Maybank Kim Eng Securities (Thailand) Public Company Limited and its subsidiary Report and financial statements 31 December 2012

#### **Independent Auditor's Report**

To the Shareholders of Maybank Kim Eng Securities (Thailand) Public Company Limited

I have audited the accompanying consolidated financial statements of Maybank Kim Eng Securities (Thailand) Public Company Limited and its subsidiary, which comprise the consolidated statement of financial position as at 31 December 2012, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information and have also audited the separate financial statements of Maybank Kim Eng Securities (Thailand) Public Company Limited for the same period.

#### Management's Responsibility for the Financial Statements

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

#### **Auditor's Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's 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.

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

for my audit opinion.

**Opinion** 

In my opinion, the financial statements referred to above present fairly, in all material respects,

the financial position of Maybank Kim Eng Securities (Thailand) Public Company Limited and its

subsidiary and of Maybank Kim Eng Securities (Thailand) Public Company Limited as at 31

December 2012, and their financial performance and cash flows for the year then ended in

accordance with Thai Financial Reporting Standards.

Other matters

The consolidated financial statements of Maybank Kim Eng Securities (Thailand) Public

Company Limited and its subsidiary and the separate financial statements of Maybank Kim Eng

Securities (Thailand) Public Company Limited for the year ended 31 December 2011 were

audited by another auditor who, under her report dated 8 February 2012, expressed an

unqualified opinion on those statements.

Ratana Jala

Certified Public Accountant (Thailand) No. 3734

Ernst & Young Office Limited

Bangkok: 7 February 2013

2

#### Maybank Kim Eng Securities (Thailand) Public Company Limited and its subsidiary Statement of Financial Position

As at 31 December 2012

(Unit: Baht)

|  |      | Consolidated finar | ncial statements | Separate financi | al statements |
|--|------|--------------------|------------------|------------------|---------------|
| _  | Note | 2012               | 2011             | 2012             | 2011          |
| _  |      |                    |                  |                  |               |
| Assets                                     |      |                    |                  |                  |               |
| Cash and cash equivalents                  | 7    | 301,264,070        | 436,944,122      | 271,776,475      | 373,414,466   |
| Deposits at financial institutions         | 8    | 3,450,759          | 3,446,674        | 3,450,759        | 3,446,674     |
| Receivables from Clearing House            | 9    | 1,245,125,890      | 178,179,476      | 1,245,125,890    | 178,179,476   |
| Securities and derivatives business receiv | 10   | 11,676,878,218     | 5,870,370,914    | 11,676,878,218   | 5,870,370,914 |
| Investment                                 | 13   | 74,757,822         | 35,001,067       | 74,757,822       | 35,001,067    |
| Investments in subsidiary                  | 14   | -                  | -                | 50,693,137       | 99,999,980    |
| Loans to employees under welfare prograi   | 35   | 289,116,853        | 323,156,809      | 289,116,853      | 323,156,809   |
| Equipment                                  | 15   | 154,576,496        | 142,622,806      | 150,404,326      | 139,991,453   |
| Intangible assets                          | 16   | 31,628,981         | 23,792,302       | 28,506,351       | 21,697,875    |
| Property foreclosed                        |      | 9,886,500          | 9,886,500        | 9,886,500        | 9,886,500     |
| Deposits                                   |      | 41,222,123         | 39,446,015       | 41,214,739       | 39,426,740    |
| Other assets                               | 17   | 145,223,800        | 103,354,882      | 141,671,428      | 101,631,117   |
| Total assets                               |      | 13,973,131,512     | 7,166,201,567    | 13,983,482,498   | 7,196,203,071 |

# Maybank Kim Eng Securities (Thailand) Public Company Limited and its subsidiary Statement of Financial Position (continued)

As at 31 December 2012

| П | lnit: | Raht) |  |
|---|-------|-------|--|

| Note 2012 2011 2012 2011  Liabilities and shareholders' equity  Liabilities  |                                     |  |  |
|--|-------------------------------------|--|--|
| • •  | <del>-</del>                        |  |  |
| • •  |                                     |  |  |
| Liabilities  | and shareholders' equity            |  |  |
|  | <b>i</b>                            |  |  |
| Borrowings from financial institutions 18 2,170,000,000 594,000,000 2,170,000,000 594,000,0  | s from financial institutions       |  |  |
| Payables to Clearing House 451,884,582 - 451,884,582   | to Clearing House                   |  |  |
| Securities and derivatives business payab 19 3,956,161,311 1,354,730,346 3,956,161,311 1,354,730,3                                 | and derivatives business payab      |  |  |
| Derivatives liabilities 12 24,287,154 5,951,432 24,287,154 5,951,4   | s liabilities                       |  |  |
| Debt issued and borrowings 20 2,007,423,532 - 2,007,423,532  | ed and borrowings                   |  |  |
| Provisions 21 83,729,320 57,765,356 83,025,535 57,428,9  | 3                                   |  |  |
| Accrued bonus 305,799,373 480,784,004 305,099,373 480,259,4  | onus                                |  |  |
| Income tax payable 131,393,646 133,493,250 131,393,646 133,493,2   | x payable                           |  |  |
| Accrued expenses 103,738,259 75,446,194 102,015,150 74,993,2   | xpenses                             |  |  |
| Liabilities under financial lease agreement 23 17,569,177 16,518,166 16,072,114 14,806,8   | under financial lease agreement     |  |  |
| Dividend payable 167,230,381 916,404 167,230,380 916,4   | payable                             |  |  |
| Other liabilities 36,902,005 26,514,884 36,450,451 26,371,7  | ilities                             |  |  |
| <b>Total liabilities</b> 9,456,118,740 2,746,120,036 9,451,043,228 2,742,951,5   | Total liabilities                   |  |  |
| Shareholders' equity   | Shareholders' equity                |  |  |
| Share capital  | Share capital                       |  |  |
| Registered   | red                                 |  |  |
| 572,250,000 ordinary shares of Baht 5 each 2,861,250,000 2,861,250,000 2,861,250,000 2,861,250,000                                 | 50,000 ordinary shares of Baht 5 ea |  |  |
| Issued and fully paid-up   | and fully paid-up                   |  |  |
| 570,814,500 ordinary shares of Baht 5 each 2,854,072,500 2,854,072,500 2,854,072,500 2,854,072,500                                 | 4,500 ordinary shares of Baht 5 ea  |  |  |
| Share premium 523,570,729 523,570,729 523,570,729 523,570,729  | mium                                |  |  |
| Premium on treasury shares 25 19,218,670 5,347,943 19,218,670 5,347,9  | on treasury shares                  |  |  |
| Retained earnings  | earnings                            |  |  |
| Appropriated - statutory reserve 26 286,125,000 286,125,000 286,125,000 286,125,000  | iated - statutory reserve           |  |  |
| Appropriated - treasury shares reserve 25 - 11,260,973 - 11,260,   | iated - treasury shares reserve     |  |  |
| Unappropriated 834,025,873 750,965,359 849,452,371 784,135,3   | ppriated                            |  |  |
| Less: Treasury shares 25 - (11,260,973) - (11,260,973)   | asury shares                        |  |  |
| <b>Equity attributable to equity holders of the Comp</b> 4,517,012,772 4,420,081,531 4,532,439,270 4,453,251,4                     | ributable to equity holders of the  |  |  |
| Non-controlling interests of the subsidiary  | olling interests of the subsidiary  |  |  |
| Total shareholders' equity         4,517,012,772         4,420,081,531         4,532,439,270         4,453,251,432                 | reholders' equity                   |  |  |
| Total liabilities and shareholders' equity         13,973,131,512         7,166,201,567         13,983,482,498         7,196,203,0 | ilities and shareholders' equity    |  |  |

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

Directors

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# Maybank Kim Eng Securities (Thailand) Public Company Limited and its subsidiary Statement of comprehensive income

For the year ended 31 December 2012

(Unit: Baht)

|   |      |                   |                  |                  | (Unit: Bant)   |
|---|------|-------------------|------------------|------------------|----------------|
|   |      | Consolidated fina | ncial statements | Separate finance | ial statements |
| <u>-</u>                                    | Note | 2012              | 2011             | 2012             | 2011           |
| Income                                      |      |                   |                  |                  |                |
| Brokerage fee                               | 28   | 2,521,071,118     | 2,624,404,256    | 2,521,071,118    | 2,624,404,256  |
| Fee and service income                      | 29   | 80,397,019        | 45,393,007       | 78,668,049       | 44,948,582     |
| Loss on investments                         | 13.2 | (68,836,286)      | (84,095,285)     | (68,836,286)     | (84,095,285)   |
| Gain on derivatives                         | 12.1 | 94,988,209        | 133,539,282      | 94,988,209       | 133,539,282    |
| Interest and dividends                      |      | 239,221,115       | 212,606,461      | 237,925,856      | 210,736,550    |
| Interest on margin loans                    |      | 343,412,557       | 237,397,319      | 343,412,557      | 237,397,319    |
| Other income                                |      | 25,305,392        | 23,696,513       | 26,088,277       | 24,884,765     |
| Total income                                |      | 3,235,559,124     | 3,192,941,553    | 3,233,317,780    | 3,191,815,469  |
| Expenses                                    |      |                   |                  |                  |                |
| Financial costs                             |      | 209,683,038       | 145,128,619      | 209,573,748      | 145,110,677    |
| Fee and service expenses                    |      | 207,420,719       | 202,951,487      | 206,333,894      | 202,239,240    |
| Operating expenses                          |      |                   |                  |                  |                |
| Personnel expenses                          | 31   | 1,253,137,693     | 1,433,478,819    | 1,231,090,315    | 1,421,665,712  |
| Premises and equipment expenses             |      | 305,022,622       | 288,471,862      | 302,125,962      | 287,342,915    |
| Taxes and duties                            |      | 15,011,415        | 9,595,374        | 14,974,540       | 9,563,506      |
| Directors' remuneration                     | 30   | 8,600,000         | 13,500,000       | 8,600,000        | 13,500,000     |
| Information and technology                  |      | 39,964,798        | 37,631,681       | 34,982,621       | 33,537,901     |
| Other expenses                              |      | 205,094,146       | 114,828,356      | 202,448,630      | 113,500,915    |
| Total operating expenses                    |      | 1,826,830,674     | 1,897,506,092    | 1,794,222,068    | 1,879,110,949  |
| Reversal of bad debt and doubtful accoun    | 11   | (405,578)         | (15,075,904)     | (405,578)        | (15,075,904)   |
| Loss from impairment of investment          |      | -                 | -                | 49,306,843       | -              |
| Total expenses                              |      | 2,243,528,853     | 2,230,510,294    | 2,259,030,975    | 2,211,384,962  |
| Profit before income tax expenses           |      | 992,030,271       | 962,431,259      | 974,286,805      | 980,430,507    |
| Income tax expenses                         | 33   | (253,626,461)     | (308,250,076)    | (253,626,461)    | (308,250,076)  |
| Profit for the year                         |      | 738,403,810       | 654,181,183      | 720,660,344      | 672,180,431    |
| Other comprehensive income:                 |      |                   |                  |                  |                |
| Other comprehensive income for the year     |      | -                 | -                | -                | -              |
| Total comprehensive income for the year     | ır   | 738,403,810       | 654,181,183      | 720,660,344      | 672,180,431    |
| Profit attributable to:                     |      |                   |                  |                  |                |
| Equity holders of the Company               |      | 738,403,810       | 654,181,183      | 720,660,344      | 672,180,431    |
| Non-controlling interests of the subsidiary |      | -                 | -                |                  |                |
| •   |      | 738,403,810       | 654,181,183      |                  |                |
|   |      |                   |                  |                  |                |

#### Maybank Kim Eng Securities (Thailand) Public Company Limited and its subsidiary

Statement of comprehensive income (continued)

For the year ended 31 December 2012

(Unit: Baht)

|  |        |                                   |             |                               | (- , ,      |
|--|--------|-----------------------------------|-------------|-------------------------------|-------------|
|  |        | Consolidated financial statements |             | Separate financial statements |             |
|  | Note   | 2012                              | 2011        | 2012                          | 2011        |
| Total comprehensive income attributab      | le to: |                                   |             |                               |             |
| Equity holders of the Company              |        | 738,403,810                       | 654,181,183 | 720,660,344                   | 672,180,431 |
| Non-controling interests of the subsidiary |        | -                                 | - =         |                               |             |
|  | •      | 738,403,810                       | 654,181,183 |                               |             |
|  | •      |                                   |             |                               |             |
| Earnings per share of equity holders of    | 34     |                                   |             |                               |             |
| Basic earnings per share                   |        | 1.29                              | 1.15        | 1.26                          | 1.18        |

