



Partnership for Success

Annual Report 2015

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Chairman's Letter

Dear Shareholders,

I am pleased to present to you KGI Securities (Thailand)'s financial results and annual report for 2015.

During 2015, despite volatile market conditions, the Company had another profitable year. For the full year 2015 your Company, KGI Securities (Thailand), achieved an audited net profit of Baht 587 million, which is equivalent to Earnings Per Share of Baht 0.29. The Board of Directors has approved a dividend of Baht 0.285 per share. The dividend will be proposed to the Annual General Meeting (AGM) of shareholders, which is due to be held on 19th April 2016, for approval and will be paid on 13th May 2016.



Mr. Foong Hock Meng
Chairman



Mr. Wei Chang Fang
Chief Operating Officer

Global economy

In 2015, worldwide GDP growth was estimated to have continued at a steady rate. According to the IMF's World Economic Outlook, global GDP increased by an estimated 3.4% in 2015 which was the same rate as 2014. Currently the global growth rate is forecast to be slightly higher in 2016 at 3.7%. However, the recent sharp declines in commodity prices and in all major stock markets may well mean that growth forecasts for 2016 will need to be revised downwards.

The World's major economic areas followed similar trends in 2015 to those seen in 2014. The US continued its recovery in 2015, and in December the US Federal Reserve Bank announced its long awaited increase in interest rates. In Europe, economic growth remained at a low level despite the European Central Bank (ECB) cutting interest rates to almost zero. The ECB may have to engage in further quantitative easing in order for the Euro zone to begin showing significant growth. Meanwhile, Asia, as in recent years, again grew more strongly than the rest of the world driven by China which remains the World's fastest growing large economy and the driving force for the region. However, China's growth rate in 2015 was lower than in 2014 and will likely slow further in 2016, a trend which the Chinese President Xi Jinping has described as "the new normal".

Thailand

Thailand's political situation stabilized in 2015 under the new government led by Prime Minister Prayuth Chan-ocha. The Thai economy recovered somewhat from the very low growth seen in 2014 which was caused by political upheavals and widespread flooding. During 2015 Thailand's political situation

stabilized and with consumer confidence improving the economy recovered somewhat from the flooding and political upheavals seen in 2014. The economy expanded at a moderate rate with Thai GDP growth for 2015 estimated by the Bank of Thailand to have been 2.7%. The BOT cut interest rates twice, in March and April, to 1.5% and the Thai Baht continued a gradual decline against a consistently strong US\$.

The Thai stock market had a difficult year in 2015. Starting the year at a level of 1,497 points, the SET index steadily declined throughout the year to end 2015 at a level of 1,288 representing a decline of 14% for the year. The decline was caused by a combination of factors, including; lowered economic growth expectations for 2015 and 2016, falling oil and commodity prices and a market which was already fully valued at the beginning of the year.

KGI Securities (Thailand)

For the full year 2015 the Company's brokerage business remained relatively stable despite strong competition. Our overall market share for the year was 3.88% and the Company ranked 9th out of 36 brokers. Commission rates were again under pressure. Our innovative Equity Derivatives business continued to perform well and issued a total of 236 derivative warrants during 2015. Our Proprietary Trading department had another profitable year despite unexpected market volatility. In the fixed income market, interest rates continued to move lower with the Bank of Thailand cutting interest rates twice. This helped to support the value of our fixed income investments. Our Investment Banking department had a successful year acting as underwriter and financial advisor to many IPOs which were well received by the market. Our asset management business, One Asset Management Limited ("ONEAM"), continued to expand its range of funds by launching both domestic and international innovative new funds.

Dividend

The Company has a flexible dividend policy and each year the Company's management will consider the Company's financial position, market conditions and investment opportunities before determining the appropriate dividend to be paid to shareholders. In recognition of the long-term support of our shareholders we have maintained a high dividend payout ratio in recent years. This year we intend to continue to pay the vast majority of our annual profits as dividends to shareholders.

The board of directors has resolved to propose the payment of a dividend of Baht 0.285 per share, representing a dividend pay-out ratio of 99%. The dividend will be proposed to shareholders for approval at the shareholders' Annual General Meeting to be held on 19th April 2016 and subject to approval is expected to be paid to shareholders on 13th May 2016.

Outlook

Although it is only January, 2016 already looks as if it will be a challenging year. China's slowing economic growth and further sharp falls in the price of oil and other commodities have triggered stock market declines worldwide. With economic uncertainties and political challenges both in Thailand and globally, markets may fall further and are likely to remain volatile throughout 2016. For 2016 Thailand's GDP growth is currently forecast by the BoT to be 3.7%, however, the recent declines in global stock markets and continuing falls in commodity prices may mean that this estimate will have to be revised downwards.

However, I believe that our company's diversified business operations and experienced management are equal to the challenges ahead and I expect that 2016 will be another profitable year for our company.

Corporate Social Responsibilities

In order to give back to society, the Company has supported various Corporate Social Responsibility (CSR) projects, particularly in the field of education. In 2015 the Company continued its student sponsorship program which has so far paid the tuition fees for 81 students at 9 universities throughout Thailand. In late 2015 the Board of Directors also approved a new CSR project to help provide access to education for school students who live in remote rural areas by donating bicycles to students who live far from the nearest school. So far we have donated 570 bicycles to students in 8 provinces.

Stakeholders

As the Company's most important asset is its people, I would like to take this opportunity to thank all the Company employees for their hard work and dedication to the Company throughout the year. I would also like to thank the Company's shareholders for their continuing support of the Company.



Mr. Foong Hock Meng
Chairman



Mr. Wei Chang Fang
Chief Operating Officer

Report of the Audit Committee

Dear Shareholders,

The Audit Committee of KGI Securities (Thailand) Public Company Limited consists of three independent directors. In 2015, the Audit Committee had five meetings and details of attendance of each director are as follows:

Audit Committee	Position	Attendance Record / Total Meeting
Dr. Pisit Leeahtam	Chairman of the Audit Committee	5 / 5
Dr. Don Bhasavanich	Audit Committee Member	5 / 5
Mr. Pradit Sawattananond	Audit Committee Member	5 / 5

The Committee performed its duties as assigned by the Board of Directors in accordance with the Charter of the Audit Committee. These duties included reviewing of financial statements, reviewing of the Company's internal control, reviewing of the Company's compliance with the Securities and Exchange Act, reviewing of the related party transactions, monitoring of risk management, as well as proposing the appointment of the auditors and the auditing fee. The duties are summarized as follows:

1. Reviewing of financial statements

The Audit Committee reviewed the quarterly and yearly financial statements for the year 2015 of the Company and its subsidiaries with the Head of Finance and Accounting Department, Audit Department, and the external auditors, without the top management of the Company in attendance. The Audit Committee also consulted with the external auditors regarding the significant issues and the disclosure of notes to financial statements.

The Audit Committee agreed that the financial statements of KGI Securities (Thailand) Public Company Limited and its subsidiaries for year ended 31st December 2015 were accurate and adequately adhered to the general accepted accounting principles and in accordance to the law and related regulations.

2. Reviewing of internal control

The Audit Committee monitored and reviewed the annual audit plan of the Company and its implementation along with considering the quarterly reports to comply with the Policies and Guidelines to prevent and combat corruption and the annual reports of the Audit Department for the year 2015. In addition, the Audit Committee assessed the Self Assessment Questionnaire on Adequacy of Internal Control System of the Company along with control environment, risk management, control activities, information and communication, and monitoring activities. For the assessment result for the year 2015, the Audit Committee regarded the Company as having an adequate internal control system appropriate for its businesses.

3. Reviewing of Company's compliance with Securities and Exchange Act

The Audit Committee monitored and reviewed the Company's compliance with the Securities and Exchange Act along with considering the quarterly and annual reports for the year 2015 of the Legal and Compliance Department. In 2015, the Audit Committee agreed that the Company closely controlled and audited the performance of its units to ensure that they worked appropriately and complied with the related rules.

4. Reviewing of related party transactions

In 2015, the Audit Committee reviewed the Company's related party transactions, the transactions with general business terms which were approved in principle by the Board. For the other related transactions, the Audit Committee considered and agreed that these transactions were necessary and

reasonable and served the most benefit of the Company, including disclosing all significant information complying with SEC and SET regulations.

5. Monitoring of risk management

In 2015, the Audit Committee monitored the risk management practices and assessed the adequacy and effectiveness of the risk management system to ensure that the Company has efficient risk management control. These risks include Credit Risk, Market Risk, and Operational Risk.

6. Revision of the Audit Committee Charter

In the case where it was considered to be necessary and appropriate, the Audit Committee was able to revise its Charter and proposed amendments to the Company's Board of Directors for consideration and approval. These included the Audit Committee's authority, scope of work duties, and meetings to be in line with the principles of good corporate governance, as well as the regulations of the Stock Exchange of Thailand and Securities and Exchange Commission. In 2015, the Audit Committee has reviewed the Audit Committee Charter and agreed that it is up-to-date and appropriate to the Company's environment.

7. Appointment of external auditor and auditing fee for 2016

The Audit Committee considered the performance of the Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd in the past year, and agreed that the Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd and its auditor has expertise in the auditing of financial businesses including suggestions and consultation on accounting, tax and internal control. They also perform independently with no correlation or conflict of interest with the Company and its subsidiaries.

The Audit Committee proposed that the Board of Directors propose at the shareholders' meeting, to consider and approve the appointment of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd to be the Company's auditor for the 2016 accounting period. The Audit Committee also proposed to consider and approve the auditing fee for 2016 of Baht 1,960,000, which is increased from the previous year by Baht 220,000 or 12.6% due to the increased workload. This fee is appropriate for the type and size of business of the Company.

Auditor's Name	Certified Public Account Number	Number of years he has been the Company's Auditor
Mr. Chavala Tienpasertkij	4301	2 Years (Signatory auditor in Year 2014 - 2015)
Dr. Suphamit Techamontrikul	3356	2 Years (Year 2014 - 2015)
Mr. Niti Jungnitnirundr	3809	2 Years (Year 2014 - 2015)

8. Self Assessment

The Audit Committee members performed a self assessment comparing with compliance guidelines. The evaluation of the year 2015 revealed that the Audit Committee's performance completely fulfilled its Charter and complied with good principles, enhancing good corporate governance effectively.

Respectfully,



(Dr. Pisit Leeahtam)

Chairman of Audit Committee

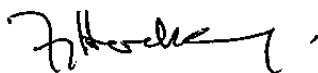
Report of the Board of Directors' Responsibilities for Financial Reports

The Board of Directors of KGI Securities (Thailand) Public Company Limited is responsible for the financial statements and financial reports of the Company as presented on its annual report for the year 2015. The financial statements and financial reports of the Company were prepared in compliance with generally accepted accounting principles, with due care and carefulness. The Company has provided sufficient disclosure of important information in the notes to financial statements for the benefit of shareholders and general investors.

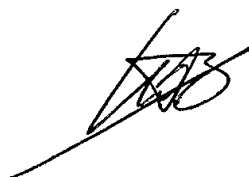
For the purpose of preparing reliable and accurate financial statements and information, the Board of Directors set up a risk management and internal control system to ensure accurate, complete and sufficient recording of accounting data for the purpose of asset custody and prevention of any fraud and unusual activities. As well, the Company set up an Audit Committee to review its accounting policies, sufficiency of the internal control system, auditing and disclosure of financial data to ensure accurate, reliable and reasonable data regarding its financial status, results of operations, and cash flows.

The Company's financial statements were audited by Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. In auditing, the Company's financial statements, the Board of Directors and the management provided data and documents necessary for the auditor to perform auditing tasks and provide the opinion in accordance with applicable auditing standards. The auditor's opinion already appears on the Company's annual report.

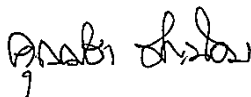
It is the Board of Directors' opinion that the financial statements of KGI Securities (Thailand) Public Company Limited and its subsidiaries for the year ended 31st December 2015 are prepared in line with generally accepted accounting principles and relevant rules and regulations.



Mr. Foong Hock Meng
Chairman of the Board



Mr. Wei Chang Fang
Chief Operating Officer



Ms. Khunmira Thunnom
Executive Vice President
Finance & Accounting Department

PART 1 THE COMPANY'S BUSINESS

1. Policy and Overview of the Company's business

KGI Securities (Thailand) Public Company Limited ("the Company") was incorporated as a public limited company under the Public Limited Companies Act. Whereby it has been operating securities businesses and has been licensed and approved by the Office of the Securities and Exchange Commission ("SEC") to operate the following businesses.

- (a) Securities brokerage
- (b) Securities dealing
- (c) Investment advisory
- (d) Securities underwriting
- (e) Securities borrowing and lending
- (f) Securities registrar
- (g) Derivatives brokerage
- (h) Financial advisory
- (i) Over-the-Counter (OTC) derivative business and
- (j) Sales agent in investment units of mutual funds in the areas as specified by the SEC.

In addition, the Company has investments in 3 subsidiaries, as described in section 1.3 of this form 56-1.

The Company's head office is located on the 8th - 11th floors of Asia Centre Building, No. 173 South Sathorn Road, Thungmahamek Sub-district, Sathorn District, Bangkok 10120. As at 31st December 2015, the Company has altogether 17 branches, in Bangkok and other provinces.

Bangkok	Provincial	
1) Pin Klao Branch	1) Hat Yai Branch	7) Chiang Rai Branch
2) Changwattana Branch	2) Nakhon Ratchasima Branch	8) Phetchaburi Branch
3) Thapra Branch	3) Samut Sakhon Branch	9) Udon Thani Branch
4) Thaniya Branch	4) Suphan Buri Branch	10) Nakhon Pathom 2 Branch
5) Silom Complex Branch	5) Nakhon Sawan Branch	11) Udon Thani Cyber Branch
6) Pracha Chuen Branch	6) Nakhon Pathom 1 Branch	

The Company is recognized as one of the leaders in innovation in the development of financial products, giving more alternatives to clients. The Company's developments were as follows:

- The first securities company acting as a principal and agent of SBL services
- The first securities company providing OTC Derivatives services
- The first and only securities company acting as Market Maker and Participating Dealer of ThaiDEX SET50 ETF (TDEX), Thailand's first Equity ETF
- The first securities company to launch Derivative Warrant in Thailand
- The first securities company providing Private Repo

1.1 Policy of the Company's business

Vision

All the actions of the Company are rooted in the principles of integrity and honesty, which are the guiding principles of our professional workforce. Providing the very best in financial management and advice is the Company's vocation and duty. At the same time, as a responsible corporate citizen, the Company has made it a policy to share the fruits of its success with all of its employees, shareholders and clients, while also making substantial contributions to society.

Objective

The objective of the Company is to engage in securities and other financial businesses, and to offer the highest level of service to its clients and to effectively advise and assist in managing clients' assets whilst always acting in an ethical and positive way.

Goal

The company's goal is to offer a full range of financial services and to be a leader in innovation and in new product development. The Company also aims to diversify its income in order to provide earnings stability and to operate successfully in all conditions.

Strategy

- ☞ To expand and diversify its client base, both local and foreign.
- ☞ To develop new and innovative products and financial services covering the full range of client needs.
- ☞ To train and educate the Company's employees and clients about all new products.
- ☞ To deliver excellent service and to build strong relationships between employees and clients.
- ☞ To constantly adapt to changing markets and conditions.

ACCOLADES

2548 / 2005 **SET AWARDS, MAI Newly Listed STAR (Financial Advisor)**

2549 / 2006 **THE ASSET BENCHMARK SURVEY, Best Corporate Bond House (Thailand Baht)**
TFEX BEST AWARD, Best House of the Year and Most Active House

2550 / 2007 **THAI BMA AWARDS, Best Bond Securities Firm**

2552 / 2009 **THAI BMA AWARDS, Best Bond Securities Firm**
SET CONGRATULATIONS, The Company became the first securities company in Thailand to launch Derivative Warrants

2553 / 2010 **THAI BMA AWARDS, Best Bond Securities Firm**
TFEX BEST AWARD, Most Active House

2554 / 2011 **TFEX PROP-TRADING CHAMPION, Most Growth Trader and TFEX Best Trader**

2555 / 2012 **THAI BMA AWARDS, Best Bond Securities Firm**
TFEX PROP-TRADING CHAMPION, Most Growth Champion

2556 / 2013 **THAI BMA AWARDS, Best Bond Securities Firm**
TFEX BEST AWARD, Most Active House and Prop-Trading of the Year (1st place)
and Market Maker Best Performance for Equity Product and Agent of the Year (3rd place)

2557 / 2014 **THAI BMA AWARDS, Best Bond Securities Firm**
TFEX BEST AWARD, Most Active House and Prop-Trading of the Year (1st place)
and Market Maker Best Performance for Equity Product
SET AWARD, Outstanding Derivatives House

2558 / 2015 **TFEX BEST AWARD, TFEX Most Active House and Prop-Trading of the Year (1st place) and Agent of the Year (1st place)**
SET AWARD, Outstanding Derivatives House

1.2 Significant Development

The Company was found as the name of “The Goldhill Securities Company Limited” on 7th March 1975 with register no. 212/1975 and had three licenses; securities broker, securities dealer, and investment advisory.

In 1986, Thai Farmers Bank Public Company Limited, Finance One Public Company Limited, and a group of major shareholders of Finance One Public Company Limited acquired Goldhill Securities Company Limited and changed its name to “Securities One Company Limited.” on 15th February 1988. it became a publicly listed company on the SET on 15th December 1989.

The Company registered as a public company with registered number 0107536000293 (formerly number Bor Mor Jor 103) and changed its name to “Securities One Public Company Limited.” on 6th May 1993.

In 1998, KGI Group became the major shareholder of the Company and changed its name to “KGI Securities One Public Company Limited” on 12th July 1999. Subsequently, the Company changed its name to “KGI Securities (Thailand) Public Company Limited” on 25th May 2001.

In 2012, SEC granted China Development Financial Holding Corporation (“CDFH”), a financial holding company in Taiwan, approval for a waiver to make the mandatory tender offer when it purchased KGI Securities Co. Ltd. (“KGI Taiwan”). KGI Taiwan is the direct major shareholder of Richpoint Company Limited (“Richpoint”), which was then the direct major shareholder of the Company, owning approximately 34.97% of the Company’s shares.

In 2015, as part of the KGI group’s shareholding restructure, Richpoint transferred its entire shareholding in the Company to KGI Asia (Holdings) Pte. Ltd., a company incorporated under the laws of Singapore in which KGI Taiwan indirectly owns its entire equity interest. After the restructure, the direct major shareholder of the Company will be changed from Richpoint to KGI Asia. Such change will not affect the management and control of the Company.

Significant Developments in 2015

January 2015	The Company certified by the Collective Action Coalition (CAC) as a CAC certified member.
January 2015	The Company was appointed as a Market Maker of SET50 Options
May 2015	Mr. Chin-Lung Tseng resigned as a Director of the Company, with effect from 7 th May 2015, and the Board approved the appointment of Mr. Chih-Hung Lin as the replacement Director. The appointment of the replacement director was approved by SEC on 2 nd June 2015.
June 2015	The Company relocated its Silom Center Branch to Thaniya Branch for clients’ convenience. The Thaniya Branch is located at 62, Thaniya Plaza Building, 5 th Floor, Room no. 505, Silom Road, Suriyawong Sub-District, Bangrak District, Bangkok 10500.
July 2015	TRIS Rating affirms the company rating of the Company at “BBB+” with the Rating Outlook is “stable”.
July 2015- October 2015	<p>The Company was informed by KGI Securities Co. Ltd. (“KGI Taiwan”), the parent company holding 100% of Richpoint Company Limited. (“Richpoint” was the direct major shareholder of the Company, holding 34.97% of our total issued shares) that as part of the group’s shareholding restructure, Richpoint planned to transfer its entire shareholding in the Company to KGI Asia (Holdings) Pte. Ltd., a company incorporated under the laws of Singapore in which KGI Taiwan indirectly owns its entire equity interest. After the restructure, the direct major shareholder of the Company will be changed from Richpoint to KGI Asia (Holdings) Pte. Ltd. Such change will not affect the management and control of the Company.</p> <p>KGI Asia (Holdings) Pte. Ltd. got a waiver to make a mandatory tender offer of the total issued shares in the Company and got an approval to</p>

become a major shareholder of the Company from SEC on 10th September 2015 and 21st October 2015 respectively. Richpoint's shares in the Company had been transferred to KGI Asia (Holdings) Pte. Ltd. on 30th October 2015.

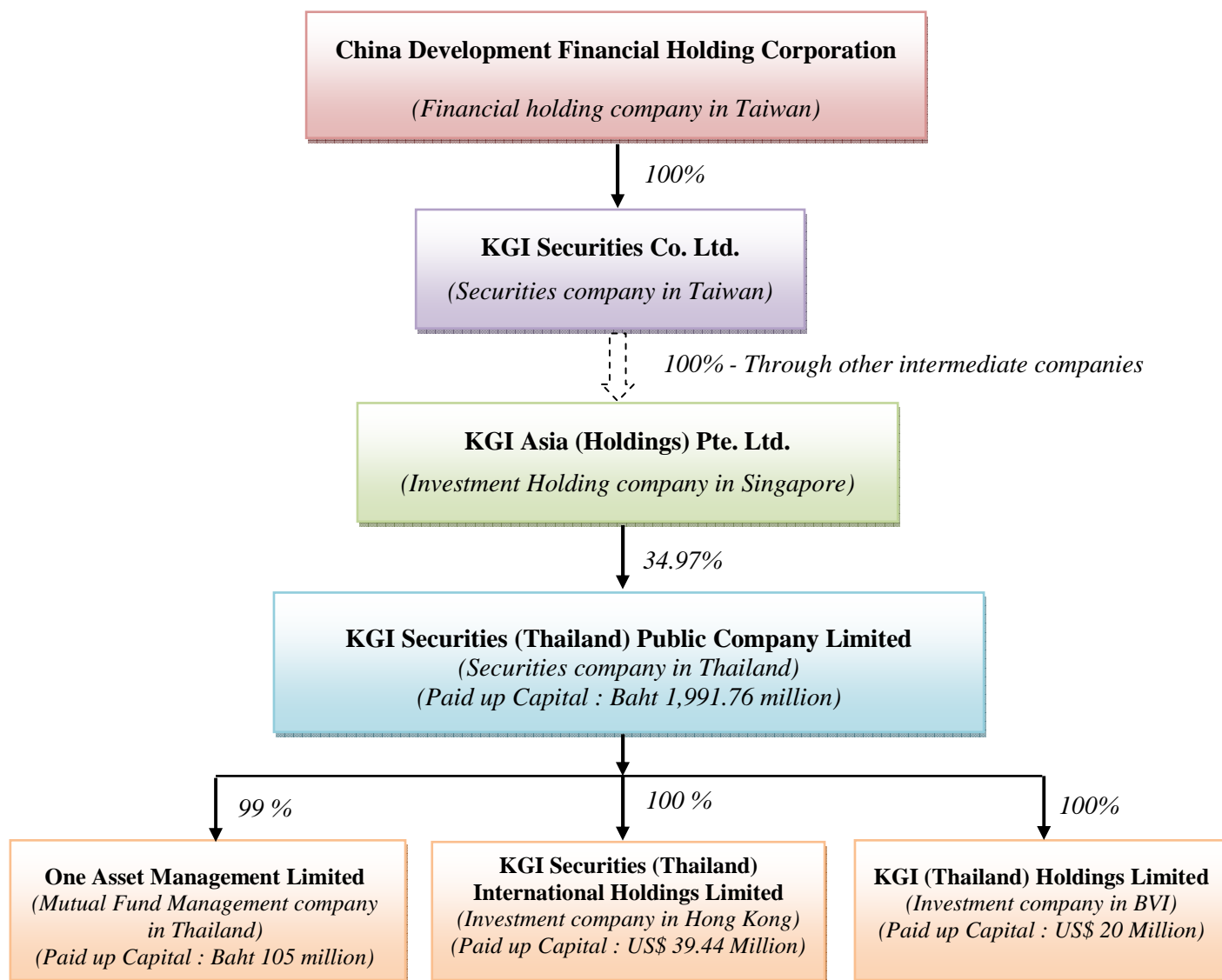
November 2015

The Company approved the appointment of Ms. Suchada Sodthibhaphkul, Authorized Director, as the Executive Director of the Company for 1 more year for the period November 2015 - October 2016

1.3 The Company's Shareholding Structure

KGI Asia (Holdings) Pte. Ltd. is the direct major shareholder of the Company. KGI Asia (Holdings) Pte. Ltd, an investment holding company incorporated under the laws of Singapore, is an indirect wholly-owned subsidiary of KGI Securities Co. Ltd. ("KGI Taiwan") and KGI Taiwan itself is a wholly-owned subsidiary of China Development Financial Holding Corporation ("CDFH") respectively. As of 14th March 2016 (the latest registration close book date), KGI Asia (Holdings) Pte. Ltd owns approximately 34.97% of the Company's shares.

Shareholding Structure of KGI Securities (Thailand) Public Company Limited



The Company has investments in 3 subsidiaries, One Asset Management Limited ("ONEAM"), which is one of the leaders in Thailand's asset management market. And two offshore subsidiaries, which are KGI

Securities (Thailand) International Holdings Limited (“HOLDCO”) and KGI (Thailand) Holdings Limited (“KTHL”). The purpose of these offshore subsidiaries is to explore opportunities to invest overseas in future.

In 2015, the Company’s total revenues of Baht 2,482 million, of which contribution from ONEAM accounted for 19.80%. The information of the Company’s subsidiaries are as follows:

Subsidiaries As of 31 st December 2015	Country of Incorporation	Business Type	% holding	Revenues as a percentage to the consolidated totals (%)
One Asset Management Limited (“ONEAM”)	Thailand	Fund Management	99	19.80%
KGI Securities (Thailand) International Holdings Limited (“HOLDCO”)	Hong Kong	Investment	100	-
KGI (Thailand) Holdings Limited (“KTHL”)	British Virgin Islands	Investment	100	-

The Company’s subsidiaries information

A. One Asset Management Limited (“ONEAM”)

One Asset Management Limited (“ONEAM”) was established on 19th March 1992, with registered capital of Baht 100 million (fully paid-up). As of 31st December 2015, ONEAM has its registered capital of Baht 105 million (fully paid-up) with KGI Securities (Thailand) Public Company Limited holding 99%, ONEAM’s directors and employees holding 1% of outstanding shares.

ONEAM has all of the necessary licenses to operate its current businesses. These licenses include: Mutual fund management license, Private fund management license, Derivatives fund manager license and Trust Business license. ONEAM also has detailed procedures and an operation manual for all staff who interact with clients to ensure the suitability of all products and advice given to clients. These procedures are in line with Thai regulatory requirements (SEC /AML office) and have been approved by ONEAM’s audit committee.

The mutual funds under ONEAM

- | | |
|-----------------------------------|----------------------------------|
| 1. Equity Fund | 6. Long Term Equity Fund (“LTF”) |
| 2. Fixed Income Fund | 7. Sector Fund |
| 3. Interval Fixed Income Fund | 8. Foreign Investment Fund |
| 4. Mixed Fund | 9. Property Fund |
| 5. Retirement Mutual Fund (“RMF”) | 10. Country Fund |

B. KGI Securities (Thailand) International Holdings Limited (“HOLDCO”)

Formerly known as “KGI Securities One International Holdings Limited”, a wholly owned offshore subsidiary established in Hong Kong. Its name was changed to “KGI Securities (Thailand) International Holdings Limited (“HOLDCO”)” on 7th December, 2001. The purpose of the subsidiary is to explore for opportunities to invest overseas in future.

C. KGI (Thailand) Holdings Limited (“KTHL”)

KGI (Thailand) Holdings Limited (“KTHL”), a wholly owned offshore subsidiary established in British Virgin Islands. The purpose of the subsidiary is to explore for opportunities to invest overseas in future.

Policy for group operations

The Company and its subsidiaries have hired professional managers and the Company also appointed persons to be directors for setting policies of its subsidiaries to ensure the implementation of the various group companies effectively.

1.4 Relationship with a business group of major shareholder.

China Development Financial Holding Corporation (“CDFH”), a financial holding company in Taiwan, was established in 2001. CDFH has 3 key subsidiaries, 1) China Development Industrial Bank (“CDIB”), 2) KGI Bank and 3) KGI Securities Co. Ltd (“KGI Taiwan”). CDFH holds a leading position in the venture capital market and investment banking business in Taiwan.

KGI Taiwan, a wholly-owned subsidiaries of CDFH, is a securities company that is a market leader in a range of areas including brokerage, proprietary trading, underwriting, fixed income, and a variety of derivatives product.

KGI Taiwan has provided valuable assistance to the Company via transfer of knowledge and technology, and has sent expert staff to train the Company’s employees for the launch of new products. The Company is recognized as one of the leaders in innovation in the development of derivatives products in Thailand.

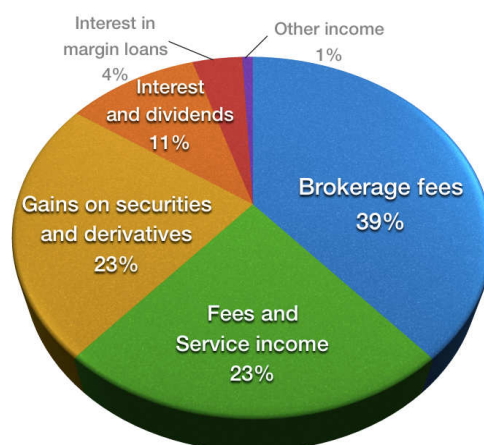
There are 4 representative directors from major shareholder, which is equivalent to 1/3 of all directors and proper with the portion of share holding. The Company also appointed 4 independent directors which are one-third of all directors, following the SEC’s regulations to ensure the operations of the company meet the standards and move in the right direction and to protect the shareholders’ rights and for the best interest of all shareholders.

2. Business Lines

Income Structure

The majority of the operations of the Company and its subsidiaries involve the single business segment of securities related business, including mutual fund management, and are carried on in Thailand. (see Note of financial Statements no. 36 : Segment Information)

In 2015, the Company reported consolidated revenues of Baht 2,482 million. Details of income structure are as follows:



Income Structure 2015

Comparative Income Structure for the past 3 years

Income Structure	Operated By	% Share Holding by the Company	2015 (Baht Million)	%	2014 (Baht Million)	%	2013 (Baht Million)	%
1. Brokerage fee	The Company	-	957.37	38.57%	1,084.14	41.96%	1,241.24	44.99%
2. Fees and services income ^{/1}	The Company	-	81.44	3.28%	38.11	1.48%	113.20	4.10%
Fees and services income ^{/1}	ONEAM /2	99%	481.25	19.39%	367.99	14.24%	328.84	13.18%
3. Gain on securities and derivatives	The Company	-	578.43	23.31%	728.92	28.21%	711.77	25.80%
Gain on securities	KTHL /3	100%	0.00	0.00%	0.74	0.03%	-	0.00%
4. Interest and dividends	The Company	-	257.66	10.38%	257.76	9.98%	265.75	9.63%
Interest and dividends	ONEAM /2	99%	4.80	0.19%	4.84	0.19%	4.77	0.17%
5. Interest on margin loans	The Company	-	100.26	4.04%	89.19	3.45%	90.38	3.28%
6. Other income	The Company	-	17.84	0.72%	6.31	0.24%	2.94	0.11%
Other income	ONEAM /2	99%	2.89	0.12%	5.64	0.22%	(0.23)	(0.01)%
TOTAL INCOME			2,481.95	100.00%	2,583.64	100.00%	2,758.66	100.00%

Note /1 See note of financial statements No. 28 : Fees and Service Income.

/2 ONEAM : One Asset Management Limited, 99% owned by the Company.

/3 KTHL : KGI (Thailand) Holdings Limited, 100% owned by the Company

2.1 Types of Business

2.1.1 Securities Broker Business

The Company, a member of the Stock Exchange of Thailand (SET Broker seat No. 13), provides broking services to both local and foreign investors and to both individual and institutional investors. The Company's research department produces highly respected institutional level research and analysis of Thailand's financial markets and economy. As one of Thailand's top securities houses, the research team gains considerable insight from market flow and local color to help analyze trends and market movements, providing a considerable competitive advantage to the research team for investors to make timely and accurate investment decisions. In 2015, the Company ranked No.9 in terms of brokerage market share with an overall share of 3.88%.

Clients can choose to open 3 types of account; Cash Account, Cash Balance Account, and Credit Balance Account. And clients can also choose 2 trading channel; Trading via Investment Consultants or Trading via internet. The commission for internet trading is lower than commission for Trading via Investment Consultants.

In 2015, the Company has launched "KGI POWER TRADE", a new application for cell phones which the Company has developed for clients. Using the latest technology, KGI POWER TRADE is available on both Android and IOS operating systems (iPhone and iPad). It incorporates a fast, intuitive touch screen and supports multi-market trading of both securities and derivatives.

KGI POWER TRADE strengths include;

Scan:	Screening of securities and derivatives by both Technical and Fundamental factors
Quote:	Real time price movements of securities and derivatives
Order:	Place orders, check status and change orders for both securities and derivatives
Portfolio:	Portfolio details available in real time including portfolio margins
News:	Warning messages for order matching
Chart:	Technical charts including many Technical Indicators
E-Services:	Online service for cash deposit-withdraw

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2.1.2 Futures Business

The company has received a license to conduct futures business from Securities and Exchange Commission (SEC) and also an approval to act as a futures broker from Thailand Futures Exchange Plc. (TFEX) and the Thailand Clearing House Co., Ltd. (TCH). Also Futures trading started on 28th April 2006.

Currently, the company provides trade on the following derivative products:

- SET50 Index Futures
- SET50 Index Options
- Single Stock Futures
- Gold Futures
- Brent Crude Oil Futures
- Interest Rate Futures
- Currency Futures
- Sector Futures
- RSS3 Futures

Besides Futures retail brokerage, the Company also trades futures in Proprietary Trading and acted as a Market Maker of SET50 Index Options, Gold Futures, and Brent Crude Oil Futures in Thailand Futures Exchange (TFEX) and Stock Exchange of Thailand. Furthermore, the company provides Block Trade in Single Stock Futures to facilitate customers.

In 2015, the Company still ranked No. 1 in derivatives trading volume with a market share of 11.16% of the TFEX market. The Company earned three awards from TFEX Best Awards 2015;

1. Most Active House of 2015 (Broker having the highest total derivatives trading volume),
2. Agent of 2015 (1st place) (Broker having the highest clients' derivative trading volume) and,
3. Prop-Trading of 2015 (1st place) (Broker making the most proprietary trading transactions).

The Company also won the Outstanding Derivatives House Award from SET AWARD 2015 for the outstanding derivatives service provider.

2.1.3 Securities Trading Business

The Company based proprietary traders have years of experience. Individual traders are encouraged to adopt diverse trading strategies to suit their personal trading styles. However, to guard against misjudgment that could arise from an emphasis in individualism, all proprietary trading is conducted through a highly-efficient trading platform and is overseen by a stringent risk control system. These controls have engendered a strong culture of discipline among the Company's proprietary trading and have eliminated to the highest degree possible, the potential for mistrades.

The Company's securities trading activity includes in equity securities, derivatives and fixed income. The Company's investment portfolio is one of the largest in the industry. As of 31st December 2015, the Company had investments-net of Baht 2,308 million, compared with Baht 3,826 million at the end of 2014. The Proprietary Trading Department and Fixed Income Department are responsible for stock, bond, derivatives, futures and option selection and investment allocation according to the established policy. The Risk Management Department closely tracks the departments' exposure to control the Company's overall risks.

The Company pays serious attention to conflict of interests, and the misuse of inside information. The Company regards such departments as investors; therefore, such departments have no right to receive information or research that differs from other clients of the Company.

2.1.4 Investment Advisory Business

SEC granted an approval to the Company to operate investment advisory business on 6th January 2004.

2.1.5 Financial advisory and securities underwriting Business

The SEC has granted the Company approval to operate financial advisory business under the scope specified by the SEC which covers the full range of Investment Banking Services, including fund raising, IPOs and secondary market placements, mergers and acquisitions, firm valuations, loan arrangements, debt restructuring and other advisory works. In addition, the Company provides a securities underwriting service to those companies intending to issue securities including debt, equity, and equity-linked products.

In 2015, Thailand's stock index fluctuated, increasing in the first quarter to its highest level of the year at around 1,620 points. However, anxiety over oil prices, US central bank raising interest rate, slower domestic economy growth, as well as concerns over China's economy at the end of last year dampened investor confidence and the SET index fell steadily through the year. The index fell to close the year at 1,288 points, down 20% from the peak of the year.

However, in 2015, there were 41 new companies listed on the stock exchange; 20 were listed in the SET and 13 listed in the MAI, 8 were Property Funds and Infrastructure Funds, with issue size of Baht 142,300.95 million and Market Capital at IPO Price of Baht 289,321.64 million.

Total Number of all Listed Companies in 2015

Year	Total Number of Listed Companies					Issued Size (Million Baht)	Market Capital at IPO Price (Million Baht)
	SET	MAI	IFF	PFUND/ REIT	Total		
2015	20	13	2	6	41	142,300.95	289,321.64

In 2015, the Company was Financial Advisor and Lead Underwriter of Ladprao General Hospital Public Company Limited, with a total funding of Baht 1,000 million and joined co-underwriting syndication of 9 IPOs. Moreover, the Company was appointed as a Financial Advisor and Lead Underwriter on 7 IPOs which are still in the process. The Company also successfully performed a financial advisory role for fund raising through both debt and equity, equity-link for both listed and non-listed companies.

With our group of experienced staff and expertise in financial engineering to structure products that suit our clients' needs and with our regional group network, KGI's investment banking team can provide a full line of products and services in both the domestic and foreign markets.

2.1.6 Securities Registrar Business

The Company received approval to conduct securities registrar business on 14th June 1994, and the Company continues to maintain its securities registrar license in order to support its derivatives products in the future.

2.1.7 Fixed Income Business

The Company is a member of Bond Electronic Exchange (BEX) and Thai Bond Market Association (ThaiBMA), and provides trading fixed income securities services to the Company's clients. Investors can open an account for fixed income trading together with opening an account for securities trading. The Company has experienced staffs that are proficient in providing services and advice that allow clients to make investment decisions in their best interest. The Company was also the only securities company to be appointed to be a government bond primary dealer (MOF Outright PD).

In 2015, the Company was ranked No. 1 in bond trading among securities dealers and ranked No. 4 in corporate bond trading value among all dealers with a market share of 13.45% compared with 14.20% in 2014.

2.1.8 Private Repo Business

The Company pioneered Private Repo to corporate and high net-worth clients, providing a new alternative investment. The Company was the first and the only one to provide Repo agreement in Thai version, approved by SEC, to offer clients with more convenience.

In 2015, the Company was ranked No. 1 in terms of Repo volume among securities firms. Currently, Private Repo market is continuing to grow and the Company intends to maintain its leading position in this sector.

2.1.9 KGI Wealth Management and Sales Agent for mutual funds Business

The Company received a Sales Agent in investment units of mutual funds approval from SEC on 16th January 2002. As of 31st December 2015, the Company was appointed as a Sales Agent in investment units of mutual funds for 19 asset management firms. The client coverage includes both institutional and individual investors.

The Company has experienced professionals who provide appropriate financial advice under KGI's Wealth Management operations to High Net Worth clients in order to meet investment objectives and risk appetite for the clients' best interests.

2.1.10 Securities Borrowing and Lending Business ("SBL")

The Company is the first security firm to act as a principal and agent assisting clients who want to lend or borrow securities: 1. Local Institutional Lenders and Borrowers, 2. Foreign Institutional Borrowers, 3. Retail Lenders and Borrowers. This service will help increase liquidity and price stability to the Thai capital market.

In order to attract both retail and institutional clients, the Company held SBL promotional campaigns such as no minimum day for borrowing securities. The Company, as the first SBL provider in Thailand, plans to expand its SBL business as follows:

1. Increase stock inventory for borrowers.
2. Expand client base, both foreign and local clients, who are increasingly interested in borrowing and

- lending Thai securities.
3. Develop new system for retail clients to improve borrowing processes.

2.1.11 OTC Derivatives Business

The Company is recognized as one of the leaders in innovation in the development of derivatives products in Thailand. The Company has spent more than 10 years preparing for issuing and trading of derivatives products. The major shareholder, the KGI Taiwan, has also provided valuable assistance by transferring knowledge and technology to the Company. The KGI Group sent derivatives experts to train our staff to be ready for this new market in Thailand. At the same time, the Company sent staff to its related companies in Taiwan and Hong Kong to closely study their sophisticated derivatives markets.

The Company adopted the same program and software as those used in Taiwan and Hong Kong. This software is widely recognized in developed derivatives markets in many countries and should be effective in the Thai market as well. Such a system will greatly enhance the risk management capability of the Company in hedging our derivatives positions. KGI Group and the Company always develop such systems to handle every market situation. The Company is completely ready for OTC Derivatives. At the moment, the Company focuses mainly on institutional clients who have better understanding about the risks and rewards of such products.

1. OTC Equity Derivatives

OTC Equity Derivatives products are tailor-made, and designed according to clients' requests. These advantages made OTC Equity Derivatives gained in popularity. OTC Equity Derivatives are popular among local and foreign institutional clients, including Private Funds, to manage their risks and gain return. The Company provides various types of OTC Equity Derivatives, including basic and exotic options, and will offer a wider variety of options to match clients' risks and return profiles in the future. In addition, the Company regularly organizes training/seminars to ensure that our clients thoroughly understand the products before investing in equity derivatives with us.

2. Structured Products

The Company is focusing on developing structured products that combine equity derivatives with money market instruments to serve clients who want to invest in both the equity market and money market. The Company offers structured products exclusively to institutional clients, private funds, and high net worth investors with a good understanding and knowledge of derivatives. The company launched Structured Notes since 2012.

At present, the Company provides various types of SN with a maximum term of 270 days, whose returns are linked to the price of a single or a basket of SET listed stocks, SET index, SET 50 index, SET 100 index, and listed Exchange Traded Fund.

2.1.12 Exchange Traded Fund ("ETF")

The Company joined a group led by One Asset Management Limited (the Company's subsidiary) and four other leading securities companies as well as a foreign fund advisor that won the right to launch Thailand's first equity exchange traded fund (Equity ETF) in the name of ThaiDEX SET50 ETF or "TDEX" since 2007. The Company acts as Market Maker (MM), providing liquidity in the secondary market and as Participating Dealer (PD) facilitating the creation and redemption of TDEX in the primary market.

In 2009, the Company joined a group led by One Asset Management Limited (the Company's subsidiary) and five other leading securities companies to launch Thailand's third equity ETF in the name of ThaiDEX FTSE SET Large Cap ETF or "TFTSE".

Later, in 2010, the Company acted as Participating Dealer (PD) for Thailand's first ETF on foreign ETF in the name of W.I.S.E. KTAM-CSI300 China Tracker or "CHINA" which may invest in W.I.S.E. – CSI300 China Tracker fund, seeking to replicate the return of CSI300 Index.

In 2011, with SET Index closing at a 15-year high, the Company coordinated with One Asset Management Limited (the Company's subsidiary) to launch ThaiDEX SET High Dividend ETF or "1DIV". The Company acted both as Market Maker (MM) and Participating Dealer (PD). Within the

same year, TFEX trading volume reached a historical high, particularly in Gold Futures trading; therefore, the Company joined and acted as Participating Dealer (PD) for three gold ETFs – “GLD”, “GOLD99” and “BCHAY”.

In 2012, the Company coordinated to launch Hong Kong ETF Tracker or “HK”. The Company acted both as Market Maker (MM) and Participating Dealer (PD).

In 2013, the Company coordinated with One Asset Management Limited (the Company's subsidiary) to launch ThaiDEX SET100 ETF or “TH100” to meet client needs. The Company acted as Market Maker (MM) for ThaiDex SET100 ETF.

The Company has focused on expanding its client base and awareness of ETFs through investor education which ranged from basic education up to advanced ETF investment strategy in order to be one of their choices of investment to gain a return of the market. In addition, the Company continued improving its internal trading systems to improve market making efficiency.

ETF that the Company acts as Market Maker (“MM”) and/or providing liquidity in the secondary market and as Participating Dealer (“PD”)

ETF	Code	Underlyig Index	SET's Listed Date	The Company's role	AUM (Baht Million) As of 30 th Dec 15
1.ThaiDEX SET50 ETF	TDEX	SET50 index	6 Sep 2007	MM, PD	2,741.96
2.W.I.S.E. KTAM CSI 300 China Tracker	CHINA	W.I.S.E. -CSI 300 China Tracker	22 Nov 2010	PD	232.95
3.KTAM Gold ETF Tracker	GLD	SPDR Gold Trust (2840:HK)	8 Aug 2011	PD	321.39
4.ThaiDEX SET High Dividend ETF	IDIV	SET High Dividend 30 Index	16 Aug 2011	MM, PD	57.94
5.ThaiDEX Gold ETF	GOLD99	Gold price of London Gold Fixing A.M.	11 Oct 2011	PD	82.62
6.Bualuang Chay Gold ETF	BCHAY	Gold price of High purity of 96.5 percent	1 Nov 2011	PD	321.54
7.KTAM Hong Kong ETF	HK	Hang Seng Index	19 Jun 2012	MM, PD	11.67
8.ThaiDEX SET100 ETF	TH100	SET100 index	21 Feb 2013	MM, PD	15.18
9.KTAM SET50 ETF Tracker	ESET50	SET50 index	26 Mar 2014	MM, PD	59.26

2.1.13 Derivative Warrants Business

Derivative Warrants (“DW”), are financial instruments that the issuers give rights to the buyers to buy the underlying securities in the future at a pre-determined price, quantity and period as specified by the issuers. A DW issuer is a third party, which is not the listed company issuing the underlying securities.

In 2009, the Company was the first securities company in Thailand to launch DWs. The first DW to be launched by the Company was PTT13CA in June 2009. Within the same year, the Company launched another two DWs - KBAN13CA and PTTE13CA.

The Company remains a leader in the Derivative Warrants business. In 2015, the Company launched 236 DWs which were received a great response from investors. The total registered amount for all 236 DWs was approximately Baht 15,750 million. From 2009 to the end of 2015, the Company has launched a total of 805 DWs as detailed below;

Year	2009	2010	2011	2012	2013	2014	2015	Total
Total DWs issued by the Company	3	21	114	105	121	205	236	805
-CALL Warrant	3	21	87	73	96	163	178	621
-PUT Warrant	-	-	27	32	25	42	58	184

The Company and the underlying companies of the DW that the Company has issued are not related either in terms of capital structure or management. The Company is not an insider of any of the underlying companies for which it has issued DW.

In 2016, the Company plans to launch up to 275 more DWs linked to leading stocks, and plans to launch DWs with new underlying securities as approved by regulators.

DWs are a recent investment product in Thailand, and the Company continues to educate market participants about DW's including; employees, local institutional clients, local and foreign retail clients. The DW education was provided through many channels such as www.thaiwarrant.com (both Thai & English version), www.facebook.com/ed.kgi, newspapers, interviews and print media, in order to enhance knowledge and build confidence in DW investment. The Company plans to roadshow to local and foreign institutional investors to publicize new financial products and attract new clients to invest in Thai Capital Market. For investors who are interested in DW, all information are provided through www.thaiwarrant.com. (see Underlying company information of the remaining DWs and history of DW Issued by the Company for the past 2 years in Attachment 5)

2.1.14 Asset Management Business (One Asset Management Limited: ONEAM)

In 2015, ONEAM's net profits were Baht 115 million (EPS of Baht 10.99) As of 31st December 2015, ONEAM's total assets were Baht 384 million, total liabilities were 94 million, shareholders' equity was Baht 290 million. ONEAM has built a strong reputation with both individual and institutional investors. As of 31st December 2015, ONEAM had total assets under management of Baht 82.32 billion. In 2015, ONEAM issued 21 new funds as follows:

	FUND	Starting date	AUM-Baht Million
1	1ENHANCED6M2	15 January 2015	810.08
2	ONE-JP5	16 January 2015	89.83
3	ONE-IFCG1	16 January 2015	41.07
4	ONE-CHINA5/2	11 February 2015	194.23
5	ONE-ACTIVE6	19 February 2015	127.62
6	1ENHANCED6M3	3 March 2015	824.18
7	ONE-JP5/2	12 March 2015	348.92
8	ONE-SPOT5/4	18 March 2015	288.20
9	ONE-CHINA5/3	23 April 2015	986.20
10	ONE-ACTIVE6/2	15 May 2015	294.25
11	ONE-SHARIAH6	27 May 2015	71.98
12	ONE-STOXXASEAN	29 June 2015	689.63
13	ONE-DI (Transferred funds from Asset Plus Fund Management Co., Ltd.)	25 June 2015	648.85
14	ONE-DI2 (Transferred funds from Asset Plus Fund Management Co., Ltd.)	25 June 2015	1,039.78
15	ONE-NORTH10	16 July 2015	226.98
16	ONE-CHINA10	11 August 2015	127.31
17	ONE-ULTRA	31 August 2015	116.82
18	ONE-EURO8	29 September 2015	230.61
19	TLHPF	29 October 2015	1,720.00
20	ONE-NIPPON	18 November 2015	238.23
21	ONE-OPPORTUNITY5/1	18 December 2015	188.03
	Total		9,302.80

Year 2015 was also a very successful year for ONEAM in terms of accolades and recognition;

- 1) Money & Banking Awards 2015 (Best Mutual Fund of the year 2015 (Equity Large - For 1AMSET50 Fund))
- 2) Global Banking & Finance 2015 (Best Asset Company Thailand)
- 3) SET Excellence Awards 2015 (ETF House)

- 4) Morningstar Thailand Fund Awards 2015 (Best Thailand Short Term Bond Fund - For ONE-FAR Fund)
- 5) Morningstar Thailand Fund Awards 2015 (Best Thailand Equity Large-Cap Fund - For 1AMSET50 Fund)
- 6) Association of Provident Fund 2015 (Outstanding Pooled Fund Award)

2.2 MARKET OVERVIEW AND COMPETITION

(A) Significant Marketing Activities

The Company's marketing policy in 2015

The Company's marketing policy is to maintain existing clients and expand new clients by organizing promotional activities and focusing on giving better service to clients. In 2015, the Company held the following marketing activities:

1. The Company regularly arranges training to enhance the knowledge and skills of its employees. This helps the employees better meet the needs of its clients.
2. The Company regularly develops its trading system to make it fast and efficient and able to support growth of business. In 2015, the Company launched "KGI POWER TRADE", a new application for cell phones which the company developed for clients to use on both Android and IOS operating systems (iPhone and iPad). It incorporates a fast, intuitive touch screen and supports multi-market trading of both securities and derivatives.
3. The Company opened booths at SET in the City 2015, at SET-TFEX Digital Investor Fair 2015 and at IAA 2015 Investment Analysts Conference to introduce the Company's product and services.
4. The Company held seminars to educate clients and investors on topics such as Internet Trading, Securities Fundamental-Technical Analysis and TFEX. The seminars not only educated the clients and investors, they also expanded the Company's client base. In 2015, the Company held the following seminars to educate clients:

February 2015	Held a seminar entitled "Gold & Oil Outlook 2015"
February 2015	Held a seminar entitled "2015 Thai Economic Outlook, Implications to Monetary Policy Stance"
March 2015	Held a seminar entitled "Investment Services for Wealth"
March 2015	Held a seminar entitled "2015 Thai Economy"
March 2015	Held a seminar entitled "2015 China's Economy"
April 2015	Held a seminar entitled "The outlook of digital TV industry"
June 2015	Held a seminar entitled "Thai Property Outlook in 2015"
June 2015	Held a seminar entitled "Will Significant Safety Concerns (SSC) be successfully unlocked as planned?"
July 2015	The Company and TMBAM held a seminar entitled "Investment in the second half of 2015"
August 2015	Held a seminar entitled "Risks, Expectations, Of SET in the second half of 2015"
September 2015	Held a seminar entitled "Stock Selection with KGI POWER TRADE and Thai Market Trend Q4"
September 2015	Held a seminar entitled "2015 - 2016 Thai Economic Outlook, Implications to Monetary Policy Stance"
December 2015	Held a seminar entitled "Thailand's Renewable Energy Outlook"
December 2015	Held a seminar entitled "Thailand's tourism industry"

5. Launched marketing campaign. In 2015, the Company launched the marketing campaign "Train & Trade DW13" and gave the chance to win 1,000,000 Baht. The purpose of this campaign was to give clients a better understanding of DW trading.

