

BEYOND BOUNDARY

Annual Report
2019
รายงานประจำปี 2562

Exploration Beyond Wealth



Asia Plus Group Holdings Public Company Limited

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* Investors can find more information on the Company's Form 56-1 shown on the company's website: www.asiaplusgroup.co.th or The Securities and Exchange Commission's websites: www.sec.or.th or the Stock Exchange of Thailand's website: www.set.or.th.

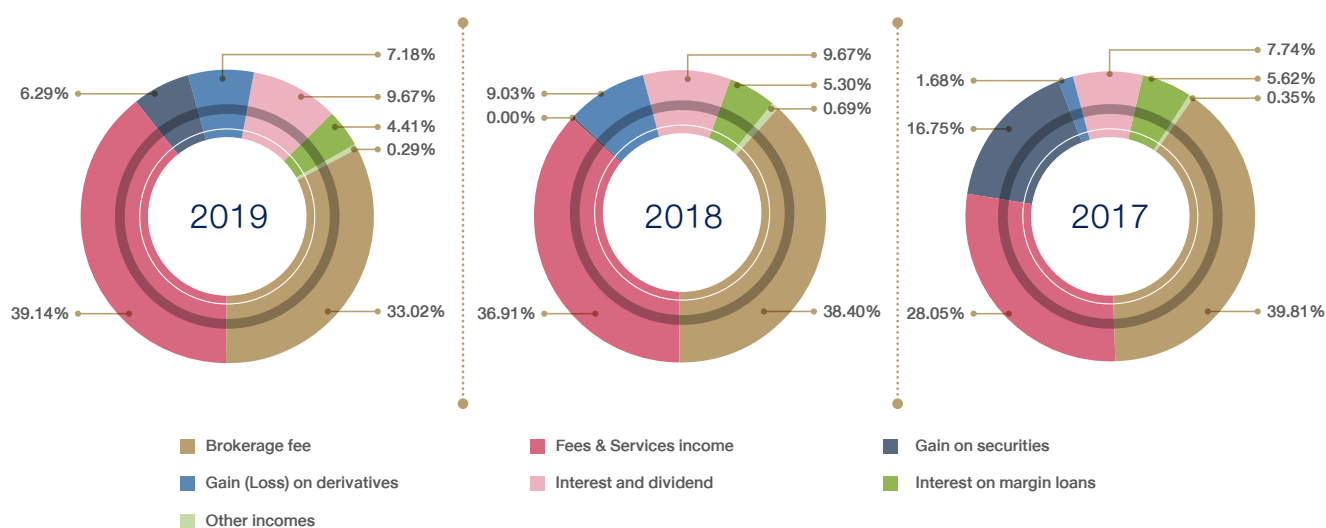
Financial Highlights

(Consolidated Financial Statements)

As at or for the year ended 31 December

	2019	2018	2017
Operating Results (Million Baht)			
Total revenues	1,914.67	2,271.05	2,554.56
Total expenses	1,468.26	1,728.23	1,625.04
Share of profit from investments in associate	0.16	-	-
Profit before tax	446.57	542.82	929.52
Profit for the year	359.42	434.20	741.57
Financial Position Statement Information (Million Baht)			
Total assets	6,330.43	6,391.93	11,290.93
Total liabilities	1,685.25	1,765.87	6,459.55
Total owners' equity	4,645.18	4,626.06	4,831.38
Investments	3,177.43	2,318.48	4,334.67
Margin loan	1,277.01	1,544.16	2,891.31
Common Share Information (Baht)			
Par value	1.00	1.00	1.00
Book value per share	2.21	2.20	2.29
Earning per share	0.17	0.21	0.35
Dividend per share	0.13	0.20	0.30

Consolidated revenue structure



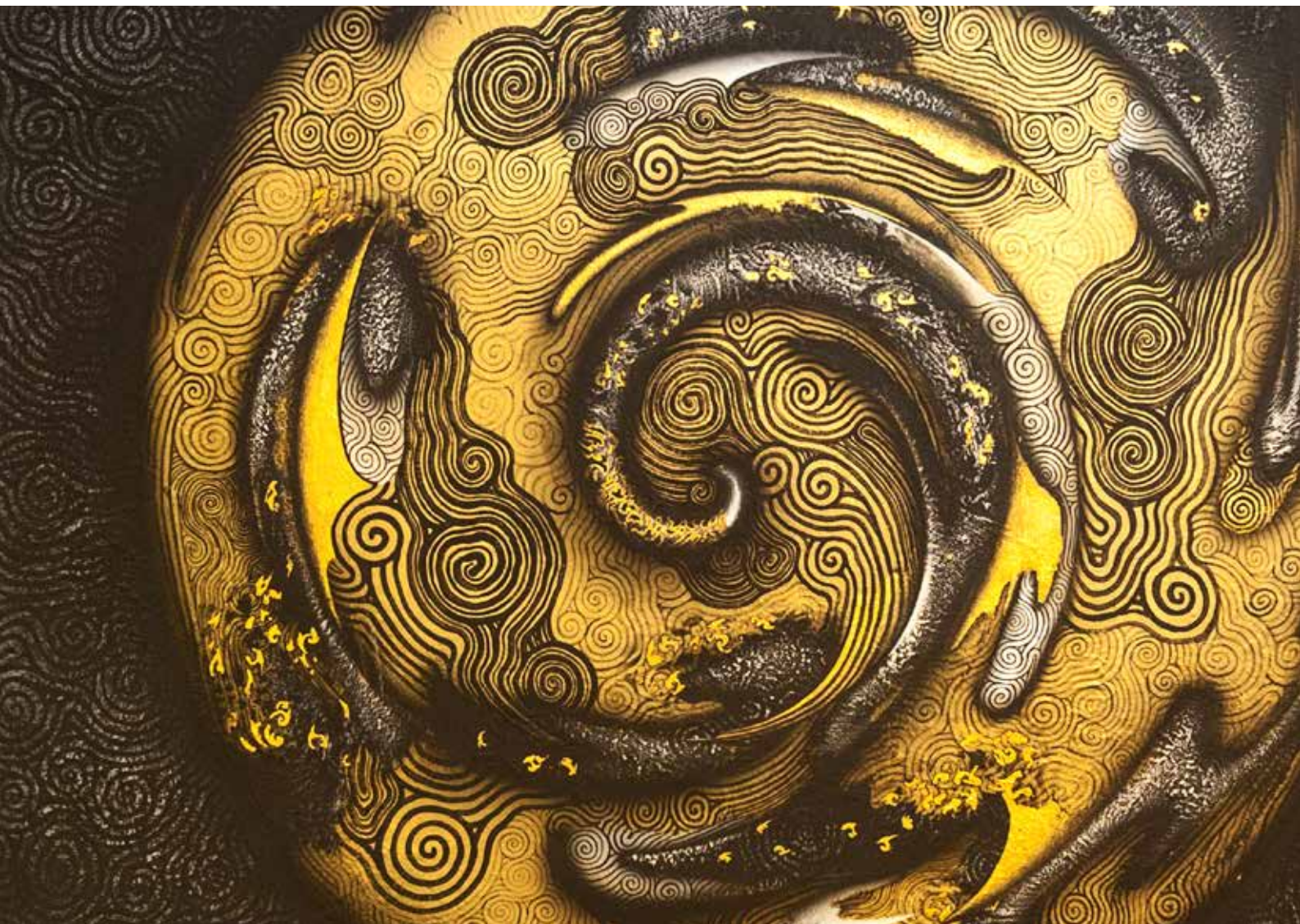
Financial Ratios

(Consolidated financial statements)

Financial Ratio		2019	2018	2017
Profitability Ratio				
Gross profit margin	%	90.39	88.07	90.41
Net profit margin	%	18.77	19.12	29.03
Return on equity	%	7.75	9.18	15.48
Return on investment	%	14.01	9.81	14.91
Efficiency Ratio				
Return on asset	%	5.65	4.91	7.01
Asset turnover	Times	0.30	0.25	0.24
Financial Ratio				
Liquid assets to total borrowings	Times	5.66	5.42	1.25
Performing assets to total borrowings	Times	8.81	8.28	2.64
Liquid assets to total assets	%	50.66	46.58	37.42
Performing assets to total assets	%	78.86	71.12	79.04
Debt to equity	Times	0.36	0.38	1.34
Dividend payout ^{1/}	%	76.16	96.99	85.18
Other Ratio				
Net investment in securities to total assets	%	50.19	36.27	38.39
Earning per share	Baht	0.17	0.21	0.35

^{1/} The Board of Directors Meeting no. 4/2020 which was held on 1 April 2020 decided to approve the payment of interim dividend from the Company's net profit in 2019 at 0.07 baht per share, totaling approximately 147,395,923.08 baht to the shareholder on the record date for specifying the list of shareholders who have the right to receive this dividend was on 13 March 2020 and the dividend will be paid on 27 April 2020.

This interim dividend of 0.07 baht per share, when combined with the interim dividend of 0.06 baht per share for the first half of the year 2019 (which was paid on 10 September 2019), constitutes an annual dividend of 0.13 baht per share, totaling approximately 273,735,285.72 baht.



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

In the year 2019 Thailand witnessed the highly significant occasion of the Royal Coronation Ceremony to mark the accession to the throne of King Rama X of the Chakri dynasty. The Royal Coronation Ceremony is a majestic tradition of Thailand's reflecting the beauty of culture, the ancient traditional royal practice, as well as the continued glory of the royal institution of the Thai people.



Fluctuations and the slowdown in the overall Thai economy in 2019 were caused by several factors: concern over the result of the election towards the stability of the coalition government of 19 political parties, delays in operating the government's mega infrastructure projects to meet deadlines, and the baht appreciation resulting in the decrease in exports, affecting employment and weakening tourism.

The global economy is likely to continue its slowdown, especially given the prolonged trade dispute between the United States and China. The number of reports of economic activities reflect the downturn of the world economy, such as the decline in the export sector, the PMI of the industrial sector, and investment by the private sector. Several central banks have begun to implement business stimulating measures by reducing interest rates and injecting funds to stimulate further investment. It is speculated that the direction of interest rates should remain stable at the low level. At the same time, the investment market is still experiencing an uncertain political situation in regards of geopolitical risk. For example, violence in the Middle East, Brexit, protests in Hong Kong, Spain and Chile, including the uncertainty of trade negotiations between the United States and China.

As regards the catchphrase "Beyond Boundaries", Asia Plus group wishes to surpass any current limitations by widening its vision, whether it be ideas (think outside the box) and opportunities emerging around us, like investment. The more knowledge we obtain, the greater the possibility we can envisage opportunities from different angles, meaning greater success. Asia Plus group is determined to search for opportunities available throughout the world, from different perspectives, to study, learn and present these opportunities as an option for customers. Learning shall not be limited to only within the country but should follow the global trends and ongoing changes. Being up-to-date allows in-time and prompt adaptation.

Asia Plus group was one of the first pioneers in representing new products to customers such as global investment and startup investment across countries. Following on from changes in digital and new technology throughout the world and its influence upon people's everyday lives, and both human and artificial intelligence, Asia Plus group thrives to learn and adapt in accordance with these current changing trends in the world. By doing this, the Company still preserves its stance and business operating guidelines by adapting new technology in conducting business or facilitating customers. Nonetheless, staff are essential to the Company's business operations. Promoting staff to learn, self-develop as well as enhancing technology will drive the organization forward.

To join in force and unity so as to achieve the goals set by the Company group, and to create success together under Asia Plus group, the four companies join hand in hand to provide investment options and seamless experience to customers to achieve the investment target by offering a one-stop service whereby multiple investment products are offered.

Lastly, on behalf of the Board of Directors, we would like to express our sincere gratitude to all shareholders, customers, staff, business partners, and every relevant party for their continued trust and support given to Asia Plus group. We would like to ensure you that Asia Plus group is determined to improve its products and quality of service, and conduct business towards success according to the Company's strategy plan so as to create continued returns for shareholders.

Mr. Chali Sophonpanich
Chairman of the Board of Directors

Mr. Kongkiat Opaswongkarn
Chief Executive Office

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

1. Disseminating an investment base in various businesses to acquire balance and sustainability.
2. 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.
3. Equipping the organization with the effective management system of knowledge entities and information.
4. Creating the organizational culture using the value of organization in connecting the company's goals with personnel within the organization.
5. 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

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

Our Values

G



Good Governance

We believe in and support honest intention and behaviors in all we do, by ensuring good governance and transparency for building long term relationships, trust and credibility with stakeholders.

R



Responsive

We strive for strong team collaboration to achieve corporate success as a whole by actively responding to the needs of our clients and stakeholders.

A



Accountability

We take corporate accountability amongst team and Asia Plus group as our own responsibility.

C



Creativity

We enhance capabilities by leveraging all knowledge base for our business to create Asia Plus group' uniqueness as an "Investment Advisor of Choice".

E



Enthusiasm

We are committed and proactive towards our work. We are highly motivated and passionate in driving ourselves and the team to achieve goals.

Corporate Strategies

The Company has made key corporate strategies for the next five years to set business objectives and directions in 2016 - 2020 as a guideline for all the Company's departments to achieve the following goals

Knowledge & Value

To develop products and services and improve employee efficiency in terms of working knowledge and interaction skill as well as encourage employees to keep themselves updated to news and current affairs to keep up with rapidly changing situations.

Technology & Digital Platform

To use technology and digital platform to offer new services and improve the work efficiency.

Brand & Reputation

To make the Company's brand become acknowledged and accepted by target customers.

People & Culture

To create corporate culture by fostering "GRACE" corporate value and maximize personnel efficiency to better understand and answer customer's needs professionally.

Details on Directors and Executives

Asia Plus Group Holdings Public Company Limited



Mr. Chali Sophonpanich

Age 58 years

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

Date of appointment to the Board: 25 April 1988

Education/Training

- M.B.A., Finance, University of Chicago, USA
- B.S., Engineering, Brown University, USA
- 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 2019:

8,391,463 shares (0.40%)

No. of director position in other business

- Other listed company 1 company
- Non-listed company 48 companies

Work Experience

Asia Plus Group Holdings Public Company Limited

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

Subsidiaries

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

1990 - Present	Director Fraser Property (Thailand) Public Company Limited
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Positions in non-listed companies

2015 - Present	Director, Chatrium Residence Sathon Company Limited
2006 - Present	Chairman, of the Board of Directors Asia Warehouse Company Limited
2003 - Present	Director, Riverside Garden Marina Company Limited
2002 - Present	Director, Shrewsbury International School Bangkok Company Limited
1996 - Present	Director, Asia Industrial Estate Company Limited
1996 - Present	Director, Sukhumvit City Company Limited
1990 - Present	Director, Bangkok Club Company Limited
1987 - Present	President, City Realty Company Limited



Mr. Kongkiat Opaswongkarn

Age 63 years

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

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, USA
- B.Engineering (First Class Honour), Chulalongkorn University
- Corporate Governance for Capital Market Intermediaries (CGI), Class 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 2019:

556,981 shares (0.03%)

No. of director position in other business

- Other listed company - None -
- Non-listed company 3 companies

Work Experience

Asia Plus Group Holdings Public Company Limited

2010 - Present	Member of the Nomination Committee
2004 - Present	Chief Executive Officer (Authorized Director)

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

Jan.2019 - Present	Director, Fidelity Management Company Limited
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

Age 72 years

Independent Director

Member of the Remuneration Committee and
Member of the Risk Management Committee

Date of appointment to the Board: 16 January 1998

Education/Training

- M.B.A., Liverpool University, UK
- B.Commerce, Liverpool University, UK
- 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 2019:

- None -

No. of director position in other business

- Other listed company - None -
- Non-listed company 1 company

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 and Member of the Risk Management Committee, Asia Plus Securities Company Limited (Core Company)
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Positions in other listed companies

- None -

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

Age 76 years

Independent Director, Chairman of the Audit Committee,
Member of the Nomination Committee, Member of the Risk
Management Committee and Chairman of the Corporate
Governance and Social Responsibility Committee

Date of appointment to the Board: 27 May 2004

Education/Training

- Ph.D., Finance, University of Illinois, USA
- Master of Accounting Science, University of Illinois
- 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 2019:

203,112 shares (0.01%)

No. of director position in other business

- Other listed company 5 companies
- Non-listed company 3 companies

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 and 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
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
1988 - Present	Chairman, Dr. Virach & Associates Office Company Limited
2003 - 2016	Chairman of the Audit Committee, TRIS Rating Company Limited
1993 - 2017	Director, Supalai Property Management Company Limited



Mr. Sopon Punyaratabandhu

Age 57 years

Independent Director, Member of the Audit Committee, Member of the Remuneration Committee, Member of the Nomination Committee, Chairman of the Risk Management Committee and Member of the Corporate Governance and Social Responsibility Committee

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
- Certified Public Accountant
- Fellow Member, The Thai Institute of Directors Association
- Corporate Governance for Capital Market Intermediaries (CGI), Class No.5/2015, 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

% of shareholdings as of 31 December 2019:

- None -

No. of director position in other business

- Other listed company 3 companies
- Non-listed company 13 companies

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 and Member of the Audit Committee

Subsidiaries

- 2016 - Present Director and Chairman of the Audit Committee, Asset Plus Fund Management Company Limited
- 2014 - Present Independent Director, Member of the Audit Committee and Chairman of the Risk Management Committee, Asia Plus Securities Company Limited (Core Company)

Positions in other listed companies

- Jul.2019 - Present Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance Committee, SVI Public Company Limited
- 2008 - Present Executive Director (Authorized Director), Copperwired Public Company Limited
- 2000 - Present Executive Director (Authorized Director), Vintcom Technology Public Company Limited

Positions in non-listed companies

- 1999 - Present President, Vnet Capital Company Limited
- 2000 - 2016 President & Director, Thai Venture Capital Association



Mr. Satit Chanjavanakul

Age 71 years

Independent Director, Member of the Audit Committee, Chairman of the Nomination Committee, Member of the Risk Management Committee and Member of the Corporate Governance and Social Responsibility Committee

Date of appointment to the Board: 27 May 2004

Education/Training

- M.Sc., Textile Technology, University of Leeds, UK
- 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
- Board Nomination and Compensation Program (BNCP) Class No. 7/2019, The Thai Institute of Directors Association

% of shareholdings as of 31 December 2019:

- None -

No. of director position in other business

- Other listed company 4 companies
- Non-listed company 2 companies

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 and Member of the Audit Committee

Subsidiaries

- 2014 - Present Independent Director, Member of the Audit Committee and 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
- 2009 - Present Chairman, SNC Former 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
- 2009 - 2016 Independent Director and Member of the Audit Committee, Chumporn Palm Oil Industry Public Company Limited

Positions in non-listed companies

- 1991 - Present Director, SPC Home Ideas Company Limited
- 2013 - May 2019 Director, Witcorp Product Company Limited
- 2004 - 2008 Secretary General Board of Investment



Mrs. Nintira Sophonpanich

Age 54 years

Director, Member of the Corporate Governance and Social Responsibility Committee and Advisor to the Executive Committee

Date of appointment to the Board: 18 April 1994

Education/Training

- M.B.A., London University Cass Business School, UK
- B.Sc., Economics (Honor), London School of Economics and Political Science, UK
- Director Accreditation Program (DAP), Class May 4, 2005, The Thai Institute of Directors Association
- Financial Executive Development Program, Class 5 (FINEX V)

% of shareholdings as of 31 December 2019:

3,259,902 shares (0.15%)

No. of director position in other business

- Other listed company 1 company
- Non-listed company 7 companies

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

2016 - Present President, Foundation for the Welfare of the Crippled under the Royal Patronage of Her Royal Highness the Princess Mother
2016 - Present President, Srisangwan School, Foundation for the Welfare of the Crippled under the Royal Patronage of Her Royal Highness the Princess Mother
2016 - Present President, Rehabilitation Center for the People with Physical Disabilities under Foundation for the Welfare of the Crippled under the Royal Patronage of Her Royal Highness the Princess Mother
2003 - Present Director and Treasurer, The Queen's Gallery Foundation
2002 - Present Director, Foundation for the Welfare of the Crippled under the Royal Patronage of Her Royal Highness the Princess Mother
2000 - Present Director, Bangkok MUFG Company Limited
1999 - Present Director and Treasurer, The Pan Pacific Southeast Asia Women's Association International



Mr. Patchara Surajaras

Age 61 years

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

Date of appointment to the Board: 1 March 2001

Education/Training

- Ph.D., Financial Economics, Claremont Graduate School, USA
- M.A. Economics, University of North Carolina at Greensboro, USA
- 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 2019:

- None -

No. of director position in other business

- Other listed company - None -
- Non-listed company 3 companies

Work Experience

Asia Plus Group Holdings Public Company Limited

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

Subsidiaries

2018 - Present Executive Director (Authorized Director), Asset Plus Fund Management Company Limited
2014 - Present Executive Director (Authorized Director) and 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. Pithayain Assavanig

Age 50 years

Executive Director (Authorized Director)

Date of appointment to the Board: 19 April 2017

Education/Training

- M.B.A., University of La Verne, USA
- B.B.A., in Accounting, Thammasat University
- Director Certification Program (DCP), Class No.197/2014, The Thai Institute of Directors Association
- CFO Certification Program, Class No.20/2016, Federation of Accounting Professions

% of shareholdings as of 31 December 2019:

- None -

No. of director position in other business

- Other listed company - None -
- Non-listed company 2 companies

Work Experience

Asia Plus Group Holdings Public Company Limited

2017 - Present	Executive Director (Authorized Director)
2012 - Present	Chief Financial Officer and Chief Accountant (Registration certificate as Chief Accountant with criteria specified by Department of Business Development)

Subsidiaries

2018 - Present	Director, Asia Plus Advisory Company Limited
2013 - Present	Director and Member of the Audit Committee, Asset Plus Fund Management Company Limited

Positions in other listed companies

- None -

Positions in non-listed companies

2017 - 2018	Committee, Securities Investor Protection Fund (SIPF) The Stock Exchange of Thailand
2017 - 2018	Committee, Derivatives Investor Protection Fund (DIPF) The Stock Exchange of Thailand
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

Detail on Executives

Ms. Vimolpan Suwantewatoo

Age 58 years

Senior Executive Vice President

Date of being 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 2019:

- None -

No. of director position in other business

- Other listed company - None -
- Non-listed company - None -

Work Experience

Asia Plus Group Holdings Public Company Limited

2019 - Present	Senior Executive Vice President, Human Resources Division
2011 - 2019	Executive Vice President, Human Resources Division

Subsidiaries

- None -

Positions in other listed companies

- None -

Positions in non-listed companies

2009 - 2011	Senior Vice President Standard Chartered Bank (Thai)
2005 - 2007	Vice President Krungthai AXA Life Insurance Company Limited
2000 - 2005	Senior Vice President Ek-Chai Distribution System Company Limited (Tesco Lotus)

Mr. Chirasak Ongpaibool

Age 51 years

Senior Executive Vice President

Date of being 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 2019:

- None -

No. of director position in other business

- Other listed company - None -
- Non-listed company - None -

Work Experience

Asia Plus Group Holdings Public Company Limited

2019 - Present	Senior Executive Vice President, Compliance and Audit Department
2014 - 2019	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

2014 - Present	Director, Compliance Club, Association of Thai Securities Companies
2010 - 2011	Head of Compliance, Office of General Counsel, Phatra Securities Public Company Limited
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 2019
2. Relationship with other director or executive : Mr. Chali Sophonpanich (Chairman of the Board of Directors) is a younger brother of husband of Mrs. Nintira Sophonpanich (Director).
3. Record of involvement in illegal 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 foregoing 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) The executives of the Company are Mr. Kongkiat Opaswongkarn, Mr. Chali Sophonpanich, Mr. Patchara Surajaras, Mr. Pithayain Assavanig, Ms. Vimolpan Suwantewatoo and Mr. Chirasak Ongpaibool and the Chief Financial Officer is Mr. Pithayain Assavanig.

Details on Directors and Executives

Asia Plus Securities Company Limited (Core Company)

Details on Directors

As at 31 December 2019 Asia Plus Securities Company Limited has 9 directors. List of the members is given below:

Name of Directors	Position	Date of appointment by shareholder meeting/Board
Mr. Chali Sophonpanich	Chairman of the Board of Directors, Executive Director (Authorized Director)	20 June 2014
Mr. Kongkiat Opaswongkarn	Chief Executive Officer (Authorized Director)	20 June 2014
Mr. Virach Aphimeteetamrong	Independent Director, Chairman of the Audit Committee, Member of the Risk Management Committee	20 June 2014
Mr. Michael David Roberts	Independent Director, Member of the Risk Management Committee	20 June 2014
Mr. Sapon Punyaratabandhu	Independent Director, Member of the Audit Committee, Chairman of the Risk Management Committee	20 June 2014
Mr. Satit Chanjavanakul	Independent Director, Member of the Audit Committee, Member of the Risk Management Committee	20 June 2014
Mrs. Nintira Sophonpanich	Director, Advisor to the Executive Committee	20 June 2014
Mr. Patchara Surajaras	Executive Director (Authorized Director), Member of Risk Management Committee	20 June 2014
Mrs. Jeeraphat Pimantip ^{1/}	Executive Director (Authorized Director)	22 May 2015
Mr. Ratch Sodsatit ^{2/}	Executive Director (Authorized Director)	1 July 2019

Remark :

^{1/} Mrs. Jeeraphat Pimantip resigned from director of the company with effect from 1 June 2019

^{2/} Mr. Ratch Sodsatit was appointed to be the director of the company with effect from 1 July 2019

Director no. 1 – 8 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. 9 - 12 and the detail of director no. 9 - 10 are as below.





Mr. Ratch Sodsatit

Age 48 years

Executive Director (Authorized Director)

Date of appointment to the Board: 1 July 2019

Education/Training

- M.B.A. Seattle University, USA
- Bachelor of Engineering, Chulalongkorn University
- Corporate Governance for Capital Market Intermediaries (CGI) Class No.1/2014, The Thai Institute of Directors Association

% of shareholdings as of 31 December 2019:

- None -

No. of director position in other business

- Other listed company - None -
- Non-listed company - None -

Work Experience

Asia Plus Securities Company Limited

Jul. 2019 - Present Executive Director (Authorized Director)

Asia Plus Group Holdings Public Company Limited (Parent Company)

2012 - 2013 Senior Vice President

Asset Plus Fund Management Company Limited (Group Company)

2013 - Jun. 2019 Managing Director

Mr. Ratch Sodsatit was appointed as the director of the company with effect from 1 July 2019

Mrs. Jeeraphat Pimantip

Age 57 years

Executive Director (Authorized Director)

Date of appointment to the Board: 22 May 2015

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 No.21/2015, Capital Market Academy

% of shareholdings as of 31 May 2019:

- None -

No. of director position in other business as of 31 May 2019

- Other listed company - None -
- Non-listed company - None -

Work Experience

Asia Plus Securities Company Limited

2015 - May 2019 Executive Director (Authorized Director)

Asia Plus Group Holdings Public Company Limited (Parent Company)

2014 - 2015 Executive Director (Authorized 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)

2015 - May 2019 Director

Mrs. Jeeraphat Pimantip resigned from director of the company with effect from 1 June 2019

Detail on Executives

Mrs. Manee Sirinapapen

Age 62 years

Senior Executive Vice President

Date of appointment to the Board: 1 April 2017

Education/Training

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

% of shareholdings as of 31 March 2019:

64 shares (0.000003%)

No. of director position in other business as of 31 March 2019

- Other listed company - None -
- Non-listed company - None -

Work Experience

Asia Plus Securities Company Limited

2017 - Mar. 2019 Senior Executive Vice President,
Retail Brokerage Division

2015 - 2017 Executive Director (Authorized Director)

Asia Plus Group Holdings Public Company Limited (Parent Company)

2014 - 2015 Executive Director (Authorized 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

Mrs. Manee Sirinapapen resigned from the company because of the retirement with effect from 1 April 2019

Mrs. Porranee Thongyen

Age 61 years

Senior Executive Vice President

Date of appointment to the Board: 1 April 2017

Education/Training

- M.S. (Agricultural Economics), Kasetsart University
- B.S. (Agricultural Economics), Kasetsart University
- Director Certification Program (DCP), Class No.208/2015, The Thai Institute of Directors Association
- Director Accreditation Program (DAP), Class No.94/2012, The Thai Institute of Directors Association
- Capital Market Academy Leadership Program, Class 2
- Certified Investment and Securities Analyst Program - 1992-1994, CISA Level 3, Investment Analysts Association (IAA)

% of shareholdings as of 31 August 2019:

- None -

No. of director position in other business as of 31 August 2019

- Other listed company - None -
- Non-listed company - None -

Work Experience

Asia Plus Securities Company Limited

2015 - Aug. 2019 Senior Executive Vice President,
Local Research Division

Asia Plus Group Holdings Public Company Limited (Parent Company)

2014 - 2015 Senior Executive Vice President,
Local Research Division

2004 - 2013 Executive Vice President, Local Research Division

2001 - 2004 Senior Manager

Asset Plus Fund Management Company Limited (Group Company)

2012 - 2015 Director, Member of the Audit Committee,
Member of the Risk Management Committee

Other companies

2007 - Present Director, Vice President of Investment Analysts
Association (IAA)

2008 - 2011 Director, Economic and Business Alumni
Association, Kasetsart University

1994 - 1996 Director, BBL Asset Management Company Limited

1988 - 1990 Credit analyst, Bank of Ayudhya Company Limited

1987 - 1988 Securities analyst, Union Asia Finance
Company Limited

Mrs. Porranee Thongyen resigned from the company because of the retirement with effect from 1 September 2019

Notes:

1. Percentage of shareholding of directors and executives included holding by spouse and minor children as at 31 December 2019
2. Relationship with other director or executive:
Mr. Chali Sophonpanich is a younger brother of husband of Mrs. Nintira Sophonpanich (Director)
3. Record of involvement in illegal 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 foregoing 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) The executives of the company are Mr. Kongkiat Opaswongkarn, Mr. Chali Sophonpanich, Mr. Patchara Surajaras, Mr. Ratch Sodsatit and the Chief Financial Officer is Mr. Pithayain Assavanig, details are shown at page no.13

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

Details as of 31 December 2019

	Name	Position	Number of Shareholding as of 31 December 2018	Number of Shareholding as of 31 December 2019	Changing	% of Shareholding as of 31 December 2019
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		-	-	-	-
2	Mr. Kongkiat Opaswongkarn	Chief Executive Officer, Member of the Nomination Committee	556,981	556,981	-	0.026%
	Spouse and minor children		-	-	-	-
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	-	-	-	-
	Spouse and minor children		-	-	-	-
9	Mr. Pithayain Assavanig	Executive Director, Chief Financial Officer	-	-	-	-
	Spouse and minor children		-	-	-	-
Management						
1	Ms. Vimolpan Suwantewatooop	Senior Executive Vice President	-	-	-	-
	Spouse and minor children		-	-	-	-
2	Mr. Chirasak Ongpaibool	Senior 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 10 million baht. In December 1979, the Company changed its legal name to “Asia Securities Company Limited” and increased the registered capital from 10 million baht to 1 billion baht 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 2 billion baht. 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 650 million baht to be a total of 1,995 million baht, 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.

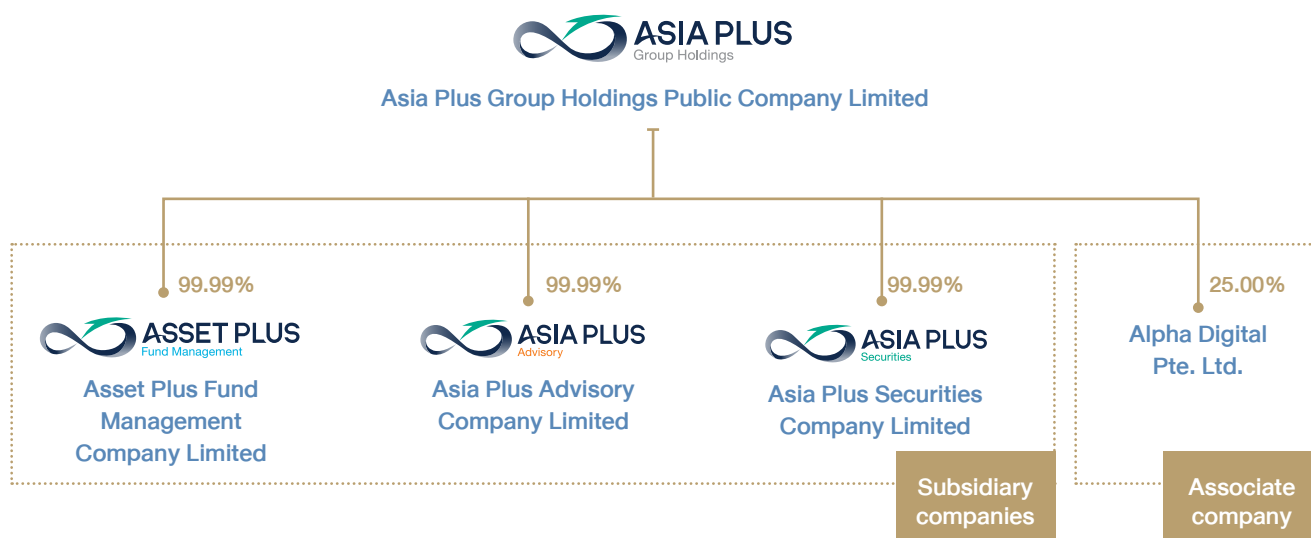
However, the business expansion in the past had not been fully implemented because the operations of all business lines were under the structure of “Securities Company”. In order to prepare for the future growth, to allow the agility in business expansion, as well as to create the flexibility for the 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, the Company transformed itself into the holding company listed in the Stock Exchange and transfer the securities business and derivatives business to the subsidiary company to operate. After the business restructuring plan was completed, the Company changed its name to “Asia Plus Group Holdings Public Company Limited” and mainly operate only investment business.

Major changes and developments

The major changes and developments of the Company in the past 3 years during 2017 - 2019 can be summarized as follows:



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 and now the paid up capital are 4,500 million baht. Asia Plus Group Holdings Public Company Limited is its major shareholder holding 99.99 percent.

Asia Plus Securities Company Limited was granted the securities business license type A from the Ministry of Finance and the derivatives business license type Sor-1 from the Capital Market Supervisory 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 broker
2. Securities dealer
3. Investment Advisor
4. Securities underwriter
5. Securities borrowing and lending
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.4 and No.5.

- Granted the derivatives business license type Sor-1 from the Capital Market Supervisory Board, the company is allowed to operate derivatives business as follows:

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

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

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. Moreover, On 22 September 2017, the SEC office notified and announced that the company is qualified to be the debenture holder's representative.

Today, Asia Plus Securities Company Limited has a total of 17 branches which included the headquarter, of which 4 branches are within Bangkok Metropolitan Area namely Phapachai, Emporium, Ngamwongwan, and Lat Phrao and another 12 are in provincial area namely Khon Kaen, Chanthaburi, Surat Thani, Si 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 15 million baht. Asia Plus Group Holdings Public Company Limited is its major shareholder holding 99.99 percent.

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 and now the paid up capital are 200 million baht. Asia Plus Group Holdings Public Company Limited is its major shareholder holding 99.99 percent.

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

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

The background of the cover is a dark, textured surface with intricate, swirling patterns in shades of gold and black. A vertical gold bar runs along the right edge. The text is positioned in the lower right quadrant, overlaid on the dark background.

**2019
Market
Summary**

Income structure of the Company and Subsidiaries

Source	By	% of share held	2019		2018		2017	
			Million Baht	%	Million Baht	%	Million Baht	%
1 Brokerage fees								
- from securities business	ASP		-	-	-	-	-	-
	ASPS	99.99%	583.53	30.48	823.24	36.25	977.09	38.25
- from derivatives business	ASP		-	-	-	-	-	-
	ASPS	99.99%	48.70	2.54	48.86	2.15	39.93	1.56
- other brokerage fees	ASP		-	-	-	-	-	-
	ASPS	99.99%	-	-	-	-	-	-
Total			632.23	33.02	872.10	38.40	1,017.02	39.81
2 Fees and service income								
	ASP		-	-	-	-	-	-
	ASSET PLUS	99.99%	376.63	19.67	457.69	20.15	312.36	12.23
	ASPA	99.99%	101.24	5.29	103.06	4.54	143.81	5.63
	ASPS	99.99%	271.57	14.18	277.49	12.22	260.37	10.19
Total			749.44	39.14	838.24	36.91	716.54	28.05
3 Gain on securities								
	ASP		86.70	4.53	-	-	140.42	5.50
	ASPS	99.99%	33.68	1.76	-	-	287.43	11.25
Total			120.38	6.29	-	-	427.85	16.75
4 Gain (Loss) on derivatives								
	ASP		39.75	2.08	7.55	0.33	31.84	1.25
	ASPS	99.99%	97.78	5.11	197.48	8.70	11.15	0.43
Total			137.53	7.19	205.03	9.03	42.99	1.68
5 Interest and dividend								
	ASP		76.61	4.00	82.91	3.65	92.19	3.61
	ASSET PLUS	99.99%	1.49	0.08	1.56	0.07	3.40	0.13
	ASPA	99.99%	0.73	0.04	0.55	0.02	0.77	0.03
	ASPS	99.99%	106.32	5.55	134.68	5.93	101.38	3.97
Total			185.15	9.67	219.70	9.67	197.74	7.74
6 Interest on margin loans								
	ASP		-	-	-	-	-	-
	ASPS	99.99%	84.45	4.41	120.35	5.30	143.44	5.62
Total			84.45	4.41	120.35	5.30	143.44	5.62
7 Other income								
	ASP		1.07	0.06	3.33	0.15	0.54	0.02
	ASSET PLUS	99.99%	0.28	0.01	0.25	0.01	0.23	0.01
	ASPA	99.99%	0.28	0.01	0.29	0.01	1.25	0.05
	ASPS	99.99%	3.86	0.20	11.75	0.52	6.96	0.27
Total			5.49	0.28	15.62	0.69	8.98	0.35
Total Revenues			1,914.67	100.00	2,271.04	100.00	2,554.56	100.00

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

2019 Business Operations and Market Summary

1. The Company's business

After the restructuring from Securities Company to Holding Company, Asia Plus Group Holdings Public Company Limited operates investment as a core business. The Company has an investment policy in equity instruments, debt instruments, 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 to 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 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 which is the core company; Asia Plus Securities Company Limited ("Asia Plus Securities") operating the Securities and Derivatives business and another 2 subsidiary companies; Asset Plus Funds Management Company Limited ("Asset Plus Fund Management") operating the asset management business and Asia Plus Advisory Company Limited ("Asia Plus Advisory") operating the investment banking business. The company has solid business structure. Thanks to collaboration in the group, the Company can enhance service quality and offer a wide, comprehensive range of products and services and expand operation in other businesses. The services provided by the subsidiary companies are as following.

2. The subsidiaries' businesses

2.1 Asia Plus Securities Company Limited

- **Business overview**

1) Securities Brokerage Business

Asia Plus Securities, 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 head office and a total of 16 office branches in Bangkok and different regions of Thailand.

Investors are provided with 2 types of securities trading accounts.

1. Cash trading accounts, which can be categorized by the settlement risk into ; Cash Account and Cash Balance Account.
2. Credit Balance account

Investors are able to trade securities through the company via 2 channels:

1. Orders made via investment consultant.
2. Orders made via the internet.



Trading value categorized by customer type, account type and trading channels in the past 3 years are as below:

Trading Value	2019	2018	2017
SET and MAI (Million baht)	11,220,825.43	12,395,247.45	10,949,603.32
The company (Million baht)	383,525.03	567,196.15	589,331.52
The company's market share (%)	1.71%	2.29%	2.69%
Categorized by customer type (%)			
- Institutional	5.95%	6.44%	7.24%
- Local	91.90%	91.36%	89.33%
- Foreign	2.15%	2.20%	3.43%
Categorized by account type (%)			
- Cash account	76.11%	72.24%	83.58%
- Credit balance	23.89%	27.76%	16.42%
Categorized by trading channels (%)			
- Via Investment Consultants	37.91%	39.75%	40.88%
- Via internet	62.09%	60.25%	59.12%

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

In 2019, the Company had revenue from the security brokerage business of 642 million baht or 48% of total revenue, compared with 897 million baht or 52% of total revenue in 2018 and 1,036 million baht or 53% of total revenue in 2017.

The Company has quality and experienced marketing and analyst teams ready to advise investors about both fundamental and technical factors. In March 2019, the Company's analyst team won four IAA Awards for Analysts that guarantee quality of the Company's analyst team as follows:

1. Best Fundamental Research Coverage
2. Best Analyst Award for Fundamental Strategies (retail investors)
3. Best Analyst Awards for Finance Sector (retail investors)
4. Best Analyst Award for Service Sector (retail investors)

In addition to securities brokerage services, the Company also provides a wide range of financial products, including global securities, local and global debt instruments, debt instruments in the secondary market, mutual funds, derivatives products, and other alternative investment products.

2) Futures Trading Brokerage Business

The company received a derivatives agent license from the Securities and Exchange Commission (SEC) according to the Derivatives Act B.E. 2546 on 13 February 2015. There are nine derivatives products in the market at present, which are SET50 Futures, SET50 Options, Single Stock Futures, Gold Futures, Gold-D, Gold Online, Rubber Futures, Interest Rate Futures, SectorIndex Futures, and USD Futures. Investors can use futures contracts and options contracts to hedge against risk, to speculate, and as underlying assets in the case of Gold Futures, Gold-D, Rubber Futures, and USD Futures.

Investors who want to invest in derivatives instruments have to deposit initial margin as determined by Thailand Clearing House Co., Ltd (TCH) and the Futures Industry Club (FI Club). If the direction of underlying assets is against the forecast, a margin call will be applied to cover the risk. Therefore, derivatives investment is only suitable for those with high risk tolerance.

The company has a plan to provide knowledge and develop tools and research papers to help investors to use futures contracts effectively.



3) Securities Trading Business

The company engages in a securities trading business, screening for bills of exchange (B/E) in the primary and secondary markets to offer to those who are interested in debt instrument investments which provide the consistent returns. The securities trading business has become a significant business to the company.

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 its 2 subsidiary companies; the Asia Plus Advisory Company Limited ("Asia Plus Advisory"), and the Asia Plus Securities Company Limited ("Asia Plus Securities"). 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 advises the issuing and offering of debt instruments; for example debentures, bill of exchange and, also, Hybrid instrument, to other firms.

4.1 Financial Advisory Service

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 approved by the Office of the SEC. The services provided can be categorized as follows:

- Securities Issuance and Offering
- Mergers and Acquisitions
- Independent Financial Advisory Service
- Debt Restructuring
- General Financial Advisory Services

In 2019, Asia Plus Advisory Company Limited was a financial advisor for three the new listed companies that proposed for approval from the SEC and were listed on the securities markets. Asia Plus Advisory Company Limited is also in the process of preparation to act as a financial advisor for listing of many other companies.

Apart from securities listing advisory services, Asia Plus Advisory Company Limited also provided advices on merger and acquisition, issuance and offering of securities and warrants, and other transactions related to listed companies on the securities markets. In 2019, Asia Plus Advisory Company Limited engaged in business appraisal for listed companies and/or subsidiaries, warrant appraisal for buying of shares in listed companies, and independent financial advisory service by giving retail investors opinions about the tender offer of Sri Ayudhya Capital Public Company Limited (AYUD) and the merger between TMB Bank Public Company Limited (TMB) and Thanachart Bank Public Company Limited (TBANK).