# Maybank Kim Eng Securities (Thailand) Public Company Limited and its subsidiary Cash flow statements

For the year ended 31 December 2012

(Unit: Baht)

|  |                                   |                 |                  | (Unit: Bant)    |
|--|-----------------------------------|-----------------|------------------|-----------------|
| <u> </u>   | Consolidated financial statements |                 | Separate financi | ial statements  |
| <u> </u>   | 2012                              | 2011            | 2012             | 2011            |
| Cash flows from operating activities                     |                                   |                 |                  |                 |
| Profit before income tax                                 | 992,030,271                       | 962,431,259     | 974,286,805      | 980,430,507     |
| Adjustments to reconcile profit before income tax to net |                                   |                 |                  |                 |
| cash provided by (paid for) operating activities:        |                                   |                 |                  |                 |
| Depreciation and amortisation                            | 71,697,625                        | 59,430,112      | 70,325,608       | 58,637,425      |
| Reversal of bad debt and doubtful accounts               | (405,578)                         | (15,075,904)    | (405,578)        | (15,075,904)    |
| Unrealised gains on revaluation of investments           | (1,439,394)                       | (2,371,264)     | (1,439,394)      | (2,371,264)     |
| Unrealised losses on revaluation of derivatives lia      | 8,798,024                         | 6,059,709       | 8,798,024        | 6,059,709       |
| Unrealised losses on revaluation of foreign borro        | 7,423,581                         | -               | 7,423,581        | -               |
| Unrealised losses on revaluation of foreign receiv       | 19,397,595                        | -               | 19,397,595       | -               |
| Losses from impairment of investment                     | -                                 | -               | 49,306,843       | -               |
| (Gains) losses on sales and written-off of premises      |                                   |                 |                  |                 |
| and equipment  | 842,273                           | (1,567,414)     | 594,214          | (1,567,414)     |
| Retirement benefit                                       | 25,963,964                        | 21,672,995      | 25,596,587       | 21,336,587      |
| Financial cost   | 208,598,709                       | 143,989,990     | 208,598,709      | 143,989,990     |
| Amortised interest expense of financial lease            | 1,084,329                         | 1,138,629       | 975,039          | 1,120,687       |
| Reversal of doubtful accounts - other receivables        | (100,000)                         | -               | (100,000)        | -               |
| Interest income  | (587,708,782)                     | (453,011,580)   | (586,413,523)    | (451,141,669)   |
| Cash paid for interest                                   | (210,201,712)                     | (133,503,433)   | (210,092,422)    | (133,485,492)   |
| Cash paid for income tax                                 | (255,791,346)                     | (420,904,738)   | (255,726,065)    | (420,904,738)   |
| Profit from operating activities before                  | ·                                 | •               |                  |                 |
| changes in operating assets and liabilities              | 280,189,559                       | 168,288,361     | 311,126,023      | 187,028,424     |
| Decrease (increase) in operating assets                  |                                   |                 |                  |                 |
| Deposits at financial institutions                       | (4,085)                           | (2,097,917)     | (4,085)          | (2,097,917)     |
| Receivables from Clearing House                          | (1,085,475,985)                   | (56,974,735)    | (1,085,475,985)  | (56,974,735)    |
| Securities and derivatives business receivables          | (5,789,275,254)                   | 1,253,178,796   | (5,789,275,254)  | 1,253,178,796   |
| Investments  | (38,317,361)                      | 103,869,384     | (38,317,361)     | 103,869,384     |
| Loans to employees under welfare program                 | 34,039,956                        | (5,361,064)     | 34,039,956       | (5,361,064)     |
| Deposits   | (1,776,108)                       | 520,549         | (1,787,999)      | 537,114         |
| Other assets   | (7,908,766)                       | 106,552         | (6,058,159)      | 192,129         |
| Increase (decrease) in operating liabilities             |                                   |                 |                  |                 |
| Payables to Clearing House                               | 451,872,298                       | (495,175,561)   | 451,872,298      | (495,175,561)   |
| Securities and derivatives business payables             | 2,600,575,988                     | (1,324,963,149) | 2,600,575,988    | (1,324,963,149) |
| Derivative liabilities                                   | 9,537,698                         | (44,707,737)    | 9,537,698        | (44,707,737)    |
| Provisions   | -                                 | (2,750,000)     | -                | (2,750,000)     |
| Accrued bonus  | (174,984,631)                     | 23,565,511      | (175,160,067)    | 23,040,947      |
| Accrued expenses   | 28,344,885                        | 2,151,820       | 27,074,765       | 2,802,502       |
| Other liabilities  | 10,387,121                        | (13,373,293)    | 10,078,725       | (12,977,623)    |
| — Net cash flows used in operating activities            | (3,682,794,685)                   | (393,722,483)   | (3,651,773,457)  | (374,358,490)   |

# Maybank Kim Eng Securities (Thailand) Public Company Limited and its subsidiary Cash flow statement (continued)

For the year ended 31 December 2012

(Unit: Baht)

|  | Consolidated financial statements |                  | Separate finance  | cial statements  |
|--|-----------------------------------|------------------|-------------------|------------------|
| •  | 2012                              | 2011             | 2012              | 2011             |
| Cash flows from investing activities               |                                   |                  |                   |                  |
| Cash received from interest                        | 537,086,677                       | 449,994,855      | 535,704,135       | 448,333,012      |
| Proceeds from disposals of equipment               | 728,456                           | 4,303,442        | 719,508           | 4,303,442        |
| Cash paid for purchases of equipment               | (75,461,752)                      | (79,856,362)     | (72,583,706)      | (79,753,985)     |
| Cash paid for purchases of intangible assets       | (11,824,099)                      | (7,392,682)      | (10,504,100)      | (7,292,682)      |
| Net cash flows from investing activities           | 450,529,282                       | 367,049,253      | 453,335,837       | 365,589,787      |
| Cash flows from financing activities               |                                   |                  |                   |                  |
| Cash received from borrowings                      | 104,812,000,000                   | 56,972,000,000   | 104,812,000,000   | 56,972,000,000   |
| Cash paid for borrowings                           | (103,236,000,000)                 | (56,378,000,000) | (103,236,000,000) | (56,378,000,000) |
| Cash received from foreign borrowings              | 1,999,999,951                     | -                | 1,999,999,951     | -                |
| Cash received from other borrowings                | -                                 | 496,288,035      | -                 | 496,288,035      |
| Cash paid to other borrowings                      | -                                 | (825,500,000)    | -                 | (825,500,000)    |
| Cash received from treasury shares                 | 25,131,700                        | -                | 25,131,700        | -                |
| Cash paid on principal of long-term lease          | (4,256,007)                       | (5,193,090)      | (4,041,729)       | (5,162,329)      |
| Dividend paid                                      | (500,290,293)                     | (870,829,029)    | (500,290,293)     | (870,829,029)    |
| Net cash flows from (used in) financing activities | 3,096,585,351                     | (611,234,084)    | 3,096,799,629     | (611,203,323)    |
| Net decrease in cash and cash equivalents          | (135,680,052)                     | (637,907,314)    | (101,637,991)     | (619,972,026)    |
| Cash and cash equivalents as at 1 January          | 436,944,122                       | 1,074,851,436    | 373,414,466       | 993,386,492      |
| Cash and cash equivalents as at 31 December        | 301,264,070                       | 436,944,122      | 271,776,475       | 373,414,466      |

# Maybank Kim Eng Securities (Thailand) Public Company Limited and its subsidiary Notes to financial statements

For the year ended 31 December 2012

#### 1. General information

Maybank Kim Eng Securities (Thailand) Public Company Limited ("the Company") is a public limited company incorporated and domiciled in Thailand. Its parent company is Maybank Kim Eng Holdings Limited, which is incorporated in Singapore. The parent company of the Group is Mayban IB Holdings Sdn Bhd, which is incorporated in Malaysia. The Company has licenses for securities business, which are brokering, trading, underwriting, investment advisory, corporate finance advisory, securities registrant, TFEX and securities borrowing and lending.

The Company's registered office is located on 999/9 the Offices at Central World, 20th - 21st and 24th Floor, Rama 1 Road, Pathumwan, Bangkok. As at 31 December 2012, the Company has 45 branches in Bangkok and upcountry (31 December 2011: 44 branches).

#### 2. Basis for the preparation

The financial statements have been prepared in accordance with accounting standards enunciated under the Accounting Professions. B.E. 2547 and are presented in compliance with the requirement of the notification of the Office of the Securities and Exchange Commission relating to the format of the financial statements of securities companies No. Sor. Thor. Kor. Nor. 53/2553 dated 15 December 2010.

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

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

#### 3. Basis for the preparation of the consolidated financial statements

a) The consolidated financial statements include the financial statements of Maybank Kim Eng Securities (Thailand) Public Company Limited ("the Company") and the following subsidiary company ("the subsidiary"):

|                 |                    | Country of    | Percen       | tage of     |
|-----------------|--------------------|---------------|--------------|-------------|
| Company's name  | Nature of business | incorporation | shareholding |             |
|                 |                    |               | <u>2012</u>  | <u>2011</u> |
|                 |                    |               | Percent      | Percent     |
| Kim Eng Asset   | Fund management    | Thailand      | 99.99        | 99.99       |
| Management      |                    |               |              |             |
| (Thailand)      |                    |               |              |             |
| Company Limited |                    |               |              |             |

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

#### 4. New accounting standards not yet effective

The Federation of Accounting Professions issued the following new/revised accounting standards that are effective for fiscal years beginning on or after 1 January 2013.

Accounting standards:

| TAS 12                | Income Taxes                                       |
|-----------------------|--|
| TAS 20 (revised 2009) | Accounting for Government Grants and Disclosure of |
|                       | Government Assistance                              |
| TAS 21 (revised 2009) | The Effects of Changes in Foreign Exchange Rates   |
|                       |  |

Financial Reporting Standard:

TFRS 8 Operating Segments

Accounting Standard Interpretations:

| SIC 10 | Government Assistance - No Specific Relation to Operating Activities      |
|--------|---|
| SIC 21 | Income Taxes - Recovery of Revalued Non-Depreciable Assets                |
| SIC 25 | Income Taxes - Changes in the Tax Status of an Entity or its Shareholders |

The Company's management believes that these accounting standards will not have any significant impact on the financial statements for the year when they are initially applied, except for TAS 12 Income Taxes.

#### **TAS 12 Income Taxes**

This accounting standard requires an entity to identify temporary differences, which are differences between the carrying amount of an asset or liability in the accounting records and its tax base, and to recognise deferred tax assets and liabilities under the stipulated guidelines. The effect of the adoption to the financial statements of the Company and its subsidiary will be to increase profit for the year 2012 by Baht 5 million (0.01 Baht per share) and increase brought-forward retained earnings of the year 2012 by Baht 21 million (0.04 Baht per share) (separate financial statements: increase profit for the year 2012 by Baht 15 million (0.03 Baht per share) and increase brought-forward retained earnings of the year 2012 by Baht 21 million (0.04 Baht per share).

In addition, the Federation of Accounting Professions has issued Notification No. 30/2555 - 34/2555, published in the Royal Gazette on 17 January 2013, mandating the use of accounting treatment guidance and accounting standard interpretations as follows.

|                  |   | Effective date |
|------------------|---|----------------|
| Accounting Trea  | tment Guidance for Transfers of Financial | 1 January 2013 |
| Assets           |   |                |
| Accounting Stan  | dard Interpretation:                      |                |
| SIC 29           | Service Concession Arrangements:          | 1 January 2014 |
|                  | Disclosures                               |                |
| Financial Report | ing Standard Interpretations:             |                |
| TFRIC 4          | Determining whether an Arrangement        | 1 January 2014 |
|                  | contains a Lease                          |                |
| TFRIC 12         | Service Concession Arrangements           | 1 January 2014 |
| TFRIC 13         | Customer Loyalty Programmes               | 1 January 2014 |

The management of the Company and its subsidiary are evaluating the first-year impact to the financial statements of the accounting treatment guidance and accounting standard interpretations and has yet to reach a conclusion.

#### 5. Significant accounting policies

#### 5.1 Revenue recognition

a) Brokerage fees

Brokerage fees on securities and derivatives business are recognised as income on the transaction date.

b) Fees and service income

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

c) Gain (loss) on investments and derivatives

Gain (loss) on investments and derivatives are recognised as income/expense on the transaction date.

d) Interest and dividend

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

(e) Interest on credit balance loans

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

#### 5.2 Expense recognition

a) Interest on borrowings

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

b) Fees and service expenses

Fees and service expenses are charged to expenses on an accrual basis.

#### 5.3 Cash and cash equivalents

Cash and cash equivalents include cash on hand and all bank deposit accounts maturing within 3 months or less from the date of acquisition, and including certificate of deposit maturing within 3 months or less from the date of acquisition and not subject to withdrawal restrictions.

#### 5.4 Recognition and amortisation of customers' assets

Assets which customers have placed with the Company for securities trading, in term of cash accounts and credit balance accounts, including amounts which customers have placed as security for derivative trading, are recorded as assets and liabilities of the Company for internal control purpose. At the financial position date, the Company writes off those amounts which there are no guarantee obligations from both assets and liabilities and presents only those assets which belong to the Company.

#### 5.5 Borrowing and lending of securities

The Company is engaged in securities borrowing and lending, whereby the Company acts as a principal or an agent of the borrowers and lenders of securities.

The Company records its obligations to return borrowed securities which it has lent as "Securities borrowing payables" and securities lent to customers are recorded as "Securities borrowing receivables" in the statement of financial position. At the end of the year, the balance of securities borrowing payables and securities borrowing receivables are adjusted based on the latest offer price quoted on the Stock Exchange of Thailand of the last working day of the year. Gains or losses arising from such adjustment are included in part of profit or loss in the statement of comprehensive income. The Company records cash paid as collateral for securities borrowing as "Guaranteed deposit receivables" and cash received as collateral for securities lending as "Guarantee deposit payable". Fees from borrowing and lending are recognised on an accrual basis over the term of the lending.

#### 5.6 Investments

- a) Investments in securities held for trading are determined at fair value. Changes in the fair value of these securities are recorded as profit or loss in the statement of comprehensive income.
- b) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recognised as gain (loss) on changes in value of investments as part of other comprehensive income in the statement of comprehensive income, and will be recognised as part of profit or loss when the securities are sold.
- c) Held to maturity debt securities are initially recognised at purchase price plus transaction costs and subsequently accounted for at amortised cost using effective interest method less allowance for impairment loss (if any).
- d) Investments in non-marketable equity securities which the Company classified as other investments, are stated at cost net of allowance for impairment loss (if any).

- e) Investments in subsidiary are accounted for in the separate financial statements using the cost net of allowance for impairment loss (if any).
- f) The fair value of marketable securities is based on the latest bid price of the last working day of the year as quoted on the Stock Exchange of Thailand. The fair value of debt instruments is determined based on required rate of return or the yield rates quoted by the Thai Bond Market Association.
- g) The weighted average method is used for computation of the cost of investments. On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised as part of profit or loss in the statement of comprehensive income.
- h) Impairment loss (if any) is included in part of profit or loss in the statement of comprehensive income when there is a factor indicating that such investments might be impaired.

#### 5.7 Receivables from/payables to Clearing House

Receivables from/payables to Clearing House comprise the net balance of receivables from/payables to Thailand Clearing House in respect of settlements for securities trades and derivative instruments. They include amounts pledged with Thailand Clearing House as security for derivatives trading the and the net balance of amounts receivable from/payable to foreign securities companies in respect of securities trades settled overseas through foreign securities companies.

# 5.8 Securities and derivatives business receivables and allowance for doubtful accounts

Securities and derivatives business receivables comprise the net securities business receivables and derivatives business receivables, after deducting allowance for doubtful accounts and adding related accrued interest receivables.

In addition, securities business receivables comprise the net receivable balances of cash accounts, credit balance receivables for which the securities purchased are used as collateral, securities borrowing and lending receivables and guarantee deposit receivables (which comprise cash placed as guarantee for borrowers of securities) as well as other receivables such as overdue cash customers accounts and receivables which are subject to legal proceedings, are undergoing restructuring or are settling in installments.