Character of Clients, Target Client, Portion of Local and Foreign Clients

The Company targets clients who have capital and want to invest in financial products in equities, fixed income and derivatives. This can be a natural person or juristic person.

In 2015, the Company's Trading Volume consisted 69% local clients, 1% foreign clients and 30% the Company's portfolio, the Company did not depended on any client for more than 30% of total income.

The Company has its headquarters and 17 branches throughout the country to provide service to clients, clients can send orders via phone through the Company's Investment Consultants or trading with themselves through the internet. In 2015, the portion of trading via Investment Consultants: trading via internet was 32%: 68%.

Information of the Company's clients in past 3 years.

Unit : Baht Millions

Average Daily Trading Volume	2015	%	2014	%	2013	%
Daily Trading Volume- SET*	44,302		45,466		50,329	
Daily Trading Volume- The Company *	4,466		4,636		4,838	
(including the Company's portfolio)						
The Company's market share %	3.88%		4.28%		4.04%	
(excluding the Company's portfolio)						
Ranking	9		7		11	
Breakdown by types of clients						
1) Local corporate clients	380	9	376	8	330	7
2) Local retail clients	2,702	60	3,050	66	2,969	61
3) Foreign clients	34	1	124	3	257	5
Total clients volume	3,116	70	3,550	77	3,556	73
4) The Company's portfolio	1,350	30	1,086	23	1,282	27
Total	4,466	100	4,636	100	4,838	100
Breakdown by types of accounts						
1) Cash Account and Cash Balance Account	2,575	83	2,974	84	2,887	81
2) Credit balance account	541	17	576	16	669	19
Total	3,116	100	3,550	100	3,556	100
Breakdown by types of trading order channels						
1) Trading via Investment Consultants	1,012	32	1,253	35	1,490	42
2) Trading via internet trading	2,104	68	2,297	65	2,066	58
Total	3,116	100	3,550	100	3,556	100

Note : * Trading volume referred to volume in both SET and MAI

(B) Market Overview and Competition in 2015

The overall situation of Thai stock market in 2015 was generally negative, as there were a few issues weighing on most of major sectors in the SET. Economic slowdown due to more severe than expected drought and rising household debt raised the bad debt level and provision expense of Thai banks, while a sharp fall in global oil prices in the second half of 2015 resulted in a sharp loss in some energy companies and therefore significant earnings downgrade in Thai energy sector. Last but not least, the telecom auction for 4G licenses in the fourth quarter of 2015 ended up with very high prices, which raised the degree of competition in the mobile industry.

During the first quarter of 2015, the SET Index was still in a positive tone, as global stock markets were supported by the European Central Bank's announcement on large-scaled monetary stimulus, which drove more liquidity to the stock markets around the world. In addition, there was a relatively high expectation for Thai economy to improve as the military-led government should focus on public investment and infrastructure projects. The SET Index recorded its 2015 high in the first quarter, at 1,620pts.

However, macro situation deteriorated in the second quarter. The dry season in Thailand was severe, due mainly to the El-Nino effect which resulted in less than average rainfall. This event affects the crops production and farm income of Thai farmers, and made their debt burdens get worse. Hence, private consumption slowed into the mid of 2015. Meanwhile, the external economy was also weak, as Thai exports were impacted by slower than expected global demand and falling commodity prices.

In the fourth quarter of 2015, the Thai stock market, alongside other Asian markets, faced a high fluctuation in capital flows, as foreign investors adjusted positions in Asian holdings ahead of the key change in US interest rate. In December 2015, the US Federal Reserve raised Fed Fund Rate by 25bps to respond to US labor market recovery. It was the first interest rate hike since US financial crisis in 2008. In addition, oil prices tumbled to test their 7-year low during the fourth quarter of 2015, due mainly to concern on oversupply in crude market and a rising trend of US Dollar value.

In terms of Thai economics and earnings fundamental, the GDP growth was moderate, growing 3.0% YoY in the first quarter, before staying below 3.0% both in the second and the third quarter. However, a few sets of government stimulus package, which focus on consumption boost and helping the liquidity of SME business, should be able to support the Thai GDP to grow above 3.0% in the fourth quarter. Most of economists, hence, predict that GDP can grow around 2.8 - 3.0% for the year 2015.

Stock Exchange of Thailand

	2015	2014	2013
Total trading value (Baht million)*	10,765,470	11,139,291	12,330,669
Average daily trading value (Baht million)*	44,302	45,466	50,329
Total market capitalization (Baht million)	12,282,755	13,856,283	11,496,765
SET Index (year-end)	1,288.02	1,497.67	1,298.71
Dividend Yield (%)	3.4	2.9	3.2
P/E ratio (times)	22.6	17.8	14.6
P/BV ratio (times)	1.7	2.1	2.0
No. of listed companies	517	502	489

*including MAI

For the whole 2015, the SET Index staged a significant drop of 209.65pts or 14.0% to close at 1,288.02pts. The daily average market turnover (both SET and MAI) stood at Baht 44.3 billion, decreasing by 2.6% from Baht 45.5 billion in 2014. Foreign investors reported large volume of net selling position of Baht 154.3 billion in 2015, compared to a more modest net selling of Baht 37.4 billion during 2014. The market capitalization slightly eased Baht 12.28 trillion at the end of 2015, down 11.4% from Baht 13.86 trillion at the end of 2014.

There were 33 new companies listed in Thailand's stock markets (both SET and MAI) in 2015, compared to 36 new listings in 2014. Although the stock market conditions during most of year 2015 were not that favorable, the line-up of IPOs was still similar to that in 2015, as a large number of companies in mid-to-small cap segment continued to list into the SET.

IPO Stocks in 2015 (both SET and MAI)

Stock	First trading date	IPO size (Baht million)
TPCH	8 Jan 15	1,140.49
NDR	15 Jan 15	175.50
PLANB	17 Feb 15	1,795.22
SCN	23 Feb 15	1,500.00
S11	25 Feb 15	424.00
PLAT	24 Mar 15	5,180.00
PMTA	6 May 15	638.10
SLP	7 May 15	648.00
TVT	8 May 15	400.00

Stock	First trading date	IPO size (Baht million)
GPSC	18 May 15	10,029.87
HPT	29 Jun 15	120.00
BR	15 Jul 15	3,171.52
DAII	23 Jul 15	120.00
WICE	28 Jul 15	315.00
ASEFA	5 Aug 15	555.00
COM7	10 Aug 15	1,005.00
PIMO	13 Aug 15	156.00
ATP30	27 Aug 15	152.00
KOOL	23 Sep 15	216.00
JWD	29 Sep 15	1,320.00
ORI	7 Oct 15	1,350.00
TFG	8 Oct 15	2,145.00
SCI	13 Oct 15	1,106.25
LPH	28 Oct 15	1,000.00
J	10 Nov 15	333.48
SR	11 Nov 15	525.00
RP	12 Nov 15	465.00
TNP	18 Nov 15	350.00
TACC	2 Dec 15	483.84
TKN	3 Dec 15	1,440.00
SPRC	18 Dec 15	12,957.48
AMATAV	16 Dec 15	1,247.78
K	18 Dec 15	290.00

Source: SET and MAI

Competition among Thai Broker

Competition among Thai brokerage businesses remained intense, similar to the past few years. Although the market turnover remained high at Bt 44.3 Billion, the unfavorable stock market trend and the fact that Thai brokerage industry is on the liberalization of commission rates resulted in high degree of competition. The major players in foreign institutional business and retail business continued to share the top positions in 2015. For the year, the sum of the market share of the top 10 brokers was 50.01%, compared to the ratio in 2014 at 52.96%. The smaller pie for top 10 brokers also indicated that more new players have entered the industry and taken some from the major incumbents.

Top 10 securities broker of the Year 2015

Rank	Company Name	Name	Market Shares (%)
1	MAYBANK KIM ENG SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	MBKET	8.65
2	CIMB SECURITIES COMPANY LIMITED	CIMBS	5.96
3	FINANSIA SYRUS SECURITIES PUBLIC COMPANY LIMITED	FSS	5.72
4	BUALUANG SECURITIES PUBLIC COMPANY LIMITED	BLS	5.00
5	PHATRA SECURITIES PUBLIC COMPANY LIMITED	PHATRA	4.69
6	KASIKORN SECURITIES PUBLIC COMPANY LIMITED	KS	4.40
7	THANACHART SECURITIES PUBLIC COMPANY LIMITED	TNS	4.07
8	SCB SECURITIES COMPANY LIMITED	SCBS	4.01
9	KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED	KGI	3.88
10	CREDIT SUISSE SECURITIES (THAILAND) LIMITED	CS	3.63
TOP 10 BROKERS			50.01
OTHERS			49.99
Total			100.00

Industry Trend in 2016

Following an unfavorable stock market conditions and persistently high competition in the brokerage industry, the Thai stock market is likely to improve in 2016, mainly supported by a good chance for Thai economic and earnings fundamental and also attractive market valuations. Hence, it is possible that trading volume in the stock market will slightly improve from the year 2015. However, the competition among brokerage firms will remain high, as there have been new players entering the market both on the retail and institutional sides. Meanwhile, the degree of stock market recovery and that of price competition will be two major determinants of the industry trend in 2016.

2.3 Capital Management PolicyFund Management policy

The primary objectives of the Company's capital management are to maintain the Company's ability to continue as a going concern and to maintain net capital in accordance with the rules laid down by the SEC.

If the Company requires new funds, its policy is to try to procure the cheapest source of funds available, and to match the duration of any loan to its needs. As far as possible, the Company will not depend upon one source of funds. The Company analyzes its cash flow needs on a daily basis and tries to match its funding and investment in money market instruments to its needs as forecast.

The Company has a policy to maintain a Net Capital Rule and a Net Capital Ratio (NCR) that are higher than the requirements under the SEC regulations, which specified that the Net Capital Rule must be at least Baht 25 million and the Net Capital Ratio must be at least 7% of liabilities and guarantees. As of 31st December 2015, the Company has Net Capital Rule of Baht 3,756 million and Net Capital Ratio of 131% of liabilities and guarantees.

Investment Policy

The Board of Directors has approved an Investment Policy of Proprietary Trading (revised version), to comply with the SEC notification regarding the conditions and Procedures of the investment for Proprietary Trading. The policy went into effect 1st March 2014. The key points of the policy are as follows:

1. The Risk Management Committee will approve the risk limit for the Company's proprietary trading teams at least once a year. The risk limit defines an acceptable level of loss (Stop Loss Limit) and the maximum acceptable value of an investment (Position Limit) and will be reviewed regularly to ensure that the limits are suitable to market conditions.
2. The Company's proprietary trading teams are responsible for securities selection and investment allocation. An investment in new products requires the Risk Management Committee's approval.
3. The Company's proprietary trading team members must have appropriate licenses and qualifications to comply with SEC notifications.
4. The Risk Management Committee uses a variety of tools to implement comprehensive measurement and analysis of market risk. For example, Value-at-Risk is used to measure the potential loss on an investment given a certain time horizon and level of probability, and stress testing is implemented to evaluate the robustness of a Company under different stress scenarios. If Net Capital Ratio decreases significantly, the Risk Management Department will report to the Risk Management Committee immediately.
5. The Company has assigned the Legal & Compliance Department and the Audit Department to supervise and ensure that the Company's proprietary trading complies with the Company's policy.
6. Risk Management Department will report a Market Risk Summary Report to the Chief Operating Officer, Head of Proprietary Trading Department, Head of Fixed Income Department on a daily basis to ensure that the Company's investment is effective.

Credit Balance Policy

A Credit Balance account is used by investors who want to borrow money to buy a securities; or to borrow a securities for short selling. Prior to the buying of securities or a short selling, the investor needs to create purchasing power by depositing cash or pledging securities as collateral. The Company will mark to market the valuation and the purchasing power of the investor will vary following the changing value of securities.

The Company specified that clients who want to open Credit Balance Account ("Margin Account") shall disclose to its Investment Consultant adequate personal information representing their proper debt payment ability. After the Company has approved the opening of any Margin Account, such client shall sign the related Loan Agreement for Securities Trading to acknowledge the terms and conditions and risks in relation to the Margin Account. The Company's Credit Balance Policy is as follows:

1. The Company will not lend for securities trading to any person which the Company knows or should know that such person is a nominee.
2. Before serving any services to the client, the Company shall collect and evaluate client's information for the following purpose;

2.1 Know Your Client & Client Due Diligence: KYC / CDD

2.2 Evaluate the suitable and acceptable risk level for its loan for securities trading through a Suitability Test

With compliance to the regulation issued by the Office of SEC, in case where i) the Client does not cooperate or refuses to provide any information, or ii) the existing information is inadequate or not up to date materially and iii) the Company may not use such information as a part of lending consideration due to any suspicious causes. The Company reserves its right to suspend or deny all services provided or will provide to the Client.

3. The Company has set out the Marginable Securities list. In this regard, the Company has considered the qualification of any securities such as liquidity, good fundamental, price volatility and relevant risk, etc. In addition, the Company will monthly review the Marginable Securities list or when any significant market change in the marginable lists occurs and give notification to the Client as the Company deems appropriate on the Company's website.
4. The Company has imposed the Initial Margin Rate for all marginable securities and requirement for the Client to deposit cash or assets as their collateral before trading is made. In addition, the Company has set the Call Margin Rate and Force Sale Rate which is not lower than the rate prescribe by the SET and complies with the Company's internal working process. The Company will require the Clients to add more collateral or force sale their securities when the collateral is less than the required rate.
5. The Company has imposed the interest which shall be i) charged from the loan for securities trading or ii) paid from the cash which the client has deposited as collateral in the Margin Account, has complied with the regulation prescribed by the Office of SEC and/or the Company.
6. All cash, including benefit/return deposited with the Company, shall not be subject to the protection of the Financial Institutions Development Fund.

3. Risk Factors

3.1 Company's Business Risks

3.1.1 Risk Associated with Government policy, Rules and Regulations and Related Laws

Changes in government policies, rules and regulations and related laws, such as changes in interest rates, changes in regulations and guidelines, changes in commission rates, and other changes may affect the Company's operations.

The Company manages this risk by closely monitoring changes in the policies of regulators. The Company will attend meetings to share its opinions with the regulators.

The Legal & Compliance Department will notify employees of such changes, and advise them how to adjust their strategies and operational procedures in accordance with such changes.

3.1.2 Risk from Dependence on Major Client

In 2015, the Company did not depend on income from any one client for more than 30% of total income. The Company is concerned about the risk of dependence on major clients, so it continuously plans to expand its client base both in retail and institutional and local and foreign. One way this is seen is the development of the internet trading system to expand internet trading clients.

3.1.3 Risk Associated with Human Resource

Human resource is a key factor for securities businesses. Losing a key member of the staff may affect the business of the Company.

In order to protect against such risk, the Company provides continuous training to enhance human resource development in terms of potential and expertise to better serve clients. Nevertheless, to create career paths for the Company's staff, the Company has a clear policy with proper compensation in accordance with current market conditions and competition. Lastly, the Company's management team is focused on building good relationships within the organization leading to good cooperation and a better and safe working environment.

3.1.4 Risk of Renewal Premise Leasing Contract

Currently, the Company has leased the premise for its business operation either in head office or 16 branches for certain periods in many leasing contracts (except Supanburi Branch which the land and building belong to the Company). Therefore, the risk of contract renewal exists as well as the chance that rental fee will be adjusted by the lesser. However, most of the leasing contracts grant the Company the right to renew the leasing contract as long as the company complies with terms and conditions in the contract. The company has performed its duties under the leasing contracts as a good lessee and often gets renewal from the lessor. Considering rental fee adjustment which may affect the cost of business operations, it is accepted by the company due to the consistency with market rate. Therefore, the Company believes that provisions contained in the current premise leasing contracts will not give rise to a significant risk to the Company.

3.1.5 Risk Associated with Free Trade Area and Asean Economic Community ("AEC")

Asean Economic Community (AEC) will be fully implemented in 2016. The AEC is a regional economic integration of ASEAN 10 countries which transform ASEAN into a region with free movement of goods, services, investment, skilled labour, and freer flow of capital. For securities trading business, SET has developed the Asian Link system to trade securities across countries easier. However, KGI still does not allow clients to trade internationally.

3.1.6 Market Risk

Market risk refers to the risk that fluctuations in market trading volumes and interest rates will directly impact the Company's revenues or the value of the Company's financial assets and liabilities at present and in the future. Factors causing volatility in market trading volumes and interest rates include political developments, the economic outlook, and domestic and investor sentiment, both domestically and internationally.

A variety of tools are used to implement comprehensive measurement and analysis of market risk. For example, Value-at-Risk is used to measure the potential loss on investment given a certain time horizon and level of probability, and stress testing is implemented to evaluate the robustness of a company in any given stress scenarios. These analytical tools provide a picture of the Company's potential future losses. Moreover, the Company assesses and manages the losses potential resulting from market losses by setting stop loss limits and position limits that are appropriate to current market conditions, which change over time.

3.1.7 Risk from Competition in Securities Broker Business

The securities broker business is highly competitive, especially as SET changed its policy on brokerage commissions to a cascade calculation. The commission will vary based on trading volume. Also, the brokerage commission fee is fully negotiable between brokers and members since January 2012. If the Company is unable to maintain a high quality of service compared to other brokers, it may lose market share. Therefore, the Company has strategic planning and situation accommodation starting with a policy to continually enhance the efficiency of its staff in giving advice and service to clients, including technology development to support new products. The Company is also developing its research and expanding with new businesses to give more convenience to clients and offer investment alternatives.

3.1.8 Credit/Default Risk

Credit risk refers to the risk that a counter party will default on its contractual obligations, resulting in a financial loss to the Company and its subsidiary companies.

The Company is exposed to credit risk primarily with respect to securities and derivatives business receivables, loans and other accounts receivable. The Company controls such risk by establishing credit limits for clients and counter parties and analyzing their financial position as an ongoing basis. The Company is not expected to have much concentration risk of credit exposure because it has a variety of client base and large number of clients.

The maximum exposure to credit risk is limited to the carrying amount of securities and derivatives business receivables, loans, and other receivables as stated in the statements of financial position. As of 31st December 2015, the Company has securities and derivatives business receivables-net of Baht 5,054 million.

3.1.9 Risk from Securities Investment and Return

Risk from securities investment and return is the risk that the Company may not get the return from investment it expects.

The Company has assigned its Risk Management Committee to set strict guidelines and policies regarding asset allocation, portfolio limits and risk control in order to manage risk of losses due to market volatility and controlling risk limit on a daily basis. The Risk Management Committee will review on a regular basis to be consistent with market conditions.

3.1.10 Risk from Investment in Subsidiaries

This type of risk may arise if the subsidiaries incur losses which have an effect on the Company's performance. The Company appointed persons to be directors for setting the management policies of its subsidiaries.

3.1.11 Risk from Investment Banking Business

In operating an investment banking business, for the underwriting business, there is risk of losses from unsubscribed securities that must be transferred to the Company's portfolio. Inappropriate size or pricing of issues, unexpected fluctuations in the stock market, interest rates or foreign exchange rates can cause investors to not subscribe to such securities. To reduce such risk, the Company studies and analyzes information regarding the issuer and the interest of clients or investors. In the financial advisory business, the Company always studies clients carefully and conducts due diligence before entering deals. The Company also set up the Investment Banking Sub-Committee to be responsible for approving underwriting deals and other investment banking businesses.

3.1.12 Risk Associated with Derivatives Products

Having taken into consideration various risks involved in derivatives, the Company has approved the Equity Derivatives Department and Fixed Income Department to sell derivative products to clients. However, the Risk Management Committee has to approve the "Product Program" first before the Equity Derivatives Department and Fixed Income Department can issue derivatives to clients. The Product Program mainly focuses on

- 1) Characteristics of securities, services, and target clients;
- 2) Risk management policies such as control of position risk (Var, Delta, and DV01) setting acceptable stop loss level and other risk policies depending on attributes of securities and services offered to clients; and
- 3) Internal operational procedures (Work Flow) including internal control.

The Risk Management Department monitors the Company's exposure on a daily basis to ensure compliance with the approved risk policies. The Company is therefore confident that it has put in place a system for limiting risks associated with derivatives to an acceptable minimal level.

The Company was the first securities company launching Derivatives Warrants. The Company has a strict policy to control and monitor associated risk closely. Currently, the Company has total Credit Limit for issuing Derivative Warrants Baht 1,500 million.

3.1.13 Risk Associated with Information Technology

Information technological risk associated with technological limitations including ability to support large transactions and product variability plus operational system, backup and information security.

Much of the Company's business is conducted using various computer or communications networks. In the event these systems or networks are disrupted or unavailable the Company's operations would be affected. Examples of such disruptions include external network or system outages affecting market trading activities, and internal system outages affecting communication or data management.

The Company foresees the important of information technology in operating business, so it is always developing systems to support new product and various types of transactions. Also, the Company has set up an emergency plan and disaster recovery plan for each of its main systems and maintenance.

3.1.14 Risk Associated with Fraud

Fraud is a risk that can occur from employee, clients and the counter party. The Company maintains close multiple operational and financial monitoring and controls to ensure that transactions, both on behalf of clients and for the Company, are performed correctly. However, the Company may be at risk of fraud. This includes failure of the Company's monitoring systems to detect fraud. The Board has approved the Policies and Guidelines to prevent and combat corruption by the Company and the Procedures regarding the Anti-Corruption policy. The Board also set clear procedures on whistle blowing for related parties or stakeholders and ensure the Company has protective measures to keep the whistleblowers' names confidential

3.1.15 Risk Associated with Business Disruption

The Company has performed extensive business continuity planning and preparation. However, major business disruption events beyond the control of the Company may affect its level of business operations. Examples of such events include natural disasters such as the major flooding in 2010, or political unrest in 2011.

To prevent the risk of natural disasters and other emergencies, The Company has prepared the Business Continuity Plan (BCP) and requires testing at least once a year.

3.2 Financial Risk

3.2.1 Liquidity Risk

Liquidity risk is the risk that the Company and its subsidiaries will be unable to liquidate financial assets and/or procure sufficient funds to discharge obligations in a timely manner, resulting in a financial loss.

The Company has procedure and process to monitor, follow and control liquidity risk. For example, when the Company is launching a new product, it assesses the impact on its liquid capital by estimating its net capital ratio after the product is launched using a stress test technique, and takes this information into consideration in determining the appropriate size of the product issue.

The Company has a policy to maintain a Net Capital Rule and a Net Capital Ratio (NCR) that are higher than the requirements under the SEC regulations, which specified that the Net Capital Rule must be at

least Baht 25 million and the Net Capital Ratio must be at least 7% of liabilities and guarantees. As of 31st December 2015, the Company has Net Capital Rule of Baht 3,756 million and Net Capital Ratio of 131% of liabilities and guarantees.

3.2.2 Foreign Exchange Risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates.

As of 31st December 2015, the Company has investments in subsidiaries in foreign currency under cost method of USD 59.4 million (equivalent to Baht 2,383 million). However, the Company also has obtained Thai Baht loans from those subsidiaries totaling Baht 1,937 million.

The Company has exposure to foreign exchange risk in respect of its investments in foreign currencies. The Company has entered into forward exchange contracts with maturities of up to 1 year to manage this risk.

3.2.3 Interest Rate Risk

Interest rate risk is the risk that future fluctuations in market interest rates will affect the operating result and cash flows of the Company and subsidiary companies.

The exposure to interest rate risk of the Company and its subsidiary companies relates primarily to their deposits at financial institutions, securities purchased under resale agreements, securities and derivative business receivable - credit balance accounts, long-term investments in debt securities and debt issued and borrowings. However, as most of the financial assets and liabilities carry floating interest rates that fluctuate in line with the market interest rates or carry fixed interest rates which is approximate to the current market interest rate, the Company and its subsidiary companies do not use derivatives to manage their interest rate risk.

3.3 Risk Affecting the Rights of Shareholders

3.3.1 Risk From Having Major Shareholder

KGI Asia (Holdings) Pte. Ltd. (100% owned by KGI Securities Company Limited, Taiwan), is the company's major shareholder, owning approximately 34.97% of the company's paid up shares as of 14th March 2016 (the latest registration close book date). A major shareholder may exercise greater influence over the company's management and business policies. However, if a major shareholder wishes to hold more than 50% of the company, it still needs to seek approval from relevant government agencies.

Currently, there are 4 independent directors from a total of 12 directors or equal to 33%. They are responsible for good corporate governance to ensure that the quality of management is effective, transparent and accessible for the minority shareholders.

3.3.2 Risk from Establishing a Thai Trust Fund and Having a Non-Voting Depository Receipts (NVDRs)

Since investors in the Thai Trust Fund and NVDRs holders have no voting rights, this effectively leads to a decrease in the number of voting shares. As a result, major shareholders may have an increased level of control over the Company. However, as of 1th March 2016, there were no shares held by the Thai Trust Fund and investors had bought 163,894,808 NVDRs shares (equivalent to 8.23% of paid-up capital).

3.3.3 Risk Associated with Low Free Float Stock Which Effect Low Trading Liquidities

As of 9th July 2015, 65.02% of KGI stock was held by minority shareholders, which makes trading liquidity high and means less risk that investors would be unable to trade at a desired price.

4. Assets used for business

4.1 Fixed assets of the Company and its subsidiaries

A. Assets used in the Company's business are as follows:

Description (As of December 31 st 2015)	Net book value (Thousand Baht)	Ownership	Collateral/obligation
Land (Supanburi branch)	1,820	Company's asset	None
Building (Supanburi branch)	-	Company's asset	None
Equipment	72,341	Company's asset	None
Furniture and fixtures	11,339	Company's asset	None
Vehicles	-	Company's asset	None
Installation in progress	7,020	Company's asset	None
Total	92,520		

B. Assets used in subsidiaries' business are as follows:

Description (As of December 31 st 2015)	Net book value (Thousand Baht)	Ownership	Collateral/obligation
Building improvements	10,885	Subsidiary's asset	None
Equipment	5,375	Subsidiary's asset	None
Furniture and fixtures	3,770	Subsidiary's asset	None
Total	20,030		

4.2 Rental property

A. The Company rents the following space to operate business at its head office and branches.

Rental Property	Lessor	Remaining period of lease as at 31 st December 2015	
1. Head office	City Realty Co.,Ltd.	2 years	1 month
2. Hat Yai branch	Lee Gardens Hotel Co., Ltd.	1 year	
3. Nakhon Ratchasima branch	K.R.Shopping Center Co.,Ltd.	1 year	11 months
4. Samut Sakhon branch	A.T. Asset Co., Ltd.		6 months
5. Nakhon Sawan branch	Individual	1 year	8 months
6. Pinklao branch	CPN Retail Growth Leasehold Property Fund		9 months
7. Nakhon Pathom branch	Individual	1 year	6 months
8. Chiang Rai branch	Individual		6 months
9. Phetchaburi branch	Individual	2 years	
10. Udon Thani branch	Individual	1 year	2 months
11. Changwattana branch	Na-Nakorn Estate Co.,Ltd.		6 months
12. Thapra branch	The Mall Shopping Complex Co.,Ltd.	2 years	
13. Thaniya branch	Thaniya Real Estate Co.,Ltd	2 years	4 months
14. Silom Complex branch	Silom Building and Service Co., Ltd.		4 months
15. Pracha Chuen branch	Individual	2 years	8 months
16.Udon Thani Cyber branch	Fairy Bridge Holdings Co., Ltd.		3 months

B. One Asset Management Limited rents the following space to operate business at its head office.

Rental Property	Lessor	Remaining period of lease as at 31 st December 2015
Head office	Siam Piwat Co.,Ltd.	11 months

4.3 Intangible Assets and Goodwill

As of 31st December 2015, the Company's intangible assets were Baht 68 million (computer software which has useful lives for 5 and 7 years Baht 52 million and Computer software under development Baht 16 million). The Company's goodwill was Baht 27 million.

Intangible assets are carried at cost less any accumulated amortisation and allowance for impairment (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 asset 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 from operation.

Goodwill is initially recorded at cost, which equals to the excess of the cost of the business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired, exceeds the cost of business combination, such excess is immediately recognised as revenue in profit or loss from operation.

For subsequent measurement, goodwill is carried at cost less allowance for impairment. Goodwill is tested for impairment annually or when circumstances indicate that the carrying value may be impaired.

4.4 Investment Policy in Subsidiary Companies

The Company is focused on investing in businesses that support the Company's business. Currently, the Company invests in an asset management company to meet the diverse financial requirements of our clients and invests in 2 offshore companies. As of 31st December 2015, the Company's investment in subsidiary companies was Baht 2,550 million. The details of subsidiary companies are as follows:

Company's subsidiaries	Business	Paid-up capital	Shareholding percentage	Cost (Million Baht)
One Asset Management Limited (incorporated in Thailand)	Mutual fund management	Baht 105 million	99	244
KGI Securities (Thailand) International Holdings Limited (incorporated in Hong Kong)	Investment	USD 39 million	100	1,549
KGI (Thailand) Holdings Limited (incorporated in British Virgin Islands)	Investment	USD 20 million	100	834
Total investments in subsidiaries				2,627
Less Allowance for impairment loss				(77)
Investments in subsidiaries - net				2,550

5. Legal Cases

As of 31st December 2015, the Company and its subsidiaries had no litigation as follows:

- which might have a potential negative impact in excess of 5% of the shareholders' equity per its consolidated financial statements as of the latest accounting period;
- which may significantly affect the Company or its subsidiaries which impact cannot yet quantified;
- which arises other than from the Company's normal business.

6. General information and Other relevant information

6.1 General information

(1) Information of KGI Securities (Thailand) Public Company Limited

Business Type	Securities businesses
Head office address	No.173 Asia Centre Building, 8 th - 11 th Floor, South Sathorn Road, Thungmahamek Sub-District, Sathorn District, Bangkok 10120 Thailand
Company's PCL registration number	No. 0107536000293
Telephone number	66 (0) 2658 8888
Fax number	66 (0) 2658 8000
Website	www.kgiworld.co.th and www.thaiwarrant.com
Paid up capital	Baht 1,991,763,130
No. of paid-up shares	1,991,763,130 ordinary shares
Par Value	Baht 1.00 per share

(2) Juristic Information which is 10% up of paid-up shares owed by the Company

One Asset Management Limited ("ONEAM")

% of holding by the Company	99%
Business Type	Fund Management
Address	No.989 Siam Tower (Siam Discovery), 24 th Floor, Rama I Road, Pathumwan Sub-District, Pathumwan District, Bangkok 10330, Thailand
Telephone number	66 (0) 2659 8888
Fax number	66 (0) 2659 8860
Website	www.one-asset.com
Amount and Type of paid-up shares	Paid-up 10,500,000 ordinary shares at par value Baht 10.00

KGI Securities (Thailand) International Holdings Limited ("HOLDCO")

% of holding by the Company	100%
Business Type	Investment
Address	41/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong
Telephone number	(852) 2878 6888
Fax number	(852) 2878 6800
Amount and Type of paid-up shares	Paid-up 39,444,670 ordinary shares at par value US\$ 1.00

KGI (Thailand) Holdings Limited ("KTHL")

% of holding by the Company	100 %
Business Type	Investment
Address	P.O. Box 3340, Road Town, Tortola, British Virgin Islands
Telephone number	(852) 2878 6888
Fax number	(852) 2878 6800
Amount and Type of paid-up shares	Paid-up 20,000,000 ordinary shares at par value US\$ 1.00

(3) Information of references

<u>Registrar</u>	Thailand Securities Depository Co., Ltd.
<u>Address</u>	The Stock Exchange of Thailand Building, 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand
<u>Telephone number</u>	0 2009-9000
<u>Fax number</u>	0 2009-9991
<u>Website</u>	http://www.set.or.th/tsd
<u>E-mail</u>	SETContactCenter@set.or.th

Auditor The following auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd (“Deloitte”) were the Company’s auditors for the 2015 accounting period.

<u>Auditor’s name</u>	<u>Certified Public Account Number</u>
1. Mr. Chavala Tienpasertkij	4301
2. Dr. Suphamit Techamontrikul	3356
3. Mr. Niti Jungnitnirundr	3809

<u>Address</u>	No. 3, Rajanakarn Building, 25 th - 26 th ,28 th Floor, South Sathorn Road, Yannawa Sub-district, Sathorn District, Bangkok 10120, Thailand
<u>Telephone number</u>	66 (0) 2676-5700
<u>Fax number</u>	66 (0) 2676-5757
<u>Website</u>	http://www.deloitte.com

6.2 Other relevant information**Other information as an issuer of Derivative Warrants****1) Company Rating**

TRIS Rating Co., Ltd. affirmed the Company rating at “BBB+” with “stable” outlook on 23rd July 2015. The rating reflects the Company’s strong capital position, its sizable market share in securities brokerage, the strength and diversity of its lines of business and revenue base, and its ability to leverage the extensive experience and know-how of its major shareholder, KGI Group in Taiwan (KGI Taiwan). Find Company rating announcement on www.kgiworld.co.th

Rating Symbols and Definitions

TRIS Rating uses eight letter rating symbols for announcing credit ratings. The rating ranges from AAA, AA, BBB, BB, B, C and D. The AAA is highest rating and D is the lowest rating.

BBB : The rating indicates a company or a debt instrument with moderate credit risk. The Company has adequate capacity to pay interest and repay principal on time, but is more vulnerable to adverse changes in business, economic or other external conditions and is more likely to have a weakened capacity to pay interest and repay principal than debt in higher-rated categories.

The ratings from AA to C may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within a rating category.

2) Risk management of derivative warrants issued.**2.1 Objective of DW Issuing**

To provide new investment products to investors and to diversify the Company's income

2.2 Hedging Strategy and Risk management**2.2.1 Hedging Strategy**

To manage risk from DW issuing, the Company has hedging strategies such as:

a) Hedging Strategy of Underlying Stock Price

For Call Warrant, The Company has higher risk if the underlying stock price increases. The Company may lose from issuing Call Warrant. The Company will hedge by buying the underlying stock in proportion calculated from Net Delta Value. Therefore, the loss from DW issuing will be deducted by profit from the increase in the underlying stock.

For Put Warrant, the Company has higher risk if the underlying stock price decreases.

The Company may lose from issuing Call Warrant. The Company will hedge by short selling the underlying stock in proportion calculated from Net Delta Value. Therefore, the loss from DW issuing will be deducted by profit from the short selling on the underlying stock.

b) Hedging Strategy for Volatility of Underlying Stock

For Call and Put Warrant, the Company has higher risk if volatility of the underlying stock increases. The Company may lose from issuing Call or Put Warrant. The Company will hedge through other products such as OTC Derivative, Structured Note, Derivative on related underlying stock or Options on TFEX. Those products may link to other underlying stocks or index that has the same direction with the underlying stock of the DW.

2.2.2 The Company's Risk Management System

In regards to the Company as the DW issuer, the Company has adopted a risk management framework on an integrated basis to manage risks across the enterprise effectively. The Company appointed the Risk Management Committee which is comprised of representatives of all business units as well as senior operational administrative executives, taking care of the overall risk of the Company. This includes the installation of a system to control and manage the credit and market risk. It also has established a standard operating procedure that was developed to reduce the risk of daily operations.

2.3 The role of top management in the risk management system

Besides the Risk Management Committee, the Company's Risk Management Department coordinates and facilitates management in implementing the risk management according to the assigned policy, including regularly monitoring and reporting on the risk status to the Company's top management, and continually instills a risk management culture to executives and employees.

2.4 Supervision to comply with regulations to maintain position and liquidity of DW issuing**Net Capital Rule and Net Capital Ratio (NCR)**

The Company has a policy to maintain a Net Capital Rule and a Net Capital Ratio (NCR) that are higher than the requirements under the SEC regulations, which specified that the Net Capital Rule must be at least Baht 25 million and the Net Capital Ratio must be at least 7% of liabilities and guarantees.

2.5 DW issued by the Company for the last 2 years and underlying company information (see Attachment 5).**2.6 Conflict of interest of DW issuing**

In the case that the Company or its affiliates have conducted business and/or performed other duties as per its approval, including but not limited to investment advisory, financial advisory and/or proprietary

trading in which conflict of interest concerning the issuance of DW might have been caused, for the purpose of fair treatment and the prevention of any investment's advantage/disadvantage gain or lose by the Company and clients, the Company has determined a procedure on prevention of conflict of interest emphasizing insider trading. Under such procedure, any department who performs its duties as investment advisory, financial advisory and proprietary trading will presumably possess equivalent status as that of the normal client. The department will have no right to receive information or research paper which differs from other clients of the Company.

2.7 Guarantor of DW and associated contracts of DW Issuer (if any)

- None –

2.8 Details of the sale of derivative warrants which is fully insured or partially insured. (If any)

- None –

PART 2 MANAGEMENT AND CORPORATE GOVERNANCE

7. Company information and Shareholders

7.1 Registered Capital and Paid up Capital

As of 31st December 2015, the Company had total registered capital and paid-up capital of Baht 1,991,763,130 (1,991,763,130 shares with par value of Baht 1.00 per share). The Company listed on the Stock Exchange of Thailand as “KGI”.

7.2 The Company’s shareholders

Major Shareholders

KGI Asia (Holdings) Pte. Ltd. is the direct major shareholder of the Company, owning 34.97% of the Company’s shares. The Company’s top ten shareholders are as follows:

	List of Shareholders As of 14 th March 2016 (the registration close book date)	No. of share	%
1	KGI Asia Limited *	697,319,400	35.010%
2	Thai NVDR Company Limited	160,030,708	8.035%
3	Mr. Songsak Jitjeujun	61,370,000	3.081%
4	EAST FOURTEEN LIMITED-DIMENSIONAL EMER MKTS VALUE FD	19,135,500	0.961%
5	EAST FOURTEEN LIMITED-EMERGING MARKETS SMALL CAP SERIES	10,651,200	0.535%
6	STATE STREET BANK AND TRUST COMPANY	9,835,900	0.494%
7	Mr. Kanok Tungjairakkandee	9,401,000	0.472%
8	EAST FOURTEEN LIMITED-DFA EMERG MARKET CORE EQ PORT	8,870,000	0.445%
9	Mr. Bhavorntham Chaiear	8,637,900	0.434%
10	Royal Thai Navy	8,240,900	0.414%
	Others	998,270,622	50.119%
	Total	1,991,763,130	100.00%

Note * KGI Asia Limited acts as a custodian for KGI Asia (Holdings) Pte. Ltd. and holds 696,614,400 shares (34.97% of the Company) for KGI Asia (Holdings) Pte. Ltd.

KGI Asia (Holdings) Pte. Ltd. is indirectly owned entirely by KGI Securities Company Limited (“KGI TW”). KGI Taiwan itself is a wholly-owned subsidiary of China Development Financial Holdings Corporation (“CDFH”) respectively. (See Shareholding Structure of the group, page 10)

7.3 Other Issue of Securities

As of 31st December 2015, the Company has not issued any Convertible securities but has Bill of Exchange and Structure notes, totaling of Baht 455 million. (See noted of financial statements no. 19 Borrowings from financial institutions/Debts issued and other borrowings)

7.4 Dividend Policy

The Company’s dividend policy (pay to shareholders)

The Company’s dividend policy is “Any dividend payment will be considered by the Board of Directors and, if approved, be proposed to the shareholders, on a case by case basis, and will take into account prevailing business conditions, outlook, investment opportunities, and other relevant factors.”

In 2015, the Company had separate financial statements profits of Baht 573 million and separate financial statements earnings per share of Baht 0.288. The Company has thoroughly considered the prevailing business conditions, outlook, investment opportunities, and other relevant factors. The Company has sufficient cash flow to pay a dividend from the 2015 operating results of Baht 0.285 per share which is in-line with the Company’s dividend policy. The proposed dividend is equivalent to a payout ratio of 99% of

separate financial statements profits and amounts to approximately Baht 568 million. The proposed dividend will be paid on 13th May 2016 after obtaining approval from the Annual General Shareholders Meeting No. 1/2016.

5-Year dividend payment history and current year dividend payment

Separate financial statements	Y2015 (Current Year)	Y2014	Y2013	Y2012	Y2011	Y2010
Earnings per share (Baht per share)	0.288	0.368	0.363	0.232	0.278	0.404
Dividend per share (Baht per share)	0.285	0.365	0.360	0.230	0.250	0.330
Dividend payout ratio (% of separate financial statements profits)	99%	99%	99%	99%	90%	82%

The Subsidiary's dividend policy (pay to the Company)

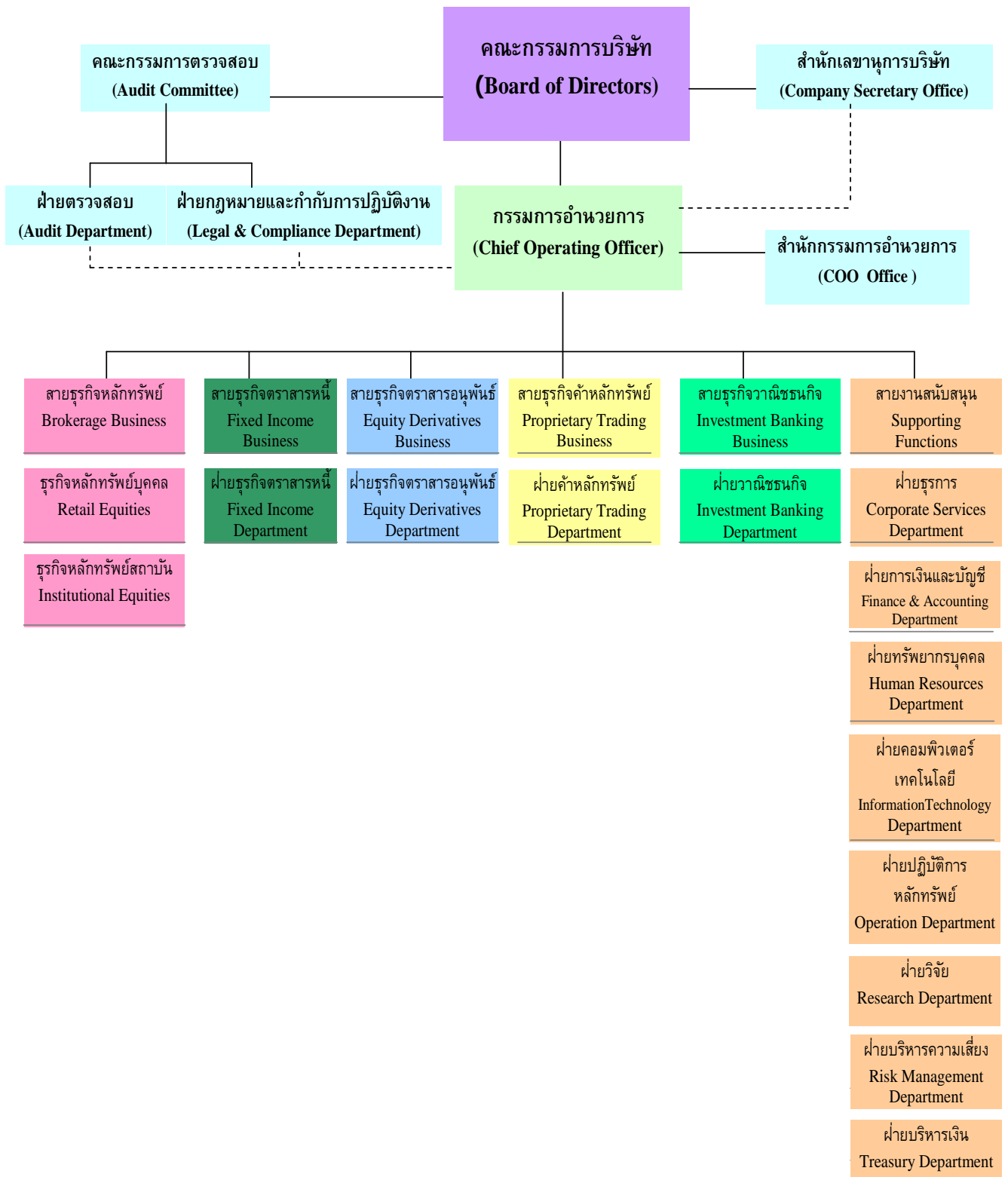
For our subsidiary's dividend policy, the subsidiary's board will recommend and propose the appropriate dividend to the subsidiary's shareholders by looking at the profit of the subsidiary company and available investment opportunities.

8. Management Structure

Directors and executives are performing their duties for the best interest for the Company and shareholders. The Board is comprised of 12 directors, each director has various qualifications, skills, experience, and expertise that are useful to the Company. The Company has considered an appropriate Board Structure and balanced their responsibilities as follows:

1. The Chairman of the Board of Directors is not the same person as the Chief Operating Officer, in order to achieve a balance of power.
2. There are 4 independent directors which are 1/3 of all directors, following the SEC's regulations.
3. There are 4 representative directors from major shareholder, which are 1/3 of all directors and proper with the portion of shareholding.
4. The Company has Audit Committee, which was composed of 3 Independent Directors. The Committee performed its duties as the SET's regulations and to perform any other act as assigned by the Board of Directors. All 3 have adequate expertise and experience to review the creditability of the Company's financial reports.
5. There are 7 directors who attend the Thai Institute of Directors (IOD) program.
6. The Company has the Company Secretary to provide regulatory advice to the Board, and monitors compliance with the Board's resolutions and Shareholders' resolution.

Organization Chart



8.1 Board of Directors

As of 31st December 2015, the Company's Board of Directors consisted of the following 12 members; in 2015, the Company had 6 Board of Directors' meetings; details of attendance of each director are as follows:

Name	Position in the Company	Board meeting in 2015		
		Total meeting	Attendance Record	Reason for absence
1. Mr. Foong Hock Meng	-Chairman	6	6	-
2. Dr. Pisit Leeahtam	-Vice Chairman -Independent Director -Audit Committee Chairman -Nomination Committee Chairman	6	6	-
3. Dr. Don Bhasavanich	-Independent Director -Audit Committee	6	6	-
4. Mr. Pradit Sawattananond	-Independent Director -Audit Committee -Compensation Committee -Nomination Committee -ESOP Committee	6	6	-
5. Mr. Picharn Kullavanijaya	-Independent Director	6	6 (Include 1 attendance by phone)	Urgent meeting abroad
6. Mr. Wei Chang Fang	-Chief Operating Officer -Authorized Director -Risk Management Committee Chairman -Debt Recovery Committee Chairman -Human Resource Committee Chairman -ESOP Committee Chairman	6	6	-
7. Ms. Bee Leng Ooi	- Managing Director -Authorized Director -Nomination Committee -Risk Management Committee -Human Resource Committee -ESOP Committee	6	5	Urgent meeting abroad
8. Ms. Suchada Sodthibhapakul	-Executive Director -Authorized Director -Risk Management Committee -Debt Recovery Committee -Human Resource Committee	6	6	-
9. Mr. Wisit Wongpaisan	-Director -Nomination Committee -Risk Management Committee	6	6	-
10. Ms. Pi-Lin Huang	-Director	6	4	Urgent meeting abroad
11. Mr. Yen, Chih-Chien	-Director -Compensation Committee Chairman	6	6	-
12. Mr. Chih - Hung Lin*	-Director	3	3	-

Note: *The Company has appointed Mr. Chih-Hung Lin as a director; replace Mr. Chin-Lung Tseng who has resigned. SEC has approved Mr. Chih-Hung Lin as a new director of the Company on 2nd June 2015.

