

Your Prosperity Partner



AEC Securities Public Company Limited
63 Athenee Tower, 15th, 17th Fl., Wireless Rd.,
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Annual Report 2014
AEC Securities Public Company Limited

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Message from Chairman of the Board of Directors

AEC Securities Public Company Limited is determined in creating and providing excellent financial products and services, whilst offering variety and choice to our customers. We believe in providing investment opportunities in order to create growth and value to our customers, shareholders and stakeholders. Our commitment towards our vision is parallel to our commitment in supporting our society towards growth and prosperity.

Mom Rajawongse Somlarb Kitiyakorn
Chairman of the Board of Directors



Message from Chairman of the Executive Committee

AECS is a finance and securities company committed to finding investment opportunities for our customers. As a full-service investment bank complete with a dynamic strategy and an international vision, as well as qualified and experienced professionals, AECS is ready and prepared to find new investment opportunities in the ASEAN region. The formation of the ASEAN Economics Community (AEC) will create new business and investment opportunities for many people, from the private sector to Thailand and for ASEAN as a region.

Mr. Praphol Milindachinda
Chairman of the Executive Committee



Vision, Objectives, Goals, Strategy

Vision

Moving Your Wealth Forward

Objectives

- To provide an integrated full-service to customers.
- To increase the standard of services.
- To operate with transparency and accountability.
- To expand the scope of business internationally.

Strategy

The Company has provided different strategies for three different core businesses as follow :

- Securities Brokerage
- Investment Management
- Investment Banking

In our goal to creating wealth for our customers, AEC Securities Public Company Limited has concentrated our strategy towards providing an integrated and full service to our customers in a variety of products such as stocks, derivatives, debt instruments, mutual funds, or investment banking services for customers in both the private and public sector. To this objective, the Company has employed many qualified and , experienced individuals,

made business and strategic partnerships domestically and internationally, which is not only limited to our Bangkok office since our Company has planned to offer its services to all regions of Thailand. This path to expansion will be spearheaded by our securities brokerage business to key cities in Thailand. Furthermore, the Company has planned to expand into the Southeast Asia region, especially within the Association of Southeast Asian Nations (ASEAN) by 2015, commencing with investment banking services in Laos and Myanmar. Therefore, the Company is confident that with the right strategy, quality of service and personnel, operation system and plan, the Company will be able to follow the objectives as directed by the Board of Directors.

Mom Rajawongse Somlabh Kitiyakara
Chairman of the Board of Directors /
Independent Director



- Age 64
- Period April 2013 - Present (December 2014)
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Bachelor of Business Administration, Hotel Management, Hawaii School of Business
 - Director Accreditation Program (DAP 106/2013)
- Training for the Directors Courses of Thai Institute of Directors Association (IOD)
- Working Experience in the 5 preceding years
 - 2013 – Present Chairman of the Board, AEC Securities PCL.
 - 2012 – Present Chairman of Saving and Credit Cooperative, Muangthong of Savings and Credit Cooperative
 - 1992 – Present Her Royal Highness Princess Soamsawali's Private Secretary, Thewet Palace
- Criminal Offence Record during the Past 10 Years -None-

Associate Professor Dr. Chaiya Yimwilai
Chairman of Audit Committee /
Independent Director



- Age 62
- Period April 2013 - Present (December 2014)
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Ph.D, Public Administration, Golden Gate University
 - M.A., Public Administration, Ohio State University
 - B.A., Public Administration, Ohio Northern University
 - Director Accreditation Program (DAP 2005), (IOD)
- Training for the Directors Courses of Thai Institute of Directors Association (IOD)
- Working Experience in the 5 preceding years
 - 2013 – Present Chairman of Audit Committee, AEC Securities PCL.
 - 2012 – Present Advisor to the Chairman, Charoen Pokphand Public Company Limited
 - 2011 – Present Chairman of the Board, Senate Committee of Offensive Strategic Planning for Public Relation
 - 2007 – Present Board of Directors. The Government Public Relations Department
 - Other - Committee, Research and Development of the Senate
 - Government Spokesman, Ministry of Commerce
- Criminal Offence Record during the Past 10 Years -None-

Mr.Paisit Kaenchan
Audit Committee /
Independent Director



- Age 54
- Period April 2013 - Present (December 2014)
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Master of Business Administration (Executive) (M.B.A.), Sasin Graduate Institute of Business Administration
 - Master of International Development Administration, Western Michigan University
 - Master of Arts Political Science, Western Michigan University
 - Bachelor of Arts in Political Science, Thammasat University
 - Advance Audit Committee Program (AACP 13/2013), IOD
 - Director Certification Program (DCP 2005), IOD
- Training for the Directors Courses of Thai Institute of Directors Association (IOD)
- Working Experience in the 5 preceding years
 - 2013 – Present Audit Committee and Independent Director, AEC Securities PCL. .
 - 2012 – 2013 Principal, Hospitality Advisory Services Co.,Ltd.
 - 2010 – 2012 Chief Representative Development, Marriott Hotel & Resort Asia
 - 2007 – 2009 SEVP & Chief Information Officer, TCC Hotel Group
 - 1995 – 1996 Vice President – Asset Management, Bangkok First Investment & Trust Public Co.,Ltd
 - 1987 – 1994 Vice President – Asset Management, Tisco Securities Public Company Limited
- Criminal Offence Record during the Past 10 Years -None-

Miss Siriporn Thongkam
Audit Committee /
Independent Director



- Age 40
- Period April 2013 - Present (December 2014)
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Master of Accountancy Program, Chulalongkorn University
 - Director Accreditation Program (DAP 2013), (IOD)
- Training for the Directors Courses of Thai Institute of Directors Association (IOD)
- Working Experience in the 5 preceding years
 - 2013 – Present Audit Committee / Independent Director, AEC Securities PCL. .
 - 2009 – Present Director, 504 LK Construction Company Limited
 - 2007 – 2008 Advisory to the Board of Directors, Kamol Insurance Public Company Limited
- Criminal Offence Record during the Past 10 Years -None-

Mr. Weerasak Kowsurat
Independent Director



- Age 49
- Period June 2013 - Present (December 2014)
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Master of Laws (LL.M.), Harvard Law School
 - Bachelor of Laws, Chulalongkorn University
- Training for the Directors Courses of Thai Institute of Directors Association (IOD)
 - Role of the Chairman Program (RCP 2013), IOD
 - Director Accreditation Program (DAP 2009), IOD
- Working Experience in the 5 preceding years
 - 2013 - Present Independent Director, AEC Securities PCL.
 - 2009 - Present Chairman, MCS Automation Technology Co., Ltd.
 - 2008 - 2009 Chairman of the Board of Directors-Minister of ministry of tourism and sport, Tourism Authority of Thailand
 - Other - Advisor to the Prime Ministry Secretary to the President of the Senate
- Criminal Offence Record during the Past 10 Years -None-

Dr. Apichai Taechaubol
Director / Non - Authorized Director



- Age 59
- Period August 2013 - Present (December 2014)
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Honorary Degree of doctor of philosophy in general management, Ramkhamhaeng University
 - Master's Degree in Political Science, Ramkhamhaeng University
 - Bachelor's Degree in Political Science, Ramkhamhaeng University
 - Bachelor's Degree in Business Administration, North Central University, AZ, USA
 - Director Certification Program (DCP 39/2005), (IOD)
 - Chairman 2000, (IOD)
 - New Dimensions of Thai Politicians: Empowering Young Politicians, Ramkhamhaeng University
- Training for the Directors Courses of Thai Institute of Directors Association (IOD)
 - Other
- Working Experience in the 5 preceding years
 - 2014 - Present Director / Non - Authorized Director, AEC Securities PCL.
 - 2014 - Present Executive Chairman, JC Kevin Development Co., Ltd.
 - 2013 - Present Executive Chairman, Total Industrial Services Co., Ltd.
 - 2012 - Present Director/ Executive Chairman, Thai Factory Development PLC.
 - 2011 - Present Executive Chairman, VSSL Enterprise Co., Ltd.
- Criminal Offence Record during the Past 10 Years -None-

Dr.Vichya Kreangam
Director / Non - Authorized Director



- Age 34
- Period November 2014 - Present (December 2014)
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Doctor of the Science of Laws (J.S.D.), University of California, Berkeley, School of Law
 - Master of Laws (LL.M.), University of California, Berkeley, School of Law
 - Bachelor of Laws (LL.B.) (Honors), Chulalongkorn University, Faculty of Law
 - Barrister-at-Law, Institute of Legal Education, Thai Bar Association
 - Diploma of Advocacy and Lawyer License, Lawyers Council of Thailand
 - Certificate of Senior Executives on Justice Administration, Class 16, Office of the Judicial Training Institute
 - Certificate of New Era Leadership in the Democratic Systems, Class 1, King Prajadhipok's Institute
- Training
 - 2014 – Present Director / Non - Authorized Director, AEC Securities PCL.
 - 2014 – Present Independent Director, Sikarin PCL.
 - 2014 – Present Independent Director, General Engineering PCL.
 - 2014 – Present Director, Namyong Terminal PCL.
 - 2013 – Present Executive Director, The Badminton Association of Thailand under The Royal Patronage
 - 2010 – Present Corporate Affairs Expert, True Corporation PCL.
 - 2010 – Present Guest Lecturer at School of Law, Assumption University, Bangkok University, KhonKaen University, Nakhon Si Thammarat Rajabhat University
 - 2013 – 2014 The Senate, Sub-committee on ICT and Public Media, sub-committee
 - 2006 – 2013 Lawyer Advisor White & Case (Thailand) Co.,Ltd.
 - 2013 – 2014 The House of Representatives, advisor to Sub-committee on Research for Regulation, Order and Laws relating to ICT and Telecommunications
- Working Experiencein the 5 preceding years
- Criminal Offence Record during the Past 10 Years -None-

Mr. Praphol Milindachinla
Chairman of the Executive Committee /
Authorized Director



- Age 55
- Period April 2013 - Present (December 2014)
- Shareholding (%) 25.135%
- Relationship with Executive -None-
- Education
 - Master of Political Science, Kasetsart University
 - Bachelor of Political Science, Kasetsart University
 - Director Accreditation Program (DAP 2005), IOD
- Training
 - 2013 – Present Chairman of the Executive Committee / Authorized Director, AEC Securities PCL.
 - 2011 – Present Advisory to the Executive Committee, Three Sixty Five Public Company Limited
 - 2006 – Present Advisor, Independent Advisor Company Limited
 - 2009 – 2011 Secretary to Minister of Commerce, Ministry of Commerce
- Working Experiencein the 5 preceding years
- Criminal Offence Record during the Past 10 Years -None-

Mr. Polchet Likittasombat
Director / Authorized Director



- Age 48
- Period June 2013 - Present (December 2014)
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Master Degree, Faculty of Business Administration (MBA), Chulalongkorn University
 - Bachelor Degree Faculty of Engineering, (Electrical Engineering), King Mongkut's Institute of Technology Ladkrabang
- Training for the Directors Courses of Thai Institute of Directors Association (IOD)
 - Director Accreditation Program (DAP 70/2006), IOD
 - Advanced Audit Committee Program (ACP 12/2013) ,IOD
 - Senior Executive Program, Class 49, The Prince Damrong Rajanubhap, Institute of Research and Development (DRIRD), Ministry of Interior
- Working Experience in the 5 preceding years
 - 2014 – Present Director / Authorized Director, AEC Securities PCL.
 - 2013 – Present Director / Executive Director, International Research Corporation PCL.
 - 2013 – Present Director / Chairman of Audit Committee, Siam Wellness Group Co., Ltd.
 - 2009 – 2010 Executive Vice President /Chairman Advisory, Public Warehouse Organization
 - 2008 – 2009 Director / Sub-Committee of Organization Development , Forest Industry Organization
 - 2007 – 2008 Committee of wholesale and retail business, The Thai Chamber of Commerce
- Criminal Offence Record during the Past 10 Years -None-

Mr. Chaipant Pongtanakorn
Director / Authorized Director



- Age 61
- Period May 2014 - Present (December 2014)
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Ph.D.Agriculture Economics, Oklahoma State University
 - MS.,Agriculture Economics, University of Idaho
 - BS.,Agriculture Economics, Kasetsart University
 - Director Accreditation Program (DAP 2013), IOD
- Training for the Directors Courses of Thai Institute of Directors Association (IOD)
 - 2014 – Present Director / Authorized, AEC Securities PCL.
 - 2014 – 2014 Director / Non Authorized, Solaris Asset Management Co.,Ltd.
 - 2009 – 2011 Director, Sin Asia Securities PCL.
 - 2009 – 2013 Director / Authorized, FinansiaSyrus Securities PCL.
 - 2002 – 2008 Director / Authorized Director, Far East Co.,Ltd.
 - 1993 – 2002 Director / Authorized Director/ Managing Director Adkinson Securities PCL.
- Working Experience in the 5 preceding years
 - 2014 – Present Director / Authorized, AEC Securities PCL.
 - 2014 – 2014 Director / Non Authorized, Solaris Asset Management Co.,Ltd.
 - 2009 – 2011 Director, Sin Asia Securities PCL.
 - 2009 – 2013 Director / Authorized, FinansiaSyrus Securities PCL.
 - 2002 – 2008 Director / Authorized Director, Far East Co.,Ltd.
 - 1993 – 2002 Director / Authorized Director/ Managing Director Adkinson Securities PCL.
- Criminal Offence Record during the Past 10 Years -None-

Mr. Kobkiat Boontherawara
Chief Executive Officer/Authorized Director



- Age 53
- Period April 2013 - Present (December 2014)
- Shareholding (%) 0.29%
- Relationship with Executive -None-
- Education
 - Master of Business Administration (MBA), City University
 - Director Certification Program (DCP 2012), IOD
- Training for the Directors Courses of Thai Institute of Directors Association (IOD)
- Working Experience in the 5 preceding years
 - 2013 – 2014 Chief Executive Officer / Authorized Director, AEC Securities PCL.
 - 2007 – 2013 Chairman of the Board, Capital Link Advisory Co., Ltd.
 - 2007 – 2007 Managing Director, Kasikorn Securities PCL.
 - 2007– 2008 Managing Director, KGI Securities PCL.
 - 2007– 2008 Managing Director, TMB Macquarie Securities (Thailand) PCL
 - 2004– 2005 Managing Director, Asia Plus Public Co.,Ltd.
- Criminal Offence Record during the Past 10 Years -None-

Mr.Thada Chanprasit
Chief Operation Officer



- Age 49
- Period Present
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Master of MBA, Thammasat University
 - Fundamental Practice for Corporate Secretary : FPCS (Class 28/2013), Thai Listed Companies Association
- Training
 - 2014 – Present Chief Operation Officer, AEC Securities PCL.
 - 2013 –2014 Senior Executive Vice President, AEC Securities PCL.
 - 2012 – 2013 Executive Vice president, Bualuang Securities PCL.
 - 2011 – 2012 Chief Operation Officer, RHB OSK Securities PCL.
 - 2003 – 2011 Executive Vice president, Asia Plus Securities PCL.
- Working Experience in the 5 preceding years
- Criminal Offence Record during the Past 10 Years -None-

Mr.Pisit Patumban
President (Marketing Securities)



- Age 48
- Period 2013 - Present (December 2014)
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Master of Business Administration, National Institute of Development Administration (NIDA)
 - Master of Psychology, Kasetsart University
- Working Experience in the 5 preceding years
 - 2013 – Present President (Marketing Securities), AEC Securities PCL.
 - 2006 – 2013 Managing Director, KGI Securities PCL.
- Criminal Offence Record during the Past 10 Years -None-

Mr.Kanog Wongsarawit
Senior Executive Vice President



- Age 47
- Period 2013 - Present (December 2014)
- Shareholding (%) -None-
- Relationship with Executive -None-
- Education
 - Master of Economics, University of Wollongong
- Working Experience in the 5 preceding years
 - 2013 – Present Senior Executive Vice President, AEC Securities PCL.
 - 2011 – 2013 Senior Executive Vice President Wealth Management, Finansia Syrys Securities PCL.
 - 2008 – 2011 Senior Deputy, Managing Director Business Development Group, Sicco Securities PCL.
- Criminal Offence Record during the Past 10 Years -None-

Company Highlights

Unit: Million Baht

Period As of	Seperate Financial Statement Year Ended 2012 December 31,2012	Seperate Financial Statement Year Ended 2013 December 31,2013	Consolidated Financial Statement Year Ended 2014 December 31,2014
Financial Data			
Assets	1,009.47	1,013.38	3,329.31
Liabilities	41.47	85.46	2,214.53
Equities	968.00	927.92	1,114.78
Paid – up Capital	844.08	844.08	1,009.74
Revenue	47.81	50.20	721.84
Net Profit	10.15	(40.07)	13.02
Earning Per Share (Baht)	0.01	(0.05)	0.01
Financial Ratio			
ROA (%)	1.01	(3.72)	0.60
ROE (%)	1.05	(4.23)	1.27
Net Profit Margin (%)	21.22	(79.83)	1.80
Statistics as of			
	December 31,2012	December 31,2013	December 31,2014
Last Price (Baht)	6.80	10.80	1.46
Market Cap.	1,147.95	1,823.22	1,474.23
F/S Period (As of Date)			
	September 30,2012	September 30,2013	September 30,2014
P / E	516.00	N/A	N /A
P / E	1.19	1.90	1.32
Book Value per share (Baht)	5.72	5.70	1.10
Dividend Yield (Baht)	N/A	N/A	N/A

General Information

Name of Company	AEC Securities Public Company Limited
Nature of Business	Securities and Finance <ul style="list-style-type: none"> • Securities Brokerage • Securities Trading • Investment Advisory • Underwriting • Selling Agent Derivatives Business <ul style="list-style-type: none"> • Selling Agent Derivatives Brokerage and Advisory Investment Banking
Head Office Address	63 Athenee Tower, 15th , 17th FL, Wireless Road, Lumpini, Pathumwan, Bangkok 10330
Company Registration No.	0107536001575 (formerly Bor.Mor.Jor. 231)
Company Website	www.aecs.com
Telephone	0-2659-3456
Facsimile	0-2659-3457
Registered Capital	1,331,716,928 THB (As of 31 December 2014)
Paid-up Capital	1,009,743,709 THB (As of 31 December 2014)
Number of Share	1,331,716,928 Shares
Par Value	1 Bath
Type of Share	Ordinary shares
External Auditors	Mr. Niti Jungnitnirundr Certified Public Accountant Registration No. 3809 and / or Mr. Permsak Wongpatcharapakorn Certified Public Accountant Registration No. 3427 and/or Mr. Chavala Tienpasertkij Certified Public Accountant Registration No. 4301 Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd Rajanakarn Bldg. 25th - 26th ,28th FL., 3 South Sathorn Road, Yannawa, Sathorn Bangkok 10120
Company's Registrar	Thailand Securities Depository Co.,Ltd. 62 The Stock Exchange of Thailand Building, Ratchadaphisek Road, Khongtoey, Bangkok 10110
Tel.	0-2229-2800
Fax	0-2359-1259

History of Company

Legal Advisor

- Kritnin Co., Ltd.
No. 29, Vanissa Building, 2nd Floor, Room B, Soi Chidlom
Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330
- Pravit Jarupawong Law Office
90/399 Soi Songsa-ard, Vibhavadi-Rangsit Road, Jompol, Jatujak, Bangkok 10900
- U.B. Accounting and Law Co., Ltd.
16/69/70 Moo 8, Pibulsongkram Road, Suanyai, Muang, Nontaburi 11000
FBLP Legal Ltd.
- Silom Complex Building
14th Floor, 191 Silom Road, Bangrak, Bangkok 10500
- TPNW Law & Solicitors Co.,Ltd.
68 Pannee2005 Building, 5th Floor, Chakrapong Road, Taladyod, Pranakorn,
Bangkok 10200

Investor Relations

The Office of Director and Company Secretary
AEC Securities Public Company Limited
63 Athenee Tower, 15th ,17th FL, Wireless Rd., Lumpini, Pathumwan,
Bangkok, 10330

Tel. 0-2695-3317

Fax. 0-2659-3388

Emails thaveedej.u@aeccs.com; arada.l@aeccs.com

AEC Securities Public Company Limited (formerly United Securities Public Company Limited) (the “Company”) was incorporated under the laws of the Kingdom of Thailand on 6 July 1971 and became a public company on 15 December 1993 under the Public Companies Act. The Company became listed on the Stock Exchange of Thailand on 8 August 2001.

The Company operates its business in Thailand with the core business as Securities and Derivatives Brokerage. The Company has received the following licenses to operate as a securities company from the Ministry of Finance, the Securities Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”): (1) Securities Brokerage (2) Securities Trading (3) Investment Advisory (4) Underwriting (5) Securities Borrowing and Lending (6) Capital Fund (7) Derivatives Agent/Brokerage.

Currently, the Company has opened 13 full service branches on Bangkok and Perimeter areas 8 branches at Soi Soonvijai Branch, Central Ladprao Branch, Silom Road branch, Pachacheun Branch, The Nine Branch, Mahatun Plaza Branch, Phahonyothin Branch, Bangna Branch. On Provincial 5 Branches at Chiangmai - Mahidol Road Branch, Chiangmai - Changklan Road Branch, Nakhon Sri Thammarat Branch, Hadyai Branch and Nakhonsawan Branch

2011

On 25 October 2011, the Company sold its assets and business related to Selling Agency for securities and derivatives but did not sell the license to operate such business. The Company transferred its employees related to such business and transferred its customers’ account to UOBKH. Therefore, the Company temporarily stopped its Selling Agency business for securities and derivatives. Since 25 October 2011 and from the SET and the Thailand Futures Exchange Public Company Limited (“TFEX”) from 25 October 2011 to 31 December 2013. After the sale and transfer of business, the Company continued to operate its securities brokerage and investment advisory business.

2012

On 31 December 2012, UOB Kay Hian Securities Public Company Limited (“UOBKH”), a listed company, held 93.47% shareholding of the paid-up shares of the Company and UOB Holdings Limited, which as a company incorporated in Singapore and the biggest company in the company group, was the parent company.

On 31 December 2012, the Company had an office at No. 1550, Floor 4-5, Thanapoom Tower, New Petchaburi Road, Makkasan, Ratchatewi, Bangkok and on 15 July 2013, the Company moved and registered its new address to No. 63 Athenee Tower, Floor 17, Wireless Road, Lumpini, Pathumwan, Bangkok

2013

On 30 April 2013, the Company was notified by UOBKH, the majority shareholder of the Company, that UOBKH had signed an agreement to sell all of its shares in the amount of 157,796,396 shares or 93.47 percent of the paid-up shares of the Company to a group of investors.

On 10 June 2013, at the Extraordinary General Meeting of Shareholders No. 1/2014, the shareholders resolved to change the name of the Company from “United Securities Public Company Limited” to “AEC Securities Public Company Limited”, which was registered with the Ministry of Commerce as of 12 June 2013.

2014

On 31 January 2014, the Company received a Type-Gor (A) license from the Ministry of Commerce and on 20 February 2014, the Company received a Type Sor-1 (S1) license from the SEC and SET (otherwise a “Full Licenses Services” license) allowing the Company to engage in all types business related to securities and derivatives brokerage and trading, making the Company a Type-Gor (A) securities company.



The Full Licenses Services for securities comprise of (1) Securities Brokerage (2) Securities Trading (3) Underwriting (4) Investment Advisory (5) Mutual Funds (6) Private Funds (7) Short Selling (8) Capital Fund. The Full Licenses Services for derivatives comprise of (1) Derivatives Agent/Brokerage (2) Derivatives Trading (3) Derivatives Advisory (4) Derivatives Capital Management.

On 31 January 2014, at the Extraordinary General Meeting of Shareholders No.1/2014, the shareholders' approval of changing the par value of ordinary shares of the Company from a par value of 5 Baht to a par value of 1 Baht and reducing the registered capital of the Company from 860,000,000 Baht to 844,083,250 Baht by cancelling authorized but unissued shares of the Company and approval of increasing the registered capital of the Company to 1,331,716,928 Baht by issuing new ordinary shares in amount of 487,633,408 shares to be offered to existing shareholders(Right Offering) in amount of 168,816,704 shares and to Private Placement (PP) in amount of 100,000,000 shares, including the issuance of two types of Warrants to purchase ordinary shares of the Company of which W1 will be of 168,816,704 warrants and W2 will be of 50,000,000 warrants.

On 14 May 2014, the Board of Director Meeting No.6/2014 approval to the acquisition of AAMC Asset Management Company Limited in order to expand the scope of business operation to create variety and will expand the investment to other business and opportunity for the business and build synergies and financial advisory business, which make AECS can run the asset management business in the name of "AAMC" by buying or transferring sub-debt from the financial institute then manage and/or sell it later. And offered to the Shareholders consideration, which the EGM 2/2014 approval to the acquisition of AAMC Asset Management Company Limited.

On 31 December 2014, Mr.Kobkiat Boontharawara is resigned from Director and Chief Executive Officer and the Board of Director Meeting No.11/2014 held on 17 December 2014, the meeting resolved to appoint Mr.Praphol Milindachinla as the Acting Chief Executive Officer will be effective on January 1, 2014 and has been approved by Securities and Exchange Commission on 26 December 2014.

Business

1. Revenue and Expense Structure of the Company

Revenue Structure

Revenue	2014		2013		2012	
	Bath	%	Bath	%	Bath	%
Brokerage fees from Securities business	442,926,595	61.36	7,000,849	13.94	0	0.00
Brokerage fees from Derivatives business	35,145,317	4.87	385,678	0.77	0	0.00
Brokerage fees from selling agent of unit trust	12,624,562	1.75	5,958,108	11.87	823,366	1.72
Fees and service income – Investment advisory fees	71,351,714	9.89	329,472	0.66	218,441	0.46
Gain on securities	93,461,455	12.95	11,496,209	22.90	19,001,234	39.74
Interest income	64,060,456	8.87	22,706,014	45.23	25,842,163	54.05
Other income	2,269,409	0.31	2,324,366	4.63	1,928,040	4.03
Total Revenues	721,839,508	100.00	50,200,696	100.00	47,813,244	100.00

Expense	2014		2013		2012	
	Bath	%	Bath	%	Bath	%
Financial costs	54,913,553	7.75	60,131	0.07	31,035	0.09
Fee and service expenses	77,726,403	10.97	6,107,511	6.80	6,546,701	18.52
Operating expenses						
Personnel expenses	367,748,659	51.92	29,476,388	32.83	14,959,345	42.32
Premises and equipment expenses	98,864,973	13.96	17,029,561	18.97	4,534,391	12.83
Directors and managements' remuneration	47,974,509	6.77	24,164,760	26.91	440,000	1.24
Other expenses	66,141,877	9.34	13,187,268	14.69	9,659,458	27.33
Total operating expenses	580,730,018	82.00	83,857,977	93.39	29,593,194	83.73
Reverse of bad debt and doubtful accounts	(5,136,913)	(0.73)	2,324,366	(0.26)	(825,604)	(2.34)
Total Expenses	708,233,061	100.00	50,200,696	100.00	35,345,326	100.00

2. Business Lines

AEC Securities Public Company Limited operates a core business as securities brokerage for securities and derivatives listed on the Stock Exchange of Thailand (SET) and the Thailand Futures Exchange (TFEX) by providing investment opportunities to customers.

In addition to operating as securities brokerage for securities and derivatives listed on SET and TFEX, the Company also operates the following business

- Securities Brokering
- Derivatives Brokering
- e-Trading
- Investment Banking
- Mutual Funds
- Securities Borrowing and Lending

Securities Brokerage

In the goal towards earning trust from the customers in providing investment opportunities, the Company is prepared with qualified personnel that are experienced in providing investment advice for a variety of purposes. In addition, the Company has a complete research department who provide excellent content and guidance as tools for the customers to make their investment decisions more effectively.

Types of Securities Trading Account

Cash Account

A cash account is a type of securities trading account that the customer can trade under a trading limit that is considered and evaluated from the amount of cash that the customer provided according to the rules and regulations of the Company. The cash or security that the customer provides must have a value of 20% of the trading limit (according to the regulation of SET effective on 2 May 2013). All cash provided by the customer and held by the Company will receive interest (as stipulated under the rules and regulations of the Company), and any payments for the purchase or sale of securities must be provided within 3 (three) days commencing from the date of purchase or sale (T+3). The deduction of such payments will be through the Account Automatic Transfer Service (ATS), and in the case of receiving payments from the sale of securities, the customer will receive such payments within 3 (three) business days commencing from the date of sale through the ATS system.

Under a cash account, the customer will receive the right to purchase additional securities once the Company receives the payment from the purchase of securities from the customer.

Cash Balance Account

Under a cash balance account, the customer is allowed to purchase or sell securities according to the amount of cash that they provided to the Company. The cash provided by the customer and held by the Company will receive interest, similar to a cash account.

Under a cash balance account, the customer will receive the right to purchase additional securities when the customer provides more cash to the Company.

Credit Balance Account

A credit balance account allows the customer to borrow capital from the Company to purchase or sell securities but the customer must initially provide a minimum amount of cash or securities as collateral to the debt (also known as the initial margin rate). Under a credit balance account, the Company will calculate the value of the margin every day and if the margin is below the maintenance margin as stipulated by the Company, the Company will call the margin and request the customer to provide additional margin up to the amount of the maintenance margin. The Company may also force sell the margin and/or the collateral should the customer fail to provide additional margin.

Derivatives Brokerage

In its objective to protect against the risks associated with investment and providing returns to investors, the Company also operates its business as a derivatives brokerage to provide additional investment opportunities to investors. Currently, the derivatives that the Company can trade on TFEX are Futures, Options and Options on Futures.