The Company provides allowance for doubtful accounts based on a review of the debtor's ability to make payment, taking into consideration recovery risk and the value of the collateral. Such debt classifications and provisions are made in accordance with the guideline laid down in the Notification No. Kor. Thor. 5/2544 dated 15 February 2001 of the Office of the Securities and Exchange Commission (SEC), and consideration of other relevant factors.

#### 5.9 Premises and Equipment/Depreciation

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

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

No depreciation is provided on assets under installation.

Depreciation is included in determining income.

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

#### 5.10 Intangible assets and amortisation

Expenditure on acquisitions of intangible assets is capitalised and amortised using the straight-line method over their useful lives, generally over 5 years, with the exception of TFEX member fees and fund license, which are not amortised.

Such intangible assets are not revalued. The carrying amount of each intangible asset is reviewed annually and adjusted for impairment where it is considered necessary.

#### 5.11 Property foreclosed

Property foreclosed consists of immovable properties, and is stated at the lower of cost or net realisable value. Loss on impairment is included in determining income. Gains or losses on disposals of such properties are recognised in the statement of comprehensive income at the date of disposal.

#### 5.12 Loans to employees under welfare program

Loans to employees under welfare program are recognised initially at the amount granted to the employees and are subsequently stated at amortised cost, based on the contractual interest rate. Returns are recognised in the statement of comprehensive income over the term of loan.

#### 5.13 Borrowings and debt issued

Borrowings and debt issued are recognised initially at the fair value of the proceeds received. Borrowings are subsequently stated at amortised cost, using the effective yield method; any difference between proceeds and the redemption value is recognised in the statements of comprehensive income over the period of the borrowings.

#### 5.14 Long-term lease

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

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

#### 5.15 Securities and derivatives business payables

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

#### 5.16 Provisions

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

#### 5.17 Treasury stocks

The consideration paid in case where the Company purchases back ordinary share of the Company, including any attributable incremental external costs net of income taxes, is deducted from total owners' equity as treasury shares until the treasury shares are cancelled. It such shares are subsequently sold or reissued, any consideration received is included in owners' equity.

#### 5.18 Related party transactions

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

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

#### 5.19 Foreign currencies

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

Gains and losses on exchange are included in determining income.

## 5.20 Impairment of assets

The Company and its subsidiary assess at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company and its subsidiary realise loss on impairment when the asset's recoverable amount is less than the book value. An asset's recoverable amount is the higher of an asset's fair value less cost to sell and its value in use. Fair value less cost to sell reflects the amount that the Company and its subsidiary could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the cost of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses are recognised in part of profit or loss in the statement of comprehensive income.

At the reporting date, an assessment is made whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company and its subsidiary estimate the asset's recoverable amount and impairment loss recognised in prior periods is reversed.

#### 5.21 Employee benefits

#### a) Short-term benefits

Salaries, wages, bonuses, contribution to the social security fund and provident fund and annual leave benefits are recognised as expenses when the employees performed the service.

#### b) Post-employment benefits (Defined contribution plans)

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

## c) Post-employment benefits (Defined benefit plans)

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

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary, using the projected unit credit method. Such determination is made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate, mortality rate, and inflation rates.

For the first-time adoption of TAS 19 Employee Benefits, the Company and its subsidiary elected to recognise the transitional liability, which exceeds the liability that would have been recognised at the same date under the previous accounting policy, as an expense on a straight-line basis over up to five years from the date of adoption.

#### 5.22 Income tax

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

#### 5.23 Derivatives

#### Forward exchange contracts

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

#### **Futures contracts**

The Company initially recognises future contracts at fair value. Obligations under derivatives business and cash collateral amounts pledged as security for derivatives trading are recorded as receivable at Thailand Clearing House. Subsequently, as at the date of the statements of financial position, the futures contracts are presented at their fair value, with the fair value of marketable future contracts being calculated with reference to the last bid/offer prices quoted on the Stock Exchange of Thailand on the last business day of the year. Unrealised gains or losses resulting from changes in the fair value of futures contracts are included in the statements of comprehensive income.

#### **Derivative warrants**

The Company initially recognises the fair value of derivative warrants as financial liabilities. Subsequently, on the statement of financial position date, derivative warrants are presented at fair value, with the fair value of marketable derivative warrants being calculated with reference to the last offer price quoted on the Stock Exchange of Thailand on the last business day of the year. Unrealised gains or losses resulting from changes in the fair values of derivative warrants are included in the statement of comprehensive income.

#### 6. Significant accounting judgments and estimates

The preparation of financial statements in conformity with financial reporting standards at time requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosure, and actual results could differ from these estimation. The significant accounting judgments and estimates are as follow:

# 6.1 Allowances for doubtful accounts for securities and derivatives business receivables

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

#### 6.2 Fair value of financial instruments

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

#### 6.3 Allowance for impairment of investments

The Company and its subsidiary treat other investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgment of the management.

#### 6.4 Building improvement and equipment/Depreciation

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

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

#### 6.5 Recognition and derecognition of assets and liabilities

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

#### 6.6 Leases

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

#### 6.7 Employee benefit

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

#### 6.8 Litigation

The Company has contingent liabilities as a result of litigation. The management has used judgment to assess of the results of the litigation cases and recorded provision for contingent liabilities as at the financial statement date. In case where they believe that there will be no loss, they will not provide contingent liabilities as of the end of reporting period.

#### 7. Cash and cash equivalents

| 1 | I Init: | Baht) |
|---|---------|-------|
| ( | Offit.  | Danı) |

|  | Consolidated         |                 | Separate             |                 |
|--|----------------------|-----------------|----------------------|-----------------|
|  | financial statements |                 | financial statements |                 |
|  | 2012                 | 2011            | 2012                 | 2011            |
| Cash on hand                           | 550,251              | 545,213         | 545,298              | 540,241         |
| Current accounts and savings accounts  | 1,759,457,181        | 1,107,793,920   | 1,758,974,539        | 1,106,769,236   |
| Fixed accounts                         | 3,024,000,000        | 34,000,000      | 3,000,000,000        | -               |
| Promissory notes                       | 5,000,000            | 7,028,500,000   |                      | 7,000,000,000   |
| Total cash and cash equivalents        | 4,789,007,432        | 8,170,839,133   | 4,759,519,837        | 8,107,309,477   |
| Less: Cash deposits held for customers | (4,487,743,362)      | (7,733,895,011) | (4,487,743,362)      | (7,733,895,011) |
| Net cash and cash equivalents          | 301,264,070          | 436,944,122     | 271,776,475          | 373,414,466     |

## 8. Deposits at financial institutions

(Unit: Baht)

#### Consolidated and

|  | separate finan  | cial statements |  |
|--|-----------------|-----------------|--|
|  | 2012            | 2011            |  |
|  | Over 3 months - | Over 3 months - |  |
|  | 1 year          | 1 year          |  |
| Fixed deposits                           | 3,100,013,668   | 9,583           |  |
| Deposits with restriction                | 3,437,091       | 3,437,091       |  |
| Total deposits at financial institutions | 3,103,450,759   | 3,446,674       |  |
| Less: Cash deposits held for customers   | (3,100,000,000) |                 |  |
| Net deposits at financial institutions   | 3,450,759       | 3,446,674       |  |

As at 31 December 2012 and 2011, fixed deposits of Baht 3 million are pledged as collateral to a local bank for letter of guarantees as described in Note 37.2 to the financial statements.

# 9. Receivables from Clearing House

(Unit: Baht)

# Consolidated and

|  | separate financial statements |               |  |
|--|-------------------------------|---------------|--|
|  | 2012                          | 2011          |  |
| Receivables from Clearing House                          | 1,406,135,298                 | 350,281,137   |  |
| Receivables from foreign securities company              | 1,306,085,544                 | -             |  |
| Less: Receivables from Clearing House held for customers | (1,467,094,952)               | (172,101,661) |  |
| Net receivables from Clearing House                      | 1,245,125,890                 | 178,179,476   |  |

# 10. Securities and derivatives business receivables

|   | separate financial statements |               |  |
|---|-------------------------------|---------------|--|
|   | 2012                          | 2011          |  |
| Securities business receivables                             |                               |               |  |
| Cash accounts   | 2,772,635,962                 | 1,125,242,311 |  |
| Credit balance accounts                                     | 8,776,277,837                 | 4,404,761,020 |  |
| Receivables under securities borrowing and lending          |                               |               |  |
| business  |                               |               |  |
| - Guarantee deposit receivables                             | -                             | 59,956,320    |  |
| - Securities borrowing receivables                          | 82,273,325                    | 257,182,395   |  |
| Other receivables   |                               |               |  |
| - Overdue customers' accounts                               | 246,858,898                   | 247,136,388   |  |
| Total securities business receivables                       | 11,878,046,022                | 6,094,278,434 |  |
| Add: Accrued interest receivables                           | 54,034,972                    | 37,207,737    |  |
| Less: Allowance for doubtful accounts                       | (261,379,208)                 | (261,784,786) |  |
| Securities business receivables and accrued interest        |                               |               |  |
| receivables - net   | 11,670,701,786                | 5,869,701,385 |  |
| Derivative business receivables                             |                               |               |  |
| Derivative business receivables                             | 6,330,142                     | 823,239       |  |
| Less: Allowance for doubtful accounts                       | (153,710)                     | (153,710)     |  |
| Derivative business receivables - net                       | 6,176,432                     | 669,529       |  |
| Total securities and derivatives business receivables - net | 11,676,878,218                | 5,870,370,914 |  |

- 10.1 As at 31 December 2012, the Company had other receivables with book values (including accrued interest receivables) totaling Baht 262 million from which it has ceased recognising income (31 December 2011: Baht 262 million).
- 10.2 As at 31 December 2012 and 2011, the Company has classified securities business receivables and derivative business receivables, in accordance with the relevant notification issued by the Office of the Securities and Exchange Commission. The classification is as follows:

|                   |                |  | (Unit: Baht)        |  |
|-------------------|----------------|--|---------------------|--|
|                   | Consolidate    | Consolidated and separate financial statements |                     |  |
|                   |                | 31 December 2012                               |                     |  |
|                   |                | Allowance for                                  | Debt balance net of |  |
|                   |                | doubtful                                       | allowance for       |  |
|                   | Debt balance   | accounts                                       | doubtful accounts   |  |
| Normal Debt       | 11,676,657,853 | -  | 11,676,657,853      |  |
| Sub-standard Debt | 9,678,539      | (9,458,174)                                    | 220,365             |  |
| Doubtful Debt     | 252,074,744    | (252,074,744)                                  | <u>-</u>            |  |
| Total             | 11,938,411,136 | (261,532,918)                                  | 11,676,878,218      |  |
|                   |                |  | (Unit: Baht)        |  |
|                   | Consolidate    | d and separate financi                         | al statements       |  |
|                   |                | 31 December 2011                               |                     |  |
|                   |                | Allowance for                                  | Debt balance net of |  |
|                   |                | doubtful                                       | allowance for       |  |
|                   | Debt balance   | accounts                                       | doubtful accounts   |  |
| Normal Debt       | 5,870,278,637  | -  | 5,870,278,637       |  |
| Sub-standard Debt | 9,470,138      | (9,377,861)                                    | 92,277              |  |
| Doubtful Debt     | 252,560,635    | (252,560,635)                                  |                     |  |
| Total             | 6,132,309,410  | (261,938,496)                                  | 5,870,370,914       |  |

## 11. Allowance for doubtful accounts

(Unit: Baht)

| Consolidated and separate financial statements |
|--|
|--|

|                                 | For the years ended 31 December |              |  |
|---------------------------------|---------------------------------|--------------|--|
|                                 | 2012                            | 2011         |  |
| Balance - beginning of the year | 261,938,496                     | 277,014,400  |  |
| Add: Doubtful accounts          | 118,450                         | 175,986      |  |
| Less: Repayment                 | (524,028)                       | (15,172,220) |  |
| Reversal of doubtful accounts   | -                               | (79,670)     |  |
| Balance - end of the year       | 261,532,918                     | 261,938,496  |  |

## 12. Derivatives assets and derivatives liabilities

| <u>_</u>                     | Consolidated and separate financial statements |                  |                 | tatements     |
|------------------------------|--|------------------|-----------------|---------------|
| _                            | 2012   |                  |                 |               |
|                              | Fair value                                     |                  | Notional amount |               |
|                              | Assets   | Liabilities      | Assets          | Liabilities   |
| Trading derivatives          |  |                  |                 |               |
| Derivatives warrants         | -  | 16,313,112       | -               | 51,005,900    |
| Forward exchange contract    | -  | 7,974,042        |                 | 1,997,062,277 |
| Total derivatives assets and |  |                  |                 |               |
| derivatives liabilities      | -  | 24,287,154       | -               | 2,048,068,177 |
|                              | Consol   | idated and separ | ate financial   | (Unit: Baht)  |
|                              |  | 20               |                 |               |
|                              | Fai  | ir value         | Notion          | nal amount    |
|                              | Assets   | Liabilities      | Assets          | Liabilities   |
| Trading derivatives          |  |                  |                 |               |
| Derivatives warrants         |  | 5,951,432        |                 | 13,439,550    |
| Total derivatives assets and |  |                  |                 |               |
| derivatives liabilities      |  | 5,951,432        |                 | 13,439,550    |

## 12.1 Gain on derivatives

(Unit: Baht)

|   | For the years ended 31 December |             |  |
|---|---------------------------------|-------------|--|
|   | 2012                            | 2011        |  |
| Realised gain on trading in derivatives       |                                 |             |  |
| Derivative warrants                           | 95,812,191                      | 139,598,991 |  |
| Unrealised loss on revaluation of derivatives |                                 |             |  |
| Derivative warrants                           | (823,982)                       | (6,059,709) |  |
| Total gain on derivatives                     | 94,988,209                      | 133,539,282 |  |