Asia Plus Advisory Company Limited also engaged in other advisory services such as business appraisal in business buying/selling transactions, business restructuring, feasibility study on projects, and debt restructuring.

4.2 Underwriting Service

- Equity Instrument

The Company acts as a lead underwriter and a sub-underwriter of common shares in initial public offering (IPO), public offering (PO), and private placement (PP), which is a continuous business from a financial advisory service.

- **Debt Instrument**

The Company acts as an underwriter of debt instruments, offering private debt instruments as another choice of investment for customers, including short-term investment via 1-day to 270-day bills of exchange and long-term investment via 270-day to 10-year bonds.

a) Primary market – Customers can choose to invest in newly issued debt instruments. The issuer will receive money directly from a customer and the customer will receive interest and principal back from the issuer according to an agreed term of investment.

In 2019, the Company launched 44 long-term bonds with the total value of 17,670 million baht or an increase of 32% from 2018, which accounted for 14.46% or the second biggest market share among securities companies as ranked by Thai Bond Market Association (ThaiBMA). The Company launched both rated bonds and unrated bonds, including bonds listed on the SET and the MAI and bonds not listed in securities markets as well as special bonds such as perpetual bond, as choices for investors.

b) Secondary market – When customers invested in newly issued debt instruments in a) and would like to redeem the instruments before maturity, they can do so by selling such instruments to other customers in the secondary market at the agreed prices.

In 2020, the Company will expand a variety of bonds in terms of bond issuers, industries, and types of bonds as well as expand transactions in the secondary market so that investors can use money from bond sales to invest further in bonds in the primary market.

The debt instrument underwriting business is increasingly important to the Company.

In 2019, Asia Plus Advisory Company Limited and Asia Plus Securities Company Limited had investment banking fee income, which consists of financial advisory fee income and underwriting fee income, of 320.23 million baht, or a decrease of 22.42 million baht or 6.54% from 342.65 million baht in 2018.

5) Wealth Management Business

The Wealth Management Business has been operating for more than 14 years since 2006, providing wealth management service through an open-architecture platform to high net worth investors from individual retail investors to large corporate investors, with experienced and licensed wealth management team approved by the SEC. The Company focuses on sustainable portfolio management with good risk control in order to ensure consistent return even amid market fluctuation, with suitable and timely portfolio adjustment amid rapid changes in the economy.

As the market's leader in terms of variety of investment products, the Company can select and manage investment models that suit the market conditions, tailored to each investor.

The Company provides a wide range of financial products as follows:

- 1) Mutual funds of 18 leading fund management firms. Investors can either open investment accounts through selling agent accounts to directly invest in each fund manager or omnibus account for better convenience as investors can use a single accounts to invest in all 18 fund managers.
- 2) Local and global equity instruments. Aside from investing in local securities, investor can also invest in global securities in 24 countries or 27 markets worldwide.
- 3) Offshore mutual fund issued through affiliated banks or world's leading fund management companies.
- 4) Long-term and short-term private debt instruments in both primary and secondary markets, including debt instruments of Thai firms that are listed in foreign markets and debt instrument of foreign firms.
- 5) Derivatives and structured notes, referenced with both local and global stocks.
- 6) Private Fund. Investors can make choices on their assets, risk tolerance level, and expected returns, under management by professional fund managers approved by the SEC.
- 7) World-class hedge funds.





Aside from portfolio management or wealth management, the company also provided investors knowledge and experiences through observational study trips in countries that are remarkable markets to help them make investment decisions as follows:

- **In March**, the Company took high net worth investors to Phu Quoc Island and Ho Chi Minh City, Vietnam, a country that is developing into an emerging market in the next few years, for observational study trips as well as lectures held by Vietnam's leading securities companies, business figures, and fund managers to share their experiences.
- **In August**, the Company took new generations of investors under Future Generation Wealth Program to Ho Chi Minh City, Vietnam, to visit Vietnam's biggest real estate project as well as to study lectures held by Vietnam's leading securities companies, business figures, and fund managers to shared their experiences.
- **In September**, the Company took ultra-high net worth investors to study start-ups in Tel Aviv, Israel, a country well known for sophisticated technology and one of the world's leading start-up innovators, winning the top rank for growth in innovative industry in 2019 in World Competitiveness Ranking, IMD Business School.

In 2019, the Wealth Management division expanded its customer bases to larger-scale corporate customers for better diversity and balance compared with individual retail customer bases. The division also educated customers about risk diversification in other markets worldwide through different methods of global investment, for example, structured notes based on global stocks, fixed coupon notes (FCN), and equity-linked notes (ELN).

6) Derivatives Business

This division covers derivatives inside and outside of the Stock Exchange as well as other related businesses.

6.1 Derivative Warrants (DW)

The company first issued derivative warrants in early 2010, being a leader in the issuance and offering of derivative warrants and registered as the second issuer of derivative warrants in Thailand. Since then, the company issued and offered derivative warrants continuously via a direct listing system and could show constant growth. Derivative warrants transactions had grown significantly over the past year.

As of 31 December 2019, total 2,101 series of derivative warrants were offered in the market, covering 102 securities and 2 underlying index which are SET Index and SET50 Index. In 2019, the company issued and offered 208 series of derivative warrants, 171 of which were call warrants and the other 37 were put warrants, covering 69 securities and 1 underlying index which is SET50 Index.

In the past year, the Company had continuously developed IT system to support the new role as the market maker for SET50 Index Derivatives Warrants (SET50 DW) and Stock Derivatives Warrants (Stock DW) to ensure better system efficiency and to support an increase in the offering and trading of DWs issued by the Company amid market fluctuation. Moreover, the Company continued to educate investors through seminars at the Stock Exchange of Thailand (SET) and the Company's branch offices in Thailand and other provinces. This year, the Company held seminars to educate investors in Khon Kaen, Hat Yai, and Chiang Mai.

The Company has given importance to providing investment knowledge to investors by staging a big seminar at the Stock Exchange of Thailand (SET) and seminars at branch offices in Bangkok and other provinces. This year, the Company held seminars to educate investors in Khon Kaen, Hat Yai, and Chiang Mai. The Company also continued to develop www.warrant08.com, a website that provides complete information about DW investment, for investors to find basic knowledge, trading information, and DW price map to help in making effective DW investment plans.

In 2020, the Company is still committed to taking investors' benefit first in the derivatives warrant transactions, aiming to improve the market maker system for a faster and more stable service. The Company also plans to develop a hedging system for more efficient risk management.

6.2 Structured Notes (SN)

The company stated selling the structured notes (SN) product to the clients in 2013. The key feature of structured notes is the combination of over-the-counter equity derivatives and bond 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 notes (ELN), namely ELN-ASP#1(-P). ELN is a short-term structured notes 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 2015 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 1,000 Million Baht Project”. The types of the structured notes described in the permission were as followings.

ASP#1 : SN type ‘Equity-Linked Notes’ with either Cash or Physical Settlement

ASP#2 : SN type ‘Reverse Equity-Linked Notes’ with Cash Settlement

ASP#3 : SN type ‘Equity-Linked Notes with Put Bull Spread’ with Cash Settlement

ASP#4 : SN type ‘Equity-Linked Notes 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 3,000 Million Baht Project” in which the ‘Asia Plus Securities’ can issue and offer 4 types as followings.

ASP#1 : SN type ‘Equity-Linked Notes’ with no principal protection

ASP#2 : SN type ‘Reverse Equity-Linked Notes’ with no principal protection

ASP#3 : SN type ‘Equity-Linked Notes’ with principal protection

ASP#4 : SN type ‘Reverse Equity-Linked Notes’ with principal protection

In 2019, the company filed a request to the Office of the SEC for issuing and offering structured notes under the name “Short-term Structured Notes No.1/2019 of Asia Plus Securities Company Limited with Total Outstanding Value of Not Exceeding 3,000 Million Baht”. There were six new types of structured notes in the project, providing investors more choices of investment.

ASP#1 : SN type ‘Equity-Linked Notes’ with no principal protection

ASP#2 : SN type ‘Reverse Equity-Linked Notes’ with no principal protection

ASP#3 : SN type ‘Equity-Linked Notes’ with principal protection

ASP#4 : SN type ‘Reverse Equity-Linked Notes’ with principal protection

ASP#5 : SN type ‘Fixed Coupon Notes’ with no principal protection

ASP#6 : SN type ‘Fixed Coupon Notes’ with principal protection

However, the offering of structured notes was still limited among institutional investors and high net worth investors according to the definitions of the Office of SEC. In 2019, the company plans to provide 45 types of structured notes to investors in order to expand the investor base.



6.3 Exchange Traded Fund (ETF)

During 2012 – 2014, the company, in collaboration with Krung Thai Asset Management Public Company Limited (KTAM), has set up 6 Exchange Traded Funds (ETF), where the company performs as Market Maker (MM) and Participating Dealer (PD), as following.

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 Nov. 2012	616
2.	KTAM SET Energy ETF Tracker	ENY	SET Energy & Utilities Sector Index	1-8 Mar. 2013	725
3.	KTAM SET Food & Beverage ETF Tracker	EFOOD	SET Food and Beverage Sector Index	18-22 Mar. 2013	96
4.	KTAM SET Commerce ETF Tracker	ECOMM	SET Commerce Sector Index	27-31 May 2013	151
5.	KTAM SET ICT ETF Tracker	EICT	SET ICT Sector Index	5-16 Aug. 2013	101
6.	KTAM SET50 ETF Tracker	ESET50	SET50 Index	6-14 Mar. 2014	178

Remark : In total, the sum of initial Asset under Management (AUM) were worth of 1,867 million baht.

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.

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 arbitraging investment strategy, while the company will continuously provide the liquidity when they want to buy or sell the ETF in the market.

Although ETF trading is not much popular in Thailand, the company is still bullish that to develop a great variety of financial products will help answer the demand of investors in Thailand in the long run.

7) Global Investment

The company has begun the offshore securities investment services to both private and juristic person customers since October 2010 by selecting well-known offshore broker registered in New York Stock Exchange (NYSE) to trade securities and debt instrument overseas. At present, the company's customers are able to trade the offshore listed securities that are registered in 24 countries worldwide covering North America, Europe, and Asia Pacific. The trading orders can be made via the investment consultants or internet system.

The company cooperated with the securities companies and overseas private bank partners to screen for financial products including equity, bonds, debt instruments, mutual fund and structured notes to answer different needs of the customers, especially global structured notes like equity-linked notes and fixed coupon notes which have been considerably interested by investors.

In 2020, the Company is still focusing on developing structured notes to ensure consistent returns with not too high risk. The Company is also focusing on other products such as equity instruments and global bonds to ensure that customers enjoy the best returns from investment choices among a wide range of global financial products.

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 14 July 2006. Investors are increasingly interested 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. The 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. The Stock Exchange of Thailand (SET) has eased up short selling regulation, from limiting to only stocks on SET100 Index to including stocks that have market capitalization of exceeding 5,000 million baht for four consecutive quarters, stocks used in calculation of the underlying index or underlying securities of SSF, DW, or ETF that are traded on the SET. This new regulation is anticipated to promote growth in securities borrowing and lending transactions.

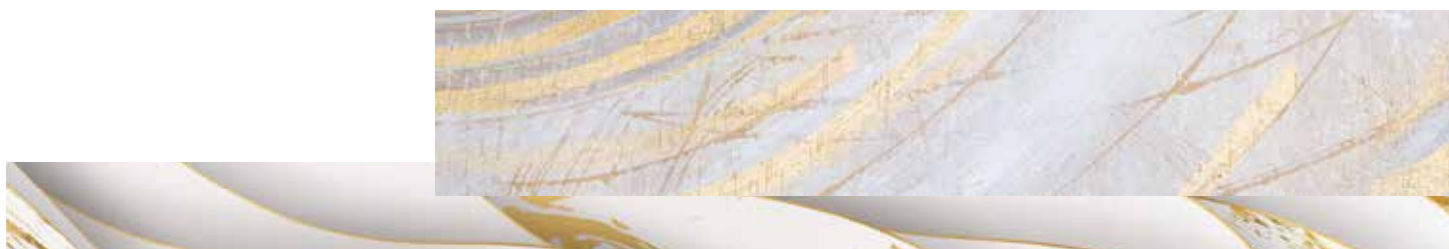
The securities borrowing and lending businesses are separated into two businesses, which are securities borrowing and lending for general investors and securities borrowing and lending for institutional investors. In the near future, the company aims to develop the securities borrowing and lending businesses to make higher revenue and ensure more solid, diversified, and balanced revenue bases for the Company.

- **Market Summary in securities business**

Market in 2019: Overview

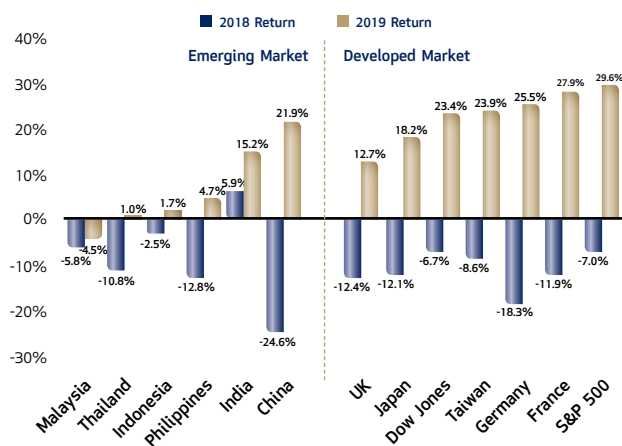
In 2019, the return of the Stock Exchange of Thailand increased 1.0% from the end of 2018, lower than other securities markets, especially developed markets, e.g. the US (+29.6%) and Germany (+25.5%).

The market fluctuated vehemently throughout 2019, which was a very challenging year. In the first six months of 2019, SET Index increased 10.6% because of many positive factors. The general election was officially held on March 24, 2019. Oil prices rose continuously due to concern about lower oil supply caused by U.S. sanctions on Iran and OPEC and non-OPEC oil producers' agreement to curb oil production, which boosted energy plays. US-China trade war showed positive development. Moreover, MSCI rebalanced calculation method for Thai stocks, including NVDR in calculation of MSCI Emerging Index. As a result, trading value on 28 May 2019 made a historical high of 204 billion baht. SET Index on 28 June 2019 closed at 1,730.34 pts.



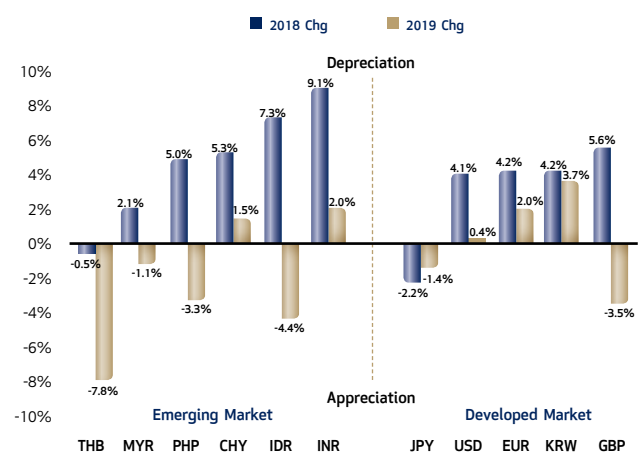
SET Index stood high in the first half of 2019. However, SET Index in the last six months of 2019 gradually decreased by 8.7%. The trade war did not show positive progress but became more intense. Foreigners were net sellers in Thai stock market throughout August-December 2019 and thus possessed net selling for the third consecutive year at the total value of 45,245 million baht in 2019, causing fluctuation in SET Index. The new Labor Protection Act was published in order to expand benefits and welfare for employees in accordance with the international standard. The new loan-to-value rule was imposed on housing loan. Earnings of listed companies turned out worse than expected, leading to down revision. All these factors kept SET Index declining under correction. On 30 December 2019, the last working day of the year, SET Index closed at 1,579.84 pts.

Global Market Returns in 2018 vs 2019



Source : Bloomberg and ASPS Research

Changes of Global Currencies in 2018 vs 2019



Source : Bloomberg and ASPS Research

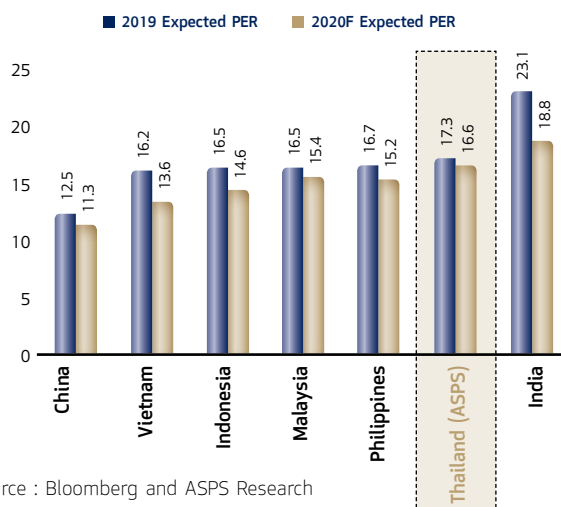
Market in 2020: Outlook

We believe the market in 2020 would remain volatile and challenging amid uncertainty about international factors. For US-China trade war, the two nations are still proceeding with four rounds of import tariffs, while tension would partly recede for the short term after they enter a truce agreement. We are keeping an eye on U.S. President Donald Trump's campaign for the presidential election in late-2019, geopolitical risk between the US and Iran, and the political unrest in Hong Kong that is still inconclusive.

Meanwhile, there is still risk from the political situation and 2020 economic growth that may be lower than expected. A research team of Asia Plus Securities Company Limited (Asia Plus Securities or ASPS) estimated Thailand's 2020 GDP growth at 2.8%, up slight from 2.7% in 2019. Main negative factors are massive household debt, the worst drought in 40 years, the delay of 2020 budget bill and also the outbreak of Coronavirus. Meanwhile, the Thailand's policy interest rate which is at a historical low of 1.00% makes the foreign fund inflow in Thai stock market may slow down. Moreover, the year 2020 will be the first year without fund flow from long-term equity fund (LTF), unlike prior years.

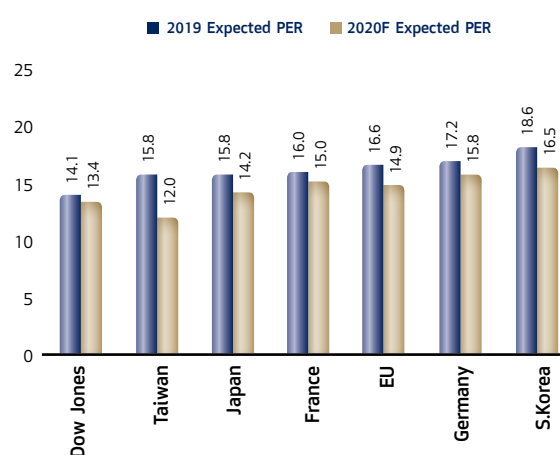
In terms of fundamental, we estimate 2020 market earnings at 1.0 trillion baht, which is equivalent to a market earnings per share (EPS) of 95.71 baht or EPS growth of 3.9%. Industries that would outperformed the market are health care services, food and beverage, commerce and energy. Compared with Asian peers, the SET is still an underperformer in terms of earnings growth, while 2020 expected price-to-earnings ratio (P/E ratio) would be in line with regional peers. Thus, foreigners are more likely to invest in other regional markets.

Expected P/E Ratio of Developing Markets



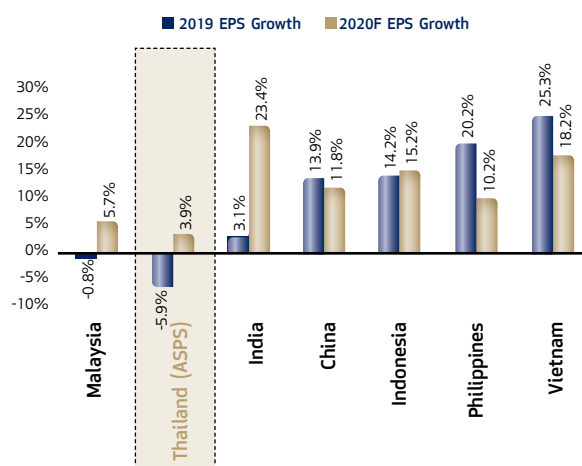
Source : Bloomberg and ASPS Research

Expected P/E Ratio of Developed Markets



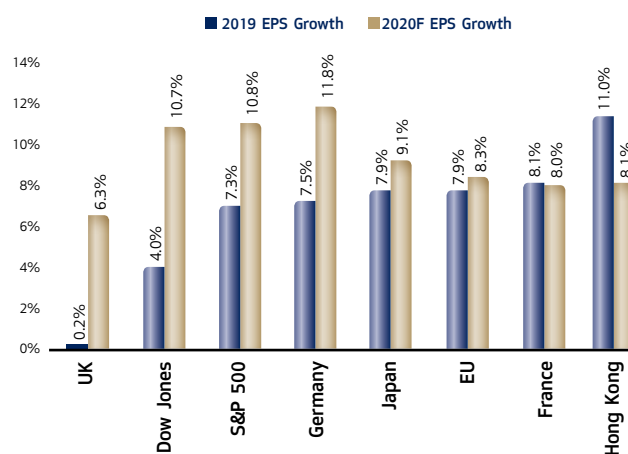
Source : Bloomberg and ASPS Research

EPS Growth of Developing Markets



Source : Bloomberg and ASPS Research

EPS Growth of Developed Markets



Source : Bloomberg and ASPS Research

Preliminarily, we set 2020 SET Index target within a lower frame of 1,531 pts and an upper frame of 1,675 pts (based on conservative P/E ratio of 16.0x-17.5x). Overall, we project SET Index to swing narrowly in 2020.

SET Index Sensitivity

PER (x)	Mar 20E	Jun 20E	Sep 20E	Dec 20E
15.5X	1,442	1,455	1,469	1,484
16.0X	1,488	1,502	1,517	1,531
16.5X	1,535	1,549	1,564	1,579
17.0X	1,581	1,596	1,612	1,627
17.5X	1,628	1,643	1,659	1,675
18.0X	1,674	1,690	1,706	1,723

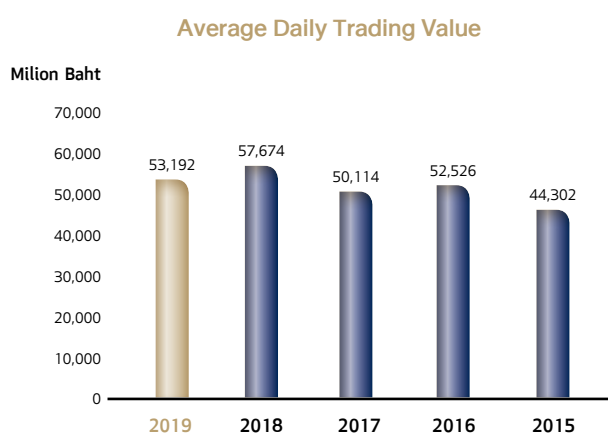
Source : ASPS Research

Competition in the securities business

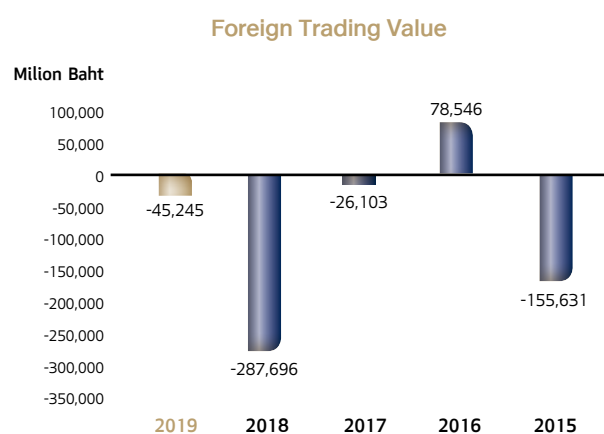
In 2019, the securities business remain competitive, especially commission fee cut competition. 2019 average brokerage commission fee rate of the industry was 0.0953%, down from 0.0961% in 2018. Average daily trading value (proprietary trading excluded) in 2019 was 46 billion baht, falling 9.1% from 51 billion baht in 2018, pressuring operating revenue and profit base of all players. As a result, each securities player is developing new integrated all-in-one products to serve customers better.

For example, Asia Plus Securities develops alternative investment products, e.g. fixed coupon notes (FCN) and equity link notes (ELN). Security players also continuously develop technology to enhance investment efficiency and better serve investors, especially new investor groups.

In 2020, brokerage commission fee rate competition would remain intense amid fast-paced technology development and the capital market that fluctuates more vehemently. It depends how each players adjust their business structure in accordance with the situation. The number of broker may decrease as some players may adjust their businesses into non-brokered businesses. For example, they may expand to portfolio advisory business, revising investment portfolio to better suit customers' risk tolerance level.



Source : The Stock Exchange of Thailand (SET)

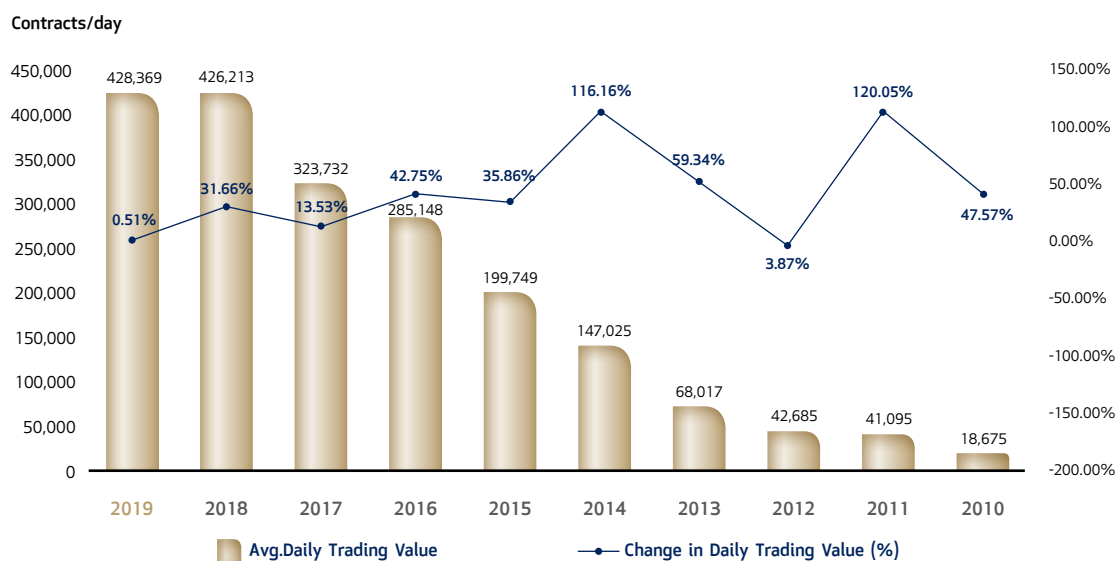


Source : The Stock Exchange of Thailand (SET)

Overview of Thailand Futures Exchange (TFEX) trading in 2019 and outlook in 2020

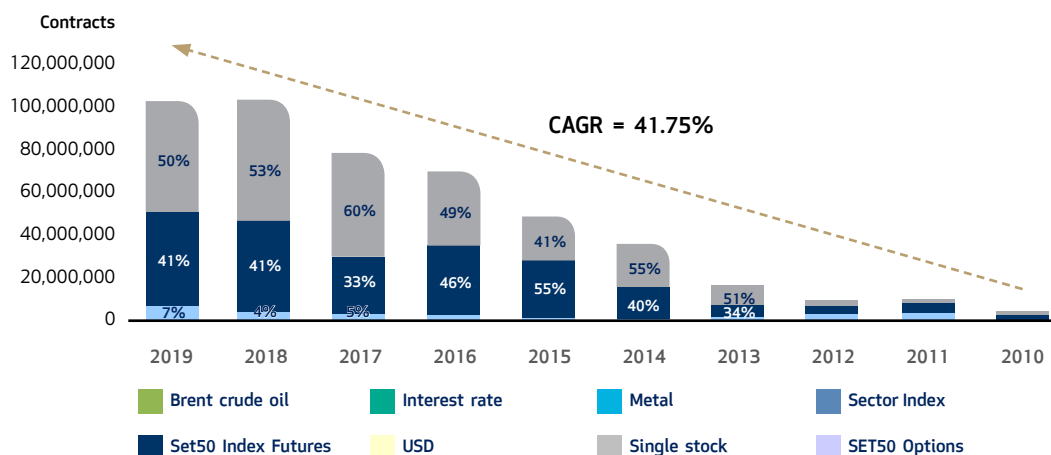
In 2019, the Thailand Futures Exchange (TFEX) stayed flat from 2018. Total trading volume of the TFEX business in 2019 was 104,521,995 contracts, unchanged from 104,422,200 contracts in 2018. There were 244 working days in 2019, fewer than 245 working days in 2018. 2019 average trading volume of the TFEX business was 428,369 contracts/day, increasing 0.5% from 426,213 contracts/day in 2018. Of all products, trading volume of Single Stock Futures accounted for 49.89% or 213,517 contracts/day, followed by SET50 Index Futures 40.65% or 173,976 contracts/day, Gold Futures 7.2% or 30,883 contracts/day, SET50 Option Futures 1.6% or 6,874 contracts/day, and USD Futures 0.6% or 2,758 contracts/day.

Trading Transactions in TFEX in 2010-2019



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

Growth of Derivatives Business by Product in 2010-2019

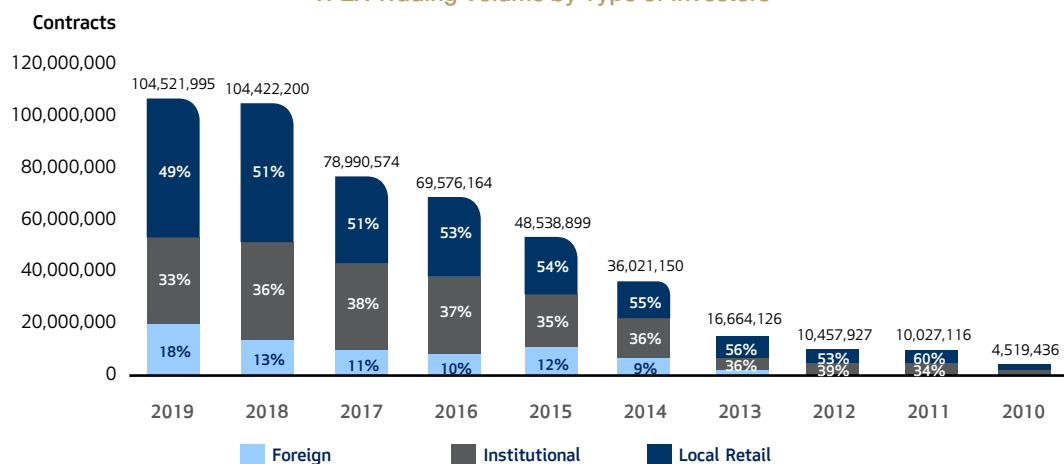


Source : The Thailand Futures Exchange (TFEX) and ASPS Research

Although daily trading volume in the TFEX grew slightly in 2019, open interest as of 30 December 2019 totaled 3,330,230 contracts or an increase of 36% from 2,440,223 contracts in 2018. Local retail investors accounted for 49% of total trading in the TFEX, followed by local institutions 33% and foreign investors 18%. Notably, the proportion of foreign investment in TFEX has increased from 11% in 2017 to 18% in 2019, while the percentage of local retail and institutional decreased from 51% and 38% in 2017 to 49% and 33% in 2019, respectively.

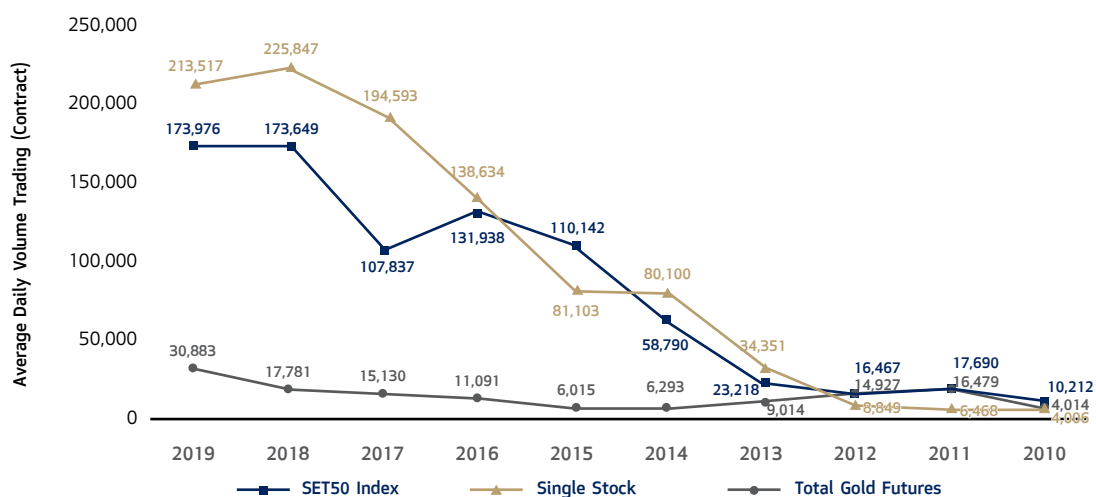


TFEX Trading Volume by Type of Investors



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

Trading Volume of Major Products in TFEX 2010 - 2019



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

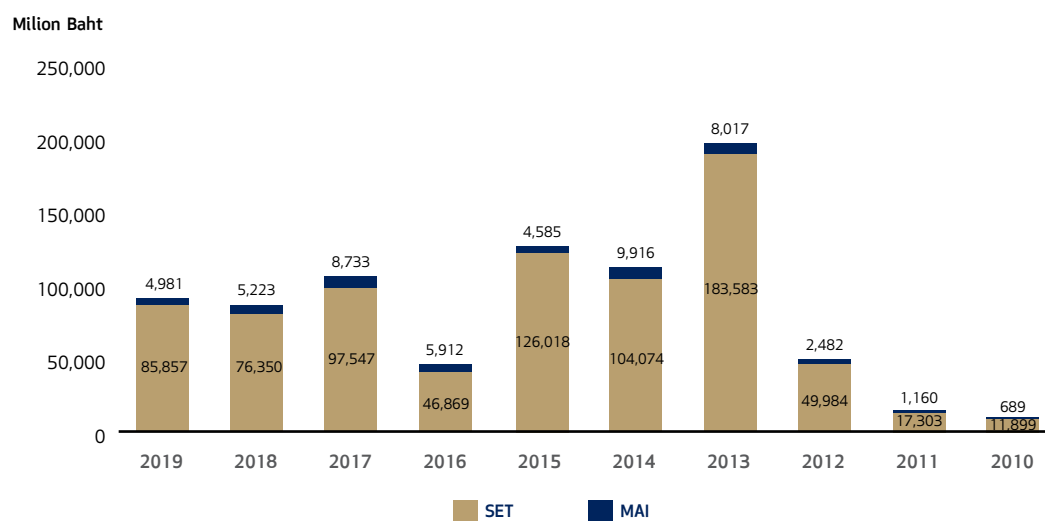
The trends of TFEX business in 2020

For 2020, the TFEX would continue growing from 2019 because SET Index is expected to swing narrowly and thus open an opportunity to speculate on SET50 Index Futures and SET50 Options both amid the market uptrend and downtrend. Single Stock Futures trading is expected to grow because the TFEX may launch new products with calculation based on 110 stocks. Gold Futures trading is projected to become more popular because gold price rises significantly and makes a seven-year high while economic risk and geopolitical risk are increasing, which would encourage investment in Gold Futures for risk management.

Overview of investment banking business in 2019 and outlook in 2020

Thirty four companies/securities were listed in the securities markets of Thailand in 2019: 13 companies in the SET, one infrastructure fund, three Real Estate Investment Trusts (REIT), and 17 companies in the Market for Alternative Investment (MAI), with combined capital raising value of 90,838 million baht. Overall, the investment banking business in 2019 rebounded, with 11 new listed companies and combined capital raising value that increased 11.35%. Notably, after SET return decreased 10.82% in 2018 (the second biggest decrease in the past ten years), SET Index rebounded significantly in the first half of 2019, thus encouraging listing of new companies in the securities markets in 2019.

Value of IPO Capital Increase in Thai Securities Markets



Source : The Stock Exchange of Thailand (SET)

Companies to be listed in Thai Markets in 2020

Company	Symbol	Market	No. of IPO Shares
Bangkok Aviation Center Public Company Limited	BAC	SET	90,000,000
Central Retail Corporation Public Company Limited	CRC	SET	1,691,000,000
Don Muang Tollway Public Company Limited	DMT	SET	140,000,000
Saksiam Leasing Public Company Limited	SAK	SET	546,000,000
SAMART Aviation Solutions Public Company Limited	SAV	SET	64,000,000
SCG Packaging Public Company Limited	SCGP	SET	1,194,800,000
Successmore Being Public Company Limited	SCM	SET	150,000,000
Srinanaporn Marketing Public Company Limited	SNNP	SET	260,000,000
Siamrajathane Public Company Limited	SO	SET	85,000,000
Siam Technic Concrete Public Company Limited	STECH	SET	203,500,000
Sri Trang Gloves (Thailand) Public Company Limited	STGT	SET	444,780,000
Micro Leasing Public Company Limited	MICRO	SET	235,000,000
AddTech Hub Public Company Limited	ADD	MAI	40,000,000
K&K Superstore Southern Public Company Limited	KK	MAI	69,000,000
Silicon Craft Technology Public Company Limited	SICT	MAI	100,000,000
Sirakorn Public Company Limited	SK	MAI	115,348,120
I&I Group Public Company Limited	IIG	MAI	25,000,000

As of January 21, 2020

Source : The Stock Exchange of Thailand (SET)

Overview of Derivatives Warrants trading in 2019 and outlook in 2020

Since the SET introduced a new product, Derivatives Warrants (DWs), and issued the first DW in the market in July 2009, the product has become increasingly popular, evident by the increasing number and trading value of DWs.

In 2018, the outstanding number of DWs increased from 1,564 series at the end of 2018 to 2,101 series, while total trading value grew 51.16% from 998,720.06 million baht to 1,509,645.37 million baht because the market in 2019 had a certain direction so total trading of securities and DWs increased.

For 2020, overall DW trading tends to improve from 2019 because the number of DW issuers has increased, so will the number of DWs. Furthermore, investors have become increasingly interested in DW trading amid the market uptrend and downtrend to increase investments and hedge against risk; this is another factor to boost DW trading volume in 2020.

2.2 Asset Plus Fund Management Company Limited

• Overview business operations

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

As at December 2019, Asset Plus Fund Management had total net assets under management of 32,312 million baht, increasing 631 million baht or 1.99% from 31,681 million baht as at December 2018. The net asset value can be classified as follows.

- **Mutual Fund** : Net asset value for mutual fund was 25,615 million baht, increasing 976 million baht or 3.96% from 24,639 million baht as at December 2018.
- **Private Fund** : Net asset value for private fund was 6,697 million baht, decreasing 345 million baht or 4.90% from 7,042 million baht as at December 2018.

In 2019, Asset Plus Fund Management had a net profit of 69.58 million baht decreasing 8.5 million baht or 10.89% from 2018. In 2019, total revenue was 380.76 million baht. Of this amount, the revenue arising from the investment brokerage fee was 376.63 million baht, while the revenue from interest income was 3.78 million baht. Other income was 0.35 million baht. Total expense was 294.14 million baht; 90.05 million baht of which was cost associated with investment management business and 204.09 million baht was operational cost.

• Changes and developments of business operations in the past year in 2019

In 2019, Asset Plus Fund Management Company Limited continued to serve investors' demands by offering a variety of investment choices and provide investment advices that are appropriate to investors' risk tolerance levels and market condition. Particularly, the mutual fund business still focused on managing existing funds for higher return than standard and ability to compete with others similar funds. At the same time, the Company was moving forward with seeking innovative investments to create an opportunity to generate consistently strong returns. 2019 was a challenging year of stock investment amid several negative factors such as US-China trade war, the withdrawal of the UK from the European Union (Brexit), and the worldwide economic deceleration. The Company sees that multi-asset mutual funds and alternative asset funds would help investors in terms of risk diversification and risk reduction amid fluctuation in the capital market.

In the past year, Asset Plus Fund Management established four new mutual funds; three of which were Asset Plus Fund Management's flagship products: 1) ASP-AAA, multi-asset fund which invests in a variety of global securities for risk diversification, 2) ASP-IHEALTH, thematic fund which invests in biotechnology and digital-healthcare technology for future healthcare industries, and 3) ASP-LEGACY-UI, alternative asset fund which invests in world-class hedge funds with quantitative investment strategies.

The aforementioned three mutual funds have been well-received by customers, with combined net asset value (NAV) in December 2019 of 1,482 million baht, ASP-AAA of 440 million baht, ASP-IHEALTH of 278 million baht, and ASP-Legacy-UI of 764 million baht. Moreover, the Company had expanded trading channels via partners to support selling and repurchasing of investment units.

- **The trends of Asset Management business**

For 2020, Asset Plus Fund Management Company Limited still anticipates worldwide investment markets to be volatile as a result of macroeconomics factors. Central banks worldwide are proceeding with easing monetary policies by keeping interest rates low and injecting additional liquidity, while some factors that caused fluctuation last year such as trade wars and Brexit have subsided. However, there are new factors such as US-Iran conflict that would still pose a challenge on business operations this year.

Still, the Company will continue to serve investors' demands by offering a wide range of investment choices, launching a more integrated products and services, and providing investment advices that are suitable for investors' risk tolerance levels and the market condition. Particularly, the mutual fund business will focus on managing existing funds for higher return than standard and ability to compete with other similar funds. At the same time, the Company was moving forward with seeking innovative investments to create an opportunity to generate consistently strong returns and satisfy customers' needs. It is expanding trading channels via partners to support selling and repurchasing of investment units for better convenience. In addition, the Company is dividing customer bases in different segments by assets under management (AUM) to help manage trading channels and returns to better suit each customer base.

2.3 Asia Plus Advisory Company Limited

Asia Plus Advisory Company Limited engages in financial advisory services in regard to capital raising via the securities markets for general companies, listed companies, and state agencies and state enterprises. For an overview of business operations, see Investment Banking Business on page 26.



Risk factors



There are risks in operating any business. Each type of business has different type and source of risk. In addition, various forms of risk can change from time to time. The greater the circumstances, the faster the situation changes. The risk of each organization may also change dramatically. In brief, the company and its subsidiaries foresaw the risk in 2019 in many aspects as follows:

1. Business Risk

Business risk is the risk arising from the inability to run a business according to the business plan or the strategy that the Company and the subsidiary company. The strategic risks that arise may occur both from internal problems of the Company and its subsidiaries or from various factors and environments that have changed from the original plan. The Company and its subsidiaries have seen that business risks in the next 2-3 years will continue to increase as a result of the rapid growth of new business models by using Technology Disruption.

The Company and subsidiaries therefore have to prepare to deal with, by studying and following up the development or movement of the evolution of information technology closely to develop business strategies and improve the competitiveness of the Company and its subsidiaries to be least affected by the changing of business conditions.

In addition, the existing competitors adapted to the current market conditions. This is another factor that the Company and its subsidiaries still consider as business risk.

2. Compliance Risk

The business operations of the Company and its subsidiaries are under the laws and regulations of the Office of the Securities and Exchange Commission ("The SEC") and the Stock Exchange of Thailand ("The SET"). If the rules, regulations, including supervision change, it may affect the competition, financial costs and operations results of the Company and its subsidiaries. Non-compliance/violation of regulations or negligence may cause the Company and subsidiaries to be probated or revoked different types of licenses.