Electronic Trading

Investing in securities and derivatives through electronic/ internet trading presents another channel for investors to invest. Regardless of their location, investors can see the price of securities

and make trading orders efficiently and quickly to adapt to the changing situations

Investment Banking

- Financial Advisory (FA)

The Company provides financial advisory services on business and financial valuation, project viability and feasibility, financial planning, issuance of warrants, issuing employee stock ownership plans (ESOP), underwriting, providing liquidity to businesses, and de-listing from SET

- Mergers and Acquisitions

The Company provides advice on business and financial valuation towards a merger or acquisition, cooperating with quality investors through a network of affiliates and clients, evaluating business positions, providing advice on appropriate price for merger or acquisition, as well as providing advice on the appropriate structure, negotiation strategy and merger and acquisition process.

- Initial Public Offerings (IPO)

The Company provides advice on raising capital through Initial Public Offerings (IPO), listing of securities, Public Offerings (PO) and through Private Placement (PP).

- Real Estate Investment Trust (REIT)/Infrastructure Fund

The Company provides advice of structuring mutual funds, relevant regulations, issues on law and tax, distribution, and raising capital through REIT and infrastructure funds.

- Debt Restructuring

The Company provides advice on debt restructuring such as providing financial restructuring plans and process for debt restructuring, guidelines in rehabilitation, and purchasing of bad debts.

- Corporate Structuring

The Company provides advice on corporate structuring such as shareholding structure, exchange of shares and corporate restructuring. This includes advice and recommendation on the various choices and procedure involved, issues on law and tax, and any relevant procedure related to government agencies.

- Capital Restructuring

The Company provides advice on capital restructuring such as finding the appropriate balance between raising capital through debt and equity, changing the structure of assets and liabilities to reduce costs and maximize value for organizations for both return on equity and return on assets.

Selling Agent

The Company provides services in selling and repurchasing units in mutual funds with efficiency, effectiveness and ease, and customers are able to quickly change their investment in a variety of funds from many leading asset management companies through the Company. Furthermore, customers can follow their investments portfolio with ease through summaries of investments in one statement without any additional fees; and customers has access to information from the Company regarding their investment through detailed research articles, comparison charts of funds, and performance of funds. All of these services are provided by experienced personnel who can advise customers according to their choices.

The Company represents the following asset management companies:

- Krung Thai Asset Management Public Company Limited
- Kasikorn Asset management Company Limited
- SCB Asset Management Company Limited

- Thanachart Fund Management Company Limited
- Phatra Asset Management Company Limited
- CIMB-Principal Asset Management Company Limited
- Finansia Asset Management Limited
- TMB Asset Management Company Limited
- Krungsri Asset Management Company Limited
- MFC Asset Management Public Company Limited
- Asset Plus Fund Management Company Limited
- UOB Asset Management (Thailand) Company Limited
- Solaris Asset Management Company Limited
- One Asset Management Limited
- Land and House Fund Management Company Limited

SBL

In order to increase diversity in services and to respond to the needs of customers and investors, AEC Securities also provide Securities Borrowing and Lending (SBL) services to its customers

Private Fund

The private fund department of AEC Securities focuses on managing private funds that create wealth and value to customers under the principle of "tailor made". This principle allows AEC Securities to respond to customers' needs by converging ideas and investment strategies together, which is different from investing in mutual funds where the scope is wider and broader. Statistics from SEC and SET shows that from 1997 to 2014, the growth of assets under management (AUM) under private fund have an annual increase of 17 to 20 percent.

AEC Securities provide tailor-made solutions for each customer who requires different needs and the private management team,

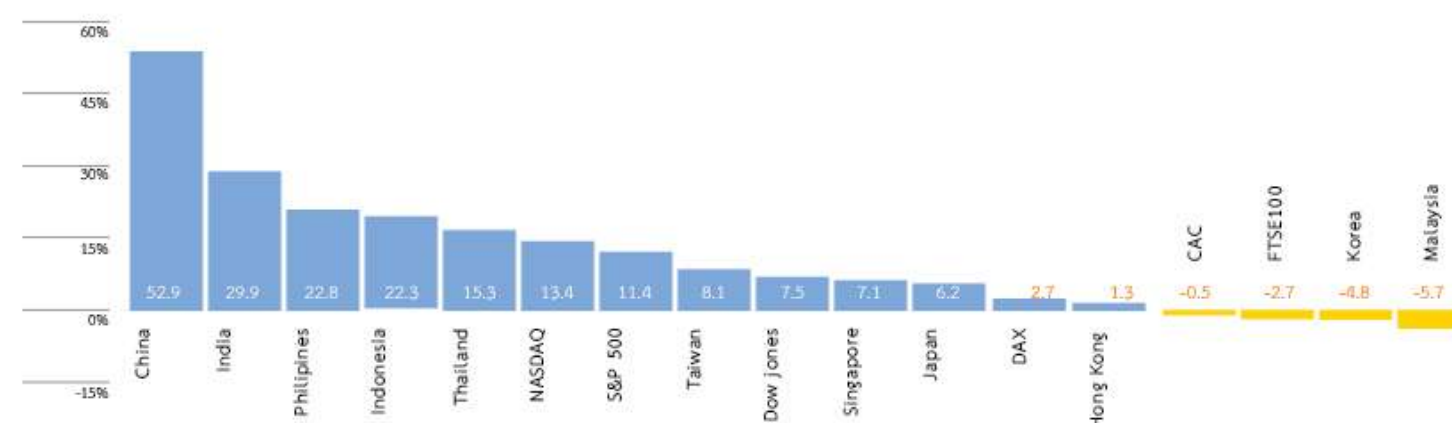
who possesses over 20 years of experience of analyzing and crafting investment strategies in the capital markets.

3. Market Overview and Competition

Market Overview in 2014

2014 was the year of a bad beginning and a good ending of Thai Stock Market because of the reason the investment atmosphere in the Thai Stock Market during the first half of the year was affected by the country political conflict which had been lengthily dragged from October 2013. The estimation reduction on the Thai economic growth and Fund Flow from Quantitative Easing Tapering (QE Tapering) of Fed had put the pressure on the investors to slow down the securities trades, thus, consequently resulting in the securities trade values and Thai Stock market during the first half of 2014 (1H57) to be somewhat rather dull to the extent that SET index had dropped to its lowest at 1,205.44 points on 6 January 2014 in compatibility with Thai Baht which was weakened to its minimum in almost 4 years at 33.10 Baht to USD.1.00. However, after the political conflict problem was positively developed following the power seizure of National Council for Peace and Order (NCPO) on 22 May 2014, the confidence of the investors was increasingly well bolstered, thus, making the Fun Flow to be trendily heading for the country again during the 3rd quarter of 2014 (3Q57), thus, bolstering the investments in Thai Stock Exchange to be active again consequently resulting in SET index to climb up to its highest of the year at 1,602.28 points. Before the 4th quarter of the year (4Q57) in which the severe drop in oil price in world market had pushed the sales strength to rise in order to reduce the risk in energy group shares, thus, resulting in, by end of 2014, accounted for the value of securities trades averagely per day (including prop trade) to be highly retained at 45.5 Billion Baht, only dropped by 9.7% YoY. (If prop trade was not included, the trade value would be at 41.5 billion Baht only dropped by 5.6% YoY).

World Stock Market Indexes



Source : SET and Bloomberg

Trade Value and Thai Stock Market Index



Source : SET

In 2014, the institutional and retail investors were still the vital role players in the Thai Stock Market. The institutional investors were considered to be the helper in providing good supports to the Thai Stock Market for the 2nd year consecutively at the time of the Market fluctuations. This could be reflected from 2014 that the institutional investors accounted for net purchases somewhat high up to 69.6 billion Baht and trade value proportion increased from 8.5% in 2013 to 8.8% of gross trade value while the retail investors, even accounted for the increase in the trade value proportion from 57.1% in 2013 to 62.3% of gross trade value, but in contrary, they accounted for net sales of 37.5 billion Baht which reflected that the investment nature of the retail investors had placed the emphasis on the trades by a round for short-term speculation. Where foreign investors had still maintained net sale status in the Thai Stock Market continuously for 2 years at approximately 35.7 billion Baht and their roles in the Thai Stock Market being declined. The proportion of their trade value dropped from 21.7% in 2013 to 20.2%.

2014 Business Overview

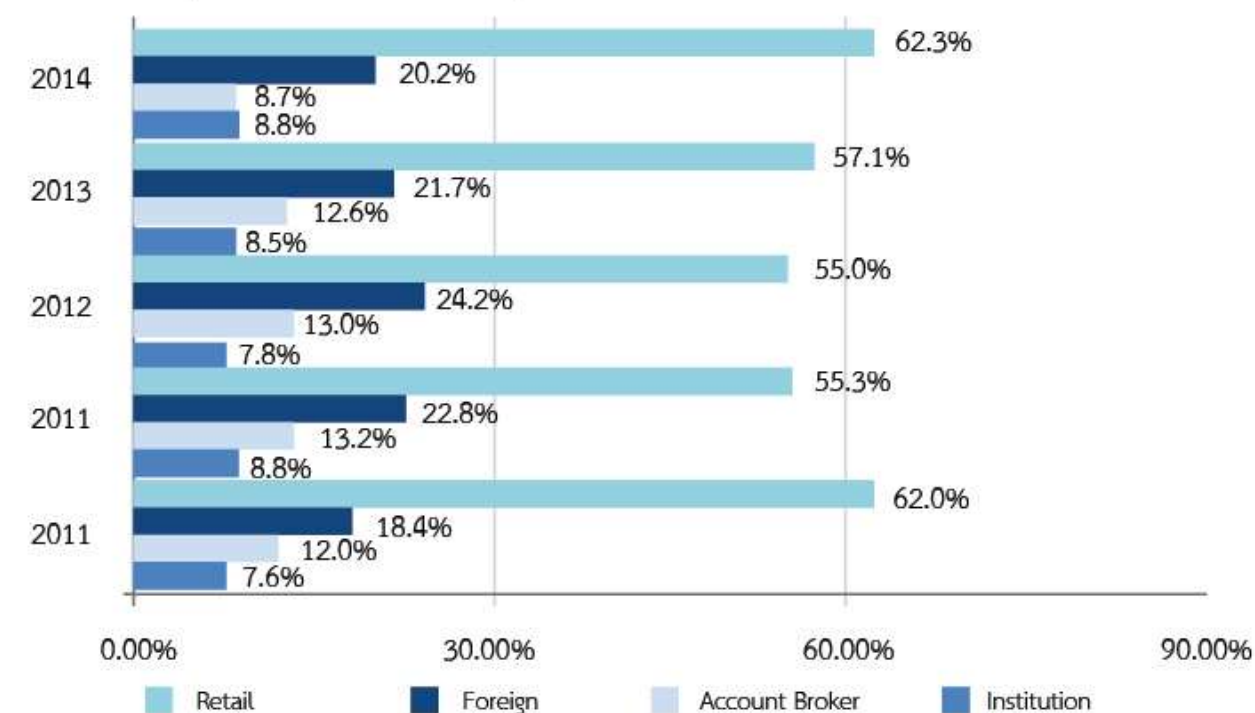
Net profit of securities business in 2014 slowed down from 2013 because trade values for the first half of the year were dull from the country's internal political problems consequently resulting in securities trade values (including SET and MAI) throughout 2014 to be under the pressure at an average decrease per day of 9.7% YoY to the level of 45.5 billion Baht. (If prop trade was not included, the trade value would be at 41.5 billion Baht, a drop of by 5.6% YoY). Moreover, the 3-4 newly emerged securities companies' competitions by using the price strategies at the beginning of the business operations had resulted in the net securities trade commission rate (excluding prop trade) of the securities portfolio to decrease from 0.15% in 2013 to 0.13%, eventually pressing the revenues from securities trade brokerage business to shrink. By the same token, revenues of the merchant banking business slowed down all along with the value of the fund mobilization which had dropped.

Quarterly Net Trade Value by Foreign Investors



Source : SET

Trade Value Proportion in Each Investor Groups

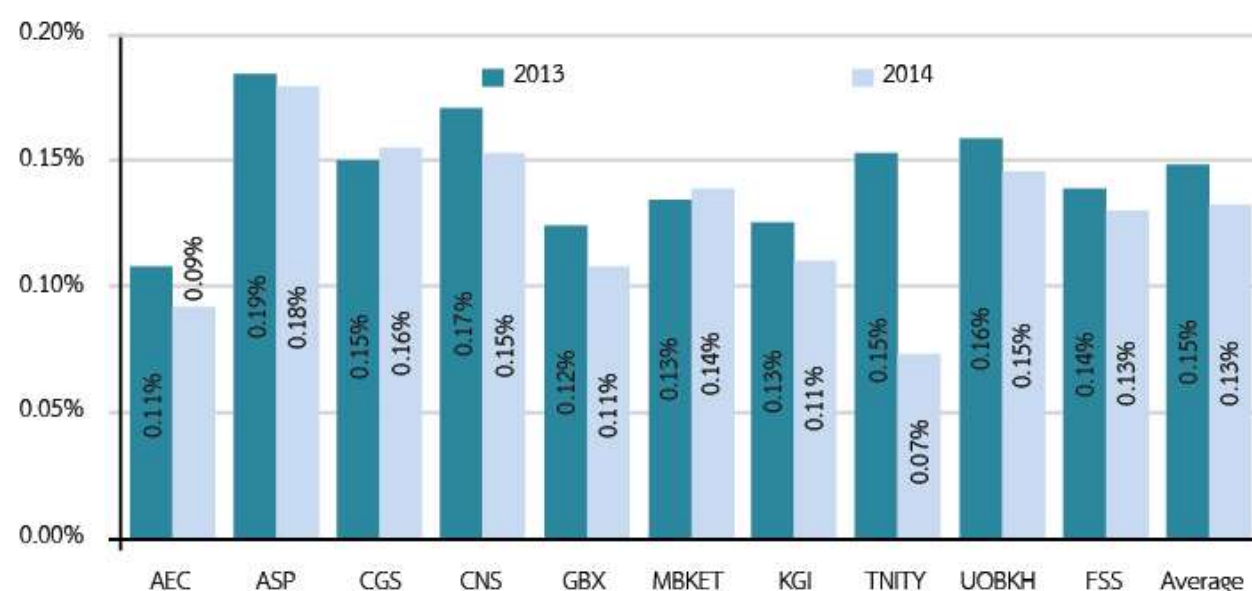


Source : SET

In 2014, even in the overall picture of the market, there were initial public offering (IPO) of up to 45 companies, an increase from 2013 which accounted for only 38 companies, divided into the securities of 16 companies listed in SET, 20 companies listed in MAI, 6 companies listed in Property Fund and 3 companies listed in REIT. However, if a consideration should be made on the value of the fund mobilizations throughout 2014, the decrease could be discovered to be 40.5%YoY at 1.14 hundred billion Baht. In this regard, the securities accounted for the highest fund mobilization in 2014 was Thai Hotel Investment Freehold and Lease Property Fund (THIF) which accounted for the fund

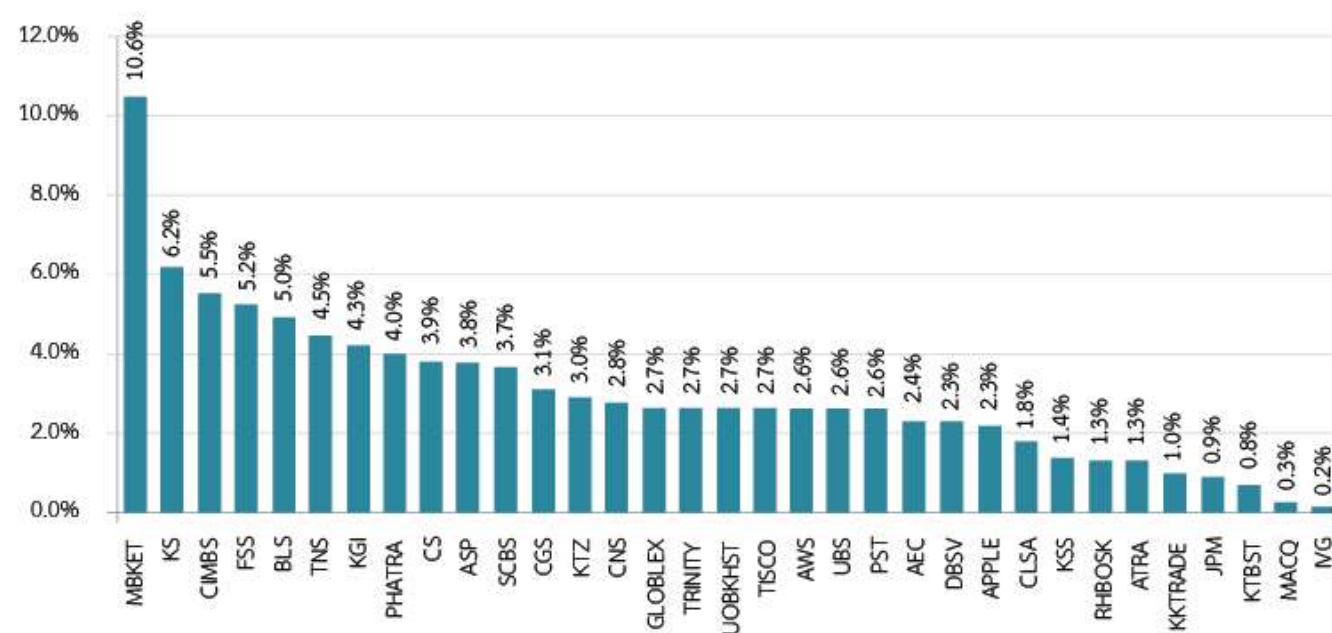
mobilization value of 26.2 billion Baht; next in line was IMPACT Growth Real Estate Investment Trust (IMPACT) which accounted for the fund mobilization value of 15.7 billion Baht and Bangkok Airways Public Co., Ltd., (BA) which accounted for the fund mobilization value of 13.0 billion Baht where the profits derived from investment port of brokers had slowed down from the preceded year, as well. Nevertheless, the Thai Stock Market began to increasingly improve in the 2nd half of 2014 (2H57) in accordance with the eased political situation following the power seizure of the NCPO in May 2014.

Net Commission Rate of the Listed Securities in the Stock Exchange of Thailand



Source : SET

Market Share of the Security Companies in 2014



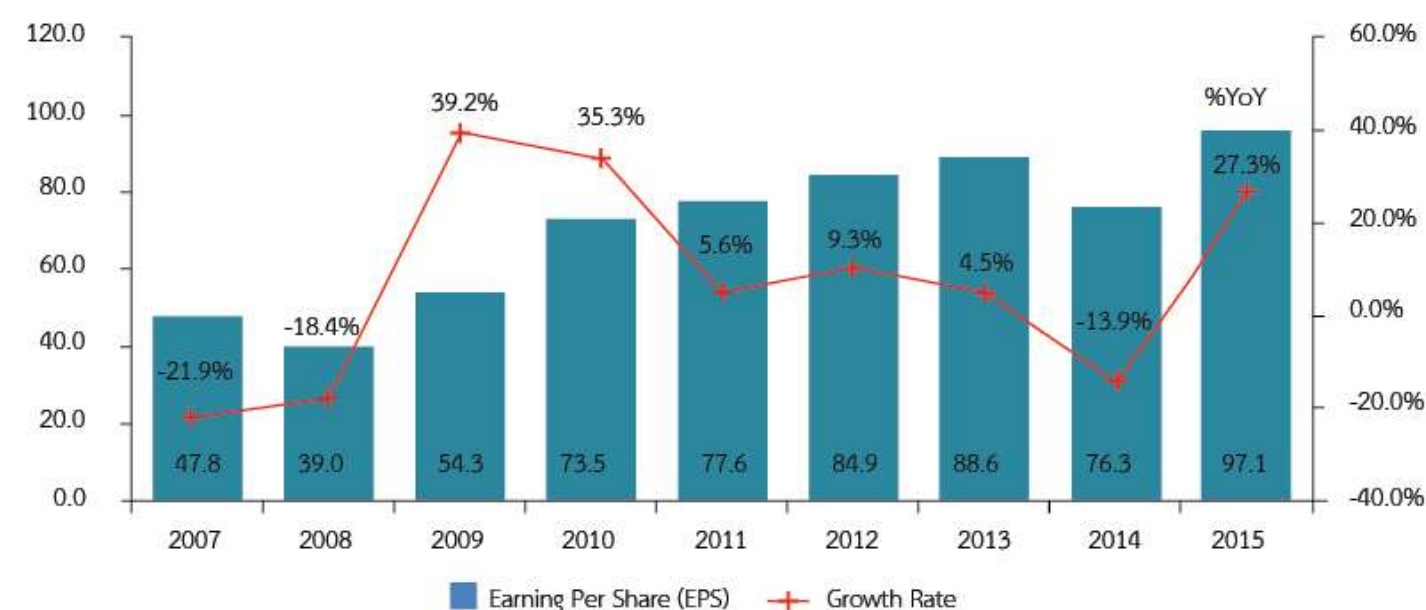
Source : SET

Industry Trend 2015

The securities business profit for 2015 is appraised to be slowed down and that the year would still be considered the year of bad beginning and good ending as that of its preceded year due to the reason that in the 1st half of the year, the business was affected by the domestic risk factors: for instance; Thai economy was slowly recovered subsequent to the consumptions and investments had been expanded lower than expected. In addition, the State sector budget disbursement was lower than the set goal and foreign risk factors: for instance; the decrease in crude oil price in world markets, Greece debt problem negotiations, concerns over Fed's increase in the policy interest to be sooner than expected, would likely be the core factors to press the atmosphere and confidence in the investments.

Furthermore, the situation of severe competitions in the securities business subsequent to the rising of new brokers in the markets would, of course, affect the net commission rate, thus, resulting in the expectation on revenues from the securities brokerage business and profit from port investment to have a trend of a shrink in the first half of 2015 (1H58) all along with the trade values and the dull Thai Stock Market condition. Any rate, in the 2H58, SET has been expected to brightly recover once again after the market had reflected various risk issues abovementioned and the opportunity of Fund Flow into the Thai Stock Market once again is still obviously possible, particularly, after Europe's announcement on Quantitative Easing (QE) Measure and after looking at the fundamental factors of many Thai listed companies which are still straightened with the potentials to growth. In 2015, result of the turnovers of Thai limited companies is anticipated to positively turn to grow by 27.3% from 2013 that shrank by 13.9% YoY.

Growth Rate of Net Profit Per Stock in Thai Stock Market

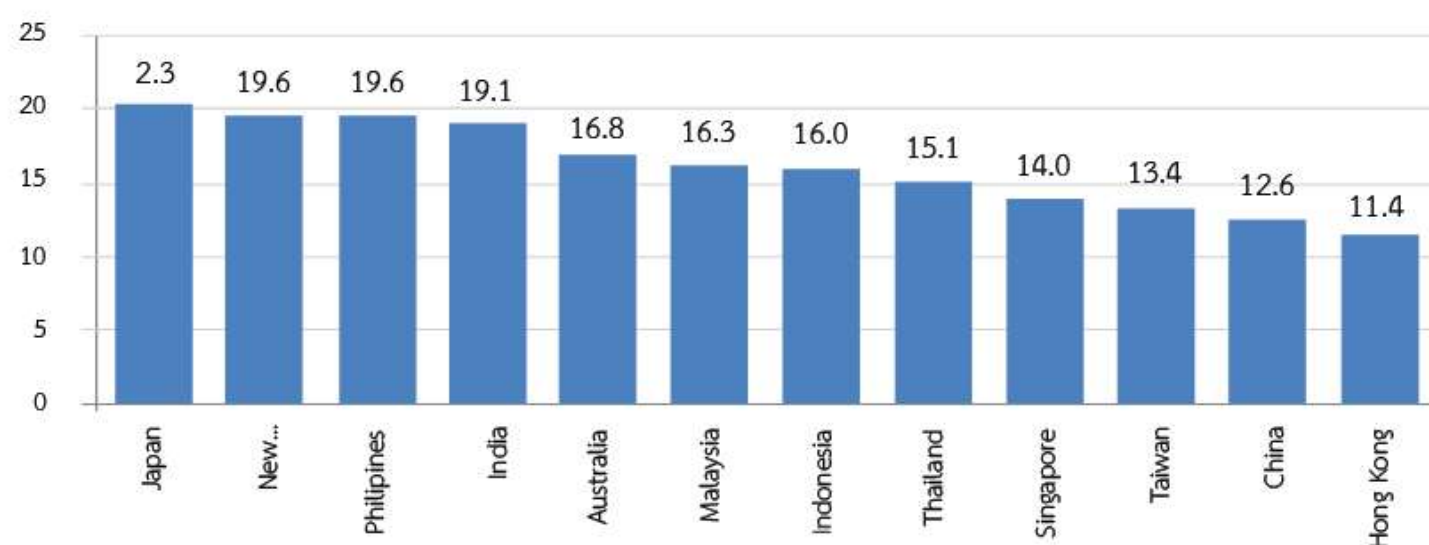


Source : SET

Even in the overall picture of the securities trade brokerage business in 2015 and profit from the investment port is not bright under the assumption of highly fluctuated market condition and the average securities trade per at 45 billion Baht which is close to the preceded year and that the net commission rate has a trend to shrink from the severely competitive securities business subsequent to the opening of the free commission an newly emerged brokers in the markets, however, we have looked at the

matter as that there are many companies with the opportunity to survive in the long term if they can adjust themselves actively to generate the other incomes to supplement their revenues and to be a back-up cushion in place of securities trade brokerage business: such as; the incomes from the merchant banking fees and sales of investment units, etc., which are important strategies which each company should have to make the adjustment to suit itself and expect to see it to happen more concretely from now on.

Forward PER in 2015



Source : SET

Risk Factors

AEC Securities Public Company Limited considers the importance of risk management according to the constantly rapid changing environment that affects the Company directly and indirectly. As a result, the Company has a risk control and management department that is essential and to the Company. The risk control and management department is responsible to regulate and follow potential risks that can affect the Company, and such risks are minimized to an acceptable rate. Moreover, there is an audit and compliance department that functions independently and is responsible for auditing and reviewing the affairs of the Company.

Risks that can affect the Company are as follows: strategic risks, operational risks, financial risks and compliance risks, all of which the Company has developed measures to control.

1. Strategic Risk

Strategic risks are risks that result from the inability to operate the Company's business or strategy of the Company, which may be caused by not following the business plan or under the effect of external conditions leading to a change in the business plan.

Risks associated with free movement of capital

Even though ASEAN will increase free movement of capital and such freedom will not directly affect the revenues and financial position of the Company, such freedom will cause the flow of capital to increase more and move much more quicker resulting in more fluctuations in the financial and capital markets of Thailand ASEAN countries. The economic and financial community will cause investors to view ASEAN as a single market.

Therefore, financial crises in one ASEAN country will cause a domino effect to other ASEAN countries, similar to what occurred in Europe. Even if Thailand is not experiencing an economic crisis, the result of a single market will decrease the attractiveness of Thailand for investors and companies looking to invest and raise finance in SET. Such actions will affect the revenues

and financial position of the Company.

In addition, freedom of capital in ASEAN will increase opportunities in raising finance and providing more efficient and effective financial service, thus raising the competitiveness of the finance and securities industry. Therefore, the increased competitiveness in this industry will affect the revenues of the Company if the Company does not reduce such risks and invest in research and development to increase the effectiveness and competitiveness of the Company in order to prepare for the AEC.

The Company has prepared for such risks by employing qualified and experienced personnel, as well as providing guidelines to the employees of the Company.

Risks associated with underwriting

In investment banking, the Company is responsible for distributing and guaranteeing the distribution of securities. As a result, there are risks should the Company prove unable to distribute all or part of the securities that they have guaranteed, leading to the purchase of securities by the Company itself. This will affect the liquidity of the Company and the Company will sustain a loss from guaranteeing those securities. Risks associated with underwriting include inappropriate pricing, changing market situations, etc. Nevertheless, to reduce such risks, the Company has considered such risks and presented them to the Board of Executive Committee for consideration, including evaluating market conditions before guaranteeing the underwriting. Furthermore, the Company maintains a Net Capital Rule (NCR) at a rate higher than stipulated by the Securities Exchange Commission (SEC), which was at 976,936,503 Thai Baht or 66.17% as of 31 December 2014.

2. Operational Risk

Operational risks means risks from mistakes, or lack of process and control in personnel or systems, including communication systems, information systems, legal risks,

and external conditions. Effective management of operational risks will guarantee the normal operations of business and also reduce operational costs.

Risks associated with personnel

In securities and finance business, personnel with knowledge, experience and expertise is essential to the success of the Company. In such a competitive environment, there are always risks in personnel moving within and out of the Company. If experienced personnel leave the Company, this will affect the revenues of the Company. Nevertheless, the Company acknowledges and understands the importance of personnel in securing the Company's business, and is continually developing personnel with training and rewarding them with appropriate remuneration according to the rules of SEC as well as market conditions.

3. Financial Risk

Financial risks are risks that affect the financial position of the Company and such risks may be divided into 1) Credit Risks, which are caused by customers defaulting due to breaches in the agreements and not paying their debts, and 2) Market Risks, which are caused by fluctuations in interest rates, exchange rates and prices of securities.

Credit Risk

Risks from Credit Balance Accounts

The Company has established policies and guidelines for the control of risks associated with credit balance accounts by evaluating the trading limit in accordance to the financial position of customers to trade securities and discharge their debts. The Company constantly revises the trading limit of customers and adjusts them to the financial position and trading behavior of customers. In addition, the Company also limits the credit limit of each customer not to exceed the overall credit limit of all customers to protect against financial risks.

