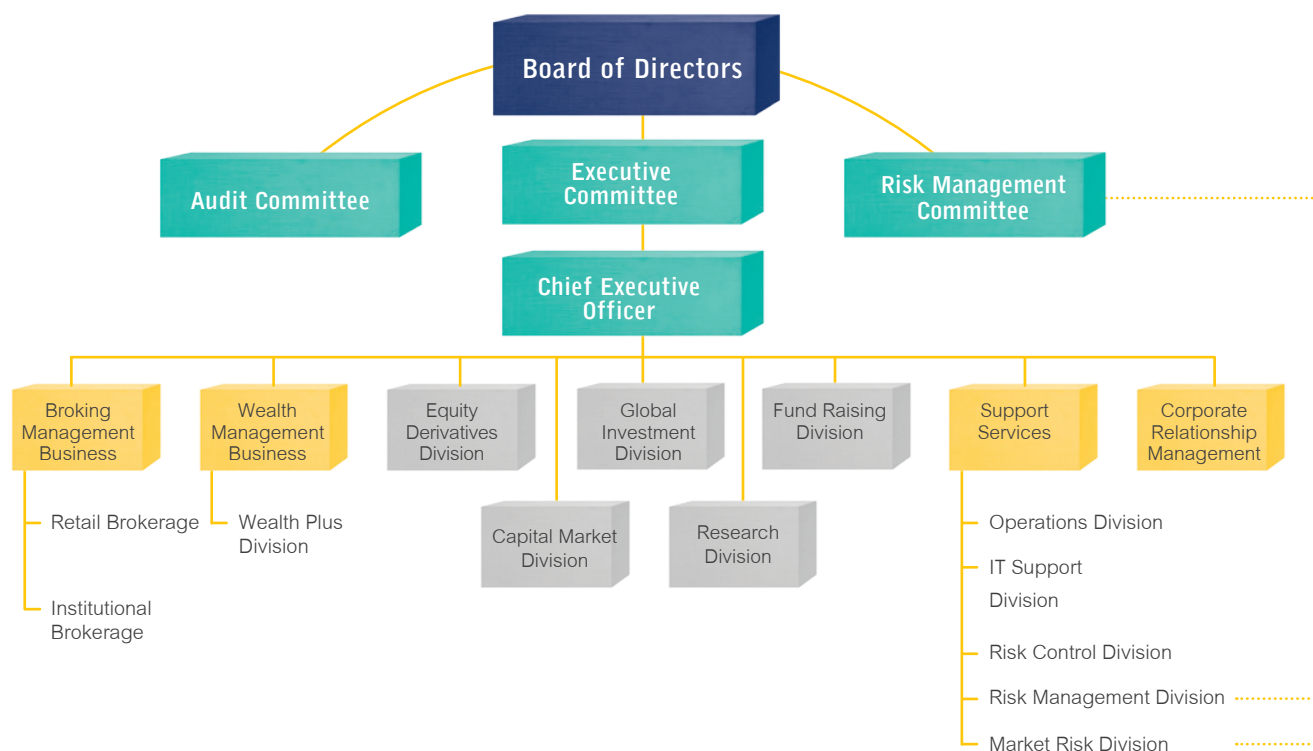
## 1. Organization Chart

### Asia Plus Group Holdings Public Company Limited



### Asia Plus Securities Company Limited

(Core Company)



## 2. Board of Directors

### 2.1 The Company' Board of Directors

As at 31 December 2015, the Company has 8 directors comprising a mix of directors representing major shareholders, executive directors and independent directors. Out of total 8 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:

Name			Position	Number of meetings attended / Total meetings held
1.	Mr. Chali	Sophonpanich <sup>1/</sup>	Chairman of the Board of Directors	12/12
2.	Mr. Kongkiat	Opaswongkarn <sup>1/</sup>	Chief Executive Officer	12/12
3.	Mr. Virach	Aphimeteetamrong	Independent Director / Chairman of the Audit Committee	12/12
4.	Mr. Michael	David Roberts	Independent Director	12/12
5.	Mr. Sopon	Punyaratabandhu	Independent Director / Member of the Audit Committee	12/12
6.	Mr. Satit	Chanjavanakul	Independent Director / Member of the Audit Committee	11/12
7.	Mrs. Nintira	Sophonpanich <sup>1/</sup>	Director	12/12
8.	Mr. Patchara	Surajaras	Executive Director	12/12
9.	Mr. Jirawat	Lewprasert <sup>2/</sup>	Executive Director	5/5

Mr. Sutthirak Hotakasapkul, Senior Vice President of the Office of Board Secretariat, is the Secretary to the Board of Directors.

In 2015, the record of directors' attendance in the other sub-committee meetings are available under "Corporate Governance" in page no 76

Remark:

<sup>1/</sup> Directors who are representatives of major shareholders comprise

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

<sup>2/</sup> Mr. Jirawat Lewprasert, Director, resigned from director of the Company because of the retirement with effect from June 22, 2015.

### 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 three directors with the Company's seal affixed, namely: Mr. Chali Sophonpanich, Mr. Kongkiat Opaswongkarn, and Mr. Patchara Surajaras.

### 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.

### The Scope and responsibilities of the Chairman of the Board of Directors

Besides the responsibilities of the Company's director, the additional responsibilities that the Chairman of the Board of Directors has to take the responsibilities are calling for the Board of Director meeting, being the Chairman of the meeting, casting vote in cast of a tie vote, leading the Board to ensure its functions effectively and ensuring that all Board members receive timely information needed to deliberate on agenda items.

## 2.2 The Board of directors of Asia Plus Securities Company Limited (Core company)

As at 31 December 2015, Asia Plus Securities Company Limited has 10 directors comprising

Name		Position	Number of meetings attended / Total meetings held
1. Mr. Chali	Sophonpanich	Chairman of the Board of Directors	12/12
2. Mr. Kongkiat	Opaswongkarn	Chief Executive Officer	12/12
3. Mr. Virach	Aphimeteetamrong	Independent Director / Chairman of the Audit Committee	12/12
4. Mr. Michael	David Roberts	Independent Director	12/12
5. Mr. Sapon	Punyaratabandhu	Independent Director / Member of the Audit Committee	12/12
6. Mr. Satit	Chanjavanakul	Independent Director / Member of the Audit Committee	11/12
7. Mrs. Nintira	Sophonpanich	Director	12/12
8. Mr. Patchara	Surajaras	Executive Director	12/12
9. Mr. Jirawat	Liwprasert <sup>1/</sup>	Executive Director	5/5
10. Mrs. Jeeraphat	Pimantip <sup>2/</sup>	Executive Director	7/7
11. Mrs. Manee	Sirinapapen <sup>2/</sup>	Executive Director	7/7

Mr. Sutthirak Hotakasapkul, Senior Vice President of the Office of Board Secretariat, is the Secretary to the Board of Directors.

Remark:

<sup>1/</sup> Mr. Jirawat Liwprasert, Director, resigned from director of the Company because of retirement with effect from June 22, 2015.

<sup>2/</sup> Mrs. Jeeraphat Pimantip and Mrs. Manee Sirinapapen, director, were appointed as Executive Director since June. 2015

### 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 five directors with the Company's seal affixed, namely: Mr. Chali Sophonpanich, Mr. Kongkiat Opaswongkarn, Mr. Patchara Surajaras, Mrs. Jeeraphat Pimantip, and Mrs. Manee Sirinapapen.

### 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.

### The Scope and responsibilities of the Chairman of the Board of Directors

Besides the responsibilities of the Company's director, the additional responsibilities that the Chairman of the Board of Directors has to take the responsibilities are calling for the Board of Director meeting, being the Chairman of the meeting, casting vote in cast of a tie vote, leading the Board to ensure its functions effectively and ensuring that all Board members receive timely information needed to deliberate on agenda items





### 3. The executives

#### 3.1 The Company's 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, 2015 are as below

Name		Position
1. Mr. Kongkiat	Opaswongkarn	Chief Executive Officer
2. Mr. Chali	Sophonpanich	Executive Director
3. Mr. Patchara	Surajaras	Executive Director
4. Ms. Vimolpan	Suwantewatooop	Executive Vice President
5. Mr. Pithayain	Assavanig	Chief Finance Officer
6. Mr. Chirasak	Ongpailbool	Executive Vice President

#### The scope and responsibilities of the Chief Executive Officer

1. To set the Company policies, objectives and business strategies for the executives and propose to the Board of Director to approve.
2. To supervise the executives such that the executives will effectively and efficiently proceed along the stipulated policies, objectives, business plan and business strategies in order to achieve the business goal and budget which approved by the Board of Directors.

3. To approved the expense larger than the Executive Director.

#### 3.2 The executives of Asia Plus Securities Company Limited (Core company)

The executives of Asia Plus Securities Company Limited (according to the definition of the Notification in the Securities and Exchange Commission No.KorChor.17/2551) as at December 31, 2015 are as below.

Name		Position
1. Mr. Kongkiat	Opaswongkarn	Chief Executive Officer
2. Mr. Chali	Sophonpanich	Executive Director
3. Mr. Patchara	Surajaras	Executive Director
4. Mrs. Jeeraphat	Pimantip	Executive Director
5. Mrs. Manee	Sirinapapen	Executive Director

#### The scope and responsibilities of the Chief Executive Officer

1. To set the Company policies, objectives and business strategies for the executives and propose to the Board of Director to approve.
2. To supervise the executives such that the executives will effectively and efficiently proceed along the stipulated policies, objectives, business plan and business strategies in order to achieve the business goal and budget which approved by the Board of directors.

3. To approved the expense larger than the Executive Director.

## 4. The Company secretary

The Board of Directors has appointed Mr. Sutthirak Hotakasapkul, Senior Vice President of the Office of Board Secretariat, as the Company Secretary. He has all the qualifications with 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.

## 5. The Remuneration of directors and executives

### (A) Remuneration in cash

#### 5.1. Directors

##### 5.1.1 The Company directors

- A sum of Bt 3,985,000 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. One director resigned during 2015 and received director fee of Bt 75,000. The secretary to the Board of Director resigned during 2015 and received remuneration of Bt 30,000. The new secretary to the Board of Directors received remuneration of Bt 40,000.
- A sum of Bt680,000 was paid to 3 members of the Audit Committee in form of Audit Committee fees in 2015.
- A sum of Bt 400,000 was paid to 4 members of the Risk Management Committee in form of the Risk Management Committee fee in 2015.
- A sum of Bt 100,000 was paid to 2 members of the Remuneration Committee in form of the Remuneration Committee fee in 2015.

Total remuneration paid to directors in 2015 was Bt 5,235,000 with the following details:

Name	Position	Director fees				Director Bonus
		Board of Directors	Audit Committee	Risk Management Committee	Remuneration Committee	
1. Mr. Chali Sophonpanich	Chairman / Nomination Committee / Executive 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	-	100,000	50,000	350,000
4. Mr. Virach Aphimeteetamrong	Independent Director / Chairman of the Audit Committee	330,000	280,000	100,000	-	400,000
5. Mr. Sopon Punyaratabundhu	Independent Director / Member of the Audit Committee	300,000	200,000	100,000	50,000	350,000

Name	Position	Director fees				Director Bonus
		Board of Directors	Audit Committee fee	Risk Management Committee fee	Remuneration Committee	
6. Mr. Satit Chanjavanakul	Independent Director / Member of the Audit Committee	300,000	200,000	100,000	-	350,000
7. Mrs. Nintira Sophonpanich	Director	180,000	-	-	-	-
8. Mr. Patchara Surajaras	Executive Director	180,000	-	-	-	-
9. Mr. Jirawat Liwprasert <sup>1/</sup>	Executive Director	75,000	-	-	-	-
		2,535,000	680,000	400,000	100,000	1,450,000

#### Secretary to the Board of Director

Mrs. Choomsai Tantisawetrat <sup>2/</sup>	Secretary to the Board of Directors	30,000
Mr. Sutthirak Hotakasapkul <sup>3/</sup>	Secretary to the Board of Directors	40,000

#### Remark:

<sup>1/</sup> Mr. Jirawat Liwprasert, Directors, resigned from the director of the company because of retirement with effect from 22 June 2015.

<sup>2/</sup> Mrs. Choomsai Tantisawetrat resigned from the company secretary and secretary to the Board of Directors with effect from 1 May 2015

<sup>3/</sup> Mr. Sutthirak Hotakasapkul was appointed as secretary to the Board of Directors and the company secretary with effect from 1 May 2015 and 1 December 2015, respectively.

#### 5.1.2 The directors of Asia Plus Securities Company Limited (Core company)

Asia Plus Group Holdings Public Company Limited shall pay remuneration to all directors of Asia Plus Group Holdings Public Company Limited. The subsidiaries' director who doesn't hold any directorship in Asia Plus Group Holdings Public Company Limited and/or any management position of the subsidiaries will receive the director remuneration from the subsidiaries. 8 of 10 directors of Asia Plus Securities Company Limited hold the directorship in Asia Plus Group Holdings Public Company Limited and the other 2 directors are the managements of Asia Plus Securities Company Limited so all of director of Asia Plus Securities Company Limited don't receive the director remuneration.

#### 5.2.2 The executive directors and executives of Asia Plus Securities Company Limited (Core company)

The remuneration of 5 executive directors (According to definition in the notification of the Capital Market Supervisory Board) of year 2015 in form of salary, bonus, provident fund and social security fund contributed by the Company was total Bt 10,155,200

#### (B) Other Remuneration

- None -

### 5.2 The executive directors and executives

#### 5.2.1 The Company's executive directors and executives

The remuneration of 3 executive directors and 3 executives (According to definition in the notification of the Capital Market Supervisory Board) of year 2015 in form of salary, bonus, provident fund and social security fund contributed by the Company was total Bt 135,272,576

# Corporate Governance

## 1. 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.

## 2. The Committee

### 2.1 The Company's committee

The Board has set up various committees which are the Executive Committee, the Audit Committee, the Nomination Committee, the Remuneration Committee, the Risk Management Committee and 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 2015, the Executive Committee is composed of 3 directors, namely

- |                              |                         |
|------------------------------|-------------------------|
| 1. Mr. Kongkiat Opaswongkarn | Chief Executive Officer |
| 2. Mr. Chali Sophonpanich    | Executive Director      |
| 3. Mr. Patchara Surajaras    | Executive Director      |

#### Advisor to the Executive Committee

Mrs. Nintira Sophonpanich

Mr. Sutthirak Hotakasapkul, Senior Vice President of the Office of Board Secretariat, is secretary to this Committee



### 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 Baht30 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.

### 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 2015.

1. Mr. Virach Aphimeteetamrong  
Chairman of the Audit Committee
2. Mr. Sapon Punyaratabandhu  
Member of the Audit Committee
3. Mr. Satit Chanjavanakul  
Member of the Audit Committee

Mr. Chirasak Ongpaibool, Executive 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 2015 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 2 meetings with the external auditors in absence of the management.

### The Remuneration Committee

As at 31 December 2015 the Remuneration Committee consists of 2 members;

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

In 2015, the Committee had 2 times engaged in considering the remuneration of directors and executives and 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 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 2015.

1. Mr. Satit Chanjavanakul  
Chairman of the Nomination Committee
2. Mr. Chali Sophonpanich  
Member of the Nomination Committee
3. Mr. Kongkiat Opaswongkam  
Member of the Nomination Committee
4. Mr. Virach Aphimeteetamrong  
Member of the Nomination Committee
5. Mr. Sapon 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 2015.

1. Mr. Sapon 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)

### The Company's sub-committee

#### 1. Investment Committee

The Board of Directors appoints member of the Investment Committee. As at 31 December 2015 the Investment Committee comprises 3 members, namely

##### Chairman of the Committee

1. Mr. Kongkiat Opaswongkam Chief Executive Officer

##### Member of the Committee

2. Mr. Patchara Surajaras Executive Director
3. Mr. Pithayain Assavanig Chief Financial Officer

##### Advisor to the Committee

Mrs. Nintira Sophonpanich

Ms. 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. Private Equity Committee

The Board of Directors appoints member of the Private Equity Committee. As at 31 December 2015, the Private Equity Committee comprises 3 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. Pithayain Assavanig Chief Financial Officer

### Advisor to the Committee

Mrs. Nintira Sophonpanich

Mr. Teerajate Supawat, First Vice President of Private Equity Department, is secretary to the Committee

### Special advisor

1. Mr. Chali Sophonpanich
2. Mr. Michael David Roberts
3. Mr. Virach Aphimeteetamrong
4. Mr. Sopon Punyaratabandhu
5. Mr. Satit Chanjavanakul

### **The scope and responsibilities of the Private Equity Committee**

1. To determine the policies, criteria and conditions and procedures governing the Company's investment;
2. To monitor and ensure that the Company's investment comply with the policy;
3. To determine that proper risk control measures for the Company's investment are in place;
4. To approve to invest in any company in compliance with its authorization.
5. To consider the credit limits for invest in any company that does not comply with the policy.

## 2.2 The Committee of Asia Plus Securities Company Limited (Core company)

The Board of Asia Plus Securities Company Limited has set up various committees which are

the Executive Committee, the Audit Committee, the Risk Management Committee and 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 Risk Management Committee of Asia Plus Securities Company Limited are the same group as Asia Plus Group Holdings Public Company Limited in order to enable effective supervision and monitoring of the overall business operations and performance.

The Executive Committee of Asia Plus Securities Company Limited comprises all member of the Executive Committee members of Asia Plus Group Holdings Public Company Limited who are Mr. Kongkiat Opaswongkarn, Mr. Chali Sophonpanich and Mr. Patchara Surajaras and 2 Executive Directors of Asia Plus Securities Company Limited who are Mrs. Jeeraphat Pimantip and Mrs. Manee Sirinapapen. The roles and responsibilities of this committee are as same as the roles and responsibilities of the Executive Committee of Asia Plus Group Holdings Public Company Limited in order to operate the business to be in line with business directions of both Asia Plus Group Holdings Public Company Limited and Asia Plus Securities Company Limited.

## **The Sub-Committee of Asia Plus Securities Company Limited (Core company)**

### 1. Equity Derivatives Committee

The Board of Directors appoints member of the Equity Derivatives Committee. As at 31 December 2015 the Equity Derivatives Committee comprises 7 members, namely

### Chairman of the Committee

1. Mr. Kongkiat Opaswongkarn Chief Executive Officer

### Member of the Committee

2. Mr. Patchara Surajaras Executive Director
3. Mrs. Jeeraphat Pimantip Executive Director, Wealth Plus Division
4. Mrs. Manee Sirinapapen Executive Director, Retail Brokerage Business
5. Mr. Pithayain Assavanig Chief Financial Officer
6. Mr. Natachai Boonyaprapatsara Senior Vice President of the Market Risk Division
7. Mr. Weerasak Nimkhunthod Senior Vice President of the Equity Derivatives Department

### Advisor to the Committee

Mrs. Nintira Sophonpanich

Mr. Weerasak Nimkhunthod, Senior Vice President of Equity Derivatives Department, is secretary to the Committee

### 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

### 2. 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 2015, the Credit Committee comprises 12 members, namely

#### Chairman of the Committee

1. Mr. Patchara Surajara Executive Director

#### Member of the Committee

2. Mrs. Jeeraphat Pimantip Executive Director, Wealth Plus Division
3. Mrs. Manee Sirinapapen Executive Director, Retail Brokerage Business

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

Ms. Ausanakorn Aekpankul, First Vice President of Risk Management Division, is secretary to the 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 acknowledge losses from trading transaction error.

### 3. IT Steering Committee

The IT Steering Committee consists of 7 members, namely

#### Chairman of the Committee

1. Mr. Patchara Surajaras Executive Director

#### Member of the Committee

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

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 and propose to the Executive Committee to approve.
2. Consider and give consent on regulations and guidelines of the Company's information security.

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

AML/CFT Committee comprise the representatives of the Executives Committee, the Marketing Division, Wealth Plus Division and also including Operation Division and Control divisions. As at 31 December 2015 this Committee comprises 13 members, namely

##### Chairman of the Committee

1. Mr. Patchara Surajaras Executive Director

##### Member of the Committee

2. Mrs. Jeeraphat Pimantip Executive Director, Wealth Plus Division
3. Mrs. Manee Sirinapapen Executive Director, Retail Brokerage Business
4. Mrs. Pannipa Gulyanon Senior Executive Vice President, Operation Division
5. Mrs. Vimol Chayaphunta Executive Vice President, Marketing Division 1
6. Ms. Achara Suwanpuchai Executive Vice President, Risk Management Division
7. Mr. Chakkit Yantadilok Executive Vice President, Marketing Division 9
8. Mr. Chirasak Ongpaibool Executive Vice President, Compliance and Audit Department
9. Mr. Kitt Choongphong Senior Vice President, Marketing Division 3
10. Ms. Tanomrat Hotrakul Senior Vice President, Securities Operations Department
11. Ms. Supaporn Amomkantkul Senior Vice President, Securities Operations Department

12. Mr. Kamollotch Kunjara Senior Vice President, Legal Department
13. Mr. Natachai Boonyaprapatsara Senior Vice President of the Market Risk Division

#### The scope and responsibilities of the AML/CFT Committee

1. Proposing policies on the Anti-Money Laundering/Combating the Financing of Terrorism (AML/CFT Policies) to the Board of Directors for approval and recommending amendments and updates of the AML/CFT policy to the Board of Directors for approval.
2. Approving and supervising the Automatic Filtering Rules and Process proposed by the AML/CFT Officer for screening and monitoring for suspicious activities;
3. Considering suspicious activities reported by the AML/CFT Officer and deciding on those activities' fit in the Suspicious Transaction Report (STR) category;
4. Determining and setting penalties for the Company's officers and employees who fail to comply with the AML/CFT Policies and principles.

### 3. Procedure for nomination of directors and top-level executive management

The Nomination Committee which consists of 3 independent members out of 5 members is responsible for nominating the directors and the top-level executive management 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.

#### Top-level executive management position

The top-level executive management 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 case. 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.

## **4. Oversight of the operations of subsidiary and affiliated company**

The Company is a holding company which has 3 subsidiaries so the Company has to provide both direct and indirect measures and mechanisms for the Company to regulate and manage the Subsidiary and

Associated Company and to ensure their compliance with the measures and mechanisms as if they are the Company's entities. The Company also intends to assure that the Subsidiary and Associated Company comply with the Company's policies, the Public Limited Company Act, the Civil and Commercial Code, the Securities and Exchange Act, other relevant laws, and notifications, rules, and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand, in an attempt to protect the Company's interest in such the Subsidiary and Associated Company.

The Subsidiary and Associated Company of the Company cannot undertake a certain transaction that is deemed to have a significant impact on its financial status and earnings performance unless such a transaction is beforehand approved by the Company's Board of Directors Meeting or Shareholders Meeting (as the case may be). In that case, the Company has to hold a Board of Directors Meeting and/or a Shareholders Meeting to deliberate and approve the transaction before the Subsidiary and/or Associated Company holds its Board of Directors Meeting and/or Shareholders Meeting to approve the transaction and/or before the Subsidiary and Associated Company undertakes the transaction. In doing this, the Company has to disclose information and comply mutatis mutandis with rules, regulations, conditions, and procedure pertaining to the transaction that needs approval as prescribed in the Public Limited Company Act, the Civil and Commercial Code, the Securities and Exchange Act, other relevant laws, and notifications, rules, and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand.

Moreover, the Company has to ensure that the Subsidiary has an internal control system, a risk management system, and a corruption prevention system. In addition, there should be suitable concise and effective measures to monitor the Subsidiary and Associated Company's performance to assure their compliance with the Company's policies, Articles of Association in this Chapter, law and the Principles of Good Corporate Governance for listed Companies, and relevant notifications, rules, and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand. The Company also has to ensure that the Subsidiary and/or Associated Company disclose information concerning connected transactions, and/or acquisition or disposition of assets, and/or other transactions that will have a significant impact on the Company.

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 issue instrument.

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 the three subsidiaries, the Company has mandated representatives as follows:

**1. Asset Plus Fund Management Company Limited :**

The Company has appointed Mr. Pithayain Assavanig, Chief Financial Officer to be a Company's representative.

**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 Sicoravit 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 9 representatives (1) Mr. Chali Sophonpanich (2) Mr. Kongkiat Opaswongkarn (3) Mr. Michael David Roberts (4) Mr. Virach Aphimeteetamrong (5) Mr. Sapon Punyaratabandhu (6) Mr. Satit Chanjavanakul (7) Mrs. Nintira Sophonpanich and (8) Mr. Patchara Surajaras and to be directors of the Asia Plus Securities Company Limited.

## 5. 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 of the Company and the

subsidiaries 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 which the subsidiary company is in process of making the analysis report for the investor.
5. Acknowledgement of inside information regarding securities under Watch List and Restricted List.
6. Trading the Company's shares (ASP) of the directors, executives, and employees who are involved in the Company's performance.
7. Consenting for disclosing the trading transactions by the other securities firm.
8. Consenting for disclosing the trading account of the non executive directors.
9. Term of securities held by employees.
10. 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 68.

## 6. Audit remuneration

### Audit Fee

Asia Plus Group Holdings Public Company Limited and the subsidiaries paid the audit fee of Bt2,800,000 to EY Office Limited where the company's auditors are working. This amount comprised Bt900,000 for auditing of the company and Bt1,900,000 for auditing of the subsidiaries.