To prevent the above risk, the Company and subsidiaries have assigned the Audit and Compliance Department, an independent business unit from administrative structure to responsible for overseeing and following up to various departments to perform duties in accordance with official regulations, policies and Company's regulations. Tracking the change of official regulations and notify business units and relevant officials for further practice.

Important risk factor was on 27 May 2019 after Thailand's Personal Data Protection Act was announced. This affects the securities business and asset management business that has a large amount of personal data collected from investors and clients. The Company and subsidiaries have set up a working group in preparing the group to be able to comply with the law. The preparation that has been accomplished were preparation of all data records, clarification of personal data and data storage methods including preparation for amendment of Data privacy policy.

3. Operational Risk

Operational risk means the risk that is caused by a mistake or insufficiency of internal control processes of personnel in various systems, Information Technology including legal risks and the negative effects of external events. The effective operational risk management helps the business processes to run smoothly and can help reduce operating costs. The significant operational risks such as

3.1 Risks Arising from Various Critical Events

The Company and subsidiaries may face risks arising from various critical events such as accidents, natural disasters or riots to the point that it is unable to provide services or continue transactions. Clients or other relevant departments may make complaints or requesting for compensation for damages from the continued failure of the Company in providing services. The Company therefore has a preventive measure as mentioned above by establishing a Business Contingency and Continuity Management Policy and already approved by the Board of Directors which in accordance with the guidelines set by the SEC. The Company and subsidiaries also provide risk assessment to each department in case any important work must be stopped due to emergency situations, and conducting Business Impact Analysis of each department to manage the risks that may occur. The company and subsidiaries have reviewed the said plan to be up to date and tested the plan to ensure that it can deal such risks effectively.

3.2 Risks Related to Personnel

Business operations of the Company and subsidiaries, the personnel with knowledge, experience and expertise are important factors. In the current competitive environment, personnel pulling would occur from pulling and transferring personnel in various fields. Therefore, if the personnel with experience and expertise of the Company are pulled away may affect some revenue of the Company and subsidiaries, in particular, pulling of the Investment Consultant (IC) of the subsidiary (Asia Plus Securities Company Limited). The Company and its subsidiaries are aware of the importance of personnel that will enable the Company and its subsidiaries for stable and continuous operations. Therefore, having continuously developed and trained personnel in various departments and levels as well as having a clear and appropriate compensation policy in accordance with the announcement of the SET and in line with market conditions and competition.

4. Credit risk

4.1 Risks from Operating Loans for Securities Trading

Asia Plus Securities Company Limited has established guidelines for controlling the risk from loans for the purchase of securities which will consider the limit to be suitable for the financial status and the ability to pay debts of the clients. Also providing a continuous credit line review to adjust the credit line to suit the current financial status and trading behavior of clients. It also limits the amount of loans to purchase securities to a particular client not exceeding the criteria set by the official with the total credit limit of all clients. Asia Plus Securities Company Limited sets the maximum credit limit that can be granted to clients not more than 50% of the credit limit as specified by the official.

Asia Plus Securities Company Limited also has a process for specifying the list of securities that are permitted to trade in margin accounts and specify the appropriate margin rate for each security to select only suitable quality ones. This will consider from basic factors, trading liquidity and also set the amount of securities that are allowed to buy or place as a guarantee to prevent excessive concentration of any securities.

In this regard, Asia Plus Securities Company Limited conducts a review of such measures by the Credit Sub-Committee at least once a month. As well as stipulating guidelines for placing collateral, calling collateral and enforcing collateral which will be strictly controlled in accordance with the specified criteria to prevent damage that may be caused to both clients and the Company. In addition, the Credit Sub-Committee, which holds weekly meetings to consider various issues about credit and the risk of lending to purchase securities as well. In managing the risk arising from bad debts, Asia Plus Securities Company Limited has prepared measures to control by requiring a client's credit evaluation when opening an account in order to consider the appropriate limit and have to review the said limit periodically. The Credit Sub-Committee will meet weekly to consider issues and various cases regarding loans and credit risk. In addition, Asia Plus Securities Company Limited also has the power to approve credit lines in the appropriate hierarchy.

4.2 Risk from Operating Securities Brokerage Business

Although operating a brokerage business involves only short-term risk due to the fact that clients in their cash accounts are unable to pay the price according to their purchase orders when they are due within 2 business days after the purchase date (T+2), as well as strict official regulations that requires clients to place collateral not less than 20% prior purchasing a security.

However, the subsidiary (Asia Plus Securities Company Limited) still has some risks. Therefore, there are measures to control the risk by selecting clients with knowledge, having investment experience in accordance with the criteria specified by the company and consider the credit limit to be suitable for the ability to pay off the debt of clients. After this, also provides regular credit reviews and closely follow up the trading results of clients' securities including adequacy control and types of collaterals must be strict in accordance with the criteria set by the Credit Sub-Committee.

4.3 Risk from Derivatives Brokerage Business

In operating derivatives business, the subsidiary company (Asia Plus Securities Company Limited) has the risk that the client may lose from investing in the futures contract to exceed the collateral placed by the client, that is, the collateral placed is not enough to pay the debt with the clearing house. Therefore, in order to reduce the risk that may occur, there are risk control measures by selecting clients with knowledge, having experience in investing in derivatives as according to the criteria specified by the Company. Considering the appropriate credit limit to the client's ability to pay the debt. Credit limit is reviewed regularly and closely follow up on clients' futures trading results including adequacy control of collateral must be strict in accordance with specified criteria to prevent the risk of large losses in the client's account. This includes forcing the contract closing if the clients is unable to place additional collateral in accordance with the terms of the Company.

As of 31 December 2019, Asia Plus Securities Company Limited has receivables of securities purchased in cash at 433.78 million baht, loans for securities purchases at 1,277.01 million baht, and in the year 2019, the allowance for doubtful accounts was set at 0.4 million baht. This, Asia Plus Securities Company Limited has a policy to set aside bad debts as well as a full doubtful debt.

4.3 Credit Risk from Investments

As of the end of 2019, the Company has investments in instruments with credit risk such as local private debentures at 772.78 million baht, foreign private debentures at 213.08 million baht, total net investments with credit risk are at 985.56 million baht that may take risk from impairment of debt instrument and the risk of non-payment caused by the changes in credit status of the issuing company. Taking care of this risk is under the Investment Sub-Committee to oversee investment policies in all dimensions.

5. Market risk

Market risk is the risk that arises from uncertainty, fluctuations in economic variables which affects the price of various assets invested by the Company and its subsidiaries (Asia Plus Securities Company Limited), separated to the price of ordinary shares, interest rates, and foreign exchange rates and commodity prices. The Company and Asia Plus Securities Company Limited have hedged on such risk by establishing an Investment Sub-Committee and Derivatives Sub-Committee to set the investment policies and guidelines for the investment department of the Company. Derivatives Department of Asia Plus Securities Company Limited used this as a guideline to properly position the risk in any securities or derivatives through basic analysis factors. For investment, there will be diversification of both short and long term by asset classes such as ordinary shares, debentures and gold, etc. There is also a regulation on risk control from impairment of investment from investment in any assets. In addition, Asia Plus Securities Company Limited has established Market Risk Management Division to inspect and control the market position of various business units to be in accordance with the policies set by the Investment Sub-Committee and Derivatives Sub-Committee.



5.1 Risk from the Fluctuation of Ordinary Share Prices

As of the end of 2019, the Company and its subsidiaries (Asia Plus Securities Company Limited) have investments at market prices in ordinary shares both local and foreign countries including other financial instruments with risk factors of being price fluctuations of ordinary shares at a net investment of 1,387.92 million baht, divided into foreign countries 496.04 million baht, in local at 891.89 million baht, and other investment in local and foreign unit trusts. According to the market price that has risk factors which are mainly price fluctuations of ordinary shares, including the risk from other financial factors in the total amount of 99.86 million baht. Total investment with risk from price fluctuations of ordinary shares in the amount of 1,487.78 million baht.

The Company hedged investment risks for the company account by establishing an Investment Sub-Committee to oversee investment policies, specify the direction and risk management of the investment portfolio which has diversified both short and long term as well as other risk management measures. Asia Plus Securities Company Limited has a Market Maker Portfolio of derivative warrants issued by the Company and ETF and conducting Derivatives Position and Hedging Portfolio. Both type of businesses are characterized by a status that offset the risks themselves. Taking care of the risks of both mentioned businesses, therefore, has special characteristics which is different from regular investment risk management. Asia Plus Securities Company Limited has established a Derivatives Sub-Committee to oversee the risk of having position on derivative warrants and other derivative positions, together with the risk weighting by holding ordinary shares.

As of the end of 2019, Asia Plus Securities Company Limited offered to sell derivative warrants at 17.89 million baht and have local ordinary shares to average the risk at 521.29 million baht.

5.2 Risk from Interest Rate Fluctuations

The Company and subsidiaries (Asia Plus Securities Company Limited) have investments in instruments with risk from net fluctuations interest rate in the amount of 1,005.58 million baht, consisting of government bonds at 20.02 million baht, local private debentures 772.48 million baht, foreign private debentures at 213.08 million baht, which has the risk of impairment of debt caused from the changes in interest rates according to market conditions and the changes in the financial position of the debenture issuers. This is also under the investment policy.

5.3 Foreign Exchange Risk

The Company and its subsidiaries (Asia Plus Securities Company Limited) have investments in foreign securities and investment units with underlying securities in foreign countries in a fund established directly overseas and Foreign Investment Fund established and managed by a local fund management company. In the main investment, if it is a direct investment in foreign securities, the Investment Sub-Committee will cover all or part of the foreign exchange risk at an appropriate time.

However, the Company and its subsidiaries (Asia Plus Securities Company Limited) have invested in forward foreign exchange contracts. The said forward foreign exchange contracts are registered in the world forward foreign exchange market.

6. Liquidity Risk

The subsidiary (Asia Plus Securities Company Limited) has been able to maintain the Net Capital Ratio (NCR) at a rate that is higher than the level specified by the SEC. As of 31 December 2019, Asia Plus Securities Company Limited had NCR at 4,114.96 million baht or equivalent to NCR to general liabilities at 296.04 percent.



General Corporate Information



Company

Name	Asia Plus Group Holdings Public Company Limited
Registered No.	0107537001722
Head Office	3/1 Floor, Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120
Telephone	0 2680 1111
Facsimile	0 2285 1901
Type of Business	Holding Company
Website	www.asiaplusgroup.co.th
Registered Capital	2,521,945,020 baht, including 2,521,945,020 common shares, 1 baht per share (as of 31 December 2019)
Register Paid-up Capital	2,105,656,044 baht, including 2,105,656,044 common shares, 1 baht per share (as of 31 December 2019)

Subsidiary company

Name	Asset Plus Fund Management Company Limited
Registered No.	0105547011826
Head Office	17 th Floor, Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120
Telephone	0 2672 1000
Facsimile	0 2286 4470
Type of Business	Fund Management
Website	www.assetfund.co.th
Registered Capital	200,000,000 baht, including 20,000,000 common shares, 10 baht per share (as of 31 December 2019)
Register Paid-up Capital	200,000,000 baht, including 20,000,000 common shares, 10 baht per share (as of 31 December 2019)

Subsidiary company

Name	Asia Plus Advisory Company Limited
Registered No.	0105551042137
Head Office	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
Website	www.asiaplusadvisory.co.th
Registered Capital	15,000,000 baht, including 3,000,000 common shares, 5 baht per share (as of 31 December 2019)
Register Paid-up Capital	15,000,000 baht, including 3,000,000 common shares, 5 baht per share (as of 31 December 2019)

Subsidiary company

Name	Asia Plus Securities Company Limited
Registered No.	0105557088431
Head Office	3/1 Floor, Sathorn City Tower, 175 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120
Telephone	0 2680 1111
Facsimile	0 2285 1901
Type of Business	Securities Business
Website	www.asiaplus.co.th
Registered Capital	4,500,000,000 baht, including 450,000,000 common shares, 10 baht per share (as of 31 December 2019)
Register Paid-up Capital	4,500,000,000 baht, including 450,000,000 common shares, 10 baht per share (as of 31 December 2019)

Other References

Share Registrar

Thailand Securities Depository Company Limited

93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand

Tel : 0 2009 9000

Fax: 0 2009 9991

SET Contact Center: 0 2009 9999

E-mail: SETContactCenter@set.or.th

Website: www.set.or.th/tsd

Auditor

Ms. Sumana Punpongsanon	Certified Public Account No. 5872 and/or
Ms. Runnapa Lertsuwankul	Certified Public Account No. 3516 and/or
Mrs. Gingkarn Atsawarangsalit,	Certified Public Account No. 4496 and/or
Ms. Pimjai Manitkajohnkit	Certified Public Account No. 4521 and/or
Mr. Chayapol Suppasdtanon	Certified Public Account No. 3972 and/or
Ms. Rosaporn Decharkom	Certified Public Account No. 5659 and/or
Ms. Orawan Techawatanasirikul	Certified Public Account No. 4807

EY Office Limited

33rd Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road,
Klongtoey, Bangkok 10110, Thailand

Telephone: 0 2264 9090

Facsimile: 0 2264 0789

E-mail: EY.Thailand@th.ey.com

Website: www.ey.com



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

As at 31 December 2019, 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 shares held	Percentage of share holding
Subsidiaries					
1. Asset Plus Fund Management Company Limited 17 th Floor, Sathorn City Tower, 175 South Sathorn Rd., Khet Sathorn Bangkok 10120 Telephone: 0 2672 1000 Facsimile: 0 2286 4470 www.assetfund.co.th	Fund Management	Ordinary	20,000,000	19,999,996	99.99%
2. Asia Plus Advisory Company Limited 11/1 Floor, Sathorn City Tower, 175 South Sathorn Rd., Khet Sathorn, Bangkok 10120 Telephone: 0 2680 4000 Facsimile: 0 2670 9291 www.asiaplusadvisory.co.th	Financial Advisory	Ordinary	3,000,000	2,999,997	99.99%
3. Asia Plus Securities Company Limited 3/1 Floor, Sathorn City Tower, 175 South Sathorn Rd., Khet Sathorn, Bangkok 10120 Telephone: 0 2680 1111 Facsimile: 0 2285 1901 www.asiaplus.co.th	Securities Services	Ordinary	450,000,000	449,999,982	99.99%
Associate company					
1. Alpha Digital Pte. Ltd., 11 Irving Place, #09-03, Tai Seng Point, Singapore 369551	Holding Company	Ordinary	3,000,001	750,000	25.00%
Other					
1. Bangkok SMBC Consulting Company Limited 10 th Floor, Q.House Lumpini Building, 1 South Sathorn Road, Khet Sathorn, Bangkok 10120 Telephone: 0 2677 7270-5 Facsimile: 0 2677 7279	Consulting Service	Ordinary	20,000	2,000	10.00%
2. Cyber VC Pte. Ltd. 60 Payar Lebar Road, #09-39, Paya Lebar Square, Singapore 409451	Holding Company	Ordinary	8,220,000	1,143,950	13.92%

Issuance of other securities

Debenture

As at 31 December 2019, there is no outstanding of debenture

Bill of Exchange

The Company was granted approval by the Securities and Exchange Commission to offer the medium term note program for bills of exchange as detailed below:

Type of offering	: Private Placement specific for institutional investor only
Type of securities	: Name registered short-term bill of exchange
Program	: Medium term note program for 2 years
Tenor of Program	: 2 years
Issue size	: 3,000,000,000 baht
Tenor of bill of exchange	: Not exceeding 270 days
Interest rate	: No interest payment
Issuer rating	: The Company got "A(thai)" for National Long-Term Credit Ratings and "F1(thai)" for National Short-Term Credit Ratings from Fitch Rating (Thailand) Co.,Ltd. on 3 July 2019.

As of 31 December 2019, there is no outstanding of short-term bill of exchange.



Shareholders Structure



of Asia Plus Group Holdings Public Company Limited

List of 10 major shareholders as at most recent record date, 13 March 2020

	Name	No. of shareholding	% of paid-up capital
1	Mr. Chattri Sophonpanich's family and associated companies ^{1/}	378,324,355	17.97%
2	Bangkok Bank Public Company Limited	178,099,980	8.46%
3	Dhipaya Insurance Public Company Limited	85,780,200	4.07%
4	Thai NVDR Company Limited	50,537,787	2.40%
5	Mr. Songsak Jitjuajun	18,928,100	0.90%
6	Bualuang Siriphol Corporate Governance Fund	18,922,400	0.90%
7	Mr. Kattiya Rojanatrekoon	18,800,000	0.89%
8	Mr. Kongkiat Opaswongkarn's family ^{2/}	14,850,081	0.71%
9	EAST FOURTEEN LIMITED-DFA EMERG MARKET CORE EQ PORT	13,410,000	0.64%
10	Bualuang Siriphol Corporate Governance RMF	13,314,700	0.63%
11	Others	1,314,688,441	62.44%
	Total	2,105,656,044	100.00%

Notes : The Company's paid up capital as of 13 March 2020 was 2,105,656,044 baht (Par value 1.00 baht / share)

^{1/} consisting of Mr. Chattri Sophonpanich (holding 4.58%) Mr. Chali Sophonpanich (holding 0.40%) Mr. Chartsiri Sophonpanich (holding 0.12%) Mrs. Savitree Ramyarupa (holding 0.11%) Mrs. Nintira Sophonpanich (holding 0.04%) Mrs. Suchada Leesawadtrakul (holding 2.60%) Ms. Siriporn Sophonpanich (holding 0.66%) Mr. Chanond Sophonpanich (holding 0.06%) Ms. Chavisa Ramyarupa (holding 0.05%) Mr. Ched Ramyarupa (holding 0.05%) Asia Sermkij Company Limited (holding 9.07%) Rabin Holding Company Limited (holding 0.23%) Asia Industrial Park Company Limited (holding 0.01%) by which two representatives are director of the company, namely Mr. Chali Sophonpanich, Chairman of the Board of Directors and Mrs. Nintira Sophonpanich, Director.

^{2/} consisting of Mr. Kongkiat Opaswongkarn (holding 0.32%) Mrs. Tassanee Opaswongkarn (holding 0.38%) 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 at 31 December 2019

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

Notes : Paid up capital as of 31 December 2019 was 4,500,000,000 baht (Par value 10 baht/share)

Dividend Payment Policy

The Company's dividend payment policy

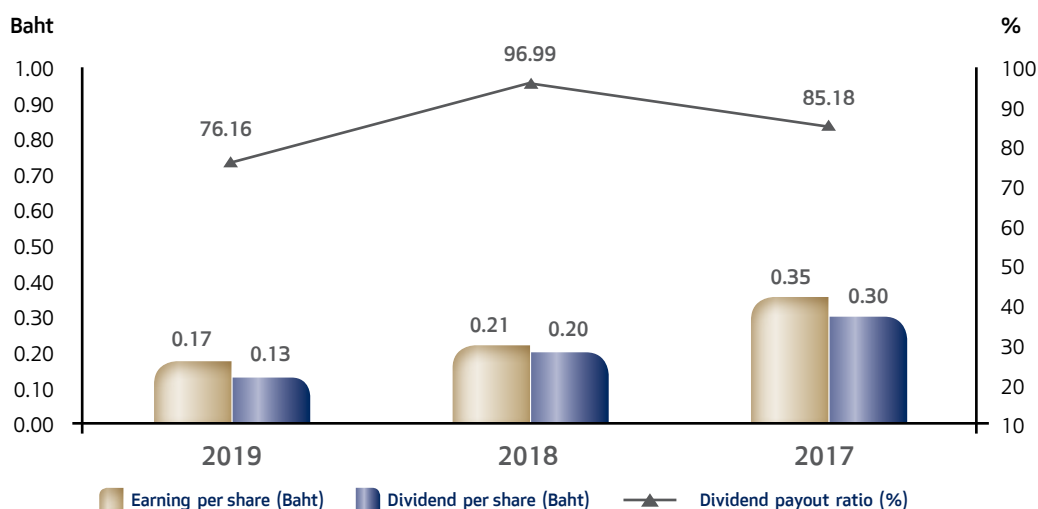
The Company's dividend payment policy dictates that the dividend being paid to shareholders must not be less than 75% of annual net profit, except cases where the company needs to retain that profit for its business expansion or other important business activities.

The Company's profit from operation as of 31 December 2019 amounted 359,422,457 baht. The Board of Directors Meeting no. 4/2020 which was held on 1 April 2020 decided to approve the payment of interim dividend from the Company's net profit in 2019 at 0.07 baht per share, totaling approximately 147,395,923.08 baht and the dividend will be paid on 27 April 2020.

This interim dividend of 0.07 baht per share, when combined with the interim dividend of 0.06 baht per share for the first half of the year 2019 (which was paid on 10 September 2019), constitutes an annual dividend of 0.13 baht per share, totaling approximately 273,735,285.72 baht, equal to 76.16 percent of the dividend payout ratio from the Company's net profit in 2019.

Dividend payments for the past three years

(Separate financial statements)



	2019	2018	2017
Earning per share (Baht)	0.17	0.21	0.35
Dividend per share (Baht)	0.13	0.20	0.30
Dividend payout ratio (%)	76.16	96.99	85.18

Remark : the Board of Directors will not propose any other dividend payment for the year 2019 in the Annual General Meeting of Shareholders.

The Subsidiaries' dividend payment policies

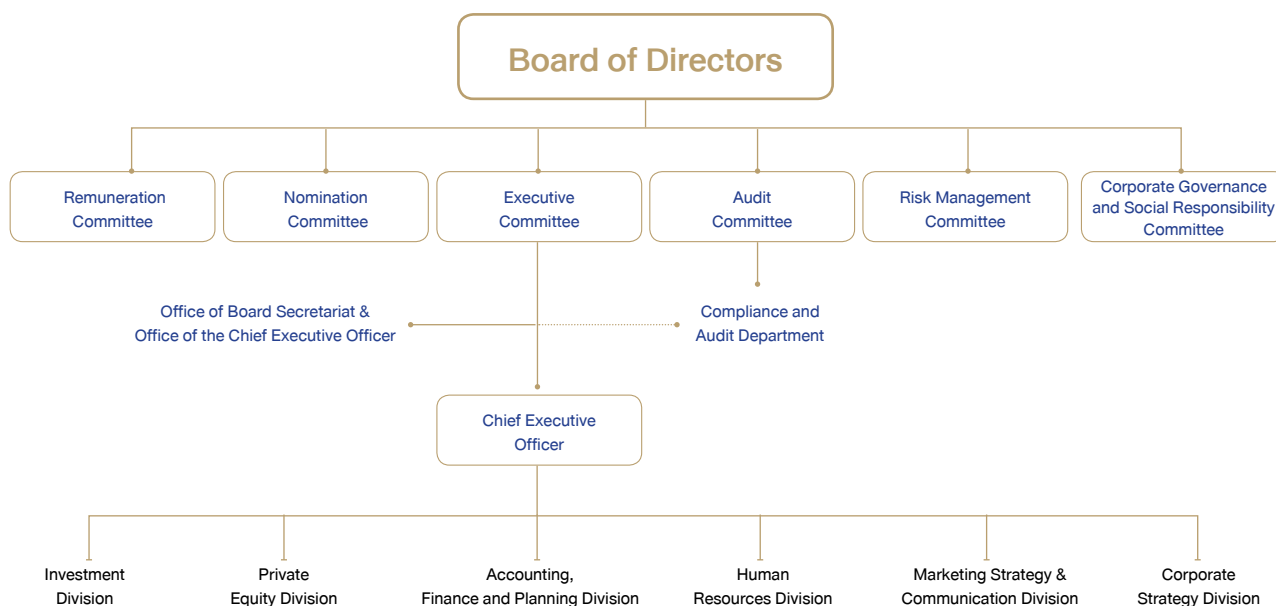
The Subsidiaries' dividend payment policies are the same as the Company by which the dividend paid to shareholders must not be less than 75% of the net profit, except for cases where the company needs to retain that profit for its business expansion or other new business activities.

Management Structure

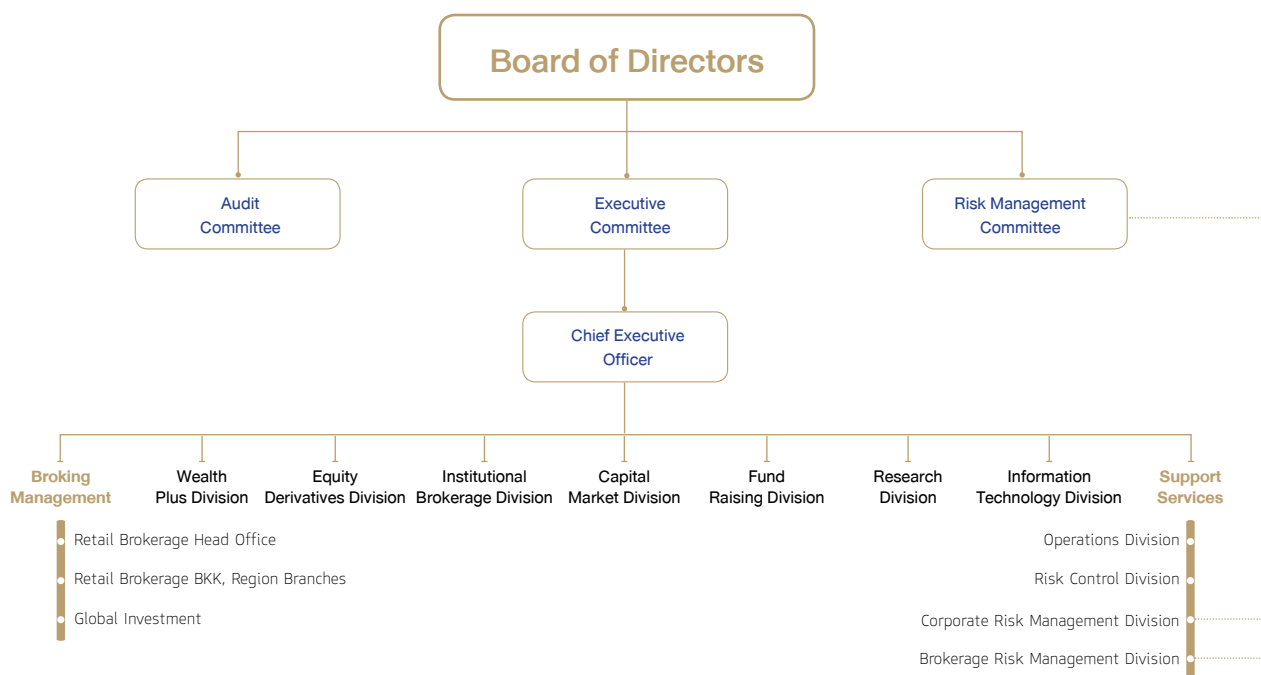


1. Organization chart

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 2019 the Company has 9 directors comprising a mix of directors representing major shareholders, executive directors and independent directors. Out of total 9 directors, there are 4 independent directors who neither being representative of major shareholders nor executive. List of members of the Board of Directors is given below:

Name	Position	Number of meetings attended / Total meetings held
1. Mr. Chali Sophonpanich ^{1/}	Chairman of the Board of Directors	9/12
2. Mr. Kongkiat Opaswongkarn ^{1/}	Chief Executive Officer	9/12
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	12/12
7. Mrs. Nintira Sophonpanich ^{1/}	Director	12/12
8. Mr. Patchara Surajaras	Executive Director	11/12
9. Mr. Pithayain Assavanig	Executive Director	12/12

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

Remark :

^{1/} Directors who are representatives of major shareholders comprise:

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

In 2019, the record of directors' attendance in the other sub-committee meetings are available under "Corporate Governance" in page no.83

Authorized directors

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

The scope and responsibilities of the Board of Directors

1. To perform duties with knowledge and competency, using discretion independently with responsibility, caution, and honesty and conducting the Company's business in accordance with the laws, the Company's objectives and regulations, the resolution of the Board of Directors Meeting, and the resolution of the Shareholders Meeting.
2. To determine the visions, objectives, policies, goals, and strategies of the Company, approve practical operational plans and annual budgets and suitable resource and technology allocation, be responsible for managing risks that could affect all stakeholders, and ensure efficient and effective operations of the management and compliance with the Company's policies, operational plans, and budgets, as well as ensure regular reviews of the operational plans, strategies, and business goals.
3. To consider and acknowledge conflict of interests and related transactions by taking the suitability and the compliance with rules and regulations of regulators into account and to prevent an inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.
4. To consider, review, examine, and approve business expansion and investment plans suggested by the management team for the best interest of the Company and for the fairness of all stakeholders.
5. To make approval on issues that are beyond the authority of the Executive Committee.

6. To make approval on the expense which exceed 30 million baht.
7. To consider and amend the name(s) of authorized director(s) binding the Company in any legal acts on behalf of the Company.
8. To ensure that the Company and subsidiaries have proper accounting system, financial reporting, audit, risk management, internal control, and reliable internal audit and to regularly follow up on, monitor, and evaluate the risk management, internal control, and internal audit systems for the best efficiency and effectiveness.
9. To ensure that the management regularly monitors, evaluates, and reports on the Company's financial status. If the Company faces potential or actual financial difficulties, the Board is obliged to ensure that the Company determines financial solution plans for the survival of the Company or the benefit of all stakeholders.
10. To determine measures and mechanisms, both in a direct and/or indirect ways, to enable the Company to control and manage business operations of subsidiaries and affiliates to ensure their full compliance with the Company's policies, measures, and mechanisms, applicable laws, and notifications, rules, and regulations of regulators in order to protect investment benefit of the Company in those subsidiaries and affiliates.
11. To monitor and evaluate the performance of the management regularly, determine the remuneration structure, and review the succession plan.
12. To ensure effective human resource management and development to assure that the Company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff who receive fair treatment.
13. To establish a clear anti-corruption policy and practice guideline, including communication and staffing training, and strive to extend the anti-corruption efforts to all stakeholders.
14. To operate the business for the benefit of shareholders, ensure that the shareholders' meetings are conducted properly, with transparency and efficiency, and ensure inclusive and equitable treatment of all shareholders and their ability to exercise their rights.
15. To inform the Company with no delay upon any conflicts of interest in the contract performed with the Company or an increase or decrease of share or debenture holding of the Company or affiliates.
16. To ensure the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements.
17. To develop corporate culture of compliance and ethical conduct and lead by example.
18. To nurture innovation and promote innovation and the use of technology to enhance competitiveness, respond to stakeholder concerns and expectations, and meet social and environmental responsibilities.
19. To appoint a Company Secretary who has necessary qualifications, knowledge, skills, and experience to support the Board in performing its duties, including providing advice on corporate governance and legal, regulatory, and administrative requirements.

The scope and responsibilities of the chairman of the Board of Directors

1. To oversee, monitor, and ensure that the Board of Directors efficiently carries out its duties to achieve the Company's objectives.
2. To encourage the directors to carry out their duties with accountability and good governance and ensure that all directors contribute to the Company's ethical culture.
3. To summon a Board of Directors meeting and preside over the meeting and to have an additional vote as a casting vote in the case of an equality of votes.
4. To ensure effective Board of Directors meeting, allocate sufficient time for management to propose topics and for directors to debate important matters thoroughly and encourage directors to ask questions and exercise independent judgment in the best interest of the Company.
5. Promote a culture of openness and debate through ensuring constructive relations between executive and non-executive directors and between the board and the management.





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

As at 31 December 2019, Asia Plus Securities Company Limited has 9 directors comprising;

Name	Position	Number of meetings attended / Total meetings held
1. Mr. Chali Sophonpanich	Chairman of the Board of Directors	9/12
2. Mr. Kongkiat Opaswongkarn	Chief Executive Officer	9/12
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	12/12
7. Mrs. Nintira Sophonpanich	Director	12/12
8. Mr. Patchara Surajaras	Executive Director	11/12
9. Mrs. Jeeraphat Pimantip ^{1/}	Executive Director	5/5
10. Mr. Ratch Sodsatit ^{2/}	Executive Director	4/6

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

Remarks:

^{1/} Mrs. Jeeraphat Pimantip resigned from the company with effect from 1 June 2019.

^{2/} Mr. Ratch Sodsatit was appointed as director of the company since 1 July 2019.

Authorized directors

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

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 directors meeting, being the Chairman of the meeting, casting vote in case 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 31 December 2019 are as below.

- | | | |
|------------------|----------------|--|
| 1. Mr. Kongkiat | Opaswongkarn | Chief Executive Officer |
| 2. Mr. Chali | Sophonpanich | Executive Director |
| 3. Mr. Patchara | Surajaras | Executive Director |
| 4. Mr. Pithayain | Assavanig | Executive Director, Chief Finance Officer and Chief Accountant |
| 5. Ms. Vimolpan | Suwantewatooop | Senior Executive Vice President |
| 6. Mr. Chirasak | Ongpaibool | Senior 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 Directors 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 31 December 2019 are as below.

- | | | |
|-------------------|---------------------------|---------------------------------|
| 1. Mr. Kongkiat | Opaswongkarn | Chief Executive Officer |
| 2. Mr. Chali | Sophonpanich | Executive Director |
| 3. Mr. Patchara | Surajaras | Executive Director |
| 4. Mrs. Jeeraphat | Pimantip ^{1/} | Executive Director |
| 5. Mr. Ratch | Sodsatit ^{2/} | Executive Director |
| 6. Ms. Manee | Sirinapapen ^{3/} | Senior Executive Vice President |
| 7. Ms. Porranee | Thongyen ^{4/} | Senior Executive Vice President |

Remarks :

^{1/} Ms. Jeeraphat Pimantip resigned from the company with effect from 1 June 2019.

^{2/} Mr. Ratch Sodsatit was appointed as director of the company since 1 July 2019.

^{3/} Ms. Manee Sirinapapen resigned from the company because of retirement with effect from 1 April 2019.

^{4/} Ms. Porranee Thongyen resigned from the company because of retirement with effect from 1 September 2019.

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 Directors 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 Chief Financial Officer and the Chief Accountant

Apart from the Executive Director position, Mr. Pithayain Assavanig also holds the position of the Chief Financial Officer and the Chief Accountant of the Company. He possesses all qualifications which are required by the SEC for these 2 positions. The detail of educational background and experience are shown as “Details of Directors and Executives” on page no. 13. Mr. Pithayain Assavanig also attended the continuous training programs in accounting to keep up with development in accounting field according to the SEC’s guidelines as follow:

Course	Content	Date	Number of hours
New TFRS which will be used in 2020	Preparing for new TFRS 9 and TFRS 16	23 December 2019	7 hours
TLCA CFO Professional Development Program (TLCA CFO CPD) No.2/2019	Automation & RPA (Robot Process Automation) for Accounting	12 September 2019	2 hours
VAT System	Overall about VAT (e-Tax invoice and e-Receipt)	27 August 2019	7 hours
TLCA CFO Professional Development Session (TLCA CFO CPD) No. 1/2019	The SEC’ policies in developing the capital market and supporting the Listed Companies	1 August 2019	-
Total			16 hours

5. The company secretary

On 16 November 2015, the Board of Directors meeting passed a resolution to appoint Mr. Sutthirak Hotakasapkul, Senior Vice President of the Office of Board Secretariat, as the Company Secretary since 1 December 2015. The qualifications of the Company Secretary are as below.

Education / Training

- Master Degree of Science (Information Technology), King Mongkut’s Institute of Technology Ladkrabang
- Bachelor Degree of Business Administration (Accounting), Ramkhamhaeng University
- Advances for Corporate Secretaries, Thai Company Secretary Club, Thai Listed Companies Association
- Anti-Corruption Course, The Thai Institute of Directors Association
- Compliance Officer Course, The Association of Investment Management Companies (AIMC)
- AML/CFT Course, Anti-Money Laundering Office (AMLO)

Work Experience

Asia Plus Group Holdings Public Company Limited

2014 – Present Senior Vice President, Office of Board Secretariat and Office of the Chief Executive Office

Subsidiary

2004 – 2014 Senior Vice President, Compliance and Audit Department, Asset Plus Fund Management Company Limited

Positions in non-listed Companies

1994 – 2004 Senior Executive Officer, Investment Management Supervision Department, Securities and Exchange Commission (SEC)

1992 – 1994 Assistance Auditor, SGV Na Talang Audit Firm

% of shareholdings as of 31 December 2019 - None-

Relationship with other director or executive - No-

The company secretary reported directly to the Board of Directors and the Executive Committee. 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.

6. The remuneration of directors and executives

6.1 Remuneration in cash

6.1.1 Directors

The Company directors

The Company directors received remuneration in the form of director fees and bonus. The bonus will be paid to the director who is not the employee of the Company, the amount of money is based on the Company's performance. However, the directors who are employee of the Company shall be entitled only to director fees.

1. The remuneration of directors comprises of

Director fee

- **Board of Directors**

The fee will be paid to members of the Board of Directors on monthly basis at the following rate;

Chairman of the Board	30,000 baht
Mr. Michael David Roberts	63,670 baht
Member of the Audit Committee	28,941 baht
Other director	15,000 baht

- **Audit Committee**

The fee will be paid to members of the Audit Committee who attend the meeting at 28,941 baht for each meeting and to the Chairman of the Audit Committee at 40,517 baht for each meeting.

- **Risk Management Committee**

The fee will be paid to the Chairman and members of the Risk Management Committee who attend the meeting at 28,941 baht each.

- **Remuneration Committee**

The fee will be paid to the Chairman and members of the Remuneration Committee who attend the meeting at 28,941 baht each.

- **Other Sub-committee**

The other sub-committees do not receive any remuneration.

2. Bonus

The bonus will be paid to the director who is not the employees of the company, based on the Company's performance.

3. Director fee from the subsidiaries

The fee will be paid to the directors of the Company who serves as director of such subsidiaries when attending the meeting.

Total remuneration paid to directors in 2019 was 6,315,574 baht with the following details:

Name	Position	Director fees					
		Board of Director fee	Audit Committee fee	Risk Management Committee fee	Remuneration Committee fee	Director Bonus	Director fee from subsidiaries
1. Mr. Chali Sophonpanich	- Chairman of the Board of Directors - Member of the Nomination Committee - Executive Committee	360,000	-	-	-	-	-
2. Mr. Kongkiat Opaswongkarn	- Chief Executive Officer - Member of the Nomination Committee	180,000	-	-	-	-	-
3. Mr. Michael David Roberts	- Independent Director - Member of the Remuneration Committee - Member of the Risk Management Committee	764,040	-	144,705	86,823	310,000	-
4. Mr. Virach Aphimeteetamrong	- Independent Director - Chairman of the Audit Committee - Member of the Risk Management Committee	347,292	324,136	144,705	-	350,000	-
5. Mr. Sopon Punyaratabundhu	- Independent Director - Member of the Audit Committee - Chairman of the Risk Management Committee - Member of Remuneration Committee - Member of Nomination Committee	347,292	231,528	144,705	86,823	310,000	415,000
6. Mr. Satit Chanjavanakul	- Independent Director - Member of the Audit Committee - Chairman of the Nomination Committee - Member of the Risk Management Committee	347,292	231,528	144,705	-	310,000	-
7. Mrs. Nintira Sophonpanich	- Director - Advisor to the Executive Committee	180,000	-	-	-	-	-
8. Mr. Patchara Surajaras	Executive Director	180,000	-	-	-	-	60,000
9. Mr. Pithayain Assavanig	Executive Director	180,000	-	-	-	-	135,000
		2,885,916	787,192	578,820	173,646	1,280,000	610,000

Mr. Sutthirak Hotakasapkul, secretary to the Board of Directors, received the meeting fee from attending the Board of Directors' Meeting in 2019 amounted 60,000 baht

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

The subsidiaries director who doesn't hold any directorship in Asia Plus Group Holding Public Company Limited and/or any management position of the subsidiaries will receive the director remuneration from the subsidiaries. 8 of 9 directors of Asia Plus Securities Company Limited hold the directorship in Asia Plus Group Holdings Public Company Limited and the another one director is the management of Asia Plus Securities Company Limited so all directors of Asia Plus Securities Company Limited don't receive the director remuneration.

6.1.2 The executive directors and executives

The Company's executive directors and executives

The remuneration of 4 executive directors and 2 executives (According to definition in the notification of the Capital Market Supervisory Board) of year 2019 in form of salary, bonus, provident fund and social security fund contributed by the Company was total 114,985,609 baht.

The executives of the Company who hold the position of executive in the subsidiaries won't receive any remuneration from such subsidiaries

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

As of 31 December 2019, the remuneration of 4 executive directors (According to definition in the notification of the Capital Market Supervisory Board) of year 2019 in form of salary, bonus, provident fund and social security fund contributed by the Company was total 44,799,104.84 baht*.

Remark: * This amount was included the retirement payment for 1 executive director and 2 executives.