Furthermore, the Company also determines lists of

approved securities for trading on credit balance accounts in order to determine securities with quality and standard. The Company will consider basic factors and liquidity in the trading of securities, as well as determining the volume of securities to be used for trading or as margin, in order to limit over-possession of any single security. To this end, the Company constantly monitors such measures on a daily basis, including determining the policies for using securities as margin, calling margin, force selling, to limit losses that may occur to customers and the Company. Furthermore, the credit control committee meets on a monthly basis to consider all issues related to loans and risks associated with providing loans for securities trading.

Risks from Derivatives Trading

In futures trading, the Company holds risks from the margin provided by customers to settle debts at the Futures Exchange Clearing House derived from customers making losses in futures contracts. Therefore, to reduce such risks, the Company will only consider customers who are knowledgeable and experienced in futures trading as stipulated by the Company and determine the appropriate trading limit. The financial position, ability to settle debts and ability to provide cash before making trading orders are essential in determining customers. The Company is constantly evaluating trading limits and monitors the trading of futures by customers, as well as making sure that the margin is at the appropriate level according to the relevant regulations. This is to limit huge losses suffered by customers, including force selling should customers breach their agreements.

Market Risk

Risks associated with Market Fluctuations

The past decade has seen high fluctuations in the Thai stock market coming from external conditions such as the financial crisis in the USA, the European debt crisis, the decreased growth of emerging markets, all of which has affected Thailand. Domestically, Thailand has had to face political conflicts and changing

governments constantly that have affected investment policies and infrastructure developments of the country, resulting in decreased economic growth, especially from the flood crisis of 2011. Such negative factors have caused the Thai stock market to fluctuate constantly, coupled with the constant inflow and outflow of capital from foreign investors. Companies listed on the stock market have suffered from decreasing economic growth, which has affected trading of securities on the stock market. When the market is on the uptrend, there is a high volume of securities trading. On the other hand, when the market is on a downtrend, there is a low volume of securities trading. This has also affected the proprietary trading portfolios of many companies.

Nevertheless, with policies on diversifying revenue streams to other businesses, as well as introducing and selling new financial products that meets the demand of customers, will present a new direction for the Company.

Risks Associated with Invested Capital

The Company has invested in debt and equity instruments which have risks of falling prices resulting from fluctuations in the

market. As a result, the Company has countered such risks by diversifying their investments in a variety of types of products, both short-term and long-term, and the Investment Committee is responsible for setting policies and guidelines towards safe and sound investment. The Investment Committee regulates and monitors such risks associated with investments as well.

4. Compliance Risk

Securities companies operate under the laws, rules and regulations of the SEC and SET. Should such rules and regulations change, they may affect the competitiveness, financial costs and operations of the Company. Any breach of the rules or regulations by intention or negligence may cause the Company to be suspended or lose its variety of licenses.

To protect against such risks, the Company has appointed the audit and compliance department, which is independent from management, to monitor and follow the operations of the Company under the relevant regulations and policies of the Company, as well as informing the Company of any changes in the rules and regulations of SEC and SET.

Other Important Information

Events after 31 December 2014

- On 27 January 2015, the Board of Director Meeting No.1/2015 to approved the issuance and allotment of newly issued ordinary shares to specific person (Private Placement) with the condition that any subscription of 2 new ordinary shares and a type 1 Warrant (W3) in the amount of 50,000,000 units.

- On 3 February 2015, the Company was changing of paid-up capital of the Company at the Department of Business Development, Ministry of Commerce from amount of 1,009,743,709 Baht to amount of 1,109,743,709 Baht.

Shareholding Information

1. Amount of Registered Capital

As of 31 December 2013, the Company has a registered capital of 1,331,716,928 Baht 1,009,743,709 Baht

in the amount of 1,331,716,928 ordinary shares (no preferred shares) at a par value of 1 Baht.

2. Shareholders

List of major shareholders

The top twenty major shareholders of the Company as of the Book Closing Date on 26 December 2014.

No.	Shareholder	Amount of Shares	Percentage of Registered Capital
1	Mr. Praphol Milindachinla	253,800,000	25.135
2	CREDIT SUISSE AG, SINGAPORE BRANCH	52,027,600	5.153
3	Mr. Tanet Panichewa	45,682,900	4.524
4	Mr. Suthep Sri-Intravanit	21,075,050	2.087
5	Mrs. Kingkarn Samitanon	20,000,080	1.981
6	Thai NVDR Company Limited	17,744,400	1.757
7	Ms.Siriwna Panichiwa	12,000,000	1.188
8	Mr.Somchai Jaiyen	11,682,200	1.157
9	P-SAT Corporation Co.,Ltd	11,109,270	1.100
10	Mr.Sirichai Nuchikajornwut	11,000,000	1.089
11	Ms.Kantakorn Smitanon	11,000,000	1.089
12	Mr.Wanlob Wutpanit	10,250,000	1.015
13	Ms.Vimolwan Milindachinla	9,980,800	0.988
14	Ms.Tunyarat Tungpadungrat	9,897,000	0.980
15	Mr.Kanet Sutantiwarakul	9,272,956	0.918
16	Mr.Pailak Wongwaiwan	8,700,080	0.862
17	Mr.Chuchart Jareanudompol	7,570,000	0.750
18	Ms.Yuwadee Wachiraprapa	6,617,900	0.655
19	Mr.Pongchai Lertretrpanya	6,440,000	0.638
20	Ms.Arisa Lertdechdacha	6,200,000	0.614
	Other	467,693,473	46.320
	Total	1,009,743,709	100

Major shareholders with influence on policy-making, management and operation of the Company:

Mr. Praphol Milindachinla (Authorized Director)

3. Public Offering

1) Increase of ordinary shares of AEC Securities Public Company Limited

(A) Increase of Capital

During the Extraordinary Meeting of Shareholders No. 1/2014 on Friday 31 January 2014, a resolution to decrease the registered capital of the Company

Friday 31 January 2014, a resolution to decrease the registered capital of the Company from 860,000,000 Baht to 844,083,520 Baht, and a resolution to increase the registered capital of the Company from 844,083,520 Baht to 1,331,716,928 Baht through the issuance of ordinary shares in the amount of 487,633,408 ordinary shares at 1 Baht in the amount of 487,633,408 Baht.

Type of capital increase	Type of Shares Issued	Number of shares (shares)	Par Value (THB/Share)	Note
Specifying the use of proceeds	Ordinary Preferred	487,633,408 -	1.00 -	487,633,408 -

(B) Allotment of Newly Issued Ordinary Shares

Allotted to	Number of shares (shares)	Ratio (Old : New)	Sale Price (THB/Share)	Subscription and payment period	Note
Existing Shareholders (Right Offering)	168,816,704	5 : 1	1.00	24-28 March 2014	-
General Public	-	-	-	-	-
Private Placement	100,000,000	-	• Not lower than 90% of the market price • Not lower than the Right Offering Price	27-29 January 2015	-
To be reserved for exercising rights of the warrants (AEC-W2) to be issued to the existing shareholders who subscribe for the right offering shares(1)	168,816,704	1 : 1	0.00	24-28 March 2014	Exercise Price = 2.00Baht/ common share
To be reserved for exercising rights of the warrants (AEC-W3) to be issued to the investors who subscribe for the privately placed shares(2)	50,000,000	2 : 1	0.00	27-29 January 2015	Exercise Price = 3.00Baht/ common share

2) Issuance of warrants to purchase ordinary shares of AEC Securities Public Company Limited (AEC-W2) to be allocated to existing shareholders.

Type of Warrants:	The second series of warrants to purchase the newly issued ordinary shares of the Company ("AEC-W2")
Category of Warrants:	Stated the name of the holder and transferable
Maturity:	3 years from the Issuance Date
Amounts of Warrants Issued:	168,816,704 units
Selling Price/Unit:	0
Offering Method:	The Company will allocate AEC-W2 to the shareholders who subscribe to the Right Offering.
Allocation Method:	AEC-W2 will be allocated to the shareholders who subscribe to the Right Offering. The list of the shareholders who are eligible for the Right Offering will be determined on March 6, 2014 (Record Date) and the book closing date will be March 7, 2014.
Number of Ordinary Shares Reserved for the Exercise of AEC-W2:	168,816,704 common shares with 1.00 Baht par value each, or 20% of the current outstanding common shares as of December 19, 2013.
Conversion Ratio:	1 unit of warrant can be converted to 1 ordinary share
Exercise Price:	2.00 Baht/share (except there is any adjustment to rights)
Exercise Periods:	The warrant holders can exercise their rights on the last business day of every June and December between 9.00 am to 3.30 pm over the tenor of the warrants. The first exercising date is June 30, 2014 and the last exercising date is the date when the warrants are mature. If the exercising date is a holiday, the exercise date will be the last business day before the exercise date.
Declaration of Exercising Rights:	Within 5 days before the exercising period.
Last Declaration of Exercising Rights:	Not fewer than 15 days before the last exercising period.
Conditions on Warrant Exercising Rights:	According to the terms and conditions of AEC-W2, as approved by the Shareholders.
Conditions on Issuing Additional Ordinary Shares in case of Right Adjustments:	When there is an adjustment of exercise price and conversion ratio as stipulated within the terms and conditions of AEC-W2.
Offering Period for AEC-W2:	The allocation of AEC-W2 to the existing shareholders who subscribe to the Right Offering will be made within one year after the Approval of the Shareholders.
Secondary Market for AEC-W2:	The Stock Exchange of Thailand
Secondary Market for the Ordinary Shares Issued for the Exercised Warrants:	The Stock Exchange of Thailand
Benefits of the New Ordinary Shares Issued for the Conversion of Warrants:	The New Ordinary Shares Issued from the Conversion of Warrants will have the same rights and benefits as the existing ordinary shares.

Conditions for Right Adjustment:	<p>Exercise Price and Conversion Ratio can be adjusted over before the maturity of the warrants, AEC-W2, in order to maintain the rights and benefits of the warrant holders under the following circumstances,</p> <ol style="list-style-type: none"> 1) when there is a change in the par value of the shares of the Company as a result of the share merger or share splits, 2) when the Company sell newly issued shares at the price below 90% of the market price, 3) when the Company sell convertible securities with the exercise price below 90% of the market price, 4) when the Company pays stock dividends, fully or partially, to the shareholders, 5) when the Company pays cash dividends at the payout rate which is higher than the rate stipulated in the terms and conditions, and 6) where there are other circumstances similar to the above which worsen the rights and benefits of the warrant holders. <p>The Board of Directors or any assigned Person will make decisions on changes in terms and conditions related to the adjustment in exercise price and conversion ratio.</p>
Remaining Warrants after Expiry Date:	To be cancelled.
Other Conditions:	<p>Assign the Board of Directors or any Person assigned to have the authority to set conditions and details of the AEC-W2, including the offering and allocation methods, negotiation, entering into any contract or agreement, acquiring permission from any state agency (if needed), or any necessary transaction related to the issuance of AEC-W2, and to register the AEC-W2 with the Stock Exchange of Thailand.</p> <p>The Company will not extend the maturity of AEC-W2 or make any adjustment other than those stated herein.</p>
Impacts on the Existing Shareholders:	<ol style="list-style-type: none"> 1. Control Dilution $\text{Control Dilution} = 1 - (Q_0 + Q_{RO} + Q_{WE}) / (Q_0 + Q_{RO} + Q_{WE})$ with, $Q_0 = 844,083,520$ shares with the par value of 1.00 Baht each $Q_{RO} =$ The Right Offering amount of 168,816,704 shares $Q_{WE} =$ Number of Shares Reserved for the Exercising of Warrants, i.e. 168,816,704 shares Control Dilution = 0% 2. Price Dilution $\text{Price Dilution} = (P_0 - P_n) / P_0$ Price Dilution after the Right Offering Only = 9.1% Price Dilution after the Right Offering and Warrant Conversion = 9.2%

	<p>3. EPS Dilution</p> <p>EPS Dilution = (EPS₀-EPS_n)/EPS₀</p> <p>EPS₀ = Net profit of the past four quarters, i.e. (3.78) MBaht, divided by the number of outstanding ordinary shares</p> <p>EPS Dilution from the Right Offering = 16.7%</p> <p>Fully Diluted EPS after the Right Offering and Warrant Conversion = 28.6%</p>
Registrar:	Thailand Securities Depository Co.,Ltd.

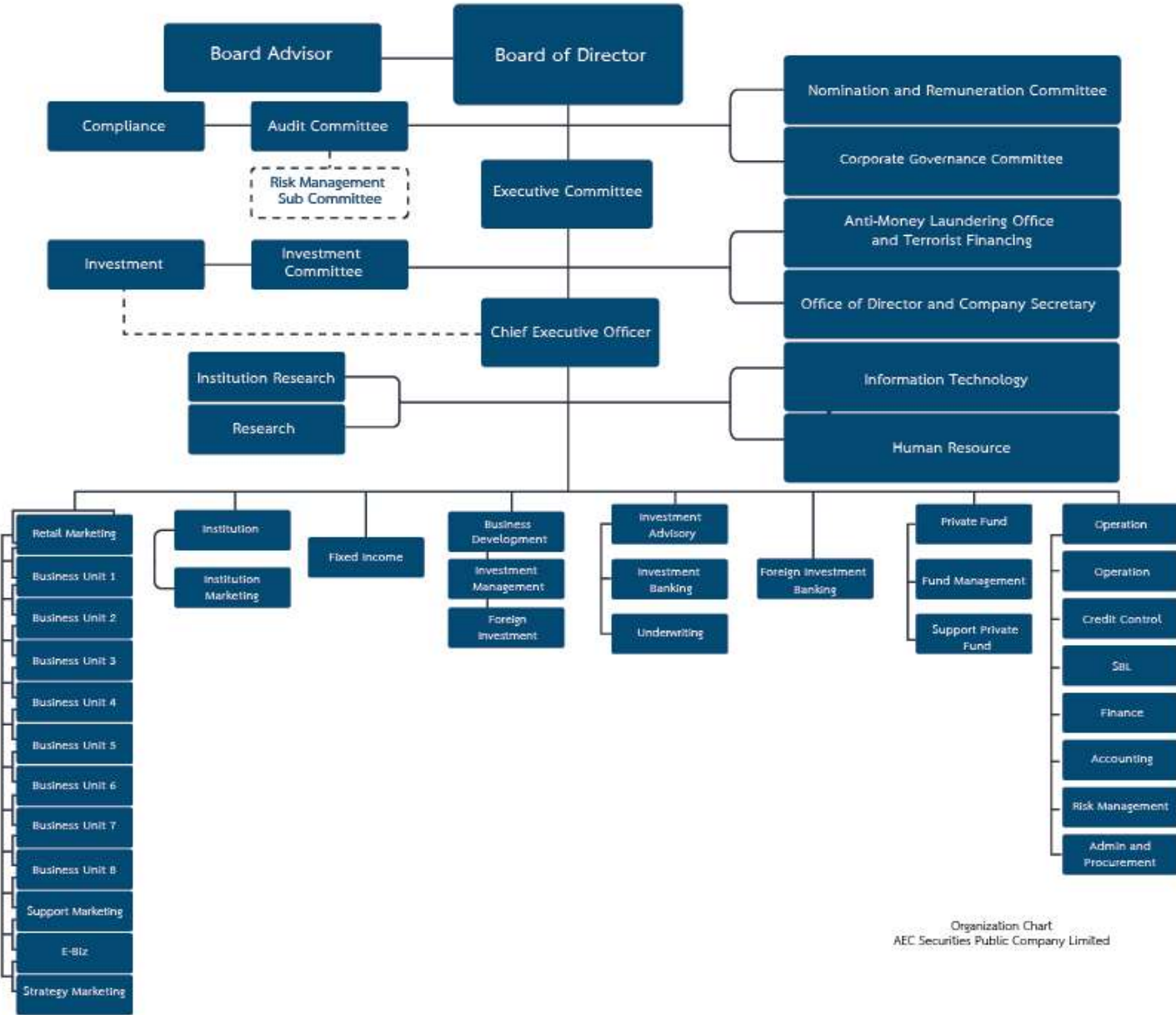
3) Issuance of warrants to purchase ordinary shares of AEC Securities Public Company Limited (AEC-W3) to be allocated by Private Placement Subscribers.

Type of Warrants:	The third series of warrants to purchase the newly issued ordinary shares of the Company ("AEC-W3")
Category of Warrants:	Stated the name of the holder and non-transferable.
Maturity:	3 years from the Issuance Date
Amounts of Warrants Issued:	50,000,000 units
Selling Price/Unit:	0
Allocation Method:	AEC-W3 will be allocated to the Private Placement subscriber at the ratio of 1 unit of warrant for each 2 newly issued ordinary shares.
Number of Ordinary Shares Reserved for the Exercise of AEC-W3:	50,000,000 common shares with 1.00 Baht par value each, or 5.92% of the current outstanding common shares as of December 19, 2013.
Conversion Ratio:	1 unit of warrant can be converted to 1 ordinary share
Exercise Price:	3.00 Baht / share (except there is any adjustment to rights)
Exercise Periods:	<p>The warrant holders can exercise their rights on the last business day of every March and September between 9.00 am to 3.30 pm over the tenor of the warrants.</p> <p>The first exercising date is September 30, 2014 and the last exercising date is the date when the warrants are mature, i.e. 3 years from the Date of Issuance. If the exercising date is a holiday, the exercise date will be the last business day before the exercise date.</p>

Declaration of Exercising Rights:	Within 5 days before the exercising period.
Last Declaration of Exercising Rights:	Not fewer than 15 days before the last exercising period.
Conditions on Warrant Exercising Rights:	According to the terms and conditions of AEC-W3, as approved by the Shareholders.
Conditions on Issuing Additional Ordinary Shares in case of Right Adjustments:	When there is an adjustment of exercise price and conversion ratio as stipulated within the terms and conditions of AEC-W3.
Offering Period for AEC-W3:	The allocation of AEC-W3 to the existing shareholders who subscribe to the Private Placement Offering will be made within one year after the Approval of the Shareholders.
Secondary Market for AEC-W3:	-
Secondary Market for the Ordinary Shares Issued for the Exercised Warrants:	The Stock Exchange of Thailand
Benefits of the New Ordinary Shares Issued for the Conversion of Warrants:	The New Ordinary Shares Issued from the Conversion of Warrants will have the same rights and benefits as the existing ordinary shares.
Conditions for Right Adjustment:	<p>Exercise Price and Conversion Ratio can be adjusted over before the maturity of the warrants, AEC-W3, in order to maintain the rights and benefits of the warrant holders under the following circumstances,</p> <ol style="list-style-type: none"> 1) when there is a change in the par value of the shares of the Company as a result of the share merger or share splits, 2) when the Company sell newly issued shares at the price below 90% of the market price, 3) when the Company sell convertible securities with the exercise price below 90% of the market price, 4) when the Company pays stock dividends, fully or partially, to the shareholders, 5) when the Company pays cash dividends at the payout rate which is higher than the rate stipulated in the terms and conditions, and 6) when there are other circumstances similar to the above which worsen the rights and benefits of the warrant holders. <p>The Board of Directors or any assigned Person will make decisions on changes in terms and conditions related to the adjustment in exercise price and conversion ratio.</p>

Remaining Warrants after Expiry Date:	To be cancelled.
Other Conditions:	Assign the Board of Directors or any Person assigned to have the authority to set conditions and details of the AEC-W3, including the offering and allocation methods, negotiation, entering into any contract or agreement, acquiring permission from any state agency (if needed), or any necessary transaction related to the issuance of AEC-W3, and to register the AEC-W3 with the Stock Exchange of Thailand. The Company will not extend the maturity of AEC-W3 or make any adjustment other than those stated herein.
Impacts on the Existing Shareholders:	<div>1. Control Dilution</div> <div>Control Dilution = $1 - (Q_0 + Q_n) / (Q_0 + Q_n)$ with, Q_0 = 844,083,520 shares with the par value of 1.00 Baht each Q_n = 150,000,000, the number of shares offered to the Private Placement subscribers and after the conversion of warrants issued to the Private Placement subscribers Control Dilution = 15.1%</div> <div>2. Price Dilution</div> <div>Price Dilution = $(P_0 - P_n) / P_0$ Price Dilution after the Private Placement Offering and the conversion of warrants issued to the Private Placement subscribers = 7.5%</div> <div>3. EPS Dilution</div> <div>EPS Dilution = $(EPS_0 - EPS_n) / EPS_0$ EPS_0 = Net profit of the past four quarters, i.e. (3.78) MBaht, divided by the number of outstanding ordinary shares Fully Diluted EPS after the Private Placement Offering and Warrant Conversion = 36.6%</div>
Registrar:	Thailand Securities Depository Co.,Ltd.

Organization Chart



Organization Chart
AEC Securities Public Company Limited

Payment of Dividends

The Company has a policy of paying dividends to shareholders at 75 percent of the net profit for each year. The Board of Directors has the authority to waive this policy or change the policy at their discretion. However, such actions must be for the maximum

benefit of the shareholders, such as the necessary use of capital to service any remaining debt, the use of capital to expand the Company's business or to prepare for any changes in the economy and the market that can have an effect on the liquidity of the Company.

The management structure of the Company includes comprises of the Board of Directors, the Board of Executive Directors, the Audit Committee, the Nominations and

1.The Board of Directors

As of 31 December 2014, the Company has 11 directors on the Board of Directors comprising of 4 executive directors

Remuneration Committee, the Investment Committee and the Credit Limit Committee, with details as follows:

(36.36%) and 7 non-executive independent directors (54.54%) as follows:

Name	Board of Director	Date of Appointment
Mom Rajawongse Somlabh Kitiyakara	Chairman and Independent Director	30 Apr 2013
Assoc. Prof. Dr. Chaia Yimwilai	Chairman of Audit Committee and Independent Director	30 Apr 2013
Mr. Paisit Kaenchan	Audit Committee and Independent Director	30 Apr 2013
Miss Siriporn Thongkam	Audit Committee and Independent Director	30 Apr 2013
Mr. Weerasak Kowsurat	Independent Director	10 Jun 2013
Mr. Praphol Milindhachinda *	Director and Chairman of Executive Committee	30 Apr 2013
Mr. Kobkiat Boontharawara *	Director and Executive Committee	30 Apr 2013
Mr. Polchet Likittanasombat *	Director and Executive Committee	6 Jun 2014
Mr. Chaipant Pongtanakorn *	Director and Executive Committee	19 Aug 2014
Mr. Apichai Taechaubol	Director	22 Sep 2014
Mr. Vichya Krea-ngam	Director	9 Dec 2014
The secretary is Mr. Thaveedj Uyawong		

Authorized Directors

The company's authorized signatory is Mr. Praphol Milindhachinla, Mr. Kobkiat Boontharawara, Mr. Polchet Likittanasombat

and Mr. Chaipant Pongtanakorn, 2 of 4 directors' co-sign together with the company's seal affixed

Authorization and responsibilities of the Board of Directors

All directors are involved in the management of the Company and its business, and are all independent and neutral for the benefit of the shareholders and all stakeholders. The Board of Directors meets at least once a month to consider various agendas and manage the Company to reduce risks. The scope of authority of the Board of

Directors is as follows:

- 1.To manage under the law, objectives and articles of the Company as prescribed at the General Meeting of Shareholders.
2. To manage under the authorities prescribed in the Memorandum of Association.
3. To appoint persons or a group of persons to carry out actions on behalf of the Board of Directors.

4. To formulate policies, goals and plans of the Company, including managing and supervising the management of the Company.

5. To fulfill the roles, responsibilities and duties as

directors of the Company as prescribed under the relevant laws such as good faith, code of ethics and accountability to the shareholders.

6. To formulate the management and control of risks in the management of the Company.

Knowledge and Experience of Directors

Name	Position	Finance and Capital Markets	Law and Regulations	Accounting and Finance	Management
Mom Rajawongse Somlabh Kitiyakorn	Chairman of the Board of Directors and Independent Director		X		X
Assoc. Prof. Dr.Chaia Yimwilai	Chairman of the Audit Committee and Independent Director	X	X	X	X
Mr. Paisit Kaenchan	Audit Committee and Independent Director	X		X	X
Miss Siriporn Thongkam	Audit Committee and Independent Director	X		X	X
Mr. Weerasak Kowsurat	Independent Director		X		X
Mr. Praphol Milindhachinla	Chairman of the Executive Committee		X	X	X
Mr. Kobkiat Boontharawara	Executive Director and Chief Executive Officer	X	X	X	X
Mr. Polchet Likittanasombat	Director and Executive Director		X	X	X
Mr. Chaipant Pongtanakorn	Director and Executive Director	X	X	X	X
Mr. Apichai Taechaubol	Director		X	X	X
Mr. Vichya Krea-ngam	Director		X		X

2. Sub-Committees

The Board of Directors has established sub-committees with the expertise in various areas in order to assist the Board of Directors and studying and

filtering important issues that require close supervision. There are 5 sub-committees established by the Board of Directors as follows:

Audit Committee

Name	Position
Assoc. Prof. Dr. Chaia Yimwilai	Chairman of the Audit Committee and Independent Director
Mr. Paisit Kaenchan	Audit Committee and Independent Director
Miss Siriporn Thongkam	Audit Committee and Independent Director
The Secretary is Mr. Nakorn Lampaves	

Authorization and responsibilities of the Audit Committee

1. To review the Company's financial reporting process to ensure accuracy and adequacy.
2. To ensure that the connected transaction or transaction that may lead to conflict of interest has been done in compliance to the relevant laws and regulations.
3. To ensure that the Company has a suitable and efficient internal control system and internal audit system.
4. To ensure the independency of the Compliance and Internal Audit Department and to approve the appointment, transfer or employment termination of the head of the Compliance and Internal Audit Department or other related department.
5. To consider, select, nominate, and recommend remunerations of the Company's external auditor to present to the meeting of shareholders to consider and approve.
6. To review the management of the executives to ensure compliance with the recommendations and policies on compliance and internal audit.
7. To review the Company and its compliance with the laws and regulations related to the SEC, SET and other relevant

laws and regulations.

8. To review the risk control and management system, as well as the maintenance and safety of the Company's information technology systems.

9. To report important matters to the Board of Directors.

10. To prepare a report of the Audit Committee as required by the SET and disclose it in the annual report of the Company, and have such a report signed by the Chairman of the Audit Committee.

11. To review and adjust the Audit Committee Charter at appropriate times and in case of any changes to the charter, such changes must be approved by the Board of Directors.

12. In case the auditor finds suspicious behavior that the directors or executives of the Company has committed a breach and reported such breach to the Audit Committee, the Audit Committee will immediately review such breach and report the matter to the SEC and the auditor.

13. To perform any other duties assigned by the Board of Directors.

Executive Committee

Name	Position
Mr. Praphol Milindachinla	Chairman of the Executive Committee
Mr. Kobkiat Boontherawara	Executive Director and Chief Executive Officer
Mr. Polchet Likittanasombat	Executive Director
Mr. Chaipant Pongtanakorn	Executive Director
Mr. Angoon Pimpakorn	Executive Director
The secretary is Mr. Thaveedej Uyawong	

Authorization and responsibilities of the Executive Committee

The Executive Committee is responsible for the daily management of the Company's business, decision-making, and

minimizing risk in management as well as increasing efficiency.

The Executive Committee is responsible in evaluating and

analyzing risks, controlling and surveying risks that may cause loss or damage to the Company, such as loss in policy and

strategy, credit risk, market risk, liquidity risk and operational risk. The scope of authority must be approved by the Board of Directors.

Investment Committee

Name	Position
Mr. Chaipant Pongtanakorn	Chairman
Mr. Polchet Likittanasombat	Committee
Chief Executive Officer*	Committee
Chief Operating Officer**	Committee
The secretary is Mr. Kijjapat Itthirithanon	

* Mr. Kobkiat Boontherawara

** Mr. Thada Chanprasit

Authorization and responsibilities of the Investment Committee

1. Determining policies and conditions of investment, including determining the trading limit for the Company's proprietary trading account.
2. Evaluate policies and measures for risk management.
3. Evaluate the approved list of securities and derivatives that can be invested.

4. Set guidelines on punishment for officers who invest not according to the rules and regulations as stipulated by the Company.

5. Evaluate the performance of investment, as well as setting guidelines on punishment for investment officers

Credit Control Committee

Name	Position
Mr. Chaipant Pongtanakorn	Chairman
Mr. Polchet Likittanasombat	Committee
Chief Executive Officer*	Committee
Chief Operating Officer**	Committee
Senior Executive Vice President of Marketing ***	Committee
Head of Risk Management****	Committee
The secretary is Mr. Sataya Rangseekajee	

* Mr. Kobkiat Boontherawara

*** Mr. Pisit Pathumban

** Mr. Thada Chanprasit

**** Mr. Sataya Rangseekajee

Authorization and responsibilities of the Credit Control Committee

1. Establish the approval authorities of customer credit to be comply with criteria of Association of the Thai Securities Company, SET and SEC
2. Monitor and modified the approval authorities of customer credit to be appropriate level and comply with certain criteria

3. Recommendations to the Credit Committee on matters related to the customers' credit to comply with certain criteria.
4. To perform any other duties assigned by the Credit Control Committee

The Nomination and Remuneration Committee

Name	Position
Mr. Weerasak Kowsurat	Chairman
Mr. Paisit Kaenchan	Director
Miss Siriporn Thongkam	Director
The secretary is Mr. Thada Chanprasit	

Authorization and responsibilities of the Nomination and Remuneration Committee

1. Reviewing the Board of Director's structure to be appropriate to the strategies of the company and proposes a guidelines for improving criteria for prospect candidates to be comply with the company's strategies.
2. Recommend and assess the nominees for directorship or the chief executive officer and set up criteria and selection method of qualified candidates propose to the Board of

- Director for approval.
3. Determine the remuneration packages for directors and the chief executive officer. Establish, in a fair manner, criteria which will create the expected results to the Board of Director for approval.
4. To perform any other duties assigned by the Board of Director.