8.2 Management

As of 31st December 2015, Company's Management (Definition of management in accordance with notification of SEC) consisted of the following 23 members:

No.	Name	Title
1.	Mr. Wei Chang Fang	Chief Operating Officer
2.	Ms. Bee Leng Ooi	Managing Director
3.	Mr. Somchai Kanjanapetcharat	Senior Managing Director, Retail Equity Business
4.	Mr. Suthep Rungsiam	Managing Director, Brokerage Business
5.	Ms. Jariya Posayajinda	Managing Director, Proprietary Trading Department
6.	Mr. Apichart Tungkiatsilp	Managing Director, Fixed Income Department
7.	Ms. Saranya Larksukthom	Senior Executive Vice President, Operation Department
8.	Mr. Somchai Siripaiboolpong	Executive Vice President, Retail Equity Business
9.	Ms. Songsri Chawengsataporn	Executive Vice President, Retail Equity Business
10.	Ms. Dutsanee Pamontip	Executive Vice President, Retail Equity Business
11.	Ms. Warunlak Aiemmeechai	Executive Vice President, Retail Equity Business
12.	Mr. Kamthorn Chinsakuljaroen	Executive Vice President, Retail Equity Business
13.	Mr. Viwat Charoenthangvitaya	Executive Vice President, Retail Equity Business
14.	Mr. Hua-Feng Chang	Executive Vice President, Retail Equity Business
15.	Ms. Kannikar Pradiskesorn	Executive Vice President, Institutional Equity Business
16.	Ms. Patchpon Sankaburanuruk	Executive Vice President, Investment Banking Department
17.	Mr. Jenvit Chinkulkitniwat	Executive Vice President, Equity Derivatives Department
18.	Ms. Inchaya Chatcherdskak	Executive Vice President, Human Resources Department
19.	Ms. Khunmira Thunnom	Executive Vice President, Finance & Accounting Department
20.	Ms. Acharee Turongsomboon	Executive Vice President, Treasury Department
21.	Mr. Sumek Chantrasuriyarat	Executive Vice President, Research Department
22.	Ms. Nantararat Surakkhaka	Executive Vice President, COO Office Support Department
23.	Ms. Nongluk Ningsanond	Executive Vice President, Company Secretary Office

8.3 Executive Director

Ms. Suchada Sodthibhaphkul, Managing Director, has retired from the Company effective on 1st November 2014. However, Ms. Suchada Sodthibhaphkul will continue to be an Authorized Director of the Company. And the Company has renewed the appointment of Ms. Suchada Sodthibhaphkul, as the Executive Director of the Company for period November 2015 - October 2016 (under a Co-Management Contract pursuant to the SEC Notification topic Approval of Co-Management Contract of Securities Company No. Or Thor/Nor 9/2541)

8.4 Company Secretary

The Board of Directors has approved the appointment of Ms. Nongluk Ningsanond, as the Company Secretary since 6th November 2012. Details and Responsibilities of Company Secretary as attachment 1

8.5 Compensation of Directors and Management

The Company's compensation policy for directors and management is comparable to the industry standard, and takes into account various factors including the experience, roles and responsibilities, and contributions of each person. The compensation of directors requires approval from the shareholders' meeting. The board has delegated the compensation of top management to the Compensation Committee for approval.

8.5.1. Monetary Compensation

A) Monetary Compensation for Directors

In 2015, the Company paid monetary compensation for 10 directors (including 1 director who resigned during the year), representing a total of Baht 24.02 million which consists of attendant allowances paid according to the number of attendance, monthly allowance paid every month, including bonus. The remuneration of each director is as follows:

Name	Position	Total Compensation for 2015 (Baht)			
		Board	Audit Committee	Travelling and Accommodation	Total
1. Mr. Foong Hock Meng	-Chairman	4,250,000	-	-	4,250,000
2. Dr. Pisit Leehtam	-Vice Chairman -Independent Director -Audit Committee Chairman -Nomination Committee Chairman	4,190,000	200,000	-	4,390,000
3. Dr. Don Bhasavanich	-Independent Director -Audit Committee	1,790,000	150,000	-	1,940,000
4. Mr. Pradit Sawattananond	-Independent Director -Audit Committee -Compensation Committee -Nomination Committee -ESOP Committee	1,790,000	150,000	-	1,940,000
5. Mr. Picharn Kullavanijaya	-Independent Director	1,770,000	-	946,489	2,716,489
6.Mr. Wei Chang Fang	-Chief Operating Officer -Authorized Director -Risk Management Committee Chairman -Debt Recovery Committee Chairman -Human Resource Committee Chairman -ESOP Committee Chairman	-	-	-	-
7. Ms. Bee Leng Ooi	- Managing Director -Authorized Director -Nomination Committee -Risk Management Committee -Human Resource Committee -ESOP Committee	-	-	-	-
8. Ms. Suchada Sodthibhakupul /1	-Executive Director -Authorized Director -Risk Management Committee -Debt Recovery Committee -Human Resource Committee	120,000	-	-	120,000
9. Mr. Wisit Wongpaisan	-Director -Nomination Committee -Risk Management Committee	3,830,000	-	-	3,830,000
10. Mr. Chin – Lung Tseng /2	-Director	1,430,000	-	-	1,430,000
11. Ms. Pi-Lin Huang	-Director	1,430,000	-	-	1,430,000
12. Mr. Yen, Chih-Chien	-Director -Compensation Committee Chairman	1,970,000	-	-	1,970,000
13. Mr. Chih - Hung Lin /3	-Director	-	-	-	-
Total		22,570,000	500,000	946,489	24,016,489

Note: 1/ The Cinpanu also paid Monetary Compensation to Ms. Suchada Sodthibhakupul as the Executive Director, details in 8.5.1 (C)
2/ Mr. Chin-Lung Tseng has resigned as director on 7th May 2015
3/ SEC has approved Mr. Chih-Hung Lin as a director of the Company on 2nd June 2015

B) Monetary Compensation of Management

In 2015, the Company paid compensation including salary and bonus to 25 management (includes 1 management who resigned during the year and 1 management who retired during the year), amounting to Baht 151.52 million.

C) Monetary Compensation of Executive Director

The Company has renewed the appointment of Ms. Suchada Sodthibhaphkul, Authorized Director, as the Executive Director of the Company for period November 2015 - October 2016. In 2015, the Company paid compensation to Ms. Suchada Sodthibhaphkul, as the executive director of the Company, amounting to Baht 3.78 million.

8.5.2 Other Compensation

A) Other Compensation of Directors

In 2015, the Company paid golf membership, car rental, gasoline, driver, mobile phone expenses for directors, amounting to Baht 4.47 million.

B) Other Compensation for Management

- Provident Fund

The Company has jointly established a provident fund. The Company contributed to the fund monthly at the same rate of 5 percent of basic salary. The funds will be paid to employees upon termination in accordance with the rules of the fund.

In 2015, the Company contributed to the fund of 24 management (includes 1 management who resigned during the year), amounting to Baht 3.69 million.

- Welfare

The Company provides yearly health check-ups, welfare for IPD and OPD medical expenses for its employee. For IPD the welfare covers employees' families, spouse and children. In 2015, the Company paid health welfare to 24 management (including 1 management who resigned during the year), amounting to Baht 0.88 million.

- Others

In 2015, the Company paid golf membership, car rental, gasoline, driver, mobile phone, life/accident insurance fee expenses for 24 management (including 1 management who resigned during the year), amounting to Baht 11.21 million.

8.6 Employees

As of 31st December 2015, the Company had a total of 546 employees. Total compensation paid to all employees in 2015 was Baht 651 million, which consisted of salary, overtime payment, cost of living allowance, bonus, social security fund and provident fund. Furthermore, One Asset Management Limited, (the Company's subsidiary), had a total of 142 employees and also paid compensation of Baht 174 million to its employees. The Company and its subsidiary have no significant labor disputes in the last 3 years.

Total employees and compensation

Year 2015	Company	ONEAM ^{/2}	HOLDCO ^{/3}	KTHL ^{/4}
Management (person) ^{/1}	23	14	-	-
Total Business Unit employee (person)	393	63	-	-
Risk Management Department employee (person)	5	2	-	-
Audit Department employee (person)	6	3	-	-
Legal & Compliance Department employee (person)	6	2	-	-
Other supporting employee (person)	113	58	-	-
Total (person)	546	142	-	-
Number of employee in Head Office (person)	407	142	-	-
Total compensation of employee (Baht million)	650.87	173.70	-	-

Note

/1 The Company defines management in accordance with notification of SEC, which rank Executive Vice President and higher

/2 ONEAM: One Asset Management Limited, 99% owned by the Company.

/3 HOLDCO : KGI Securities (Thailand) International Holdings Limited, 100% owned by the Company

/4 KTHL : KGI (Thailand) Holdings Limited, 100% owned by the Company

Policy on Development of Employees

The Company is aware that employees are the most valuable asset. Therefore, the Company has a policy to enhance the development of its employee as follows:

1. The Company enhances and develops every employee to have good quality, knowledge, and capability and supports them using their full potential to grow together with the Company.
2. The Company gives employees opportunities to study and develop themselves both locally and abroad.
3. The Company emphasizes developing employees to be efficient and knowledgeable to be more productive and ready for any changes in the future.
4. The Company ensures the budget is appropriate and adequate to develop staff at every level.

In 2015, the Company arranged a total of 23 internal training courses and encouraged employees to attend external training courses numbering more than 107. The total number of training course participants was more than 1,380. On average, each employee attends 10.66 hours of training in 2015.

The Company encourages employees to compete in sports such as football and badminton, and enters teams in competitions with other securities companies. This not only supports healthy employee behavior but also builds good relationships between employees within the Company and within the securities industry.

9. Corporate Governance

9.1 Corporate Governance Policies

The Company shall abide with Good Corporate Governance so that quality of management is effective, transparent and accessible. The Good CG will enhance confidence and trust from shareholders, investors, stakeholders, and related parties. The Good CG is a tool to increase value and enhance stable growth to the Company.

The Board of Directors Meeting had approved the Good Corporate Governance Policy in writing and has a policy to review the policy and implementation of the policy once a year. The Company follows the Corporate Governance for listed companies in 5 categories, as follows.

1. Right of Shareholders
2. Equitable Treatment of Shareholders
3. Roles of Stakeholders
4. Disclosure and transparency
5. Responsibilities of the Board

(See the Corporate Governance Policies and the Implement of Corporate Governance Report in 2015 in the Company's website at www.kgiworld.co.th)

9.2 The sub-committees

Beside the Board of Director which perform their duties to manage the Company's business, the Company structure consisting of the 12 committees, which are

- | | |
|------------------------------|---|
| 1. Audit Committee | 7. Human Resource Committee |
| 2. Compensation Committee | 8. Disciplinary Committee |
| 3. Nomination Committee | 9. Welfare Committee |
| 4. Risk Management Committee | 10. Health and Environment Committee |
| 5. Debt Recovery Committee | 11. ESOP Committee |
| 6. Purchasing Committee | 12. Corporate Governance (CG) Committee |

The Board of Director and the 12 committees has member and roles and responsibilities as follows:

The Board of Directors

As of 31st December 2015, the Board of Directors was composed of 12 Directors as follows:

No.	Board Director	Board Position
1.	Mr. Foong Hock Meng	Chairman
2.	Dr. Pisit Leeahtam	Vice Chairman (Independent Director)
3.	Dr. Don Bhasavanich	Director (Independent Director)
4.	Mr. Pradit Sawattananond	Director (Independent Director)
5.	Mr. Picharn Kullavanijaya	Director (Independent Director)
6.	Mr. Wei Chang Fang *	Director (Authorized Director)
7.	Ms. Bee Leng Ooi *	Director (Authorized Director)
8.	Ms. Suchada Sodthibhaphkul *	Director (Authorized Director)
9.	Mr. Wisit Wongpaisan	Director
10.	Ms. Pi - Lin Huang	Director
11.	Mr. Yen, Chih - Chien	Director
12.	Mr. Mr. Chih - Hung Lin	Director

Note * Any two from three Authorized Directors shall be required to bind the Company

Roles and responsibilities of the Board

1. The Board shall perform their duties in conformity with laws, and carry on the businesses of the Company in accordance with the laws, the Company's objectives and the Articles of Association;
2. The Board reviews and approves key business matters, such as strategy, financial targets, risks, major plans of action and budget and monitors the compliance of management with approved policies and plans;
3. The Board sets a written corporate governance policy for the Company and reviews the policy and compliance to the policy regularly, at least annually;
4. The Board ensures that a written code of business conduct be in place so that all Directors, Executives and employees understand business ethical standards of the Company;
5. The Board considers any conflict of interests thoroughly. Persons who have vested interests in a given transaction shall not participate in decision-making process. There is clear guidelines on the approval of transactions with conflict of interests, the transactions are conducted for the best interests of the Company and all shareholders. The Board also monitors compliance with regulations regarding criteria, procedures and disclosure of transactions with conflict of interests;
6. The Board ensures that an internal control system is in place, including financial, compliance, and policy controls. The Board assigns Audit Department and Legal and Compliance Department to audit and report on the system. The Board of Directors will do the self-assessment questionnaire on the adequacy of the internal control system every year and disclose on the Company's Annual Report;
7. The Board assigned the Risk Management Committee to approve the Risk Management policy to cover all activities of the Company, and assigned Risk Management Department to implement the policy;
8. The Board sets clear procedures on whistle blowing and ensures the Company has protective measures to keep the whistleblowers' names confidential. The reported incidents shall be investigated in line with the Company's set policy;
9. The Board has clear procedures on governing its subsidiaries in order to protect investor benefits including assigning directors of its subsidiaries to control management under the policies of the parent company, including transactions related to securities and exchange laws or SET regulations;

Audit Committee

As of 31st December 2015, the Audit Committee was composed of 3 Independent Directors. All of the Independent Directors have attended director training programs of the Thai Institute of Directors Association (“IOD”). All 3 have adequate expertise and experience to review the creditability of financial reports. Ms. Rungthip Vanitchapan acts as the Secretary of the Audit Committee. (See information of each Audit Committee and Secretary of the Audit Committee in Attachment 1 and 3).

In 2015, the Audit Committee had 5 meetings and details of attendance of each director are as follows

No.	Name	Position	Attendance Record / Total Meeting
1.	Dr. Pisit Leeahtam	Chairman of Audit Committee / Independent Director	5/5
2.	Dr. Don Bhasavanich	Audit Committee / Independent Director	5/5
3.	Mr. Pradit Sawattananond	Audit Committee / Independent Director	5/5

Scope of duties and responsibilities of the Audit Committee

The Audit Committee has the following scope of duties and responsibilities, and reports to the Board of Directors.

1. To review the Company’s financial reporting process to ensure its accuracy and adequacy;
2. To review the Company’s internal control systems and internal audit systems to ensure that they are suitable and efficient;
3. To review the Company’s compliance with laws relating to securities and the stock exchange, the SET’s regulations, and laws relating to the Company’s business;
4. To consider, select and nominate an independent person to be the Company’s auditor, and to propose such person’s remuneration, and to attend a meeting with the auditor at least once a year at which the Company’s management is not present;
5. To review any connected transactions, or transactions that may lead to conflicts of interest, to ensure that they are in compliance with the relevant laws and the SEC/SET’s regulations, and that they are in the best interests of the Company;
6. To review the Company’s risk management policies and procedures to ensure that they are suitable and efficient;
7. To prepare and to disclose in the Company’s Annual Report, an Audit Committee Report which must be signed by the Audit Committee’s chairman and contain at least the following information:
 - 7.1 An opinion on the accuracy, completeness and creditability of the Company’s financial statements;
 - 7.2 An opinion on the adequacy of the Company’s internal control systems;
 - 7.3 An opinion on the compliance with the relevant laws relating to securities and the stock exchange, the SET’s regulations, and other laws relating to the Company’s business;
 - 7.4 An opinion on the suitability of the auditor and its auditing fee;
 - 7.5 An opinion on any transactions that may involve conflicts of interests;
 - 7.6 The number of the Audit Committee meetings, and the attendance at such meetings by each committee member;
 - 7.7 An opinion or overview comment by the Audit Committee regarding the performance of its duties in accordance with the charter;
 - 7.8 Any other transactions which, in the Audit Committee’s opinion, should be disclosed to the Company’s shareholders and general investors.

8. In the performance of its duties, if it is found or suspected that a transaction or any of the following acts has taken place, which may materially affect the Company's financial condition or operating results, the Audit Committee shall report it to the Board of Directors for rectification within a period of time to be set by the Audit Committee.

8.1 A transaction which causes a conflict of interest;

8.2 Any fraud, irregularity, or material defect in an internal control system;

8.3 An infringement of the laws relating to securities or the stock exchange, the SET's regulations, or any other law relating to the Company's business;

If the Board of Directors or management fails to make a rectification within the specified time, any Audit Committee member may report the transaction or act to SEC or SET.

9. If the auditor becomes suspects that a director, manager, or any person responsible for the Company's operations has violated any relevant securities law, they should report the evidence relating to such event to the Audit Committee for investigation immediately. The Audit Committee will report the results of its preliminary investigation to the Office of the Securities and Exchange Commission and to the auditor within 30 days. Notification of the suspicious events and procedures for investigating such shall comply with the notification of the Capital Market Supervisory Board.

10. To perform any other act as assigned by the Board of Directors and accepted by Audit Committee.

Compensation Committee

As of 31st December 2015, the Company's Compensation Committee consisted of 3 members and there were 2 meeting in 2015, details of attendance of each director are as follows:

No.	Name	Position	Attendance Record / Total Meeting
1.	Mr. Yen, Chih-Chien*	Compensation Committee Chairman	0/0
2.	Mr. Pradit Sawattananond	Compensation Committee Member / Independent Director	2/2
3.	Ms. Yuan - Chen Chiu	Compensation Committee Member	2/2 (Call conference)

Note * Mr. Chin – Lung Tseng, attended 2/2 meetings as chairman of Compensation Committee. He has resigned from the Board of Directors effective from 7th May 2015, the Board has appointed Mr. Yen, Chih-Chien to be the Chairman of the Compensation Committee replace Mr. Chin-Lung Tseng.

Scope of duties and responsibilities of the Compensation Committee

1. To consider and approve the compensation of the Company's top management;
2. To set the criteria, components, structure and form of payment of the Directors, to ensure their interests are aligned with those of the shareholders;
3. To recommend the compensation of the Directors to the Board for approval and proposal to a shareholders' meeting for final approval.

Nomination Committee

As of 31st December 2015, the Company's Nomination Committee consisted of 4 members and there was 2 meeting in 2015, details of attendance of each director are as follows:

No.	Name	Position	Attendance Record / Total Meeting
1.	Dr. Pisit Leehtam	Nomination Committee Chairman / Independent Director	2/2
2.	Mr. Pradit Sawattananond	Nomination Committee Member / Independent Director	2/2
3.	Ms. Bee Leng Ooi	Nomination Committee Member	1/2
4.	Mr. Wisit Wongpaisan	Nomination Committee Member	2/2

Scope of duties and responsibilities of the Nomination Committee

Nomination Committee is responsible for selection of qualified candidates to be directors and top management and proposes to Board's meeting for approval.

Risk Management Committee

The Risk Management Committee consists of executives from both business units and support units. As of 31st December 2015, there are 18 members as follows:

No.	Name	Position
1.	Mr. Wei Chang Fang	Chief Operating Officer
2.	Mr. Wisit Wongpaisan	Director
3.	Ms. Bee Leng Ooi	Managing Director
4.	Ms. Suchada Sodthibhaphkul	Executive Director
5.	Mr. Somchai Kanjanapetcharat	Senior Managing Director, Retail Equity Business
6.	Ms. Jariya Posayajinda	Managing Director, Proprietary Trading Department
7.	Mr. Apichart Tungkiatsilp	Managing Director, Fixed Income Department
8.	Ms. Saranya Larksukthom	Senior Executive Vice President, Operation Department
9.	Ms. Patchpon Sankaburanuruk	Executive Vice President, Investment Banking Department
10.	Mr. Jenvit Chinkulkitniwat	Executive Vice President, Equity Derivatives Department
11.	Ms. Khunmira Thunnom	Executive Vice President, Finance & Accounting Department
12.	Ms. Nongluk Ningsanond	Executive Vice President, Company Secretary Office
13.	Ms. Acharee Turongsomboon	Executive Vice President, Treasury Department
14.	Ms. Kannikar Pradiskesorn	Executive Vice President, Institutional Equity Business
15.	Ms. Nantarat Surakhaka	Executive Vice President , Legal & Compliance Department (Acting)
16.	Mr. Mark Antony Hodge	Senior Vice President, COO Office
17.	Ms. Chutima Jitbunjong	Senior Vice President, Risk Management Department
18.	Mr. Chi-Chih Huang	Assistant Vice President, Information Technology Department

Scope of duties and responsibilities of the Risk Management Committee

1. To approve the Company's Risk Management Policy, and to regularly review or amend that policy to take account of new risks or market developments;
2. To consider and approve any transactions those impact the Company's risk management;
3. To consider and approve the issuance of new products (Product Program);
4. To approve and review the risk budget of the Company's proprietary trading team at least once a year;
5. To manage all Company's risks, such as credit risk, market risk, liquidity risk, operational risk, IT risk, to ensure that the Company's risk policy is followed;
6. To consider and approved credit limits according to Account Opening Policy and Procedure;
7. To consider and approve Business Continuity Management ("BCM") and Business Continuity Plan ("BCP");
8. Other duties as assigned by the Board of Directors or management.

The scope of duties and responsibilities of the Risk Management Committee which are described in its filings for the issue of DWs are consistent with those described above.

In addition, to avoid violation of Chinese wall, the company also established 4 sub-committees under the Risk Management Committee as follows:

A) Credit Risk Sub-committee: consisted of the following 7 members:

No.	Name	Position
1.	Mr. Wei Chang Fang	Chief Operating Officer
2.	Ms. Suchada Sodthibhaphkul	Executive Director
3.	Mr. Somchai Kanjanapetcharat	Senior Managing Director, Retail Equity Business
4.	Mr. Suthep Rungsiam	Managing Director, Brokerage Business
5.	Ms. Saranya Larksukthom	Senior Executive Vice President, Operation Department
6.	Ms. Khunmira Thunnom	Executive Vice President, Finance & Accounting Department
7.	Ms. Chutima Jitbunjong	Senior Vice President, Risk Management Department

Scope of duties and responsibilities of Credit Risk Sub-committee

1. To consider and approved credit limits;
2. To consider and approved Account Opening Policy and Procedures;
3. To consider and approved Credit Balance Policy and Procedures;
4. To set stock concentration limits and to review them on a regular basis;
5. To consider and approve any issue related to credit balance and Stock Borrowing and Lending;
6. To consider and approve the refinancing of credit balance clients;
7. To consider and approve company's Turnover List.

B) Trading Businesses Risk Sub-Committee: consisted of the following 6 members:

No.	Name	Position
1.	Mr. Wei Chang Fang	Chief Operating Officer
2.	Mr. Wisit Wongpaisan	Director
3.	Ms. Bee Leng Ooi	Managing Director
4.	Ms. Suchada Sodthibhaphkul	Executive Director
5.	Ms. Khunmira Thunnom	Executive Vice President, Finance & Accounting Department
6.	Ms. Chutima Jitbunjong	Senior Vice President, Risk Management Department

Scope of duties and responsibilities of Trading Businesses Risk Sub-committee

1. To consider and approve trading policies, including approval of the procedures of related businesses, such as REPO, SBL;
2. To consider and approve the temporary limit and market risk budgeting for Proprietary Trading Department, Fixed Income Department and Equity Derivatives Department under the total limit approved by the Risk Management Committee;
3. To consider and approve the adjustment of the trading limits for ETF business.

C) Investment Banking Business Risk Sub-committee: consisted of the following 6 members:

No.	Name	Position
1.	Mr. Wei Chang Fang	Chief Operating Officer
2.	Mr. Wisit Wongpaisan	Director
3.	Ms. Bee Leng Ooi	Managing Director
4.	Ms. Suchada Sodthibhaphkul	Executive Director
5.	Ms. Khunmira Thunnom	Executive Vice President, Finance & Accounting Department
6.	Ms. Chutima Jitbunjong	Senior Vice President, Risk Management Department

Scope of duties and responsibilities of Investment Banking Business Risk Sub-committee

1. To approve underwriting deals;
2. To approve other investment banking business.

D) Information Technology Security Risk Sub-committee : consisted of the following 7 members:

No.	Name	Position
1.	Mr. Wei Chang Fang	Chief Operating Officer
2.	Ms. Bee Leng Ooi	Managing Director
3.	Ms. Suchada Sodthibhaphkul	Executive Director
4.	Ms. Khunmira Thunnom	Executive Vice President, Finance & Accounting Department
5.	Ms. Rungthip Vanitchapan	Senior Vice President, Audit Department
6.	Ms. Chutima Jitbunjong	Senior Vice President, Risk Management Department
7.	Mr. Chi-Chih Huang	Assistance Vice President, Information Technology Department

Scope of duties and responsibilities of Information Technology Security Risk Sub-committee

1. To consider and approve matters that may impact to the Company's information technology systems;
2. To ensure that the IT resources of the Company are used effectively;
3. To comment or advise on the risks relating to Information Technology security.

Debt Recovery Committee

As of 31st December 2015, the Company's Debt Recovery Committee consisted of 5 members as follows:

No.	Name	Position
1.	Mr. Wei Chang Fang	Chief Operating Officer
2.	Ms. Suchada Sodthibhaphkul	Executive Director
3.	Ms. Saranya Larksukthom	Senior Executive Vice President, Operation Department
4.	Ms. Khunmira Thunnom	Executive Vice President, Finance & Accounting Department
5.	Ms. Nantararat Surakkhaka	Executive Vice President , Legal & Compliance Department (Acting)

Scope of duties and responsibilities of Debt Recovery Committee

1. To periodically review the progress of debt recovery from time to time;
2. To set guidelines and criteria for restructuring of doubtful debts;
3. To approve settlements with debtors;
4. To monitor and approve management/sale of real estate portfolio incurred from the debt recovery;

Purchasing Committee

As of 31st December 2015, the Company's Purchasing Committee consisted of 4 members as follows:

No.	Name	Position
1.	Ms. Kobkarn Cholchanupatumpa	Advisor, Human Resources Department
2.	Ms. Inchaya Chatcherdsak	Executive Vice President, Human Resources Department
3.	Ms. Nongluk Ningsanond	Executive Vice President, Company Secretary Office
4.	Ms. Nantararat Surakkhaka	Executive Vice President , COO Office Support Department

Scope of duties and responsibilities of Purchasing Committee

- Setting up and approving the purchasing process of the Company for items such as office equipment, computer systems and capital expenditure, including insurance of the Company's assets to comply with good internal control. The purchasing process includes:
 - Comparing prices, quality of products, and service;
 - Selecting lists of suppliers and vendors of products or services to have variety;
- To recommend negotiations with suppliers or vendors;
- To select and approve the suppliers and vendors of products or services appropriate for and in the best interest of the Company.

Human Resource Committee

As of 31st December 2015, the Company's Human Resource Committee consisted of 4 members as follows:

No.	Name	Position
1.	Mr. Wei Chang Fang	Chief Operating Officer
2.	Ms. Bee Leng Ooi	Managing Director
3.	Ms. Suchada Sodthibhaphkul	Executive Director
4.	Ms. Inchaya Chatcherdsak	Executive Vice President, Human Resources Department

Scope of duties and responsibilities of the Human Resource Committee

- To review and approve HR related policies; and
- To review and approve promotions.

Disciplinary Committee

As of 31st December 2015, the Company's Disciplinary Committee consisted of 4 members as follows:

No.	Name	Position
1.	Ms. Inchaya Chatcherdsak	Executive Vice President, Human Resources Department
2.	Ms. Nantararat Surakkhaka	Executive Vice President , COO Office Support Department
3.	Ms. Rungthip Vanitchapan	Senior Vice President, Audit Department
4.	The Department Head of the person being charged	

Scope of duties and responsibilities of the Disciplinary Committee

- To investigate employee who violates the rules and regulations of the SEC and the SET or do not comply with the policies and procedures of the Company which may cause damage to the Company;

2. To ensure the case will be considered fairly, by hearing from all concerned parties, and impose appropriate penalty.

Welfare Committee

As of 31st December 2015, the Company's Welfare Committee consisted of 7 members as follows:

No.	Name	Position
1.	Ms. Saranya Larksukthom	Senior Executive Vice President, Operation Department
2.	Mr. Somchai Siripaiboolpong	Executive Vice President, Retail Equity Business
3.	Ms. Songsri Chawengsataporn	Executive Vice President, Retail Equity Business
4.	Mr. Kamthorn Chinsakuljaroen	Executive Vice President, Retail Equity Business
5.	Ms. Kanlayanee Sontisuwan	Vice President, Human Resources Department
6.	Ms. Suthinee Theerawitpreecha	Manager, COO Office
7.	Ms. Chatkaew Kittayanusorn	Manager , Fixed Income Department

Scope of duties and responsibilities of the Welfare Committee:

1. To join and cooperate with the employer in providing the necessary welfare for the employees;
2. To give advice and recommendations, as well as propose ideas, on ways for the employer to provide for the employees;
3. To check, control, and supervise the provision of the welfare extended to the employees by the employer;
4. To propose ideas and guidelines on providing useful welfare for the employees to the Company's management.

Health and Environment Committee

In 2015, there are no accidents in the Company' workplace. As of 31st December 2015, the Company's Health and Environment Committee consisted of 7 members as follows:

No.	Name	Position
1.	Ms. Saranya Larksukthom	Senior Executive Vice President, Operation Department
2.	Ms. Suchada Wongrak	Senior Vice President, Corporate Services Department
3.	Ms. Wipha Katikubanan	Vice President, Finance & Accounting Department
4.	Mr. Surachet Amnuaywittayakul	Vice President, Legal & Compliance Department
5.	Ms. Sirirat Chimkaew	Manager , Corporate Services Department
6.	Ms. Petcharat Ongartpajon	Deputy Manager, Research Department
7.	Ms. Pimploey Kankaew	Deputy Manager , Finance & Accounting Department

Scope of duties and responsibilities of Health and Environment Committee

1. To determine regulations about the safety and safety standard for workplace;
2. To determine policy, plan, and activities about safety and working environment to protect and reduce the occurrence of accidents and the suffering of injury due to unsafe working conditions;
3. To set the course about the scope of duties and responsibilities of employees' safety;
4. To evaluate the implementation of safety of the Company's workplace.

ESOP Committee

As of 31st December 2015, the Company's ESOP Committee consisted of 5 members as follows:

No.	Name	Position
1.	Mr. Wei Chang Fang	Chief Operating Officer
2.	Mr. Pradit Sawattananond	Independent Director
3.	Ms. Bee Leng Ooi	Managing Director
4.	Ms. Inchaya Chatchersak	Executive Vice President, Human Resources Department
5.	Ms. Yuan-Chen Chiu	Member

Scope of duties and responsibilities of ESOP Committee

1. To determine allocation rules and conditions;
2. To review and approve the list of directors and/or employees eligible to receive the warrants;
3. To review and approve the amount of warrants allocated to directors and/or employees;
4. To determine exercise price, exercise period and other related conditions and other details as deemed necessary.

Corporate Governance Committee

As of 31st December 2015, the Company's Corporate Governance Committee consisted of 4 members as follows:

No.	Name	Position
1.	Ms. Nongluk Ningsanond	Executive Vice President, Company Secretary Office
2.	Ms. Inchaya Chatchersak	Executive Vice President, Human Resources Department
3.	Ms. Nantararat Surakkhaka	Executive Vice President, Legal & Compliance Department (Acting)
4.	Ms. Rungthip Vanitchapan	Senior Vice President, Audit Department

Scope of duties and responsibilities of CG Committee

1. To review and evaluate the implementations and propose to the Board of Directors to approve at least once a year;
2. To follow up in the implementations in accordance with the policy.

9.3 Nomination of Directors and Top management.

Qualifications of Independent Directors

Independent directors of the Company are qualified as per SEC regulation as follows:

1. Any shareholding they, and any related persons, have is equivalent to not more than 1 percent of the paid-up capital of the Company, the parent company, any subsidiary company, associated company or major shareholder or any other juristic person which could result in a conflict of interest.
2. A director who is not an employee, staff member, or advisor who receives a regular salary, or a controlling person of the Company, the parent company, any subsidiary company or associated company, major shareholders, or of any other juristic person which could result in a conflict of interest, either at present or during the past two years. Not including a director who used to be a government official or advisor of any government department which is a major shareholder of the Company.

3. A director who has no biological or legal relationship such as; parent, spouse, sibling, child or spouse of the child with any of the company's executives, major shareholder, controlling person, or any person already proposed to be appointed as an executive or controlling person of the Company or its subsidiaries.
4. A director who has no business relationship* with the Company, the parent company, subsidiary company, associated company, major shareholders, or any conflict of interest with the company which would affect the ability of the director to provide independent opinions relating to the operations of the Company and a director who is not a major shareholder, or persons who have relationship with the Company, the parent company, any subsidiary company, associated company, major shareholder, or of any juristic person resulting in a conflict of interest, either at present or during the past two years.

*Business relationship includes transactions for operating the business, leasing, asset or services transactions, or financial subsidies such as loaning or borrowing, providing guarantees, giving assets as guarantee, and all behaviours which will affect the Company or counterparties have duties to liquidate in case that the value is from 3% of tangible assets of the Company or Baht 20 million up, up to the lower amount. However, the concept to calculate transaction follows the disclosure of the Securities and Exchange Commission and will calculate total liabilities which have been for one year before a director has business relationship with.
5. A director who is not and has never been an auditor of the Company, the parent company, any subsidiary company, associated company or any juristic person which might result in a conflict of interest. A director who is not a major shareholder or director (other than an independent director) or executive or partner of the audit company which has the auditor of the Company, the parent company, any subsidiary company or associated company or of any juristic person resulting in a conflict of interest, either at present or during the past 2 years .
6. A director who is not or never been a professional advisor, such as legal advisor or financial advisor that received service fees of more than Baht 2 million per year, for services for the Company, the parent company, any subsidiary company or associated company or of any juristic person resulting in a conflict of interest. In the case that the service provider is a juristic person, a director should never be a major shareholder, person with a conflict of interest, or partner of the juristic person, either at present or during the past 2 years.
7. A director who is not a representative of any of the Company's directors or major shareholder or a shareholder who is related to the Company's major shareholder.
8. A director who does not own or control any business which would result in a conflict of interest with the Company or any subsidiary company, and is not a partner of such a business or a director, executive, employee, or advisor who receives a regular salary, or hold shares equivalent to more than 1 percent of the paid-up capital of such business.
9. No other characteristic that would prevent the director providing an independent opinion relating to the operations of the Company.

In 2015, the Company's independent directors are qualified as per SEC's regulation. They have no any business relationship with the Company or provide any services to the Company.

Criteria and Process for Nomination Director

In considering the nomination of directors, the Board of Directors will consider the opinion of the Nomination Committee which is considered the most appropriate to the operations of the company. The Nominating Committee will consider and recommend persons who have the qualifications listed below before submitting to the Board for approval. The Board of Directors will then propose at the shareholders' meeting for approval. Furthermore, the Company is a securities business under SEC's control; therefore, the directors of the company must receive approval from the SEC.

1. Meeting the qualifications stated in the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
2. Knowledgeable, capable, dedicated with suitable age and ability to perform director's duties with care and loyalty.

3. Has the skills of industry knowledge, accounting & finance, business judgment, management, business strategy, corporate governance and legal or others.

Appointment of Directors which Require Shareholder Approval

If the selection of director needs approval from shareholders, the director appointment has to receive the majority of votes from shareholders with the right to vote. Election of Directors shall be made at the shareholders' meeting according to the following procedure and rules;

- a. Each shareholder shall have one vote for each share;
- b. Each shareholders shall exercise all votes applicable under (a) in appointing one or more person to be a Director, but provided that any of the vote shall not be divisible; and
- c. Person who has the most vote respectively shall be elected to be the Directors equivalent to the number of Directors required; in case the following persons be elected have equivalent vote, the Chairman shall have a casting vote.

In the case there is vacancy among the Directors other than a retirement by rotation, the Board shall elect a person who is qualified and not being prohibited by the Public Company Law to fill the vacancy in the next Board of Directors' meeting except in the event the period of time the Director is entitled to retain his office is less than two months. The person who is elected shall retain his office during such time only as the vacating Director was entitled to retain the same. The resolution of the Board of Directors shall consist of votes of not less than three-fourth of the remaining Directors.

Number of Representative Directors from Major Shareholder

KGI Asia (Holdings) Pte. Ltd. is the direct major shareholder of the Company, owns 34.97% of the Company's shares. The Company has 4 representative directors from Major Shareholder which are 1/3 of all directors, and proper with the portion of shareholding, the list of representative directors from Major Shareholder are as follow:

Director	Position
Mr. Foong Hock Meng	Chairman
Ms. Pi-Lin Huang	Director
Mr. Yen, Chih-Chien	Director
Mr. Chih - Hung Lin	Director

Process of Nominating Top Management

For the nomination of top management position "Chief Operating Officer", the Nominating Committee will consider persons with appropriate qualifications, competence and experience that are beneficial to the company and understand the Company's business. The Nominating Committee will then propose to the Board for approval. Furthermore, the Company is a securities business under SEC's control; therefore, top management of the company must receive approval from the SEC.

Right of Shareholder to Propose the Candidate for Election as a Director

The Company allows shareholders to propose candidates for election as Director who have the qualifications set by the Public Company Act, Securities and Exchange Act. Shareholders can send their proposal to the Company Secretary at the address below. The Company Secretary will propose to the Board of Director for further consideration.

Submit documents

The Company Secretary Office

KGI Securities (Thailand) Public Company Limited

No.173 Asia Centre Building, 11th Floor, South Sathorn Road,

Thungmahamek Sub-District, Sathorn District, Bangkok 10120 Thailand

9.4 Supervision of Business Operation in Subsidiaries Company

The Company has its mechanisms to control the operations of its subsidiaries, to protect the Company's investment as follows:

1. Appoint a Company's representative to act as director in subsidiary companies, the appointment shall be approved by the Board
2. The representative appointed as director in subsidiary companies has duties as follows:
 - 2.1 To get the Company's Board approval prior to a vote on significant matters of the subsidiary.
 - 2.2 To act for the best benefit of that subsidiary company.
 - 2.3 To participate in the significant policy of the subsidiary.
 - 2.4 To oversee the subsidiary company to ensure it discloses accurate and complete information, such as financial statements, operating results, connected transactions and acquisition & disposition of assets.
 - 2.5 To oversee the subsidiary company to ensure it has appropriate internal control systems.

9.5 Prevention of the Misuse of Inside Information

The Board of Directors has set up a strict policy to prevent the misuse of inside information. The punishment for those who do not follow the policy will be considered by the Disciplinary Committee. The policies are as follows:

1. Company's directors and executives cannot trade the Company's securities to seek benefits for themselves or related persons by using the Company's information which has not been disclosed to public 1 month prior of disclosure of financial statements to the public.
2. In the case that directors or managers purchase or sell KGI securities, they must report the transaction to the SEC in accordance with Section 59 of Securities and Exchange Act and submit the one copy to the Company Secretary.
3. The Company Secretary reports changes in the holding of securities of directors and executives to the Board of Directors every quarter.
4. The Company informed all staff of the mentioned policies and procedures to have them implemented and followed up constantly.
5. Executives cannot conjoin to make decisions on any transactions which they have a conflict of interests with.

The Company has rules and regulations for staff relating to securities trading, including rules on the prohibition of use of inside information. For example, Legal and Compliance department has designated Research List, Grey List and Restricted List for staff in departments that deal with inside information.

9.6 Audit fee

A) Audit fee

For 2015, the Company and its subsidiaries paid audit fee to auditor and any persons or companies related to auditor as follows:

Company and its subsidiaries	Auditor	Audit Fee (Baht)	Audit Fee (HK Dollar)
KGI Securities (Thailand) Plc.	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd ("Deloitte")	1,740,000	-
One Asset Management Limited (a 99% owned subsidiary)	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd ("Deloitte")	440,000	-
KGI Securities (Thailand) International Holdings Limited (a wholly owned subsidiary)	Ernst & Young Hong Kong	-	32,000
KGI (Thailand) Holdings Limited (a wholly owned subsidiary)	Ernst & Young Hong Kong	-	60,000
Total Audit Fee		2,180,000	92,600

Note : The above fees are exclusive of out-of-pocket expenses such as traveling , fax and photocopying charges which will be charged to the Company at actual cost.

B) Non-audit fee

For 2015, the Company's subsidiary paid non-audit fee to Ernst & Young Tax Services Limited as follows:

The Company's subsidiary	Non-audit service	The auditor's firm, persons and companies related to the auditor	Non-audit fee Yearly fee (HK Dollar)
KGI Securities (Thailand) International Holdings Limited (a wholly owned subsidiary)	Tax Service	Ernst & Young Tax Services Limited	8,900
Total Non-Audit Fee			8,900

There is no further expense for services not yet completed which will become payable in the near future.

9.7 Implementation of Code of Best Practices of SET

The Company believes that good corporate governance is a significant tool to ensure efficient and transparent management to foster shareholders' and investors' trust. The Company intends to conduct business under the Good Corporate Governance Principles issued by the Stock Exchange of Thailand and the rules and regulations of Listed Company issued by the Securities and Exchange Commission and the Capital Market Supervisory Board to continuously raise the governance of the Company to international levels for efficient management and sustainable business growth.

In 2015, the Company was assessed on Good Corporate Governance by the Thai Institute of Directors Association (IOD) at the range of "Good". Good Corporate Governance is presented in 5 categories, as follows:

Section 1 : Right of Shareholders

Section 2 : Equitable Treatment of Shareholders

Section 3 : Role of Stakeholders

Section 4 : Disclosure and Transparency

Section 5 : Responsibilities of the Board

The Company discloses the Corporate Governance Policies and the Company's Implementation of Corporate Governance in 2015 on KGI's website at www.kgiworld.co.th. Shareholders who want to receive a hard copy can contact the Company's Secretary Office, tel. 02-658-8881.

However, the Company would like to clarify some items that the Company cannot follow code to the best practices of SET as follows:

Topic	Reason
1. Allowing minority shareholders to propose AGM agenda in advance, submitting questions about the AGM agenda before the meeting date, proposing the candidate for election as a Director, and disclosing on the Company's website.	Shareholders can propose AGM agenda in advance, and can submit questions about the AGM agenda before the meeting date and propose the candidate for election as a Director, by sending the proposal to the Company Secretary. The Company Secretary will then propose to the Board. For the proposal of a candidate for election as Director, the Company will follow the Company's Article No. 14: Election of Directors shall be made by the shareholders' meeting with the following procedure and rules. Shareholders have the right to propose, so the Company did not disclose on the Company's website.

Topic	Reason
2. The Chairman of the Board is independent director. 3. More than half the Board of Directors should consist of independent directors if the Chairman is not an independent director.	The Chairman of the Company was the representative of the major shareholders. However, the Chairman of the Board of Directors and the Chief Operating Officer are different persons and the Company has clearly divided duties and responsibilities between the Board of Directors and the management in order to balance between management and good corporate governance.
4. The Board of Directors should set limitations an individual may serve as an independent director to a maximum of 9 consecutive years. 5. The Board of Directors should set limitations on consecutive terms of directors and sub-committee members.	The Company did not set limitations on terms for directors since the Company believes that the Company's directors have knowledge and capability. The long-term experience of the director gives them a good understanding of the Company's business.
6. All Nomination Committee members should be independent directors.	The Company's Nomination Committee consists of 2 independent directors, 1 non-executive director and 1 executive director, since the executive director will know the Company's information, so the Nomination committee can make decisions on accurate and complete information.
7. Board should consider a policy for non-executive directors to hold a meeting among themselves independently without the management team joining.	The Company's audit committee has its meeting every quarter. This committee consists of 3 non-executive directors, so it is not necessary to arrange another meeting for non-executive directors.

10. Corporate Social Responsibilities: CSR

10.1 Social Responsibility Policy

The Company operates its business with responsibility for all groups of stakeholders. The Company strives towards this by strictly complying with all applicable laws and regulations and promoting CSR projects on education and learning, which will be a major force for the sustainable development of the country and society in the future.

Principles of Corporate Social Responsibility

1. Fair business operation

The Company is committed to doing business in compliance with the law, giving respect to social rules as well as not committing acts that infringe or degrade the rights of the interested individuals.

2. Anti-corruption

The Company has policies to fight against corruption of all forms directly and indirectly. The Company implements work reviews, financial reports, internal controls, internal audits to ensure proper control systems, which is enough for the risk of any possible corruption.

3. Giving respect to human rights

The Company realizes the importance of humanitarian rights and provides all employees the rights, freedoms and equality in working as well as advancement without discrimination against employee because of position, race, religion, sex, class or political opinions.

4. Fair labor treatment

The Company sets wages at a proper level for the Thai industry. It also provides welfare to its employees in different forms and creates a safe working environment.

5. Responsibilities to the client

The Company focuses on good services to ensure the highest satisfaction of the client, adhering to the fairness of price and quality of service and honesty in negotiation and conclusion of the contract, sincere management of client complaints as well as any attempt to solve any possible deficiencies in activity or services in order to maintain a permanent relationship with the client.

6. Environmental protection

The Company regularly encourages employees to be environmentally aware.

7. Joint development of the community or society

The company supports the activities of development of the community and society. The Company continues to focus on providing the educational opportunities for youth as usual every year, whether it is building a library for schools in remote areas, the KGI scholarships throughout the course of Bachelor students and donating bicycles to students.

8. Innovation

The Company is recognized as one of the leaders in innovation in the development of new products. The Company shall not infringe against the intellectual property or copyrights of others. The Company will regularly organize training/seminars to ensure that our clients thoroughly understand new products before investing with the Company.

10.2 Report Preparing and CSR Operations

Report Preparing

The following 2015 CSR Report of the Company (the fiscal year of 1st January 2015 – 31st December 2015), is published to communicate with the public and stakeholder groups the understanding of the Company's CSR directions and operations.

Corporate Social Responsibility Operations

Product design

The Company's products are based on the principle of conducting business fairly and responsibly with the consumers. The Company proposes products relevant to clients' needs and that do not impose unfair trade terms with clients or competitors. The Company will disclose complete, accurate, and fair information about the products without any distortion to clients.

When the Company launches a new product, it will educate clients and investors in order to enhance their knowledge and build confidence in the Company's product.

Sources of Funding

If the Company requires new funds, the policy is to try to procure the cheapest source of funds available and not depend upon just a single source of funds. The Company has a policy to maintain a Net Capital Rule and a Net Capital Ratio (NCR) that are higher than the requirements under the SEC regulations, which specified that the Net Capital Rule must be at least Baht 25 million and the Net Capital Ratio must be at least 7% of liabilities and guarantees. As of 31st December 2015, the Company has Net Capital Rule of Baht 3,756 million and Net Capital Ratio (NCR) of 131% of liabilities and guarantees.

Operational laws and regulations

The Company shall strictly abide by all laws and regulations concerning the securities business. The Audit Department and Legal and Compliance Department are responsible for ensuring the Company has effective internal control systems and that the systems are used properly and comply with SEC/SET regulations.

Risk Management

At the heart of the business operation is the question of how to maximize profits while keeping risk at a reasonable level. Under this concept, the Company, which has developed various new financial products such as equity options, structured products, other derivatives, Repurchase Agreement, etc., knows that the

risk factors must be handled effectively. Therefore, the Company has established a Risk Management Committee as well as other safeguards to see that risk is always balanced with return.

The Company's Risk Management committee is comprised of representatives of all business units as well as senior operational administrative executives. Essentially, the Committee is a forum where professional managers can join forces in coordinating risk-management initiatives. Initiatives include the installation of a mechanism for monitoring and managing market, credit risk and other financial risk. The Risk Management Department is responsible for monitoring all trading positions by systematically calculating Value at Risk (VaR) and also monitoring all the clients' positions by computerized systems. The Company has been able to analytically identify risk and thereby fully realize the full potential of the capital in question. Other innovations by the Company include a variety of standard operational procedures that have been developed to reduce risk in routine operations.

Fair treatment to employees

The Company takes action to ensure that qualified applicants are given equal opportunity to be employed with regards to the required qualification, educational background, experience and other requirements on a non-discriminatory basis regarding gender, age, nationality or religion. The Company ensures fair employment and offers fair career advancement opportunities.

Fair competition policy

The Company practices under the international competition rules, commercial practices, and does not seek competitors' information using fraudulent methods. The Company does not seek any competitors' confidential information in a dishonest or improper manner and does not destroy the reputation of competitors by accusing them without honest and factual data.

Caring for the environment

The Company intends to do business environmentally responsibly. The Company supports all employees being environmentally aware and responsible by efficiently using resources to the best benefits. This includes saving electricity, saving use of water and proper use of office equipment.

Anti - Corruption Practices

The Company's staff must not ask or receive any bribes which can lead to misbehavior or omit to do any duties or cause the Company to lose its benefits. The Company's staff must omit to propose, or give benefit or assets to third parties to encourage such third parties to do illegal practices or behavior.

Respect for the rights of stakeholders

The Company's operations place importance on the rights of all groups of stakeholders both internal and external as follows:

Stakeholders	Treatment toward Stakeholders
Shareholders	<ul style="list-style-type: none"> Operates with integrity, honesty and justice by considering the Company growth and satisfactory returns to shareholders. Discloses true, sufficient, consistent and timely the Company operating result.
Employee	<ul style="list-style-type: none"> The Company regards each employee as respected and honored colleague who should be well cared for. The Company will take action to ensure that qualified applicants are given equal opportunity to be employed with regards to the required qualification, educational background, experience and other requirements on a non-discriminatory basis regarding gender, age, nationality or religion. The Company will ensure fair employment and offer fair career advancement opportunities. The Company offers continuous and thorough development and distribution of knowledge and abilities of employees at all levels. The Company will set up a fair compensation system for all employees.