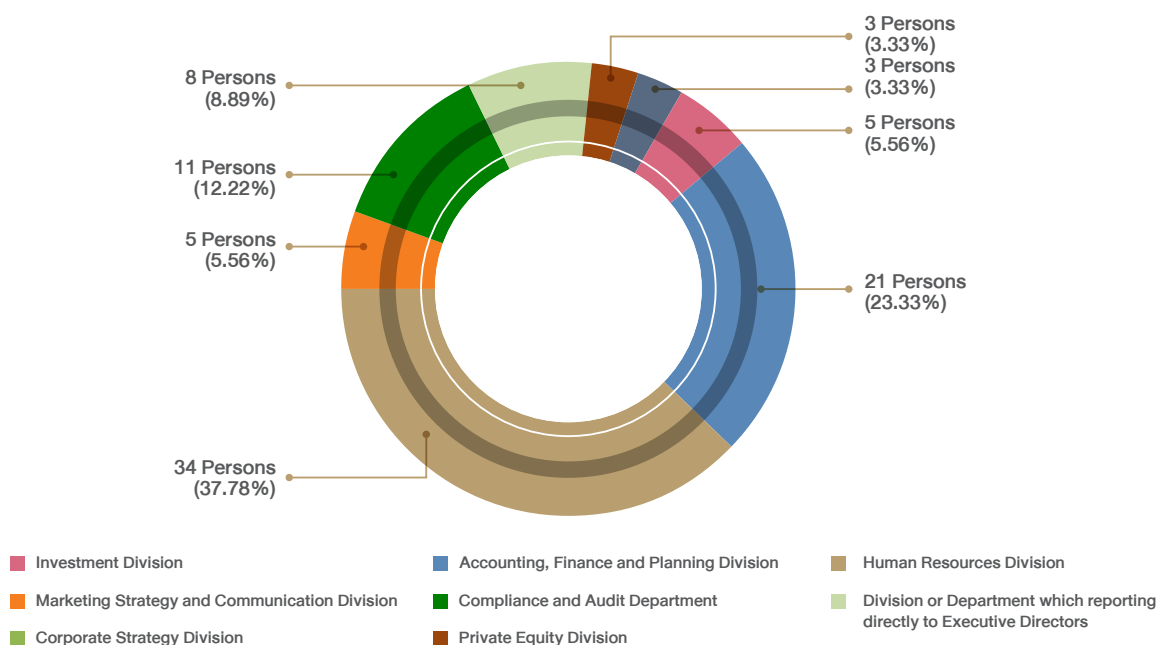
6.2 Other remuneration

- None -

7. Personnel

7.1 Number of employees and remuneration for employee of the Company

The total number of employees of the Company (Excluding the Company's directors and executives according to the definition of the Notification in the Securities and Exchange Commission) as at 31 December 2019 was 90 persons with the remunerations which comprised salary, bonus, social security, provident fund and, etc. of 98.91 million baht. The details of the employees are as below:

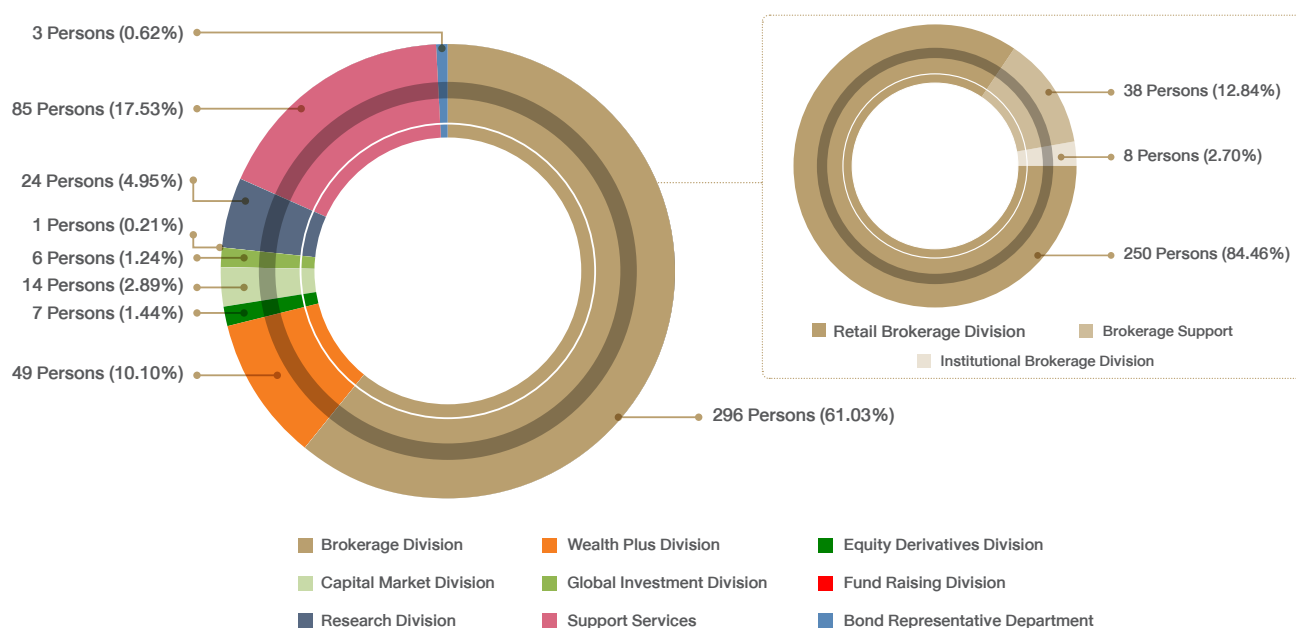


For the 3 years passed, there is no significant changing of the number of employees and there is no labor dispute



7.2 Remuneration for employee of Asia Plus Securities Company Limited (Core Company)

As at 31 December 2019, the total number of employees of the subsidiaries was 485 persons with the remunerations which comprised salary, bonus, social security, provident fund and, etc. of 472.37 million baht. The details of the employees are as below:



7.3 Human resources development policy

The Company is aware of importance of consistent employee training and development in the organization. Employees possessing suitable knowledge, skills, and desirable quality are valuable assets that will lead the Company to the target in terms of performance and customers and shareholders' satisfaction. The Company encourages and plans to enhance knowledge and skills from the basic and develop professional skills of all personnel, from operational officers to top executives. The Company focuses on consistently equipping employees with suitable and up-to-date knowledge in order to be well-prepared in this disruptive era. The Company expects all employees to be confident and have a good understanding in order to give customers suitable and timely investment advices as professional investment and financial advisors.

To achieve personnel development target, the Company held training sessions throughout the year. We developed suitable and necessary lessons to develop operating efficiency, selected suitable instructors (either our personnel or outside entities) with necessary knowledge and skills, and held training sessions to educate and train employees on knowledge and skills that are relevant to the industry or profession: lessons for knowledge in data analysis and utilization for investment, knowledge in financial instrument and investment, basic knowledge in investment, code of conduct, and investment risk, knowledge for development of professional and leadership skills, professional sales management, power of influence and inspiration, decision dynamics mastering, people-oriented leadership, and other necessary lessons for license renewal examinations. The Company ensures that all these lessons are accessible to all personnel at the Headquarter and through live broadcast to upcountry branches (without the need to visit Bangkok for lessons) and provides learning opportunity to all employees through additional channels without limitation of place and time.

In 2019, the Company held 39 on-site training sessions and encouraged participation in 80 off-site training sessions with the total training time of 15,774 hours or the average of 22 hours per employee per year.

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 Corporate Governance and Social Responsibility Committee and the Risk Management Committee to support and 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 2019, the Executive Committee is composed of 4 directors, namely

- | | | |
|------------------|--------------|-------------------------|
| 1. Mr. Kongkiat | Opaswongkarn | Chief Executive Officer |
| 2. Mr. Chali | Sophonpanich | Executive Director |
| 3. Mr. Patchara | Surajaras | Executive Director |
| 4. Mr. Pithayain | Assavanig | 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. Set, propose and review the operation policies, operation plans, guidelines and budget for operating the business of the Company to the Board of Directors for approval.
2. Approve the expense larger than the Executive Directors, which must not exceed 30 million baht. The excess shall be proposed to the Board of Directors for approval.
3. Oversee, monitor and evaluate the business operation of Company and subsidiaries to be in accordance with the policy, goal, business plan and budget of the Company as approved by the Board of Directors.
4. Oversee and manage human resource, finance and treasury, general administration, and any other transactions related to the business of Company and subsidiaries within the scope of authority approved by the Board of Directors.
5. Appoint the authorized person to sign on Company's cheque or other payment documents, as well as contract, and accounting, financial, and other general documents.
6. Identify and evaluate new investment opportunities.
7. Review matters that require the Board's approval, and make appropriate recommendations with the exception of activities that have been delegated to other committees.
8. Perform any other matters as assigned by the Board of Directors.

The Audit Committee

The Audit Committee comprises 3 independent directors with possess full qualifications of Audit Committee as stated in the Notification of the Securities and Exchange Commission (SEC) or Capital Market Supervisory Board or the Stock Exchange of Thailand (SET). Each member of the Committee has a 3-year term. Following are members of Audit Committee in 2019.

- | | | |
|---------------|------------------|---------------------------------|
| 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, Senior 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. Consider and select the external auditor with having the independence or terminate the external auditor and recommend the Board of Directors to propose to the shareholder's meeting to appoint or terminate the external auditor, including approve the auditing fee of the external auditor of the Company.
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. Review the Anti-Corruption and Bribery Policy and the Whistleblowing Policy, to review the Self-Evaluation Tool for Anti-Corruption and Bribery of the Company and subsidiaries, and to review the operations to ensure compliance with the abovementioned policies of Asia Plus Group Holdings Public Company Limited and subsidiaries.
10. Review the policies on anti-money laundering, counter-terrorism and proliferation of weapons of mass destruction financing and the customer on-boarding and risk management in money laundering, counter-terrorism and proliferation of weapon of mass destruction financing.



11. Report significant issues to the Board of Directors.
12. Publish the Audit Committee's report, signed by the Audit Committee's Chairman, in the Company's annual report.
13. 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.
14. 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.
15. Carry out any other assignments requested by the Board of Directors and regulators.

The Audit Committee are well accepted and have a full understanding of, and experience in, accounting and finance. Mr. Virach Aphimeteetamrong and Mr. Sopon Punyaratabandhu have adequate knowledge, expertise and experience to review the reliability of the financial statements. The Audit Committee officially met 8 times during 2019 to perform 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 completely. Moreover, the Audit Committee also hold the extra-meeting for considering the other significant matters. An extra-meeting between the Audit Committee and external auditors in absences of the management was also held on 12 November 2019.

The Remuneration Committee

As at 31 December 2019 the Remuneration Committee consists of 2 independent directors;

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

The scope and responsibilities of the Remuneration Committee

1. To consider the form of remuneration of directors and the Chief Executive Officer.
2. To determine the annual remuneration packages for directors and the Chief Executive Officer.
3. To set the policy of remuneration package and other benefit payment to the executives and employees.
4. To report on the performance of duties to the Board of Directors at least 1 time a year.

In 2019, 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. Following are the members of the Nomination Committee in 2019.

1. Mr. Satit Chanjavanakul Chairman of the Nomination Committee (Independent director)
2. Mr. Chali Sophonpanich Member of the Nomination Committee
3. Mr. Kongkiat Opaswongkarn Member of the Nomination Committee
4. Mr. Virach Aphimeteetamrong Member of the Nomination Committee (Independent director)
5. Mr. Sopon Punyaratabandhu Member of the Nomination Committee (Independent director)

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 directors. Following is the list of the Risk Management Committee in 2019.

- | | | |
|----|-----------------------------|--|
| 1. | Mr. Sapon Punyaratabandhu | Chairman of the Risk Management Committee (Independent director) |
| 2. | Mr. Michael David Roberts | Member of the Risk Management Committee (Independent director) |
| 3. | Mr. Virach Aphimeteetamrong | Member of the Risk Management Committee (Independent director) |
| 4. | Mr. Satit Chanjavanakul | Member of the Risk Management Committee (Independent director) |
| 5. | Mr. Patchara Surajaras | Member of the Risk Management Committee |
- Mr. Natachai Boonyaprapatsara, Executive Vice President of the Corporate Risk Management 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 Corporate Governance and Social Responsibilities Committee

The Corporate Governance and Social Responsibilities Committee was appointed by the Board of Directors on 21 January 2020 in order to support to the Board in setting up the rules and good practices in order to make the good governance in the Company. This Committee comprises 4 members, 3 of which are independent directors and the other one is the non-executive director. Following is the list of the Corporate Governance and Social Responsibilities Committee.

- | | | |
|----|-----------------------------|---|
| 1. | Mr. Virach Aphimeteetamrong | Chairman of Corporate Governance and Social Responsibilities Committee (Independent director) |
| 2. | Mr. Sapon Punyaratabandhu | Member of the Corporate Governance and Social Responsibilities Committee (Independent director) |
| 3. | Mr. Satit Chanjavanakul | Member of the Corporate Governance and Social Responsibilities Committee (Independent director) |
| 4. | Mrs. Nintira Sophonpanich | Member of the Corporate Governance and Social Responsibilities Committee |
- Mr. Sutthirak Hotakasapkul Senior Vice President of the Office of Board Secretariat, is secretary of this Committee

The scope and responsibilities of the Corporate Governance and Social Responsibilities Committee

Good Corporate Governance

1. To consider and advise to Board of Directors on scope of good corporate governance in accordance with the Company and subsidiaries' operation structure and in line with international practices or advices of relevant entities.
2. To propose, determine, and review policies related to the Company and subsidiaries' good corporate governance and code of conduct and revise relevant policies in accordance with international standards or regulators' standards of good corporate governance for approval of the Board of Directors.
3. To consider and advise on good corporate governance to the Board of Directors, executives, and employees.
4. To ensure communication that directors, executives, and employees understand and engage in practices of good corporate governance.
5. To ensure and monitor that the Company's operations are in compliance with good corporate governance practices of the Company or regulators.
6. To consider and advise on assessment of the Board of Directors, both as whole and individually, and sub-committees as well as conclude the assessment result, and submit the result to the Board of Directors.

7. To review the Company's good corporate governance practices, together with the management team, and disclose the practices in the annual report. In case of non-compliance with the practices, such non-compliance and the reason must be submitted.
8. To perform any other duties entrusted by the Board of Directors.

Social Responsibilities

1. To give the Board of Directors and the management team useful advices and suggestion on corporate social responsibility development in the Company and subsidiaries.
2. To propose, determine, and review policies related to the Company and subsidiaries' corporate social responsibility development standard to ensure sustainable growth for approval of the Board of Directors.
3. To ensure the Company's practices on sustainable development for society and environment.
4. To perform any other duties entrusted by the Board of Directors.

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

The Board of Asia Plus Securities Company Limited ("Asia Plus Securities") has set up various committees which are the Executive Committee, the Audit Committee and the Risk Management Committee 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 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 details of the members and the responsibilities are shown at page no. 60.

The Executive Committee of Asia Plus Securities comprises 4 members, 3 of who are the representative from the Executive Committee of Asia Plus Group Holdings Public Company Limited who are Mr. Kongkiat Opaswongkarn, Mr. Chali Sophonpanich and Mr. Patchara Surajaras and the other one is the representative of Asia Plus Securities who is Mr. Ratch Sodsatit, Executive Director. The roles and responsibilities of this committee are as below:

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 30 million baht. The excess shall be proposed to the Board of Directors for approval;
4. Approve any activities concerning securities business and future trading business and any activities of being the debenture holder's representative 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, accounting, financial, and other general documents;
7. Approve the appointment, transfer, or termination of the management level officer.

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 SEC, Capital Market Supervisory Board, and the SET. Once the selection process is completed, 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 and top-level executive management

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 two million baht 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. Directors must not operate any business which has the same nature as and is in competition with the business of the Company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of any juristic person operating business of similar nature as or is in competition with the business of the Company, unless he or she notifies the shareholders meeting prior to the passing of resolution of his or her appointment.
2. Directors shall be possessed of qualifications and not of disqualifications under the Limited Public Company Act, the Securities and Exchange Act, the Derivatives Act, and other relevant acts or the rules of the Securities and Exchange Commission, shall not be possessed of characteristics showing inappropriateness to be entrusted with business management of a publicly held company as provided by the SEC, and shall be possessed of qualifications under the Company's rules and regulations.

3. Directors shall be possessed of knowledge, ability, expertise, and experience that is beneficial to and appropriate to the characteristics of the Company's business, shall run a business with honesty and morality, and shall devote knowledge, competence, and time for the Company.
4. Directors must be able to perform their duties and express opinions independent of the management team and other beneficial groups.
5. An independent director shall be possessed of the following qualifications under rules of the Company and regulators.

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 and nomination of directors and top-level executive management

Election of directors will be made by shareholders;

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 vote case. In case of a tie of votes, the chairman presiding over the meeting shall have the casting vote.

Election of the replacement 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.

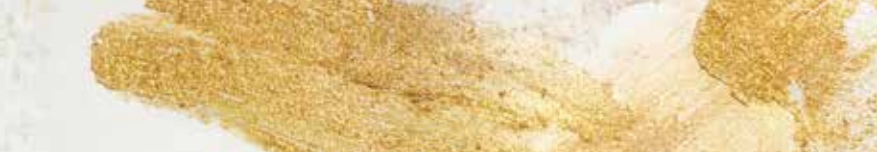
3. In case of vacancies in the Board of Directors resulting in the number of directors being less than the number required for a quorum, the remaining directors may perform any act in the name of the Board of directors only in matters relating to the calling of a shareholder meeting to elect directors 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 director

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.



Top-level executive management

The Board gives precedence to the appointment of the top-level executive management position so the Board assigns the Chief Executive Officer and Executive Directors to consider or appoint the appropriate person equipped with the knowledge, skill and experience to be top-level executive management.

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, relevant laws, and notifications, rules, and regulations of the Capital Market Supervisory Board, the SEC, and the SET, 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 SEC and the SET.

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 SEC, and the SET. 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, issue instrument, etc.

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.

If the Company has a significant investment, the shareholder agreement will be made in order to enable the company's performance monitoring and participation in the business' management. This is to ensure that the Company has sufficient, accurate and timely information for the preparation of its financial statements that conform to relevant standards.

As for investments in the 3 subsidiaries, the Company has mandated representatives as follows:

- 1. Asset Plus Fund Management Company Limited** ("Asset Plus Fund Management"): The Company has appointed 3 representatives (1) Mr. Sopon Punyaratabandhu, (2) Mr. Patchara Surajaras, and (3) Mr. Pithayain Assavanig to be directors of Asset Plus Fund Management.
- 2. Asia Plus Advisory Company Limited** ("Asia Plus Advisory"): The Company has appointed 4 representatives (1) Mr. Kongkiat Opaswongkarn (2) Mrs. Nintira Sophonpanich (3) Mr. Patchara Surajaras and (4) Mr. Pithayain Assavanig to take a position of directors of Asia Plus Advisory.
- 3. Asia Plus Securities Company Limited:** The Company has appointed 8 representatives (1) Mr. Chali Sophonpanich (2) Mr. Kongkiat Opaswongkarn (3) Mr. Michael David Roberts (4) Mr. Virach Aphimeteetamrong (5) Mr. Sopon Punyaratabandhu (6) Mr. Satit Chanjavanakul (7) Mrs. Nintira Sophonpanich and (8) Mr. Patchara Surajaras to be directors of the Asia Plus Securities.

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 directors, management executives, employees, other concerned persons of the Company's operations and subsidiaries to acknowledge and practice. Furthermore, punishment has clearly been determined in case of any violations. Such regulations include the following:

1. The departments that possess confidential information shall work independently from each other, in terms of the chain of command, working area, and office appliances. Staff of the departments shall also keep the information under their responsibility properly and prevent leakage of such information to irrelevant departments. In addition, the staff shall prevent unauthorized persons from getting access to confidential information and shall not disclose confidential material information to the public both inside and outside the organization.
2. Securities and futures trading account opening of employees and accounts related to employees.
3. Approval prior to securities and futures trading and sending trading orders by employees.
4. Securities and futures trading accounts that belong to employees' spouses, minor children and adopted minor children.
5. Regulations for the trading of securities and futures which the subsidiary company is in process of making the analysis report for the investor.
6. Acknowledgement of inside information regarding securities under Watch List and Restricted List.
7. Trading the Company's shares (ASP) of the directors, executives, and employees who are involved in the Company's performance.
8. Consenting for disclosing the trading transactions by the other securities firm.
9. Consenting for disclosing the trading account of the non-executive directors.
10. Term of securities held by employees.
11. Oversight and review of employees' securities and futures trading.
12. Other prohibitions
13. Penalties

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

6. Audit remuneration

In 2019, the shareholders approved the appointment of EY Office Limited to serve as the external auditor of the Company and the subsidiaries. EY Office Limited has been found to be independent and reliable and does not have any relations or vested interests, or both, with the Company, the subsidiaries, the directors, the executives, major shareholders or related parties.

Audit Fee

Asia Plus Group Holdings Public Company Limited and the subsidiaries paid the audit fee of 3,890,000 baht to EY Office Limited where the company's auditors are working. This amount comprised 1,190,000 baht for auditing of the Company and 2,700,000 baht for auditing of the subsidiaries.

Non-audit fee

The Company engaged EY Corporate Services Limited to provide non-audit service, financial advisory service for the TFRS 9 adoption, to the Company and the subsidiaries. In 2018 and 2019, the Company paid 168,750 baht and 490,500 baht respectively for this service and will pay 37,500 baht in the future for the unfinished service. The total fee that the Company and the subsidiaries have to pay for this service is 696,750 baht.

7. Good corporate governance

The Company gives the precedence to comply with the good corporate governance principles, the Company has earned a score level “Very Good” rated by the Institute of Directors Association since 2009.

The Company keeps on the business ethics and uses the guideline for running the Company’s business in conformance with the relevant laws as well as the standard of business ethic and general accepted practices. The Company’s business ethics included with these following aspects; honesty, information disclosure, conflict of interest, complying with rules and regulations, managing customer’s information, and etc. The Company encourages directors, executives and employees to acknowledge and practice and also put this content in the orientation program for the new comer of the Company. Moreover, the Company assigns the Compliance and Audit Department will supervise the employee of the Company to comply with the business ethics. If there is any unethical practice, the Compliance and Audit Department will report to the Audit Committee or the Board of Directors.

Moreover, the corporate value of the Company which is “GRACE” (G = Good Governance / R = Responsive / A = Accountability / C = Creative / E = Enthusiasm) also reflects on the Good Governance that the Company cultivates to all employees.

The Board of Directors has reviewed the use of corporate governance code for listed companies 2017 (CG Code) in the context of the Company. For some practices that the Company cannot apply, there will be noted as part of the resolutions of the Board of Directors Meeting No. 1/2020 as follows.

Code/Good Practice	Explanation
1. Chairman of the Board of the Directors shall be an independent director. In case that the Chairman of the Board is not an independent director, more than half of the Board members shall be independent directors or the Board shall appoint an independent director to participate in setting the Board Meeting’s agendas.	The Chairman of the Board is not the independent director. Nevertheless, the current Board structure maintains an appropriate check and balance system because majority of Board members are non-executive directors. Moreover, the Company has an internal control system and the operating mechanisms to achieve a balance of power, transparent and taking into account the overall benefits of all stakeholders. Chairman of the Board of Directors and Chief Executive Officer of the Company are not the same person and the Company has clearly determined powers, duties, and responsibilities of each position, as shown in the topic “Board of Directors” under “Management Structure” on page 52 and details of duties of Chief Executive Officer in the topic “Executive” on page 54 to counterbalance the powers of the Board of Directors and the management team. Chairman of the Board of Directors is responsible for setting the Company’s policies, encouraging Board members to discuss issues, ask questions, and give opinions during the meeting, and ensuring effective operations of the Company’s directors. At the same time, Chief Executive Officer is a leader in management to put the Board’s policy into practice. However, one of the independent director participates in setting the meeting’s agendas but every director can freely propose an issue to be the meeting’s agendas too.
2. The maximum number of listed companies each director can sit as a member of the Boards of Directors shall not exceed five companies, without exception.	The Company does not limit the maximum number of companies in which each director can sit as a director but leaves it upon discretion of the director under a condition that the director must still be able to participate in the Company’s Board of Directors Meetings to follow up on the Company’s performance and to work fully and efficiently as the Company’s director. Nevertheless, it was not found that any of the Company’s directors sit as a director of more than five other listed companies.



Code/Good Practice	Explanation
3. A term of an independent director shall not exceed nine consecutive years since the day of the appointment.	The business of the Company is complexed so the Company requires Independent Directors who are knowledgeable as well as who have specific experiences in and a true understanding of the business operations, which requires a longtime to learn and fully understand. Despite the fact that the Independent Directors of the Company have terms of office exceeding 9 years in total from the first day of service, but all independent directors are still possess all qualifications of being the independent director as required by the SEC and the Company. Moreover, all independent directors have to assess the independent director self-assessment in order to certify their qualifications and the independent from the management. With the longtime experience of being the independent director, it makes the Company's independent directors understand the business operations of the Company well and can give the beneficial recommendations to the business operations. Hence, the Company has not set the policy about the consecutive directorship terms of independent directors. In the case that the Board re-elects an independent director who has over 9 years of consecutive service for another term, the Board shall explicitly explain the rationales for the nomination to the shareholders.

In 2019, the Board of Directors applied the CG Code to the Company's business as detail below;

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 rights to attend shareholder meeting

In 2019, the Company held the Annual General Meeting of Shareholders on 24 April 2019 at Chatrium Hotel Riverside Bangkok where is convenient in transportation. The Company facilitated and encouraged all shareholders, including institutional shareholders to attend the meeting and exercise their rights. In addition, the Company has contacted institutional investors, who are funds or custodians, to send the representatives to attend the meeting and facilitated on advance meeting document checking and providing information or responding to any inquiries.

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 SET and on the Company's website: www.asiaplusgroup.co.th, 32 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 22 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.
3. The Company gives the chance for shareholders to propose the meeting agenda and nominating qualified candidate who would be considered for a position in the Board of Directors, 3 months prior to the end of the fiscal year.

On the meeting day

1. The Company facilitates shareholders' participation in shareholder meetings and the exercise of their rights while avoiding any actions that may limit their opportunities to attend the meetings. The 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 and vote counting by computer 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 realize 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. At the 2019 Annual General Meeting of Shareholders, all directors, 9 persons, all chairmen of every sub-committee, all executives, and also the Company' external auditors attend the meeting to completely answer every question asked by the shareholders.
3. The Company invite the legal consultant and the representative from the Thai Consultant Limited, legal firm, to attend the 2019 Annual General Meeting of Shareholders for observing the meeting in order to ensure its transparency and compliance with the applicable laws and the Company's Articles of Association and also taking responsibilities in verifying the proxy forms, the forming of a quorum, and the vote counts on each agenda.
4. The Company uses 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 gives the chance to shareholders to elected the directors individually.

After the meeting day

The Company submits the resolutions of the Shareholder's meeting to the SET within 1 day after the meeting and the Company submits the Minutes of the Annual General Meeting of Shareholders to the regulatory agencies within 14 days and also discloses on the Company website at www.asiaplusgroup.co.th for shareholders to acknowledge. Moreover, the Company records the meeting on the video for future use.

The rights 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.



Section 2 Equal treatment for shareholders

The Board oversees and ensures the impartiality of treatment and basic rights for all shareholders; major or minor shareholders, institutional or individual shareholder, or even foreign shareholders, 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 shareholders' meeting in 2019, the Company has delegated Mr. Sopon Punyaratabandhu, independent director and member of the Audit Committee, to act as their proxy. The Company post all proxy form on the Company's website for shareholders to download and also encourages shareholders to use a proxy form in which shareholders can specify their voting requirement. The proxy 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 provides shareholders with the duty stamp to be sealed on the proxy form for their convenience.

Shareholders who arrive after the meeting has commenced are able to vote on the agenda item being considered and 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 shareholder's meetings, most participants are minor shareholders who took an interest in keeping track of the Company's operations. They are given opportunities to freely express their opinions, which are found beneficial to the Company.

3. Proposing the agenda and nominating a qualified candidate for the Company directorship for the 2020 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 2019 to 30 December 2019, 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 to hold those shares on the date of proposing the agenda or nominating a qualified candidate for being the Company directorship. The Company's principles have been disclosed through the Company's website www.asiaplusgroup.co.th and the SET. 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 2019. 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 SET 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. 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 2015. 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.
 - The employees and other persons who are related to the Company’s operations are forbidden to buy, sell, or transfer those securities, as stated and regulated in the prevention policy of insider trading.
 - The employees and other persons who are related to the Company’s operations are prohibited to pass on the inside information to anyone else.
 - 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.

4. 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 every six months even if there is no change. 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.
5. The Company has a clear and transparent shareholding structure and has no cross shareholdings by the major shareholders or Pyramid holding. 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”.

In 2019, the Board of Directors and Executive Directors has strictly complied with the policies, so there was no violation of the securities trading rules regarding insider trading and the stock trading rules of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. The Company’s Board of Directors and executives also reported their shareholding in the Company when first assuming their positions, reported the changes in the shareholding, including of their spouse and minor children, and reported their shareholding in the Company to the Company every six months and reported to the Board too. In the Board of Directors Meeting on 21 January 2020, the directors also reported their shareholdings in the Company as of 31 December 2019 to the Board of Directors and the Company, even if there was no change of shareholding.

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, business partners, creditors, customers, competitors, government entities, community and environment. 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. Moreover, the Company also encourage to promote the innovation in order to create the value for the Company with benefit for stakeholders which is one strategy of the Company. The Company will not engage in any action that violates the rights of stakeholders.

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

Employees:



Developing employee potential is an important corporate strategy to bring the Company to its goal. The Company treasures all employees as valuable assets that are vital to the advancement and success of the business. Accordingly, the Company is committed to promoting and encouraging all employees, from an operational level to an executive level, to take part in training and development programs for professional performance and to meet with changing market and industry situations. The policy and process in employee development of the Company are shown at page no.59. Moreover, the Company sets the Key performance Indicator (KPI) for every employees to attend the training program at least 12 hours per year.

The Company treats all employees fairly and equally. The Company offers salary and benefits at a rate suitable for employees' qualifications and responsibilities. The rate of payment is aligned with the industry and the company's performance. The Company uses Key Performance Indicator (KPI) system in considering the salary and benefits to each individual employee in line with their performance and the company's operation results. In 2019, the Company conducted the KPI evaluation 2 times which is in Mid of the Year and End of the Year. Besides the salary and other benefits, the Company also gives the bonus which is in line with the Company's operation results.

The Company also gives the chance for employees to rotate their jobs to the one that suit for their qualifications and capabilities.

The Company has provided welfare packages for the employees such as life and health insurance, and also promotes the employees' health by providing healthcare, annual physical checkup, encouraging every employee to get vaccinated, etc. The Company also has provided the fitness room and sets up the Football Club, Badminton Club and Table Tennis Club for employee to exercise, get together and relax.

Besides the welfare packages, the Company has also established of a provident fund for being the long term benefit for employees.

In addition, the Company maintains safe, clean, and conducive working environment. In 2019, there is no accident occur during working.

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.

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.
Business Partners: 	The Company realized the importance of the business partners who will be the key factor in jointly creating the growth. The Company selects the business partner who is not only be the high growth potential business but also be the professional working. The Company aware of the common interests of the Company's business partners and treat them equitably. The Company' dealings with any business partner shall be conduct in a manner that upholders the reputation of the Company and all relevant laws. The Company complies with all the terms and conditions prescribed in the agreements without any unethical gain or benefit. The Company set the policy and practice for selecting the business partners and also announces to all executives and employees to abide by this policy. The process of selecting the business partners should be done by the department which take responsibilities of this matter by doing under the Company's methodology and process. The Company will let at least 3 vendors to propose the quotations, and the approval process will be done by the authorized persons only. In 2019, there was no case of non-compliance with the terms and conditions as agreed upon with the business partners.
Creditors: 	The Company strictly complies with all the terms and conditions prescribed in the agreements without any unethical gain or benefit. In 2019, there was no case of non-compliance with the terms and conditions as agreed upon with the creditors.
Competitors: 	The Company has a competition code and policy of not making any agreement with competitors or any person to reduce or limit the competition and not attacking or slandering competitors without proof. In addition, the Company will ensure the compliance with applicable laws and regulations. In case of questions or uncertainty, the Company will discuss with the legal or the Audit and Compliance Department before taking any actions. The Company conducts business within the rules of competition stipulated by the 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, 2019, the Company had no dispute over competition.

Government entities:



The Company supervises the business operations to ensure the compliance with applicable laws, rules, and regulations. Important practice includes the following.

- No infringement of intellectual property or copyright

The Company values the respect for intellectual property or copyright and computer security and has launched the following rules to ensure the compliance with applicable laws

1. The employees are prohibited from reproducing or adapting, communicating to the public, or letting of the original or copies of computer programs, audio visual materials, audio records, advertisements, copyrighted work, and/or the Company's work without prior permission from the Company.
2. The employees are prohibited from any actions that are considered infringement of copyrighted work of others. Installation of any programs into the Company's computer shall comply with the software standard. In case of installation of any other programs, permission from the administrators of the programs is required and the employee will be held responsible for infringement charges occurring from installation of software that is not permitted by the Company or is illegal.

In this regard, the Company has determined policies regarding infringement of intellectual property, copyright, and computer security for employees of the Company and subsidiaries and to prevent violation of the Copyright Act and the Computer Crime Act.

- IT Governance and Management and computer security

The Company realized the importance of IT governance and management and also computer security. On 22 August 2019, the Company reviewed and revised for the IT Steering Committee in order to make the IT governance and management be efficient.

On 26 July 2018, the Company reviewed and revised the policies regarding IT governance and management and IT security, which include the following aspects: IT risk management, IT resource allocation and management, corporate IT governance and management, information security operations and compliance, information system security structure management, human resources information system security, information asset management, information and information system access control, data encoding control, physical and environmental security, security of information system-related operation, security of information communication via computer network system, procurement, development, and maintenance of information system, use of information system services from outsources, management of events that are threat to information system security, and management of business continuity regarding information system security. The Company has provided trainings for the employees to create understanding about the policies and to use them as a guideline in managing risk and controlling security of information in regards to confidentiality and accuracy of information and readiness of information and information system, as well as to comply with applicable business conditions, laws, and regulations.

Moreover, on 14 August 2019, the Company set up the PDPA Action Team in order to study about the Personal Data Protection Act and set the policy and guidelines for the Company to implement as well as to provide the knowledge to the executives and employees to comply with this Act.

On 22 and 29 April 2019, the Company arranged the training course to employees and executives about computer security and data protection such as how to use the tools for protecting the data, how to grant the rights to access the information, etc. Besides the internal training, the Company also encourage employees to attend the external training too such as "Cybersecurity & Data privacy protection" which arrange by the SEC on 30 August 2019, "Building Trust with Data Protection" which arranged by the SET on 21 October 2019 and etc.



Government entities: (continue) 	Anti-Corruption and Bribery The Company has launched an Anti-Corruption and Bribery Policy and disseminated the policy for the executives and employees of the Company and subsidiaries via the organizational communication channel and for the public via the Company's website www.asiaplusgroup.co.th. The policy covers practice guidelines about political contribution, corporate philanthropy, funding, business gift and entertainment, bribery, and relationships with third parties, as well as corruption prevention and whistleblowing. The Anti-Corruption Policy will be proposed to the Audit Committee for review at least once a year to keep up with government's regulations and current situations; any amendments have to be approved by the Board of Directors before changes are made. In addition, the Company has evaluation of corruption risk, possible impact and solution, KPI, and resources needed for reducing such risk and report the result of the evaluation to the Risk Management Committee. The Company and all subsidiaries have been certified as members of Thailand's Private Sector Collective Action Against Corruption (CAC) since 16 January 2015 and 10 July 2015 and the certification of the Company and all subsidiaries are completely renewed and certified on 17 May 2018. The details of Anti-Corruption are shown in topic "Corporate Social Responsibility" on page no. 87 - Anti-Money Laundering and Counter-Terrorism and Proliferation of Weapon of Mass Destruction Financing The Company's subsidiaries which engage in the core business of the Company had appointed the Anti-Money Laundering & Combating the Financing of Terrorism Committee, which is responsible for proposing the Anti-Money Laundering and Counter-Terrorism and Proliferation of Weapon of Mass Destruction Financing policy, and amendments as well as giving advice in the screening for suspicious behavior, examining suspicious transactions proposed by the committee, and considering penalties in case that the Company's employees and officers fail to comply with the policy.
Community: 	The Company and the subsidiaries have given importance to social responsibility by encouraging the employees to reinforce and developing the society 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 SET 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 had provided training to develop investment knowledge and skill to create new potential investors into the capital market. 4. The Company had allowed new-gen businessmen to visit the Company to learn about the business and to receive knowledge about investments. 5. The Company and the subsidiaries provide internship opportunities for students every year, allowing them to gain hands-on experience working in different departments. 6. The Company had staged a blood donation campaign for the Thai Red Cross Society. 7. The Company and the subsidiaries donate money and humanitarian aids to the unfortunate, charitable organizations, and those affected by disasters. 8. 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.

Environment:



The Company realizes that the business operations of the Company may cause some effects to the environment so the Company and the subsidiaries continually develop the working process to reduce the effect to the environment as much as possible while creating the values to the stakeholders. The Company and the subsidiaries using the technology, electronic system including environment friendly office equipment for reducing of using the resources, saving the energy, moreover, the Company promoted the energy saving campaigns. The details are shown in “Corporate Social Responsibilities” in page no.90.

Channel and procedure for whistleblowing by stakeholders

The Company and subsidiaries have a whistleblowing policy and procedure to prevent and monitor corruption in the Company. In this regard, the Company has provided a whistleblowing channel for all stakeholders and promoted the channel to all the employees, customers, shareholders, partners, associates, government agencies, and the public. Whistleblowers can report a fraud or misconduct by submitting a sealed letter to “Chairman of the Audit Committee of Asia Plus Group Holdings Public Company Limited at 3/1 Floor, Sathorn City Tower, 175 South Sathorn Road, Sathorn, Bangkok 10120 Thailand”. The Chairman of the Audit Committee will notify the whistleblower within seven working days after receiving the letter and then conduct fact-checking according to the Company’s rules and procedures and suggest an execution to the Executive Committee and the Board of Directors to solve such a problem. If the subject is found guilty, they will be penalized under Company’s rules and applicable laws. The Company also has a policy of protecting the whistleblower and keeping related documents and examined facts confidential. The Company has published details about the policy and practice guideline of whistleblowing on the Company’s website at www.asiaplusgroup.co.th.

Section 4 Information disclosure and transparency

In 2019, 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 SEC, the Capital Market Supervisory Board and the 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.asiaplusgroup.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 2019 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.

In addition, the Company discloses 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. The Company discloses not only the financial statements but also the operation results and management discussion and analysis (MD&A) in order to ensure that the investors understand any changes in relation of financial status and quarterly operation result besides the numbers shown in the financial statements.



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. Moreover, for greater convenience, investors, shareholders or interested persons can up to date about the Company's information or make inquiries or request the financial statements or further information at the e-mail address: public_relations@asiaplus.co.th or Company's website: www.asiaplusgroup.co.th or Call Center. The investors, shareholders, or interested persons use these channels to contact or communicate to the Company.

In 2019, the Company presented the financial performance to analysts, investors and the press on a regular basis in a form of meeting activities such as the Opportunity Day, Money Expo, SET in the City, CEO Forum, etc. which were arranged either by the Company or other agencies such as the SET. 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. In 2019, the Company arranged and participated these activities as below:

Opportunity Day	4 times (Every quarters)
Money Expo	1 times (On 16-19 May 2019)
Press Release	1 times (On 13 August 2019)

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 and Executive Directors 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 and composition of the Board

As of 31 December 2019, the Board of Directors comprised 9 directors, mostly of the directors are non-executive directors. The composition of the Board are 4 independent directors, 1 non-executive director, and 4 executive directors. The number and composition of directors in the Board 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 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 number of independent directors of the Company is more than that advised in best practices issued by the SET 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 which the independent 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. He has all qualifications with experiences in the secretary field. The responsibilities of the Company Secretary appear under "Management Structure" in page no. 55.



Independence of the Board from the management

The Chairman of the Board represents the Company's major shareholder having shareholdings of 17.97 percent of the paid-up capital. Even though the Chairman of the Board is not the independent director, he can perform his duties as the Chairman of the Board efficiently. Moreover, the number of non-executive director and independent director are more than a half of the total number of Board members so it can create the balance of power.

Segregation of the Chairman and the CEO Positions

The Company's 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. The detail of duties and responsibilities of the Chairman is shown under the topic of "Board of Directors" in page 52 and the detail of duties and responsibilities of the CEO is shown under the topic of "The Executives" in page 54.

Serving as directors of other companies

Directors are forbidden to operate a business of the same nature as and in competition with that of the Company, or to enter to be a partner in an ordinary partnership or a partner of limited liability in a limited partnership or a director of a private company or other company which operates a business of the same nature as and in competition with that of the Company, whether for their own or others' benefit, unless the Meeting of Shareholders had been notified prior to the appointment thereto. 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. Furthermore, all directors is required to disclose their directorship of the other company which is not an affiliate or subsidiary of the Company to the Company every 6 months even if there is no change. 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 appropriate skills, abilities, qualifications and other necessary knowledge for the Company's business with an appropriate gender and age 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".

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.

Efficiency of Board of Directors

The Board understands their leadership roles and responsibilities in overseeing the Company and be promptly responsive to the change and competition while taking into account the impact to the society, environment and stakeholders. The Board has a participatory role in defining and reviewing the visions, long-term and short-term strategies, goals, business plans and budgets to ensure that the management fulfills business plans in an efficient and effective fashion. The agenda of Company's operating results is one of the regular meeting agendas in the Board of Directors meeting. 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.

Moreover, in the Board of Directors meeting on 18 December 2019, the Board reviewed the Board Charter in order to make such charter be up to date and be aligned with the CG Code and the direction of the company.

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 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 for working properly.
- Preliminary reviewing the adequacy and efficiency of the internal control systems of the company and proposing to the Audit Committee once a year in order to be ensured that all activities are done under the adequacy and efficiency of the internal control system, and the risk level are in control.
- Planning to audit according to the risk level.
- Reviewing that the significant work process are in line with the policies, work plan, regulation and concerned law and also giving suggestion to such department, then reporting to the Audit Committee.
- Preparing the annual compliance plan for proposing to the Audit Committee.
- Following up on rule amendment and reporting to the Audit Committee.
- Reporting the compliance risk associated with development or execution of new business.
- Supervising employees of the Company and core subsidiary to comply with the Company's rules and regulations.
- Preparing and proposing annual compliance report to the Audit Committee and the Board of Directors.
- Reviewing the anti-corruption and bribery policy, the anti-money laundering, counter-terrorism and proliferation of weapons of mass destruction financing policy and the customer on-boarding policy and risk management in money laundering, counter-terrorism and proliferation of weapon of mass destruction financing, including monitoring the performing are in compliance with such policy and reporting to the Audit Committee and the Board of Directors respectively.
- Being the coordinator of reviewing the IT governance and management policy and IT security policy, including monitoring the performing are in compliance with such policy and reporting to the Audit Committee and the Board of Directors respectively.
- Being the coordinator and reporting the incompliance action to the supervisory agency.
- Advising and giving suggestions concerning about the regulations in execution of new business.
- Examining the customer's compliant and recording all the concerned evidences.

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

The Board of Directors appoints Mr. Chirasak Ongpaibool, Senior 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. The details of education and experience are shown in "Detail of the Executives" in page no.14.



2. Corporate Risk Management Division: In 2019, the organization was restructured and transformed the Market Risk Division into Corporate Risk Management Division for better corporate risk management and effective capital adequacy management. The Corporate Risk Management Division consists of 1) Enterprise Risk Management and Risk Policy Department and 2) Quantitative Risk Assessment, Risk Database, and Risk Model Department.

- 1) Enterprise Risk Management and Risk Policy Department is responsible for risk management of the whole organization, determining thorough risk policies, conducting product screening, and managing operational risk, IT and cyber risk, money laundering risk, and corruption risk. Another duty of the department is to cooperate with responsible departments to create 'Product Program' document, which specifies work procedure of new business and new products of the Company as well as examination process, and risk reporting procedure, especially in case of breach of risk limits.
- 2) Quantitative Risk Assessment, Risk Database, and Risk Model Department conducts quantitative risk assessment, determining risk parameter and designing and making market risk reports under a clear written market risk management policy. Since the department mainly applies financial engineering knowledge in their work, they can share knowledge about financial innovation and provide advice about statistics, econometrics, and high-level mathematical analysis to other departments.

The committee

In order to achieve the Company's target, the Board of Directors has set up various committees which are the Executive Committee, the Audit Committee, the Nomination Committee, the Remuneration Committee, and the Risk Management to support and to alleviate the burden of the Board in studying the details of each business and to perform their duties as clearly set forth. The members and responsibilities of each committee are shown in "The Company's committee" in page no.60

Board of Directors and other committee meeting

1. The Board of Directors holds a meeting every month which are scheduled in advance. The schedule of Board of Directors meetings for the next year, 2020, are agreed and informed in the Board of Directors meeting No.11/2019 on 13 November 2019. The Board also holds extra-ordinary meetings when they deem appropriate.

For the Board of Directors meeting, the Company set the policy that there should be no less than one-half of the directors present to form a quorum in the Board of Directors meeting and two-thirds of the Board are required to commence a vote. For setting the agendas for the Board meeting, the Chairman of the Executive Committee and the Executive Committee will discuss to set agendas to ensure that important matters are included and each director are allowed to propose the inclusion of relevant items on the meeting agenda. One of the regular meetings agenda 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. If there is any director who has any interest in a particular matter, such director will not vote on such a matter. Moreover, the Executives who involve in any agenda of the Board meeting will be invited to join and give the detail of that matter to the Board. The notice of the Board of Directors meeting will be sent to the directors at least 7 day in advance. In 2019, the Board of Directors held 12 meetings.