Participation of The Board of Director in 2014

(as of 31 December 2104)

List of Director	The Board of Director Meeting 11 Times	Audit Committee Meeting 4 Times	Executive Committee Meeting 14 Times	Nomination and Remuneration Committee Meeting 1 Time	Credit Control Committee Meeting 19 Times	Investment Committee Meeting 15 Times
Mom Rajawongse Somlart Kitiyakorn	10/11					
Assoc. Prof. Dr. Chaiya Yimwilai	11/11	4/4				
Mr. Paisit Kaenchan	11/11	4/4		1/1		
Miss Siriporn Thongkam	11/11	4/4		1/1		
Mr. Weerasak Kowsurat	10/11			1/1		

List of Director	The Board of Director Meeting 11 Times	Audit Committee Meeting 4 Times	Executive Committee Meeting 14 Times	Nomination and Remuneration Committee Meeting 1 Time	Credit Control Committee Meeting 19 Times	Investment Committee Meeting 15 Times
Mr. Praphol Milindachinla	11/11		14/14			
Mr. Kobkiat Boontharawara ¹	10/11		12/14		17/19	10/15
Mr. Polchet Likittanasombat ²	4/11		14/14		7/7	8/8
Mr. Apichai Taechaubol ³	1/11					
Mr. Chaipant Pongtanakorn ⁴	2/11		5/14		7/7	8/8
Mr. Vichya Krea-ngam ⁵	1/11					

1- Resigned on 30 December 2014

2 - Appointment on 6 June 2014

3 - Appointment on 22 September 2014

4 - Appointment on 19 August 2014

5 - Appointment on 9 December 2014

3. The Company Secretary

The Board of Directors has appointed Mr. Thaveedj Uyawong, the Senior Executive Vice President, as the Company Secretary due to his high qualifications and experience. He is also the Secretary to the Board of Directors, with the following roles and responsibilities:

1. To organize the meeting of shareholders and the meeting of the Board of Directors under the law and articles of the Company, as well as related rules and regulations.
2. To establish and maintain the register of directors, notice of meetings and minutes of meetings for the meetings of shareholders and the meeting of the Board of Directors, as well as the Company's annual report.
3. To record all parties involved in related and/or conflicted matters as reported by the directors or the executives of the Company, and to report such records as prescribed under the law.
4. To recommend and report to directors about their roles and responsibilities under the law and relevant rules and regulation.
5. To maintain and arrange for the disclosure of information as stipulated under the rules and regulations of the relevant authorities.

4. The selection of directors and executives

The executive director and management team are selected from the Board of Directors' meeting with the approval from the Nomination and Remuneration Committee. The criteria for selection are as follows:

Components and appointment of members of the Board of Directors

1. The Board of Director comprises at least 5 members with half of the directors having residence in Thailand. The Board of Directors are chosen based on qualifications as stated in article 68 of Public Limited Company Act B.E. 2535 and related announcement of SEC. The Board of Directors also consider the candidates based on related experience to securities business, and will then propose the appointment of the names at the shareholders' meeting.

2. In every annual shareholder's meeting, one third of the directors have to leave their positions. If the number of directors leaving cannot be exactly divided by one third, the number closest to one third will be used. The directors leaving in the first and second year after listing are drawn by chance. Then, a director who is in the position longest will have to leave the year after that.

Directors then can be reelected.

3. The shareholders' meeting will appoint directors by majority votes' as follows:

3.1) One shareholder's number of votes is equal to his/her holding shares

3.2) Each shareholder must use up all his/her number of votes in 3.1 to select 1 person or many persons to be directors but cannot separate the votes to individual candidates.

3.3) Individuals who gain the highest vote respectively are the elected directors as the number required during election time. In the event there are too many candidates of equal votes, the CEO will be the one who makes the ultimate decision.

4. In case the director position is vacant for other reasons other than out of its term, the Executive Committee should find a resolution to a qualified person who does not have legally prohibited qualification to replace with the three-fourth majority votes. However, the replaced director can be in the position only as long as the term of previous director left except such director's term is left less than 2 months

5. Shareholders' meeting can have a resolution to withdraw a director before his/her term with the votes of not less than three-fourth of a number of shareholders in the meeting who have a voting right and have total shares of not less than half of the shareholders in the meeting who have a voting right.

Selection criteria for independent directors and members of the Audit Committee

The company selects independent directors and members of the Audit Committee by considering the minimum qualification set by SEC as follows:

(1) Holds not more than 1% of the shares with voting right of the Company, BFIT, or related company.

(2) Not being an employee who gets salary or authorized person of the company, parent company, subsidiary, or related company (at present and within 2 years before appointment).

(3) Not being a person who has a lineage or legal relationship in terms of father, mother, spouse, siblings, child, and children's spouse of the executives, major shareholders, controlling persons or persons who will be nominated to be an executive or authorized person.

(4) Do not have a business relationship, at and within 2 years before appointment, with the Company, parent company, subsidiary, or related company that can impede one's independent decisions and do not have other traits that will lead to the inability to independently give opinions about the Company's operation.

(5) Not a director who is appointed to represent the company's board, major shareholders, or shareholders who are related to major shareholders of the company.

(6) No other characteristics that cannot be seen to be independent.

Persons nominated to be a member of the Audit Committee, are subject to additional qualification as follow:

(1) Not a director who has led the Board of Director to decide on the operations of the company, parent company, subsidiary, or related company.

(2) Not a director of a parent company, subsidiary, and subsidiary in the same sub-order.

The company also considers experience, understanding of the business, the ability to give opinions that are useful to the company's operation in addition to the initial qualifications. At least one of the members of the Audit Committee must have expertise in financial accounting.

5. Remuneration of Directors and Executive

Name	Position	Monthly Remuneration (Baht)	Allowance per Meeting (Baht)	Total (Baht)
Mom Rajawongse Somlabh Kitiyakara	Chairman of the Board of Directors	960,000	200,000	1,160,000
Assoc. Prof. Dr. Chaiya Yimwilai	Independent Director	480,000	110,000	590,000
	Chairman of Audit Committee	-	150,000	150,000
Mr. Paisit Kaenchan	Independent Director	480,000	110,000	590,000
	Audit Committee	-	50,000	50,000
Miss Siriporn Thongkam	Independent Director	480,000	110,000	590,000
	Audit Committee	-	50,000	50,000
Mr. Weerasak Kowsuraโอดน	Independent Director	480,000	100,000	580,000
Mr. Praphol Milindhachinda	Director	-	-	-
	Chairman of Executive Director	3,600,000	-	3,600,000
Mr. Kobkiat Boontherawara ¹	Director	-	-	-
Mr. Polchet Likittanasombat ²	Director	-	-	-
	Executive Director	3,000,000	-	3,000,000
Mr. Chaipant Pongtanakorn ⁴	Director	-	-	-
	Executive Director	1,570,000	-	1,570,000
Mr. Apichai Taechaubol ³	Director	80,000	10,000	90,000
Mr. Vichya Krea-ngam ⁵	Director	40,000	10,000	50,000
Mr. Angoon Pimpakorn	Executive Director	360,000	-	360,000
Total		11,530,000	900,000	12,430,000

Note: Directors who are also management executives do not receive remuneration as directors of the Company.

The Annual General Meeting of Shareholders year 2014 has set the remunerations of the Board of Directors and the Sub Committees as the following rate :

Board / Committee	Position	Remunerations (Baht/Month)	Allowance (Baht/Meeting)
Board of Directors	Chairman of the Board of Director	80,000	20,000
	Vice Chairman of the Board of Directors	60,000	10,000
	Member of the Board Directors	40,000	10,000
Audit Committee	Chairman of Audit Committee	-	30,000
	Member of Audit Committee	-	10,000
Nomination and Remuneration Committee	Chairman of Nomination and Remuneration Committee	-	10,000
	Member of Nomination and Remuneration Committee	-	7,500
Corporate Governance and Social Responsibility Committee	Chairman of Corporate Governance and Social Responsibility Committee	-	10,000
	Member of Corporate Governance and Social Responsibility Committee	-	7,500

Note: Directors who are also management executives do not receive remuneration as directors of the Company.

The Remuneration of Personnel

The remuneration of personnel for 2014 is as follows;

Salary	198.22	Million Baht
Provident Fund Contribution	5.80	Million Baht
Social Security Contribution	2.83	Million Baht
Marketing Officers' Benefit	154.84	Million Baht
Total	361.69	Million Baht

Information from Financial Statement as of 31 December 2014

Expenses Related to Personnel	366.82	Million Baht
Remuneration to Directors and Executives	47.55	Million Baht
Executives		

6. Personnel

As of 31 December 2014, there were 411 officers in the following departments:

Department	Amount (Person)
The Office of the Board of Director and Company Secretary	16
Department of Information Technology	13
Department of Investment	2
Department of Compliance and Internal Audit	6
Department of Credit Control	7
Department of Human Resource	3
Department of Administration and Procurement	4
Department of Investment Management	7
Department of Risk Management	3
Department of Accounting	5
Department of Finance	4
Department of Operation	8
Department of Business Development	5
Department of Private Fund	5
Department of Bond Management	2
Department of Developing Marketing Strategy	6
Department of Electronic Marketing (E-Mkt)	3
Department of Research	9
Department of Securities Borrowing and Lending	3
Department of Investment Banking	7
Department of Foreign Investment Banking	2
Department of Branch Administration	3
Department of Retail Business	288
Total	411

1. Policies on Corporate Governance

As the Company is listed on the Stock Exchange of Thailand, the Company acknowledges the significance of corporate governance in order to demonstrate that the Company has efficient management, is transparent and open to review, which will increase confidence in the Company for shareholders, investors and stakeholders. Therefore, corporate governance increases value and supports sustainable growth for the company. The Company has 5 categories of corporate governance according to the guidelines for corporate governance of listed companies as determined by SET, which are rights of the shareholders, equality of treatment to shareholders, role of stakeholders, disclosure and transparency, and responsibilities of the Board.

2. 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 company; the appointment shall be approved by the Board
2. The representative appointed as director in subsidiary companies has duties as follows:

2.1 Get the Company's Board approval prior to a vote on significant matters of the subsidiary.

2.2 Act for the best benefit of that subsidiary company.

2.3 Participate in the significant policy of the subsidiary.

2.4 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 Oversee the subsidiary company to ensure it has appropriate internal control systems.

3. Controlling Inside Information

The Company has measures of protection on using inside information for personal gain or for other persons through abusive self-dealing,

such as directors, executives and officers involved in compiling financial information before disclosure to the public (i.e. accounting and finance, executive office and audit and compliance departments). The Company (AECS) will be included on the Watched List on every 15th of the month following the last month of each quarter, until the date that the Company discloses financial information to the public. Directors, executives and officers shall strictly follow this policy and the Company shall appoint a Committee on Discipline and Punishment in case of such breaches of the rules, regulations and articles of the Company. In addition, the Company has measures to protect acknowledgment of inside information between departments and personnel of the Company as follows:

- The Front Office and Back Office are physically separated from each other.
- The Research department and Investment Banking department are clearly separated from each other to protect marketing officers from knowing vital information before they are disclosed to the public for personal gain and/or for the gain of customers and/or other persons.
- The Proprietary Investment department is clearly separated from Retail Marketing department.
- The Company actively controls a Watched List, Restricted List and Research List to control inside information.
- The Company allows directors, executives and officers to open securities trading and/or derivatives trading accounts with the Company. Related persons to officers such as spouse and offspring that have not reached the legal age must allow other Securities Companies to disclose trading information and activities to the Company so that the Company can control and prohibit the use of inside information for the gain of officers and/or related persons.

Guidelines for keeping confidential information and the use of internal information

Employees must not disclose the clients' or potential clients' confidential information except allowed by them or required by laws. Also, they must not use the Company's and clients'

internal information for their own or related persons' benefits. In addition, they must not use the information in securities trading recommendation.

4. Remuneration of the External Auditor

Fee of auditing the Company for the year 2014 is 1,300,000 Baht. The Company acknowledges the significance of accurate information in providing confidence for investors and consumers in the financial statements of the Company, and has provided the fee for the external auditor for the year 2014 in the amount of 1,300,000 Baht to Deloitte Touche Tohmatsu Jaiyos Company Limited.

5. Principles of Corporate Governance Rights of shareholders

1. Right to obtain profit sharing in the form of dividends

The Company's dividend policy requires the Board of Directors to consider the dividend payment based on performance. If the Company has profits, it will pay dividends of at least 75 percent of net profits to shareholders. Such payment of dividends requires the resolution of the shareholders.

2. Right to attend the Annual General Meeting of Shareholders (AGM)

Before the meeting date

- The Company delivers the notice of the AGM together with related documents in hard copies and annual report CDs to all shareholders (annual reports in document format also provided upon request), prior to the meeting. The Company assigned the Thailand Securities Depository Co., Ltd., as the Company's Registrar in order to send the invitation to its shareholders by registered mail over 14 days prior to the meeting.

- The Company published notice of the AGM with related documents in both Thai and English language on its website, www.aecs.com, under the topic AEC News, 30 days before the meeting so that shareholders can access such information more conveniently and quickly. Such information are the same as the documents sent to the shareholders.

- The Company allows the shareholders to propose agendas and questions prior to the AGM to be considered and answered in the AGM at www.aecs.com. In the notice of the AGM 2015, the Company disclosed sufficient information in every agenda to support decision in voting of shareholders.

- In the notice of the AGM 2015, the Company disclosed sufficient information in every agenda to support decision in voting of shareholders.

On the meeting date

- The Company schedules the date, time and venue of the AGM by concerning the convenience of the shareholders, including the elderly and disabled using wheelchairs. The Company provided adequate staff and technology to facilitate the convenience of the shareholders such as staff with expertise in foreign language to assist foreign shareholders, the preparation of a secondary meeting room, communication systems in the meeting room, safety and security in the meeting room, the review of shareholders' documents as well as provided duty stamps to affix the shareholders' proxy forms and providing a reception for shareholders. The Company did not restrict the right to attend the meeting of the late show-up shareholders.

- The AGM was arranged in compliance to the best practice of the Principles of Good Corporate Governance for Listed Companies as follows:

1. All the Company's directors and management attended the meeting to explain and answer questions to the shareholders. The

Chairman of the Board of Directors as chairman of the meeting welcomed the shareholders and asked the Company Secretary to introduce the members of the Board of Directors, Audit Committee, Executive Directors, the Executives of the Company, the Head of Accounting and Finance and the representatives from the Company's independent auditor. The Company notified a list of directors who had no voting rights in any agendas for the meeting.

2. Before starting the meeting, the Company announced the proportion of shareholders and grantees of proxy attending the meeting, the counting and voting method. All votes of 'disapprove' and 'abstain' were recorded by the shareholders in the voting sheets provided by the company. Regarding the election of Directors agenda, all shareholders have to submit their voting cards which will be kept as evidence.

3. The Company conducted the meeting respectively as specified in the notice of the AGM. There was no further or switching agendas other than those specified in the notice.

4. The Chairman allowed the shareholders full opportunity to express their opinions in the meeting to comment and ask related questions during the end of each agenda before voting or the last agenda which availed for consideration of other business.

5. The Company provided to the shareholders the transparency of voting rights and separate voting for each agenda so that the shareholders can exercise their rights independently for each agenda. For the agenda on the election of Directors to replace those retired by rotation, the shareholders were able to vote for individual Director by using the voting sheet for every vote cast and all of those sheets were kept for records.

6. The Company conducted and disclosed the vote count on each agenda of the AGM with transparency by specifying number and percentage of all vote casts – approve, disapprove or abstain with representatives from the Company's independent auditor as witness in the votes counting.

After the meeting date

- The Company disclosed the AGM resolution via the Stock Exchange of Thailand's Electronic Company Information Disclosure

system before 09.00 hrs. of the business day after the day of the meeting. For the AGM, the Company also disclosed the number of all vote casts – approve, disapprove and abstain.

- The Company provided AGM minutes containing entire important information; date, beginning and closing time, list of present and absent directors, significant explanation, questions and answers, comment summaries, resolutions of individual agenda with number of all vote casts – approve, disapprove and abstain.

- The Company submitted minutes of AGM in both Thai and English language to the Stock Exchange of Thailand and posted on the Company's website within 14 days after the meeting

3. Right to receive information

The Company ensures that its shareholders receive important information such as the Board of Directors and profiles, major shareholder list, annual report, financial statements, as well as other significant events by posting on its website and always keeping such information updated.

Equitable Treatment of Shareholders

1. Shareholders who cannot attend the meeting themselves are able to grant proxy to others to come to the Meeting and vote on their behalf or the proxy may be granted to the Company's independent directors without any cost on mailing the proxy back or any other costs.

- The shareholders who cannot attend the meeting by themselves are able to grant proxy to others. The Company encourages its shareholders to use the Proxy Form A, B or C (both Thai and English) in which the shareholders can specify comments in the voting, which can be downloaded from the Company's website.

- In the Annual General Meeting of the Shareholders, the Company will provide the Minutes of Meeting to SET and on the Company's website in both Thai and English within 14 days commencing from such meeting.

- In case shareholders who wish to grant proxy to

others, the Company will provide the names, profiles and details of the independent directors in the notice sent to the shareholders for the consideration of shareholders who wish to grant proxy.

2. Minor shareholders are able to propose agendas or nominate qualified candidates for the Company's director position to replace the directors who were retired by rotation by an advance submission.

3. Preventive measure against the use of inside information by directors and executive. The Company set up rules to prevent and report the abusive self-dealing and related party transactions of directors and executives as well as the staff in the related departments. Directors, managing directors and the first four management level executives below the managing director, including the manager of the accounting and finance department with the equivalent position of head director, must disclose the connected transactions of him/herself, spouse and/or minor children and/or close relatives as follows:

- Shareholding in other firm in which the reporter, their spouse, children and/or close relative hold the shares collectively more than 10 percent of the paid-up capital shares with voting right of such firm, must be reported by using the Company's form on 31 January of every year. The report shall be updated to the Company Secretary annually within 15 February of every year.

- Position holding as director or management with controlling power in any other firm by the reporter, their spouse, children and close relative must be reported by using the Company's form on 31 January of every year. The report shall be updated to the Company Secretary annually within 15 February of every year.

- Report without delay if there are any changes of shareholding and/or position holding as director or management of the reporter, their spouse, children and close relative occurring during the year.

The Company has complied with Section 89/16 of the Securities and Exchange Act B.E. 2551, requiring the Company Secretary to submit a copy of the above reports (according to Section 89/14) to the Chairman of the Board of Directors and the Chairman of the Audit Committee within seven business days from the date on which the Company has received such reports, which are used when the Board considers transaction between the Company and its directors or executives. The directors or executives having interest or involvement cannot participate in the decision-making process of such transaction, but may be present at the meeting only to provide additional information only.

Role of Stakeholders

1. Treatment of Stakeholders

The company emphasizes the importance and respects the rights of all stakeholders such as shareholders, customers, employees, suppliers, creditors, competitors, environment and society, etc

All stakeholders mentioned above are well taken care of and treated right according to the related laws or agreement made with the Company. The Company always strengthens the cooperation among all stakeholders in compliance to the related regulations for its optimal performance and sustainable growth detailed as follows:

• Shareholders:

The Company aims to perform the best to create maximum satisfaction to its shareholders by concerning the growth of its value in the long term including the disclosure of accountable information with transparency.

• Customers:

The Company aims to fully satisfy their customers with good care and responsibility. New forms of services and channel / choices were developed to serve the customers through

accurate and complete information without any distortion and without any breaches of the rules, regulations and articles of external regulators.

Customers' confidential information were kept confidential except on permission or enforced by law to disclose. In addition, complaint receiving system from the customers has been set up which the audit and compliance department will oversee the procedure and guidelines of investigation aiming for immediate best and justified solutions in accordance with the specified period set by SEC.

• Employees:

Employees are the most valuable and important factors to the Company's success. The Company aims to develop and promote a good working atmosphere and encourage teamwork as well as encourage employees to continuously improve knowledge. The Company is always responsible for maintaining a safe working environment to secure all employees' lives and properties and strictly adhering to comply with labor laws for employment, appointment and transfer of employees which it applies on a moral and merit basis in the consideration process and treats employees fairly and equally, as well as providing suitable compensation.

• Suppliers:

Business with any suppliers must not bring about any infamous reputation of the Company or against any law, especially regarding breaches of intellectual property, copyright or patents. The Company treats its suppliers according to the framework of honest business competition and concerns the equality in operating business and mutual benefits with suppliers by complying with the fair trading terms and fair selection.

• Creditors:

The Company has commitment in contract and complies with the terms and conditions set forth in the agreement with creditors in the repayment of principal, interest and collateral custody.

• Competitors:

The Company promotes fair competition policy without monopoly and follows the related rules set by the regulators particularly regulations concerning the rate of brokerage fee in securities trading and remuneration of marketing staff.

• Environment and Society:

The Company aims to comply with environmental laws and regulations, effectively provides a safety environment, promotes employees' awareness of environmental protection such as switching off unnecessary lights, shutting down unused electric office appliances during lunch time, using both sides of printing papers, separate recycle trashes as well as allocates some budget for public charity.

• Human Rights:

The Company ensures that its business is not involved in human rights violations and the Company treats all stakeholders with utmost respect for human rights with an emphasis on non-discrimination on the grounds of race, religion, ethnicity, gender, age, health, social status, class affiliations and political opinions.

2. Notice of clues or complaints

The Company provides a channel for all stakeholders to send the notice of complaint to the Company's Compliance and Internal Audit Department at No. 63, Athenee Tower, Floor 15,17, Wireless Road, Lumpini, Pathumwan, Bangkok 10330, Tel. 02-836-0160 or to compliance@aeccs.com. The Compliance and Internal Audit Department will propose to the Audit Committee for consideration and report to the Board of Directors.

Disclosure and Transparency

The Company's disclosure policy is to disclose clear, accurate, sufficient and timely information, both financial and non-financial, to all concerns in relation to the rules set by the SET and SEC and with transparency that is able to be inspected. The Company's information will be disclosed through the Company's annual

report and the important information will be disclosed through the SET's electronic system (ELCID) and also posted on the Company's website under "AEC News" topic. Such information will be updated regularly including the Company's quarterly financial information. Such financial statements are prepared by the Certified Public Accountant who has no relationship whatsoever with the Company and in accordance with the generally accepted accounting standard. Before each disclosure, the financial statement is reviewed and audited by the Company's Audit Committee who is the Company's Independent Director and the Board of Directors.

Besides financial information, other significant non-financial information was also disclosed such as related party transactions, list of top 20 shareholders of each quarter, Board of Directors' and Audit Committee's Charter and other Board's resolutions. In addition, 30 days in advance of the AGM, the AGM documents are disclosed in the Company website in both Thai and English language so that the shareholders are able to study the information before the meeting date. There was also an announcement to allow the minor shareholders to submit the proposal for special agenda and nominate qualified candidates for Directors position in advance to be considered in the AGM. All information disclosed was put in both Thai and English languages and posted on the Company's website and the news was also disclosed on the SET's electronic system to ensure the shareholders of its clear, accurate and sufficiency of the information and to provide sufficient time for them to study the information in each agenda before attending the Meeting by themselves or by granting a proxy to attend the Meeting or to vote on their behalf. Other information which was not able to be put on the Company's website such as remunerations policy as well as types of remunerations was included in the Form 56-1 and the annual report of the Company.

The Company has not officially set up an Investor Relations Department as the Company is still considered as relatively small. Nevertheless, shareholders or other investors may reach the Company or contact the executives of the Company by

visiting the office of the Company, or contracting through the telephone or by electronic mail.

Responsibilities of the Board

The Company focuses significantly on the role, duties and responsibilities of the Board of Directors as being the one who determines policies and direction of the Company and reveals them to the management who uses them as a direction in operating the Company's businesses towards profit achievement for the benefit of the shareholders. Therefore, the Board's structure and qualifications including the efficiency in carrying out their duties are important factors that the Company are always concerned with. The Company has provided guidelines to Directors and has supported the Directors to attend seminar on the roles, responsibilities and duties of Directors in listed companies organized by the SET and/or other relevant authorities such as the Institute of Directors (IOD), of which all of the Company's directors have attended and completed their course.

1. Structure of the Directors

The Company concerns the appropriateness of structure of the Directors with respect to the Board's responsibilities. As for the Board of Directors' structure of 2014, the Company's Board of Directors consisted of 10 members comprising 4 executive directors, 6 non-executive independent directors, and 3 independent directors acting as directors on the Audit Committee or over one-third of all directors whereby the Chairman of the Board of Directors is not the same person as the Managing Director or the highest management of the Company to assure that the Board can actively perform its duties as shareholders' representative and a balance of power is properly exercised. The Board believes that the Board of Directors' composition is appropriate in terms of number of members compared to the Company's size. The qualifications of the Board especially the Audit Committee members all of which are experts in areas of accounting, finance and law.

The Company has established the Audit Committee, the Executive Committee, the Nominations and Remuneration Committee, the Investment Committee and the Credit Committee in order to help screen information to facilitate the Board of Directors' decision-making or it is able to make its own decision concerning the normal business operations of the Company which is in line with the pre-determined approval authority and along the policies of Company determined by the Board of Directors

2. The Meeting of the Board of Directors

The Company arranges its Board of Directors Meeting and Audit Committee Meeting regularly on a quarterly basis or at least 4 times a year. Before the meeting date, the directors will receive the agenda and documents about 3-7 days in advance which is a sufficient time for the members to study and prepare for the meetings. The quarterly meetings for the Board of Directors and the Audit Committee is appropriate and sufficient to oversee that the Company's operations has been running successfully. In addition to approving the minutes of the previous meeting of the Board of Directors, each meeting of the Board of Directors consists of regular agendas, such as:

- Summary of the minutes of the meeting of the Executive Committee which divided into matters for acknowledgement and matters required further approval from the Board of Directors including the report on each department's performance of the previous month which serves as a form of monitoring of the Company's management operations efficiency.
- Summary of the minutes of the meeting of the Audit Committee which consists of the auditing results in terms of compliance to the rules and regulations of the regulators and the Company's rules as well as internal control and various risk done by the Compliance and Internal Audit Department.
- The approval of disclosing and reporting quarterly financial statements (F45-1) and the notes and descriptions of any 20 percent change in the operation of the Company's business in comparison to the same quarter of the previous year.
- Update the Company's securities holding of Directors and Executives.

The Board of Directors has established the Executive Board consisting of the Chairman of the Executive Board, the Managing Director and the top management from the Company's core departments, in order to help screen information to facilitate the Board of Directors' decision-making or it is able to make its own decision concerning the normal business operations of the Company which is in line with the pre-determined approval authority and along the policies of Company determined by the Board of Directors.

Corporate Social Responsibility

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. The principles and guidelines consisting of 7 aspects as follows:

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 and internal audits to ensure proper controlsystems, 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 customer

The Company focuses on good services to ensure the highest satisfaction of the customer, adhering to the fairness of price and quality of service and honesty in negotiation and conclusion of the contract, sincere management of customer complaints as well as any attempt to solve any possible

deficiencies in activity or services in order to maintain a permanent relationship with the customer.

6. Environmental protection

The Company regularly encourages employees to be environmentally aware.

7. Joint development of the community or society

The Company supports social and community activities and encourages and supports employees to be trainers on investment to investors and students.

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 customers 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 the requirements under the SEC regulations,

Operational laws and regulations

The Company shall strictly abide by all laws and regulations concerning the securities business. The Compliance and Internal Audit Department and Legal 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, who has developed various new financial products, knows that the risk factors must be handled effectively. Therefore, the Company has established an Risk Management Committee as well as other components to see that risk is always balanced with return.

The Company's 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.

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.

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

- The Company has communicated the policy to all levels of management and employees to ensure they strictly comply with the policy.
- 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 Compliance and Internal Audit Department, at Telephone number: 02-836-0160 or Email compliance@aecs.com
- The Company will propose to Board of director to review the anti-corruption policy every year.

Internal Control and Risk Management

Internal Control and Risk Management

1. Internal Control

Summary of Internal Control

AEC Securities Public Company Limited understands the importance of internal control in order to protect against potential loss and risks that may arise against the Company and stakeholders. Executives and officers must follow these guidelines:

- Assist and support the internal control process to create a good working relationship and understanding of the roles between executives and officers
- Assist and support all departments to have self-control and internal control according to the Committee of Sponsoring Organizations of the Treadway Commission (COSO) of which there are 5 (five) categories:

1. Internal Environment
2. Risk Management
3. Control of Operations of Management Executives
4. Communication and Information Systems
5. Tracking and Review System

Internal Environment

AEC Securities Public Company Limited has a policy of efficient self-control and regulation, internal control and risk management, which the Audit Committee and Management Executives constantly review. Such policies include financial control and control of operations according to the law and regulations, and to constantly develop such policies and procedures.

The Company promotes directors, executives and officers to understand the necessity of internal control systems, where the Board of Directors supervises and sets clear guidelines for the Company to follow and to allow efficient management. Professional codes of conduct and ethics are instilled in the principles prescribed in the Compliance Manual to prohibit management executives and officers from engaging in conflicts of interests with the Company and to punish those who breach such duties.

Corporate structure also supports efficient and effective management to reach the goals of the Company, where the Board of

Directors provides policies for the Company and the Executive Committee provides management direction and operations for the management executives. Furthermore, the Company has an audit and compliance department, and a risk management and control department, to efficiently and effectively regulate and control the internal environment and potential risks. Such guidelines are provided in writing to protect against corruption issues. Nomination of qualified personnel by considering knowledge, experience and qualifications to meet each job description, where each job requires different roles and responsibilities, is essential to the Company, its business and its corporate culture. Orientation of new personnel is important so that new personnel understand the vision and mission of the Company. The control of each department is controlled by the heads of each department, who creates a check and balance system for all types of business that the Company is engaged in.