### Non-audit fee

For this fiscal year, the Company and the 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.

## 7. 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 2015, the Company's business operations in accordance with the good corporate governance policy are summarized as follows:



## Section 1 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

In 2015, there are the Extraordinary General Meeting of Shareholder which was held on 15 January 2015 and the Annual General Meeting of Shareholders which was held on 27 April 2015. Both of shareholders meetings were held at the place where were convenient in transportation. Moreover, the Company facilitated and encouraged all shareholders, including institutional shareholders to attend the meeting and to 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](http://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 Extraordinary General Meeting of shareholders and the Annual General Meeting of Shareholders to the regulatory agencies within 14 days* and also disclosed on the Company website at [www.asiaplus.co.th](http://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. For both shareholders' meeting in 2015, the Company had delegated Mr. Virach Aphimeteetamrong, Independent director and Chairman of the Audit Committee 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 elect 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 2016 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 1 October 2015 to 30 December 2015, 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](http://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 30 December 2015. 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 subsidiaries and 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 of the Company and the subsidiaries in a written form, recently revised and effective since 15 July 2016. 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 of the Company and the subsidiaries to trade securities or futures on the condition that the employees must open a trading account with the Company's subsidiary 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 of the Company and the subsidiaries open private fund accounts with the Company's subsidiary, 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's subsidiary. 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 executives and employees of the Company and the subsidiaries 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 for a period of 30 days prior to the disclosure or publication of the quarterly and annual financial statement.

The Compliance and Audit Department is responsible for ensuring compliance with the aforementioned regulations including training the new employee about such 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 the 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 all subsidiaries have 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 16 January 2015 and 10 July 2015, respectively. This is for the purpose of encouraging transparency in business operations in the private sector.

The Company's roles toward 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 for improving employees' potential. The Company prepares the yearly training plan and schedule for employees to attend in order to enhance their knowledge and develop their capabilities in their work which is one of the Company's mission.

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, the Company provides the fitness room and sets up the Football Club, Badminton Club and Table Tennis Club for employee to exercise, 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, 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.

**Customer** : The Company and the subsidiaries are 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 and the subsidiaries are also committed to clients' confidentiality and interests with utmost integrity and ethics. The subsidiaries maintain 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).

**Counter - parties and creditors** :The Company complies with all the terms and conditions prescribed in the agreements without any unethical gain or benefit. In 2015, 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.

The Company has the anti-bribery and corruption policies and whistle-blowing policies and applied to all management, employees of the Company and all 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, bribery policy and prevention policy. Now the Company and all subsidiaries have been certified to be members of the Thailand's Private Sector Collective Action Coalition Against Corruption.

Moreover, the core company set up the Anti-Money Laundering/Combating the Financing of Terrorism Committee (AML/CFT Committee). This committee will propose, review and the some policies, including giving the guidelines about the automatic filtering rules and process, monitoring the suspected transaction and setting the appropriate penalties.

**Community and environment** : The Company and the subsidiaries have 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 executive and analysts of the Company and the subsidiaries serve as guest speakers, giving lectures on the capital market at various institutions such as the Stock Exchange of Thailand and universities.
- (2) The executives of the Company and the subsidiaries 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 and the subsidiaries provide internship opportunities for students every year, allowing them to gain hands-on experience working in different departments.
- (4) The Company and the subsidiaries support the activities dedicated to promoting Thai culture on various occasions such as Songkran festival.
- (5) The Company and the subsidiaries donate money and humanitarian aids to the unfortunate, charitable organizations, and those affected by disasters.
- (6) The Company and the subsidiaries promote 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. 2015 is the fifth year that the competition was held, with 113 paintings of acrylic, oil colors, or mixed media on canvas from 80 artists and students participating a year.

The Company has established channels for raising concerns or receiving complaints from the employees or the Company's stakeholders.



The employees can send the complaints letter with indicating "Private and Strictly Confidential" to the Chairman of the Audit Committee, for the Company's stakeholders can directly send to the Chairman of the Audit Committee or via the Company's website, [www.asiaplus.co.th](http://www.asiaplus.co.th). The complaints will be investigated according to the Company's procedures and reported to the Executive Committee and the Board of Directors, respectively. All evidence and documents related to the complaints and names of the complainants will be kept confidential.

## Section 4 Information disclosure and transparency

In 2015, 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](http://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 the subsidiaries as of 31 December 2015 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](mailto:public_relations@asiaplus.co.th) or Company's website : [www.asiaplus.co.th](http://www.asiaplus.co.th) or Call Center. The investors, shareholders, or interested persons use these channels to contact or communicate to the Company.

In 2015, 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.

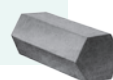
Chief Executive Officer, President, and Executive Director are authorized to hold press conference or public relation activities to disseminate news or important information of the Company. However, they may delegate the duties to the relevant executive of each business line.

## Section 5 Responsibilities of the Board of Directors

### Structure of the Board

As of 31 December 2015, the Board of Directors comprised 8 directors including 4 independent directors, 1 non-executive director, and 3 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 high-level executives” in page no.63 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 Aphimeteetamrong, an independent director with knowledge and expertise in accounting and finance as the Chairman of the Audit Committee.

The Company also appointed Mr. Sutthirak Hotakasapkul, Senior Vice President of the Office of Board Secretarial Department, as the Company Secretary since 1 December 2015. He has all the qualifications with experiences in the secretary field. Responsibilities of the Company Secretary appear under “Management Structure” in page no. 56

#### **Independence of the Board from the management**

The Chairman of the Board represents the Company’s major shareholder having shareholdings of 14.29 percent of the paid-up capital. The Chairman of the Board is not the independent director but he can perform his duties as the Chairman of the Board efficiently. Moreover, the number of the independent directors is one-half of the total number of Board members so it can create the balance of power.

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.

#### **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 high-level executives” in page 63.

#### **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 Committee.

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 and core 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 and core 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 and core company.
- Supervising employees of the Company and core 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 and core company.
- Preparing and proposing annual compliance report to the Audit Committee and top executives of the Company and core 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 Ongpaibool, Executive 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 risk assessment of the company and its subsidiaries 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 policy of the company and its subsidiary 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 continuous operations of the company and its subsidiaries in case of an emergency. Contingency plans supporting unexpected circumstances such as riots and floods are also put in place.

In 2015, 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 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 2015 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 8 times a year ;
  - The Audit Committee has the meetings 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 has the meeting 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.

In 2015 the committee held 8 meetings with the external auditors, the management, and the audit and compliance departments including 2 meeting with the external auditors in absence of the management
3. The Risk Management Committee schedules meetings once every quarter. In 2015, this committee held 4 meetings.
4. The Nomination Committee schedules meetings twice a year.
5. The Remuneration Committee schedules meetings twice a year. In 2015, this committee held 2 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 2015

	Name	Position	Board of Directors meeting	Executive Committee meeting	Audit Committee meeting	Remuneration Committee meeting	Nomination Committee meeting	Risk Management Committee meeting
1	Mr. Chali Sophonpanich	Chairman of the Board of Directors / Nomination Committee Member / Executive Director	12/12	-	-	-	2/2	-
2	Mr. Kongkiat Opaswongkarn	Chief Executive Officer / Nomination Committee Member	12/12	12/12	-	-	2/2	-
3	Mr. Virach Aphimeteetamrong	Independent director / Chairman of the Audit Committee / Nomination Committee Member / Risk Management Committee Member	12/12	-	8/8	-	2/2	4/4
4	Mr. Michael David Roberts	Independent director / Remuneration Committee Member / Risk Management Committee Member	12/12	-	-	2/2	-	4/4
5	Mr. Sapon Punyaratabandhu	Independent director / Audit Committee Member / Remuneration Committee Member / Nomination Committee Member / Chairman of Risk Management Committee	12/12	-	8/8	2/2	2/2	4/4
6	Mr. Satit Chanjavanakul	Independent director / Audit Committee Member / Chairman of the Nomination Committee / Risk Management Committee Member	11/12	-	8/8	-	2/2	4/4
7	Mrs. Nintira Sophonpanich	Director / Advisor to the Executive Committee	12/12	10/12	-	-	-	-
8	Mr. Patchara Surajaras	Executive Director / Risk Management Committee Member	12/12	12/12	-	-	-	4/4
9	Mr. Jirawat Liwprasert	Executive Director	5/5	6/6	-	-	-	-

Remark : Mr. Jirawat Lewprasert resign from the director of the Company because of retirement with effect from June 22, 2015.

### 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 2015, the Company revised the self assessment form. There are 2 forms which are an assessment as a team and an assessment as individual. The average score of these 2 kinds are "Very Good". The areas of assessment are as below:

As a team	As individual
1. Structure and characteristics of the Board	1. Structure and characteristics of the Board
2. Roles and responsibilities of the Board	2. Board meetings
3. Board meetings	3. Roles and responsibilities of the Board
4. The Board's performance of duties	
5. Relationship with management	
6. Self-development of directors and executive development	

### Self evaluation for sub-committee

The sub-committees which consist of the number of the directors more than one-half of total number of such sub-committees are responsible for conducting an evaluation. The Audit Committee, the Nomination Committee, the Remuneration Committee and the Risk Management Committee are responsible for conducting a self evaluation and the results of the assessment are reported in the Board of Director 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 27 May 2004 at an amount not exceeding Bt15 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 31 December 2015 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.

In 2015, the Board of directors comprises 8 members, 7 of which attend the Corporate Governance for Capital Market Intermediaries course (CGI) which relates to the Good Governance for the director in capital market.

Director	Course
Mr. Chali Sophonpanich	Corporate Governance for Capital Market Intermediaries (CGI) 7/2015
Mr. Kongkiat Opaswongkarn	Corporate Governance for Capital Market Intermediaries (CGI) 4/2015
Mr. Virach Aphimeteetamrong	Corporate Governance for Capital Market Intermediaries (CGI) 5/2015
Mr. Michael David Roberts	Corporate Governance for Capital Market Intermediaries (CGI) 9/2015
Mr. Satit Chanjavanakul	Corporate Governance for Capital Market Intermediaries (CGI) 7/2015
Mr. Sopon Punyaratabandhu	Corporate Governance for Capital Market Intermediaries (CGI) 5/2015
Mr. Patchara Surajaras	Corporate Governance for Capital Market Intermediaries (CGI) 5/2015

In 2015, 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.

## Internal control

The Board of Directors, in its meeting No.2/2016 held on 24 February 2016, 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

Asia Plus Group Holdings Public Company Limited and subsidiaries are a financial business group greatly influenced by the economic and financial condition of the country. The risk as regards crisis is, therefore, higher than other types of businesses or industries. It is vital that business be conducted adhering to social responsibility prior to the occurrence of any crisis. Business is built upon honesty, moral principles, and social responsibility within the operation process of the Company's main business, with the objective of building confidence and trust amongst stakeholders.

Nonetheless, it is the nature of business to achieve a return on investment - profits, stability, development or growth. For business to achieve sustainable growth, not only do interest or profits need to be gained by the organization but also a return of profits in terms of contributing to the well-being of society. Business operations that take into account social responsibility including environmental preservation in the community and society as a whole, morality, and good corporate governance will lead to sustainable success.

To improve the sustainability of the enterprise and society, the Company and subsidiaries have, therefore, designated the vision as regards social responsibility as follows:

"Conducting business adhering to moral principles and good corporate governance, with responsibility towards stakeholders and environment" in order to achieve the sustainable growth and development of the organization.

The common operations of the Company and subsidiaries reflecting social and environmental responsibility consist of:

## 1. Operations with fairness

Asia Plus Group Holdings Public Company Limited and subsidiaries conduct business with fairness, disregarding other interests that may derive from inappropriate operations with the objective of creating confidence amongst relevant parties, and adhering to and operating in accordance with the following guidelines:

- To practice according to the agreement framework as concerns competition designated by the industry or official governor. To maintain the standard of regulations for competition, not seeking the confidential data of trade competitors by employing dishonest means, and not attempting to tarnish the reputation of rivals through slander. In 2015, there were no matters in dispute concerning the Company as related to trade competitors in any way.
- To govern operations to be in strict compliance with relevant laws, rules and regulations ensuring that there is no action violating laws or regulations of a governing agency. Furthermore, the subsidiaries have set up a sub-committee for the prevention of money laundering and the provision of financial



support to terrorism to perform its duty in improving and drafting policy, as well as providing suggestions regarding the process and regulations of information filtration, and suspicious behaviors. In addition, the sub-committee is to stipulate penal codes in cases where employees and staff do not act in accordance to the designated rules and policy to better suit the current situation.

- To have policy and code of conduct with the objective of preventing conflicts of interest, and ensuring that directors, executives and employees with stakes do not take part in considering or approving any item likely to cause conflicts of interest. To have a procedure for considering and approving related items and ensuring the completeness of information disclosure.

## 2. Anti corruption

The Company and subsidiaries place importance on the reputation and preservation of the credibility the Company and subsidiaries receive from clients, shareholders, trade partners, coworkers, public agencies and the general public. This is reflected in a policy in operating business in alignment with moral principles and good corporate governance, abiding by responsibility towards every relevant party, as well as expressing the intention to carry out business corruption-free, and to take a stand against the acceptance and offering of bribery in every form as described below:

- On 16 January 2015 and 10 July 2015, the Company and all its subsidiaries were certified as members of Thailand's Private Sector Collective Action Coalition Against Corruption. The project is operated by the coordination of seven leading organizations, namely the Thai Institute of Directors, Thai Chamber of Commerce, International Chamber of Commerce, Thai Listed Companies Association, Thai Bankers' Association, Federation of Thai Capital Market Organizations, and Federation of Thai Industries.
- The Company and subsidiaries have an appropriate anti-corruption policy in line with Thailand's Private Sector Collective Action Coalition Against Corruption specifying that executives and employees strictly abide by such policy. The policy covers the significant matters of political assistance, donations for charity, subsidiaries, expenses on gifts and meals, bribery/ money earned from illegal business, and relationships with third parties. This policy, moreover, includes risk management for corruption, reports and records of accounting and financial data, and human resource management. The Company has communicated and publicized this issue among employees in the organization and the general public as well as following

up and controlling compliance with the policy. The Company, in addition, has whistle blowing policy and practices, and punishment in cases where violation or non-compliance with such policy occurs. The Company reviews this policy at least once a year for it to be appropriate and up-to-date.

- The Company and subsidiaries arranged the anti-corruption activities by watching the video clip and answer the questions. This activities aim to make the awareness of anti-corruption according to the group of company intention to free from the corruption.
- Supporting activities to continuously promote a positive work spirit among employees. For example, an activity called TFEX Cross-Selling Champion is carried out to present awards to any marketing staff able to make the highest buying and selling volume for a futures contract in the Company. A training session is, in addition, continually organized to impart knowledge to marketing staff.

## 3. Anti-money laundering and combating the financing of terrorism

- The Company has an anti-money laundering policy and which also combats the financing of terrorism, stipulating the regulations and code of practice relating to the acceptance of clients, and risk management as concerns money laundering and terrorism. The objective is to prevent any wrong-doing party from using security transactions or services received from the Company or subsidiaries as a means to launder and cause terrorism. There is also a tracking system for customers' accounts and questionable transactions.
- The Company makes use of the information system to support the CDD Gateway System with the objective of assisting the verification of customers' details with efficiency and standards to comply with the Anti-Money Laundering Act and Counter-Terrorism Financing Act.



#### 4. Observance of human rights and fair treatment of laborers

Fully aware that employees are a highly valuable resource for the Company's progress and achievement, the Company and subsidiaries treat them with equality and fairness, and offer compensation commensurate with knowledge, capabilities, duties and responsibilities, and the result of the work performance of each employee. Furthermore, the Company and subsidiaries improve the work environment and conditions for the better quality of life of employees. The Company also provides them with the opportunity to show their potential, as well as practice and enhance their work skills in accordance with the guidelines below:

- Providing a fitness room for staff as part of welfare and encouraging them to exercise for good health. The room also serves as a relaxing space and meeting spot for employees. Moreover, the Company has set up sports clubs urging staff to participate in games with external agencies, including table tennis, football, and badminton, with the objective of strengthening the relationships among staff in the Company and external agencies.
- Treating employees with equality and fairness, and providing compensation commensurate with knowledge, capabilities, duties and responsibilities, and the results of the work performance of each employee. Each staff member is evaluated according to the designated criteria framework. The Company also provides the opportunity to those interested to change their work according to their knowledge and competence for the self-development and efficient improvement of the organization.
- Allocating the appropriate welfare such as setting up a provident fund, life and health insurance, medical fees, annual health checks, and flu vaccines, etc.
- Making use of the electronic storing system of documents and evidence to replace the paper version to increase efficiency in storing and searching for documents more easily, conveniently and rapidly.

- Ensuring the safety, cleanliness and tidiness of the environment in the workplace as well as providing equipment to facilitate the efficiency of the work performance of employees. The Company also has a policy to replace office computers every five years for employees. This has been in place since 2013 to facilitate staff in working. Furthermore, improvements were made to the offices of the Company and subsidiaries including the headquarters and branches in Bangkok and provinces. The aim is to create a good work environment for employees and to support the expansion of business.
- Promoting and encouraging employees to improve their knowledge, competence and skills useful for work and customer service by organizing a training session for staff working for both the headquarters and branches in Bangkok and the provinces. For example, program training beneficial to operations is carried out. As for customer service, courses such as online English, enhancement of knowledge and understanding about investment are available.
- Supporting activities to continuously promote a positive work spirit among employees. For example, an activity called TFEX Cross-Selling Champion is carried out to present awards to any marketing staff able to make the highest buying and selling volume for a futures contract in the Company. A training session is, in addition, continually organized to impart knowledge to marketing staff.
- Avoiding any unfair acts likely to affect the security of the duties of employees.
- Promoting the observance of the human rights of supervisors, those supervised, and coworkers, not slandering others with no factual basis as well as attempting to maintain and create harmony and unity.
- Fair employment relies on the Human Rights Principles and Labour Rights whereby dissimilarities in terms of nationality, gender, age, religion and disability are not taken into consideration in hiring personnel.



- Providing a complaints channel for employees with clear and fair procedures and directions in order to examine and ascertain the truth according to the designated criteria and process.
- Assuring that communication between a top executive or chief executive officer and employees from every level is done through e-mails every month for every staff to acknowledge policy, activity news, changes, or major developments in the organization. In addition, the participation of employees is increased allowing executives and staff to become closer. Staff, in addition, will obtain ideas and viewpoints from executives beneficial to their work and lives.

## 5. Responsibility towards customers

The Company operates business by investing in other companies and consequently has no customers of its own. However, the Company's subsidiaries provide financial service; therefore, the emphasis is on operations with customers as the center, and the subsidiaries are determined to meet customer demands through presenting a diverse range of products. Committed to adding the value of service to the maximum, the Company and subsidiaries have operational guidelines as regards customers as follows:

- Placing significance on non-disclosure of customers' confidential information, protecting customers' interest with honesty and integrity, not making demands for benefits from customers in exchange for the performances of duties, and treating every customer with fairness in accordance with professional ethics. There is also a system designed to receive complaints from customers to ensure that a matter is settled fairly and speedily. Further to this, the Company and subsidiaries take part in the Dispute Resolution Process by Means of Arbitration organized by the Securities and Exchange Commission.
- Arranging training and a seminar for customers to share knowledge about products, new financial services, and investment techniques and strategies to help them understand and gain confidence in purchasing such products and services. Training

is carried out at branches both in Bangkok and the provinces, for example, giving knowledge about domestic and international funds and European property funds, and investment techniques. Furthermore, a seminar for customers takes place annually in order to share the vision of global and Thai business as well as analyzing the situation of Thai and foreign markets to ready them for investment for the coming year.

- Paying attention to and taking responsibility towards customers by applying a variety of systems and improving new applications to create satisfaction among customers in receiving services such as ASP Smart and ASP Trade on Chart.
- Introducing more new products and services to provide alternatives for investment appropriate with the market conditions and investment behavior of each customer. Providing clear explanations to customers to make sure they understand the risks relevant to the products and services.
- Improving office space to create pleasant surroundings and to be of tidy appearance for customers.

## 6. Preservation of the environment

Even though the business operations of the Company and subsidiaries have negligible impact on the environment, the Company and subsidiaries are strongly committed to the conservation of the environment and the continuous and maximum efficiency in employing resources by operating according to the following aspects:





- Campaigning to minimize the use of paper and global warming effects by such means as sending documents and reports to customers via e-mail to replace mailing. Examples are further described below:

- Documents confirming the buying and selling of securities are sent every time a customer makes transaction.
- An asset statement is sent to a customer at the end of every month.

The Company has asked for cooperation from both new and old customers who open a new account to receive a document and report via e-mail, and they collaborate willingly.

- Changing light bulbs in the Company's headquarters and subsidiaries to LED bulbs to reduce the energy consumption and achieve greater cost-effectiveness. This started since May 2015 and was completed in August the same year with a total of 3,089 light bulbs having been replaced, enabling the Company to save approximately Bt1,669,698.37 in electricity costs per year or 50.65%.
- All employees help save electricity by turning off equipment or appliances not in use.
- Digital photocopiers used in the Company and subsidiaries as well as every office branch are environmentally and user friendly.

## 7. Participation in community or social development

The Company and subsidiaries collaborate in improving community and society through the following major activities:

- Giving internship opportunities to university students from different institutions.
- The Company and subsidiaries promote and support executives and employees equipped with knowledge and expertise in several areas to take on the role of lecturer sharing what they know with students from universities, personnel working for agencies and organizations, investors and those who are interested.
- The Company and subsidiaries have organized a drawing contest

for five consecutive years. This year's contest was held under the topic of "Rhythm, Music, Poet, Arts" with the objective of reviving the popularity of Thai arts for greater acceptance, adding artistic value to Thai artists, supporting and building the profile of new artists, providing opportunities to students, university students and the general public to use the arts as guidelines for learning and creating work, and exchanging experiences with those interested in studying the arts. This year there was a total of 113 drawings created by 80 artists entering the competition.

## 8. Availability and dissemination of innovation derived from operations based on responsibility towards society, environment and stakeholders

- Developing an application called ASP Smart version 2.0 to greater respond to the needs of customers. Functions have been improved for greater diversity such as compiling major basic data to assist in making decisions about investment, searching for the return securities that will be offered during the required period, setting notifications, and downloading research from applications for further reading.
- Developing a stock reservation system via telephone system and the internet. This has been carried on from the purchase system of IOP (Initial Public Offering) to reduce mistakes in the operating process of employees, to obtain accurate information rapidly, to minimize complications, and to facilitate

customers in purchasing debentures without having to submit documents between the Company and customers.

- Developing a program called “ASP Trade on Chart”, a further improvement of ASP Chart Plus that offers greater convenience to customers. This program features more outstanding characteristics than ASP Chart Plus whereby users are able to view the basic data of shares with more variety, and to manage selling and buying orders and trading port from the graph. There are over 60 indicators applicable to every platform – iOS, Android and PC / Windows.

### Social and environmental activities (After Process)

In the previous year, the Company and subsidiaries conducted the following social and environmental activities:

- The companies and staff donated money to help those affected by the earthquake in Nepal whereby the donation was presented to the Thai Red Cross Society in May 2015. Furthermore, the Company and subsidiaries provided the opportunity to their customers to be part of this donation by contributing 1% of the brokerage fee from buying and selling transactions of securities throughout May to the United Nations Children's Fund or UNICEF for the allocation of necessary commodities for the victims. The total donation derived from this project reached Bt 1,887,750

regards such policies and work procedures with the employees, executives and directors of the Company and subsidiaries for acknowledgement and practice. A training session as concerns anti-corruption measures is organized at least once a year.

The Company and every subsidiary have been certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) – a project collaboratively operated by seven leading organizations with the aim of promoting transparent business operations in the private sector. The Company and its two subsidiaries: Asset Plus Fund Management Company Limited and Asia Plus Securities Company Limited were certified on 16 January 2015 and 10 July 2015. Asia Plus Securities Company Limited is another subsidiary entering the securities business in May 2015.

In conclusion, the Company has disclosed details as regards such policies on the Company's website: [www.asiaplus.co.th](http://www.asiaplus.co.th) under the topic of Corporate Governance as another channel of communication.