# 13. Investments

(Unit: Baht)

|                                       | Consolidated and separate financial statements |            |                |            |
|---------------------------------------|--|------------|----------------|------------|
|                                       | 2012   |            | 2011           |            |
|                                       | Cost value/                                    |            | Cost value/    |            |
|                                       | amortised cost                                 | Fair value | amortised cost | Fair value |
| Trading securities                    |  |            |                |            |
| Equity securities                     |  |            |                |            |
| Listed securities                     | 56,606,139                                     | 57,629,162 | 18,288,779     | 17,872,407 |
| Total                                 | 56,606,139                                     | 57,629,162 | 18,288,779     | 17,872,407 |
| Add (less): allowance for revaluation | 1,023,023                                      |            | (416,372)      |            |
| Net trading securities                | 57,629,162                                     |            | 17,872,407     |            |
| Other investments                     |  |            |                |            |
| Other securities - ordinary shares    | 31,791,160                                     |            | 31,791,160     |            |
| Less: allowance for impairment        | (14,662,500)                                   |            | (14,662,500)   |            |
| Net other investments                 | 17,128,660                                     |            | 17,128,660     |            |
| Total investments - net               | 74,757,822                                     |            | 35,001,067     |            |

# 13.1 Investments subject to restrictions

| Consolidated and separate financial statements |  |                                  |   |  |  |  |  |
|--|--|----------------------------------|---|--|--|--|--|
| 20   | 12   | 201                              | 11  |  |  |  |  |
| Cost value/                                    |  | Cost value/                      |   |  |  |  |  |
| amortised cost                                 | Fair value                                 | amortised cost                   | Fair value  |  |  |  |  |
| 7,622,000                                      | 15,509,541                                 | 7,622,000                        | 11,563,060  |  |  |  |  |
| 7,622,000                                      | 15,509,541                                 | 7,622,000                        | 11,563,060  |  |  |  |  |
|  | Cost value/<br>amortised cost<br>7,622,000 | 2012  Cost value/ amortised cost | Cost value/         Cost value/           amortised cost         Fair value         amortised cost           7,622,000         15,509,541         7,622,000 |  |  |  |  |

# 13.2 Gain (loss) on investments

(Unit: Baht)

|  | Consolidated and separat | e financial statements |
|--|--------------------------|------------------------|
|  | For the years ended      | d 31 December          |
|  | 2012                     | 2011                   |
| Realised loss on trading securities                  | (70,275,191)             | (86,466,549)           |
| Unrealised gain on revaluation of trading securities | 1,438,905                | 2,371,264              |
| Total loss on investments                            | (68,836,286)             | (84,095,285)           |

# 14. Investments in subsidiary

As at 31 December 2012 and 2011, investments in subsidiary as presented in separate financial statements are as follows:

|                                   |            | Type of      |         |           | Share   | holding |         |         | Allowan  | ice for  | Dividend  | received |
|-----------------------------------|------------|--------------|---------|-----------|---------|---------|---------|---------|----------|----------|-----------|----------|
| Company's name                    | Business   | Relations    | Paid-up | o capital | perce   | entage  | С       | ost     | impairme | ent loss | during th | ne year  |
|                                   |            |              | 2012    | 2011      | 2012    | 2011    | 2012    | 2011    | 2012     | 2011     | 2012      | 2011     |
|                                   |            |              | Million | Million   | Percent | Percent | Million | Million | Million  | Million  | Million   | Million  |
|                                   |            |              | Baht    | Baht      |         |         | Baht    | Baht    | Baht     | Baht     | Baht      | Baht     |
| Subsidiary company included in    |            |              |         |           |         |         |         |         |          |          |           |          |
| consolidated financial statements |            |              |         |           |         |         |         |         |          |          |           |          |
| Kim Eng Asset Management          | Fund       | Shareholding | 100     | 100       | 99.99   | 99.99   | 100     | 100     | (49)     | -        | -         | -        |
| (Thailand) Company Limited        | management |              |         |           |         |         |         |         |          |          |           |          |

# 15. Equipment

|   | Consolidated financial statements |              |                 |              |              |  |  |  |
|---|-----------------------------------|--------------|-----------------|--------------|--------------|--|--|--|
|   |                                   |              | 2012            |              |              |  |  |  |
|   |                                   | Furniture    |                 |              |              |  |  |  |
|   | Building                          | Fixtures and | Asset under     | Construction |              |  |  |  |
|   | improvement                       | equipment    | financial lease | in process   | Total        |  |  |  |
| Cost                                    |                                   |              |                 |              |              |  |  |  |
| 31 December 2011                        | 173,459,949                       | 493,763,391  | 26,224,116      | 828,671      | 694,276,127  |  |  |  |
| Additions                               | 15,194,112                        | 47,573,312   | 5,307,018       | 10,255,668   | 78,330,110   |  |  |  |
| Transfer in (out)                       | 9,711,785                         | 1,133,275    | -               | (10,845,060) | -            |  |  |  |
| Disposals/written-off                   | (7,708,913)                       | (69,614,268) |                 |              | (77,323,181) |  |  |  |
| 31 December 2012                        | 190,656,933                       | 472,855,710  | 31,531,134      | 239,279      | 695,283,056  |  |  |  |
| Accumulated depreciation                |                                   |              |                 |              |              |  |  |  |
| 31 December 2011                        | 132,735,798                       | 406,842,500  | 12,075,023      | -            | 551,653,321  |  |  |  |
| Depreciation for the year               | 13,357,057                        | 46,111,483   | 5,337,556       | -            | 64,806,096   |  |  |  |
| Disposals/written-off                   | (6,191,855)                       | (69,561,002) |                 |              | (75,752,857) |  |  |  |
| 31 December 2012                        | 139,901,000                       | 383,392,981  | 17,412,579      |              | 540,706,560  |  |  |  |
| Net book value                          |                                   |              |                 |              |              |  |  |  |
| 31 December 2011                        | 40,724,151                        | 86,920,891   | 14,149,093      | 828,671      | 142,622,806  |  |  |  |
| 31 December 2012                        | 50,755,933                        | 89,462,729   | 14,118,555      | 239,279      | 154,576,496  |  |  |  |
| Depreciation charge for the years ended | I 31 December                     |              |                 |              |              |  |  |  |
| 2011                                    |                                   |              |                 |              | 53,235,522   |  |  |  |
| 2012                                    |                                   |              |                 |              | 64,806,096   |  |  |  |

## Consolidated financial statements

|                           |              | 2011         |                      |             |              |              |  |  |  |
|---------------------------|--------------|--------------|----------------------|-------------|--------------|--------------|--|--|--|
|                           |              | Furniture    | urniture Asset under |             |              |              |  |  |  |
|                           | Building     | Fixtures and | Motor                | financial   | Construction |              |  |  |  |
|                           | improvement  | equipment    | Vehicles             | lease       | in process   | Total        |  |  |  |
| Cost                      |              |              |                      |             |              |              |  |  |  |
| 31 December 2010          | 163,044,307  | 460,647,486  | 288,205              | 30,798,972  | 1,639,812    | 656,418,782  |  |  |  |
| Additions                 | 21,881,238   | 60,935,780   | -                    | 1,742,101   | 10,530,480   | 95,089,599   |  |  |  |
| Transfer in (out)         | 10,309,889   | 1,031,732    | -                    | -           | (11,341,621) | -            |  |  |  |
| Disposals/written-off     | (21,775,485) | (28,851,607) | (288,205)            | (6,316,957) |              | (57,232,254) |  |  |  |
| 31 December 2011          | 173,459,949  | 493,763,391  |                      | 26,224,116  | 828,671      | 694,276,127  |  |  |  |
| Accumulated depreciation  | n            |              |                      |             |              |              |  |  |  |
| 31 December 2010          | 141,263,522  | 398,248,152  | 236,909              | 13,166,058  | =            | 552,914,641  |  |  |  |
| Depreciation for the year | 11,256,227   | 37,211,542   | 31,882               | 4,735,871   | -            | 53,235,522   |  |  |  |
| Disposals/written-off     | (19,783,951) | (28,617,194) | (268,791)            | (5,826,906) |              | (54,496,842) |  |  |  |
| 31 December 2011          | 132,735,798  | 406,842,500  |                      | 12,075,023  |              | 551,653,321  |  |  |  |
| Net book value            |              |              |                      |             |              |              |  |  |  |
| 31 December 2010          | 21,780,785   | 62,399,334   | 51,296               | 17,632,914  | 1,639,812    | 103,504,141  |  |  |  |
| 31 December 2011          | 40,724,151   | 86,920,891   |                      | 14,149,093  | 828,671      | 142,622,806  |  |  |  |

|   | Separate financial statements |              |                 |              |              |  |  |  |
|---|-------------------------------|--------------|-----------------|--------------|--------------|--|--|--|
|   |                               |              | 2012            |              |              |  |  |  |
|   |                               | Furniture    |                 |              |              |  |  |  |
|   | Building                      | Fixtures and | Asset under     | Construction |              |  |  |  |
|   | improvement                   | equipment    | financial lease | in process   | Total        |  |  |  |
| Cost                                    |                               |              |                 |              |              |  |  |  |
| 31 December 2011                        | 172,890,022                   | 492,645,521  | 24,482,014      | 828,671      | 690,846,228  |  |  |  |
| Additions                               | 13,450,280                    | 46,439,098   | 5,307,018       | 10,255,668   | 75,452,064   |  |  |  |
| Transfer in (out)                       | 9,711,785                     | 1,133,275    | -               | (10,845,060) | -            |  |  |  |
| Disposals/written-off                   | (7,138,986)                   | (69,590,529) |                 |              | (76,729,515) |  |  |  |
| 31 December 2012                        | 188,913,101                   | 470,627,365  | 29,789,032      | 239,279      | 689,568,777  |  |  |  |
| Accumulated depreciation                |                               |              |                 |              |              |  |  |  |
| 31 December 2011                        | 132,479,823                   | 406,358,000  | 12,016,952      | -            | 550,854,775  |  |  |  |
| Depreciation for the year               | 13,102,801                    | 45,633,939   | 4,989,136       | -            | 63,725,876   |  |  |  |
| Disposals/written-off                   | (5,869,362)                   | (69,546,838) |                 |              | (75,416,200) |  |  |  |
| 31 December 2012                        | 139,713,262                   | 382,445,101  | 17,006,088      |              | 539,164,451  |  |  |  |
| Net book value                          |                               |              |                 |              |              |  |  |  |
| 31 December 2011                        | 40,410,199                    | 86,287,521   | 12,465,062      | 828,671      | 139,991,453  |  |  |  |
| 31 December 2012                        | 49,199,839                    | 88,182,264   | 12,782,944      | 239,279      | 150,404,326  |  |  |  |
| Depreciation charge for the years ended | 31 December                   |              |                 |              |              |  |  |  |
| 2011                                    |                               |              |                 |              | 52,731,446   |  |  |  |
| 2012                                    |                               |              |                 |              | 63,725,876   |  |  |  |

|  | statements |
|--|------------|
|  |            |
|  |            |

|                           | 2011         |              |           |             |              |              |  |  |  |
|---------------------------|--------------|--------------|-----------|-------------|--------------|--------------|--|--|--|
|                           |              | Furniture    |           | Asset under |              |              |  |  |  |
|                           | Building     | Fixtures and | Motor     | financial   | Construction |              |  |  |  |
|                           | improvement  | equipment    | Vehicles  | lease       | in process   | Total        |  |  |  |
| Cost                      |              |              |           |             |              |              |  |  |  |
| 31 December 2010          | 162,474,380  | 459,631,994  | 288,205   | 30,798,972  | 1,639,812    | 654,833,363  |  |  |  |
| Additions                 | 21,881,238   | 60,833,403   | -         | -           | 10,530,480   | 93,245,121   |  |  |  |
| Transfer in (out)         | 10,309,889   | 1,031,732    | -         | -           | (11,341,621) | -            |  |  |  |
| Disposals/written-off     | (21,775,485) | (28,851,608) | (288,205) | (6,316,958) |              | (57,232,256) |  |  |  |
| 31 December 2011          | 172,890,022  | 492,645,521  | <u> </u>  | 24,482,014  | 828,671      | 690,846,228  |  |  |  |
| Accumulated depreciation  | n            |              |           |             |              |              |  |  |  |
| 31 December 2010          | 141,121,532  | 398,095,674  | 236,909   | 13,166,058  | -            | 552,620,173  |  |  |  |
| Depreciation for the year | 11,142,242   | 36,879,521   | 31,882    | 4,677,801   | -            | 52,731,446   |  |  |  |
| Disposals/written-off     | (19,783,951) | (28,617,195) | (268,791) | (5,826,907) |              | (54,496,844) |  |  |  |
| 31 December 2011          | 132,479,823  | 406,358,000  |           | 12,016,952  |              | 550,854,775  |  |  |  |
| Net book value            |              |              |           |             |              |              |  |  |  |
| 31 December 2010          | 21,352,848   | 61,536,320   | 51,296    | 17,632,914  | 1,639,812    | 102,213,190  |  |  |  |
| 31 December 2011          | 40,410,199   | 86,287,521   | _         | 12,465,062  | 828,671      | 139,991,453  |  |  |  |

As at 31 December 2012 and 2011, certain equipment items have been fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation) of those assets amounted to approximately Baht 423 million and Baht 466 million, respectively (separate financial statements: Baht 423 million and Baht 466 million, respectively).