Stakeholders	Treatment toward Stakeholders
Government	<ul style="list-style-type: none"> • The Company strictly conducts business under the laws and regulations. • The Company provides complete and correct information as requested by the government agencies to show transparency and build mutual confidence and trust.
Clients	<ul style="list-style-type: none"> • The Company proposes products relevant to clients' needs and provide quality services. • The Company provides equal services to every client. • The Company discloses information relevant to the Company's products and services completely, correctly, precisely and without any distortion. Therefore, clients can receive all information thoroughly. • The Company does not disclose clients' information to other clients or related persons except for disclosures that are following regulations or injunctions. • The Company does not impose any commercial conditions that are unfair to clients. • The Company gives clients opportunities to make complaints when they deem necessary and to take the best action to ensure a swift satisfactory resolution.
Suppliers	<ul style="list-style-type: none"> • The Company has a policy for employees not to ask or receive bribes or dishonest benefits from suppliers. • Procurements will be transparent and the Company will provide information to every supplier with equal, accuracy, without bias, and no discrimination. The Company will make fair competition among suppliers and make the procurement process strictly relevant to each situation. • Negotiations must be transparent. The Company's management can supervise and the Company's staff must not receive bribes from procurement. The Company's staff must be neutral and not close to any supplier that may influence the decision making. The Company's staff must strictly follow the conflict of interest rule. • The Company will follow the conditions appropriately and fairly.
Creditors	<ul style="list-style-type: none"> • The Company treats creditors with fairness, responsibility and transparency by strictly complying with the terms of contracts with the creditor. • The Company does not use dishonest means or conceal information and facts, which may be adverse to the creditors.
Debtors	<ul style="list-style-type: none"> • The Company follows the contracts, agreements or terms made with debtors with no discrimination in debt handing. • The Company negotiates with debtors in advance to collaborate in finding solutions to problems.
Society and Community	<ul style="list-style-type: none"> • The Company always support the social activities. • The Company places importance on coexisting with the communities and society and create understanding to continuously build confidence in communities and society.

10.3 Impact of Business Operations on Corporate Social Responsibility

The Company and its subsidiaries have not been found in violation or under review regarding the 8 principles of Corporate Social Responsibility.

10.4 Corporate Social Responsibility (After Process)

In order to give back to society KGI has supported various Corporate Social Responsibility (CSR) projects, particularly in the field of education. In 2015 the Company continued its student sponsorship program which has so far paid the tuition fees for 81 students at 9 universities throughout Thailand. In late 2015 the Board of Directors also approved a new CSR project to help provide access to education for school students who live in remote rural areas by donating bicycles to students who live far from the nearest school. So far we have donated 570 bicycles to students in 8 provinces.

10.5 Anti-Corruption Guidelines

The Company signed its intention to join the Private Sector Collective Action Coalition against Corruption: CAC, of which Thai Institute of Directors (IOD) was the project secretary. The purpose of this project is to create a joint agreement to combat corruption in all its forms. This is the beginning of collaboration on nationally important issues.

The Board of Director's meeting no.6/2014, date 12th December 2014, has approved the Policies and Guidelines to prevent and combat corruption by the Company and the Procedures regarding the Anti-Corruption policy. (See the policies and guidelines to prevent and combat corruption on the Company's website: www.kgieworld.co.th). The Board also approved the Self - Evaluation Tool for Countering Bribery, which is reviewed by Audit Committee and has authorized the Company to send the completed Self - Evaluation Tool to the Private Sector Collective Action Coalition against Corruption ("CAC") Committee for the certification process. And the Company has received the certificate from CAC on 16th January 2015.

The THAIPAT institution has evaluated the Company in 2015. The Company has scored level 4 (level Certified), which demonstrates that the Company has follow the policy and the Audit Committee has reviewed the whole process. And the Company has received the certificate from CAC.

In addition, the Company has taken actions to prevent fraud and corruption as follows:

1. The Company has communicated the policy to all levels of management and employees to ensure they strictly comply with the policy.
2. The Company also provides a channel to inform of violations or corruption and has protective measures for the person who reports the violation or corruption to the Company, by report to Legal & Compliance Department, at Telephone number: 02-658-8740-7 or Fax number: 02-658-8004 or Email: legal&compliance@kgi.co.th
3. The Company has arranged the report and investigation to present before the company's committee for consideration and advice. In this regard, the company's business risk assessment from the corruption would be taken into account in reporting and investigating.
4. The Company will propose to Board of director to review the anti-corruption policy every year.

The Board of Directors and Audit Committee had considered and reviewed report related to investigation of corruption for the year 2015 by Audit Department. The conclusions were operation processes related to anti-corruption had adequate internal control, authorization compliance with the Company's policy/guidelines and could not found any transactions may be considered as corruption.

11. The Internal Control and Risk Management

11.1 Evaluation of Internal Control

At the Board of Directors Meeting No.6/2015 held on 14th December 2015, there were 3 Audit Committee members attending. The Audit Committee and the Board of Directors completed the self-assessment questionnaire on the adequacy of the internal control system in regards to 5 categories as follows;

1. Control environment,
2. Risk assessment,
3. Control activities,
4. Information and communication, and
5. Monitoring activities

Regarding the evaluation result, the Audit Committee and the Board gave the same opinion that the Company has an appropriate internal control system for its business and adequate staff to implement the system effectively. The Company has a system of internal controls to monitor the operations of the Company and its subsidiaries, and to protect the assets of the Company and its subsidiaries against wrongful or unauthorized actions by the directors or management. This includes the monitoring of connected transactions.

The Company's Audit Committee is responsible for reviewing the Company's financial statements. By coordinating with external auditors and the relevant management, the Audit Committee ensures that the Company discloses information fully and accurately. The Audit Committee monitored and reviewed the Company's internal control, and reviewed to ensure that the Company has followed the Securities and Exchange Act and related regulations along with considering related party transactions and risk management to ensure that the Company has an appropriate internal control system.(see the Audit Committee report)

The auditor of the Company, Deloitte Touche Tohmatsu Jaiyos Company Limited has audited quarterly and annual financial statements of the Company for 2015 and reported on the information technology system. The audit scopes were general control and application control and the results did not disclose any material findings. The related departments had improved operation process based on the auditor's recommendations in order to increase the control efficiency.

11.2 Head of Audit Department and Head of Compliance Department.

Head of Audit Department

The Company has appointed Ms. Rungthip Vanitchapan to act as Head of Audit Department since 1st February 2016. The Audit Committee gave the opinion that Ms. Rungthip Vanitchapan is appropriate to perform such functions effectively because she has 10 years of experience in the auditing of securities and banking businesses and has an understanding of the Company's business.

The appointment or Transfer or dismissal of the Head of Audit Department needs approval from the Audit Committee. The qualification of the Head of Audit Department as per Attachment 3

Head of Legal & Compliance Department.

The Company has appointed Ms. Nantarat Surakkhaka as the acting head Legal and Compliance Department replace Mr. Thanachai Meechoke who has resigned from the Company on 20th January 2015, until the Company appoints a new permanent head of Legal and Compliance Department.

12. Related Party Transaction

12.1 Related Party Transactions

During the years ended December 31, 2015, the Company and its subsidiaries had significant business transactions with its related parties. Those transactions, which are summarized below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company, the subsidiaries and those related parties. (See note of financial statements no. 34)

12.2 Necessity of and reason for transactions

In 2015, the Company's related party transactions, pertaining to both commission fee and brokerage fee, were general business terms which were approved in principle by the Board. For other related transactions, the Company has followed the process of approval and disclosure in compliance with the regulation; the Audit Committee and the Board of Directors has considered and agreed that these transactions were necessary and reasonable and served the benefit of the Company and shareholders. The independent directors have no different comment from the Board resolution.

12.3 Process for approval of related party transactions

If the Company needs to do a transaction with a person who may have conflict of interests, the Company will ensure that the connected transaction will be reasonable, transparent, fair and for the best benefit for the Company and its shareholders. The Company's policy on Connected Transaction is as follows:

Policy on Connected Transaction

Transactions with connected persons may have a conflict of interest. Therefore, to ensure transparency and fairness to all shareholders equally, the Company has the following policy for connected transactions:

1. The connected transaction was approved through a transparent process by Directors and Executives. The connected person does not participate in the decision process.
2. The connected transaction must be fair and reasonable and for the best benefit of the Company.
3. The connected transactions shall get approval by the Audit Committee, Board and/or shareholders as may be required in order to comply with notifications, regulations, orders or requirements of the SEC/SET, which include related party transactions and acquisitions or disposal of assets of listed companies or subsidiaries. Connected executives or directors or shareholders will not be involved in that agenda.

<p style="text-align: center;">PART 3 FINANCIAL POSITION AND OPERATING RESULT</p>

13. Financial position and operating results

(A) Summary of the Report of the Independent Auditors for 2013-2015.

In 2013, the Company appointed Ms. Rachada Yongsawadvanich Certified Public Accountant no. 4951 of EY Office Limited, as its auditor. In the opinion of EY Office Limited, the financial position of the Company and its subsidiaries as at 31st December 2013, their financial performance and cash flows for the year 2013 were presented fairly, in all material respects, in accordance with Thai Financial Reporting Standards.

In 2014-2015, the Company appointed Mr. Chavala Tienpasertkij, Certified Public Accountant no. 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Co. Ltd, “Deloitte” as auditor. In the opinion of Deloitte, the consolidated and separate financial statements present fairly, in all material respects, the financial position of the Company and its subsidiaries as at 31st December 2014 and 2015, and the financial performance and cash flows for the year in accordance with Thai Financial Reporting Standards.

(B) Summary of financial statements for the Company and its subsidiary companies for the years ended 31st December 2013 - 2015.

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2015 , 2014 AND 2013

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS					
	2015		2014		2013	
ASSETS						
ASSETS						
Cash and cash equivalents	446,998,146	5%	393,172,029	3%	985,216,088	12%
Deposits at financial institutions	243,358,190	3%	196,524,352	2%	89,536,253	1%
Securities purchased under resale agreements	140,000,000	1%	-	-	365,000,000	4%
Receivables from Clearing House	939,090,312	10%	740,715,454	7%	371,152,530	4%
Securities and derivatives business receivables - net	5,053,543,518	52%	4,885,697,887	49%	4,105,047,443	50%
Derivatives assets	22,492,971	-	34,498,195	-	34,810,330	1%
Investments - net	2,308,088,852	24%	3,825,683,010	36%	1,893,896,610	23%
Premises and equipment - net	112,550,014	1%	103,879,967	1%	103,263,269	1%
Intangible assets - net	68,116,837	1%	69,384,791	-	59,592,986	1%
Goodwill	26,713,599	-	26,713,599	-	26,713,599	-
Properties foreclosed - net	35,075,355	-	44,838,573	-	51,813,155	1%
Deferred tax assets	3,335,742	-	1,567,588	-	975,531	-
Other assets	249,940,826	3%	199,768,733	2%	171,719,694	2%
Total assets	9,649,304,362	100%	10,522,444,178	100%	8,258,737,488	100%

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 DECEMBER 2015 , 2014 AND 2013

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS					
	2015		2014		2013	
LIABILITES AND OWNERS' EQUITY						
LIABILITES						
Borrowings from financial institutions	-	-	600,000,000	6%	-	-
Securities sold under repurchase agreements	10,000,000	-	130,000,000	1%	165,000,000	2%
Payables to Clearing House	117,450,667	1%	-	-	307,042,599	4%
Securities and derivatives business payables	3,388,911,531	35%	3,236,018,804	31%	1,976,947,119	24%
Accrued expenses	349,712,382	4%	414,025,989	4%	364,113,200	4%
Income tax payable	24,159,758	-	72,306,169	1%	36,627,569	-
Derivatives liabilities	103,999,988	1%	116,470,811	1%	164,408,911	2%
Debt issued and borrowings	454,671,746	5%	657,193,094	6%	2,995,905	-
Provisions for long-term employee benefits	71,387,291	1%	46,737,284	1%	41,020,621	1%
Provisions for liabilities	46,697,251	1%	39,861,562	-	39,347,767	1%
Deferred tax liabilities	13,090,925	-	25,742,445	-	28,059,734	-
Other liabilities	25,919,971	-	22,974,552	-	23,237,533	-
Total liabilities	4,606,001,510	48%	5,361,330,710	51%	3,148,800,958	38%
OWNERS' EQUITY						
Share capital						
Registered, issued and fully paid-up						
1,991,763,130 ordinary shares of Baht 1.00 each	1,991,763,130	21%	1,991,763,130	19%	1,991,763,130	24%
Share premium	982,166,480	10%	982,166,480	9%	982,166,480	12%
Surplus from unexercised warrants	101,922,580	1%	101,922,580	1%	101,922,580	1%
Other component of owners' equity	(14,183,911)	-	(45,470,837)	-	(51,885,273)	-
Retained earnings						
Appropriated - statutory reserve	199,176,313	2%	199,176,313	2%	199,176,313	2%
Unappropriated	1,779,748,786	18%	1,928,957,423	18%	1,884,568,477	23%
Equity attributable to equity holders of the parent	5,040,593,378	52%	5,158,515,089	49%	5,107,711,707	62%
Non-controlling interests	2,709,474	-	2,598,379	-	2,224,823	-
Total owners' equity	5,043,302,852	52%	5,161,113,468	49%	5,109,936,530	62%
Total liabilities and owners' equity	9,649,304,362	100%	10,522,444,178	100%	8,258,737,488	100%

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEARS ENDED 31 DECEMBER 2015 , 2014 AND 2013

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS					
	2015		2014		2013	
REVENUES						
Brokerage fees	957,368,708	39%	1,084,137,945	42%	1,241,237,892	45%
Fees and service income	562,696,146	23%	406,103,548	16%	442,040,076	16%
Gains (losses) on securities	(100,304,408)	(4%)	222,444,613	9%	(590,488,315)	(21%)
Gains on derivatives	678,734,108	27%	507,211,244	20%	1,302,256,092	47%
Interest and dividends	262,466,973	11%	262,605,880	10%	270,526,888	10%
Interest on margin loans	100,257,584	4%	89,189,361	3%	90,377,379	3%
Other income	20,726,038	-	11,944,116	-	2,707,485	-
Total revenues	2,481,945,149	100%	2,583,636,707	100%	2,758,657,497	100%
EXPENSES						
Finance costs	112,311,789	5%	109,371,813	4%	113,587,207	4%
Fees and service expenses	353,350,229	14%	249,416,253	10%	282,507,846	10%
Operating expenses						
Personnel expenses	824,568,397	33%	865,112,355	33%	895,082,035	33%
Premises and equipment expenses	194,196,169	8%	176,019,798	7%	205,703,070	8%
Directors' remuneration	24,671,400	1%	27,128,613	1%	29,593,613	1%
Other expenses	228,742,882	9%	197,201,920	8%	227,988,681	8%
Total operating expenses	1,272,178,848	51%	1,265,462,686	49%	1,358,367,399	50%
Bad debts and doubtful accounts (reversal)	(1,600,701)	-	(3,468,037)	-	(1,697,005)	-
Total expenses	1,736,240,165	70%	1,620,782,715	63%	1,752,765,447	64%
Profits before income tax expenses	745,704,984	30%	962,853,992	37%	1,005,892,050	36%
Income tax expenses	(157,423,178)	(6%)	(200,703,174)	(8%)	(222,017,460)	(8%)
Net Profits	588,281,806	24%	762,150,818	29%	783,874,590	28%
Other comprehensive gain (loss):						
Items that will not be reclassified subsequently to profit or loss:						
Actuarial loss on defined benefit plan	(11,865,549)	-	-	-	-	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	2,373,110	-	-	-	-	-
	(9,492,439)	-	-	-	-	-
Items that may be reclassified subsequently to profit or loss:						
Gain on remeasurement of available-for-sale investment	7,568,236	-	3,820,773	-	-	-
Gain on translation of the financial statements of foreign operation	23,718,690	1%	2,593,663	-	1,874,666	-
	31,286,926	1%	6,414,436	-	1,874,666	-
Total other comprehensive gain (loss)	21,794,487	1%	6,414,436	-	1,874,666	-
Total comprehensive income	610,076,293	25%	768,565,254	29%	785,749,256	28%

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2015 , 2014 AND 2013

UNIT : BAHT

CONSOLIDATED FINANCIAL STATEMENTS						
	2015		2014		2013	
Profits attributable to:						
Equity holders of the parent	587,215,008	24%	761,335,524	29%	783,197,074	28%
Non-controlling interests	1,066,798	-	815,294	-	677,516	-
	<u>588,281,806</u>	24%	<u>762,150,818</u>	29%	<u>783,874,590</u>	28%
Total comprehensive income attributable to:						
Equity holders of the parent	609,040,576	25%	767,749,960	29%	785,071,740	28%
Non-controlling interests	1,035,717	-	815,294	-	677,516	-
	<u>610,076,293</u>	25%	<u>768,565,254</u>	29%	<u>785,749,256</u>	28%
Earnings per share attributable to equity holders of the parent						
Basic earning per share	<u>0.29</u>		<u>0.38</u>		<u>0.39</u>	

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CASH FLOWS
FOR THE YEARS ENDED 31 DECEMBER 2015 , 2014 AND 2013

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		
	2015	2014	2013
Cash flows from operating activities			
Profits before income tax expenses	745,704,984	962,853,992	1,005,892,050
Adjustments to reconcile profits before income tax expenses to net cash provided by (paid for) operating activities:			
Depreciation and amortisation	52,575,926	45,998,266	75,453,151
Bad debts and doubtful accounts	9,200,973	10,449,878	12,166,619
Provisions for liabilities	2,810,000	342,987	-
(Gains) losses on revaluation of trading securities and derivatives	34,295,774	(67,429,549)	14,748,707
Premium on investments in debt securities of a subsidiary	187,345	14,127	14,127
Discount on debts issued and other borrowings	(13,740,127)	(13,380,054)	-
(Gains) losses on disposals and written-off of equipment	(316,061)	(580,202)	187,500
(Gains) losses on disposals of property foreclosed	(10,176,782)	(3,045,418)	30,000
Interest income on deposits and investments	(142,699,124)	(164,549,106)	(192,669,693)
Dividend income	(119,767,849)	(98,047,583)	(77,854,088)
Finance costs	112,311,789	116,267,642	113,587,207
Provisions for long-term employee benefits	14,784,458	10,741,943	831,870
Cash received from interest income on deposits and investments	124,568,536	168,637,161	189,603,562
Cash paid for interest expenses	(92,667,746)	(108,445,353)	(112,936,883)
Cash paid for income taxes	(217,616,154)	(167,933,920)	(213,540,943)
Income from operating activities before changes in operating assets and liabilities	499,455,942	691,894,811	815,513,186
(Increase) decrease in operating assets			
Deposits at financial institutions	(46,833,838)	(106,988,099)	28,672,470
Securities purchased under resale agreements	(140,000,000)	365,000,000	(365,000,000)
Receivables from Clearing House	(236,472,579)	(377,938,892)	2,060,751,651
Securities and derivatives business receivables	(176,156,472)	(792,161,493)	(1,468,651,041)
Derivatives assets	(186,708)	32,749,079	(27,463,212)
Trading securities	1,513,645,972	(1,685,015,339)	4,567,991,167
Other assets	(33,357,718)	(30,607,583)	(7,267,206)
Increase (decrease) in operating liabilities			
Borrowings from financial institutions	(600,000,000)	600,000,000	(2,549,000,000)
Securities sold under repurchase agreements	(120,000,000)	(35,000,000)	(1,959,384,829)
Payables to Clearing House	117,450,667	(307,042,599)	307,042,599
Securities and derivatives business payables	213,947,256	1,243,388,039	(459,424,625)
Accrued expenses	(63,316,517)	48,703,156	139,119,083
Derivatives liabilities	(29,462,731)	(67,035,296)	138,734,193
Debts issued and other borrowings	(208,076,061)	660,072,596	2,995,905
Payments on long-term employee benefits during the years	(2,000,000)	(5,025,280)	(4,147,500)
Other liabilities	1,249,178	2,115,442	1,974,937
Net cash from operating activities	689,886,391	237,108,542	1,222,456,778

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEARS ENDED 31 DECEMBER 2015 , 2014 AND 2013

UNIT : BAHT

	CONSOLIDATED FINANCIAL STATEMENTS		
	2015	2014	2013
Cash flows from investing activities			
Cash paid for available-for-sales investment	-	(164,815,000)	-
Cash paid for held-to-maturity debt securities	(8,749,370)	-	-
Cash paid for investment in a subsidiary	(49,624)	-	(121,566)
Proceeds from disposals of held-to-maturity debt securities	8,000,000	-	-
Dividends received on investment in securities	120,193,929	97,405,723	79,176,448
Cash paid for purchases of equipment and intangible assets	(55,555,731)	(58,103,761)	(59,545,234)
Proceed from disposals of equipment	369,409	1,135,090	364,759
Proceed from disposals of property foreclosed	19,840,000	10,020,000	-
Net cash from investing activities	84,048,613	(114,357,948)	19,874,407
Cash flows from financing activities			
Dividends paid	(726,962,287)	(716,946,578)	(458,060,473)
Dividends paid to non-controlling interests	(874,998)	(441,738)	(245,410)
Net cash from financing activities	(727,837,285)	(717,388,316)	(458,305,883)
Changes in translation adjustments	7,728,398	2,593,663	1,874,666
Net increase(decrease) in cash and cash equivalents	53,826,117	(592,044,059)	785,899,968
Cash and cash equivalents as at January 1	393,172,029	985,216,088	199,316,120
Cash and cash equivalents as at December 31	446,998,146	393,172,029	985,216,088
Supplemental cash flows information			
Non-cash items consist of			
Increase in fixed assets and provision for liabilities			
in relation to estimation of decommissioning costs	-	-	12,122,266

(C) Ratios for years 2013-2015

Consolidated financial statements	2015	2014	2013
Profitability Ratios			
Gross profit margin (%)	81.08%	86.05%	85.63%
Net profit margin (%)	23.66%	29.47%	28.39%
Return on equity (%)	11.52%	14.83%	15.84%
Return on investment (%)	27.42%	34.70%	22.79%
Efficiency Ratios			
Return on assets (%)	5.82%	8.11%	7.60%
Assets turnover (times)	0.25	0.28	0.27
Financial Ratios			
Liquid assets to total liabilities (times)	0.52	0.72	0.88
Earning assets to total liabilities (times)	1.60	1.62	1.91
Liquid assets to total assets (%)	24.97%	36.72%	33.64%
Earning assets to total assets (%)	76.29%	82.79%	72.64%
Total Liabilities to equity (times)	0.91	1.04	0.62
Dividend payment (%)	98.96%	99.18%	99.17%
(DPS / EPS separate financial statements)			
Other Ratios			
Securities investment to total assets (%)	23.92%	36.36%	22.93%
Net Liquid Capital Rule (NCR) ratio (%)	131.06%	116.27%	211.01%
Net Liquid Capital Rule (NCR) (Million Baht)	3,756	3,975	4,162
Per Share Information			
Par Value per share (Baht)	1.00	1.00	1.00
Book Value per share (Baht)	2.53	2.59	2.56
Basic Earnings per share (Baht)	0.29	0.38	0.39
Dividend per share (Baht)	0.285	0.365	0.360

14. Management Discussion & Analysis

(Consolidated financial statements as of 31st December 2015, “Company” refers to the “Company and its subsidiaries”)

14.1 Overview

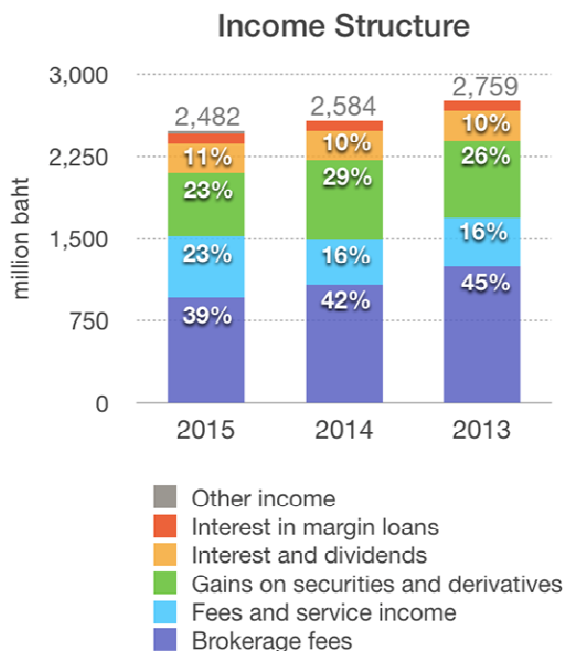
Thailand's economy and stock market in 2015

In 2015, Thailand's economic growth was slower than expected due to more severe than expected drought, rising household debt and increased bad debt levels. A sharp fall in global oil prices in the second half of 2015 resulted in a losses for some energy companies and significant earnings downgrades in the Thai energy sector. However, government stimulus packages, focusing on boosting consumption and helping SME business, should help to support Thai GDP. Thai GDP growth for 2015 it is expected to have been in the range of 2.8 - 3.0%.

In 2015, the SET Index staged a significant drop of 209.7pts or 14.0% to close at 1,288.0pts. The daily average market turnover (both SET and MAI) was Baht 44.3 billion, decreasing by 2.6% from Baht 45.5 billion in 2014. Foreign investors were large net sellers of Baht 154.3 billion in 2015, compared to a more modest net selling of Baht 37.4 billion in 2014. The total market capitalization fell to Baht 12.28 trillion at the end of 2015, down by 11.4% from Baht 13.86 trillion at the end of 2014.

Business Overall in 2015.

2015 was a tough year. The securities business remained highly competitive and the stock market was volatile. However, the Company continued to be profitable in 2015. The Company ranked No.9 in terms of brokerage market share with an overall share of 3.88%, and continued to be ranked No. 1 in derivatives trading volume with a market share of 11.16%. The Equity Derivatives business issued a total of 236 derivative warrants during 2015, and the Proprietary Trading department had another profitable year despite unexpected market volatility.



For Fixed income Business, the Company was ranked No. 1 in bond trading among securities dealers and ranked No. 4 in corporate bond trading value among all dealers with a market share of 13.45%. In 2015 the Company's Investment Banking department acted as Financial Advisor and Lead Underwriter of Ladprao General Hospital Public Company Limited, with a total funding of Baht 1,000 million and joined co-underwriting syndication of 9 IPOs. Asset management business, ONE Asset Management Limited :

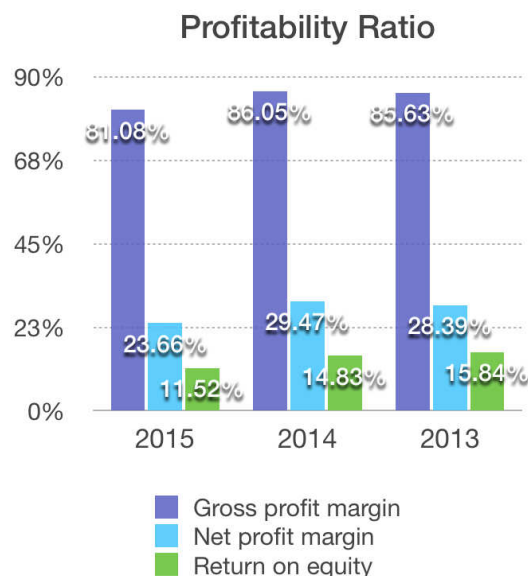
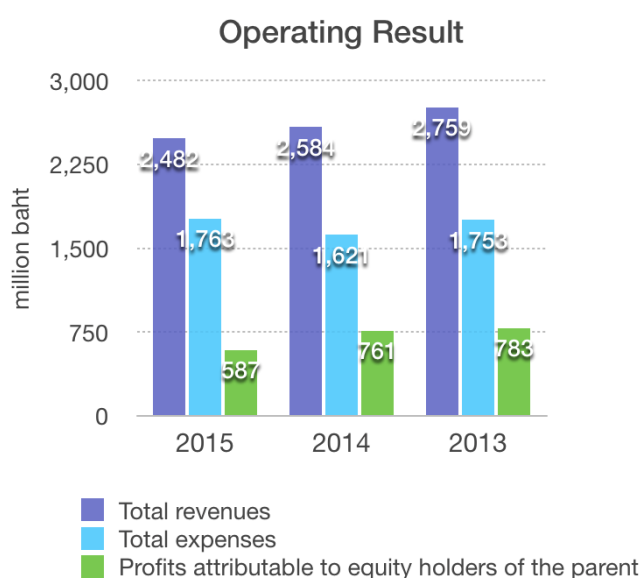
ONEAM (the Company's subsidiary), continued to expand its range of funds by launching 21 new funds in 2015.

The Company's sources of revenue are diverse and not overly concentrated in brokerage fees. Brokerage fees were 45%, 42% and 39% of the total revenue in 2013 - 2015 respectively. The Company's gains on trading in securities and derivatives accounted for 23% to 28% of total revenues in each of the last three years. The Company's gains on trading were derived from a variety of business activities, including bond dealing, private repos, derivative warrants, over-the-counter (OTC) derivatives, and investments in debt and equity securities for the company's own account. The Company also generated fee and service income through its 99% owned subsidiary, ONEAM's revenue accounted for 12% - 20% of the Company's total revenues over the last three years.

Competition among Thai brokerage businesses in 2015 remained intense and market volatility high. However, the Company maintained a strong financial position with manageable debt and substantial balance sheet assets. The Company can also utilize KGI Taiwan's financial product development know-how and experience in the more-developed Taiwanese financial market. By offering a wide range of products, the Company can attract different groups of investors to become its clients. The Company strives to stay ahead of its competitors by launching innovative financial products. The Company can then enjoy higher profit margins on the new products before competition crowds the market.

14.2 Results of operations

In 2015, the Company reported total revenue of Baht 2,482 million, profit attributable to equity holders of the parent of Baht 587 million and earnings per share of Baht 0.29. The gross profit margin, net profit margin and return on equity was as 81% , 24% and 12% respectively.



Revenue

Brokerage fees

In 2015, the Company reported Brokerage fees of Baht 957 million, representing a 12% decrease compared to 2014. The Brokerage fee income consisted of Brokerage fees from securities business of Baht 772 million, Brokerage fees from derivatives business of Baht 134 million and other brokerage fees of Baht 51 million.

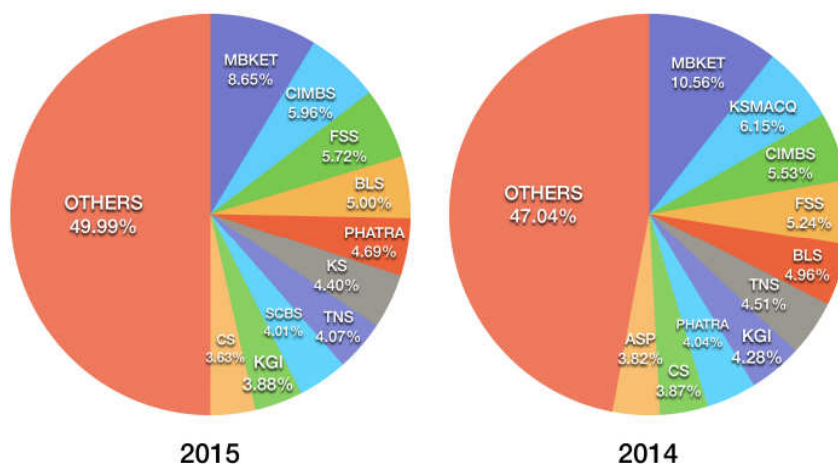
**CONSOLIDATED
FINANCIAL STATEMENTS
For the years ended**

Unit: Thousand Baht
Brokerage fees income

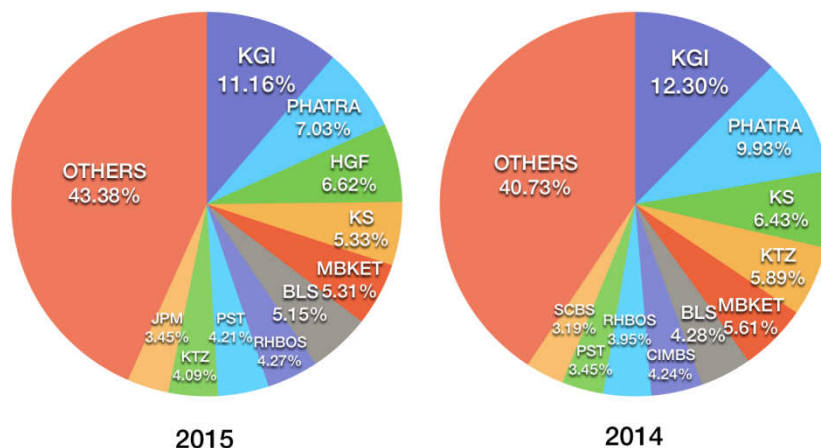
	December 31,	December 31,
	2015	2014
Brokerage fees from securities business	772,330	951,519
Brokerage fees from derivatives business	133,677	93,469
Other brokerage fees	51,362	39,150
Total brokerage fees	957,369	1,084,138

The decrease in Brokerage fee income was caused by a decrease in Brokerage fees from securities business which decreased from Baht 952 million in 2014 to Baht 772 million in 2015, mainly due to the company's market share in the brokerage business declining from 4.28% in 2014 to 3.88% in 2015.

The Company's brokerage market share in 2014 - 2015



The Company's futures market share in 2014 - 2015



In 2015, the Company launched "KGI POWER TRADE", a new application for cell phones which the company has developed for clients. Using the latest technology, KGI POWER TRADE is available on both Android and IOS operating systems. It incorporates a fast, intuitive touch screen and supports multi-market

trading of both securities and derivatives. The Company believes that this will help to increase its commission income in the future.

Fees and Service income

The company's fee and service income in 2015 was Baht 563 million, a increase of 39% from the previous year, mainly from an increase in mutual fund management fees and registrar fees of ONE Asset Management Limited (The Company's subsidiary).

In addition, the Company also had underwriting fee income of Baht 27 million and Financial advisory fee income of Baht 17 million, which represented a large increase from the previous year, because the Company was the Financial Advisor and Lead Underwriter of Lad-prao General Hospital Public Company Limited's IPO, with a total issue size of Baht 1,000 million. The Company also joined co-underwriting syndication of 9 other IPOs.

CONSOLIDATED FINANCIAL STATEMENTS		
For the years ended		
December 31,		
	2015	2014
<i>Unit: Thousand Baht</i>		
<u>Fees and service income</u>		
Mutual fund management	327,181	262,766
Private fund management	67,524	66,204
Provident fund management	6,824	3,112
Registrar and custodian	64,381	33,955
Securities borrowing and lending	4,769	5,821
Underwriting	27,156	872
Financial advisory	17,220	7,615
Placement agent	12,511	7,695
Others	35,130	18,064
Total fees and service income	<u>562,696</u>	<u>406,104</u>

Gains on securities and derivatives

The Company's proprietary trading activity exposes it to a certain level of market risk. The Company's investment portfolio, one of the largest in the industry, includes both fixed income and equity securities. A large proportion of gains on trading are derived from selling financial products, such as DWs and other OTC derivatives. With the proper hedging strategies, the market risks from issuing these types of financial products are relatively low.

The Company's gain on securities and derivatives trading in 2015 was Baht 578 million, a decrease of 21% from the previous year, mainly due to the volatility of the stock and futures markets.

The total gain on securities and derivatives of Baht 578 million, included loss on securities of Baht 100 million and gains on derivatives of Baht 679 million. The gain on securities and derivatives included gains from the Proprietary Trading business and Derivatives Warrant business as follows.

a) Proprietary Trading Businesses

The Company invests in equity securities, derivatives and fixed income instruments by considering the economic outlook, fundamental factors of each industry, as well as financial statements and technical analysis. Risk management is an important part of the investment process and the Company continuously monitors risk exposure.

b) Derivative Warrant Business

The Company has a hedging strategy to protect against potential risks as follows.

- Where the Company has issued a Call Warrant, the Company is exposed to risk when the underlying stock price increases. Therefore, the Company hedges such risk by buying the underlying stocks in

appropriate proportion calculated from the Net Delta Value. The risk of loss from issuing Call DWs may be offset by the gain on the underlying stock bought by the Company as a hedge.

- Where the Company has issued a Put Warrant, the Company is exposed to risk when the underlying stock price decreases. To hedge this risk the Company may sell the underlying stock in proportion to the Net Delta Value. The risk of loss from issuing Put DWs will be offset by the gain on the underlying stock if the share price declines.

To protect against the risks from stock price fluctuations, the Company may hedge the risk by taking an appropriate position in the underlying stock, such that the DW exposure and the underlying stock exposure of the Company hedge each other.

Interest and Dividend Income

The Company's interest and dividend income in 2015 was Baht 262 million, almost the same as in 2014. The Company's interest income mainly came from interest on bank deposits and bonds. The Company's dividend income mainly came from dividends paid on stocks owned by the Company.

Interest on margin loans

The Company's interest on margin loans in 2015 was Baht 100 million, an increase of 12% from the previous year, due to the increase in the Company's margin loan balance. As at 31st December 2015, the Company's margin loan balance was Baht 1,718 million, an increase of 18% from the previous year.

Other Income

The Company's other income in 2015 was Baht 21 million, an increase of 74% from the previous year, mainly from an increase in gains on disposal of properties foreclosed and income from restructuring of debt securities investments.

Expenses

The Company's expenses in 2015 was Baht 1,736 million, an increase of 7% from the previous year, the majority of the Company's expenses came from Finance costs, Fees and service expenses and Operating expenses, details as follows:

Finance costs

The Company's financial costs in 2015 was Baht 112 million, an increase of 3% from the previous year, mainly due to an increase in interest paid on borrowings from financial institutions and on bill of exchange.

Fees and service expenses

The Company's fees and service expenses in 2015 was Baht 353 million, an increase of 42% from the previous year, mainly from an increase in fees paid in respect of securities borrowing and lending, securities trading and derivatives trading.

Operating expenses

The Company's operating expenses in 2015 were Baht 1,272 million, almost the same as in 2014, and represented 51% of total revenue. The operating expenses consisted of 1) personnel expenses of Baht 825 million which are correlated with the Company's revenue, 2) premises and equipment expenses of Baht 194 million, 3) Directors' remuneration of Baht 25 million and 4) other expenses of Baht 229 million. The majority of the other expenses came from advertising expenses, communication expenses, travelling expenses, Legal advisor fee, Auditor fee and others.

Profitability Ratios

The Company's profitability ratios generally decreased in 2015 when compared with the previous two years. Gross profit margin was 81.08%, lower than 86.05% and 85.63% in 2014 and 2013. Net profit margin was 23.66% which was lower than 29.47% and 28.39 % in 2014 and 2013. The main reason for the decline were a decrease in brokerage fee revenue from the securities business as well as a decrease in gains in securities.

14.3 Asset Structure and Management

Operating Asset Structure

As of 31st December 2015, the Company had total assets of Baht 9,649 million, compared with Baht 10,522 million in 2014, representing a decrease of 8% from the previous year. The Company decreased the size of its investment portfolios in 2015 to reduce the Company's risk given high market volatility.

The Company's ratio of earning assets to total assets in the past 3 years was 73% - 83%. At the end of 2015, the Company's earning assets were Baht 7,362 million which consisted of the securities and derivatives business receivables - net of Baht 5,054 million and investments - net of Baht 2,308 million.

In 2015, the Company had an asset turnover ratio of 0.25. The Company's Return on Assets (ROA) was 5.82%, down from 8.11% in 2014, mainly due to the Company's lower return on investments caused by weak market conditions.

The quality of Securities and derivatives business receivables

The Company's securities and derivatives business receivables were of a good quality. As of 31st December 2015, the Company's securities and derivatives business receivables were Baht 5,497 million. Accrued interest receivables were Baht 10 million. Allowance for doubtful accounts was Baht 454 million. Thus the net total securities and derivatives business receivables were 5,054 million.

The Company has provided allowances for doubtful accounts on securities and derivatives business receivables based on a review of the debtor's ability to make repayment, taking into consideration recovery risk and the value of any collateral. Such debt classifications and provisions are made in accordance with the guidelines laid down in the Notification No. Kor. Thor. 5/2544 dated 15th February 2001 of the Office of the Securities and Exchange Commission, and after taking into consideration other relevant factors. The Company's doubtful debts as of 31st December 2015 were Baht 402 million, for which the Company had made full provision. The Company had also set additional reserves for uncollectible receivables of Baht 12 million. The Company believes that the provisions are adequate and meet the regulators' requirement.

CONSOLIDATED		
FINANCIAL STATEMENTS		
	December 31, 2015	December 31, 2014
<i>Unit: Thousand Baht</i>		
<u>Securities business receivables</u>		
Cash accounts	2,099,788	1,853,618
Credit balance accounts	1,718,464	1,450,706
Receivables under securities borrowing and lending business		
- Guarantee deposit receivables	1,117,344	1,520,589
- Securities borrowing receivables	139,455	69,876
Other receivables		
- Installment receivables	421,871	432,494
- Overdue customers' accounts	-	1,607
- Other securities business receivables	252	6,587
Total securities business receivables	5,497,174	5,335,477
<u>Add</u> Accrued interest receivables	10,502	10,159
<u>Less</u> Allowance for doubtful accounts	(454,132)	(459,938)
Securities business receivables and accrued interest receivables - net	5,053,544	4,885,698
Securities and derivatives business receivables – net	5,053,544	4,885,698

Receivable classified by class and the provision of doubtful debts

CONSOLIDATED FINANCIAL STATEMENTS			
December 31, 2015			
Unit: Thousand Baht	Debt balances	Allowances for doubtful accounts	Debt balances net of allowances for doubtful accounts
Normal debts	5,076,467	-	5,076,467
Sub-standard debts	29,260	-	29,260
Doubtful debts	401,949	(401,949)	-
Total	5,507,676	(401,949)	5,105,727
Additional reserve for uncollectible debts	-	(52,183)	(52,183)
Carrying values	5,507,676	(454,132)	5,053,544

For credit balance accounts, the Company's margin loan portfolio as of 31st December 2015 was Baht 1,718 million, equivalent to approximately 34% of the value of the Company's equity attributable to equity holders of the parent. The Company has set appropriate credit limits for each client and regularly reviews each client's financial strength. In 2015, the Company's credit lines complied with the Company's policy and were not concentrated in any industry or any client group.

As at 31st December 2015, the Company had other receivables with book values totaling Baht 419 million, on which the recognition of income had ceased. The Company has already made full provision for these debts.

Investments

The Company engaged in various investment activities during the year. As of 31st December 2015, the Company's net investments were valued at Baht 2,308 million, a decrease of 40% from the previous year, due to the Company reducing the size of its trading securities investments to reduce the Company's risk.

The Company's investments consisted of trading securities of Baht 2,087 million, available-for-sale securities of Baht 192 million, held-to-maturity debt securities of Baht 8 million and general investments of Baht 21 million.

The Company's investments were diversified and were not concentrated in any one company or in any industry. The Company has a policy of making allowance for impairments and treats its 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 Risk Management Committee manages the risk of the Company's proprietary trading activities. The Risk Management Committee approves and reviews a risk budget for each of the proprietary teams at least once a year. The Risk Management Department also monitors and takes action in accordance with the Company's Risk Management Policy when limits are reached.

Other Assets

As at 31st December 2015, the Company had other assets of Baht 250 million, an increase of Baht 50 million from Baht 200 million in the same period of the previous year. The main increase came from the increase of accrued interest income, and increase of fees and service income receivables due to ONEAM launching new funds (see note of financial statements no. 18)

14.4 Liquidity and capital adequacy

Sources and uses of funds

Cash flow activities consisted of 3 types, which are; operating activities, investing activities and financing activities. As at 31st December 2015, the Company's cash and cash equivalents were Baht 447 million, which comprises beginning cash and cash equivalents of Baht 393 million, net cash from operating activities of Baht 690 million, net cash from investing activities of Baht 84 million, net cash from financing activities of Baht (728) million, and changes in translation adjustments of Baht 8 million.

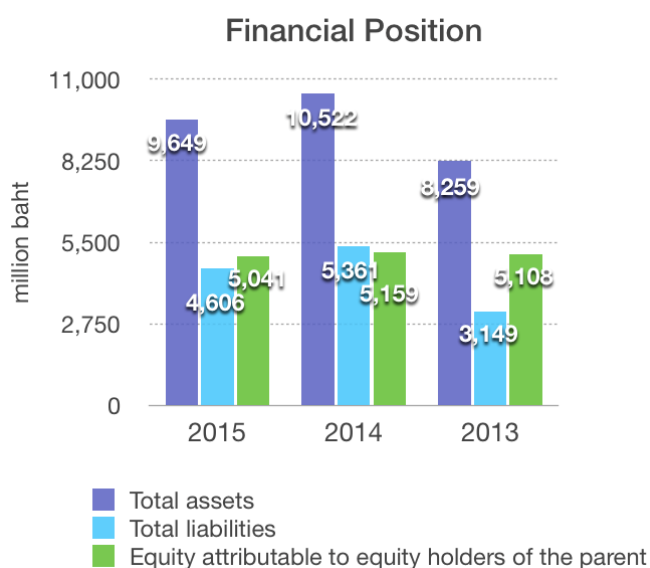
Summary of Cash Flow Statements in 2015	Baht
Profits before income tax expenses	745,704,984
Adjustments to reconcile profits before income tax expenses to net cash provided by (paid for) operating activities:	(246,249,042)
Income from operating activities before changes in operating assets and liabilities	499,455,942
The Change in Assets and Liabilities	
(Increase) decrease in operating assets	880,638,657
Increase (decrease) in operating liabilities	(690,208,208)
Net cash from operating activities	689,886,391
Net cash from investing activities	84,048,613
Net cash from financing activities (Dividend Paid)	(727,837,285)
Changes in translation adjustments	7,728,398
Net increase (decrease) in cash and cash equivalents	53,826,117
Cash and cash equivalents as at 1 st January 2015	393,172,029
Cash and cash equivalents as at 31st December 2015	446,998,146

The majority of net cash from operating activities of Baht 690 million came from operating profits and cash from decreasing of the Company investments in trading securities. The Company decreased the size of its investments to reduce the Company's risk. Net cash from investing activities of Baht 84 million, mainly came from dividends received on investments in securities and net cash from financing activities of Baht (728) million was due to dividends paid to shareholders in April 2015.

The Capital Structure

The Company has an appropriate capital structure. As of 31st December 2015, the Company's total assets were Baht 9,649 million, liabilities were Baht 4,606 million, and equity attributable to equity holders of the parent was Baht 5,041 million. The ratio of total liabilities to equity was 0.91 times.

At the end of 2015, the majority of total liabilities of Baht 4,606 million came from securities and derivatives business payables, debt issued and borrowings, and accrued expenses. A majority of the equity attributable to equity holders of the parent of Baht 5,041 million came from capital and retained earnings. The total liabilities to equity ratio shows that the Company's capital structure has low risk as most of the Company's funding came from shareholders.



Capital Expenditure

In 2015, the Company had 6 capital expenditure projects that were more than Baht 2 million, with a total budget of approximately Baht 29 million. Four projects were investments in improving IT systems totaling Baht 24 million, another two projects were to replace computers and relocate a branch office totaling Baht 5 million. The source of funds for all 6 capital expenditure projects was from the Company's working capital.

Adequacy of Liquidity

The Company has sufficient capital. As of 31st December 2015, the Company had cash and cash equivalents of Baht 447 million, deposits at financial institutions of Baht 243 million. The Net Capital Ratio was 131%. The Company has a policy to maintain its Net Capital Ratio (NCR) at a level that is higher than that required by SEC regulations (The regulations specify that the Net Capital must be at least Baht 25 million and the Net Capital Ratio must be at least 7%). The Company's NCR in past 3 year are as follows:

Capital Fund	31 st Dec 2015	31 st Dec 2014	31 st Dec 2013
Net Capital Rule (Million Baht)	3,756	3,974	4,162
Net Capital Ratio (NCR) (%)	131.06%	116.27%	211.01%

Ability to repay loans and comply with loan conditions and obligations

As of 31st December 2015, the Company had no borrowings from financial institutions, and had debt issued and borrowings of Baht 455 million which consisted of bills of exchange of Baht 450 million (maturity of less than 1 year and interest rate of 1.97% per annum) and structured notes (maturity of less than 1 year with interest rate of 9.85% per annum). The Company is confident that it will be able to repay the loans as necessary. The Company has a policy to treat creditors with fairness, responsibility and transparency by strictly complying with the terms of contracts with creditors. The Company does not use dishonest means nor does it conceal relevant information or facts from creditors.

The ability to find additional sources of funds

If the Company requires additional funds, the Company's policy is to procure the most appropriate source of funds taking into account the cost of funds, and not to depend upon any one single source of funds. The Company analyses its cash flow needs on a daily basis and matches its short-term funding and investment needs using money market instruments.

The primary objectives of the Company's capital management process are to maintain the Company's ability to continue as a going concern and to maintain its net capital in accordance with the rules laid down by the Office of the Securities and Exchange Commission.

Factors that may affect the Company's credit rating

TRIS Rating Co., Ltd. affirmed the Company rating at "BBB+" with "stable" outlook on 23rd July 2015. The rating reflects KGI's strong capital position, the strength and diversity of its business operations and revenue base, and its ability to leverage the extensive experience and know-how of its major shareholder, KGI Group in Taiwan (KGI Taiwan). Factors that may affect the Company's credit rating are as follows:

1. The need to maintain its market position in the brokerage business given market volatility and continued downward pressure on commission rates;
2. Stock price volatility which may affect the operating results of the Company's proprietary trading business;
3. The Company's ability to control risk from margin loans and risk from new product launches;
4. Maintaining a consistent income from One Asset Management Limited (the Company's subsidiary).

The Company is aware of such factors and manages its operations in order to maintain stable financial and business positions. The Company has a policy to continually enhance the efficiency of its staff in giving advice and service to clients, and to develop the technology to support new products.