Risk Management

AEC Securities Public Company Limited has clear objectives that coincide with the visions, missions and strategies of the Company. Such objectives are at a satisfactory level to allow for efficient and effective management, as well as at an acceptable rate of risk. Stress scenarios are used to prepare against possible negative scenarios and to evaluate potential damage and loss that may occur. The Company constantly develops and prepares against stress scenarios under careful risk management.

The Company has a policy of risk management and is constantly evaluating internal and external risks that may affect the Company, as well as establishing measures to review causes of risk factors and measures to decrease such risks under the management and control of the Executive Committee. Such measures are communicated to all the departments of the Company to prepare against any potential risks in protection against potential damage and/or loss. Audit and review of the internal environment to ensure that operations of each department are proceeding as planned by the risk in protection against

potential damage and/or loss. Audit and review of the internal environment to ensure that operations of each department are proceeding as planned by the risk management and control plan, especially regarding the Net Capital Rule (NCR) for Credit Balance accounts and proprietary trading accounts of the Company.

Control of Operations of Management Executives

The Company has established and separated the scope of roles and responsibilities, as well as the authorization limit, of management executives and committees at each level. Issues such as recording information, accounting information and communication information are separated from each other to allow for checks and balances. In case the Company engages in related party transactions or acquisition and disposition of assets, the Company has provided written regulations where related parties must disclose to the Company as soon as possible and such related parties shall not be involved or vote on that transaction. Such information shall also be disclosed to public with the interests of the Company and shareholders regarded as highest.

Information and Communication

The Company has established clear, accurate and efficient information and communication systems throughout the Company to aid quick reactions and decision-making. Information are separated from each other to allow for clear and concise understanding, increasing efficiency and effectiveness in process, coupled with developing personnel to understand their roles further in providing information to customers, investors, business partners and related persons. The Company has established policies to secure and protect information and communication as follows:

- Segregation of duties to support checks and balances of personnel in the Company to reduce infrastructure risk.
- Creating physical security for computers and server rooms in case of emergencies from fire, electricity failure and temperature malfunction.

- Establishing information and network security to restrict unauthorized persons from knowing and modifying computer information.
- Creating change management in information systems management in the Company so information systems are constantly developing to facilitate users, which will reduce integrity risks.
- Establishing backup and information technology continuity plan so information systems can work continuously and effectively, reducing availability risks.
- Creating continuous computer operation for increased accuracy, continuity and efficiency.
- Establishing control and management of IT outsourcing for efficient and effective management of outsourcing, thus controlling risks in the process.

Tracking and Review System

The Company has created steps, procedure and tools to assist and support management executives and various subcommittees to track and review operations to ensure efficiency in operations and internal control. The track and review system allows for the Company to adapt to changing situations and problems to be easily fixed. The Company has established a report system where business and operations are reported quarterly or monthly, depending on the situation, to assess the impacts and loss towards the Company. Through evaluating the reports, the Company is able to reassess the procedure, operations and efficiency of risk management methods.

Such reports are carried out by the audit and compliance department and the risk management and control department, including reviews by an external auditor and the Board of Directors according to the Committee of Sponsoring Organizations of the Treadway Commission (COSO), to increase confidence that the Company has an internal control mechanism that can fulfill the objectives of the Company.

2. Report of Audit Committee

Board of Director of AEC Securities Public Company Limited has appointed 3 Independent Directors to be the Audit Committee members consisting of (1) Assoc. Prof. Dr. Chaiya Yimwilai, (2) Mr. Paisit Kaenchan and (3) Ms. Siriporn Thongkam, with Assoc. Prof. Dr. Chaiya Yimwilai taking the post of the Audit Committee Chairman and Assistant Managing Director of Control and Audit Department performing duty as the Secretary. Each Audit Committee member has the qualification and experience sufficient to perform duty in reviewing the reliability of financial statements. Each of them is neither an Advisor to an Executive Director nor an employee nor a staff of the Company and is fully qualified as prescribed by Office of the Securities Exchange and Commission.

The Audit Committee has performed its duty independently in accordance with the scope of duty prescribed under the Audit Committee Charter and has received co-operations from all related parties. The Audit Committee is aware of the importance of the internal control, risk management and good corporate governance which is the aim to enable the Company to avail good internal control, carry out the risk management at a suitable and acceptable level and in making the Company's financial report accurate and reliable.

In 2014, the Audit Committee held a total of 5 meetings and every meeting was attended by all Committee members. The duty performed by the Audit Committee consisted of the material issues as follows:

1. Reviewing quarterly and yearly financial statements; the Audit Committee conducted the audits on the quarterly and yearly financial statements of the Company before they were submitted to the Company Board of Directors to be assured that the Company's financial statements had been prepared in compliance with the generally accepted accounting standard including the disclosure of information in the financial statements to be properly and sufficiently made in a timely manner as well as taking the observations of the auditor for use in the improvements and corrections on the

preparations of the Company's financial statements. The Audit Committee was of the same opinion as that of the auditor that the Company's financial statements were prepared in compliance with the generally accepted accounting standard and that the disclosure of information in the financial statements was properly and sufficiently made in a timely manner as prescribed.

2. Making selection and nomination for the appointment of the auditor; the Audit Committee considered the selection of the auditor by taking into account the independency of the auditor and fixed the remuneration as suitable including the submission to the Company Board of Directors of a proposal to appoint the Public Certified Accountant suitably qualified to be the Company's auditor which, in this connection, E Y Office Company Limited was approved to be appointed the Company's auditor for 2015.

3. Making considerations on connected transactions and conflict of interest to ensure that they were executed and the pertinent information disclosed properly and completely as prescribed by law.

4. Making considerations on the Performance Report of the External Law Office to ensure that such performances are in accordance with the policy prescribed by the Company.

5. Monitoring control over the work of the Regulatory and Audit Department; the Audit Committee reviewed the Yearly Audit Plan which was prescribed on the base of the awareness of the contingent risk that would affect the financial statements and operations of the Company as the main purpose and thoroughly covering the other issues which would affect the operations. In this respect, the Audit Committee had acknowledged the Performance Report of the Regulatory and Audit Department on a monthly and quarterly basis for considerations and proposal of the guidelines on the improvements as well as conducting the follow-ups on the improvements of what was discovered through the observations.

In conclusion, the Audit Committee has performed duty in accordance with the scope and duty prescribed under the Audit

Committee Charter and that the Committee is of the opinion that the preparation of the financial statements and the disclosure of the pertinent information of the Company is proper and reliable and that various requirements prescribed by the Regulatory and Audit Department are complied with,

that the risk management is suitably implemented with efficiency, that the internal control is well and sufficiently implemented whereby no material error which would affect the financial status of the Company is found and that the audit result has been fully reported to the Company Board of Directors.



(Assoc. Prof. Dr. Chaiya Yimwilai)
Chairman of Audit Committee

3. Summary of the Opinions of the Board of Directors of AEC Securities Public Company Limited on Internal Control and Environment

The Board of Directors considers that the internal control of the Company is satisfactory and appropriate, which protects the assets of the Company against unauthorized use and abuse of power by management executives. The Company has not had any issues on internal control and the external auditor has not raised any issues

on internal control of the Company. The Company has also established guidelines for internal control according to the Committee of Sponsoring Organizations of the Treadway Commission (COSO), which has been considered and approved by the Board of Directors.

The Audit Committee agrees with the Board of Directors.

4. Head of Internal Control and Compliance of the Company

Details of the Head of internal control and compliance of the Company as follows

Details	Head of Internal Control and Compliance		
Name	Mr. Nakorn Lumpaves		
Position	Executive Vice President		
Education	Master Degree - MBA (Finance), Dhurakij Pundit University		
Training	AEC Securities PCL.	Executive Vice President	May 2014 – Feb 2015
	CIMB Securities Co., Ltd.	Deputy Managing	2011 – 2014
	JF Thanakorn Securities Co., Ltd.	Senior Vice President	1999 – 2001
Training	<ul style="list-style-type: none"> Auditing to know the facts about the customer according to the Law on the Prevention and Money Laundering Office Course (by AMLO) Preparation of the securities and asset Management Company for requesting a certificate of compliance alignment of the private sector in the fight against corruption. (by SEC) 		
Responsibility	<ul style="list-style-type: none"> Control and responsibility on auditing results accordance with the plan and objective are determinate, which is conformity with policy of the Company. Reporting on operation of the department to supervisor and management. Consultant comments and recommend on the internal control and system development to be effective and adapt to changing business environments. Including to legal compliance regulations of the Company along with ethics of member companies Consulting and training and evaluate the performance of employee in the department. 		

The Audit Committee has considered the head of internal control and compliance of the Company as knowledgeable, experienced and qualified for the position. In 2014, training on Auditing to know the facts about the customer according to the Law on the Prevention and Money Laundering Office Course (by AMLO) and Preparation of the securities and asset Management

Company for requesting a certificate of compliance alignment of the private sector in the fight against corruption (by SEC). Appointment, dismissal and transfer of the head of internal control and compliance of the Company require approval from the Audit Committee.

1. Connected Transactions between the Company and related persons (Related Party Transaction) in 2013 and 2014

Related Person	Relationship	Transaction	Value		Necessity and reasons
			2013	2014	
AAMC Asset Management Company Limited	Subsidiary Company	Interest Income	-	6,918,904	A Subsidiary Company can borrow cash from the Company under general commercial conditions. Tendency of future transactions Transactions in similar manner may take place again in the future under the commercial conditions that can be compared with similar transactions with the outsiders since it is the company's normal business conduct.
United Overseas Bank (Thai) Public Company* Limited	Same group company	Interest Income	1,058,359	-	The Company has opened its account and deposit money with UOB Bank. However, interest income and conditions of transactions are accordance with normal business and general commercial condition. As expenses fee under service agreement which is in normal business operation. However, service fee rate market conditions are accordance with normal business and general commercial condition. Tendency of future transactions Transactions in similar manner may take place again in the future under the commercial conditions that can be compared with similar transactions with the outsiders since it is the company's normal business conduct.
		expenses fee	1,500	-	
UOB (Thai) Assets Management Company Limited*	Same group company	Advisory and service income	4,137	-	As a consulting fee for advisory and service of fund management. However, service fee rate market conditions are accordance with normal business and general commercial condition. Tendency of future transactions Transactions in similar manner may take place again in the future under the commercial conditions that can be compared with similar transactions with the outsiders since it is the company's normal business conduct.
UOB Kay Hian Securities (Thailand) Public Company Limited *	Same group company	Rental and service expense	391,853	-	As a rental and service of lease agreement. The rate determined under the agreement. However, rental and service rate are accordance with normal business and general commercial condition. Tendency of future transactions Transactions in similar manner may take place again in the future under the commercial conditions that can be compared with similar transactions with the outsiders since it is the company's normal business conduct.

Note : * Such companies were no longer the related companies since May 2, 2013 because the major shareholder of the Company has been changed.

2. Measures or approval process for connected transactions

The Board of Directors had considered the above connected transactions and agreed that they were for the highest benefits of the company and were normal businesses. For similar transactions in the future, the Board of Directors stated that if they are the company's normal transactions which are transactions of brokerage, securities dealing, investment advisory, and securities underwriting such as the approval of securities trading credit line as in the company's regulations, the company can process by following the approval procedure and report to Audit Committee. or the Board of Directors for acknowledgement.

For connected transactions that are not normal business transactions, there must be a presentation of details, transactions, relationship, appropriateness, and expert opinions from the third person such as auditor, property valuer, independent engineer, or legal office (if any) to the Audit Committee and the Board of Directors for consideration, then submit to the shareholders' meeting for approval before actually making the transactions.

Nonetheless, directors who will be affected by the transactions are not allowed to approve the transactions and have to reveal relationship with the counter party to the company.

3. Policies and tendency of connected transactions

The Board of Directors, with the opinion of the Audit Committee, will consider policies of connected transactions and reasons of such transaction by considering conditions of price setting and conditions of transactions as normal business. However, related persons will not participate in the approval consideration. The Board of Directors to be complies with the laws of securities and exchange, regulations, notifications, and SET's regulations. This includes the cooperation in information disclosure about connected transactions and the acquisition or sale of important asset of the company or subsidiary company and in accordance with accounting standard set by Institute of Certified Accountants and Auditors of Thailand in case there are connected transactions taking place with individuals who may have conflicts of interest, impacts, or future conflicts of interest. The company will assign the Audit Committee to give opinions about necessity and appropriateness of such transactions whether they are complied with normal business conduct and compare the price setting with the outsiders. In case the Audit Committee does not have expertise in consideration of possible connected transactions, the Company will find independent expertise or the company's auditors to give opinions about such transactions to increment the decision making of the Board of Directors or shareholders. However, the company will disclose connected transactions in note to financial statement audited by the auditor.

Management Discussion and Analysis

Analysis of Business Operations

In the 2014 accounting year cycle (1 January -31 December 2014), AEC Securities Public Company Limited operated the securities business in full form both in the securities trade brokerage and as a commission agent on forward

contract trades as well as carrying out the business in accordance with the category of business according to the operating license received: such as; the securities business under the category of securities trade, debt instrument business and investment unit distributions and investment advisory business.

In 2014, there were significant developments to back up the business expansions: such as; the opening of 13 additional branches thoroughly covering the services both in Bangkok Metropolis and up-country being the vitally economic cities: such as; Chiang Mai, Nakhon-Sawan, Nakhon Si Thammarat and Hat Yai. Moreover, additional work organizations were established in order to expand the business for more thorough coverage. Such organizations were Fund Management, Debt Instrument Management and Derivatives & SBL, etc. Furthermore, the Company has still focally aimed to select personnel with expertise to participate in working with the Company continuously. The information at the end of 2014, the Company accounted for a total number of 411 employees.

In 2014, the Company carried out its business operations in full form consequently resulting in the main revenues of the Company to be derived from the commissions, fees and service charges which were different from those in 2013 where the main revenues were derived from the interest receivables. The material change in the accounting transactions were as follows:

Commission derivative revenues: Increased from 13,344,635 Baht in 2013 to 490,696,474 Baht in 2014 or an increase of 3,577.10% due to the completeness in rendering the services of securities trade brokerage and forward contracts and the opening of the branch business as targeted.

Fee and service derivative revenues: Increased from 329,472 Baht in 2013 to 71,351,714 Baht in 2014 or an increase of 21,556.38% due to the reason that the Company had carried out the operations on financial advisory business completely in all areas and in rendering the services as the investment unit and debt instrument trade agent.

Investment derivative profit: Increased from 11,496,209 Baht in 2013 to 76,461,455 Baht in 2014 or 565.10%

Total revenues: Increased from 50,200,696 Baht in 2013 to 711,720,580 Baht in 2014 or an increase of 1,317.75%.

Total expenses: Increased from 89,790,11 Baht in 2013 to 701,165,041 Baht in 2014 or an increase of 686.46% due to the reason that the Company had to put a lot of investment money in the opening of the additional branch offices, work systems and recruitments of employees in order to completely fulfill the business operations.

In conclusion, in 2014, the Company's total profit was 15,557,741 Baht, which out of this amount, 9,125,305 Baht was the specific business profit, or in other words, the increase was 122.78% when comparing with the same period in 2013 that registered net loss of 40,074,789 Baht.

Company Financial Status Analysis

As at 31 December 2014, the Company accounted for the total assets of 3,314,062,904 Baht, and increase of 2,300,683,266 Baht or calculated to be 227.03% comparing with the total assets in the same period of 2013 which accounted for the amount of 1,013,379,638 Baht. The increase mainly derived from the securities business account receivables, i. e. loans to customers for the securities purchases in the investments in the securities for the Company.

Cash and cash equivalents and investment transactions as at 31 December 2014: Accounted for the total amount of 287,878,964 Baht and 831,181,312 Baht, respectively; increased from the balance as at 31 December 2013 by 31.97% and 419.45%, respectively.

On the part of the building and equipment improvements: The improvements were made mainly on computer sets and equipments, office equipments and office furniture and intangible assets which consisted of various computer programs used in carrying out the Company's main business operations which accounted for the total amount of 212,200,369 Baht, increased from the same period of 2013 only in the amount of 86,202,986 Baht due to the reason that the Company had expanded more business

operations coupled with the fact that the Company's branch offices had been expanded.

As at 31 December 2014, the Company accounted for the total liabilities of 2,211,355,335 Baht, increased from the same period in 2013 in the amount of 85,457,563 Baht or 2,487.66% which were the distributions of debt instruments under the category of short-term bills of exchange and the distributions of subordinated debenture in order to take the money for use in running the business operations which would be compatible with the increase in the assets of the Company abovementioned.

As at 31 December 2014, the Company accounted for the shareholders' equity in the amount of 1,102,707,569 Baht, increased by 18.84%.

In conclusion, the Company is considered to be the Company with strengthened financial status and solvency at general standard level and that, at present, the Company as still accounted for the accumulated profit having not yet been appropriated in the amount of 22,528,993 Baht.

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS**AEC SECURITIES PUBLIC COMPANY LIMITED**

We have audited the consolidated financial statements of AEC Securities Public Company Limited and its subsidiary and the separate financial statements of AEC Securities Public Company Limited, which comprise the consolidated and separate statements of financial position as at December 31, 2014, and the related consolidated and separate statements of comprehensive income, changes in owners' 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 AEC Securities Public Company Limited and its subsidiary and of AEC Securities Public Company Limited as at December 31, 2014, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

BANGKOK

February 27, 2015

Niti Jungnitnirundr
Certified Public Accountant (Thailand)
Registration No. 3809

DELOITTE TOUCHE TOHMATSU JAYOS AUDIT CO., LTD.

The Financial Statements

AEC SECURITIES PUBLIC COMPANY LIMITED AND SUBSIDIARY**STATEMENT OF FINANCIAL POSITION**

AS AT DECEMBER 31, 2014

UNIT : BAHT

	Notes	CONSOLIDATED	SEPARATE	
		FINANCIAL STATEMENTS	FINANCIAL STATEMENTS	
		AS AT DECEMBER 31, 2014	AS AT DECEMBER 31, 2014	AS AT DECEMBER 31, 2013
ASSETS				
Cash and cash equivalents	5	287,883,964	287,878,964	218,141,995
Intercompany and money market items	6	59,664,307	-	-
Deposits at financial institutions	7	46,054,244	46,054,244	60,493,773
Receivables from Clearing House	8	203,488,804	203,488,804	171,195,113
Securities and derivatives				
business receivables - net	9	1,570,588,770	1,570,588,770	237,696,206
Investments - net	12	831,181,312	831,181,312	160,011,373
Investment in subsidiary	14	-	55,120,380	-
Premises improvement and equipment - net	15	218,307,957	212,200,369	86,202,986
Intangible assets - net	16	47,071,779	42,695,663	32,987,712
Deferred tax assets - net	17	10,922,052	10,922,052	10,523,899
Other assets - net	18	54,142,106	53,932,346	36,126,581
TOTAL ASSETS		3,329,305,295	3,314,062,904	1,013,379,638
LIABILITIES AND OWNERS' EQUITY				
LIABILITIES				
Payables to Clearing House		136,860,598	136,860,598	32,726,079
Securities and derivatives business payables	20	560,230,602	560,230,602	20,214,999
Finance lease liabilities	21	2,107,892	2,107,892	2,748,372
Debt issued and borrowings	22	1,364,215,217	1,364,215,217	-
Provisions for litigations	35.1	5,617,345	5,617,345	5,617,345
Post-employment benefit obligations	23	5,702,851	5,702,851	2,150,678
Accrued expenses		110,492,155	108,448,902	4,685,033
Accrued withholding tax		630,082	603,667	584,332
Other liabilities	24	28,670,163	27,568,261	16,730,725
TOTAL LIABILITIES		2,214,526,905	2,211,355,335	85,457,563

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

AEC SECURITIES PUBLIC COMPANY LIMITED AND SUBSIDIARY
STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT DECEMBER 31, 2014

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2014	SEPARATE FINANCIAL STATEMENTS	
			AS AT DECEMBER 31, 2014	AS AT DECEMBER 31, 2013
LIABILITIES AND OWNERS' EQUITY (CONTINUED)				
OWNERS' EQUITY				
SHARE CAPITAL				
Authorized share capital				
1,331,716,928 ordinary shares of Baht 1 each	25.1 and 25.2	1,331,716,928	1,331,716,928	
172,000,000 ordinary shares of Baht 5 each				860,000,000
Issued and paid-up share capital				
1,009,743,709 ordinary shares of Baht 1 each, fully paid	25.3	1,009,743,709	1,009,743,709	
168,816,704 ordinary shares of Baht 5 each, fully paid	25.1			844,083,520
Additional paid-in capital		53,226,981	53,226,981	53,226,981
RETAINED EARNINGS				
Appropriated				
Legal reserve	27	17,207,886	17,207,886	16,878,485
Unappropriated		28,318,185	22,528,993	13,733,089
TOTAL ATTRIBUTIONS TO OWNERS OF THE PARENT		1,108,496,761	1,102,707,569	927,922,075
NON-CONTROLLING INTERESTS		6,281,629	-	-
TOTAL OWNERS' EQUITY		1,114,778,390	1,102,707,569	927,922,075
TOTAL LIABILITIES AND OWNERS' EQUITY		3,329,305,295	3,314,062,904	1,013,379,638

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

AEC SECURITIES PUBLIC COMPANY LIMITED AND SUBSIDIARY
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2014	SEPARATE FINANCIAL STATEMENTS	
			AS AT DECEMBER 31, 2014	AS AT DECEMBER 31, 2013
REVENUES				
Brokerage fees	31	490,696,474	490,696,474	13,344,635
Fee and service income	32	71,351,714	71,351,714	329,472
Gain on securities		76,461,455	76,461,455	11,496,209
Gain on sale of investment in receivables	13	17,000,000	-	-
Interest income		17,232,551	24,113,623	21,356,818
Interest on margin loans		46,827,905	46,827,905	1,349,196
Other income		2,269,409	2,269,409	2,324,366
Total revenues		721,839,508	711,720,580	50,200,696
EXPENSES				
Finance costs		54,913,553	54,913,553	60,131
Fee and service expenses		77,726,403	77,726,403	6,107,511
Operating expenses				
Personnel expenses		367,748,659	366,815,812	29,476,388
Premises and equipment expenses		98,864,973	98,645,750	17,029,561
Directors and managements' remuneration	33.2	47,974,509	47,554,509	24,164,760
Other expenses		66,141,877	65,645,927	13,187,268
Total operating expenses		580,730,018	578,661,998	83,857,977
Reversal of bad debt and doubtful accounts		(5,136,913)	(5,136,913)	(235,508)
Total expenses		708,233,061	706,165,041	89,790,111
INCOME (LOSS) BEFORE INCOME TAX EXPENSE		13,606,447	5,555,539	(39,589,415)
INCOME TAX EXPENSE (INCOME)	34	585,996	(1,032,476)	485,074
NET PROFIT (LOSS)		13,020,451	6,588,015	(40,074,489)
OTHER COMPREHENSIVE INCOME				
Actuarial gain for employee benefit plan		3,171,613	3,171,613	-
Income tax relating to components of other comprehensive gain		(634,323)	(634,323)	-
NET OTHER COMPREHENSIVE INCOME		2,537,290	2,537,290	-
TOTAL COMPREHENSIVE INCOME (LOSS)		15,557,741	9,125,305	(40,074,489)

AEC SECURITIES PUBLIC COMPANY LIMITED AND SUBSIDIARY
STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	Notes		CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2014	SEPARATE FINANCIAL STATEMENTS	
				AS AT DECEMBER 31, 2014	AS AT DECEMBER 31, 2013
NET PROFIT (LOSS) ATTRIBUTABLE TO					
Owners of the parent			12,377,207	6,588,015	(40,074,489)
Non-controlling interests			643,244	-	-
			13,020,451	6,588,015	(40,074,489)
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO					
Owners of the parent			14,914,497	9,125,305	(40,074,489)
Non-controlling interests			643,244	-	-
			15,557,741	9,125,305	(40,074,489)
BASIC EARNINGS (LOSS) PER SHARE		BAHT	0.013	0.007	(0.047)
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES	29.2	SHARES	971,646,295	971,646,295	844,083,520

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

AEC SECURITIES PUBLIC COMPANY LIMITED AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CHANGES IN OWNERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	Notes	Owners' equity of the parent				Total Owners' Equity	Non-controlling Interests	Total Owners' Equity
		Issued and Paid-up Share Capital	Additional Paid-In Capital	Retained earnings				
				Appropriated Legal Reserve	Unappropriated			
Balance as at January 1, 2014		844,083,520	53,226,981	16,878,485	13,733,089	927,922,075	-	927,922,075
Purchase investment in subsidiary		-	-	-	-	-	2,638,265	2,638,265
Increase in issued and paid-up share capital	25.3	165,660,189	-	-	-	165,660,189	-	165,660,189
Increase in capital of the subsidiary		-	-	-	-	-	3,000,120	3,000,120
Total comprehensive income		-	-	-	14,914,497	14,914,497	643,244	15,557,741
Legal reserve	27	-	-	329,401	(329,401)	-	-	-
Balance as at December 31, 2014		1,009,743,709	53,226,981	17,207,886	28,318,185	1,108,496,761	6,281,629	1,114,778,390

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

AEC SECURITIES PUBLIC COMPANY LIMITED AND SUBSIDIARY
SEPARATE STATEMENT OF CHANGES IN OWNERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	Notes	Issued and Paid-up Share Capital	Additional Paid-in Capital	Retained earnings		Total Owners' Equity
				Appropriated Legal Reserve	Unappropriated	
Balance as at January 1, 2013		844,083,520	53,226,981	16,878,485	53,807,578	967,996,564
Total comprehensive loss		-	-	-	(40,074,489)	(40,074,489)
Balance as at December 31, 2013		844,083,520	53,226,981	16,878,485	13,733,089	927,922,075
Balance as at January 1, 2014		844,083,520	53,226,981	16,878,485	13,733,089	927,922,075
Increase in issued and paid-up share capital	25.3	165,660,189	-	-	-	165,660,189
Total comprehensive income		-	-	-	9,125,305	9,125,305
Legal reserve	27	-	-	329,401	(329,401)	-
Balance as at December 31, 2014		1,009,743,709	53,226,981	17,207,886	22,528,993	1,102,707,569

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

AEC SECURITIES PUBLIC COMPANY LIMITED AND SUBSIDIARY

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2014	SEPARATE FINANCIAL STATEMENTS	
			AS AT DECEMBER 31, 2014	AS AT DECEMBER 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES				
Income (loss) before income tax expense		13,606,447	5,555,539	(39,589,415)
Adjustments to reconcile income (loss) before income tax expense to net cash paid from operating activities:				
Depreciation and amortization		46,673,020	46,550,903	6,343,047
Reversal of bad debt and doubtful accounts		(5,136,913)	(5,136,913)	(235,508)
Provision for litigations		-	-	27,991
Post-employment benefit obligations (reversal)		6,723,786	6,723,786	(180,140)
Unrealize (gain) loss on revaluation of investment in trading securities		(8,058,297)	(8,058,297)	1,732
Gain on sale of investment in receivables	13	(17,000,000)	-	-
(Gain) loss on sale of premises improvement and equipment and intangible assets		4,632,488	4,632,488	(9,286)
Loss on write-off of intangible assets		107,000	107,000	-
Interest and dividend income		(64,060,456)	(70,941,528)	(22,706,014)
Finance costs		54,913,553	54,913,553	60,131
Cash received from interest		65,178,090	72,059,162	16,916,124
Cash paid for interest		(54,590,978)	(54,590,978)	(60,131)
Cash paid for income tax expense		(2,281,607)	(2,261,076)	(263,485)
Operating income (loss) before changes in operating assets and liabilities		40,706,133	49,553,639	(39,694,954)
Operating assets (increase) decrease				
Intercompany and money market items		(33,207,647)	-	-
Deposits at financial institutions		14,439,529	14,439,529	(178,282)
Receivables from Clearing House		(32,293,691)	(32,293,691)	(171,195,113)
Securities and derivatives business receivables		(1,327,755,651)	(1,327,755,651)	(225,140,698)
Investments in trading securities		663,111,642	(663,111,642)	98,064,239
Other assets		16,870,563	(16,662,324)	(6,385,206)

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

AEC SECURITIES PUBLIC COMPANY LIMITED AND SUBSIDIARY

STATEMENT OF CASH FLOWS (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2014

UNIT : BAHT

	Notes	CONSOLIDATED FINANCIAL STATEMENTS AS AT DECEMBER 31, 2014	SEPARATE FINANCIAL STATEMENTS	
			AS AT DECEMBER 31, 2014	AS AT DECEMBER 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES (CONTINUED)				
Operating liabilities increase (decrease)				
Payable to Clearing House		104,134,519	104,134,519	32,726,079
Securities and derivatives business payables		540,015,603	540,015,603	(1,156,369)
Accrued expenses		104,128,650	103,763,870	559,088
Accrued withholding tax		45,750	19,335	-
Other liabilities		8,802,839	8,752,841	(6,537,497)
Net cash used in operating activities		(1,260,966,171)	(1,219,143,972)	(318,938,713)
CASH FLOWS FROM INVESTING ACTIVITIES				
Cash paid for purchase investment in subsidiary	1.2 and 14	(28,115,500)	(55,120,380)	-
Cash paid for short-term loan to subsidiary		-	(230,000,000)	-
Cash received from short-term loan to subsidiary		-	230,000,000	-
Cash paid for purchases of premises improvement and equipment	4.1	(167,964,887)	(162,787,086)	(76,816,211)
Proceeds from disposal of premises improvement and equipment		603,532	603,532	60,017
Cash paid for purchases of intangible assets	4.2	(23,050,051)	(23,050,051)	(30,104,150)
Cash received from sale of intangible assets		-	-	51,098
Cash paid for purchase investment in receivables	13	(331,829,073)	-	-
Cash received from sale of investment in receivables	13	348,829,073	-	-
Net cash used in investing activities		(201,526,906)	(240,353,985)	(106,809,246)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from debt issued and borrowings		1,364,215,217	1,364,215,217	-
Cash payment for finance lease liability		(640,480)	(640,480)	(51,628)
Cash received from increase in capital		165,660,189	165,660,189	-
Increase in capital of the subsidiary		3,000,120	-	-
Net cash provided by (used in) financing activity		1,532,235,046	1,529,234,926	(51,628)
Net increase (decrease) in cash and cash equivalents		69,741,969	69,736,969	(425,799,587)
Cash and cash equivalents as at January 1,		218,141,995	218,141,995	643,941,582
Cash and cash equivalents as at December 31,	5	287,883,964	287,878,964	218,141,995

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

AEC SECURITIES PUBLIC COMPANY LIMITED AND SUBSIDIARY

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2014

1. BUSINESS OPERATION AND OTHER INFORMATION OF THE COMPANY AND SUBSIDIARY

1.1 Business operation and other information of the Company

AEC Securities Public Company Limited (Formerly United Securities Public Company Limited) ("the Company") was incorporated as a limited company under Thai laws on July 6, 1971. Subsequently, on December 15, 1993, the Company converted the status to be a public limited company in accordance with the Public Limited Companies Act and was listed on the Stock Exchange of Thailand on August 8, 2001.