2. The Audit Committee schedules meeting at least 8 times a year;

- The Audit Committee has the meetings with the company's auditors to review the company's quarterly, half-year, annual financial statements and other related financial reports and propose that audited/reviewed financial statements to the Board of Directors for approval.
- The Audit Committee has the meeting with the Compliance and Audit Department to consider their working plans and acknowledge the results of assessments of the adequacy of internal control system 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 2019, the committee held 8 meetings with the external auditors, the managements, and the compliance and audit department. One of 8 meetings is the meetings with the external auditors in absence of the management.

3. **The Risk Management Committee** schedules meetings once every quarter. The Chairman of the Risk Management Committee will set the agendas for the meeting and the management who involve with the agenda may be invited to join the meeting. In 2019, this committee held 5 meetings.
4. **The Nomination Committee** schedules meetings twice a year.
5. **The Remuneration Committee** schedules meetings twice a year and the Executive Committee member or management may be invited to join the meeting. In 2019, this committee held 2 meetings.
6. **The Corporate Governance and Social Responsibilities Committee** schedules meetings twice a year and the management may be invited to join the meeting.
7. **The Non-Executive Directors** hold a special meeting among themselves on 18 December 2019 to discuss issues related to the management and the meeting results was already informed to the Chief Executive Officer.

Meeting attendance of the Board of Directors and other Committees in 2019

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	9/12	-	-	-	2/2	-
2. Mr. Kongkiat Opaswongkarn	Chief Executive Officer Nomination Committee Member	9/12	7/11	-	-	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	5/5
4. Mr. Michael David Roberts	Independent director Remuneration Committee Member Risk Management Committee Member	12/12	-	-	2/2	-	5/5
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	5/5
6 Mr. Satit Chanjavanakul	Independent director Audit Committee Member Chairman of the Nomination Committee Risk Management Committee Member	12/12	-	8/8	-	2/2	5/5
7. Mrs. Nintira Sophonpanich	Director Advisor to the Executive Committee	12/12	9/11	-	-	-	-
8. Mr. Patchara Surajaras	Executive Director Risk Management Committee Member	11/12	10/11	-	-	-	5/5
9. Mr. Pithayain Assavanig	Executive Director	12/12	10/11	-	-	-	-

Self-evaluation for Board of Directors

The Board will conduct an annual self-evaluation to review, monitor, and assess the performance of the Board. Each director will do the assessment and the company secretary will summary and propose the result of the assessment to the Board of Directors.

This year 2019, the self-assessment of the director was conducted by using the form which was revised in 2018 to align with the CG Code. The results of the assessments were reported in the Board of Directors Meeting No. 1/2020 on 21 January 2020. There are 2 kinds of assessment which are:

1. **Board self-assessment:** this assessment is to evaluate the performance of the Board as a team under 5 topics which are
 - The structure and characteristics of the Board
 - The roles and responsibilities of the board
 - The board meetings
 - The board's performance of duties
 - The self-development of directors and executive developmentThe average score of the Board self-assessment in 2019 was 93.84%.
2. **Individual self-assessment as Board or Sub-Committee:** this assessment is to evaluate the Board or Sub-Committee's performance as individual under 3 topics which are
 - The structure and characteristics of the board
 - The board meeting
 - The roles and responsibilities of the boardThe average score of the individual self-assessment in 2019 was 93.94%.

Self-evaluation for Sub-Committee

The committees which consist of the number of the directors more than one-half of total number of such committees are responsible for conducting an evaluation in order to evaluate the sub-committee's performance as a team. The Audit Committee, the Nomination Committee, the Remuneration Committee and the Risk Management Committee are responsible for conducting a self-evaluation under the areas of assessment of

- The structure and characteristics of the sub-committee
- The sub-committee meeting
- The roles and responsibilities of such sub-committee

The results of the assessment are reported in the Board of Directors meeting. The average score of every committee in 2019 was 95.50%.

In addition, the Remuneration Committee also conducted the annual performance assessment of the CEO for considering appropriate remuneration and other benefit.

self-evaluation for independent director

In 2019, the independent directors have to do the independent director self-assessment form for certify their independent. This is to ensure that such independent director is still be qualified to be the independent director of the Company and still be independent from the management and have no stake or relationship that can have significant influence on an ability of the independent director to use independent judgement and discretion for the best interest of all shareholders. The results of the assessment are reported in the Board of Directors meeting.



Remuneration of directors and executives

Annual remuneration for the Board of Directors was approved by shareholders at the annual general meeting of shareholders no. 24 dated 25 April 2018 at an amount not exceeding 15 million baht. This took effect from the fiscal year 2018 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. The directors received the remuneration in the form of director fees and bonus. The bonus will be paid to the director who is not the employee of the Company.

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 2019 are shown on item "Remuneration of directors and executives".

Succession Plan

The Company realizes the importance of succession plan for the top management so the Company set the succession policy to ensure the continuity of important work.

Self-development of directors and executives

When a new director joins the Board, the Board will give the new director an orientation, covering the Company's policy, corporate overview and also rules and regulations. In 2019, there is no new director so there is no orientation for new director.

The Company encourages and facilitates the Company's directors, executives and company secretary to attend the seminar or the training course, paid for by the Company, in order to continuously develop themselves and enhance their knowledge about their roles and responsibilities as the Company's directors or executive officers. The Company's directors attended not only the Director Accreditation Program (DAP) but also the Director Certification Program (DCP) and Corporate Governance for Capital Market Intermediaries course (CGI). Besides the courses which concerning their roles and responsibilities, the company also provided on-site and off-site courses with equipped with the knowledge about the Company's new financial product to ready them for the changing business environment. The training are offered both on-site and off-site. The training and development program which the Company's directors attended in 2019 are as below:

Director name	Date	Training course
Mr. Sopon Punyaratabandhu	31 October 2019	Board of Directors Meeting : Promote culture and governance
Mr. Satit Chanjavanakul	31 October 2019	Board of Directors Meeting : Promote culture and governance
	18 June 2019	Board Nomination and Compensation Program (BNCP) No. 7/2019
Mr. Patchara Surajaras	26 April 2019	Mastering Decisions Dynamics
Mr. Pithayain Assavanig	23 December 2019	New TFRS which will be used in 2020
	12 September 2019	TLCA CFO Professional Development Program (TLCA CFO CPD) No. 2/2019
	27 August 2019	VAT System
	1 August 2019	TLCA CFO Professional Development Session (TLCA CFO CPD) No. 1/2019
	26 April 2019	Mastering Decisions Dynamics

Moreover, in 2019, the Company also arranged a strategic workshop where the Company's directors, executives, and representation from each division joined to discuss about the Company's business strategy and how to accomplish the goal.



Corporate Social Responsibility

“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.”

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

The Company and subsidiaries are committed to conducting its business in accordance with all applicable laws and rules and regulations and the ethical standards, operating with honesty, integrity, and fairness with no regard to other benefit from misconduct to confirm credibility to relevant entities and stakeholders. The Company has appointed the Internal Audit Department to monitor operation in accordance with relevant laws and regulations. The Internal Audit Department shall immediately report any suspicious acts of violation of such laws to the Audit and Compliance Department. The Company has practice guideline as follows:

The Company has practice guideline as follows:

- 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. The Company set the practice guideline for executives and all employees to practice and publish in the employee manual. In 2019, 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. The Internal Audit Department will provide knowledge and understanding about operation in accordance with the laws and regulations through trainings and e-Newsletter (CA Newsletter).
- 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.
- The Company values the respect for intellectual property or copyright and has launched the rules to ensure the compliance with applicable laws, as mentioned in "Good Governance" topic in page no. 76

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:

- The Company and all its subsidiaries are certified as members of Thailand's Private Sector Collective Action Coalition Against which 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 and Bribery policy and also Whistleblowing 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 contribution, charitable donation, sponsorship, gift and entertainment, bribery 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 has disclosed details as regards such policies on the Company's website: <http://www.asiaplusgroup.co.th/about-us.php> under the topic of Corporate Governance as another channel of communication.

- The Company examined the conduct of anti-corruption and anti-bribery policies. In 2019, there was no act of corruption and receiving or giving bribery in 2019.
- The Company and subsidiaries participated in anti-corruption seminars and activities of several organizations to gain knowledge and understanding about the subject and to show the Company's standpoint on anti-corruption.
 1. The Company participated in the operational training on corruption perception index (CPI) enhancement, which was held by the Office of the National Anti-Corruption Commission (ONACC) on February 1, 2020 at 9.00-16.00 at Century Park Hotel on Ratchaprarop Road.
 2. An "Anti-Corruption Day 2019" activity, held by the Anti-Corruption Organization of Thailand on September 6, 2019 under a concept "Volunteers to Fight Corruption" to set role model in the society, both in organization and individual scale, to fight corruption and raise awareness about corruption as well as inform all citizens of duties, opportunities, and model methods to fight corruption.
- On November 29, 2019, the Company published CA Newsletter for executives and employees to raise awareness about receiving gifts, which is one of the anti-bribery policies, and provide guidelines for anti-corruption practices.

3. Anti-Money Laundering and Counter-Terrorism and Proliferation of Weapon of Mass Destruction Financing

- 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.
- The Company has an Anti-Money Laundering and Counter-Terrorism and Proliferation of Weapon of Mass Destruction Financing Policy, stipulating the regulations and code of practice relating to the acceptance of clients, and risk management as concerns money laundering and counter-terrorism and proliferation of weapon of

mass destruction financing. 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 and Proliferation of Weapon of Mass Destruction Financing Act.
- The Company set international standard measures for investigating investors' risk related to money laundering and the financing of terrorism and proliferation of mass destruction to prevent and reduce risk from being used as a channel or medium for money laundering and financing terrorism.
- The Company conducted the risk management assessment about money laundering in order to know the risk level of the company.
- On 26 March and 29 November 2019, the Company provided training on the Anti-Money Laundering Act and the Counter-Terrorism and Proliferation of Weapons of Mass Destruction Financing Act for the employees and executives of the Company and subsidiaries.

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:

- 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. In 2019, the Company still hire the disabled person to work for the Company.

- Avoiding any unfair acts likely to affect the security of the duties of employees.
- The Company appointed the Welfare Committee as the employees representative to discuss, advise, or suggest the Company on welfares for employees, employers' welfares management for employees, and guidelines for useful welfares for 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.
- 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.
- 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 and the knowledge about the new innovation or technologies are also including in the training program for employee. Moreover, the Company uses the e-learning system, Learning Management System: LMS, to facilitate employees to study every time and everywhere they are available.
- The Company had supported or engaged in activities to boost work spirit of employees continuously.
- 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.
- Allocating the appropriate welfare such as setting up a provident fund, life and health insurance, medical fees, annual health checks, and flu vaccines, etc.
- 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. Moreover, the Company arranged the training course concerning health in order to enhance the knowledge about good health for employees such as knowing the cancer, how to prevent office syndrome etc.
- 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.
- 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.
- The Company participated in the seminar with the United Nations Human Rights Committee and the United Nations Development Program (UNDP) on "Human Rights: the factor driving competitiveness of SET-listed companies to sustainability" on May 31, 2019 at 8.30-14.30 at Grand Ballroom 1-2, Grand Hyatt Erawan Hotel, Bangkok.



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, including taking clients to visit the companies in the other countries.
- Initiating new innovation or developing the program or application in order to facilitate, and being the assistance for the customers such as ASP Smart Application, DW Scanner Application, ASP Assistant Application, ASP Global Application, ASP Fund Application, the details are shown at "Availability and dissemination of innovation derived from operations based on responsibility towards society, environment and stakeholders" in page no. 92.

- Developing and providing more channel such as Facebook, YouTube, Telegram application for giving information, market situation and knowledge to the customers.
- Introducing variety of products to provide the alternatives for investment appropriate with the market conditions and investment behavior of each customer. Providing clear explanations to the customers to make sure they understand the risks relevant to the products.

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:

- The Company promoted a paper saving policy at workplace by increasingly switching from sending news and documents to and communicating with customers and colleagues via printed copy format to electronic format via email or the Company's website instead.
- Changing light bulbs in the Company's headquarters and subsidiaries to LED bulbs to reduce the energy consumption and achieve greater cost-effectiveness and turning off equipment or appliances not in use in order to help save electricity.
- The company started using soy-based ink for the 2019 annual report, which is made from soybean oil instead of petroleum oil, in order to reduce air pollution. Moreover, soy ink is helpful in paper recycling because soy ink removal is easier during the de-inking process.

7. Participation in community or social development

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

- The Company has organized a drawing contest for eight consecutive years 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. The 2019, the Company held a painting contest in a topic “Shining Light, Rainbow Bright” with 226 pieces of paintings from 186 artists participating. On July 8, 2019, the Company held an art talk event “Art from belief and identity” with a national artist in order to encourage artists to express unique identity and belief in art.
- The Company gave an opportunity for university students and organizations to visit and learn about the Company’s business, while also providing investment knowledge and recommending investment tools for visitors. On 19 November 2019, the collegians from Chulalongkorn University visited Asia Plus Group to learn about the Company business and investment knowledge.
- On July 25, 2019, the Company held “Future Generation Wealth Program” No.3 to educate a new generation of investors and entrepreneurs, develop their abilities to invest and manage wealth for sustainable and high returns, and give them insight to learn business management and prepare for challenges for advancing technology and fast-paced cultural changes, focusing on knowledge and investment and business experiences. In this project, the Company collaborated with Sasin School of Management, Chulalongkorn University, to develop integrated finance and investment curriculum as well as open doors to new network and business opportunities. Complete on November 8, 2019, there were 30 participants at Future Generation Wealth Program No.3.





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

The Company and subsidiaries realized the importance of technology to manage finance and investment for investors and those who are interested and to please stakeholders. In 2018, the Company and subsidiaries developed innovations and technologies to serve demands of customers and improve service efficiency and effectiveness for the best benefit of customers according to the core strategy.

1. ASP Smart - ASP Smart is all-in-one investment application with easy, fast, and convenience investment services, tailored for each investor. ASP Smart provides well-detailed and up-to-date research analyses and many functions, e.g. bond trading, real-time notification, investment assistance, easy-to-use technical graphs, and real-time update on financial and investment situation as well as historical records. To better satisfy investors' need for convenience, ASP Smart also has option for investors to open investment portfolios online. In 2019, the Company is developing ASP Smart for easier login processes through Touch ID (fingerprint) and provide additional data comparing Thai and international stocks.

- 2. DW Scanner** - DW Scanner helps investors screen and plan for investment in derivative warrants (DWs) with lower risk at any time. DW Scanner helps investors keep real-time track on DWs, compare all available DWs in the market, and find the right DW volume for investment and shows a rise and fall in DWs prices as well as tables of DW prices. DW Scanner is Thailand's first DW investment application that will efficiently help invest in DWs and make robust profit from DWs.
- 3. ASP Assistant** - This assistant program automatically notifies users of important information and schedules such as corporate actions, stock analysis papers, maturity dates of warrants and derivatives warrants. The program can be used both via browser and application.
- 4. ASP Global** - This application helps customers trade global securities safely and more easily. This program supports trading in major securities markets of six countries: the US, Hong Kong, Singapore, Germany, the UK, and Japan.
- 5. ASP Fund** - Not only can it be used for trading funds, this program also has many other functions including providing news from world class news agencies, notifying customers of NAV of their units of investment, recommending stock picks, and helping plan investment for tax saving. The program can be used both via browser and application.





Social and environmental activities (After process)

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

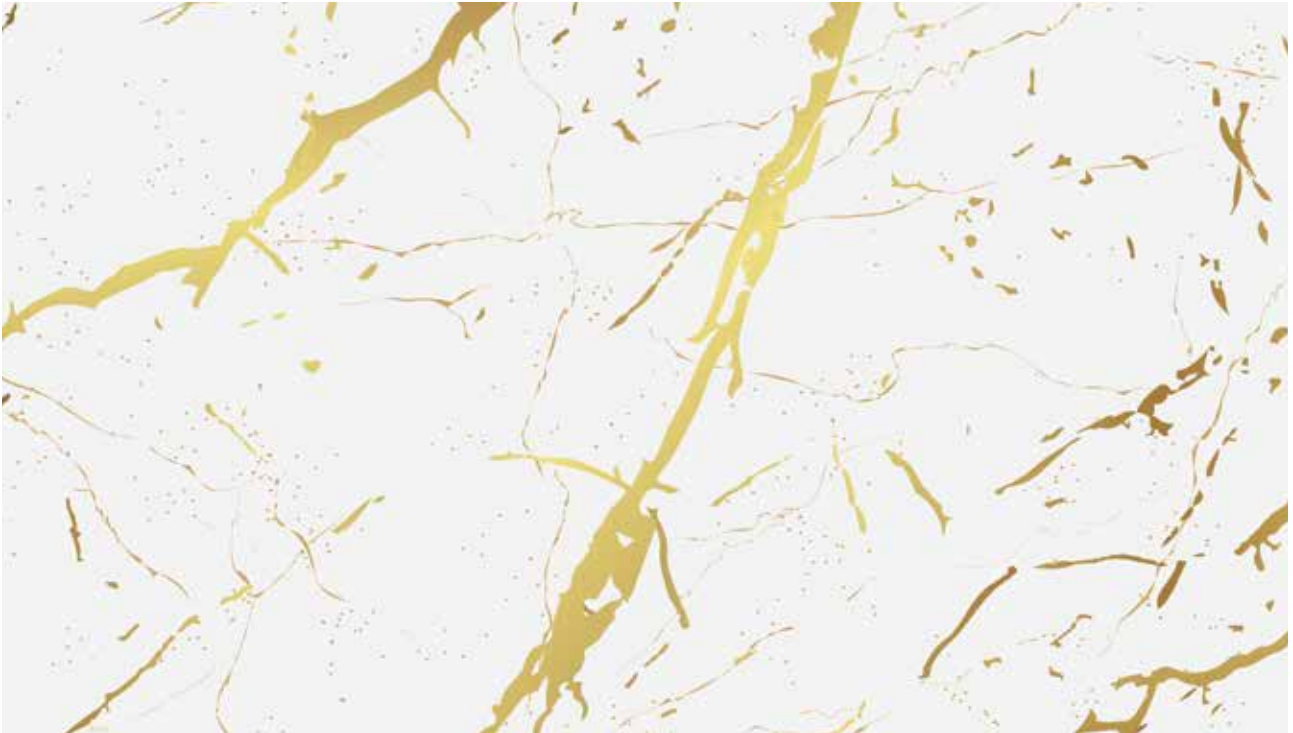
- The Company donated 1,400 old table calendars, 525 notebooks, and 150 books to the Foundation for the Blind in Thailand for production of learning media for blind people.
- The Company held “ASP Care” project, inviting the Company’s employees and those who were interested to participate in a blood donation campaign for the Thai Red Cross Society. In 2019, the donations were staged four times, on 18 March, 27 June, 26 September, and 16 December, with 319 donors and 111,650 cc of blood in total.
- On 29 June 2019, executives and employees of the Company and subsidiaries donated money, necessary appliances, school supplies, and instructional media worth of 405,051.50 baht to Baan Tha Wang Hin Border Patrol Police School in Amphoe Pranburi, Prachuap Khiri Kan Province, which has 10 teachers and 105 students in total. The Company also provided lunch for the students and all the school’s staff.
- The Company held “Asia Plus Art Online Auction”, allowing employees and the public to participate. The auction of the 44 art pieces submitted to the “Asia Plus Artist” projects No.1-8 ended with the total value of 239,100 baht. Income from the auction was donated to Maharat Nakhon Ratchasima Hospital for the construction of a building for patient and purchase of medical equipment. The Company made additional donation

from the sales of ASP polo shirts and bags – every 10 baht donation for every 1 piece of goods sold – at the amount of 5,900 baht. Overall, the Company donated the total money of 245,000 baht.

- On November 30, 2019, the Company held “Cycling and doing good in one day” activity at Sri Nakhon Khuean Khan Park And Botanical Garden, Bang Kachao, Samut Prakan. The purpose of this activity was to encourage employees to do good for the society, help the unfortunate, restore natural resources. In addition to cycling, employees did other activities as follows:
 - Donating 50 pieces of natural tie-dyeing, school stationary, educational books, clothes and toys for students of Ban San Pa Kia School, Chiang Dao, and Nong Hoi School, Mon Jam, Chiang Mai that live in remote mountain areas.
 - Making 70 EM balls to treat and neutralize polluted water.
 - Growing seedlings in forests that are hard to access to grow future forest.



Internal Control and Risk Management



The Company has set up an internal control system and risk management system in each work procedure in order to prevent errors and lessen the damage that may occur in a timely fashion.

In the Board of Directors Meeting no. 1/2020 on 21 January 2020 which all the three audit committee members attended, the Board of Directors has assessed the adequacy of internal control within the Company and the subsidiaries in five aspects:

- Control environment
- Risk assessment
- Control activities
- Information and communication
- Monitoring activities

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

In the Board of Directors Meeting no. 1/2020 on 21 January 2020 which all the five Risk Management Committee members attended, the Board of Directors acknowledged the report from the Risk Management Committee about the consideration of the adequacy of risk capital and the regulatory capital of the subsidiaries, risk issues that could significantly affect the Group's business, in accordance with the enterprise risk management framework, which also includes risk management pertaining to the anti-bribery and corruption policy, the anti-money laundering and counter-terrorism and proliferation of weapon of mass destruction financing policy, as well as plans to comply with the Thailand Personal Data Protection Act. The Risk Management Committee gave the opinion to Board of Directors that the Company and the subsidiaries have maintained appropriate risk management policies and measures.

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 Audit

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 Senior Executive Vice President of Compliance and Audit Department to be the head of Compliance and Audit Department of the Company. The details of educational background and experience are shown at page no. 14 and the responsibilities are as below;

1. Being the center providing knowledge to and advice for employees of the Company in order for such person to comprehend and be capable of performing the duty in compliance with the rules, preparing compliance manual and arranging knowledge training for working properly.
2. Preliminary reviewing the adequacy and efficiency of the internal control systems of the company and proposing to the Audit Committee once a year in order to be ensured that all activities are done under the adequacy and efficiency of the internal control system, and the risk level are in control.
3. Planning to audit according to the risk level.
4. Reviewing that the significant work process are in line with the policies, work plan, regulation and concerned law and also giving suggestion to such department, then reporting to the Audit Committee.
5. Preparing the annual compliance plan for proposing to the Audit Committee.
6. Following up on rule amendment and reporting to the Audit Committee.
7. Reporting the compliance risk associated with development or execution of new business.
8. Supervising employees of the Company and core subsidiary to comply with the Company's rules and regulations.
9. Preparing and proposing annual compliance report to the Audit Committee and the Board of Directors.
10. Reviewing the anti-corruption and bribery policy, the anti-money laundering, counter-terrorism and proliferation of weapons of mass destruction financing policy and the customer on-boarding policy and risk management in money laundering, counter-terrorism and proliferation of weapon of mass destruction financing, including monitoring the performing are in compliance with such policy and reporting to the Audit Committee and the Board of Directors respectively.
11. Examining the customer's compliant and recording all the concerned evidences.
12. Being the coordinator and reporting the incompliance action to the supervisory agency.

Related Transaction

In 2019, 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	Descriptions	Value			Pricing policy
		2019	2018	2017	
1. Funds managed by BBL Asset Management Company Limited (BBL Asset Management)	The subsidiaries	13,9469	7,6500	7,9862	Brokerage fee is a normal rate charged to other customers.
- Funds managed by BBL Asset Management	- Brokerage fee	-	-	130,0842	
- BBL is a Company's shareholder and close family member of the Company's director holds a position of director in BBL, BBL holds stakes of 75% in BBL Asset Management.	- Securities business receivables	-	-	-	
	- Securities business payables	-	-	-	
2. Asia Sermkij Company Limited	The subsidiary	0.0021	0.2531	-	Brokerage fee is a normal rate charged to other customers.
- Related by way of common director, Mr. Chali Sophonpanich	- Brokerage fee	-	-	-	
	- Securities business receivables	-	-	-	
	- Securities business payables	-	-	-	
3. Chatrian Holding Company Limited	The subsidiary	-	-	0.0346	Brokerage fee is a normal rate charged to other customers.
- Related by way of common director, Mr. Chali Sophonpanich	- Brokerage fee	-	-	-	
- Mr. Chali Sophonpanich, Chairman of the Company holds stakes of 15% in Chatrian Holding Company Limited	- Securities business receivables	-	-	-	
	- Securities business payables	-	-	-	
4. Chatubutr Holding Company Limited	The subsidiary	0.0021	-	-	Brokerage fee is a normal rate charged to other customers.
- Related by way of common director, Mr. Chali Sophonpanich	- Brokerage fee	-	-	-	
- Mr. Chali Sophonpanich, Chairman of the Company holds stakes of 18% in Chatubutr Holding Company Limited	- Securities business receivables	-	-	-	
	- Securities business payables	-	-	-	
5. Panichsawad Company Limited	The subsidiary	-	0.0021	-	Brokerage fee is a normal rate charged to other customers.
- Related by way of common director, Mr. Chali Sophonpanich	- Brokerage fee	-	-	-	
	- Securities business receivables	-	-	-	
	- Securities business payables	-	-	-	

(Million Baht)

1. Brokerage fee income (Continued)

Related Parties / Relationship		Value			Pricing policy
		2019	2018	2017	
Descriptions					
6. VNET Capital Company Limited - Related by way of common director, Mr. Sapon Punyaratbandhu	The subsidiary				
	- Brokerage fee	0.1054	-	-	Brokerage fee is a normal
	- Securities business receivables	-	-	-	rate charged to other
	- Securities business payables	-	-	-	customers.
7. City Realty Company Limited - Related by way of common director, Mr. Chali Sophonpanich	The subsidiary				
	- Brokerage fee	0.0286	-	-	Brokerage fee is a normal
	- Securities business receivables	-	-	-	rate charged to other
	- Securities business payables	-	-	-	customers.
8. Sathorn City Tower Property Fund - Funds managed by BBL Asset Management - BBL is a Company's shareholder and close family member of the Company's director holds a position of director in BBL, BBL holds stakes of 75% in BBL Asset Management. - The Company holds 0.38% in such fund.	The subsidiary				
	- Brokerage fee	0.0247	-	-	Brokerage fee is a normal
	- Securities business receivables	-	-	-	rate charged to other
	- Securities business payables	-	-	-	customers.
9. Frasers Property (Thailand) Public Company Limited - Related by way of common director, Mr. Chali Sophonpanich	The subsidiary				
	- Brokerage fee	0.1244	-	0.6726	Brokerage fee is a normal
	- Securities business receivables	-	-	-	rate charged to other
	- Securities business payables	-	-	72.7283	customers.
10. Major shareholders, directors, managements and parties who may have conflict of interest - The Company's directors and executives - The subsidiaries' directors and executives	The subsidiary				
	- Brokerage fee	1.1370	1.7111	1.0974	Brokerage fee is a normal
	- Securities business receivables	-	-	21.4455	rate charged to other
	- Securities business payables	-	-	13.7791	customers.
- The subsidiaries' directors and executives	- Brokerage fee	0.0008	0.0037	0.1421	
	- Securities business receivables	-	-	-	
	- Securities business payables	-	-	-	
	- The close family members of the Company's directors and executives	0.6407	0.2038	1.4101	
	- Securities business receivables	1.7244	-	31.0318	
	- Securities business payables	-	-	-	
Remark : The subsidiaries mean Asset Plus Fund Management Company Limited, Asia Plus Advisory Company Limited, Asia Plus Securities Company Limited					

Remark : The subsidiaries mean Asset Plus Fund Management Company Limited, Asia Plus Advisory Company Limited, Asia Plus Securities Company Limited



2. Securities lending and borrowing fee expense

		(Million Baht)			
Related Parties / Relationship	Descriptions	Value			Pricing policy
		2019	2018	2017	
1. Major shareholders, directors, managements and any parties who may have conflict of interest	The subsidiaries				Fee is a normal rate charged to other customers.
- The Company' s directors and executives	- Securities borrowing fee expense	0.1971	0.3612	0.5009	
- The close family members of the Company's directors and executives	- Securities borrowing fee expense	0.1920	0.4831	0.4744	
- The subsidiaries' directors and executives	- Securities borrowing fee expense	-	-	-	

3. Goods, services and other expenses

Related Parties / Relationship		Value			Pricing policy
		2019	2018	2017	
1. The Bangkok Club Company Limited - Related by way of common director, and Mr. Chali Sophonpanich and spouse hold 3.89% of stakes in the Bangkok Club Company Limited.	The Company				Fee structure is the same as what applicable to general customer
	- Banquet and meeting room services	0.4024	0.3835	0.6895	
	The subsidiaries				Fee structure is the same as what applicable to general customer
	- Banquet and meeting room services	0.3648	0.1885	0.1815	
2. Bangkok Insurance Public Company Limited - Related by way of common director, Mrs. Nintira Sophonpanich	The Company				Fee structure is the same as what applicable to general customer
	- Insurance fee	0.2874	0.5770	0.4920	
	- Prepaid expense for insurance fee	0.0508	0.1364	0.1505	Fee structure is the same as what applicable to general customer
	The subsidiaries				
3. Riverside Garden Marina Company Limited - Related by way of common director, Mr. Chali Sophonpanich	- Insurance fee	0.6222	0.7049	0.6314	Fee structure is the same as what applicable to general customer
	- Prepaid expense for insurance fee	0.3349	0.0361	0.0194	
	The Company				Fee structure is the same as what applicable to general customer
	- Banquet and meeting room services for Annual General Meeting of Shareholders	0.1647	0.3185	0.2901	
4. City Realty Company Limited - Related by way of common director, Mr. Chali Sophonpanich	The Company				Fee structure is the same as what applicable to general customer
	- Rental fee for Asia Plus Art Contest	0.0336	0.0309	0.0573	

3. Goods, services and other expenses (Continued)

(Million Baht)

	Related Parties / Relationship	Descriptions	Value			Pricing policy
			2019	2018	2017	
5. Asia Warehouse Company Limited	- Related by way of common director, Mr. Chali Sophonpanich	The Company				Fee structure is the same as what applicable to general customer
- Rental fee for storage		- Rental fee for storage	0.0010	0.0002	-	
		The subsidiaries				
- Rental fee for storage		- Rental fee for storage	0.0031	0.0012	0.0146	
6. Sathorn City Tower Property Fund	- Funds managed by BBL Asset Management - BBL is a Company's shareholder and close family member of the Company's director holds a position of director in BBL, BBL holds stakes of 75% in BBL Asset Management. - The Company holds 0.38% in such fund.	The Company				Fee structure is the same as what applicable to general customer
- Office repairing expense		- Office repairing expense	-	0.0012	-	
- Other expense		- Other expense	0.0054	0.0060	-	
7. I-Secure Company Limited	- Related by way of common director, Mr. Sopon Punyaratabandhu	The subsidiaries				Fee structure is the same as what applicable to general customer
- Software expense		- Software expense	1.2000	0.6500	-	
- Accrued expenses		- Accrued expenses	0.1000	0.2000	-	
8. Major shareholders, directors, managements and parties who may have conflict of interest	- The Company's directors and executives	The Company				Fee structure is the same as what applicable to general customer
- Other expense		- Other expense	0.0200	-	-	



4. Funds deposited at bank / interest on deposit / borrowing / fee

		Value			Pricing policy
Related Parties / Relationship		2019	2018	2017	
The Company					
1. Bangkok Bank Public Company Limited (BBL)					
- Mrs. Nintira Sophonpanich, the Company's director, is a spouse of Mr. Chartsiri Sophonpanich, President of BBL.	- Money deposited at BBL in the name of the Company	14,4650	38,0756	21,1973	The structure of interest on deposit or lending fee is the same as what applicable to general customers or as stated in the agreements
- Mr. Chali Sophonpanich, Chairman of the Company, is a younger brother of Mr. Chartsiri Sophonpanich, President of BBL.	- Accrued interest receivable	0.0006	0.0028	0.0349	
	- Interest on saving accounts	0.0858	0.0834	0.1208	
	- Bank charges ^{1/}	0.3739	0.3699	0.3513	
	- Transfer fee	0.0000	0.0000	0.0001	
The subsidiaries					
- BBL holds stakes of 8.46% in the Company.	- Money deposited at BBL in the name of the Company and on behalf of customers	68,5908	67,4571	72,6827	
	- Interest on saving accounts in the name of the Company and on behalf of customers	0.3044	0.1896	0.1648	
	- Accrued interest receivable	0.0881	0.0020	0.0027	
	- Interest expense	6,1833	5,9687	15,9715	
	- Bank charges ^{1/}	2,6185	3,2759	3,6228	
	- Accrued bank charges expense	0.0002	0.0002	0.0001	
	- Overdraft line				
	- Credit limits	30,0000	30,0000	30,0000	
	- Short-term revolving loan line				
	- Overdraft	415,0000	-	1,000,0000	

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

5. Rental Expense / Common Expenses

Related Parties / Relationship		Value			Pricing policy
		2019	2018	2017	
Descriptions					
1. Bangkok Bank Public Company Limited (BBL) - Mrs. Nintira Sophonpanich, the Company's director, is a spouse of Mr. Chartsiri Sophonpanich, President of BBL. - Mr. Chali Sophonpanich, Chairman of the Company, is a younger brother of Mr. Chartsiri Sophonpanich, President of BBL. - BBL holds stakes of 8.46% in the Company.	The Company	0.3687	0.3674	0.3688	The rental fee structure is the same as what applicable to general customers or as stated in the agreement.
	- Accrued expenses				
	The subsidiaries				
	- Rental expense for regional branches	8.4028	8.8622	8.7282	
	- Rental expense for safe box	0.0093	0.0083	0.0066	
2. Sathorn City Tower Juristic Person - Ms. Vimolpan Suwantevatooop, the Company's executive, represents the Company as director of the Board of Directors of Sathorn City Tower Juristic Person due to the Company's proprietorship of the 3 rd floor of Sathorn City Tower.	- Prepaid expense for property tax	-	0.0054	-	The rental fee structure is the same as what applicable to general customers or as stated in the agreement.
	- Accrued expenses	0.1302	0.1154	0.1606	
	- Deposits	1.6977	1.8850	1.8080	
	The Company				
	- Common expenses	4.0441	3.9276	3.6690	
3. Sathorn City Tower Property Fund - Funds managed by BBL Asset Management - BBL is a Company's shareholder and close family member of the Company's director holds a position of director in BBL, BBL holds stakes of 75% in BBL Asset Management. - The Company holds 0.38% in such fund.	- Parking expense	0.0808	0.0885	0.1041	The rental fee structure is the same as what applicable to general customer or stated in the agreement.
	- Accrued expenses	0.3151	0.3264	0.1672	
	- Deposits	0.0240	0.0240	0.0240	
	The subsidiaries				
	- Parking expense	3.1313	3.6526	3.6997	
4. Emporium Tower Property fund - Funds managed by BBL Asset Management - Shareholder and close family member of the Company's director holds a position of director in BBL, BBL holds stakes of 75% in BBL Asset Management.	- Accrued expenses	0.0585	0.0587	0.0280	The rental fee structure is the same as what applicable to general customer or stated in the agreement.
	- Deposits	0.0164	0.0164	0.0164	
	The Company				
	- Rental expense for Company's headquarter	18.6437	18.4182	17.7568	
	- Accrued expenses	0.1669	0.1789	-	
5. Sathorn City Tower Property Fund - Funds managed by BBL Asset Management - BBL is a Company's shareholder and close family member of the Company's director holds a position of director in BBL, BBL holds stakes of 75% in BBL Asset Management. - The Company holds 0.38% in such fund.	- Deposits	6.2112	5.9784	5.9784	The rental fee structure is the same as what applicable to general customer or stated in the agreement.
	The subsidiaries				
	- Rental expense for subsidiaries office	26.4792	26.0261	25.6567	
	- Accrued expenses	0.2204	0.3122	0.4161	
	- Deposits	5.9693	5.7044	5.7044	
6. Emporium Tower Property fund - Funds managed by BBL Asset Management - Shareholder and close family member of the Company's director holds a position of director in BBL, BBL holds stakes of 75% in BBL Asset Management.	The subsidiaries				The rental fee structure is the same as what applicable to general customer or stated in the agreement.
	- Rental expense for subsidiary's office	2.8323	4.8808	4.4551	
	- Accrued expenses	-	0.0144	0.0154	
	- Deposits	-	1.1450	1.1450	

5. Rental Expense / Common Expenses (Continued)

		(Million Baht)		
		Value		
Related Parties / Relationship	Descriptions	2019	2018	2017
5. City Realty Company Limited - Related by way of common director, Mr. Chali Sophonpanich	The Company - Deposits	-	-	-
	The subsidiaries - Parking expense	0.0660	0.0330	0.0413
The rental fee structure is the same as what applicable to general customer or stated in the agreement.				
6. Asia Warehouse Company Limited - Related by way of common director, Mr. Chali Sophonpanich	The Company - Rental and storage expense	0.8786	0.8786	0.9348
	The subsidiaries - Rental and storage expense	0.2820	0.2820	0.2540
The rental fee structure is the same as what applicable to general customer or stated in the agreement.				
7. Sukhumvit City Company Limited - Related by way of common director, Mr. Chali Sophonpanich	The subsidiaries - Rental expense for subsidiary's office	2.0416	-	-
	- Accrued expenses	0.0164	-	-
	- Deposits	1.1450	-	-
The rental fee structure is the same as what applicable to general customer or stated in the agreement.				
Remarks : Rental expenses include lease, services, parking, utilities and property tax.				

6. Other

		(Million Baht)		
		Value		
Related Parties / Relationship	Descriptions	2019	2018	2017
1 Major shareholders, directors, managements and any parties who may have conflict of interest - The Company's directors and executives	As at 31 December 2019, the Company's subsidiary entered into forward contracts to reduce the foreign currency risk in respect of investment in foreign currencies for the Company's directors. The forward contracts to sell USD 2.2 million were on behalf of the Company's directors.			
The service with no fee to the general customers				



(B) Investment in subsidiaries

		(Million Baht)				
	Related Parties / Relationship	Descriptions	Value			Pricing policy
			as at 31 Dec.2019	as at 31 Dec.2018	as at 31 Dec.2017	Increase/ (Decrease)
1	Asset Plus Fund Management Company Limited (Asset Plus) - The Company holds stakes of 99.99% in Asset Plus and related by way of common directors.	- Investment in common shares - Dividend income	197.7070 29.0000	197.7070 49.0000	197.7070 44.0000	- Investment portion is 99.99%
2	Asia Plus Advisory Company Limited (Asia Plus Advisory) - The Company holds stakes of 99.99% in Asia Plus Advisory and related by way of common directors.	- Investment in common shares - Dividend income	14.9999 12.3000	14.9999 8.1000	14.9999 30.0000	- Investment portion is 99.99%
3	Asia Plus Securities Company Limited (Asia Plus Securities) - The Company holds stakes of 99.99% in Asia Plus Securities and related by way of common directors.	- Investment in common shares - Dividend income	4,499.9998 157.5000	4,499.9998 243.0000	4,499.9998 648.0000	- Investment portion is 99.99%

(C) Investment in related parties

		(Million Baht)				
	Related Parties / Relationship	Descriptions	Value			Pricing policy
			as at 31 Dec.2019	as at 31 Dec.2018	as at 31 Dec.2017	Increase/ (Decrease)
1	Bangkok Bank Public Company Limited (BBL) - Mrs. Nintira Sophonpanich, the Company's director, is a spouse of Mr. Chartsiri Sophonpanich, President of BBL. The subsidiary - Mr. Chali Sophonpanich, Chairman of the Company, is a younger brother of Mr. Chartsiri Sophonpanich, President of BBL. - BBL holds stakes of 8.46% in the Company.	- Investment in common shares - Dividend income The subsidiary - Investment in common shares - Dividend income	15.7892 1.1000 11.0243 0.3202	- 1.1000 2.9013 0.8809	26.4226 1.0550 44.3182 0.5248	Investment portion is 0.0052% Investment portion is 0.0036%
2	Emporium Tower Property Fund - Funds managed by BBL Asset Management - BBL is a Company's shareholder and close family member of the Company's director holds a position of director in BBL, BBL holds stakes of 75% in BBL Asset Management.	- Investment in common shares - Dividend income	- 18.2896	4.1000 1.0906	4.1000 1.0168	(4.1000)

(C) Investment in related parties (Continued)

							(Million Baht)
	Related Parties / Relationship	Descriptions	Value				Pricing policy
			as at 31 Dec.2019	as at 31 Dec.2018	as at 31 Dec.2017	Increase/ (Decrease)	
3	Bangkok Garden Property Fund - Funds managed by BBL Asset Management - BBL is a Company's shareholder and close family member of the Company's director holds a position of director in BBL, BBL holds stakes of 75% in BBL Asset Management.	The Company - Investment in common shares - Dividend income	- 0.7635	0.7613 2.3500	0.7613 1.3500	(0.7613)	-
4	Sathorn City Tower Property Fund - Funds managed by BBL Asset Management - BBL is a Company's shareholder and close family member of the Company's director holds a position of director in BBL, BBL holds stakes of 75% in BBL Asset Management.	The Company - Investment in common shares - Dividend income	0.0640 2.6350	0.0640 1.3000	0.0640 -	- 0.3774%	Investment portion is
5	The Bangkok Club Company Limited - Related by way of common director, and Mr. Chali Sophonpanich and spouse hold 3.89% of stakes in the Bangkok Club Company Limited.	The Company - Investment in common shares - Dividend income	1.2400 -	1.2400 -	1.2400 -	- 0.5556%	Investment portion is
6	Fraser's Property (Thailand) Public Company Limited (FPT) - Related by way of common director, Mr. Chali Sophonpanich	The Company - Investment in common shares - Dividend income	- -	- 0.0300	- -	- -	-
7	Intouch Holdings Public Company Limited (INTUCH) - Related by way of common director, Mr. Virach Aphimeteetamrong.	The Company - Investment in common shares - Dividend income The subsidiary - Investment in common shares - Dividend income	18.7661 1.0719 7.8159 0.0367	14.9183 0.3375 1.8871 0.3614	23.8666 0.8220 2.0807 0.3151	3.8478 0.0094% 5.9289 0.0042%	Investment portion is
8	Vintcom Technology Public Company Limited (VCOM) - Related by way of common director, Mr. Sopon Punyaratabandhu	The Company - Investment in common shares - Dividend income	- -	- -	0.5069 -	- -	-

Necessity and rationale of related transactions

Related transactions in the year 2019, 2018 and 2017 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 1-6) are considered normal business activities as the expenses of fee structure applying to related transactions is the same as that applying to general customers.

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

Opinion from the Audit Committee

The Audit Committee had been reviewed the necessary or rationale of entering into connected transactions and had been found that such transactions are the normal business transactions and supporting normal business transactions which are under the general trading conditions and the highest benefit to the company. The Audit Committee also reviewed about the accurate disclosure of the connected transactions.

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, B 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 of December 31, 2019;

"the Company" hereafter refers to "Asia Plus Group Holdings Public Company Limited and subsidiaries").