For the Company's proprietary trading, the Company has assigned its Risk Management Committee to set strict guidelines and policies regarding asset allocation, portfolio limits and risk control in order to manage the risk of losses due to market volatility and to control risk limits on a daily basis. The Risk Management Committee will review on a regular basis the controls to ensure that they are appropriate for market conditions.

Furthermore, the Company controls risk by establishing credit limits for clients and counter parties and analyzing their financial position on an ongoing basis. The Risk Management Department monitors the Company's exposure on a daily basis to ensure compliance with the approved risk policies.

14.5 Commitments and contingent liabilities

See information about the commitment and contingent liabilities that may be incurred in notes to the financial statements no. 37

14.6 Factors which may affect the Company's operating results in future and risk management.

Factors that may affect the company's operations are both external and internal. External factors include changes in government policies, regulations and laws, changes in the political and economic environment, changes in interest rates and foreign exchange rates. Internal factors include financial liquidity, loss of key employees, lac of operational control, risk management and technology. These factors may affect the business operations of the Company and may impact the Company's revenue.

However, the Company has established a Risk Management Committee as well as other control systems to ensure that risk is appropriately managed. The Company's Risk Management committee is comprised of representatives of all business units as well as senior, middle and back office executives and operational and administrative executives. The Committee acts as a forum where professional managers can join forces in coordinating risk-management initiatives. Initiatives include the installation of a mechanism for monitoring and managing market risk, credit risk and other financial risks. The Risk Management Department is responsible for monitoring all trading positions by systematically calculating Value at Risk (VaR) and also monitoring all client positions using computerized systems. The Company has been able to systematically identify relevant risks. The Company also has a variety of standardized operational procedures that have been developed to reduce risk in routine operations.

Attachment 1
Information of the Company's directors, management
and the Company Secretary

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position / The appointment date	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
1)Mr. Foong Hock Meng Position in the Company: Chairman The Appointment date as a director: 14 th Sep 2009	59	Master of Science (Operational Research), University of Birmingham, UK	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Feb 2013 -Aug 2014 Director KGI Capital Asia Limited, Hong Kong Aug 2009-Dec 2015 Director Bauhinia 8 Fund, Cayman Islands Dec 2009 - Aug 2014 Director KGI Wealth Management Ltd, Hong Kong Aug 2009 - Mar 2013 Director KGI Select Fund SPC, Cayman Islands Jul 2009 - Feb 2013 Managing Director KGI Asia Limited, Hong Kong Dec 2009 - Feb 2012 Director KT Opportunistic Ltd, BVI Jun 2005 - Mar 2009 President and Director PIMCO ASIA Pte Ltd, Singapore Apr 1999 - Jul 2005 Managing Director BANK PICTET & CIE (ASIA) Ltd, Singapore <u>Position in Other listed companies</u> -None- <u>Position in Other non- listed companies</u> Apr 2014 - Present Director KGI Ong Capital Pte Ltd, Singapore Oct 2013 - Present Director KGI International Ltd, BVI Nov 2011 - Present Director One Asset Management Ltd. Aug 2009 - Present Director KGI Capital (Singapore) Pte Ltd, Singapore Aug 2009 - Present Director KGI Asia (Holdings) Pte Ltd, Singapore Jan 2015 - Present Director KGI Fraser Securities Pte Ltd, Singapore Nov 2015 - Present Director KGI Alliance Corporation, BVI

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position / The appointment date	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
2) Dr. Pisit Leeahtam Position in the Company: -Vice Chairman -Independent Director -Audit Committee Chairman -Nomination Committee Chairman The Appointment date as a director : 4 th May 2001	64	Ph.D. Economics, The Netherlands School of Economics, Erasmus University, Netherlands <u>Training Program</u> - Director Certification Program class 18/2002 -Corporate Governance for Capital Market Intermediaries 2/2015 from Thai Institute of Directors Association (IOD)	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> 2014 - 2015 Member of the National Reform Council Apr 2001 - Sept 2003 President & Chief Operating Officer TT&T Public Company Limited Nov 1997 - Feb 2001 Deputy Minister of Finance Ministry of Finance <u>Position in Other listed companies</u> 2007 – Present Director OHTL Public Company Limited 2005-Present Independent Director and Chairman of Audit Tira Thai Plc. 2004-Present Chairman Prueksa Real Estate Plc. 2008 – Present -Chairman of Audit Committee 2004 - 2008 -Chairman of the Board Global Connections PCL <u>Position in Other non- listed companies</u> 2010 – Present Chairman of the Board Thai Tank Terminal Ltd. 2008 – Present Dean Faculty of Economic Chiangmai University 2008 – Present Director P Planner Co.,Ltd. 2007 – Present Vice Chairman of the Council Member Rajamangala University of Technology Krungthep 2007 – Present Director Gaysorn Land Asset Management Co.,Ltd. 2006 – Present Chairman The Netherlands-Thai Chamber of Commerce 2006 – Present Country Chairman Jardines Matheson (Thailand) Ltd. 2006 – Present Director Jardine Engineering Service Co.,Ltd 2006 -Present Director Am Air Co.,Ltd. 2006 -Present Director Jardine Pacific (Thailand) Co.,Ltd. 2006 -Present Director Chaopraya Development Corporation Co.,Ltd.

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position / The appointment date	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
2) Dr. Pisit Leeahtam (continue) Position in the Company: -Vice Chairman -Independent Director -Audit Committee Chairman -Nomination Committee Chairman The Appointment date as a director : 4 th May 2001	64	Ph.D. Economics, The Netherlands School of Economics, Erasmus University, Netherlands <u>Training Program</u> - Director Certification Program class 18/2002 -Corporate Governance for Capital Market Intermediaries 2/2015 from Thai Institute of Directors Association (IOD)	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Position in Other non- listed companies</u> 2006 -Present Director Gaysorn Land Co.,Ltd 2006 -Present Director Gaysorn Realty Co.,Ltd. 2005-Present Independent Director Dumex Ltd. 2011-Present -Chairman and Chairman of Audit Committee 2004-2011 -Independent Director and Chairman of Audit Committee Quality Minerals Plc. 2004-Present Independent Director and Chairman of Audit Committee Pan Rajathevi Group Plc. 2004-Present Independent Director and Chairman of Audit Committee Muang Thai Life Assurance Plc. 2004-Present Council Member Faculty of Commerce and Accountancy,Thammasat University 2003-Present Council Member King Mongkut's University of Technology,Thonburi 2002-Present President Provident Fund Association 2004-Present -Vice Chairman 2001-Present -Independent Director Chairman of Audit Committee KGI Securities (Thailand) Plc. 2001-Present Vice Chairman TPT Petrochemical Plc. 2001-Present Course Formulating Member Prachatipok Institute (of the Thai Parliament) 2001-Present Chairman Foundation for Saving Development Institute

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position / The appointment date	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
3) Dr. Don Bhasavanich Position in the Company: -Independent Director -Audit Committee The Appointment date as a director: 17 th April 2001	64	-MBA, University of Pittsburgh, USA -Ph.D, Electrical Engineering, University of Liverpool, UK <u>Training Program</u> - Directors Certification Program class 62/2005, - Audit Committees Program class 7/2005, - Finance for Non- Finance Director class 8/2004, and -Corporate Governance for Capital Market Intermediaries 3/2015 from Thai Institute of Directors Association (IOD)	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Apr 2011 – May 2014 President TT&T Plc. May 2007 - Apr 2011 ➔ Managing Director Canadoil Asia Ltd. ➔ Chief Operating Officer ➔ Director Canadoil Group Oct 2006 - May 2007 Managing Director Thai Copper Industries Plc. May 2004 - Sep 2006 President NSM Plc. Oct 2002 - May 2004 Chief Executive Officer Unithai Group of Companies Plc. Feb 1999 - Oct 2002 Managing Director DHL (Thailand) <u>Position in Other listed companies</u> -None- <u>Position in Other non- listed companies</u> -None-
4) Mr. Picharn Kullavanijaya Position in the Company: Independent Director The Appointment date as a director: 24 th May 2011	55	-Master of Science, Mechanical Engineering, Northwestern University, USA -MBA, Kellogg Graduate School of Management, Northwestern University, USA <u>Training Program</u> - Compliance and Directors Training Program for U.S. Banking regulations from Gateway Bank F.S.B., Oakland, California, USA. -Corporate Governance for Capital Market Intermediaries 6/2015 from Thai Institute of Directors Association (IOD)	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> May 2008 - Jan 2011 Founding Partner New Forest Partner, LLC, USA Feb 2000 - Apr 2008 Managing Director Investment Banking Citigroup Global Markets, USA <u>Position in Other listed companies</u> -None- <u>Position in Other non- listed companies</u> Jun 2014 - Present Director Equilibrium Capital Group, USA Nov 2014 - Present Independent Director, Next Capital Corporation, USA Jul 2011 - Present Chief Executive Officer Equilibrium Capital Services, USA (Broker-dealer affiliate of Equilibrium Capital Group) Oct 2010 - Present Partner & Principal, Equilibrium Capital Group, USA

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position / The appointment date	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
5) Mr. Pradit Sawattananond Position in the Company: -Independent Director -Audit Committee -Compensation Committee - Nomination Committee - ESOP Committee The Appointment date as a director: 31 st Jan 2000	67	MBA, Central State University, Oklahoma, USA <u>Training Program</u> - Director Certification Program class 3/2000, - Audit Committee Program class 3/2004, - Improving the Quality of Financial Reporting Program class 4/2006, - Monitoring the Quality of Financial Reporting class 5/2007 - Monitoring the Internal Audit Function class 5/2008 - Monitoring the System of Internal Control and Risk Management class 2/2008 - Role of Compensation Committee class 6/2008 - Advanced Audit Committee Program class 13/2013 - How to Develop a risk Management Plan class 4/2013 - Corporate Governance for Capital Market Intermediaries 1/2014 (all above) from Thai Institute of Directors Association (IOD) - Chief Financial Officer Certification Program class 1/2004 from the Institute of Certified Accountants and Auditors of Thailand.	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> May 2005 - Feb 2006 Advisor to the Committee on Economics Development, The House of Representatives Dec 2003 - Dec 2006 Director The Thailand Securities Depository Co.,Ltd. Aug 2001 - Feb 2006 Specialist to the Committee on Finance, Banking and Financial Institution, The House of Representatives <u>Position in Other listed companies</u> Dec 2015 - Present Independent Director and Chairman of the Audit Committee Nusasiri Public Company Limited Mar 2004 - Present Independent Director and Chairman of the Audit Committee Asia Sermkij Leasing Plc. Jan 2004 - Present Independent Director and Audit Committee Thai Film Industries Plc. <u>Position in Other non- listed companies</u> -None-

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position / The appointment date	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
6) Mr. Wei Chang Fang Position in the Company: - Chief Operating Officer - Authorized Director - Risk Management Committee Chairman - Debt Recovery Committee Chairman - Human Resource Committee Chairman - ESOP Committee Chairman The Appointment date as a director : 22 nd Sep 2005	52	MBA, Finance Drexel University, USA. <u>Training Program</u> -Corporate Governance for Capital Market Intermediaries 9/2015 from Thai Institute of Directors Association (IOD)	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Mar 2003 - Aug 2012 Director KGI Capital Asia Limited Jan 2004 - Aug 2005 ➤ Chief Operating Officer KGI Asia Limited ➤ Managing Director KGI Hong Kong Limited Mar 2003 - Aug 2005 Managing Director KGI Capital Asia Limited Jul 2000 - Jun 2002 President ➤ MVP (H.K.) Industries Ltd. ➤ Shinn Hua (China) Machinery Co.,Ltd. Apr 1994 - Jun 2000 Managing Director Capital Securities (Hong Kong) Ltd. (Holding Company), has subsidiaries as follows: ➤ CSC Securities (HK) Ltd. ➤ CSC Futures (HK) Ltd. ➤ CSC Asia Ltd. ➤ CSC Brokerage (HK) Ltd. ➤ CSC Finance Ltd. <u>Position in Other listed companies</u> -None- <u>Position in Other non- listed companies</u> Oct 2014 - Present Director One Asset Management Limited Oct 2005 - Present Director KGI Securities (Thailand) International Holdings Limited Sep 2005 - Present Director KGI (Thailand) Holdings Limited

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position / The appointment date	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
7) Ms. Bee Leng Ooi Position in the Company: -Managing Director -Authorized Director -Nomination Committee -Risk Management Committee -Human Resource Committee -ESOP Committee The Appointment date as a director: 26 th Dec 2000	56	MBA, University of Chicago, USA. <u>Training Program</u> -Corporate Governance for Capital Market Intermediaries 9/2015 from Thai Institute of Directors Association (IOD)	Beginning of the year = 0.001% Ending of the year = 0.001% (No trading transaction in 2015)	-None-	<u>Work experiences</u> 2000 Director, Business Planning KGI Asia Ltd 1999 - 2000 Managing Director GK GOH Securities Philippines <u>Position in Other listed companies</u> -None- <u>Position in Other non- listed companies</u> July 2014 - Present Business Advisor KGI Ong Capital Pte Ltd. May 2012 - Present Director KGI Securities (Thailand) International Holdings Limited May 2012 - Present Director KGI (Thailand) Holdings Limited
8) Ms. Suchada Sodthibhaphkul Position in the Company: -Executive Director -Authorized Director -Risk Management Committee -Debt Recovery Committee -Human Resource Committee The Appointment date as a director: 17 th Apr 2001	61	MBA, Chulalongkorn University, Thailand <u>Training Program</u> -Director Certification Program class 38/2003 - Corporate Governance for Capital Market Intermediaries-CGI class Exclusive from Thai Institute of Directors Association (IOD) - Leadership Program class 2/2006 from Capital Market Academy	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Apr 2001 - Oct 2014 Managing Director KGI Securities (Thailand) Plc. 1997 - April 2001 Executive Director KGI Securities (Thailand) Plc. 1990 - 1997 Executive Director First Asia Securities Plc. <u>Position in Other listed companies</u> Jan 2008 - Present Director Thai Rubber Latex Corporation (Thailand) Plc. <u>Position in Other non- listed companies</u> May 2011 - Present Director The Thai Bond Market Association
9) Mr. Wisit Wongpaisan Position in the Company: -Director -Nomination Committee -Risk Management Committee The Appointment date as a director: 28 th Aug 2001	63	MBA, University of East Asia, Macau	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Aug 2001 - Feb 2012 President KGI Securities (Thailand) Plc. Oct 2000 - Jul 2001 Chief Operating Officer KGI Securities (Thailand) Plc. Jun 1993 - Jul 2000 Executive Vice President Bank of Asia Plc. <u>Position in Other listed companies</u> -None- <u>Position in Other non- listed companies</u> -None-

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position / The appointment date	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
10) Ms. Pi-Lin Huang Position in the Company: -Director The Appointment date as a director: 11 th Jul 2005	45	Bachelor, Accounting National Taiwan University, Taiwan	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Mar 2005- Jan 2013 Director KGI Efficient Frontier Ltd, Hong Kong Mar 2005-Feb 2008 Director KGI Securities (Korea) Co., Ltd., Korea Mar 2004 -Jan 2005 Manager, Yageo Corp, (Listed company in Taiwan) 1999 - Jan 2004 Manager, Deloitte Consulting (Arthur Andersen Business Consulting), Taiwan <u>Position in Other listed companies</u> -None- <u>Position in Other non- listed companies</u> Nov 2015 - Present Director KGI Hong Kong Limited, Hong Kong Nov 2015 - Present Director KGI Alliance Corporation, British Virgin Islands Aug 2014 - Present Director KGI International Holding Limited, Cayman Islands Aug 2014 - Present Director KGI Finance Limited, Hong Kong May 2009 - Present Director KGI International (Hong Kong) Limited, Hong Kong Jan 2005 - Present Senior Vice President, Finance, KGI Securities Co.Ltd. (Public Company in Taiwan) Mar 2005 - Present Director KGI Asia Limited, Hong Kong Mar 2005 - Present Director KGI Securities (Hong Kong) Limited, Hong Kong Mar 2005 - Present Director KGI International Finance Limited, Hong Kong Mar 2005 - Present Director KGI Capital Asia Limited, Hong Kong Mar 2005 - Present Director KGI Limited, British Virgin Islands

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position / The appointment date	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
11) Mr. Yen, Chih-Chien Position in the Company: -Director -Compensation Committee Chairman The Appointment date as a director : 11 th Jul 2005	50	-MBA, MIT, Sloan School of Management, USA -LLM, University of Michigan Law School, USA	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Jan 2005 - Jan 2013 Director KGI Efficient Frontier Limited, Hong Kong Jun 2005 - Feb 2008 Standing Director KGI Securities (Korea) Co., Ltd, Korea May 1994 - Mar 2004 Senior Lawyer Lee and Li, Attorneys-at-Law, Taiwan Jan 2001 - Jan 2002 Senior Vice President Lee and Li Business Consultant (Shanghai) Co.,Ltd, China <u>Position in Other listed companies</u> -None- <u>Position in Other non- listed companies</u> Nov 2015 - Present Supervisor CPEC Huachuang Private Equity (Kunshan) Co. Ltd.,China Nov 2015 - Present Director CDIB Capital Management Corporation, Taiwan Nov 2015 - Present Supervisor CPEC Huakai Private Equity (Fujian) Co., Ltd., China Sep 2015 - Present Director KGI Fraser Securities Pte.Ltd., Singapore Dec 2014 - Present Director KGI Asset Management Limited, Hong Kong Sep 2014 - Present Director KGI Securities Co.,Ltd. (Public Company in Taiwan) Aug 2014 - Present Director KGI Alliance Corporation, British Virgin Islands Jan 2013 - Present Executive Vice President China Development Finance Holding Corporation, (Listed company in Taiwan) Dec 2009 - Present Director KGI Wealth Management Limited, Hong Kong Jun 2007 - Present Director Global Securities Finance Corporation, Taiwan May 2007 - Present Executive Vice President, KGI Securities Co. Ltd. (Public Company in Taiwan)

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position / The appointment date	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
12) Mr. Chih - Hung Lin Position in the Company: -Director The Appointment date as a director : 2 nd Jun 2015	46	Doctor of Philosophy, Engineering – Economic Sustems and Operations Research , Stanford University, USA	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Sep 2001- Aug 2011 Managing Director, Head of Asian Equity Derivative Analytics , The Royal Bank of Scotland N.V. (ABN AMRO Bank N.V.)
					<u>Position in Other listed companies</u> -None-
					<u>Position in Other non- listed companies</u> Aug 2011 - Present Executive Vice President, Regional Head of Equity Derivatives, KGI Securities Co.Ltd. (Public Company in Taiwan)
13. Mr. Somchai Kanjapetcharat Position in the Company: -Senior Managing Director, Retail Equity Business - Risk Management Committee The Appointment date as a management: 1 st Mar 2013		Development Administration (NIDA), Thailand	0% Ending of the year = 0% (No trading transaction in 2015)		<u>Work experiences</u> Sep 2000 - Feb 2013 Chief Executive Officer of Retail Sales Officer KT ZMICO Securities Company Limited
					1992 - 2000 Senior Vice President Krung Thai Tanakij Finance Public Company Limited
					1990 - 1992 Assistant Vice Persident Thana One Finance & Securities Plc.
14) Mr. Suthep Rungsiam Position in the Company: Managing Director, Brokerage Business	48	-MBA, Chaminade University of Honolulu, USA -BBA, International Business, University of Hawaii, USA	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> 2009 - 2012 Managing Director, Retail Equity Business KGI Securities (Thailand) Plc.
					2006 - 2008 Deputy Managing Director Institutional Clients Division Globex Securities Co., Ltd.
					2000 - 2005 Vice President Institutional Clients Division BNP Paribas Peregrine Securities (Thailand) Ltd.
					1998 - 2000 Vice President Institutional Clients Division Indosuez W.I. Carr Securities (Thailand) Ltd.
					<u>Position in Other listed companies</u> -None-
					<u>Position in Other non- listed companies</u> -None-

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position / The appointment date	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
15) Ms. Jariya Posayajinda Position: -Managing Director, Proprietary Trading Department - Risk Management Committee The Appointment date as a management: 1 st Apr 2009	48	MBA (Finance) Easten Michigan University, Michigan, USA	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Sep 2005 - Apr 2011 Executive Vice President (2009 - 2011) Senior Vice President (2005 - 2009) Proprietary Trading Department KGI Securities (Thailand) Plc. May 2002 - Feb 2005 Deputy Chief Marketing Officer UOB Asset Management (Thai) Co., Ltd <u>Position in Other listed companies</u> -None- <u>Position in Other non- listed companies</u> -None-
16) Mr. Apichart Tungkiatsilp Position in the Company: -Managing Director, Fixed Income Department - Risk Management Committee The Appointment date as a management: 2 nd Sep 2009	43	MBA, Cleveland State University, USA	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Sep 2009 - Mar 2014 Executive Vice President Fixed Income Department KGI Securities (Thailand) Plc. 2005 - Aug 2009 Financial Institution Sales Manager Siam Commercial Bank PLC 2004 - 2005 Fixed-Income Trading Manager Siam Commercial Bank PLC <u>Position in Other listed companies</u> -None- <u>Position in Other non- listed companies</u> -None-
17) Ms. Saranya Larksukthom Position in the Company: -Senior Executive Vice President, Operation Department - Risk Management Committee - Debt Recovery Committee - Welfare Committee - Health and Environment Committee The Appointment date as a management : 1 st Mar 2001	53	MBA, Strayer University, USA	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Mar 1999 - Apr 2011 -Executive Vice President (2001-2011) -Senior Vice President (1999 - 2001) Operation Department KGI Securities (Thailand) Plc 1996 - 1998 Assistant Vice President Nava Vickers Ballas Securities (Thailand) Co., Ltd. <u>Position in Other listed companies</u> -None- <u>Position in Other non- listed companies</u> Mar 2012 - Present Vice Chairman Back Office Operation Club

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
18) Mr. Somchai Siripaiboolpong Position in the Company: Executive Vice President, Retail Equity Business The Appointment date as a management : 20 th Nov 2000	62	Bachelor of Business Administration, Chulalongkorn University, Thailand	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> 1994 - 1999 SCCF Finance & Securities 1991 - 1994 JF Thanakom Securities Limited <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-
19) Ms. Songsri Chawengsataporn Position in the Company: Executive Vice President, Retail Equity Business The Appointment date as a management : 1 st May 2011	56	Bachelor Economics, University of the Thai Chamber of Commerce, Thailand	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Jul 1996 - Apr 2011 Senior Vice President KGI Securities (Thailand) Plc. <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-
20) Ms. Dutsanee Pamontip Position in the Company: Executive Vice President, Retail Equity Business The Appointment date as a management : 1 st May 2011	56	Bachelor of Economics, Thammasat University, Thailand	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Jan 2007 - Apr 2011 Senior Vice President KGI Securities (Thailand) Plc. <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-
21) Ms. Warunlak Aiemmeechai Position in the Company: Executive Vice President, Retail Equity Business The Appointment date as a management : 22 nd Apr 2013	47	Bachelor of Arts, Valaya Alongkorn Rajabhat University, Thailand	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Oct 1998 - Apr 2013 Executive Vice President KT ZMICO Securities Company Limited <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-
22) Mr. Kamthorn Chinsakuljaroen Position in the Company: Executive Vice President, Retail Equity Business The Appointment date as a management: 1 st Apr 2014	50	MBA, National University, USA	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Sep 2010 - Mar 2014 Senior Vice President Retail Equity Business KGI Securities (Thailand) Plc. 2002 - 2010 Vice President Globlex Securities Co., Ltd. <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
23) Mr. Viwat Charoenthavithaya Position in the Company: Executive Vice President, Retail Equity Business The Appointment date as a management : 1 st Apr 2014	49	National Kaohsiung university of Applied Sciences, Taiwan	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<div> <u>Work experiences</u> July 2007 - Mar 2014 Senior Vice President Retail Equity Business KGI Securities (Thailand) Plc. </div> <div> <u>Position in Other listed companies</u> -None- </div> <div> <u>Position in Other non-listed companies</u> -None- </div>
24) Mr. Hua-Feng Chang Position in the Company: Executive Vice President, Retail Equity Business The Appointment date as a management : 1 st Apr 2008	53	MBA in International Management Monterey Institute of International Studies. CA, USA	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<div> Feb 2001 - Mar 2008 Senior Vice President (2004 - 2008) Vice President (2001 - 2004) KGI Securities (Thailand) Plc. </div> <div> <u>Position in Other listed companies</u> -None- </div> <div> <u>Position in Other non-listed companies</u> -None- </div>
25) Ms. Kannikar Pradisorn Position in the Company: -Executive Vice President, Institutional Equities Business Department - Risk Management Committee The Appointment date as a management: 1 st May 2015	43	MBA, Assumption University, Thailand	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<div> <u>Work experiences</u> Jun 2006 - Jun 2015 Senior Vice President Institutional Equities Business KGI Securities (Thailand) Plc. </div> <div> Mar 2003 - May 2006 Senior Sales Executive, Institutional Department FINANSA Securities Co.Ltd. </div> <div> Feb 2000 - Mar 2003 Senior Sales Executive Institutional Sales Desk KGI Securities One Plc </div> <div> Jun 1999 - Jan 2000 Risk Executive Risk Management Department GE Capital (Thailand) Ltd. </div> <div> Feb 1995 - May 1999 Statistician Merrill Lynch (Singapore) Corporate Strategy & Research </div> <div> Jul 1994 - Jan 1995 Assistant Analyst Research Department Multi-Credit Corporation Plc., Ltd </div> <div> <u>Position in Other listed companies</u> -None- </div> <div> <u>Position in Other non-listed companies</u> -None- </div>

Name / Position	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
<p>26) Ms. Patchpon Sankaburanuruk</p> <p>Position in the Company: -Executive Vice President, Investment Banking Department - Risk Management Committee</p> <p>The Appointment date as a management : 1st May 2012</p>	45	MBA, Finance University of Hartford, USA.	<p>Beginning of the year = 0% Ending of the year = 0%</p> <p>(No trading transaction in 2015)</p>	-None-	<p><u>Work experiences</u></p> <p>Jun 2002 - Apr 2012 -Senior Vice President (2006-2012) -Vice President (2004-2005) -Assistant Vice President (2002-2004) Investment Banking Department KGI Securities (Thailand) Plc.</p> <p>Jun 1999 - May 2002 Assistant Manager Investment Banking Department Vickers Ballas Securities (Thailand) Co,Ltd</p> <p>Feb 1996 - Oct 1998 Manager Investment Banking Department Cathay Capital Co, Ltd</p> <p>Jan 1995 - Jan 1996 Officer Investment Banking Department Multi-Credit Corporation of Thailand Pcl.</p> <p><u>Position in Other listed companies</u> -None-</p> <p><u>Position in Other non-listed companies</u> -None-</p>
<p>27) Mr. Jenvit Chinkulkitniwat</p> <p>Position in the Company: -Executive Vice President, Equity Derivatives Department - Risk Management Committee</p> <p>The Appointment date as a management : 1st Apr 2014</p>	36	Master of Science in Finance, University of Illinois, USA	<p>Beginning of the year = 0% Ending of the year = 0%</p> <p>(No trading transaction in 2015)</p>	-None-	<p><u>Work experiences</u></p> <p>Nov 2005 - Mar 2014 Senior Vice President Equity Derivatives Department KGI Securities (Thailand) Plc.</p> <p><u>Position in Other listed companies</u> -None-</p> <p><u>Position in Other non-listed companies</u> -None-</p>

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
28) Ms. Inchaya Chatchersak Position in the Company: -Executive Vice President, Human Resource Department - Purchase Committee - Human Resource Committee - Disciplinary Committee - ESOP Committee - Corporate Governance Committee The Appointment date as a management: 18 th Aug 2014	44	Bachelor of Arts (B.A.) major in History, Thammasat University, Thailand	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> May 2014 - Aug 2014 -Chief Operating Officer & Director Jul 2012 - Apr 2014 -Senior Vice President Head of Business Development Jan 2003 - Jun 2012 -Senior Vice President Head of Human Resource KTB Securities (Thailand) Co.,Ltd Jul 2002 - Sep 2002 Assistant Manager Human Resource Department ACSG (Thailand) Co.,Ltd Sep 2000 - Jul 2002 Assistant Manager Human Resource Department SG Asia Credit Securities Co.,Ltd. Oct 1999 - Sep 2000 Assistant Manager, Human Resources Department Adkinson Securities Co.,Ltd <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-
29) Ms. Khunmira Thunnom Position in the Company: -Executive Vice President, Finance and Accounting Department - Risk Management Committee - Debt Recovery Committee The Appointment date as a management : 1 st Apr 2008	50	Master of Accountancy, Financial Accounting, Chulalongkorn University, Thailand.	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> 1993 - Mar 2008 -Senior Vice President (2001 - 2008) -Vice President (1993 - 2001) Finance & Accounting Department KGI Securities (Thailand) Plc. 1989 - 1992 Assistant Manager Ernst & Young Office Limited <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-
30) Ms. Acharee Turongsomboon Position in the Company: -Executive Vice President, Treasury Department - Risk Management Committee The Appointment date as a management : 1 st May 2012	49	Bachelor of Arts in Business Administration – General Management Sukhothai Thammathirat University, Thailand	Beginning of the year = 0.003% Ending of the year = 0.003% (No trading transaction in 2015)	-None-	<u>Work experiences</u> 2001 - 2011 Senior Vice President Treasury Department KGI Securities (Thailand) Plc. 1991 - 2000 Vice President Finance & Capital market Department Securities One Plc. <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
31) Mr. Sumek Chantrasuriyarat Position in the Company: Executive Vice President, Research Department. The Appointment date as a management: 17 th Aug 2015	52	- Master of Science in Financial, National Institute of Development Administration - Bachelor of Science (Statistics), Chulalongkorn University	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> 2015 Deputy Managing Director Kasikorn Securities Plc. 2014 Deputy Managing Director AEC Securities Plc. 2012 - 2013 Deputy Managing Director IV Global Securities Plc. 2007 - 2012 Deputy Managing Director KT Zmico Securities Company Limited 2002 - 2007 Deputy Managing Director Bualuang Securities Plc. 1990 - 2002 Vice President Research Department Merrill Lynch Phatra Securities Company Limited <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-
32) Ms. Nantarat Surakkhaka Position in the Company: -Executive Vice President, COO Office Support Department - Risk Management Committee - Debt Recovery Committee - Purchase Committee - Disciplinary Committee - Corporate Governance Committee The Appointment date as a management: 1 st Mar 2013	47	LL.M. ,Widener University, Delaware, USA. <u>Training Program</u> -Director Certification Program Class 199/2015 - Corporate Governance for Capital market Intermediaries 5/2015 from Thai Institute of Directors Association (IOD)	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Jan 2010 - Feb 2013 Senior Vice President COO Office (Corporate Strategy) KGI Securities (Thailand) Plc. Jun 2005 - Aug 2006 Vice President, Legal and Debt Recovery Division KGI Securities (Thailand) Plc. Apr 1996 - May 2005 Legal Officer The Office of the Securities and Exchange Commission <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-

Information of the Company's directors, management and the Company Secretary (As of 31st December 2015)

Name / Position	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
33) Ms. Nongluk Ningsanond Position in the Company: -Company Secretary -Executive Vice President Company Secretary Office - Risk Management Committee - Purchase Committee - Corporate Governance Committee The Appointment date as a management : 1 st Apr 2008	53	-Bachelor of Economics, Thammasat University, Thailand -MBA, Bangkok University, Thailand <u>Training Program</u> -Certified Investment and Securities Analyst (CISA III) from Securities Analysis Association -Company Secretary Program Class 5/2004 -Effective Minute Taking Class 10/2008 - Corporate Governance Capital Market Intermediaries Class 1/2014 from Thai Institute of Directors Association (IOD)	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> 1997 - Mar 2008 -Senior Vice President (2001 - 2008) -Vice President (1997 - 2001) KGI Securities (Thailand) Plc. 1992 - 1997 Vice President Investment Banking Department First Asia Securities Plc. <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-

The Main Duties and Responsibilities

1. Providing basic advice pertaining to the laws and regulations, as well as monitoring compliance on a regular basis;
2. Preparing agenda and documents for the Shareholders and Board of Directors Meetings;
3. Arranging the Shareholders Meetings and Board of Directors Meetings in accordance with the laws and regulations, the Company's Articles of Association, and best practices;
4. Preparing minutes of the Shareholders Meetings and Board of Directors Meetings, and monitoring subsequent actions in accordance with resolutions of those meetings;
5. Preparing and keeping registrations of directors, annual reports of the company, notices calling Shareholders and Board of Directors Meetings, as well as minutes of the Shareholders Meeting and Board of Directors Meetings.
6. Ensuring that the directors and executives have filed report on their interest and related persons interest, as required by laws;
7. Keeping reports on interest filed by directors and executives, and presenting copies of such reports to Chairmen of the Board of Directors and Audit Committee, as specified by laws;
8. Ensuring that corporate information disclosures to regulatory agencies are in accordance with the laws and regulations;
9. Communicating with shareholders on their legitimate rights and on the company's information, and serving as a communication median between shareholders and directors and executives;
10. Arranging performance assessment of the Board of Directors every year;
11. Arranging director's briefings for newly elected directors.

The position of Directors and Management in subsidiary and related companies (As of 31st December 2015)

Directors and Management	Position in the Company	Position in Subsidiaries		
		ONEAM	HOLDCO	KTHL
		99% owned by the Company	100% owned by the Company	100% owned by the Company
1) Mr. Foong Hock Meng	A	A , E	-	-
2) Dr. Pisit Leeahtam	B, D, F	-	-	-
3) Dr. Don Bhasavanich	D, G	-	-	-
4) Mr. Picharn Kullavanijaya	D	-	-	-
5) Mr. Pradit Sawattananond	D, G	-	-	-
6) Mr. Wei Chang Fang	E, I	H , E	H	H
7) Ms. Bee Leng Ooi	E, K	-	H	H
8) Ms. Suchada Sodthibhaphkul	E, L	-	-	-
9) Mr. Wisit Wongpaisan	C	-	-	-
10) Ms. Pi - Lin Huang	C	-	-	-
11) Mr. Yen, Chih Chien	C	-	-	-
12) Mr. Chih - Hung Lin	C	-	-	-
13) Mr. Somchai Kanjanapetcharat	J	-	-	-
14) Mr. Suthep Rungsiam	K	-	-	-
15) Ms. Jariya Posayajinda	K	-	-	-
16) Mr. Apichart Tungkiatsilp	K	-	-	-
17) Ms. Saranya Larksukthom	M	-	-	-
18) Mr. Somchai Siripaiboolpong	N	-	-	-
19) Ms. Songsri Chawengsataporn	N	-	-	-
20) Ms. Dutsanee Pamontip	N	-	-	-
21) Ms. Warunlak Aiemmeechai	N	-	-	-
22) Mr. Kamthorn Chinsakuljaroen	N	-	-	-
23) Mr. Viwat Charoenthangvitaya	N	-	-	-
24) Mr. Hua-Feng Chang	N	-	-	-
25) Ms. Kannikar Pradisikesorn	N	-	-	-
26) Ms. Patchpon Sankaburanuruk	N	-	-	-
27) Mr. Jenvit Chinkulkitniwat	N	-	-	-
28) Ms. Inchaya Chatchersak	N	-	-	-
29) Ms. Khunmira Thunnom	N, O	-	-	-
30) Ms. Acharee Turongsomboon	N	-	-	-
31) Mr. Sumek Chantrasuriyarat	N	-	-	-
32) Ms. Nantararat Surakhaka	N	H , E	-	-
33) Ms. Nongluk Ningsanond	N , P	-	-	-

Director title

A: Chairman
E: Authorized Director

B: Vice Chairman
F: Chairman of Audit
Committee

C: Director
G: Audit Committee

D: Independent Director
H: Persons who the Board
appointed as a director of its
subsidiaries

Company title

I: Chief Operating Officer
M: Senior Executive Vice
President

J: Senior Managing Director
N: Executive Vice President

K: Managing Director
O: Head of Finance &
Accounting Department

L: Executive Director
P: Company Secretary

Subsidiaries

ONEAM : One Asset Management Limited
KTHL : KGI (Thailand) Holdings Limited

HOLDCO: KGI Securities (Thailand) International Holdings Limited

Note: Directors and executives of the Company have no record of any punishment under the Securities Exchange Act of 2535 or the Derivatives Act 2546

Attachment 2
Information of subsidiaries' Executives

Details of subsidiaries' Directors (As of 31st December 2015)

Director	ONEAM	HOLDCO	KTHL
	99% owned by the Company	100% owned by the Company	100% owned by the Company
Mr. Foong Hock Meng	A , C		
Mr. Wei Chang Fang	C	B	B
Ms. Bee Leng Ooi	-	B	B
Dr. Win Udomrachtavanich	C , D	-	-
Mr. Sakda Manwapat	C , D	-	-
Ms. Nantarat Surakhaka	C	-	-
Mr. Wong Sai Hung	B	-	-
Ms. Li Ching Ching	B	-	-

Subsidiaries

ONEAM : One Asset Management Limited

HOLDCO : KGI Securities (Thailand) International Holdings Limited

KTHL : KGI (Thailand) Holdings Limited

Director title

A: Chairman

B: Director

C: Authorized Director

D : Management of Subsidiaries

Attachment 3

Information of Head of Audit Department and Head of Legal & Compliance Department

Head of Audit Department

Name / Position	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
Ms. Rungthip Vanitchapan Position in the Company: -Senior Vice President Audit Department -Disciplinary Committee -Corporate Governance Committee The Appointment date as a management: 1 st Feb 2016	44	-Master of Communication Arts (Advertising), Bangkok University -Bachelor of Business Administration (Finance), Thammasat University <u>Training Program</u> -FATCA Workshop (Foreign Account Tax Compliance Act) 2013 from Association of Securities Companies (ASCO) -The Anti-Money Laundering Act and Financial support for terrorism Act. 1999 from the Anti-Money Laundering Office (AMLO) -Foreign Investment Course 2010 from Bank of Thailand (BOT)	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Jun. 2006 - Jan 2016 Senior Manager Compliance Department, Thanachart Securities Plc. May 2005- Mar 2006 Marketing Communications Manager, Payment Solution Co.,Ltd., (Shin Corporation Group) Nov.2004 - May 2005 Corporate Public Relations Manager, Office of Bangkok Fashion City By Ministry of Industry. Nov.2001- Nov 2004 Marketing Manager, WinStore Co., Ltd. Aug.1995 - Oct. 2000 Senior Officer, Members Supervision & Examination Department The Stock Exchange of Thailand <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-

Duties and responsibilities

1. Prepare annual audit plan, assess the adequacy and efficiency of internal control systems in order to comply with International Auditing Standards. Propose the audit plan to management and obtain approval from the Audit Committee.
2. Complete the approved audit plan and any ad-hoc plans as requested by management and the Audit Committee.
3. Act as the secretary of the Audit Committee, prepare the agenda for the Audit Committee meetings including reports of audit findings and audit performance compared with the audit plan.
4. Support current operations and provide audit information to the Audit Committee and management.
5. Develop audit staff and train them in auditing procedures and operations.
6. Other activities as assigned by management or Audit Committee.

Head of Legal & Compliance Department

Name / Position	Age (Years)	Education / Training	Portion of shares held in company (Direct and Indirect)(%)	Relationship among Director and management	Work experiences and Position in other companies
Ms. Nantararat Surakkhaka Position in the Company: -Executive Vice President, COO Office Support Department - Risk Management Committee - Debt Recovery Committee - Purchase Committee - Disciplinary Committee - Corporate Governance Committee The Appointment date as a management: 1 st Mar 2013	47	LL.M. ,Widener University, Delaware, USA. <u>Training Program</u> -Director Certification Program Class 199/2015 - Corporate Governance for Capital market Intermediaries 5/2015 from Thai Institute of Directors Association (IOD)	Beginning of the year = 0% Ending of the year = 0% (No trading transaction in 2015)	-None-	<u>Work experiences</u> Jan 2010 - Feb 2013 Senior Vice President COO Office (Corporate Strategy) KGI Securities (Thailand) Plc. Jun 2005 - Aug 2006 Vice President, Legal and Debt Recovery Division KGI Securities (Thailand) Plc. Apr 1996 - May 2005 Legal Officer The Office of the Securities and Exchange Commission <u>Position in Other listed companies</u> -None- <u>Position in Other non-listed companies</u> -None-

Note: Mr. Thanachai Meechoke resigned from the Company, effective on 20th January 2015. The Company has appointed Ms. Nantararat Surakkhaka as the acting head Legal and Compliance Department until the Company appoints a new permanent head of Legal and Compliance Department.

Duty and responsibilities:

1. To monitor and control all Business Units to ensure that they comply with relevant rules and regulations, and develop procedures to ensure corporate compliance.
2. To render and provide legal opinions / review legal documents or contracts.
3. To handle legal procedures and Company legal cases.
4. To coordinate with the Company's regulator and related regulatory authorities.
5. To host a training program and to update rules and regulations for Company employees.

Attachment 4
Underlying company information of the remaining DWs
and
History of DW issued by the Company for the past 2 years
(2014 - 2015)

Underlying company information of the remaining DWs

Underlying company information of the remaining DWs (from Underlying company's website as of 31st December 2015) are as follows:

No	Stocks	Company's name	Website
1	ADVANC	ADVANCED INFO SERVICE PUBLIC COMPANY LIMITED	http://investor.ais.co.th
2	AOT	AIRPORTS OF THAILAND PUBLIC COMPANY LIMITED	www.airportthai.co.th
3	BA	BANGKOK AIRWAYS PUBLIC COMPANY LIMITED	www.bangkokair.com
4	BANPU	BANPU PUBLIC COMPANY LIMITED	www.banpu.com
5	BAY	BANK OF AYUDHYA PUBLIC COMPANY LIMITED	www.krungsri.com
6	BBL	BANGKOK BANK PUBLIC COMPANY LIMITED	www.bangkokbank.com
7	BCH	BANGKOK CHAIN HOSPITAL PUBLIC COMPANY LIMITED	www.bangkokchainhospital.com
8	BH	BUMRUNGRAD HOSPITAL PUBLIC COMPANY LIMITED	www.bumrungrad.com
9	BJC	BERLI JUCKER PUBLIC COMPANY LIMITED	www.bjc.co.th
10	CBG	CARABAO GROUP PUBLIC COMPANY LIMITED	www.carabaogroup.com
11	CENTEL	CENTRAL PLAZA HOTEL PUBLIC COMPANY LIMITED	www.centarahotelsresorts.com
12	CK	CH. KARNCHANG PUBLIC COMPANY LIMITED	www.ch-karnchang.co.th
13	CKP	CK POWER PUBLIC COMPANY LIMITED	www.ckpower.co.th
14	CPALL	CP ALL PUBLIC COMPANY LIMITED	www.cpall.co.th
15	CPF	CHAROEN POKPHAND FOODS PUBLIC COMPANY LIMITED	www.cpfworldwide.com
16	DTAC	TOTAL ACCESS COMMUNICATION PUBLIC COMPANY LIMITED	www.dtac.co.th
17	EARTH	ENERGY EARTH PUBLIC COMPANY LIMITED	www.energyearth.co.th
18	ESSO	ESSO (THAILAND) PUBLIC COMPANY LIMITED	www.esso.co.th
19	GUNKUL	GUNKUL ENGINEERING PUBLIC COMPANY LIMITED	www.gunkul.com
20	INTUCH	INTOUCH HOLDINGS PUBLIC COMPANY LIMITED	www.intouchcompany.com
21	IRPC	IRPC PUBLIC COMPANY LIMITED	www.irpc.co.th
22	ITD	ITALIAN-THAI DEVELOPMENT PUBLIC COMPANY LIMITED	www.itd.co.th
23	IVL	INDORAMA VENTURES PUBLIC COMPANY LIMITED	www.indoramaventures.com
24	JAS	JASMINE INTERNATIONAL PUBLIC COMPANY LIMITED	www.jasmine.com
25	KBANK	KASIKORNBANK PUBLIC COMPANY LIMITED	www.kasikornbank.com
26	KTB	KRUNG THAI BANK PUBLIC COMPANY LIMITED	www.ktb.co.th
27	KTC	KRUNGTHAI CARD PUBLIC COMPANY LIMITED	www.ktc.co.th
28	MEGA	MEGA LIFESCIENCES PUBLIC COMPANY LIMITED	www.megawecare.com
29	MINT	MINOR INTERNATIONAL PUBLIC COMPANY LIMITED	www.minorinternational.com
30	PS	PRUKSA REAL ESTATE PUBLIC COMPANY LIMITED	www.pruksa.com

Underlying company information of the remaining DWs (Continue)

No	Stocks	Company's name	Website
31	PTT	PTT PUBLIC COMPANY LIMITED	www.pttplc.com
32	PTTEP	PTT EXPLORATION AND PRODUCTION PUBLIC COMPANY LIMITED	www.pttep.com
33	PTTGC	PTT GLOBAL CHEMICAL PUBLIC COMPANY LIMITED	www.pttgcgroup.com
34	QH	QUALITY HOUSES PUBLIC COMPANY LIMITED	www.qh.co.th
35	SAMART	SAMART CORPORATION PUBLIC COMPANY LIMITED	www.samartcorp.com
36	SAWAD	SRISAWAD POWER 1979 PUBLIC COMPANY LIMITED	www.meebaanmeerod.com
37	SCB	THE SIAM COMMERCIAL BANK PUBLIC COMPANY LIMITED	www.scb.co.th
38	SCC	THE SIAM CEMENT PUBLIC COMPANY LIMITED	www.scg.co.th
39	SIM	SAMART I-MOBILE PUBLIC COMPANY LIMITED	www.i-mobilephone.com
40	STA	SRI TRANG AGRO-INDUSTRY PUBLIC COMPANY LIMITED	www.sritranggroup.com
41	STEC	SINO-THAI ENGINEERING AND CONSTRUCTION PUBLIC CO.,LTD.	www.stecon.co.th
42	TMB	TMB BANK PUBLIC COMPANY LIMITED	www.tmbbank.com
43	TOP	THAI OIL PUBLIC COMPANY LIMITED	www.thaioilgroup.com
44	TPIPL	TPI POLENE PUBLIC COMPANY LIMITED	www.tpipolene.co.th
45	TTA	THORESEN THAI AGENCIES PUBLIC COMPANY LIMITED	www.thoresen.com
46	TRUE	TRUE CORPORATION PUBLIC COMPANY LIMITED	www.truecorp.co.th
47	WHA	WHA CORPORATION PUBLIC COMPANY LIMITED	www.wha.co.th

History of DW issued by the Company for the past 2 years (2014-2015)

No.	Name of DW	First Trading Date	Maturity Date
1	CK13C1406A	January 3, 2014	June 18, 2014
2	JAS13C1406A	January 3, 2014	June 18, 2014
3	TRUE13C1405A	January 8, 2014	June 5, 2014
4	ADVA13C1406A	January 8, 2014	July 2, 2014
5	SCB13C1406A	January 8, 2014	July 2, 2014
6	AOT13C1405A	January 9, 2014	May 22, 2014
7	SCC13C1405A	January 9, 2014	May 22, 2014
8	BANP13C1406A	January 9, 2014	June 12, 2014
9	IRPC13C1406A	January 9, 2014	June 12, 2014
10	PTT13C1405A	January 10, 2014	May 16, 2014
11	ITD13C1405A	January 10, 2014	May 29, 2014
12	IVL13C1405A	January 10, 2014	May 29, 2014
13	ADVA13C1406B	January 10, 2014	June 11, 2014
14	CPN13C1406A	January 10, 2014	June 12, 2014
15	INTU13C1406A	January 10, 2014	June 12, 2014
16	KTB13C1406A	January 16, 2014	June 24, 2014
17	VGI13C1406A	January 16, 2014	June 24, 2014
18	PTT13P1405A	January 24, 2014	May 16, 2014
19	TRUE13P1405A	January 24, 2014	June 5, 2014
20	SCB13P1406A	January 24, 2014	July 2, 2014
21	PTTE13C1406A	January 24, 2014	July 4, 2014
22	PTTE13P1406A	January 24, 2014	July 4, 2014
23	STEC13C1406A	January 27, 2014	June 19, 2014
24	THAI13C1406A	January 27, 2014	June 19, 2014
25	BANP13C1407A	January 27, 2014	July 17, 2014
26	TMB13C1407A	January 27, 2014	July 17, 2014
27	BBL13C1407A	January 27, 2014	July 24, 2014
28	TOP13C1407A	January 27, 2014	July 24, 2014
29	AOT13C1406A	January 30, 2014	June 11, 2014
30	TRUE13P1406A	February 6, 2014	June 12, 2014
31	TRUE13C1407A	February 6, 2014	July 10, 2014
32	VGI13C1407A	February 11, 2014	July 16, 2014
33	SAMA13C1407A	February 12, 2014	July 16, 2014
34	WHA13C1407A	February 12, 2014	July 16, 2014
35	TTA13C1406A	February 18, 2014	June 19, 2014
36	ADVA13P1406A	February 18, 2014	July 2, 2014
37	KBAN13C1407A	February 18, 2014	July 23, 2014
38	SCC13C1407A	February 18, 2014	July 23, 2014
39	ESSO13C1408A	February 18, 2014	August 7, 2014
40	STA13C1408A	February 18, 2014	August 7, 2014
41	AOT13C1405B	February 25, 2014	May 29, 2014
42	AOT13P1405A	February 26, 2014	June 3, 2014
43	VGI13P1406A	February 26, 2014	June 24, 2014
44	BGH13C1408A	March 3, 2014	August 15, 2014
45	TTA13C1408A	March 4, 2014	August 13, 2014
46	VGI13C1503A	March 6, 2014	March 16, 2015
47	HMPR13C1407A	March 7, 2014	July 23, 2014
48	DTAC13C1408A	March 7, 2014	August 25, 2014