On June 10, 2013, the Extraordinary General Meeting of Shareholders No. 1/2013 has resolved to approve the change of the Company's name from "United Securities Public Company Limited" to "AEC Securities Public Company Limited". The Company has registered to change its name with the Ministry of Commerce on June 12, 2013.

The Company is located at 63 15th, 17th Floor, Athenee Tower, Wittayu Road, Lumpini, Pathumwan, Bangkok. As at December 31, 2014, the Company has 12 branches (as at December 31, 2013, the Company has 1 branch).

As at December 31, 2014 and 2013, the major shareholder of the Company is an ordinary person, holding 25.14% of the Company's issued and paid-up share capital.

The Company operates its business in Thailand and its principal activity are securities brokerage and derivatives agent. The Company was granted licenses from the Ministry of Finance and the office of the Securities and Exchange Commission to operate the following securities businesses:

1. Securities Brokerage
2. Securities Trading

3. Investment Advisory Service
4. Securities Underwriting
5. Derivatives Agent
6. Securities Borrowing and Lending

In 2011, the Company had sold and transferred business related to securities and derivatives brokerage businesses to UOB Kay Hian Securities (Thailand) Public Company Limited. After the selling and transfer such businesses, the Company was permitted by the Office of the Securities and Exchange Commission to temporarily cease the operation in securities and derivatives brokerage businesses since October 25, 2011 and was permitted by The Stock Exchange of Thailand and Thailand Futures Exchange Public Company Limited to cease its operation since October 25, 2011 to December 31, 2013. However, the Company continues to operate securities business of securities trading, securities underwriting and investment advisory service.

On April 30, 2013, the Company was informed by UOB Kay Hian Securities (Thailand) Public Company Limited ("UOBKH"), which was a major shareholder of the Company on that date, that UOBKH had entered into a Share Purchase Agreement ("SPA") to sell 157,796,396 ordinary shares, representing 93.47 percent of the Company's paid-up capital to the group of investors and on the same day, the Board of Directors has resolved in the meeting No. 3/2013 to approve the Company's transfer of the following assets:

- A) Transfer the Stock Exchange of Thailand membership to UOBKH or any party nominated by UOBKH, and
- B) Transfer fixed income business and mutual fund distribution business which include the clients, staffs and related assets to UOBKH.

The total value of above assets is Baht 2 million.

After the transfer of SET membership, fixed income business and mutual fund distribution business to UOBKH, the Company plan to resume operation in securities and derivatives brokerage business.

On May 15, 2013, the Company entered into the Assets Purchase Agreement with UOBKH, the Company will transfer the assets relating to the fixed income and mutual fund distribution business, with the total consideration of Baht 2 million, and also transfer the SET membership. The transfer fixed income and mutual fund business was effective on June 1, 2013. The Company received full payment from UOBKH on July 26, 2013.

In regard to the transfer of the SET Membership, the Company has not transferred the SET Membership to UOBKH due to the former major shareholder of the Company (Formerly United Securities Public Company Limited) requested to Bangkok South Civil Court to issue a writ to the Company in regarding the inquisition for temporary protection on the transfer of the SET Membership to UOBKH. In addition, the former major shareholder sued the Company as a third defendant to prohibit the transfer of SET Membership to the UOBKH as the Board of Directors of the Company had resolved in the meeting No. 3/2013. Moreover, the Company received a postponement notice from UOBKH to hold the transfer of the SET Membership to UOBKH. In order to operate its businesses as planned, the Company therefore submitted letters to reactivate its securities and derivatives brokerage businesses to The Office of the Securities and Exchange Commission on July 10, 2013 and submitted to Thailand Futures Exchange Public Company Limited on July 17, 2013 and submitted to the Stock Exchange of Thailand on July 18, 2013.

Subsequently, on September 27, 2013 the Company was approved by the Office of the Securities and Exchange

Commission to reactivate its securities and derivatives brokerage businesses. On the same date, the Company was approved by the Stock Exchange of Thailand and the Thailand Futures Exchange Public Company Limited to start sending securities and derivatives purchase or sale orders by using abbreviation "AEC" since October 4, 2013 onwards. On December 19, 2013, the Bangkok South Civil Court declared to reject the inquisition for temporary protection on the transfer of the SET Membership. As the Company was sued by the former major shareholder of the Company (Formerly United Securities Public Company Limited) as mentioned above on September 23, 2014, the case was dismissed by the court of first instance. However, the former major shareholder of the Company appealed this decision to the Appeal Court. Currently, this case is under consideration of the Appeal Court. Accordingly, as at December 31, 2014, the Company has not transferred SET Membership to UOBKH.

1.2 Purchase investment in subsidiary

On June 20, 2014, the Company purchased investment in ordinary share of AAMC Asset Management Company Limited (the "subsidiary") in the amount of 225,000 shares or equal to 90% of authorized share capital of the subsidiary. The purchase price was equal to book value of the subsidiary plus Baht 5 million, totaling purchase price based 90% which the Company invest was Baht 28.12 million, and obtained control over AAMC Asset Management Company Limited which became a subsidiary of the Company.

The fair value of assets and liabilities of the subsidiary can be identified and related book values of each item are as follows:

	Book values at June 20,2014 Baht	Fair values at June 20,2014 Baht
Assets		
Cash and cash equivalents	5,000	5,000
Intercompany and money market items	26,456,660	26,456,660
Other assets - net	1,520	1,520
Total assets	26,463,180	26,463,180
Liabilities		
Accrued expenses	60,000	60,000
Other liabilities	20,531	20,531
Total liabilities	80,531	80,531
Net assets value	26,382,649	26,382,649
Equity of the Company (%)		90.00
Net assets value attributable to the Company's investment		23,744,384
The excess of purchase price over fair value (see Note 16)		4,376,116
Purchase price		28,120,500
Less: Cash and cash equivalent of the subsidiary		(5,000)
Net cash paid for purchase of investment in the subsidiary in the consolidated statement of cash flows		28,115,500

1.3 Business operation and other information of the subsidiary

AAMC Asset Management Company Limited (the "subsidiary") was registered under Civil and Commercial Code on April 23, 2008 and was licensed by the Bank of Thailand to operate an asset management business in accordance with the Asset Management Companies Act B.E. 2541 on June 10, 2008. The subsidiary is located at 1768, 24th Floor, Thai Submit Tower, New Phetchaburi Road, Bang Kapi, Huai Khwang, Bangkok.

The principal business of the subsidiary is the management of non-performing assets purchased or transferred from financial institutions, including collateral for those assets, either for management or further disposal.

2. BASIS FOR PREPARATION OF THE FINANCIAL STATEMENTS

2.1 The Company prepares the financial statements in Thai Baht in accordance with Thai Financial Reporting Standards and practices generally accepted in Thailand, and also the Notification of the Office of the Securities and Exchange Commission ("SEC") No. SorTor/Kor/Nor. 53/2553, dated December 15, 2010, regarding "The Form of Financial Statements for Securities Companies"

The subsidiary prepares the financial statements in Thai Baht in accordance with Thai Financial Reporting Standards and practices generally accepted in Thailand, and also the Notification of Bank of Thailand No. SorNorSor. 12/2553, dated December 3, 2010, regarding "The Preparation and publication of financial statement of finance company and credit foncier company".

2.2 An English version of the financial statements has been prepared from the statutory financial statements that

are in Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

2.3 Basis for preparation of the consolidated financial statements

The consolidated financial statements for the year ended December 31, 2014 have been prepared by included the accounts of the Company and AAMC Asset Management Company Limited which the Company has a holding 90.00% in its equity after eliminating significant intercompany balances and transactions.

The subsidiary's financial statements are fully consolidated since June 20, 2014 which is the acquisition date and the date which the Company obtains control over the subsidiary.

The financial statements of the subsidiary are prepared using the same reporting period and same significant accounting policies as the Company.

Percentage of the subsidiary's total assets as at December 31, 2014 and total revenues of the subsidiary for the year ended December 31, 2014 as included in the consolidated financial statements are as follows:

Company's name	Percentage of total assets included in the consolidated statement of financial position as at December 31, 2014	Percentage of total revenues included in the consolidated statement of comprehensive income for the year ended December 31, 2014
AAMC Asset Management Company Limited	1.98	2.36

2.4 The Company and its subsidiary have adopted the new and revised Thai Financial Reporting Standards issued

by the Federation of Accounting Professions, which are effective since January 1, 2014, as follows:

Thai Accounting Standards (TAS)

TAS 1 (Revised 2012)	Presentation of Financial Statements
TAS 7 (Revised 2012)	Statement of Cash Flows
TAS 12 (Revised 2012)	Income Taxes
TAS 17 (Revised 2012)	Leases
TAS 18 (Revised 2012)	Revenue
TAS 19 (Revised 2012)	Employee Benefits
TAS 21 (Revised 2012)	The Effects of Changes in Foreign Exchange Rates
TAS 24 (Revised 2012)	Related Party Disclosures
TAS 28 (Revised 2012)	Investments in Associates

TAS 31 (Revised 2012)	Interests in Joint Ventures
TAS 34 (Revised 2012)	Interim Financial Reporting
TAS 36 (Revised 2012)	Impairment of Assets
TAS 38 (Revised 2012)	Intangible Assets

Thai Financial Reporting Standards (TFRS)

TFRS 2 (Revised 2012)	Share - Based Payments
TFRS 3 (Revised 2012)	Business Combinations
TFRS 5 (Revised 2012)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 8 (Revised 2012)	Operating Segments

Thai Accounting Standards Interpretation (TSI)		Framework has no significant impact on the Company and the subsidiary's financial statements.		TAS 27 (Revised 2014)	Separate Financial Statements	TSI 15 (Revised 2014)	perating Leases - Incentives
TSI 15	Operating Leases - Incentives					TSI 25 (Revised 2014)	Income Taxes - Change in
TSI 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	2.6 The Federation of Accounting Professions has issued the Notifications regarding Thai Financial Reporting Standards (TFRS), which are effective for the accounting period beginning on or after January 1, 2015 onwards as follows:		TAS 28 (Revised 2014)	Investments in Associates and Joint Ventures		the Tax Status of an Enterprise or itsShareholders
TSI 29	Disclosure - Service Concession Arrangements			TAS 29 (Revised 2014)	Financial Reporting in Hyperinflationary Economies	TSI 27 (Revised 2014)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSI 32	Intangible Assets - Web Site Costs			TAS 33 (Revised 2014)	Earnings Per Share	TSI 29 (Revised 2014)	Disclosure - Service Concession Arrangements
		Thai Accounting Standards (TAS)		TAS 34 (Revised 2014)	Interim Financial Reporting		Revenue - Barter Transactions Involving Advertising Services
Thai Financial Reporting Interpretation (TFRI)		TAS 1 (Revised 2014)	Presentation of Financial Statements	TAS 36 (Revised 2014)	Impairment of Assets	TSI 31 (Revised 2014)	
TFRI 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities	TAS 2 (Revised 2014)	Inventories	TAS 37 (Revised 2014)	Provisions, Contingent Liabilities and Contingent Assets	TSI 32 (Revised 2014)	Intangible Assets - Web Site Costs
TFRI 4	Determining whether an Arrangement contains a Lease	TAS 7 (Revised 2014)	Statement of Cash Flows	TAS 38 (Revised 2014)	Intangible Assets		
TFRI 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	TAS 8 (Revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors	TAS 40 (Revised 2014)	Investment Property		
TFRI 7	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies	TAS 10 (Revised 2014)	Events after the Reporting Period	Thai Financial Reporting Standards (TFRS)		Thai Financial Reporting Interpretation (TFRI)	
TFRI 10	Interim Financial Reporting and Impairment	TAS 11 (Revised 2014)	Construction Contracts	TFRS 2 (Revised 2014)	Share-based Payment	TFRI 1 (Revised 2014)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRI 12	Service Concession Arrangements	TAS 12 (Revised 2014)	Income Taxes	TFRS 3 (Revised 2014)	Business Combinations		
TFRI 13	Customer Loyalty Programmes	TAS 16 (Revised 2014)	Property, Plant and Equipment	TFRS 5 (Revised 2014)	Non-current Assets Held for Sale and Discontinued Operations	TFRI 4 (Revised 2014)	Determining Whether an Arrangement Contains a Lease
TFRI 17	Distributions of Non-cash Assets to Owners	TAS 17 (Revised 2014)	Leases			TFRI 5 (Revised 2014)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRI 18	Transfers of Assets from Customers	TAS 18 (Revised 2014)	Revenue	TFRS 6 (Revised 2014)	Exploration for and Evaluation of Mineral Assets		
Guideline on Accounting		TAS 19 (Revised 2014)	Employee Benefits	TFRS 8 (Revised 2014)	Operating Segments	TFRI 7 (Revised 2014)	Applying the Restatement Approach under TAS 29 (Revised 2014)
Guideline on Accounting regarding Stock Dividend		TAS 20 (Revised 2014)	Accounting for Government Grants and Disclosure of Government Assistance	TFRS 10	Consolidated Financial Statements		Financial Reporting in Hyperinflationary Economies
Such TFRSs have no significant impact on the Company and the subsidiary's financial statements.			The Effects of Changes in Foreign Exchange Rates	TFRS 11	Joint Arrangements	TFRI 10 (Revised 2014)	Interim Financial Reporting and Impairment
2.5 The Company and its subsidiary have adopted the Conceptual Framework for Financial Reporting (Revised 2014), issued by the Federation of Accounting Professions, which are effective since October 15, 2014. Such Conceptual		TAS 21 (Revised 2014)	Borrowing Costs	TFRS 12	Disclosure of Interests in Other Entities	TFRI 12 (Revised 2014)	Service Concession Arrangements
		TAS 23 (Revised 2014)	Related Party Disclosures	TFRS 13	Fair Value Measurement		
		TAS 24 (Revised 2014)	Accounting and Reporting by Retirement Benefit Plans	Thai Accounting Standards Interpretation (TSI)		TFRI 13 (Revised 2014)	Customer Loyalty Programmes
		TAS 26 (Revised 2014)		TSI 10 (Revised 2014)	Government Assistance - No Specific Relation to Operating Activities	TFRI 14	TAS 19 (Revised 2014) - The Limit on a Defined Benefit

	Asset, Minimum Funding Requirements and their Interaction	Standards (TFRS), which are effective on or after January 1, 2016 as follows:
TFRI 15 (Revised 2014)	Agreements for the Construction of Real Estate	Thai Financial Reporting Standard (TFRS)
TFRI 17 (Revised 2014)	Distributions of Non-cash Assets to Owners	TFRS 4 (Revised 2014) Insurance Contracts
TFRI 18 (Revised 2014)	Transfers of Assets from Customers	
TFRI 20	Stripping Costs in the Production Phase of a Surface Mine	

The Company and its subsidiary's management have assessed the effects of this TFRS and believe that it will not have any significant impact on the financial statements for the period in which it is initially applied.

2.7 The Federation of Accounting Professions has issued the Notifications regarding Thai Financial Reporting

Separate statement of financial position as at December 31, 2013

Accounts	SEPARATE FINANCIAL STATEMENTS As at December 31, 2013 Baht	Previous presentation	Current presentation
Receivables from Clearing House	133,051,871	Separate presented as receivables from Clearing House	Presented net with payables to Clearing House
Payables to Clearing House	133,051,871	Separate presented as payables to Clearing House	Presented net with receivables from Clearing House

The Company has not presented the statement of financial position at the beginning period as at January 1, 2013 for comparison because

as at such beginning period, the Company has no above outstanding balance of the receivables and payables to Clearing House

Separate statement of comprehensive income for the year ended December 31, 2013

Accounts	SEPARATE FINANCIAL STATEMENTS For the year ended December 31, 2013 Baht	Previous presentation	Current presentation
Brokerage fee income from selling agent of unit trust	1,349,196	Fee and service income	Brokerage fee income
Directors and managements' remuneration	9,384,534	Directors and managements' remuneration	Personnel expenses

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

Significant accounting policies adopted by the Company and the subsidiary are summarized as follows:

3.1 Revenue and expense recognition

Brokerage fee

Brokerage fees on securities and derivatives trading are recognized as income on transaction date.

Fee and service income

Fee and service income are recognized as income on an accrual basis.

Gains (losses) on trading in securities and derivatives

Gains (losses) on trading in securities and derivatives are recognized as income or expenses on transaction date

Dividend on investments in securities

Dividend on investments in securities is recognized as income when the dividend is declared.

Interest income

Interest income is recognized on an accrual basis.

Recognition of interest income from loan for buying securities

Interest is recognized on an accrual basis. However, when there is an uncertainty as to the collectability of loans and interest, the Company ceases accrual.

The following conditions relate to collectability of loans and

interest which is held to be uncertain, which are based on the guidelines stipulated by the Office of Securities and Exchange Commission:

- 1) Loans which are not fully collateralized
- 2) Installment loans with repayments scheduled less frequently than every 3 months and for which principal or interest is overdue by more than 3 months
- 3) Installment loans with repayments scheduled no less frequently than every 3 months, unless there is a clear evidence and a high degree of certainty that full repayment will be received
- 4) Other receivables from which interest payment is overdue for 3 months or more.

Expenses

Expenses are recognized on an accrual basis.

3.2 Recognition and amortization of customer deposits

Money which customers have placed with the Company in cash accounts for securities and derivatives trading and credit balance for securities trading is recorded as the asset and liability of the Company for internal control purposes. As at the statements of financial position date, the Company writes these amounts off from both assets and liabilities.

3.3 Cash and cash equivalents

Cash and cash equivalents include cash on hand, current accounts, saving accounts, call notes receivables, time deposit and term note receivables with remaining to maturity not more than 3 months and without commitments. This accords with the Notification issued by the Office of the Securities and Exchange Commission.

3.4 Deposits at financial institution

Deposits at financial institutions represent fixed deposit accounts, promissory notes with maturity date with remaining maturities over 3 months and deposit accounts with obligations.

3.5 Receivables and payable from/to clearing house

Net balances of receivable or payable incurred from settlement of securities and derivatives trading each day through the Clearing House are presented as net balance receivable or payable from/to Clearing House including cash paid as collateral at the Clearing House for derivatives business.

3.6 Securities business receivables and derivative business receivables and allowance for doubtful accounts

Securities business receivables and derivative business receivables comprise of 3 categories as follows:

3.6.1 Receivable from securities business and derivatives business of cash accounts

Receivable from securities business and derivatives business of cash accounts are the receivable that were derived from cash settlements within 1 - 3 working days after the securities and derivatives purchasing date.

3.6.2 Loan for securities purchase

Loan for securities purchase are accounts that debtors are granted loan for securities purchasing with collaterals placed not lower than the rate required by the Stock Exchange of Thailand.

3.6.3 Other receivables

Other receivables include overdue receivables from securities business of cash accounts and restructured or installment receivable.

The allowance for doubtful accounts on securities business receivables is based on management's review and assessment of the status of individual debtor and overall debtors as well as the requirements as stated in the Office of the Securities and Exchange Commission's Notifications No. Kor Thor. 33/2543 and Kor Thor. 5/2544 dated August 25, 2000 and February 15, 2001, respectively. Such assessment takes into consideration various factors including the risks involved and the value of collateral. Allowance is made for the estimated losses that might be incurred where the debts are not fully secured and/or there exists a possibility that principal and interest cannot be recovered in full.

3.7 Investments

Investments in trading securities are stated at fair value. Changes in fair value of these securities are recorded as gains or losses in the statements of comprehensive income

Investments in available-for-sale securities, both held for short-term and long-term investments, are determined at fair value. The change in value of securities is recorded in other components of owners' equity through other comprehensive income until securities are sold, then, the gains or losses on disposal of investments will be recognized as gains (losses) on investments.

Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortized cost. The Company and subsidiary record premium/discount on debt securities is amortized/accreted by the effective interest rate method with the amortized/accreted amount presented as an adjustment to the interest income.

Investments in non-marketable equity securities classified as other investments are stated at cost net of allowance for impairment (if any).

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

The Company and its subsidiary treats available-for-sale securities, held-to-maturity debt securities and other investments as impaired when there has been a significant or prolonged decline in the fair value below its cost or where other objective evidence of impairment exists.

The Company and its subsidiary records provision for loss on impairment of investments in available-for-sale securities, held-to-maturity debt securities and other investments are included in the statements of comprehensive income.

Investment in subsidiary is recorded by the cost method in the separate financial statements net of allowances for impairment, if any.

Weighted average method is used for computation of the cost of investments.

3.8 Investment in receivables

Investments in receivables are receivables which the subsidiary purchased or transferred and has intention to sell such receivables, stated at cost, net of an allowance for doubtful accounts.

The subsidiary estimates an allowance for doubtful accounts under the Bank of Thailand ("BOT")'s regulations and guidelines. The subsidiary categorizes their loan portfolio into five categories and determined an allowance for doubtful accounts subject to different levels of provisioning. Allowance for doubtful accounts for loans classified as normal and special mentioned are calculated based on the minimum percentage in accordance with the BOT's guidelines by using the value of collateral for calculation of reserve. For loans classified as

substandard, doubtful and doubtful of loss, the allowance rate is 100 percent of the difference between the outstanding loan value and present value of expected cash flows from proceeds of collateralized assets. The significant factor in the determination of the allowance for doubtful accounts is the value of collateral. Collateral pledged typically consists of land, buildings, and buildings under construction. Value of such collateral is based on independent appraisers.

Investment in receivables are written off as bad debts in the year that they are determined to be irrecoverable.

Bad debt written-off during the period is deducted from the allowance for doubtful accounts.

Bad debt and doubtful debts are presented as expenses in the statement of comprehensive income

3.9 Premises improvement and equipment

Premises improvement and equipment are stated at cost less accumulated depreciation and allowance for impairment (if any).

Depreciation is calculated using the straight-line method based on the estimated useful lives of the assets as follows:

Leasehold improvement	3 and 5 years
Furniture, fixtures and office equipment	3 and 5 years
Vehicles	5 years

Repairs and maintenance are charged as expenses to the statements of comprehensive income during the accounting period in which they are incurred. The cost of major renovations is included in the carrying amount of the asset when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Company and its subsidiary. Major renovations are depreciated over the useful life of the related asset.

The Company and its subsidiary have reviewed for

impairment of assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized in the statement of comprehensive income immediately.

3.10 Intangible assets

Intangible assets are stated at cost less accumulated amortization and allowance for impairment (if any).

Amortization

Amortization is charged to the statements of comprehensive income on a straight-line basis from the date that intangible assets are available for use over the estimated useful lives of the assets. The estimated useful lives are as follows:

Computer software license	Over the period of the license term
Computer software	5 years
Design the Company's logo	5 years

The carrying amount of each intangible asset is reviewed annually and adjusted for impairment where it is considered necessary.

Goodwill in a business combination

Goodwill in a business combination represents the excess of the cost of acquisition over the Company's interest in the fair value of the identifiable net assets acquired as at the date of acquisition.

Other costs directly attributable to the business combination are recorded as acquisition costs.

In the consolidated financial statements, the Company recognizes goodwill in a business combination as an asset recorded as of the acquisition date.

Goodwill is stated at cost less allowance for impairment (if any). The Company will perform impairment reviews of the goodwill at the statements of financial position date and

recognize its loss of impairment when the recoverable amount of the goodwill is less than its carrying amount.

3.11 Securities business payables and derivatives business payables

Securities business payables and derivatives business payables are the obligations of the Company in respect of its securities business and derivatives business with outside parties.

3.12 Long-term lease

Finance lease

Leases in terms of which the Company and its subsidiary substantially assumed all the risks and rewards of ownership are classified as finance leases. Equipment acquired by way of finance leases is capitalized at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and allowance for impairment. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the statement of comprehensive income.

Operating Lease

Lease in which substantially all the risks and rewards of ownership of assets remain with the lessor are accounted for as operating lease. Rentals applicable to such operating leases are charged to the statement of comprehensive income over the lease term.

3.13 Provision for liabilities

The Company and its subsidiary recognize provision as liabilities in the financial statements when the amount of the liability can be reliably estimated and are commitments when it is likely that loss of resources which are of economic

benefit to the Company and its subsidiary will result from settlement of such commitments.

3.14 Employment benefit obligations

The post-employment benefits obligation was calculated under the Thai Labor Protection Act by an independent actuary based on actuarial assumptions at the end of reporting period using Projected Unit Credit Method, which is estimate based on the present value of expected cash flows of benefits to be paid in the future taken into account the actuarial assumptions, including salaries, turnover rate, mortality rate, years of service and other factors.

Expenses for the unfunded defined benefit plan of the Company and its subsidiary are recognized as personnel expenses in the statement of comprehensive income.

Actuarial gain (loss) arising from post-employment benefits are recognized on other comprehensive income in the statement of comprehensive income.

3.15 Provident fund

The contribution for employee provident fund is recorded as expense when incurred.

3.16 Foreign currency transactions

Transactions denominated in foreign currencies incurred during the period are converted into Baht at the rates of exchange at transaction dates and monetary assets and liabilities at the statement of financial position date denominated in foreign currencies are converted into Baht at the reference exchange rates established by the Bank of Thailand on that date. Gains and losses on foreign exchange arising on settlements and conversion are recognized as income or expense in the statements of comprehensive income when incurred.

3.17 Income tax

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

Current tax

Current tax payable is based on taxable profit for the period. Taxable profit differs from profit as reported in the statement of income because it excludes items of income or expense that are taxable or deductible in other periods and further excludes items that are never taxable or deductible. The Company and its subsidiary's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the financial statement date.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit (tax base). Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed by the end of each reporting period. Deferred tax asset shall be reduced to the extent that utilized taxable profits decreased. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available to allow total or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and liabilities, and deferred tax assets and liabilities, are offset when there is a legally enforceable right to set off the recognized amounts and the Company and its subsidiary intend to settle on a net basis or to realize the asset and settle the liability simultaneously and when they relate to income taxes levied by the same taxation authority.

Income tax expenses or income related to profit or loss are presented in the comprehensive statement of income. Deferred taxes related to items recognized directly in owner's equity will be recognized directly in owner's equity.

3.18 Basic earnings (loss) per share

Basic earnings (loss) per share are determined by dividing net profit (loss) for the year by the weighted average number of ordinary shares held by outside parties outstanding during the year. In case of a capital increase, the number of shares is weighted according to time of subscription received.

3.19 Financial instruments

Financial instruments carried in the statements of financial position include cash and cash equivalents, intercompany and money market items, deposits at financial institutions, receivables from Clearing House, securities business receivables and derivative business receivables, investment, investment in subsidiary, payables to Clearing House, securities business payables and derivative business payables and finance lease liabilities. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

3.20 Use of management judgments

The preparation of financial statements in conformity with Thai Financial Reporting Standards requires the management of the Company and the subsidiary to exercise judgments in order to determine the accounting policies, estimates and assumptions that affect the reported amounts of assets, liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates.

4. SUPPLEMENTARY DISCLOSURES OF CASH FLOW INFORMATION

Non-cash items are as follows:

4.1 Premises improvement and equipment payables are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at December 31,		As at December 31,	As at December 31,
	2014	2014	2014	2013
	Baht	Baht	Baht	Baht
Beginning balances of premises improvement and equipment payables	9,378,699	9,378,699	-	-
<u>Add</u> Purchase of premises improvement and equipment	174,970,971	168,741,266	90,954,910	90,954,910
<u>Less</u> Cash paid for purchases of premises improvement and equipment	(167,964,887)	(162,787,086)	(76,816,211)	(76,816,211)
<u>Less</u> Increasing of asset from provision for demolition of office improvement	(6,469,105)	(5,619,105)	(1,960,000)	(1,960,000)
<u>Less</u> Purchases premises improvement and equipment by hire-purchasing agreement	-	-	(2,800,000)	(2,800,000)
Ending balances of premises improvement and equipment payables	<u>9,915,678</u>	<u>9,713,774</u>	<u>9,378,699</u>	<u>9,378,699</u>

4.2 Intangible asset payables are as follows:

	CONSOLIDATED	SEPARATE FINANCIAL STATEMENTS	
	FINANCIAL STATEMENTS	As at December 31,	As at December 31,
	As at December 31, 2014	2014	2013
	Baht	Baht	Baht
Beginning balances of intangible asset payables	4,462,503	4,462,503	-
<u>Add</u> Purchase of intangible assets	18,857,991	18,857,991	34,566,653
<u>Less</u> Cash paid for purchase of intangible assets	(23,050,051)	(23,050,051)	(30,104,150)
Ending balances of intangible asset payables	<u>270,443</u>	<u>270,443</u>	<u>4,462,503</u>

5. CASH AND CASH EQUIVALENTS

	CONSOLIDATED FINANCIAL STATEMENTS	SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2014	As at December 31, 2014	As at December 31, 2013
	Baht	Baht	Baht
Cash, short-term deposits and notes receivable with maturity less than three months*	1,534,385,757	1,534,380,757	240,398,022
Cash, short-term deposits managed by an asset management company	59,878,222	59,878,222	-
Less: Deposits for customers' accounts*	(1,306,380,015)	(1,306,380,015)	(22,256,027)
Total cash and cash equivalents	<u>287,883,964</u>	<u>287,878,964</u>	<u>218,141,995</u>

(* Deposit accounts for the customers are not shown as assets and liabilities in the financial statements according to the announcement of the SEC.)