### Additional practice guidelines as regards the prevention of involvement in corruption

Not only do the Company and subsidiaries have a policy as relates to business operations in concordance with morality and good corporate governance, and adhering to responsibility towards every relevant party, but also the intention to conduct themselves in a manner counter to dishonest behavior, corruption, and bribery in every form. The Company and subsidiaries have stipulated the anti-corruption and bribery policy and the whistle-blowing policy, as well as defining the procedures for controlling and following up on the compliance with such policies, and punishment in written form. Added to this is the communication as





# 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 2/2016 on February 24, 2016 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 Office of the Securities Exchange Commission for the position of Executive Vice President to lead the oversight of the Company’s operations



# Related Transaction

In year 2015, 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 income

Related Parties	Relationship	Description	Brokerage fee income		Securities business receivables		Securities business payables		Price / Fee
			Year 2015	Year 2014	As at 31 Dec.2015	As at 31 Dec.2014	As at 31 Dec.2015	As at 31 Dec.2014	
1. Funds managed by BBL Asset Management Co.,Ltd. (BBL Asset Management)	Bangkok Bank Plc.holds stakes of 75.00% in BBL Asset Management Co.,Ltd.	<u>The Company</u> - Brokerage fee <u>The subsidiary</u> - Brokerage fee	2,0828 5,5662	8,3038 -	- 164,6360	132,6792 -	- -	- -	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)	The Company holds stakes of 99.99% in Asset Plus. (The Company's current subsidiary)	<u>The Company</u> - Brokerage fee <u>The subsidiary</u> - Brokerage fee	1,6242 3,0877	7,4535 -	- 48,8826	- -	- 34,2403	- -	Brokerage fee is a normal rate charged to other customers.
3. Private Funds managed by the Company	Private Funds managed by the Company (Before the Company's restructuring)	<u>The Company</u> - Brokerage fee	-	0,0057	-	-	-	-	Brokerage fee is a normal rate charged to other customers.
4. Asia Sermkij Co.,Ltd.	Related by way of common director, Mr. Chali Sophonpanich	<u>The Company</u> - Brokerage fee	-	0,0681	-	-	-	-	Brokerage fee is a normal rate charged to other customers.
5. Baron Worldtrade Co.,Ltd.	Related by way of common director, Mr. Chali Sophonpanich	<u>The Subsidiary</u> - Brokerage fee	0,0003	-	-	-	-	-	Brokerage fee is a normal rate charged to other customers.

(Million Baht)

Related Parties		Relationship	Description	Brokerage fee income		Securities business receivables		Securities business payables		Price / Fee
				Year 2015	Year 2014	As at 31 Dec.2015	As at 31 Dec.2014	As at 31 Dec.2015	As at 31 Dec.2014	
6. Panichsawad Co.,Ltd.		Related by way of common director, Mr. Chali Sophonpanich	<u>The Company</u> - Brokerage fee	0.0129	0.0540	-	-	-	-	Brokerage fee is a normal rate charged to other customers.
7. Rabin Holding Co.,Ltd.		Related by way of common director, Mr. Chali Sophonpanich	<u>The Company</u> - Brokerage fee	-	0.0002	-	-	-	-	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	<u>The Company</u> - Brokerage fee	0.0007	0.0654	-	-	-	-	Brokerage fee is a normal rate charged to other customers.
9. TICON Industrial Connection Public Company Limited (TICON)		Related by way of common director, Mr. Chali Sophonpanich	<u>The Company</u> - Brokerage fee <u>The subsidiary</u> - Brokerage fee	0.0484 0.4097	0.0915 -	- -	- -	- 2.4074	- -	Brokerage fee is a normal rate charged to other customers.
10. Bangkok Bank Public Company Limited (BBL)		- BBL holds stakes of 8.46% in the Company - Mrs. Nitira Sophonpanich, the Company's director, is a spouse of Mr. Chartsiri Sophonpanich, President of BBL.	<u>The subsidiary</u> - Brokerage fee	0.1458	-	-	-	-	-	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	<u>The Company</u> - Brokerage fee	0.2038	0.6217	-	-	-	-	Brokerage fee is a normal rate charged to other customers.
			<u>The subsidiary</u> - Brokerage fee	0.0820	-	-	-	-	-	
		The Company's directors and executives	<u>The Company</u> - Brokerage fee <u>The subsidiary</u> - Brokerage fee	0.4077 1,4253	0.5571 -	- -	- -	- -	- -	Brokerage fee is a normal rate charged to other customers.

(Million Baht)

Related Parties	Relationship	Description	Brokerage fee income		Securities business receivables			Securities business payables			Price / Fee
			Year 2015	Year 2014	As at 31 Dec.2015	As at 31 Dec.2014	As at 31 Dec.2015	As at 31 Dec.2014	As at 31 Dec.2015	As at 31 Dec.2014	
	The subsidiaries' directors and executives	<u>The Company</u> - Brokerage fee	0.0016	-	-	-	-	-	-	-	Brokerage fee is a normal rate charged to other customers.
		<u>The subsidiary</u> - Brokerage fee	0.0210	-	-	-	-	-	-	-	
	The close family members of the Company' directors	<u>The Company</u> - Brokerage fee	0.9354	-	-	-	-	-	-	-	Brokerage fee is a normal rate charged to other customers.
		<u>The subsidiary</u> - Brokerage fee	1.0031	-	0.5356	-	-	-	0.4607	-	

Remarks : Subsidiary is Asia Plus Securities Co., Ltd.

## 2. Brokerage fee expense

Related Parties	Relationship	Description	Brokerage fee income		Securities business receivables			Securities business payables			Price / Fee
			Year 2015	Year 2014	As at 31 Dec.2015	As at 31 Dec.2014	As at 31 Dec.2015	As at 31 Dec.2014	As at 31 Dec.2015	As at 31 Dec.2014	
1. Asia Plus Securities Company Limited	The Company holds stakes of 99.99% in Asia Plus Securities (The Company 's current subsidiary)	Brokerage fee	19,7868	-	-	-	-	-	-	-	Brokerage fee is a normal rate charged to other customers.



### 3. Fee and services income

Related Parties		Related Parties	Description	Value			Accrued income		Price / Fee
				Year 2015		Year 2014	As at 31 Dec.2015	As at 31 Dec.2014	
				Year 2015	Year 2014	Year 2014	As at 31 Dec.2015	As at 31 Dec.2014	
1. Asset Plus Fund Management Co.,Ltd. (Asset Plus)		The Company holds stakes of 99.99% in Asset Plus. (The Company's current subsidiary)	<u>The Company</u> - Agent fee income - Administrative fee income - Other income	2.7570	6.2917		-	0.3084	Fee is a normal rate charged to other customers.
				5.1320	3.9474		-	-	
				0.0523	0.1064		-	-	
2. Asia Plus Advisory Co.,Ltd. (Asia Plus Advisory)		The Company holds stakes of 99.99% in Asia Plus Advisory. (The Company's current subsidiary)	<u>The Company</u> - Administrative fee income - Other income	1.6580	1.8405		-	-	Fee is a normal rate charged to other customers.
				0.4806	0.8192		-	-	
3. Asia Plus Securities Co.,Ltd. (Asia Plus Securities)		The Company holds stakes of 99.99% in Asia Plus Securities.(The Company's current subsidiary)	<u>The Company</u> - Administrative fee income - Other income	57.0000	0.1926		-	-	Fee is a normal rate charged to other customers.
				18.4761	-		-	-	

### 4. Securities lending and borrowing fee expense

Related Parties		Relationship	Description	Brokerage fee expense		Securities business receivables		Securities business receivables		Price / Fee
				Year 2015	Year 2014	As at 31 Dec.2015	As at 31 Dec.2014	As at 31 Dec.2015	As at 31 Dec.2014	
				Year 2015	Year 2014	As at 31 Dec.2015	As at 31 Dec.2014	As at 31 Dec.2015	As at 31 Dec.2014	
1. Asia Plus Securities Co.,Ltd. (Asia Plus Securities)		The Company holds stakes of 99.99% in Asia Plus Securities. (The Company's current subsidiary)	- Securities lending and borrowing fee expense	0.3085	-	-	-	-	-	The fee structure is the same as what applicable to general customers.

#### 4. Securities lending and borrowing fee expense

Related Parties	Relationship	Description	Brokerage fee expense		Securities business receivables				Price / Fee
			Year 2015	Year 2014	As at 31 Dec.2015		As at 31 Dec.2014		
2. Major shareholders, directors, the management and any parties who may have conflict of interest	The Company's major shareholder	<u>The Company</u> - Securities lending and borrowing fee	0.0279	-	-	-	-	-	The fee structure is the same as what applicable to general customers.
		<u>The subsidiary</u> - Securities lending and borrowing fee	0.0011	-	-	-	-	-	
	The Company's directors and executives	<u>The Company</u> - Securities lending and borrowing fee	0.1748	0.0789	-	-	-	0.8700	The fee structure is the same as what applicable to general customers.
		<u>The subsidiary</u> - Securities lending and borrowing fee	0.3471	-	-	-	43.7543	-	

Remarks : Subsidiary is Asia Plus Securities Co.,Ltd.

#### 5. Goods, services and other expenses

(Million Baht)					
Related Parties	Related Parties	Description	Value		Price / Fee
			Year 2015	Year 2014	
1. Asset Plus Fund Management Co.,Ltd. (Asset Plus)	The Company holds stakes of 99.99% in Asset Plus. (The Company's current subsidiary)	<u>The Company</u> - M.A. Program Selling Agent expense - Prepaid expense for M.A.Program Selling Agent	0.0500 -	0.1500 0.0750	The fee structure is the same as what applicable to general customers.
2. Asia Plus Advisory Co.,Ltd. (Asia Plus Advisory)	The Company holds stakes of 99.99% in Asia Plus Advisory. (The Company's current subsidiary)	<u>The Company</u> - New Center member fee expense - Selling agent fee expense	0.0360 -	0.1440 10.8775	The fee structure is the same as what applicable to general customers.



(Million Baht)

Related Parties	Related Parties	Description	Value		Price / Fee
			Year 2015	Year 2014	
3. Asia Plus Securities Co.,Ltd. (Asia Plus Securities)	The Company holds stakes of 99.99% in Asia Plus Securities.(The Company's current subsidiary)	- Operation service fee expense - Administrative service fee expense - Market Maker fee expense - Other expense	4.5000 2.2400 0.1434 0.0956	- - - -	The fee structure is the same as what applicable to general customers.
4. 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> - Banquet and meeting room services - Member renewal fee expense <u>The subsidiaries</u> - Banquet and meeting room services	0.8084 0.0020 0.0311	0.5885 0.0270 0.0309	The fee structure is the same as what applicable to general customers.
5. Metro Systems Corporation Public Company Limited	Related by way of common director, Mr. Virach Aphimeteetamrong	<u>The Company</u> - Expense for goods and services - Software expense - Prepaid expense for M.A.Program - Other payables <u>The subsidiaries</u> - Expense for goods and services - Software expense - Prepaid expense for M.A.Program - Other payables	0.1046 0.2944 0.0075 0.0153 0.2946 0.1627 0.1484 0.0112	0.2653 3.2936 0.0168 0.0498 0.0454 - - -	The fee structure is the same as what applicable to general customers.
6. Bangkok Insurance Public Company Limited	Related by way of common director, Mrs. Nintira Sophonpanich	<u>The Company</u> - Insurance fee - Prepaid expense for insurance fee - Accrued expense <u>The subsidiaries</u> - Insurance fee - Prepaid expense for insurance fee	0.4656 - - 0.4445 0.0136	0.8352 0.0964 0.0625 0.0920 0.0169	The fee structure is the same as what applicable to general customers.
7. 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)	0.7422	0.3931	At the rate agreed by each party upon price with reference to market price.

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

## 6. Funds deposited at bank / interest on deposit / borrowing / fee

Related Parties		Related Parties	Description	Value		Price / Fee (Million Baht)
				Year 2015	Year 2014	
1. Asia Plus Securities Co.,Ltd. (Asia Plus Securities)	The Company holds stakes of 99.99% in Asia Plus Securities. (The Company's current subsidiary)	- Short term borrowing - Interest income - Accrued dividend income - Interest expense	2,298.0260 1.2524 242.5500 24.5207	50.0000 - - 5.0963	The fee structure is the same as what applicable to general customers.	
2. Asset Plus Fund Management Co.,Ltd. (Asset Plus)	The Company holds stakes of 99.99% in Asset Plus. (The Company's current subsidiary)	- Interest expense - Accrued dividend income	- 29.0000	0.1168 -	The fee structure is the same as what applicable to general customers.	
3. Asia Plus Advisory Co.,Ltd. (Asia Plus Advisory)	The Company holds stakes of 99.99% in Asia Plus Advisory. (The Company's current subsidiary)	- Accrued dividend income	27.0000	-		
4. 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> - Money deposited at BBL in the name of the Company and on behalf of customers - Accrued interest income - Short term borrowing - Interest expense - Interest on saving accounts in the name of the Company and on behalf of customer - Bank charges <sup>1/</sup> - Transfer fee - Purchasing tax <u>The subsidiaries</u> - Money deposited at BBL - Short term borrowing - Interest on saving accounts - Accrued interest income - Interest expense - Bank charges <sup>1/</sup> - Accrued interest expense - Transfer fee - Deposit	19.8663  - 100.0000 0.5812 0.0846  2.1928 0.0001 -  74.2260 100.0000 0.2457 0.0077 1.9258 3.1060 0.0002 0.0024 0.0025	42.7056  0.0063 - 1.1228 0.0597  5.4874 0.0126 0.0006  25.6422 - 0.0579 0.0026 - 0.1055 0.0002 - 0.0025	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.	



Related Parties	Related Parties	Description	Value		Price / Fee
			Year 2015	Year 2014	
		- Overdraft line • Credit limits • Overdraft - Short-term revolving loan line • Credit limits • Overdraft	30.0000 - 100.0000	30.0000 - 100.0000	
Remarks : 1/ Bank charges include transfer fees, bank cheque fee, information services fee, etc Subsidiaries are Asset Plus Fund Management Co.,Ltd., Asia Plus Advisory Co.,Ltd. and Asia Plus Securities Co.,Ltd.					

## 7. Rental Expense / Common Expenses

Related Parties	Related Parties	Description	Value		Accrued expense		Price / Fee
			Year 2015	Year 2014	As at 31 Dec.2015	As at 31 Dec.2014	
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 - Rental payment for safe box - Prepaid payment for safe box rental	3.2894 0.0030 0.0045	9.3558 0.0054 0.0043	0.3681 - -	0.5791 - -	The rental fee structure is the same as what applicable to general customers.
		- Deposits	0.0030	1.5843	-	-	
		<u>The subsidiaries</u> - Rental expense for regional branches - Rental payment for safe box	6.4385 0.0025	- -	0.1967 -	- -	
		- Deposits	1.8198	-	-	-	

(Million Baht)

Related Parties	Related Parties	Description	Value		Accrued expense		Price / Fee
			Year 2015	Year 2014	As at 31 Dec.2015	As at 31 Dec.2014	
2. Sathorn City Tower Juristic Person	The Company is proprietorship of the third floor of Sathorn City Tower	<u>The Company</u> - Common expenses	4.0220	5.1276	-	0.4430	The rental fee structure is the same as what applicable to general customers.
		- Parking expense	1.4480	3.9044	-	-	
		- Deposits	0.1440	0.1440	-	-	
3. Sathorn City Tower Property Fund	The Company holds 0.13% in such fund	<u>The subsidiaries</u> - Parking expense	2.5804	0.8696	0.0284	0.0375	The rental fee structure is the same as what applicable to general customers.
		- Deposits	0.0164	0.0164	-	-	
		<u>The Company</u> - Rental expense for departments of Company's Head Office	20.1501	25.7901	0.1750	-	
4. Emporium Tower Property fund	The Company holds 0.20% in such fund	- Deposits	7.6643	7.6643	-	-	The rental fee structure is the same as what applicable to general customers.
		<u>The subsidiaries</u> - Rental expense for subsidiaries office	20.3889	13.0734	0.1606	0.1684	
		- Deposits	2.7846	2.7846	-	-	
5. City Realty Co.,Ltd.	Related by way of common director, Mr. Chali Sophonpanich	<u>The Company</u> - Rental expense for branch office	1.4955	3.9228	-	0.0274	The rental fee structure is the same as what applicable to general customers.
		- Deposits	-	0.8949	-	-	
		<u>The subsidiaries</u> - Rental expense for branch office	2.9069	-	0.0208	-	
6. Asia Warehouse Co.,Ltd.	Related by way of common director, Mr. Chali Sophonpanich	- Deposits	1.0266	-	-	-	The rental fee structure is the same as what applicable to general customers.
		<u>The Company</u> - Parking expense	0.0238	0.0704	-	-	
		- Rental fee for Asia Plus Art Exhibition	-	0.0717	-	-	
6. Asia Warehouse Co.,Ltd.	Related by way of common director, Mr. Chali Sophonpanich	<u>The subsidiaries</u> - Parking expense	0.0440	-	-	-	The rental fee structure is the same as what applicable to general customers.
		<u>The Company</u> - Rental and Storage expense	1.0497	1.2206	-	-	
		<u>The subsidiaries</u> - Rental and Storage expense	0.1040	0.0468	-	-	

Remarks : (1) Rental expenses include lease, services, parking, utilities and property tax

(2) Subsidiaries are Asset Plus Fund Management Co.,Ltd., Asia Plus Advisory Co.,Ltd. and Asia Plus Securities Co.,Ltd.

## 8. Other

Related Parties	Description	Price / Fee
(Million Baht)		
1. Asia Plus Securities Co.,Ltd. (Asia Plus Securities )	As at 31 December 2015, Asia Plus Securities 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 JPY 20.45 million, Euro 0.33 million were on behalf of the Company.	The service with no fee to general customers
2. The Company's directors and executives	As at 31 December 2015, Asia Plus Securities 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 JPY 17.44 million, CHF 0.09 million and USD 0.11 million were on behalf of the Company's directors.	The service with no fee to general customers

## (B) Investment in subsidiaries

Related Parties		Relationship	Investment amount			Dividend income	Investment portion	
			Year 2015	Year 2014	Increase (Decrease)			
			Year 2015	Year 2014	Increase (Decrease)	Year 2015	Investment portion	
1	Asset Plus Fund Management Co.,Ltd.(Asset Plus)	The Company holds stakes of 99.99% in Asset Plus. (The Company 's current subsidiary)	<u>The Company</u>	97.7070	97.7070	-	57.0000	Investment portion 99.99%
2.	Asia Plus Advisory Co.,Ltd. (Asia Plus Advisory)	The Company holds stakes of 99.99% in Asia Plus Advisory. (The Company 's current subsidiary)	<u>The Company</u>	14.9999	14.9999	-	59.9999	Investment portion 99.99%
3.	Asia Plus Securities Co.,Ltd. (Asia Plus Securities)	The Company holds stakes of 99.99% in Asia Plus Securities. (The Company 's current subsidiary)	<u>The Company</u>	4,499.9998	499.9999	4,000.00	242.5500	Investment portion 99.99%

(Million Baht)

### (C) investment in related parties

Related Parties		Relationship	Investment in common share/unit trusts				Dividend income	Investment portion
						Increase (Decrease)		
			Year 2015	Year 2014	Year 2015			
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> <u>The subsidiary</u>	15.7042 2.3801	41.4438 -	(25.7397) 2.3801	2.3961 0.0380	Investment portion 0.01%	
2. Emporium Tower Property Fund (ETPF)	City Realty Co.,Ltd. where Mr. Chali Sophonpanich is the authorized director, holds stake of 31.90% in such fund.	<u>The Company</u>	4.1000	4.1000	-	1.8573	Investment portion 0.20%	
3. Bangkok Garden Property Fund (BGPF)	City Realty Co.,Ltd. where Mr. Chali Sophonpanich is the authorized director, holds stake of 32.90% in such fund.	<u>The Company</u>	0.7613	0.7613	-	0.0533	Investment portion 0.06%	
4. Sathorn City Tower Property Fund (SCTPF)	City Realty Co.,Ltd. where Mr. Chali Sophonpanich is the authorized director, holds stake of 32.13% in such fund.	<u>The Company</u>	0.0640	0.0640	-	3.4000	Investment portion 0.38%	
5. Bangkok Apartment Property Fund (BAPF)	City Realty Co.,Ltd. where Mr. Chali Sophonpanich is the authorized director, holds stake of 86.67% in such fund.	<u>The Company</u>	-	1.0000	(1.0000)	1.4920		
6. The Bangkok Club Co.,Ltd (BCLUB)	City Realty Co.,Ltd. where Mr. Chali Sophonpanich is the authorized director, holds stake of 3.89% in such fund.	<u>The Company</u>	1.2400	1.2400	-	-	Investment portion 0.06%	
7. Intouch Holdings Public Company Limited (INTUCH)	Related by way of common director, Mr. Virach Aphimeeteamrong.	<u>The Company</u> <u>The subsidiary</u>	13.0460 1.0791	3.1747 -	9.8713 1.0791	1.0189 0.0252	Investment portion 0.01%	

(Million Baht)

(Million Baht)



Related Parties		Relationship	Investment in common share/unit trusts			Dividend income	Investment portion
			Year 2015	Year 2014	Increase (Decrease)	Year 2015	
8. Thai Agro Energy Public Company Limited (TAE)	Related by way of common director, Mr. Virach Aphimeteetamrong and	<u>The Company</u>	-	0.0009	(0.0009)	-	
		<u>The subsidiary</u>	0.0017	-	0.0017	-	
9. Bangkok Chain Hospital Public Company Limited (BCH)	Related by way of common director, Mr. Virach Aphimeteetamrong	<u>The Company</u>	-	0.3687	(0.3687)	-	
10. Supalai Public Company Limited (SPAL)	Related by way of common director, Mr. Virach Aphimeteetamrong	<u>The Company</u>	-	1.4631	(1.4631)	0.0649	
		<u>The subsidiary</u>	1.0003	-	1.0003	0.0011	
11. Asset Plus Stars Fund 8 (ASP-STAR8)	The Company holds stakes of 99.99% in Asset Plus who manage this fund	<u>The Company</u>	-	18.1855	(18.1855)	-	
12. Asset Plus China Fund (ASP-CHINA)	The Company holds stakes of 99.99% in Asset Plus who manage this fund	<u>The Company</u>	-	20.0000	(20.0000)	-	
13. Asset Plus HSI Fund (ASP - HSI)	The Company holds stakes of 99.99% in Asset Plus who manage this fund	<u>The Company</u>	-	10.1913	(10.1913)	-	
14. Asset Plus Trigger 5% Fund (ASP-TRIGGER5)	The Company holds stakes of 99.99% in Asset Plus who manage this fund	<u>The Company</u>	-	15.0000	(15.0000)	-	
15. Asset Plus Europe Value Fund (ASP-EUROPE VALUE)	The Company holds stakes of 99.99% in Asset Plus who manage this fund	<u>The Company</u>	20.1245	-	20.1245	-	Investment portion 3.84%
16. Asset Plus Europe Property Fund Property (ASP-EUPROP)	The Company holds stakes of 99.99% in Asset Plus who manage this fund	<u>The Company</u>	15.0000	-	15.0000		Investment portion 7.63%
17. Asset Plus Thai Bond Fund (ASP-THBOND)	The Company holds stakes of 99.99% in Asset Plus who manage this fund	<u>The Company</u>	15.0000	-	15.0000	-	Investment portion 21.66%
18. Asset Plus AI Term Fund 5Y1 (ASP-AITF5Y1)	The Company holds stakes of 99.99% in Asset Plus who manage this fund	<u>The Company</u>	100.0000	-	100.0000	-	Investment portion 24.59%

Remark : Subsidiary is Asia Plus Securities Co., Ltd.

## Necessity and Rationale of Related Transactions

Related Transactions in the year 2014 and 2015 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 C), 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 C 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 & Analysis

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

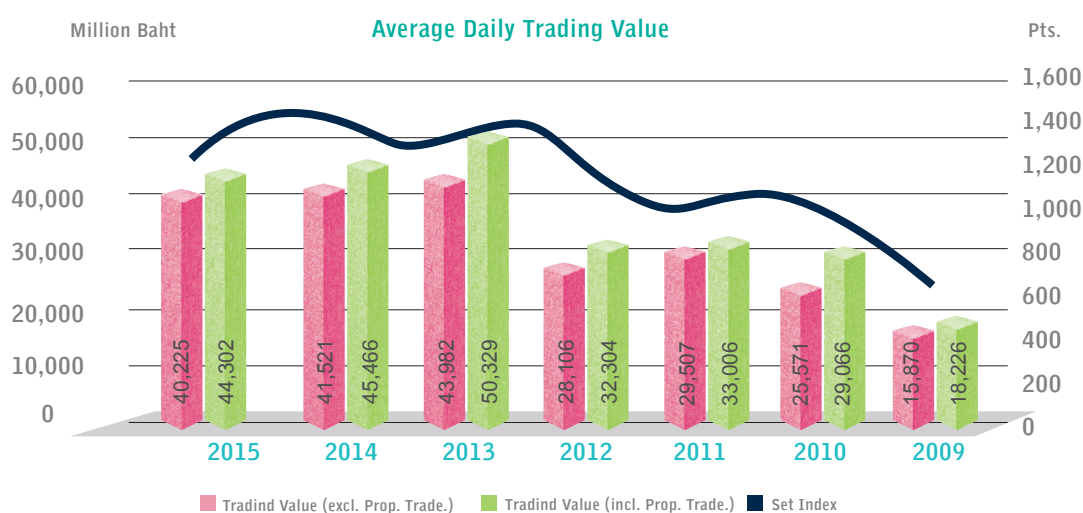
## Business Overview and Significant Changes

In May 2015, Asia Plus Group Holdings Public Company Limited (“the Company”) underwent business restructuring by establishing a subsidiary “Asia Plus Securities Company Limited” to operate a securities and derivatives business; all businesses and personnel of the Company, except for the investment business and the private equity business, were subsequently transferred to the subsidiary and the Company changed its name from Asia Plus Group Holdings Securities Public Company Limited to Asia Plus Group Holdings Public Company Limited. The rationales behind the business restructuring are as follows.