No.	Name of DW	First Trading Date	Maturity Date
49	DTAC13P1408A	March 7, 2014	August 25, 2014
50	SIRI13C1408A	March 7, 2014	August 25, 2014
51	SPAL13C1408A	March 7, 2014	August 25, 2014
52	IVL13P1408A	March 14, 2014	August 15, 2014
53	KBAN13P1409A	March 14, 2014	September 11, 2014
54	THCO13C1409A	March 14, 2014	September 11, 2014
55	TTA13P1407A	March 19, 2014	July 31, 2014
56	TTA13C1409A	March 19, 2014	September 18, 2014
57	TRUE13C1409A	March 19, 2014	October 2, 2014
58	JAS13C1408A	March 26, 2014	August 13, 2014
59	ADVA13C1408A	March 26, 2014	August 25, 2014
60	PTTG13C1408A	March 26, 2014	August 25, 2014
61	PTTG13P1408A	March 26, 2014	August 25, 2014
62	IVL13C1407A	March 31, 2014	July 17, 2014
63	INTU13P1408A	March 31, 2014	August 25, 2014
64	PS13C1409A	April 9, 2014	September 25, 2014
65	BTS13C1409A	April 16, 2014	September 25, 2014
66	JAS13P1409A	April 16, 2014	September 25, 2014
67	PTT13C1409A	April 16, 2014	September 25, 2014
68	PTT13P1409A	April 16, 2014	September 25, 2014
69	S5013C1409A	April 17, 2014	October 3, 2014
70	ITD13C1409A	April 23, 2014	September 18, 2014
71	AOT13C1409A	April 23, 2014	September 26, 2014
72	TRUE13C1410A	April 23, 2014	October 9, 2014
73	S5013P1409A	April 24, 2014	October 3, 2014
74	BJC13C1410A	April 24, 2014	October 15, 2014
75	INTU13C1410A	April 24, 2014	October 15, 2014
76	SCB13C1410A	April 24, 2014	October 15, 2014
77	CPF13C1410A	April 24, 2014	November 6, 2014
78	BGH13C1410A	May 2, 2014	October 24, 2014
79	TRUE13P1410A	May 7, 2014	October 9, 2014
80	ADVA13P1411A	May 12, 2014	November 20, 2014
81	SCB13P1411A	May 12, 2014	November 20, 2014
82	CK13C1412A	May 12, 2014	December 12, 2014
83	BBL13P1411A	May 14, 2014	November 20, 2014
84	CPAL13C1412A	May 14, 2014	December 18, 2014
85	PTTE13C1412A	May 14, 2014	December 18, 2014
86	PTTE13P1412A	May 14, 2014	December 18, 2014
87	IVL13C1411A	May 15, 2014	November 20, 2014
88	IVL13C1412A	May 19, 2014	January 2, 2015
89	JAS13C1412A	May 29, 2014	January 5, 2015
90	STEC13C1412A	May 29, 2014	January 5, 2015
91	IRPC13C1502A	May 29, 2014	February 19, 2015
92	BMCL13C1412A	June 2, 2014	December 25, 2014
93	DTAC13P1412A	June 5, 2014	January 5, 2015
94	CPN13C1502A	June 5, 2014	February 19, 2015
95	KTBI13C1502A	June 5, 2014	February 19, 2015
96	S5013C1409B	June 6, 2014	October 3, 2014
97	SPCG13C1412A	June 13, 2014	December 25, 2014
98	THAI13C1502A	June 13, 2014	February 19, 2015

No.	Name of DW	First Trading Date	Maturity Date
99	BMCL13C1411A	June 17, 2014	November 13, 2014
100	ITD13C1412A	June 17, 2014	December 30, 2014
101	TRUE13P1412A	June 17, 2014	December 30, 2014
102	WHA13C1502A	June 17, 2014	February 19, 2015
103	TRUE13C1412A	June 20, 2014	January 5, 2015
104	SC13C1512A	July 3, 2014	December 23, 2015
105	BLAN13C1411A	July 7, 2014	November 13, 2014
106	SAMA13C1501A	July 7, 2014	January 22, 2015
107	BANP13C1502A	July 7, 2014	February 12, 2015
108	SCC13C1502A	July 7, 2014	February 12, 2015
109	ADVA13C1412A	July 9, 2014	December 23, 2014
110	BBL13C1501A	July 9, 2014	January 22, 2015
111	KBAN13C1501A	July 9, 2014	January 22, 2015
112	TOP13C1502A	July 9, 2014	March 5, 2015
113	PTTG13C1501A	July 17, 2014	January 15, 2015
114	TRUE13C1501A	July 17, 2014	January 15, 2015
115	AOT13C1501A	July 22, 2014	January 15, 2015
116	BMCL13C1501A	July 22, 2014	January 15, 2015
117	BLAN13C1501A	July 24, 2014	January 15, 2015
118	BANP13C1501A	July 29, 2014	January 16, 2015
119	CK13C1501A	July 29, 2014	January 16, 2015
120	EART13C1501A	August 1, 2014	January 22, 2015
121	INTU13C1501A	August 1, 2014	January 22, 2015
122	KBAN13P1502A	August 1, 2014	March 5, 2015
123	TTA13C1412A	August 5, 2014	December 23, 2014
124	DTAC13C1502A	August 5, 2014	February 25, 2015
125	STA13C1502A	August 5, 2014	February 25, 2015
126	THCO13C1502A	August 5, 2014	February 25, 2015
127	TMB13C1502A	August 5, 2014	February 25, 2015
128	PTTG13P1502A	August 5, 2014	March 5, 2015
129	JAS13C1501A	August 14, 2014	January 20, 2015
130	IVL13P1412A	August 21, 2014	January 2, 2015
131	INTU13P1501A	August 21, 2014	January 22, 2015
132	TRUE13C1502A	August 25, 2014	February 10, 2015
133	BGH13C1502A	August 28, 2014	February 19, 2015
134	BTS13C1503A	August 28, 2014	March 10, 2015
135	LH13C1503A	August 28, 2014	March 10, 2015
136	SAMA13C1503A	August 28, 2014	March 10, 2015
137	TTA13P1503A	August 28, 2014	March 10, 2015
138	S5013C1412A	August 29, 2014	January 6, 2015
139	S5013P1412A	August 29, 2014	January 6, 2015
140	PTT13C1501A	August 29, 2014	January 29, 2015
141	PTT13P1501A	August 29, 2014	January 29, 2015
142	TTA13C1502A	September 10, 2014	February 12, 2015
143	TPIP13C1502A	September 10, 2014	February 24, 2015
144	TTA13C1503A	September 10, 2014	March 26, 2015
145	TTCL13C1502A	September 11, 2014	February 12, 2015
146	BMCL13C1502A	September 12, 2014	February 24, 2015
147	JAS13P1502A	September 12, 2014	February 24, 2015
148	TRUE13C1501B	September 17, 2014	January 22, 2015

No.	Name of DW	First Trading Date	Maturity Date
149	TRUE13P1502A	September 22, 2014	February 19, 2015
150	EART13C1503A	September 22, 2014	March 10, 2015
151	STEC13C1502A	September 23, 2014	February 17, 2015
152	SCB13C1503A	September 23, 2014	March 19, 2015
153	KTB13C1504A	September 26, 2014	April 10, 2015
154	VGI13C1502A	September 30, 2014	March 5, 2015
155	TICO13C1503A	September 30, 2014	March 9, 2015
156	BTS13C1504A	September 30, 2014	April 10, 2015
157	BLAN13C1503A	October 15, 2014	March 18, 2015
158	IVL13C1503A	October 15, 2014	March 18, 2015
159	CPF13C1504A	October 15, 2014	April 10, 2015
160	BBL13P1503A	October 16, 2014	March 10, 2015
161	SCB13P1503A	October 16, 2014	March 19, 2015
162	ADVA13C1504A	October 16, 2014	April 10, 2015
163	ADVA13P1504A	October 16, 2014	April 10, 2015
164	SAMA13C1505A	October 20, 2014	May 14, 2015
165	TPIP13C1504A	October 22, 2014	April 9, 2015
166	TTA13C1504A	October 22, 2014	April 9, 2015
167	BJCH13C1504A	November 7, 2014	May 8, 2015
168	PTT13C1503A	November 11, 2014	March 18, 2015
169	PTT13P1503A	November 11, 2014	March 18, 2015
170	PTTG13C1505A	November 11, 2014	May 14, 2015
171	TOP13C1505A	November 11, 2014	May 14, 2015
172	TPIP13C1505A	November 11, 2014	May 14, 2015
173	TRUE13C1505A	November 13, 2014	May 14, 2015
174	ITD13C1505A	November 13, 2014	May 28, 2015
175	PTTE13C1505A	November 14, 2014	June 5, 2015
176	PTTE13P1505A	November 14, 2014	June 5, 2015
177	SIRI13C1505A	November 14, 2014	June 5, 2015
178	IVL13P1504A	November 17, 2014	April 10, 2015
179	CPAL13C1505A	November 17, 2014	June 5, 2015
180	DTAC13P1505A	November 17, 2014	June 5, 2015
181	JAS13C1504A	November 19, 2014	May 8, 2015
182	BCP13C1505A	November 19, 2014	May 28, 2015
183	SPCG13C1505A	November 20, 2014	May 28, 2015
184	S5013C1503A	November 25, 2014	April 3, 2015
185	S5013P1503A	November 25, 2014	April 3, 2015
186	DTAC13C1503A	November 26, 2014	March 10, 2015
187	ITD13C1504A	November 26, 2014	April 21, 2015
188	AOT13C1504A	November 28, 2014	April 21, 2015
189	BBL13C1505A	November 28, 2014	May 13, 2015
190	KBAN13C1505A	November 28, 2014	May 20, 2015
191	INTU13C1504A	December 3, 2014	April 21, 2015
192	BMCL13C1505A	December 3, 2014	May 13, 2015
193	CK13C1505A	December 3, 2014	May 13, 2015
194	TTCL13C1505A	December 3, 2014	May 13, 2015
195	TRUE13C1504A	December 12, 2014	April 30, 2015
196	MINT13C1505A	December 12, 2014	May 21, 2015
197	NOK13C1504A	December 17, 2014	April 20, 2015
198	PTTE13C1504A	December 17, 2014	April 29, 2015

No.	Name of DW	First Trading Date	Maturity Date
199	TTA13C1505A	December 17, 2014	June 3, 2015
200	S5013C1503B	December 19, 2014	April 3, 2015
201	PTT13C1504A	December 19, 2014	April 9, 2015
202	PTTE13P1504A	December 26, 2014	April 29, 2015
203	SRIC13C1512A	December 30, 2014	December 29, 2015
204	WHA13C1512A	December 30, 2014	December 29, 2015
205	ESSO13C1606A	December 30, 2014	June 16, 2016
206	BMCL13C1506A	January 8, 2015	June 16, 2015
207	PTT13P1504A	January 9, 2015	April 20, 2015
208	STEC13C1505A	January 9, 2015	May 27, 2015
209	TRUE13P1505A	January 9, 2015	May 27, 2015
210	BBL13C1506A	January 9, 2015	June 10, 2015
211	JAS13P1505A	January 12, 2015	June 4, 2015
212	BDMS13C1506A	January 12, 2015	June 9, 2015
213	THAI13C1506A	January 12, 2015	June 10, 2015
214	SCC13C1507A	January 12, 2015	July 15, 2015
215	INTU13P1506A	January 13, 2015	June 10, 2015
216	KBAN13P1506A	January 13, 2015	July 2, 2015
217	KTB13C1506A	January 13, 2015	July 2, 2015
218	BANP13C1507A	January 13, 2015	July 15, 2015
219	IVL13C1506A	January 14, 2015	June 12, 2015
220	PTTG13C1506A	January 14, 2015	June 12, 2015
221	IRPC13C1507A	January 14, 2015	July 15, 2015
222	KBAN13C1507A	January 14, 2015	July 15, 2015
223	JAS13C1509A	January 15, 2015	September 8, 2015
224	BMCL13C1504A	January 26, 2015	April 9, 2015
225	PTT13C1506A	January 26, 2015	July 3, 2015
226	ITD13C1506A	January 28, 2015	June 11, 2015
227	TRUE13C1506A	January 29, 2015	July 3, 2015
228	TPIP13C1507A	February 2, 2015	July 16, 2015
229	SGP13C1507A	February 4, 2015	July 16, 2015
230	TMB13C1507A	February 6, 2015	July 16, 2015
231	BLAN13C1507A	February 6, 2015	July 24, 2015
232	DTAC13C1507A	February 6, 2015	July 24, 2015
233	VGI13C1507A	February 6, 2015	July 24, 2015
234	SCB13C1506A	February 9, 2015	June 9, 2015
235	PTT13C1507A	February 9, 2015	July 9, 2015
236	BBL13P1507A	February 9, 2015	July 29, 2015
237	SCB13P1507A	February 9, 2015	July 29, 2015
238	TTA13P1507A	February 9, 2015	July 29, 2015
239	CPF13C1507A	February 12, 2015	August 5, 2015
240	EART13C1507A	February 12, 2015	August 5, 2015
241	TPIP13C1506A	February 13, 2015	July 3, 2015
242	IRPC13C1508A	February 17, 2015	August 11, 2015
243	IVL13C1508A	February 17, 2015	August 11, 2015
244	S5013C1506A	February 19, 2015	July 6, 2015
245	S5013P1506A	February 19, 2015	July 6, 2015
246	THCO13C1508A	February 26, 2015	August 26, 2015
247	LH13C1511A	February 26, 2015	November 26, 2015
248	ADVA13C1508A	February 27, 2015	August 10, 2015

No.	Name of DW	First Trading Date	Maturity Date
249	AOT13C1508A	February 27, 2015	August 26, 2015
250	TPIP13C1509A	February 27, 2015	September 10, 2015
251	INTU13C1510A	February 27, 2015	October 12, 2015
252	IVL13P1511A	February 27, 2015	November 26, 2015
253	PTT13P1508A	March 11, 2015	August 11, 2015
254	TRUE13P1508A	March 11, 2015	August 20, 2015
255	CK13C1509A	March 12, 2015	September 22, 2015
256	AAV13C1510A	March 17, 2015	October 15, 2015
257	S5013C1506B	March 20, 2015	July 6, 2015
258	S5013P1506B	March 20, 2015	July 6, 2015
259	ITD13C1507A	March 20, 2015	July 9, 2015
260	TPIP13C1508A	March 27, 2015	August 26, 2015
261	ADVA13P1510A	March 27, 2015	October 20, 2015
262	BTS13C1510A	March 27, 2015	October 20, 2015
263	PTTE13C1510A	March 27, 2015	October 20, 2015
264	SAMA13C1510A	March 27, 2015	October 20, 2015
265	CPF13C1511A	March 27, 2015	November 26, 2015
266	CK13C1508A	March 30, 2015	August 11, 2015
267	TTA13C1509A	March 30, 2015	September 15, 2015
268	IRPC13P1509A	March 31, 2015	September 18, 2015
269	ITD13P1509A	March 31, 2015	September 18, 2015
270	BANP13P1510A	March 31, 2015	October 20, 2015
271	SCC13P1510A	March 31, 2015	October 20, 2015
272	STEC13C1510A	March 31, 2015	October 20, 2015
273	TRUE13C1509A	April 27, 2015	September 30, 2015
274	BMCL13C1508A	April 28, 2015	August 18, 2015
275	PTT13C1509A	April 28, 2015	September 23, 2015
276	KTC13C1510A	April 28, 2015	October 13, 2015
277	TTCL13C1510A	April 28, 2015	October 14, 2015
278	TOP13C1510A	April 28, 2015	November 5, 2015
279	HEMR13C1512A	April 28, 2015	December 8, 2015
280	SGP13C1512A	April 28, 2015	December 14, 2015
281	PTT13P1509A	April 29, 2015	September 14, 2015
282	SCB13C1509A	April 29, 2015	September 14, 2015
283	TRUE13P1509A	April 29, 2015	September 30, 2015
284	SAWA13C1510A	April 29, 2015	October 9, 2015
285	BBL13C1510A	April 29, 2015	October 14, 2015
286	KTB13C1511A	April 29, 2015	November 18, 2015
287	STPI13C1510A	May 6, 2015	October 14, 2015
288	PTTG13C1510A	May 6, 2015	October 26, 2015
289	SCC13C1510A	May 6, 2015	October 26, 2015
290	CPAL13C1512A	May 6, 2015	December 14, 2015
291	ITD13C1510A	May 7, 2015	October 8, 2015
292	PTTE13P1511A	May 7, 2015	November 11, 2015
293	BCP13C1511A	May 7, 2015	November 18, 2015
294	MINT13C1512A	May 7, 2015	December 22, 2015
295	TPIP13C1510A	May 8, 2015	October 8, 2015
296	JAS13P1511A	May 8, 2015	November 11, 2015
297	AAV13C1512A	May 8, 2015	December 23, 2015
298	BDMS13C1512A	May 8, 2015	December 23, 2015

No.	Name of DW	First Trading Date	Maturity Date
299	KBAN13C1511A	May 11, 2015	December 4, 2015
300	BJCH13C1512A	May 11, 2015	December 23, 2015
301	IRPC13C1510A	May 13, 2015	October 13, 2015
302	IVL13C1510A	May 13, 2015	October 13, 2015
303	JAS13C1510A	May 13, 2015	October 13, 2015
304	TMB13C1511A	May 13, 2015	November 23, 2015
305	TPIP13P1510A	May 14, 2015	October 8, 2015
306	TRUE13C1510A	May 14, 2015	November 5, 2015
307	TTA13C1511A	May 15, 2015	December 2, 2015
308	SAMA13C1512A	May 15, 2015	December 22, 2015
309	THAI13C1512A	May 15, 2015	December 22, 2015
310	VGI13C1512A	May 15, 2015	December 22, 2015
311	JAS13C1511A	May 18, 2015	November 11, 2015
312	INTU13P1601A	May 19, 2015	January 19, 2016
313	KBAN13P1601A	May 19, 2015	January 19, 2016
314	BBL13P1511A	May 20, 2015	November 24, 2015
315	SCB13P1601A	May 20, 2015	January 14, 2016
316	S5013C1508A	May 27, 2015	September 3, 2015
317	S5013P1508A	May 27, 2015	September 3, 2015
318	KBAN13C1510A	June 3, 2015	October 8, 2015
319	STA13C1601A	June 3, 2015	January 19, 2016
320	AOT13C1512A	June 4, 2015	December 11, 2015
321	S5013C1508B	June 15, 2015	September 3, 2015
322	BH13C1511A	June 24, 2015	November 27, 2015
323	KTB13C1512A	June 24, 2015	December 18, 2015
324	KTB13P1512A	June 24, 2015	December 18, 2015
325	BANP13C1512A	June 30, 2015	December 21, 2015
326	CK13C1512A	June 30, 2015	December 25, 2015
327	BAY13C1606A	June 30, 2015	June 30, 2016
328	BCH13C1606A	June 30, 2015	June 30, 2016
329	BJC13C1606A	June 30, 2015	June 30, 2016
330	MEGA13C1606A	June 30, 2015	June 30, 2016
331	SIM13C1606A	June 30, 2015	June 30, 2016
332	STA13C1606A	June 30, 2015	June 30, 2016
333	S5013C1509A	July 6, 2015	October 5, 2015
334	S5013P1509A	July 6, 2015	October 5, 2015
335	TPIP13P1512A	July 8, 2015	December 18, 2015
336	ADVA13C1601A	July 8, 2015	January 22, 2016
337	DTAC13C1601A	July 8, 2015	January 22, 2016
338	IVL13C1601A	July 8, 2015	January 22, 2016
339	SCB13C1601A	July 8, 2015	January 22, 2016
340	BA13C1602A	July 9, 2015	February 17, 2016
341	CBG13C1602A	July 9, 2015	February 17, 2016
342	TPIP13C1512A	July 21, 2015	December 11, 2015
343	SAMA13C1601A	July 27, 2015	January 22, 2016
344	PTTE13C1512A	July 28, 2015	December 14, 2015
345	PTT13C1512A	July 28, 2015	December 21, 2015
346	BBL13C1601A	July 28, 2015	January 28, 2016
347	KBAN13P1602A	July 28, 2015	February 17, 2016
348	S5013C1509B	July 31, 2015	October 5, 2015

No.	Name of DW	First Trading Date	Maturity Date
349	S5013P1509B	July 31, 2015	October 5, 2015
350	TPIP13C1511A	August 3, 2015	December 3, 2015
351	ITD13C1601A	August 3, 2015	January 22, 2016
352	KBAN13C1512A	August 5, 2015	December 11, 2015
353	IRPC13C1601A	August 5, 2015	January 15, 2016
354	TOP13C1601A	August 5, 2015	January 15, 2016
355	BH13C1602A	August 14, 2015	February 16, 2016
356	DTAC13C1512A	August 17, 2015	December 25, 2015
357	TRUE13C1601A	August 17, 2015	January 28, 2016
358	S5013C1510A	August 18, 2015	November 4, 2015
359	PTT13P1601A	August 18, 2015	January 21, 2016
360	IRPC13P1602A	August 18, 2015	February 26, 2016
361	ITD13P1602A	August 18, 2015	February 26, 2016
362	PTT13C1511A	August 24, 2015	November 24, 2015
363	CENT13C1601A	August 25, 2015	January 21, 2016
364	S5013P1510A	August 27, 2015	November 4, 2015
365	PTTE13P1512A	August 28, 2015	December 25, 2015
366	IVL13C1512A	August 31, 2015	December 25, 2015
367	PTT13P1512A	August 31, 2015	December 25, 2015
368	TRUE13C1602A	August 31, 2015	February 19, 2016
369	PTTE13C1601A	September 1, 2015	January 15, 2016
370	BANP13C1602A	September 1, 2015	February 24, 2016
371	PTTG13C1602A	September 1, 2015	February 24, 2016
372	BH13P1602A	September 3, 2015	February 16, 2016
373	IRPC13C1602A	September 3, 2015	February 17, 2016
374	CPF13C1603A	September 3, 2015	March 16, 2016
375	INTU13C1603A	September 3, 2015	March 16, 2016
376	SCC13C1603A	September 3, 2015	March 25, 2016
377	S5013C1510B	September 4, 2015	November 4, 2015
378	S5013P1510B	September 4, 2015	November 4, 2015
379	PTTG13C1601A	September 4, 2015	January 20, 2016
380	CKP13C1603A	September 7, 2015	March 29, 2016
381	IVL13C1602A	September 9, 2015	February 16, 2016
382	PS13C1603A	September 14, 2015	March 22, 2016
383	JAS13C1602A	September 15, 2015	February 8, 2016
384	TTA13C1602A	September 17, 2015	February 23, 2016
385	STEC13C1603A	September 17, 2015	March 22, 2016
386	S5013C1511A	September 23, 2015	December 3, 2015
387	S5013P1511A	September 23, 2015	December 3, 2015
388	TRUE13P1602A	September 24, 2015	February 19, 2016
389	QH13C1603A	September 28, 2015	March 30, 2016
390	S5013C1511B	October 1, 2015	December 3, 2015
391	S5013P1511B	October 1, 2015	December 3, 2015
392	EART13C1603A	October 1, 2015	March 30, 2016
393	S5013P1511C	October 2, 2015	December 3, 2015
394	DTAC13C1603A	October 8, 2015	March 11, 2016
395	KTBI3C1603A	October 8, 2015	March 11, 2016
396	PTT13C1603A	October 8, 2015	March 11, 2016
397	TPIP13C1603A	October 8, 2015	March 11, 2016
398	KBAN13C1602A	October 9, 2015	February 17, 2016

No.	Name of DW	First Trading Date	Maturity Date
399	ADVA13P1603A	October 9, 2015	March 11, 2016
400	AOT13C1603A	October 9, 2015	March 11, 2016
401	SCC13P1603A	October 9, 2015	March 25, 2016
402	BBL13P1603A	October 12, 2015	March 15, 2016
403	KTC13C1603A	October 12, 2015	March 15, 2016
404	SCB13P1603A	October 12, 2015	March 15, 2016
405	S5013C1512A	October 13, 2015	January 6, 2016
406	S5013P1512A	October 13, 2015	January 6, 2016
407	BANP13C1604A	October 20, 2015	April 11, 2016
408	TPIP13C1604A	October 20, 2015	April 11, 2016
409	S5013C1512B	October 22, 2015	January 6, 2016
410	S5013P1512B	October 22, 2015	January 6, 2016
411	GUNK13C1604A	October 29, 2015	April 28, 2016
412	S5013C1512C	November 4, 2015	January 6, 2016
413	PTT13C1604A	November 10, 2015	April 8, 2016
414	CK13C1605A	November 10, 2015	May 30, 2016
415	SAWA13C1605A	November 10, 2015	May 30, 2016
416	TMB13C1605A	November 10, 2015	May 30, 2016
417	PTTE13P1604A	November 12, 2015	April 12, 2016
418	KTB13P1605A	November 12, 2015	May 31, 2016
419	SCB13C1605A	November 12, 2015	May 31, 2016
420	CPAL13C1606A	November 12, 2015	June 30, 2016
421	ADVA13C1605A	November 18, 2015	May 31, 2016
422	JAS13C1605A	November 18, 2015	May 31, 2016
423	TOP13C1606A	November 18, 2015	June 20, 2016
424	WHA13C1606A	November 18, 2015	June 20, 2016
425	S5013C1601A	November 23, 2015	February 3, 2016
426	S5013P1601A	November 23, 2015	February 3, 2016
427	MINT13C1606A	November 23, 2015	June 29, 2016
428	PTT13P1606A	November 24, 2015	June 7, 2016
429	DTAC13P1605A	November 27, 2015	May 31, 2016
430	TRUE13C1605A	December 3, 2015	May 30, 2016
431	JAS13C1606A	December 3, 2015	June 29, 2016
432	DTAC13C1605A	December 4, 2015	May 31, 2016
433	INTU13C1605A	December 4, 2015	May 31, 2016
434	PTTE13C1605A	December 4, 2015	May 31, 2016
435	SAMA13C1605A	December 9, 2015	May 31, 2016
436	S5013C1602A	December 14, 2015	March 3, 2016
437	S5013P1602A	December 14, 2015	March 3, 2016
438	TPIP13C1606A	December 17, 2015	June 17, 2016
439	ITD13C1606A	December 17, 2015	June 28, 2016
440	S5013C1603A	December 28, 2015	April 5, 2016
441	S5013P1603A	December 28, 2015	April 5, 2016

Attachment 5
The Company's Branch and subsidiary's office locations

The Company's Branch and subsidiary's office locations

Bangkok Branch	Provincial Branch	
Pin Klao 7/129 Central Pinklao Building, 7 th Floor,Room no. 704, Boromrajchonnane Road, Arunammarin Sub-District, Bangkok Noi District, Bangkok 10700 Tel: 0 2884 9090-8 Fax: 0 2884 9099	Hat Yai 29 Lee Garden Plaza, 6 th Floor, Room no. 602, Prachathipat Road, Hat Yai Sub-District, Hat Yai District, Songkhla 90110 Tel: 0 7435 2520-39 Fax: 0 7423 7164	Chiang Rai 490/1 Uttrarakit Road, Weang Sub-District, Muang District, Chiang Rai 57000 Tel: 0 5374 0701-7 Fax: 0 5371 3117
Changwattana 99/349 Na-nakorn building, 1 st Floor, Changwattana Road, Tongsonghong Sub-District, Laksee District, Bangkok 10210 Tel: 0 2576 1889 Fax: 0 2576 1562	Nakhon Ratchasima 1242/2 The Mall Shopping Center, Nakorn-Ratchasima branch, 3 rd Floor, Room A2, Mittapap Road, Naimuang Sub-District, Muang District, Nakhon Ratchasima 30000 Tel: 0 4439 3722 Fax: 0 4439 3723	Phetchaburi 96/1-2, Moo 8, Kirirattaya Road, Thongchai Sub-District, Muang District, Petchaburi 76000 Tel: 0 3241 8371-5 Fax: 0 3241 8375
Thapra 99 The Mall Shopping Complex, 6 th Floor, Room no. 1, Ratchadapisek Road (Thapra-Taksin), Bukkhallow Sub-District, Thonburi District, Bangkok 10600 Tel: 0 2876 4800-6 Fax: 0 2876 4807	Samut Sakhon 923/55 A.T. Tower Building, Ekachai Road, Maha Chai Sub-District, Muang District, Samut Sakhon 74000 Tel: 0 3442 6940 -7 Fax: 0 3482 6375	Udon Thani 26-27 Naraesuan Road, Makkeng Sub-District, Muang District, Udon Thani 41000 Tel: 0 4224 4008, 0 4224 3536, Fax: 0 4224 3960
Thaniya 62, Thaniya Plaza Building , 5 th Floor, Room 505, Silom Road, Suriyawong Sub-District, Bangrak District, Bangkok 10500 Tel: 0 2632 9360-9 0 2632 9371-85 Fax: 0 2632 9370	Suphan Buri 28/6-7 Muanhan Road, Thapeeleang Sub-District, Muang District, Suphan Buri 72000 Tel: 0 3552 2530-3 Fax: 0 3550 2875	Nakhon Pathom 2 28/32, 2 nd Floor, Yingpao Road, Sanamjan Sub-District, Muang District, Nakhon Pathom 73000 Tel: 0 3427 2307, 0 3427 2519-21 0 3427 2496-7 Fax: 0 3427 2309
Silom Complex 191, Silom Complex Building, 20 th Floor, Room no. 3-5,Silom Road, Silom Sub-district, Bangrak District, Bangkok 10500 Tel: 0 2126 6366 Fax: 0 2126 6396-98	Nakhon Sawan 15/28-29 Sawanvithi Road, Pak Nam Pho Sub-District, Muang District, Nakhon Sawan 60000 Tel: 0 5631 4211-9 Fax: 0 5631 4211	Online Udon Thani 168 Moo 6, 168 Platinum Project, Room P-004 (B), Boonyahan Road, Nadee Sub-District, Muang District, Udon Thani 41000 Tel: 0 4224 4008 Fax: 0 4224 3960
Pracha Chuen 99/218, Moo 6, Boonto 6 project Cheangwattana Road, Banmai sub-district, Pakkred District, Nonthaburi 11120 Tel: 0 2565 5410, 0 2565 5402-8 Fax: 0 2565 5860	Nakhon Pathom 1 28/32, 1 st Floor, Yingpao Road, Sanamjan Sub-District, Muang District, Nakhon Pathom 73000 Tel: 0 3427 2300-6, 0 3427 2308-9 Fax: 0 3421 9262	
Subsidiary Company One Asset Management Limited 989 Siam Tower (Siam Discovery), 24 th Floor, Rama I Road, Pathumwan Sub-District, Pathumwan District, Bangkok 10330, Thailand Tel: 66 (0) 2659 8888 Fax : 66 (0) 2659 8860 Website : http:// www.one-asset.com		

Attachment 6
Financial Statements for the year ended 31st December 2015

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED

We have audited the consolidated financial statements of KGI Securities (Thailand) Public Company Limited and its subsidiaries and the separate financial statements of KGI Securities (Thailand) Public Company Limited, which comprise the consolidated and separate statements of financial position as at December 31, 2015, and the related consolidated and separate statements of profit or loss and other comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the aforementioned consolidated and separate financial statements present fairly, in all material respects, the financial position of KGI Securities (Thailand) Public Company Limited and its subsidiaries and of KGI Securities (Thailand) Public Company Limited as at December 31, 2015, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.



Chavala Tienpasertkij
Certified Public Accountant (Thailand)
Registration No. 4301

BANGKOK
February 25, 2016

DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		As at	As at	As at	As at
		December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
ASSETS					
ASSETS					
Cash and cash equivalents	6	446,998,146	393,172,029	333,522,078	264,278,865
Deposits at financial institutions	7	243,358,190	196,524,352	2,190	1,568,352
Securities purchased under resale agreements		140,000,000	-	140,000,000	-
Receivables from Clearing House	8	939,090,312	740,715,454	939,090,312	740,715,454
Securities and derivatives business					
receivables - net	9	5,053,543,518	4,885,697,887	5,053,543,518	4,885,697,887
Derivatives assets	11	22,492,971	34,498,195	22,492,971	34,498,195
Investments - net	12	2,308,088,852	3,825,683,010	2,107,325,794	3,649,040,506
Investments in subsidiaries - net	13	-	-	2,549,782,733	2,549,733,109
Premises and equipment - net	14	112,550,014	103,879,967	92,520,381	86,420,447
Intangible assets - net	15	68,116,837	69,384,791	50,264,584	48,410,354
Goodwill		26,713,599	26,713,599	-	-
Properties foreclosed - net	16	35,075,355	44,838,573	35,075,355	44,838,573
Deferred tax assets	17	3,335,742	1,567,588	-	-
Other assets	18	249,940,826	199,768,733	180,395,448	145,878,140
TOTAL ASSETS		9,649,304,362	10,522,444,178	11,504,015,364	12,451,079,882

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		As at	As at	As at	As at
		December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
LIABILITIES AND OWNERS' EQUITY					
LIABILITIES					
Borrowings from financial institutions	19	-	600,000,000	-	600,000,000
Securities sold under repurchase agreements	20	10,000,000	130,000,000	10,000,000	130,000,000
Payables to Clearing House		117,450,667	-	117,450,667	-
Securities and derivatives business payables	21	3,388,911,531	3,236,018,804	3,388,911,531	3,236,018,804
Subordinated loans from subsidiaries	22	-	-	1,936,500,000	1,936,500,000
Accrued expenses		349,712,382	414,025,989	272,257,142	360,028,987
Income tax payable		24,159,758	72,306,169	16,938,626	64,949,143
Derivatives liabilities	11	103,999,988	116,470,811	103,999,988	116,470,811
Debt issued and borrowings	19	454,671,746	657,193,094	454,671,746	657,193,094
Provisions for long-term employee benefits	23	71,387,291	46,737,284	60,664,065	42,186,848
Provisions for liabilities		46,697,251	39,861,562	42,648,752	37,205,062
Deferred tax liabilities	17	13,090,925	25,742,445	13,090,925	25,742,445
Other liabilities		25,919,971	22,974,552	25,596,078	23,631,630
Total liabilities		<u>4,606,001,510</u>	<u>5,361,330,710</u>	<u>6,442,729,520</u>	<u>7,229,926,824</u>
OWNERS' EQUITY					
Share capital					
Registered, issued and fully paid-up					
1,991,763,130 ordinary shares of Baht 1.00 each		1,991,763,130	1,991,763,130	1,991,763,130	1,991,763,130
Share premium		982,166,480	982,166,480	982,166,480	982,166,480
Surplus from unexercised warrants		101,922,580	101,922,580	101,922,580	101,922,580
Other component of owners' equity		(14,183,911)	(45,470,837)	-	-
Retained earnings					
Appropriated - statutory reserve		199,176,313	199,176,313	199,176,313	199,176,313
Unappropriated		1,779,748,786	1,928,957,423	1,786,257,341	1,946,124,555
Equity attributable to equity holders of the parent		<u>5,040,593,378</u>	<u>5,158,515,089</u>	<u>5,061,285,844</u>	<u>5,221,153,058</u>
Non-controlling interests		2,709,474	2,598,379	-	-
Total owners' equity		<u>5,043,302,852</u>	<u>5,161,113,468</u>	<u>5,061,285,844</u>	<u>5,221,153,058</u>
TOTAL LIABILITIES AND OWNERS' EQUITY		<u>9,649,304,362</u>	<u>10,522,444,178</u>	<u>11,504,015,364</u>	<u>12,451,079,882</u>

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2015	2014	2015	2014
REVENUES					
Brokerage fees	27	957,368,708	1,084,137,945	958,039,539	1,085,517,356
Fees and service income	28	562,696,146	406,103,548	81,444,426	38,112,314
Gains (losses) on securities		(100,304,408)	222,444,613	(100,304,408)	221,709,227
Gains on derivatives		678,734,108	507,211,244	678,734,108	507,211,244
Interest and dividends		262,466,973	262,605,880	351,285,583	304,566,570
Interest on margin loans		100,257,584	89,189,361	100,257,584	89,189,361
Other income		20,726,038	11,944,116	17,835,230	6,305,622
Total revenues		<u>2,481,945,149</u>	<u>2,583,636,707</u>	<u>2,087,292,062</u>	<u>2,252,611,694</u>
EXPENSES					
Finance costs		112,311,789	109,371,813	112,311,789	109,371,813
Fees and service expenses		353,350,229	249,416,253	292,070,118	194,245,040
Operating expenses					
Personnel expenses		824,568,397	865,112,355	650,865,150	726,252,828
Premises and equipment expenses		194,196,169	176,019,798	155,719,056	146,714,928
Directors' remuneration	29	24,671,400	27,128,613	19,040,000	21,800,000
Other expenses		228,742,882	197,201,920	157,034,014	145,845,683
Total operating expenses		<u>1,272,178,848</u>	<u>1,265,462,686</u>	<u>982,658,220</u>	<u>1,040,613,439</u>
Bad debts and doubtful accounts (reversal)		<u>(1,600,701)</u>	<u>(3,468,037)</u>	<u>(1,600,701)</u>	<u>(3,468,037)</u>
Total expenses		<u>1,736,240,165</u>	<u>1,620,782,715</u>	<u>1,385,439,426</u>	<u>1,340,762,255</u>
Profits before income tax expenses		745,704,984	962,853,992	701,852,636	911,849,439
Income tax expenses	33	<u>(157,423,178)</u>	<u>(200,703,174)</u>	<u>(128,643,479)</u>	<u>(178,673,471)</u>
Net Profits		<u>588,281,806</u>	<u>762,150,818</u>	<u>573,209,157</u>	<u>733,175,968</u>
Other comprehensive gain (loss):					
Items that will not be reclassified subsequently to profit or loss:					
Actuarial loss on defined benefit plan		(11,865,549)	-	(7,642,605)	-
Income tax relating to items that will not be reclassified subsequently to profit or loss		2,373,110	-	1,528,521	-
		<u>(9,492,439)</u>	<u>-</u>	<u>(6,114,084)</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:					
Gain on remeasurement of available-for-sale investment		7,568,236	3,820,773	-	-
Gain on translation of the financial statements of foreign operation		23,718,690	2,593,663	-	-
		<u>31,286,926</u>	<u>6,414,436</u>	<u>-</u>	<u>-</u>
Total other comprehensive gain (loss)		<u>21,794,487</u>	<u>6,414,436</u>	<u>(6,114,084)</u>	<u>-</u>
Total comprehensive income		<u><u>610,076,293</u></u>	<u><u>768,565,254</u></u>	<u><u>567,095,073</u></u>	<u><u>733,175,968</u></u>

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

		CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	Notes	2015	2014	2015	2014
Profits attributable to:					
Equity holders of the parent		587,215,008	761,335,524	<u>573,209,157</u>	<u>733,175,968</u>
Non-controlling interests		<u>1,066,798</u>	<u>815,294</u>		
		<u>588,281,806</u>	<u>762,150,818</u>		
Total comprehensive income attributable to:					
Equity holders of the parent		609,040,576	767,749,960	<u>567,095,073</u>	<u>733,175,968</u>
Non-controlling interests		<u>1,035,717</u>	<u>815,294</u>		
		<u>610,076,293</u>	<u>768,565,254</u>		
Earnings per share attributable to equity holders of the parent					
Basic earning per share	32	0.29	0.38	0.29	0.37

Notes to the financial statements form an integral part of these statements

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

CONSOLIDATED FINANCIAL STATEMENTS												
Equity attributable to shareholders of the Parent												
Other component of owners' equity												
Exchange												
Surplus on differences arising from												
Total equity												
attributable												
to equity holders												
Non-controlling												
Total												
Note	Share capital	Share premium	Surplus from unexercised warrants	Surplus on re-measuring available-for-sale investment	Exchange differences arising from translation of the financial statements of foreign operations	Total other component of owners' equity	Retained earnings		Total equity attributable to equity holders of the parent	Non-controlling interests	Total	
							Appropriated	Unappropriated				
Balance as at January 1, 2014	1,991,763,130	982,166,480	101,922,580	-	(51,885,273)	(51,885,273)	199,176,313	1,884,568,477	5,107,711,707	2,224,823	5,109,936,530	
Dividends paid	35	-	-	-	-	-	-	(716,946,578)	(716,946,578)	(441,738)	(717,388,316)	
Net profits for the year		-	-	-	-	-	-	761,335,524	761,335,524	815,294	762,150,818	
Other comprehensive gain (loss) for the year		-	-	-	3,820,773	2,593,663	6,414,436	-	6,414,436	-	6,414,436	
Balance as at December 31, 2014		1,991,763,130	982,166,480	101,922,580	3,820,773	(49,291,610)	(45,470,837)	199,176,313	1,928,957,423	5,158,515,089	2,598,379	5,161,113,468
Balance as at January 1, 2015		1,991,763,130	982,166,480	101,922,580	3,820,773	(49,291,610)	(45,470,837)	199,176,313	1,928,957,423	5,158,515,089	2,598,379	5,161,113,468
Dividends paid	35	-	-	-	-	-	-	(726,962,287)	(726,962,287)	(874,998)	(727,837,285)	
Net profits for the year		-	-	-	-	-	-	587,215,008	587,215,008	1,066,798	588,281,806	
Other comprehensive gain (loss) for the year		-	-	-	7,568,236	23,718,690	31,286,926	-	21,825,568	(31,081)	21,794,487	
Decrease in non-controlling interests		-	-	-	-	-	-	-	-	(49,624)	(49,624)	
Balance as at December 31, 2015		1,991,763,130	982,166,480	101,922,580	11,389,009	(25,572,920)	(14,183,911)	1,779,748,786	5,040,593,378	2,709,474	5,043,302,852	

Notes to the financial statements form an integral part of these statements

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

		SEPARATE FINANCIAL STATEMENTS					
Note		Share capital	Share premium	Surplus from unexercised warrants	Retained earnings		Total
					Appropriated	Unappropriated	
	Balance as at January 1, 2014	1,991,763,130	982,166,480	101,922,580	199,176,313	1,929,895,165	5,204,923,668
	Dividends paid	-	-	-	-	(716,946,578)	(716,946,578)
	Total comprehensive income for the year	-	-	-	-	733,175,968	733,175,968
	Balance as at December 31, 2014	<u>1,991,763,130</u>	<u>982,166,480</u>	<u>101,922,580</u>	<u>199,176,313</u>	<u>1,946,124,555</u>	<u>5,221,153,058</u>
	Balance as at January 1, 2015	1,991,763,130	982,166,480	101,922,580	199,176,313	1,946,124,555	5,221,153,058
	Dividends paid	-	-	-	-	(726,962,287)	(726,962,287)
	Net profits for the year	-	-	-	-	573,209,157	573,209,157
	Other comprehensive loss for the year	-	-	-	-	(6,114,084)	(6,114,084)
	Balance as at December 31, 2015	<u>1,991,763,130</u>	<u>982,166,480</u>	<u>101,922,580</u>	<u>199,176,313</u>	<u>1,786,257,341</u>	<u>5,061,285,844</u>

Notes to the financial statements form an integral part of these statements

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS
	2015	2014	2015	2014
Cash flows from operating activities				
Profits before income tax expenses	745,704,984	962,853,992	701,852,636	911,849,439
Adjustments to reconcile profits before income tax expenses to net cash provided by (paid for) operating activities:				
Depreciation and amortisation	52,575,926	45,998,266	40,211,040	35,515,577
Bad debts and doubtful accounts	9,200,973	10,449,878	9,200,973	10,449,878
Provisions for liabilities	2,810,000	342,987	2,810,000	342,987
(Gains) losses on revaluation of trading securities and derivatives	34,295,774	(67,429,549)	34,295,774	(67,429,549)
Premium on investments in debt securities of a subsidiary	187,345	14,127	-	-
Discount on debts issued and other borrowings	(13,740,127)	(13,380,054)	(13,740,127)	(13,380,054)
Gains on disposals and written-off of equipment	(316,061)	(580,202)	(314,949)	(575,065)
Gains on disposals of property foreclosed	(10,176,782)	(3,045,418)	(10,176,782)	(3,045,418)
Interest income on deposits and investments	(142,699,124)	(164,549,106)	(137,892,731)	(159,710,724)
Dividend income	(119,767,849)	(98,047,583)	(213,392,852)	(144,855,845)
Financial costs	112,311,789	116,267,642	112,311,789	116,267,642
Provisions for long-term employee benefits	14,784,458	10,741,943	12,834,612	9,342,200
Cash received from interest income on deposits and investments	124,568,536	168,637,161	119,609,511	162,966,154
Cash paid for interest expenses	(92,667,746)	(108,445,353)	(92,667,746)	(108,445,353)
Cash paid for income taxes	(217,616,154)	(167,933,920)	(187,776,994)	(149,312,719)
Income from operating activities before changes in operating assets and liabilities	499,455,942	691,894,811	377,164,154	599,979,150
(Increase) decrease in operating assets				
Deposits at financial institutions	(46,833,838)	(106,988,099)	1,566,162	(40,606)
Securities purchased under resale agreements	(140,000,000)	365,000,000	(140,000,000)	365,000,000
Receivables from Clearing House	(236,472,579)	(377,938,892)	(236,472,579)	(377,938,892)
Securities and derivatives business receivables	(176,156,472)	(792,161,493)	(176,156,472)	(792,161,493)
Derivatives assets	(186,708)	32,749,079	(186,708)	32,749,079
Trading securities	1,513,645,972	(1,685,015,339)	1,513,645,972	(1,685,015,339)
Other assets	(33,357,718)	(30,607,583)	(17,550,301)	(13,775,377)
Increase (decrease) in operating liabilities				
Borrowings from financial institutions	(600,000,000)	600,000,000	(600,000,000)	600,000,000
Securities sold under repurchase agreements	(120,000,000)	(35,000,000)	(120,000,000)	(35,000,000)
Payables to Clearing House	117,450,667	(307,042,599)	117,450,667	(307,042,598)
Securities and derivatives business payables	213,947,256	1,243,388,039	213,947,256	1,243,388,039
Accrued expenses	(63,316,517)	48,703,156	(87,732,667)	36,746,462
Derivatives liabilities	(29,462,731)	(67,035,296)	(29,462,731)	(67,035,296)
Debts issued and other borrowings	(208,076,061)	660,072,596	(208,076,061)	660,072,596
Payments on long-term employee benefits during the years	(2,000,000)	(5,025,280)	(2,000,000)	(5,025,280)
Other liabilities	1,249,178	2,115,442	268,207	3,715,180
Net cash from operating activities	689,886,391	237,108,542	606,404,899	258,615,625

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2015

UNIT : BAHT

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2015	2014	2015	2014
Cash flows from investing activities				
Cash paid for available-for-sales investment	-	(164,815,000)	-	-
Cash paid for held-to-maturity debt securities	(8,749,370)	-	-	-
Cash paid for investment in a subsidiary	(49,624)	-	(49,624)	-
Proceed from disposals of held-to-maturity debt securities	8,000,000	-	-	-
Dividends received on investment in securities	120,193,929	97,405,723	120,193,930	97,405,723
Dividends received from a subsidiary	-	-	93,625,002	46,808,262
Cash paid for purchases of equipment and intangible assets	(55,555,731)	(58,103,761)	(44,175,031)	(47,810,141)
Proceed from disposals of equipment	369,409	1,135,090	366,324	1,129,951
Proceed from disposals of property foreclose	19,840,000	10,020,000	19,840,000	10,020,000
Net cash from investing activities	84,048,613	(114,357,948)	189,800,601	107,553,795
Cash flows from financing activities				
Cash paid for subordinated loan	-	-	-	(162,500,000)
Dividends paid	(726,962,287)	(716,946,578)	(726,962,287)	(716,946,578)
Dividends paid to non-controlling interests	(874,998)	(441,738)	-	-
Net cash from financing activities	(727,837,285)	(717,388,316)	(726,962,287)	(879,446,578)
Changes in translation adjustments	7,728,398	2,593,663	-	-
Net increase (decrease) in cash and cash equivalents	53,826,117	(592,044,059)	69,243,213	(513,277,158)
Cash and cash equivalents as at January 1,	393,172,029	985,216,088	264,278,865	777,556,023
Cash and cash equivalents as at December 31,	446,998,146	393,172,029	333,522,078	264,278,865

Notes to the financial statements form an integral part of these statements

KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
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STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2015

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KGI SECURITIES (THAILAND) PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2015

1. GENERAL INFORMATION

KGI Securities (Thailand) Public Company Limited (“the Company”) was incorporated as a public limited company under the Public Limited Companies Act and domiciled in Thailand. It has been operating securities businesses and licensed and approved by the Office of the Securities and Exchange Commission (“SEC”) to operate the following businesses;

- (a) Securities brokerage
- (b) Securities dealing
- (c) Investment advisory
- (d) Securities underwriting
- (e) Securities borrowing and lending
- (f) Securities registrar
- (g) Derivatives brokerage
- (h) Financial advisory
- (i) Over-the-Counter (OTC) derivative business and
- (j) Sales agent of mutual fund units in the areas as specified by the SEC.

In addition, the Company has investments in 3 subsidiaries, whose businesses are disclosed in Note 13 to the financial statements.

The Company’s registered office is located at No. 173, the 8th-11th floors of Asia Centre Building, South Sathorn Road, Thungmahamek Sub-district, Sathorn District, Bangkok. As at December 31, 2015 and 2014, the Company has altogether 17 branches, in Bangkok and other provinces.

In July 2015, the Company were informed by KGI Securities Co. Ltd. (“KGI Taiwan”), the parent company of the Company’s major shareholder, Richpoint Company Limited (holding 34.97% of total issued shares) that as part of the group’s shareholding restructure, Richpoint Company Limited plans to transfer its entire shareholding in the Company to KGI Asia (Holdings) Pte. Ltd. (“KGI Asia”), a company incorporated under the laws of Singapore in which KGI Taiwan indirectly owns its entire equity interest.

Such change will not affect the management and control of the Company. KGI Asia received a waiver to make a tender offer from the Office of the Securities and Exchange Commission of Thailand. The shares had been transferred to KGI Asia in October 2015.