# 16. Intangible assets

|                   | Consolidated financial statements |            |                               |             |             |            |            |           |             |            |            |
|-------------------|-----------------------------------|------------|-------------------------------|-------------|-------------|------------|------------|-----------|-------------|------------|------------|
|                   |                                   |            | Cost Accumulated amortisation |             |             |            |            |           |             |            |            |
|                   |                                   |            |                               | Transfer in |             | 31         |            |           |             | 31         | Net        |
|                   | Useful                            | 1 January  |                               | (transfer   |             | December   | 1 January  |           |             | December   | intangible |
|                   | lives                             | 2012       | Increase                      | out)        | Written-off | 2012       | 2012       | Increase  | Written-off | 2012       | assets     |
| Computer software | 5 years                           | 75,801,352 | 11,689,185                    | 2,015,543   | (101,500)   | 89,404,580 | 57,599,940 | 6,891,529 | (101,093)   | 64,390,376 | 25,014,204 |
| Software under    |                                   |            |                               |             |             |            |            |           |             |            |            |
| installation      | -                                 | 1,270,342  | 2,539,430                     | (2,015,543) | -           | 1,794,229  | -          | -         | -           | -          | 1,794,229  |
| Deferred expenses |                                   |            |                               |             |             |            |            |           |             |            |            |
| of membership     |                                   |            |                               |             |             |            |            |           |             |            |            |
| fee - Thailand    |                                   |            |                               |             |             |            |            |           |             |            |            |
| Futures           |                                   |            |                               |             |             |            |            |           |             |            |            |
| Exchanges         | -                                 | 5,000,000  | -                             | -           | -           | 5,000,000  | 1,679,452  | -         | -           | 1,679,452  | 3,320,548  |
| Deferred expenses |                                   |            |                               |             |             |            |            |           |             |            |            |
| of fund license   | -                                 | 1,000,000  | 500,000                       |             |             | 1,500,000  |            |           |             |            | 1,500,000  |
| Total             |                                   | 83,071,694 | 14,728,615                    |             | (101,500)   | 97,698,809 | 59,279,392 | 6,891,529 | (101,093)   | 66,069,828 | 31,628,981 |

|                   | Separate financial statements |            |            |             |             |            |            |             |              |            |            |
|-------------------|-------------------------------|------------|------------|-------------|-------------|------------|------------|-------------|--------------|------------|------------|
|                   |                               |            | Cost       |             |             |            |            | Accumulated | amortisation |            |            |
|                   |                               |            |            | Transfer in |             | 31         |            |             |              | 31         | Net        |
|                   | Useful                        | 1 January  |            | (transfer   |             | December   | 1 January  |             |              | December   | intangible |
|                   | lives                         | 2012       | Increase   | out)        | Written-off | 2012       | 2012       | Increase    | Written-off  | 2012       | assets     |
| Computer software | 5 years                       | 74,346,352 | 11,689,185 | 2,015,543   | (101,500)   | 87,949,580 | 57,239,367 | 6,599,732   | (101,093)    | 63,738,006 | 24,211,574 |
| Software under    |                               |            |            |             |             |            |            |             |              |            |            |
| installation      | -                             | 1,270,342  | 1,719,430  | (2,015,543) | -           | 974,229    | -          | -           | -            | -          | 974,229    |
| Deferred expenses |                               |            |            |             |             |            |            |             |              |            |            |
| of membership     |                               |            |            |             |             |            |            |             |              |            |            |
| fee - Thailand    |                               |            |            |             |             |            |            |             |              |            |            |
| Futures           |                               |            |            |             |             |            |            |             |              |            |            |
| Exchanges         | -                             | 5,000,000  |            |             |             | 5,000,000  | 1,679,452  |             | -            | 1,679,452  | 3,320,548  |
| Total             |                               | 80,616,694 | 13,408,615 |             | (101,500)   | 93,923,809 | 58,918,819 | 6,599,732   | (101,093)    | 65,417,458 | 28,506,351 |

As at 31 December 2012 and 2011, certain computer software items have been fully amortised but are still in use. The gross carrying amount (before deducting accumulated amortisation) of those intangible assets amounted to approximately Baht 48 million and Baht 46 million, respectively (separate financial statements: Baht 48 million and Baht 46 million, respectively).

#### 17. Other assets

|                  |             |             |                    | (Unit. Dant) |  |  |
|------------------|-------------|-------------|--------------------|--------------|--|--|
|                  | Conso       | lidated     | Separate financial |              |  |  |
|                  | financial s | tatements   | statements         |              |  |  |
|                  | 2012        | 2011        | 2012               | 2011         |  |  |
| Clearing fund    | 74,415,694  | 64,522,254  | 74,415,694         | 64,522,254   |  |  |
| Accrued income   | 39,093,090  | 7,981,466   | 38,926,404         | 7,845,194    |  |  |
| Prepaid expenses | 13,911,268  | 14,920,626  | 12,655,659         | 14,573,102   |  |  |
| Others           | 17,803,748  | 15,930,536  | 15,673,671         | 14,690,567   |  |  |
| Total            | 145,223,800 | 103,354,882 | 141,671,428        | 101,631,117  |  |  |

# 18. Borrowings from financial institutions

As at 31 December 2012 and 2011, borrowings from financial institutions comprising only domestic borrowings in Baht currency are classified as follows:

|                        |  |               | (Unit: Baht)          |               |  |  |  |  |  |
|------------------------|--|---------------|-----------------------|---------------|--|--|--|--|--|
|                        | Consolidated and separate financial statements |               |                       |               |  |  |  |  |  |
|                        | 2012   |               |                       |               |  |  |  |  |  |
|                        | Interest rate per annum                        | Remaining per | riod to maturity      |               |  |  |  |  |  |
|                        | (percent)                                      | At call       | At call Within 1 year |               |  |  |  |  |  |
| Financial institutions |  |               |                       |               |  |  |  |  |  |
| Promissory notes       | 2.86 - 3.00                                    | 1,995,000,000 | 175,000,000           | 2,170,000,000 |  |  |  |  |  |
| Total borrowings from  |  |               |                       |               |  |  |  |  |  |
| financial institutions |  | 1,995,000,000 | 175,000,000           | 2,170,000,000 |  |  |  |  |  |

(I Init: Baht)

(Unit: Baht)

|                        | Consolida               | Consolidated and separate financial statements       |               |             |  |  |  |
|------------------------|-------------------------|--|---------------|-------------|--|--|--|
|                        |                         | 2011   |               |             |  |  |  |
|                        | Interest rate per annum | Interest rate per annum Remaining period to maturity |               |             |  |  |  |
|                        | (percent)               | At call  | Within 1 year | Total       |  |  |  |
| Financial institutions |                         |  |               |             |  |  |  |
| Promissory notes       | 3.3, 3.4                |  | 594,000,000   | 594,000,000 |  |  |  |
| Total borrowings from  |                         |  |               |             |  |  |  |
| financial institutions |                         | -  | 594,000,000   | 594,000,000 |  |  |  |

# 19. Securities and derivatives business payables

(Unit: Baht)

# Consolidated and

|  | separate financial statements |               |  |
|--|-------------------------------|---------------|--|
|  | 2012                          | 2011          |  |
| Cash accounts  | 3,581,245,998                 | 1,097,547,951 |  |
| Payables under securities borrowing and lending business | 82,449,545                    | 257,182,395   |  |
| Guarantee deposit payables                               | 292,465,768                   |               |  |
| Total securities and derivatives business payables       | 3,956,161,311                 | 1,354,730,346 |  |

# 20. Debt issued and borrowings

As at 31 December 2012, debt issued and borrowings are classified as follows:

(Unit: Baht)

|                                  | Consolidated and Separate financial statement |         |               |               |  |
|----------------------------------|---|---------|---------------|---------------|--|
|                                  | 31 December 2012                              |         |               |               |  |
|                                  | Interest rate per annum                       |         |               |               |  |
|                                  | (percent)                                     | At call | Within 1 year | Total         |  |
| Other borrowings and debt issued |   |         |               |               |  |
| Borrowings from related company  |   |         |               |               |  |
| - borrowing from Maybank Kim Eng |   |         |               |               |  |
| Holdings Limited 79,396,584 SGD  | 0.90  |         | 2,007,423,532 | 2,007,423,532 |  |
| Total other borrowings and debt  |   |         |               |               |  |
| issued                           |   | -       | 2,007,423,532 | 2,007,423,532 |  |

Borrowings from Maybank Kim Eng Holdings Limited are short-term borrowings which will mature in January 2013

#### 21. Provisions

(Unit: Baht)

|                                 |            |            | Separate financial statements |            |
|---------------------------------|------------|------------|-------------------------------|------------|
|                                 |            |            |                               |            |
|                                 |            |            | 2011                          |            |
| Balance - beginning of the year | 57,765,356 | 34,453,333 | 57,428,948                    | 34,453,333 |
| Increase during the year        | 25,963,964 | 23,312,023 | 25,596,587                    | 22,975,615 |
| Balance - end of the year       | 83,729,320 | 57,765,356 | 83,025,535                    | 57,428,948 |

As at 31 December 2012 and 2011, the provision comprised the obligations of the Company to Nithipat Capital Public Co., Ltd., ("Nithipat"), the former parent company, of approximately Baht 11 million in the event that Nithipat is unable to collect securities debts that have not been transferred as mentioned in the Asset Transfer Letter dated 14 August 1996. Additional provision is set up for the anticipated liability in respect of the notice that the group received from a securities trading customer of Yuanta Securities (Thailand) Limited, demanding the Company pay damages of approximately Baht 16 million for an infringement that occurred before the customer was transferred to the Company.

As at 31 December 2012, the Company and its subsidiary recorded post employment benefits, payable to employees under the Thai labor law in the consolidated financial statements amounting to Baht 53 million (separate financial statements: Baht 52 million), as described in Note 22 to the financial statements. In addition, the Company and its subsidiary have set aside provisions for dismantling costs amounting to Baht 4 million (separate financial statements: Baht 4 million).

#### 22. Provisions for long-term employee benefits

As at 1 January 2011, the Company and its subsidiary have changed their accounting policies to bring them in line with TAS 19 Employee Benefits. This accounting standard requires employee benefits to be recognised as an expense in the period in which service is performed by the employee. In particular, an entity has to evaluate and make provision for post-employment benefits using actuarial techniques.

The Company and its subsidiary have changed this accounting policy in the year 2011 and recognise the liability in the transition period as an expense on a straight-line basis over up to five years from the date of adoption.

As at 31 December 2012, the Company and its subsidiary recognised Baht 23 million of such long-term employee benefit liabilities (separate financial statements: Baht 23 million) and Baht 34 million remains unrecognised (separate financial statements: Baht 34 million) as a result of gradual recognition of liability in the transition period over the five-year period as mentioned above.

Provision for long-term employee benefits as at 31 December 2012 and 2011, was as follows:

(Unit: Baht)

|  | Consolidated financial statements |              | Separate financia | al statements |
|--|-----------------------------------|--------------|-------------------|---------------|
|  | 2012                              | 2011         | 2012              | 2011          |
| Defined benefit obligation at beginning of |                                   |              |                   |               |
| year                                       | 72,361,106                        | 64,766,043   | 71,793,225        | 64,476,702    |
| Current service cost                       | 14,636,032                        | 10,345,063   | 14,326,523        | 10,066,523    |
| Benefits paid during the year              |                                   | (2,750,000)  | <u> </u>          | (2,750,000)   |
| Defined benefit obligation at end of year  | 86,997,138                        | 72,361,106   | 86,119,748        | 71,793,225    |
| Unrecognised transitional provisions       | (33,983,797)                      | (45,311,729) | (33,810,192)      | (45,080,256)  |
| Provisions for long-term employee          |                                   |              |                   |               |
| benefits at end of year                    | 53,013,341                        | 27,049,377   | 52,309,556        | 26,712,969    |

Long-term employee benefit expenses included in the profit or loss for the years ended 31 December 2012 and 2011 was as follows:

(Unit: Baht)

|                                   | Consolidated financial statements 2012 2011 |            | Separate financial statements |            |
|-----------------------------------|---|------------|-------------------------------|------------|
|                                   |   |            |                               |            |
|                                   |   |            | 2012                          | 2011       |
| Current service cost              | 14,636,032                                  | 10,345,063 | 14,326,523                    | 10,066,523 |
| Transitional liability recognised |   |            |                               |            |
| during the year                   | 11,327,932                                  | 11,327,932 | 11,270,064                    | 11,270,064 |
| Total                             | 25,963,964                                  | 21,672,995 | 25,596,587                    | 21,336,587 |

The Company and its subsidiary recognised these expenses in operating expenses.

The principal actuarial assumptions used to calculate the defined benefit obligations as at actuarial date are summarised below.

|                                | (% per annum) |
|--------------------------------|---------------|
| Discount rate                  | 4             |
| Average future salary increase | 4             |
| Average turnover rate          | 7             |

Amount of defined benefit obligation for the current and previous two periods are as follows:

|           | Defined ben          | Defined benefit obligation |  |  |
|-----------|----------------------|----------------------------|--|--|
|           | Consolidated         | Separate                   |  |  |
|           | financial statements | financial statements       |  |  |
| Year 2012 | 86,997,138           | 86,119,748                 |  |  |
| Year 2011 | 72,361,106           | 71,793,225                 |  |  |
| Year 2010 | 64,766,043           | 64,476,702                 |  |  |

## 23. Liabilities under finance lease agreements

(Unit: Baht)

|  | Consolidated         |             | Separate             |             |
|--|----------------------|-------------|----------------------|-------------|
|  | financial statements |             | financial statements |             |
|  | 2012                 | 2011        | 2012                 | 2011        |
| Liabilities under finance lease agreements | 19,565,181           | 18,682,709  | 17,797,024           | 16,590,984  |
| Less : Deferred interest expenses          | (1,996,004)          | (2,164,543) | (1,724,910)          | (1,784,159) |
| Total                                      | 17,569,177           | 16,518,166  | 16,072,114           | 14,806,825  |
| Less: Portion due within one year          | (5,437,686)          | (3,934,969) | (5,208,444)          | (3,720,691) |
| Liabilities under finance lease agreements |                      |             |                      |             |
| - net of current portion                   | 12,131,491           | 12,583,197  | 10,863,670           | 11,086,134  |

The Company and its subsidiary have entered into the finance lease agreements with leasing companies for rental of motor vehicles for use in its operation, whereby it is committed to pay rental on a monthly basis. The terms of the agreements are generally 5 years.