1. To limit and prevent financial risk from the Company’s investment business from affecting the securities brokerage business which has relatively lower financial risk.
2. To enhance flexibility in expanding and operating new businesses, which would help strengthen the Company’s competitiveness and shareholders’ returns in the long run.

Despite being a subsidiary, Asia Plus Securities Company Limited has adequate registered capital for operating the securities and derivatives business, possesses a strong financial status, and is able to effectively provide services to the highest quality and standard as before.

Daily securities trading value in the Stock Exchange of Thailand (SET) in 2015 was Bt44,302.34 million. On December 30, which was the last working day of 2015, SET Index closed at 1,288.02 points, down 210 point or 14% from the beginning of the year.



Source: The Stock Exchange of Thailand (SET)

Daily securities trading value through the Company in the year was Bt2,618.64 million. The Company's market share was 3.25%, marking the 12th of the market rankings.

### Market Share of Securities Brokerage Business

Rank	Name	%
1	MBKET	8.65%
2	PHATRA	5.96%
3	FSS	5.72%
4	CIMBS	5.00%
5	SCBS	4.69%
6	BLS	4.40%
7	TNS	4.07%
8	PST	4.01%
9	CS	3.88%
10	KTZ	3.63%
11	KS	3.47%
12	ASP	3.25%

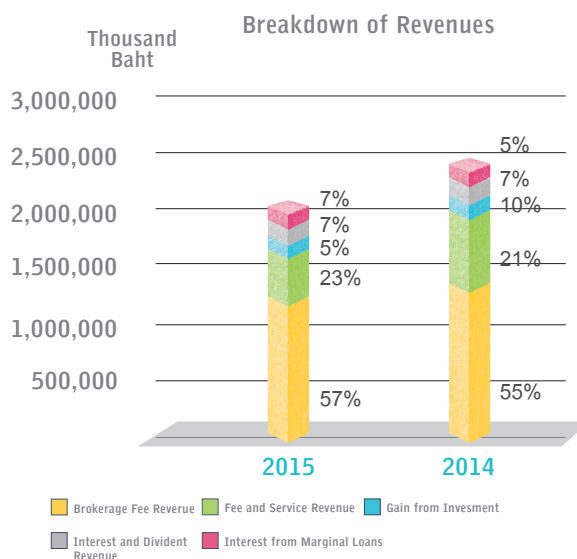
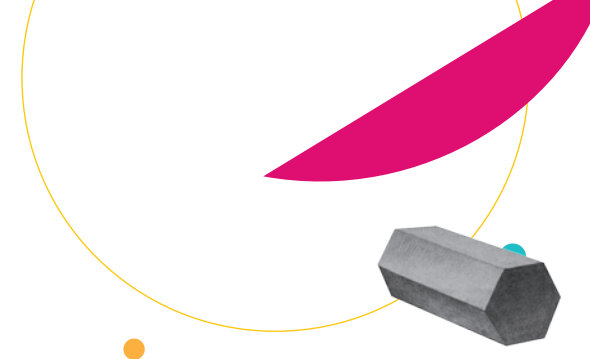
Source : The Stock Exchange of Thailand (SET)

Considering by type of investors, local retail accounts made up 86.43% of the Company's customers, followed by foreign accounts 8.41% and local institutional accounts 5.16%

### Results of Operations and Profitability

2015 was another year in which the Company's revenue and net profit growth lowered as a result of unfavorable market situations. The Company had total revenues of Bt2,174 million and net profit of Bt558 million in 2015, decreasing 19% and 33%, respectively, from total revenues of Bt2,672 million and net profit of Bt828 million in 2014. Earnings per share in 2015 were Bt0.26, down from Bt0.39 last year.

Of the total revenues of Bt2,174 million, 57% or Bt1,230 million was brokerage fee revenues, 23% or Bt502 million was fee revenues, Bt112 million was gain from securities trading, Bt10 million was gain from derivatives trading, Bt151 million was interest and dividend revenues, Bt156 million was interest from margin loan, and Bt14 million was other revenues. However, the Company was still focusing on diversifying revenue bases, generating revenues from more various businesses to compensate for revenues from securities and derivative brokerage business that would face fierce competition in the future. The Company had also prepared an effective strategy to tackle the competition.



Source: Financial Statement of Asia Plus Group Holdings

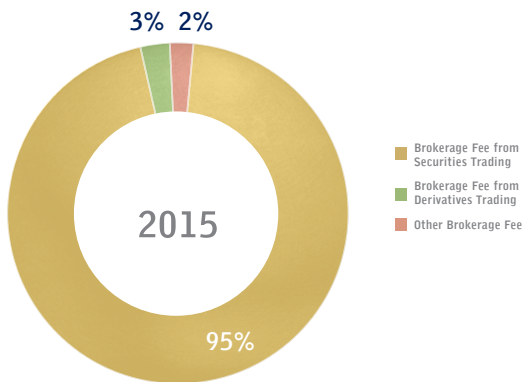
Public Company Limited

### Brokerage commission fee revenues

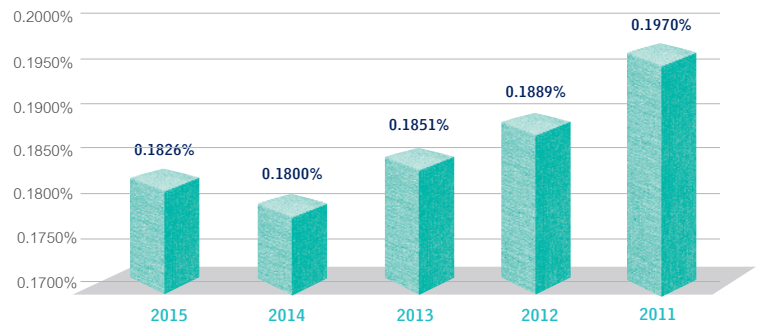
Revenues from brokerage commission fee in 2015 dropped 17% to Bt1,230 million; securities brokerage fee revenues decreased 17%, derivatives brokerage fee revenues decreased 15%, and other brokerage fee revenues decreased 14% owing to decreasing trading value in the market and fierce price competition.

Moreover, the Company has provided a great variety of services to answer all needs of customers, expanded customer bases in Thailand and overseas, and diversified its revenue bases. Net brokerage fee rate in the past three years was higher than the average, standing at 0.1826% in 2015.

### Breakdown of Brokerage Fee Revenues



### Net Brokerage Fee Rate

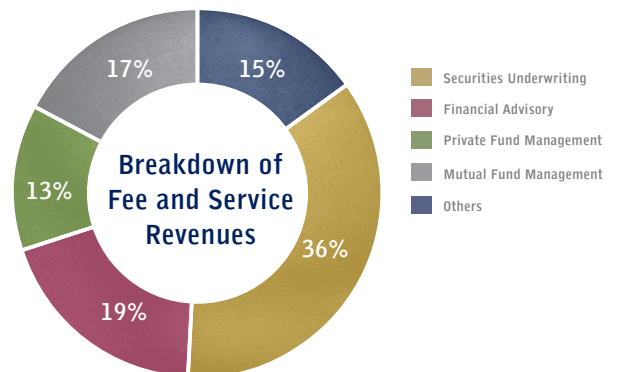
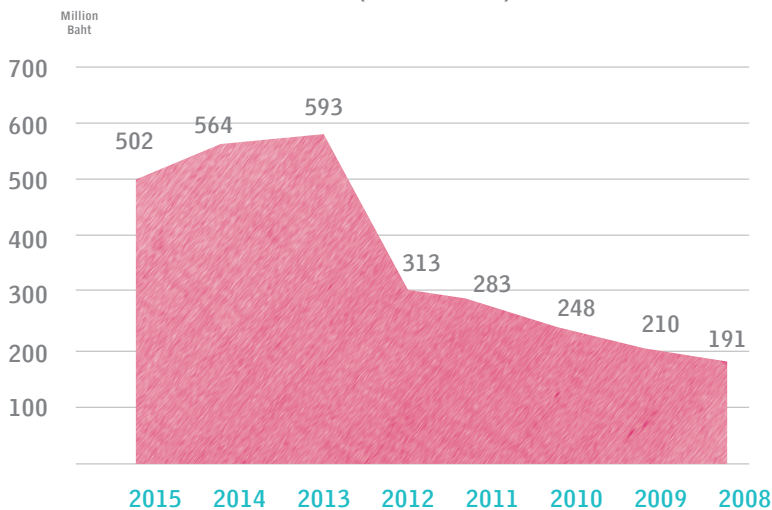


Source: Financial Statement of Asia Plus Group Holdings Public Company Limited

### Fee revenues

The Company's fee revenues have been decreasing since 2013. The fee revenues in 2015 were Bt502 million, decreasing 11% or Bt62 million from 2014. Of the total fee revenues, 35.9% was securities underwriting revenues, 19.2% was financial advisory revenues, 17% was mutual fund management revenues, 12.6% was private equity fund management revenues, and 15.3% was other fee revenues. However, the Company has also planned to increase a proportion of revenues from other businesses, e.g. global investment, wealth plus, investment banking, and derivatives, to generate continuous growth in fee and service revenues in the future.

### Fee Revenue Growth (Consolidated)



Source: Financial Statement of Asia Plus Group Holdings Public Company Limited

### Gain from securities trading

The Company's gain from securities trading in 2015 was Bt112 million, dropping 56% or Bt145 million from last year following decreasing trading volume in the market.

### Gain from derivatives trading

The Company's issuance of derivatives warrants (DWs) in 2015 lowered from last year because of the business restructuring in the middle of the year. Moreover, securities prices had been fiercely fluctuating in the fourth quarter, especially in the energy and ICT sectors due to the swinging oil prices and 4G license bids, so the Company, as an issuer of DWs, had to make high hedging as well. Gain from derivatives trading in 2015 was Bt10 million, decreasing Bt35 million from 2014.

### Interest and dividend revenues

The Company's returns from interest and dividend decreased Bt33 million from Bt184 million in 2014 to Bt151 million in 2015 because of the decreasing interest rates in Thailand and overseas.

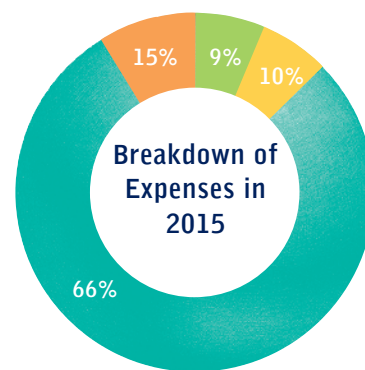
### Interest from margin loan

The Company's interest from margin loans increased 16% from Bt135 million in 2014 to Bt156 million in 2015 following increasing margin loans.

### Operating expense

In 2015, The Company was still marching forward with aggressive expansion, especially in the businesses that could generate revenues, aiming to balance the revenue diversification, widen the customer base, and thus boost revenue and profit growth in the long run. Overall, the Company had total expenses of Bt1,391 million, down Bt156 million or 10% from 2014.

Breakdown of the Company's expenses in 2015 had not changed significantly from 2014; 66% of the total expenses was still personnel expenses, which lowered Bt148 million or 14% from 2014 to Bt924 million following decreasing commission remuneration for marketing officers as a result of decreasing trading volume in the market.



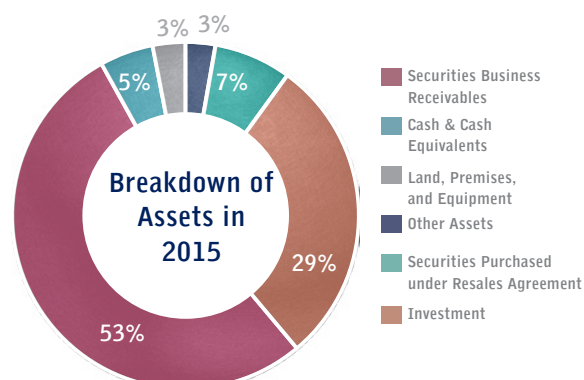
Employee Expense      Primises & Equipment Expense  
Fee & Service Expense      Others Expense

Source: Financial Statement of Asia Plus Group Holdings  
Public Company Limited

### Asset management

#### Assets

Of the total assets in 2015, 53% was securities business receivables, 29% was investment, while other assets made up around 3-7% each. According to the statement of financial position (consolidated financial statement) for 2015, the Company's total assets as at December 31, 2015 were Bt7,767 million, up Bt107 million or 1.3% from Bt7,660 million in 2014. Going into details, growing current assets were receivables from clearing house that increased Bt404 million, current investment that increased Bt93 million, and other current assets that increased Bt26 million, while growing non-current asset was long-term investment that increased Bt97 million. However, the Company had planned to increase low-risk liquid assets to prepare for investment opportunities in the future.



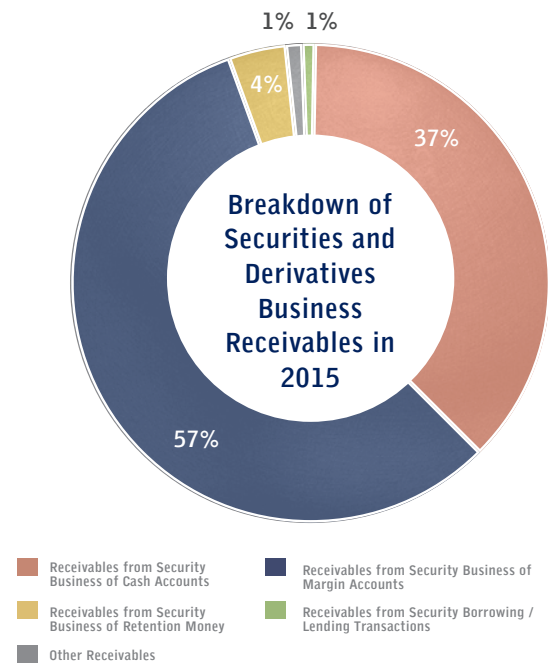
Source: Financial Statement of Asia Plus Group Holdings Public Company Limited



### Securities business receivables and derivatives business receivables

As at December 31, 2015, the Company's securities and derivatives business receivables rose Bt23 million from Bt3,633 million at end-2014 to Bt3,656 million.

Of the total receivables, 37% was receivables from securities business of cash accounts, 58% was receivables from securities business of margin loans, 4% was receivables from retention money, and 1% was other receivables. Interestingly, securities business receivables of cash accounts decreased Bt68 million from the same period of last year, whereas receivables from retention money increased Bt64 million and receivables from securities borrowing and lending transactions increased Bt29 million; the increasing transactions reflected increasing securities borrowing in the market.



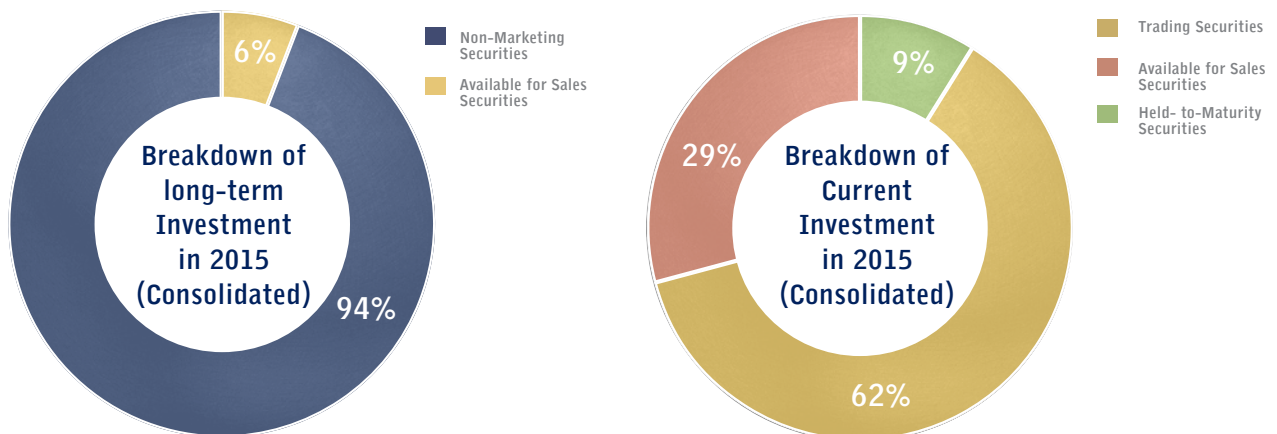
Source: Financial Statement of Asia Plus Group Holdings  
Public Company Limited

In making allowance for doubtful accounts, the Company assessed a financial status of each receivable and considered a risk in credit billing and the collateral value, holding 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, 2015, the Company's allowance for doubtful accounts was Bt41 million, which already reached the ceiling.

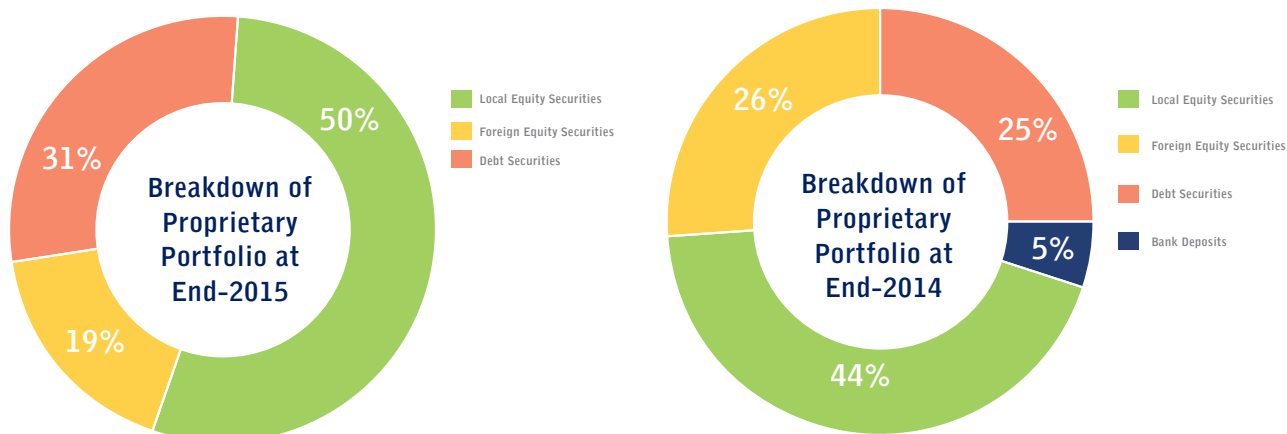
### Current investment and long-term investment

In terms of investment structure in 2015, the Company's had current investment of 81% and long-term investment of 19%. Of the current investment, 62% was investment in trading securities, 29% was investment in available-for-sale securities, and 9% was investment in held-to-maturity securities. Of the long-term investment, 94% was investment in non-marketing securities and 6% was investment in available-for-sale securities.



Source: Financial Statement of Asia Plus Group Holdings Public Company Limited

However, interesting changes in the investment strategy were an increase of current investment accounts by Bt93 million or 5% and other long-term investment accounts by Bt97 million or 29%. The increasing current and long-term investment resulted from a revision of a proportion of investment in debt securities from 25% to 31% and investment in local equity securities from 44% to 50%, while a proportion of investment in foreign equity securities lowered from 26% to 19% because of increasing fluctuation in overseas markets.



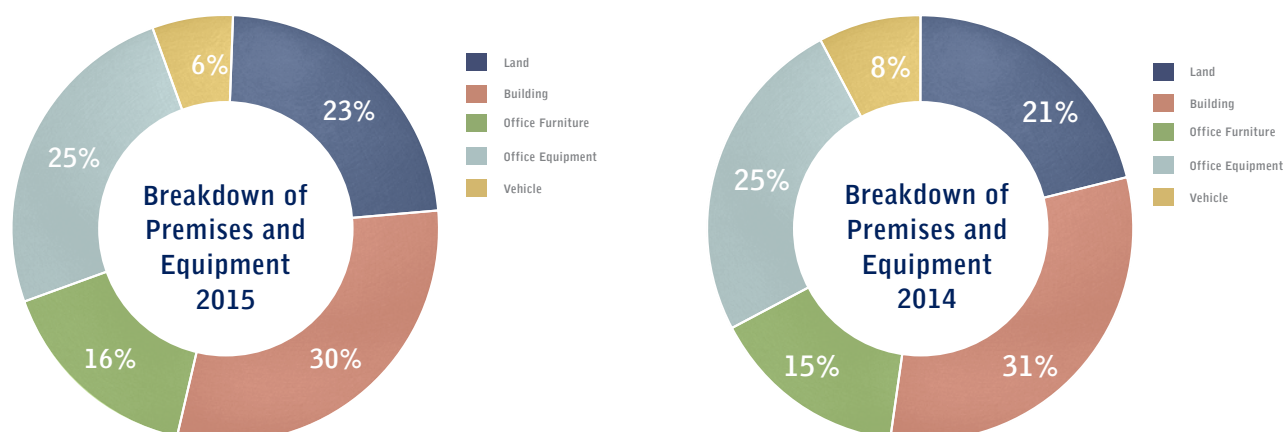
Source: Financial Statement of Asia Plus Group Holdings Public Company Limited

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.

### Premises and equipment

The land value was measured at its cost while building and equipment value was measured from the cost less retained 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.

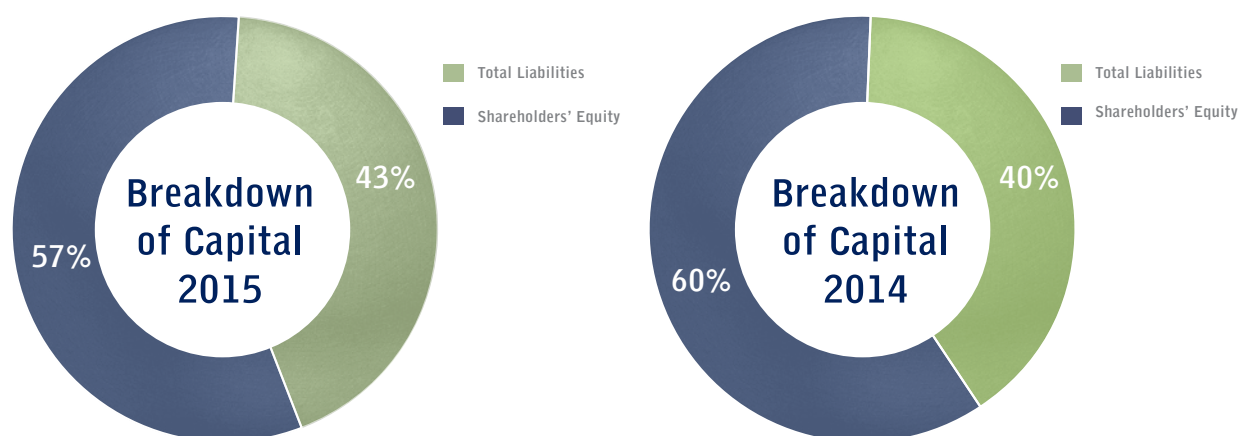
As at December 31, 2015, net value of the Company's premises and equipment was Bt229 million; Bt52 million was for the land, Bt70 million for the building, Bt37 million for the office furniture, Bt57 million for the office equipment, and Bt13 million for the vehicles.



Source: Financial Statement of Asia Plus Group Holdings Public Company Limited

## Capital base ready for future growth

Total liabilities ratio increased from 40% in 2014 to 43% in 2015, which was an appropriate level. Debt to equity ratio was 0.75x, indicating low risk, since the Company's capital had not come mainly from borrowings. On the other hand, shareholders' equity ratio dropped from 60% to 57%. At end-2015, net shareholders' equity was Bt4,434 million, which was sufficient for the Company's planned business expansion in the future. Changes in liabilities and shareholders' equity are as follows.



Source: Financial Statement of Asia Plus Group Holdings Public Company Limited

### Liabilities

The Company's total liabilities as at December 31, 2015 were Bt3,333 million, increasing Bt264 million or 8% from the same period of last year. Securities and derivatives business payables increased Bt621 million and short-term loans from financial institutions increased Bt100 million. On the other hand, payables to clearing house decreased Bt199 million and securities sold under repurchase agreements decreased Bt119 million, which was entirely private debt securities. Provision for long-term personnel benefits increased Bt29 million, which was in line with the Company's forecast made by the actuarial science method and realized under other comprehensive income and part of retained earnings.

### Shareholders' equity

At end-2015, the Company's shareholders' equity was still Bt4,434 million, decreasing Bt157 million or 3% from 2014, because unappropriated retained earnings lowered Bt133 million and unrealized gain on re-measuring available-for-sale investment lowered Bt24 million.

## Factors and influences on future financial position

The market correction in 2015 was more severely than expected as a result of the sluggish economy worldwide, including Thailand, and the plunging oil prices. However, the situation is projected to improve in 2016 owing to the following factors.

- 1) The Thai economy would grow from several stimulus measures of the government and the AEC liberalization.
- 2) China, Japan, and Eurozone have implemented additional easing fiscal and monetary policies, which have been a main factor to increase fund flow in the capital market.
- 3) Fed fund rate rise would become gradual from now on for the bank would not want US Dollar to be too strong. Meanwhile, global stocks probably have substantially reflected this effect on the U.S. economy and investment sentiment.