2. BASIS FOR PREPARATION AND PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SEPARATE FINANCIAL STATEMENTS

2.1 Basis for the preparation of financial statements

The financial statements have been prepared in accordance with the Thai Accounting Standard (TAS) No. 1 (Revised 2014) “Presentation of Financial Statements”, and the Regulation of The Stock Exchange of Thailand (SET) dated January 22, 2001, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2544. The presentation of the financial statements has been made in compliance with requirement of the Notification No. Sor. Thor. Kor. Nor. 53/2553 dated December 15, 2010 of the Office of the Securities and Exchange Commission relating to the format of the financial statements of securities companies.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in Note 4 to the financial statements regarding the summary of significant accounting policies.

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.

2.2 Basis of consolidation

- (a) The consolidated financial statements include the financial statements of KGI Securities (Thailand) Public Company Limited (“the Company”) and the following subsidiaries:

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	Assets as a percentage to the consolidated totals		Revenues as a percentage to the consolidated totals			
				For the years ended					
				December 31,	December 31,	December 31,	December 31,	December 31,	
				2015	2014	2015	2014	2015	2014
				Percent	Percent	Percent	Percent	Percent	Percent
One Asset Management Limited	Mutual fund management	Thailand	99	99	3.98	3.20	19.80	14.76	
KGI Securities (Thailand) International Holdings Limited (“HOLDCO”)	Investment	Hong Kong	100	100	0.95	0.84	-	-	
KGI (Thailand) Holdings Limited (“KTHL”)	Investment	British Virgin Islands	100	100	2.00	1.61	-	0.03	

- (b) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- (c) The financial statements of the subsidiaries are prepared using the same accounting periods and significant accounting policies as the Company.

- (d) The assets and liabilities in the financial statements of overseas subsidiaries are translated into Baht using the exchange rate prevailing at the end of the reporting period, and revenues and expenses translated into Baht using monthly average exchange rates. The resulting differences are shown under the caption of “Exchange differences arising from translation of the financial statements of foreign operations” within owners’ equity.
- (e) Material balances and transactions between the Company and its subsidiaries, have been eliminated from the consolidated financial statements.
- (f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within owners’ equity in the consolidated statement of financial position.

2.3 Separate financial statements

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

3. NEW THAI FINANCIAL REPORTING STANDARDS

3.1 Thai Financial Reporting Standards affecting the presentation and/or disclosure in the current year financial statements

The Federation of Accounting Professions has issued the Notifications regarding Thai Financial Reporting Standards (TFRSs) which are effective for the financial statements for the period beginning on or after January 1, 2015 onwards, as follows:

Thai Accounting Standards (“TAS”)

TAS 1 (Revised 2014)	Presentation of Financial Statements
TAS 2 (Revised 2014)	Inventories
TAS 7 (Revised 2014)	Statement of Cash Flows
TAS 8 (Revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (Revised 2014)	Events after the Reporting Period
TAS 11 (Revised 2014)	Construction Contracts
TAS 12 (Revised 2014)	Income Taxes
TAS 16 (Revised 2014)	Property, Plant and Equipment
TAS 17 (Revised 2014)	Leases
TAS 18 (Revised 2014)	Revenue
TAS 19 (Revised 2014)	Employee Benefits
TAS 20 (Revised 2014)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (Revised 2014)	The Effects of Changes in Foreign Exchange Rate
TAS 23 (Revised 2014)	Borrowing Costs
TAS 24 (Revised 2014)	Related Party Disclosures
TAS 26 (Revised 2014)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (Revised 2014)	Separate Financial Statements

Thai Accounting Standards (“TAS”) (Continued)

TAS 28 (Revised 2014)	Investments in Associates and Joint Ventures
TAS 29 (Revised 2014)	Financial Reporting in Hyperinflationary Economies
TAS 33 (Revised 2014)	Earnings per Share
TAS 34 (Revised 2014)	Interim Financial Reporting
TAS 36 (Revised 2014)	Impairment of Assets
TAS 37 (Revised 2014)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (Revised 2014)	Intangible assets
TAS 40 (Revised 2014)	Investment Property

Thai Financial Reporting Standards (“TFRS”)

TFRS 2 (Revised 2014)	Share - Based Payment
TFRS 3 (Revised 2014)	Business Combinations
TFRS 5 (Revised 2014)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (Revised 2014)	Exploration for and Evaluation of Mineral Assets
TFRS 8 (Revised 2014)	Operating Segments
TFRS 10	Consolidated Financial Statements
TFRS 11	Joint Arrangements
TFRS 12	Disclosure of Interests in Other Entities
TFRS 13	Fair Value Measurement

Thai Accounting Standards Interpretations (“TSIC”)

TSIC 10 (Revised 2014)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (Revised 2014)	Operating Leases - Incentives
TSIC 25 (Revised 2014)	Income Taxes - Change in the Tax Status of an Enterprise or its Shareholders
TSIC 27 (Revised 2014)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29 (Revised 2014)	Disclosure - Service Concession Arrangements
TSIC 31 (Revised 2014)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (Revised 2014)	Intangible Assets - Web Site Costs

Thai Financial Reporting Standard Interpretations (“TFRIC”)

TFRIC 1 (Revised 2014)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (Revised 2014)	Determining whether an Arrangement contains a Lease
TFRIC 5 (Revised 2014)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (Revised 2014)	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10 (Revised 2014)	Interim Financial Reporting and Impairment
TFRIC 12 (Revised 2014)	Service Concession Arrangements
TFRIC 13 (Revised 2014)	Customer Loyalty Programmes
TFRIC 14	TAS 19 (Revised 2014) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (Revised 2014)	Agreements for the Construction of Real Estate
TFRIC 17 (Revised 2014)	Distributions of Non-cash Assets to Owners
TFRIC 18 (Revised 2014)	Transfers of Assets from Customers
TFRIC 20	Stripping Costs in the Production Phase of a Surface Mine

Above TFRSs have no material impact on these financial statements, except for the followings:

New Standard on Fair Value Measurement

Impact of the application of TFRS 13

The Company and its subsidiaries has applied TFRS 13 for the first time in the current year. TFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements.

TFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under TFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, TFRS 13 includes extensive disclosure requirements. In addition, the Company has determined additional accounting policy for fair value measurement that presented in Note 4.24.

TFRS 13 requires prospective application for the financial statements for the periods beginning on or after January 1, 2015 onwards. Other than the additional disclosures, the application of TFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

- 3.2 The Federation of Accounting Professions issued the Notification regarding the Conceptual Framework for Financial Reporting (Revised 2015), which is announced in the Royal Gazette and effective from November 6, 2015, onwards.

The Company's management has assessed the effects of the Conceptual Framework for Financial Reporting and believes that it will not have any significant impact on the financial statements for the period in which it is initially applied.

- 3.3 Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective

The Federation of Accounting Professions has issued the Notifications regarding Thai Financial Reporting Standards (TFRSs) which are effective for the financial statements for the period beginning on or after January 1, 2016 onwards, as follow:

Thai Accounting Standards ("TAS")

TAS 1 (Revised 2015)	Presentation of Financial Statements
TAS 2 (Revised 2015)	Inventories
TAS 7 (Revised 2015)	Statement of Cash Flows
TAS 8 (Revised 2015)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (Revised 2015)	Events after the Reporting Period
TAS 11 (Revised 2015)	Construction Contracts
TAS 12 (Revised 2015)	Income Taxes
TAS 16 (Revised 2015)	Property, Plant and Equipment
TAS 17 (Revised 2015)	Leases
TAS 18 (Revised 2015)	Revenue
TAS 19 (Revised 2015)	Employee Benefits
TAS 20 (Revised 2015)	Accounting for Government Grants and Disclosure of Government Assistance

Thai Accounting Standards (“TAS”) (Continued)

TAS 21 (Revised 2015)	The Effects of Changes in Foreign Exchange Rate
TAS 23 (Revised 2015)	Borrowing Costs
TAS 24 (Revised 2015)	Related Party Disclosures
TAS 26 (Revised 2015)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (Revised 2015)	Separate Financial Statements
TAS 28 (Revised 2015)	Investments in Associates and Joint Ventures
TAS 29 (Revised 2015)	Financial Reporting in Hyperinflationary Economies
TAS 33 (Revised 2015)	Earnings per Share
TAS 34 (Revised 2015)	Interim Financial Reporting
TAS 36 (Revised 2015)	Impairment of Assets
TAS 37 (Revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (Revised 2015)	Intangible assets
TAS 40 (Revised 2015)	Investment Property
TAS 41	Agriculture

Thai Financial Reporting Standards (“TFRS”)

TFRS 2 (Revised 2015)	Share - Based Payment
TFRS 3 (Revised 2015)	Business Combinations
TFRS 4	Insurance Contracts
TFRS 5 (Revised 2015)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (Revised 2015)	Exploration for and Evaluation of Mineral Assets
TFRS 8 (Revised 2015)	Operating Segments
TFRS 10 (Revised 2015)	Consolidated Financial Statements
TFRS 11 (Revised 2015)	Joint Arrangements
TFRS 12 (Revised 2015)	Disclosure of Interests in Other Entities
TFRS 13 (Revised 2015)	Fair Value Measurement

Thai Accounting Standards Interpretations (“TSIC”)

TSIC 10 (Revised 2015)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (Revised 2015)	Operating Leases - Incentives
TSIC 25 (Revised 2015)	Income Taxes - Change in the Tax Status of an Enterprise or its Shareholders
TSIC 27 (Revised 2015)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29 (Revised 2015)	Disclosure - Service Concession Arrangements
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Thai Financial Reporting Standard Interpretations (“TFRIC”)

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TFRIC 4 (Revised 2015)	Determining whether an Arrangement contains a Lease
TFRIC 5 (Revised 2015)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (Revised 2015)	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10 (Revised 2015)	Interim Financial Reporting and Impairment
TFRIC 12 (Revised 2015)	Service Concession Arrangements
TFRIC 13 (Revised 2015)	Customer Loyalty Programmes
TFRIC 14 (Revised 2015)	TAS 19 (Revised 2015) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (Revised 2015)	Agreements for the Construction of Real Estate
TFRIC 17 (Revised 2015)	Distributions of Non-cash Assets to Owners
TFRIC 18 (Revised 2015)	Transfers of Assets from Customers
TFRIC 20 (Revised 2015)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21	Levies

Guideline on Accounting

Guideline on Accounting regarding Recognition and Measurement of Bearer Plants

The Company's and its subsidiaries' management has assessed the impact of TFRS and believes that it will not have material impact on the financial statements for the period in which they are initially applied.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

4.1 Revenue recognition

(a) Brokerage fees

Brokerage fees from securities and derivatives businesses are recognised as revenues on the transaction dates.

(b) Fees and service income

Fees and service income are recognised as revenues when services have been rendered taking into account the stage of completion.

Management fees and registrar fees are calculated as a percentage of net asset value of the funds managed by the subsidiary or fixed amount as mentioned in prospectus and recognised as revenues on an accrual basis.

(c) Gains (losses) on securities and derivatives

Gains (losses) on securities and derivatives are recognised as revenues or expenses on the transaction dates.

(d) Interest and dividends

Interest is recognised as revenues on an accrual basis based on the effective interest rate. Dividend is recognised as revenues when the right to receive the dividend is established.

(e) Interest on credit balance loans

Interest is recognised revenues over the term of the loans based on the amount of principal outstanding. No accrual has been made for certain loans, which are not qualified for recognition under Notification No. Kor. Thor. 5/2544 dated February 15, 2001 of the Office of the Securities and Exchange Commission, and other relevant factors.

Discounts or interest already included in the face value of notes receivable or loans are deferred and taken up as revenue evenly throughout the terms of the notes or loans.

4.2 Expense recognition

(a) Interest expenses

Interest is charged to expenses on an accrual basis.

(b) Fees and service expenses

Fees and service expenses are recognised as expenses on an accrual basis.

4.3 Recognition and elimination of customer deposits

Customers' deposits placed with the Company for securities trading in their cash accounts and credit balance accounts, including those placed as security for derivatives trading, are recorded as assets and liabilities of the Company for internal control purposes. However, at the end of the reporting period, the Company excludes the amounts from both assets and liabilities and presents only assets, which belong to the Company.

4.4 Cash and cash equivalents

Cash and cash equivalents include cash on hand, all bank accounts maturing within 3 months, short-term investments in callable notes or promissory notes issued by financial institutions and those with an original maturity of 3 months or less and not subject to withdrawal restrictions.

4.5 Deposits at financial institutions

Deposits at financial institutions include fixed deposits, bills of exchange and promissory notes issued by financial institutions with an original maturity of longer than 3 months or with an original maturity of 3 months or less, but the Company and its subsidiaries intend to roll-over them, or deposits subject to withdrawal restrictions.

4.6 Securities purchased under resale agreements/securities sold under repurchase agreements

The Company enters into purchases of securities under resale agreements and sales of securities under repurchase agreements 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 purchases of those securities and the amounts received for securities sold under repurchase agreements are presented as liabilities in the statements of financial position. 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 or finance costs as the case maybe. Securities under those agreement are deemed collateral.

4.7 Receivable from Clearing House/payables to Clearing House

Receivables from Clearing House comprise the net balance receivable from Clearing House in respect of settlements of securities and derivatives trading businesses. These also include amounts placed with Clearing House as securities for derivatives trading transactions.

Payables to Clearing House comprise the net balance payable to Clearing House in respect of settlements of securities and derivatives trading businesses.

4.8 Securities borrowing and lending

The Company records its obligations to return borrowed securities which it has sold short or lent as “Securities borrowing payables” in the statement of financial position. At the end of the reporting period the balance of Securities borrowing payables, which securities has sold short is adjusted based on the latest offer price quoted on the Stock Exchange of Thailand. Gains or losses arising from such adjustment are included in profit or loss from operation.

Securities lent to customers are recorded as “Securities borrowing receivables” in the statement of financial position. Cash paid or received as collateral for securities borrowing and lending is recorded as “Guarantee deposit receivables” or “Guarantee deposit payables”.

Fees for borrowing are recognised as expenses while fees for lending are recognised as revenue on an accrual basis over the borrowing and lending terms.

4.9 Securities and derivatives business receivables/payables

Securities and derivatives business receivables comprise the net securities and derivatives business receivables, after deducting allowance for doubtful accounts, and include related accrued interest receivables. In addition, securities business receivables include the net receivable balances of cash accounts, credit balance accounts, securities borrowings receivable and guarantee deposit receivables (which comprise cash placed as security with securities lenders or securities depositories) and other receivables such as overdue cash customer accounts and securities receivables which are subject to legal proceedings, are undergoing restructuring or are settling in installments.

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

4.10 Allowances for doubtful accounts

The Company has provided allowances for doubtful accounts on securities and derivatives business receivables based on a review of debtor's ability to make repayment, taking into consideration recovery risk and the value of the collateral. Such debt classifications and provisions are made in accordance with the guidelines laid down in the Notification No. Kor. Thor. 5/2544 dated February 15, 2001 of the Office of the Securities and Exchange Commission, and consideration of other relevant factors.

4.11 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 from operation.
- (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 transferred to be recognised in profit or loss from operation when the securities are sold.
- (c) Investments in held-to-maturity debt securities are recorded at amortised cost. The premium on discount on debt securities is amortised or accreted by the effective rate method with the amortised or accreted amount presented as an adjustment to the interest income.
- (d) Investments in non-marketable equity securities, which the Company classifies as general investments, are stated at cost net of allowance for impairment (if any).
- (e) Investments in subsidiaries are accounted for in the separate financial statements using the cost method, net of allowance for impairment (if any).

The fair value of marketable securities is based on the latest bid price of the last working day of the reporting period as quoted on the Stock Exchange of Thailand. The fair value of debt instruments is determined based on yield rates quoted by the Thai Bond Market Association. The fair value of investment units is determined from their net asset values.

Loss on impairment of investments (if any) are included in profit or loss from operation.

Purchase and sales of investments are recorded on trade date.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss from operation. The weighted average method is used for computation of the cost of investments.

4.12 Premises and Equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for impairment (if any). Depreciation is calculated by reference to their cost on a straight-line basis over the following estimated useful lives:

Building and building improvement	20 years
Furniture, fixtures and equipment	3 and 5 years
Vehicles	5 years

No depreciation is provided for land and installation in progress.

Depreciation is included in profit or loss from operation.

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 from operation when the asset is derecognised.

4.13 Intangible assets and amortisation

Intangible assets are carried at cost less any accumulated amortisation and allowance for impairment (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 asset 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 from operation.

Intangible assets have the estimated useful lives as follows:

	<u>Useful lives</u>
Deferred derivatives agent license fee	5 years
Computer softwares	5 and 7 years

No amortisation is provided on computer software under development.

4.14 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of the cost of the business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired, exceeds the cost of business combination, such excess is immediately recognised as revenue in profit or loss from operation.

For subsequent measurement, goodwill is carried at cost less allowance for impairment. Goodwill is tested for impairment annually or when circumstances indicate that the carrying value may be impaired.

4.15 Properties foreclosed

Properties foreclosed represent land received in settlement of securities business receivables from debtors, and are stated at the lower of cost or net realisable value. Loss on impairment is included in profit or loss from operation.

4.16 Impairment of assets

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of premises and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised in profit or loss from operation 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. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company and subsidiary companies could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

4.17 Provisions

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

4.18 Long-term leases

Leases of equipment which transfer substantially all the risks and rewards of ownership to the lessee are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are recorded as liabilities, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the shorter of useful life of the asset and the lease period.

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

4.19 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 plan

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

Defined benefit plan

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

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

Actuarial gains and losses arising from the defined benefit plan are recognised immediately in other comprehensive income.

4.20 Foreign currencies

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

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period, with the exception of those covered by forward exchange contracts, which are translated at the contracted rates.

Gains and losses on exchange are included in profit or loss from operation.

4.21 Income tax expenses

Income tax expenses represent the sum of corporate income taxes currently payable and deferred income taxes.

Current income taxes

Current income taxes are 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 income taxes

Deferred income taxes are 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 periods.

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

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

The Company and its subsidiaries record deferred income taxes directly to owners' equity if the taxes relate to items that are recorded directly to owners' equity.

4.22 Derivatives

The Company enters into derivative transactions to meet the needs of customers and/or for trading purposes, and such derivatives can be divided into five categories. These are forward contracts, futures, options, derivative warrants and over-the-counter derivatives.

The Company initially records the obligations under derivative contracts as off-balance sheet items and recognises such contracts as assets or liabilities at fair value at the transaction date (trade date). The Company will subsequently measure them at fair value at the end of each reporting period whereby gains or losses as a result of changes in the fair value will be recognised in profit or loss from operation.

The fair values of each category of derivatives are determined as follows:

- (a) The fair value of forward contracts is calculated using the exchange rate at the end of the reporting period.
- (b) The fair value of locally traded forward contracts is based on the settlement prices quoted on the last working day of the reporting period by Thailand Futures Exchange Public Company Limited. The fair value of forward contracts traded on overseas exchanges is based on the daily settlement prices quoted by the applicable overseas exchanges.
- (c) The fair value of option contracts is determined based on the daily settlement price quoted by Thailand Futures Exchange Public Company Limited.
- (d) The fair value of derivative warrants is based on the latest offer price on the last working day of the period as quoted on the Stock Exchange of Thailand.
- (e) The fair value of over-the-counter derivatives is determined using a valuation technique and model. The inputs to this model are derived from observable market data, taking into consideration of dividend, interest rate, the underlying price and the volatility of the underlying item.

4.23 Related party transactions

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

They also include associated companies and individuals which directly or indirectly own a voting interest in the Company and its subsidiaries that give them significant influence over the Company and its subsidiaries, key management personnel, directors and officers with authority in the planning and direction of the Company's and its subsidiaries' operations, together with closed family members of such persons and companies which are controlled or influenced by them, whether directly or indirectly.

4.24 Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company and its subsidiaries takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis.

In addition, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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

5.1 Recognition and derecognition of assets and liabilities

In considering whether to recognise or to derecognise assets or liabilities, the management is required to make judgment 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.

5.2 Fair value of financial instruments

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

5.3 Allowances for doubtful accounts on securities and derivative business receivables

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

5.4 Allowance for impairment on investments

The Company and its subsidiaries treat 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 judgment of the management.

5.5 Premises and equipment and depreciation

In determining depreciation of buildings and equipment, the management is required to make estimates of the useful lives and residual values of the Company’s buildings and equipment and to review estimated useful lives and residual values when circumstance changes.

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

5.6 Goodwill and intangible assets

The initial recognition and measurement of goodwill and other 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.

5.7 Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences to the extent that it is probable that taxable profit will be available against which the temporary differences 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.

5.8 Leases

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

5.9 Employee benefits

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, staff turnover rate and mortality rate. However, actual results could differ from estimates.

5.10 Litigation

The Company and its subsidiaries have contingent liabilities as a result of litigation. The management has used judgment to assess of the results of the litigation cases and recorded provision for contingent liabilities as of the end of reporting period. In case where they believe that there will be no loss, they will not provide contingent liabilities as at the end of reporting period. However, actual results could differ from estimates.

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, 2015 and 2014 are consist of following:

	CONSOLIDATED		Unit: Thousand Baht	
	FINANCIAL STATEMENTS		SEPARATE	
	December 31,	December 31,	December 31,	December 31,
	2015	2014	2015	2014
Cash on hand	827	823	777	773
Current accounts and savings deposits	955,782	795,327	852,356	686,484
Fixed deposits	410,007	20,007	400,007	7
Total cash and cash equivalents	1,366,616	816,157	1,253,140	687,264
<u>Less</u> Deposits held for customers*	<u>(919,618)</u>	<u>(422,985)</u>	<u>(919,618)</u>	<u>(422,985)</u>
Cash and cash equivalents - net	<u>446,998</u>	<u>393,172</u>	<u>333,522</u>	<u>264,279</u>

* Deposits held for customers are not required to present as assets and liabilities in the financial statements according to the Notification of the Office of the Securities and Exchange Commission.

7. DEPOSITS AT FINANCIAL INSTITUTIONS

Deposits at financial institutions over 3 months but less than 1 year as at December 31, 2015 and 2014 are consist of following:

	CONSOLIDATED		Unit: Thousand Baht	
	FINANCIAL STATEMENTS		SEPARATE	
	December 31,	December 31,	December 31,	December 31,
	2015	2014	2015	2014
Fixed deposits	3,393,358	3,456,524	3,200,002	3,261,568
Bills of exchange	50,000	-	-	-
Total	3,443,358	3,456,524	3,200,002	3,261,568
<u>Less</u> Deposits held for customers*	<u>(3,200,000)</u>	<u>(3,260,000)</u>	<u>(3,200,000)</u>	<u>(3,260,000)</u>
Deposits at financial institutions - net	<u>243,358</u>	<u>196,524</u>	<u>2</u>	<u>1,568</u>

* Deposits held for customers are not required to present as assets and liabilities in the financial statements according to the Notification of the Office of the Securities and Exchange Commission.

8. RECEIVABLES FROM CLEARING HOUSE

Receivables from clearing house as at December 31, 2015 and 2014 are consist of following:

	Unit: Thousand Baht	
	CONSOLIDATED AND SEPARATE	
	FINANCIAL STATEMENTS	
	December 31, 2015	December 31, 2014
Receivables from Clearing House	1,501,257	835,395
<u>Less</u> Receivables from Clearing House held for customers*	<u>(562,167)</u>	<u>(94,680)</u>
Receivables from Clearing House - net	<u>939,090</u>	<u>740,715</u>

* Receivables from Clearing House for the customers are not shown as assets and liabilities in the financial statements according to the Notification of the Office of the Securities and Exchange Commission.

9. SECURITIES AND DERIVATIVES BUSINESS RECEIVABLES - NET

Securities and derivatives business receivables - net as at December 31, 2015 and 2014 are consist of following:

	Unit: Thousand Baht	
	CONSOLIDATED AND SEPARATE	
	FINANCIAL STATEMENTS	
	December 31, 2015	December 31, 2014
<u>Securities business receivables</u>		
Cash accounts	2,099,788	1,853,618
Credit balance accounts	1,718,464	1,450,706
Receivables under securities borrowing and lending business		
- Guarantee deposit receivables	1,117,344	1,520,589
- Securities borrowing receivables	139,455	69,876
Other receivables		
- Installment receivables	421,871	432,494
- Overdue customers' accounts	-	1,607
- Other securities business receivables	252	6,587
Total securities business receivables	5,497,174	5,335,477
<u>Add</u> Accrued interest receivables	10,502	10,159
<u>Less</u> Allowance for doubtful accounts	<u>(454,132)</u>	<u>(459,938)</u>
Securities business receivables and accrued interest receivables - net	<u>5,053,544</u>	<u>4,885,698</u>
Securities and derivatives business receivables - net	<u>5,053,544</u>	<u>4,885,698</u>

9.1 Receivables on which recognition of income have been ceased

As at December 31, 2015 and 2014, the Company had other receivables with book values totaling Baht 419 million and Baht 421 million, respectively, on which recognition of income have been ceased. The Company had already provided allowance for doubtful accounts amounting to Baht 419 million and Baht 421 million, respectively.

9.2 Receivables classified by class

As at December 31, 2015 and 2014, the Company classified securities business receivables, including related accrued interest receivables, in accordance with the Notification of the Office of the Securities and Exchange Commission relating to accounting for non-performing debts of securities companies. The classification is as follows:

Unit: Thousand Baht			
CONSOLIDATED AND SEPARATE			
FINANCIAL STATEMENTS			
December 31, 2015			
	Debt balances	Allowances for doubtful accounts	Debt balances net of allowances for doubtful accounts
Normal debts	5,076,467	-	5,076,467
Sub-standard debts	29,260	-	29,260
Doubtful debts	401,949	(401,949)	-
Total	5,507,676	(401,949)	5,105,727
Additional reserve for uncollectible debts	-	(52,183)	(52,183)
Carrying values	5,507,676	(454,132)	5,053,544

Unit: Thousand Baht			
CONSOLIDATED AND			
SEPARATE FINANCIAL STATEMENTS			
December 31, 2014			
	Debt balances	Allowances for doubtful accounts	Debt balances net of allowances for doubtful accounts
Normal debts	4,903,257	-	4,903,257
Sub-standard debts	29,261	-	29,261
Doubtful debts	413,118	(413,118)	-
Total	5,345,636	(413,118)	4,932,518
Additional reserve for uncollectible debts	-	(46,820)	(46,820)
Carrying values	5,345,636	(459,938)	4,885,698

9.3 Guarantee deposit receivables

Securities business receivables include guarantee deposit receivables as at December 31, 2015 and 2014 are as follows.

	Unit: Thousand Baht	
	CONSOLIDATED AND	
	SEPARATE FINANCIAL STATEMENTS	
	December 31,	December 31,
	2015	2014
Guarantee deposit receivables	1,117,344	1,520,589
Fair value of borrowed securities	912,475	1,254,312
The value of remaining borrowed securities not yet sold under short-sale transaction or relent to others	2,916	4,482

10. ALLOWANCES FOR DOUBTFUL ACCOUNTS

Allowances for doubtful accounts as at December 31, 2015 and 2014 are as follows:

	Unit: Thousand Baht	
	CONSOLIDATED AND SEPARATE	
	FINANCIAL STATEMENTS	
	December 31,	December 31,
	2015	2014
Balances - beginning of the years	459,938	458,466
<u>Add</u> Allowances for doubtful accounts additional by set up during the years	9,060	13,997
Bad debts written back	1,354	1,413
<u>Less</u> Reversal of allowances for doubtful accounts during the years	(10,802)	(13,918)
Bad debts written off	(5,418)	(20)
Balances - ending of the years	<u>454,132</u>	<u>459,938</u>

11. DERIVATIVES ASSETS AND LIABILITIES

Derivatives assets and liabilities as at December 31, 2015 and 2014 are consist of following:

Unit: Thousand Baht				
CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS				
December 31, 2015				
	Assets		Liabilities	
	Fair value	Notional amounts	Fair value	Notional amounts
Trading derivatives				
Warrants	2,117	11,251	-	-
Derivatives warrants	-	-	76,653	2,859,201
Futures	-	593,283	-	893,841
Options	639	39,300	8,277	113,665
Over-the-Counter derivatives	19,737	511,127	19,070	500,000
Total	<u>22,493</u>	<u>1,154,961</u>	<u>104,000</u>	<u>4,366,707</u>

Unit: Thousand Baht				
CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS				
December 31, 2014				
	Assets		Liabilities	
	Fair value	Notional amounts	Fair value	Notional amounts
Trading derivatives				
Warrants	7,515	58,433	-	-
Derivatives warrants	-	-	90,758	793,413
Futures	-	743,134	-	2,182,878
Options	1,585	57,165	1,624	29,385
Over-the-Counter derivatives	25,398	913,072	24,089	905,466
Total	<u>34,498</u>	<u>1,771,804</u>	<u>116,471</u>	<u>3,911,142</u>

12. INVESTMENTS - NET

12.1 Investments - net as at December 31, 2015 and 2014 classified by investment purposes as follows:

Unit: Thousand Baht				
CONSOLIDATED FINANCIAL STATEMENTS				
	December 31, 2015		December 31, 2014	
	Cost value/ amortised cost	Fair value	Cost value/ amortised cost	Fair value
Trading securities				
Equity securities				
Listed securities	1,474,072	1,399,293	2,987,276	2,940,648
Investments units	2	6	2	7
Total	1,474,074	1,399,299	2,987,278	2,940,655
Debt securities				
Government debt securities	562,860	562,688	530,716	530,476
Corporate debt securities	124,547	124,589	152,090	152,107
Foreign debt securities	-	-	5,043	5,053
Total	687,407	687,277	687,849	687,636
Total trading securities	2,161,481	2,086,576	3,675,127	3,628,291
<u>Less</u> Allowance for revaluation	(74,905)	-	(46,836)	-
Trading securities - net	2,086,576	2,086,576	3,628,291	3,628,291
Available-for-sale securities				
Equity securities				
Foreign Investments units	180,443	192,194	164,815	168,635
Total available-for-sale securities	180,443	192,194	164,815	168,635
<u>Add</u> Allowance for revaluation	11,751	-	3,820	-
Available-for-sale securities - net	192,194	192,194	168,635	168,635
Held-to-maturity debt securities				
Government bonds	8,569		8,007	
Held-to-maturity debt securities	8,569		8,007	
General investments				
Ordinary shares	27,603		27,603	
Foreign investment units	2,420		2,210	
General investments	30,023		29,813	
<u>Less</u> Allowance for impairment	(9,273)		(9,063)	
General investments - net	20,750		20,750	
Total investments - net	<u>2,308,089</u>		<u>3,825,683</u>	

Unit: Thousand Baht				
SEPARATE FINANCIAL STATEMENTS				
	December 31, 2015		December 31, 2014	
	Cost value/ amortised cost	Fair value	Cost value/ amortised cost	Fair value
Trading securities				
Equity securities				
Listed securities	1,474,072	1,399,293	2,987,276	2,940,648
Investment units	2	6	2	7
Total	1,474,074	1,399,299	2,987,278	2,940,655
Debt securities				
Government debt securities	562,860	562,688	530,716	530,476
Corporate debt securities	124,547	124,589	152,090	152,107
Foreign debt securities	-	-	5,043	5,053
Total	687,407	687,277	687,849	687,636
Total trading securities	2,161,481	2,086,576	3,675,127	3,628,291
<u>Less</u> Allowance for revaluation	(74,905)	-	(46,836)	-
Trading securities - net	2,086,576	2,086,576	3,628,291	3,628,291
General investments				
Ordinary shares	27,603		27,603	
<u>Less</u> Allowance for impairment	(6,853)		(6,853)	
General investments - net	20,750		20,750	
Total investments - net	2,107,326		3,649,041	

12.2 Investments subject to restrictions

As at December 31, 2015 and 2014, the Company and its subsidiaries have investments subject to restrictions of which the carrying value are as follows.

Unit: Thousand Baht				
	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Securities sold under repurchase agreements - Trading securities	9,986	131,543	9,986	131,543
Securities placed as collateral held-to-maturity debt securities ⁽¹⁾	8,569	8,007	-	-
Total investments subject to restrictions	18,555	139,550	9,986	131,543

⁽¹⁾ As at December 31, 2015 and 2014, investments in held-to-maturity debt securities of a local subsidiary, totaling Baht 9 million and Baht 8 million, respectively, were placed as security with the Ministry of Finance, in accordance with the agreements made with the Ministry of Finance and the Ministry of Industry, who hired the subsidiary as their fund manager. The funds as managed by the subsidiary, are being in the liquidation process, those securities will be free from encumbrance when the liquidation is completed.

12.3 Debt securities classified by remaining periods to maturity

As at December 31, 2015 and 2014, a subsidiary classifies investments in held-to-maturity debt securities by the remaining periods to maturity as follows:

Unit: Thousand Baht				
CONSOLIDATED FINANCIAL STATEMENTS				
December 31, 2015				
	Within 1 year	1 - 5 years	Over 5 years	Total
Held-to-maturity debt securities				
Government bonds	-	8,569	-	8,569
Total	-	8,569	-	8,569

Unit: Thousand Baht				
CONSOLIDATED FINANCIAL STATEMENTS				
December 31, 2014				
	Within 1 year	1 - 5 years	Over 5 years	Total
Held-to-maturity debt securities				
Government bonds	8,007	-	-	8,007
Total	8,007	-	-	8,007

13. INVESTMENTS IN SUBSIDIARIES - NET

Investments in subsidiaries - net as at December 31, 2015 and 2014, as presented in separate financial statements are as follows:

Company's name	Business	Type of Relationship	Paid-up capital		Shareholding percentage		Cost		Dividends received during the years ended December 31	
			December 31	December 31	December 31	December 31	December 31	December 31	2015	2014
			2015	2014	2015	2014	2015	2014	2015	2014
					%	%	Million Baht	Million Baht	Million Baht	Million Baht
Subsidiaries included in consolidated financial statements										
One Asset Management Limited	Mutual fund management	Shareholding	Baht 105 million	Baht 105 million	99	99	244	244	94	47
KGI Securities (Thailand) International Holdings Limited (incorporated in Hong Kong)	Investment	Shareholding	USD 39 million	USD 39 million	100	100	1,549	1,549	-	-
KGI (Thailand) Holdings Limited (incorporated in British Virgin Islands)	Investment	Shareholding	USD 20 million	USD 20 million	100	100	834	834	-	-
Total investments in subsidiaries							2,627	2,627	94	47
Less Allowance for impairment loss							(77)	(77)	-	-
Investments in subsidiaries - net							2,550	2,550	94	47

The consolidated financial statements as at December 31, 2015 and 2014 do not include the financial statements of Thai Thamrong Finance Company Limited, paid-up capital Baht 1,218 million, which the Company holds 53% of the common shares and Nithipat Finance Public Company Limited, paid-up capital Baht 1,080 million, which the Company holds 24% of the common shares because the subsidiary and associate were dissolution and are in the liquidation process.

During the year ended December 31, 2015, the Company acquired additional 1,884 ordinary shares of One Asset Management Limited from minority shareholders of that subsidiary.

14. PREMISES AND EQUIPMENT - NET

Premises and equipment - net as at December 31, 2015 and 2014 are consist of following:

Unit: Thousand Baht					
CONSOLIDATED FINANCIAL STATEMENTS					
For the year ended December 31, 2015					
	Balance as at January 1, 2015	Additions	Disposals	Transfer in (Transfer out)	Balance as at December 31, 2015
Cost					
Land	1,820	-	-	-	1,820
Building and building improvements	17,325	3,803	-	510	21,638
Equipment	330,634	9,402	(2,093)	20,888	358,831
Furniture and fixtures	136,832	4,094	(1,236)	847	140,537
Vehicles	1,974	-	(1,381)	-	593
Installation in progress	2,332	26,693	-	(22,005)	7,020
Total cost	490,917	43,992	(4,710)	240	530,439
Accumulated depreciation					
Building and building improvements	7,558	3,195	-	-	10,753
Equipment	256,359	26,552	(2,038)	242	281,115
Furniture and fixtures	121,146	5,517	(1,235)	-	125,428
Vehicles	1,974	-	(1,381)	-	593
Total accumulated depreciation	387,037	35,264	(4,654)	242	417,889
Premises and equipment - net	103,880				112,550

Unit: Thousand Baht					
CONSOLIDATED FINANCIAL STATEMENTS					
For the year ended December 31, 2014					
	Balance as at January 1, 2014	Additions	Disposals	Transfer in (Transfer out)	Balance as at December 31, 2014
Cost					
Land	1,820	-	-	-	1,820
Building and building improvements	9,824	140	-	7,361	17,325
Equipment	336,130	17,358	(37,977)	15,123	330,634
Furniture and fixtures	133,999	1,120	(313)	2,026	136,832
Vehicles	1,974	-	-	-	1,974
Installation in progress	14,782	12,899	(484)	(24,865)	2,332
Total cost	498,529	31,517	(38,774)	(355)	490,917
Accumulated depreciation					
Building and building improvements	5,360	2,198	-	-	7,558
Equipment	271,832	22,601	(38,074)	-	256,359
Furniture and fixtures	116,100	5,359	(313)	-	121,146
Vehicles	1,974	-	-	-	1,974
Total accumulated depreciation	395,266	30,158	(38,387)	-	387,037
Premises and equipment - net	103,263				103,880

Depreciation for the years ended December 31

2015	Thousand Baht	35,264
2014	Thousand Baht	30,158

Unit: Thousand Baht

SEPARATE FINANCIAL STATEMENTS

For the year ended December 31, 2015

	Balance as at January 1, 2015	Additions	Disposals	Transfer in (Transfer out)	Balance as at December 31, 2015
Cost					
Land	1,820	-	-	-	1,820
Building and building improvements	3,280	-	-	-	3,280
Equipment	296,509	5,478	(945)	20,648	321,690
Furniture and fixtures	129,708	2,510	(1,235)	847	131,830
Vehicles	1,974	-	(1,381)	-	593
Installation in progress	2,332	26,183	-	(21,495)	7,020
Total cost	435,623	34,171	(3,561)	-	466,233
Accumulated depreciation					
Building and building improvements	3,280	-	-	-	3,280
Equipment	226,406	23,836	(893)	-	249,349
Furniture and fixtures	117,543	4,183	(1,235)	-	120,491
Vehicles	1,974	-	(1,381)	-	593
Total accumulated depreciation	349,203	28,019	(3,509)	-	373,713
Premises and equipment - net	86,420				92,520

Unit: Thousand Baht

SEPARATE FINANCIAL STATEMENTS

For the year ended December 31, 2014

	Balance as at January 1, 2014	Additions	Disposals	Transfer in (Transfer out)	Balance as at December 31, 2014
Cost					
Land	1,820	-	-	-	1,820
Building and building improvements	3,280	-	-	-	3,280
Equipment	303,364	15,379	(37,711)	15,477	296,509
Furniture and fixtures	128,410	540	(242)	1,000	129,708
Vehicles	1,974	-	-	-	1,974
Installation in progress	8,743	10,551	(485)	(16,477)	2,332
Total cost	447,591	26,470	(38,438)	-	435,623
Accumulated depreciation					
Building and building improvements	3,233	47	-	-	3,280
Equipment	244,232	19,814	(37,640)	-	226,406
Furniture and fixtures	113,428	4,357	(242)	-	117,543
Vehicles	1,974	-	-	-	1,974
Total accumulated depreciation	362,867	24,218	(37,882)	-	349,203
Premises and equipment - net	84,724				86,420

Depreciation for the years ended December 31

2015	Thousand Baht	28,019
2014	Thousand Baht	24,218

As at December 31, 2015 and 2014, certain items of equipment, furniture and fixtures and vehicles of the Company and its subsidiaries have been fully depreciated but are still in use. The original costs (before deducting accumulated depreciation) of those assets amounted to approximately Baht 328 million and Baht 319 million, respectively (The Separate Financial Statement: Baht 298 million and Baht 290 million, respectively).

15. INTANGIBLE ASSET - NET

Intangible asset - net as at December 31, 2015 and 2014 are consist of following:

Unit: Thousand Baht

CONSOLIDATED FINANCIAL STATEMENTS								
For the year ended December 31, 2015								
Useful lives	Cost		Accumulated amortization			Intangible assets - net		
	Balance as at January 1, 2015	Increase (decrease)	Balance as at December 31, 2015	Balance as at January 1, 2015	Increase			
Deferred derivatives								
agent license fee	5 years	5,336	-	5,336	5,336	-	5,336	-
Computer softwares	5 and 7 years	152,341	12,613	164,954	98,165	14,275	112,440	52,514
Computer softwares under development	-	15,209	394	15,603	-	-	-	15,603
Total		172,886	13,007	185,893	103,501	14,275	117,776	68,117

Unit: Thousand Baht

CONSOLIDATED FINANCIAL STATEMENTS								
For the year ended December 31, 2014								
Useful lives	Cost		Accumulated amortization			Intangible assets - net		
	Balance as at January 1, 2014	Increase (decrease)	Balance as at December 31, 2014	Balance as at January 1, 2014	Increase			
Deferred derivatives								
agent license fee	5 years	5,336	-	5,336	5,336	-	5,336	-
Computer softwares	5 and 7 years	135,756	16,585	152,341	82,164	16,001	98,165	54,176
Computer softwares under development	-	6,001	9,208	15,209	-	-	-	15,209
Total		147,093	25,793	172,886	87,500	16,001	103,501	69,385

Unit: Thousand Baht

SEPARATE FINANCIAL STATEMENTS								
For the year ended December 31, 2015								
Useful lives	Cost		Accumulated amortization			Intangible assets - net		
	Balance as at January 1, 2015	Increase (decrease)	Balance as at December 31, 2015	Balance as at January 1, 2015	Increase			
Deferred derivatives								
agent license fee	5 years	5,336	-	5,336	5,336	-	5,336	-
Computer softwares	5 years	110,342	12,866	123,208	76,355	12,192	88,547	34,661
Computer softwares under development	-	14,423	1,180	15,603	-	-	-	15,603
Total		130,101	14,046	144,147	81,691	12,192	93,883	50,264

Unit : Thousand Baht

SEPARATE FINANCIAL STATEMENTS

For the year ended December 31, 2014

		Cost		Accumulated amortization			Intangible assets - net
		Balance as at January 1, 2014	Increase (decrease)	Balance as at December 31, 2014	Balance as at January 1, 2014	Increase	
	Useful lives						
Deferred derivatives							
agent license fee	5 years	5,336	-	5,336	5,336	-	-
Computer softwares	5 years	99,817	10,525	110,342	65,072	11,283	33,987
Computer softwares under development	-	6,001	8,422	14,423	-	-	14,423
Total		111,154	18,947	130,101	70,408	11,283	48,410

As at December 31, 2015 and 2014, certain items of computer software of the Company and its subsidiaries have been fully amortised but are still in use. The original costs before deducting accumulated amortization of those assets amounted to approximately Baht 67 million and Baht 62 million, respectively (The Separate Financial Statement: Baht 59 million and Baht 53 million, respectively).

16. PROPERTIES FORECLOSED - NET

Properties foreclosed - net as at December 31, 2015 and 2014 are consist of following:

Unit: Thousand Baht

CONSOLIDATED AND SEPARATE
FINANCIAL STATEMENTS

	December 31, 2015	December 31, 2014
Cost	38,344	48,861
<u>Less</u> Allowance for impairment	(3,269)	(4,022)
Properties foreclosed – net	35,075	44,839

Properties foreclosed represent land acquired in settlement of the debts of the Company's debtors. They are stated at cost net of allowance for impairment. In consideration of impairment, appraisal value is used as reference and is discounted with appropriate rate.

17. DEFERRED TAX ASSETS/LIABILITIES

As of December 31, 2015 and 2014, deferred tax assets/liabilities arose as a result of the following transactions:

	CONSOLIDATED		Unit: Thousand Baht SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Deferred tax assets				
Premises and equipment	(566)	-	-	-
Intangible assets	814	558	-	-
Accrued expenses	133	-	-	-
Provision for long-term employee benefits	2,145	910	-	-
Provision for liabilities	810	100	-	-
Total deferred tax assets	<u>3,336</u>	<u>1,568</u>	<u>-</u>	<u>-</u>
Deferred tax liabilities				
Derivatives assets and liabilities	15,508	27,527	15,508	27,527
Investments	16,011	12,595	16,011	12,595
Premises and equipment	844	631	844	631
Intangible assets	(4,336)	(3,527)	(4,336)	(3,527)
Provision for long-term employee benefits	(12,133)	(8,437)	(12,133)	(8,437)
Provision for liabilities	(2,803)	(3,047)	(2,803)	(3,047)
Total deferred tax liabilities	<u>13,091</u>	<u>25,742</u>	<u>13,091</u>	<u>25,742</u>

As at December 31, 2015 and 2014, there are temporary differences regarding to investments in subsidiaries and associates for which deferred tax assets have not been recognized since there remains uncertainty and the Company is not able to estimate the time frame within which it would be able to utilise them in the future.

18. OTHER ASSETS

Other assets as at December 31, 2015 and 2014 are consist of following:

	CONSOLIDATED		Unit: Thousand Baht SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Payments of compensation fund for clearing and settlement	54,268	47,564	54,268	47,564
Asset for protecting the clearing system	36,826	30,082	36,826	30,082
Deposits	36,266	33,467	31,962	28,979
Fees and service income receivables	54,760	46,545	6,024	5,536
Accrued interest income	44,193	26,953	43,183	25,790
Prepaid expenses	14,372	12,052	6,395	6,103
Others	9,256	3,106	1,737	1,824
Total other assets	<u>249,941</u>	<u>199,769</u>	<u>180,395</u>	<u>145,878</u>

19. BORROWINGS FROM FINANCIAL INSTITUTIONS / DEBTS ISSUED AND OTHER BORROWINGS

Borrowings from financial institutions, debts issued and other borrowings as at December 31, 2015 and 2014, were all domestic borrowings in Baht currency, which were classified as follows.

Unit: Thousand Baht				
CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS				
December 31, 2014				
	Interest rate per annum (percent)	Remaining periods to maturity		Total
		At call	Within 1 year	
Borrowings from financial institutions				
Promissory notes	2.08	400,000	200,000	600,000
Total		400,000	200,000	600,000

Unit: Thousand Baht				
CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS				
December 31, 2015				
	Interest rate per annum (percent)	Remaining periods to maturity		Total
		At call	Within 1 year	
Debts issued and other borrowings				
Bill of exchange	1.97	-	449,678	449,678
Structured notes	9.85	-	4,994	4,994
Total		-	454,672	454,672

Unit: Thousand Baht				
CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS				
December 31, 2014				
	Interest rate per annum (percent)	Remaining periods to maturity		Total
		At call	Within 1 year	
Debts issued and other borrowings				
Bill of exchange	2.73	-	644,140	644,140
Structured notes	2.08	-	13,053	13,053
Total		-	657,193	657,193

20. SECURITIES SOLD UNDER REPURCHASE AGREEMENTS

Securities sold under repurchase agreements as at December 31, 2015 and 2014, consisted of the following:

Unit: Thousand Baht		
CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS		
	December 31, 2015	December 31, 2014
Government bonds	10,000	130,000

21. SECURITIES AND DERIVATIVES BUSINESS PAYABLES

Securities and derivatives business payables as at December 31, 2015 and 2014 are consist of following:

	Unit: Thousand Baht	
	CONSOLIDATED AND SEPARATE	
	FINANCIAL STATEMENTS	
	December 31,	December 31,
	2015	2014
Payables under cash accounts		
- Equity securities	1,184,729	1,286,536
- Debt securities and derivatives	1,028,853	583,865
Payables under securities borrowing and lending business		
- Securities borrowing payables	1,008,869	1,281,808
- Guarantee deposit payables	166,461	83,810
Total securities and derivatives business payables	<u>3,388,912</u>	<u>3,236,019</u>

22. SUBORDINATED LOANS FROM SUBSIDIARIES

As at December 31, 2015 and 2014, the Company has the following subordinated loans, which are unsecured, non-interest bearing and in Baht currency, obtained from its two overseas subsidiaries.

- (a) As at December 31, 2015 and 2014, subordinated loan amounted to Baht 1,500 million, which is due for repayment on September 21, 2017.
- (b) As at December 31, 2015 and 2014, subordinated loan amounted to Baht 436.5 million, which was originally due for repayment on August 31, 2016. However, during 2015, the Company and the subsidiary agreed to extend the repayment date to be on August 31, 2017.

23. PROVISIONS FOR LONG-TERM EMPLOYEE BENEFITS

Provisions for long-term employee benefits are the defined benefit obligation in relation to retirement compensations, the movements of which are as follows:

	CONSOLIDATED		Unit: Thousand Baht SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Defined benefit obligation at beginning of years	46,737	41,021	42,187	37,870
Current service costs	12,373	8,753	10,679	7,533
Interest costs	2,412	1,988	2,155	1,809
Remeasurement				
Actuarial (gain) loss arising from changes in				
- Demographic assumptions	(2,234)	-	(3,871)	-
- Financial assumptions	2,009	-	(610)	-
- Experience	12,090	-	12,124	-
Benefits paid during the years	(2,000)	(5,025)	(2,000)	(5,025)
Defined benefit obligation at end of the years	71,387	46,737	60,664	42,187

Long-term employee benefit expenses, included in the profit or loss from operation, were as follows:

	CONSOLIDATED		Unit: Thousand Baht SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the years ended December 31, 2015	For the years ended December 31, 2014	For the years ended December 31, 2015	For the years ended December 31, 2014
Current service costs	12,373	8,753	10,679	7,533
Interest costs	2,412	1,988	2,155	1,809
Total expense recognised in profit or loss	14,785	10,741	12,834	9,342

Principal actuarial assumptions at the valuation dates were as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2015 (% per annum)	2014 (% per annum)	2015 (% per annum)	2014 (% per annum)
Future salary incremental rates	3.50 - 6.50	3.50 - 6.50	3.50 - 5.00	3.50 - 5.34
Turnover rates	16.90 - 17.20	17.20 - 17.90	17.20	17.90
Discount rates	3.58 - 3.61	4.09 - 4.11	3.58	4.09

Significant Actuarial Assumptions - Impact on increase / (decrease) in Defined Benefit Obligation

	CONSOLIDATED		Unit: Thousand Baht	
	FINANCIAL STATEMENTS		SEPARATE	
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Salary incremental rates - 1% increase	8,084	6,560	6,926	5,402
Salary incremental rates - 1% decrease	(7,181)	(5,847)	(6,149)	(4,815)
Discount rate - 0.25% increase	(1,754)	(1,542)	(1,482)	(1,270)
Discount rate - 0.25% decrease	1,813	1,595	1,531	1,314

24. ESOP WARRANTS

The Company's Board of Directors' meeting held on February 24, 2006 approved the issuance up to 99,236,870 warrants to the Company's directors and employees free of charge. The exercise ratio is to be 1 warrant per 1 ordinary share and the warrants are to be exercisable every 6 months, with a term of no more than 4 years from the first offering date. The ESOP Committee was granted authority to determine the exercise date and exercise price, which is not to be below the par value of the shares.