Future minimum lease payments required under the finance lease agreements were as follows:

|                                       |                                   |                  |               | (Unit: Baht) |  |  |
|---------------------------------------|-----------------------------------|------------------|---------------|--------------|--|--|
|                                       | Consolidated financial statements |                  |               |              |  |  |
|                                       |                                   | As at 31 Dece    | ember 2012    |              |  |  |
|                                       | Less than 1                       |                  | Over 5        |              |  |  |
|                                       | year                              | 1-5 years        | years         | Total        |  |  |
| Future minimum lease payments         | 6,339,970                         | 13,225,211       | -             | 19,565,181   |  |  |
| Deferred interest expenses            | (902,284)                         | (1,093,720)      |               | (1,996,004)  |  |  |
| Present value of future minimum lease |                                   |                  |               |              |  |  |
| payments                              | 5,437,686                         | 12,131,491       |               | 17,569,177   |  |  |
|                                       | Co                                | nsolidated finan | cial statemer | (Unit: Baht) |  |  |
|                                       |                                   | As at 31 Dece    | mber 2011     |              |  |  |
|                                       | Less than 1                       |                  | Over 5        |              |  |  |
|                                       | year                              | 1-5 years        | years         | Total        |  |  |
| Future minimum lease payments         | 4,883,561                         | 13,799,147       | -             | 18,682,708   |  |  |
| Deferred interest expenses            | (948,592)                         | (1,215,950)      |               | (2,164,542)  |  |  |
| Present value of future minimum       |                                   |                  |               |              |  |  |
| lease payments                        | 3,934,969                         | 12,583,197       |               | 16,518,166   |  |  |

(Unit: Baht)

| Separate financial | statements |
|--------------------|------------|
|                    |            |

|                                       | As at 31 December 2012 |                |                 |              |  |
|---------------------------------------|------------------------|----------------|-----------------|--------------|--|
|                                       | Less than 1            |                | Over 5          |              |  |
|                                       | year                   | 1-5 years      | years           | Total        |  |
| Future minimum lease payments         | 6,016,403              | 11,780,621     | -               | 17,797,024   |  |
| Deferred interest expenses            | (807,959)              | (916,951)      |                 | (1,724,910)  |  |
| Present value of future minimum       |                        |                |                 |              |  |
| lease payments                        | 5,208,444              | 10,863,670     |                 | 16,072,114   |  |
|                                       |                        | Saparata finan | ocial statement | (Unit: Baht) |  |
|                                       |                        | Separate finar |                 | <u> </u>     |  |
|                                       |                        | As at 31 De    | cember 2011     |              |  |
|                                       | Less than 1            |                | Over 5          |              |  |
|                                       | year                   | 1-5 years      | years           | Total        |  |
| Future minimum lease payments         | 4,559,993              | 12,030,991     | -               | 16,590,984   |  |
| Deferred interest expenses            | (839,302)              | (944,857)      |                 | (1,784,159)  |  |
| Present value of future minimum lease |                        |                |                 |              |  |
| payments                              | 3,720,691              | 11,086,134     |                 | 14,806,825   |  |

# 24. Capital management

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

## 25. Treasury shares

During the year ended 31 December 2012, the Company sold 1,645,200 treasury shares with a cost value of Baht 11.26 million. The accounts relating to the purchase/sale of treasury shares are presented below:

|                                  | Consolidated and separate financial statements |              |                |              |
|----------------------------------|--|--------------|----------------|--------------|
|                                  | For the year ended 31 December 2012            |              |                |              |
|                                  |  | Appropriated |                |              |
|                                  |  |              | retained       |              |
|                                  |  | Premium on   | earnings -     |              |
|                                  | Number of                                      | treasury     | treasury       | Treasury     |
|                                  | shares   | shares       | shares reserve | shares       |
|                                  | (Shares)                                       | (Baht)       | (Baht)         | (Baht)       |
| Balance at the beginning of year | 1,645,200                                      | 5,347,943    | 11,260,973     | (11,260,973) |
| Sold treasury shares             | (1,645,200)                                    | 13,870,727   | (11,260,973)   | 11,260,973   |
| Balance at end of year           | -  | 19,218,670   |                |              |

The Baht 11.26 million decrease in appropriated retained earnings - treasury shares reserve during the year represents the value of treasury shares sold during the year.

# 26. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net income, after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of its registered capital. The statutory reserve is not available for dividend distribution.

### 27. Dividends

During the years ended 31 December 2012 and 2011, the Annual General Meeting of the Company's shareholders approved the payment of dividend as follows:

| Dividends                   | Approved by                 | Total dividends | Dividend per share |
|-----------------------------|-----------------------------|-----------------|--------------------|
|                             |                             | (Million Baht)  | (Baht)             |
| Dividends for earnings      | Board of Directors' meeting | 200             | 0.35               |
| from 1 January 2012 to      | on 8 August 2012            |                 |                    |
| 30 June 2012                |                             |                 |                    |
| Dividends for the year 2011 | Annual General Meeting of   | 467             | 0.82               |
|                             | the shareholders on         |                 |                    |
|                             | 30 March 2012               |                 |                    |
| Dividends for earnings      | Board of Directors' meeting | 199             | 0.35               |
| from 1 January 2011 to      | on 11 August 2011           |                 |                    |
| 30 June 2011                |                             |                 |                    |
| Dividends for the year 2010 | Annual General Meeting of   | 672             | 1.18               |
|                             | the shareholders on         |                 |                    |
|                             | 30 March 2011               |                 |                    |

### 28. Brokerage fee

(Unit: Baht)

Consolidated and separate financial statements

For the years ended 31 December

|   | Tot the your officed of Boothison |               |  |
|---|-----------------------------------|---------------|--|
|   | 2012                              | 2011          |  |
| Brokerage fee from securities business  | 2,256,096,462                     | 2,286,929,444 |  |
| Brokerage fee from derivatives business | 264,974,656                       | 337,474,812   |  |
| Total brokerage fee                     | 2,521,071,118                     | 2,624,404,256 |  |

### 29. Fees and service income

(Unit: Baht)

|                                  | Consol       | Consolidated        |                      | Separate   |  |
|----------------------------------|--------------|---------------------|----------------------|------------|--|
|                                  | financial st | atements            | financial statements |            |  |
|                                  | For the yea  | For the years ended |                      | ars ended  |  |
|                                  | 31 Dec       | 31 December         |                      | ember      |  |
|                                  | 2012         | 2012 2011           |                      | 2011       |  |
| Underwriting fee                 | 34,931,463   | 164,793             | 34,931,463           | 164,793    |  |
| Financial advisory               | 22,718,734   | 21,580,006          | 22,718,734           | 21,580,006 |  |
| Securities borrowing and lending | 13,765,303   | 10,841,589          | 13,765,303           | 10,841,589 |  |
| Fund management                  | 2,579,290    | 444,425             | -                    | -          |  |
| Others                           | 6,402,229    | 12,362,194          | 7,252,549            | 12,362,194 |  |
| Total fees and service income    | 80,397,019   | 45,393,007          | 78,668,049           | 44,948,582 |  |

### 30. Directors' remuneration

Directors' remuneration represents the benefits (exclusive of salaries, bonus, and related benefits payable to executive directors) paid to directors of the Company and its subsidiary in accordance with Section 90 of the Public Limited Companies Act.

Directors' remuneration of the current year included adjustments made by reversing remuneration of directors for the year 2011. As at 31 December 2011, the Company estimated and recorded directors' remuneration based on the amounts approved for the year 2010 and subsequently adjusted it when the amounts approved by the Annual General Meeting of shareholders were know.

# 31. Management's remuneration

Benefits paid to management of the Company and its subsidiary, which presented as part of "Personnel expenses", were as follows:

|                              |                     |                      |                     | (Unit: Baht)         |  |
|------------------------------|---------------------|----------------------|---------------------|----------------------|--|
|                              | Conso               | lidated              | Separate            |                      |  |
|                              | financial s         | financial statements |                     | financial statements |  |
|                              | For the years ended |                      | For the years ended |                      |  |
|                              | 31 December         |                      | 31 December         |                      |  |
|                              | 2012 2011           |                      | 2012                | 2011                 |  |
| Management's remuneration    |                     |                      |                     |                      |  |
| Short-term employee benefits | 220,484,665         | 234,543,545          | 204,684,435         | 230,189,600          |  |
| Post-employment benefits     | 4,549,868           | 4,293,986            | 4,279,552           | 4,044,295            |  |
|                              | 225,034,533         | 238,837,531          | 208,963,987         | 234,233,895          |  |
|                              |                     |                      |                     |                      |  |

### 32. Provident fund

The Company, its subsidiary and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Employees contributed to the fund monthly at the rate of 3 percent of basic salary and the Company and its subsidiary contributed to the fund monthly at the rate of 2-8 percent. The funds of the Company and its subsidiary are managed by Krung Thai Asset Management Public Company Limited. The funds will be paid to employees upon termination in accordance with the rules of the fund. During the years ended 31 December 2012 and 2011, Baht 26 million and Baht 25 million, respectively were contributed to the fund by the Company and its subsidiary (separate financial statements: Baht 26 million and Baht 25 million, respectively).

### 33. Income tax

Income tax was calculated on profit before income tax for the current year, after adding back expenses and deducting income which are disallowable for tax computation purposes.

# 34. Earnings per share

Basic earnings per share is calculated by dividing the net earnings for the year by the weighted average number of ordinary shares held by outside shareholders in issue during the year, net from the treasury shares held by the Company.

|  | Consolidated         |                     | Separate             |                     |  |
|--|----------------------|---------------------|----------------------|---------------------|--|
|  | financial statements |                     | financial statements |                     |  |
|  | For the ye           | For the years ended |                      | For the years ended |  |
|  | 31 De                | ecember             | 31 December          |                     |  |
|  | 2012                 | 2012 2011           |                      | 2011                |  |
| Beginning balance of the year - weighted average |                      |                     |                      |                     |  |
| number of ordinary shares (shares)               | 569,169,300          | 569,169,300         | 569,169,300          | 569,169,300         |  |
| Weighted average number of treasury shares sold  |                      |                     |                      |                     |  |
| during the year (shares)                         | 1,355,084            |                     | 1,355,084            |                     |  |
| Ending balance of the year - weighted average    |                      |                     |                      |                     |  |
| number of ordinary shares (shares)               | 570,504,384          | 569,169,300         | 570,504,384          | 569,169,300         |  |
| Profit for the year (Baht)                       | 738,403,810          | 654,181,183         | 720,660,344          | 672,180,431         |  |
| Earnings per share (Baht/share)                  | 1.29                 | 1.15                | 1.26                 | 1.18                |  |

# 35. Related party transactions

During the years ended 31 December 2012 and 2011, the Company and its subsidiary had significant business transactions with the following related parties.

| Company's name and related person             | Relationship   |
|---|--|
| Kim Eng Asset Management (Thailand) Co., Ltd. | The Company's subsidiary which is 99.99% held by the |
|   | Company  |
| Maybank Kim Eng Holdings Limited              | Parent company                                       |
| Mayban IB Holdings Sdn Bhd                    | Shareholder of parent company                        |
| Maybank Kim Eng Securities Pte. Ltd.          | Fellow subsidiary                                    |
| Kim Eng Securities (Hong Kong) Limited        | Fellow subsidiary                                    |
| Maybank Kim Eng Investment Limited            | Fellow subsidiary                                    |

Such related parties transactions have been concluded on commercial terms and bases agreed upon in the ordinary course of businesses between the Company, the subsidiary and those related parties. Below is a summary of those transactions.

|                                      |            |              |             |           | (Unit: Million Baht)                     |
|--------------------------------------|------------|--------------|-------------|-----------|--|
|                                      | Consolidat | ed financial | Separate    | financial |  |
| <u>-</u>                             | state      | ments        | stater      | ments     | _  |
|                                      | For the ye | ears ended   | For the ye  | ars ended |  |
| _                                    | 31 Dec     | cember       | 31 December |           | Pricing policies                         |
| <u>-</u>                             | 2012       | 2011         | 2012        | 2011      | _  |
| Transactions with subsidiary company |            |              |             |           |  |
| (Eliminated from the consolidated    |            |              |             |           |  |
| financial statements)                |            |              |             |           |  |
| Rental and service income            |            |              |             |           | In accordance with service agreements    |
| Kim Eng Asset Management             | -          | -            | 2           | 2         |  |
| (Thailand) Co., Ltd.                 |            |              |             |           |  |
|                                      |            |              |             |           |  |
| Transactions with related parties    |            |              |             |           |  |
| Brokerage fee income                 |            |              |             |           | At normal rate charged to other clients, |
| Maybank Kim Eng Securities           | 29         | 23           | 29          | 23        | in accordance with SET's and SEC's       |
| Pte. Ltd.                            |            |              |             |           | notification                             |
| Kim Eng Securities (Hong Kong)       | 3          | 4            | 3           | 4         |  |
| Limited                              |            |              |             |           |  |
| Fee and service income               |            |              |             |           | In accordance with service agreements    |
| Mayban IB Holdings Sdn Bhd           | -          | 4            | -           | 4         |  |

(Unit: Million Baht)

|                                   |            | ed financial | •                   | e financial |  |
|-----------------------------------|------------|--------------|---------------------|-------------|--|
|                                   | For the ye | ears ended   | For the years ended |             | _  |
|                                   | 31 De      | cember       | 31 Dec              | cember      | Pricing policies                         |
|                                   | 2012       | 2011         | 2012                | 2011        | _  |
| Transactions with related parties |            |              |                     |             |  |
| (continued)                       |            |              |                     |             |  |
| Information technology service    |            |              |                     |             | At the price agreed upon by both parties |
| <u>expenses</u>                   |            |              |                     |             | referencing the market price.            |
| Maybank Kim Eng Holdings Limited  | 3          | 3            | 3                   | 3           |  |
| Brokerage expenses                |            |              |                     |             | In accordance with agreement             |
| Maybank Kim Eng Securities Pte.   | 2          | -            | 2                   | -           |  |
| Ltd.                              |            |              |                     |             |  |
| Interest expenses on borrowings   |            |              |                     |             | In accordance with borrowings            |
|                                   |            |              |                     |             | agreement                                |
| Maybank Kim Eng Holdings Limited  | 4          | -            | 4                   | -           |  |
| Consulting service fee            |            |              |                     |             | In accordance with service agreements    |
| Maybank Kim Eng Securities Pte.   | 3          | 3            | 3                   | 3           |  |
| Ltd.                              |            |              |                     |             |  |
| Dividend paid                     |            |              |                     |             | As declared                              |
| Maybank Kim Eng Holdings Limited  | 556        | 483          | 556                 | 483         |  |
| Maybank Kim Eng Investment        | 2          | 2            | 2                   | 2           |  |
| Limited                           |            |              |                     |             |  |
| Mayban IB Holdings Sdn Bhd        | -          | 56           | -                   | 56          |  |

As at 31 December 2012 and 2011, the outstanding balances of the above transactions, as presented in the statements of financial position are as follows:

(Unit: Million Baht)

|                                     | Consolidated final | ncial statements | Separate financial statements |      | Pricing Policies                       |  |
|-------------------------------------|--------------------|------------------|-------------------------------|------|--|--|
|                                     | 2012               | 2011             | 2012                          | 2011 |  |  |
| Subsidiary company                  |                    |                  |                               |      |  |  |
| (Eliminated from the consolidated   |                    |                  |                               |      |  |  |
| financial statements)               |                    |                  |                               |      |  |  |
| Other receivables                   |                    |                  |                               |      | No interest charged                    |  |
| Kim Eng Asset Management            | -                  | -                | 0.4                           | 0.2  |  |  |
| (Thailand) Co., Ltd.                |                    |                  |                               |      |  |  |
| Related company                     |                    |                  |                               |      |  |  |
| Securities business receivables     |                    |                  |                               |      | No interest charged                    |  |
| Maybank Kim Eng Securities Pte.     | 59                 | -                | 59                            | -    |  |  |
| Ltd.                                |                    |                  |                               |      |  |  |
| Kim Eng Securities (Hong Kong)      | 1                  | -                | 1                             | -    |  |  |
| Limited                             |                    |                  |                               |      |  |  |
| Foreign securities company          |                    |                  |                               |      | No interest charged                    |  |
| <u>receivables</u>                  |                    |                  |                               |      |  |  |
| Maybank Kim Eng Securities Pte.     | 58                 | -                | 58                            | -    |  |  |
| Ltd.                                |                    |                  |                               |      |  |  |
| Foreign deposits receivables        |                    |                  |                               |      | No interest charged                    |  |
| Maybank Kim Eng Securities Pte.     | 1,248              | -                | 1,248                         | -    |  |  |
| Ltd.                                |                    |                  |                               |      |  |  |
| Prepaid consulting fee              |                    |                  |                               |      | In accordance with service agreement   |  |
| Maybank Kim Eng Securities Pte.     | 4                  | 7                | 4                             | 7    |  |  |
| Ltd.                                |                    |                  |                               |      |  |  |
| <u>Borrowings</u>                   |                    |                  |                               |      |  |  |
| Maybank Kim Eng Holdings Limited    | 2,007              | -                | 2,007                         | -    | Differential between the local cost of |  |
|                                     |                    |                  |                               |      | borrowing and the SGD/THB swap         |  |
|                                     |                    |                  |                               |      | cost                                   |  |
| Securities business payables        |                    |                  |                               |      | No interest charged                    |  |
| Maybank Kim Eng Securities Pte.     | 134                | 106              | 134                           | 106  |  |  |
| Ltd.                                |                    |                  |                               |      |  |  |
| Kim Eng Securities (Hong Kong)      | 4                  | -                | 4                             | -    |  |  |
| Limited                             |                    |                  |                               |      |  |  |
| Foreign securities company payables |                    |                  |                               |      | No interest charged                    |  |
| Maybank Kim Eng Securities Pte.     | 1                  | -                | 1                             | -    |  |  |
| Ltd.                                |                    |                  |                               |      |  |  |
| Dividend payable                    |                    |                  |                               |      | As declared                            |  |
| Maybank Kim Eng Holdings Limited    | 166                | -                | 166                           | -    |  |  |

## Loans from related parties

As at 31 December 2012, the balance of loans between the Company and the related company and the movement are as follows:

(Unit: Million Baht) Consolidated and separate financial statements Balance as at Increase Decrease Balance as at Loans from related parties Related by 31 December 2011 during the year during the year 31 December 2012 Maybank Kim Eng Holdings 2,007 2,007 Limited Parent company 2,007 2,007 Total

On 1 July 2003, the Company signed the information technology service agreement with the parent company in Singapore for a period of 1.5 years and has been committed to pay fee at the rate specified in the agreement. If no termination is made by either party when due, the agreement is automatically renewed for another year.

The Company and its subsidiary entered into a rental agreement for office and services since 31 December 2010. The contract expiration is on 30 June 2012.

As at 31 December 2012, Maybank Kim Eng Holdings Ltd. guaranteed the overdraft facilities amounting to Baht 330 million (31 December 2011: Baht 330 million). There is no overdraft outstanding balance as at 31 December 2012.

As at 31 December 2012, the Company had loans to employees under welfare program amounting to Baht 289 million. The loans charged interest at rate of 2.50, 3.30 percent per annum.

## 36. Segment information

The Company's operation mainly involves securities and derivatives brokering and carried on in Thailand. Accordingly, no business/ geographical area segment information is presented.

# 37. Commitments and contingent liabilities

- **37.1** Significant contingent liabilities as at 31 December 2012 and 2011 are as follows:
  - 1) As at 31 December 2012 and 2011, the Company and its subsidiary have significant outstanding commitments under office space, office equipment, and other service agreements as follows:

(Unit: Million Baht)

|                             | Consolidated fina | Consolidated financial statements  As at 31 December |  |  |
|-----------------------------|-------------------|--|--|--|
|                             | As at 31 E        |  |  |  |
|                             | 2012              | 2011   |  |  |
| Payable:                    |                   |  |  |  |
| In up to 1 year             | 83                | 74   |  |  |
| In over 1 and up to 5 years | 41                | 75   |  |  |
|                             | J)                | Jnit: Million Baht)                                  |  |  |
|                             | Separate finance  | cial statements                                      |  |  |
|                             | As at 31 E        | December   |  |  |
|                             | 2012              | 2011   |  |  |
| Payable:                    |                   |  |  |  |
| In up to 1 year             | 82                | 73   |  |  |
| In over 1 and up to 5 years | 39                | 74   |  |  |

2) As at 31 December 2012 and 2011, future minimum lease payments required under the finance lease agreements were as follows:

|  | (Unit: Million B                  |                       |                   |  |
|--|-----------------------------------|-----------------------|-------------------|--|
|  | Consolidated financial statements |                       |                   |  |
|  | As at 31 December 2012            |                       |                   |  |
|  | Less than                         | _                     |                   |  |
|  | 1 year                            | 1-5 years             | Total             |  |
| Future minimum lease payments                  | 7                                 | 13                    | 20                |  |
| Deferred interest expenses                     | (1)                               | (1)                   | (2)               |  |
| Present value of future minimum lease payments | 6                                 | 12                    | 18                |  |
|  |                                   | (Un                   | it: Million Baht) |  |
|  | Consolid                          | lated financial state | ments             |  |
|  | As a                              | at 31 December 201    | 11                |  |
|  | Less than                         |                       |                   |  |
|  | 1 year                            | 1-5 years             | Total             |  |
| Future minimum lease payments                  | 5                                 | 14                    | 19                |  |
| Deferred interest expenses                     | (1)                               | (1)                   | (2)               |  |
| Present value of future minimum lease payments | 4                                 | 13                    | 17                |  |

(Unit: Million Baht)

|  | Separate financial statements |           |                    |  |
|--|-------------------------------|-----------|--------------------|--|
|  | As at 31 December 2012        |           |                    |  |
|  | Less than                     |           |                    |  |
|  | 1 year                        | 1-5 years | Total              |  |
| Future minimum lease payments                  | 6                             | 12        | 18                 |  |
| Deferred interest expenses                     | (1)                           | (1)       | (2)                |  |
| Present value of future minimum lease payments | 5                             | 11        | 16                 |  |
|  |                               |           |                    |  |
|  |                               | (Ur       | nit: Million Baht) |  |

|  | Separ     | Separate financial statements |       |  |  |  |  |  |  |
|--|-----------|-------------------------------|-------|--|--|--|--|--|--|
|  | As a      | As at 31 December 2011        |       |  |  |  |  |  |  |
|  | Less than |                               |       |  |  |  |  |  |  |
|  | 1 year    | 1-5 years                     | Total |  |  |  |  |  |  |
| Future minimum lease payments                  | 5         | 12                            | 17    |  |  |  |  |  |  |
| Deferred interest expenses                     | (1)       | (1)                           | (2)   |  |  |  |  |  |  |
| Present value of future minimum lease payments | 4 11      |                               |       |  |  |  |  |  |  |

**37.2** As at 31 December 2012 and 2011, there were outstanding bank guarantees of approximately Baht 3 million issued by a bank on behalf of the Company in respect of certain performance bonds as required in normal course of business. The bank guarantees were secured by the pledge of the Company's bank deposits, as described in Note 8 to the financial statements.

### 38. Financial instruments

Financial instruments are any contract which gives rise to both a financial asset of one entity and a financial liability or equity instrument of another entity in the meantime.

# 38.1 Financial risk management

Financial instruments of the Company and its subsidiary principally comprise cash and cash equivalents, deposits at financial institutions, derivative assets, investments, receivables from and payables to Clearing House, borrowings from financial institutions, securities and derivatives business receivables and payables, derivative liabilities and debt issued and borrowings. The financial risks associated with these financial instruments and how they are managed is described below.

#### 38.2 Credit risk

The Company is exposed to credit risk primarily with respect to securities and futures business receivables. The Company manages the risk by establishing trading credit approval limit for client, performing credit review and increasing credit limit at both of committee and individual level subject to credit level. In addition, the Company assigns Credit Committee to control and monitor the credit risk. Therefore, the Company does not expect to incur material financial losses. In addition, the Company does not have high concentration of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the book value of securities and derivatives business receivables, derivative assets and receivables from foreign securities company as stated in the statement of financial position.

#### 38.3 Market risk

Market risk is the risk that changes in interest rates, foreign exchange rates and securities prices may have an effect on the Company's position and investment status. As such, market risk consists of interest rate risk, foreign exchange risk and equity/commodities position risk.

## a) Interest rate risk

Interest rate risk is the risk that the value of financial assets and liabilities will fluctuate due to changes in market interest rates. However, since most of the Company's financial assets and liabilities will mature in 1 year or has floating interest rate, the Company's interest rate risk is expected to be low.

As at 31 December 2012 and 2011, significant financial assets and liabilities classified by type of interest rates are summarised in the table below.

(Unit: Million Baht) Consolidated financial statements Outstanding balance of financial instruments as at 31 December 2012 Fixed interest rates Remaining period to the contractual repricing date or Interest rate maturity date (% p.a.) Non-Floating Within Over 5 Without performing Floating Fixed interest rate interest rate interest rate 1 year 1 - 5 years years interest debts Total Financial assets 301 0.25 - 2.50 Cash and cash equivalents 76 24 201 3.05 3 3 1.70 - 2.10 Deposits at financial institutions 1,245 Receivable from Clearing House 1,245 Securities and derivatives business 8.776 82 2.779 247 11.884 5.42 - 5.50 5.50, 8.50 289 2.50, 3.30 Loans to employees under welfare program 289 Financial liabilities Borrowings from financial institutions 2 170 2 170 2 86 - 3 00 Payable to Clearing House 452 452 \_ Securities and derivatives business payables 293 82 3.581 3.956 1.90 3.00 . 5.50 24 24 Derivative liabilities 2.007 Debt issued and borrowings 2.007 0.90 12 18 5.20 - 11.25 Liabilities under financial lease agreements 6

#### Consolidated financial statements

|                                     |          | Consolidated linancial statements |                   |                   |             |             |       |               |                    |  |  |
|-------------------------------------|----------|-----------------------------------|-------------------|-------------------|-------------|-------------|-------|---------------|--------------------|--|--|
|                                     |          | Outstanding I                     | balance of fina   | ncial instruments | as at 31 De | cember 2011 |       |               |                    |  |  |
|                                     |          | Fix                               | ced interest rate | es                |             |             |       |               |                    |  |  |
|                                     |          | Remaining                         | period to the o   | contractual       |             |             |       | Intere        | est rate           |  |  |
|                                     |          | repricing                         | g date or matur   | ity date          |             |             |       | (%            | p.a.)              |  |  |
|                                     | Floating |                                   |                   |                   |             | Non-        |       |               |                    |  |  |
|                                     | interest | Within 1                          |                   |                   | Without     | performing  |       | Floating      | Fixed              |  |  |
|                                     | rate     | year                              | 1 - 5 years       | Over 5 years      | interest    | debts       | Total | interest rate | interest rate      |  |  |
| Financial assets                    |          |                                   |                   |                   |             |             |       |               |                    |  |  |
| Cash and cash equivalents           | 257      | 34                                | -                 | -                 | 146         | -           | 437   | 0.25 - 3.00   | 3.20               |  |  |
| Deposits at financial institutions  | -        | 3                                 | -                 | -                 | -           | -           | 3     | -             | 1.75 - 2.12        |  |  |
| Receivable from Clearing House      | -        | -                                 | -                 | -                 | 178         | -           | 178   | -             | -                  |  |  |
| Securities and derivatives business |          |                                   |                   |                   |             |             |       |               |                    |  |  |
| receivables                         | 4,405    | 257                               | -                 | -                 | 1,186       | 247         | 6,095 | 5.54 - 5.60   | 5.50, 8.50         |  |  |
| Loans to employees under welfare    |          |                                   |                   |                   |             |             |       |               |                    |  |  |
| program                             | 323      | -                                 | -                 | -                 | -           | -           | 323   | 3.00, 3.65    | -                  |  |  |
| Financial liabilities               |          |                                   |                   |                   |             |             |       |               |                    |  |  |
| Borrowings from financial           |          |                                   |                   |                   |             |             |       |               |                    |  |  |
| institutions                        | 594      | -                                 | -                 | -                 | -           | -           | 594   | 3.30 - 3.40   | -                  |  |  |
| Securities and derivatives business |          |                                   |                   |                   |             |             |       |               |                    |  |  |
| payables                            | -        | 257                               | -                 | -                 | 1,098       | -           | 1,355 | -             | 3.00, 5.50         |  |  |
| Derivative liabilities              | -        | -                                 | -                 | -                 | 6           | -           | 6     | -             | -                  |  |  |
| Liabilities under financial lease   |          |                                   |                   |                   |             |             |       |               |                    |  |  |
| agreements                          | -        | 4                                 | 13                | -                 | -           | -           | 17    | -             | 5.95 - 11.25       |  |  |
|                                     |          |                                   |                   |                   |             |             |       |               |                    |  |  |
|                                     |          |                                   |                   |                   |             |             |       | (Uı           | nit: Million Baht) |  |  |