A key mission of the Company in the next period is planning a 2020 Strategy to set an objective and direction for the organization's operations and utilization of resources in the next five years. Since the beginning of 2016, the Company has cooperated with a marketing consulting company to study every aspect of the business operation through in-depth interviews of customers and investors and workshops with the Company's Executives and representatives

from each department, which finally resulted in a corporate strategy that would strengthen the Company's competition amid the rapidly changing market situations.

For this year, the Company is expanding the businesses that have potential for mid-term and long-term growth as well as introducing new products that can answer needs of each group of customers. In addition, in order to foster good relationship with customers in the long run, the Company will be focusing on providing an experience of beyond-wealth service for customers.

Furthermore, the Company is determining to become a knowledge driven organization, with consistent corporate culture and value among the Company and personnel in order to achieve mutual goals.

With a highly experienced and professional management team, the Company is committed to remaining the industry leader and promoting the capital market, which is guaranteed by IAA Awards for Analysts 2014 and many other awards. Additionally, the Company has received a Collective Action Coalition Against Corruption (CAC) membership certificate from the Thai Institute of Directors Association (IOD), which is another proof of the team's quality. The Company is holding to a principle of good governance, good 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 Public Company Limited is responsible for the consolidated financial statements of the Company and its subsidiaries, including financial information appearing in the 2015 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, 2015 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 Risk Management Committee

## For the year ended 31 December 2015

The Risk Management Committee (RMC) comprises 4 independent directors, Mr. Sopon Punyaratabandhu (Chairman), Dr. Virach Aphimeteeamrong, Mr. Satit Chanjavanakul, and Mr. Michael David Roberts; and 1 executive director, Dr. Patchara Surajaras. Mr. Natachai Boonyaprapatsara, Head of the Market Risk, serves as the Secretary of the Committee. Regular attendants include Head of Risk Management and Head of Compliance and Audit.

Following Asia Plus Group's restructuring in May 1, 2015, RMC is organized at the Holdings company level, with coverages involving all companies within the group. The main responsibilities of the Committee are to oversee the Group's risk governance structure including enterprise risk management policies and practice, adequacy of risk capital, liquidity and funding.

The Committee convened 4 times in 2015, with regular agendas being the Enterprise Risk Management (ERM) process, capital adequacy under various scenarios, and overview of risk management activities performed in the past quarter. Risks associated with new business and changes, including new development, in the ongoing business activities were also discussed.

In 2016, the Committee plans to cultivate stronger risk culture, which is considered a staple part of good governance, and to continually enhance the risk assessment methodologies.



Mr. Sopon Punyaratabandhu  
Chairman of the Risk Management Committee  
24 February 2016



# Report of the Audit Committee

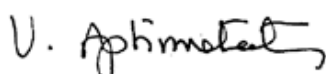
**For the year ended December 31, 2015**

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 2015, 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 2015 the committee held 8 meetings with the external auditors, the management, and the audit and compliance departments. Among these, there were 2 meetings 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 independence 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 2015.

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.



(Mr. Virach Aphimeteetamrong)

Chairman of the Audit Committee

28 January 2016

# Independent Auditor's Report

## To the Shareholders of Asia Plus Group Holdings Public Company Limited (Formerly known as "Asia Plus Group Holdings Securities Public Company Limited")

I have audited the accompanying consolidated financial statements of Asia Plus Group Holdings Public Company Limited and its subsidiaries, which comprise the consolidated statement of financial position as at 31 December 2015, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year 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 Group Holdings 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 Group Holdings Public Company Limited and its subsidiaries and of Asia Plus Group Holdings Public Company Limited as at 31 December 2015, their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

## Emphasis of Matter

I draw attention to Note 1.2 to the financial statements regarding the discontinued operation. On 1 May 2015, the Company transferred businesses and the staffs to its subsidiary under the restructuring plan after its subsidiary received a securities business license type Kor and derivatives license type Sor-1. My opinion is not qualified in respect of this matter.



Sumana Punpongsanon

Certified Public Accountant (Thailand) No. 5872

EY Office Limited

Bangkok: 24 February 2016

# Statement of financial position

Asia Plus Group Holdings Public Company Limited

(Formerly known as “Asia Plus Group Holdings Securities Public Company Limited”) and its subsidiaries

As at 31 December 2015

(Unit Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
Assets					
Current assets					
Cash and cash equivalents	6	425,504,541	832,459,345	25,295,717	214,168,927
Current investments	7	1,844,127,749	1,751,353,515	1,336,394,783	1,646,353,515
Securities purchased under resale agreements	8	530,090,583	649,129,682	-	649,129,682
Receivables from Clearing House	9	418,981,167	14,789,627	-	14,789,627
Securities and derivatives business receivables	10	3,655,791,215	3,633,447,448	-	3,633,447,448
Derivatives assets	11	4,659,517	14,776,813	818,666	14,776,813
Other receivables	12	62,527,742	51,849,040	489,224,760	20,392,604
Other current assets		38,553,112	12,594,653	24,035,444	10,094,968
Total current assets		6,980,235,626	6,960,400,123	1,875,769,370	6,203,153,584
Non-current assets					
Investments in subsidiaries	13	-	-	4,612,706,817	612,706,967
Other long-term investments	7	424,738,731	328,121,240	424,738,731	328,121,240
Investment properties	14	-	-	122,036,400	-
Property, plant and equipment	15	229,034,079	250,769,388	19,521,612	238,500,140
Intangible assets	16	22,309,924	22,441,554	4,867,519	18,590,716
Deferred tax assets	17	11,189,859	3,544,591	-	-
Other non-current assets	18	99,649,883	94,724,021	11,465,500	91,769,260
Total non-current assets		786,922,476	699,600,794	5,195,336,579	1,289,688,323
Total assets		7,767,158,102	7,660,000,917	7,071,105,949	7,492,841,907

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

# Statement of financial position (continued)

Asia Plus Group Holdings Public Company Limited

(Formerly known as “Asia Plus Group Holdings Securities Public Company Limited”) and its subsidiaries

As at 31 December 2015

(Unit Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
Liabilities and shareholders' equity					
Current liabilities					
Short-term borrowings from financial institutions	19, 33	100,000,000	174,576	-	174,576
Securities sold under repurchase agreements	20	530,090,583	649,129,682	-	649,129,682
Payables to Clearing House	21	205,520,056	404,337,322	-	404,337,322
Securities and derivatives business payables	22	1,590,804,297	969,633,178	-	969,633,178
Derivatives liabilities	11	53,435,240	33,500,622	3,656,424	33,500,622
Other payables	23	297,605,229	441,337,559	129,939,564	378,668,256
Short-term borrowings	19, 33	312,507,334	299,810,254	2,597,631,547	349,810,254
Income tax payable		67,392,938	121,351,762	-	113,817,497
Other current liabilities		24,470,568	23,772,028	1,794,696	20,738,419
Total current liabilities		3,181,826,245	2,943,046,983	2,733,022,231	2,919,809,806
Non-current liabilities					
Deferred tax liabilities	17	1,678,958	3,696,417	1,678,958	3,696,417
Provision for long-term employee benefits	24	133,826,099	105,268,407	39,778,245	88,898,426
Provision	25	-	4,400,000	-	4,400,000
Other non-current liabilities		15,526,627	12,417,428	11,806,773	11,216,498
Total non-current liabilities		151,031,684	125,782,252	53,263,976	108,211,341
Total liabilities		3,332,857,929	3,068,829,235	2,786,286,207	3,028,021,147
Shareholders' equity					
Share capital					
Registered 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 fully paid-up 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
Premium on ordinary shares		1,139,183,677	1,139,183,677	1,139,183,677	1,139,183,677
Retained earnings					
Appropriated - statutory reserve	26	252,194,502	252,194,502	252,194,502	252,194,502
Unappropriated		908,609,773	1,041,897,529	759,129,342	915,546,607
Other components of shareholders' equity	7.6	28,656,177	52,239,930	28,656,177	52,239,930
Total shareholders' equity		4,434,300,173	4,591,171,682	4,284,819,742	4,464,820,760
Total liabilities and shareholders' equity		7,767,158,102	7,660,000,917	7,071,105,949	7,492,841,907

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

# Statement of comprehensive income

Asia Plus Group Holdings Public Company Limited

(Formerly known as “Asia Plus Group Holdings Securities Public Company Limited”) and its subsidiaries

For the year ended 31 December 2015

(Unit Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
<b>Profit or loss:</b>					
<b>Continuing operation</b>					
<b>Revenues</b>					
Brokerage fees	27	1,230,296,613	1,477,722,666	-	-
Fees and services income	28	501,988,187	564,161,317	248,816	191,670
Gain on securities		111,642,971	256,716,345	18,857,125	161,325,673
Gain on derivatives		9,993,954	44,905,136	-	25,368,340
Interest and dividend income		150,752,631	184,348,097	422,833,109	130,978,333
Interest on margin loans		156,018,579	135,115,811	-	-
Other income		13,639,598	8,845,685	87,261,371	10,450,673
<b>Total revenues</b>		<b>2,174,332,533</b>	<b>2,671,815,057</b>	<b>529,200,421</b>	<b>328,314,689</b>
<b>Expenses</b>					
Operating and administrative expenses					
Personnel expenses		924,173,304	1,072,296,641	170,767,564	120,080,391
Premises and equipment expenses		202,206,246	201,804,154	43,451,167	41,626,890
Fee and service expenses		121,654,266	129,616,623	7,918,647	10,089,143
Other expenses		140,669,591	141,267,288	28,847,745	38,749,610
Total operating and administrative expenses		1,388,703,407	1,544,984,706	250,985,123	210,546,034
Bad debt and doubtful accounts		2,740,084	2,248,672	2,496,017	2,248,672
Loss on derivatives		-	-	23,159,594	-
<b>Total expenses</b>		<b>1,391,443,491</b>	<b>1,547,233,378</b>	<b>276,640,734</b>	<b>212,794,706</b>
<b>Profit before finance cost and income tax</b>		<b>782,889,042</b>	<b>1,124,581,679</b>	<b>252,559,687</b>	<b>115,519,983</b>
Finance cost		(80,671,298)	(85,801,038)	(37,353,958)	(24,694,400)
<b>Profit before income tax</b>		<b>702,217,744</b>	<b>1,038,780,641</b>	<b>215,205,729</b>	<b>90,825,583</b>
Tax income (expenses)	17	(144,479,039)	(210,902,522)	28,415,723	(4,165,124)
<b>Profit for the year from continuing operation</b>		<b>557,738,705</b>	<b>827,878,119</b>	<b>243,621,452</b>	<b>86,660,459</b>
<b>Discontinued operation</b>					
Profit for the year from discontinued operation	29	-	-	291,968,343	735,087,733
<b>Profit for the year</b>		<b>557,738,705</b>	<b>827,878,119</b>	<b>535,589,795</b>	<b>821,748,192</b>

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

# Statement of comprehensive income (continued)

Asia Plus Group Holdings Public Company Limited

(Formerly known as “Asia Plus Group Holdings Securities Public Company Limited”) and its subsidiaries

For the year ended 31 December 2015

(Unit Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Gain (loss) on re-measuring available-for-sale securities	7.6	(29,479,691)	2,165,466	(29,479,691)	2,165,466
Less: Income tax effect	7.6, 17	5,895,938	(433,093)	5,895,938	(433,093)
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax		(23,583,753)	1,732,373	(23,583,753)	1,732,373
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>					
Actuarial losses on defined benefit plan	24	(21,520,659)	-	(22,746,408)	-
Less: Income tax effect	17	4,304,132	-	4,549,282	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		(17,216,527)	-	(18,197,126)	-
<b>Total other comprehensive income for the year</b>		(40,800,280)	1,732,373	(41,780,879)	1,732,373
<b>Total comprehensive income for the year</b>		516,938,425	829,610,492	493,808,916	823,480,565
<b>Earnings per share</b>	30				
Basic earnings per share					
Profit for the year (Baht/share)		0.26	0.39	0.25	0.39

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



# Statement of changes in shareholders' equity

Asia Plus Group Holdings Public Company Limited  
(Formerly known as "Asia Plus Group Holdings Securities Public Company Limited") and its subsidiaries

For the year ended 31 December 2015

Consolidated financial statements							(Unit Baht)
	Note	Issued and paid-up share capital	Additional paid-in capital	Retained earnings			Total
				Appropriated - statutory reserve	Unappropriated	Other components of shareholders' equity Other comprehensive income	
<b>Balance as at 31 December 2013</b>		2,105,656,044	1,139,183,677	252,194,502	887,829,344	50,507,557	4,435,371,124
Profit for the year		-	-	-	827,878,119	-	827,878,119
Other comprehensive income for the year		-	-	-	-	1,732,373	1,732,373
Total comprehensive income for the year		-	-	-	827,878,119	1,732,373	829,610,492
Dividend paid	32	-	-	-	(673,809,934)	-	(673,809,934)
<b>Balance as at 31 December 2014</b>		2,105,656,044	1,139,183,677	252,194,502	1,041,897,529	52,239,930	4,591,171,682
<b>Balance as at 31 December 2014</b>		2,105,656,044	1,139,183,677	252,194,502	1,041,897,529	52,239,930	4,591,171,682
Profit for the year		-	-	-	557,738,705	-	557,738,705
Other comprehensive income for the year		-	-	-	(17,216,527)	(23,583,753)	(40,800,280)
Total comprehensive income for the year		-	-	-	540,522,178	(23,583,753)	516,938,425
Dividend paid	32	-	-	-	(673,809,934)	-	(673,809,934)
<b>Balance as at 31 December 2015</b>		2,105,656,044	1,139,183,677	252,194,502	908,609,773	28,656,177	4,434,300,173

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

# Statement of changes in shareholders' equity (continued)

Asia Plus Group Holdings Public Company Limited  
(Formerly known as "Asia Plus Group Holdings Securities Public Company Limited") and its subsidiaries

For the year ended 31 December 2015

Separate financial statements							(Unit Baht)
	Note	Issued and paid-up share capital	Additional paid-in capital	Retained earnings			Total
				Appropriated - statutory reserve	Unappropriated	Other components of shareholders' equity Other comprehensive income	
<b>Balance as at 31 December 2013</b>		2,105,656,044	1,139,183,677	252,194,502	767,608,349	50,507,557	4,315,150,129
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		-	-	-	821,748,192	1,732,373	823,480,565
Dividend paid	32	-	-	-	(673,809,934)	-	(673,809,934)
<b>Balance as at 31 December 2014</b>		2,105,656,044	1,139,183,677	252,194,502	915,546,607	52,239,930	4,464,820,760
<b>Balance as at 31 December 2014</b>		2,105,656,044	1,139,183,677	252,194,502	915,546,607	52,239,930	4,464,820,760
Profit for the year		-	-	-	535,589,795	-	535,589,795
Other comprehensive income for the year		-	-	-	(18,197,126)	(23,583,753)	(41,780,879)
Total comprehensive income for the year		-	-	-	517,392,669	(23,583,753)	493,808,916
Dividend paid	32	-	-	-	(673,809,934)	-	(673,809,934)
<b>Balance as at 31 December 2015</b>		2,105,656,044	1,139,183,677	252,194,502	759,129,342	28,656,177	4,284,819,742

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

# Cash flow statement

Asia Plus Group Holdings Public Company Limited

(Formerly known as “Asia Plus Group Holdings Securities Public Company Limited”) and its subsidiaries

For the year ended 31 December 2015

(Unit Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<b>Cash flows from operating activities</b>				
Profit before tax from continuing operation	702,217,744	1,038,780,641	215,205,729	90,825,583
Profit before tax from discontinued operation (Note 29)	-	-	365,852,834	922,595,616
Profit before income tax	702,217,744	1,038,780,641	581,058,563	1,013,421,199
Adjustments to reconcile profit before income tax to net cash provided by (paid for) operating activities: -				
Depreciation and amortisation	59,020,162	52,964,743	29,791,941	46,627,380
Bad debt and doubtful accounts	2,740,084	2,248,672	2,496,017	2,248,672
Loss (gain) from reclassification of investments	1,218,888	(3,169,283)	1,218,888	(3,169,283)
Loss from changing in fair value of derivatives assets	3,600,560	6,486,859	7,650,547	6,486,859
Loss (gain) from changing in fair value of derivatives liabilities	(6,944,986)	(31,000,726)	20,580,999	(31,000,726)
Gain from disposal of available-for-sale securities	(34,633,327)	(40,820,442)	(34,633,327)	(40,820,442)
Gain from disposal of held-to-maturity debt securities	(6,406,986)	(1,028,287)	(6,406,986)	(1,028,287)
Loss from changing in fair value of trading securities	1,967,478	89,484,293	3,154,640	89,484,293
Loss (gain) from changing in fair value of borrowing securities	(8,875,301)	9,827,920	(1,165,161)	9,827,920
Gain on disposal of property, plant and equipment and intangible assets	(558,541)	(1,522,044)	(92,317)	(1,520,857)
Long-term employee benefit expenses (reversal)	14,002,933	11,327,253	(65,857,689)	9,400,556
Interest and dividend income	(150,752,631)	(184,348,097)	(458,267,064)	(248,617,876)
Interest on margin loans	(156,018,579)	(135,115,811)	(53,346,283)	(135,115,811)
Finance costs	80,671,298	85,801,038	63,770,096	91,014,080
Profit from operating activities before changes in operating assets and liabilities	501,248,796	899,916,729	89,952,864	807,237,677
Decrease (increase) in operating assets				
Current investments - deposits at financial institutions	105,000,000	(85,000,000)	-	-
Investments in trading securities	(235,174,248)	(40,980,098)	271,371,555	(40,980,098)
Securities purchased under resale agreements	119,039,099	(149,524,034)	649,129,682	(149,524,034)
Derivatives assets	6,288,459	(2,484,246)	6,079,322	(2,484,246)
Receivables from Clearing House	(404,191,540)	(12,801,256)	14,789,627	(12,801,256)
Securities and derivatives business receivables	130,934,728	720,482,837	3,684,297,714	720,482,837
Other assets	(21,862,300)	6,759,537	(91,884,473)	6,875,310

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

# Cash flow statement (continued)

Asia Plus Group Holdings Public Company Limited

(Formerly known as “Asia Plus Group Holdings Securities Public Company Limited”) and its subsidiaries

For the year ended 31 December 2015

(Unit Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<b>Increase (decrease) in operating liabilities</b>				
Short-term borrowings from financial institutions	99,825,424	174,576	(174,576)	174,576
Securities sold under repurchase agreements	(119,039,099)	149,525,004	(649,129,682)	149,525,004
Payables to Clearing House	(198,817,266)	(671,647,396)	(404,337,322)	(671,647,396)
Securities and derivatives business payables	629,990,088	33,691,450	(968,448,787)	33,691,450
Derivatives liabilities	26,879,604	15,886,088	(50,425,197)	15,886,088
Short-term borrowings	12,902,076	299,810,254	2,247,975,050	349,810,254
Paid for long-term employee benefits	(6,965,900)	(3,852,000)	(6,008,900)	(3,852,000)
Other payables	(142,274,724)	(39,970,496)	(247,113,368)	(27,364,719)
Other liabilities	(635,079)	14,931,507	(22,796,265)	13,203,991
<b>Cash flows from operating activities</b>	503,148,118	1,134,918,456	4,523,277,244	1,188,233,438
Cash received from interest and dividend	115,570,676	171,390,395	73,961,251	165,040,822
Cash paid for interest expenses	(80,819,961)	(85,805,793)	(63,935,561)	(91,018,835)
Cash paid for income tax	(220,427,362)	(181,910,342)	(173,385,346)	(160,623,437)
<b>Net cash flows from operating activities</b>	317,471,471	1,038,592,716	4,359,917,588	1,101,631,988
<b>Cash flows from investing activities</b>				
Cash paid for purchase of available-for-sale securities	(212,537,109)	(631,776,308)	(212,537,109)	(631,776,308)
Cash received from disposal of available-for-sale securities	416,976,357	419,925,945	416,976,357	419,925,945
Cash received from disposal of held-to-maturity debt securities	-	28,228,287	-	28,228,287
Cash paid for purchase of held-to-maturity debt securities	(1,442,329,204)	-	(1,442,329,204)	-
Cash received from held-to-maturity debt securities	1,287,920,572	-	1,287,920,572	-
Cash paid for investment in subsidiary	-	-	(3,999,999,850)	(499,999,970)
Cash paid for purchase of other investments	(100,000,000)	(289,903,400)	(100,000,000)	(289,903,400)
Cash received from capital reduction of available-for-sale securities	1,001,630	-	1,001,630	-
Cash received from dividend from subsidiaries	-	-	60,999,961	69,999,962
Cash received from dividend from long-term investments	6,926,918	8,288,494	6,926,918	8,288,494
Cash received from interest from investments in debt securities	29,476,784	17,272,516	26,717,007	17,272,516
Cash paid for acquisition of property, plant and equipment and intangible assets	(40,799,605)	(56,270,283)	(15,833,529)	(54,720,152)
Proceed from disposal of property, plant and equipment and intangible assets	2,747,316	3,602,509	95,176,383	3,601,294
<b>Net cash flows used in investing activities</b>	(50,616,341)	(500,632,240)	(3,874,980,864)	(929,083,332)

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

# Cash flow statement (continued)

Asia Plus Group Holdings Public Company Limited

(Formerly known as “Asia Plus Group Holdings Securities Public Company Limited”) and its subsidiaries

For the year ended 31 December 2015

(Unit Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<b>Cash flows from financing activities</b>				
Dividend paid	(673,809,934)	(673,809,934)	(673,809,934)	(673,809,934)
<b>Net cash flows used in financing activities</b>	(673,809,934)	(673,809,934)	(673,809,934)	(673,809,934)
<b>Net decrease in cash and cash equivalents</b>	(406,954,804)	(135,849,458)	(188,873,210)	(501,261,278)
Cash and cash equivalents at beginning of the year	832,459,345	968,308,803	214,168,927	715,430,205
<b>Cash and cash equivalents at end of the year (Note 6)</b>	425,504,541	832,459,345	25,295,717	214,168,927
<b>Supplemental cash flows information</b>				
Non-cash items				
Purchases of equipment and intangible assets recorded as liabilities	609,675	2,067,281	444,434	2,067,281
Increase (decrease) in gain on re-measuring available-for-sale securities	(29,479,691)	2,165,466	(29,479,691)	2,165,466
Transfer of trading securities to available-for-sale securities (at cost)	40,818,888	42,080,717	40,818,888	42,080,717
Actuarial losses on defined benefit plan	21,520,659	-	22,746,408	-
Transfer of land and building to investment properties (net book value)	-	-	127,906,397	-
Dividend receivables	407,891	7,996	298,687,349	7,996

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

# Notes to consolidated financial statements

Asia Plus Group Holdings Public Company Limited

(Formerly known as “Asia Plus Group Holdings Securities Public Company Limited”) and its subsidiaries

For the year ended 31 December 2015

## 1. General information

### 1.1 Information of the Company

- a) Asia Plus Group Holdings Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its registered address is at No. 175, 3/1 Floor, Sathorn City Tower, South Sathorn Road, Thungmahamek, Sathorn, Bangkok.

On 15 January 2015, the Extraordinary General Meeting of the shareholders passed a resolution to change of the Company’s name from “Asia Plus Securities Public Company Limited” to “Asia Plus Group Holdings Securities Public Company Limited”.

- b) 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 the Company’s 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.

### 1.2 Discontinue operations

On 28 April 2014, the Annual General Meeting of the Company’s shareholders passed a resolution to approve the restructuring plan of the Group. 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 the investment businesses and private equity businesses, after the subsidiary receives a securities business license type Kor and derivatives license type Sor-1.

On 23 June 2014, the Company established a subsidiary named “Asia Plus (2014) Company Limited” (which has now changed its name to “Asia Plus Securities Company Limited”). The subsidiary received a securities business license type Kor and derivatives license type Sor-1 on 28 January 2015 and 13 February 2015, respectively.

The Company transferred the businesses to the subsidiary on 1 May 2015 and on 15 June 2015, the Office of the Securities and Exchange Commission granted the Company permission to cease its derivatives business activities and accepted the return of the type Sor-1 derivatives license and the Ministry of Finance granted the Company permission to cease its securities business activities and accepted the return of the type Kor securities license. Consequently, the Company changed from being a securities business company to a holding company, with its principle business being investment. The Company also changed its name from “Asia Plus Group Holdings Securities Public Company Limited” to “Asia Plus Group Holdings Public Company Limited” and registered the change with the Minister of Commerce on 29 June 2015.



### 1.3 Partial Business Transfer Agreement

The Company entered into the Partial Business Transfer Agreement with Asia Plus Securities Company Limited whereby, as a part of the restructuring plan of the Group, the Company undertook to transfer all of its businesses, except for the investment businesses and private equity businesses, as mentioned in Note 1.2 to the financial statements. And on 1 May 2015, the Company transferred the businesses to Asia Plus Securities Company Limited. Consequently, the Company transfers all assets and liabilities related to the transferred businesses at a total transferred price of Baht 2,816 million.