However, the Company's Board of Directors' meeting held on April 20, 2006 approved the postponement of the issuance of the ESOP warrants in order to review the allocation of warrants, because there had been changes to the Board of Directors. Any issuance of the warrants is subjected to approval by a meeting of the shareholders.

As at December 31, 2015 and 2014, the Company had not yet issued the above ESOP warrants.

25. CAPITAL MANAGEMENT

The primary objectives of the Company's capital management are to maintain the Company's ability to continue as a going concern and to maintain net capital in accordance with the rules laid down by the Office of the Securities and Exchange Commission.

26. STATUTORY RESERVE

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net income after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution.

27. BROKERAGE FEES

Brokerage fees income for the years ended December 31, 2015 and 2014 are as follows:

	CONSOLIDATED		Unit: Thousand Baht	
	FINANCIAL STATEMENTS		SEPARATE	
	For the years ended		For the years ended	
	December 31,		December 31,	
	2015	2014	2015	2014
Brokerage fees from securities business	772,330	951,519	772,330	951,519
Brokerage fees from derivatives business	133,677	93,469	133,677	93,469
Other brokerage fees	51,362	39,150	52,033	40,529
Total brokerage fees	<u>957,369</u>	<u>1,084,138</u>	<u>958,040</u>	<u>1,085,517</u>

28. FEES AND SERVICE INCOME

Fees and service income for the years ended December 31, 2015 and 2014 are as follows:

	CONSOLIDATED		Unit: Thousand Baht	
	FINANCIAL STATEMENTS		SEPARATE	
	For the years ended		For the years ended	
	December 31,		December 31,	
	2015	2014	2015	2014
Mutual fund management	327,181	262,766	-	-
Private fund management	67,524	66,204	-	-
Provident fund management	6,824	3,112	-	-
Registrar and custodian	64,381	33,955	79	55
Securities borrowing and lending	4,769	5,821	4,769	5,821
Underwriting	27,156	872	27,156	872
Financial advisory	17,220	7,615	17,220	7,615
Placement agent	12,511	7,695	12,511	7,695
Others	35,130	18,064	19,709	16,054
Total fees and service income	<u>562,696</u>	<u>406,104</u>	<u>81,444</u>	<u>38,112</u>

29. DIRECTORS' REMUNERATION

Directors' remuneration represents the benefits (excluding of salaries, bonus, and related benefits payable to executive directors) paid to directors of the Company and its subsidiaries in accordance with section 90 of the Public Company Limited Companies Act.

30. MANAGEMENT'S REMUNERATION

Benefits payable to management of the Company and its subsidiaries both monetary and non-monetary, which were presented as part of "Personnel expenses".

Management's remuneration for the years ended December 31, 2015 and 2014 were as follows:

	CONSOLIDATED		Unit: Thousand Baht	
	FINANCIAL STATEMENTS		SEPARATE	
	For the years ended		For the years ended	
	December 31,		December 31,	
	2015	2014	2015	2014
Short-term employee benefits	193,839	217,814	135,868	177,640
Long-term employee benefits				
- Post-employment benefits	11,342	7,926	8,133	5,508
Total	<u>205,181</u>	<u>225,740</u>	<u>144,001</u>	<u>183,148</u>

31. PROVIDENT FUND

The Company, its local subsidiary and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company and the subsidiary company contributed to the fund monthly at the rate of 5 to 6 percent and 3 to 6 percent of basic salary for the years ended 31 December 2015 and 2014, respectively. The funds of the Company and its subsidiary are managed by One Asset Management Limited and Krungsri Asset Management Company Limited, respectively. The funds will be paid to employees upon termination in accordance with the rules of the fund.

During the years ended December 31, 2015 and 2014, Baht 21.5 million and Baht 18.8 million, respectively, were contributed to the fund by the Company and its subsidiary. (The Separate Financial Statements: Baht 15.4 million and Baht 13.7 million, respectively).

32. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profits for the years attributable to equity holders of the parent (excluding other comprehensive income/loss) by the weighted average number of ordinary shares in issue during the years.

Earnings per share for the years ended December 31, 2015 and 2014 were as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the years ended December 31,		For the years ended December 31,	
	2015	2014	2015	2014
Profits for the years (Thousand Baht)	587,215	761,336	573,209	733,176
Weighted average number of ordinary shares (shares)	1,991,763,130	1,991,763,130	1,991,763,130	1,991,763,130
Earnings per share (Baht/share)	0.29	0.38	0.29	0.37

33. INCOME TAX EXPENSES

Income tax expenses for the years ended December 31, 2015 and 2014 consisted of:

	CONSOLIDATED FINANCIAL STATEMENTS		Unit: Thousand Baht SEPARATE FINANCIAL STATEMENTS	
	For the years ended December 31,		For the years ended December 31,	
	2015	2014	2015	2014
Current income taxes:				
Current income tax charge	161,912	197,597	132,209	174,964
Adjustments in respect of current income taxes of previous year	7,557	6,015	7,557	6,026
Deferred income taxes:				
Relating to origination and reversal of temporary differences	(12,046)	(2,909)	(11,123)	(2,317)
Income tax expense reported in profit or loss from operation	157,423	200,703	128,643	178,673

Reconciliation between income tax expenses and the product of accounting profits for the years ended December 31, 2015 and 2014 and applicable tax rates can be shown as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		Unit: Thousand Baht SEPARATE FINANCIAL STATEMENTS	
	For the years ended December 31,		For years ended December 31,	
	2015	2014	2015	2014
Accounting profit before tax expenses	745,705	962,853	701,853	911,849
Applicable tax rates ⁽¹⁾	20%	20%	20%	20%
Accounting profits before income tax expenses multiplied by applicable tax rates	150,482	194,947	140,370	182,370
Adjustments in respect of income taxes of previous year	7,557	6,015	7,557	6,026
Tax effects of:				
Tax exempted revenue	(981)	(538)	(19,706)	(9,900)
Reversal of prior year's accruals of bonus and directors' remuneration	(6,658)	(6,683)	(6,658)	(6,683)
Non tax-deductible expenses	7,023	6,962	7,080	6,860
Income tax expense reported in profit or loss from operation	157,423	200,703	128,643	178,673

⁽¹⁾ The overseas subsidiaries are not liable for pay corporate income tax.

The Company used a tax rate of 20% for calculation of income tax expense for the years ended December 31, 2015 and 2014. Income tax expense is calculated from income before tax, added back transactions which are non-deductible expenses and deducted income or expense exemption under the Revenue Code.

34. RELATED PARTY TRANSACTIONS

34.1 Type of relationship

As at December 31, 2015, the relationship between the Company and its related parties, which have business transactions with the Company and its subsidiaries, are summarised below.

Company's name	Relationship
One Asset Management Limited	The Company's subsidiary, which is 99% held by the Company
KGI Securities (Thailand) International Holdings Limited	The Company's subsidiary, which is 100% held by the Company
KGI (Thailand) Holdings Limited	The Company's subsidiary, which is 100% held by the Company
KGI Securities Company Limited	It is an indirect major shareholder of the Company through KGI Asia (Holdings) Pte. Ltd.
KGI Asia Limited	KGI Securities Company Limited is a major shareholder of these related companies and is an indirect major shareholder of the Company
KGI Securities (Hong Kong) Limited	
KGI Finance Limited	
KGI Hong Kong Limited	
KGI Futures (Hong Kong) Limited	
KGI Capital (Singapore) Pte. Ltd.	
KGI Ong Capital Pte. Ltd.	
KGI Fraser Securities Pte. Ltd.	
Richpoint Company Limited	

34.2 Significant business transactions with its related parties

During the years ended December 31, 2015 and 2014, the Company and its subsidiaries had significant business transactions with its related parties. Those transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company, the subsidiaries and those related parties.

					Unit: Thousand Baht
	CONSOLIDATED		SEPARATE		
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS		
	For the years ended		For the years ended		
	December 31,		December 31,		
	2015	2014	2015	2014	Pricing Policies
<u>Transactions with subsidiaries</u>					
(Eliminated from the consolidated financial statements)					
<u>Fees and service income</u>					
One Asset Management Limited	-	-	3,102	4,229	Fees at the rate as a percentage of net asset value of fund servicing or as specified in the contracts
<u>Dividend income</u>					
One Asset Management Limited	-	-	93,625	46,808	Dividend as declared by a subsidiary
<u>Transactions with related parties</u>					
<u>Brokerage fee income</u>					
KGI Securities Company Limited	778	1,356	778	1,356	At the same rate charged to general customer, in accordance with criteria of the Stock Exchange of Thailand and the Office of the Security and Exchange Commission
KGI Securities (Hong Kong) Limited	-	1,121	-	1,121	
KGI Asia Limited	2,277	2,301	2,277	2,301	
KGI Fraser Securities Pte. Ltd.	142	-	142	-	
<u>Custodian fee income</u>					
Richpoint Company Limited	79	55	79	55	Baht 15 of every Baht 1 million securities outstanding value each day
<u>Commission fee expenses</u>					
KGI Futures (Hong Kong) Limited	3	3	3	3	Mutually agreed-upon fee
KGI Capital (Singapore) Pte. Ltd.	-	47	-	47	
KGI Ong Capital Pte. Ltd.	126	52	126	52	
<u>Traveling expenses</u>					
KGI Securities Company Limited	356	-	356	-	Actual amount base on agreement
<u>Transactions of subsidiaries with related parties</u>					
<u>Management fee expenses</u>					
KGI Hong Kong Limited	648	613	-	-	Negotiated rate base on prevailing market rates
<u>Transactions with management and directors</u>					
<u>Brokerage fee income</u>					
KGI Securities (Thailand) Plc.	391	798	391	798	At the same rate charged to general customer, in accordance with criteria of the Stock Exchange of Thailand and the Office of the Security and Exchange Commission
<u>Co-management fee expense</u>					
KGI Securities (Thailand) Plc.	4,848	831	4,848	831	Negotiated rate base on prevailing market Rates

34.3 Outstanding balances

The outstanding balances with their related parties as at December 31, 2015 and 2014, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		Unit: Thousand Baht SEPARATE FINANCIAL STATEMENTS	
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
<u>Securities and derivatives business receivables</u>				
<i>Related company</i>				
KGI Securities Company Limited	319	-	319	-
<u>Accrued service fees</u> (presented as a part of “Other assets”)				
<i>Subsidiary</i>				
(Eliminated from the consolidated financial statements)				
One Asset Management Limited	-	-	543	727
<i>Related company</i>				
Richpoint Company Limited	-	15	-	15
<u>Guarantee deposit receivables - derivative business</u>				
(presented as a part of “Receivables from Clearing House”)				
<i>Related company</i>				
KGI Future (Hong Kong) Limited	6,451	4,154	6,451	4,154
KGI Ong Capital Pte. Ltd.	9,972	7,756	9,972	7,756
<u>Capital expenditure for developing computer system</u>				
(presented as a part of “Intangible assets - net”)				
KGI Securities Company Limited	18,061	8,987	18,061	8,987
<u>Advances paid to related companies of subsidiaries</u>				
(presented as a part of “Other assets”)				
KGI Asia Limited	816	745	-	-
<u>Advances received</u> (presented as a part of “Other liabilities”)				
<i>Subsidiary</i>				
(Eliminated from the consolidated financial statements)				
KGI Securities (Thailand) International Holdings Limited	-	-	1,346	1,229
<i>Related company</i>				
KGI Securities Company Limited	2,481	3,400	2,481	3,400
<u>Other payables and advance received from related companies of subsidiaries</u>				
(presented as a part of “Other liabilities”)				
<i>Related companies</i>				
KGI Hong Kong Limited	1,664	567	-	-
<u>Subordinated loans from subsidiaries</u>				
<i>Subsidiaries</i>				
(Eliminated from the consolidated financial statements)				
KGI Securities (Thailand) International Holdings Limited	-	-	1,500,000	1,500,000
KGI (Thailand) Holdings Limited	-	-	436,500	436,500

35. DIVIDENDS

The Company

During the years ended December 31, 2015 and 2014 the Annual General Meeting (“AGM”) of the Company’s shareholders resolved to approve the payments of dividends as follows:

Dividends	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)
Annual dividend for the year 2014	Annual General Meeting of the Company’s shareholders on April 9, 2015	726,962	0.365
Total for the year ended December 31, 2015		726,962	0.365
Annual dividend for the year 2013	Annual General Meeting of the Company’s shareholders on April 8, 2014	716,946	0.36
Total for the year ended December 31, 2014		716,946	0.36

Domestic subsidiary

During the years ended December 31, 2015 and 2014, the Annual General Meeting (“AGM”) of a subsidiary’s shareholders and the Board of Directors’ Meeting resolved to approve the payments of dividends as follows:

Dividends	Approved by	Total dividends (Thousand Baht)	Dividend per share (Baht)
Annual dividend for the year 2014	Annual General Meeting of a subsidiary company’s shareholders on March 30, 2015	47,250	4.50
Interim dividend for earnings from January 1, 2015 to June 30, 2015	Board of Directors’ meeting of a subsidiary company on August 26, 2015	47,250	4.50
Total for the year ended December 31, 2015		94,500	9.00
Annual dividend for the year 2013	Annual General Meeting of a subsidiary company’s shareholders on April 25, 2014	47,250	4.50
Total for the year ended December 31, 2014		47,250	4.50

36. 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.

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 on a basis consistent with that used to measure operating profit or loss in the financial statements.

The following tables present revenues and profits from operation by operating segment of the Company for the years ended December 31, 2015 and 2014.

	Unit: Million Baht									
	For the years ended December 31,									
	Securities		Investment		Security		Asset management		Consolidated	
	brokerage segment		banking segment		trading segment		segment		financial statements	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Revenues from external	996	1,075	70	23	778	900	491	381	2,335	2,379
Total revenues	996	1,075	60	20	791	906	491	381	2,338	2,382
Profits by segment	463	586	43	7	399	615	144	110	1,049	1,318
Unallocated revenues and expenses:										
Interest income									76	108
Other income									25	14
Operating expenses									(329)	(441)
Interest expenses									(75)	(36)
Income taxes									(158)	(201)
Non-controlling interests									(1)	-
Profits for the years									587	762

The following table presents assets by operating segment as at December 31, 2015 and 2014.

	Unit: Million Baht					
	Securities	Investment	Security trading	Asset	Unallocated	Consolidated
	brokerage segment	banking segment	segment	management segment	assets	financial statements
Segment assets						
As at December 31, 2015	4,786	-	3,538	384	941	9,649
As at December 31, 2014	4,096	-	5,279	337	810	10,522

37. COMMITMENTS AND CONTINGENT LIABILITIES

37.1 Contingent liabilities from litigation cases

As at 31 December 2015, the Company has the following significant contingent liabilities from litigation cases.

The Company

- (1) In February 2009, the Company received a notice letter from the lessor of the Company's former the head office's building requesting the Company to make payment of a building reinstatement charge of Baht 28 million, together with a fine of Baht 28 million per day, commencing from February 8, 2009 until the building reinstatement process has been completed. Currently, negotiations with the lessor have yet to reach a conclusion and may need to be settled through the courts. The possibility and the amount of such claim are subject to Courts' judgment. However, the Company has recognised estimated liabilities of approximately Baht 18 million in respect of reinstatement of the leased building in its financial statements since 2008. Such amount is based on the estimation of a property consultant.
- (2) In January 2010, the Company's debt collection agency ("Debt Collector") terminated its provision of debt collection services and requested the Company to pay claims in respect of service fees or professional fees of no less than Baht 20 million. The cases are summarised below.
 - (a) During the years 2010-2011, the Debt Collector filed 21 civil lawsuits against the Company, with the total claims of Baht 13.2 million. Four cases have already been dismissed by the courts while in 17 cases the Company was ordered to pay fees to the Debt Collector. However, the amounts of claims involved in those 21 cases are immaterial and the Company has already recorded liabilities in respect of the cases in its financial statements.
 - (b) In January 2012, the Debt Collector filed an additional case with the Court of First Instance requesting for additional service fee of Baht 1.0 million. However, this case has been dismissed by the Court in April 2012.

Moreover, in 2010 the Company discovered that the Debt Collector has breached the agreement by reducing the debt of some debtors and failing to deliver certain sums received from such debtors to the Company, which constituted an act beyond the authority assigned by the Company. In this regard, the Company took legal action against the Debt Collector, as described below:

- (a) A criminal lawsuit was filed against the Debt Collector, alleging embezzlement and later on July 2, 2010, the Debt Collector filed a criminal countersuit against the Company, alleging that it had brought false charges. In both of these criminal lawsuits the examinations were completed and the Court of First Instance issued rulings to dismiss the Debt Collector's lawsuit, and the Debt Collector already appealed. However, the Debt Collector later filed a petition to withdraw such an appeal and this case is already absolute and final due to the withdrawal permission ruled by the Appeal Court. Meanwhile, the case brought by the Company against the Debt Collector was ruled to have legal grounds and to be admissible. Later, on August 4, 2011, the Court of First Instance held a mediation process through which the Company and the Debt Collector were able to agree a settlement, whereby the Debt Collector admitted the charges made by the Company and agreed to pay Baht 2.0 million to the Company. However, such amount has to be set-off with the payments to be made by the Company in accordance with the court judgments in 16 debt collection service fee cases as described above. The remaining Baht 0.3 million was to be paid by the Debt Collector within November 2011. Both parties agreed that the resolutions of the above 20 debt collection service fee cases are thus absolute and final, and that the Company and the Debt Collector would withdraw all appeals and/or cease all related execution proceedings. However, such payment was not made by the Debt Collector as scheduled. As a result, on December 16, 2011, the Court ordered that the head of the Debt Collector serves 6 months' imprisonment, with a reduction to 3 months because of the confession. The Debt Collector filed an appeal to the Appeal Court on February 14, 2012. Later, on November 20, 2013, the Appeal Court affirmed the ruling of the Court of First Instance, ordering the imprisonment of the head of the Debt Collector. However, on December 20, 2013, the Debt Collector appealed to the Supreme Court. Currently, this case is already absolute and final due to the judgment ruled by the Supreme Court on October 28, 2014, ordering to change the penalty charged the head of the Debt Collector from imprisonment to 3 months detainment.

- (b) A civil lawsuit was filed against the Debt Collector with total claims amounting to Baht 33.09 million. The Court of First Instance ruling in March 2011 ordered the Debt Collector to pay Baht 17.96 million to the Company. However, the Debt Collector appealed to the Court and also filed lawsuits against the Company and its authorized person, alleging that they had made false statements to the Court in the civil case. In June 2011, a civil lawsuit was filed claiming damages of Baht 30.01 million, and this case is currently dismissed by the Court. In July 2011, the Debt Collector filed a criminal lawsuit. Examination of this case was completed and the lawsuit was dismissed in a ruling made by the Court of First Instance on September 19, 2011, but the Debt Collector has submitted an appeal to the Appeal Court on January 11, 2012. Later, on August 21, 2013, the Appeal Court has already affirmed the ruling of the Court of First Instance to dismiss the case of the Debt Collector. Currently, the case is absolute and final, because the Debt Collector did not appeal with the Supreme Court within the timeframe provided.
- (3) In December 2010, a stock trading account client brought a criminal case against the Company, its authorized directors and a former marketing officer, accusing them of jointly defrauding the client. The inquiry official subsequently stated their opinion that prosecution against the Company and its authorized directors should not proceed and sent this case to the public prosecutor for future consideration. In September 2013, the public prosecutor has prosecuted a criminal case against others accused, except the Company and its authorized directors.

Moreover, the client sent the Company a legal notice claiming damages amounting to Baht 7.6 million in respect of the civil claim of the above case. It is still unclear whether the Company will be jointly liable with its former marketing officer. However, the Company recorded the above liability in the financial statements for the year 2010. Later on June 26, 2012, such client filed a civil lawsuit against the Company and the former marketing officer with total claims amounting to Baht 5.96 million, plus interest. The court ruled in favor of the client on February 5, 2013. The Company has appealed to the Appeal Court until the lawsuit related to the Company was dismissed by the ruling of the Appeal Court on March 11, 2014. Then, on May 8, 2014, the client has appealed to the Supreme Court and the Company already submitted an answer to such petition. Currently, this case is under consideration by the Supreme Court.

- (4) In June 2014, the client who owns stock trading account has filed a civil lawsuit against the Company and the former marketing officer with total claims amounting to Baht 0.5 million, plus interest. Then, the Company has already submitted an answer to such plaint and also file a counter lawsuit against such client with total claim amount of Baht 0.2 million, plus interest. In June 2015, the court ruled in favor of the client, with total claim of Baht 0.2 million plus interest. Then, the Company has appealed to the Appeal Court on October 2015. Currently, this case is under consideration by the Appeal Court. However, the Company has already recorded the proper liability in the financial statements.

- (5) In December 2014, the client who owns stock trading account has filed a civil lawsuit against the Company with total claims amounting to Baht 2.8 million plus interest. In October 2015, the lawsuit was dismissed in a ruling made by the Court of First Instance. Then, the client has appealed to the Appeal Court on January 2016. Currently, this case is under consideration by the Appeal Court. However, the Company has already recorded the liabilities of baht 2.8 million in the financial statements.
- (6) In September 2015, a margin loan debtor has filed a criminal lawsuit against the Company in connection with the force selling of his margin securities and receiving the mortgaged property on 1997 and 1998 respectively. However, such lawsuit was withdrawn on November 2015. Therefore, that there was no losses to the Company as a result of this lawsuit.
- (7) In January 2016, a civil lawsuit has been brought against the Company in connection with the execution of a legal order against a debtor of the Company. The total claims amounting was Baht 11.62 million, plus interest. Currently, the lawsuit is under consideration by the Court of First Instance. However, the Company's legal advisor has an opinion that there will not be losses to the Company as a result of this lawsuit.

A subsidiary

In November 2015, a domestic subsidiary has been filed a petition as a codefendant with the former employee at Southern Bangkok Civil Court with total claims amounting to Baht 8.6 million, plus interest. Currently, this case is under consideration by the Court of First Instance. However, the subsidiary's legal advisor has an opinion that the subsidiary would finally recover the case. Therefore, the subsidiary's management believes that the outcome will not impact significantly to the subsidiary.

37.2 Commitments

As at December 31, 2015 and 2014, significant commitments are as follows:

- (1) The Company and its subsidiaries have significant outstanding commitments under long-term office space, office equipment and motor vehicles rental and services agreements as follows:

	CONSOLIDATED		Unit: Million Baht SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
Payable within:				
1 year	112	122	93	103
Over 1 year but not over 5 years	91	170	90	154
Total	203	292	183	257

- (2) The Company has an obligation in respect of an agreement related to maintenance of computers and provision of related services under which the Company is to pay a monthly fee of approximately Baht 1.5 million and Baht 1.2 million, respectively. No due date is stipulated in the agreement.

- (3) The Company has an obligation in respect of IT service agreements with related parties amounting to USD 419,296 and USD 470,197, respectively.
- (4) A subsidiary has an obligation in respect of an agreement related to maintenance of computer software under which the subsidiary is to pay an annual fee of approximately Baht 5.0 million and Baht 4.1 million, respectively. No due date is stipulated in the agreement.
- (5) As at December 31, 2015, a subsidiary has no capital commitment and as at December 31, 2014, a subsidiary has such commitment of approximately Baht 2.7 million, relating to office renovation.

37.3 Commitments in respect of derivatives trading

37.3.1 Derivatives on future market

Derivatives on future market as at December 31, 2015 and 2014 are as follows:

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS				
December 31, 2015				
	Long position		Short position	
	No. of	Cost	No. of	Cost
	Contracts	(Thousand Baht)	Contracts	(Thousand Baht)
<u>Thailand Futures Exchange</u>				
SET50 Index Futures	3,075	492,629	1,857	313,030
Single Stock Futures	1,478	91,715	70,114	627,816
Gold Futures	58	14,544	78	14,345
SET50 Index Options	218	1,065	664	4,392
Total	4,829	599,953	72,713	959,583
<u>Overseas Futures Market</u>				
Hang Seng Index Futures	-	-	6	6,101
SGX MSCI Thailand Index Futures	-	-	11	3,357
Total	-	-	17	9,458
Total derivatives on future market	4,829	599,953	72,730	969,041

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS				
December 31, 2014				
	Long position		Short position	
	No. of	Cost	No. of	Cost
	Contracts	(Thousand Baht)	Contracts	(Thousand Baht)
<u>Thailand Futures Exchange</u>				
SET50 Index Futures	3,257	641,549	956	193,673
Single Stock Futures	1,053	76,826	236,779	2,069,318
Gold Futures	20	18,702	28	18,780
USD Futures	50	1,654	-	-
SET50 Index Options	286	1,561	142	1,460
Total derivatives on future market	4,666	740,292	237,905	2,283,231

37.3.2 Derivatives on the Stock Exchange of Thailand

Derivatives on the Stock Exchange of Thailand as at December 31, 2015 and 2014 are as follows:

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS				
December 31, 2015				
	Long position		Short position	
	No. of	Fair value	No. of	Fair value
	Contracts	(Thousand Baht)	Contracts	(Thousand Baht)
Derivative warrants				
Call warrants	-	-	69	40,442
Put warrants	-	-	19	36,211
Warrants	7	2,117	-	-
Total derivatives on Stock Exchange of Thailand	7	2,117	88	76,653

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS				
December 31, 2014				
	Long position		Short position	
	No. of	Fair value	No. of	Fair value
	Contracts	(Thousand Baht)	Contracts	(Thousand Baht)
Derivative warrants				
Call warrants	-	-	73	75,666
Put warrants	-	-	12	15,092
Warrants	5	7,515	-	-
Total derivatives on Stock Exchange of Thailand	5	7,515	85	90,758

37.3.3 Over-the-Counter derivatives (OTC)

Over-the-Counter derivatives as at December 31, 2015 and 2014 are as follows:

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS				
December 31, 2015				
	Long position		Short position	
	No. of	Fair value	No. of	Fair value
	Contracts	(Thousand Baht)	Contracts	(Thousand Baht)
Interest Rate Swap				
The Company pays floating rate and receives fixed rate	1	19,212	-	-
The Company pays fixed rate and receives floating rate	-	-	1	19,070
Exotic options	1	431	-	-
Forward contract	1	94	-	-
Total over-the-counter derivative	3	19,737	1	19,070

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

December 31, 2014

	Long position		Short position	
	No. of Contracts	Fair value (Thousand Baht)	No. of Contracts	Fair value (Thousand Baht)
Interest Rate Swap				
The Company pays floating rate and receives fixed rate	3	24,381	-	-
The Company pays fixed rate and receives floating rate	-	-	3	24,042
Exotic options	3	1,017	-	-
Forward contract	-	-	1	47
Total over-the-counter derivative	6	25,398	4	24,089

38. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to both a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments of the Company and its subsidiaries principally comprise cash and cash equivalents, deposits at financial institutions, securities purchased under resale agreements and sold under repurchase agreements, investments, receivables from and payables to Clearing House, securities and derivatives business receivables and payables, borrowings from financial institutions, debt issued and borrowings and subordinated loans from subsidiary companies.

Risk management policy

The Company and its subsidiary companies are exposed to risks from changes in interest rates and currency exchange rates and risks from nonperformance of contractual obligations by counterparties. The Company uses derivatives, as and when it considers appropriate, to manage such risks. In addition, the Company has a policy to enter into contracts with creditworthy counterparties. Therefore, the Company does not expect any material financial losses to arise from that the counterparties will fail to discharge their obligations as stipulated in the financial instruments contracts.

The accounting policies of derivatives are disclosed in Note 4 to the financial statements.

38.1 Market risk

Market risk refers to the risk that fluctuations in market trading volumes and interest rates will directly impact on the Company's revenue or the value of the Company's financial assets and liabilities at present and in the future. Factors causing volatility in market trading volumes and interest rates include political developments, the economic outlook, and domestic and investor sentiment, both domestically and internationally.

A variety of tools are used to implement comprehensive measurement and analysis of market risk. For example, Value-at-Risk is used to measure the potential loss on investment given a certain time horizon and level of probability, and stress testing is implemented to evaluate the robustness of a company in any given stress scenarios. These analytical tools provide a picture of the Company's potential future losses. Moreover, the Company assesses and manages the losses potential resulting from market losses by setting stop loss limits and position limits that are appropriate to current market conditions, which change over time.

38.2 Interest Rate Risk

Interest rate risk is the risk that future fluctuations in market interest rates will affect the operating result and cash flows of the Company and subsidiary companies.

The exposure to interest rate risk of the Company and its subsidiary companies relates primarily to their deposits at financial institutions, securities purchased under resale agreements, securities and derivative business receivable - credit balance accounts, long-term investments in debt securities and debt issued and borrowings. However, as most of the financial assets and liabilities carry floating interest rate which fluctuates in line with the market interest rates or carry fixed interest rate which approximates to the current market interest rate, the Company and its subsidiary companies do not use derivatives to manage their interest rate risk.

As at December 31, 2015 and 2014, the significant financial assets and liabilities classified by types of interest rate and, for the financial assets and liabilities carrying fixed interest rate, by the contractual reprising or maturity date (whichever is earlier) are as follows:

Unit: Million Baht

CONSOLIDATED FINANCIAL STATEMENTS										
Outstanding balance of financial instruments as at December 31, 2015										
	Fixed interest rate					Without interest	Total	Interest rates		Effective
	Floating interest rate	Remaining period to the contractual reprising date or maturity date						Floating Percentage	Fixed Percentage	interest rates
		Within 1 year	1 - 5 years	Over 5 years	Unspecified					
<u>Financial Assets</u>										
Cash and cash equivalents	394	-	-	-	-	53	447	0.74	1.00	0.74
Deposits at financial institutions	-	243	-	-	-	-	243	-	1.77	1.77
Securities purchased under resale agreements	-	140	-	-	-	-	140	-	1.40	1.40
Receivables from Clearing House	475	-	-	-	-	464	939	1.72	-	1.72
Securities and derivatives business receivables - net	64	1,719	-	-	-	3,271	5,054	0.77	6.00	5.81
Derivatives assets	-	-	-	-	-	22	22	-	-	-
Investments - net	-	-	22	674	-	1,612	2,308	-	3.54	1.65
<u>Financial liabilities</u>										
Securities sold under repurchase agreements	-	10	-	-	-	-	10	-	1.45	1.45
Payables to Clearing House	-	-	-	-	-	117	117	-	-	-
Securities and derivatives business payables	-	-	-	-	-	3,389	3,389	-	-	-
Derivatives liabilities	-	-	-	-	-	104	104	-	-	-
Debts issued and other borrowings	-	455	-	-	-	-	455	-	2.05	2.05

Unit: Million Baht

CONSOLIDATED FINANCIAL STATEMENTS
Outstanding balance of financial instruments as at December 31, 2014

	Fixed interest rate								Effective interest rates	
	Floating interest rate	Remaining period to the contractual reprising date or maturity date				Without interest	Interest rates			
		Within 1 year	1 - 5 years	Over 5 years	Unspecified		Total	Floating Percentage		Fixed Percentage
<u>Financial Assets</u>										
Cash and cash equivalents	313	20	-	-	-	60	393	1.02	1.60	1.05
Deposits at financial institutions	-	197	-	-	-	-	197	-	2.65	2.65
Receivables from Clearing House	418	-	-	-	-	323	741	2.68	-	2.68
Securities and derivatives business										
receivables - net	19	1,451	-	-	-	3,416	4,886	1.27	6.00	5.94
Derivatives assets	-	-	-	-	-	34	34	-	-	-
Investments - net	-	206	340	150	-	3,130	3,826	-	3.50	2.72
<u>Financial liabilities</u>										
Borrowing from financial										
institutions	-	600	-	-	-	-	600	-	2.08	2.08
Securities sold under repurchase										
agreements	-	130	-	-	-	-	130	-	1.92	1.92
Securities and derivatives business										
payables	-	-	-	-	-	3,236	3,236	-	-	-
Derivatives liabilities	-	-	-	-	-	116	116	-	-	-
Debts issued and other borrowings	-	657	-	-	-	-	657	-	2.72	2.72

Unit: Million Baht

SEPARATE FINANCIAL STATEMENTS
Outstanding balance of financial instruments as at December 31, 2015

	Fixed interest rate							Effective			
	Floating	Remaining period to the contractual				Without	Total	Interest rates		interest	
		reprising date or maturity date						Floating	Fixed		rates
		Within 1 year	1 - 5 years	Over 5 years	Unspecified						
<u>Financial Assets</u>											
Cash and cash equivalents	281	-	-	-	-	53	334	0.99	0.85	0.99	
Deposits at financial institutions	-	-	-	-	-	-	-	-	1.00	1.00	
Securities purchased under resale agreements	-	140	-	-	-	-	140	-	1.40	1.40	
Receivables from Clearing House	475	-	-	-	-	464	939	1.72	-	1.72	
Securities and derivatives business receivables - net	64	1,719	-	-	-	3,271	5,054	0.77	6.00	5.81	
Derivatives assets	-	-	-	-	-	22	22	-	-	-	
Investments - net	-	-	13	674	-	1,420	2,107	-	3.52	1.65	
Investments in subsidiaries - net	-	-	-	-	-	2,550	2,550	-	-	-	
<u>Financial liabilities</u>											
Securities sold under repurchase agreements	-	10	-	-	-	-	10	-	1.45	1.45	
Payables to Clearing House	-	-	-	-	-	117	117	-	-	-	
Securities and derivatives business payables	-	-	-	-	-	3,389	3,389	-	-	-	
Subordinated loans from subsidiary companies	-	-	-	-	-	1,937	1,937	-	-	-	
Derivatives liabilities	-	-	-	-	-	104	104	-	-	-	
Debts issued and other borrowings	-	455	-	-	-	-	455	-	2.05	2.05	

Unit: Million Baht

SEPARATE FINANCIAL STATEMENTS										
Outstanding balance of financial instruments as at December 31, 2014										
	Fixed interest rate						Total	Interest rates		Effective interest rates
	Floating interest rate	Remaining period to the contractual reprising date or maturity date				Without interest		Floating Percentage	Fixed Percentage	
		Within 1 year	1 - 5 years	Over 5 years	Unspecified					
<u>Financial Assets</u>										
Cash and cash equivalents	203	-	-	-	-	61	264	1.52	1.10	1.52
Deposits at financial institutions	-	2	-	-	-	-	2	-	2.70	2.70
Receivables from Clearing House	418	-	-	-	-	323	741	2.68	-	2.68
Securities and derivatives business										
receivables - net	19	1,451	-	-	-	3,416	4,886	1.27	6.00	5.94
Derivatives assets	-	-	-	-	-	34	34	-	-	-
Investments - net	-	198	340	150	-	2,961	3,649	-	3.50	2.73
Investments in subsidiaries - net	-	-	-	-	-	2,550	2,550	-	-	-
<u>Financial liabilities</u>										
Borrowing from financial										
institutions	-	600	-	-	-	-	600	-	2.08	2.08
Securities sold under repurchase										
agreements	-	130	-	-	-	-	130	-	1.92	1.92
Securities and derivatives business										
payables	-	-	-	-	-	3,236	3,236	-	-	-
Subordinated loans from subsidiary										
companies	-	-	-	-	-	1,937	1,937	-	-	-
Derivatives liabilities	-	-	-	-	-	116	116	-	-	-
Debts issued and other borrowings	-	657	-	-	-	-	657	-	2.72	2.72

38.3 Credit Risk

Credit risk refers to the risk that a counter party will default on its contractual obligations, resulting in a financial loss to the Company and its subsidiary companies.

The Company is exposed to credit risk primarily with respect to securities and derivatives business receivables, loans and other accounts receivable. The Company controls such risk by establishing credit limits for clients and counter parties and analyzing their financial position as an ongoing basis. The Company is not expected to have much concentration risk of credit exposure because it has a variety of client base and large number of clients.

38.4 Liquidity risk

Liquidity risk is the risk that the Company and its subsidiaries will be unable to liquidate financial assets and/or procure sufficient funds to discharge obligations in a timely manner, resulting in a financial loss.

The Company has procedure and process to monitor, follow and control liquidity risk. For example, when the Company is launching a new product, it assesses the impact on its liquid capital by estimating its net capital ratio after the product is launched using a stress test technique, and takes this information into consideration in determining the appropriate size of the product issue.

The Company has a policy to maintain a Net Capital Rule and a Net Capital Ratio (NCR) that are higher than the requirements under the SEC regulations, which specified that the Net Capital Rule must be at least Baht 25 million and the Net Capital Ratio must be at least 7% of liabilities and guarantees.

The maturity dates of financial instruments held as of December 31, 2015 and 2014, counting from the statements of financial position date are as follows:

Unit: Million Baht						
CONSOLIDATED FINANCIAL STATEMENTS						
December 31, 2015						
	At call	Within 1 year	1-5 years	Over 5 years	No maturity	Total
<u>Financial assets</u>						
Cash and cash equivalents	394	-	-	-	53	447
Deposits at financial institutions	-	243	-	-	-	243
Securities purchased under resale agreements	-	140	-	-	-	140
Receivables from Clearing House	-	939	-	-	-	939
Securities and derivatives business receivables - net	-	3,306	29	-	1,719	5,054
Derivatives assets	-	1	21	-	-	22
Investments – net	-	-	22	674	1,612	2,308
<u>Financial liabilities</u>						
Securities sold under repurchase agreements	-	10	-	-	-	10
Payables to Clearing House	-	117	-	-	-	117
Securities and derivatives business payables	-	3,389	-	-	-	3,389
Derivatives liabilities	-	85	19	-	-	104
Debts issued and other borrowings	-	455	-	-	-	455

Unit: Million Baht						
CONSOLIDATED FINANCIAL STATEMENTS						
December 31, 2014						
	At call	Within 1 year	1-5 years	Over 5 years	No maturity	Total
<u>Financial assets</u>						
Cash and cash equivalents	333	-	-	-	60	393
Deposits at financial institutions	-	197	-	-	-	197
Receivables from Clearing House	-	741	-	-	-	741
Securities and derivatives business receivables - net	-	3,406	29	-	1,451	4,886
Derivatives assets	-	5	29	-	-	34
Investments - net	-	206	340	150	3,130	3,826
<u>Financial liabilities</u>						
Borrowing from financial institutions	400	200	-	-	-	600
Securities sold under repurchase agreements	-	130	-	-	-	130
Securities and derivatives business payables	-	3,236	-	-	-	3,236
Derivatives liabilities	-	95	21	-	-	116
Debts issued and other borrowings	-	657	-	-	-	657

Unit: Million Baht						
SEPARATE FINANCIAL STATEMENTS						
December 31, 2015						
	At call	Within 1 year	1-5 years	Over 5 years	No maturity	Total
<u>Financial assets</u>						
Cash and cash equivalents	281	-	-	-	53	334
Securities purchased under resale agreements	-	140	-	-	-	140
Receivables from Clearing House	-	939	-	-	-	939
Securities and derivatives business receivables - net	-	3,306	29	-	1,719	5,054
Derivatives assets	-	1	21	-	-	22
Investments - net	-	-	13	674	1,420	2,107
Investments in subsidiaries - net	-	-	-	-	2,550	2,550
<u>Financial liabilities</u>						
Securities sold under repurchase agreements	-	10	-	-	-	10
Payables to Clearing House	-	117	-	-	-	117
Securities and derivatives business payables	-	3,389	-	-	-	3,389
Subordinated loans from a subsidiary companies	-	-	1,937	-	-	1,937
Derivatives liabilities	-	85	19	-	-	104
Debts issued and other borrowings	-	455	-	-	-	455

Unit: Million Baht

SEPARATE FINANCIAL STATEMENTS						
December 31, 2014						
	At call	Within 1 year	1-5 years	Over 5 years	No maturity	Total
<u>Financial assets</u>						
Cash and cash equivalents	203	-	-	-	61	264
Deposits at financial institutions	-	2	-	-	-	2
Receivables from Clearing House	-	741	-	-	-	741
Securities and derivatives business receivables - net	-	3,406	29	-	1,451	4,886
Derivatives assets	-	5	29	-	-	34
Investments - net	-	198	340	150	2,961	3,649
Investments in subsidiaries - net	-	-	-	-	2,550	2,550
<u>Financial liabilities</u>						
Borrowing from financial institutions	400	200	-	-	-	600
Securities sold under repurchase agreements	-	130	-	-	-	130
Securities and derivatives business payables	-	3,236	-	-	-	3,236
Subordinated loans from a subsidiary companies	-	-	1,937	-	-	1,937
Derivatives liabilities	-	95	21	-	-	116
Debts issued and other borrowings	-	657	-	-	-	657

38.5 Foreign exchange risk

Foreign currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates.

As of December 31, 2015 and 2014, the Company has investments in subsidiaries in foreign currency under cost method of USD 59.4 million (equivalent to Baht 2,383 million). However, the Company also has obtained Thai Baht loans from those subsidiaries totaling Baht 1,936.5 million.

The Company has exposure to foreign exchange risk in respect of its investments in foreign currencies. The Company has entered into any forward exchange contracts with maturities of up to 1 year to manage this risk.

As at December 31, 2015 and 2014, the outstanding balance of forward exchange contracts is as follows:

December 31, 2015				December 31, 2014		
Foreign currency	Sold amount	Contractual exchange rate	Contractual maturity date	Sold amount	Contractual exchange rate	Contractual maturity date
	(Million)	(Baht per 1 foreign currency unit)		(Million)	(Baht per 1 foreign currency unit)	
USD	0.17	36.4940	January 2016	0.17	32.5380	January 2015

38.6 Fair value

The fair value disclosures of financial instruments, considerable judgment is necessarily required in estimation of fair value. Accordingly, the estimated fair value presented herein is not necessarily indicative of the amount that could be realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value. The following methods and assumptions were used by the Company in estimating fair values of financial instruments.

38.6.1 Financial assets and financial liabilities measured at fair value

Certain financial assets and financial liabilities of the Company and its subsidiaries are measured at fair value at the end of reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined.

CONSOLIDATED FINANCIAL STATEMENTS					Unit: Thousand Baht
Financial assets/ Financial liabilities	Fair value December 31, 2015	Fair value December 31, 2014	Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs and relationship of unobservable inputs to fair value (1)
<u>Financial Assets</u>					
Derivatives assets					
Warrants	2,117	7,515	Level 1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand	-
Futures	-	-	Level 1	Settlement prices of the last working day of the reporting period as quoted on Futures Exchange	-
Options	639	1,585	Level 1	Settlement prices of the last working day of the reporting period as quoted on Futures Exchange	-
Interest Rate Swap	19,212	24,381	Level 3	Cash flow estimated with fixed and floating interest rates, and discounted to maturity date with cost of capital of counter party	The lower cost of capital of counter party, the higher fair value
Exotic options	431	1,017	Level 3	Cash flow estimated with fair value of underlying asset and strike price discounted to maturity date with cost of capital	The lower cost of capital, the higher fair value
Forward contract	94	-	Level 2	Exchange rate of the last working day of the reporting period as announced by Bank of Thailand	-

Unit: Thousand Baht

CONSOLIDATED FINANCIAL STATEMENTS					
Financial assets/ Financial liabilities	Fair value December 31, 2015	Fair value December 31, 2014	Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs and relationship of unobservable inputs to fair value (1)
Investments - Net					
Trading securities					
Listed securities	1,399,293	2,940,648	Level 1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand	-
Investments units	6	7	Level 2	Net asset values of the last working day of the reporting period	-
Debt securities	687,277	687,636	Level 2	Yield rates of the last working day of the reporting period as quoted by the Thai Bond Market Association	-
Available-for-sale securities					
Foreign investments units	192,194	168,635	Level 2	Net asset values of the last working day of the reporting period	-
<u>Financial Liabilities</u>					
Derivatives Liabilities					
Derivatives warrants	76,653	90,758	Level 1	Latest offer prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand	-
Futures	-	-	Level 1	Settlement prices of the last working day of the reporting period as quoted on Futures Exchange	-
Options	8,277	1,624	Level 1	Settlement prices of the last working day of the reporting period as quoted on Futures Exchange	-
Interest Rate Swap	19,070	24,042	Level 3	Cash flow estimated with fixed and floating interest rates, and discounted to maturity date with cost of capital of counter party	The lower cost of capital of counter party, the higher fair value
Forward contract	-	47	Level 2	Exchange rate of the last working day of the reporting period as announced by Bank of Thailand	-

Unit : Thousand Baht

SEPARATE FINANCIAL STATEMENTS					
Financial assets/ Financial liabilities	Fair value		Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs and relationship of unobservable inputs to fair value (1)
	December 31, 2015	December 31, 2014			
<u>Financial Assets</u>					
Derivatives assets					
Warrants	2,117	7,515	Level 1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand	-
Futures	-	-	Level 1	Settlement prices of the last working day of the reporting period as quoted on Futures Exchange	-
Options	639	1,585	Level 1	Settlement prices of the last working day of the reporting period as quoted on Futures Exchange	-
Interest Rate Swap	19,212	24,381	Level 3	Cash flow estimated with fixed and floating interest rates, and discounted to maturity date with cost of capital of counter party	The lower cost of capital of counter party, the higher fair value
Exotic options	431	1,017	Level 3	Cash flow estimated with fair value of underlying asset and strike price discounted to maturity date with cost of capital	The lower cost of capital, the higher fair value
Forward contract	94	-	Level 2	Exchange rate of the last working day of the reporting period as announced by Bank of Thailand	-
Investments - Net					
Trading securities					
Listed securities	1,399,293	2,940,648	Level 1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand	-
Investments units	6	7	Level 2	Net asset values of the last working day of the reporting period	-
Debt securities	687,277	687,636	Level 2	Yield rates of the last working day of the reporting period as quoted by the Thai Bond Market Association	-

Unit : Thousand Baht

SEPARATE FINANCIAL STATEMENTS

Financial assets/ Financial liabilities	Fair value December 31, 2015	Fair value December 31, 2014	Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable inputs and relationship of unobservable inputs to fair value (1)
<u>Financial Liabilities</u>					
Derivatives Liabilities					
Derivatives warrants	76,653	90,758	Level 1	Latest offer prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand	-
Futures	-	-	Level 1	Settlement prices of the last working day of the reporting period as quoted on Futures Exchange	-
Options	8,277	1,624	Level 1	Settlement prices of the last working day of the reporting period as quoted on Futures Exchange	-
Interest Rate Swap	19,070	24,042	Level 3	Cash flow estimated with fixed and floating interest rates, and discounted to maturity date with cost of capital of counter party	The lower cost of capital of counter party, the higher fair value
Forward contract	-	47	Level 2	Exchange rate of the last working day of the reporting period as announced by Bank of Thailand	-

(1) Applicable only for the fair value hierarchy Level 3

38.6.2 Financial instruments not measured at fair value

In estimating the fair value of financial assets and financial liabilities, which are not measured at fair value, are categorized into level 3. Valuation techniques are net present value of expected cash inflow/outflow, but valuation technique for general investments is net asset value as follow.

	CONSOLIDATE		Unit: Thousand Baht SEPARATE	
	FINANCIAL STATEMENT		FINANCIAL STATEMENT	
	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
	Carrying amount/ Fair value	Carrying amount/ Fair value	Carrying amount/ Fair value	Carrying amount/ Fair value
<u>Financial assets</u>				
Cash and cash equivalents	446,998	393,172	333,522	264,279
Deposits at financial institutions	243,358	196,524	-	1,568
Securities purchased under resale agreements	140,000	-	140,000	-
Receivables from Clearing House	939,090	740,715	939,090	740,715
Securities and derivatives business receivables - net	5,053,544	4,885,698	5,053,544	4,885,698
Held-to-maturity debt securities	8,569	8,007	-	-
General investments	20,750	20,750	20,750	20,750
Investments in subsidiaries - net	-	-	2,549,783	2,549,733
<u>Financial liabilities</u>				
Borrowing from financial institutions	-	600,000	-	600,000
Securities sold under repurchase agreements	10,000	130,000	10,000	130,000
Payables to Clearing House	117,451	-	117,451	-
Securities and derivatives business payables	3,388,912	3,236,019	3,388,912	3,236,019
Subordinated loans from a subsidiary companies	-	-	1,936,500	1,936,500
Debts issued and other borrowings	454,672	657,193	454,672	657,193

39. EVENTS AFTER THE REPORTING PERIOD

The Board of Directors' meeting of the Company No. 1/2016 held on February 25, 2016 passed a resolution to propose to the Annual General Meeting of the Company's shareholders for an approval of dividend payment of Baht 0.285 per share, or a total of approximately Baht 568 million from the earnings of the January 1, 2015 to December 31, 2015 period. The dividend will be paid in May 2016.

The Board of Directors' meeting of the subsidiary company No. 1/2016 held on February 3, 2016 passed a resolution to propose to the Annual General Meeting of the subsidiary Company's shareholders for an approval of dividend payment of Baht 4.50 per share, or a total of approximately Baht 47 million from the earnings of the January 1, 2015 to December 31, 2015 period. The dividend was made in September 2015.

40. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorised for issue by the Company's Board of Directors on February 25, 2016.



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