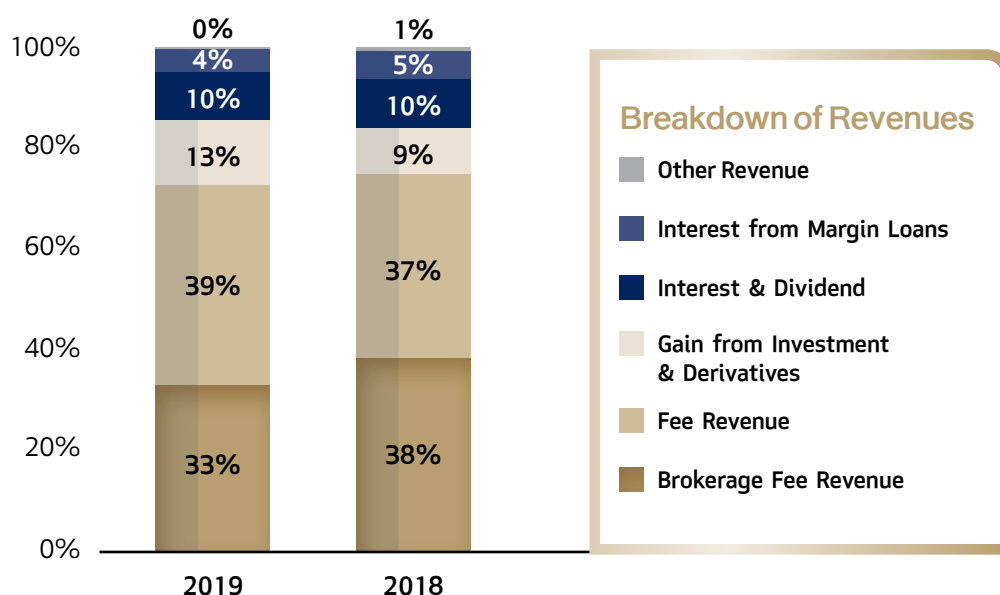
Results of Operations

As of 2019, the Company had total revenues of 1,915 million baht and net profit of 359 million baht. The revenues decreased 16% from 2,271 million baht in 2017 and the net profit decreased 17% from 434 million baht in 2018. Earnings per share in 2019 were 0.17 baht, down from 0.21 baht last year.

The Company's net profit decreased 75 million baht or 17% from 2018 because overall investments had been highly volatile throughout the year, continuing from last year, directly affecting the brokerage business. The business faced intense competition in terms of brokerage commission fee rate and a decline in market share.

Of the total revenues of 1,915 million baht, 39% or 749 million baht were fee revenues, 33% or 632 million baht were brokerage fee revenues, 13% or 258 million baht were gain on investment and derivatives, and 10% or 185 million baht were interest and dividend revenues. In addition, the Company had interest revenues on margin loans of 84 million baht and other revenues of 5 million baht.

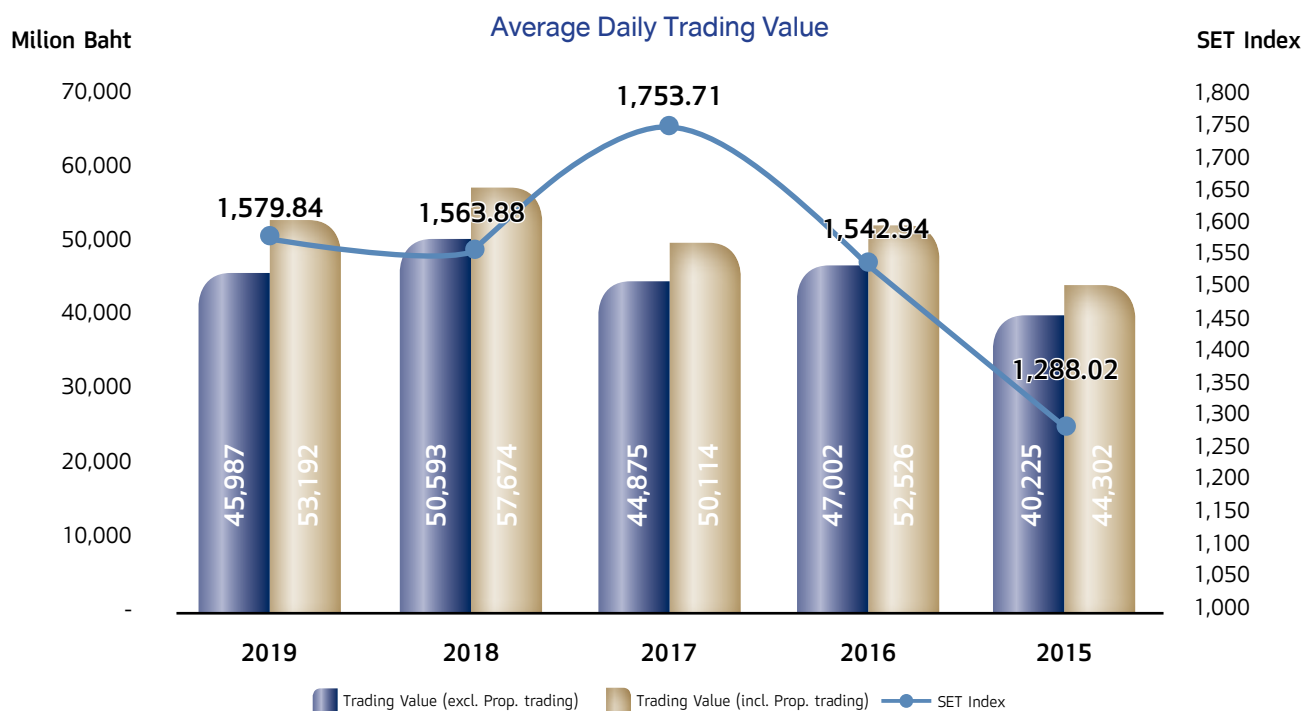
Compared with 2018, the proportion of brokerage fee revenues decreased significantly, while proportion of fee revenues continued to increase. The Company had given importance to diversifying the revenue base to compensate for revenues from the brokerage business which would decrease as a result of more intense competition in the future.



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

Brokerage commission fee revenues

Daily securities trading value in the Stock Exchange of Thailand (SET) in 2019 was 53,192 million baht. On December 30, which was the last working day of the year, SET Index closed at 1,579.84 points, up 15.96 points or 1.02% from the beginning of the year.

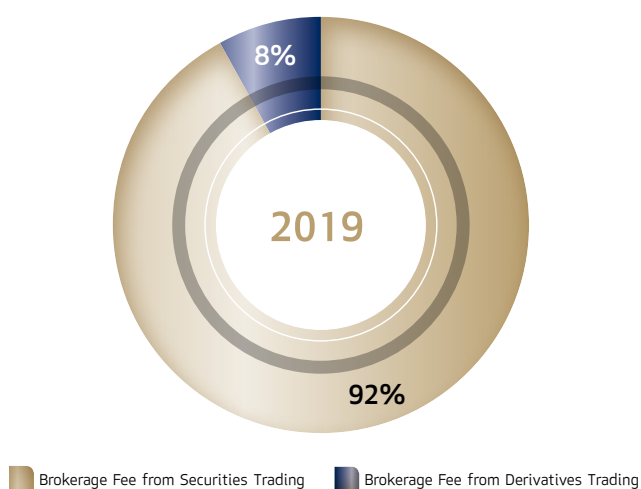


Source: Stock Exchange of Thailand (SET)

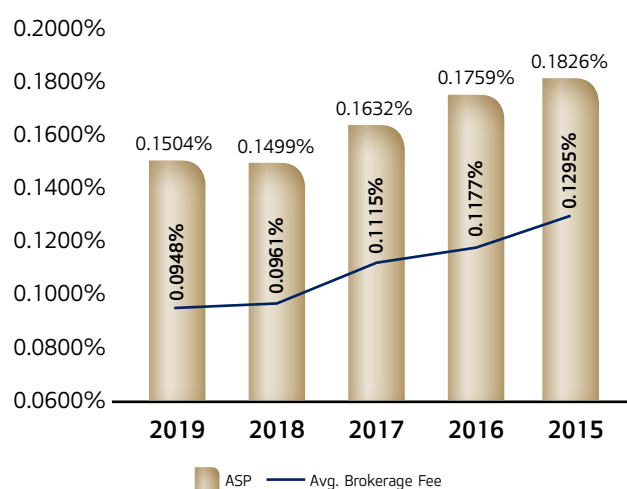
Brokerage commission fee revenues in 2019 decreased 28% from 2018 to 632 million baht. Securities brokerage fee revenues decreased 29% from 823 million baht to 584 million baht. The decrease of the brokerage commission fee revenues resulted from the Company's lower market share and intensifying price competition. Derivatives brokerage fee revenues stayed unchanged at 49 million baht.

The net brokerage commission fee rate of the Company in 2019 was 0.1504%, up from 0.1499% in 2018.

Breakdown of Brokerage Fee Revenues



Net Brokerage Fee Rate

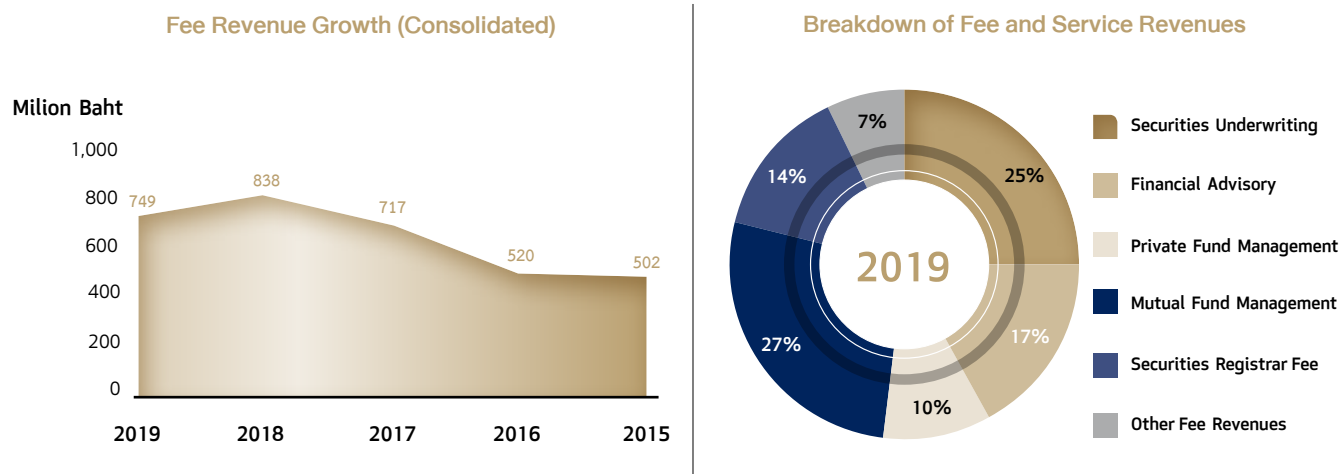


Source: Financial Statement of Asia Plus Group Holdings Public Company Limited

Fee revenues

The Company's fee revenues in 2019 were 749 million baht, decreasing 11% or 89 million baht from 2018. Of the total fee revenues, 27% were mutual fund management fee revenues, 25% were securities underwriting fee revenues, 17% were financial advisory fee revenues, 14% were securities registrar fee revenues, 10% were private equity fund management fee revenues, and 7% were other fee revenues.

The Company also plans to increase a proportion of revenues from other businesses, e.g., fund management, asset management, global investment, and investment banking, to generate continuous growth in fee and service revenues in the future.



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

Gain on investment and derivatives

Gain on investment and derivatives in 2019 were 258 million baht, increasing 26% or 53 million baht from 2018. The Company had adjusted investment strategies in accordance with the market condition, which resulted in higher gain on investment and derivatives.

However, the Company had distributed risk and diversified its investment both locally and globally to generate continuous profit.

Interest and dividend revenues

Interest and dividend revenues in 2019 were 185 million baht, decreasing 16% or 35 million baht from 2018. The Company still focused on efficient investment and financial management policies for appropriate returns.

Interest revenues on margin loans

Interest revenues on margin loans in 2019 were 84 million baht, decreasing 30% or 36 million baht from 2018 because the average outstanding margin loans decreased from 2,094 million baht in 2018 to 1,515 million baht in 2019.

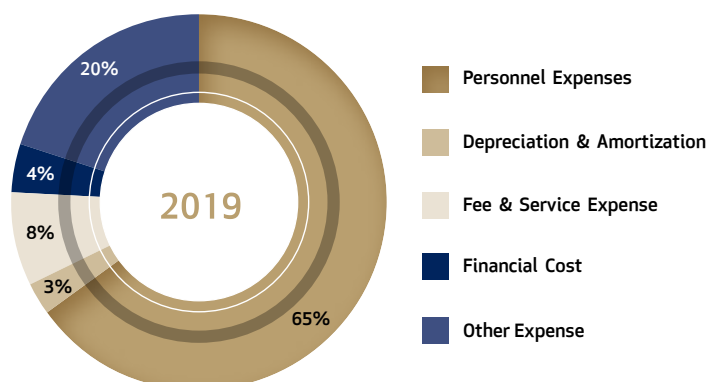


Operating Expenses

In 2019, the Company had total expenses of 1,468 million baht, decreasing 260 million baht or 15% from 2018 because the Company made allowance for impairment loss of investment, loss from investment, and allowance for doubtful accounts of advisory receivables (not recognized in 2019), whereas operating expense and other expense decreased, in line with the decline of the Company's revenues.

Breakdown of the Company's expenses in 2019 had not changed significantly from 2018, with personnel expenses making up the biggest part. In 2019, 952 million baht or 65% of the total expenses were personnel expenses, which decreased 36 million baht from 2018.

A decrease in operating expense and other expense was mainly from a decrease of fee and service expense by 44 million baht, financial cost of 39 million baht, and depreciation and amortization expense 22 million baht.



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

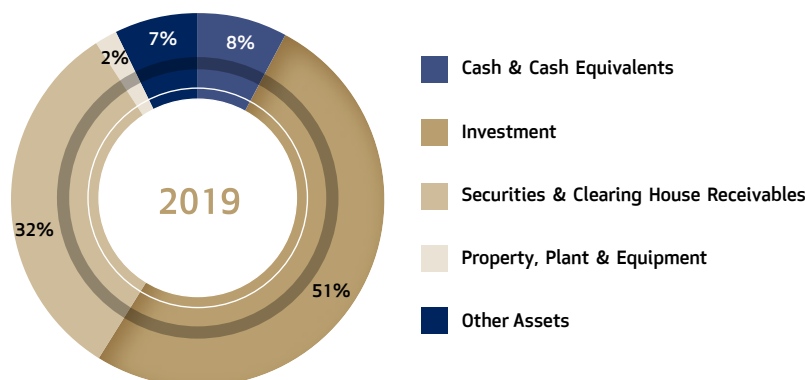
Asset Management

Assets

Of the total assets in 2019, 51% were investments, 32% were securities business receivables and receivables from Clearing House, 8% were cash and cash equivalent, while other assets made up around 2 to 7% each. According to the statement of financial position (consolidated financial statement), the Company's total assets as of December 31, 2019 were 6,330 million baht, decreasing 1% or 62 million baht from 6,392 million baht as of December 31, 2018.

Going into details, investments increased 885 million baht, mainly from current investments that increased 874 million baht and long-term investments that increased 11 million baht. Securities business receivables and receivables from Clearing House decreased 306 million baht from securities purchased under resale agreements that decreased 417 million baht minus receivables from Clearing House that increased 111 million baht. Cash and cash equivalent decreased 644 million baht and other assets decreased 4 million baht.

However, the Company plans to increase low-risk liquid assets to prepare for investment opportunities in the future.

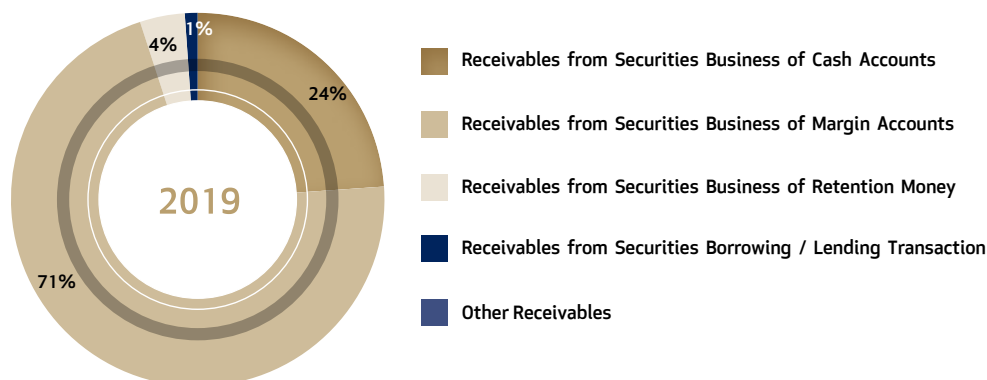


Source: Financial Statement of Asia Plus Group Holdings Public Company Limited

Securities business receivables and derivatives business receivables

As of December 31, 2019, the Company's securities business receivables and derivatives business receivables were 1,799 million baht, decreasing 417 million baht or 19% from 2018, mainly from a decrease in receivables from margin loans by 267 million baht and receivables from securities business of cash accounts by 149 million baht, because total trading value in the market declined due to fluctuation in the investment markets, both local and overseas.

Of the total securities and derivatives business receivables, 71% were receivables from margin loans and 24% were receivables from securities business of cash accounts.

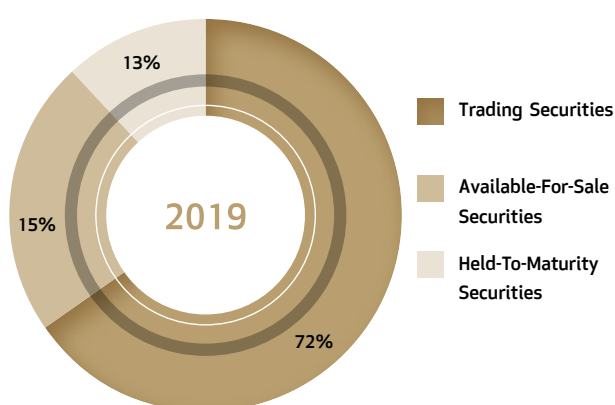


Source: Financial Statement of Asia Plus Group Holdings Public Company Limited

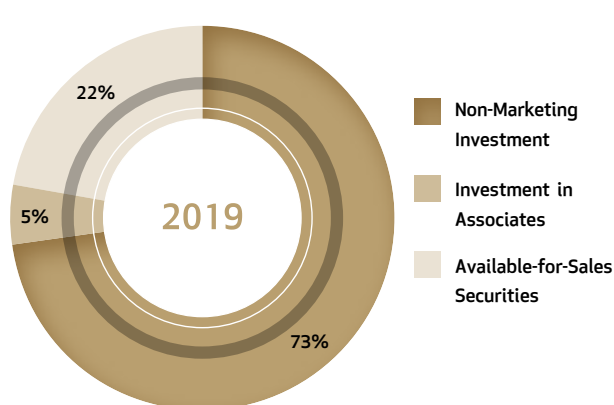
Current investments and long-term investments

About the Company's investment structure in 2019, current investments accounted for 84% and long-term investments accounted for 16%. Of the current investments, 72% were investments in trading securities, 15% were investments in available-for-sale securities, and 13% were held-to-maturity investments.

Current Investment Breakdown in 2019 (Consolidated)



Long-term Investment Breakdown in 2019 (Consolidated)

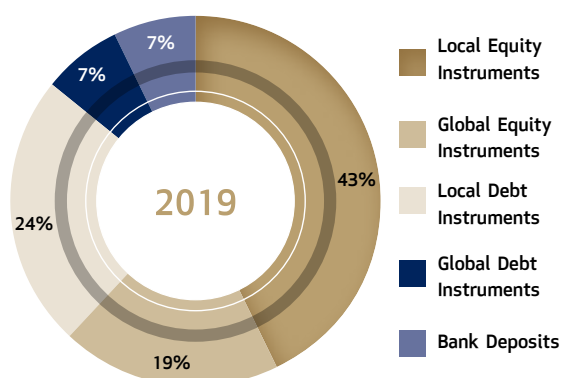


Source: Financial Statement of Asia Plus Group Holdings Public Company Limited

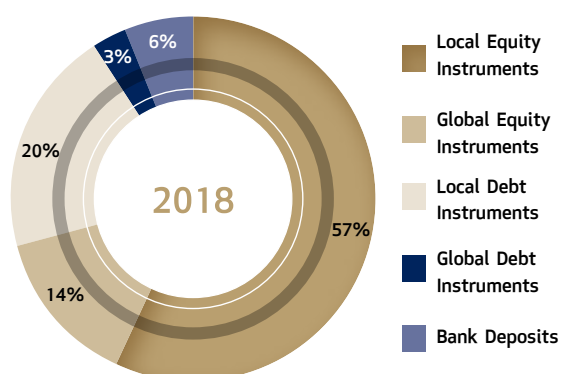
Current investment accounts increased 48% or 874 million baht and long-term investment accounts increased 2% or 11 million baht in 2019. The Company mostly focused on investment in local equity instruments with the proportion of 43%, followed by local debt instruments of 24% and global equity instruments of 19%.

In 2019, the Company had to adjust investment strategies along with the market situations, resulting in changes in proportion of investment. The proportion of investment in local equity instruments decreased from 57% to 43%, while the proportion of investment in global equity instruments increased from 14% to 19%. The proportion of investment in local debt instruments increased from 20% to 24% and the proportion of investment in global debt instruments increased from 3% to 7%.

Breakdown of Proprietary Portfolio at End-2019



Breakdown of Proprietary Portfolio at End-2018



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

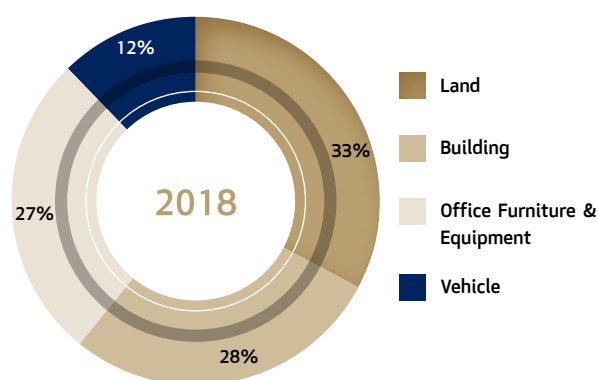
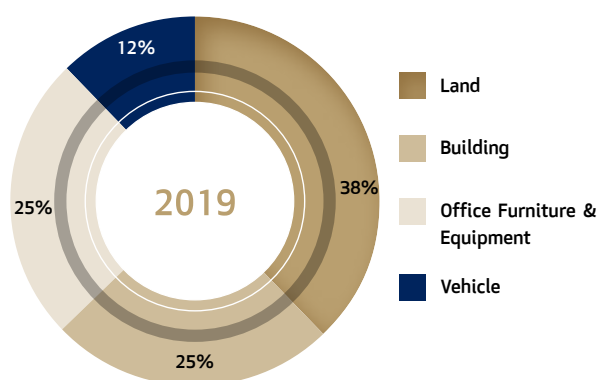
The Company underwent adjustment for valuation of investment. Fairvalue of marketable securities was, in line with market demand, calculated from the last bid price of securities at the last working day of the year. Calculation of fair value of debt securities was based on the yield announced by the Thai Bond Market Association (ThaiBMA) and calculation of fairvalue 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 of 31 December 2019, net value of the Company's premises and equipment was 138 million baht; 52 million baht was for the land, 35 million baht for the building, 5 million baht for the office furniture, 29 million baht for the office equipment, and 17 million baht for the vehicles.

Breakdown of Property, Premises & Equipment



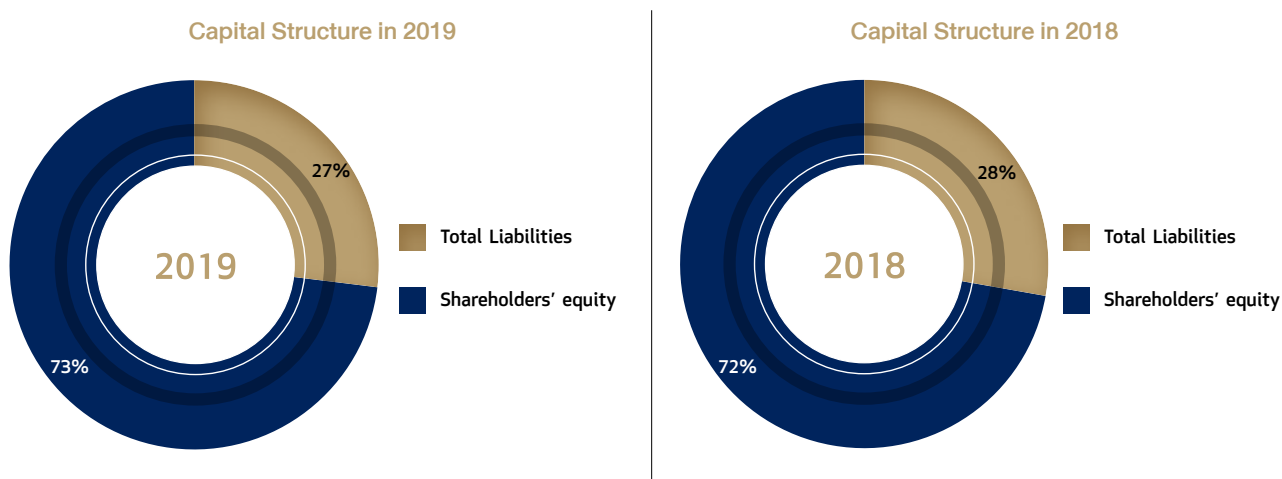
Source: Financial Statement of Asia Plus Group Holdings Public Company Limited



Sources of capital

As of 31 December 2019, the Company's capital from liabilities was 1,685 million baht and shareholders' equity was 4,645 million baht. The debt to equity ratio at the end of 2019 was 0.36x, down from 0.38x in 2018. Most of the Company's liabilities were short-term borrowings and securities business payables and derivatives business payables, which changed following trading value in the last two working day of each quarter. Excluding securities business payables and derivatives business payables, the debt to equity ratio was 0.28x, down from 0.27x at the end of 2018.

Shareholders' equity in 2019 was 4,645 million baht, increasing 19 million baht from 4,626 million baht in 2018. Details of the liabilities and shareholders' equity are as follows.



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

Liabilities

As of December 31, 2019, the Company had total liabilities of 1,685 million baht, decreasing 81 million baht or 5% from the same period of 2018. Securities business and derivatives business payables decreased 100 million baht, while payable to clearing house increased 52 million baht.

Short-term borrowings from financial institutions, short-term borrowings, and other payables decreased 29 million baht in total. Short-term borrowings decreased 397 million baht and other payables decreased 47 million baht. In contrast, short-term borrowings from financial institutions increased 415 million baht.

Provision for long-term personnel benefits in 2019 was 155 million baht, an increase of 22 million baht, which was in line with the Company's forecast made by the actuarial science method.

Shareholders' equity

As of December 31, 2019, the Company's shareholders' equity was 4,645 million baht, decreasing 19 million baht from 2018. The Company's earnings in fiscal year 2019 were 359 million baht and dividend payment in 2019 was 337 million baht. In addition, the Company's net surplus on revaluation of available-for-sale investments decreased 4 million baht.

Factors and influences on future financial position

2020 is probably one of the most challenging years ever. SET Index started to rebound in the first half of 2019 and stood strong in the second half of the year, after declining severely in 2018. However, as a result of the COVID-19 pandemic that has infected many countries and ongoing uncertainty issues, e.g. US-China trade war, the worst drought in 40 years, and a delay in the 2020 budget bill that has delayed economic stimulus measures. All these factors have slowed down growth in all businesses and adversely affected investment sentiment in Thailand.

In addition to challenges from the aforementioned factors, businesses have been increasingly affected by technology disruption (rapid and disruptive changes in technology), fiercer competition, lower financial fees, and changes in behaviors of investors of all ages. As a result, all businesses have to adapt and strengthen themselves in order to handle impacts from these global and particular factors.

Developing strategic plans focusing on solid organization fundamentals and continuously driving forward operating plans will ensure the Company's business success in the current situation. The Company gives importance to insights on business condition, technology, surrounding factors, and competition in order to ensure efficiency of strategic plans. In 2020, the Company is still focusing on innovating high-quality and different financial products and services to investors through two main distribution channels, retail brokerage and wealth management. The Company will enhance competitiveness by developing technology and innovation in services and enhancing efficiency of financial advisors through practice-oriented training.

To push forward our plans and strategies and achieve the targets, the Company develops the following infrastructure:

1. Central database storage system to collect up-to-date data and deliver data for management in all departments to make timely and suitable decisions and plans for the situation.
2. Performance management system to ensure that performance is in accordance with achievement, operation plans, and the Company's strategies.
3. Operating monitoring system to timely and appropriately adjust policies and operation approaches in accordance with the situation.





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 2019 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 31 December 2019 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 from the Risk Management Committee

Asia Plus Group Holdings Public Company Limited For the Year Ended December 31, 2019

The Risk Management Committee oversees Asia Plus Group Holdings Public Company Limited and its subsidiaries ("the Group") to ensure appropriate risk management structure, risk management policies and measures are in place. The Committee comprises 4 independent directors and the Chief Operating Officer with the Head of Corporate Risk Management Division as the secretary.

The Committee met 5 times in 2019. In addition to updating of the Risk Management Committee Charter, the Committee has reviewed the adequacy of risk capital (NCR) of Asia Plus Securities Company Limited and regulatory capital of Asset Plus Fund management Company Limited, risk issues that could significantly affect the Group's business, in accordance with the enterprise risk management framework, which also includes risk management pertaining to the Anti-Corruption and Bribery Policy, Anti-Money Laundering and Counter-Financing of Terrorism (AML/CFT), as well as plans to comply with the Thailand Personal Data Protection Act.

The Committee is of an opinion that Asia Plus Group Holdings Public Company Limited and its subsidiaries have maintained appropriate risk management policies and measures.

Mr. Sopon Punyaratabandhu
Chairman of the Risk Management Committee

17 January 2020



Report of the Audit Committee

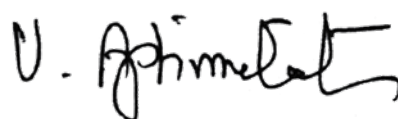
For the year ended December 31, 2019

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 2019, chairman of the audit committee was Dr. Virach Aphimeteetamrong and the other committee members were Mr. Sopon 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 2019 the committee held 8 meetings with the external auditors, the management, and the audit and compliance departments. Among these, there were 1 meeting with the external auditors in absence of the management. Matter considered as the meetings include that;

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 policies and practices on Anti-Money Laundering and Combating the Financing of Terrorism and proliferation of weapons of mass destruction and Customer Acceptance and Money Laundering and Terrorism Financing and proliferation of weapons of mass destruction Risk Management Policy.
4. Reviewed the policies and practices on Anti-bribery and Corruption, and Whistle-blowing.
5. Participated as members of risk management committee.
6. 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 2019.

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



(Dr. Virach Aphimeteetamrong)

Chairman of the Audit Committee

15 January 2020

Independent Auditor's Report



To the Shareholders of Asia Plus Group Holdings Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Asia Plus Group Holdings Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2019, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Asia Plus Group Holdings Public Company Limited for the same period.

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 2019, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Recognition of revenue from brokerage fees from securities business

The Group's revenue mainly consisted of brokerage fees from securities business. The subsidiary charges brokerage fees from securities business at percentages of trading volume, which are freely negotiated, and based on a sliding scale fee structure. Because of the size and volume of transactions, the large number of customers, the fees charged to customers being dependent on various factors, and the recognition of revenue from brokerage fees from securities business relying primarily on data processed by information systems, I addressed the measurement and occurrence of brokerage fees from securities business as a key audit matter.



The audit procedures I performed were to assess and test, on a sampling basis, the subsidiary's internal controls relevant to recognition of revenue from brokerage fees from securities business, including computer-based controls relevant to the calculation of brokerage fees from securities business. I also tested, on a sampling basis, the brokerage rates, calculation and account recording. In addition, I performed analytical procedures on brokerage fees from securities business and examined, on a sampling basis, material manual adjustments recorded via journal vouchers.

Allowance for doubtful accounts for securities business receivables

As discussed in Note 4.8 to the financial statements, the subsidiary's allowance for doubtful accounts for securities business receivables is determined through consideration of specific reviews, collection risk and the value of the collateral. For securities trading and credit balance transactions, the subsidiary has policies regarding the collateral to be placed, with the value of collateral required dependent on the type of transaction, type of securities and credit limit, among other factors. The estimation of allowance for doubtful accounts for securities business receivables is significant because of the number of customers and the significance of the amount of the receivables to the Group's financial statements. Therefore, I addressed the adequacy of allowance for doubtful accounts for such receivables as a key audit matter.

I have performed audit procedures on the allowance for doubtful accounts as follows:

- I assessed, and tested on a sampling basis, the subsidiary's internal controls relevant to the calculation of allowance for doubtful accounts and the recording of allowance for doubtful accounts. I also assessed the methods applied by the subsidiary to the determination and calculation of the allowance, and compared the subsidiary's policy with regulatory requirements. Moreover, I tested certain controls, on a sampling basis, over the computer-based controls relevant to the status of account receivables, the calculation of the collateral value and the revaluation adjustments made to the fair values of collateral.
- I examined the allowance for doubtful accounts as at the period-end date by testing the completeness of the data used in the calculation of allowance for doubtful accounts, testing on a sampling basis the status of outstanding debts, the valuation of collateral items, collections of debt after the period-end date, the correctness of debt classification and the calculation of the allowance.

Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the 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.



In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.



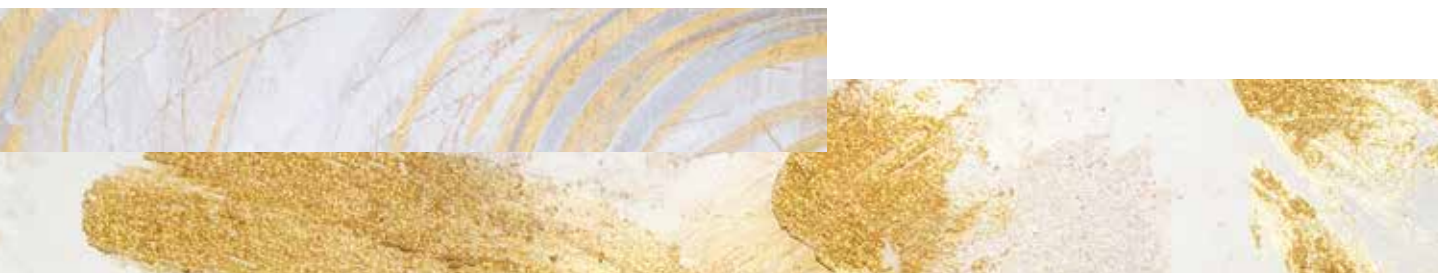
From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.



Sumana Punpongsanon
Certified Public Accountant (Thailand) No. 5872

EY Office Limited
Bangkok: 28 February 2020



Statements of financial position

Asia Plus Group Holdings Public Company Limited and its subsidiaries
As at 31 December 2019

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
	Note	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Assets					
Current assets					
Cash and cash equivalents	6	503,732,398	1,147,982,867	125,507,478	145,989,220
Current investments	7	2,703,358,765	1,829,191,137	1,371,156,517	1,110,238,906
Receivables from Clearing House and broker-dealers	8	227,963,014	117,240,133	-	-
Securities and derivatives business receivables	9	1,799,248,808	2,216,269,923	-	-
Accrued fees and service income from asset management business		65,018,574	44,241,364	-	-
Derivatives assets	10	23,212,594	19,233,941	17,806,028	2,707,727
Other receivables	11	134,321,329	107,779,825	236,216,217	239,518,023
Other current assets		38,292,707	36,545,199	15,763,935	17,602,984
Total current assets		5,495,148,189	5,518,484,389	1,766,450,175	1,516,056,860
Non-current assets					
Investments in subsidiaries	12	-	-	5,185,106,352	5,109,443,584
Investments in associate	13	26,315,563	-	26,315,563	-
Other long-term investments	7	474,072,226	489,285,889	472,841,616	488,966,159
Investment properties	14	-	-	86,828,077	95,633,073
Property, plant and equipment	15	137,822,919	157,010,398	13,283,856	18,451,781
Intangible assets	16	20,879,838	23,726,076	3,210,678	3,805,239
Deferred tax assets	17	41,857,091	52,648,083	-	16,357,972
Other non-current assets	18	134,338,354	150,771,043	9,730,538	35,656,525
Total non-current assets		835,285,991	873,441,489	5,797,316,680	5,768,314,333
Total assets		6,330,434,180	6,391,925,878	7,563,766,855	7,284,371,193

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

Statements of financial position (continued)

Asia Plus Group Holdings Public Company Limited and its subsidiaries
As at 31 December 2019

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
	Note	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Liabilities and shareholders' equity					
Current liabilities					
Short-term borrowings from financial institutions	19	415,000,000	-	-	-
Payables to Clearing House and broke-dealers	20	211,148,373	158,596,554	-	-
Securities and derivatives business payables	21	406,201,042	506,112,603	-	-
Accrued fees and service expenses from asset management business		15,458,527	15,586,701	-	-
Derivatives liabilities	10	22,680,413	21,936,518	464,710	-
Other payables	22	255,982,835	302,739,839	102,467,234	109,619,630
Short-term borrowings	19	151,832,163	549,150,097	2,765,000,000	2,504,221,897
Income tax payable		25,173,605	50,434,228	-	-
Other current liabilities		14,989,013	17,178,509	2,678,145	2,542,717
Total current liabilities		1,518,465,971	1,621,735,049	2,870,610,089	2,616,384,244
Non-current liabilities					
Provision for long-term employee benefits	23	154,838,788	132,783,555	34,638,977	30,579,281
Deferred tax liabilities	17	-	-	1,385,151	-
Other non-current liabilities		11,945,161	11,356,370	11,948,378	11,356,764
Total non-current liabilities		166,783,949	144,139,925	47,972,506	41,936,045
Total liabilities		1,685,249,920	1,765,874,974	2,918,582,595	2,658,320,289
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	24	252,194,502	252,194,502	252,194,502	252,194,502
Unappropriated		1,122,716,167	1,099,614,737	1,122,716,167	1,099,614,737
Other components of shareholders' equity	7.7	25,433,870	29,401,944	25,433,870	29,401,944
Total shareholders' equity		4,645,184,260	4,626,050,904	4,645,184,260	4,626,050,904
Total liabilities and shareholders' equity		6,330,434,180	6,391,925,878	7,563,766,855	7,284,371,193

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

Statement of comprehensive income

Asia Plus Group Holdings Public Company Limited and its subsidiaries
For the year ended 31 December 2019

(Unit: Baht)

Note	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Profit or loss:				
Revenues				
Brokerage fees	25	632,232,460	872,105,918	-
Fees and service income	26	749,437,199	838,243,031	-
Interest on margin loans		84,452,409	120,351,180	-
Gain on investments		120,376,206	-	76,713,187
Gain on derivatives		137,534,881	205,025,560	39,680,988
Interest and dividend income		185,147,891	219,700,993	78,340,759
Other income		5,489,036	15,622,071	269,843,453
Total revenues		1,914,670,082	2,271,048,753	464,578,387
Expenses				
Employee benefits expenses		951,651,996	987,307,071	224,819,046
Depreciation and amortisation		41,413,950	54,371,421	16,444,904
Fee and service expenses		126,658,105	170,890,956	3,089,889
Finance costs		56,900,530	95,453,300	50,239,324
Allowance of doubtful accounts (reversal)	9.4	514,434	11,456,101	(323,066)
Loss on investments		-	23,337,325	-
Loss on impairment of investments	7.2	-	84,962,565	-
Other expenses	27	291,121,829	300,449,344	64,445,997
Total expenses		1,468,260,844	1,728,228,083	358,716,094
Profit (loss) before share of profit from investments in associate,				
investments in subsidiaries and income tax		446,409,238	542,820,670	105,862,293
Share of profit from investments in associate	13.2	156,838	-	156,838
Share of profit from investments in subsidiaries	12.2	-	-	275,638,417
Profit before income tax		446,566,076	542,820,670	381,657,548
Tax income (expenses)	17	(87,143,619)	(108,620,542)	(22,235,091)
Profit for the year		359,422,457	434,200,128	359,422,457

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

Statement of comprehensive income (continued)

Asia Plus Group Holdings Public Company Limited and its subsidiaries
For the year ended 31 December 2019

(Unit: Baht)

Note	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Other comprehensive income:				
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>				
Loss on change in value of available-for-sale securities 7.7	(4,960,093)	(9,802,066)	(4,960,093)	(9,802,066)
Less: Income tax effect 7.7, 17.3	992,019	1,960,413	992,019	1,960,413
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax	(3,968,074)	(7,841,653)	(3,968,074)	(7,841,653)
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods:</i>				
Actuarial gain on defined benefit plan 23	729,927	-	2,199,518	-
Less: Income tax effect 17.3	(145,986)	-	(439,904)	-
Share of other comprehensive income of subsidiaries 12.2	-	-	(1,469,591)	-
Less: Income tax effect 17.3	-	-	293,918	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods-net income tax	583,941	-	583,941	-
Total other comprehensive income for the year	(3,384,133)	(7,841,653)	(3,384,133)	(7,841,653)
Total comprehensive income for the year	356,038,324	426,358,475	356,038,324	426,358,475
Earnings per share 28				
Basic earnings per share				
Profit for the year	0.17	0.21	0.17	0.21

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

Statement of changes in shareholders' equity

Asia Plus Group Holdings Public Company Limited and its subsidiaries
For the year ended 31 December 2019

(Unit: Baht)

		Consolidated financial statements					
Note	Issued and paid-up share capital	Additional paid-in capital	Retained earnings		Unappropriated	Other components of shareholders' equity	
			Appropriated - statutory reserve	Gain on change in value of available-for-sale securities		Other comprehensive income	Total
Balance as at 1 January 2018	2,105,656,044	1,139,183,677	252,194,502		1,297,111,422	37,243,597	4,831,389,242
Profit for the year	-	-	-		434,200,128	-	434,200,128
Other comprehensive income for the year	-	-	-		-	(7,841,653)	(7,841,653)
Total comprehensive income for the year	-	-	-		434,200,128	(7,841,653)	426,358,475
Dividend paid	-	-	-		(631,696,813)	-	(631,696,813)
Balance as at 31 December 2018	2,105,656,044	1,139,183,677	252,194,502		1,099,614,737	29,401,944	4,626,050,904
Balance as at 1 January 2019	2,105,656,044	1,139,183,677	252,194,502		1,099,614,737	29,401,944	4,626,050,904
Profit for the year	-	-	-		359,422,457	-	359,422,457
Other comprehensive income for the year	-	-	-		583,941	(3,968,074)	(3,384,133)
Total comprehensive income for the year	-	-	-		360,006,398	(3,968,074)	356,038,324
Dividend paid	-	-	-		(336,904,968)	-	(336,904,968)
Balance as at 31 December 2019	2,105,656,044	1,139,183,677	252,194,502		1,122,716,167	25,433,870	4,645,184,260

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 and its subsidiaries
For the year ended 31 December 2019

(Unit: Baht)