The Company transferred the net assets as at that date, amounting to Baht 2,816 million, as detailed below:

	(Unit: Thousand Baht)
Cash and cash equivalents	15,339
Deposits and notes receivables of customers' account	6,407,723
Securities purchased under resale agreements	428,964
Receivables from Clearing House	34,010
Securities and derivatives business receivables	4,384,775
Derivatives assets	2,456
Investments	74,706
Equipment	83,372
Intangible assets	9,537
Other assets	84,124
<b>Total assets</b>	<b>11,525,006</b>
Securities sold under repurchase agreements	428,929
Payables to Clearing House	496,865
Securities and derivatives business payables	1,367,279
Derivatives liabilities	2,456
Customers' account payable	6,407,723
Other liabilities	5,643
<b>Total liabilities</b>	<b>8,708,895</b>
<b>Net asset value</b>	<b>2,816,111</b>
<b>Total consideration received</b>	<b>2,816,111</b>

### 1.4 Information of the subsidiaries

#### *Asia Plus Securities Company Limited*

On 19 January 2015, Asia Plus Securities Company Limited registered the change of its name with the Ministry of Commerce from "Asia Plus (2014) Securities Company Limited" to "Asia Plus Securities Company Limited".

On 28 January 2015, the Ministry of Finance granted securities business license under type Kor securities license to Asia Plus Securities Company Limited. In accordance with this license, the subsidiary 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

At present, the subsidiary has operated the business activities in No. 1, No. 2, No. 4 and No. 5.

On 13 February 2015, the Office of the Securities and Exchange Commission granted derivatives businesses under type Sor-1 derivatives license to Asia Plus Securities Company Limited. In accordance with this license, the subsidiary is allowed to undertake several derivatives business activities as follows:

1. Derivatives broker
2. Derivatives dealer
3. Derivatives advisor
4. Derivatives fund manager

At present, the subsidiary has operated the business activities in No. 1 and No. 2.

On 6 May 2015, the Office of the Securities and Exchange Commission has permitted Asia Plus Securities Company Limited, the subsidiary, to operate as a financial advisor for a period of 5 years from 6 May 2015 to 5 May 2020.

As at 31 December 2015, the subsidiary has 17 branches in total (2014: 17 branches which operated the securities and derivatives business under the Company's operation).

#### ***Asset Plus Fund Management Company Limited***

Asset Plus Fund Management Company Limited which is the 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

#### ***Asia Plus Advisory Company Limited***

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.

## **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.

Due to the Company returned the securities business license type Kor and derivatives business license type Sor-1, the status of the Company was changed from a securities business company to a holding company, operating mainly in the investing as mentioned in Note 1.2 to the financial statements. During the current year, the financial statements of the Company have been presented in compliance with the stipulation of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543.

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 Group Holdings 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	
			2015	2014
Asset Plus Fund Management Co., Ltd.	Fund management	Thai	100	100
Asia Plus Advisory Co., Ltd.	Financial advisory	Thai	100	100
Asia Plus Securities Co., Ltd.	Securities business	Thai	100	100

- b) The Company is deemed to have control over an investee or subsidiaries 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.
- c) 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.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) 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 present investments in subsidiaries under the cost method.

## 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 year

The Company has adopted the revised (revised 2014) and new financial reporting standards issued by the Federation of Accounting Professions which 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 standards. The adoption of these financial reporting standards does not have any significant impact on the Company's financial statements. However, some of these standards involve changes to key principles, which are summarised below:

#### TAS 19 (revised 2014) Employee Benefits

This revised standard requires that the entity recognises actuarial gains and losses immediately in other comprehensive income while the existing standard allows the entity to recognise such gains and losses immediately in either profit or loss or 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 recognise 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 content of TAS 27 *Consolidated and Separate Financial Statements* dealing with consolidated 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 investees and determining which entities have to be included in preparation of the consolidated financial statements.

This standard does not have any impact on the Company's 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 on the Company's and its subsidiaries' financial statements.

### TFRS 13 Fair Value Measurement

This standard provides guidance on how to measure fair value and stipulates disclosures related to fair value measurement. Entities are to apply the guidance under this standard if they are required by other financial reporting standards to measure their assets or liabilities at fair value. The effects of the adoption of this standard are to be recognised prospectively.

This standard does not have any significant impact on the Company's and its subsidiaries' financial statements.

#### (b) Financial reporting standards that will become effective in the future

During the current year, the Federation of Accounting Professions issued a number of the revised (revised 2015) and new financial reporting standards and accounting treatment guidance which are effective for fiscal years beginning on or after 1 January 2016. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards. The Company's management believes that the revised and new financial reporting standards and accounting treatment guidance will not have any significant impact on the financial statements when they are initially applied.

## 4. Significant accounting policies

### 4.1 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 fees are calculated as a percentage of the net assets of the funds managed by the 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 and its subsidiary cease 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.

## 4.2 Interest on borrowings

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

## 4.3 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.

## 4.4 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 its subsidiaries intend to maintain these investments in the same form, and deposit subject to restriction.

## 4.5 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 and its subsidiary for the internal control purposes. At the end of the reporting period, the Company and its subsidiary exclude these amounts from both assets and liabilities and presents only the assets which belong to the Company and its subsidiary.

#### 4.6 Securities borrowing and lending

The Company and its subsidiary record 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 and its subsidiary record 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.

#### 4.7 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.

In the event the Company and its subsidiary reclassify 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 shareholders' equity, depending on the type of investment that is reclassified.

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

#### 4.8 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.

#### 4.9 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 and its subsidiary have 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 allowance are made in accordance with the following criteria:

- a) Debt classified as bad debt is defined as follows:
  - (1) Debts which the Company and its subsidiary have made effort to follow up, but could not collect the repayment. The Company and its subsidiary have written them off in accordance with tax law.
  - (2) Debts which the Company and its subsidiary have 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).

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

#### 4.10 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties 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

Depreciation of the investment properties is included in determining income.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

#### 4.11 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.

#### 4.12 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

#### 4.13 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.

#### 4.14 Securities purchased under resale agreements/Securities sold under repurchase agreements

The Company and its subsidiary enter 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 and its subsidiary enter 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.

#### 4.15 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.

#### 4.16 Securities and derivatives business payables

Securities and derivatives business payables are the obligations of the Company and its subsidiary in respect of their 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 and its subsidiary as collateral for securities lending.

#### 4.17 Borrowings

Borrowings 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.

#### 4.18 Structured notes

The Company's and its subsidiary's structured notes are offered to customers or business associates of the Company and its subsidiary, 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 and its subsidiary use 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.

#### 4.19 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.

#### 4.20 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.

#### 4.21 Provisions

Provisions are recognised when the Company and its subsidiaries 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.

#### 4.22 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.

#### 4.23 Financial derivatives

##### Futures contracts

Obligation under derivatives business which the Company and its subsidiary enter into for trading purpose is regarded as the Company's and its subsidiary'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 and its subsidiary 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 and its subsidiary 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.

#### 4.24 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 their 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.

## **4.25 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 they recognise 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 shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

## **4.26 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted

market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

## 5. 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 judgements 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 and its subsidiary 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

Allowances for doubtful accounts for securities and derivatives business receivables are intended to adjust the values of receivables for probable credit losses. The management uses the SEC’s regulations regarding the provision of allowance for doubtful accounts and judgement to establish reserves for estimated losses for each outstanding receivable when there is any doubt about the receivable’s capability to repay the debt. The allowances for doubtful accounts are determined through a combination of specific reviews, probability of default and the value of the securities used as collateral.

### 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 recognised in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the management exercise judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk (bank and counterparty, both) liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position and disclosures of fair value hierarchy.

#### 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.

## 6. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Cash on hand	476	483	40	440
Short-term deposits and notes				
receivables with maturity within				
three months	4,028,416	6,936,678	30,831	6,318,431
Less: Deposits and notes receivables of				
customers' account	(3,603,387)	(6,104,702)	(5,575)	(6,104,702)
Total	425,505	832,459	25,296	214,169

## 7. Investments

### 7.1 Cost and fair value

(Unit: Thousand Baht)

	Consolidated financial statements			
	2015		2014	
	Cost/ Amortised cost	Fair value	Cost/ Amortised cost	Fair value
<b>Current investments</b>				
<u>Deposits at financial institutions</u>				
Fixed deposits with maturity over 3 months				
but less than 1 year	1,000,000	1,000,000	105,000	105,000
Less: Deposits of customers' account	(1,000,000)	(1,000,000)	-	-
Total deposits at financial institutions - net	-	-	105,000	105,000
<u>Trading securities</u>				
Equity securities				
Listed securities - local	618,125	601,170	435,576	414,480
Listed securities - overseas	428,532	461,607	497,726	537,456
Add: Changes in fair value of securities	16,120	-	18,634	-
Equity securities - net	1,062,777	1,062,777	951,936	951,936
Debt securities				
Private sector debt securities	81,000	81,548	-	-
Add: Changes in fair value of securities	548	-	-	-
Debt securities - net	81,548	81,548	-	-
Total trading securities - net	1,144,325	1,144,325	951,936	951,936
<u>Available-for-sale securities</u>				
Equity securities				
Listed securities	27,247	21,300	70,922	87,725
Unit trusts - local	50,125	52,717	63,377	62,125
Unit trusts - overseas	-	-	30,980	31,052
Add (less): Changes in fair value of securities	(3,355)	-	15,623	-
Equity securities - net	74,017	74,017	180,902	180,902
Debt securities				
Private sector debt securities	444,700	463,323	487,000	513,516
Add: Changes in fair value of securities	18,623	-	26,516	-
Total debt securities - net	463,323	463,323	513,516	513,516
Total available-for-sale securities - net	537,340	537,340	694,418	694,418
<u>Held-to-maturity debt securities</u>				
Bills of exchange	165,000	164,255	-	-
Less: Accumulated amortisation	(2,537)	-	-	-
Total held-to-maturity debt securities - net	162,463	164,255	-	-
<b>Total current investments</b>	<b>1,844,128</b>	<b>1,845,920</b>	<b>1,751,354</b>	<b>1,751,354</b>
<b>Long-term investments</b>				
<u>Available-for-sale securities</u>				
Equity securities				
Unit trusts	4,925	25,316	5,925	28,698
Add: Changes in fair value of securities	20,391	-	22,773	-
Equity securities - net	25,316	25,316	28,698	28,698
Total available-for-sale securities - net	25,316	25,316	28,698	28,698
<u>Other investments</u>				
Equity securities	399,932		299,932	
Less: Allowance for loss on impairment	(509)		(509)	
Total other investments - net	399,423		299,423	
<b>Total long-term investments - net</b>	<b>424,739</b>		<b>328,121</b>	
<b>Total investments - net</b>	<b>2,268,867</b>		<b>2,079,475</b>	

(Unit: Thousand Baht)

	Separate financial statements			
	2015		2014	
	Cost/ Amortised cost	Fair value	Cost/ Amortised cost	Fair value
<b>Current investments</b>				
<u>Trading securities</u>				
Equity securities				
Listed securities - local	193,091	175,478	435,576	414,480
Listed securities - overseas	428,020	461,113	497,726	537,456
Add: Changes in fair value of securities	15,480	-	18,634	-
Equity securities - net	636,591	636,591	951,936	951,936
Total trading securities - net	636,591	636,591	951,936	951,936
<u>Available-for-sale securities</u>				
Equity securities				
Listed securities	27,247	21,300	70,922	87,725
Unit trusts - local	50,125	52,717	63,377	62,125
Unit trusts - overseas	-	-	30,980	31,052
Add (less): Changes in fair value of securities	(3,355)	-	15,623	-
Equity securities - net	74,017	74,017	180,902	180,902
Debt securities				
Private sector debt securities	444,700	463,323	487,000	513,516
Add: Changes in fair value of securities	18,623	-	26,516	-
Debt securities - net	463,323	463,323	513,516	513,516
Total available-for-sale securities - net	537,340	537,340	694,418	694,418
<u>Held-to-maturity debt securities</u>				
Bills of exchange	165,000	164,255	-	-
Less: Accumulated amortisation	(2,537)	-	-	-
Total held-to-maturity debt securities - net	162,463	164,255	-	-
<b>Total current investments</b>	<b>1,336,394</b>	<b>1,338,186</b>	<b>1,646,354</b>	<b>1,646,354</b>
<b>Long-term investments</b>				
<u>Available-for-sale securities</u>				
Equity securities				
Unit trusts	4,925	25,316	5,925	28,698
Add: Changes in fair value of securities	20,391	-	22,773	-
Equity securities - net	25,316	25,316	28,698	28,698
Total available-for-sale securities - net	25,316	25,316	28,698	28,698
<u>Other investments</u>				
Equity securities	399,932		299,932	
Less: Allowance for loss on impairment	(509)		(509)	
Total other investments - net	399,423		299,423	
<b>Total long-term investments - net</b>	<b>424,739</b>		<b>328,121</b>	
<b>Total investments - net</b>	<b>1,761,133</b>		<b>1,974,475</b>	

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

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Securities sold under repurchase agreements				
Trading securities	524,753	650,887	-	650,887
Securities borrowed but has yet to be transferred	7,229	1,053	-	1,053
Total	531,982	651,940	-	651,940

## 7.3 As at 31 December 2015 and 2014, the Company's and its subsidiary's debt securities (book value) can be classified by the remaining year to maturities as follows:

(Unit: Thousand Baht)					
	Consolidated financial statements				
	2015				
	Year to maturity				
	Within 1 year	1 - 5 years	Exceed 5 years	No maturity	Total
Trading securities					
Private sector debt securities	-	-	81,548	-	81,548
Available-for-sale securities					
Private sector debt securities	-	121,087	342,236	-	463,323
Held-to-maturity debt securities					
Bills of exchange	162,463	-	-	-	162,463
Total	162,463	121,087	423,784	-	707,334

(Unit: Thousand Baht)					
	Separate financial statements				
	2015				
	Year to maturity				
	Within 1 year	1 - 5 years	Exceed 5 years	No maturity	Total
Available-for-sale securities					
Private sector debt securities	-	121,087	342,236	-	463,323
Held-to-maturity debt securities					
Bills of exchange	162,463	-	-	-	162,463
Total	162,463	121,087	342,236	-	625,786

(Unit: Thousand Baht)					
Consolidated and Separate financial statements					
2014					
Year to maturity					
	Within 1 year	1 - 5 years	Exceed 5 years	No maturity	Total
<b>Available-for-sale securities</b>					
Private sector debt securities	-	-	513,516	-	513,516
<b>Total</b>	<b>-</b>	<b>-</b>	<b>513,516</b>	<b>-</b>	<b>513,516</b>

7.4 During the year 2014, the Company sold the investment in held-to-maturity debt securities which has book value of Baht 27 million. The Company realised gain from selling of such investment amounting to Baht 1 million in profit or loss.

7.5 As at 31 December 2015 and 2014, investments held by the Company exceeding 10% of the issued share capital of the investee are as follows:

(Unit: Thousand Baht)							
		2015			2014		
Company's name	Type of business	Cost	Net investment	Percentage of shareholding (Percent)	Cost	Net investment	Percentage of shareholding (Percent)
<b>Ordinary shares</b>							
Bangkok SMBC Consulting Co., Ltd.	Venture capital	500	500	10	500	500	10

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

(Unit: Thousand Baht)		
Consolidated and Separate financial statements		
	2015	2014
Balance - beginning of the year (net of income tax)	52,240	50,508
Changes during the year due to		
Revaluation (before net of income tax)	7,431	29,993
Sale (before net of income tax)	(36,911)	(27,828)
Income tax	5,896	(433)
<b>Balance - end of the year</b>	<b>28,656</b>	<b>52,240</b>

7.7 As at 31 December 2015, the Company pledged the share certificate for an investment amounting to Baht 238 million (2014: Baht 238 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.

## 8. Securities purchased under resale agreements

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Private sector debt securities	530,091	649,130	-	649,130
Total	530,091	649,130	-	649,130

## 9. Receivables from Clearing House

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Receivables from Clearing House	414,320	34,111	-	34,111
Receivables from overseas securities companies	23,692	-	-	-
Less : Receivables from Clearing House for customers' account	(19,031)	(19,321)	-	(19,321)
Receivables from Clearing House - net	418,981	14,790	-	14,790

## 10. Securities and derivatives business receivables

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<b>Securities business receivables</b>				
Cash accounts	1,348,098	1,415,724	-	1,415,724
Credit balance accounts	2,111,441	2,112,789	-	2,112,789
Collateral receivables	143,758	79,892	-	79,892
Securities borrowing and lending receivables	51,336	22,612	-	22,612
Other receivables	40,808	39,241	40,487	39,241
Total securities business receivables	3,695,441	3,670,258	40,487	3,670,258
Less: Allowance for doubtful accounts	(40,731)	(37,991)	(40,487)	(37,991)
Securities business receivables - net	3,654,710	3,632,267	-	3,632,267
<b>Derivatives business receivables</b>				
Derivatives business receivables	1,081	1,180	-	1,180
Securities and derivatives business receivables - net	3,655,791	3,633,447	-	3,633,447

- 10.1 As at 31 December 2015, the Company and its subsidiary have customer accounts approximately Baht 41 million (2014: Baht 38 million) (The Company only: Baht 40 million (2014: Baht 38 million)) on which the Company and its subsidiary ceased accruing interest income.
- 10.2 The Company and its subsidiary have 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 2015 and 2014, securities business receivables are classified as follows:

(Unit: Million Baht)

	Consolidated financial statements					
	2015			2014		
	Securities business receivables	Allowance for doubtful accounts	Net securities business receivables after allowance for doubtful accounts	Securities business receivables	Allowance for doubtful accounts	Net securities business receivables after allowance for doubtful accounts
Normal debts	3,655	-	3,655	3,631	-	3,631
Substandard debt	-	-	-	1	-	1
Doubtful debts	41	(41)	-	38	(38)	-
Total	3,696	(41)	3,655	3,670	(38)	3,632

(Unit: Million Baht)

	Separate financial statements					
	2015			2014		
	Securities business receivables	Allowance for doubtful accounts	Net securities business receivables after allowance for doubtful accounts	Securities business receivables	Allowance for doubtful accounts	Net securities business receivables after allowance for doubtful accounts
Normal debts	-	-	-	3,631	-	3,631
Substandard debt	-	-	-	1	-	1
Doubtful debts	40	(40)	-	38	(38)	-
Total	40	(40)	-	3,670	(38)	3,632



## 10.3 Allowance for doubtful accounts

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Balance - beginning of the year	37,991	35,742	37,991	35,742
Add: Allowance for doubtful accounts	3,511	2,327	3,267	2,327
Less: Reversal of allowance for doubtful accounts	(771)	(78)	(771)	(78)
Balance - end of the year	40,731	37,991	40,487	37,991

## 11. Derivatives assets/liabilities

Type of derivatives	(Unit: Thousand Baht)			
	Consolidated financial statements			
	Fair value			
	2015		2014	
	Assets	Liabilities	Assets	Liabilities
Forward contracts	3,908	7,394	12,250	6,230
Warrants	752	-	1,047	-
Derivative warrants	-	46,041	1,480	27,271
Total	4,660	53,435	14,777	33,501

Type of derivatives	(Unit: Thousand Baht)			
	Separate financial statements			
	Fair value			
	2015		2014	
	Assets	Liabilities	Assets	Liabilities
Forward contracts	170	3,656	12,250	6,230
Warrants	649	-	1,047	-
Derivative warrants	-	-	1,480	27,271
Total	819	3,656	14,777	33,501

Forward contracts

Notional amount of forward contracts are specified in Note 37 to the financial statements.

Warrants

As at 31 December 2015, warrants had notional amount totally Baht 23 million (2014 : Baht 21 million) (The Company only : Baht 19 million (2014: Baht 21 million)) 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 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 2015, derivative warrants had notional amount totally Baht 3,436 million (2014: Baht 307 million) (The Company only: Nil (2014: Baht 307 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 and its subsidiary's issuance of derivative warrants exposes to the risk of changes in values of underlying securities. The Company and its subsidiary manage 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 and its subsidiary are exposed to liquidity risk when it wishes to trade the underlying securities. However, the Company and its subsidiary manage the risk by selecting the underlying securities that have sufficiently high liquidity.

## 12. Other receivables

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Fees and services income receivables	37,138	32,778	-	2,940
Interest receivables	13,213	16,482	5,315	15,980
Dividend receivables	408	8	298,687	8
Receivable from securities trading	-	-	79,622	-
Collateral receivable for securities trading	-	-	57,050	-
Collateral receivable for securities borrowing	-	-	48,220	-
Others	11,769	2,581	331	1,465
Total	62,528	51,849	489,225	20,393

### 13. 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	
		2015	2014	2015	2014	2015	2014	2015	2014
				(Percent)	(Percent)				
Asset Plus Fund Management Co., Ltd.	Ordinary shares	100	100	100	100	98	98	60	40
Asia Plus Advisory Co., Ltd.	Ordinary shares	15	15	100	100	15	15	57	30
Asia Plus Securities Co., Ltd.	Ordinary shares	4,500	500	100	100	4,500	500	243	-
Total						4,613	613	360	70

On 30 April 2015, Asia Plus Securities Company Limited increased its paid-up capital from Baht 500 million to Baht 4,500 million through the issuance of new ordinary shares of 400 million shares with a par value of Baht 10 each. The Company additionally invested in this company amounting to Baht 4,000 million (a totally shares of 400 million shares with a par value of Baht 10 each). The Company already paid for such paid-up capital.

In November and December 2015, meetings of the Board of Directors of the subsidiaries approved interim dividend payments as follows:

Subsidiaries	Date of subsidiaries' meetings of the Board of Directors	Dividend per share	Total dividend
		(Baht)	(Thousand Baht)
Asset Plus Fund Management Co., Ltd.	25 November 2015	2.90	29,000
Asia Plus Securities Co., Ltd.	17 December 2015	0.54	242,550
Asia Plus Advisory Co., Ltd.	21 December 2015	9.00	27,000
Total			298,550

The dividend payments were made in January 2016. As of 31 December 2015, the Company presented these transactions as dividend receivables of Baht 299 million which included in other receivables in the separate statements of financial position.

## 14. Investment properties

The net book value of investment properties as at 31 December 2015 is presented below.

		(Unit: Thousand Baht)
		Separate financial statements
		Office building for rent
Cost		127,906
Less: Accumulated depreciation		(5,870)
Net book value		122,036

A reconciliation of the net book value of investment properties for the years 2015 and 2014 is presented below.

		(Unit: Thousand Baht)	
		Separate financial statements	
		2015	2014
Net book value at beginning of year		-	-
Transfer from property, plant and equipment - at net book value of transfer date (Note 15)		127,906	-
Depreciation charged during the year		(5,870)	-
Net book value at end of year		122,036	-

The fair value of the investment properties as at 31 December 2015 and 2014 stated below:

		(Unit: Thousand Baht)	
		Separate financial statements	
		2015	2014
Office building for rent		335,937	-

The fair value of the above investment properties as of 31 December 2015 has been determined based on valuation performed by an accredited independent valuer in November 2015. The fair value of the office building held for rent has been determined based on Market Approach.

## 15. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements					
	Land	Building	Furniture & fixtures	Office equipment	Motor vehicles	Total
<b>At cost</b>						
1 January 2014	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
Acquisition	-	-	12,207	16,912	1,608	30,727
Disposal	-	-	(1,685)	(6,884)	(5,526)	(14,095)
Write-off	-	-	(33,468)	(33,283)	-	(66,751)
31 December 2015	52,298	258,869	192,956	371,412	43,892	919,427
<b>Accumulated depreciation</b>						
1 January 2014	-	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
Depreciation charged for the year	-	8,805	13,739	21,666	5,956	50,166
Disposal	-	-	(1,678)	(6,859)	(3,369)	(11,906)
Write-off	-	-	(33,435)	(33,209)	-	(66,644)
31 December 2015	-	189,130	155,514	314,442	31,307	690,393
<b>Net book value</b>						
31 December 2014	52,298	78,544	39,014	61,823	19,090	250,769
31 December 2015	52,298	69,739	37,442	56,970	12,585	229,034
<b>Depreciation included in premises and equipment expenses in profit or loss for the years ended 31 December:</b>						
2014						46,799
2015						50,166

(Unit: Thousand Baht)

	Separate financial statements					
	Land	Building	Furniture & fixtures	Office equipment	Motor vehicles	Total
<b>At cost</b>						
1 January 2014	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
Acquisition	-	-	8,730	4,243	-	12,973
Disposal	-	-	(1,684)	(1,043)	(4,420)	(7,147)
Write-off	-	-	(33,448)	(28,667)	-	(62,115)
Transfer to subsidiary (Note 1.3)	-	-	(118,913)	(325,639)	(13,122)	(457,674)
Transfer to investment properties (Note 14)	(52,298)	(258,869)	-	-	-	(311,167)
31 December 2015	-	-	40,749	28,520	17,970	87,239
<b>Accumulated depreciation</b>						
1 January 2014	-	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
Depreciation charged for the year	-	2,936	4,982	8,053	2,499	18,470
Disposal	-	-	(1,677)	(1,031)	(2,264)	(4,972)
Write-off	-	-	(33,421)	(28,666)	-	(62,087)
Transfer to subsidiary (Note 1.3)	-	-	(89,484)	(277,703)	(7,115)	(374,302)
Transfer to investment properties (Note 14)	-	(183,261)	-	-	-	(183,261)
31 December 2015	-	-	30,945	20,889	15,883	67,717
<b>Net book value</b>						
31 December 2014	52,298	78,544	35,519	59,390	12,749	238,500
31 December 2015	-	-	9,804	7,631	2,087	19,522
<b>Depreciation included in premises and equipment expenses in profit or loss for the years ended 31 December:</b>						
2014						41,481
2015						18,470

As at 31 December 2015, certain items of equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 433 million (2014: Baht 509 million) (The Company only: Baht 68 million (2014: Baht 467 million)).