(Unit: Million Baht)

|                                     |          | Fixed interest rates                |                 |              |          |            |        |               |               |
|-------------------------------------|----------|-------------------------------------|-----------------|--------------|----------|------------|--------|---------------|---------------|
|                                     |          | Remaining period to the contractual |                 |              |          |            |        | Intere        | est rate      |
|                                     |          | repricin                            | g date or matur | ity date     |          |            |        | (%            | p.a.)         |
|                                     | Floating |                                     |                 |              |          | Non-       |        |               |               |
|                                     | interest | Within 1                            |                 |              | Without  | performing |        | Floating      | Fixed         |
|                                     | rate     | year                                | 1 - 5 years     | Over 5 years | interest | debts      | Total  | interest rate | interest rate |
| Financial assets                    |          |                                     |                 |              |          |            |        |               |               |
| Cash and cash equivalents           | 71       | -                                   | -               | -            | 201      | -          | 272    | 0.25 - 2.50   | -             |
| Deposits at financial institutions  | -        | 3                                   | -               | -            | -        | -          | 3      | -             | 1.70 - 2.10   |
| Receivable from Clearing House      | -        | -                                   | -               | -            | 1,245    | -          | 1,245  | -             | -             |
| Securities and derivatives business |          |                                     |                 |              |          |            |        |               |               |
| receivables                         | 8,776    | 82                                  | -               | -            | 2,779    | 247        | 11,884 | 5.42 - 5.50   | 5.50, 8.50    |
| Loans to employees under welfare    |          |                                     |                 |              |          |            |        |               |               |
| program                             | 289      | -                                   | -               | -            | -        | -          | 289    | 2.50, 3.30    | -             |
| Financial liabilities               |          |                                     |                 |              |          |            |        |               |               |
| Borrowings from financial           |          |                                     |                 |              |          |            |        |               |               |
| institutions                        | 2,170    | -                                   | -               | -            | -        | -          | 2,170  | 2.86 - 3.00   | -             |

82

2,007

293

Payable to Clearing House Securities and derivatives business

Debt issued and borrowings

Liabilities under financial lease

payables

Derivative liabilities

agreements

452

3,581

24

452

3,956

2,007

24

1.90

5.95 - 11.25

Separate financial statements

Outstanding balance of financial instruments as at 31 December 2012

3.00, 5.50

0.90

|                                     |                              | Outstanding balance of financial instruments as at 31 December 2011 |                   |              |         |                             |       |                        |                     |  |  |
|-------------------------------------|------------------------------|---|-------------------|--------------|---------|-----------------------------|-------|------------------------|---------------------|--|--|
|                                     |                              | Fix   | ced interest rate | es           |         |                             |       |                        |                     |  |  |
|                                     |                              | Remaining   | period to the o   | contractual  |         |                             |       | Intere                 | est rate            |  |  |
|                                     |                              | repricing   | g date or matur   | ity date     |         |                             |       | (% p.a.)               |                     |  |  |
|                                     | Floating<br>interest<br>rate | Within 1<br>year  | 1 - 5 years       | Over 5 years | Without | Non-<br>performing<br>debts | Total | Floating interest rate | Fixed interest rate |  |  |
| Financial assets                    |                              |   |                   |              |         |                             |       |                        |                     |  |  |
| Cash and cash equivalents           | 228                          | -   | -                 | -            | 145     | -                           | 373   | 0.25 - 2.40            | -                   |  |  |
| Deposits at financial institutions  | -                            | 3   | -                 | -            | -       | -                           | 3     | -                      | 1.75 - 2.12         |  |  |
| Receivable from Clearing House      | -                            | -   | -                 | -            | 178     | -                           | 178   | -                      | -                   |  |  |
| Securities and derivatives business |                              |   |                   |              |         |                             |       |                        |                     |  |  |
| receivables                         | 4,405                        | 257   | -                 | -            | 1,186   | 247                         | 6,095 | 5.54 - 5.60            | 5.50, 8.50          |  |  |
| Loans to employees under welfare    |                              |   |                   |              |         |                             |       |                        |                     |  |  |
| program                             | 323                          | -   | -                 | -            | -       | -                           | 323   | 3.00, 3.65             | -                   |  |  |
| <u>Financial liabilities</u>        |                              |   |                   |              |         |                             |       |                        |                     |  |  |
| Borrowings from financial           |                              |   |                   |              |         |                             |       |                        |                     |  |  |
| institutions                        | 594                          | -   | -                 | -            | -       | -                           | 594   | 3.30 - 3.40            | -                   |  |  |
| Securities and derivatives business |                              |   |                   |              |         |                             |       |                        |                     |  |  |
| payables                            | -                            | 257   | -                 | -            | 1,098   | -                           | 1,355 | -                      | 3.00, 5.50          |  |  |
| Derivative liabilities              | -                            | -   | -                 | -            | 6       | -                           | 6     | -                      | -                   |  |  |
| Liabilities under financial lease   |                              |   |                   |              |         |                             |       |                        |                     |  |  |
| agreements                          | -                            | 4   | 11                | -            | -       | -                           | 15    | -                      | 5.95 - 11.25        |  |  |

## b) Foreign exchange risk

Foreign exchange risk is the risk that changes in foreign exchange rates may result in changes in the value of financial instruments, and fluctuations in revenues or the values of financial assets and liabilities.

The balance of financial assets and liabilities denominated in foreign currencies are summarised below.

|                  | Financia   | Financial assets Financia |           | liabilities | Exchange rate          |                  |  |
|------------------|------------|---------------------------|-----------|-------------|------------------------|------------------|--|
| Foreign currency | as at 31 D | as at 31 December         |           | ecember     | as at 31 December 2012 |                  |  |
| <u>-</u>         | 2012       | 2011                      | 011 2012  |             | Buying                 | Selling          |  |
|                  | (Million)  | (Million)                 | (Million) | (Million)   | (Baht per 1 foreig     | n currency unit) |  |
| Hong Kong dollar | 270        | -                         | 270       | -           | 3.9207                 | 3.9813           |  |
| Singapore dollar | 8          | -                         | 87        | -           | 24.7844                | 25.2835          |  |
| US dollar        | 1          | -                         | 1         | -           | 30.4857                | 30.7775          |  |

Forward exchange contracts outstanding at 31 December 2012 are summarised below.

|                  |               | Contractual exchange rate          | Contractual maturity |
|------------------|---------------|------------------------------------|----------------------|
| Foreign currency | Bought amount | Bought                             | date                 |
|                  |               | (Baht per 1 foreign currency unit) |                      |
| Singapore dollar | 79,396,584    | 25.1530                            | 11 January 2013      |

# 38.4 Liquidity risk

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

The maturity dates of financial instruments held as of 31 December 2012 and 2011, counting from the financial position date, are as follows.

(Unit: Million Baht)

|  |         |          | Consolidat  | ted financial st | atements |                |        |  |  |
|--|---------|----------|-------------|------------------|----------|----------------|--------|--|--|
|  |         |          | As at       | 31 December      | 2012     |                |        |  |  |
|  |         |          |             |                  | Non-     |                |        |  |  |
|  |         | Within 1 |             | Over 5           | No       | performing     |        |  |  |
|  | At call | year     | 1 - 5 years | years            | maturity | debts          | Total  |  |  |
| Financial assets                             |         |          |             |                  |          |                |        |  |  |
| Cash and cash equivalents                    | 277     | 24       | -           | -                | -        | -              | 301    |  |  |
| Deposits at financial institutions           | -       | 3        | -           | -                | -        | -              | 3      |  |  |
| Receivable from Clearing House               | -       | 1,245    | -           | -                | -        | -              | 1,245  |  |  |
| Securities and derivatives business          |         |          |             |                  |          |                |        |  |  |
| receivables                                  | 82      | 2,779    | -           | -                | 8,776    | 247            | 11,884 |  |  |
| Loans to employees under welfare program     | -       | 43       | 122         | 124              | -        | -              | 289    |  |  |
| Financial liabilities                        |         |          |             |                  |          |                |        |  |  |
| Borrowings from financial institutions       | 1,995   | 175      | -           | -                | -        | -              | 2,170  |  |  |
| Payable to Clearing House                    | -       | 452      | -           | -                | -        | -              | 452    |  |  |
| Securities and Derivatives business payables | 375     | 3,581    | -           | -                | -        | -              | 3,956  |  |  |
| Derivative liabilities                       | -       | 24       | -           | -                | -        | -              | 24     |  |  |
| Debt issued and borrowings                   | -       | 2,007    | -           | -                | -        | -              | 2,007  |  |  |
| Liabilities under financial lease agreements | -       | 6        | 12          | -                | -        | -              | 18     |  |  |
|  |         |          |             |                  |          | (Unit: Million | Baht)  |  |  |

|  |         | As at 31 December 2011 |             |        |          |            |       |  |  |  |  |
|--|---------|------------------------|-------------|--------|----------|------------|-------|--|--|--|--|
|  |         |                        |             |        |          | Non-       |       |  |  |  |  |
|  |         | Within 1               |             | Over 5 | No       | performing |       |  |  |  |  |
|  | At call | year                   | 1 - 5 years | years  | maturity | debts      | Total |  |  |  |  |
| Financial assets                             |         |                        |             |        |          |            |       |  |  |  |  |
| Cash and cash equivalents                    | 403     | 34                     | -           | -      | -        | -          | 437   |  |  |  |  |
| Deposits at financial institutions           | -       | 3                      | -           | -      | -        | -          | 3     |  |  |  |  |
| Receivable from Clearing House               | -       | 178                    | -           | -      | -        | -          | 178   |  |  |  |  |
| Securities and derivatives business          |         |                        |             |        |          |            |       |  |  |  |  |
| receivables                                  | 317     | 1,126                  | -           | -      | 4,405    | 247        | 6,095 |  |  |  |  |
| Loans to employees under welfare program     | -       | 31                     | 116         | 176    | -        | -          | 323   |  |  |  |  |
| Financial liabilities                        |         |                        |             |        |          |            |       |  |  |  |  |
| Borrowings from financial institutions       | 594     | -                      | -           | -      | -        | -          | 594   |  |  |  |  |
| Securities and derivatives business payables | -       | 1,355                  | -           | -      | -        | -          | 1,355 |  |  |  |  |
| Derivative liabilities                       | -       | 6                      | -           | -      | -        | -          | 6     |  |  |  |  |
| Liabilities under financial lease agreements | -       | 4                      | 13          | -      | -        | -          | 17    |  |  |  |  |
|  |         |                        |             |        |          |            |       |  |  |  |  |

Consolidated financial statements

#### Separate financial statements

|  | As at 31 December 2012 |          |             |        |          |            |        |  |
|--|------------------------|----------|-------------|--------|----------|------------|--------|--|
|  |                        |          |             |        |          | Non-       |        |  |
|  |                        | Within 1 |             | Over 5 | No       | performing |        |  |
|  | At call                | year     | 1 - 5 years | years  | maturity | debts      | Total  |  |
| Financial assets                             |                        |          |             |        |          |            |        |  |
| Cash and cash equivalents                    | 272                    | -        | -           | -      | -        | -          | 272    |  |
| Deposits at financial institutions           | -                      | 3        | -           | -      | -        | -          | 3      |  |
| Receivable from Clearing House               | -                      | 1,245    | -           | -      | -        | -          | 1,245  |  |
| Securities and derivatives business          |                        |          |             |        |          |            |        |  |
| receivables                                  | 82                     | 2,779    | -           | -      | 8,776    | 247        | 11,884 |  |
| Loans to employees under welfare program     | -                      | 43       | 122         | 124    | -        | -          | 289    |  |
| Financial liabilities                        |                        |          |             |        |          |            |        |  |
| Borrowings from financial institutions       | 1,995                  | 175      | -           | -      | -        | -          | 2,170  |  |
| Payable to Clearing House                    | -                      | 452      | -           | -      | -        | -          | 452    |  |
| Securities and derivatives business payables | 375                    | 3,581    | -           | -      | -        | -          | 3,956  |  |
| Derivative liabilities                       | -                      | 24       | -           | -      | -        | -          | 24     |  |
| Debt issued and borrowings                   | -                      | 2,007    | -           | -      | -        | -          | 2,007  |  |
| Liabilities under financial lease agreements | -                      | 5        | 11          | -      | -        | -          | 16     |  |

(Unit: Million Baht)

# Separate financial statements

|  |         | As at 31 December 2011 |             |        |          |            |       |  |  |  |  |
|--|---------|------------------------|-------------|--------|----------|------------|-------|--|--|--|--|
|  |         |                        |             |        |          | Non-       |       |  |  |  |  |
|  |         | Within 1               |             | Over 5 | No       | performing |       |  |  |  |  |
|  | At call | year                   | 1 - 5 years | years  | maturity | debts      | Total |  |  |  |  |
| Financial assets                             |         |                        |             |        |          |            |       |  |  |  |  |
| Cash and cash equivalents                    | 373     | -                      | -           | -      | -        | -          | 373   |  |  |  |  |
| Deposits at financial institutions           | -       | 3                      | -           | -      | -        | -          | 3     |  |  |  |  |
| Receivable from Clearing House               | -       | 178                    | -           | -      | -        | -          | 178   |  |  |  |  |
| Securities and derivatives business          |         |                        |             |        |          |            |       |  |  |  |  |
| receivables                                  | 317     | 1,126                  | -           | -      | 4,405    | 247        | 6,095 |  |  |  |  |
| Loans to employees under welfare program     | -       | 31                     | 116         | 176    | -        | =          | 323   |  |  |  |  |
| Financial liabilities                        |         |                        |             |        |          |            |       |  |  |  |  |
| Borrowings from financial institutions       | 594     | -                      | -           | -      | -        | -          | 594   |  |  |  |  |
| Securities and derivatives business payables | -       | 1,355                  | -           | -      | -        | -          | 1,355 |  |  |  |  |
| Derivative liabilities                       | -       | 6                      | -           | -      | -        | -          | 6     |  |  |  |  |
| Liabilities under financial lease agreements | -       | 4                      | 11          | -      | -        | -          | 15    |  |  |  |  |

### 38.5 Fair value of financial instruments

Fair value represents the amount for which an asset could be exchanged or a liability settled between knowledgeable, willing parties in an arm's length transaction. The Company and its subsidiary have estimated the fair value of financial instruments as follows:

#### a) Financial assets

The method used for determining the fair value is dependent upon the characteristics of the financial instruments. The fair values of financial assets including cash and cash equivalents, receivables from Clearing House and securities and derivatives business receivable are considered to approximate their respective carrying values since the financial instruments are predominantly subject to market interest rates or will be due in a short period. The fair values of financial instruments that have standard terms and conditions and are traded on an active and liquid market, such as investments, are determined based on the quoted market price.

# b) Financial liabilities

Borrowings from financial institutions, payables to Clearing House and securities and derivatives business payables are presented at their book value since they mature in the short-term.

As of 31 December 2012, there are no material differences between the book value of financial instruments and their fair value.

### 39. Event after the reporting period

On 21 January 2013, the Company's Board of Directors approved the disposal of shares of Kim Eng Asset Management (Thailand) Company Limited ("the subsidiary") to a subsidiary of the parent company of the Group. The Company is in the process of requesting approval of the transaction from the Securities and Exchange Commission.

## 40. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 7 February 2013.