		Separate financial statements					
Note	Issued and paid-up share capital	Additional paid-in capital	Appropriated - statutory reserve	Retained earnings		Other components of shareholders' equity	Total shareholders' equity
				Unappropriated	Gain on change in value of available-for-sale securities		
Balance as at 1 January 2018	2,105,656,044	1,139,183,677	252,194,502	1,297,111,422	37,243,597		4,831,389,242
Profit for the year - restated	-	-	-	434,200,128	-	-	434,200,128
Other comprehensive income for the year	-	-	-	-	(7,841,653)	(7,841,653)	(7,841,653)
Total comprehensive income for the year	-	-	-	434,200,128	(7,841,653)		426,358,475
Dividend paid	-	-	-	(631,696,813)	-	-	(631,696,813)
Balance as at 31 December 2018	2,105,656,044	1,139,183,677	252,194,502	1,099,614,737	29,401,944		4,626,050,904
Balance as at 1 January 2019 - as restated	2,105,656,044	1,139,183,677	252,194,502	1,099,614,737	29,401,944		4,626,050,904
Profit for the year	-	-	-	359,422,457	-	-	359,422,457
Other comprehensive income for the year	-	-	-	583,941	(3,968,074)	(3,968,074)	(3,384,133)
Total comprehensive income for the year	-	-	-	360,006,398	(3,968,074)		356,038,324
Dividend paid	-	-	-	(336,904,968)	-	-	(336,904,968)
Balance as at 31 December 2019	2,105,656,044	1,139,183,677	252,194,502	1,122,716,167	25,433,870		4,645,184,260

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

Cash flow statement

Asia Plus Group Holdings Public Company Limited and its subsidiaries
For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash flows from operating activities				
Profit before income tax	446,566,076	542,820,670	381,657,548	431,645,611
Adjustments to reconcile profit before income tax to net cash provided by (paid for) operating activities: -				
Depreciation and amortisation	41,413,950	54,371,421	16,444,904	17,639,249
Allowance of doubtful accounts (reversal)	514,434	11,456,101	(323,066)	(1,029,540)
Loss (gain) from changing in fair value of derivatives assets	(8,053,513)	(672,029)	(15,098,301)	3,173,619
Loss (gain) from changing in fair value of derivatives liabilities	12,895,651	5,568,462	464,710	(1,747,916)
Gain from disposal of available-for-sale securities	(4,082,253)	(2,379,355)	(4,082,253)	(2,379,355)
Loss (gain) from held-to-maturity debt securities	928,710	(392,250)	928,710	(392,250)
Loss (gain) from changing in fair value of trading securities	(52,680,190)	208,052,712	(72,094,926)	172,162,835
Loss (gain) from changing in fair value of borrowing securities	203,882	(7,850,883)	-	-
Loss from disposal of held-to-maturity debt securities	484,086	338,882	484,086	338,882
Gain from disposal of other investments	-	(137,952,254)	-	(137,952,254)
Gain on disposal of property, plant and equipment	(316,488)	(1,246,250)	(4,206)	(853,052)
Loss on write-off of equipment	286,128	133,487	-	128,398
Loss on impairment of investments	-	84,962,565	-	6,011,328
Long-term employee benefit expenses	43,202,126	15,847,729	10,531,514	4,701,027
Share of profit from investments in associate	(156,838)	-	(156,838)	-
Share of profit from investments in subsidiaries	-	-	(275,638,417)	(448,934,011)
Unrealised loss (gain) on exchange	551,300	(2,181,230)	551,300	(2,181,230)
Interest and dividend income	(185,147,891)	(219,700,993)	(78,340,759)	(85,182,844)
Interest on margin loans	(84,452,409)	(120,351,180)	-	-
Finance costs	56,900,530	95,453,300	50,239,324	51,375,050
Profit from operating activities before changes in operating assets and liabilities	269,057,291	526,278,905	15,563,330	6,523,547
Decrease (increase) in operating assets				
Current investments - deposits at financial institutions	(86,500,000)	40,000,000	-	-
Investments in trading securities	(791,881,519)	1,554,769,469	(245,216,767)	597,089,987
Securities purchased under resale agreements	-	627,784,219	-	-
Receivables from Clearing House and broker-dealers	(110,722,881)	719,972,279	-	-
Securities and derivatives business receivables	501,850,615	2,477,872,937	-	-
Accrued fees and service income from asset management business	(20,777,210)	2,602,385	-	-
Derivatives assets	4,074,860	2,426,987	-	3,013,036
Other assets	(36,184,962)	(85,008,418)	6,074,350	108,221,337

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

Cash flow statement (continued)

Asia Plus Group Holdings Public Company Limited and its subsidiaries
For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Increase (decrease) in operating liabilities				
Securities sold under repurchase agreements	-	(627,702,972)	-	-
Payables to Clearing House and broker-dealers	52,551,819	88,528,089	-	-
Securities and derivatives business payables	(100,111,852)	(1,087,201,238)	-	-
Accrued fees and service expenses from asset management business	(128,174)	(9,880,610)	-	-
Derivatives liabilities	(12,151,756)	(93,251,959)	-	-
Other payables	(46,753,414)	(102,962,301)	(7,152,396)	(167,716,302)
Paid for long-term employee benefits	(20,416,966)	(9,183,195)	(4,272,300)	(4,410,000)
Other liabilities	(2,238,223)	(13,519,368)	727,042	221,983
Cash flows from (used in) operating activities	(400,332,372)	4,011,525,209	(234,276,741)	542,943,588
Cash received from interest and dividend	132,172,287	156,549,759	27,245,194	32,105,580
Cash paid for interest expenses	(54,405,524)	(71,876,490)	(49,461,222)	(30,153,122)
Cash received from tax return	7,028,919	-	7,028,919	-
Cash paid for income tax	(111,677,073)	(161,592,798)	(15,487,210)	(8,370,359)
Net cash flows from (used in) operating activities	(427,213,763)	3,934,605,680	(264,951,060)	536,525,687
Cash flows from investing activities				
Cash paid for purchase of available-for-sale securities	(319,148,226)	(100,000,000)	(319,148,226)	(100,000,000)
Cash received from disposal of available-for-sale securities	352,112,376	132,293,958	352,112,376	132,293,958
Cash paid for purchase of held-to-maturity debt securities	(712,599,724)	(1,516,316,590)	(712,599,724)	(1,437,365,354)
Cash received from held-to-maturity debt securities	321,382,210	1,296,332,418	321,382,210	1,296,332,418
Cash paid for purchase of other investments	(4,405,880)	(9,175,850)	(3,995,000)	(8,919,050)
Cash received from disposal of other investments	-	174,092,630	-	174,092,630
Cash received from dividend from subsidiaries	-	-	198,799,976	300,099,972
Cash received from dividend of long-term investments	21,895,293	4,906,375	21,895,293	4,906,375
Cash received from interest on investments in debt securities	30,286,573	42,128,091	30,286,573	42,128,091
Cash received from disposal of held-to-maturity debt securities	434,514,027	288,121,650	434,514,027	288,121,650
Cash paid for acquisition of property, plant and equipment and intangible assets	(21,076,914)	(22,619,580)	(1,877,425)	(13,270,069)
Cash received from disposal of property, plant and equipment and intangible assets	1,725,057	5,459,917	4,206	5,063,676
Net cash flows from investing activities	104,684,792	295,223,019	321,374,286	683,484,297

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

Cash flow statement (continued)

Asia Plus Group Holdings Public Company Limited and its subsidiaries
For the year ended 31 December 2019

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash flows from financing activities				
Cash received from borrowing from financial institutions	29,940,000,000	34,905,007,685	-	-
Cash paid for repayment of loans from financial institutions	(29,525,000,000)	(37,355,007,685)	-	-
Cash received (paid) from short-term borrowings	(399,816,530)	(405,774,332)	260,000,000	(501,249,076)
Dividend paid	(336,904,968)	(631,696,813)	(336,904,968)	(631,696,813)
Net cash flows used in financing activities	(321,721,498)	(3,487,471,145)	(76,904,968)	(1,132,945,889)
Net increase(decrease)in cash and cash equivalents	(644,250,469)	742,357,554	(20,481,742)	87,064,095
Cash and cash equivalents at beginning of the year	1,147,982,867	405,625,313	145,989,220	58,925,125
Cash and cash equivalents at end of the year (Note 6)	503,732,398	1,147,982,867	125,507,478	145,989,220
	-	-	-	-
Supplemental cash flows information				
Non-cash items				
Decrease in gain from changing in fair value of available-for-sale securities	4,960,093	9,802,066	4,960,093	9,802,066
Actuarial losses on defined benefit plan	729,927	-	2,199,158	-
Dividend receivables	1,631,201	289,329	646,886	199,590

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



Notes to consolidated financial statements

Asia Plus Group Holdings Public Company Limited and its subsidiaries
For the year ended 31 December 2019

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. The Company is principally engaged in the investing. Its registered address is at No. 175, 3/1 Floor, Sathorn City Tower, South Sathorn Road, Thungmahamek, Sathorn, Bangkok.
- 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 Information of the subsidiaries

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. 3, 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.

On 22 September 2017, the Office of Securities and Exchange Commission has permitted Asia Plus Securities Company Limited, the subsidiary, to operate as a bond representative.

As at 31 December 2019, the subsidiary has 16 branches in total (2018: 17 branches).

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 2018 to 24 June 2023.

2. Basis for preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, 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:

Company's name	Nature of business	Country of incorporate	(Unit: Percent)	
			Percentage of shares held by the Company	
			2019	2018
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 and an associated company under the equity method.

3. New financial reporting standards

(a) Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised (revised 2018) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements. However, the new standard involves changes to key principles, which are summarised below:

TFRS 15 Revenue from Contracts with Customers

TFRS 15 supersedes the following accounting standards together with related interpretations.

TAS 11 (revised 2017)	Construction Contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue - Barter Transactions Involving Advertising Services
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
TFRIC 18 (revised 2017)	Transfers of Assets from Customers

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

This standard does not have any significant impact on the Group's financial statements.

(b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2020

The Federation of Accounting Professions issued a number of new and revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards except the following new standards which involve changes to key principles, which are summarised below.

Financial reporting standards related to financial instruments

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the entity's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Group expects the adoption of these accounting standards to result in the following adjustments.

- Classification and measurement of investments in equity instruments of non-listed companies - The Group is to measure investments in equity instruments of non-listed companies at fair value and to classify the investments as financial assets at fair value, through either profit or loss or through other comprehensive income. If the Group elects to present subsequent changes in the fair value of the investment through other comprehensive income, the election is irrevocable.
- Recognition of credit losses - The Group is to recognise an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred.

The management of the Group is currently evaluating the impact of these standards on the financial statements in the year when they are adopted.

TFRS 16 Leases

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles to those used under TAS 17.

The management of the Group believes that adoption of these standards will not have any significant impact on the financial statements.

4. Significant accounting policies

4.1 Revenue recognition

(a) Brokerage fees income

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

(b) 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.

(c) 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 Group ceases accrual.

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

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

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

(d) Gain (loss) on securities trading

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

(e) Gain (loss) on derivatives trading

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

(f) 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.

(g) Expenses

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

4.2 Interest on borrowings

Interest on borrowings is recognised as interest accrued based on the effective rate method.

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

4.5 Securities borrowing and lending

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

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

4.6 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 both due within one year and expected to be held to maturity, which consist of deposits at financial institutions and debt securities, 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. 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 Group intends to maintain these investments in the same form, and deposit subject to restriction.
- d) Investments in non-marketable equity securities, which the Group classify 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 and investment in associate is accounted for in the consolidated and separate financial statements using the equity 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, held-to-maturity investments, other investments, investments in subsidiaries and investments in associate are included in profit or loss.

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

In the event the Group reclassifies investments from one type to another, such investments will be readjusted to their fair value as at the reclassification date. The difference between the carrying amount of the investments and the fair value on the date of reclassification are recorded in profit or loss or recorded as other components of 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.

4.7 Receivables from Clearing House and broker - dealers

Receivables from Clearing House and broker - dealers 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.

4.8 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 and lending receivables, collateral receivables (which comprise cash pledged as security with securities lenders) 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 Group has provided an allowance for doubtful accounts based on a review of debtors' repayment capability, taking into consideration the risk of recovery and the value of collateral. An allowance will be set aside for doubtful debts that their collateral are not fully covered and/or debtors cannot be recovered in full. Such debt classifications and allowance are made in accordance with the following criteria:

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

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.

4.9 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:

Office building	30	Years
Building - branch	20	Years

No depreciation provided on ownership of office space and land for rent.

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.

4.10 Property, plant and equipment and depreciation

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

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

Office building	30	Years
Building - branch	20	Years
Furniture and fixtures	5	Years
Office equipment	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.

4.11 Intangible assets and amortisation

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

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

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

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

4.12 Impairment of assets

At the end of each reporting year, the Group performs impairment reviews in respect of the property, plant and equipment and 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.

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

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

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

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

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

4.14 Payables to Clearing House and broker - dealers

Payables to Clearing House and broker - dealers 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.

4.15 Securities and derivatives business payables

Securities and derivatives business payables are the obligations of the 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 subsidiary as collateral for securities lending.

4.16 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.

4.17 Structured notes

The Group's structured note is offered to customers or business associates of the Group, 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 Group uses a valuation technique and theoretical model. The input to the model is derived from observable market and conditions that include liquidity, dividend, interest rate, underlying price and volatility of underlying asset.

4.18 Long-term leases

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

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

4.19 Related party transactions

Related parties comprise individuals or enterprises 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 or enterprises 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.

4.20 Provisions

Provisions are recognised when the Group has 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.

4.21 Foreign currency

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

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

Exchange gains and losses are included in determining income.

4.22 Financial derivatives

Futures contracts

Obligation under derivatives business which the Group enters into for trading purpose is regarded as the Group'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 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 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.

4.23 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

The Group and their employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contribution is recognised as expenses when incurred.

Defined benefit plans

The Group has obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Group treats 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.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment, or curtailment and the date that the entity recognises restructuring-related costs.

4.24 Provisions

Provisions are recognised when the Group has 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.

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

At each reporting date, the Group reviews and reduces 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 Group records 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 Group applies 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 Group measures 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 Group determines 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:

Impairment of investments

The Group treats available-for-sale equity investments, held-to-maturity investments and other 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.

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.

Allowance for doubtful accounts for securities and derivatives 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 regulations of the Office of the Securities and Exchange Commission 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.

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.

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 Group's 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 records 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.

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, 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 subsidiary has contingent liabilities as a result of litigation. The management has exercised judgement to assess of the results of the litigation and believes that no loss will result. Therefore no contingent liabilities are recorded as at the end of reporting period.

6. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash on hand	460	493	40	40
Short-term deposits and notes receivables with maturity within three months	3,930,207	2,616,062	131,457	151,696
Less: Deposits and notes receivables of customers' account of the Company and the subsidiary	(3,426,935)	(1,468,572)	(5,990)	(5,747)
Total	503,732	1,147,983	125,507	145,989

7. Investments

7.1 Cost and fair value

	(Unit: Thousand Baht)			
	Consolidated financial statements			
	2019		2018	
	Cost/ Amortised cost	Fair value	Cost/ Amortised cost	Fair value
Current investments				
<u>Trading securities</u>				
Equity securities				
Listed securities - local	909,300	832,515	832,749	779,761
Listed securities - overseas	472,437	496,036	353,315	305,142
Less: Changes in fair value of securities	(53,186)	-	(101,161)	-
Equity securities - net	1,328,551	1,328,551	1,084,903	1,084,903
Debt securities				
Private sector debt securities	596,209	600,914	-	-
Add: Changes in fair value of securities	4,705	-	-	-
Debt securities - net	600,914	600,914	-	-
Total trading securities - net	1,929,465	1,929,465	1,084,903	1,084,903
<u>Available-for-sale securities</u>				
Equity securities				
Listed securities	58,565	59,370	58,565	59,570
Unit trusts - local	80,300	84,354	30,300	25,578
Unit trusts - overseas	15,573	15,506	-	-
Add (less): Changes in fair value of securities	4,792	-	(3,717)	-
Equity securities - net	159,230	159,230	85,148	85,148
Debt securities				
Private sector debt securities	169,479	171,564	339,000	342,582
Foreign debt securities	64,322	63,197	-	-
Government bond	19,774	20,017	-	-
Add: Changes in fair value of securities	1,203	-	3,582	-
Total debt securities - net	254,778	254,778	342,582	342,582
Total available-for-sale securities - net	414,008	414,008	427,730	427,730

(Unit: Thousand Baht)

Consolidated financial statements

	2019		2018	
	Cost/ Amortised cost	Fair value	Cost/ Amortised cost	Fair value
<i>Held-to-maturity investments</i>				
Fixed deposits with maturity over 3 month but less than 1 year	2,810,000	2,810,000	2,824,000	2,824,000
Foreign debt securities	149,886	149,886	64,521	64,521
Convertible bond	-	-	9,480	9,480
Bills of exchange	78,951	-	198,951	118,557
Government bond	500,000	499,856	1,900,000	1,896,587
Less: Accumulated amortisation	(180)	-	(4,934)	-
Less: Allowance for loss on impairment	(78,951)	-	(78,951)	-
Investments of customers' account of the subsidiary	(3,099,820)	(3,099,856)	(4,596,509)	(4,596,587)
Total held-to-maturity investments - net	359,886	359,886	316,558	316,558
Total current investments	2,703,359	2,703,359	1,829,191	1,829,191
<i>Long-term investments</i>				
<i>Available-for-sale securities</i>				
Equity securities				
Unit trusts	82,116	107,915	91,146	128,034
Add: Changes in fair value of securities	25,799	-	36,888	-
Equity securities - net	107,915	107,915	128,034	128,034
Total available-for-sale securities - net	107,915	107,915	128,034	128,034
<i>Other investments</i>				
Equity securities	372,818		367,913	
Less: Allowance for loss on impairment	(6,661)		(6,661)	
Total other investments - net	366,157		361,252	
Total long-term investments - net	474,072		489,286	
Total investments - net	3,177,431		2,318,477	

(Unit: Thousand Baht)

Separate financial statements

	2019		2018	
	Cost/ Amortised cost	Fair value	Cost/ Amortised cost	Fair value
Current investments				
<i>Trading securities</i>				
Equity securities				
Listed securities - local	335,191	311,227	209,096	184,809
Listed securities - overseas	472,437	496,036	353,315	305,142
Less: Changes in fair value of securities	(365)	-	(72,460)	-
Equity securities - net	807,263	807,263	489,951	489,951
Total trading securities - net	807,263	807,263	489,951	489,951

(Unit: Thousand Baht)

	Separate financial statements			
	2019		2018	
	Cost/ Amortised cost	Fair value	Cost/ Amortised cost	Fair value
<i>Available-for-sale securities</i>				
Equity securities				
Listed securities	58,565	59,370	58,565	59,570
Unit trusts - local	80,300	84,354	30,300	25,578
Unit trusts - overseas	15,573	15,506	-	-
Add (less): Changes in fair value of securities	4,792	-	(3,717)	-
Equity securities - net	159,230	159,230	85,148	85,148
Debt securities				
Private sector debt securities	169,479	171,564	339,000	342,582
Foreign debt securities	64,322	63,197	-	-
Government bond	19,774	20,017	-	-
Add: Changes in fair value of securities	1,203	-	3,582	-
Debt securities - net	254,778	254,778	342,582	342,582
Total available-for-sale securities - net	414,008	414,008	427,730	427,730
<i>Held-to-maturity investments</i>				
Foreign debt securities	149,886	149,886	64,521	64,521
Convertible bond	-	-	9,480	9,480
Bills of exchange	-	-	120,000	118,557
Less: Accumulated amortisation	-	-	(1,443)	-
Total held-to-maturity investments - net	149,886	149,886	192,558	192,558
Total current investments	1,371,157	1,371,157	1,110,239	1,110,239
Long-term investments				
<i>Available-for-sale securities</i>				
Equity securities				
Unit trusts	82,116	107,915	91,146	128,034
Add: Changes in fair value of securities	25,799	-	36,888	-
Equity securities - net	107,915	107,915	128,034	128,034
Total available-for-sale securities - net	107,915	107,915	128,034	128,034
<i>Other investments</i>				
Equity securities	371,448		367,453	
Less: Allowance for loss on impairment	(6,521)		(6,521)	
Total other investments - net	364,927		360,932	
Total long-term investments - net	472,842		488,966	
Total investments - net	1,843,999		1,599,205	

- 7.2 In August 2018, a subsidiary purchased bills of exchange from non-related companies totalling Baht 79 million. Subsequently, these issuers have defaulted on principal repayment. As a result, the subsidiary's management considered setting up a provision for impairment of these investments in full. In addition, during the year 2018, the Company's management considered setting up a provision for impairment of other investments amounting to Baht 6 million. Consequently, during the year 2018, there was loss on impairment of investments as presented in profit or loss in the consolidated statements of comprehensive income totalling Baht 85 million and in profit or loss in the separate statements of comprehensive income totalling Baht 6 million.

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

(Unit: Thousand Baht)

	Consolidated financial statements	
	2019	2018
Securities borrowed but has yet to be transferred ⁽¹⁾	135	120
Total investments subject to restrictions	135	120

⁽¹⁾ Fair value of securities borrowed but has yet to be transferred was measured at fair value using Level 1 input.

7.4 As at 31 December 2019 and 2018, the Group's fixed deposits with financial institutions and debt securities (book value) can be classified by the remaining year to maturities as follows:

(Unit: Thousand Baht)

	Consolidated financial statements				
	2019				
	Period to maturity				Total
	Within 1 year	1 - 5 years	Exceed 5 years	No maturity	
Trading securities					
Private sector debt securities	-	599,854	1,060	-	600,914
Available-for-sale securities					
Private sector debt securities	-	35,029	-	136,535	171,564
Foreign debt securities	15,334	31,605	16,258	-	63,197
Government bond	-	20,017	-	-	20,017
Held-to-maturity investments					
Fixed deposits with maturity over					
3 months but less than 1 year	2,810,000	-	-	-	2,810,000
Foreign debt securities	149,886	-	-	-	149,886
Government bond	499,820	-	-	-	499,820
Less: Investments of customers' account of the subsidiary	(3,099,820)	-	-	-	(3,099,820)
Total	375,220	686,505	17,318	136,535	1,215,578

(Unit: Thousand Baht)

	Separate financial statements				
	2019				
	Period to maturity				Total
	Within 1 year	1 - 5 years	Exceed 5 years	No maturity	
Available-for-sale securities					
Private sector debt securities	-	35,029	-	136,535	171,564
Foreign debt securities	15,334	31,605	16,258	-	63,197
Government bond	-	20,017	-	-	20,017
Held-to-maturity investments					
Foreign debt securities	149,886	-	-	-	149,886
Total	165,220	86,651	16,258	136,535	404,664

(Unit: Thousand Baht)

Consolidated financial statements					
2018					
Period to maturity					
	Within 1 year	1 - 5 years	Exceed 5 years	No maturity	Total
Trading securities					
Private sector debt securities	40,001	-	201,994	100,587	342,582
Held-to-maturity investments					
Fixed deposits with maturity over					
3 months but less than 1 year	2,824,000	-	-	-	2,824,000
Foreign debt securities	64,521	-	-	-	64,521
Convertible bond	9,480	-	-	-	9,480
Bills of exchange	118,557	-	-	-	118,557
Government bond	1,896,509	-	-	-	1,896,509
Less: Investments of customers' account of the subsidiary	(4,596,509)	-	-	-	(4,596,509)
Total	356,559	-	201,994	100,587	659,140

(Unit: Thousand Baht)

Separate financial statements					
2018					
Period to maturity					
	Within 1 year	1 - 5 years	Exceed 5 years	No maturity	Total
Available-for-sale securities					
Private sector debt securities	40,001	-	201,994	100,587	342,582
Held-to-maturity investments					
Foreign debt securities	64,521	-	-	-	64,521
Convertible bond	9,480	-	-	-	9,480
Bills of exchange	118,557	-	-	-	118,557
Total	232,559	-	201,994	100,587	535,140

- 7.5 During the year 2019, the Company sold available sold available-for-sale securities with book values totalling Baht 343 million (2018: Baht 129 million) and recognised gains on the sales in profit or loss, amounting to Baht 4 million (2018: Baht 2 million).
- 7.6 As at 31 December 2019 and 2018, investments held by the Company exceeding 10% of the issued share capital of the investee are as follows:

(Unit: Thousand Baht)

		2019-			2018		
Company's name	Type of business	Cost	Net investment	Percentage of shareholding	Cost	Net investment	Percentage of shareholding
				(Percent)			(Percent)
Ordinary shares							
Bangkok SMBC Consulting Co., Ltd.	Venture capital	500	500	10	500	500	10
Cyber VC Pte Ltd.	Investing	29,312	29,312	14	29,312	29,312	14

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

	(Unit: Thousand Baht)	
	Consolidated and Separate financial statements	
	2019	2018
Balance - beginning of the year (net of income tax)	29,402	37,244
Changes during the year due to		
Revaluation (before net of income tax)	(7,488)	(6,472)
Sale (before net of income tax)	2,528	(3,330)
Income tax	992	1,960
Balance - end of the year	25,434	29,402

- 7.8 As at 31 December 2019, the percentage of holding in unit trusts of Asset Plus AI Term Fund 5Y1 is 24.59 percent, with a book value of Baht 101.3 million (2018: Book value of Baht 100.5 million). However, the Company does not treat the investment in this open-ended fund as an investment in an associated company because the Company has no significant influence over its financial or operational policies. The fund is independently managed by the fund manager in accordance with the fund's prospectus and is under the supervision of the Office of the Securities and Exchange Commission.
- 7.9 As at 31 December 2019, the Company pledged the share certificate for an investment amounting to Baht 238 million (2018: 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.
- 7.10 As at 31 December 2019, the Company had investments of Baht 134 million (2018: Baht 100 million) in perpetual bonds of local company, which have been classified as available-for-sale securities and are presented at fair value of Baht 137 million (2018: Baht 101 million). The interest rates are determined at fix rates which are to be adjusted by period.

8. Receivables from Clearing House and broker - dealers

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2019	2018
Receivables from Clearing House	201,005	141,903
Receivables from overseas securities companies	66,130	3,167
Less: Receivables from Clearing House for customers' account of the subsidiary	(39,172)	(27,830)
Receivables from Clearing House and broker - dealers	227,963	117,240

9. Securities and derivatives business receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
<u>Securities business receivables</u>				
Cash accounts	433,783	582,836	-	-
Credit balance accounts	1,277,009	1,544,158	-	-
Collateral receivables	78,361	61,867	-	-
Securities borrowing and lending receivables	8,470	17,003	-	-
Other receivables	15,884	21,471	14,982	15,359
Total securities business receivables	1,813,507	2,227,335	14,982	15,359
Less: Allowance for doubtful accounts	(15,386)	(15,763)	(14,982)	(15,359)
Securities business receivables	1,798,121	2,211,572	-	-
<u>Derivatives business receivables</u>				
Derivatives business receivables	1,128	4,698	-	-
Securities and derivatives business receivables	1,799,249	2,216,270	-	-

- 9.1 As at 31 December 2019, the Group has securities and derivative business receivables approximately Baht 15 million (2018: Baht 16 million) (the Company only: Baht 15 million (2018: Baht 15 million)) on which the Group ceased accruing interest income.
- 9.2 The Group has classified securities and derivative 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 2019 and 2018, securities business receivables are classified as follows:

(Unit: Thousand Baht)

	Consolidated financial statements					
	2019			2018		
	Debt balance	Allowance for doubtful accounts	Net securities business receivables after allowance for doubtful accounts	Debt balance	Allowance for doubtful accounts	Net securities business receivables after allowance for doubtful accounts
Normal debts	1,798,751	-	1,798,751	2,210,562	-	2,210,562
Substandard debts	498	-	498	5,708	-	5,708
Doubtful debts	15,386	(15,386)	-	15,763	(15,763)	-
Total	1,814,635	(15,386)	1,799,249	2,232,033	(15,763)	2,216,270

(Unit: Thousand Baht)

	Separate financial statements					
	2019			2018		
	Debt balance	Allowance for doubtful accounts	Net securities business receivables after allowance for doubtful accounts	Debt balance	Allowance for doubtful accounts	Net securities business receivables after allowance for doubtful accounts
Normal debts	-	-	-	-	-	-
Substandard debts	-	-	-	-	-	-
Doubtful debts*	14,982	(14,982)	-	15,359	(15,359)	-
Total	14,982	(14,982)	-	15,359	(15,359)	-

* Debt before the restructuring of the Group

9.3 Allowance for doubtful accounts of securities business receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Balance - beginning of the year	15,763	16,793	15,359	16,389
Less: Reversal of allowance for doubtful accounts	(323)	(1,030)	(323)	(1,030)
Bad debt write-off	(54)	-	(54)	-
Balance - end of the year	15,386	15,763	14,982	15,359

Allowance for doubtful accounts presented in profit or loss in the statements of comprehensive income for the years ended 31 December 2019 and 2018 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Reverse of allowance for doubtful accounts - securities business receivables	(323)	(1,030)	(323)	(1,030)
Allowance for doubtful accounts - advisory business (Note 11)	837	12,486	-	-
Total	514	11,456	(323)	(1,030)

10. Derivatives assets/liabilities

(Unit: Thousand Baht)

Type of derivatives	Consolidated financial statements			
	Fair value of derivatives			
	2019		2018	
	Assets	Liabilities	Assets	Liabilities
Forward contracts	22,127	4,785	10,826	8,172
Warrants	4	-	127	-
Derivative warrants	-	17,895	-	13,765
Options	1,082	-	8,281	-
Total	23,213	22,680	19,234	21,937

(Unit: Thousand Baht)

Type of derivatives	Separate financial statements			
	Fair value of derivatives			
	2019		2018	
	Assets	Liabilities	Assets	Liabilities
Forward contracts	17,806	465	2,655	-
Warrants	-	-	53	-
Total	17,806	465	2,708	-

Forward contracts

Notional amount of forward contracts are specified in Note 36 to the financial statements.

Warrants

As at 31 December 2019, the Group had warrants which had notional amount totally Baht 0.1 million (2018: Baht 3 million) (the Company only: Nil (2018: Baht 1 million)) which was calculated from exercise price multiplied by number of potential shares that might be exercised.

Derivative warrants

Liabilities

As at 31 December 2019, derivative warrants had notional amount totally Baht 787 million (2018: Baht 1,736 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 subsidiary's issuance of derivative warrants exposes to the risk of changes in values of underlying securities. The subsidiary manages the risk by using a computer model to monitor the volatility of the price of the underlying securities to help determine its trading strategy. In addition, the subsidiary is exposed to liquidity risk when it wishes to trade the underlying securities. However, the subsidiary manages the risk by selecting the underlying securities that have sufficiently high liquidity.

Options

As at 31 December 2019, options of a subsidiary had notional amount totally Baht 150 million (2018: Baht 100 million).

11. Other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Fees and services income receivables	43,873	76,987	-	-
Interest receivables	31,118	34,256	1,850	5,973
Dividend receivables	1,631	289	647	199
Receivable from securities trading	-	-	-	3,259
Collateral receivable for securities trading	61,223	-	184,941	182,773
Collateral receivable for securities borrowing	-	-	45,787	46,118
Others	9,799	8,734	2,991	1,196
Less: Allowance for doubtful accounts	(13,323)	(12,486)	-	-
Total	134,321	107,780	236,216	239,518

Movements in the allowance for doubtful accounts for other receivables for the year ended 31 December 2019, are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	
	2019	2018
Balance as at 1 January 2019	12,486	-
Add: Allowance for doubtful accounts for other receivables during the year (Note 9.3)	837	12,486
Balance as 31 December 2019	13,323	12,486

12. Investments in subsidiaries

12.1 Details of investments in subsidiaries as presented in the separate financial statements as at 31 December 2019 and 2018 are as follows:

(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		Carrying amount based on the equity method	
		2019	2018	2019	2018	2019	2018	2019	2018
				(Percent)	(Percent)				
Asset Plus Fund									
Management Co., Ltd.	Ordinary share	200	200	100	100	198	198	317	277
Asia Plus Advisory Co., Ltd.	Ordinary shares	15	15	100	100	15	15	73	68
Asia Plus Securities Co., Ltd.	Ordinary shares	4,500	4,500	100	100	4,500	4,500	4,795	4,764
Total						4,713	4,713	5,185	5,109

12.2 Share of comprehensive income and dividend received for the years ended 31 December 2019 and 2018 are as follows:

(Unit: Million Baht)

Company's name	Separate financial statements					
	For the year ended 31 December 2019					
	Share of profit		Share of other comprehensive income		Dividend received	
	2019	2018	2019	2018	2019	2018
Asset Plus Fund						
Management Co., Ltd.	69,578	78,105	(1,275)	-	29,000	49,000
Asia Plus Advisory Co., Ltd.	18,097	20,701	(592)	-	12,300	8,100
Asia Plus Securities Co., Ltd.	187,963	350,128	691	-	157,500	243,000
Total	275,638	448,934	(1,176)	-	198,800	300,100

13. Investments in associate

13.1 Details of investments in associate as presented in the consolidated and separate financial statements are as follows:

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated and Separate financial statements					
			Shareholding percentage		Cost		Carrying amounts based on the equity method	
			2019	2018	2019	2018	2019	2018
			(Percent)	(Percent)				
Alpha Digital Pte. Ltd.	Investing	Singapore	25	-	26,159	-	26,316	-
					26,159	-	26,316	-

13.2 Share of comprehensive income

During the years, the Company has recognised its share of comprehensive income from investments in associate in the consolidated and separate financial statements are as follows:

(Unit: Thousand Baht)

Company's name	Consolidated and Separate financial statements	
	For the years ended 31 December	
	Share of profit	
	2019	2018
Alpha Digital Pte. Ltd.	157	-
Total	157	-

14. Investment properties

(Unit: Thousand Baht)

	Separate financial statements		
	Ownership of office space and office building	Land for rental and building - branch	Total
1 January 2018	95,856	8,582	104,438
Depreciation for the year	(8,277)	(528)	(8,805)
31 December 2018	87,579	8,054	95,633
Depreciation for the year	(8,277)	(528)	(8,805)
31 December 2019	79,302	7,526	86,828
Depreciation included in profit or loss for the years ended 31 December:			
2018			8,805
2019			8,805

The fair value of the investment properties as at 31 December 2019 and 2018 stated below:

(Unit: Thousand Baht)

	Separate financial statements	
	2019	2018
Ownership of office space and office building	313,937	313,937
Land for rental and building - branch	22,000	22,000

The fair value of the above investment properties as of 31 December 2019 and 2018 has been determined based on valuation performed by an accredited independent valuer in November 2015 based on the Market Approach.

15. Property, plant and equipment

(Unit: Thousand Baht)

Consolidated financial statements							
	Land	Office building and building - branch	Furniture and fixtures	Office equipment	Motor vehicles	Asset under installation	Total
At cost							
1 January 2018	52,298	258,869	170,033	306,921	43,060	35	831,216
Acquisition	-	-	1,920	4,209	10,140	1,818	18,087
Disposal	-	-	(28)	-	(10,941)	-	(10,969)
Write-off	-	-	(39)	(3)	-	-	(42)
Transfer in (out)	-	-	144	78	-	(222)	-
31 December 2018	52,298	258,869	172,030	311,205	42,259	1,631	838,292
Acquisition	-	-	1,963	5,780	5,250	2,192	15,185
Disposal	-	-	-	(2,555)	(5,085)	-	(7,640)
Write-off	-	-	-	(313)	-	-	(313)
Transfer in (out)	-	-	508	3,315	-	(3,823)	-
31 December 2019	52,298	258,869	174,501	317,432	42,424	-	845,524
Accumulated depreciation							
1 January 2018	-	206,729	148,745	262,398	23,916	-	641,788
Depreciation charged for the year	-	8,805	10,332	20,615	6,534	-	46,286
Disposal	-	-	(18)	(7)	(6,730)	-	(6,755)
Write-off	-	-	(23)	(14)	-	-	(37)
31 December 2018	-	215,534	159,036	282,992	23,720	-	681,282
Depreciation charged for the year	-	8,805	10,368	8,237	5,267	-	32,677
Disposal	-	-	-	(2,531)	(3,700)	-	(6,231)
Write-off	-	-	-	(27)	-	-	(27)
31 December 2019	-	224,339	169,404	288,671	25,287	-	707,701
Net book value							
31 December 2018	52,298	43,335	12,994	28,213	18,539	1,631	157,010
31 December 2019	52,298	34,530	5,097	28,761	17,137	-	137,823
Depreciation included in profit or loss for the years ended 31 December:							
2018							46,286
2019							32,677

(Unit: Thousand Baht)

Separate financial statements							
	Land	Office building and building - branch	Furniture and fixtures	Office equipment	Motor vehicles	Asset under installation	Total
At cost							
1 January 2018	-	-	40,786	26,691	14,161	-	81,638
Acquisition	-	-	1,524	723	10,140	250	12,637
Disposal	-	-	(18)	-	(10,941)	-	(10,959)
Write-off	-	-	(23)	-	-	-	(23)
31 December 2018	-	-	42,269	27,414	13,360	250	83,293
Acquisition	-	-	274	278	-	376	928
Disposal	-	-	-	(44)	-	-	(44)
Write-off	-	-	-	(9)	-	-	(9)
Transfer in (out)	-	-	-	626	-	(626)	-
31 December 2019	-	-	42,543	28,265	13,360	-	84,168
Accumulated depreciation							
1 January 2018	-	-	34,456	21,775	8,162	-	64,393
Depreciation charged for the year	-	-	2,680	2,190	2,350	-	7,220
Disposal	-	-	(18)	-	(6,731)	-	(6,749)
Write-off	-	-	(23)	-	-	-	(23)
31 December 2018	-	-	37,095	23,965	3,781	-	64,841
Depreciation charged for the year	-	-	2,492	1,778	1,826	-	6,096
Disposal	-	-	-	(44)	-	-	(44)
Write-off	-	-	-	(9)	-	-	(9)
31 December 2019	-	-	39,587	25,690	5,607	-	70,884
Net book value							
31 December 2018	-	-	5,174	3,449	9,579	250	18,452
31 December 2019	-	-	2,956	2,575	7,753	-	13,284
Depreciation included in profit or loss for the years ended 31 December:							
2018							7,220
2019							6,096

As at 31 December 2019, 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 91 million (2018: Baht 89 million) (the Company only: Baht 55 million (2018: Baht 51 million)).

16. Intangible assets

(Unit: Thousand Baht)

Consolidated financial statements					
	Golf membership	Software	Futures exchange Membership fee	Software under installation	Total
At cost					
1 January 2018	4,607	101,802	5,000	2,845	114,254
Acquisition	-	2,397	-	2,136	4,533
Write-off	-	(129)	-	-	(129)
Transfer in (out)	-	3,261	-	(3,261)	-
31 December 2018	4,607	107,331	5,000	1,720	118,658
Acquisition	-	893	-	4,998	5,891
Transfer in (out)	-	2,149	-	(2,149)	-
31 December 2019	4,607	110,373	5,000	4,569	124,549
Accumulated amortisation					
1 January 2018	4,159	77,688	5,000	-	86,847
Amortisation charged for the year	180	7,905	-	-	8,085
31 December 2018	4,339	85,593	5,000	-	94,932
Amortisation charged for the year	132	8,605	-	-	8,737
31 December 2019	4,471	94,198	5,000	-	103,669
Net book value					
31 December 2018	268	21,738	-	1,720	23,726
31 December 2019	136	16,175	-	4,569	20,880
Amortisation included in profit or loss for the years ended 31 December:					
2018					8,805
2019					8,737

(Unit: Thousand Baht)

Separate financial statements				
	Golf membership	Software	Software under installation	Total
At cost:				
1 January 2018	4,607	22,495	129	27,231
Acquisition	-	632	-	632
Write-off	-	-	(129)	(129)
31 December 2018	4,607	23,127	-	27,734
Acquisition	-	284	666	950
31 December 2019	4,607	23,411	666	28,684
Accumulated amortisation				
1 January 2018	4,159	18,156	-	22,315
Amortisation charged for the year	180	1,434	-	1,614
31 December 2018	4,339	19,590	-	23,929
Amortisation charged for the year	132	1,412	-	1,544
31 December 2019	4,471	21,002	-	25,473
Net book value				
31 December 2018	268	3,537	-	3,805
31 December 2019	136	2,409	666	3,211
Amortisation included in profit or loss for the years ended 31 December:				
2018				1,614
2019				1,544

On 30 March 2004 and 10 August 2004, the subsidiary obtained a mutual fund management license and a private fund management license, respectively that have been fully amortised.

As at 31 December 2019, the remaining useful lives of golf membership and software are 2 years and 1 - 5 years, respectively (2018: 1 - 3 years and 1 - 5 years).

17. Income tax

17.1 Deferred tax assets / liabilities

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

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2019	2018	2019	2018
Deferred tax assets				
Unrealised loss from changing in fair value of derivatives assets	54	-	-	-
Unrealised loss from changing in fair value of derivatives liabilities	1,662	1,847	93	-
Unrealised loss on reclassification of investments	238	238	238	238
Unrealised loss from changing in fair value of trading securities	9,696	20,232	73	14,492
Provision for long-term employee benefits	30,968	26,557	6,928	6,116
Unused tax loss	-	2,201	-	2,201
Allowance for loss on impairment of investments	16,992	16,992	1,202	1,202
Allowance for doubtful accounts	2,665	2,498	-	-
Unrealised loss from changing in fair value of collateral shares	-	464	-	-
Total	62,275	71,029	8,534	24,249
Deferred tax liabilities				
Unrealised gain from changing in fair value of derivatives assets	5,131	3,744	3,561	541
Unrealised gain from changing in fair value of derivatives liabilities	337	2,823	-	-
Unrealised gain from changing in fair value of available-for-sale securities	6,358	7,350	6,358	7,350
Unrealised gain from changing in fair value of futures contracts	8,478	4,113	-	-
Unrealised loss from changing in fair value of borrowing securities	114	331	-	-
Total	20,418	18,381	9,919	7,891
Deferred tax assets (liabilities) - net	41,857	52,648	(1,385)	16,358

17.2 Income tax

Tax (income) expenses for the years ended 31 December 2019 and 2018 are made up as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2019	2018	2019	2018
Current income tax:				
Current income tax charge	75,507	133,358	3,646	-
Deferred tax:				
Relating to origination and reversal of temporary differences	11,637	(24,737)	18,589	(2,555)
Total tax (income) expenses	87,144	108,621	22,235	(2,555)

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

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2019	2018	2019	2018
				(Restated)
Accounting profit before tax	446,566	542,821	381,658	431,646
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rate	89,313	108,564	76,331	86,329
Effects of:				
Non-deductible expenses	2,765	3,947	1,106	2,205
Tax exempted revenue	(3,167)	(2,420)	(55,155)	(90,821)
Additional expense deductions allowed	(1,767)	(1,407)	(47)	(268)
Total	(2,169)	57	(54,096)	(88,884)
Total tax (income) expenses	87,144	108,621	22,235	(2,555)

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 2019 and 2018 are as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2019	2018	2019	2018
Deferred tax relating to loss from changing in fair value of available-for-sale investments	(992)	(1,960)	(992)	(1,960)
Actuarial gain on defined benefit plan	146	-	440	-
Share of other comprehensive income of subsidiaries	-	-	(294)	-
	(846)	(1,960)	(846)	(1,960)

18. Other non-current assets

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2019	2018	2019	2018
Payments of securities clearing fund	106,553	97,359	-	-
Advance for investment*	-	26,159	-	26,159
Deposits	22,785	22,253	9,731	9,498
Securities deposit	5,000	5,000	-	-
Total	134,338	150,771	9,731	35,657

* In October 2018, the Company paid for investment in USD 0.79 million in a newly set-up company registered in Singapore amounting to USD 0.79 million. This company principally engages in investing in a company which operates an e-lending platform. During the second quarter of 2019, this company was incorporated. As at 31 December 2019, the Company presented this account as "Investments in associate", as described in Note 13 to financial statements.