## 16. Intangible assets

(Unit: Thousand Baht)

	Consolidated financial statements			
	Golf membership	Software	Futures exchange membership fee	Total
<b>At cost</b>				
1 January 2014	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
Acquisition	-	8,615	-	8,615
Write-off	-	(2,846)	-	(2,846)
31 December 2015	4,607	87,394	5,000	97,001
<b>Accumulated amortisation</b>				
1 January 2014	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
Amortisation charged for the year	289	6,221	-	6,510
Write-off	-	(609)	-	(609)
31 December 2015	3,582	66,109	5,000	74,691
<b>Net book value</b>				
31 December 2014	1,314	21,128	-	22,442
31 December 2015	1,025	21,285	-	22,310
<b>Amortisation included in premises and equipment expenses in profit or loss for the years ended 31 December:</b>				
2014				6,162
2015				6,510



(Unit: Thousand Baht)

	Separate financial statements			
	Golf membership	Software	Futures exchange membership fee	Total
<b>At cost:</b>				
1 January 2014	4,607	63,724	5,000	73,331
Acquisition	-	7,559	-	7,559
31 December 2014	4,607	71,283	5,000	80,890
Acquisition	-	1,237	-	1,237
Write-off	-	(2,846)	-	(2,846)
Transfer to subsidiary (Note 1.3)	-	(48,839)	(5,000)	(53,839)
31 December 2015	4,607	20,835	-	25,442
<b>Accumulated amortisation</b>				
1 January 2014	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
Amortisation charged for the year	289	2,899	-	3,188
Write-off	-	(610)	-	(610)
Transfer to subsidiary (Note 1.3)	-	(39,302)	(5,000)	(44,302)
31 December 2015	3,582	16,993	-	20,575
<b>Net book value</b>				
31 December 2014	1,314	17,277	-	18,591
31 December 2015	1,025	3,842	-	4,867
<b>Amortisation included in premises and equipment expenses in profit or loss for the years ended 31 December:</b>				
2014				5,143
2015				3,188

## 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		Separate financial	
	financial statements		statements	
	2015	2014	2015	2014
<b>Deferred tax assets</b>				
Unrealised loss on re-measuring derivatives assets	55	-	55	-
Unrealised loss on re-measuring derivatives liabilities	731	-	731	-
Unrealised loss on re-measuring borrowing securities	15	361	15	361
Unrealised loss on re-measuring futures contracts	105	-	-	-
Provision for long-term employee benefits	26,766	21,054	7,956	17,780
Provision	-	880	-	880
Other liabilities	240	240	-	-
Amortisation of intangible assets	37	162	-	132
Total	27,949	22,697	8,757	19,153
<b>Deferred tax liabilities</b>				
Unrealised gain on re-measuring derivatives assets	810	2,380	-	2,380
Unrealised gain on re-measuring derivatives liabilities	5,505	2,480	-	2,480
Unrealised gain on re-measuring available-for-sale securities	7,165	13,060	7,165	13,060
Unrealised gain on reclassification of investments	175	615	175	615
Unrealised gain on re-measuring trading securities	3,333	3,727	3,096	3,727
Unrealised gain on re-measuring borrowing securities	1,450	-	-	-
Unrealised gain on re-measuring futures contracts	-	587	-	587
Total	18,438	22,849	10,436	22,849
Deferred tax assets - net	11,190	3,544	-	-
Deferred tax liabilities - net	1,679	3,696	1,679	3,696

## 17.2 Income tax expenses

Income tax expenses for the years ended 31 December 2015 and 2014 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Tax expenses (income) from continuing operation reported in the statements of comprehensive income	144,479	210,903	(28,415)	4,165
Income tax expenses from discontinued operation (Note 29)	-	-	73,884	187,508
<b>Total income tax expenses</b>	<b>144,479</b>	<b>210,903</b>	<b>45,469</b>	<b>191,673</b>
<b>Current income tax:</b>				
Current income tax charge	143,942	228,050	37,041	208,426
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	537	(17,147)	8,428	(16,753)
<b>Total income tax expenses</b>	<b>144,479</b>	<b>210,903</b>	<b>45,469</b>	<b>191,673</b>

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Accounting profit before tax (before eliminate transactions)	1,071,622	1,108,787	581,059	1,013,421
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rate	214,324	221,757	116,212	202,684
Effects of:				
Non-deductible expenses	3,390	4,980	2,408	4,823
Tax exempted revenue	(73,235)	(15,834)	(73,151)	(15,834)
Total	(69,845)	(10,854)	(70,743)	(11,011)
<b>Total income tax expenses</b>	<b>144,479</b>	<b>210,903</b>	<b>45,469</b>	<b>191,673</b>

## 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 2015 and 2014 are as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2015	2014	2015	2014
Deferred tax relating to loss (gain) on re-measuring available-for-sale investments	5,896	(433)	5,896	(433)
Deferred tax relating to actuarial losses	4,304	-	4,549	-
	10,200	(433)	10,445	(433)

## 18. Other non-current assets

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2015	2014	2015	2014
Payments of securities clearing fund	74,006	67,313	-	67,313
Deposits	20,644	22,411	11,465	19,456
Securities deposit	5,000	5,000	-	5,000
Total	99,650	94,724	11,465	91,769

## 19. Short-term borrowings

(Unit: Thousand Baht)								
	Interest rate per annum		Remaining period to maturity		Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014	2015	2014	2015	2014
<u>Short-term borrowings from financial institutions</u>								
Overdrafts	-	MOR	-	Less than 1 year	-	175	-	175
Promissory notes	1.65	-	At call	-	100,000	-	-	-
Total					100,000	175	-	175
<u>Short-term borrowings</u>								
Promissory notes	1.80	2.00	At call	At call	-	-	800,000	50,000
Bills of exchange	1.85	2.67	Less than 1 month	Less than 1 month	299,605	299,810	1,797,632	299,810
Structured notes	1.94 - 1.97	-	Less than 1 month	-	12,902	-	-	-
Total					312,507	299,810	2,597,632	349,810

No collateral for these borrowings.

The structured notes comprise a debenture and a put option. A subsidiary issued the structured notes, with terms of no more than 90 days, and the underlying assets are securities included in the SET100 index. The settlement of principal/ payment of a return on the structured notes are to be by cash and/or by delivery of underlying assets, or securities that are not issued by the subsidiary.

## 20. Securities sold under repurchase agreements

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Private sector debt securities	530,091	649,130	-	649,130
Total	530,091	649,130	-	649,130

## 21. Payables to Clearing House

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Payables to Clearing House	205,162	373,516	-	373,516
Payables to overseas securities companies	358	30,821	-	30,821
Total	205,520	404,337	-	404,337

## 22. Securities and derivatives business payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
<b>Securities business payables</b>				
Cash accounts	1,451,646	886,125	-	886,125
Collateral payables	13,824	12,801	-	12,801
Securities borrowing and lending payables	123,739	69,697	-	69,697
Add: Accrued interest expenses	17	12	-	12
Securities business payables	1,589,226	968,635	-	968,635
<b>Derivatives business payables</b>				
Derivatives business payables	1,578	998	-	998
<b>Securities and derivatives business payables</b>	<b>1,590,804</b>	<b>969,633</b>	<b>-</b>	<b>969,633</b>

## 23. Other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Accrued expenses	295,326	438,438	114,430	376,000
Payable from securities trading	-	-	6,521	-
Payable from securities borrowing	-	-	7,702	-
Other payables	2,279	2,900	1,287	2,668
Total	297,605	441,338	129,940	378,668

## 24. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
<b>Provision for long-term employee benefits</b>				
at beginning of year	105,268	97,793	88,898	83,350
Included in profit or loss:				
Current service cost	10,120	7,427	2,788	6,072
Interest cost	3,883	3,900	1,264	3,328
Reversal of provision from transferring employees to subsidiary in accordance with transferring of businesses (Note 1.3)	-	-	(69,909)	-
Included in other comprehensive income:				
Actuarial loss arising from				
Demographic assumptions changes	3,091	-	3,553	-
Financial assumptions changes	11,160	-	9,713	-
Experience adjustments	7,270	-	9,480	-
Benefit paid during the year	(6,966)	(3,852)	(6,009)	(3,852)
<b>Provision for long-term employee benefits at end of year</b>	<b>133,826</b>	<b>105,268</b>	<b>39,778</b>	<b>88,898</b>

Long-term employee benefit expenses are included in personnel expenses in profit or loss.

The Company and its subsidiaries expect to pay Baht 22.5 million of long-term employee benefits during the next year (The Company only: Baht 19.8 million) (2014: Baht 10.9 million, The Company only: Baht 4.5 million).

As at 31 December 2015, the weighted average duration of the liabilities for long-term employee benefit is 13 years (The Company only: 13 years) (2014: 15 years, The Company only: 15 years).

Key assumptions used for valuation are as follows:

	(Unit: Percent per annum)			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Discount rate	3.2	4.0	3.2	4.0
Future salary increase rate	4.0	3.0 - 3.5	4.0	3.5
Staff turnover rate (depending on age)	0 - 70	0 - 75	0 - 30	0 - 30



The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2015 are summarised below:

	Consolidated financial statements			
	Increase	Effect to provision for long-term employee benefits	Decrease	Effect to provision for long-term employee benefits
	(Percent)	(Million Baht)	(Percent)	(Million Baht)
Discount rate	0.5%	(4.3)	0.5%	4.6
Salary increase rate	0.5%	4.5	0.5%	(4.3)
Turnover rate	10.0%	(3.4)	10.0%	3.7

	Separate financial statements			
	Increase	Effect to provision for long-term employee benefits	Decrease	Effect to provision for long-term employee benefits
	(Percent)	(Million Baht)	(Percent)	(Million Baht)
Discount rate	0.5%	(0.9)	0.5%	0.9
Salary increase rate	0.5%	0.9	0.5%	(0.9)
Turnover rate	10.0%	(0.4)	10.0%	0.5

## 25. Provision

	(Unit: Thousand Baht)
	Consolidated and Separate financial statements
	Legal case
1 January 2014	4,400
31 December 2014	4,400
Reversal of provision	(4,400)
31 December 2015	-

## 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. Brokerage fees

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Brokerage fees from securities				
business	1,161,870	1,397,622	450,821	1,397,622
Brokerage fees from derivatives				
business	40,237	47,450	13,084	47,450
Other brokerage fees	28,190	32,651	14,131	38,942
Less: Brokerage fees from discontinued operation (Note 29)	-	-	(478,036)	(1,484,014)
	1,230,297	1,477,723	-	-

## 28. Fees and services income

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
Underwriting fee	180,408	176,751	55,562	176,751
Financial advisory fee	96,544	107,104	-	39,409
Securities lending fee	1,427	2,095	517	2,095
Private fund management fee	63,128	79,586	-	903
Mutual fund management fee	85,268	79,317	-	-
Registrar fee	38,493	27,181	-	-
Arranger fee	34,477	89,415	-	24,540
Others	2,243	2,712	799	2,712
Less: Fees and services income from discontinued operation (Note 29)	-	-	(56,629)	(246,218)
	501,988	564,161	249	192

## 29. Discontinued operation

The Company had restructured the group by set up Asia Plus Securities Company Limited for transfer all of its businesses, except for investment businesses and private equity businesses. The Company transferred those businesses on 1 May 2015, as discussed in Note 1.3 to the financial statements.

As at 31 December 2015, the Company classified the operating results of such operating segment as discontinued operation in the separate financial statements.

Details of discontinued operations for the years ended 31 December 2015 and 2014 are present below:

(Unit: Thousand Baht)

	Separate financial statements	
	2015	2014
<b>Revenues</b>		
Brokerage fees	478,036	1,484,014
Fees and services income	56,629	246,218
Gain on securities	43,899	95,391
Gain on derivatives	-	19,537
Interest and dividend income	35,434	117,640
Interest on margin loans	53,346	135,116
Other income	4,005	4,966
<b>Total revenues</b>	<b>671,349</b>	<b>2,102,882</b>
<b>Expenses</b>		
Operating and administrative expenses		
Personnel expenses	154,647	780,973
Premises and equipment expenses	46,002	132,528
Fee and service expenses	31,909	114,885
Other expenses	35,321	85,580
Total operating and administrative expenses	267,879	1,113,966
Loss on derivatives	11,202	-
<b>Total expenses</b>	<b>279,081</b>	<b>1,113,966</b>
<b>Profit before finance cost and income tax expenses</b>	<b>392,268</b>	<b>988,916</b>
Finance cost	(26,416)	(66,320)
<b>Profit before income tax expenses</b>	<b>365,852</b>	<b>922,596</b>
Income tax expenses	(73,884)	(187,508)
<b>Profit for the year from discontinued operation</b>	<b>291,968</b>	<b>735,088</b>
<b>Earnings per share:</b>		
Basic earnings per share from discontinued operation (Baht per share)	0.14	0.35

The net cash flows incurred by discontinued operation for the years ended 31 December 2015 and 2014 are as follows:

(Unit: Million Baht)

	Separate financial statement	
	2015	2014
Operating activities	2,323	869
Investing activities	(8)	(42)
Financing activities	-	-
<b>Net cash flows from discontinued operation</b>	<b>2,315</b>	<b>827</b>

### 30. 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	
	2015	2014	2015	2014
Profit for the year (Thousand Baht)	557,739	827,878	535,590	821,748
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)	0.26	0.39	0.25	0.39

### 31. Provident fund

The Company and its employees, and the subsidiaries and their employees have jointly established provident funds 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 2015 and 2014, the contributions were recognised as expenses as follows:

			(Unit: Million Baht)	
	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Contributions to provident funds	31	30	13	25

### 32. Dividends

Dividends	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)
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
Final dividend for 2014	Annual General Meeting of the shareholders on 27 April 2015	421,131	0.20
Interim dividend for 2015	Board of Directors Meeting on 14 August 2015	252,679	0.12
Total		673,810	0.32

### 33. Related party transactions

The relationships between the Company and its related parties are summarised below.

Name of related parties	Relationship
Asset Plus Fund Management Co., Ltd.	Subsidiary
Asia Plus Advisory Co., Ltd.	Subsidiary
Asia Plus Securities Co., Ltd. (formerly known as "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.
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 its 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
	2015	2014	2015	2014	
<b>Transactions with subsidiaries</b>					
(Eliminated from the consolidated financial statements)					
Service fee income	-	-	2,757	6,291	Price stated in contract
Interest income	-	-	1,252	-	Normal rate charged to ordinary customers
Dividend income	-	-	359,550	70,000	Normal rate declared
Other income	-	-	82,836	6,906	Agreed upon basis
Brokerage fee expenses	-	-	19,787	-	Normal rate charged to ordinary customers
Premises and equipment expenses	-	-	87	-	Price stated in contract
Service fee expenses	-	-	309	10,878	Agreed upon basis
Other expenses	-	-	6,978	294	Agreed upon basis
Interest expenses	-	-	24,521	5,213	Price stated in contract
<b>Transactions with related parties</b>					
Brokerage fees	17,245	16,042	3,769	16,042	Normal rate charged to ordinary customers
Interest income	330	118	85	60	Market rate
Dividend income	10,347	9,919	10,282	9,919	Normal rate declared
Premises and equipment expenses	64,857	64,303	31,947	50,221	Price stated in contract
Bank charges	5,299	5,593	2,193	5,487	Normal rate charged to ordinary customers
Other expenses	2,049	1,433	1,657	1,357	Normal rate charged to ordinary customers
Interest expenses	2,507	1,123	581	1,123	Market rate
Purchases of assets	457	3,294	294	3,294	Market price
<b>Transactions with the directors of the Company's group and their close family members</b>					
Brokerage fee	4,079	1,179	1,548	1,179	Normal rate charged to ordinary customers
Fee and service expenses	551	79	203	79	Normal rate charged to ordinary customers

Moreover, on 1 May 2015 the Company transferred all of its businesses, except for the investment businesses and private equity businesses to Asia plus Securities Company Limited as stipulated in Partial Business Transfer Agreement as discussed in Note 1.3 to the financial statements.

The balances of accounts as at 31 December 2015 and 2014 between the Company, subsidiaries and those related parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
<b>Subsidiaries</b>				
(Eliminated from the consolidated financial statements)				
Deposit for securities trading	-	-	1,698	-
Fees and services income receivables	-	-	-	308
Accrued interest income	-	-	51	-
Dividend receivables	-	-	298,550	-
Other receivables	-	-	184,892	-
Other assets	-	-	-	75
Short-term borrowings	-	-	2,298,026	50,000
Derivative liabilities	-	-	309	-
Other payables	-	-	14,223	-
<b>Related parties</b>				
Deposits at financial institutions in the name of Company, subsidiary and on behalf of customers	94,092	68,348	19,866	42,706
Securities and derivatives business receivables	213,519	132,679	-	132,679
Interest receivables	8	9	-	6
Deposits	13,461	13,091	7,811	10,288
Other assets	176	148	12	131
Short-term borrowings from financial institution	100,000	-	-	-
Securities and derivatives business payables	36,648	-	-	-
Other payables	976	1,368	558	1,162
<b>Directors of the Company's group and their close family members</b>				
Securities and derivatives business receivables	536	-	-	-
Securities and derivatives business payables	44,288	870	-	870

A subsidiary has overdraft facilities of Baht 30 million with a bank which is a related company. As at 31 December 2015, the subsidiary has not drawn down such facilities.



During the year 2015, the Company had movements of borrowings from related companies as follows:

(Unit: Thousand Baht)

Consolidated financial statements					
	Interest rate (Percent per annum)	During the year			Balance as at 31 December 2015
		Balance as at 1 January 2015	Increase	Decrease	
<b>Short-term borrowings from financial institution</b>					
<b>Related company</b>					
Bangkok Bank Plc.	1.65 - 2.15	-	12,895,000	(12,795,000)	100,000

(Unit : Thousand Baht)

Separate financial statements					
	Interest rate (Percent per annum)	During the year			Balance as at 31 December 2015
		Balance as at 1 January 2015	Increase	Decrease	
<b>Short-term loans</b>					
<b>Subsidiary</b>					
Asia Plus Securities Co., Ltd.	1.80	-	40,000	(40,000)	-
<b>Short-term borrowings from financial institution</b>					
<b>Related company</b>					
Bangkok Bank Plc.	1.90 - 2.15	-	650,000	(650,000)	-
<b>Short-term borrowings</b>					
<b>Subsidiary</b>					
Asia Plus Securities Co., Ltd.					
Promissory notes	1.80 - 2.00	50,000	6,026,000	(5,276,000)	800,000
Bills of exchange	1.70 - 1.85	-	10,148,026	(8,650,000)	1,498,020
<b>Total</b>		<b>50,000</b>	<b>16,174,026</b>	<b>(13,926,000)</b>	<b>2,298,026</b>

Borrowings from related companies have no collateral and due at call.

The outstanding balances of investments in related companies as at 31 December 2015 and 2014 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
Bangkok Bank Plc.	18,084	41,444	15,704	41,444
Bangkok Club Co., Ltd.	1,240	1,240	1,240	1,240
Intouch Holdings Plc.	14,125	3,175	13,046	3,175
Thai Agro Energy Plc.	2	1	-	1
Supalai Plc.	1,000	1,463	-	1,463
Bangkok Chain Hospital Plc.	-	369	-	369
Asset Plus Thai Bond Fund	15,000	-	15,000	-
Asset Plus Stars Fund 8	-	18,186	-	18,186
Asset Plus China Fund	-	20,000	-	20,000
Asset Plus HSI Fund	-	10,191	-	10,191
Asset Plus Trigger 5% Fund	-	15,000	-	15,000
Asset Plus Europe Value Fund	20,125	-	20,125	-
Asset Plus Europe Property Fund	15,000	-	15,000	-
Asset Plus AI Term Fund 5Y1	100,000	-	100,000	-
The Bangkok Garden Property Fund	761	761	761	761
Sathorn City Tower Property Fund	64	64	64	64
Bangkok Apartment Property Fund	-	1,000	-	1,000
The Emporium Tower Property Fund	4,100	4,100	4,100	4,100
Total	189,501	116,994	185,040	116,994
Add: Change in fair value of securities	20,087	43,406	20,429	43,406
Net	209,588	160,400	205,469	160,400

During the years, the Company purchased and sold unit trusts of funds managed by the related parties. 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	
	2015	2014	2015	2014
Asset Plus Thai Equity Fund	-	10,000	-	10,432
Asset Plus Stars Fund 8	-	20,000	21,025	1,933
Asset Plus China Fund	-	20,000	18,466	-
Asset Plus HSI Fund	-	15,000	10,811	5,000
Asset Plus Trigger 5% Fund	-	15,000	12,720	-
Asset Plus AI Term Fund 2Y2	25,000	-	25,000	-
Asset Plus AI Term Fund 5Y1	100,000	-	-	-
Asset Plus Thai Bond Fund	15,000	-	-	-
Asset Plus Europe Value Fund	20,125	-	-	-
Asset Plus Europe Property Fund	30,000	-	14,927	-
Bangkok Apartment Property Fund	-	-	1,002	-

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	
	2015	2014	2015	2014
Short-term benefits	146,773	187,817	116,395	156,084
Post-employment benefits	6,100	6,443	4,565	5,051
Total	152,873	194,260	120,960	161,135

Guarantee obligations with related party

The Company has outstanding guarantee obligations with a subsidiary, as described in Note 34.2.1 to the financial statements.

## 34. Commitments and contingent liabilities

### 34.1 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 2015 and 2014, 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	
	2015	2014	2015	2014
In up to 1 year	55	65	14	52
In over 1 and up to 5 years	29	74	7	66

As at 31 December 2015, Baht 62 million of the commitments of the Company and the subsidiaries are obligations under lease agreements and service agreements with related companies (2014: Baht 106 million) (The Company only: Baht 20 million (2014: Baht 86 million)).

- 2) As at 31 December 2015, the subsidiary 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 2015, the subsidiary 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 transaction.
- 4) As at 31 December 2015, the subsidiary 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 the fees related to securities trading, underwriting and others which the subsidiary have 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 2015, 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 or for the sale and repurchase of fund units, at the rate of 1 percent of its registrar fee income. The minimum total fees payable are Baht 500,000 per annum.
- 6) As at 31 December 2015 and 2014, the Company and its subsidiary have commitments in respect of futures contracts traded through the Thai Futures Exchange as detailed below.

	Consolidated financial statements			
	2015			
	Long position		Short position	
	Number of contracts	Cost (Thousand Baht)	Number of contracts	Cost (Thousand Baht)
SET 50 Futures	-	-	25	3,964
Single Stock Futures	300	8,091	40,790	220,447
Total	300	8,091	40,815	224,411

	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

- 7) As at 31 December 2015 and 2014, the Company and its subsidiary have commitments in respect of issuance and offer of derivative warrants in the Stock Exchange of Thailand.
- 8) As at 31 December 2015 and 2014, the Company and its subsidiary had commitments in respect of entering into forward contracts as detailed in Note 37 to the financial statements.
- 9) As at 31 December 2015 and 2014, the Company had commitments of Baht 1.5 million in respect of uncalled portion of investments in a company.
- 10) As at 31 December 2015 and 2014, the Company has commitment to maintain its proportionate shareholding in a company as discussed in Note 7.7 to the financial statements.
- 11) As at 31 December 2015, the subsidiary has commitment amounting to Baht 4.1 million under a software licensing agreement and computer program lease agreement and other services (2014: Baht 4.7 million).

## 34.2 Contingent liabilities

### 34.2.1 Guarantees

- 1) As at 31 December 2015, the Company has provided a guarantee to a bank for credit facilities of a subsidiary amounting to Baht 355 million (2014: Nil), of which Baht 300 million are joint credit facilities shared with the Company.
- 2) As at 31 December 2015, there were outstanding bank guarantees of approximately Baht 1.9 million (2014: Baht 1.9 million) (The Company only: Baht 0.1 million (2014: Baht 1.9 million)), issued by a bank on behalf of the Company and its subsidiaries in respect of certain performance bonds required in the normal course of business of the Company and its subsidiaries.

### 34.2.2 Litigations

As at 31 December 2015 and 2014, the following significant lawsuits had been filed against the Company and its subsidiary.

- 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, the Court of First Instance and 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 1993, alleging a tort and seeking damages of Baht 38 million. The court ordered a temporary suspension of the case pending the finalisation 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. Later in October 2015, the Supreme Court dismissed the lawsuit against the Company.
- 5) In August 2015, a subsidiary was sued in a labor case with the Central Labor Court, with damages of Baht 5 million claimed. The case is currently under consideration by the Central Labor Court. The subsidiary's management believes that the subsidiary will not incur losses as a result of this case.

### 35. 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 organised 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.