6. INERCOMPANY AND MONEY MARKET ITEMS

	CONSOLIDATED FINANCIAL STATEMENTS		
	As at December 31, 2014		
	At Call Baht	On Time Baht	Total Baht
Domestic			
Commercial bank	59,664,307	-	59,664,307
Total	<u>59,664,307</u>	<u>-</u>	<u>59,664,307</u>

7. DEPOSITS AT FINANCIAL INSTITUTIONS

Deposits at financial institutions in the consolidated and separate statement of financial position as at December 31, 2014 of Baht 46.05 million and deposits at financial institutions in the separate statement of financial position of Baht 60.5 million, represent fixed deposits of the Company.

which pledged with the banks as collateral for credit line of bank overdraft and credit line of loans, to secure a letter of guarantee issued by these banks and pledged as a bond for the postponement of legal execution under a lawsuit (see Notes 19 and 35.1.1).

8. RECEIVABLES FROM CLEARING HOUSE

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	SEPARATE FINANCIAL STATEMENTS
	As at December 31, 2014	As at December 31, 2013
	Baht	Baht
Receivables from Thailand Clearing House (TCH)	229,994,966	172,988,473
Receivables from Thailand Clearing House (TCH) managed by an asset management company	12,815,699	-
Less: Receivables from Clearing House for the customers*	(39,321,861)	(1,793,360)
Total Receivables from Clearing House	<u>203,488,804</u>	<u>171,195,113</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 SEC.)

9. SECURITIES AND DERIVATIVES BUSINESS RECEIVABLES - NET

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	SEPARATE FINANCIAL STATEMENTS
	As at December 31, 2014	As at December 31, 2013
	Baht	Baht
<u>Securities business receivables</u>		
Customer accounts - cash	434,926,302	50,485,953
Customer accounts - credit balance	1,067,954,958	178,155,447
Collateral receivables	54,676,800	-
Securities Borrowing and Lending	377,000	-
Other receivables:		
Installment receivables	2,472,971	45,668,315
Receivables subject to legal proceedings	100,332,997	53,265,847
Others	-	6,535,748
Total securities business receivables	1,660,741,028	334,111,310
<u>Add: Accrued interest receivables</u>	67,391	36,903
<u>Less: Allowance for doubtful accounts (see Note 10)</u>	(91,585,900)	(96,722,813)
	<u>1,569,222,519</u>	<u>237,425,400</u>
<u>Derivatives business receivables</u>		
Derivatives business receivables	1,366,251	270,806
Securities and derivatives business receivables - net	<u>1,570,588,770</u>	<u>237,696,206</u>

As at December 31, 2014 and 2013, the Company has credit balance accounts and other receivables including interest receivables for which it has stopped recognizing interest income of approximately Baht 100.4 million and Baht 105.5 million, respectively.

The Company has classified securities and derivatives business receivables in accordance with the Notification of the Office of the Securities and Exchange Commission (SEC) as follows:

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			SEPARATE FINANCIAL STATEMENTS		
	As at December 31, 2014			As at December 31, 2013		
	Receivable	Allowance for	Receivable	Receivable	Allowance for	Receivable
	balance	doubtful accounts	balance- net	balance	doubtful accounts	balance - net
	set up by the Company			set up by the Company		
	Baht	Baht	Baht	Baht	Baht	Baht
Normal debts	1,561,804,770	-	1,561,804,770	228,912,206	-	228,912,206
Substandard debts	8,784,000	-	8,784,000	8,784,000	-	8,784,000
Doubtful debts	91,585,900	91,585,900	-	96,722,813	96,722,813	-
Total	<u>1,662,174,670</u>	<u>91,585,900</u>	<u>1,570,588,770</u>	<u>334,419,019</u>	<u>96,722,813</u>	<u>237,696,206</u>

10. ALLOWANCE FOR DOUBTFUL ACCOUNTS

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS As at December 31, 2014	SEPARATE FINANCIAL STATEMENTS As at December 31, 2013
	Baht	Baht
Beginning balance of the year	96,722,813	96,958,321
Less: Reversal of doubtful accounts	(5,136,913)	(235,508)
Less: Bad debt written-off	-	-
Ending balance of the year	<u>91,585,900</u>	<u>96,722,813</u>

11. SHORT-TERM LOAN TO SUBSIDIARY

On June 27, 2014, the Company has entered in to loan agreement to lend the money to its subsidiary in the amount of Baht 230 million. This loan is repayable on December 26, 2014 and the interest is 6 percent per annum.

The interest will be payable on 26th of each month. As at December 31, 2014, the Company received all payment of such loan.

12. INVESTMENTS - NET

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS As at December 31, 2014		SEPARATE FINANCIAL STATEMENTS As at December 31, 2013	
	Cost/book value	Fair value	Cost/book value	Fair value
	Baht	Baht	Baht	Baht
Trading securities				
Domestic marketable equity securities				
Ordinary securities	12,913,069	12,705,766	44,103,636	43,533,310
Less: Allowance for revaluation	(207,303)	-	(570,326)	-
Ordinary securities managed by an asset management company	189,950,053	197,623,278	-	-
Less: Allowance for revaluation	7,673,225	-	-	-
Unit trust	250,141,614	250,394,683	15,842,950	15,852,232
Add: Allowance for revaluation	253,069	-	9,282	-
Debt securities				
Unit trust	370,120,011	370,457,585	145,066,519	145,625,831
Less: Unit trust for customers	-	-	(45,000,000)	(45,000,000)
Add: Allowance for revaluation	337,574	-	559,312	-
Total trading securities	<u>831,181,312</u>	<u>831,181,312</u>	<u>160,011,373</u>	<u>160,011,373</u>
Available-for-sale securities				
Debt securities				
Debt securities of private sector	28,500,000	-	28,500,000	-
Less: Allowance for impairment	(28,500,000)	-	(28,500,000)	-
Available-for-sale securities - net	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Held-to-maturity debt securities				
Debt securities				
Debt securities of private sector	8,500,000	-	8,500,000	-
Less: Allowance for impairment	(8,500,000)	-	(8,500,000)	-
Held-to-maturity debt securities - net	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total investments - net	<u>831,181,312</u>	<u>831,181,312</u>	<u>160,011,373</u>	<u>160,011,373</u>

As at December 31, 2014 and 2013, the Company had available-for-sale and held-to-maturity debt securities which have problem to repay the debts at costs of Baht 28.5 million and Baht 8.5 million, respectively. The fair value of these investments cannot be calculated. However, the Company set aside fully allowance for impairment of these investments.

13. INVESTMENT IN RECEIVABLES

In June 2014, the subsidiary entered into agreement to purchase the right over a receivable from a domestic financial institution in the amount of Baht 331.83 million and has intention to sell such right of such receivable. The subsidiary presents it as investment in receivable. Subsequently, on June 24, 2014, the subsidiary (the "Seller") entered into agreement to transfer debt and/or related rights of the receivable with a company (the "Buyer"). The selling price was Baht 337 million to Baht 342 million depending on how long the buyer will purchase the rights and / or assets from the seller. The agreement is for the six-month period from June 30, 2014. On the agreement date, the subsidiary received a deposit from the buyer of Baht 81.83 million, and it has been recorded as a deposit received. Subsequently, during the year ended December 31, 2014, the subsidiary has

14. INVESTMENT IN SUBSIDIARY

As at December 31, 2014, investment in subsidiary is as following:

Company's name	Nature of Business	Country	Percentage of shareholding	Paid-up capital Baht	SEPARATE FINANCIAL STATEMENTS Cost method Baht
Subsidiary					
AAMC Asset Management Limited	Asset Management	Thailand	90.00	55,000,000	55,120,380
Total investment in subsidiary				55,000,000	55,120,380

On July 9, 2014, the Extraordinary General Meeting of Shareholders of the subsidiary had resolutions to approve the increasing in the authorized share capital from Baht 25,000,000 to Baht 100,000,000 by issuing new ordinary share in the amount of 750,000 shares offered with par value of Baht 100 each to the existing shareholders. The subsidiary has registered increasing in its authorized share capital with the Ministry of Commerce on July 23, 2014. Subsequently, on September 19, 2014 the Board of Director's meeting of the

received additional deposit received from the buyer as specified in the agreement of Baht 9.5 million. Thus, the outstanding of deposit received as at December 25, 2014, was Baht 91.3 million.

On December 25, 2014, the subsidiary entered into joint agreement with 3 parties including the subsidiary (the "Seller"), a company (the "Buyer") and a asset management company (the "Transferee") to let the subsidiary transfer the right over a receivables, which was agreed with the seller, to the transferee in the selling price of Baht 348.8 million. According to the agreement the buyer give a permission to the subsidiary to offset the deposit received of Baht 91.3 million with the selling price. The subsidiary received cash after offset the deposit received from the buyer of Baht 257.5 million on December 25, 2014 and recorded gain from sale of investment in receivables of Baht 17 million.

subsidiary No. 5/2014 has resolved to call up for the increased share capital of Baht 30,000,000 or approximately 40 percent of total increasing in the authorized share capital. The Company paid for the increased share capital in the percentage of shareholding in the amount of Baht 27 million on 21 November 2014. As a result, the Company has investment in the subsidiary as at December 31, 2014 of Baht 55.12 million.

15. PREMISES IMPROVEMENT AND EQUIPMENT - NET

CONSOLIDATED FINANCIAL STATEMENTS For the year ended December 31, 2014					
	Balance as at December 31,2013 Baht	Increase Baht	Disposal/ write off Baht	Transfer in (out) Baht	Balance as at December 31,2014 Baht
Cost					
Leasehold improvement	38,201,505	46,465,498	(3,794,953)	93,753,149	174,625,199
Furniture, fixtures and office equipment	42,416,541	18,085,446	(3,565,836)	23,870,348	80,806,499
Vehicle	3,100,000	-	(267,500)	267,500	3,100,000
Total cost	83,718,046	64,550,944	(7,628,289)	117,890,997	258,531,698
Accumulated depreciation			15,174	(1,140,058)	(22,888,079)
Leasehold improvement	(479,422)	(21,283,773)	2,377,095	1,140,058	(16,608,648)
Furniture, fixtures and office equipment	(4,399,594)	(15,726,207)	-	-	(727,014)
Vehicle	(107,014)	(620,000)	-	-	(727,014)
Total accumulated depreciation	(4,986,030)	(37,629,980)	2,392,269	-	(40,223,741)
Leasehold improvement and office equipment under installation	7,470,970	110,420,027	-	(117,890,997)	-
Total premises improvement and equipment - net	<u>86,202,986</u>				<u>218,307,957</u>

SEPARATE FINANCIAL STATEMENTS For the year ended December 31, 2014					
	Balance as at December 31,2013 Baht	Increase Baht	Disposal/ write off Baht	Transfer in (out) Baht	Balance as at December 31,2014 Baht
Cost					
Leasehold improvement	38,201,505	40,300,930	(3,794,953)	93,753,149	174,625,199
Furniture, fixtures and office equipment	42,416,541	18,020,309	(3,565,836)	23,870,348	168,460,631
Vehicle	3,100,000	-	(267,500)	267,500	80,741,362
Total cost	83,718,046	58,321,239	(7,628,289)	117,890,997	3,100,000
					252,301,993
Accumulated depreciation					
Leasehold improvement	(479,422)	(21,162,477)	15,174	(1,140,058)	(22,766,783)
Furniture, fixtures and office equipment	(4,399,594)	(15,725,386)	2,377,095	1,140,058	(16,607,827)
Vehicle	(107,014)	(620,000)	-	-	(727,014)
Total accumulated depreciation	(4,986,030)	(37,507,863)	2,392,269	-	(40,101,624)
Leasehold improvement and office equipment under installation	7,470,970	110,420,027	-	(117,890,997)	-
Total premises improvement and equipment - net	<u>86,202,986</u>				<u>212,200,369</u>

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For the year ended December 31, 2013

	Balance as at December 31,2012 Baht	Increase Baht	Transfer in (out) Baht	Decrease from Tranfer Business (see note1) Baht	Balance as at December 31,2013 Baht
Cost					
Leasehold improvement	1,172,481	19,056,302	19,145,203	(1,172,481)	38,201,505
Furniture, fixtures and office equipment	2,861,553	9,417,474	32,764,961	(2,627,447)	42,416,541
Vehicle	-	3,100,000	-	-	3,100,000
Total cost	<u>4,034,034</u>	<u>31,573,776</u>	<u>51,910,164</u>	<u>(3,799,928)</u>	<u>83,718,046</u>
Accumulated depreciation					
Leasehold improvement	(1,172,458)	(1,623,618)	-	1,172,458	(1,623,618)
Furniture, fixtures and office equipment	(2,809,462)	(3,018,653)	-	2,572,717	(3,255,398)
Vehicle	-	(107,014)	-	-	(107,014)
Total accumulated depreciation	<u>(3,981,920)</u>	<u>(4,749,285)</u>	<u>-</u>	<u>3,745,175</u>	<u>(4,986,030)</u>
Leasehold improvement and office equipment under installation	-	59,381,134	(51,910,164)	-	<u>7,470,970</u>
Total premises improvement and equipment - net	<u>52,114</u>				<u>86,202,986</u>

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For the years ended December 31,

Depreciation

2014 Baht	2014 Baht	2013 Baht
<u>37,629,980</u>	<u>37,507,863</u>	<u>4,749,285</u>

16. INTANGIBLE ASSETS - NET

CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2014

	Remaining Useful life	Balance as at December 31,2013 Baht	Increase Baht	Write-off Baht	Amortization Baht	Transfer in (out) Baht	Balance as at December 31,2014 Baht
Computer software license	1 year	107,000	267,500	(107,000)	(74,577)	374,500	567,423
Computer software	1-5 years	27,629,919	13,004,379	-	(8,902,929)	6,954,733	38,686,102
Design the Company's logo	4-5 years	287,163	21,400	-	(65,534)	21,400	264,429
Software under installation	-	4,963,630	5,564,712	-	-	(7,350,633)	3,177,709
Goodwill (see Note 1.2)	-	-	4,376,116	-	-	-	4,376,116
Total		<u>32,987,712</u>	<u>23,234,107</u>	<u>(107,000)</u>	<u>(9,043,040)</u>	<u>-</u>	<u>47,071,779</u>

SEPERATE FINANCIAL STATEMENTS

For the year ended December 31, 2014

	Remaining Useful life	Balance as at December 31,2013 Baht	Increase Baht	Write-off Baht	Amortization Baht	Transfer in (out) Baht	Balance as at December 31,2014 Baht
Computer software license	1 year	107,000	267,500	(107,000)	(74,577)	374,500	567,423
Computer software	1-5 years	27,629,919	13,004,379	-	(8,902,929)	6,954,733	38,686,102
Design the Company's logo	4-5 years	287,163	21,400	-	(65,534)	21,400	264,429
Software under installation	-	4,963,630	5,564,712	-	-	(7,350,633)	3,177,709
Total		<u>32,987,712</u>	<u>18,857,991</u>	<u>(107,000)</u>	<u>(9,043,040)</u>	<u>-</u>	<u>42,695,663</u>

For the year ended December 31, 2013

	Remaining Useful life	Balance as at December 31,2012 Baht	Increase Baht	Amortization Baht	Decrease from transfer business (see Note 1) Baht	Balance as at December 31,2013 Baht
Computer software license	1 year	22,658	107,000	(7,812)	(14,846)	107,000
Computer software	1 - 5 years	39,239	29,193,213	(1,570,303)	(32,230)	27,629,919
Design the Company's logo	5 years	-	302,810	(15,647)	-	287,163
Software under installation	-	-	4,963,630	-	-	4,963,630
Total		<u>61,897</u>	<u>34,566,653</u>	<u>(1,593,762)</u>	<u>(47,076)</u>	<u>32,987,712</u>

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For the year ended December 31,

2014 Baht	2014 Baht	2013 Baht
<u>9,043,040</u>	<u>9,043,040</u>	<u>1,593,762</u>

Amortization

17. DEFERRED TAX ASSETS - NET

The movements of deferred tax assets during the year ended December 31, 2014 and 2013 are as follows:

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
	Balance As at December 31, 2013 Baht	Items as recognized in profit or loss (see Note 34) Baht	Items as recognized in other comprehensive income Baht
	Balance As at December 31, 2014 Baht		
Allowance for impairment of investments	7,514,312	-	-
Employment benefit obligations	430,136	1,344,757	(634,323)
Amortization of intangible assets	1,455,982	(312,281)	-
Provisions for litigations	1,123,469	-	-
Deferred tax assets - net	10,523,899	1,032,476	(634,323)

SEPERATE FINANCIAL STATEMENTS			
	Balance As at December 31, 2012 Baht	Items as recognized in profit or loss (see Note 34) Baht	Balance As at December 31, 2013 Baht
Allowance for impairment of investments	7,538,398	(24,086)	7,514,312
Employment benefit obligations	466,164	(36,028)	430,136
Amortization of intangible assets	1,767,978	(311,996)	1,455,982
Provisions for litigations	1,117,871	5,598	1,123,469
Allowance for impairment of other assets	118,562	(118,562)	-
Deferred tax assets - net	11,008,973	(485,074)	10,523,899

For the years ended December 31, 2014 and 2013, the Company did not record deferred tax assets for temporary difference from partially of tax loss carried forward not over 5 years. Since, the Company's managements considered that there is uncertainty to utilize such tax loss in the future.

According to Section 3 of the Royal Decree No. 555 B.E. 2555 issued under the Revenue Code regarding the corporate income tax rate reduction effective on December 27, 2012, the corporate income tax rates is reduced from 30% to 20% of net profit for the accounting periods beginning on or after January 1, 2013 but not later than December 31, 2014 and

according to the Royal Decree No. 577 B.E. 2557 issued under the Revenue Code regarding the corporate income tax rate reduction effective on November 11, 2014, the corporate income tax rates were reduced from 30% to 20% of net income for an accounting period beginning on or after January 1, 2015, up to December 31, 2015.

The Company and its subsidiary used the tax rate of 20% for calculation of deferred tax for the years ended December 31, 2014 and 2013.

18. OTHER ASSETS - NET

CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2014 Baht	As at December 31, 2014 Baht	As at December 31, 2013 Baht
Deposits	7,490,585	7,490,585	4,281,956
Payments for clearing funds	22,359,374	22,359,374	20,126,689
Asset for protecting the clearing system	5,000,000	5,000,000	5,000,000
Prepaid expenses	7,270,228	7,270,228	916,793
Accrued interest income	3,612,440	3,612,440	4,730,074
Accrued income	5,367,496	5,367,496	616,920
Others	3,435,343	3,225,583	847,509
Less: Allowance for impairment of other assets	(393,360)	(393,360)	(393,360)
Total other assets - net	54,142,106	53,932,346	36,126,581

As at December 31, 2014 and 2013, outstanding balances of other assets include investment in securities amounting to Baht 0.1 million which the Company purchased to return to a customer in relation to the litigation (see Note 35.1.1).

19. CREDIT FACILITY FROM FINANCIAL INSTITUTIONS

As at December 31, 2014 and 2013, the Company has unused facilities for bank overdraft and loans from local banks as follows:

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2014 Baht	As at December 31, 2013 Baht	
Interest rate			
Credit line of bank overdrafts	Fixed plus margin, MOR*	45,000,000	65,000,000
Credit line of loans	Based on market condition	-	20,000,000
Credit line of Effect Not Clear**	0.5% per annum	200,000,000	200,000,000
Credit line of Effect Not Clear**/			
Intraday Advance Payment***	0.75% per annum	20,000,000	-
	265,000,000	285,000,000	

The Company's fixed deposits are pledged with banks as collateral for credit line of bank overdraft and credit line of loans (see Note 7).

* MOR is interest rate of Overdraft Facilities for Corporate Customer in Good Standing.

** Effect Not Clear means the service that the bank would pass the account owner's cheque before knowing the clearing result of the cheque which the account owner had deposited.

*** Intraday Advance Payment means the service that the bank would paid in advance for the owner which the owner will repay such advance to the bank within the same day.

20. SECURITIES AND DERIVATIVES BUSINESS PAYABLES

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS As at December 31, 2014 Baht	SEPARATE FINANCIAL STATEMENTS As at December 31, 2013 Baht
Securities business payables	558,637,252	20,164,609
Cash accounts	377,000	-
Securities borrowing and lending payables	559,014,252	20,164,609
Total securities business payables		
Derivatives business payables	1,216,350	50,390
Derivatives business payables	1,216,350	50,390
Total derivatives business payables		
Total securities business payables and derivatives business payables	560,230,602	20,214,999

21. FINANCE LEASE LIABILITIES

Finance lease liabilities are as follows:

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS As at December 31, 2014		
	Future minimum lease payments Baht	Interest Baht	Present value of minimum lease payments Baht
Within one year	791,004	110,183	680,821
After one year but within five years	1,516,091	89,020	1,427,071
Total	2,307,095	199,203	2,107,892

	SEPARATE FINANCIAL STATEMENTS As at December 31, 2013		
	Future minimum lease payments Baht	Interest Baht	Present value of minimum lease payments Baht
Within one year	791,004	150,524	640,480
After one year but within five years	2,307,095	199,203	2,107,892
Total	3,098,099	349,727	2,748,372

During the year 2013, the Company entered into a hire-purchase vehicle agreement with a leasing company. The term of agreement was 4 years, starting from December 1, 2013 to November 30, 2017, the Company has paid monthly rental installment of Baht 65,917.

22. DEBT ISSUED AND BORROWINGS

	Interest rate (percent)	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS As at December 31, 2014			
		Within 1 year Baht	1-5 years Baht	Over 5 years Baht	Total Baht
Bill of exchange	4.80 - 5.50	295,215,217	-	-	295,215,217
Subordinate debenture	5.00 - 6.00	614,000,000	455,000,000	-	1,069,000,000
Total		909,215,217	455,000,000	-	1,364,215,217

On January 31, 2014, the Extraordinary General Meeting of Shareholders No. 1/2014 had approved of the issuance of subordinate debenture through Private Placement or Public Offering in the limit of Baht 1,000 million. And on June 19, 2014, the Extraordinary General Meeting of Shareholders No. 2/2014 has approved of the issuance of subordinate debenture through

Private Placement in the additional limit of Baht 500 million. As at December 31, 2014, the Company has issued the subordinate debenture amount of Baht 1,069 million, therefore the remaining limit was Baht 431 million.

23. POST-EMPLOYMENT BENEFIT OBLIGATIONS

The Company and its subsidiary operate post-employment benefit plans under the Thai Labor Protection Act which are considered as unfunded defined benefit plans.

Expenditures recognized in consolidated and separate statements of comprehensive income in respect of the defined benefit plans are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31,	SEPARATE FINANCIAL STATEMENTS	
	2014 Baht	2014 Baht	2013 Baht
Current service costs	14,058,154	14,058,154	2,150,678
Interest costs	49,132	49,132	-
Less Post-employment benefit paid during the years	(7,383,500)	(7,383,500)	-
Less Reversal of post-employment benefit obligation due to employees' resignation during the years	-	-	(2,330,818)
	6,723,786	6,723,786	(180,140)

Movements in present value of the defined benefit obligation are as follows:

	CONSOLIDATED FINANCIAL STATEMENT	SEPARATE FINANCIAL STATEMENTS	
	For the years ended December 31,		
	2014	2014	2013
	Baht	Baht	Baht
Beginning defined benefit obligation of the year	2,150,678	2,150,678	2,330,818
Actuarial gain for employee benefit plan	(3,171,613)	(3,171,613)	-
Current service cost	14,058,154	14,058,154	2,150,678
Interest cost	49,132	49,132	-
Less Post-employment benefit paid during the years	(7,383,500)	(7,383,500)	
Less Reversal of post-employment benefit obligation due to employees' resignation during the years	-	-	(2,330,818)
Ending defined benefit obligation of the year	<u>5,702,851</u>	<u>5,702,851</u>	<u>2,150,678</u>

The principal actuarial assumptions used to calculate the obligations under the defined post-employment benefit plans as at December 31, 2014 and 2013 are as follows:

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	SEPARATE FINANCIAL STATEMENTS
	As at December 31, 2014	As at December 31, 2013
Financial assumptions		
Discount rate	2.94 %	3.54 %
Expected rate of salary increase	3 %	3 %
Retirement age	60 years	55 years
Turnover rate	0 - 16 %	0 - 10 %
	Subject to range of age of employee	Subject to range of age of employee

24. OTHER LIABILITIES

	CONSOLIDATED FINANCIAL STATEMENTS	SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2014	As at December 31, 2014	As at December 31, 2013
	Baht	Baht	Baht
Fixed asset payable	10,186,121	9,984,217	13,841,202
Provision for demolition of office improvement	8,429,105	7,579,105	1,960,000
Value-added-tax payable	6,790,057	6,790,057	366,440
Others	3,264,880	3,214,882	563,083
Total other liabilities	<u>28,670,163</u>	<u>27,568,261</u>	<u>16,730,725</u>

25. SHARE CAPITAL

25.1 Changing in par value of the Company's ordinary shares and reducing authorized share capital

On January 31, 2014, the Extraordinary General Meeting of Shareholders No. 1/2014 had resolutions to approve the changing in the par value of the Company's ordinary shares from Baht 5 per share of 172,000,000 shares to Baht 1 per share of 860,000,000 shares, and approve the reduction in authorized share capital of the Company from 860,000,000 shares with Baht 1 per share or equal to Baht 860,000,000 to be 844,083,520 shares with Baht 1 per share or equal to Baht 844,083,520 by cancelling authorized but unissued shares of the Company. The Company has registered such change with the Ministry of Commerce on February 10, 2014.

25.2 Increasing in authorized share capital

On January 31, 2014, the Extraordinary General Meeting of Shareholders No. 1/2014 had resolutions to approve the increasing in the authorized share capital of the Company in the amount of no more than Baht 487,633,408 by issuing new ordinary share in the amount of no more than 487,633,408 shares through a Right Offering of 168,816,704 ordinary shares and through a Private Placement of 100,000,000 ordinary shares, including the issuance of two types of warrants to purchase ordinary shares of the Company of which W2 will be of 168,816,704 warrants and W3 will be of 50,000,000 warrants. The Company has registered increasing in authorized ordinary

share capital in the amount of 487,633,408 shares with Baht 1 per share with the Ministry of Commerce on February 12, 2014. Resulting, the Company's issued share capital has been increased from Baht 844,083,520 to be Baht 1,331,716,928.

25.3 Issuance of ordinary shares

On January 31, 2014, the Extraordinary General Meeting of Shareholders No. 1/2014 had resolution to approve issue the new ordinary shares offered to the existing shareholders who subscribe to the Right Offering at the allocation ratio of 5 existing shares per 1 newly issued ordinary share. The number of securities offered was totally 168,816,704 shares at Baht 1 per share. And the shares remaining from the offering will be cancelled. Share subscription and payment period had been made during March 24 - 28, 2014. The Company partially sold, amounting to 165,660,189 shares and received amount of Baht 165,660,189. The remaining shares from the offering will be cancelled according to the resolution of the Extraordinary General Meeting of Shareholder. Subsequently, on April 2, 2014, the Company has already registered increasing in the issued and paid-up share capital with the Ministry of Commerce. Resulting, the Company's issued and paid-up share capital has been increased by Baht 165,660,189 from Baht 844,083,520 to be Baht 1,009,743,709. On April 17, 2014, the Stock Exchange of Thailand has received the additional shares. Resulting, the Company's new shares can be traded since that date.

26. WARRANTS TO PURCHASE ORDINARY SHARES

On January 31, 2014, the Extraordinary General Meeting of Shareholders No. 1/2014 has resolutions to approve the issuance of warrants (W2) of 168,816,704 units, which were offered to the existing subscribe to the Right Offering at the allocation ratio of 5 existing shares per 1 newly issued ordinary share with 1 unit of warrant at no cost. And the warrants remaining from the offering will be cancelled. The Company partially

allocated, amounting to 165,660,189 units since the company has the new ordinary shares remaining (see Note 25.3). The number of 3,156,515 warrants remaining from the allocation will be cancelled according to the resolution of the Extraordinary General Meeting. On April 11, 2014, the Company has issued the warrants to purchase ordinary share to the allocators. Details of the warrants to purchase ordinary share (W2) are as follows:

Number of warrants	: 165,660,189 units
Conversion ratio and exercise	: 1 unit of warrant can be converted to 1 ordinary share
Price	at Baht 2.00 per share
Period to exercise the warrant	: The warrants can be exercised every last working day of June and December throughout the life of warrant. The first exercise date of the warrants is June 30, 2014 and last exercise date is June 30, 2017
Term of the warrants	: 3 years from the issuance date (April 11, 2014 to April 10, 2017)

As at December 31, 2014, there is no number of exercise warrant-holders. Therefore, the outstanding number of warrants is 165,660,189 units.