19. Short-term borrowings

(Unit: Thousand Baht)

	Interest rate (percent per annum)		Remaining period to maturity		Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018	2019	2018	2019	2018
<u>Short-term borrowings from financial institutions</u>								
Promissory notes	1.40	-	At call	-	415,000	-	-	-
Total					415,000	-	-	-
<u>Short-term borrowings</u>								
Promissory notes	1.45 - 1.55	1.45 - 1.80	At call	At call	-	-	2,765,000	2,055,000
Bills of exchange	-	1.80 - 1.90	-	Less than 2 months	-	449,222	-	449,222
Structured notes	1.75	1.75	Less than 1 month	Less than 1 month	51,959	99,928	-	-
Structured notes	1.75	-	Less than 3 months	-	99,873	-	-	-
Total					151,832	549,150	2,765,000	2,504,222

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 SET 50 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. Payables to Clearing House and broker – dealers

(Unit: Thousand Baht)

	Consolidated financial statements	
	2019	2018
Payables to Clearing House	-	150,007
Payables to overseas securities companies	211,148	8,590
Total	211,148	158,597

21. Securities and derivatives business payables

(Unit: Thousand Baht)

	Consolidated financial statements	
	2019	2018
<u>Securities business payables</u>		
Cash accounts	323,335	430,281
Collateral payables	1,413	5,561
Securities borrowing and lending payables	78,330	61,584
Add: Accrued interest expenses	1	5
Securities business payables	403,079	497,431
<u>Derivatives business payables</u>		
Derivatives business payables	3,122	8,682
Securities and derivatives business payables	406,201	506,113

22. Other payables

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2019	2018	2019	2018
Accrued expenses	232,998	275,897	83,865	95,278
Payable from securities trading	1	-	15,004	2,458
Other payables	22,984	26,843	3,598	11,884
Total	255,983	302,740	102,467	109,620

23. Provision for long-term employee benefits

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

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2019	2018	2019	2018
Provision for long-term employee benefits at beginning of year	132,784	126,119	30,579	30,288
Included in profit or loss:				
Current service cost	7,282	12,863	3,399	3,997
Interest cost	3,218	2,985	731	704
Past service cost	32,701	-	6,401	-
Included in other comprehensive income:				
Actuarial gain arising from				
Demographic assumptions changes	8	-	-	-
Financial assumptions changes	3,550	-	502	-
Experience adjustments	(4,287)	-	(2,701)	-
Benefit paid during the year	(20,417)	(9,183)	(4,272)	(4,410)
Provision for long-term employee benefits at end of year	154,839	132,784	34,639	30,579

On 5 April 2019, The Labor Protection Act (No. 7) B.E. 2562 was announced in the Royal Gazette. This stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more, with such employees entitled to receive not less than 400 days' compensation at the latest wage rate. The law is effective from 5 May 2019. This change is considered a post-employment benefits plan amendment and the Group has additional long-term employee benefit liabilities approximately of Baht 33 million (the Company only: Baht 6 million) as a result. The Group reflected the effect of the change by recognising past service costs as expenses in profit or loss of the current year.

Long-term employee benefit expenses included in employee benefits expenses in profit or loss are as follow:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Current service cost	7,282	12,863	3,399	3,997
Interest cost	3,218	2,985	731	704
Past service cost	32,701	-	6,401	-
Total	43,201	15,848	10,531	4,701

The Group expects to pay Baht 10.2 million of long-term employee benefits during the next year (the Company only: Baht 1.2 million) (2018: Baht 6.6 million, the Company only: Baht 1.5 million).

As at 31 December 2019, the weighted average duration of the liabilities for long-term employee benefit is 10 years (the Company only: 10 years) (2018: 11 years, the Company only: 11 years).

Significant actuarial assumptions are summarised below:

(Unit: Percent per annum)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Discount rate	2.2	2.5	2.2	2.5
Salary increase rate	4.0	4.0	4.0	4.0
Turnover rate	0 - 45	0 - 50	0 - 45	0 - 50

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2019 and 2018 are summarised below:

	Consolidated financial statements			
	31 December 2019			
	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	(5.8)	0.5	6.2
Salary increase rate	0.5	6.4	0.5	(6.1)
Turnover rate	10.0	(4.7)	10.0	5.1
	Separate financial statements			
	31 December 2019			
	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	(0.8)	0.5	0.8
Salary increase rate	0.5	0.9	0.5	(0.9)
Turnover rate	10.0	(0.5)	10.0	0.6

Consolidated financial statements				
31 December 2018				
	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	(4.5)	0.5	4.8
Salary increase rate	0.5	5.3	0.5	(5.1)
Turnover rate	10.0	(3.8)	10.0	4.2

Separate financial statements				
31 December 2018				
	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	(0.8)	0.5	0.8
Salary increase rate	0.5	0.9	0.5	(0.9)
Turnover rate	10.0	(0.5)	10.0	0.5

24. 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.

25. Brokerage fees

			(Unit: Thousand Baht)	
			Consolidated financial statements	
			2019	2018
Brokerage fees from securities business			583,527	823,242
Brokerage fees from derivatives business			48,705	48,864
Total			632,232	872,106

26. Fees and services income

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	2019	2018
Underwriting fee	190,286	169,265
Financial advisory fee	129,944	173,383
Selling agent fee	27,602	21,257
Bond representative fee	14,099	8,758
Securities lending fee	1,054	988
Private fund management fee	75,572	55,788
Mutual fund management fee	199,208	285,485
Registrar fee	101,852	116,418
Others	9,820	6,901
Total	749,437	838,243

27. Other expenses

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Maintenance expenses	38,344	31,708	1,564	3,714
Rental expenses	75,162	70,365	22,168	21,582
Tax and duty expenses	7,133	9,815	1,689	1,730
Bank charges	11,668	13,062	376	371
Loss on exchange rate	15,573	3,210	15,573	2,931
Other fee and expenses	143,242	172,289	23,076	30,476
Total	291,122	300,449	64,446	60,804

28. 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		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Profit for the year (Thousand Baht)	359,422	434,200	359,422	434,200
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)	0.17	0.21	0.17	0.21

29. Provident funds

The Group and their employees have jointly established provident funds in accordance with the Provident Fund Act B.E. 2530. The Group and their employees 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 2019 and 2018, the contributions were recognised as expenses as follows:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Contributions to provident funds	31	32	7	7

30. Dividends

Dividends	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)
Final dividend for 2017	Annual General Meeting of the shareholders on 25 April 2018	421,131	0.20
Interim dividend for 2018	Board of Directors Meeting on 14 August 2018	210,566	0.10
Total for 2018		631,697	0.30
Final dividend for 2018	Annual General Meeting of the shareholders on 24 April 2019	210,566	0.10
Interim dividend for 2019	Board of Directors Meeting on 13 August 2019	126,339	0.06
Total for 2019		336,905	0.16

31. Related party transactions

The relationships between the Company and its related parties that have significant business transactions during the years 2019 and 2018 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.	Subsidiary
Bangkok Bank Plc.	Shareholder and close family member of the Company's director holds a position of director Bangkok Bank Plc. is its major shareholder.
BBL Asset Management Co., Ltd.	Managed by BBL Asset Management Co., Ltd.
Funds managed by BBL Asset Management Co., Ltd.	Managed by Asset Plus Fund Management Co., Ltd.
Funds managed by Asset Plus Fund Management Co., Ltd.	Common directors
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
Fraser Property (Thailand) Plc. (formerly known as "TICON Industrial Conneciton Plc")	Common directors
Bangkok Club 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
Riverside Garden Marina Co., Ltd.	Common directors
Intouch Holdings Plc.	Common directors
Vintcom Technology Plc.	Common directors
I - Secure Company Limited	Common directors
Sukhumvit City Co., Ltd.	Common directors

During the years, the Group 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
	2019	2018	2019	2018	
Transactions with subsidiaries					
(Eliminated from the consolidated financial statements)					
Dividend income	-	-	198,800	300,100	Normal rate declared
Interest income	-	-	1,727	2,274	Normal rate charged to ordinary customers
Administrative supporting service income*	-	-	240,510	238,593	Agreed upon basis
Other income*	-	-	28,269	28,110	Agreed upon basis
Brokerage fee expenses	-	-	10,060	25,043	Normal rate charged to ordinary customers
Premises and equipment expenses	-	-	81	175	Price stated in contract
Service fee expenses	-	-	104	350	Agreed upon basis
Other expenses	-	-	3,671	3,644	Agreed upon basis
Interest expenses	-	-	49,461	30,153	Price stated in contract
* It is presented as an other income in the separate statements of comprehensive income.					
Transactions with related parties					
Brokerage fees	23,055	11,478	-	-	Normal rate charged to ordinary customers
Interest income	390	273	86	83	Market rate
Dividend income	24,217	7,450	23,860	6,208	Normal rate declared
Premises and equipment expenses	67,799	68,337	23,934	23,890	Price stated in contract
Bank charges	2,992	3,646	374	370	Normal rate charged to ordinary customers
Other expenses	2,190	1,574	622	734	Normal rate charged to ordinary customers and price stated in contract
Interest expenses	6,183	5,969	-	-	Market rate
Transactions with the directors of the Company's group and their close family members					
Brokerage fees	1,779	1,919	-	-	Normal rate charged to ordinary customers
Fee and service expenses	389	844	-	-	Normal rate charged to ordinary customers

The balances of accounts as at 31 December 2019 and 2018 between the Company, subsidiaries and those related parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Subsidiaries				
(Eliminated from the consolidated financial statements)				
Deposit for securities trading	-	-	107,925	105,810
Accrued interest income	-	-	35	41
Other receivables	-	-	169,520	232,181
Derivative assets	-	-	3,298	1,065
Derivative liabilities	-	-	228	-
Other payables	-	-	15,004	2,458
Short-term borrowings	-	-	2,765,000	2,055,000
Related parties				
Deposits at financial institutions in the name of Company, subsidiary and on behalf of customers	83,056	105,533	14,465	38,076
Securities and derivatives business receivables	-	3,374	-	-
Accrued interest income	89	5	1	3
Deposits	15,066	14,756	6,235	6,002
Other assets	391	184	56	142
Short-term borrowings from financial institution	415,000	-	-	-
Securities and derivatives business payables	-	2,645	-	-
Other payables	1,376	1,573	849	873
Directors of the Group and their close family members				
Securities and derivatives business receivables	1,724	-	-	-
Derivative assets	-	629	-	-
Derivative liabilities	564	17	-	-

A subsidiary has overdraft facilities of Baht 30 million with a bank which is a related company. As at 31 December 2019 and 2018, the subsidiary has not drawn down such facilities.

During the year 2019, the Group had movements of borrowings from related companies as follows:

(Unit: Thousand Baht)					
Consolidated financial statements					
Interest rate (Percent per annum)	Balance as at 1 January 2019	During the year		Balance as at 31 December 2019	
		Increase	Decrease		
Short-term borrowings from financial institution					
Related company					
Bangkok Bank Plc.	1.40 - 1.90	-	25,855,000	(25,440,000)	415,000

(Unit: Thousand Baht)					
Separate financial statements					
	Interest rate (Percent per annum)	Balance as at 1 January 2019	During the year		Balance as at 31 December 2019
			Increase	Decrease	
Short-term borrowings					
Subsidiaries					
Asia Plus Securities Co., Ltd.					
Promissory notes	1.55 - 2.05	1,905,000	11,795,000	(11,085,000)	2,615,000
Asset Plus Fund					
Management Co., Ltd.					
Promissory notes	1.45 - 1.60	150,000	590,000	(590,000)	150,000
Total		2,055,000	12,385,000	(11,675,000)	2,765,000

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

The outstanding balances of investments in related companies as at 31 December 2019 and 2018 are as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
Bangkok Bank Plc.	26,814	2,901	15,789	-
Bangkok Club Co., Ltd.	1,240	1,240	1,240	1,240
Intouch Holdings Plc.	26,582	16,805	18,766	14,918
Asset Plus Legacy Fund	50,000	-	50,000	-
Asset Plus AI Term Fund 5Y1	82,052	86,221	82,052	86,221
Asset Plus Robotics Fund	30,300	30,300	30,300	30,300
The Bangkok Garden Property Fund	-	761	-	761
Sathorn City Tower Property Fund	64	64	64	64
The Emporium Tower Property Fund	-	4,100	-	4,100
Total	217,052	142,392	198,211	137,604
Add: Change in fair value of securities	28,239	29,836	28,422	30,072
Net	245,291	172,228	226,633	167,676

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	
	2019	2018	2019	2018
Asset Plus AI Term Fund 5Y1	-	-	5,005	4,992
Asset Plus Europe Value Fund	-	-	-	22,102
Asset Plus Europe Property Fund	-	-	-	16,109
Asset Plus Legacy Fund	50,000	-	-	-
The Bangkok Garden Property Fund	-	-	873	-
The Emporium Tower Property Fund	-	-	6,799	-

Directors and management's benefit

During the years, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Short-term benefits	139,295	156,811	102,523	115,996
Post-employment benefits	7,837	9,601	6,052	6,852
Total	147,132	166,412	108,575	122,848

Guarantee obligations with related party

The Company has outstanding guarantee obligations with a subsidiary, as described in Note 33.2.1 to the financial statements.

32. Interest in investment funds which are structured entities

The subsidiary managed a number of investment funds which meet the definition of structured entities. The subsidiary holds interests in these structured entities through the receipt of management fees from these funds.

As at 31 December 2019, based on the latest available financial reports of the managed funds which meet the definition of structured entities, the total net asset values of those funds is approximately Baht 25,741 million (2018: Baht 24,680 million).

The subsidiary's interest in those funds is shown below.

(Unit: Million Baht)

	Consolidated financial statements	
	2019	2018
Statement of financial position		
Fees and service income receivables	23	29

(Unit: Million Baht)

	Consolidated financial statements	
	2019	2018
Statement of comprehensive income		
Fees and service income	301	402

The maximum exposure to loss is equal to fees and service income receivables as shown above.

33. Commitments and contingent liabilities

33.1 Commitments

33) The Group 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 2019 and 2018, 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	
	2019	2018	2019	2018
In up to 1 year	74	56	22	15
In over 1 and up to 5 years	67	34	19	7

As at 31 December 2019, Baht 107 million of the commitments of the Group is obligations under lease agreements and service agreements with related companies (2018: Baht 66 million) (the Company only: Baht 41 million (2018: Baht 22 million)).

- 2) The subsidiary had 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) The subsidiary had commitment to pay the fees related to its derivatives business to Thailand Futures Exchange Public Company Limited, Thailand Clearing House Company Limited and Thailand Securities Depository Company Limited. These comprise a monthly fixed amount and/or at the fixed payment for each purchase or sale of a derivatives contract transaction and/or other fees specified in the agreements.
- 4) The subsidiaries had commitments to pay fees to the Office of the Securities and Exchange Commission in relation to licenses for securities brokerage, securities trading, securities underwriting, securities borrowing and lending, derivatives brokerage, derivatives dealer, mutual fund and private fund management, financial advisory, and other licenses. The fees are charged at the certain rates from the aforesaid businesses.
- 5) As at 31 December 2019 and 2018, the Group had commitments in respect of futures contracts traded through the Thai Futures Exchange as detailed in Note 36.1 to the financial statements.
- 6) As at 31 December 2019 and 2018, the subsidiary had commitments in respect of issuance and offer of derivative warrants in the Stock Exchange of Thailand.
- 7) As at 31 December 2019 and 2018, the Group had commitments in respect of entering into forward contracts as detailed in Note 36.1 to the financial statements.
- 8) As at 31 December 2019, the Company had commitments of USD 0.38 million and Baht 1.5 million (2018: USD 0.51 million and Baht 1.5 million) in respect of uncalled portion of other investments.
- 9) As at 31 December 2019 and 2018, the Company has commitment to maintain its proportionate shareholding in a company as discussed in Note 7.9 to the financial statements.
- 10) As at 31 December 2019, the subsidiary had capital commitments of Baht 0.6 million software (2018: Baht 0.6 million), relating to the developing of computer software.

33.2 Contingent liabilities

33.2.1 Guarantees

- 1) As at 31 December 2019, the Company has provided a guarantee to a bank for credit facilities of a subsidiary amounting to Baht 355 million (2018: Baht 355 million), of which Baht 300 million (2018: Baht 300 million) are joint credit facilities shared with the Company.
- 2) As at 31 December 2019, there were outstanding bank guarantees of approximately Baht 1.6 million (2018: Baht 1.8 million) (the Company only: Baht 0.1 million (2018: Baht 0.1 million)), issued by a bank on behalf of the Group in respect of certain performance bonds required in the normal course of business of the Company and its subsidiaries.

33.2.2 Litigations

On 2 October 2018, 20 March 2019, 26 April 2019, and 21 May 2019, a subsidiary was sued in a civil suit and was demanded that it shares responsibility with other juristic persons. On 27 February 2020, the Court pronounced its judgment dismissing one of the cases with damages of totaling Baht 20 million.

Other cases with damages of totaling Baht 202 million are in the process of the taking of evidence. The management believes no loss arising from these cases will affect the subsidiary.

34. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Group is 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 Group has combined the back office, equity derivatives, Wealth Plus, and treasury operating segments and presented them as single reportable segment called “Other segments”.

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 Group is 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 Group’s operating segments for the years ended 31 December 2019 and 2018, respectively.

(Unit: Million Baht)

	Securities and derivatives brokerage segment		Investment banking segment		Fund management segment		Investment trading segment		Other segments		Elimination		Consolidated financial statements	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Revenue from external customers	668	890	289	289	377	462	171	(90)	206	461	-	-	1,711	2,012
Inter-segment	10	25	-	-	-	-	-	-	315	330	(325)	(355)	-	-
Total revenues	678	915	289	289	377	462	171	(90)	521	791	(325)	(355)	1,711	2,012
Interest income	-	-	2	2	4	4	28	48	221	237	(51)	(32)	204	259
Finance costs	-	-	1	1	-	-	14	20	93	106	(51)	(32)	57	95
Segment operating profit	24	190	105	65	82	97	103	(107)	128	297	4	1	446	543
Unallocated expenses:														
Income tax expenses													(87)	(109)
Profit for the year													359	434
Other material non-cash items:														
Loss on impairment of investments	-	-	-	(79)	-	-	-	-	-	(6)	-	-	-	(85)
Allowance for doubtful accounts	-	-	-	(11)	-	-	-	-	-	-	-	-	-	(11)

(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 2019	1,206	202	406	1,541	11,004	(8,029)	6,330
At 31 December 2018	1,208	198	371	1,307	10,545	(7,237)	6,392

The Group has no major customer with revenue of 10 percent or more of the entity's revenues. Almost customers of the Group is local customers.

The Group is 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.

Disaggregated revenue from contracts with customers

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2019	2018	2019	2018
Timing of revenue recognition:				
Revenue recognised at a point in time				
Brokerage fees	632,232	872,106	-	-
Fees and service income	255,547	296,430	-	-
Revenue recognised over time				
Fees and service income	493,890	541,813	-	-
Administrative supporting service income	-	-	240,510	238,593
Total revenue from contracts with customers	1,381,669	1,710,349	240,510	238,593

35. Fair value hierarchy

As at 31 December 2019 and 2018, the Group 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			
	As at 31 December 2019			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Trading securities				
Equity instruments	1,328,551	-	-	1,328,551
Debt instruments	-	600,914	-	600,914
Available-for-sale securities				
Equity instruments	59,370	-	-	59,370
Debt instruments	-	254,778	-	254,778
Unit trusts	-	201,177	6,598	207,775
Derivatives assets				
Forward contracts	-	22,127	-	22,127
Warrants	4	-	-	4
Options	-	1,082	-	1,082
Financial liabilities measured at fair value				
Derivatives liabilities				
Forward contracts	-	4,785	-	4,785
Derivative warrants	17,895	-	-	17,895
Assets for which fair value are disclosed				
Held-to-maturity investments*	2,810,000	649,742	-	3,459,742

* These included held-to-maturity investments were deposits at financial institutions and debt securities of Baht 3,100 million which were in name of the subsidiary and on behalf of customers.

(Unit: Thousand Baht)				
Separate financial statements				
As at 31 December 2019				
	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value				
Trading securities				
Equity instruments	807,263	-	-	807,263
Available-for-sale securities				
Equity instruments	59,370	-	-	59,370
Debt instruments	-	254,778	-	254,778
Unit trusts	-	201,177	6,598	207,775
Derivatives assets				
Forward contracts	-	17,806	-	17,806
Financial liabilities measured at fair value				
Derivatives liabilities				
Forward contracts	-	465	-	465
Assets for which fair value are disclosed				
Held-to-maturity investments	-	149,886	-	149,886
Investment properties	-	335,937	-	335,937

(Unit: Thousand Baht)				
Consolidated financial statements				
As at 31 December 2018				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Trading securities				
Equity instruments	1,084,903	-	-	1,084,903
Available-for-sale securities				
Equity instruments	59,570	-	-	59,570
Debt instruments	-	342,582	-	342,582
Unit trusts	-	126,038	27,574	153,612
Derivatives assets				
Forward contracts	-	10,826	-	10,826
Warrants	127	-	-	127
Options	-	8,281	-	8,281

(Unit: Thousand Baht)				
Consolidated financial statements				
As at 31 December 2018				
	Level 1	Level 2	Level 3	Total
Financial liabilities measured at fair value				
Derivatives liabilities				
Forward contracts	-	8,172	-	8,172
Derivative warrants	13,765	-	-	13,765
Assets for which fair value are disclosed				
Held-to-maturity investments*	2,824,000	2,089,145	-	4,913,145

* These included held-to-maturity investments were deposits at financial institutions and debt securities of Baht 4,597 million which were in name of the subsidiary and on behalf of customers.

(Unit: Thousand Baht)

Separate financial statements				
As at 31 December 2018				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Trading securities				
Equity instruments	489,951	-	-	489,951
Available-for-sale securities				
Equity instruments	59,570	-	-	59,570
Debt instruments	-	342,582	-	342,582
Unit trusts	-	126,038	27,574	153,612
Derivatives assets				
Forward contracts	-	2,655	-	2,655
Warrants	53	-	-	53
Assets for which fair value are disclosed				
Held-to-maturity investments	-	192,558	-	192,558
Investment properties	-	335,937	-	335,937

36. Financial instruments

36.1 Financial risk management

The Group's financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, receivables from Clearing House and broker - dealers, securities and derivatives business receivables, accrued fees and service income from asset management business, derivatives assets, investments, other receivables, short-term borrowings from financial institutions, payables to Clearing House and broker - dealers, securities and derivatives business payables, accrued fees and service expenses from asset management business, 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 Group is exposed to credit risk primarily with respect to deposits at financial institutions, receivables from Clearing House and broker - dealers, securities and derivatives business receivables, accrued fees and service income from asset management business, 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 Group also reviews customers' credit lines continuously. To control risk in lending for securities purchase, the Group evaluates the customers' financial status and ability to repay as well as the customers' current trading patterns. The Group also limits the list of securities that can be purchased on margin, and consider the securities fundamentals and liquidity. In addition, the Group 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 Group does not have high concentration of credit risk of retail client since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	2019	2018	2019	2018
Financial assets				
Deposits at financial institutions in the name of Company, its subsidiaries and on behalf of customers	6,740,207	5,440,062	131,457	151,696
Receivables from Clearing House and broker - dealers	227,963	117,240	-	-
Securities and derivatives business receivables	1,799,249	2,216,270	-	-
Accrued fees and service income from asset management business	65,019	44,241	-	-
Derivatives assets	23,213	19,234	17,806	2,708
Investments in debt securities in the name of Company, its subsidiaries and on behalf of customers	1,505,398	2,431,649	404,664	535,140
Other receivables	134,321	107,780	236,216	239,518

Interest rate risk

The Group's exposure to interest rate risk relates primarily to deposits at financial institutions, securities business receivables - credit balance accounts, investments in debt securities, short-term borrowings from financial institutions and short-term borrowings. However, since the Group's 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 2019 and 2018 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										
As at 31 December 2019										
Outstanding balances of financial instruments										
	Floating interest rate	Fixed interest rate						Total	Interest rate	
		Repricing or maturity dates							(Percent per annum)	
		At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	No interest		Floating rate	Fixed rate
Financial instruments - assets										
Cash and cash equivalents	107	124	-	-	-	-	273	504	0.10 - 0.50	1.0
Investments	-	-	375	687	17	137	1,961	3,177	-	1.00 - 6.66
Receivables from Clearing House and broker - dealers	-	-	-	-	-	-	228	228	-	-
Securities and derivatives business receivables	1,277	-	-	-	-	-	522	1,799	486 - 1200	-
Accrued fees and service income from asset management business	-	-	-	-	-	-	65	65	-	-
Derivatives assets	-	-	-	-	-	-	23	23	-	-
Other receivables	61	-	-	-	-	-	73	134	LIBOR - 1.5	-
Financial instruments - liabilities										
Payables to Clearing House and broker - dealers	-	-	-	-	-	-	211	211	-	-
Securities and derivatives business payables	-	-	-	-	-	-	406	406	-	-
Accrued fees and service expenses from asset management business	-	-	-	-	-	-	15	15	-	-
Derivatives liabilities	-	-	-	-	-	-	23	23	-	-
Other payables	-	-	-	-	-	-	256	256	-	-
Short-term borrowings	-	-	152	-	-	-	-	152	-	Note 19

(Unit: Million Baht)

Separate financial statements										
As at 31 December 2019										
Outstanding balances of financial instruments										
	Floating interest rate	Fixed interest rate						Total	Interest rate	
		Repricing or maturity dates							(Percent per annum)	
		At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	No interest		Floating rate	Fixed rate
Financial instruments - assets										
Cash and cash equivalents	3	-	-	-	-	-	123	126	0.38 - 0.50	-
Investments	-	-	165	87	16	137	1,439	1,844	-	1.00 - 6.66
Derivatives assets	-	-	-	-	-	-	18	18	-	-
Other receivables	231	-	-	-	-	-	5	236	1.00 and LIBOR - 1.5	-
Financial instruments - liabilities										
Other payables	-	-	-	-	-	-	102	102	-	-
Short-term borrowings	-	2,765	-	-	-	-	-	2,765	-	Note 19

(Unit: Million Baht)

Consolidated financial statements										
As at 31 December 2018										
Outstanding balances of financial instruments										
	Floating interest rate	Fixed interest rate						Total	Interest rate	
		Repricing or maturity dates							(Percent per annum)	
		At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	No interest		Floating rate	Fixed rate
Financial instruments - assets										
Cash and cash equivalents	536	238	14	-	-	-	360	1,148	0.37 - 0.50	1.25
Investments	-	-	357	-	202	101	1,658	2,318	-	1.00 - 7.25
Receivables from Clearing House and broker - dealers	-	-	-	-	-	-	117	117	-	-
Securities and derivatives business receivables	1,544	-	-	-	-	-	672	2,216	5.06 - 12.00	-
Accrued fees and service income from asset management business	-	-	-	-	-	-	44	44	-	-
Derivatives assets	-	-	-	-	-	-	19	19	-	-
Other receivables	-	-	-	-	-	-	108	108	-	-
Financial instruments - liabilities										
Payables to Clearing House and broker - dealers	-	-	-	-	-	-	159	159	-	-
Securities and derivatives business payables	-	-	-	-	-	-	506	506	-	-
Accrued fees and service expenses from asset management business	-	-	-	-	-	-	16	16	-	-
Derivatives liabilities	-	-	-	-	-	-	22	22	-	-
Other payables	-	-	-	-	-	-	303	303	-	-
Short-term borrowings	-	-	549	-	-	-	-	549	-	Note 19

(Unit: Million Baht)

Separate financial statements										
As at 31 December 2018										
Outstanding balances of financial instruments										
	Floating interest rate	Fixed interest rate						Total	Interest rate	
		Repricing or maturity dates							(Percent per annum)	
		At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	No interest		Floating rate	Fixed rate
Financial instruments - assets										
Cash and cash equivalents	25	-	-	-	-	-	121	146	0.38 - 0.50	-
Investments	-	-	233	-	202	101	1,063	1,599	-	1.00 - 7.25
Derivatives assets	-	-	-	-	-	-	3	3	-	-
Other receivables	229	-	-	-	-	-	11	240	1.05	-
Financial instruments - liabilities										
Derivatives liabilities	-	-	-	-	-	-	110	110	-	-
Short-term borrowings	-	2,055	449	-	-	-	-	2,504	-	Note 19

Liquidity Risk

The Group may be exposed to liquidity risk due to securities and derivatives business receivables, of which the Group may not be able to obtain settlement, and due to investments, which the Group 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 subsidiary's net capital ratio which is higher than the mandatory minimum requirement of 7 percent. The Group also has 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 2019 and 2018 are as follows:

(Unit: Million Baht)

	Consolidated financial statements					
	As at 31 December 2019					
	Outstanding balances of financial instruments					
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
Financial instruments - assets						
Cash and cash equivalents	504	-	-	-	-	504
Investments	-	375	687	17	2,098	3,177
Receivables from Clearing House and broker - dealers	-	228	-	-	-	228
Securities and derivatives business receivables	-	522	-	-	1,277	1,799
Accrued fees and service income from asset management business	-	65	-	-	-	65
Derivatives assets	-	23	-	-	-	23
Other receivables	-	134	-	-	-	134
Financial instruments - liabilities						
Payables to Clearing House and broker - dealers	-	211	-	-	-	211
Securities and derivatives business payables	-	406	-	-	-	406
Accrued fees and service expenses from asset management business	-	15	-	-	-	15
Derivatives liabilities	-	23	-	-	-	23
Other payables	-	256	-	-	-	256
Short-term borrowings	-	152	-	-	-	152

(Unit: Million Baht)

	Separate financial statements					
	As at 31 December 2019					
	Outstanding balances of financial instruments					
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
Financial instruments - assets						
Cash and cash equivalents	126	-	-	-	-	126
Investments	-	165	87	16	1,576	1,844
Derivatives assets	-	18	-	-	-	18
Other receivables	231	5	-	-	-	236
Financial instruments - liabilities						
Other payables	-	102	-	-	-	102
Short-term borrowings	2,765	-	-	-	-	2,765

(Unit: Million Baht)

Consolidated financial statements						
As at 31 December 2018						
Outstanding balances of financial instruments						
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
Financial instruments - assets						
Cash and cash equivalents	1,134	14	-	-	-	1,148
Investments	-	357	-	202	1,759	2,318
Receivables from Clearing House and broker - dealers	-	117	-	-	-	117
Securities and derivatives business receivables	-	672	-	-	1,544	2,216
Accrued fees and service income from asset management business	-	44	-	-	-	44
Derivatives assets	-	19	-	-	-	19
Other receivables	-	108	-	-	-	108
Financial instruments - liabilities						
Payables to Clearing House and broker - dealers	-	159	-	-	-	159
Securities and derivatives business payables	-	506	-	-	-	506
Accrued fees and service expenses from asset management business	-	16	-	-	-	16
Derivatives liabilities	-	22	-	-	-	22
Other payables	-	303	-	-	-	303
Short-term borrowings	-	549	-	-	-	549

(Unit: Million Baht)

Separate financial statements						
As at 31 December 2018						
Outstanding balances of financial instruments						
	At call	Within 1 year	1 - 5 years	Over 5 years	No maturity	Total
Financial instruments - assets						
Cash and cash equivalents	146	-	-	-	-	146
Investments	-	233	-	202	1,164	1,599
Derivatives assets	-	3	-	-	-	3
Other receivables	229	11	-	-	-	240
Financial instruments - liabilities						
Other payables	-	110	-	-	-	110
Short-term borrowings	2,055	449	-	-	-	2,504

Foreign currency risk

The Group is exposed to significant foreign currency risk in respect of investments in foreign currencies. The Group seeks 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 2019 and 2018, outstanding balances of the Group's financial assets and liabilities denominated in foreign currencies are as follows:

Foreign currencies	Consolidated financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2019	2018	2019	2018	2019	2018
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US Dollar	30.3	9.4	8.3	0.2	30.15	32.45
Pound Sterling	0.5	0.3	-	-	39.52	41.07
Hong Kong Dollar	35.7	34.7	6.5	0.9	3.87	4.14
Japanese Yen	55.7	27.4	-	-	0.28	0.29
Swiss Franc	0.5	0.5	-	-	30.95	32.92
Euro	2.1	0.4	-	-	33.73	37.13
Renminbi	3.8	3.4	-	-	4.31	4.72
Korean Won	0.7	0.2	-	-	0.03	0.03
Vietnamese Dong	22.5	10.2	-	-	0.13	0.14

Foreign currencies	Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2019	2018	2019	2018	2019	2018
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US Dollar	19.7	8.6	-	-	30.15	32.45
Pound Sterling	0.4	0.3	-	-	39.52	41.07
Hong Kong Dollar	28.2	33.2	-	-	3.87	4.14
Japanese Yen	52.9	18.3	-	-	0.28	0.29
Swiss Franc	0.5	0.5	-	-	30.95	32.92
Euro	2.1	0.4	-	-	33.73	37.13
Renminbi	3.8	3.2	-	-	4.31	4.72

Forward contracts outstanding as at 31 December 2019 and 2018 are summarised below.

Consolidated financial statements				
As at 31 December 2019				
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	1,151.6	38.0	30.03 - 31.68 Baht per 1 US Dollar
Baht	Hong Kong Dollar	61.8	16.0	3.86 Baht per 1 Hong Kong Dollar
Baht	Euro	33.0	1.0	33.55 - 36.32 Baht per 1 Euro
Baht	Japanese Yen	39.9	143.4	0.28 Baht per 1 Japanese Yen
Baht	Pound Sterling	10.0	0.3	37.48 - 40.66 Baht per 1 Pound Sterling

As at 31 December 2019, the Company entered into forward contracts to sell USD 14.3 million, EUR 0.3 million and GBP 0.1million to reduce the foreign currency risk in respect of investments 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 investments in foreign currencies for the clients' portfolio. These included forward contracts to sell USD 2.2 million, which were on behalf of a related party.

Separate financial statements				
As at 31 December 2019				
Foreign currencies		Amount		Contractual exchange rate
The Company buys	The Company sells	The Company buys (Million)	The Company sells (Million)	
Baht	US Dollar	560.8	18.5	30.06 - 31.61 Baht per 1 US Dollar
Baht	Euro	30.2	0.9	33.55 - 33.98 Baht per 1 Euro
Baht	Pound Sterling	10.0	0.3	37.48 - 40.66 Baht per 1 Pound Sterling

As at 31 December 2019, the Company entered into forward contracts to reduce the foreign currency risk in respect of investments in foreign currencies for its portfolio.

Consolidated financial statements				
As at 31 December 2018				
Currencies		Amount		Contractual exchange rate
The Company and its subsidiary buy	The Company and its subsidiary sell	The Company and its subsidiary buy (Million)	The Company and its subsidiary sell (Million)	
Baht	US Dollar	955.4	29.4	31.47 - 33.11 Baht per 1 US Dollar
Baht	Hong Kong Dollar	36.0	8.6	4.17 - 4.21 Baht per 1 Hong Kong Dollar
Baht	Euro	18.7	0.5	37.36 - 38.27 Baht per 1 Euro
Baht	Japanese Yen	15.0	50.5	0.29 - 0.30 Baht per 1 Japanese Yen
Baht	Pound Sterling	10.6	0.3	41.32 - 43.15 Baht per 1 Pound Sterling

As at 31 December 2018, the Company entered into forward contracts to sell USD 17.6 million, EUR 2.4 million, JPY 141.8 million and GBP 0.1 million and forward contracts to buy GBP 0.1 million to reduce the foreign currency risk in respect of investments 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 investments in foreign currencies for the clients' portfolio. These included forward contracts to sell JPY 31.2 million, USD 5.2 million, HKD 0.5 million and EUR 0.1 million and forward contracts to buy GBP 0.04 million which were on behalf of a related party.

Separate financial statements				
As at 31 December 2018				
Foreign currencies		Amount		Contractual exchange rate
The Company buys	The Company sells	The Company buys (Million)	The Company sells (Million)	
Baht	US Dollar	274.1	8.4	32.47 - 32.95 Baht per 1 US Dollar
Baht	Euro	10.7	0.3	37.36 - 37.98 Baht per 1 Euro
Baht	Pound Sterling	7.8	0.2	41.32 - 43.15 Baht per 1 Pound Sterling

As at 31 December 2018, the Company entered into forward contracts to reduce the foreign currency risk in respect of investments in foreign currencies for its portfolio.

Financial derivatives instruments

As of 31 December 2019 and 2018, the fair values of financial derivatives which are the subsidiary's commitments as presented in the subsidiary's accounts are as follows:

(Unit: Thousand Baht)

Consolidated financial statements				
As at 31 December 2019				
Remaining period before maturity date				
1 - 6 months	6 months - 1 year	Over 1 year	Total	
Single Stock Futures				
Long position	6,054	-	-	6,054
Short position	335,990	6,835	-	342,825
SET 50 Futures				
Long position	4,694	-	-	4,694
	346,738	6,835	-	353,573

(Unit: Thousand Baht)

Consolidated financial statements				
As at 31 December 2018				
Remaining period before maturity date				
1 - 6 months	6 months - 1 year	Over 1 year	Total	
Single Stock Futures				
Long position	1,870	-	-	1,870
Short position	410,251	-	-	410,251
SET 50 Futures				
Long position	6,467	-	-	6,467
Short position	2,503	-	-	2,503
	421,091	-	-	421,091

Fair value of financial derivatives instruments was measured at fair value using Level 1 input.

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.

36.2 Fair value of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value are not expected to be materially different from the amounts presented in the statements of financial position.

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

- For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, receivables from Clearing House and broker - dealers, securities and derivatives business receivables, accrued fees and service income from asset management business, other receivables, short-term borrowings from financial institutions, payables to Clearing House and broker - dealers, securities and derivatives business

payables, accrued fees and service expenses from asset management business, 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, warrants 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. As at 31 December 2019, the fair value of non-marketable equity securities are close to their carrying amounts.
- d) For other 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 Group considered counterparty credit risk when determining the fair value of derivatives.

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

36.3 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 2019	
Profit recognised into other comprehensive income	27,574
Revaluation	(23,786)
Sale	2,810
Balance as of 31 December 2019	6,598

37. Capital management

The primary objectives of the Group's capital management is to ensure that they have 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. As at 31 December 2019, the Group's debt-to-equity ratio was 0.36:1 (2018: 0.38:1) and the Company's was 0.63:1 (2018: 0.57:1).

38. Events after the reporting period

- 38.1 On 21 February 2020, the Board of Directors of Asset Plus Management Co., Ltd. (a subsidiary) passed a resolution to propose that the Annual General Meeting of a subsidiary's shareholders to consider the payment of a dividend for the year 2019 amounting to Baht 3.35 per share, or a total of Baht 67 million. The dividend payment will be paid on 30 March 2020.
- 38.2 On 28 February 2020, the Board of Directors of Asia Plus Securities Co., Ltd. (a subsidiary) passed a resolution to propose that the Annual General Meeting of a subsidiary's shareholders to consider the payment of a dividend for the year 2019. However, since the Board of Directors of a subsidiary previously approved an interim dividend amounting to Baht 0.16 per share, a total of Baht 72 million, the Board of the subsidiary will propose the remaining dividend payment of Baht 0.209 per share, or a total of Baht 94 million. The dividend payment will be paid on 1 April 2020.



38.3 On 28 February 2020, the Board of Directors of the Company passed a resolution to propose that the Annual General Meeting of shareholders to consider the payment of a dividend for the year 2019 of Baht 0.13 per share. However, since the Board of Directors of the Company previously approved an interim dividend amounting to Baht 0.06 per share, a total of Baht 126 million, the Board of the Company will propose the remaining dividend payment of Baht 0.07 per share, or a total of Baht 147 million. The dividend payment will be paid on 19 May 2020.

39. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 28 February 2020.



Branches

Asia Plus Group Holdings Public Company Limited (Core Company)

Branches	Address	Telephone	Facsimile
Bangkok Branches			
Head Office	3/1 FL., Sathorn City Tower, 175 South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120	0 2680 1111, 0 2680 1000	0 2285 1901
Phapphachai	1 FL., Phapphachai Building 2, 9/1 Sua Pa Road, Pom Prap, Pom Prap Sattru Phai, Bangkok 10100	0 2623 1520-26	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	0 2664 8999	0 2664 9799
Ngamwongwan	Room 12/1, 12 FL., The Mall Shopping Centre (Ngamwongwan), 30/39-50, 639 Moo 2, Ngamwongwan Road, Bang Khen, Mueang Nonthaburi, Nonthaburi 11000	0 2550 0955	0 2550 0966
Lat Phrao	Room 1213, 1214, 12 FL., Central Plaza Lat Phrao, 1693 Phahonyothin Road, Chatuchak, Chatuchak, Bangkok 10900	0 2937 0295, 0 2937 0455	0 2937 0315, 0 2937 0465
Siam*	Unit B2, 10 FL., Siam Tower, 989 Rama I Road, Pathum Wan, Pathum Wan, Bangkok 10330	0 2670 9999, 0 2263 8499	0 2670 9995-97
* Siam branch has been stopped operating since 2 May 2019.			



Branches	Address	Telephone	Facsimile
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	0 4332 2101-04	0 4332 2120 0 4332 2105
Chanthaburi	4 Fl., BBL Tha-Chalaep Road Branch Building, 197 Tha-Chalaep Road, Talat, Mueang Chanthaburi, Chanthaburi 22000	0 3932 2135-38	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	0 7728 3631 - 33, 0 7721 6500	0 7721 6522
Si Racha	7 Fl., BBL Si Racha Branch Building, 98 Sukhumvit Road, Si Racha, Siracha, Chonburi 20110	0 3832 2755	0 3877 1426
Chiang Mai	164/44-45 Chang Klan Road, Chang Khlan, Mueang Chiang Mai, Chiang Mai, 50100	0 5327 3716-20	0 5327 3714
Hat Yai	7 Fl., BBL Hat Yai Branch Building, 39 Niphat U-thit 2 Road, Hat Yai, Hat Yai, Songkhla 90110	0 7426 2000	0 7426 2009
Phitsanulok	3 Fl., BBL Phitsanulok Branch Building, 262/24 Baromtriloknart Road, Nai Mueang, Mueang Phitsanulok, Phitsanulok 65000	0 5521 7833-37	0 5521 7851
Udon Thani	3 Fl., BBL Phosi Road Branch Building, 227 Phosi Road, Mark Kheng, Mueang Udon Thani, Udon Thani 41000	0 4232 6999, 0 4221 1411	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	0 5371 9583	0 5371 9575
Lampang	219-221 Highway Lampang-Ngao Road, Suandok, Mueang Lampang, Lampang 52100	0 5420 9471-75	0 5420 9470
Pattaya	MOOKS Residence & Offices, M Floor, 222/99 Moo 9, Chalermprakiat Road, Nong Prue, Bang Lamung, Chonburi, 20150	0 3841 2400	0 3841 2405
Nakhon Sawan	3 Fl., BBL Nakhon Sawan Branch Building, 154/1 Sawanwithi Road, Pak Nam Pho, Mueang Nakhon Sawan, Nakhon Sawan 60000	0 5631 2412	0 5631 2420



บริษัท เอเชีย พลัส กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน)

เลขที่ 175 ชั้น 3/1 อาคารสาทรซิตี้ทาวเวอร์ ถนนสาทรใต้
แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120
โทรศัพท์ : 0 2680 1111
โทรสาร : 0 2285 1901

Asia Plus Group Holdings Public Company Limited

3/1 Floor., Sathorn City Tower, 175 South Sathorn Road,
Tungmahamek, Sathorn, Bangkok 10120
Tel: 0 2680 1111
Fax : 0 2285 1901

www.asiaplusgroup.co.th