The following tables present revenue, profit and total assets information regarding the Company's and its subsidiaries' operating segments for the year ended 31 December 2015 and 2014, respectively.

(Unit: Million Baht)

	Securities and derivatives brokerage segment		Investment banking segment		Fund management segment		Investment trading segment		Other segments		Elimination		Consolidated financial statements	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Revenue from external customers	1,103	1,533	357	374	189	186	11	220	241	87	-	-	1,901	2,400
Inter-segment	20	-	5	-	-	-	20	-	78	-	(123)	-	-	-
Total revenues	1,123	1,533	362	374	189	186	31	220	319	87	(123)	-	1,901	2,400
Interest income	-	-	5	3	2	4	28	20	264	245	(26)	-	273	272
Finance costs	-	-	1	-	-	-	18	23	85	63	(23)	-	81	86
Segment operating income	278	573	187	193	39	34	(6)	147	587	92	(383)	-	702	1,039
Unallocated expenses:														
Income tax expenses													(144)	(211)
Profit for the year													558	828

(Unit: Million Baht)

	Securities and derivatives brokerage segment		Investment banking segment		Fund management segment		Investment trading segment		Other segments		Eliminations		Consolidated financial statements	
Segment assets														
At 31 December 2015		88		223		195		1,563		8,148		(2,450)		7,767
At 31 December 2014		98		136		191		1,458		5,777		-		7,660

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.

### 36. Fair value hierarchy

As at 31 December 2015, the Company and its subsidiaries had the assets and liabilities that were measured at fair value or their fair values were disclosed using different levels of inputs as follows:



(Unit: Thousand Baht)

## Consolidated financial statements

	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Trading securities				
Equity instruments	1,062,777	-	-	1,062,777
Debt instruments	-	81,548	-	81,548
Available-for-sale securities				
Equity instruments	21,300	-	-	21,300
Debt instruments	-	463,323	-	463,323
Unit trusts	-	52,717	25,316	78,033
Derivatives				
Foreign currency forward contracts	-	3,908	-	3,908
Warrants	752	-	-	752
<b>Financial liabilities measured at fair value</b>				
Derivatives				
Foreign currency forward contracts	-	7,394	-	7,394
Derivative warrants	46,041	-	-	46,041
<b>Assets for which fair value are disclosed</b>				
Held-to-maturity debt securities	-	164,255	-	164,255
Other investments				
Equity instruments	-	108,500	381,956	490,456

(Unit: Thousand Baht)

## Separate financial statements

	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Trading securities				
Equity instruments	636,591	-	-	636,591
Available-for-sale securities				
Equity instruments	21,300	-	-	21,300
Debt instruments	-	463,323	-	463,323
Unit trusts	-	52,717	25,316	78,033
Derivatives				
Foreign currency forward contracts	-	170	-	170
Warrants	649	-	-	649
<b>Financial liabilities measured at fair value</b>				
Derivatives				
Foreign currency forward contracts	-	3,656	-	3,656
<b>Assets for which fair value are disclosed</b>				
Held-to-maturity debt securities	-	164,255	-	164,255
Investment properties	-	335,937	-	335,937
Other investments				
Equity instruments	-	108,500	381,956	490,456

## 37. Financial instruments

### 37.1 Financial risk management

The Company's and its subsidiaries' financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, securities purchased under resale agreements, receivables from Clearing House, securities and derivatives business receivables, derivatives assets, investments, other receivables, short-term borrowings from financial institutions, securities sold under repurchase agreements, payables to Clearing House, securities and derivatives business payables, derivatives liabilities, other payables and short-term 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 other 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 and its subsidiaries also limit 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		Separate	
	financial statements		financial statements	
	2015	2014	2015	2014
<b>Financial assets</b>				
Deposits at financial institutions in the name of Company and its subsidiaries and on behalf of customers	5,028,416	6,936,678	30,831	6,318,431
Securities purchased under resale agreements	530,091	649,130	-	649,130
Receivables from Clearing House	418,981	14,790	-	14,790
Securities and derivatives business receivables	3,655,791	3,633,447	-	3,633,447
Derivatives assets	4,660	14,777	819	14,777
Investments in debt securities	707,334	513,516	625,786	513,516
Other receivables	62,528	51,849	489,225	20,393

#### *Interest rate risk*

The Company's 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, short-term borrowings from financial institutions, securities sold under repurchase agreements and

short-term 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 2015 and 2014 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										
	2015										
	Outstanding balances of financial instruments									Interest rate (Percent per annum)	
	Fixed interest rate						Non-performing debt	No interest	Total		
	Repricing or maturity dates										
	Floating interest rate	At call	Within 1 year	1 – 5 years	Over 5 years	No maturity				Floating rate	Fixed rate
<u>Financial instruments - assets</u>											
Cash and cash equivalents	65	72	232	-	-	-	-	56	425	0.38 - 0.50	0.75 - 1.80
Securities purchased under											
resale agreements	-	-	530	-	-	-	-	-	530	-	2.30 - 2.40
Receivables from Clearing House	-	-	-	-	-		-	419	419	-	-
Securities and derivatives											
business receivables	2,111	-	-	-	-	-	40	1,545	3,696	5.38 - 12.00	-
Derivatives assets	-	-	-	-	-	-	-	5	5	-	-
Investments	-	-	162	121	424	-	-	1,562	2,269	-	3.49 - 7.00
Other receivables	-	-	-	-	-	-	-	63	63	-	-
<u>Financial instruments - liabilities</u>											
Short-term borrowings from											
financial institutions	-	100	-	-	-	-	-	-	100	-	Note 19
Securities sold under						-					
repurchase agreements	-	-	530	-	-		-	-	530	-	2.30 - 2.40
Payables to Clearing House	-	-	-	-	-	-	-	206	206	-	-
Securities and derivatives											
business payables	-	-	-	-	-	-	-	1,590	1,590	-	-
Derivatives liabilities	-	-	-	-	-	-	-	53	53	-	-
Other payables	-	-	-	-	-	-	-	298	298	-	-
Short-term borrowings	-	-	313	-	-	-	-	-	313	-	Note 19

(Unit: Million Baht)

## Separate financial statements

2015

## Outstanding balances of financial instruments

	Floating interest rate	Fixed interest rate							Interest rate		
		Repricing or maturity dates							(Percent per annum)		
		At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Non-performing debt	No interest	Total	Floating rate	Fixed rate
<u>Financial instruments - assets</u>											
Cash and cash equivalents	12	-	-	-	-	-	-	13	25	0.375	-
Derivatives assets	-	-	-	-	-	-	-	1	1	-	-
Investments	-	-	162	121	342	-	-	1,136	1,761	-	3.49 - 7.00
Other receivables	105	-	-	-	-	-	-	384	489	1.25	-
<u>Financial instruments - liabilities</u>											
Derivatives liabilities	-	-	-	-	-	-	-	4	4	-	-
Other payables	-	-	-	-	-	-	-	130	130	-	-
Short-term borrowings	-	800	1,798	-	-	-	-	-	2,598	-	Note 19

(Unit: Million Baht)

## Consolidated financial statements

2014

## Outstanding balances of financial instruments

	Fixed interest rate								Interest rate		
	Floating interest rate	Repricing or maturity dates					Non-performing debt	No interest	Total	(Percent per annum)	
		At call	Within 1 year	1 – 5 years	Over 5 years	No maturity				Floating rate	Fixed rate
<u>Financial instruments - assets</u>											
Cash and cash equivalents	167	455	135	-	-	-	-	75	832	0.05 - 0.75	1.60 - 2.50
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	-	-	105	-	514	-	-	1,460	2,079	-	2.60 - 7.00
Other receivables	-	-	-	-	-	-	-	52	52	-	-
<u>Financial instruments - liabilities</u>											
Securities sold under repurchase agreements	-	-	649	-	-	-	-	-	649	-	2.90 - 3.25
Payables to Clearing House	-	-	-	-	-	-	-	404	404	-	-
Securities and derivatives business payables	-	-	-	-	-	-	-	970	970	-	-
Derivatives liabilities	-	-	-	-	-	-	-	34	34	-	-
Other payables	-	-	-	-	-	-	-	441	441	-	-
Short-term borrowings	-	-	300	-	-	-	-	-	300	-	Note 19

(Unit: Million Baht)

Separate financial statements											
2014											
Outstanding balances of financial instruments											
	Fixed interest rate					Interest rate					
	Repricing or maturity dates					(Percent per annum)					
	Floating interest rate	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Non-performing debt	No interest	Total	Floating rate	Fixed rate
<b>Financial instruments - assets</b>											
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	-	-
<b>Securities and derivatives</b>											
business receivables	2,113	-	-	-	-	-	39	1,519	3,671	5.45 - 12.00	-
Derivatives assets	-	-	-	-	-	-	-	15	15	-	-
Investments	-	-	-	-	514	-	-	1,460	1,974	-	5.65 - 7.00
Other receivables	-	-	-	-	-	-	-	20	20	-	-
<b>Financial instruments - liabilities</b>											
<b>Securities sold under repurchase</b>											
agreements	-	-	649	-	-	-	-	-	649	-	2.90 - 3.25
Payables to Clearing House	-	-	-	-	-	-	-	404	404	-	-
<b>Securities and derivatives</b>											
business payables	-	-	-	-	-	-	-	970	970	-	-
Derivatives liabilities	-	-	-	-	-	-	-	34	34	-	-
Other payables	-	-	-	-	-	-	-	379	379	-	-
Short-term borrowings	-	50	300	-	-	-	-	-	350	-	Note 19

**Liquidity Risk**

The Company and its subsidiaries may be exposed to liquidity risk due to securities and derivatives business receivables, of which the Company and its subsidiaries may not be able to obtain settlement, and due to investments, which the Company and its subsidiaries 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 and its subsidiaries' net capital ratio which is higher than the mandatory minimum requirement of 7 percent. The Company and its subsidiaries also have sufficient credit lines from various financial institutions to finance their operations.

The periods of time from the end of the reporting period to the maturity dates of financial instruments as at 31 December 2015 and 2014 are as follows:

(Unit: Million Baht)

## Consolidated financial statements

2015

## Outstanding balances of financial instruments

	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Non performing debt	Total
<u>Financial instruments - assets</u>							
Cash and cash equivalents	193	232	-	-	-	-	425
Securities purchased under resale agreements	-	530	-	-	-	-	530
Receivables from Clearing House	-	419	-	-	-	-	419
Securities and derivatives business receivables	-	1,545	-	-	2,111	40	3,696
Derivatives assets	-	5	-	-	-	-	5
Investments	-	162	121	424	1,562	-	2,269
Other receivables	-	63	-	-	-	-	63
<u>Financial instruments - liabilities</u>							
Short-term borrowings from financial institutions	100	-	-	-	-	-	100
Securities sold under repurchase agreements	-	530	-	-	-	-	530
Payables to Clearing House	-	206	-	-	-	-	206
Securities and derivatives business payables	-	1,590	-	-	-	-	1,590
Derivatives liabilities	-	53	-	-	-	-	53
Other payables	-	298	-	-	-	-	298
Short-term borrowings	-	313	-	-	-	-	313

(Unit: Million Baht)

## Separate financial statements

2015

## Outstanding balances of financial instruments

	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Non performing debt	Total
<u>Financial instruments - assets</u>							
Cash and cash equivalents	25	-	-	-	-	-	25
Derivatives assets	-	1	-	-	-	-	1
Investments	-	162	121	342	1,136	-	1,761
Other receivables	105	384	-	-	-	-	489
<u>Financial instruments - liabilities</u>							
Derivatives liabilities	-	4	-	-	-	-	4
Other payables	-	130	-	-	-	-	130
Short-term borrowings	800	1,798	-	-	-	-	2,598

(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
<u>Financial instruments - assets</u>							
Cash and cash equivalents	697	135	-	-	-	-	832
Securities purchased under resale agreements	-	649	-	-	-	-	649
Receivables from Clearing House	-	15	-	-	-	-	15
Securities and derivatives business receivables	-	1,519	-	-	2,113	39	3,671
Derivatives assets	-	15	-	-	-	-	15
Investments	-	105	-	514	1,460	-	2,079
Other receivables	-	52	-	-	-	-	52
<u>Financial instruments - liabilities</u>							
Securities sold under repurchase agreements	-	649	-	-	-	-	649
Payables to Clearing House	-	404	-	-	-	-	404
Securities and derivatives business payables	-	970	-	-	-	-	970
Derivatives liabilities	-	34	-	-	-	-	34
Other payables	-	441	-	-	-	-	441
Short-term 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
<u>Financial instruments - assets</u>							
Cash and cash equivalents	214	-	-	-	-	-	214
Securities purchased under resale agreements	-	649	-	-	-	-	649
Receivables from Clearing House	-	15	-	-	-	-	15
Securities and derivatives business receivables	-	1,519	-	-	2,113	39	3,671
Derivatives assets	-	15	-	-	-	-	15
Investments	-	-	-	514	1,460	-	1,974
Other receivables	-	20	-	-	-	-	20
<u>Financial instruments - liabilities</u>							
Securities sold under repurchase agreements	-	649	-	-	-	-	649
Payables to Clearing House	-	404	-	-	-	-	404
Securities and derivatives business payables	-	970	-	-	-	-	970
Derivatives liabilities	-	34	-	-	-	-	34
Other payables	-	379	-	-	-	-	379
Short-term borrowings	50	300	-	-	-	-	350

**Foreign currency risk**

The Company and its subsidiaries are exposed to significant foreign currency risk in respect of investments in foreign currencies. The Company and its subsidiaries seek to reduce this risk by entering into forward contracts when they consider appropriate. Generally, the forward contracts mature within 1 year.

As at 31 December 2015 and 2014, outstanding balances of the Company's and its subsidiaries' financial assets and liabilities denominated in foreign currencies are as follows:

Consolidated financial statements						
Foreign currencies	Financial assets		Financial liabilities		Average exchange rate	
	2015	2014	2015	2014	2015	2014
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US Dollar	6.1	4.8	0.1	-	36.09	32.96
Pound Sterling	0.2	0.3	-	-	53.50	51.15
Hong Kong Dollar	24.9	49.3	2.0	6.0	4.66	4.25
Japanese Yen	201.9	286.3	-	16.4	0.30	0.27
Swiss Franc	1.3	0.7	-	-	36.37	33.30
Korea Won	16.1	1.6	-	-	0.03	0.03
Euro	3.2	3.4	-	-	39.03	40.05
Taiwan Dollar	-	0.5	-	0.5	-	1.04

Separate financial statements						
Foreign currencies	Financial assets		Financial liabilities		Average exchange rate	
	2015	2014	2015	2014	2015	2014
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US Dollar	4.9	4.8	-	-	36.09	32.96
Pound Sterling	0.2	0.3	-	-	53.50	51.15
Hong Kong Dollar	22.4	49.3	-	6.0	4.66	4.25
Japanese Yen	201.8	286.3	-	16.4	0.30	0.27
Swiss Franc	1.2	0.7	-	-	36.37	33.30
Korea Won	-	1.6	-	-	0.03	0.03
Euro	3.0	3.4	-	-	39.03	40.05
Taiwan Dollar	-	0.5	-	0.5	-	1.04

Forward contracts outstanding as at 31 December 2015 and 2014 are summarised below.

Consolidated financial statements					
2015					
Foreign currencies		Amount		Contractual exchange rate	
The Company and its subsidiary buy	The Company and its subsidiary sell	The Company and its subsidiary buy	The Company and its subsidiary sell		
		(Million)	(Million)		
Baht	US Dollar	105.7	3.0	32.88 - 36.25 Baht per 1 US Dollar	
Baht	Hong Kong Dollar	4.4	1.0	4.28 - 4.58 Baht per 1 Hong Kong Dollar	
Baht	Euro	167.8	4.3	35.19 - 40.33 Baht per 1 Euro	
Baht	Japanese Yen	79.5	269.0	0.29 - 0.30 Baht per 1 Japanese Yen	
Baht	Swiss Franc	3.3	0.1	37.32 Baht per 1 Swiss Franc	

As at 31 December 2015, the Company entered into forward contracts to sell USD 2.2 million, Euro 2.6 million and JPY 203.8 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 a subsidiary 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 JPY 17.4 million, Euro 0.1 million, USD 0.1 million and CHF 0.1 million which were on behalf of a related party.

Separate financial statements				
2015				
Foreign currencies		Amount		Contractual exchange rate
The Company buys	The Company sells	The Company buys	The Company sells	
		(Million)	(Million)	
Baht	US Dollar	77.8	2.2	35.29 - 36.25 Baht per 1 US Dollar
Baht	Euro	102.6	2.6	38.22 - 39.48 Baht per 1 Euro
Baht	Japanese Yen	60.3	203.8	0.29 - 0.30 Baht per 1 Japanese Yen

As at 31 December 2015, the Company entered into forward contracts to reduce the foreign currency risk in respect of investment in foreign currencies for its portfolio.

Consolidated and Separate financial statements				
2014				
Foreign currencies		Amount		Contractual exchange rate
The Company buys	The Company sells	The Company buys	The Company sells	
		(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, EUR 0.3 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 2015 and 2014, the fair values of financial derivatives which are the Company's and its subsidiary's commitments as presented in the Company's and its subsidiary's accounts are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
	2015			
	Remaining year before maturity date			Total
	1 - 6 months	6 months - 1 year	Over 1 year	
Single Stock Futures				
Long position	8,266	-	-	8,266
Short position	114,506	106,636	-	221,142
SET 50 Futures				
Short position	3,973	-	-	3,973

(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

**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.

**37.2 Fair value of financial instruments**

Since the majority of the Company's and its subsidiaries' financial instruments are short-term in nature or bear floating interest rates, their fair values are not expected to be materially different from the amounts presented in statement of financial position.

The methods and assumptions used by the Company and its subsidiaries in estimating the fair value of financial instruments are as follows:

- a) For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, securities purchased under resale agreements, receivables from Clearing House, securities and derivatives business receivables, other receivables, short-term borrowings from financial institutions, securities sold under repurchase agreements, payables to Clearing House, securities and derivatives business payables, other payables and short-term borrowings, their carrying amounts in the statement of financial position approximate their fair value.

- b) For investments in debt securities, their fair values are generally derived from quoted market prices, or determined by using the yield curve as announced by the Thai Bond Market Association or by other relevant bodies.
- c) For marketable equity securities and derivative warrants, their fair values are generally derived from quoted market prices. For non-marketable equity securities, their fair values are based on generally accepted pricing models.
- d) For derivatives, their fair values have been determined by using a valuation model technique. Most of the inputs used for the valuation are observable in the relevant market, such as spot rates of foreign currencies, forward exchange rates. The Company and its subsidiary considered counterparty credit risk when determining the fair value of derivatives.

During the current year, there were no transfers within the fair value hierarchy.

### 37.3 Reconciliation of recurring fair value measurements, of assets and liabilities, categorised within Level 3 of the fair value hierarchy

	(Unit: Thousand Baht)
	Consolidated and Separate financial statements
	Available-for-sale securities - Unit trusts
Balance as of 1 January 2015	28,698
Decrease from reduction capital of unit trusts during the year	(1,000)
Loss recognised into other comprehensive income	(2,382)
Balance as of 31 December 2015	25,316

## 38. Capital management

The primary objectives of the Company's and its subsidiaries' capital management is to ensure that it has appropriate financial structure, to preserve the ability to continue their 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.

## 39. Events after the reporting period

On 24 February 2016, a Board of Directors Meeting proposed the General Meeting of the Company's shareholders to consider the payment of a dividend for the year 2015 of Baht 0.24 per share. However, since the Board of Directors previously approved an interim dividend from profit of the year 2015 amounting to Baht 0.12 per share, the Board will propose the remaining dividend payment of Baht 0.12 per share, amounting to Baht 253 million.

## 40. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 24 February 2016.

# Branches

## Branches of Asia Plus Securities Company Limited (Core company)

### Bangkok Branches

#### Head Office

3/1 Fl., Sathorn City Tower,  
175 South Sathorn Road, Tungmahamek,  
Sathorn, Bangkok 10120  
Telephone 0 2285 1666, 0 2285 1888,  
0 2680 1111  
Facsimile 0 2285 1901

#### Phapphachai

1 Fl., Phapphachai Building 2,  
9/1 Sua Pa Road, Pom Prap,  
Pom Prap Sattru Phai, Bangkok 10100  
Telephone 0 2623 1520-6  
Facsimile 0 2623 1539, 0 2623 1578, 0 2623 1597,  
0 2623 1551, 0 2623 2876, 0 2623 1575

#### Emporium

10/4 Fl., Emporium Tower,  
622 Sukhumvit 24 Road, Khlong Tan,  
Khlong Toei, Bangkok 10110  
Telephone 0 2664 8999  
Facsimile 0 2664 9799

#### Ngamwongwan

Room 12/1, 12 Fl., The Mall Shopping Centre  
(Ngamwongwan), 30/39-50, Ngamwongwan Road,  
Bang Khen, Mueang Nonthaburi, Nonthaburi 11000  
Telephone 0 2550 0955  
Facsimile 0 2550 0966

#### Ladprao

Room 1213, 1214, 12 Fl., Central Plaza Ladprao,  
1693 Phahonyothin Road, Chatuchak,  
Chatuchak, Bangkok 10900  
Telephone 0 2937 0295, 0 2937 0455  
Facsimile 0 2937 0315, 0 2937 0465

#### Siam

Unit B2, 10 Fl., Siam Tower,  
989 Rama I Road, Pathum Wan,  
Pathum Wan, Bangkok 10330  
Telephone 0 2670 9999, 0 2263 8499  
Facsimile 0 2670 9995-6

### Provincial Branches

#### Khon Kaen

4 Fl., BBL Na-Mueang Road Branch Building,  
680/12 Na-Mueang Road, Nai Mueang,  
Mueang Khon Kaen, Khon Kaen 40000  
Telephone 0 4332 2101-04  
Facsimile 0 4332 2120, 0 4332 2105

#### Chanthaburi

4 Fl., BBL Tha-Chalaep Road Branch Building,  
197 Thachalab Road, Talat,  
Mueang Chanthaburi, Chanthaburi 22000  
Telephone 0 3932 2135-38  
Facsimile 0 3935 1636

## Surat Thani

4 Fl., BBL Chon Kasem Road Branch Building,  
337/20 Chon Kasem Road,  
Talat, Mueang Surat Thani, Surat Thani 84000

**Telephone** 0 7728 3631-3, 0 7721 6500

**Facsimile** 0 7721 6522

## Si Racha

7 Fl., BBL Si Racha Branch Building,  
98 Sukhumvit Road, Siracha,  
Siracha, Chonburi 20110

**Telephone** 0 3832 2755

**Facsimile** 0 3877 1426

## Chiang Mai

164/44-45 Chang Klan Road,  
Chang Khlan, Mueang Chiang Mai,  
Chiang Mai, 50100

**Telephone** 0 5327 3716-20

**Facsimile** 0 5327 3714

## Hat Yai

7 Fl., BBL Hat Yai Branch Building ,  
39 Niphat U-thit 2 Road,  
Hat Yai, Hat Yai , Songkhla 90110

**Telephone** 0 7426 2000-2, 0 7435 2500-3

**Facsimile** 0 7426-2009

## Phitsanulok

3 Fl., BBL Phitsanulok Branch Building,  
262/24 Baromtriloknart Road,  
Nai Mueang, Mueang Phitsanulok,  
Phitsanulok 65000

**Telephone** 0 5521 7833-37

**Facsimile** 0 5521 7851

## Udon Thani

3 Fl., BBL Phosi Road Branch Building,  
227 Phosi Road, Mark Kheng,  
Mueang Udon Thani, Udon Thani 41000

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**Facsimile** 0 4232 6995

## Chiang Rai

3 Fl., BBL Ha Yaek Phokhun Mengrai Branch Building,  
866/18 Super Highway (Asia Routh1) Road, Wieng,  
Mueang Chiang Rai, Chiang Rai 57000

**Telephone** 0 5360 0788, 0 5374 2851-2, 0 5371 9583

**Facsimile** 0 5374 2858

## Lampang

3 Fl., BBL Chat Chai Road Branch Building,  
341/3 Boonwas (Chat Chai) Road, Suandok,  
Mueang Lampang, Lampang 52100

**Telephone** 0 5432 3935-39

**Facsimile** 0 5432 3934

## Pattaya

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222/99 Moo 9, Chalermprakit Road,  
Nong Prue, Bang Lamung, Chonburi, 20150

**Telephone** 0 3841 2400-05

**Facsimile** 0 3841 9014

## Nakhon Sawan

3 Fl., BBL Nakhon Sawan Branch Building,  
154/1 Sawanwithi Road,  
Pak Nam Pho, Mueang Nakhon Sawan,  
Nakhon Sawan 60000

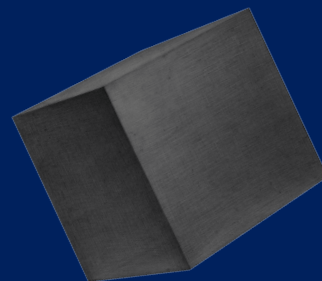
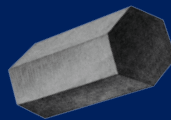
**Telephone** 0 5631 2412, 0 5622 7966

**Facsimile** 0 5631 2420









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