27. LEGAL RESERVE

The Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any) until the reserve reaches 10% of the registered share capital according to the Public Limited Companies Act B.E. 2535. The statutory reserve could not be used for dividend payment.

For the year ended December 31, 2014, the Company set aside legal reserve at 5% of net income of Baht 0.33 million (For the year ended December 31, 2013 : nil).

Under the Civil and Commercial Code, the subsidiary is required to set aside as a statutory reserve at least five percent of its net profit each time a dividend is declared until the reserve reaches ten percent of the registered share capital. The reserve is not available for dividend distribution until the subsidiary finally wound up.

28. CAPITAL MANAGEMENT

The objective of the Company and its subsidiary in managing capital are to safeguard the Company and the subsidiary's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company has a policy to pay dividend at least 75% of net profit after legal reserve deduction. The payment is subject to the resolution of the shareholders' meeting.

29. BASIC EARNINGS (LOSS) PER SHARE

29.1 On February 10, 2014, the Company has changed its par value of ordinary shares from Baht 5 per share of 172,000,000 shares to new par value at Baht 1 per share of 860,000,000 shares (see Note 25.1). Therefore, the Company has adjusted the number of ordinary shares used in calculation of basic earnings per shares as presented for the comparative purpose as if the changing in value of its ordinary shares had been changed at the first reporting period

reported. However, the company has issued and paid-up share capital only 168,816,704 shares. As a result, the number of ordinary shares used in calculation of basic earnings per shares changed from 168,816,704 shares to be 844,083,520 shares (see Note 29.2).

29.2 Weighted average number of ordinary shares
The Company calculates the weighted average number of ordinary shares for the year ended December 31, 2014 as follows:

	For the year ended December 31, 2014	For the year ended December 31, 2013 (see Note 29.1)
	Shares	Shares
Number of ordinary shares outstanding at the beginning of the year	844,083,520	844,083,520
Weighted average number of new shares issued during the year (see Note 25.3)	127,562,775	-
Number of ordinary shares outstanding as at the ending of the year	<u>971,646,295</u>	<u>844,083,520</u>

30. PROVIDENT FUND

The Company has established a contributory registered provident fund, in accordance with the Provident Fund Act B.E. 2530. Under the plan, the employees of the Company must contribute 3% - 6% of their basic salaries and the Company must contribute 3% - 6%. The Company appointed a registered provident fund manager to manage the fund in compliance with the requirements of the Ministerial Regulations issued under the Provident Fund Act B.E. 2542.

For the years ended December 31, 2014 and 2013, the Company contributed to the provident fund and recorded as expenses as follows:

	CONSOLIDATED FINANCIAL STATEMENTS	SEPARATE FINANCIAL STATEMENTS	
	2014 Baht	2014 Baht	2013 Baht
Contribution expenses	5,804,673	5,804,673	1,231,084

31. BROKERAGE FEES

	CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2014 Baht	SEPARATE FINANCIAL STATEMENTS 2014 Baht	2013 Baht
Brokerage fees from securities business	442,926,595	442,926,595	7,000,849
Brokerage fees from derivatives business	35,145,317	35,145,317	385,678
Brokerage fees from selling agent of unit trust	12,624,562	12,624,562	5,958,108
Total brokerage fees	<u>490,696,474</u>	<u>490,696,474</u>	<u>13,344,635</u>

32. FEES AND SERVICE INCOME

	CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2014 Baht	SEPARATE FINANCIAL STATEMENTS 2014 Baht	2013 Baht
Underwriting fee	32,762,500	32,762,500	-
Investment advisory fees	37,309,751	35,145,317	269,046
Other	1,279,463	1,279,463	60,426
Total fees and service income	<u>71,351,714</u>	<u>71,351,714</u>	<u>329,472</u>

33. DIRECTORS AND MANagements' REMUNERATION

33.1 Directors' remuneration represents the benefit paid to the directors of the Company in accordance with Section 90 of the Public Limited Companies Act, excluding salaries and related benefits payable to directors who hold executive position. Directors' remuneration of the Company for the year ended December 31, 2014 were approved by the ordinary shareholders' meeting of the Company held on April 28, 2014. Directors' remuneration of the Company for year ended December 31, 2013 were approved by the ordinary shareholders' meeting of the Company held on April 29, 2013 and it has been approved for changing of Director's remuneration by Extraordinary General Meeting of Shareholders held on June 10, 2013.

33.2 Management benefit expenses represents cash remuneration as salaries, bonus and provident fund paid to the managements of the Company in accordance with the Notification of the Capital Market and Supervisory Board No. Tor Jor. 24/2552 dated July 20, 2009 regarding "Prescription of Prohibited Characteristics of Issuing Company's Director and Executive".

For the years ended December 31, 2014 and 2013, directors and managements' remuneration are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2014 Baht	SEPARATE FINANCIAL STATEMENTS 2014 Baht	2013 Baht
Director's remuneration	14,400,667	13,980,667	8,183,447
Management's remuneration			
Short-term employee benefits	33,773,325	33,773,325	14,343,830
Post-employment benefits	(199,483)	(199,483)	1,637,483
Total	<u>47,974,509</u>	<u>47,554,509</u>	<u>24,164,760</u>

34. INCOME TAX EXPENSE (INCOME)

The Company and its subsidiary use tax rate of 20% for calculation of income tax expense for the years ended December 31, 2014 and 2013.

For the years ended December 31, income tax expense consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS For the years ended December 31, 2014 Baht	SEPARATE FINANCIAL STATEMENTS 2014 Baht	2013 Baht
Income tax expense - current tax	1,618,472	-	-
Add (Less) Tax effect from deferred tax of			
Allowance for impairment of investments	-	-	24,086
Employment benefit obligations	(1,344,757)	(1,344,757)	36,028
Amortization of intangible assets	312,281	312,281	311,996
Provisions for litigations	-	-	(5,598)
Allowance for impairment of other assets	-	-	118,562
	<u>(1,032,476)</u>	<u>(1,032,476)</u>	<u>485,074</u>
Total income tax expense (income)	<u>585,996</u>	<u>(1,032,476)</u>	<u>485,074</u>

35. COMMITMENT AND CONTINGENT LIABILITIES

35.1 Litigations

35.1.1 Litigations against the Company by securities trading customers

1) The Company was sued by a securities trading customer as the second defendant for the return of securities with a monetary value of approximately Baht 3.3 million. During the year 2004, the Court of first instance gave a judgment that the Company, as an employer, was jointly responsible with the first

defendant. On January 29, 2010, the Appeal Court upheld the judgment of the Court of first instance. Subsequently, the Company appealed the court's decision to the Supreme Court. Currently, the case is under the consideration of the Supreme Court. The amount claimed, which included principal and interest, amounts to Baht 4.5 million. However, the Company has placed fixed deposit as a bond to postpone legal execution (see Note 7) and has purchased securities by Baht 0.1 million (see Note 18). As at December 31, 2014 and 2013, the Company

has set up a provision of Baht 5.6 million as a result of this litigation.

- 2) In 2009, the Company was sued by a securities trading customer seeking compensation of Baht 34.8 million for the Company's breach of a securities brokerage agreement. On February 17, 2011, the Court of first instance gave a judgment in favour of the plaintiff. During the year 2012, the Company appealed the Court's decision and on August 22, 2014, the Appeal court reverse a judgment. Currently, the case is in process of consideration to appeal to the Supreme Court by the securities trading customer. The Company's management believes that the Company will not be obliged to pay such compensation.

- 3) On March 27, 2012, the Company was sued by a securities trading customer, seeking compensation of Baht 11.23 million for the Company's breach of a securities brokerage agreement and inoperable from its inception. Subsequently, on October 31, 2013, the case has been dismissed. The plaintiff appealed the Court's decision and currently, the case is under the consideration of the Appeal Court. However, the Company's management believes that the Company will not be obliged to pay such compensation.

However, in case that the litigation matters listed above cause the Company's any damage over the recorded amounts as mentioned above. The Company can claim with UOB Kay Hian Securities (Thailand) Public Company Limited ("UOBKH") under the Assignment Agreement between the Company and the major shareholder which give the right to the Company to make a claim against UOBKH only for the case incurred before March 26, 2013. The Company can make a claim against UOBKH within 60 days from the date of final judgment.

35.1.2 Litigation against the Company by a former major shareholder of the Company (Formerly United Securities Public Company Limited).

In 2013, the Company was sued as a third defendant by the former major shareholder of United Securities Public Company Limited, to prohibit the transfer of SET Membership to the UOBKH as the Board of Directors of the Company had resolved in the meeting No. 3/2013 (see Note 1.1). On September 23, 2014, the case was dismissed by the court of first instance. However, the former major shareholder appealed this decision to the Appeal Court. Accordingly, as at December 31, 2014, the Company has not transferred SET Membership to UOBKH.

- 35.2 The Company and its subsidiary have non-cancellable lease agreements for office premises and facilities for period of 1 - 4 years, those agreements shall be renewable every 1 - 4 years. In addition, the Company have non-cancellable lease agreements for vehicle for period of 4 years with the rental fee rate as specified in such agreements. The Company and its subsidiary do not have an option to purchase the leased assets at the expiry of lease period. These agreements will be expired within December 2018.

As at December 31, 2014 and 2013, the Company and its subsidiary are required to pay the rental and related service fee under lease agreements for office premises and facilities and vehicle as follows:

Unit : Baht

Type	CONSOLIDATED FINANCIAL STATEMENTS	
	Remaining rental expenses	
	As at December 31, 2014	
	Within 1 year	Within 2 - 5 years
Building	25,997,297	21,498,019
Office equipment	8,158,003	17,536,902
Vehicle	8,670,400	16,428,591

Unit : Baht

Type	SEPARATE FINANCIAL STATEMENTS			
	Remaining rental expenses			
	As at December 31, 2014		As at December 31, 2013	
	Within 1 year	Within 2 - 5 years	Within 1 year	Within 2 - 5 years
Building	25,259,121	21,498,019	19,419,188	29,690,465
Office equipment	8,158,003	17,536,902	2,134,746	5,570,225
Vehicle	8,670,400	16,428,591	3,890,919	9,887,839

- 35.3 As at December 31, 2014 and 2013, the Company and the subsidiary have capital commitments to pay premises improvement and equipment under installation and purchase computer software as follows:

Type	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	Remaining rental expenses		Remaining rental expenses	
	As at December 31, 2014 Baht	As at December 31, 2014 Baht	As at December 31, 2014 Baht	As at December 31, 2013 Baht
Premises improvement and equipment under installation	-	-	-	14,115,685
Purchase computer software	3,177,710	3,177,710	3,177,710	5,327,121

- 35.4 As at December 31, 2014 and 2013, the Company is required to pay to The Stock Exchange of Thailand monthly securities trading fee of Baht 50,000 and at a rate of 0.005 percent of the trading value.

- 35.5 As at December 31, 2014 and 2013, the Company is required to pay service fee to the Thailand Depository Company Limited for rendering securities depository system services at the rates according to each type of services.

- 35.6 As at December 31, 2014 and 2013, the Company is required to pay fee to the Office of the Securities and Exchange Commission for its business operations under the license whereby the Company is charged a fee at a rate of 1 percent of total fee income which is calculated from net capital gain arisen from the trading of debt securities and unit trusts and fee income from securities underwriting. Such fee shall not be less than Baht 500,000 per annum.

35.7 As at December 31, 2014 and 2013, the Company is required to pay contributions to the Compensation Fund for Securities Clearing and Settlement, which is overseen by the Thailand Securities Depository Company Limited (TSD), and the Compensation Fund for Derivatives Clearing and Settlement, which is overseen by the Thailand Clearing House Company Limited (TCH) at certain rates of its net settlements each month.

35.8 As at December 31, 2014 and 2013, the Company is required to pay annual membership fee to the Thailand Future Exchange Public Company Limited ("TFEX") of Baht 500,000 per annum and annual fee to Thailand Clearing House Co., Ltd. of Baht 300,000 per annum and also monthly fee of Baht 15,000.

35.9 As at December 31, 2014, the Company is required to pay service fee to a company in the amount of Baht 1.88 million for service received to promote Corporate Image and Corporate Public Relation to the Company.

36. RELATED PARTY TRANSACTIONS

Related persons or entities of the Company and the subsidiary are defined as persons or entities that control the Company and the subsidiary or are controlled by the Company and the subsidiary, whether directly or indirectly or are under the same control as the Company and the subsidiary including holding companies. In addition, related parties also include individuals owning, directly or indirectly, an interest in the voting shares of the Company and the subsidiary and have significant influence over the Company and the subsidiary, key management personnel, directors or officers of the Company and the subsidiary. This also applies to the close members of the family of such individuals and companies associated with these individuals.

In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form.

The names of the related companies are as follows:

Name	Relationship	Business type
AAMC Asset Management Company Limited	Subsidiary	Asset management
UOB Kay Hian Securities (Thailand) Public Company Limited*	Parent company	Securities and derivatives business
United Overseas Bank (Thai) Public Company Limited*	Same group company	Banking
UOB (Thai) Assets Management Company Limited*	Same group company	Asset management

* Such companies were no longer the related companies since May 2, 2013 because the major shareholder of the Company has been changed (see Note 1.1).

The pricing policies for particular types of transactions are explained further below:

Transactions	Pricing policies
Commission income	At agreed price but not exceed to 1% of the actual amount of payment
Interest income	At agreed price which approximates market value
Other incomes	At agreed price which approximates market value
Expenses	At the actual amount of payment
Fee expenses	Under service agreement which is in normal business operation
Rental and service expense	At the rate determined under the agreement

The Company has no outstanding balance with related parties as at December 31, 2014 and 2013.

Significant transactions with related parties for the years ended December 31, 2014 and 2013 are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS	SEPARATE FINANCIAL STATEMENTS	
	For the years ended December 31,		
	2014 Baht	2014 Baht	2014 Baht
Commission income			
Directors	94,672	94,672	-
Interest income			
AAMC Asset Management Company Limited	-	6,918,904	-
United Overseas Bank (Thai) Public Company Limited	-	-	1,058,359
Other income			
UOB Kay Hian Securities (Thailand) Public Company Limited	-	-	166,301
Advisory and service income			
UOB (Thai) Assets Management Company Limited	-	-	4,137
Fee expenses			
United Overseas Bank (Thai) Public Company Limited	-	-	1,500
Rental and service expenses			
UOB Kay Hian Securities (Thailand) Public Company Limited	-	-	391,853

37. FINANCIAL INFORMATION BY SEGMENT

The operation of the Company involves mainly in securities and derivatives brokerage businesses. Subsequently during the year 2011, the Company transferred such securities businesses to UOB Kay Hian Securities (Thailand) Public Company Limited. The Company has continues to operate securities business of securities trading, securities underwriting and investment advisory service. However, in October 2013, the Company resumed operation in securities and derivatives

brokerage businesses. The subsidiary operates in asset management business.

The major geographic operation area of the Company and its subsidiary are in Thailand. Accordingly, no geographical area segment information is presented. Financial information by segment of the Company and its subsidiary for the years ended December 31, 2014 and 2013 are as follows:

CONSOLIDATED FINANCIAL STATEMENTS
For the year ended December 31, 2014

	Securities and derivatives business Baht	Investing business Baht	Asset management business Baht	Elimination entries Baht	Total Baht
Brokerage fees	490,696,474	-	-	-	490,696,474
Fee and service income	71,351,714	-	-	-	71,351,714
Gain (loss) on securities	(856,853)	77,318,308	-	-	76,461,455
Gain on sale of investment in receivables	-	-	17,000,000	-	17,000,000
Interest income	-	8,794,140	37,832	(6,918,904)	1,913,068
Interest on margin loans	46,827,905	-	-	-	46,827,905
Profit from operations by segment	359,270,927	86,112,448	6,432,436	6,918,904	458,734,715
Unallocated income and expenses:					
Interest income					15,319,483
Other incomes					2,269,409
Other operating expenses					(462,717,160)
Income before income tax expense					13,606,447
Income tax expense (income)					585,996
Net profit					13,020,451

CONSOLIDATED FINANCIAL STATEMENTS
For the year ended December 31, 2014

	Securities and derivatives business Baht	Investing business Baht	Asset management business Baht	Elimination entries Baht	Total Baht
Brokerage fees	490,696,474	13,344,635	-	-	490,696,474
Fee and service income	71,351,714	-	-	-	71,351,714
Gain (loss) on securities	(856,853)	77,318,308	-	-	76,461,455
Gain on sale of investment in receivables	-	-	17,000,000	-	17,000,000
Interest income	-	8,794,140	37,832	(6,918,904)	1,913,068
Interest on margin loans	46,827,905	-	-	-	46,827,905
Profit from operations by segment	359,270,927	86,112,448	6,432,436	6,918,904	458,734,715
Unallocated income and expenses:					
Interest income					15,319,483
Other incomes					2,269,409
Other operating expenses					(462,717,160)
Income before income tax expense					13,606,447
Income tax expense (income)					585,996
Net profit					13,020,451

SEPARATE FINANCIAL STATEMENTS
For the years ended December 31,

	Securities and derivatives business		Investing business		Elimination entries		Total	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Brokerage fees	490,696,474	413,344,635	-	-	-	-	490,696,474	13,344,635
Fee and service income	71,351,714	329,472	-	-	-	-	71,351,714	329,472
Gain (loss) on securities	(856,853)	-	77,318,308	11,496,209	-	-	76,461,455	11,496,209
Interest income	-	723,578	8,794,140	18,984,756	-	-	8,794,140	19,708,334
Interest on margin loans	46,827,905	1,349,196	-	-	-	-	46,827,905	1,349,196
Profit (loss) from operations by segment	359,270,927	(5,357,501)	86,112,448	27,353,265	-	-	445,383,375	21,995,764
Unallocated income and expenses:								
Interest income							15,319,483	1,648,484
Other incomes							2,269,409	2,324,366
Other operating expenses							(457,416,728)	(65,558,029)
Income (loss) before income tax expense							5,555,539	(39,589,415)
Income tax expenses (income)							(1,032,476)	485,074
Net profit (loss)							6,588,015	(40,074,489)

	Securities and derivatives business		Investing business		Asset management business		Unallocated assets		Elimination entries		Total	
	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements
	As at December 31, 2014	As at December 31, 2013	As at December 31, 2014	As at December 31, 2013	As at December 31, 2014	As at December 31, 2013	As at December 31, 2014	As at December 31, 2013	As at December 31, 2014	As at December 31, 2013	As at December 31, 2014	As at December 31, 2013
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Assets by segment	1,801,436,948	434,634,928	831,181,066	160,011,373	65,986,656	-	630,700,625	418,733,337	-	-	3,329,305,295	1,013,379,638

38. RISKS MANAGEMENT

38.1 Liquidity risk

Under the Notification of the Office of the Securities and Exchange Commission No. Kor Tor. 18/2549 regarding “Principle for Maintaining Capital Adequacy”, the Company shall have adequate capital at the end of the day at least Baht 15 million and at least 7% of general liability.

The Company has been granted a securities business license in the form of derivatives agent in accordance with the law of derivatives agent. The Company has to maintain capital adequacy at the end of the day at least Baht 25 million and at least 7% of general liability and assets which will be placed as collateral except in case the Company discontinues operation of derivatives agent and informs the Securities and

Exchange Commission, after which the Company has to maintain capital following the requirement in the first paragraph above.

Additionally, in accordance with the Regulation of Thailand Clearing House Co., Ltd. (TCH) Chapter 300 “Ordinary Members” regarding the “Qualification of Membership”, the Ordinary Membership is required to have share capital at least Baht 100 million for membership operating only derivatives business.

As at December 31, 2014 and 2013, the Company has net liquid capital ratio higher than the requirement of the Office of the Securities and Exchange Commission and has shareholders’ equity higher than the requirement of TCH.

The maturity dates of financial instruments held as of June 30, 2014 and December 31, 2013, counting from the statement of financial position dates, are as follows:

Unit: Million Baht

CONSOLIDATED FINANCIAL STATEMENTS							
As at December 31, 2014							
Outstanding balances of financial instruments							
	At call	Within 1 year	1-5 years	Over 5 years	No maturity	Non-performing receivables	Total
Financial assets							
Cash and cash equivalents	287.9	-	-	-	-	-	287.9
Intercompany and money market items	-	59.7	-	-	-	-	59.7
Deposit at financial institutions	-	46.1	-	-	-	-	46.1
Receivables from Clearing House	-	203.5	-	-	-	-	203.5
Securities and derivatives business receivables - net	-	1,561.8	-	-	-	8.8	1,570.6
Investments - net	-	831.2	-	-	-	-	831.2
Financial liabilities							
Payable to Clearing House	-	136.9	-	-	-	-	136.9
Securities and derivatives business payables - net	-	560.2	-	-	-	-	560.2
Finance lease liabilities	-	0.7	1.4	-	-	-	2.1
Debt issued and borrowings	-	909.2	455.0	-	-	-	1,364.2

Unit: Million Baht

SEPARATE FINANCIAL STATEMENTS As at December 31, 2014 Outstanding balances of financial instruments						
	At call	Within 1 year	1-5 years	Over 5 years	No maturity	Non-performing receivables
Financial assets						
Cash and cash equivalents	287.9	-	-	-	-	-
Deposit at financial institutions	-	46.1	-	-	-	-
Receivables from Clearing House	-	203.5	-	-	-	-
Securities and derivatives business receivables - net	-	1,561.8	-	-	-	8.8
Investments - net	-	831.2	-	-	-	-
Investment in subsidiary	-	-	-	-	55.1	-
Financial liabilities						
Payable to Clearing House	-	136.9	-	-	-	-
Securities and derivatives business payables - net	-	560.2	-	-	-	-
Finance lease liabilities	-	0.7	1.4	-	-	-
Debt issued and borrowings	-	909.2	455.0	-	-	-

Unit: Million Baht

SEPARATE FINANCIAL STATEMENTS As at December 31, 2013 Outstanding balances of financial instruments						
	At call	Within 1 year	1-5 years	Over 5 years	No maturity	Non-performing receivables
Financial assets						
Cash and cash equivalents	118.1	100.0	-	-	-	-
Deposit at financial institutions	-	60.5	-	-	-	-
Receivables from Clearing House	-	171.2	-	-	-	-
Securities and derivatives business receivables - net	-	228.9	-	-	-	8.8
Investments - net	-	-	-	-	160.0	-
Financial liabilities						
Payable to Clearing House	-	32.7	-	-	-	-
Securities and derivatives business payables - net	-	20.2	-	-	-	-
Finance lease liabilities	-	0.6	2.1	-	-	-

38.2 Financial instruments risk

The Company and its subsidiary have no policy for speculation in or engaging in the trading of any derivative financial instruments.

38.2.1 Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

Outstanding significant financial assets and liabilities as at December 31, 2014 and 2013 which may be affected by fluctuation of market interest rates are as follows;

CONSOLIDATED FINANCIAL STATEMENTS As at December 31, 2014 Outstanding balances of net financial instruments Repricing or maturity dates									
	Floating Rate	Within 1 year	1-5 years	Over 5 years	Non-performing receivables	No interest	Total	Interest rate (%)	
								Floating rate	Fixed rate
Financial assets									
Cash and cash equivalents	287.9	-	-	-	-	-	287.9	0.13 - 2.60	-
Intercompany and money market items	-	59.7	-	-	-	-	59.7	0.375	-
Deposit at financial institutions	-	46.1	-	-	-	-	46.1	-	1.25 - 2.50
Receivables from Clearing House	-	-	-	-	-	203.5	203.5	-	-
Securities and derivative business receivable - net	-	1,067.9	2.5	-	8.8	491.4	1,570.6	5.425 - 12.00	15.00
Investments - net	-	-	-	-	-	831.2	831.2	-	-
Financial liabilities									
Payable to Clearing House	-	-	-	-	-	136.9	136.9	-	-
Securities and derivatives business payables - net	-	-	-	-	-	560.2	560.2	-	-
Finance lease liabilities	-	0.7	1.4	-	-	-	2.1	-	6.1237
Debt issued and borrowings	-	909.2	455.0	-	-	-	1,364.2	-	4.80 - 6.00

Unit: Million Baht

SEPERATE FINANCIAL STATEMENTS									
As at December 31, 2014									
Outstanding balances of net financial instruments									
Repricing or maturity dates									
	Floating	Within	1-5	Over	Non-performing	No	Total	Interest rate (%)	
	Rate	1 year	years	5 years	receivables	interest		Floating	Fixed
								rate	rate
Financial assets									
Cash and cash equivalents	287.9	-	-	-	-	-	287.9	0.13 - 2.60	-
Deposit at financial institutions	-	46.1	-	-	-	-	46.1	-	1.25 - 2.50
Receivables from Clearing House	-	-	-	-	-	203.5	203.5	-	-
Securities and derivative business									
receivable - net	-	1,067.9	2.5	-	8.8	491.4	1,570.6	5.425 - 12.00	15.00
Investments - net	-	-	-	-	-	831.2	831.2	-	-
Investment in subsidiary	-	-	-	-	-	55.1	55.1	-	-
Financial liabilities									
Payable to Clearing House	-	-	-	-	-	136.9	136.9	-	-
Securities and derivatives business									
payables - net	-	-	-	-	-	560.2	560.2	-	-
Finance lease liabilities	-	0.7	1.4	-	-	-	2.1	-	6.1237
Debt issued and borrowings	-	909.2	455.0	-	-	-	1,364.2	-	4.80 - 6.00

Unit: Million Baht

SEPERATE FINANCIAL STATEMENTS									
As at December 31, 2013									
Outstanding balances of net financial instruments									
Repricing or maturity dates									
	Floating	Within	1-5	Over	Non-performing	No	Total	Interest rate (%)	
	Rate	1 year	years	5 years	receivables	interest		Floating	Fixed
								rate	rate
Financial assets									
Cash and cash equivalents	107.2	105	-	-	-	5.9	218.1	0.50	2.25 - 5.50
Deposit at financial institutions	-	60.5	-	-	-	-	60.5	-	0.25 - 3.15
Receivables from Clearing House	-	-	-	-	-	171.2	171.2	-	-
Securities and derivative business									
receivable - net	-	178.2	-	-	8.8	50.7	237.7	-	5.50 - 6.50
Investments - net	-	-	-	-	-	160.0	160.0	-	-
Financial liabilities									
Payable to Clearing House	-	-	-	-	-	32.7	32.7	-	-
Securities and derivatives business									
payables - net	-	-	-	-	-	20.2	20.2	-	-
Finance lease liabilities	-	0.6	2.1	-	-	-	2.7	-	3.25

38.2.2 Credit risk

Credit risk primarily with respect to investments in debt securities and securities and derivative business receivables derives from failure by counterparties to discharge their obligations resulting in financial loss to the Company and the subsidiary. The maximum exposure to credit risk is limited to the carrying amounts of investments in debt securities and securities and derivative business receivables as stated in the statement of financial position.

38.2.3 Currency risk

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

The Company and the subsidiary consider themselves as having no foreign currency risk because they have no foreign currency transactions, and no financial assets and liabilities denominated in foreign currencies are outstanding at the statement of financial position date.

38.2.4 Fair value

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Considerable judgment is necessarily required in the estimation of fair value of the financial statements. Accordingly, the estimated fair value presented herein is not necessarily indicative of the amount that could be realized in the current market exchange. The use of different market assumptions and/or estimation methods may have a material effect on the estimated fair value. The following methods and assumptions were used by

the Company and the subsidiary in estimating fair value of financial instruments.

The approximate fair values of most financial assets and financial liabilities are based on the amounts recognized in the statement of financial position as they are short-term and non-interest sensitive except for the approximate fair values of investments. For investments in trading and available-for-sale securities, fair values are based on quoted market price. For general investments in non-listed equity securities, fair values are estimated from net cost after impairment (if any).

As at December 31, 2014 and 2013, fair value of financial assets and financial liabilities are not significantly different from their carrying values.

39. EVENT AFTER REPORTING PERIOD

According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2014, which held on January 31, 2014, had approved to issued and allocate of newly issued ordinary shares capital through Private Placement (PP) amounting to 100,000,000 shares with the offering price of any sale of ordinary shares through PP must not be less than 90 percent of average market price 15 days before establishing the price and not lower than the Right Offering Price (Baht 1) with the condition that any subscription of 2 newly issued ordinary shares will get 1 unit of warrant W3 at no cost. Such warrant W3 have an expiration date of 3 years from the issuance date, the conversion ratio is 1 unit of warrant W3 can be converted to 1 ordinary share at Baht 3.00 per share, the conversion period will be every last business day of March and September of every year. The Company has already registered increasing in the issued and paid-up share capital for sustention the warrant W3 on February 12, 2014 (see Note 25.2).

Subsequent, on January 26, 2015, the Board of Director's Meeting No. 1/2015 has pass a resolution to issue and allocate the newly issued ordinary shares of 100,000,000 shares

through PP with the offering price of Baht 1.32 per share, which not be less than 90 percent of average market price 15 days before establishing the price and not lower than the Right Offering Price (Baht 1), as approved by the Extraordinary General Meeting of Shareholders No. 1/2014. The Company offered the newly issued ordinary shares during January 27 - 29, 2015 and has been fully paid for the share subscription amounting to Baht 132,000,000 on January 29, 2015. Subsequently, on February 3, 2015, the Company has already registered increasing in the issued and paid-up share capital

with the Ministry of Commerce. Resulting, the Company's issued and paid-up share capital has been increased by Baht 100,000,000 from Baht 1,009,743,709 to be Baht 1,109,743,709. On February 6, 2015, the Stock Exchange of Thailand has received the additional shares. Resulting, the Company's new shares can be traded since that date.

40. APPROVAL OF FINANCIAL STATEMENTS

These financial statements have been approved for issuing by the authorized director on February 27, 2015.

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